

FIRST BANCORP /PR/
Form 10-K
March 13, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark one)

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

For the Fiscal Year Ended December 31, 2011

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER 001-14793

FIRST BANCORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Puerto Rico
(State or other jurisdiction of

66-0561882
(I.R.S. Employer

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incorporation or organization)

Identification No.)

1519 Ponce de León Avenue, Stop 23

Santurce, Puerto Rico
(Address of principal executive office)

00908
(Zip Code)

Registrant's telephone number, including area code:

(787) 729-8200

Securities registered pursuant to Section 12(b) of the Act:

Common Stock (\$0.10 par value)

New York Stock Exchange

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 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 checkmark whether the registrant has submitted electronically and posted on its corporate Website, 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 filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definite 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 Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant as of June 30, 2011 (the last day of the registrant's most recently completed second quarter) was \$87,946,864 based on the closing price of \$4.31 per share of common stock on the New York Stock Exchange on June 30, 2011. The registrant had no nonvoting common equity outstanding as of June 30, 2011. For the purposes of the foregoing calculation only, registrant has treated as common stock held by affiliates only common stock of the registrant held by its directors and executive officers and voting stock held by the registrant's employee benefit plans. The registrant's response to this item is not intended to be an admission that any person is an affiliate of the registrant for any purposes other than this response.

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Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:
205,299,171 shares as of March 2, 2012.

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FIRST BANCORP

2011 ANNUAL REPORT ON FORM 10-K

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Forward-Looking Statements

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

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

uncertainty about whether the Corporation will be able to fully comply with the written agreement dated June 3, 2010 (the Written Agreement) that the Corporation entered into with the Federal Reserve Bank of New York (the FED or Federal Reserve) and the order dated June 2, 2010 (the FDIC Order) and together with the Written Agreement, (the Agreements) that the Corporation's banking subsidiary, FirstBank Puerto Rico (FirstBank or the Bank) entered into with the Federal Deposit Insurance Corporation (FDIC) and the Office of the Commissioner of Financial Institutions of the Commonwealth of Puerto Rico (OCIF) that, among other things, require the Bank to maintain certain capital levels and reduce its special mention, classified, delinquent and non-performing assets;

uncertainty as to the availability of certain funding sources, such as retail brokered certificates of deposit (CDs);

the Corporation's reliance on brokered CDs and its ability to obtain, on a periodic basis, approval from the FDIC to issue brokered CDs to fund operations and provide liquidity in accordance with the terms of the FDIC Order;

the risk of not being able to fulfill the Corporation's cash obligations or resume paying dividends to the Corporation's stockholders in the future due to the Corporation's inability to receive approval from the FED to receive dividends from FirstBank or FirstBank's failure to generate sufficient cash flow to make a dividend payment to the Corporation;

the risk of being subject to possible additional regulatory actions;

the strength or weakness of the real estate markets and of the consumer and commercial credit sectors and their impact on the credit quality of the Corporation's loans and other assets, including the Corporation's construction and commercial real estate loan portfolios, which have contributed and may continue to contribute to, among other things, the high levels of non-performing assets, charge-offs and the provision expense and may subject the Corporation to further risk from loan defaults and foreclosures;

adverse changes in general economic conditions in the United States (U.S.) and in Puerto Rico, including the interest rate scenario, market liquidity, housing absorption rates, real estate prices and disruptions in the U.S. capital markets, which may reduce interest margins, impact funding sources and affect demand for all of the Corporation's products and services and the value of the Corporation's assets;

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

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a decrease in demand for the Corporation's products and services and lower revenues and earnings because of the continued recession in Puerto Rico and the current fiscal problems and budget deficit of the Puerto Rico government;

uncertainty about regulatory and legislative changes for financial services companies in Puerto Rico, the United States and the U.S. Virgin Islands (USVI) and British Virgin Islands (BVI), which could affect the Corporation's financial performance and could cause the Corporation's actual results for future periods to differ materially from prior results and anticipated or projected results;

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uncertainty about the effectiveness of the various actions undertaken to stimulate the U.S. economy and stabilize the U.S. financial markets, and the impact such actions may have on the Corporation's business, financial condition and results of operations;

changes in the fiscal and monetary policies and regulations of the federal government, including those determined by the Federal Reserve, the FDIC, government-sponsored housing agencies and local regulators in Puerto Rico and the U.S. and BVI;

the risk of possible failure or circumvention of controls and procedures and the risk that the Corporation's risk management policies may not be adequate;

the risk that the FDIC may further increase the deposit insurance premium and/or require special assessments to replenish its insurance fund, causing an additional increase in the Corporation's non-interest expenses;

the risk of not being able to recover the assets pledged to Lehman Brothers Special Financing, Inc.;

the impact to the Corporation's results of operations and financial condition associated with acquisitions and dispositions;

a need to recognize additional impairments on financial instruments or goodwill relating to acquisitions;

risks that downgrades in the credit ratings of the Corporation's long-term senior debt will adversely affect the Corporation's ability to access necessary external funds;

the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) on the Corporation's businesses, business practices and cost of operations; and

general competitive factors and industry consolidation.

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

Investors should carefully consider these factors and the risk factors outlined under Item 1A, Risk Factors, in this Annual Report on Form 10-K.

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PART I

First BanCorp, incorporated under the laws of the Commonwealth of Puerto Rico, is sometimes referred to in this Annual Report on Form 10-K as the Corporation, we, our, or the Registrant .

Item 1. Business

GENERAL

First BanCorp is a publicly-owned financial holding company that is subject to regulation, supervision and examination by the Federal Reserve Board. The Corporation was incorporated under the laws of the Commonwealth of Puerto Rico to serve as the bank holding company for FirstBank. The Corporation is a full service provider of financial services and products with operations in Puerto Rico, the United States and the U.S. and British Virgin Islands. As of December 31, 2011, the Corporation had total assets of \$13.1 billion, total deposits of \$9.9 billion and total stockholders' equity of \$1.4 billion.

The Corporation provides a wide range of financial services for retail, commercial and institutional clients. As of December 31, 2011, the Corporation controlled two wholly-owned subsidiaries: FirstBank and FirstBank Insurance Agency, Inc. (FirstBank Insurance Agency). FirstBank is a Puerto Rico-chartered commercial bank and FirstBank Insurance Agency is a Puerto Rico-chartered insurance agency.

FirstBank is subject to the supervision, examination and regulation of both the Office of the Commissioner of Financial Institutions of the Commonwealth of Puerto Rico and the Federal Deposit Insurance Corporation. Deposits are insured through the FDIC Deposit Insurance Fund. In addition, within FirstBank, the Bank's United States Virgin Islands operations are subject to regulation and examination by the United States Virgin Islands Banking Board, the British Virgin Islands operations are subject to regulation by the British Virgin Islands Financial Services Commission and its operations in the state of Florida are subject to regulation and examination by the Florida Office of Financial Regulation. FirstBank Insurance Agency is subject to the supervision, examination and regulation of the Office of the Insurance Commissioner of the Commonwealth of Puerto Rico and operates six offices in Puerto Rico.

FirstBank conducts its business through its main office located in San Juan, Puerto Rico, forty-eight banking branches in Puerto Rico, fourteen branches in the United States Virgin Islands and British Virgin Islands and ten branches in the state of Florida (USA). FirstBank had five wholly-owned subsidiaries with operations in Puerto Rico: First Federal Finance Corp. (d/b/a Money Express La Financiera), a finance company specializing in the origination of small loans with twenty-six offices in Puerto Rico; First Mortgage, Inc. (First Mortgage), a residential mortgage loan origination company with thirty-six offices in FirstBank branches and at stand alone sites; First Management of Puerto Rico, a domestic corporation which holds tax-exempt assets; FirstBank Puerto Rico Securities Corp, a broker-dealer subsidiary engaged in municipal bond underwriting and financial advisory services on structured financings principally provided to government entities in the Commonwealth of Puerto Rico; and FirstBank Overseas Corporation, an international banking entity organized under the International Banking Entity Act of Puerto Rico. FirstBank had one active subsidiary with operations outside of Puerto Rico: First Express, a finance company specializing in the origination of small loans with three offices in the USVI.

BUSINESS SEGMENTS

The Corporation has six reportable segments: Consumer (Retail) Banking; Commercial and Corporate Banking; Mortgage Banking; Treasury and Investments; United States Operations; and Virgin Islands Operations. These segments are described below:

Consumer (Retail) Banking

The Consumer (Retail) Banking segment consists of the Corporation's consumer lending and deposit-taking activities conducted mainly through FirstBank's branch network and loan centers in Puerto Rico. Loans to consumers include auto, boat and personal loans and lines of credit. Deposit products include interest bearing and non-interest bearing checking and savings accounts, Individual Retirement Accounts (IRA) and retail certificates of deposit. Retail deposits gathered through each branch of FirstBank's retail network serve as one of the funding sources for the lending and investment activities. Credit card accounts are issued under FirstBank's name through an alliance with a nationally recognized financial institution, which bears the credit risk.

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Commercial and Corporate Banking

The Commercial and Corporate Banking segment consists of the Corporation's lending and other services across a broad spectrum of industries ranging from small businesses to large corporate clients. FirstBank has developed expertise in industries including healthcare, tourism, financial institutions, food and beverage, income-producing real estate and the public sector. The Commercial and Corporate Banking segment offers commercial loans, including commercial real estate and construction loans, and other products such as cash management and business management services. A substantial portion of this portfolio is secured by the underlying value of the real estate collateral and the personal guarantees of the borrowers. This segment also includes the Corporation's broker-dealer activities, which are primarily concentrated in bonds underwriting and financial advisory services provided to government entities in Puerto Rico.

Mortgage Banking

The Mortgage Banking segment conducts its operations mainly through FirstBank and its mortgage origination subsidiary, First Mortgage. These operations consist of the origination, sale and servicing of a variety of residential mortgage loan products. Originations are sourced through different channels such as FirstBank branches, mortgage bankers and in association with new project developers. First Mortgage focuses on originating residential real estate loans, some of which conform to Federal Housing Administration (FHA), Veterans Administration (VA) and Rural Development (RD) standards. Loans originated that meet FHA standards qualify for the FHA's insurance program whereas loans that meet VA and RD standards are guaranteed by those respective federal agencies.

Mortgage loans that do not qualify under these programs are commonly referred to as conventional loans. Conventional real estate loans could be conforming and non-conforming. Conforming loans are residential real estate loans that meet the standards for sale under the Fannie Mae (FNMA) and Freddie Mac (FHLMC) programs whereas loans that do not meet the standards are referred to as non-conforming residential real estate loans. The Corporation's strategy is to penetrate markets by providing customers with a variety of high quality mortgage products to serve their financial needs faster and simpler and at competitive prices. The Mortgage Banking segment also acquires and sells mortgages in the secondary markets. Residential real estate conforming loans are sold to investors like FNMA and FHLMC. Most of the Corporation's residential mortgage loan portfolio consists of fixed-rate, fully amortizing, full documentation loans. The Corporation is not actively engaged in offering negative amortization loans or option adjustable rate mortgage loans. In December 2008, the Corporation obtained Commitment Authority from GNMA to issue GNMA mortgage-backed securities. Under this program, the Corporation has been securitizing FHA/VA mortgage loan production into the secondary market.

Treasury and Investments

The Treasury and Investments segment is responsible for the Corporation's treasury and investment management functions. The treasury function, which includes funding and liquidity management, sells funds to the Commercial and Corporate Banking segment, the Mortgage Banking segment, and the Consumer (Retail) Banking segment to finance their respective lending activities and purchases funds gathered by those segments and from the United States Operations segment. Funds not gathered by the different business units are obtained by the Treasury Division through wholesale channels, such as brokered deposits, advances from the FHLB and, repurchase agreements with investment securities, among others.

United States Operations

The United States Operations segment consists of all banking activities conducted by FirstBank in the United States mainland. FirstBank provides a wide range of banking services to individual and corporate customers primarily in southern Florida through its ten branches. Our success in attracting core deposits in Florida has enabled us to become less dependent on brokered deposits. The United States Operations segment offers an array of both retail and commercial banking products and services. Consumer banking products include checking, savings and money market accounts, retail CDs, internet banking services, residential mortgages, home equity loans and lines of credit, automobile loans and credit cards through an alliance with a nationally recognized financial institution, which bears the credit risk. Deposits gathered through FirstBank's branches in the United States also serve as one of the funding sources for lending and investment activities in Puerto Rico.

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The commercial banking services include checking, savings and money market accounts, CDs, internet banking services, cash management services, remote data capture and automated clearing house, or ACH, transactions. Loan products include the traditional commercial and industrial and commercial real estate products, such as lines of credit, term loans and construction loans.

Virgin Islands Operations

The Virgin Islands Operations segment consists of all banking activities conducted by FirstBank in the U.S. and British Virgin Islands, including retail and commercial banking services, with a total of fourteen branches serving the U.S. Virgin Islands of St. Thomas, St. Croix, and St. John, and the British Virgin Islands of Tortola and Virgin Gorda. The Virgin Islands Operations segment is driven by its consumer, commercial lending and deposit-taking activities. Since 2005, FirstBank has been the largest bank in the U.S. Virgin Islands measured by total assets.

For information regarding First BanCorp's reportable segments, please refer to Note 32, Segment Information, to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K.

Employees

As of December 31, 2011, the Corporation and its subsidiaries employed 2,490 persons. None of its employees are represented by a collective bargaining group. The Corporation considers its employee relations to be good.

SIGNIFICANT EVENTS SINCE THE BEGINNING OF 2011

Deleveraging and De-risking of the Balance Sheet

Sale of Adversely Classified and Non-performing Loans

On February 16, 2011, FirstBank sold an asset portfolio consisting of performing and non-performing construction, commercial mortgage and C&I loans with an unpaid principal balance of \$510.2 million (book value of \$269.3 million) to CPG/GS PR NPL, LLC (CPG/GS) organized under the Laws of the Commonwealth of Puerto Rico and majority owned by PRLP Ventures LLC (PRLP), a company created by Goldman, Sachs & Co. and Caribbean Property Group. In connection with the sale, the Corporation received \$88.5 million in cash and a 35% subordinated interest in CPG/GS, and made a loan in the amount of \$136.1 million representing seller financing provided by FirstBank. The loan portfolio sold was composed of 73% construction loans, 19% commercial real estate loans and 8% commercial loans. Approximately 93% of the loans were adversely classified loans and 55% were in non-performing status as of December 31, 2010.

The Corporation's primary goal in agreeing to the loan sale transaction was to accelerate the de-risking of the balance sheet and improve the Corporation's risk profile. FirstBank has been operating under the FDIC Order since June of 2010, which, among other things, requires the Bank to improve its risk profile by reducing the level of classified assets and delinquent loans. The Corporation entered into this transaction to reduce the level of classified and non-performing assets and reduce its concentration in residential construction loans in accordance with the terms of the capital plan that the Corporation and FirstBank prepared pursuant to the provisions of the FDIC Order (the Capital Plan).

Sale of Performing Residential Mortgage loans

In two separate transactions during 2011, consistent with the Corporation's deleveraging strategies, the Corporation sold performing residential mortgage loans with an unpaid principal balance of approximately \$518 million to another financial institution. The Corporation recognized a gain of approximately \$12.1 million associated with these transactions in 2011.

Sale of Held to Maturity Investment Securities

On March 7, 2011, the Corporation sold approximately \$330 million of mortgage-backed securities that were originally intended to be held to maturity, consistent with deleveraging initiatives included in the Corporation's Capital Plan. The Corporation realized a gain of \$18.7 million associated with this transaction. After the sale, in line with the Corporation's ongoing capital management strategy, the remaining \$89 million of investment securities held in the held-to-maturity portfolio was reclassified to the available-for-sale portfolio.

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Balance Sheet Repositioning

The Corporation also achieved a significant reduction in investment securities as a result of balance sheet repositioning strategies, and in 2011 sold low yielding investment securities such as \$500 million of 2-5 year U.S. Treasury Notes (average yield of 1.40%) and \$105 million of U.S. Agency floating rate CMOs (average yield of 0.95%). The proceeds from these sales were used, in part, to prepay \$400 million of repurchase agreements (average rate of 2.74%) and \$100 million of advances from FHLB (average rate of 1.62%). The prepayment penalties of \$10.8 million on the early termination of borrowings was offset with gains of \$11.0 million from the sale of low yielding securities.

Proceeds from sale of loans and securities were used to repay maturing brokered CDs and Advances from FHLB. Deleverage and de-risking strategies contributed to a significant decrease in the provision for loan losses and improved the net interest margin in 2011.

Capital Plan Execution

Completion of a \$525 million Capital Raise and Subsequent Rights Offering

On October 7, 2011, the Corporation successfully completed a private placement of \$525 million in shares of common stock (the capital raise). The proceeds from the capital raise amounted to approximately \$490 million (net of offering costs), of which \$435 million have been contributed to the Corporation's wholly owned banking subsidiary, FirstBank. Lead investors include funds affiliated with Thomas H. Lee Partners, L.P. (THL) and Oaktree Capital Management, L.P. (Oaktree) that purchased from the Corporation an aggregate of \$348.2 million (\$174.1 million each investor) of shares of the Corporation's common stock.

In connection with the closing, the Corporation issued 150 million shares of common stock at \$3.50 per share to institutional investors. Subsequent to the closing, in related transactions, on October 12, 2011 and October 26, 2011, each of THL and Oaktree, respectively, purchased in the aggregate 937,493 shares of common stock from certain of the institutional investors who participated in the capital raise transaction. As of the date of the filing of this Form 10-K, each of THL and Oaktree owns 24.69% of the total shares of common stock outstanding. THL and Oaktree also have the right to designate a person to serve on the Corporation's Board of Directors. In this regard, the Corporation reconstituted its Board of Directors and Michael P. Harmon, a Managing Director with the Principal Group of Oaktree, and Thomas M. Hagerty, a Managing Director at THL were appointed as members of the Bank's and the Corporation's Board of Directors. In addition, Mr. Roberto R. Herencia was appointed as the new non-executive chairman of the Bank's and the Corporation's Board of Directors.

On December 8, 2011, the Corporation completed a rights offering in which the Corporation issued an additional 888,781 shares of common stock at \$3.50 per share, and received proceeds of \$3.3 million.

Conversion of the Series G Convertible Cumulative Preferred Stock into Common Stock

The completion of the aforementioned capital raise enabled the Corporation to compel the conversion of the 424,174 shares of the Corporation's Series G Preferred Stock, held by the U.S. Treasury, into 32.9 million shares of common stock at a conversion price of \$9.66. In connection with the conversion, the Corporation paid to the U.S. Treasury \$26.4 million for past due undeclared cumulative dividends on the Series G Preferred Stock. With the \$525 million capital infusion, the conversion to common stock of the Series G Preferred Stock held by the U.S. Treasury, and the issuance of an additional \$3.3 million of capital in the rights offering (after deducting estimated offering expenses and the \$26.4 million payment of cumulative dividends on the Series G Preferred Stock), the Corporation increased its total common equity by approximately \$834 million.

Compliance with Regulatory Capital Requirements of the FDIC Order

The minimum capital ratios established by the FDIC Order are 12% for Total Capital to Risk-Weighted Assets, 10% for Tier 1 Capital to Risk-Weighted Assets and 8% for Leverage (Tier 1 Capital to Average Total Assets). As of December 31, 2011, the Corporation's Total Capital, Tier 1 Capital and Leverage ratios were 17.12%, 15.79%

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and 11.91%, respectively, up from 12.02%, 10.73% and 7.57%, respectively, as of December 31, 2010. Meanwhile, FirstBank's Total Capital, Tier 1 Capital and Leverage ratios as of December 31, 2011 were 16.58%, 15.25% and 11.52%, respectively, up from 11.57%, 10.28% and 7.25%, respectively, as of December 31, 2010. All of the capital ratios as of December 31, 2011 are well above the minimum required under the consent order with the FDIC.

Delisting of the Series A through E Non-convertible, Non-cumulative Preferred Stock

Effective January 17, 2012, the Corporation delisted all of the series of non-convertible, non-cumulative preferred stock from the New York Stock Exchange. The Corporation has not arranged for listing and/or registration on another national securities exchange or for quotation of the preferred stock in a quotation medium. The Corporation initially announced its intention to delist the non-convertible, non-cumulative preferred stock at the time it made an offer to issue shares of its common stock in exchange for any and all outstanding shares of the non-convertible, non-cumulative preferred stock.

WEBSITE ACCESS TO REPORT

The Corporation makes available annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934, free of charge on or through its internet website at www.firstbankpr.com (under the Investor Relations section), as soon as reasonably practicable after the Corporation electronically files such material with, or furnishes it to, the SEC.

The Corporation also makes available the Corporation's corporate governance guidelines and principles, the charters of the audit, asset/liability, compensation and benefits, credit, compliance, corporate governance and nominating committees and the codes of conduct and principles mentioned below, free of charge on or through its internet website at www.firstbankpr.com (under the Investor Relations section):

Code of Ethics for Senior Financial Officers

Code of Ethics applicable to all employees

Independence Principles for Directors

Luxury Expenditure Policy

The corporate governance guidelines and principles and the aforementioned charters and codes may also be obtained free of charge by sending a written request to Mr. Lawrence Odell, Executive Vice President and General Counsel, PO Box 9146, San Juan, Puerto Rico 00908.

The public may read and copy any materials First BanCorp files with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. In addition, the public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy, and information statements, and other information regarding issuers that file electronically with the SEC (www.sec.gov).

MARKET AREA AND COMPETITION

Puerto Rico, where the banking market is highly competitive, is the main geographic service area of the Corporation. As of December 31, 2011, the Corporation also had a presence in the state of Florida and in the United States and British Virgin Islands. Puerto Rico banks are subject to the same federal laws, regulations and supervision that apply to similar institutions in the United States mainland.

Competitors include other banks, insurance companies, mortgage banking companies, small loan companies, automobile financing companies, leasing companies, brokerage firms with retail operations, and credit unions in Puerto Rico, the Virgin Islands and the state of Florida. The Corporation's businesses compete with these other firms with respect to the range of products and services offered and the types of clients, customers, and industries served.

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The Corporation's ability to compete effectively depends on the relative performance of its products, the degree to which the features of its products appeal to customers, and the extent to which the Corporation meets clients' needs and expectations. The Corporation's ability to compete also depends on its ability to attract and retain professional and other personnel, and on its reputation.

The Corporation encounters intense competition in attracting and retaining deposits and its consumer and commercial lending activities. The Corporation competes for loans with other financial institutions, some of which are larger and have greater resources available than those of the Corporation. Management believes that the Corporation has been able to compete effectively for deposits and loans by offering a variety of transaction account products and loans with competitive features, by pricing its products at competitive interest rates, by offering convenient branch locations, and by emphasizing the quality of its service. The Corporation's ability to originate loans depends primarily on the rates and fees charged and the service it provides to its borrowers in making prompt credit decisions. There can be no assurance that in the future the Corporation will be able to continue to increase its deposit base or originate loans in the manner or on the terms on which it has done so in the past.

SUPERVISION AND REGULATION

Recent Events Affecting the Corporation

As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), which became law on July 21, 2010, there will be additional regulatory oversight and supervision of the holding company and its subsidiaries.

The Dodd-Frank Act significantly changes the regulation of financial institutions and the financial services industry. The Dodd-Frank Act includes, and the regulations being developed thereunder will include, provisions affecting large and small financial institutions alike, including several provisions that will affect how banks and bank holding companies will be regulated in the future.

The Dodd-Frank Act, among other things, imposes new capital requirements on bank holding companies; provides that a bank holding company must serve as a source of financial and managerial strength to each of its subsidiary banks and stand ready to commit resources to support each of them, changes the base for FDIC insurance assessments to a bank's average consolidated total assets minus average tangible equity, rather than upon its deposit base, and permanently raises the current standard deposit insurance limit to \$250,000; extends unlimited insurance for noninterest-bearing transaction accounts through 2012 and expands the FDIC's authority to raise insurance premiums. The legislation also calls for the FDIC to raise the ratio of reserves to deposits from 1.15% to 1.35% for deposit insurance purposes by September 30, 2020 and to offset the effect of increased assessments on insured depository institutions with assets of less than \$10 billion. The Dodd-Frank Act also limits interchange fees payable on debit card transactions, establishes as an independent entity within the Federal Reserve the Bureau of Consumer Financial Protection (the CFPB), which has broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards, and contains provisions on mortgage-related matters such as steering incentives, and determinations as to a borrower's ability to repay and prepayment penalties. The CFPB has primary examination and enforcement authority over FirstBank and other banks with over \$10 billion in assets with respect to consumer financial products and services effective July 21, 2011.

On June 28, 2011, the Federal Reserve Board approved a final debit card interchange rule that caps a debit card issuer's base fee at 21 cents per transaction and allows an additional 5 basis-point charge per transaction to help cover fraud losses. The Federal Reserve Board issued an interim final rule that also allows a fraud-prevention adjustment of 1 cent per transaction conditioned upon a credit card issuer adopting effective fraud prevention policies and procedures. The Federal Reserve Board also adopted requirements that issuers include two unaffiliated networks for routing debit transactions. Compliance for most types of debit cards is required by April 1, 2012. The effective date for the pricing restrictions was October 1, 2011. We expect that the debit card interchange rule will reduce our interchange fee revenue in line with industry-wide expectations, beginning in the quarter ended December 31, 2011. The new pricing restriction is expected to impact FirstBank by an approximate \$2.5 million to \$3.0 million annual reduction of revenue related to these transactions, without management actions.

The Dodd-Frank Act also includes provisions that affect corporate governance and executive compensation at all publicly-traded companies and allows financial institutions to pay interest on business checking accounts. The legislation also restricts proprietary trading, places restrictions on the owning or sponsoring of hedge and private

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equity funds, and regulates the derivatives activities of banks and their affiliates. The Dodd-Frank Act establishes the Financial Stability Oversight Council, which is to identify threats to the financial stability of the U.S., promote market discipline, and respond to emerging threats to the stability of the U.S. financial system.

The Collins Amendment to the Dodd-Frank Act, among other things, eliminates certain trust preferred securities from Tier I capital. Preferred securities issued under the U.S. Treasury's Troubled Asset Relief Program (TARP) are exempted from this treatment. In the case of certain trust preferred securities issued prior to May 19, 2010 by bank holding companies with total consolidated assets of \$15 billion or more as of December 31, 2009, these regulatory capital deductions are to be phased in incrementally over a period of three years beginning on January 1, 2013. This provision also requires the federal banking agencies to establish minimum leverage and risk-based capital requirements that will apply to both insured banks and their holding companies. Regulations implementing the Collins Amendment became effective on July 28, 2011, and set as a floor for the capital requirements of the holding company and FirstBank a minimum capital requirement computed using the Federal Reserve's risk-based capital rules. Additional rulemaking as to the Collins Amendment is expected.

A separate legislative proposal would impose a new fee or tax on U.S. financial institutions as part of the 2010 budget plans in an effort to reduce the anticipated budget deficit and to recoup losses anticipated from the TARP. Such an assessment is estimated to be 15-basis points, levied against bank assets minus Tier 1 capital and domestic deposits. It appears that this fee or tax would be assessed only against the 50 or so largest financial institutions in the U.S., which are those with more than \$50 billion in assets, and therefore would not directly affect us. However, the large banks that are affected by the tax may choose to seek additional deposit funding in the marketplace, driving up the cost of deposits for all banks. The administration has also considered a transaction tax on trades of stock in financial institutions and a tax on executive bonuses.

The U.S. Congress has also recently adopted additional consumer protection laws such as the Credit Card Accountability Responsibility and Disclosure Act of 2009, and the Federal Reserve has adopted numerous new regulations addressing banks' credit card, overdraft and mortgage lending practices. Additional consumer protection legislation and regulatory activity is anticipated in the near future.

Internationally, both the Basel Committee on Banking Supervision and the Financial Stability Board (established in April 2009 by the Group of Twenty (G-20) Finance Ministers and Central Bank Governors to take action to strengthen regulation and supervision of the financial system with greater international consistency, cooperation and transparency) have committed to raise capital standards and liquidity buffers within the banking system (Basel III). On September 12, 2010, the Group of Governors and Heads of Supervision agreed to the calibration and phase-in of the Basel III minimum capital requirements (raising the minimum Tier 1 equity ratio to 6.0%, with full implementation by January 2015) and introducing a capital conservation buffer of common equity of an additional 2.5% with implementation by January 2019. The U.S. federal banking agencies have yet to propose regulations for implementing Basel III. On September 28, 2011, the Basel Committee announced plans to consider adjustments to the first liquidity change to be imposed under Basel III, which change would take effect on January 1, 2015. The liquidity coverage ratio being considered would require banks to maintain an adequate level of unencumbered high-quality liquid assets sufficient to meet liquidity needs for a 30 calendar day time horizon.

Bank Holding Company Activities and Other Limitations

The Corporation is subject to ongoing regulation, supervision, and examination by the Federal Reserve Board, and is required to file with the Federal Reserve Board periodic and annual reports and other information concerning its own business operations and those of its subsidiaries. In addition, the Corporation is subject to regulation under the Bank Holding Company Act of 1956, as amended (Bank Holding Company Act). Under the provisions of the Bank Holding Company Act, a bank holding company must obtain Federal Reserve Board approval before it acquires direct or indirect ownership or control of more than 5% of the voting shares of another bank, or merges or consolidates with another bank holding company. The Federal Reserve Board also has authority under certain circumstances to issue cease and desist orders against bank holding companies and their non-bank subsidiaries.

A bank holding company is prohibited under the Bank Holding Company Act, with limited exceptions, from engaging, directly or indirectly, in any business unrelated to the businesses of banking or managing or controlling banks. One of the exceptions to these prohibitions permits ownership by a bank holding company of the shares of any corporation if the Federal Reserve Board, after due notice and opportunity for hearing, by regulation or order has determined that the activities of the corporation in question are so closely related to the businesses of banking or managing or controlling banks as to be a proper incident thereto.

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Under provisions in the Dodd-Frank Act and Federal Reserve Board policy, a bank holding company such as the Corporation is expected to act as a source of financial strength to its banking subsidiaries and to commit support to them. This support may be required at times when, absent such policy, 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 must be subordinated in right of payment to deposits and to certain other indebtedness of such subsidiary bank. As of December 31, 2011, FirstBank was the only depository institution subsidiary of the Corporation.

The Gramm-Leach-Bliley Act (the "GLB Act") revised and expanded the provisions of the Bank Holding Company Act by including a section that permits a bank holding company to elect to become a financial holding company and engage in a full range of financial activities. In April 2000, the Corporation filed an election with the Federal Reserve Board and became a financial holding company under the GLB Act.

A financial holding company ceasing to meet certain standards is subject to a variety of restrictions, depending on the circumstances. The Corporation and FirstBank must remain well-capitalized and well-managed for regulatory purposes and FirstBank must continue to earn satisfactory or better ratings on its periodic Community Reinvestment Act ("CRA") examinations to preserve the financial holding company status. Until compliance is restored, the Federal Reserve Board has broad discretion to impose appropriate limitations on the financial holding company's activities. If compliance is not restored within 180 days, the Federal Reserve Board may ultimately require the financial holding company to divest its depository institutions or in the alternative, to discontinue or divest any activities that are permitted only to non-financial holding company bank holding companies.

The potential restrictions are different if the lapse pertains to the Community Reinvestment Act requirement. In that case, until all the subsidiary institutions are restored to at least satisfactory Community Reinvestment Act rating status, the financial holding company may not engage, directly or through a subsidiary, in any of the additional activities permissible under the GLB Act or make additional acquisitions of companies engaged in the additional activities. However, completed acquisitions and additional activities and affiliations previously begun are left undisturbed, as the GLB Act does not require divestiture for this type of situation.

Financial holding companies may engage, directly or indirectly, in any activity that is determined to be (i) financial in nature, (ii) incidental to such financial activity, or (iii) complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally. The GLB 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 or economic advice or services; (d) pooled investments; (e) securities underwriting and dealing; (f) existing bank holding company domestic activities; (g) existing bank holding company foreign activities; and (h) merchant banking activities. The Corporation offers insurance agency services through its wholly-owned subsidiary, FirstBank Insurance Agency. In association with JP Morgan Chase, the Corporation, through FirstBank Puerto Rico Securities, Inc., a wholly owned subsidiary of FirstBank, also offers municipal bond underwriting services focused mainly on municipal and government bonds or obligations issued by the Puerto Rico government and its public corporations. Additionally, FirstBank Puerto Rico Securities, Inc. offers financial advisory services.

In addition, the GLB 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 Treasury, 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 generally.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act of 2002 ("SOX") implemented a range of corporate governance and other 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, SOA has established membership requirements and responsibilities for the audit committee, imposed restrictions on the relationship between the Corporation and external auditors, imposed additional responsibilities for the external financial statements on our chief executive officer and chief financial

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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.

Since the 2004 Annual Report on Form 10-K, the Corporation has included in its annual report on Form 10-K its management's assessment regarding the effectiveness of the Corporation'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 Corporation; management's assessment as to the effectiveness of the Corporation'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 Corporation's internal control over financial reporting. As of December 31, 2011, First BanCorp's management concluded that its internal control over financial reporting was effective. The Corporation's independent registered public accounting firm reached the same conclusion.

Emergency Economic Stabilization Act of 2008

On October 3, 2008, the Emergency Economic Stabilization Act of 2008 (the "EESA") was signed into law. The EESA authorized the Treasury to access up to \$700 billion to protect the U.S. economy and restore confidence and stability to the financial markets. One such program under TARP was action by Treasury to make significant investments in U.S. financial institutions through the Capital Purchase Program (CPP). The Treasury's stated purpose in implementing the CPP was to improve the capitalization of healthy institutions, which would improve the flow of credit to businesses and consumers, and boost the confidence of depositors, investors, and counterparties alike. All federal banking and thrift regulatory agencies encouraged eligible institutions to participate in the CPP.

The Corporation applied for, and the Treasury approved, a capital purchase in the amount of \$400,000,000. The Corporation entered into a Letter Agreement with the Treasury, pursuant to which the Corporation issued and sold to the Treasury for an aggregate purchase price of \$400,000,000 in cash (i) 400,000 shares of Series F Preferred Stock, and (2) a warrant to purchase 389,483 shares of the Corporation's common stock at an exercise price of \$154.05 per share, subject to certain anti-dilution and other adjustments. The TARP transaction closed on January 16, 2009. On July 20, 2010, we exchanged the Series F Preferred Stock, plus accrued dividends on the Series F Preferred Stock, for 424,174 shares of a new Series G Preferred Stock and amended the warrant issued on January 16, 2009 and on December 2, 2010 the Agreement and the certificate of designation of the Series G preferred stock were amended to, among other provisions, reduce the required capital amount to compel the conversion of the Series G preferred stock from \$500 million to \$350 million. On October 7, 2011, we exercised our right to convert the Series G preferred stock into 32,941,797 shares of common stock, which the Treasury owns. As a result of the Capital Raise, the warrant was adjusted to provide for the issuance of approximately 1,285,891 shares of common stock at an exercise price of \$3.29 per share.

Under the terms of the Letter Agreement with the Treasury, (i) the Corporation amended its compensation, bonus, incentive and other benefit plans, arrangements and agreements (including severance and employment agreements) to the extent necessary to be in compliance with the executive compensation and corporate governance requirements of Section 111(b) of the Emergency Economic Stability Act of 2008 and applicable guidance or regulations issued by the Secretary of Treasury on or prior to January 16, 2009 and (ii) each Senior Executive Officer, as defined in the Purchase Agreement, executed a written waiver releasing Treasury and the Corporation from any claims that such officers may otherwise have as a result the Corporation's amendment of such arrangements and agreements to be in compliance with Section 111(b). Until such time as Treasury ceases to own any debt or equity securities of the Corporation acquired pursuant to the Purchase Agreement, the Corporation must maintain compliance with these requirements.

American Recovery and Reinvestment Act of 2009

On February 17, 2009, the Congress enacted the American Recovery and Reinvestment Act of 2009 ("ARRA"). The Stimulus Act includes federal tax cuts, expansion of unemployment benefits and other social welfare provisions, and domestic spending in education, health care, and infrastructure, including energy sector. The Stimulus Act includes provisions relating to compensation paid by institutions that receive government assistance under TARP, including institutions that have already received such assistance, effectively amending the existing compensation and corporate governance requirements of Section 111(b) of the EESA. The provisions include restrictions on the amounts and forms of compensation payable, provision for possible reimbursement of previously paid compensation and a requirement that compensation be submitted to non-binding say on pay shareholder vote.

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On June 10, 2009, the Treasury issued regulations implementing the compensation requirements under ARRA, which amended the requirements of EESA. The regulations became applicable to existing and new TARP recipients upon publication in the Federal Register on June 15, 2009. The regulations make effective the compensation provisions of ARRA and include rules requiring: (i) review of prior compensation by a Special Master; (ii) restrictions on paying or accruing bonuses, retention awards or incentive compensation for certain employees; (iii) regular review of all employee compensation arrangements by the company's senior risk officer and compensation committee to ensure that the arrangements do not encourage unnecessary and excessive risk-taking or manipulation reporting of earnings; (iv) recoupment of bonus payments based on materially inaccurate information; (v) in the prohibition on severance or change in control payments for certain employees; (vi) adoption of policies and procedures to avoid excessive luxury expenses; and (vii) mandatory say on pay vote by shareholders (which was effective beginning in February 2009). In addition, the regulations also introduce several additional requirements and restrictions, including: (i) Special Master review of ongoing compensation in certain situations; (ii) prohibition on tax gross-ups for certain employees; (iii) disclosure of perquisites; and (iv) disclosure regarding compensation consultants.

Homeowner Affordability and Stability Plan

On February 18, 2009, President Obama announced a comprehensive plan to help responsible homeowners avoid foreclosure by providing affordable and sustainable mortgage loans. The Homeowner Affordability and Stability Plan, a \$75 billion federal program, provides for a sweeping loan modification program targeted at borrowers who are at risk of foreclosure because their incomes are not sufficient to make their mortgage payments. It also includes refinancing opportunities for borrowers who are current on their mortgage payments but have been unable to refinance because their homes have decreased in value. Under the Homeowner Stability Initiative, Treasury will spend up to \$50 billion dollars to make mortgage payments affordable and sustainable for middle-income American families that are at risk of foreclosure. Borrowers who are delinquent on the mortgage for their primary residence and borrowers who, due to a loss of income or increase in expenses, are struggling to keep their payments current may be eligible for a loan modification. Under the Homeowner Affordability and Stability Plan, borrowers who are current on their mortgage but have been unable to refinance because their house has decreased in value may have the opportunity to refinance into a 30-year, fixed-rate loan. Through the program, Fannie Mae and Freddie Mac will allow the refinancing of mortgage loans that they hold in their portfolios or which they guarantee in their own mortgage-backed securities. Lenders were able to begin accepting refinancing applications on March 4, 2009. The Obama Administration announced on March 4, 2009 the new U.S. Department of the Treasury guidelines to enable servicers to begin modifications of eligible mortgages under the Homeowner Affordability and Stability Plan. The guidelines implement financial incentives for mortgage lenders to modify existing first mortgages and sets standard industry practice for modifications.

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 are required to, among other things, 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. Presently, only certain types of financial institutions (including banks, savings associations and money services businesses) are subject to final rules implementing the anti-money laundering program requirements of the USA Patriot Act.

Failure of a financial institution to comply with the USA Patriot Act's requirements could have serious legal and reputational consequences for the institution. The Corporation has adopted appropriate policies, procedures and controls to address compliance with the USA Patriot Act and Treasury regulations.

Privacy Policies

Under Title V of the GLB Act, all financial institutions are required to adopt privacy policies, restrict the sharing of nonpublic customer data with parties at the customer's request and establish policies and procedures to protect customer data from unauthorized access. The Corporation and its subsidiaries have adopted policies and procedures in order to comply with the privacy provisions of the GLB Act and the Fair and Accurate Credit Transaction Act of 2003 and the regulations issued thereunder.

Table of Contents***State Chartered Non-Member Bank and Banking Laws and Regulations in General***

FirstBank is subject to regulation and examination by the OCIF and the FDIC, and is subject to comprehensive federal and state regulations dealing with a wide variety of subjects. The federal and state laws and regulations which are applicable to banks regulate, among other things, the scope of their businesses, their investments, their reserves against deposits, the timing and availability of deposited funds, and the nature and amount of and collateral for certain loans. In addition to the impact of 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 influence the economy. Among the instruments used by the Federal Reserve Board to implement these objectives are open market operations in U.S. government securities, adjustments of the discount rate, and changes in reserve requirements against bank deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits. The monetary policies and regulations of the Federal Reserve Board have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our future business, earnings, and growth cannot be predicted.

References herein to applicable statutes or regulations are brief summaries of portions thereof which do not purport to be complete and which are qualified in their entirety by reference to those statutes and regulations. Numerous additional regulations and changes to regulations are anticipated as a result of the Dodd-Frank Act, and future legislation may provide additional regulatory oversight of FirstBank. Any change in applicable laws or regulations may have a material adverse effect on the business of commercial banks and bank holding companies, including FirstBank and the Corporation.

There are periodic examinations by the OCIF and the FDIC of FirstBank to test the Bank's compliance with various statutory and regulatory requirements. This regulation and supervision establishes a comprehensive framework of activities in which an institution can engage. The regulation and supervision are intended primarily for the protection of the FDIC's insurance fund and depositors. The regulatory structure also gives the regulatory authorities discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. This enforcement authority includes, among other things, the ability to assess civil money penalties, to issue cease-and-desist or removal orders and to initiate injunctive actions against banking organizations and institution-affiliated parties. In general, these enforcement actions may be initiated for violations of laws and regulations and for engaging in unsafe or unsound practices. In addition, certain bank actions are required by statute and implementing regulations. Other actions or failure to act may provide the basis for enforcement action, including the filing of misleading or untimely reports with regulatory authorities.

Dividend Restrictions

The Corporation is subject to certain restrictions generally imposed on Puerto Rico corporations with respect to the declaration and payment of dividends (i.e., that dividends may be paid out only from the Corporation's net assets in excess of capital or, in the absence of such excess, from the Corporation's net earnings for such fiscal year and/or the preceding fiscal year). The Federal Reserve Board has also issued a policy statement that, as a matter of prudent banking, a bank holding company should generally not maintain a given rate of cash dividends unless its net income available to common shareholders has been sufficient to fund fully the dividends and the prospective rate of earnings retention appears to be consistent with the organization's capital needs, asset quality, and overall financial condition.

On February 24, 2009, the Federal Reserve published the *Applying Supervisory Guidance and Regulations on the Payment of Dividends, Stock Redemptions, and Stock Repurchases at Bank Holding Companies* (the *Supervisory Letter*), which discusses the ability of bank holding companies to declare dividends and to redeem or repurchase equity securities. The *Supervisory Letter* is generally consistent with prior Federal Reserve supervisory policies and guidance, although places greater emphasis on discussions with the regulators prior to dividend declarations and redemption or repurchase decisions even when not explicitly required by the regulations. The Federal Reserve provides that the principles discussed in the letter are applicable to all bank holding companies, but are especially relevant for bank holding companies that are either experiencing financial difficulties and/or receiving public funds under the Treasury's TARP Capital Purchase Program. To that end, the *Supervisory Letter* specifically addresses the Federal Reserve's supervisory considerations for TARP participants.

The *Supervisory Letter* provides that a board of directors should eliminate, defer, or severely limit dividends if: (i) the bank holding company's net income available to shareholders for the past four quarters, net of dividends paid

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during that period, is not sufficient to fully fund the dividends; (ii) the bank holding company's rate of earnings retention is inconsistent with capital needs and overall macroeconomic outlook; or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. The Supervisory Letter further suggests that bank holding companies should inform the Federal Reserve in advance of paying a dividend that: (i) exceeds the earnings for the quarter in which the dividend is being paid; or (ii) could result in a material adverse change to the organization's capital structure.

In prior years, the principal source of funds for the Corporation's parent holding company was dividends declared and paid by its subsidiary, FirstBank. Pursuant to the Written Agreement with the Federal Reserve, the Corporation cannot directly or indirectly take dividends or any other form of payment representing a reduction in capital from the Bank without the prior written approval of the Federal Reserve. The ability of FirstBank to declare and pay dividends on its capital stock is regulated by the Puerto Rico Banking Law, the Federal Deposit Insurance Act (the FDIA), and FDIC regulations. In general terms, the Puerto Rico Banking Law provides that when the expenditures of a bank are greater than receipts, the excess of expenditures over receipts shall be charged against undistributed profits of the bank and the balance, if any, shall be charged against the required reserve fund of the bank. If the reserve fund is not sufficient to cover such balance in whole or in part, the outstanding amount must be charged against the bank's capital account. The Puerto Rico Banking Law 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 such bank.

We suspended dividend payments on our common and preferred dividends, including the TARP preferred dividends, commencing effective with the preferred dividend payments for the month of August 2009. Furthermore, so long as any shares of preferred stock remain outstanding and until we obtain the FED's approval, we cannot declare, set apart or pay any dividends on shares of our common stock unless any accrued and unpaid dividends on our preferred stock for the twelve monthly dividend periods ending on the immediately preceding dividend payment date have been paid or are paid contemporaneously and the full monthly dividend on our preferred stock for the then current month has been or is contemporaneously declared and paid or declared and set apart for payment.

Limitations on Transactions with Affiliates and Insiders

Certain transactions between financial institutions such as FirstBank and its affiliates are governed by Sections 23A and 23B of the Federal Reserve Act and by Regulation W. An affiliate of a financial institution is any corporation or entity that controls, is controlled by, or is under common control with the financial institution. In a holding company context, the parent bank holding company and any companies which are controlled by such parent bank holding company are affiliates of the financial institution. Generally, Sections 23A and 23B of the Federal Reserve Act (i) limit the extent to which the financial institution or its subsidiaries may engage in covered transactions (defined below) with any one affiliate to an amount equal to 10% of such financial institution's capital stock and surplus, and contain an aggregate limit on all such transactions with all affiliates to an amount equal to 20% of such financial institution's capital stock and surplus and (ii) require that all covered transactions be on terms substantially the same, or at least as favorable to the financial institution or affiliate, as those provided to a non-affiliate. The term covered transaction includes the making of loans, purchase of assets, issuance of a guarantee and other similar transactions. In addition, loans or other extensions of credit by the financial institution to the affiliate are required to be collateralized in accordance with the requirements set forth in Section 23A of the Federal Reserve Act. The Dodd-Frank Act added derivatives and securities lending and borrowing transactions to the list of covered transactions subject to Section 23A restrictions.

In addition, Sections 22(h) and (g) of the Federal Reserve Act, implemented through Regulation O, place restrictions on loans to executive officers, directors, and principal stockholders. Under Section 22(h) of the Federal Reserve Act, loans to a director, an executive officer, a greater than 10% stockholder of a financial institution, and certain related interests of these, may not exceed, together with all other outstanding loans to such persons and affiliated interests, the financial institution's loans to one borrower limit, generally equal to 15% of the institution's unimpaired capital and surplus. Section 22(h) of the Federal Reserve Act also requires that loans to directors, executive officers, and principal stockholders be made on terms substantially the same as offered in comparable transactions to other persons and also requires prior board approval for certain loans. In addition, the aggregate amount of extensions of credit by a financial institution to insiders cannot exceed the institution's unimpaired capital and surplus. Furthermore, Section 22(g) of the Federal Reserve Act places additional restrictions on loans to executive officers.

Table of Contents***Federal Reserve Board Capital Requirements***

The Federal Reserve Board has adopted capital adequacy guidelines pursuant to which it assesses the adequacy of capital in examining and supervising a bank holding company and in analyzing applications to it under the Bank Holding Company Act. The Federal Reserve Board capital adequacy guidelines generally require bank holding companies to maintain total capital equal to 8% of total risk-adjusted assets, with at least one-half of that amount consisting of Tier I or core capital and up to one-half of that amount consisting of Tier II or supplementary capital. Tier I capital for bank holding companies generally consists of the sum of common stockholders' equity and perpetual preferred stock, subject in the case of the latter to limitations on the kind and amount of such perpetual preferred stock that may be included as Tier I capital, less goodwill and, with certain exceptions, other intangibles. Tier II capital generally consists of hybrid capital instruments, perpetual preferred stock that is not eligible to be included as Tier I capital, term subordinated debt and intermediate-term preferred stock and, subject to limitations, allowances for loan losses. Assets are adjusted under the risk-based guidelines to take into account different risk characteristics, with the categories ranging from 0% (requiring no additional capital) for assets such as cash to 100% for the bulk of assets, which are typically held by a bank holding company, including multi-family residential and commercial real estate loans, commercial business loans and commercial loans. Off-balance sheet items also are adjusted to take into account certain risk characteristics.

The federal bank regulatory agencies' risk-based capital guidelines for years have been based upon the 1988 capital accord (Basel I) of the Basel Committee, a committee of central bankers and bank supervisors from the major industrialized countries. This body develops broad policy guidelines for use by each country's supervisors in determining the supervisory policies they apply. In 2004, it proposed a new capital adequacy framework (Basel II) for large, internationally active banking organizations to replace Basel I. Basel II was designed to produce a more risk-sensitive result than its predecessor. However, certain portions of Basel II entail complexities and costs that were expected to preclude their practical application to the majority of U.S. banking organizations that lack the economies of scale needed to absorb the associated expenses.

Effective April 1, 2008, the U.S. federal bank regulatory agencies adopted Basel II for application to certain banking organizations in the United States. The new capital adequacy framework applies to organizations that: (i) have consolidated assets of at least \$250 billion; or (ii) have consolidated total on-balance sheet foreign exposures of at least \$10 billion; or (iii) are eligible to, and elect to, opt-in to the new framework even though not required to do so under clause (i) or (ii) above; or (iv) as a general matter, are subsidiaries of a bank or bank holding company that uses the new rule. During a two-year phase-in period, organizations required or electing to apply Basel II will report their capital adequacy calculations separately under both Basel I and Basel II on a parallel run basis. Given the high thresholds noted above, FirstBank is not required to apply Basel II and does not expect to apply it in the foreseeable future. See discussion of Basel III under the Recent Events Affecting the Corporation section.

Source of Strength Doctrine

Under provisions in the Dodd-Frank Act, as well as Federal Reserve Board policy and regulation, a bank holding company must serve as a source of financial and managerial strength to each of its subsidiary banks and is expected to stand prepared to commit resources to support each of them. Consistent with this, the Federal Reserve Board has stated that, as a matter of prudent banking, a bank holding company should generally not maintain a given rate of cash dividends unless its net income available to common shareholders has been sufficient to fully fund the dividends and the prospective rate of earnings retention appears to be consistent with the organization's capital needs, asset quality, and overall financial condition.

Deposit Insurance

The increase in deposit insurance coverage to up to \$250,000 per customer, the FDIC's expanded authority to increase insurance premiums, as well as the recent increase and anticipated additional increase in the number of bank failures have resulted in an increase in deposit insurance assessments for all banks, including FirstBank. The FDIC, absent extraordinary circumstances, is required by law to return the insurance reserve ratio to a 1.15 percent ratio no later than the end of 2013. Citing extraordinary circumstances, the FDIC has extended the time within which the reserve ratio must be restored to 1.15 from five to eight years.

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On February 7, 2011, the FDIC adopted a rule which redefines the assessment base for deposit insurance as required by the Dodd-Frank Act, makes changes to assessment rates, implements the Dodd-Frank Act's Deposit Insurance Fund dividend provisions, and revises the risk-based assessment system for all large insured depository institutions (institutions with at least \$10 billion in total assets), such as FirstBank.

If the FDIC is appointed conservator or receiver of a bank upon the bank's insolvency or the occurrence of other events, the FDIC may sell some, part or all of a bank's assets and liabilities to another bank or repudiate or disaffirm most types of contracts to which the bank was a party if the FDIC believes such contract is burdensome. In resolving the estate of a failed bank, the FDIC as receiver will first satisfy its own administrative expenses, and the claims of holders of U.S. deposit liabilities also have priority over those of other general unsecured creditors.

FDIC Capital Requirements

The FDIC has promulgated regulations and a statement of policy regarding the capital adequacy of state-chartered non-member banks like FirstBank. These requirements are substantially similar to those adopted by the Federal Reserve Board regarding bank holding companies, as described above.

The regulators require that banks meet a risk-based capital standard. The risk-based capital standard for banks requires the maintenance of total capital (which is defined as Tier I capital and supplementary (Tier 2) capital) to risk-weighted assets of 8%. In determining the amount of risk-weighted assets, weights used (ranging from 0% to 100%) are based on the risks inherent in the type of asset or item. The components of Tier I capital are equivalent to those discussed below under the 3.0% leverage capital standard. The components of supplementary capital include certain perpetual preferred stock, mandatorily convertible securities, subordinated debt and intermediate preferred stock and, generally, allowances for loan and lease losses. Allowance for loan and lease losses includable in supplementary capital is limited to a maximum of 1.25% of risk-weighted assets. Overall, the amount of capital counted toward supplementary capital cannot exceed 100% of core capital.

The capital regulations of the FDIC establish a minimum 3.0% Tier I capital to total assets requirement for the most highly-rated state-chartered, non-member banks, with an additional cushion of at least 100 to 200 basis points for all other state-chartered, non-member banks, which effectively will increase the minimum Tier I leverage ratio for such other banks from 4.0% to 5.0% or more. Under these regulations, the highest-rated banks are those that are not anticipating or experiencing significant growth and have well-diversified risk, including no undue interest rate risk exposure, excellent asset quality, high liquidity and good earnings and, in general, are considered a strong banking organization and are rated composite I under the Uniform Financial Institutions Rating System. Leverage or core capital is defined as the sum of common stockholders' equity including retained earnings, non-cumulative perpetual preferred stock and related surplus, and minority interests in consolidated subsidiaries, minus all intangible assets other than certain qualifying supervisory goodwill and certain purchased mortgage servicing rights.

Failure to meet capital guidelines could subject an insured bank to a variety of prompt corrective actions and enforcement remedies under the FDIA (as amended by Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA)), and the Riegle Community Development and Regulatory Improvement Act of 1994), including, with respect to an insured bank, the termination of deposit insurance by the FDIC, and certain restrictions on its business.

Under certain circumstances, a well-capitalized, adequately capitalized or undercapitalized institution may be treated as if the institution were in the next lower capital category. A depository institution is generally prohibited from making capital distributions (including paying dividends), or paying management fees to a holding company if the institution would thereafter be undercapitalized. Institutions that are adequately capitalized but not well-capitalized cannot accept, renew or roll over brokered deposits except with a waiver from the FDIC and are subject to restrictions on the interest rates that can be paid on such deposits. Undercapitalized institutions may not accept, renew or roll over brokered deposits.

The federal bank regulatory agencies are permitted or, in certain cases, required to take certain actions with respect to institutions falling within one of the three undercapitalized categories. Depending on the level of an institution's capital, the agency's corrective powers include, among other things:

prohibiting the payment of principal and interest on subordinated debt;

prohibiting the holding company from making distributions without prior regulatory approval;

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placing limits on asset growth and restrictions on activities;

placing additional restrictions on transactions with affiliates;

restricting the interest rate the institution may pay on deposits;

prohibiting the institution from accepting deposits from correspondent banks; and
in the most severe cases, appointing a conservator or receiver for the institution.

A banking institution that is undercapitalized is required to submit a capital restoration plan, and such a plan will not be accepted unless, among other things, the banking institution's holding company guarantees the plan up to a certain specified amount. Any such guarantee from a depository institution's holding company is entitled to a priority of payment in bankruptcy.

Although our regulatory capital ratios exceeded the required established minimum capital ratios for a well-capitalized institution as of December 31, 2011 as well as the capital requirements in the Order, because of the Order, FirstBank cannot be regarded as well-capitalized as of December 31, 2011. A bank's capital category, as determined by applying the prompt corrective action provisions of law, however, may not constitute an accurate representation of the overall financial condition or prospects of the Bank, and should be considered in conjunction with other available information regarding financial condition and results of operations.

Set forth below are the Corporation's and FirstBank's capital ratios as of December 31, 2011, based on Federal Reserve and FDIC guidelines, respectively, and the capital ratios required to be attained under the Order:

	First BanCorp	FirstBank	Well-Capitalized Minimum	Consent Order Minimum
As of December 31, 2011				
Total capital (Total capital to risk-weighted assets)	17.12%	16.58%	10.00%	12.00%
Tier 1 capital ratio (Tier 1 capital to risk-weighted assets)	15.79%	15.25%	6.00%	10.00%
Leverage ratio ⁽¹⁾	11.91%	11.52%	5.00%	8.00%

(1) Tier 1 capital to average assets.

Activities and Investments

The activities as principal and equity investments of FDIC-insured, state-chartered banks such as FirstBank are generally limited to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state-chartered bank generally may not directly or indirectly acquire or retain any equity investments of a type, or in an amount, that is not permissible for a national bank.

Federal Home Loan Bank System

FirstBank is a member of the Federal Home Loan Bank (FHLB) system. The FHLB system consists of twelve regional Federal Home Loan Banks governed and regulated by the Federal Housing Finance Agency. The Federal Home Loan Banks serve as reserve or credit facilities for member institutions within their assigned regions. They are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system, and they make loans (advances) to members in accordance with policies and procedures established by the FHLB system and the board of directors of each regional FHLB.

FirstBank is a member of the FHLB of New York (FHLB-NY) and as such is required to acquire and hold shares of capital stock in that FHLB in an amount calculated in accordance with the requirements set forth in applicable laws and regulations. FirstBank is in compliance with the stock ownership requirements of the FHLB-NY. All loans, advances and other extensions of credit made by the FHLB-NY to FirstBank are

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secured by a portion of FirstBank's mortgage loan portfolio, certain other investments and the capital stock of the FHLB-NY held by FirstBank.

Ownership and Control

Because of FirstBank's status as an FDIC-insured bank, as defined in the Bank Holding Company Act, First BanCorp, as the owner of FirstBank's common stock, is subject to certain restrictions and disclosure obligations under various federal laws, including the Bank Holding Company Act and the Change in Bank Control Act (the

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CBCA). Regulations pursuant to the Bank Holding Company Act generally require prior Federal Reserve Board approval for an acquisition of control of an insured institution (as defined in the Act) or holding company thereof by any person (or persons acting in concert). Control is deemed to exist if, among other things, a person (or persons acting in concert) acquires more than 25% of any class of voting stock of an insured institution or holding company thereof. Under the CBCA, control is presumed to exist subject to rebuttal if a person (or persons acting in concert) acquires more than 10% of any class of voting stock and either (i) the corporation has registered securities under Section 12 of the Securities Exchange Act of 1934, or (ii) no person will own, control or hold the power to vote a greater percentage of that class of voting securities immediately after the transaction. The concept of acting in concert is very broad and also is subject to certain rebuttable presumptions, including among others, that relatives, business partners, management officials, affiliates and others are presumed to be acting in concert with each other and their businesses. The regulations of the FDIC implementing the CBCA are generally similar to those described above.

The Puerto Rico Banking Law requires the approval of the OCIF for changes in control of a Puerto Rico bank. See Puerto Rico Banking Law.

Standards for Safety and Soundness

The FDIA, as amended by FDICIA and the Riegle Community Development and Regulatory Improvement Act of 1994, requires the FDIC and the other federal bank regulatory agencies to prescribe standards of safety and soundness, by regulations or guidelines, relating generally to operations and management, asset growth, asset quality, earnings, stock valuation, and compensation. The FDIC and the other federal bank regulatory agencies adopted, effective August 9, 1995, a set of guidelines prescribing safety and soundness standards pursuant to FDIA, as amended. The guidelines establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder.

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. The Order requires FirstBank to obtain FDIC approval prior to issuing, increasing, renewing or rolling over brokered CDs and to develop a plan to reduce its reliance on brokered CDs. The FDIC has issued temporary approvals permitting FirstBank to renew and/or roll over certain amounts of brokered CDs maturing through March 31, 2012. FirstBank will continue to request approvals for future periods in a manner consistent with its plan to reduce its reliance on brokered CDs.

Puerto Rico Banking Law

As a commercial bank organized under the laws of the Commonwealth, FirstBank is subject to supervision, examination and regulation by the Commonwealth of Puerto Rico Commissioner of Financial Institutions (Commissioner) pursuant to the Puerto Rico Banking Law of 1933, as amended (the Banking Law). The Banking Law contains provisions governing the incorporation and organization, rights and responsibilities of directors, officers and stockholders as well as the corporate powers, lending limitations, capital requirements, investment requirements and other aspects of FirstBank and its affairs. In addition, the Commissioner is given extensive rule-making power and administrative discretion under the Banking Law.

The Banking Law authorizes Puerto Rico commercial banks to conduct certain financial and related activities directly or through subsidiaries, including the leasing of personal property and the operation of a small loan business.

The Banking Law requires every bank to maintain a legal reserve which shall not be less than twenty percent (20%) of its demand liabilities, except government deposits (federal, state and municipal) that are secured by actual

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collateral. The reserve is required to be composed of any of the following securities or combination thereof: (1) legal tender of the United States; (2) checks on banks or trust companies located in any part of Puerto Rico that are to be presented for collection during the day following the day on which they are received; (3) money deposited in other banks provided said deposits are authorized by the Commissioner and subject to immediate collection; (4) federal funds sold to any Federal Reserve Bank and securities purchased under agreements to resell executed by the bank with such funds that are subject to be repaid to the bank on or before the close of the next business day; and (5) any other asset that the Commissioner identifies from time to time.

The Banking Law permits Puerto Rico commercial banks to make loans to any one person, firm, partnership or corporation, up to an aggregate amount of fifteen percent (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 Commissioner may determine from time to time. If such loans are secured by collateral worth at least twenty five percent (25%) more than the amount of the loan, the aggregate maximum amount may reach one third (33.33%) of the sum of the bank's paid-in capital, reserve fund, 50% of retained earnings and such other components that the Commissioner may determine from time to time. There are no restrictions under the Banking Law on the amount of loans 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 revised classification of the mortgage-related transactions as secured commercial loans to local financial institutions described in the Corporation's restatement of previously issued financial statements (Form 10-K/A for the fiscal year ended December 31, 2004) caused the mortgage-related transactions to be treated as two secured commercial loans in excess of the lending limitations imposed by the Banking Law. In this regard, FirstBank received a ruling from the Commissioner that results in FirstBank being considered in continued compliance with the lending limitations. The Puerto Rico Banking Law authorizes the Commissioner to determine other components which may be considered for purposes of establishing its lending limit, which components may lie outside the statutory lending limit elements mandated by Section 17. After consideration of other components, the Commissioner authorized the Corporation to retain the secured loans to the two financial institutions as it believed that these loans were secured by sufficient collateral to diversify, disperse and significantly diffuse the risks connected to such loans thereby satisfying the safety and soundness considerations mandated by Section 28 of the Banking Law. In July 2009, FirstBank entered into a transaction with one of the institutions to purchase \$205 million in mortgage loans that served as collateral to the loan to this institution.

The Banking Law prohibits Puerto Rico commercial banks from making loans secured by their own stock, and from purchasing their own stock, unless such purchase is made pursuant to a stock repurchase program approved by the Commissioner or is necessary to prevent losses because of a debt previously contracted in good faith. The stock purchased by the Puerto Rico commercial bank must be sold by the bank in a public or private sale within one year from the date of purchase.

The Banking Law provides that no officers, directors, agents or employees of a Puerto Rico commercial bank may serve as an officer, director, agent or employee of another Puerto Rico commercial bank, financial corporation, savings and loan association, trust corporation, corporation engaged in granting mortgage loans or any other institution engaged in the money lending business in Puerto Rico. This prohibition is not applicable to the affiliates of a Puerto Rico commercial bank.

The Banking Law requires that Puerto Rico commercial banks prepare each year a balance summary of their operations, and submit such balance summary for approval at a regular meeting of stockholders, together with an explanatory report thereon. The Banking Law also requires that at least ten percent (10%) of the yearly net income of a Puerto Rico commercial bank be credited annually to a reserve fund. This credit is required to be done every year until such reserve fund shall be equal to the total paid-in-capital of the bank.

The Banking Law also provides that when the expenditures of a Puerto Rico commercial bank are greater than receipts, the excess of the expenditures over receipts shall be charged against the undistributed profits of the bank, and the balance, if any, shall be charged against the reserve fund, as a reduction thereof. If there is no reserve fund sufficient to cover such balance in whole or in part, the outstanding amount shall be charged against the capital account and no dividend shall be declared until said capital has been restored to its original amount and the reserve fund to twenty percent (20%) of the original capital.

The Banking Law requires the prior approval of the Commissioner with respect to a transfer of capital stock of a bank that results in a change of control of the bank. Under the Banking Law, a change of control is presumed to

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occur if a person or a group of persons acting in concert, directly or indirectly, acquire more than 5% of the outstanding voting capital stock of the bank. The Commissioner has interpreted the restrictions of the Banking Law as applying to acquisitions of voting securities of entities controlling a bank, such as a bank holding company. Under the Banking Law, the determination of the Commissioner whether to approve a change of control filing is final and non-appealable.

The Finance Board, which is composed of the Commissioner, the Secretary of the Treasury, the Secretary of Commerce, the Secretary of Consumer Affairs, the President of the Economic Development Bank, the President of the Government Development Bank, and the President of the Planning Board, has the authority to regulate the maximum interest rates and finance charges that may be charged on loans to individuals and unincorporated businesses in Puerto Rico. The current regulations of the Finance Board provide that the applicable interest rate on loans to individuals and unincorporated businesses, including real estate development loans but excluding certain other personal and commercial loans secured by mortgages on real estate properties, is to be determined by free competition. Accordingly, the regulations do not set a maximum rate for charges on retail installment sales contracts, small loans, and credit card purchases and set aside previous regulations which regulated these maximum finance charges. Furthermore, there is no maximum rate set for installment sales contracts involving motor vehicles, commercial, agricultural and industrial equipment, commercial electric appliances and insurance premiums.

International Banking Act of Puerto Rico (IBE Act)

The business and operations of FirstBank International Branch (FirstBank IBE, the IBE division of FirstBank) and FirstBank Overseas Corporation (the IBE subsidiary of FirstBank) are subject to supervision and regulation by the Commissioner. Under the IBE Act, certain sales, encumbrances, assignments, mergers, exchanges or transfers of shares, interests or participation(s) in the capital of an international banking entity (an IBE) may not be initiated without the prior approval of the Commissioner. The IBE Act and the regulations issued thereunder by the Commissioner (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 located outside of Puerto Rico.

Pursuant to the IBE Act and the IBE Regulations, each of FirstBank IBE and FirstBank Overseas Corporation must maintain books and records of all its transactions in the ordinary course of business. FirstBank IBE and FirstBank Overseas Corporation are also required thereunder to submit to the Commissioner quarterly and annual reports of their financial condition and results of operations, including annual audited financial statements.

The IBE Act empowers the Commissioner 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 Commissioner finds that the business or affairs of the IBE are conducted in a manner that is not consistent with the public interest.

Puerto Rico Income Taxes

On January 31, 2011, the Puerto Rico Government approved Act No. 1, which repealed the 1994 Code (1994 PR Code) and replaces it with the Puerto Rico Internal Revenue Code of 2011 (2011 PR Code). The provisions of the 2011 PR Code are generally applicable to taxable years commencing after December 31, 2010. Under the 2011 PR Code, the Corporation and its subsidiaries are treated as separate taxable entities and are not entitled to file consolidated tax returns and, thus, the Corporation is not able to utilize losses from one subsidiary to offset gains in another subsidiary. Accordingly, in order to obtain a tax benefit from a net operation loss, a particular subsidiary must be able to demonstrate sufficient taxable income within the applicable carry forward period (7 years under the 2011 PR Code for losses incurred during tax year, except for losses incurred during tax years commenced after December 31, 2004 and before December 31, 2012 that the carryforward period is extended to 10 years). The 2011 PR Code provides a dividend received deduction of 100% on dividends received from controlled subsidiaries subject to taxation in Puerto Rico and 85% on dividends received from other taxable domestic corporations. Dividend payments from a U.S. subsidiary to the Corporation are subject to a 10% withholding tax based on the provisions of the U.S. Internal Revenue Code.

Under the 2011 PR Code, First BanCorp is subject to a maximum statutory tax rate of 30% (25% for taxable years commencing after December 31, 2013 if certain economic conditions are met by the Puerto Rico economy). The 2011 PR Code also includes an alternative minimum tax of 20% that applies if the Corporation's regular income tax liability is less than the alternative minimum tax requirements. Prior to the 2011 PR Code, First BanCorp maximum statutory tax rate was 39% except for tax years commenced after December 31, 2008 and before January 1, 2012 which was 40.95% due to the approval by the Puerto Rico Government of Act No. 7 (the Act), to stimulate Puerto Rico's economy and to reduce the Puerto Rico Government's fiscal deficit. The act imposed a series of temporary and permanent measures, including the imposition of a 5% surtax over the total income tax determined, which was applicable to corporation, among others, whose combined income exceeds \$100,000, effectively resulting in an increased in the maximum statutory tax rate from 39% to 40.95% and an increase in capital gain statutory tax rate from 15% to 15.75%.

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The Corporation has maintained an effective tax rate lower than the maximum statutory rate mainly by investing in government obligations and mortgage-backed securities exempt from U.S. and Puerto Rico income taxes and by doing business through International Banking Entity (IBE) of the Bank and through the Bank 's subsidiary, FirstBank Overseas Corporation, in which the interest income and gain on sales in exempt from Puerto Rico and U.S. income taxation except for tax years that commenced after December 31, 2008 and before January 1, 2012, for which the Act No. 7 imposed a special 5% tax to all IBEs and FirstBank Overseas Corporation were created under the International Banking Entity Act of Puerto Rico, which provides for total Puerto Rico tax exemption on net income derived by IBEs operating in Puerto Rico. IBEs that operate as a unit of a bank pay income taxes at normal rates to the extent that the IBEs ' net income exceeds 20% of the bank 's total net taxable income.

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United States Income Taxes

The Corporation is also subject to federal income tax on its income from sources within the United States and on any item of income that is, or is considered to be, effectively connected with the active conduct of a trade or business within the United States. The U.S. Internal Revenue Code provides for tax exemption of portfolio interest received by a foreign corporation from sources within the United States; therefore, the Corporation is not subject to federal income tax on certain U.S. investments which qualify under the term "portfolio interest".

Insurance Operations Regulation

FirstBank Insurance Agency is registered as an insurance agency with the Insurance Commissioner of Puerto Rico and is subject to regulations issued by the Insurance Commissioner relating to, among other things, licensing of employees, sales, solicitation and advertising practices, and by the FED as to certain consumer protection provisions mandated by the GLB Act and its implementing regulations.

Community Reinvestment

Under the Community Reinvestment Act ("CRA"), federally insured banks have a continuing and affirmative obligation to meet the credit needs of their entire community, including low- and moderate-income residents, consistent with their safe and sound operation. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the type of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the federal supervisory agencies, as part of the general examination of supervised banks, to assess the bank's record of meeting the credit needs of its community, assign a performance rating, and take such record and rating into account in their evaluation of certain applications by such bank. The CRA also requires all institutions to make public disclosure of their CRA ratings. FirstBank received a "satisfactory" CRA rating in its most recent examination by the FDIC.

Mortgage Banking Operations

FirstBank is subject to the rules and regulations of the FHA, VA, FNMA, FHLMC, HUD and GNMA with respect to originating, processing, selling and servicing mortgage loans and the issuance and sale of mortgage-backed securities. Those rules and regulations, among other things, prohibit discrimination and establish underwriting guidelines that include provisions for inspections and appraisals, require credit reports on prospective borrowers and fix maximum loan amounts, and with respect to VA loans, fix maximum interest rates. Moreover, lenders such as FirstBank are required annually to submit to FHA, VA, FNMA, FHLMC, GNMA and HUD audited financial statements, and each regulatory entity has its own financial requirements. FirstBank's affairs are also subject to supervision and examination by FHA, VA, FNMA, FHLMC, GNMA and HUD at all times to assure

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compliance with the applicable regulations, policies and procedures. Mortgage origination activities are subject to, among others, the Equal Credit Opportunity Act, Federal Truth-in-Lending Act, and 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. FirstBank is licensed by the Commissioner under the Puerto Rico Mortgage Banking Law, and as such is subject to regulation by the Commissioner, with respect to, among other things, licensing requirements and establishment of maximum origination fees on certain types of mortgage loan products.

Section 5 of the Puerto Rico Mortgage Banking Law requires the prior approval of the Commissioner for the acquisition of control of any mortgage banking institution licensed under such law. For purposes of the Puerto Rico Mortgage Banking Law, the term control means the power to direct or influence decisively, directly or indirectly, the management or policies of a mortgage banking institution. The Puerto Rico Mortgage Banking Law provides that a transaction that results in the holding of less than 10% of the outstanding voting securities of a mortgage banking institution shall not be considered a change in control.

Item 1A. Risk Factors**RISK RELATING TO THE CORPORATION'S BUSINESS**

FirstBank is operating under the order dated June 2, 2010 that FirstBank entered into with the FDIC and OCIF and we are operating under the written agreement dated June 3, 2010 entered into with the FED.

On June 4, 2010, we announced that FirstBank agreed to the FDIC Order, dated as of June 2, 2010, issued by the FDIC and OCIF, and we entered into the Agreement, dated as of June 3, 2010, with the Federal Reserve. The Agreements stemmed from the FDIC's examination as of the period ended June 30, 2009 conducted during the second half of 2009. Although our regulatory capital ratios exceeded the required established minimum capital ratios for a well-capitalized institution as of December 31, 2011 and complied with the capital ratios required by the FDIC Order and we raised \$525 million in the capital raise, FirstBank cannot be regarded as well-capitalized as of December 31, 2011 because of the FDIC Order.

Under the FDIC Order, FirstBank has agreed to address specific areas of concern to the FDIC and OCIF through the adoption and implementation of procedures, plans and policies designed to improve the safety and soundness of FirstBank. These actions include, among others: (1) having and retaining qualified management; (2) increased participation in the affairs of FirstBank by its board of directors; (3) development and implementation by FirstBank of a capital plan to attain a leverage ratio of at least 8%, a Tier 1 risk-based capital ratio of at least 10% and a total risk-based capital ratio of at least 12%; (4) adoption and implementation of strategic, liquidity and fund management and profit and budget plans and related projects within certain timetables set forth in the Order and on an ongoing basis; (5) adoption and implementation of plans for reducing FirstBank's positions in certain classified assets and delinquent and non-accrual loans; (6) refraining from lending to delinquent or classified borrowers already obligated to FirstBank on any extensions of credit so long as such credit remains uncollected, except where FirstBank's failure to extend further credit to a particular borrower would be detrimental to the best interests of FirstBank, and any such additional credit is approved by FirstBank's board of directors; (7) refraining from accepting, increasing, renewing or rolling over brokered CDs without the prior written approval of the FDIC; (8) establishment of a comprehensive policy and methodology for determining the allowance for loan and lease losses and the review and revision of FirstBank's loan policies, including the non-accrual policy; and (9) adoption and implementation of adequate and effective programs of independent loan review, appraisal compliance and an effective policy for managing FirstBank's sensitivity to interest rate risk.

The Written Agreement, which is designed to enhance our ability to act as a source of strength to FirstBank, requires that we obtain prior Federal Reserve approval before declaring or paying dividends, receiving dividends from FirstBank, making payments on subordinated debt or trust preferred securities, incurring, increasing or guaranteeing debt (whether such debt is incurred, increased or guaranteed, directly or indirectly, by us or any of our non-banking subsidiaries) or purchasing or redeeming any capital stock. The Written Agreement also requires us to submit to the Federal Reserve a capital plan and progress reports, comply with certain notice provisions prior to appointing new directors or senior executive officers and comply with certain payment restrictions on severance payments and indemnification restrictions.

We anticipate that we will need to continue to dedicate significant resources to our efforts to comply with the Agreements, which may increase operational costs or adversely affect the amount of time our management has to conduct our operations. If we need to continue to recognize significant reserves, we and FirstBank may not be able to continue to comply with the minimum capital requirements included in the capital plans required by the Agreements.

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If we fail to comply with the Agreements in the future, we may become subject to additional regulatory enforcement action up to and including the appointment of a conservator or receiver for FirstBank.

We have experienced net losses for eleven consecutive quarters and there is no assurance that our high level of non-performing loans will not adversely affect our results from operations.

We have not realized net income since the quarter ended March 31, 2009. Furthermore, even though our level of non-performing loans has decreased for seven consecutive quarters, we still have \$1.14 billion in non-performing loans. This \$1.14 billion in non-performing loans represents approximately 10.78% of our \$10.56 billion loans held for investment portfolio. Consequently, this high level of non-performing loans may continue to adversely affect our results of operations.

Certain funding sources may not be available to us and our funding sources may prove insufficient and/or costly to replace.

FirstBank relies primarily on its issuance of brokered CDs, as well as customer deposits and advances from the Federal Home Loan Bank, to maintain its lending activities and to replace certain maturing liabilities. As of December 31, 2011, we had \$3.7 billion in brokered CDs outstanding, representing approximately 38% of our total deposits, and a reduction of \$2.5 billion from year end 2010. Approximately \$2.5 billion in brokered CDs mature in 2012, and the average term to maturity of the retail brokered CDs outstanding as of December 31, 2011 was approximately 0.8 year. Approximately 0.7% of the principal value of these CDs is callable at our option.

Although FirstBank has historically been able to replace maturing deposits and advances, we may not be able to replace these funds in the future if our financial condition or general market conditions were to change or the FDIC did not approve our request to issue brokered CDs as required by the Order. The Order requires FirstBank to obtain FDIC approval prior to issuing, increasing, renewing or rolling over brokered CDs and to develop a plan to reduce its reliance on brokered CDs. Although the FDIC has issued temporary approvals permitting FirstBank to renew and/or roll over certain amounts of brokered CDs maturing in the past and we have received approval from the FDIC to renew and/or roll over certain amounts of brokered CDs through March 31, 2012, the FDIC may not continue to issue such approvals, even if the requests are consistent with our plans to reduce the reliance on brokered CDs, and, even if issued, such approvals may not be for amounts of brokered CDs sufficient for FirstBank to meet its funding needs. The use of brokered CDs has been particularly important for the funding of our operations. If we are unable to issue brokered CDs, or are unable to maintain access to our other funding sources, our results of operations and liquidity would be adversely affected.

Alternate sources of funding may carry higher costs than sources currently utilized. If we are required to rely more heavily on more expensive funding sources, profitability would be adversely affected. Although we consider currently available funding sources to be adequate for our liquidity needs, we may seek additional debt financing in the future to achieve our long-term business objectives. Any additional debt financing requires the prior approval from the Federal Reserve, and the Federal Reserve may not approve such additional debt. Additional borrowings, if sought, may not be available to us or on acceptable terms. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, our credit ratings and our credit capacity. If additional financing sources are unavailable or are not available on acceptable terms, our profitability and future prospects could be adversely affected.

We depend on cash dividends from FirstBank to meet our cash obligations.

As a holding company, dividends from FirstBank have provided a substantial portion of our cash flow used to service the interest payments on our trust preferred securities and other obligations. As outlined in the Written Agreement, we cannot receive any cash dividends from FirstBank without prior written approval of the Federal Reserve. In addition, FirstBank is limited by law in its ability to make dividend payments and other distributions to us based on their earnings and capital position. Our inability to receive approval from the Federal Reserve to receive dividends from FirstBank or FirstBank's failure to generate sufficient cash flow to make dividend payments to us, may adversely affect our ability to meet all projected cash needs in the ordinary course of business and may have a detrimental impact on our financial condition.

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We cannot pay interest, principal or other sums on subordinated debentures or trust preferred securities without prior Federal Reserve approval, which could result in a default.

The Written Agreement provides that we cannot declare or pay any dividends or make any distributions of interest, principal or other sums on subordinated debentures or trust preferred securities without prior written approval of the Federal Reserve. With respect to our \$231.9 million of outstanding subordinated debentures, we had elected to defer the interest payments that were due between September 2010 and September 2011. Although we recently obtained approval from the Federal Reserve to make all distributions of interest for interest extension periods previously deferred and to pay the December 2011 interest payment, future interest payments are subject to Federal Reserve approval. The Corporation elected to defer the interest payments due in March 2012.

Under the indentures, we have the right, from time to time, and without causing an event of default, to defer payments of interest on the subordinated debentures by extending the interest payment period at any time and from time to time during the term of the subordinated debentures for up to twenty consecutive quarterly periods. We may elect extension periods for future quarterly interest payments if the Federal Reserve advises us that it will not approve such future quarterly interest payments. Our inability to receive approval from the Federal Reserve to make distributions of interest, principal or other sums on our trust preferred securities and subordinated debentures could result in a default under those obligations if we need to defer such payments for longer than twenty consecutive quarterly periods.

Credit quality may result in additional losses.

The quality of our credits has continued to be under pressure as a result of continued recessionary conditions in the markets we serve that have led to, among other things, higher unemployment levels, much lower absorption rates for new residential construction projects and further declines in property values. Our business depends on the creditworthiness of our customers and counterparties and the value of the assets securing our loans or underlying our investments. When the credit quality of the customer base materially decreases or the risk profile of a market, industry or group of customers changes materially, our business, financial condition, allowance levels, asset impairments, liquidity, capital and results of operations are adversely affected.

We have a significant construction loan portfolio held for investment, in the amount of \$427.9 million as of December 31, 2011, mostly secured by commercial and residential real estate properties. Due to their nature, these loans entail a higher credit risk than consumer and residential mortgage loans, since they are larger in size, concentrate more risk in a single borrower and are generally more sensitive to economic downturns. Although we ceased new originations of construction loans, decreasing collateral values, difficult economic conditions and numerous other factors continue to create volatility in the housing markets and have increased the possibility that additional losses may have to be recognized with respect to our current nonperforming assets. Furthermore, given the slowdown in the real estate market, the properties securing these loans may be difficult to dispose of if they are foreclosed. Although we have taken a number of steps to reduce our credit exposure, as of December 31, 2011, we still had \$250.0 million in nonperforming construction loans held for investment and it is possible that we will continue to incur credit losses over the near term, which would adversely impact our overall financial performance and results of operations.

Our allowance for loan losses may not be adequate to cover actual losses, and we may be required to materially increase our allowance, which may adversely affect our capital, financial condition and results of operations.

We are subject to the risk of loss from loan defaults and foreclosures with respect to the loans we originate and purchase. We establish a provision for loan losses, which leads to reductions in our income from operations, in order to maintain our allowance for inherent loan losses at a level which our management deems to be appropriate based upon an assessment of the quality of the loan portfolio. Although management strives to utilize its best judgment in providing for loan losses, management may fail to accurately estimate the level of inherent loan losses or may have to increase our provision for loan losses in the future as a result of new information regarding existing loans, future increases in non-performing loans, changes in economic and other conditions affecting borrowers or for other reasons beyond our control. In addition, bank regulatory agencies periodically review the adequacy of our allowance for loan losses and may require an increase in the provision for loan losses or the recognition of additional classified loans and loan charge-offs, based on judgments different than those of management.

While we have substantially increased our allowance for loan and lease losses over the past few years, we may have to continue to recognize additional provisions to cover future credit losses in the portfolio. The level of the allowance reflects management's estimates based upon various assumptions and judgments as to specific credit risks, evaluation of industry concentrations, loan loss experience, current loan portfolio quality, present economic,

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political and regulatory conditions and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for loan and lease losses inherently involves a high degree of subjectivity and requires management to make significant estimates and judgments regarding current credit risks and future trends, all of which may undergo material changes. If our estimates prove to be incorrect, our allowance for credit losses may not be sufficient to cover losses in our loan portfolio and our expense relating to the additional provision for credit losses could increase substantially.

Any such increases in our provision for loan losses or any loan losses in excess of our provision for loan losses would have an adverse effect on our future financial condition and results of operations. Given the difficulties facing some of our largest borrowers, these borrowers may fail to continue to repay their loans on a timely basis or we may not be able to assess accurately any risk of loss from the loans to these borrowers.

Changes in collateral values of properties located in stagnant or distressed economies may require increased reserves.

Substantially all of our loan portfolio is located within the boundaries of the U.S. economy. Whether the collateral is located in Puerto Rico, the USVI, the BVI or the U.S. mainland, the performance of our loan portfolio and the collateral value backing the transactions are dependent upon the performance of and conditions within each specific real estate market. Puerto Rico entered its sixth-straight year of economic recession in March 2011. Sustained weak economic conditions that have affected Puerto Rico and the United States over the last several years have resulted in declines in collateral values. We measure the impairment based on the fair value of the collateral, if collateral dependent, which is generally obtained from appraisals. Updated appraisals are obtained when we determine that loans are impaired and are updated annually thereafter. In addition, appraisals are also obtained for certain residential mortgage loans on a spot basis based on specific characteristics such as delinquency levels, age of the appraisal and loan-to-value ratios. The appraised value of the collateral may decrease or we may not be able to recover collateral at its appraised value. A significant decline in collateral valuations for collateral dependent loans may require increases in our specific provision for loan losses and an increase in the general valuation allowance. Any such increase would have an adverse effect on our future financial condition and results of operations.

Interest rate shifts may reduce net interest income.

Shifts in short-term interest rates may reduce net interest income, which is the principal component of our earnings. Net interest income is the difference between the amounts received by us on our interest-earning assets and the interest paid by us on our interest-bearing liabilities. Differences in the re-pricing structure of our assets and liabilities may result in changes in our profits when interest rates change.

Increases in interest rates may reduce the value of holdings of securities.

Fixed-rate securities acquired by us are generally subject to decreases in market value when interest rates rise, which may require recognition of a loss (e.g., the identification of an other-than-temporary impairment on our available-for-sale investments portfolio), thereby adversely affecting our results of operations. Market-related reductions in value also influence our ability to finance these securities.

Increases in interest rates may reduce demand for mortgage and other loans.

Higher interest rates increase the cost of mortgage and other loans to consumers and businesses and may reduce demand for such loans, which may negatively impact our profits by reducing the amount of loan interest income.

Accelerated prepayments may adversely affect net interest income.

Net interest income of future periods will be affected by our decision to deleverage our investment securities portfolio to preserve our capital position. Also, net interest income could be affected by prepayments of mortgage-backed securities. Acceleration in the prepayments of mortgage-backed securities would lower yields on these securities, as the amortization of premiums paid upon acquisition of these securities would accelerate. Conversely, acceleration in the prepayments of mortgage-backed securities would increase yields on securities purchased at a discount, as the amortization of the discount would accelerate. These risks are directly linked to future period market interest rate fluctuations. Also, net interest income in future periods might be affected by our investment in callable securities.

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Changes in net interest income due to basis risk.

Basis risk is the risk of adverse consequences resulting from unequal changes in the difference, also referred to as the spread, between two or more rates for different instruments with the same maturity and occurs when market rates for different financial instruments or the indices used to price assets and liabilities change at different times or by different amounts. The interest expense for liability instruments such as brokered CDs may change by the same amount as interest income received from loans or investments. To the extent that the interest rates on loans and borrowings change at different speeds and by different amounts, the margin between our LIBOR-based assets and the higher cost of the brokered CDs may compress and adversely affect net interest income.

If all or a significant portion of the unrealized losses in our investment securities portfolio on our consolidated balance sheet is determined to be other-than-temporarily impaired, we would recognize a material charge to our earnings and our capital ratios would be adversely affected.

For the years ended December 31, 2009 and 2010, and 2011, we recognized a total of \$1.7 million, \$1.2 million, and \$2.0 million, respectively, in other-than-temporary impairments. To the extent that any portion of the unrealized losses in our investment securities portfolio is determined to be other-than-temporary and, in the case of debt securities, the loss is related to credit factors, we would recognize a charge to earnings in the quarter during which such determination is made and capital ratios could be adversely affected. Even if we do not determine that the unrealized losses associated with this portfolio require an impairment charge, increases in these unrealized losses adversely affect our tangible common equity ratio, which may adversely affect credit rating agency and investor sentiment towards us. This negative perception also may adversely affect our ability to access the capital markets or might increase our cost of capital. Valuation and other-than-temporary impairment determinations will continue to be affected by external market factors including default rates, severity rates and macro-economic factors.

Downgrades in our credit ratings could further increase the cost of borrowing funds.

The Corporation's ability to access new non-deposit sources of funding could be adversely affected by downgrades in our credit ratings. The Corporation's liquidity is contingent upon its ability to obtain external sources of funding to finance its operations. The Corporation's current credit ratings and any downgrades in such credit ratings can hinder the Corporation's access to external funding and/or cause external funding to be more expensive, which could in turn adversely affect results of operations. Also, changes in credit ratings may further affect the fair value of certain liabilities and unsecured derivatives that consider the Corporation's own credit risk as part of the valuation.

Our controls and procedures may fail or be circumvented, our risk management policies and procedures may be inadequate and operational risk could adversely affect our consolidated results of operations.

We may fail to identify and manage risks related to a variety of aspects of our business, including, but not limited to, operational risk, interest-rate risk, trading risk, fiduciary risk, legal and compliance risk, liquidity risk and credit risk. We have adopted and periodically improved various controls, procedures, policies and systems to monitor and manage risk. Any improvements to our controls, procedures, policies and systems, however, may not be adequate to identify and manage the risks in our various businesses. If our risk framework is ineffective, either because it fails to keep pace with changes in the financial markets or our businesses or for other reasons, we could incur losses or suffer reputational damage or find ourselves out of compliance with applicable regulatory mandates or expectations.

We may also be subject to disruptions from external events that are wholly or partially beyond our control, which could cause delays or disruptions to operational functions, including information processing and financial market settlement functions. In addition, our customers, vendors and counterparties could suffer from such events. Should these events affect us, or the customers, vendors or counterparties with which we conduct business, our consolidated results of operations could be negatively affected. When we record balance sheet reserves for probable loss contingencies related to operational losses, we may be unable to accurately estimate our potential exposure, and any reserves we establish to cover operational losses may not be sufficient to cover our actual financial exposure, which may have a material impact on our consolidated results of operations or financial condition for the periods in which we recognize the losses.

Competition for our employees is intense, and we may not be able to attract and retain the highly skilled people we need to support our business.

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities in which we engage can be intense, and we may not be able to hire people or retain them, particularly in light of uncertainty concerning evolving compensation restrictions applicable to banks but not applicable to other financial services firms. The unexpected loss of services of one or more of our key personnel

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could adversely affect our business because of the loss of their skills, knowledge of our markets and years of industry experience and, in some cases, because of the difficulty of promptly finding qualified replacement personnel. Similarly, the loss of key employees, either individually or as a group, can adversely affect our customers' perception of our ability to continue to manage certain types of investment management mandates.

Further increases in the FDIC deposit insurance premium or in FDIC required reserves may have a significant financial impact on us.

The FDIC insures deposits at FDIC-insured depository institutions up to certain limits. The FDIC charges insured depository institutions premiums to maintain the Deposit Insurance Fund (the "DIF"). Current economic conditions during the last few years have resulted in higher bank failures and expectations of future bank failures. In the event of a bank failure, the FDIC takes control of a failed bank and ensures payment of deposits up to insured limits (which have recently been increased) using the resources of the DIF. The FDIC is required by law to maintain adequate funding of the DIF, and the FDIC may increase premium assessments to maintain such funding.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") signed into law on July 21, 2010 requires the FDIC to increase the DIF's reserves against future losses, which will necessitate increased deposit insurance premiums that are to be borne primarily by institutions with assets of greater than \$10 billion. On October 19, 2010, the FDIC addressed plans to bolster the DIF by increasing the required reserve ratio for the industry to 1.35 percent (ratio of reserves to insured deposits) by September 30, 2020, as required by the Dodd-Frank Act. The FDIC also proposed to raise its industry target ratio of reserves to insured deposits to 2 percent, 65 basis points above the statutory minimum, but the FDIC does not project that goal to be met until 2027.

The FDIC has recently approved two rules that amend its deposit insurance assessment regulations. The first rule implements a provision in the Dodd-Frank Act that changes the assessment base for deposit insurance premiums from one based on domestic deposits to one based on average consolidated total assets minus average Tier 1 capital. The rule also changes the assessment rate schedules for insured depository institutions so that approximately the same amount of revenue would be collected under the new assessment base as would be collected under the current rate schedule and the schedules previously proposed by the FDIC. The second rule revises the risk-based assessment system for all large insured depository institutions (generally, institutions with at least \$10 billion in total assets, such as FirstBank). Under the rule, the FDIC uses a scorecard method to calculate assessment rates for all such institutions.

The FDIC may further increase FirstBank's premiums or impose additional assessments or prepayment requirements in the future. The Dodd-Frank Act has removed the statutory cap for the reserve ratio, leaving the FDIC free to set this cap going forward.

Losses in the value of investments in entities that the Corporation does not control could have an adverse effect on the Corporation's financial condition or results of operations.

The corporation has investments in entities that it does not control, including a 35% subordinated ownership interest in CPG/GS PR NPL, LLC ("CPG/GS"), organized under the laws of the Commonwealth of Puerto Rico. CPG/GS is seeking to maximize the recovery of its investment in loans that it acquired from FirstBank. The Corporation's 35% interest in CPG/GS is subordinated to the interest of the majority investor in CPG/GS, which is entitled to recover its investment and receive a priority 12% return on its invested capital. The Corporation's equity interest of \$43.4 million is also subordinated to the aggregate amount of its loans to CPG/GS in the amount of \$201.2 million as of December 31, 2011.

The Corporation's interests in CPG/GS and other entities that it does not control preclude it from exercising control over the business strategy or other operational aspects of these entities. The Corporation cannot provide assurance that these entities will operate in a manner that will increase the value of the Corporation's investments, that the Corporation's proportionate share of income or losses from these entities will continue at the current level in the future or that the Corporation will not incur losses from the holding of such investments. Losses in the values of such investments could adversely affect the Corporation's results of operations.

We may not be able to recover all assets pledged to Lehman Brothers Special Financing, Inc.

Lehman Brothers Special Financing, Inc. ("Lehman") was the counterparty to First BanCorp on certain interest rate swap agreements. During the third quarter of 2008, Lehman failed to pay the scheduled net cash settlement due to us, which constituted an event of default under those interest rate swap agreements. We terminated all interest rate swaps with Lehman and replaced them with other counterparties under similar terms and conditions. In connection with the unpaid net cash settlement due as of December 31, 2011 under the swap agreements, we have an unsecured counterparty exposure with Lehman, which filed for bankruptcy on October 3, 2008, of approximately \$1.4 million. This exposure was reserved in the third quarter of 2008. We had pledged collateral of \$63.6 million with Lehman to guarantee our performance under the swap agreements in the event payment thereunder was required.

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The book value of pledged securities with Lehman as of December 31, 2011 amounted to approximately \$64.5 million. We believe that the securities pledged as collateral should not be part of the Lehman bankruptcy estate given the facts that the posted collateral constituted a performance guarantee under the swap agreements and was not part of a financing agreement, and that ownership of the securities was never transferred to Lehman. Upon termination of the interest rate swap agreements, Lehman's obligation was to return the collateral to us. During the fourth quarter of 2009, we discovered that Lehman Brothers, Inc., acting as agent of Lehman, had deposited the securities in a custodial account at JP Morgan Chase, and that, shortly before the filing of the Lehman bankruptcy proceedings, it had provided instructions to have most of the securities transferred to Barclays Capital (Barclays) in New York. After Barclays's refusal to turn over the securities, during December 2009, we filed a lawsuit against Barclays in federal court in New York demanding the return of the securities. During February 2010, Barclays filed a motion with the court requesting that our claim be dismissed on the grounds that the allegations of the complaint are not sufficient to justify the granting of the remedies therein sought. Shortly thereafter, we filed our opposition motion. A hearing on the motions was held in court on April 28, 2010. The court, on that date, after hearing the arguments by both sides, concluded that our equitable-based causes of action, upon which the return of the investment securities is being demanded, contain allegations that sufficiently plead facts warranting the denial of Barclays' motion to dismiss our claim. Accordingly, the judge ordered the case to proceed to trial.

Subsequent to the court decision, the district court judge transferred the case to the Lehman bankruptcy court for trial. Upon such transfer, the Bankruptcy court began to entertain the pre-trial procedures including discovery of evidence. In this regard, an initial scheduling conference was held before the United States Bankruptcy Court for the Southern District of New York on November 17, 2010, at which time a proposed case management plan was approved. Discovery has commenced pursuant to that case management plan and is currently scheduled for completion by March 31, 2012, but this timing is subject to adjustment. While we believe we have valid reasons to support our claim for the return of the securities, we may not succeed in our litigation against Barclays to recover all or a substantial portion of the securities.

Additionally, we continue to pursue our claim filed in January 2009 in the proceedings under the Securities Protection Act with regard to Lehman Brothers Incorporated in Bankruptcy Court, Southern District of New York. An estimated loss was not accrued as we are unable to determine the timing of the claim resolution or whether we will succeed in recovering all or a substantial portion of the collateral or its equivalent value. If additional relevant negative facts become available in future periods, a need to recognize a partial or full reserve of this claim may arise. Considering that the investment securities have not yet been recovered by us, despite our efforts in this regard, we decided to maintain such collateral as a non-performing asset since the second quarter of 2009.

Our businesses may be adversely affected by litigation.

From time to time, our customers, or the government on their behalf, may make claims and take legal action relating to our performance of fiduciary or contractual responsibilities. We may also face employment lawsuits or other legal claims. In any such claims or actions, demands for substantial monetary damages may be asserted against us resulting in financial liability or an adverse effect on our reputation among investors or on customer demand for our products and services. We may be unable to accurately estimate our exposure to litigation risk when we record balance sheet reserves for probable loss contingencies. As a result, any reserves we establish to cover any settlements or judgments may not be sufficient to cover our actual financial exposure, which may have a material impact on our consolidated results of operations or financial condition.

In the ordinary course of our business, we are also subject to various regulatory, governmental and law enforcement inquiries, investigations and subpoenas. These may be directed generally to participants in the businesses in which we are involved or may be specifically directed at us. In regulatory enforcement matters, claims for disgorgement, the imposition of penalties and the imposition of other remedial sanctions are possible.

The resolution of legal actions or regulatory matters, if unfavorable, could have a material adverse effect on our consolidated results of operations for the quarter in which such actions or matters are resolved or a reserve is established.

Our businesses may be negatively affected by adverse publicity or other reputational harm.

Our relationships with many of our customers are predicated upon our reputation as a fiduciary and a service provider that adheres to the highest standards of ethics, service quality and regulatory compliance. Adverse publicity, regulatory actions, like the Agreements, litigation, operational failures, the failure to meet customer expectations and other issues with respect to one or more of our businesses could materially and adversely affect our

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reputation, ability to attract and retain customers or obtain sources of funding for the same or other businesses. Preserving and enhancing our reputation also depends on maintaining systems and procedures that address known risks and regulatory requirements, as well as our ability to identify and mitigate additional risks that arise due to changes in our businesses, the market places in which we operate, the regulatory environment and customer expectations. If any of these developments has a material adverse effect on our reputation, our business will suffer.

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

Our financial statements are subject to the application of U.S. Generally Accepted Accounting Principles (GAAP), which is periodically revised and expanded. Accordingly, from time to time, we are required to adopt new or revised accounting standards issued by the Financial Accounting Standards Board. Market conditions have prompted accounting standard setters to promulgate new requirements that further interpret or seek to revise accounting pronouncements related to financial instruments, structures or transactions as well as to revise standards to expand disclosures. The impact of accounting pronouncements that have been issued but not yet implemented is disclosed in footnotes to our financial statements, which are incorporated herein by reference. 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 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 we apply to our consolidated financial statements and that such changes could have a material adverse effect on our financial condition and results of operations.

Any impairment of our goodwill or amortizable intangible assets may adversely affect our operating results.

If our goodwill or amortizable intangible assets become impaired, we may be required to record a significant charge to earnings. Under GAAP, we review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Goodwill is tested for impairment at least annually. Factors that may be considered a change in circumstances, indicating that the carrying value of the goodwill or amortizable intangible assets may not be recoverable, include reduced future cash flow estimates and slower growth rates in the industry.

The goodwill impairment evaluation process requires us to make estimates and assumptions with regards to the fair value of our reporting units. Actual values may differ significantly from these estimates. Such differences could result in future impairment of goodwill that would, in turn, negatively impact our results of operations and the reporting unit where the goodwill is recorded.

We conducted our annual evaluation of goodwill during the fourth quarter of 2011. This evaluation was a two-step process. The Step 1 evaluation of goodwill allocated to the Florida reporting unit, which is one level below the United States Operations segment, indicated potential impairment of goodwill. The Step 1 fair value for the unit was below the carrying amount of its equity book value as of the October 1, 2011 valuation date, requiring the completion of Step 2. Step 2 required a valuation of all assets and liabilities of the Florida unit, including any recognized and unrecognized intangible assets, to determine the fair value of net assets. To complete Step 2, we subtracted from the unit's Step 1 fair value the determined fair value of the net assets to arrive at the implied fair value of goodwill. The results of the Step 2 analysis indicated that the implied fair value of goodwill of \$40.4 million exceeded the goodwill carrying value of \$27 million, resulting in no goodwill impairment. If we are required to record a charge to earnings in our consolidated financial statements because an impairment of the goodwill or amortizable intangible assets is determined, our results of operations could be adversely affected.

The Corporation's judgments regarding accounting policies and the resolution of tax disputes may impact the Corporation's earnings and cash flow.

Significant judgment is required in determining the Corporation's effective tax rate and in evaluating its tax positions. The Corporation provides for uncertain tax positions when such tax positions do not meet the recognition thresholds or measurement criteria prescribed by applicable GAAP.

Fluctuations in federal, state, local and foreign taxes or a change to uncertain tax positions, including related interest and penalties, may impact the Corporation's effective tax rate. When particular tax matters arise, a number of years may elapse before such matters are audited and finally resolved. In addition, tax positions may be challenged by the Internal Revenue Service (IRS) and the tax authorities in the jurisdictions in which we operate and we may estimate and provide for potential liabilities that may arise out of tax audits to the extent that uncertain tax positions fail to meet the recognition standard under Accounting Standard Codification Topic 740. Unfavorable resolution of any tax matter could increase the effective tax rate and could result in material increase in our tax expense. Any resolution of a tax issue may require the use of cash in the year of resolution.

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Our ability to use net operating loss carryforwards to reduce future tax payments may be limited or restricted.

We have generated significant net operating losses (NOLs) as a result of our recent losses. We generally are able to carry NOLs forward to reduce taxable income for the subsequent 7 years (10 years with respect to losses incurred during taxable years 2005 through 2012). The realization of the deferred tax assets ultimately depends on the existence of sufficient taxable income in either the carryback or carryforward periods under the tax law. If we do not generate sufficient taxable income we will lose some of our NOLs.

We must respond to rapid technological changes, and these changes may be more difficult or expensive than anticipated.

If competitors introduce new products and services embodying new technologies, or if new industry standards and practices emerge, our existing product and service offerings, technology and systems may become obsolete. Further, if we fail to adopt or develop new technologies or to adapt our products and services to emerging industry standards, we may lose current and future customers, which could have a material adverse effect on our business, financial condition and results of operations. The financial services industry is changing rapidly and, in order to remain competitive, we must continue to enhance and improve the functionality and features of our products, services and technologies. These changes may be more difficult or expensive than we anticipate.

RISKS RELATED TO BUSINESS ENVIRONMENT AND OUR INDUSTRY

Difficult market conditions have affected the financial industry and may adversely affect us in the future.

Given that most of our business is in Puerto Rico and the United States and given the degree of interrelation between Puerto Rico's economy and that of the United States, we are exposed to downturns in the U.S. economy. Dramatic declines in the U.S. housing market over the past few years, with falling home prices and increasing foreclosures, unemployment and under-employment, have negatively impacted the credit performance of mortgage loans, credit default swaps and other derivatives of cash securities, and resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities as well as major commercial banks and investment banks. These write-downs have caused many financial institutions to seek additional capital from private and government entities, merge with larger and stronger financial institutions and, in some cases, fail.

Reflecting concern about the stability of the financial markets in general and the strength of counterparties, many lenders and institutional investors have reduced or ceased providing funding to borrowers, including other financial institutions. This market turmoil and tightening of credit have led to an increased level of commercial and consumer delinquencies, erosion of consumer confidence, increased market volatility and widespread reduction of business activity in general. The resulting economic pressure on consumers and erosion of confidence in the financial markets have already adversely affected our industry and may adversely affect our business, financial condition and results of operations. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and other financial institutions. In particular, we may face the following risks in connection with these events:

Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage, and underwrite the loans become less predictive of future behaviors.

The models used to estimate losses inherent in the credit exposure require difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of the borrowers to repay their loans, which may no longer be capable of accurate estimation and which may, in turn, impact the reliability of the models.

Our ability to borrow from other financial institutions or to engage in sales of mortgage loans to third parties (including mortgage loan securitization transactions with government-sponsored entities and repurchase agreements) on favorable terms, or at all, could be adversely affected by further disruptions in the capital markets or other events, including deteriorating investor expectations.

Competitive dynamics in the industry could change as a result of consolidation of financial services companies in connection with current market conditions.

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We may be unable to comply with the Agreements, which could result in further regulatory enforcement actions.

We expect to face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.

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We may be required to pay significantly higher FDIC premiums in the future as a result of changes in the rule that impact the Bank's insurance assessment. The Dodd-Frank Act removed the statutory cap for the reserve ratio, leaving the FDIC free to set this cap going forward.

There may be downward pressure on our stock price.

If current levels of market disruption and volatility continue or worsen, our ability to access capital and our business, financial condition and results of operations may be materially and adversely affected.

Continuation of the economic slowdown and decline in the real estate market in the U.S. mainland and in Puerto Rico could continue to harm our results of operations.

The residential mortgage loan origination business has historically been cyclical, enjoying periods of strong growth and profitability followed by periods of shrinking volumes and industry-wide losses. The market for residential mortgage loan originations is currently in decline and this trend could also reduce the level of mortgage loans we may produce in the future and adversely affect our business. During periods of rising interest rates, the refinancing of many mortgage products tends to decrease as the economic incentives for borrowers to refinance their existing mortgage loans are reduced. In addition, the residential mortgage loan origination business is impacted by home values. Over the past few years, residential real estate values in many areas of the U.S. and Puerto Rico have decreased significantly, which has led to lower volumes and higher losses across the industry, adversely impacting our mortgage business.

The actual rates of delinquencies, foreclosures and losses on loans have been higher during the economic slowdown. Rising unemployment, higher interest rates and declines in housing prices have had a negative effect on the ability of borrowers to repay their mortgage loans. Any sustained period of increased delinquencies, foreclosures or losses could continue to harm our ability to sell loans, the prices we receive for loans, the values of mortgage loans held for sale or residual interests in securitizations, which could continue to harm our financial condition and results of operations. In addition, any additional material decline in real estate values would further weaken the collateral loan-to-value ratios and increase the possibility of loss if a borrower defaults. In such event, we will be subject to the risk of loss on such real estate arising from borrower defaults to the extent not covered by third-party credit enhancement.

Our business concentration in Puerto Rico imposes risks.

We conduct our operations in a geographically concentrated area, as our main market is Puerto Rico. This imposes risks from lack of diversification in our geographical portfolio. Our financial condition and results of operations are highly dependent on the economic conditions of Puerto Rico, where adverse political or economic developments, among other things, could affect the volume of loan originations, increase the level of non-performing assets, increase the rate of foreclosure losses on loans, and reduce the value of our loans and loan servicing portfolio.

Since March 2006, a number of key economic indicators have shown that the economy of Puerto Rico has been in recession.

On March 24, 2011, the Puerto Rico Planning Board announced the release of Puerto Rico's macroeconomic data for the projections for the fiscal year ending on June 30, 2011 (Fiscal Year 2011) and for the fiscal year ending on June 30, 2012 (Fiscal Year 2012). Fiscal Year 2011 is projected to show a reduction in the real gross national product (the GNP) of 1.0%, and an increase of 0.7% for Fiscal Year 2012. The Government Development Bank for Puerto Rico's Economic Activity Index, which is a coincident index consisting of four major monthly economic indicators, namely total payroll employment, total electric power consumption, cement sales and gas consumption, and which monitors the actual trend of Puerto Rico's economy, reflected a decrease of 0.9% in the rate of contraction of Puerto Rico's economy during the ten-month period ending in October 2011 as compared to a decrease of 2.6% in the rate of contraction during the same period in 2010. Construction has remained weak since 2009 as Puerto Rico's fiscal situation and decreasing public investment in construction projects has affected the sector.

The government of Puerto Rico is currently implementing efforts to address a fiscal deficit, estimated in its initial stages at approximately \$3.2 billion, or over 30% of its annual budget, as its access to the municipal bond market and its credit ratings depended, in part, on achieving a balanced budget. In July 2011, the Commonwealth issued bonds of \$300 million for infrastructure projects to continue stimulating the economy. On August 8, 2011, Moody's downgraded the general obligation rating of the Commonwealth of Puerto Rico. The downgrade also applies to those ratings that are based on or capped at the general obligation rating of the Commonwealth. Moody's based the decision on its strong concerns with the continued deterioration of the severely underfunded government retirement systems, weak economic trends and weak finances.

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Some of the measures implemented by the government to reduce expenses included public-sector employee layoffs. Since the government is an important source of employment in Puerto Rico, these measures could have the effect of intensifying the current recessionary cycle. The Puerto Rico Labor Department reported an unemployment rate of 16.1% for the month of October 2011.

The economy of Puerto Rico is very sensitive to the price of oil in the global market since it does not have a significant mass transit system available to the public and most of its electricity is powered by oil. The substantial increase in the price of oil has adversely impacted the economy by reducing disposable income and increasing the operating costs of most businesses and government. Consumer spending is particularly sensitive to wide fluctuations in oil prices.

This decline in Puerto Rico's economy has resulted in, among other things, a downturn in our loan originations, an increase in the level of our non-performing assets, loan loss provisions and charge-offs, particularly in our construction and commercial loan portfolios, an increase in the rate of foreclosure loss on mortgage loans, and a reduction in the value of our loans and loan servicing portfolio, all of which have adversely affected our profitability. If the decline in economic activity continues, there could be further adverse effects on our profitability.

The above economic concerns and uncertainty in the private and public sectors may continue to have an adverse effect on the credit quality of our loan portfolios, as delinquency rates have increased, until the economy stabilizes.

The failure of other financial institutions could adversely affect us.

Our ability to engage in routine funding transactions could be adversely affected by future failures of financial institutions and the actions and commercial soundness of other financial institutions. Financial institutions are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to different industries and counterparties and routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, investment companies and other institutional clients. In certain of these transactions, we are required to post collateral to secure the obligations to the counterparties. In the event of a bankruptcy or insolvency proceeding involving one of such counterparties, we may experience delays in recovering the assets posted as collateral or may incur a loss to the extent that the counterparty was holding collateral in excess of the obligation to such counterparty.

In addition, many of these transactions expose us to credit risk in the event of a default by our counterparty or client. In addition, the credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to us. Any losses resulting from our routine funding transactions may materially and adversely affect our financial condition and results of operations.

Legislative and regulatory actions taken now or in the future may increase our costs and impact our business, governance structure, financial condition or results of operations.

We and our subsidiaries are subject to extensive regulation by multiple regulatory bodies. These regulations may affect the manner and terms of delivery of our services. If we do not comply with governmental regulations, we may be subject to fines, penalties, lawsuits or material restrictions on our businesses in the jurisdiction where the violation occurred, which may adversely affect our business operations. Changes in these regulations can significantly affect the services that we are asked to provide as well as our costs of compliance with such regulations. In addition, adverse publicity and damage to our reputation arising from the failure or perceived failure to comply with legal, regulatory or contractual requirements could affect our ability to attract and retain customers.

Current economic conditions, particularly in the financial markets, have resulted in government regulatory agencies and political bodies placing increased focus and scrutiny on the financial services industry. The U.S. government has intervened on an unprecedented scale, responding to what has been commonly referred to as the financial crisis, by temporarily enhancing the liquidity support available to financial institutions, establishing a commercial paper funding facility, temporarily guaranteeing money market funds and certain types of debt issuances and increasing insurance on bank deposits.

These programs have subjected financial institutions, particularly those participating in Troubled Asset Relief Program (TARP), to additional restrictions, oversight and costs. In addition, new proposals for legislation are periodically introduced in the U.S. Congress that could further substantially increase regulation of the financial services industry, impose restrictions on the operations and general ability of firms within the industry to conduct

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business consistent with historical practices, including in the areas of interest rates, financial product offerings and disclosures, and have an effect on bankruptcy proceedings with respect to consumer residential real estate mortgages, among other things. Federal and state regulatory agencies also frequently adopt changes to their regulations or change the manner in which existing regulations are applied.

In recent years, regulatory oversight and enforcement have increased substantially, imposing additional costs and increasing the potential risks associated with our operations. If these regulatory trends continue, they could adversely affect our business and, in turn, our consolidated results of operations.

Financial services legislation and regulatory reforms may have a significant impact on our business and results of operations and on our credit ratings.

We face increased regulation and regulatory scrutiny as a result of our participation in the TARP. On July 20, 2010, we issued Series G Preferred Stock to the U.S. Treasury in exchange for the shares of Series F Preferred Stock plus accrued and unpaid dividends pursuant to an exchange agreement with the U.S. Treasury dated as of July 7, 2010, as amended (Exchange Agreement). We also issued to the U.S. Treasury an amended and restated warrant to replace the original warrant that we issued to the U.S. Treasury in January 2009 under the TARP. On October 7, 2011, we issued 32,941,797 shares of Common stock to the U.S. Treasury upon conversion of all of the Series G Preferred Stock.

On July 21, 2010, the Dodd-Frank Act was signed into law, which significantly changes the regulation of financial institutions and the financial services industry. The Dodd-Frank Act includes, and the regulations developed and to be developed thereunder include or will include, provisions affecting large and small financial institutions alike.

The Dodd-Frank Act, among other things, imposes new capital requirements on bank holding companies; changes the base for FDIC insurance assessments to a bank's average consolidated total assets minus average tangible equity, rather than upon its deposit base, and permanently raises the current standard deposit insurance limit to \$250,000; and expands the FDIC's authority to raise insurance premiums. The legislation also calls for the FDIC to raise the ratio of reserves to deposits from 1.15% to 1.35% for deposit insurance purposes by September 30, 2020 and to offset the effect of increased assessments on insured depository institutions with assets of less than \$10 billion.

The Dodd-Frank Act also limits interchange fees payable on debit card transactions, establishes the Consumer Financial Protection Bureau (the CFPB) as an independent entity within the Federal Reserve and contains provisions on mortgage-related matters such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties. The CFPB has broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards.

In July 2011, the CFPB advised us and other banks deemed to be large banks under the Dodd-Frank Act as to the agency's approach to supervision and examination beginning on July 21, 2011. The CFPB supervision and examination approach will be guided toward protecting consumers and compliance with Federal consumer financial protection laws.

The Dodd-Frank Act also includes provisions that affect corporate governance and executive compensation at all publicly-traded companies and allows financial institutions to pay interest on business checking accounts. The legislation also restricts proprietary trading, places restrictions on the owning or sponsoring of hedge and private equity funds, and regulates the derivatives activities of banks and their affiliates.

The Collins Amendment to the Dodd-Frank Act, among other things, eliminates certain trust preferred securities from Tier 1 capital. TARP preferred securities are exempted from this treatment. In the case of certain trust preferred securities issued prior to May 19, 2010 by bank holding companies with total consolidated assets of \$15 billion or more as of December 31, 2009, these regulatory capital deductions are to be phased in incrementally over a period of three years beginning on January 1, 2013. This provision also requires the federal banking agencies to establish minimum leverage and risk-based capital requirements that will apply to both insured banks and their holding companies. Regulations implementing the Collins Amendment became effective on July 28, 2011 and set as a floor for the capital requirements of the Corporation and FirstBank a minimum capital requirement computed using FDIC's general risk-based capital rules. Also, bank holding companies subject to the advanced approaches rule need not immediately begin deducting from Tier 1 capital their trust preferred securities and other instruments that are ineligible for insured banks, and may not include in Tier 1 capital any such ineligible instruments issued after May 19, 2010. Additional rulemaking as to the Collins amendment is expected. On June 28, 2011 the Federal Reserve approved a final debit card interchange rule that caps a debit card issuer's base fee at 21 cents per transaction and allows an additional 5-bonus point charge per transaction to help cover fraud

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losses. The rule became fully operational October 1, 2011. We expect that the debt card interchange rule will reduce our interchange fee revenue in line with industry-wide expectations, beginning the quarter ending December 31, 2011. The new pricing restriction is expected to negatively impact our fee income by an approximate amount of \$2.5 million to \$3.0 million.

On January 17, 2012, the FDIC proposed a new regulation that would require state non-member banks with total assets of more than \$10 billion as of September 30, 2011, such as FirstBank, to conduct annual capital-adequacy stress tests. The proposed regulation, required by the Dodd-Frank Act, will require FirstBank to provide the FDIC with forward-looking information to assist the FDIC in its overall assessment of its capital adequacy, helping to better identify potential downside risks and the potential impact of adverse outcomes on its financial stability. FirstBank will be expected to take the results of the stress tests into account in making appropriate changes to its capital structure, its exposures, concentrations, and risk positions, any plans for recovery and resolution, and to improve its overall risk management. A summary of the results of the stress tests would be publicly disclosed under the proposed regulations.

These provisions, or any other aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities or change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans, and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations in order to comply, and could therefore also materially and adversely affect our business, financial condition, and results of operations. Our management is actively reviewing the provisions of the Dodd-Frank Act, many of which are to be phased in over the next several months and years, and assessing its probable impact on our operations. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and us in particular, is uncertain at this time.

The U.S. Congress has also adopted additional consumer protection laws such as the Credit Card Accountability Responsibility and Disclosure Act of 2009, and the Federal Reserve has adopted numerous new regulations addressing banks' credit card, overdraft and mortgage lending practices. Additional consumer protection legislation and regulatory activity is anticipated in the near future.

Internationally, both the Basel Committee on Banking Supervision and the Financial Stability Board (established in April 2009 by the Group of Twenty (G-20) Finance Ministers and Central Bank Governors to take action to strengthen regulation and supervision of the financial system with greater international consistency, cooperation and transparency) have committed to raise capital standards and liquidity buffers within the banking system (Basel III). On September 12, 2010, the Group of Governors and Heads of Supervision agreed to the calibration and phase-in of the Basel III minimum capital requirements (raising the minimum Tier 1 common equity ratio to 4.5% and minimum Tier 1 equity ratio to 6.0%, with full implementation by January 2015) and introducing a capital conservation buffer of common equity of an additional 2.5% with implementation by January 2019. U.S. regulators have yet to propose regulations for implementing Basel III. On September 28, 2011, the Basel Committee announced plans to consider adjustments to the final liquidity charge to be imposed under Basel III, which liquidity charge would take effect on January 1, 2015. The liquidity coverage ratio being considered would require banks to maintain an adequate level of unencumbered high-quality liquid assets sufficient to meet liquidity needs for a 30 calendar day time horizon. Such proposals and legislation, if finally adopted, would change banking laws and our operating environment and that of our subsidiaries in substantial and unpredictable ways. We cannot determine whether such proposals and legislation will be adopted, or the ultimate effect that such proposals and legislation, if enacted, or regulations issued to implement the same, would have upon our financial condition or results of operations.

Monetary policies and regulations of the Federal Reserve could adversely affect our business, financial condition and results of operations.

In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the Federal Reserve. An important function of the Federal Reserve is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve to implement these objectives are open market operations in U.S. government securities, adjustments of the discount rate and changes in reserve requirements against bank deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

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On January 6, 2010, the member agencies of the Federal Financial Institutions Examination Council, which includes the Federal Reserve, issued an interest rate risk advisory reminding banks to maintain sound practices for managing interest rate risk, particularly in the current environment of historically low short-term interest rates.

The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our business, financial condition and results of operations may be adverse.

RISKS RELATING TO AN INVESTMENT IN THE CORPORATION S COMMON STOCK

Sales in the public market of the approximately 90% of our outstanding shares of common stock that are covered by a resale registration statement filed under the Securities Act of 1933, including any sales by the small group of large stockholders that hold in the aggregate approximately 76% of those shares, could adversely affect the trading price of our common stock.

As of March 2, 2012, the following stockholders individually owned more than 9% of our outstanding shares of common stock, or an aggregate of approximately 76% of our outstanding shares: funds affiliated with Thomas H. Lee Partners, L.P. (THL), which own approximately 24.69%; fund affiliated with Oaktree Capital Management, L.P. (Oaktree), which own approximately 24.69%; the United States Department of the Treasury (the Treasury), which owns approximately 16.6%; and Wellington Management Company, LLP, which owns approximately 9.85%. The resale of these shares, as well as the additional shares sold in our private placement of 150 million shares in October 2011, is covered by our registration of 186,151,814 shares, or approximately 90% of our outstanding shares, in a registration statement filed under the Securities Act of 1933. We are obligated to keep this registration statement current so that the stockholders can sell their shares in the public market under this registration statement at any time. Approximately 3 million shares have been sold pursuant to this registration statement. The resale of the additional registered shares in the public market, or the perception that these sales might occur, could cause the market price of our common stock to decline.

Issuance of additional equity securities in the public markets and other capital management or business strategies that we may pursue could also depress the market price of our common stock and could result in dilution of our common stockholders, including purchasers of our common stock under the resale registration statement.

Generally, we are not restricted from issuing additional equity securities, including our Common stock. We may choose or be required in the future to identify, consider and pursue additional capital management strategies to bolster our capital position. We may issue equity securities (including convertible securities, preferred securities, and options and warrants on our common or preferred stock) in the future for a number of reasons, including to finance our operations and business strategy, to adjust our leverage ratio, to address regulatory capital concerns, to restructure currently outstanding debt or equity securities or to satisfy our obligations upon the exercise of outstanding options or warrants. Future issuances of our equity securities, including Common stock, in any transaction that we may pursue may dilute the interests of our existing common stockholders and cause the market price of our Common stock to decline.

The market price of our common stock may continue to be subject to significant fluctuations and volatility.

The stock markets have experienced high levels of volatility during the last few years. These market fluctuations have adversely affected, and may continue to adversely affect, the trading price of our Common stock. In addition, the market price of our Common stock has been subject to significant fluctuations and volatility because of factors specifically related to our businesses and may continue to fluctuate or decline. Factors that could cause fluctuations, volatility or a decline in the market price of our Common stock, many of which could be beyond our control, include the following, in addition to pending resale registration statement discussed above:

our ability to comply with the Agreements;

any additional regulatory actions against us;

changes or perceived changes in the condition, operations, results or prospects of our businesses and market assessments of these changes or perceived changes;

announcements of strategic developments, acquisitions and other material events by us or our competitors, including any future failures of banks in Puerto Rico;

changes in governmental regulations or proposals, or new governmental regulations or proposals, affecting us, including those relating to the financial crisis and global economic downturn and those that may be specifically directed to us;

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the continued decline, failure to stabilize or lack of improvement in general market and economic conditions in our principal markets;

the departure of key personnel;

changes in the credit, mortgage and real estate markets;

operating results that vary from the expectations of management, securities analysts and investors;

operating and stock price performance of companies that investors deem comparable to us; and

the public perception of the banking industry and its safety and soundness.

In addition, the stock market in general, and the NYSE and the market for commercial banks and other financial services companies in particular, have experienced significant price and volume fluctuations that sometimes have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may seriously harm the market price of our Common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted. A securities class action suit against us could result in substantial costs, potential liabilities and the diversion of management's attention and resources.

Our suspension of dividends may have adversely affected and may further adversely affect our stock price and could result in the expansion of our board of directors.

In March 2009, the Board of Governors of the Federal Reserve issued a supervisory guidance letter intended to provide direction to bank holding companies (BHCs) on the declaration and payment of dividends, capital redemptions and capital repurchases by BHCs in the context of their capital planning process. The letter reiterates the long-standing Federal Reserve supervisory policies and guidance to the effect that BHCs should only pay dividends from current earnings. More specifically, the letter heightens expectations that BHCs will inform and consult with the Federal Reserve supervisory staff on the declaration and payment of dividends that exceed earnings for the period for which a dividend is being paid. In consideration of the financial results reported for the second quarter ended June 30, 2009, we decided, as a matter of prudent fiscal management and following the Federal Reserve guidance, to suspend payment of dividends. Furthermore, our Agreement with the Federal Reserve precludes us from declaring any dividends without the prior approval of the Federal Reserve. We cannot anticipate if and when the payment of dividends might be reinstated.

This suspension may have adversely affected and may continue to adversely affect our stock price. Further, because dividends on our Series A through Series E Preferred Stock were not paid before January 31, 2011 (18 monthly dividend periods after we suspended dividend payments in August 2009), the holders of that preferred stock have the right to appoint two additional members to our board of directors. Any member of the Board of Directors appointed by the preferred stockholders is required to vacate his or her office if the Corporation returns to payment of dividends in full for twelve consecutive monthly dividend periods.

Risks Related to the Rights of Holders of Our Common Stock Compared to the Rights of Holders of Our Debt Obligations and Shares of Preferred Stock

The holders of our debt obligations, which, as of December 31, 2011, held debt in the amount of \$231.9 million, and the holders of our shares of preferred stock still outstanding will have priority over our Common Stock with respect to payment in the event of liquidation, dissolution or winding up and with respect to the payment of dividends.

In any liquidation, dissolution or winding up of First BanCorp, our Common Stock would rank below all debt claims against us and claims of all of our outstanding shares of Series A through E Preferred Stock, which have a liquidation preference of approximately \$63 million.

As a result, holders of our Common Stock will not be entitled to receive any payment or other distribution of assets upon the liquidation, dissolution or winding up of First BanCorp until after all our obligations to our debt holders have been satisfied and holders of senior equity

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securities and trust preferred securities have received any payment or distribution due to them.

In addition, we are required to pay dividends on our preferred stock before we pay any dividends on our Common Stock. Holders of our Common Stock will not be entitled to receive payment of any dividends on their shares of our Common Stock unless and until we obtain the Federal Reserve's approval to resume payments of dividends on the shares of outstanding preferred stock.

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Future offerings of preferred stock, which would likely be senior to our Common Stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of our Common Stock.

If the Agreements are terminated and we resume the payment of dividends on our outstanding preferred stock, our Board of Directors will again be authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of the stockholders. Our Board of Directors would have the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over our Common Stock with respect to dividends or upon our dissolution, winding up and liquidation and other terms. If we issue preferred shares in the future that have a preference over our Common Stock with respect to the payment of dividends or upon liquidation, or if we issue preferred shares with voting rights that dilute the voting power of our Common Stock, the rights of holders of our Common Stock or the market price of our Common Stock could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2011, First BanCorp owned the following three main offices located in Puerto Rico:

Headquarters Located at First Federal Building, 1519 Ponce de León Avenue, Santurce, Puerto Rico, a 16 story office building. Approximately 60% of the building, an underground three level parking garage and an adjacent parking lot are owned by the Corporation.

Service Center a building located on 1130 Muñoz Rivera Avenue, Hato Rey, Puerto Rico. These facilities accommodate branch operations, data processing and administrative and certain headquarter offices. FirstBank inaugurated the new Service Center during 2010. The recent acquired and renovated building houses 180,000 square feet of modern facilities and over 1,000 employees from operations, FirstMortgage and FirstBank Insurance Agency headquarters and customer service. In addition, it has parking for 750 vehicles and 9 training rooms, including a school for Tellers and a computer room for interactive trainings, as well as a spacious cafeteria for employees and customers.

Consumer Lending Center A three-story building with a three-level parking garage located at 876 Muñoz Rivera Avenue, Hato Rey, Puerto Rico. These facilities are fully occupied by the Corporation.

The Corporation owned 22 branch and office premises and auto lots and leased 100 branch premises, loan and office centers and other facilities. In certain situations, financial services such as mortgage, insurance businesses and commercial banking services are located in the same building. All of these premises are located in Puerto Rico, Florida and in the U.S. and British Virgin Islands. Management believes that the Corporation's properties are well maintained and are suitable for the Corporation's business as presently conducted.

Item 3. Legal Proceedings

The Corporation and its subsidiaries are defendants in various lawsuits arising in the ordinary course of business. In the opinion of the Corporation's management, the pending and threatened legal proceedings of which management is aware will not have a material adverse effect on the financial condition or results of operations of the Corporation.

Item 4. Mine Safety Disclosure

Not applicable.

Table of Contents**PART II****Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities****Information about Market and Holders**

The Corporation's common stock is traded on the New York Stock Exchange (NYSE) under the symbol FBP. In 2010, following stockholder approvals, the Corporation amended twice its certificate of incorporation to provide for an increase in the number of shares of common stock authorized for issuance from 250 million at the beginning of 2010 to 2.0 billion shares and to provide for the implementation of a one-for-fifteen reverse stock split. Effective January 7, 2011, the Corporation implemented a one-for-fifteen reverse stock split of all outstanding shares of common stock.

On March 2, 2012, there were 559 holders of record of the Corporation's common stock, not including beneficial owners whose shares are held in record names of brokers or other nominees. The last sales price for the common stock on that date was \$3.76.

On July 30, 2009, the Corporation announced the suspension of common and preferred stock dividends. The Corporation has no current plans to resume dividend payments on the common stock. The common stock ranks junior to all series of preferred stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation.

The following table sets forth, for the calendar quarters indicated, the high and low closing sales prices and the cash dividends declared on the Corporation's common stock during such periods.

Quarter Ended	High	Low	Last	Dividends per Share
2011:				
December	\$ 4.00	\$ 2.57	\$ 3.49	\$
September	4.64	2.76	2.80	
June	5.17	3.62	4.31	
March	7.50	4.07	5.00	
2010:				
December	\$ 7.18	\$ 3.60	\$ 6.90	\$
September	9.74	4.20	4.20	
June	55.35	7.95	7.95	
March	42.60	28.35	36.15	
2009:				
December	\$ 43.20	\$ 22.65	\$ 34.50	\$
September	63.00	45.15	45.75	
June	113.25	59.25	59.25	1.05
March	165.75	54.45	63.90	1.05

On October 7, 2011, the Corporation successfully completed a private placement of \$525 million in shares of common stock (the capital raise). The proceeds from the capital raise amounted to approximately \$490 million (net of offering costs). Lead investors include funds affiliated with Thomas H. Lee Partners, L.P. (THL) and Oaktree Capital Management, L.P. (Oaktree) that purchased from the Corporation an aggregate of \$348.2 million (\$174.1 million each investor) of shares of the Corporation's common stock.

In connection with the closing, the Corporation issued 150 million shares of common stock at \$3.50 per share to institutional investors. Subsequent to the closing, in related transactions, on October 12, 2011 and October 26, 2011, each of THL and Oaktree, respectively, purchased in the aggregate 937,493 shares of common stock from certain of the institutional investors who participated in the capital raise transaction. As of the date of the filing of this Form 10-K, each of THL and Oaktree owns 24.69% of the total shares of common stock outstanding.

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On December 8, 2011, the Corporation completed a rights offering in which the Corporation issued an additional 888,781 shares of common stock at \$3.50 per share, and received proceeds of \$3.3 million.

The Corporation has 50,000,000 shares authorized of preferred stock. First BanCorp has five outstanding series of non convertible preferred stock: 7.125% non-cumulative perpetual monthly income preferred stock, Series A (liquidation preference \$25 per share); 8.35% non-cumulative perpetual monthly income preferred stock, Series B (liquidation preference \$25 per share); 7.40% non-cumulative perpetual monthly income preferred stock, Series C (liquidation preference \$25 per share); 7.25% non-cumulative perpetual monthly income preferred stock, Series D (liquidation preference \$25 per share.); and 7.00% non-cumulative perpetual monthly income preferred stock, Series E (liquidation preference \$25 per share) (collectively the Series A through E Preferred Stock). Effective January 17, 2012, the Corporation delisted all of the series of non-convertible, non-cumulative preferred stock from the New York Stock Exchange. The Corporation has not arranged for listing and/or registration on another national securities exchange or for quotation of the preferred stock in a quotation medium.

The Series A through E Preferred Stock rank on parity with respect to dividend rights and rights upon liquidation, winding up or dissolution. Holders of each series of preferred stock are entitled to receive cash dividends, when, as and if declared by the board of directors of First BanCorp out of funds legally available for dividends.

The terms of the Corporation's Series A through E Preferred Stock do not permit the Corporation to declare, set apart or pay any dividend or make any other distribution of assets on, or redeem, purchase, set apart or otherwise acquire shares of common stock or of any other class of stock of First BanCorp ranking junior to the preferred stock, unless all accrued and unpaid dividends on the preferred stock and any parity stock for the twelve monthly dividend periods ending on the immediately preceding dividend payment date shall have been paid or are paid contemporaneously; the full monthly dividend on the preferred stock and any parity stock for the then current month has been or is contemporaneously declared and paid or declared and set apart for payment; and the Corporation has not defaulted in the payment of the redemption price of any shares of the preferred stock and any parity stock called for redemption. If the Corporation is unable to pay in full the dividends on the preferred stock and on any other shares of stock of equal rank as to the payment of dividends, all dividends declared upon the preferred stock and any such other shares of stock will be declared pro rata.

The Corporation may not issue shares ranking, as to dividend rights or rights on liquidation, winding up and dissolution, senior to the Series A through E Preferred Stock, except with the consent of the holders of at least two-thirds of the outstanding aggregate liquidation preference of such preferred stock.

2010 Exchange Offer and Treasury Exchange

On August 30, 2010, the Corporation completed its offer to issue shares of its common stock in exchange for its outstanding Series A through E preferred stock, which resulted in the issuance of 15,134,347 new shares of common stock in exchange of 19,482,128 shares of preferred stock, or 89% of the outstanding Series A through E preferred stock.

In addition, on July 20, 2010, the Corporation issued \$424.2 million Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series G, in exchange of the \$400 million of fixed rate Cumulative Perpetual Preferred Stock, Series F, that the U.S. Treasury had acquired pursuant to the TARP Capital Purchase Program. Then, on October 7, 2011, the completion of the Capital Raise enabled the Corporation to compel the conversion of the 424,174 shares of Series G preferred stock into 32,941,797 new shares of common stock. The warrant to purchase 389,483 shares of the Corporation's common stock at an initial price of \$10.878 was adjusted as a result of the recently completed capital raise to provide for the issuance of approximately 1,285,899 shares of common stock at an exercise price of \$3.29 per share.

In connection with the conversion of the Series G Preferred Stock, held by the U.S. Treasury, into common shares at a discount, completed on October 7, 2011, a one-time, non-cash increase in income attributable to common stockholders of \$278 million was recognized in the fourth quarter of 2011. This non-cash increase in income available to common stockholders has no effect on the Corporation's overall equity or its regulatory capital. As a result, the Corporation reported a net income attributable to common stockholders on a diluted basis of \$195.8 million, or \$2.18 per common share in 2011. Please refer to Note 22, Stockholder's Equity, for accounting treatment and further information about the Exchange Offer and Treasury Exchange.

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Dividends

The Corporation has a policy of paying quarterly cash dividends on its outstanding shares of common stock subject to its earnings and financial condition. On July 30, 2009, after reporting a net loss for the quarter ended June 30, 2009, the Corporation announced that the Board of Directors resolved to suspend the payment of the common and preferred dividends (including the Series F Preferred Stock dividends), effective with the preferred dividend for the month of August 2009. During 2009, the Corporation declared a cash dividend of \$1.05 per share for the first two quarters of the year. The Corporation's ability to pay future dividends will necessarily depend upon its earnings and financial condition. See the discussion under "Dividend Restrictions" under Item 1 for additional information concerning restrictions on the payment of dividends that apply to the Corporation and FirstBank.

First BanCorp did not purchase any of its equity securities during 2011 or 2010.

The Puerto Rico Internal Revenue Code requires the withholding of income tax from dividend income to be received by resident U.S. citizens, special partnerships, trusts and estates and non-resident U.S. citizens, custodians, partnerships, and corporations from sources within Puerto Rico.

Resident U.S. Citizens

A special tax of 10% is imposed on eligible dividends paid to individuals, special partnerships, trusts, and estates to be applied to all distributions unless the taxpayer specifically elects otherwise. Once this election is made it is irrevocable. However, the taxpayer can elect to include in gross income the eligible distributions received and take a credit for the amount of tax withheld. If the taxpayer does not make this election on the tax return, then he can exclude from gross income the distributions received and reported without claiming the credit for the tax withheld.

Nonresident U.S. Citizens

Nonresident U.S. citizens have the right to certain exemptions when a Withholding Tax Exemption Certificate (Form 2732) is properly completed and filed with the Corporation. The Corporation, as withholding agent, is authorized to withhold a tax of 10% only from the excess of the income paid over the applicable tax-exempt amount.

U.S. Corporations and Partnerships

Corporations and partnerships not organized under Puerto Rico laws that have not engaged in trade or business in Puerto Rico during the taxable year in which the dividend is paid are subject to the 10% dividend tax withholding. Corporations or partnerships not organized under the laws of Puerto Rico that have engaged in trade or business in Puerto Rico are not subject to the 10% withholding, but they must declare the dividend as gross income on their Puerto Rico income tax return.

Table of Contents**Securities authorized for issuance under equity compensation plans**

The following table summarizes equity compensation plans approved by security holders and equity compensation plans that were not approved by security holders as of December 31, 2011:

Plan category	Number of Securities to be Issued Upon Exercise of Outstanding Options (A)	Weighted Average Exercise Price of Outstanding Options, warrants and rights (B)	Number of Securities
			Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A)) (C)
Equity compensation plans approved by stockholders	129,934 ⁽¹⁾	\$ 202.99	8,169,807 ⁽²⁾
Equity compensation plans not approved by stockholders	N/A	N/A	N/A
Total	129,934	\$ 202.99	8,169,807

- (1) Stock options granted under the 1997 stock option plan, which expired on January 21, 2007. All outstanding awards under the stock option plan continue in full force and effect, subject to their original terms and the shares of common stock underlying the options are subject to adjustments for stock splits, reorganization and other similar events.
- (2) Securities available for future issuance under the First BanCorp 2008 Omnibus Incentive Plan (the Omnibus Plan), which was initially approved by stockholders on April 29, 2008 and amended with stockholder approval on December 9, 2011 to increase the number of shares reserved for issuance under the Plan. The Omnibus Plan provides for equity-based compensation incentives (the awards) through the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and other stock-based awards. This plan allows the issuance of up to 8,169,807 shares of common stock, subject to adjustments for stock splits, reorganization and other similar events.

STOCK PERFORMANCE GRAPH

The following Performance Graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report on Form 10-K into any filing under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act, except to the extent that First BanCorp specifically incorporates this information by reference, and shall not otherwise be deemed filed under these Acts.

The graph below compares the cumulative total stockholder return of First BanCorp during the measurement period with the cumulative total return, assuming reinvestment of dividends, of the S&P 500 Index and the S&P Supercom Banks Index (the Peer Group). The Performance Graph assumes that \$100 was invested on December 31, 2006 in each of First BanCorp common stock, the S&P 500 Index and the Peer Group. The comparisons in this table are set forth in response to SEC disclosure requirements, and are therefore not intended to forecast or be indicative of future performance of First BanCorp's common stock.

The cumulative total stockholder return was obtained by dividing (i) the cumulative amount of dividends per share, assuming dividend reinvestment since the measurement point, December 31, 2006, plus (ii) the change in the per share price since the measurement date, by the share price at the measurement date.

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA**

The following table sets forth certain selected consolidated financial data for each of the five years in the period ended December 31, 2011. This information should be read in conjunction with the audited consolidated financial statements and the related notes thereto.

SELECTED FINANCIAL DATA

	Year Ended December 31,				
	2011	2010	2009	2008	2007
Condensed Income Statements:					
Total interest income	\$ 659,615	\$ 832,686	\$ 996,574	\$ 1,126,897	\$ 1,189,247
Total interest expense	266,103	371,011	477,532	599,016	738,231
Net interest income	393,512	461,675	519,042	527,881	451,016
Provision for loan and lease losses	236,349	634,587	579,858	190,948	120,610
Non-interest income	107,981	117,903	142,264	74,643	67,156
Non-interest expenses	338,054	366,158	352,101	333,371	307,843
(Loss) income before income taxes	(72,910)	(421,167)	(270,653)	78,205	89,719
Income tax (expense) benefit	(9,322)	(103,141)	(4,534)	31,732	(21,583)
Net (loss) income	(82,232)	(524,308)	(275,187)	109,937	68,136
Net income (loss) attributable to common stockholders basic	173,226	(122,045)	(322,075)	69,661	27,860
Net income (loss) attributable to common stockholders diluted	195,763	(122,045)	(322,075)	69,661	27,860
Per Common Share Results:					
Net income (loss) per common share basic	\$ 2.69	\$ (10.79)	\$ (52.22)	\$ 11.30	\$ 4.83
Net income (loss) per common share diluted	\$ 2.18	\$ (10.79)	\$ (52.22)	\$ 11.28	\$ 4.81
Cash dividends declared	\$	\$	\$ 2.10	\$ 4.20	\$ 4.20
Average shares outstanding	64,466	11,310	6,167	6,167	5,770
Average shares outstanding diluted	89,658	11,310	6,167	6,176	5,791
Book value per common share	\$ 6.73	\$ 29.71	\$ 108.70	\$ 161.76	\$ 141.32
Tangible book value per common share ⁽¹⁾	\$ 6.54	\$ 27.73	\$ 101.45	\$ 153.32	\$ 133.05
Balance Sheet Data:					
Total loans, including loans held for sale	\$ 10,575,214	\$ 11,956,202	\$ 13,949,226	\$ 13,088,292	\$ 11,799,746
Allowance for loan and lease losses	493,917	553,025	528,120	281,526	190,168
Money market and investment securities	2,200,888	3,369,332	4,866,617	5,709,154	4,811,413
Intangible Assets	39,787	42,141	44,698	52,083	51,034
Deferred tax asset, net	5,442	9,269	109,197	128,039	90,130
Total assets	13,127,275	15,593,077	19,628,448	19,491,268	17,186,931
Deposits	9,907,754	12,059,110	12,669,047	13,057,430	11,034,521
Borrowings	1,622,741	2,311,848	5,214,147	4,736,670	4,460,006
Total preferred equity	63,047	425,009	928,508	550,100	550,100
Total common equity	1,361,899	615,232	644,062	940,628	896,810
Accumulated other comprehensive income (loss), net of tax	19,198	17,718	26,493	57,389	(25,264)
Total equity	1,444,144	1,057,959	1,599,063	1,548,117	1,421,646
Selected Financial Ratios (In Percent):					
Profitability:					
Return on Average Assets	(0.57)	(2.93)	(1.39)	0.59	0.40
Return on Average Total Equity	(7.31)	(36.23)	(14.84)	7.67	5.14
Return on Average Common Equity	(13.38)	(80.07)	(34.07)	7.89	3.59
Average Total Equity to Average Total Assets	7.83	8.10	9.36	7.74	7.70
Interest Rate Spread ⁽²⁾	2.59	2.48	2.62	2.83	2.29
Interest Rate Margin ⁽²⁾	2.86	2.77	2.93	3.20	2.83
Tangible common equity ratio ⁽¹⁾	10.25	3.80	3.20	4.87	4.79
Dividend payout ratio			(4.03)	37.19	88.32

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Efficiency ratio ⁽³⁾	67.41	63.18	53.24	55.33	59.41
Asset Quality:					
Allowance for loan and lease losses to loans held for investment	4.68	4.74	3.79	2.15	1.61
Net charge-offs to average loans	2.68	4.76	2.48	0.87	0.79
Provision for loan and lease losses to net charge-offs	0.80x	1.04x	1.74x	1.76x	1.36x
Non-performing assets to total assets	10.19	10.02	8.71	3.27	2.56
Non-performing loans held for investment to total loans held for investment	10.78	10.63	11.23	4.49	3.50
Allowance to total non-performing loans held for investment	43.39	44.64	33.77	47.95	46.04
Allowance to total non-performing loans held for investment, excluding residential real estate loans	61.73	65.30	47.06	90.16	93.23
Other Information:					
Common Stock Price: End of period	\$ 3.49	\$ 6.90	\$ 34.50	\$ 167.10	\$ 109.35

- (1) Non-gaap measures. Refer to Capital discussion below for additional information of the components and reconciliation of these measures.
- (2) On a tax equivalent basis (see Net Interest Income discussion below for reconciliation of these non-GAAP measures).
- (3) Non-interest expenses to the sum of net interest income and non-interest income. The denominator includes non-recurring income and changes in the fair value of derivative instruments and financial instruments measured at fair value.

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations relates to the accompanying consolidated audited financial statements of First BanCorp and should be read in conjunction with such financial statements, including the notes thereto. First BanCorp, incorporated under the laws of the Commonwealth of Puerto Rico, is sometimes referred in this Annual Report on Form 10-K as the Corporation, we, or our.

EXECUTIVE SUMMARY

First BanCorp is a diversified financial holding company headquartered in San Juan, Puerto Rico offering a full range of financial products to consumers and commercial customers through various subsidiaries. First BanCorp is the holding company of FirstBank Puerto Rico (FirstBank or the Bank) and FirstBank Insurance Agency. Through its wholly-owned subsidiaries, the Corporation operates offices in Puerto Rico, the United States and British Virgin Islands and the State of Florida (USA) specializing in commercial banking, residential mortgage loan originations, finance leases, personal loans, small loans, auto loans, insurance agency and broker-dealer activities.

As described in Item 8, Note 30, Regulatory Matters, Commitments and Contingencies, FirstBank is currently operating under a Consent Order (the FDIC Order) with the Federal Deposit Insurance Corporation (FDIC) and First BanCorp has entered into a Written Agreement (the Written Agreement) and collectively with the Order the Agreements) with the Board of Governors of the Federal Reserve System (the FED or Federal Reserve).

As discussed in Item 8, Note 1 to the Consolidated Financial Statements, the Corporation has assessed its ability to continue as a going concern and has concluded that, based on current and expected liquidity needs and sources, management expects the Corporation to be able to meet its obligations for the foreseeable future. If unanticipated market factors emerge, or if the Corporation is unable to successfully execute its strategic operating plans, issue a sufficient amount of brokered certificates of deposit (CDs) or comply with the Order, its banking regulators could take further action, which could include actions that may have a material adverse effect on the Corporation's business, results of operations and financial position. Also see Liquidity Risk and Capital Adequacy for additional information.

Capital Plan Execution

On October 7, 2011, the Corporation successfully completed a private placement of \$525 million in shares of common stock (the capital raise). The proceeds from the capital raise amounted to approximately \$490 million (net of offering costs), of which \$435 million have been contributed to the Corporation's wholly owned banking subsidiary, FirstBank. Lead investors include funds affiliated with Thomas H. Lee Partners, L.P. (THL) and Oaktree Capital Management, L.P. (Oaktree) that purchased from the Corporation an aggregate of \$348.2 million (\$174.1 million each investor) of shares of the Corporation's common stock.

In connection with the closing, the Corporation issued 150 million shares of common stock at \$3.50 per share to institutional investors. Upon the completion of this transaction and the conversion into common stock of the Series G Preferred Stock held by the U.S. Treasury, as further discussed below, each of THL and Oaktree became owners of 24.36% of the Corporation's shares of common stock outstanding. Subsequent to the closing, in related transactions, on October 12, 2011 and October 26, 2011, each of THL and Oaktree, respectively, purchased in the aggregate 937,493 shares of common stock from certain of the institutional investors who participated in the capital raise transaction. As of the date of the filing of this Form 10-K, each of THL and Oaktree owns 24.69% of the total shares of common stock outstanding. THL and Oaktree also have the right to designate a person to serve on the Corporation's Board of Directors. In this regard, the Corporation reconstituted its Board of Directors and Michael P. Harmon, a Managing Director with the Principal Group of Oaktree, and Thomas M. Hagerty, a Managing Director at THL were appointed as members of the Bank's and the Corporation's Board of Directors. In addition, Mr. Roberto R. Herencia was appointed as the new non-executive chairman of the Bank's and the Corporation's Board of Directors.

The completion of the capital raise allowed the conversion of the 424,174 shares of the Corporation's Series G Preferred Stock, held by the U.S. Treasury, into 32.9 million shares of common stock at a conversion price of \$9.66.

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This conversion required for completion the payment of \$26.4 million for past due undeclared cumulative dividends on the Series G Preferred Stock as required by the Corporation's agreement with the U.S. Treasury.

Furthermore, On December 8, 2011, the Corporation completed a rights offering in which the Corporation issued an additional 888,781 shares of common stock at \$3.50 per share, and received proceeds of \$3.3 million.

With the \$525 million capital infusion, the conversion to common stock of the Series G Preferred Stock held by the U.S. Treasury, and the issuance of an additional \$3.3 million of capital in the rights offering (after deducting estimated offering expenses and the \$26.4 million payment of cumulative dividends on the Series G Preferred Stock), the Corporation increased its total common equity by approximately \$834 million.

The minimum capital ratios established by the FDIC Order are 12% for Total Capital to Risk-Weighted Assets, 10% for Tier 1 Capital to Risk-Weighted Assets and 8% for Leverage (Tier 1 Capital to Average Total Assets). As of December 31, 2011, the Corporation's Total Capital, Tier 1 Capital and Leverage ratios were 17.12%, 15.79% and 11.91%, respectively, up from 12.02%, 10.73% and 7.57%, respectively, as of December 31, 2010. Meanwhile, FirstBank's Total Capital, Tier 1 Capital and Leverage ratios as of December 31, 2011 were 16.58%, 15.25% and 11.52%, respectively, up from 11.57%, 10.28% and 7.25%, respectively, as of December 31, 2010. All of the capital ratios as of December 31, 2011 are well above the minimum required under the consent order with the FDIC.

OVERVIEW OF RESULTS OF OPERATIONS

First BanCorp's results of operations generally depend primarily upon its net interest income, which is the difference between the interest income earned on its interest-earning assets, including investment securities and loans, and the interest expense incurred on its interest-bearing liabilities, including deposits and borrowings. Net interest income is affected by various factors, including: the interest rate scenario; the volumes, mix and composition of interest-earning assets and interest-bearing liabilities; and the re-pricing characteristics of these assets and liabilities. The Corporation's results of operations also depend on the provision for loan and lease losses, which significantly affected the results for the past three years, non-interest expenses (such as personnel, occupancy, deposit insurance premiums and other costs), non-interest income (mainly service charges and fees on loans and deposits and insurance income), gains (losses) on sales of investments, gains (losses) on mortgage banking activities, and income taxes.

Net loss for the year ended December 31, 2011 amounted to \$82.2 million compared to a net loss of \$524.3 million for 2010 and a net loss of \$275.2 million for 2009.

The narrower loss for 2011, as compared to 2010, primarily reflects: (i) a decrease of \$398.2 million in the provision for loan and lease losses driven by lower charges to specific reserves on a reduced level of non-performing and adversely classified loans, and declines in charges to general reserves due to reductions in historical loss rates and the overall decrease of the loan portfolio. The results for 2010 included a \$102.9 million charge to the provision for loan and lease losses associated with the transfer of \$447 million loans held for investment to held for sale in anticipation of the strategic sale of adversely classified and non-performing loans completed early in 2011, (ii) a decrease of \$93.8 million in the income tax expense as the previous year included an incremental \$93.7 million non-cash charge to the valuation allowance of the Bank's deferred tax asset, and (iii) a decrease of \$28.1 million in non-interest expenses driven by reductions of \$13.3 million in the provision for off-balance sheet exposures, mainly unfunded loan commitments, and the \$5.1 million decrease in losses on real estate owned (REO) operations driven by lower write-downs to the value of REO properties as well as lower realized losses on sales. In addition, the FDIC insurance premium assessment decreased by \$6.7 million and local regulatory examination fees decreased by \$3.0 million driven by the decrease in the level of the Bank's assets. In the case of the FDIC insurance premium, the decrease is also attributed to the Bank's improved capital position. Partially offsetting these variances was a \$68.2 million decrease in net interest income, driven by the decline in average earning assets consistent with the Corporation's deleveraging strategies completed in 2011, and a \$9.9 million decrease in non-interest income that was mainly associated with lower gains on sale of investments and non-cash charges of \$4.2 million related to the Bank's investment in the unconsolidated entity to which FirstBank sold loans with an unpaid principal balance of \$510.2 million, mainly non-performing and adversely classified loans, early in 2011 partially offset by higher gains on sale of residential mortgage loans.

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The following table summarizes the effect of the aforementioned factors and other factors that significantly impacted financial results in previous years on net income (loss) attributable to common stockholders and earnings (loss) per common share for the last three years:

	2011		Year Ended December 31, 2010		2009	
	Dollars	Per Share	Dollars	Per Share	Dollars	Per Share
(In thousands, except for per common share amounts)						
Net (loss) income attributable to common stockholders for prior year	\$ (122,045)	\$ (10.79)	\$ (322,075)	\$ (52.22)	\$ 69,661	\$ 11.28
Increase (decrease) from changes in:						
Net interest income	(68,163)	(6.03)	(57,367)	(9.30)	(8,839)	(1.43)
Provision for loan and lease losses	398,238	35.21	(54,729)	(8.87)	(388,910)	(62.97)
Net gain on investments and impairments	(14,705)	(1.30)	(29,598)	(4.80)	63,953	10.36
Net nominal gain (loss) on transactions involving the sale of investment securities matched with the cancellation of borrowings prior to maturity	438	0.04	(291)	(0.05)		
Equity in losses of unconsolidated entities	(4,227)	(0.37)				
Other non-interest income	8,572	0.76	5,528	0.90	3,668	0.59
Employees compensation and benefits	2,651	0.23	11,608	1.88	9,119	1.48
Professional fees	(597)	(0.05)	(6,070)	(0.98)	592	0.10
Deposit insurance premium	6,689	0.59	(19,710)	(3.20)	(30,471)	(4.94)
Net loss on REO operations	5,148	0.46	(8,310)	(1.35)	(490)	(0.08)
Core deposit intangible impairment			3,988	0.65	(3,988)	(0.65)
Provision for off-balance sheet exposures	13,293	1.18	(6,668)	(1.08)	(2,200)	(0.36)
All other operating expenses	920	0.08	11,105	1.80	8,708	1.41
Income tax provision	93,819	8.30	(98,607)	(15.99)	(36,266)	(5.87)
Net income (loss) before changes in preferred stock dividends, preferred discount amortization and change in average common shares	320,031	28.31	(571,196)	(92.61)	(315,463)	(51.08)
Change in preferred dividends and preferred discount amortization	38,246	3.38	8,642	1.40	(6,612)	(1.07)
Favorable impact from issuing common stock in the conversion of the Series G Preferred Stock	277,995	24.58				
Favorable impact from issuing common stock in exchange for Series A through E Preferred Stock	(385,387)	(34.07)	385,387	62.49		
Favorable impact from issuing Series G Preferred Stock in exchange for Series F Preferred Stock	(55,122)	(4.87)	55,122	8.94		
Change in average common shares		(15.15)		8.99		(0.07)
Net income (loss) attributable to common stockholders	\$ 195,763	\$ 2.18	\$ (122,045)	\$ (10.79)	\$ (322,075)	\$ (52.22)

In connection with the conversion of the Series G Preferred Stock, held by the U.S. Treasury, into common shares at a discount, completed on October 7, 2011, a one-time, non-cash increase in income attributable to common stockholders of \$278 million was recognized in the fourth quarter of 2011. This non-cash increase in income available to common stockholders has no effect on the Corporation's overall equity or its regulatory capital. As a result, the Corporation reported a net income attributable to common stockholders on a diluted basis of \$195.8 million, or \$2.18 per common share in 2011.

The key components of the Corporation's financial results for the year ended December 31, 2011 include the following:

Net interest income for the year ended December 31, 2011 was \$393.5 million compared to \$461.7 million and \$519.0 million for the years ended December 31, 2010 and 2009, respectively. The decrease for 2011 compared to 2010 was largely attributed to the

decline in the volume of interest-earning assets. The decline in the average volume of interest-earning assets reflects the impact of the Corporation's capital plan deleveraging strategies executed in 2011 in order to preserve and improve the capital position. Average interest-earning assets decreased by \$3.5 billion when compared to 2010, reflecting a \$1.8 billion reduction in average total loans and leases and a \$1.7 billion reduction in average investment securities. The decrease in average loans was driven by loan sales combined with repayments and charge-offs. Meanwhile, the decrease in average investment securities was primarily related to sales and prepayments of U.S. agency MBS as well as U.S. agency debt securities called prior to maturity. Partially offsetting the decline in the average volume of earning assets was an increase of 21 basis points in the net interest margin, excluding fair value adjustments on derivatives and financial liabilities measured at fair value, (for definition and reconciliation of this non-GAAP measure, refer to the *Net Interest Income* discussion below). The main driver behind the improvement in the net interest margin (excluding valuations), from 2.61% in 2010 to 2.82% in 2011, was a decrease in the average cost of funds and the utilization of excess liquidity to pay

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down maturing borrowings (mainly brokered CDs). The Corporation achieved improvements in the mix of funding sources with the planned reduction in brokered CDs and increased balances in core deposits. Rates paid in interest-bearing core deposit accounts were lower than the average rate on matured brokered CDs. The average volume of brokered CDs decreased by \$1.9 billion during 2011, while the average balance of non-brokered deposits increased by \$372.7 million. In addition, the Corporation benefited from the restructuring of \$700 million of repurchase agreements that resulted in a decrease of \$2.9 million of interest expense and from the early cancellation of \$400 million of repurchase agreements matched with the sale of low yielding investment securities. Refer to the Net Interest Income discussion below for additional information.

The decrease in net interest income for 2010, compared to 2009, was mainly associated with the deleveraging of the Corporation's balance sheet in an attempt to preserve its capital position, including sales of approximately \$2.3 billion of investment securities during 2010, mainly U.S. agency MBS, and loan repayments. Net interest income was also affected by compressions in the net interest margin mainly due to lower yields on investments and the adverse impact of maintaining higher than historical liquidity levels. Approximately \$1.6 billion in investment securities were called during 2010 and were replaced mainly with lower yielding U.S. agency investment securities. These factors were partially offset by the favorable impact of lower deposit pricing and the roll-off and repayments of higher cost funds, such as maturing brokered CDs, and improved spreads in commercial loans.

The provision for loan and lease losses for 2011 was \$236.3 million compared to \$634.6 million and \$579.9 million for 2010 and 2009, respectively. The decrease for 2011, compared to 2010, was mainly related to lower charges to specific reserves on a reduced level of non-performing and adversely classified loans, and declines in charges to general reserves due to reductions in historical loss rates and the overall decrease of the loan portfolio. The Corporation's net charge-offs for 2011 were \$295.5 million, or 2.68% of average loans, compared to \$609.7 million, or 4.76% of average loans for 2010. Net charge-offs in 2010 included \$165.1 million associated with loans transferred to held for sale and approximately \$89.0 million in charge-offs for non-performing loans sold during 2010, mainly construction and commercial mortgage loans sold at a significant discount in order to reduce the Corporation's exposure in Florida. The provision for all major loans categories, except for commercial and industrial (C&I) loans, decreased during 2011 and was \$59.1 million less than total net charge-offs reflecting the adequacy of previously established reserves. As further explained below, the results for 2010 included a \$102.9 million charge to the provision for loan and lease losses associated with the transfer of \$447 million in loans held for investment to held for sale in anticipation of the strategic sale of adversely classified and non-performing loans completed early in 2011.

The increase in the provision for loan and lease losses for 2010, compared to 2009, was mainly due to the charge of \$102.9 million associated with loans transferred to held for sale during the fourth quarter as a result of an agreement providing for the strategic sale of loans in a transaction designed to accelerate the de-risking of the Corporation's balance sheet and improve the Corporation's risk profile by selling non-performing and adversely classified loans. Excluding the impact of loans transferred to held for sale, the provision decreased \$48.2 million during 2010 mainly related to lower charges to specific reserves for the construction and commercial loan portfolio, a slower migration of loans to non-performing status and the overall reduction of the loan portfolio. The provision for loans and lease losses, excluding the impact of loans transferred to held for sale, is a Non-GAAP measure, refer to the Provision for Loan and Lease Losses, Risk Management and Basis of Presentation discussions below for reconciliation and additional information. Much of the decrease in the provision was related to the construction loan portfolio in Florida and the C&I loan portfolio in Puerto Rico.

During the fourth quarter of 2010, the Corporation transferred loans with an unpaid principal balance of \$527 million and a book value of \$447 million (\$335 million of construction loans, \$83 million of commercial mortgage loans and \$29 million of commercial and industrial loans) to held for sale. The recorded investment in the loans was written down to a value of \$281.6 million, which resulted in 2010 fourth quarter charge-offs of \$165.1 million (a \$127.0 million charge to construction loans, a \$29.5 million charge to commercial mortgage loans and a \$8.6 million charge to C&I loans). Further, the provision for loan and lease losses was increased by \$102.9 million.

On February 16, 2011, the Corporation completed the sale of loans with an unpaid principal balance of \$510.2 million (book value of \$269.3 million), at a purchase price of \$272.2 million to CPG/GS PR NPL, LLC (CPG/GS) an entity majority owned by PRLP Ventures LLC, a company created by Goldman, Sachs & Co. and Caribbean Property Group. The purchase price of \$272.2 million was funded with an initial cash contribution by PRLP Ventures LLC of \$88.5 million received by FirstBank, a promissory note of

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approximately \$136 million representing seller financing provided by FirstBank, and a \$47.6 million or 35% subordinated equity interest in CPG/GS retained by FirstBank. The loan portfolio sold was composed of 73% construction loans, 19% commercial real estate loans and 8% C&I loans. Approximately 93% of the loans were adversely classified loans and 55% were in non-performing status as of December 31, 2010.

The Corporation's primary goal in agreeing to the loan sale transaction was to accelerate the de-risking of the balance sheet and improve the Corporation's risk profile. The Bank has been operating under an Order imposed by banking regulators since June of 2010, which, among other things, requires the Bank to improve its risk profile by reducing the level of classified assets and delinquent loans. The Bank entered into this transaction to reduce the level of classified and non-performing assets and reduce its concentration in construction loans.

The following table summarizes the impact of the loans transferred to held for sale in the financial statements of 2010:

(In thousands)	As Reported	Loans transferred to Held for Sale Impact	Excluding Loans transferred to Held for Sale Impact (1)
Total loans held for investment December 31, 2010	\$ 11,655,436	\$ (446,675)	\$ 12,102,111
Construction loans	700,579	(334,220)	1,034,799
Commercial mortgage	1,670,161	(83,211)	1,753,372
Commercial and Industrial	4,151,764	(29,244)	4,181,008
Total net charge-offs	\$ 609,682	\$ 165,057	\$ 444,625
Total net charge-offs to average loans	4.76%		3.60%
Construction loans	313,153	126,950	186,203
Construction loans net charge-offs to average loans	23.80%		18.93%
Commercial mortgage	81,420	29,506	51,914
Commercial mortgage loans net charge-offs to average loans	5.02%		3.38%
Commercial and Industrial	98,473	8,601	89,872
Commercial and Industrial loans net charge-offs to average loans	2.16%		1.98%
Loans held for sale December 31, 2010	\$ 300,766	\$ 281,618	\$ 19,148 ⁽²⁾
Construction loans	207,270	207,270	
Commercial mortgage	53,705	53,705	
Commercial and Industrial	20,643	20,643	
Provision for loans and lease losses	\$ 634,587	\$ 102,938	\$ 531,649
Net Loss	\$ (524,308)	\$ (102,938)	\$ (421,370)
Non-performing loans December 31, 2010	\$ 1,398,310	\$ 103,883 ⁽³⁾	\$ 1,502,193

1 Non-GAAP measures

2 Consists of certain conforming residential mortgage loans held for sale in the ordinary course of business.

3 Represents charge-offs associated to non-performing loans transferred to held for sale.

Non-interest income for the year ended December 31, 2011 was \$108.0 million compared to \$117.9 million and \$142.3 million for the years ended December 31, 2010 and 2009, respectively. The decrease in 2011 was driven by: (i) the impact in the previous year of a \$10.7 million gain recorded on the sale of VISA Class C shares, and (ii) equity in losses of unconsolidated entities of \$4.2 million recorded in 2011. Partially offsetting these factors was a \$9.7 million increase in revenues from mortgage banking activities

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driven by a \$12.1 million gain recorded in 2011 for bulk sales of approximately \$518 million of performing residential mortgage loans to another financial institution. Refer to Non-Interest Income discussion below for additional information.

The decrease in non-interest income in 2010, compared to 2009, was mainly related to lower gains on sale of investments securities, as the Corporation realized gains of approximately \$46.1 million on the sale of approximately \$1.2 billion of investment securities, mainly U.S. agency MBS, compared to the \$82.8 million gain recorded in 2009 mainly related also to U.S. agency MBS. In addition, a nominal loss of \$0.3 million was recorded in 2010, resulting from a transaction in which the Corporation sold approximately \$1.2 billion in MBS, combined with the unwinding of \$1.0 billion of repurchase agreements as part of a balance sheet repositioning strategy. Partially offsetting these factors were: (i) a \$6.9 million increase in gains from sales of VISA shares, (ii) a \$5.0 million increase in gains from mortgage banking activities resulting from a higher volume of loans sold in the secondary market, and (iii) a \$2.1 million increase in broker-dealer fees.

Non-interest expenses for 2011 were \$338.1 million compared to \$366.2 million and \$352.1 million for 2009 and 2008, respectively. The decrease in non-interest expenses for 2011, as compared to 2009, was

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principally attributable to reductions in credit-related losses such as a \$13.3 million decrease in the provision for off-balance sheet exposures, driven by reductions in reserves for unfunded loan commitments, and a \$5.1 million decrease in losses on real estate owned (REO) operations attributed to lower write-downs to the value of REO properties as well as lower realized losses on sales. In addition, the FDIC insurance premium assessment decreased by \$6.7 million and local regulatory examination fees decreased by \$3.0 million driven by the decrease in the level of the Bank's assets. In the case of the FDIC insurance premium, the decrease is also attributed to the Bank's improved capital position. Furthermore, the Corporation reported a \$2.7 million decrease in employees compensation driven by a lower headcount. Refer to Non-Interest Expenses discussion below for additional information.

The increase in 2010 compared to 2009 was principally attributable to an increase of \$19.7 million in the FDIC insurance premium expense, as premium rates increased and the average level of deposits grew compared to 2009, an increase of \$8.3 million in losses on REO operations driven by write-downs and costs associated with a larger inventory, and an increase of \$6.1 million in professional fees. These increases were partially offset by: (i) a decrease of \$11.6 million in employees compensation driven by reductions in bonuses and other employee benefits as well as reductions in headcount, (ii) the impact in 2009 of a \$4.0 million core deposit intangible impairment charge, and (iii) reductions in other controllable expenses such as a \$2.8 million decrease in occupancy expenses and a \$1.8 million decrease in marketing-related expenses.

For 2011, the Corporation recorded an income tax expense of \$9.3 million, compared to \$103.1 million and \$4.5 million in 2010 and 2009, respectively. The fluctuation over those was mainly related to an incremental \$93.7 million non-cash charge in the fourth quarter of 2010 to the valuation allowance on the Bank's deferred tax asset. Refer to Income Taxes discussion below for additional information.

Total assets as of December 31, 2011 amounted to \$13.1 billion, a decrease of \$2.5 billion compared to \$15.6 billion as of December 31, 2010. The Corporation continued to deleverage its balance sheet and total loans decreased by \$1.3 billion mainly attributed to loan sales, including the sale of \$518 million of performing residential mortgage loans to another financial institution and the aforementioned sale of a pool of loans, mainly adversely classified loans, with a book value of \$269 million to CPG/GS. Charge-offs, sales of trouble assets in Florida and Puerto Rico, foreclosures and prepayments also contributed to a lower loan portfolio. Also, there was a decrease of \$1.3 billion in investment securities driven by sales and prepayments of U.S. agency MBS, sales of low yielding U.S. Treasury Notes and, U.S. agency debt securities called prior to maturity. The Corporation used proceeds from sales of loans and securities to paydown maturing brokered CDs and for the early cancellation of repurchase agreements. The decrease in assets is consistent with the Corporation's deleveraging, de-risking and balance sheet repositioning strategies, to among other things, improve its capital position and enhance net interest margins in the future. Refer to the Financial Condition and Operating Data Analysis discussion below for additional information.

As of December 31, 2011, total liabilities amounted to \$11.7 billion, a decrease of \$2.9 billion as compared to \$14.5 billion as of December 31, 2010. The decrease in total liabilities was mainly attributable to a \$2.5 billion decrease in brokered CDs, a \$400 million decrease in repurchase agreements repaid prior to its schedule maturity, and a \$286.0 million decrease in advances from the FHLB. Partially offsetting the aforementioned decreases was an increase of \$376.6 million in non-brokered deposits. Refer to the Risk Management Liquidity Risk and Capital Adequacy discussion below for additional information about the Corporation's funding sources.

The Corporation's stockholders' equity amounted to \$1.4 billion as of December 31, 2011, an increase of \$386.2 million compared to the balance as of December 31, 2010, driven by net proceeds of \$466.9 million in the recently completed capital raise and rights offering (net of issuance costs and the \$26.4 million dividend payment on the Series G Preferred Stock) and an increase of \$1.5 million in accumulated other comprehensive income due to higher unrealized gains on available-for-sale investment securities. Partially offsetting these items was the net loss of \$82.2 million for 2011. After the completion of the capital raise, the rights offering and the conversion of the Series G Preferred Stock into common stock, the Corporation increased its total common equity to \$1.4 billion as of December 31, 2011 from \$633.0 million at the end of 2010. Mainly as a result of these transactions, the Corporation's Total Capital, Tier 1 Capital and Leverage ratios increased to 17.12%, 15.79% and 11.91%, respectively, from 12.02%, 10.73% and 7.57%, respectively, as of December 31, 2010. Meanwhile, FirstBank's Total Capital, Tier 1 Capital and Leverage ratios as of December 31, 2011 were 16.58%, 15.25% and 11.52%, respectively, up from 11.57%, 10.28% and 7.25%, respectively, as of December 31, 2010. In addition, the Corporation's tangible common equity ratio increased to 10.25% as of December 31, 2011, from 3.80% as of December 31, 2010 and the Tier 1 common

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ratio to risk-weighted assets ratio increased to 12.96% as of December 31, 2010 from 5.01% as of December 31, 2009. Refer to the Risk Management Capital section below for additional information including further information about these non-GAAP financial measures and the Corporation's capital plan execution. Although all the regulatory capital ratios exceeded the established well-capitalized levels, as well as the minimum capital ratios required by the FDIC Order, as of December 31, 2011, FirstBank cannot be treated as a well-capitalized institution under regulatory guidance while operating under the FDIC Order.

Total loan production, including purchases, refinancings and draws from existing commitments, for 2011 was \$2.7 billion, compared to \$3.0 billion for 2010, as the Corporation continues with its targeted lending activities. The decrease in loan production was mainly related to credit facilities granted to government entities, a decline of \$263.7 million, partially offset by increases in residential and C&I loan originations.

Total non-performing loans, including non-performing loans held for sale, were \$1.14 billion as of December 31, 2011 compared to \$1.40 billion as of December 31, 2010, a decrease of \$255.2 million. The completion of the aforementioned loan sale transaction with CPG/GS removed approximately \$153.6 million of non-performing loans from the balance sheet. Although non-performing loans decreased as a result of this transaction, the Corporation's investment in CPG/GS is subordinated to the interests of other investors in the entity and, accordingly, the Corporation's investment in CPG/GS in the amount of \$43.4 million as of December 31, 2011 is subject to risk. Excluding the impact of this loan sale transaction, non-performing loans decreased by \$100.6 million, reflecting decreases in almost all major loan categories, with the exception of commercial mortgage loans. Non-performing residential mortgage loans decreased by \$53.9 million driven by loans modified that successfully completed a trial period prior to be restored to accrual status, charge-offs and foreclosures. Other decreases were reflected in non-performing C&I loans held for investment, a decrease of \$47.1 million, driven by the sale of a \$37 million participation in a syndicated loan, a decrease of \$9.8 million in non-performing consumer loans (including finance leases), and a decrease of \$13.0 million in non-performing construction loans that was primarily associated with net charge-offs and the repossession and subsequent sale of the underlying collateral of a \$33.0 million residential project in Florida. These decreases were partially offset by an increase of \$23.2 million in non-performing commercial mortgage loans driven by the inflow to non-performing status of a \$36.6 million relationship. It is important to note that while the Corporation did place this relationship in non-accrual status in the fourth quarter of 2011, the relationship is current on its payments and the Corporation has already noted some positives in its performance. Refer to the Risk Management Non-accruing and Non-performing Assets section below for additional information.

CRITICAL ACCOUNTING POLICIES AND PRACTICES

The accounting principles of the Corporation and the methods of applying these principles conform with generally accepted accounting principles in the United States (GAAP). The Corporation's critical accounting policies relate to the 1) allowance for loan and lease losses; 2) other-than-temporary impairments; 3) income taxes; 4) classification and related values of investment securities; 5) valuation of financial instruments; and 6) income recognition on loans. These critical accounting policies involve judgments, estimates and assumptions made by management that affect the amounts recorded for assets and liabilities and for contingent liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from estimates, if different assumptions or conditions prevail. Certain determinations inherently require greater reliance on the use of estimates, assumptions, and judgments and, as such, have a greater possibility of producing results that could be materially different than those originally reported.

Allowance for Loan and Lease Losses

The Corporation maintains the allowance for loan and lease losses at a level considered adequate to absorb losses currently inherent in the loan and lease portfolio. The allowance for loan and lease losses provides for probable losses that have been identified with specific valuation allowances for individually evaluated impaired loans and for probable losses believed to be inherent in the loan portfolio that have not been specifically identified. The determination of the allowance for loan and lease losses requires significant estimates, including the timing and amounts of expected future cash flows on impaired loans, consideration of current economic conditions, and historical loss experience pertaining to the portfolios and pools of homogeneous loans, all of which may be susceptible to change.

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The adequacy of the allowance for loan and lease losses is based on judgments related to the credit quality of the loan portfolio. These judgments consider on-going evaluations of the loan portfolio, including such factors as the economic risks associated to each loan class, the financial condition of specific borrowers, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or other documented support. In addition, to the general economic conditions and other factors described above, additional factors also considered include: the impact of changes in the residential real estate value and the internal risk ratings assigned to the loan. Internal risk ratings are assigned to each business loan at the time of approval and are subject to subsequent periodic reviews by the Corporation's senior management. The allowance for loan and lease losses is reviewed on a quarterly basis as part of the Corporation's continued evaluation of its asset quality.

The allowance for loan and lease losses is increased through a provision for credit losses that is charged to earnings, based on the quarterly evaluation of the factors previously mentioned, and is reduced by charge-offs, net of recoveries.

The allowance for loan and lease losses consists of specific reserves related to specific valuations for loans considered to be impaired and general reserves. A specific valuation allowance is established for those loans in the Commercial Mortgage, Construction and Commercial and Industrial and Residential Mortgage loan portfolios classified as impaired, primarily when the collateral value of the loan (if the impaired loan is determined to be collateral dependent) or the present value of the expected future cash flows discounted at the loan's effective rate is lower than the carrying amount of that loan. The specific valuation allowance is computed on commercial mortgage, construction, commercial and industrial, and real estate loans with individual principal balances of \$1 million or more, TDRs which are individually evaluated, as well as smaller residential mortgage loans and home equity lines of credit considered impaired based on their delinquency and loan-to-value levels. When foreclosure is probable, the impairment measure is based on the fair value of the collateral. The fair value of the collateral is generally obtained from appraisals. Updated appraisals are obtained when the Corporation determines that loans are impaired and are generally updated annually thereafter. In addition, appraisals and/or broker price opinions are also obtained for residential mortgage loans based on specific characteristics such as delinquency levels, age of the appraisal, and loan-to-value ratios. The excess of the recorded investment in collateral dependent loans over the resulting fair value of the collateral is charged-off when deemed uncollectible. For residential mortgage loans the determination of reserves included the incorporation of updated loss factors applicable to loans expected to liquidate over the next twelve months considering the expected realization of similar asset values at disposition.

For all other loans, which include, small, homogeneous loans, such as auto loans, all classes in the consumer loans portfolio, residential mortgages in amounts under \$1 million, and commercial and construction loans not considered impaired, the Corporation maintains a general valuation allowance. The risk category of these loans is based on the delinquency and the Corporation updates the factors used to compute the reserve factors on a quarterly basis. The general reserve is primarily determined by applying loss factors according to the loan type and assigned risk category (pass, special mention and substandard not impaired; all doubtful loans are considered impaired). The general reserve for consumer loans is based on factors such as delinquency trends, credit bureau score bands, portfolio type, geographical location, bankruptcy trends, recent market transactions, collateral values, and other environmental factors such as economic forecasts. The analyses of the residential mortgage pools are performed at the individual loan level and then aggregated to determine the expected loss ratio. The model applies risk-adjusted prepayment curves, default curves, and severity curves to each loan in the pool. The severity is affected by the expected house price scenario based on recent house price trends. Default curves are used in the model to determine expected delinquency levels. The risk-adjusted timing of liquidation and associated costs is used in the model and is risk-adjusted for the area in which the property is located (Puerto Rico, Florida, or Virgin Islands). For commercial loans, including construction loans, the general reserve is based on historical loss ratios. Loss ratios are based on the moving average of charge-offs over a historical 24-month loss period, applying adjustments, as necessary to each loss rate based on assessments of recent charge-off trends (12 months), collateral values, and economic and business influences impacting expected losses. The methodology of accounting for all probable losses in loans not individually measured for impairment purposes is made in accordance with authoritative accounting guidance that requires that losses be accrued when they are probable of occurring and estimable.

Charge-off of Uncollectible Loans Loan and lease losses are charged-off and recoveries are credited to the allowance for loan and lease losses. Collateral dependent loans in the Construction, Commercial Mortgage and Commercial and Industrial loan portfolios are charged-off to their fair value when loans are considered impaired. Within the consumer loan portfolio, loans in the auto and finance leases classes are reserved at 120 days delinquent and charged-off to their estimated net realizable value when collateral deficiency is deemed uncollectible (i.e. when foreclosure is probable). Within the other consumer loans class, closed-end loans are charged-off when payments

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are 120 days in arrears and open-end (revolving credit) consumer loans are charged-off when payments are 180 days in arrears. Residential mortgage loans individually evaluated for impairment purposes based on its delinquency and original loan to value levels are charged-off to its fair value when there is a collateral deficiency on a quarterly basis. Any loan in any portfolio may be charged-off or written down to the fair value of the collateral prior to the policies described above if a loss confirming event occurred. Loss confirming events include, but are not limited to, bankruptcy (unsecured), continued delinquency, or receipt of an asset valuation indicating a collateral deficiency and that asset is the sole source of repayment.

Other-than-temporary impairments

On a quarterly basis, the Corporation performs an assessment to determine whether there have been any events or economic circumstances indicating that a security with an unrealized loss has suffered OTTI. A security is considered impaired if the fair value is less than its amortized cost basis.

The Corporation evaluates if the impairment is other-than-temporary depending upon whether the portfolio consists of fixed income securities or equity securities as further described below. The Corporation employs a systematic methodology that considers all available evidence in evaluating a potential impairment of its investments.

The impairment analysis of fixed income securities places special emphasis on the analysis of the cash position of the issuer and its cash and capital generation capacity, which could increase or diminish the issuer's ability to repay its bond obligations, the length of time and the extent to which the fair value has been less than the amortized cost basis and changes in the near-term prospects of the underlying collateral, if applicable, such as changes in default rates, loss severity given default and significant changes in prepayment assumptions. The Corporation also takes into consideration the latest information available about the overall financial condition of an issuer, credit ratings, recent legislation and government actions affecting the issuer's industry and actions taken by the issuer to deal with the present economic climate. OTTI losses on debt securities must be recognized in earnings if the Corporation has the intent to sell the debt security or it is more likely than not that it will be required to sell the debt security before recovery of its amortized cost basis. However, even if the Corporation does not expect to sell a debt security, it must evaluate expected cash flows to be received and determine if a credit loss has occurred. An unrealized loss is generally deemed to be other-than-temporary and a credit loss is deemed to exist if the present value of the expected future cash flows is less than the amortized cost basis of the debt security. The credit loss component of an OTTI, if any, is recorded as a component of Net impairment losses on investment securities in the statements of (loss) income, while the remaining portion of the impairment loss is recognized in other comprehensive income, net of taxes, provided the Corporation does not intend to sell the underlying debt security and it is more likely than not that the Corporation will not have to sell the debt security prior to recovery. The previous amortized cost basis less the OTTI recognized in earnings is the new amortized cost basis of the investment. The new amortized cost basis is not adjusted for subsequent recoveries in fair value. However, for debt securities for which OTTI was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected is accreted as interest income. For further disclosures, refer to Note 4 to the consolidated financial statements.

The impairment model for equity securities was not affected by the aforementioned FASB amendment. The impairment analysis of equity securities is performed and reviewed on an ongoing basis based on the latest financial information and any supporting research report made by a major brokerage firm. This analysis is very subjective and based, among other things, on relevant financial data such as capitalization, cash flow, liquidity, systematic risk, and debt outstanding of the issuer. Management also considers the issuer's industry trends, the historical performance of the stock, credit ratings as well as the Corporation's intent to hold the security for an extended period. If management believes there is a low probability of recovering book value in a reasonable time frame, then an impairment will be recorded by writing the security down to market value. As previously mentioned, equity securities are monitored on an ongoing basis but special attention is given to those securities that have experienced a decline in fair value for six months or more. An impairment charge is generally recognized when the fair value of an equity security has remained significantly below cost for a period of twelve consecutive months or more.

Income Taxes

The Corporation is required to estimate income taxes in preparing its consolidated financial statements. This involves the estimation of current income tax expense together with an assessment of temporary differences resulting from differences in 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 Corporation to assume certain positions based on its interpretation of current tax

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regulations. Management assesses the relative benefits and risks of the appropriate tax treatment of transactions, taking into account statutory, judicial and regulatory guidance and recognizes tax benefits only when deemed probable. Changes in assumptions affecting estimates may be required in the future and estimated tax liabilities may need to be increased or decreased accordingly. The accrual of tax contingencies is adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law and emerging legislation. The Corporation's effective tax rate includes the impact of tax contingencies and changes to such accruals, as considered appropriate by management. When particular matters arise, a number of years may elapse before such matters are audited by the taxing authorities and finally resolved. Favorable resolution of such matters or the expiration of the statute of limitations may result in the release of tax contingencies which are recognized as a reduction to the Corporation's effective rate in the year of resolution. Unfavorable settlement of any particular issue could increase the effective rate and may require the use of cash in the year of resolution. Information regarding income taxes is included in Note 26 to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K.

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 Corporation's net deferred tax asset assumes that the Corporation will be able to generate sufficient future taxable income based on estimates and assumptions. If these estimates and related assumptions change, the Corporation may be required to record valuation allowances against its deferred tax asset resulting in additional income tax expense in the consolidated statements of income. Management evaluates its deferred tax asset on a quarterly basis and assesses the need for a valuation allowance, if any. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax asset will not be realized. Changes in the valuation allowance from period to period are included in the Corporation's tax provision in the period of change (see Note 26 to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K).

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

On January 31, 2011, the Puerto Rico Government approved Act No. 1, which repealed the 1994 Code (1994 PR Code) and replaces it with the Puerto Rico Internal Revenue Code of 2011 (2011 PR Code). The provisions of the 2011 PR Code are generally applicable to taxable years commencing after December 31, 2010. Under the 2011 PR Code, the Corporation and its subsidiaries are treated as separate taxable entities and are not entitled to file consolidated tax returns and, thus, the Corporation is not able to utilize losses from one subsidiary to offset gains in another subsidiary. Accordingly, in order to obtain a tax benefit from a net operation loss, a particular subsidiary must be able to demonstrate sufficient taxable income within the applicable carry forward period (7 years under the 2011 PR Code for losses incurred during tax year, except for losses incurred during tax years commenced after December 31, 2004 and before December 31, 2012 that the carryforward period is extended to 10 years). The 2011 PR Code provides a dividend received deduction of 100% on dividends received from controlled subsidiaries subject to taxation in Puerto Rico and 85% on dividends received from other taxable domestic corporations. Dividend payments from a U.S. subsidiary to the Corporation are subject to a 10% withholding tax based on the provisions of the U.S. Internal Revenue Code.

Under the 2011 PR Code, First BanCorp is subject to a maximum statutory tax rate of 30% (25% for taxable years commencing after December 31, 2013 if certain economic conditions are met by the Puerto Rico economy). The 2011 PR Code also includes an alternative minimum tax of 20% that applies if the Corporation's regular income tax liability is less than the alternative minimum tax requirements. Prior to the 2011 PR Code, First BanCorp maximum statutory tax rate was 39% except for tax years commenced after December 31, 2008 and before January 1, 2012 which was 40.95% due to the approval by the Puerto Rico Government of Act No. 7 (the Act), to stimulate Puerto Rico's economy and to reduce the Puerto Rico Government's fiscal deficit. The act imposed a series of temporary and permanent measures, including the imposition of a 5% surtax over the total income tax determined, which was applicable to corporation, among others, whose combined income exceeds \$100,000, effectively resulting in an increased in the maximum statutory tax rate from 39% to 40.95% and an increase in capital gain statutory tax rate from 15% to 15.75%.

The Corporation has maintained an effective tax rate lower than the maximum statutory rate mainly by investing in government obligations and mortgage-backed securities exempt from U.S. and Puerto Rico income taxes and by doing business through International Banking Entity (IBE) of the Bank and through the Bank's subsidiary, FirstBank Overseas Corporation, in which the interest income and gain on sales is exempt from Puerto Rico and U.S. income taxation except for tax years that commenced after December 31, 2008 and before January 1, 2012, for which the Act No. 7 imposed a special 5% tax to all IBEs and FirstBank Overseas Corporation were created under the International Banking Entity Act of Puerto Rico, which provides for total Puerto Rico tax exemption on net income derived by IBEs operating in Puerto Rico. IBEs that operate as a unit of a bank pay income taxes at normal rates to the extent that the IBEs' net income exceeds 20% of the bank's total net taxable income.

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The FASB issued authoritative guidance that prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of income tax uncertainties with respect to positions taken or expected to be taken on income tax returns. Under the authoritative accounting guidance, income tax benefits are recognized and measured upon a two-step model: 1) a tax position must be more likely than not to be sustained based solely on its technical merits in order to be recognized, and 2) the benefit is measured as the largest dollar amount of that position that is more likely than not to be sustained upon settlement. The difference between the benefit recognized in accordance with this model and the tax benefit claimed on a tax return is referred to as an Unrecognized Tax Benefit (UTB). The Corporation classifies interest and penalties, if any, related to UTBs as components of income tax expense. Refer to Note 26 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for further information related to this accounting guidance.

Investment Securities Classification and Related Values

Management determines the appropriate classification of debt and equity securities at the time of purchase. Debt securities are classified as held to maturity when the Corporation has the intent and ability to hold the securities to maturity. Held-to-maturity (HTM) securities are stated at amortized cost. Debt and equity securities are classified as trading when the Corporation has the intent to sell the securities in the near term. Debt and equity securities classified as trading securities, if any, are reported at fair value, with unrealized gains and losses included in earnings. Debt and equity securities not classified as HTM or trading, except for equity securities that do not have readily available fair values, are classified as available for sale (AFS). AFS securities are reported at fair value, with unrealized gains and losses excluded from earnings and reported net of deferred taxes in accumulated other comprehensive income (a component of stockholders' equity) and do not affect earnings until realized or are deemed to be other-than-temporarily impaired. Investments in equity securities that do not have publicly and readily determinable fair values are classified as other equity securities in the statement of financial condition and carried at the lower of cost or realizable value. The assessment of fair value applies to certain of the Corporation's assets and liabilities, including the investment portfolio. Fair values are volatile and are affected by factors such as market interest rates, prepayment speeds and discount rates.

Valuation of financial instruments

The measurement of fair value is fundamental to the Corporation's presentation of its financial condition and results of operations. The Corporation holds fixed income and equity securities, derivatives, investments and other financial instruments at fair value. The Corporation holds its investments and liabilities on the statement of financial condition mainly to manage liquidity needs and interest rate risks. A significant part of these assets and liabilities is reflected at fair value on the Corporation's financial statements.

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

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- Level 1** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, 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 3** Valuations are observed from unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Medium-Term Notes (Level 2 inputs)

The fair value of the medium-term note is computed using a discounted cash flow analysis over the full term of the borrowings using the notional amount outstanding. The discount rate used in the valuation considers the 3-month LIBOR forward curve and the credit spread at every cash flow.

Investment Securities

The fair value of investment securities is the market value based on quoted market prices (as is the case with equity securities, U.S. Treasury Notes and non-callable U.S. Agency debt securities), when available, or market prices for identical or comparable assets (as is the case with MBS and callable U.S. agency debt) that are based on observable market parameters including benchmark yields, reported trades, quotes from brokers or dealers, issuer spreads, bids, offers and reference data, including market research operations. Observable prices in the market already consider the risk of nonperformance. If listed prices or quotes are not available, fair value is based upon models that use unobservable inputs due to the limited market activity of the instrument (Level 3), as is the case with certain private label MBS held by the Corporation. Unlike U.S. agency MBS, the fair value of these private label securities cannot be readily determined because they are not actively traded in securities markets. Significant inputs used for fair value determination consist of specific characteristics such as information used in the prepayment model, which follows the amortizing schedule of the underlying loans, which is an unobservable input.

Private label MBS are collateralized by fixed-rate mortgages on single-family residential properties in the United States; the interest rate on the securities is variable, tied to 3-month LIBOR and limited to the weighted-average coupon of the underlying collateral. The market valuation represents the estimated net cash flows over the projected life of the pool of underlying assets applying a discount rate that reflects market observed floating spreads over LIBOR, with a widening spread bias on a non-rated security. The market valuation is derived from a model that utilizes relevant assumptions such as prepayment rate, default rate, and loss severity on a loan level basis. The Corporation modeled the cash flow from the fixed-rate mortgage collateral using a static cash flow analysis according to collateral attributes of the underlying mortgage pool (i.e. loan term, current balance, note rate, rate adjustment type, rate adjustment frequency, rate caps, others) in combination with prepayment forecasts obtained from a commercially available prepayment model (ADCO). The variable cash flow of the security is modeled using the 3-month LIBOR forward curve. Loss assumptions were driven by the combination of default and loss severity estimates, taking into account loan credit characteristics (loan-to-value, state, origination date, property type, occupancy loan purpose, documentation type, debt-to-income ratio, other) to provide an estimate of default and loss severity. Refer to Note 4 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for additional information about assumptions used in the valuation of private label MBS.

Derivative Instruments

The fair value of most of the derivative instruments is based on observable market parameters and takes into consideration the credit risk component of paying counterparties when appropriate, except when collateral is pledged. That is, on interest rate swaps, the credit risk of both counterparties is included in the valuation; and on options and caps, only the seller's credit risk is considered. The derivative instruments, namely swaps and caps, were valued using a discounting cash flows approach using US LIBOR and swap rate for each cash flow. Derivatives include interest rate swaps used for protection against rising interest rates and, prior to June 30, 2009, included interest rate swaps to economically hedge brokered CDs and medium-term notes. For these interest rate

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swaps, a credit component is not considered in the valuation since the Corporation has fully collateralized with investment securities any mark-to-market loss with the counterparty and, if there were market gains, the counterparty had to deliver collateral to the Corporation.

Although most of the derivative instruments are fully collateralized, a credit spread is considered for those that are not secured in full.

Certain derivatives with limited market activity, as is the case with derivative instruments named as reference caps, were valued using models that consider unobservable market parameters (Level 3). Reference caps were used mainly to hedge interest rate risk inherent in private label MBS, thus were tied to the notional amount of the underlying fixed-rate mortgage loans originated in the United States. The counterparty to these derivative instruments failed on April 30, 2010. The Corporation currently has a claim with the FDIC and the exposure to fair value of \$3.0 million was recorded as an accounts receivable. The Corporation no longer accounts for these reference caps as derivative instruments. In the past, significant inputs used for fair value determination consisted of specific characteristics such as information used in the prepayment model which follow the amortizing schedule of the underlying loans, which was an unobservable input. The valuation model used the Black formula, which is a benchmark standard in the financial industry. The Black formula is similar to the Black-Scholes formula for valuing stock options except that the spot price of the underlying is replaced by the forward price. The Black formula uses as inputs the strike price of the cap, forward LIBOR rates, volatility estimates and discount rates to estimate the option value. LIBOR rates and swap rates are obtained from Bloomberg L.P. (Bloomberg) every day and are used to build a zero coupon curve based on the Bloomberg LIBOR/Swap curve. The discount factor is then calculated from the zero coupon curve. The cap is the sum of all caplets. For each caplet, the rate is reset at the beginning of each reporting period and payments are made at the end of each period. The cash flow of the caplet is then discounted from each payment date.

Income Recognition on Loans

Loans are stated at the principal outstanding balance, net of unearned interest, unamortized deferred origination fees and costs and unamortized premiums and discounts. Fees collected and costs incurred in the origination of new loans are deferred and amortized using the interest method or a method which approximates the interest method over the term of the loan as an adjustment to interest yield. Unearned interest on certain personal, auto loans and finance leases is recognized as income under a method which approximates the interest method. When a loan is paid off or sold, any unamortized net deferred fee (cost) is credited (charged) to income.

Classes are usually disaggregations of a portfolio. For allowance for loan and lease losses purposes, the Corporation's portfolios are: Commercial Mortgage, Construction, Commercial and Industrial, Residential Mortgages, and Consumer loans. The classes within the Residential Mortgage are residential mortgages guaranteed by government organization and other loans. The classes within the Consumer portfolio are: auto, finance leases and other consumer loans. Other consumer loans mainly include unsecured personal loans, home equity lines, lines of credits, and marine financing. The Construction, Commercial Mortgage and Commercial and Industrial are not further segmented into classes.

Non-Performing and Past Due Loans Loans on which the recognition of interest income has been discontinued are designated as non-performing. Loans are classified as non-performing when interest and principal have not been received for a period of 90 days or more, with the exception of FHA/VA and other guaranteed residential mortgages which continue to accrue interest. The Corporation continues to accrue interest on government guaranteed loans since principal and interest are guaranteed by the U.S. government, therefore, the risk of loss on these types of loans is very low. Any loan in any portfolio may be placed on non-performing status prior to the policies describe above when there are doubts about the potential to collect all of the principal based on collateral deficiencies or, in other situations, when collection of all of the principal or interest is not expected under the contractual terms due to deterioration in the financial condition of the borrower. For all classes within the loan portfolios, when a loan is placed on non-performing status, any accrued but uncollected interest income is reversed and charged against interest income. Interest income on non-performing loans is recognized only to the extent it is received in cash. However, where there is doubt regarding the ultimate collectability of loan principal, all cash thereafter received is applied to reduce the carrying value of such loans (i.e., the cost recovery method). Loans are restored to accrual status only when future payments of interest and principal are reasonably assured.

Impaired Loans A loan in any class is considered impaired when, based upon current information and events, it is probable that the Corporation will be unable to collect all amounts due (including principal and interest) according

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to the contractual terms of the loan agreement. The Corporation measures impairment individually for those loans in the Construction, Commercial Mortgage and Commercial and Industrial portfolios with a principal balance of \$1 million or more, including loans for which a charge-off has been recorded based upon the fair value of the underlying collateral. The Corporation also evaluates for impairment purposes certain residential mortgage loans and home equity lines of credit with high delinquency and loan-to-value levels. Generally, consumer loans within any class are not individually evaluated on a regular basis for impairment except for impaired marine financing loans over \$1 million and home equity lines with high delinquency and loan-to-value levels.

Impaired loans also include loans that have been modified in troubled debt restructurings (TDRs). A restructuring of a loan constitutes a TDR if the creditor for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. TDRs typically result from the Corporation's loss mitigation activities and in accordance with guidelines of the government's Home Affordable Mortgage Program, and could include rate reductions, principal forgiveness, forbearance, refinancing of any past due amounts, including interest, escrow and late charges and fees, extensions of maturities and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. TDRs are classified as either accrual or nonaccrual loans. A loan on nonaccrual and restructured as a TDR will remain on nonaccrual status until the borrower has proven the ability to perform under the modified structure for a minimum of six months and there is evidence that such payments can and are likely to continue as agreed. Performance prior to the restructuring, or significant events that coincide with the restructuring, are included in assessing whether the borrower can meet the new terms and may result in the loans being returned to accrual at the time of the restructuring or after a shorter performance period. If the borrower's ability to meet the revised payment schedule is uncertain, the loan remains classified as a nonaccrual loan. Refer to Note 8 for additional qualitative and quantitative information about TDRs. Refer to Note 8 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for additional qualitative and quantitative information about TDRs.

The Corporation removes loans from TDR classification, consistent with authoritative guidance, that allows for a TDR to be removed from this classification in years following the modification only when the following two circumstances are met:

- (i) The loan is in compliance with the terms of the restructuring agreement and, therefore, is not considered impaired; and
- (ii) The loan yields a market interest rate at the time of the restructuring. In other words, the loan was restructured with an interest rate equal to or greater than what the Corporation would have been willing to accept at the time of the restructuring for a new loan with comparable risk.

If both of the conditions are met in, the loan can be removed from the TDR classification in calendar years after the year in which the restructuring took place. A sustained performance period, generally six months, is required prior to removal from TDR classification.

With respect to loan splits, generally, Note A of a loan split is restructured under market terms, and Note B is fully charged-off. If Note A is in compliance with the restructured terms in years following the restructuring, Note A will be removed from the TDR classification.

Interest income on impaired loans in any class is recognized based on the Corporation's policy for recognizing interest on accrual and non-accrual loans.

Loans that are past due 30 days or more as to principal or interest are considered delinquent, with the exception of the residential mortgage, commercial mortgage and construction portfolios that are considered past due when the borrower is in arrears 2 or more monthly payments.

Table of Contents**Recent Accounting Pronouncements**

The FASB has issued the following accounting pronouncements and guidance relevant to the Corporation's operations:

In December 2010, the FASB updated the Accounting Standards Codification (Codification) to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. As a result, GAAP improved by eliminating an entity's ability to assert that a reporting unit is not required to perform Step 2 because the carrying amount of the reporting unit is zero or negative despite the existence of qualitative factors that indicate the goodwill is more likely than not impaired. As a result, goodwill impairments may be reported sooner than under current practice. The objective of this Update is to address questions about entities with reporting units with zero or negative carrying amounts because some entities concluded that Step 1 of the test is passed in those circumstances because the fair value of their reporting unit will generally be greater than zero. As a result of that conclusion, some constituents raised concerns that Step 2 of the test is not performed despite factors indicating that goodwill may be impaired. The amendments in this Update do not provide guidance on how to determine the carrying amount or measure the fair value of the reporting unit. For public entities, the amendments in this Update were effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of this guidance did not have an impact on the Corporation's financial statements.

In December 2010, the FASB updated the Codification to clarify required disclosures of supplementary pro forma information for business combinations. The amendments specify that, if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the year had occurred as of the beginning of the comparable prior annual period only. Additionally, the Update expands disclosures to include a description of the nature and amount of material nonrecurring pro forma adjustments directly attributable to the business combination included in the pro forma revenue and earnings. This guidance was effective for reporting periods beginning after December 15, 2010; early adoption is permitted. The Corporation adopted this guidance with no impact on the financial statements.

In April 2011, the FASB updated the Codification to clarify the guidance on a creditor's evaluation of whether a restructuring constitutes a troubled debt restructuring (TDR). Under the amendments, a creditor must separately conclude that a loan modification constitutes a concession and that the debtor is experiencing financial difficulties when evaluating whether a loan modification constitutes a TDR. If a creditor determines that it has granted a concession to a debtor, the creditor must make a separate assessment about whether the debtor is experiencing financial difficulties to determine whether the restructuring constitutes a TDR. The amendments clarify the guidance on a creditor's evaluation of whether it has granted a concession and what constitutes financial difficulty. In addition, the amendments clarify that a creditor is precluded from using the effective interest rate test in the debtor's guidance on restructuring of payables when evaluating whether a restructuring constitutes a TDR. The amendments in this Update are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. The Corporation adopted this guidance during the third quarter of 2011. As a result of adopting the amendments in this Update, the Corporation reassessed all restructurings that occurred on or after the beginning of the current fiscal year (January 1, 2011) for identification as troubled debt restructurings. Upon identifying those receivables as troubled debt restructurings, the Corporation identified them as impaired under the applicable guidance. The amendments in this Update require prospective application of the impairment measurement guidance for those receivables newly identified as TDRs. At the end of the first interim period of adoption (September 30, 2011), the recorded investment in receivables newly identified as TDR under the applicable guidance of this Update was \$99.5 million, and the allowance for credit losses associated with those receivables, on the basis of a current evaluation of loss as of September 30, 2011, was \$13.0 million. Refer to Note 8 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for required disclosures and additional information.

In April 2011, the FASB updated the Codification to improve the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments in this Update remove from the assessment of effective control the criterion relating to the transferor's ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. The Board concluded that this criterion is not a determining factor of effective control. Consequently, the amendments in this Update also eliminate the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. Eliminating the transferor's ability criterion and related implementation guidance from an entity's assessment of effective control should improve the accounting for repurchase agreements and other similar transactions. The amendments in this Update are effective for the

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first interim or annual period beginning on or after December 15, 2011, and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Corporation is currently evaluating the impact of the adoption of this guidance on the financial statements.

In May 2011, the FASB updated the Codification to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards (IFRSs). The amendments in this Update apply to all reporting entities that are required or permitted to measure or disclose the fair value of an asset, a liability, or an instrument classified in a reporting entity's shareholders' equity in the financial statements and result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. The amendments in this Update are to be applied prospectively and are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Corporation is currently evaluating the impact of the adoption of this guidance on the financial statements.

In June 2011, the FASB updated the Codification to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. Under the amendments, an entity has the option to present the total comprehensive income either in a single continuous statement or in two separate but consecutive statements and eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. Additionally, this update requires consecutive presentation of the statement of net income and other comprehensive income and requires an entity to present reclassification adjustments on the face of the financial statements from other comprehensive income to net income. The amendments in this Update should be applied retrospectively and are effective for fiscal years beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. Beginning with the financial statements for the quarter and six-month period ended June 30, 2011, the Corporation is following the guidance of consecutive presentation of the statement of net income and other comprehensive income.

In September 2011, the FASB updated the Codification to simplify how entities, both public and nonpublic, test goodwill for impairment. The amendments in the Update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this Update, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. The amendments in this Update are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The Corporation is currently evaluating the impact, if any, of the adoption of this guidance on its financial statements.

In December 2011, the FASB updated the Codification to clarify the guidance on the derecognition of in substance real estate in order to resolve the diversity in practice when a parent ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt. Under the amendments in this Update, when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20 to determine whether it should derecognize the in substance real estate. That is, even if the reporting entity ceases to have a controlling financial interest, the reporting entity would continue to include the real estate, debt, and the results of the subsidiary's operations in its consolidated financial statements until legal title to the real estate is transferred to legally satisfy the debt. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning on or after June 15, 2012. The Corporation is currently evaluating the impact, if any, of the adoption of this guidance on its financial statements.

In December 2011, the FASB updated the Codification to enhance and provided converged disclosures about financial and derivative instruments that are either offset on the balance sheet, or are subject to an enforceable master netting arrangement (or other similar arrangement). Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The amendments in this Update are effective for interim and annual period beginning on or after January 1, 2013. The Corporation is currently evaluating the impact of the adoption of this guidance, if any, on its financial statements.

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RESULTS OF OPERATIONS

Net Interest Income

Net interest income is the excess of interest earned by First BanCorp on its interest-earning assets over the interest incurred on its interest-bearing liabilities. First BanCorp's net interest income is subject to interest rate risk due to the re-pricing and maturity mismatch of the Corporation's assets and liabilities. Net interest income for the year ended December 31, 2011 was \$393.5 million, compared to \$461.7 million and \$519.0 million for 2010 and 2009, respectively. On a tax-equivalent basis and excluding the changes in the fair value of derivative instruments and unrealized gains and losses on liabilities measured at fair value net interest income for the year ended December 31, 2011 was \$406.0 million, compared to \$489.8 million and \$567.2 million for 2010 and 2009, respectively.

The following tables include a detailed analysis of net interest income. Part I presents average volumes and rates on an adjusted tax-equivalent basis and Part II presents, also on an adjusted tax-equivalent basis, the extent to which changes in interest rates and changes in volume of interest-related assets and liabilities have affected the Corporation's net interest income. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (changes in volume multiplied by prior period rates), and (ii) changes in rate (changes in rate multiplied by prior period volumes). Rate-volume variances (changes in rate multiplied by changes in volume) have been allocated to the changes in volume and rate based upon their respective percentage of the combined totals.

The net interest income is computed on an adjusted tax-equivalent basis and excluding: (1) the change in the fair value of derivative instruments, and (2) unrealized gains or losses on liabilities measured at fair value. For definition and reconciliation of this non-GAAP measure, refer to discussions below.

Table of Contents**Part I**

Year Ended December 31,	Average volume			Interest income ⁽¹⁾ / expense			Average rate ⁽¹⁾		
	2011	2010	2009	2011	2010	2009	2011	2010	2009
(Dollars in thousands)									
Interest-earning assets:									
Money market & other short-term investments									
	\$ 567,548	\$ 778,412	\$ 182,205	\$ 1,556	\$ 2,049	\$ 577	0.27%	0.26%	0.32%
Government obligations ⁽²⁾	1,350,505	1,368,368	1,345,591	20,992	32,466	54,323	1.55%	2.37%	4.04%
Mortgage-backed securities	1,181,183	2,658,279	4,254,044	44,140	121,587	238,992	3.74%	4.57%	5.62%
Corporate bonds	2,000	2,000	4,769	116	116	294	5.80%	5.80%	6.16%
FHLB stock	43,676	65,297	76,982	1,885	2,894	3,082	4.32%	4.43%	4.00%
Equity securities	1,377	1,481	2,071	1	15	126	0.07%	1.01%	6.08%
Total investments ⁽³⁾	3,146,289	4,873,837	5,865,662	68,690	159,127	297,394	2.18%	3.26%	5.07%
Residential mortgage loans									
	2,944,367	3,488,037	3,523,576	165,502	207,700	213,583	5.62%	5.95%	6.06%
Construction loans	616,980	1,315,794	1,590,309	17,026	33,329	52,908	2.76%	2.53%	3.33%
C&I and commercial mortgage loans									
	5,849,444	6,190,959	6,343,635	237,410	262,940	263,935	4.06%	4.25%	4.16%
Finance leases	263,403	299,869	341,943	21,879	24,416	28,077	8.31%	8.14%	8.21%
Consumer loans	1,357,381	1,506,448	1,661,099	157,451	174,846	188,775	11.60%	11.61%	11.36%
Total loans ⁽⁴⁾⁽⁵⁾	11,031,575	12,801,107	13,460,562	599,268	703,231	747,278	5.43%	5.49%	5.55%
Total interest-earning assets	\$ 14,177,864	\$ 17,674,944	\$ 19,326,224	\$ 667,958	\$ 862,358	\$ 1,044,672	4.71%	4.88%	5.41%
Interest-bearing liabilities:									
Interest-bearing checking accounts									
	\$ 1,014,280	\$ 1,057,558	\$ 866,464	\$ 13,760	\$ 19,060	\$ 19,995	1.36%	1.80%	2.31%
Savings accounts	2,032,665	1,967,338	1,540,473	20,530	24,238	19,032	1.01%	1.23%	1.24%
Certificates of deposit	2,260,106	1,909,406	1,680,325	45,960	44,788	50,939	2.03%	2.35%	3.03%
Brokered CDs	5,134,699	7,002,343	7,300,696	111,477	160,628	227,896	2.17%	2.29%	3.12%
Interest-bearing deposits	10,441,750	11,936,645	11,387,958	191,727	248,714	317,862	1.84%	2.08%	2.79%
Loans payable		299,589	643,618		3,442	2,331	0.00%	1.15%	0.36%
Other borrowed funds	1,459,476	2,436,091	3,745,980	53,873	91,386	124,340	3.69%	3.75%	3.32%
FHLB advances	467,522	888,298	1,322,136	16,336	29,037	32,954	3.49%	3.27%	2.49%
Total interest-bearing liabilities ⁽⁶⁾	\$ 12,368,748	\$ 15,560,623	\$ 17,099,692	\$ 261,936	\$ 372,579	\$ 477,487	2.12%	2.39%	2.79%
Net interest income				\$ 406,022	\$ 489,779	\$ 567,185			
Interest rate spread							2.59%	2.49%	2.62%
Net interest margin							2.86%	2.77%	2.93%

- (1) On an adjusted tax-equivalent basis. The adjusted tax-equivalent yield was estimated by dividing the interest rate spread on exempt assets by 1 less the Puerto Rico statutory tax rate as adjusted for changes to enacted tax rates (30.0% for the Corporation's subsidiaries other than IBEs and 25% for the Corporation's IBEs in 2011; 40.95% for the Corporation's subsidiaries other than IBEs and 35.95% for the Corporation's IBES in 2010 and 2009) and adding to it the cost of interest-bearing liabilities. The tax-equivalent adjustment recognizes the income tax savings when comparing taxable and tax-exempt assets. Management believes that it is a standard practice in the banking industry to present net interest income, interest rate spread and net interest margin on a fully tax-equivalent basis. Therefore, management believes these measures provide useful information to investors by allowing them to make peer comparisons. Changes in the fair value of derivative instruments and unrealized gains or losses on liabilities measured at fair value are excluded from interest income and interest expense because the changes in valuation do not affect interest paid or received.

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- (2) Government obligations include debt issued by government sponsored agencies.
- (3) Unrealized gains and losses in available-for-sale securities are excluded from the average volumes.
- (4) Average loan balances include the average of non-performing loans.
- (5) Interest income on loans includes \$9.8 million, \$10.7 million, and \$11.2 million for 2011, 2010 and 2009, respectively, of income from prepayment penalties and late fees related to the Corporation's loan portfolio.
- (6) Unrealized gains and losses on liabilities measured at fair value are excluded from the average volumes.

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	2011 Compared to 2010			2010 Compared to 2009		
	Increase (decrease)			Increase (decrease)		
	Volume	Rate	Total	Volume	Rate	Total
	(In thousands)					
Interest income on interest-earning assets:						
Money market & other short-term investments	(560)	67	\$ (493)	1,745	(273)	\$ 1,472
Government obligations	(417)	(11,057)	(11,474)	767	(22,624)	(21,857)
Mortgage-backed securities	(58,369)	(19,078)	(77,447)	(78,371)	(39,034)	(117,405)
Corporate bonds				(162)	(16)	(178)
FHLB stock	(939)	(70)	(1,009)	(493)	305	(188)
Equity securities	(1)	(13)	(14)	(28)	(83)	(111)
Total investments	(60,286)	(30,151)	(90,437)	(76,542)	(61,725)	(138,267)
Residential mortgage loans	(31,123)	(11,075)	(42,198)	(2,101)	(3,782)	(5,883)
Construction loans	(18,505)	2,202	(16,303)	(8,186)	(11,393)	(19,579)
C&I and commercial mortgage loans	(14,102)	(11,428)	(25,530)	(6,528)	5,533	(995)
Finance leases	(3,008)	471	(2,537)	(3,424)	(237)	(3,661)
Consumer loans	(17,245)	(150)	(17,395)	(17,825)	3,896	(13,929)
Total loans	(83,983)	(19,980)	(103,963)	(38,064)	(5,983)	(44,047)
Total interest income	(144,269)	(50,131)	(194,400)	(114,606)	(67,708)	(182,314)
Interest expense on interest-bearing liabilities:						
Brokered CDs	(41,080)	(8,071)	(49,151)	(8,958)	(58,310)	(67,268)
Other interest-bearing deposits	7,714	(15,550)	(7,836)	16,756	(18,636)	(1,880)
Loans payable	(3,442)		(3,442)	(2,606)	3,717	1,111
Other borrowed funds	(36,073)	(1,440)	(37,513)	(46,275)	13,321	(32,954)
FHLB advances	(14,207)	1,506	(12,701)	(12,516)	8,599	(3,917)
Total interest expense	(87,088)	(23,555)	(110,643)	(53,599)	(51,309)	(104,908)
Change in net interest income	\$ (57,181)	\$ (26,576)	\$ (83,757)	\$ (61,007)	\$ (16,399)	\$ (77,406)

Portions of the Corporation's interest-earning assets, mostly investments in obligations of some U.S. Government agencies and sponsored entities, generate interest which is exempt from income tax, principally in Puerto Rico. Also, interest and gains on sales of investments held by the Corporation's international banking entities are tax-exempt under the Puerto Rico tax law, except for a temporary 5% tax rate imposed by the Puerto Rico Government on IBEs' net income effective for years that commenced after December 31, 2008 and before January 1, 2012 (refer to the Income Taxes discussion below for additional information). To facilitate the comparison of all interest data related to these assets, the interest income has been converted to an adjusted taxable equivalent basis. The tax equivalent yield was estimated by dividing the interest rate spread on exempt assets by 1 less the Puerto Rico statutory tax rate as adjusted for changes to enacted tax rates (30.0% for the Corporation's subsidiaries other than IBEs and 25.0% for the Corporation's IBEs in 2011) and adding to it the average cost of interest-bearing liabilities. The computation considers the interest expense disallowance required by Puerto Rico tax law. Refer to the Income Taxes discussion below for additional information of the Puerto Rico tax law.

The presentation of net interest income excluding the effects of the changes in the fair value of the derivative instruments and unrealized gains or losses on liabilities measured at fair value (valuations) provides additional information about the Corporation's net interest income and facilitates comparability and analysis. The changes in the fair value of the derivative instruments and unrealized gains or losses on liabilities measured at fair value have no effect on interest due or interest earned on interest-bearing liabilities or interest-earning assets, respectively, or on interest

payments exchanged with interest rate swap counterparties.

The following table reconciles net interest income in accordance with GAAP to net interest income, excluding valuations, and net interest income on an adjusted tax-equivalent basis. The table also reconciles net interest spread and net interest margin on a GAAP basis to these items excluding valuations and on an adjusted tax-equivalent basis:

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	\$12,368,748	\$12,368,748	\$12,368,748
	Year Ended December 31,		
	2011	2010	2009
Net Interest Income (in thousands)			
Interest Income GAAP	\$ 659,615	\$ 832,686	\$ 996,574
Unrealized loss (gain) on derivative instruments	1,548	1,266	(5,519)
Interest income excluding valuations	661,163	833,952	991,055
Tax-equivalent adjustment	6,795	28,406	53,617
Interest income on a tax-equivalent basis excluding valuations	667,958	862,358	1,044,672
Interest Expense GAAP	266,103	371,011	477,532
Unrealized (loss) gain on derivative instruments and liabilities measured at fair value	(4,167)	1,568	(45)
Interest expense excluding valuations	261,936	372,579	477,487
Net interest income GAAP	\$ 393,512	\$ 461,675	\$ 519,042
Net interest income excluding valuations	\$ 399,227	\$ 461,373	\$ 513,568
Net interest income on a tax-equivalent basis excluding valuations	\$ 406,022	\$ 489,779	\$ 567,185
Average Balances (in thousands)			
Loans and leases	\$ 11,031,575	\$ 12,801,107	\$ 13,460,562
Total securities and other short-term investments	3,146,289	4,873,837	5,865,662
Average Interest-Earning Assets	\$ 14,177,864	\$ 17,674,944	\$ 19,326,224
Average Interest-Bearing Liabilities	\$ 12,368,748	\$ 15,560,623	\$ 17,099,692
Average Yield/Rate			
Average yield on interest-earning assets GAAP	4.65%	4.71%	5.16%
Average rate on interest-bearing liabilities GAAP	2.15%	2.38%	2.79%
Net interest spread GAAP	2.50%	2.33%	2.37%
Net interest margin GAAP	2.78%	2.61%	2.69%
Average yield on interest-earning assets excluding valuations	4.66%	4.72%	5.13%
Average rate on interest-bearing liabilities excluding valuations	2.12%	2.39%	2.79%
Net interest spread excluding valuations	2.54%	2.33%	2.34%
Net interest margin excluding valuations	2.82%	2.61%	2.66%

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Average yield on interest-earning assets on a tax-equivalent basis and excluding valuations	4.71%	4.88%	5.41%
Average rate on interest-bearing liabilities excluding valuations	2.12%	2.39%	2.79%
Net interest spread on a tax-equivalent basis and excluding valuations	2.59%	2.49%	2.62%
Net interest margin on a tax-equivalent basis and excluding valuations	2.86%	2.77%	2.93%

The following table summarizes the components of the changes in fair values of interest rate swaps and interest rate caps, which are included in interest income:

	\$12,368,7480	\$12,368,7480	\$12,368,7480
	Year Ended December 31,		
<i>(In thousands)</i>	2011	2010	2009
Unrealized (loss) gain on derivatives (economic undesignated hedges):			
Interest rate caps	\$	\$ (1,174)	\$ 3,496
Interest rate swaps on loans	(1,548)	(92)	2,023
Net unrealized (loss) gain on derivatives (economic undesignated hedges)	\$ (1,548)	\$ (1,266)	\$ 5,519

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The following table summarizes the components of the net unrealized gain and loss on derivatives (economic undesignated hedges) and net unrealized gain and loss on liabilities measured at fair value which are included in interest expense:

<i>(In thousands)</i>	Year Ended December 31,		
	2011	2010	2009
	<i>(In thousands)</i>		
Unrealized (gain) loss on derivatives (economic undesignated hedges):			
Interest rate swaps on brokered CDs and options on stock index options	\$	\$ 2	\$ 5,321
Interest rate swaps and other derivatives on medium-term notes	(45)	(51)	199
Net unrealized (gain) loss on derivatives (economic undesignated hedges)	(45)	(49)	5,520
Unrealized (gain) loss on liabilities measured at fair value:			
Unrealized (gain) loss on brokered CDs			(8,696)
Unrealized (gain) loss on medium-term notes	(4,122)	(1,519)	3,221
Net unrealized (gain) loss on liabilities measured at fair value:	(4,122)	(1,519)	(5,475)
Net unrealized (gain) loss on derivatives (economic undesignated hedges) and liabilities measured at fair value	\$ (4,167)	\$ (1,568)	\$ 45

Interest income on interest-earning assets primarily represents interest earned on loans receivable and investment securities.

Interest expense on interest-bearing liabilities primarily represents interest paid on brokered CDs, branch-based deposits, repurchase agreement, advances from the FHLB and FED and notes payable.

Unrealized gains or losses on derivatives represent changes in the fair value of derivatives, primarily interest rate swaps and caps used for protection against rising interest rates and, for 2009, mainly related to interest rate swaps that economically hedged brokered CDs and medium term notes. All interest rate swaps related to brokered CDs were called during the course of 2009 due to the low level of interest rates and, as a consequence, the Corporation exercised its call option on the swapped-to-floating brokered CDs that were recorded at fair value.

Unrealized gains or losses on liabilities measured at fair value represents the change in the fair value of such liabilities (medium-term notes and brokered CDs), other than the accrual of interests.

Derivative instruments, such as interest rate swaps, are subject to market risk. While the Corporation does have certain trading derivatives to facilitate customer transactions, the Corporation does not utilize derivative instruments for speculative purposes. As of December 31, 2011, most of the interest rate swaps outstanding are used for protection against rising interest rates. In the past, the volume of interest rate swaps was much higher, as they were used to convert the fixed-rate of a large portfolio of brokered CDs, mainly those with long-term maturities, to a variable rate and mitigate the interest rate risk related to variable rate loans. Refer to Note 31 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for further details concerning the notional amounts of derivative instruments and additional information. As is the case with investment securities, the market value of derivative instruments is largely a function of the financial market's expectations regarding the future direction of interest rates. Accordingly, current market values are not necessarily indicative of the future impact of derivative instruments on net interest income. This will depend, for the most part, on the shape of the yield curve, the level of interest rates, as well as the expectations for rates in the future.

2011 compared to 2010

Net interest income decreased 15% to \$393.5 million for 2011 from \$461.7 million in 2010. The decrease in net interest income was mainly related to the decline in the volume of interest-earning assets reflecting the execution of the deleveraging strategies included in the Corporation's capital plan in order to preserve and improve the capital position. Partially offsetting the decline in the average volume of earning assets was an increase of 21 basis points in the net interest margin, excluding valuations, driven by a decrease in the average cost of funds and the utilization of excess liquidity to pay down maturing borrowings (mainly brokered CDs).

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Average interest-earning assets decreased by \$3.5 billion when compared to 2010, reflecting a \$1.8 billion reduction in average total loans and leases and a \$1.7 billion reduction in average investment securities. The decrease in average loans was driven by loan sales, including \$518 million of performing residential mortgage loans

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sold during the first half of 2011, and the aforementioned sale of loans with a principal balance of \$510.2 million (mainly adversely classified construction and commercial loans) to CPG/GS, both sales were key elements of the Corporation's capital plan submitted to regulators. Approximately 45% of loans sold to CPG/GS were in accruing status in 2010. Charge-offs, repayments of commercial credit facilities, foreclosures and the full effect of sales of non-performing loans executed in the latter part of 2010 also contributed to the decrease in the average loan portfolio. High levels of non-performing loans also contributed to the decrease in net interest income.

The decrease in average investment securities was primarily related to sales and prepayments of U.S. agency MBS as well as U.S. agency debt securities called prior to maturity. Consistent with the capital plan deleveraging strategies, the Corporation sold early in 2011 approximately \$640 million of U.S. agency MBS that carried an average yield of 4.96% in order to improve the Corporation's capital position. In 2011, approximately \$303 million of investment securities, mainly U.S. agency debt securities, were called prior to its stated maturity. Proceeds from sales, repayments and calls of loans and securities have been used to reduce maturing brokered CDs and advances from FHLB.

In addition, as part of the Corporation's balance sheet repositioning strategies, the Corporation sold in 2011 low-yielding investment securities, including \$105 million of U.S. agency floating rate CMOs (average yield of 0.95%) and \$500 million of 2-5 Years U.S Treasury Notes (average yield of 1.40%). The proceeds from these sales were used, in part, to prepay \$400 million of repurchase agreements that carried an average rate of 2.74% and \$100 million of advances from the FHLB that carried an average rate of 1.62%, thus, contributing to the improvement in the net interest margin. The prepayment penalties of \$10.8 million on the early termination of borrowings was offset with gains of \$11.0 million from the sale of low-yielding investment securities.

The decrease in net interest income includes a \$6.0 million variance attributed to unrealized losses on derivative instruments and financial liabilities measured at fair value, mainly related to the fair value of medium-term notes resulting from significant reduction in market interest rates, as well as the expectation for a sustained low interest rate environment. The reduction in rates is reflected in the discount factors of the instruments' projected cash flows.

Partially offsetting the decrease in average-earning assets was an improvement of 21 basis points in the net interest margin, excluding valuations, driven by a reduction in the average cost of funding, an improved deposits mix and the utilization of excess liquidity to pay down maturing borrowings. The Corporation achieved improvements in the mix of funding sources with a reduction in brokered CDs, while increasing core deposits at lower rates. Rates paid in interest-bearing core deposit accounts were lower than in 2010 and were lower than the average rate on matured brokered CDs. The average volume of brokered CDs decreased by \$1.9 billion during 2011, while the average balance of non-brokered deposits increased by \$372.7 million. During 2011, the Corporation repaid approximately \$3.2 billion of brokered CDs with an average cost of 1.87% and renewed \$674 million with an average cost of 1.10%. In addition, the Corporation benefited from the restructuring of \$700 million of repurchase agreements that resulted in a decrease of \$2.9 million of interest expense, as compared to 2010, and from the aforementioned early cancellation of \$400 million of repurchase agreements matched with the sale of low yielding investment securities.

On an adjusted tax-equivalent basis and excluding valuations, net interest income decreased by \$83.8 million, or 17%, for 2011 compared to 2010. The decrease for 2011 includes a decrease of \$21.6 million, compared to 2010, in the tax-equivalent adjustment. The tax-equivalent adjustment increases interest income on tax-exempt securities and loans by an amount which makes tax-exempt income comparable, on a pre-tax basis, to the Corporation's taxable income as previously stated. The decrease in the tax-equivalent adjustment was mainly related to decreases in the interest rate spread on tax-exempt assets and lower yields on U.S. agency securities and MBS held by IBEs.

2010 compared to 2009

Net interest income decreased 11% to \$461.7 million for 2010 from \$519.0 million in 2009. The decrease in net interest income was mainly related to the deleveraging of the Corporation's balance sheet to preserve its capital position, the adverse impact on net interest margin of maintaining a higher liquidity position and continued pressures from the high level of non-performing loans. Partially offsetting the decrease in average interest-earning assets were reduced funding costs and improved spreads in commercial loans.

The average volume of interest-earning assets for 2010 decreased by \$1.7 billion compared to 2009. The reduction in average earning assets primarily reflected a decrease of \$991.8 million for 2010 in average investment securities and other short term investments, and a decrease of \$659.5 million for 2010 in average loans. The decrease is consistent with the Corporation's deleveraging and balance sheet repositioning strategy for capital preservation purposes, and was achieved mainly by selling investment securities and reducing the loan portfolio via paydowns and charge-offs.

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The decrease in average securities was driven by the sale of approximately \$2.3 billion of investment securities during 2010, mainly U.S. agency MBS, including the sale during the third quarter of 2010 of \$1.2 billion of U.S. agency MBS that was matched with the early extinguishment of a matching set of repurchase agreements.

Given the Corporation's balance sheet structure and the shape and level of the yield curve, which in turn is reflected in the valuation of the securities and the repurchase agreements, the Corporation took advantage of market conditions during the third quarter of 2010 and completed the sale of approximately \$1.2 billion of MBS that was matched with the early termination of approximately \$1.0 billion of repurchase agreements. The cost of the unwinding of the repurchase agreements of \$47.4 million offset the gain of \$47.1 million realized on the sale of investment securities. The repaid repurchase agreements were scheduled to mature at various dates between January 2011 and October 2012 and had a weighted average cost of 4.30%, which was higher than the average yield of 3.93% on the securities that were sold. This balance sheet re-structuring transaction, through which \$1 billion of higher cost liabilities was disposed without material earnings impact in the immediate term, provided for enhancement of net interest margin, while also improved the Corporation's leverage ratio.

The average volume of all major loan categories, in particular the average volume of construction and commercial loans, decreased for 2010 compared to 2009. The average volume of construction loans decreased by \$274.5 million, mainly due to the charge-off activity, repayments and the sale of non-performing credits, including the partial effect of the approximately \$118.4 million of non-performing construction loans sold in 2010. The decrease also showed the effect of some very early improvements in residential construction projects in Puerto Rico. On September 2, 2010, the Government of Puerto Rico enacted legislation that provides, among other things, incentives to buyers of residences on the Island. The decrease in average commercial loans of \$152.7 million for 2010, as compared to 2009, was primarily related to both paydowns and charge-offs, including repayments of facilities granted to the Puerto Rico and Virgin Islands governments. The average volume of residential mortgage loans decreased by \$35.5 million for 2010, compared to 2009, driven by \$174.3 million in sales of performing residential loans in the secondary market, and by charge-offs and paydowns. The average volume of consumer loans (including finance leases) decreased by \$196.7 million for 2010, compared to 2009, resulting from paydowns and charge-offs that exceeded new loan originations.

As mentioned above, the deleveraging and balance sheet repositioning strategies resulted in a net reduction in securities and loans that allowed a reduction in average wholesale funding of \$2.4 billion for 2010, including repurchase agreements, advances and brokered CDs. The average balance of brokered CDs decreased to \$7.0 billion for 2010 from \$7.3 billion for 2009. The average balance of interest-bearing deposits, excluding brokered CDs, increased by 20%, or \$847.0 million, for 2010, as compared to 2009.

Net interest margin on an adjusted tax-equivalent basis and excluding valuations decreased to 2.77% for 2010 from 2.93% for 2009, adversely affected by the maintenance of excess liquidity in the balance sheet due to the prevailing economic environment. Liquidity volumes were significantly higher than normal levels as reflected in average balances in money market and overnight funding of \$778.4 million for 2010 compared to \$182.2 million for 2009. Also affecting the margin were the lower yields on investments affected by the MBS sales and the approximately \$1.6 billion in investment securities called during 2010 that were replaced with lower yielding U.S. agency investment securities. The high volume of non-performing loans continued to pressure net interest margins as interest payments of approximately \$6.2 million during 2010 were applied against the related principal balance for loans recorded under the cost-recovery method. Partially offsetting the aforementioned factors was the reduction in funding costs and improved spreads in commercial loans. The overall average cost of funding decreased by 40 basis points for 2010, compared to 2009, as the Corporation benefited from the lower deposit pricing on its core and brokered CDs and from the roll-off and repayments of higher cost funds, such as maturing brokered CDs. The higher yield on commercial loans resulted from a wider LIBOR spread, higher spreads on loan renewals and improved pricing, as the Corporation has been increasing the use of interest rate floors in new commercial loan agreements.

On an adjusted tax-equivalent basis and excluding valuations, net interest income decreased by \$77.4 million, or 13%, for 2010 compared to 2009. The decrease for 2010 includes a decrease of \$25.2 million, compared to 2009, in the tax-equivalent adjustment. The tax-equivalent adjustment increases interest income on tax-exempt securities and loans by an amount which makes tax-exempt income comparable, on a pre-tax basis, to the Corporation's taxable income as previously stated. The decrease in the tax-equivalent adjustment was mainly related to decreases in the interest rate spread on tax-exempt assets, primarily due to a higher proportion of taxable assets to total interest-

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earning assets resulting from the maintenance of a higher liquidity position and lower yields on U.S. agency and MBS held by the Bank's IBE subsidiary. The Corporation replaced securities called and prepayments and sales of MBS with shorter-term securities.

Provision for Loan and Lease Losses

The provision for loan and lease losses is charged to earnings to maintain the allowance for loan and lease losses at a level that the Corporation considers adequate to absorb probable losses inherent in the portfolio. The adequacy of the allowance for loan and lease losses is also based upon a number of additional factors including trends in charge-offs and delinquencies, current economic conditions, the fair value of the underlying collateral and the financial condition of the borrowers, and, as such, includes amounts based on judgments and estimates made by the Corporation. Although the Corporation believes that the allowance for loan and lease losses is adequate, factors beyond the Corporation's control, including factors affecting the economies of Puerto Rico, the United States, the U.S. Virgin Islands and the British Virgin Islands, may contribute to delinquencies and defaults, thus necessitating additional reserves.

During 2011, the Corporation recorded a provision for loan and lease losses of \$236.3 million, compared to \$634.6 million in 2009 and \$579.9 million in 2009.

2011 compared to 2010

The provision for loans and lease losses for 2011 of \$236.3 million decreased by \$398.3 million, or 63%, compared to the provision recorded for 2010. The provision for 2010 includes a charge of \$102.9 million associated with loans transferred to held for sale in anticipation of the aforementioned strategic sale of loans to CPG/GS. Excluding the provision related to loans transferred to held for sale, the provision decreased by \$295.3 million in 2011, as compared to 2010, mainly related to lower charges to specific reserves on a reduced level of non-performing and adversely classified loans, and declines in charges to general reserves due to reductions in historical loss rates, driven by lower net charge-offs, and the overall decrease of the loan portfolio. The provision for all major loans categories, except for C&I loans, decreased during 2011 and was \$59.1 million less than total net charge-offs reflecting the adequacy of previously established reserves. The allowance coverage for the non-impaired portfolio (general reserve) is determined using a methodology that incorporates historical loss rates and risk ratings by loan category. Loss rates are based on the moving average of charge-offs over a historical 24-month loss period, applying adjustments, as necessary, to each loss rate based on assessments of recent charge-offs trends (12 months), collateral values, and economic and business influences impacting expected losses.

In terms of geography and categories, in Puerto Rico, the Corporation recorded a provision of \$170.1 million in 2011, compared to \$488.0 million in 2010. The provision for construction loans in Puerto Rico decreased by \$210.7 million in 2011, as compared to 2010, driven by reductions in non-performing and adversely classified loans reflected in lower charges to specific reserves. Also, the provision for construction loans in Puerto Rico in 2010 includes \$83.0 million associated with loans transferred to held for sale. The provision for residential mortgage loans in Puerto Rico decreased by \$43.6 million mainly due to improvements in delinquency and charge-offs trends, while the provision for consumer and finance leases decreased by \$33.4 million also reflecting improvements in delinquency and historical loss rates commensurate with certain improvement in economic indicators and the overall decrease of this portfolio. Decreases in historical loss rates and lower charges to specific reserves also caused a reduction of \$42.0 million in the provision for commercial mortgage loans in Puerto Rico. A higher level of non-performing C&I loans maintained during most of 2011 and higher loss rates attributed to economic indicators related to this portfolio, were the main drivers for an increase of \$11.7 million in the provision for C&I loans in Puerto Rico.

With respect to the portfolio in the United States, the Corporation recorded a provision of \$28.2 million in 2011, compared to \$119.5 million in 2010. The decrease was mainly related to declines in the provision for construction, commercial mortgage and residential mortgage loans. The provision for construction loans in the United States decreased by \$61.6 million in 2011 driven by lower charges to specific reserves on a reduced level of loans driven by sales of non-performing loans over the last two years. This portfolio has been reduced significantly over the last two years from \$299.5 million at the beginning of 2010 to \$23.6 million at the end of 2011. The provision for commercial mortgage loans decreased by \$22.5 million in 2011 mainly attributed to improved loss rates resulting from a decline in net charge-offs, while the provision for residential mortgage loans decreased by \$8.6 million driven by lower charge-offs and non-performing levels.

The Virgin Islands region recorded an increase of \$10.9 million in the provision for loan losses in 2011, compared to 2010, mainly related to charges to the specific reserve assigned to a \$100 million construction loan relationship placed in non-accrual status early in 2011. As of December 31, 2011, the book value of this relationship amounted to \$74.6 million.

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The provision to net-charge offs ratio, excluding the provision and net charge-offs of loans transferred to held for sale, of 80% for 2011, compared to 120% for 2010, reflects, among other things, charge-offs recorded during the year that did not require additional provisioning.

Refer to the discussions under **Credit Risk Management** below for an analysis of the allowance for loan and lease losses, non-performing assets, impaired loans and related information, and refer to the discussions under **Financial Condition and Operating Analysis** **Loan Portfolio** and under **Risk Management** **Credit Risk Management** below for additional information concerning the Corporation's loan portfolio exposure in the geographic areas where the Corporation does business.

2010 compared to 2009

The provision for loans and lease losses for 2010 of \$634.6 million, including \$102.9 million associated with loans transferred to held for sale, increased by \$54.7 million, or 9%, compared to the provision recorded for 2009. Excluding the provision related to loans transferred to held for sale, the provision decreased by \$48.2 million to \$531.7 million for 2010. The decrease was mainly related to lower charges to specific reserves for the construction and commercial portfolio, a slower migration of loans to non-performing status and the overall reduction of the loan portfolio. Much of the decrease in the provision is related to the construction loan portfolio in Florida and the C&I loan portfolio in Puerto Rico. The decreases in the provisioning for these portfolios, excluding the provision related to loans transferred to held for sale, were partially offset by an increase in the provision for the residential mortgage loans portfolio affected by increases in historical loss rates and declines in collateral value. The provision to net-charge offs ratio, excluding the provision and net charge-offs of loans transferred to held for sale, of 120% for 2010, compared to 174% for 2009, reflects, among other things, charge-offs recorded during the year that did not require additional provisioning, including certain non-performing loans sold during the year. Expressed as a percent of period-end total loans receivable, the reserve coverage ratio increased to 4.74% at December 31, 2010, compared with 3.79% at December 31, 2009.

With respect to the United States loan portfolio, the Corporation recorded a \$119.5 million provision for 2010, compared to \$188.7 million for 2009. The decrease was mainly related to the construction loan portfolio and reflected lower charges to specific reserves, the slower migration of loans to non-performing status and the overall reduction of the Corporation's exposure to construction loans in Florida to \$78.5 million as of December 31, 2010 from \$299.5 million as of December 31, 2009. The provision for construction loans in the United States decreased by \$68.4 million for 2010 as the non-performing construction loans portfolio in this region decreased by 79% to \$49.6 million, compared to \$246.3 million as of December 31, 2009. As of December 31, 2010, approximately \$70.9 million, or 90%, of the total exposure to construction loans in Florida was individually measured for impairment. The Corporation halted construction lending in Florida and continues to reduce its credit exposure in this market through the disposition of assets and different loss mitigation initiatives as the end of this difficult economic cycle appears to be approaching. During 2010, the Corporation completed the sale of approximately \$206.5 million of non-performing construction and commercial mortgage loans and other non-performing assets in Florida.

The Corporation recorded a \$488.0 million provision for loan and lease losses associated with the Puerto Rico's loan portfolio, including the \$102.9 million provision relating to the transfer of loans to held for sale, compared to a provision of \$366.0 million in 2009. Excluding the provision relating to the loans transferred to held for sale, the provision in Puerto Rico increased by \$19.1 million to \$385.1 million for 2010. The increase in the total provision was mainly related to the residential and commercial mortgage loan portfolio, which increased by \$47.5 million and \$48.8 million, respectively, driven by negative trends in loss rates and falling property values confirmed by recent appraisals and/or broker price opinions. The reserve factors for residential mortgage loans were recalibrated in 2010 as part of further segmentation and analysis of this portfolio for purposes of computing the required specific and general reserves. The review included the incorporation of updated loss factors to loans expected to liquidate considering the expected realization of the values of similar assets at disposition. The provision for construction loans increased by \$94.5 million mainly related to higher charges to specific reserves in 2010 and increases to the general reserve factors. This was partially offset by a decrease of \$74.0 million in the provision for the C&I loan portfolio attributable to the slower migration of loans to non-performing and/or impaired status, the overall reduction in the C&I portfolio size and the determination that lower reserves were required for certain loans that were individually evaluated for impairment in 2010, based on the underlying value of the collateral, when compared to the reserves required for these loans in periods prior to 2010.

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The following table presents the composition of non-interest income:

	2011	2010 (In thousands)	2009
Other service charges on loans	\$ 6,775	\$ 7,224	\$ 6,830
Service charges on deposit accounts	12,472	13,419	13,307
Mortgage banking activities	23,320	13,615	8,605
Rental income			1,346
Insurance income	4,456	7,752	8,668
Broker-dealer income	1,385	2,176	61
Other operating income	22,810	18,460	18,301
Non-interest income before net gain on investments and loss on early extinguishment of borrowings	71,218	62,646	57,118
Proceeds from securities litigation settlement	679		248
Gain on VISA shares		10,668	3,784
Net gain on sale of investments	53,117	93,179	82,772
OTTI on equity securities		(603)	(388)
OTTI on debt securities	(1,971)	(582)	(1,270)
Net gain on investments	51,825	102,662	85,146
Loss on early extinguishment of borrowings	(10,835)	(47,405)	
Equity in losses of unconsolidated entities	(4,227)		
Total	\$ 107,981	\$ 117,903	\$ 142,264

Non-interest income primarily consists of other service charges on loans; service charges on deposit accounts; commissions derived from various banking, securities and insurance activities; gains and losses on mortgage banking activities; and net gains and losses on investments and impairments.

Other service charges consist mainly of service charges on credit card-related activities and other non-deferrable fees (e.g. agent, commitment, unused and drawing fees) generated from lending activities.

Service charges on deposit accounts include monthly fees and other fees on deposit accounts.

Income from mortgage banking activities includes gains on sales and securitization of loans and revenues earned for administering residential mortgage loans originated by the Corporation and subsequently sold with servicing retained. In addition, lower-of-cost-or-market valuation adjustments to the Corporation's residential mortgage loans held for sale portfolio and servicing rights portfolio, if any, are recorded as part of mortgage banking activities.

Rental income represents income generated by the Corporation's subsidiary, First Leasing, on the daily rental of various types of motor vehicles. As part of its strategies to focus on its core business, the Corporation divested its short-term rental business during the fourth quarter of 2009.

Insurance income consists of insurance commissions earned by the Corporation's subsidiary, FirstBank Insurance Agency, Inc., and the Bank's subsidiary in the U.S. Virgin Islands, FirstBank Insurance V.I., Inc. These subsidiaries offer a wide variety of insurance business (see below for additional information about the insurance-related activities in the Virgin Islands).

The other operating income category is composed of miscellaneous fees such as debit, credit card and point of sale (POS) interchange fees and check and cash management fees and includes commissions from the Corporation's broker-dealer subsidiary, FirstBank Puerto Rico Securities.

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The net gain (loss) on investment securities reflects gains or losses as a result of sales that are consistent with the Corporation's investment policies as well as OTTI charges on the Corporation's investment portfolio.

Equity in earnings (losses) of unconsolidated entities is related to the FirstBank's investment in CPG/GS, the entity that purchased \$269 million of loans from FirstBank during the first quarter of 2011. The Bank held a 35%

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subordinated ownership interest in CPG/GS. The majority owner of CPG/GS is entitled to recover its initial investment and a priority return of 12% prior to any return paid to the Bank. Accordingly, the Bank's investment of \$43.4 million in CPG/GS is at risk. Refer to Financial Condition and Operating Data Analysis Commercial and Construction Loans and to Note 13 of the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for additional information about the Bank's investment in CPG/GS, including information about the determination of the initial value of the investment.

2011 compared to 2010

Non-interest income decreased \$9.9 million, or 8%, to \$108.0 million in 2011, primarily reflecting:

The impact in the previous year of a \$10.7 million gain on the sale of VISA Class C shares.

Equity in losses of unconsolidated entities of \$4.2 million in 2011 ; a non-cash charge related to the Bank's investment in CPG/GS.

A \$0.5 million decrease in income from insurance activities. During the first quarter of 2011, the Corporation sold substantially all of the assets of FirstBank Insurance VI and the reduction in income from insurance activities of \$3.3 million in 2011 was partially offset by a gain of \$2.8 million realized on the sale of such assets.

A lower volume of sales of investment securities. Excluding the impact of the balance sheet restructuring transactions discussed below, there was a \$4.0 million decrease in gains from sale of investments. The Corporation recorded in 2011 a gain of \$38.6 million on the sale of approximately \$640 million of MBS and a gain of \$3.5 million attributable to a tender offer by the Puerto Rico Housing Finance Authority to purchase certain of its outstanding bonds. Bonds held by the Corporation with a book value of \$19.8 million were exchanged for cash as part of the tender offer and the difference between the cash received and the book value of such instruments was recorded as part of Net gain on sale of investments in the table above. Meanwhile, in 2010 the Corporation recorded a gain of \$44.1 million on the sale of approximately \$903 million of MBS and a \$2.0 million gain on the sale of approximately \$250 million of U.S. Treasury Notes.

The aforementioned factors were partially offset by:

An increase of \$9.7 million in income from mortgage banking activities driven by \$12.1 million in gains recorded for completed bulk sales of approximately \$518 million of performing residential mortgage loans to another financial institution, partially offset by higher temporary impairments on the value of servicing assets.

A \$1.1 million increase in fees from cash management services provided to corporate customers.

As part of the Corporation's balance sheet repositioning strategies, the Corporation sold in 2011 low-yielding investment securities, including \$105 million of U.S. agency floating rate CMOs (average yield of 0.95%) and \$500 million of 2-5 Years U.S Treasury Notes (average yield of 1.40%). The proceeds from these sales were used, in part, to prepay \$400 million of repurchase agreements that carried an average rate of 2.74% and \$100 million of advances from the FHLB that carried an average rate of 1.62%, thus, contributing to the improvement in the net interest margin. Prepayment penalties of \$10.8 million for the early termination of borrowings were offset with gains of \$11.0 million from the sale of low-yielding investment securities. In 2010, approximately \$1.0 billion of repurchase agreements, with an average cost of 4.30%, were early terminated. The prepayment penalties of the repurchase agreements of \$47.4 million was offset by a gain of \$47.1 million on the sale of approximately \$1.2 billion of U.S. agency MBS.

Table of Contents**2010 compared to 2009**

Non-interest income decreased \$24.4 million, or 17%, to \$117.9 million in 2010, primarily reflecting:

Lower gains on sale of investments securities, other than the sale of MBS that was matched with the early termination of repurchase agreements, as the Corporation realized gains of approximately \$46.1 million on the sale of approximately \$1.2 billion of investment securities, mainly U.S. agency MBS, compared to the \$82.8 million gain recorded in 2009. Also, a nominal loss of \$0.3 million was recorded in 2010, resulting from a transaction in which the Corporation sold approximately \$1.2 billion in MBS, combined with the unwinding of \$1.0 billion of repurchase agreements as part of a balance sheet repositioning strategy.

A \$1.3 million decrease in rental income due to the divestiture of the short-term rental business operated by the Corporation's subsidiary, First Leasing, during the fourth quarter of 2009.

A \$0.9 million decrease in income from insurance-related activities. Partially offsetting the aforementioned decreases were:

A \$6.9 million increase in gains from sales of VISA shares.

A \$5.0 million increase in income from mortgage banking activities, primarily related to gains (including the recognition of servicing rights) of \$12.1 million recorded on the sale of approximately \$174.3 million of residential mortgage loans in the secondary market compared to gains of \$7.4 million on the sale of approximately \$117.0 million of residential mortgage loans during 2009.

A \$2.1 million increase in broker-dealer income mainly related to bond underwriting fees.

Non-Interest Expense

The following table presents the components of non-interest expenses:

	2011	2010 (In thousands)	2009
Employees compensation and benefits	\$ 118,475	\$ 121,126	\$ 132,734
Occupancy and equipment	61,924	59,494	62,335
Deposit insurance premium	53,603	60,292	40,582
Other taxes, insurance and supervisory fees	17,715	21,210	20,870
Professional fees	21,884	21,287	15,217
Servicing and processing fees	9,145	8,984	10,174
Business promotion	12,283	12,332	14,158
Communications	7,117	7,979	8,283
Net loss on REO operations	25,025	30,173	21,863
Other	10,883	23,281	25,885
Total	\$ 338,054	\$ 366,158	\$ 352,101

2011 compared to 2010

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Non-interest expense decreased by \$28.1 million to \$338.1 million principally attributable to:

A \$13.3 million decrease in the provision for probable losses on off-balance sheet exposures, mainly for credit exposures on unfunded loans commitments and letters of credit. A charge of \$7.1 million was recorded in 2010 compare to reserve releases of approximately \$6.2 million recorded in 2011 mainly related to the non-performing construction loans sold to CPG/GS early in 2011 and further decreases in adversely classified construction and commercial loans.

A \$5.1 million decrease in losses on real estate owned (REO) operations attributed to lower write-downs to the value of REO properties as well as lower realized losses on sales.

A decrease of \$6.7 million in the FDIC insurance premium and of \$3.0 million in local regulatory examination fees, primarily related to the decrease in total assets. In the case of the FDIC insurance premium, the decrease was also attributed to the Bank's improved capital position.

A \$2.7 million decrease in employees' compensation driven by reductions in headcount.

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Partially offsetting the decreases mentioned above, was a \$2.4 million increase in occupancy and equipment expenses, mainly related to certain electronic equipments placed in service during 2011.

2010 compared to 2009

Non-interest expense increased by \$14.1 million to \$366.2 million principally attributable to:

An increase of \$19.7 million in the FDIC deposit insurance premium expense, mainly related to increases in premium rates and a higher average volume of deposits.

An \$8.3 million increase in losses from REO operations due to write-downs to the value of repossessed residential and commercial properties as well as higher costs associated with a larger inventory.

A \$6.1 million increase in professional fees, attributable in part to higher legal fees related to collections and foreclosure procedures and mortgage appraisals, as well as in the implementation of strategic initiatives.

Partially offsetting the increases mentioned above:

A \$11.6 million decrease in employees' compensation and benefits from reductions in bonuses and incentive compensation, coupled with the impact of a reduction in headcount. During 2010, the Corporation reduced its headcount by approximately 195 or 7%.

The impact in 2009 of a non-recurring \$2.6 million charge to property tax expense attributable to the reassessed value of certain properties.

A \$1.8 million decrease in business promotion expenses due to a lower level of marketing activities.

The impact in 2009 of a \$4.0 million impairment charge associated with the core deposit intangible asset in the Corporation's Florida operations included as part of Other expenses in the above table.

The Corporation intends to continue improving its operating efficiency by further reducing controllable expenses, rationalizing its business operations and enhancing its technological infrastructure through targeted investments.

Income Taxes

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

On January 31, 2011, the Puerto Rico Government approved Act No. 1, which repealed the 1994 Code (1994 PR Code) and replaces it with the Puerto Rico Internal Revenue Code of 2011 (2011 PR Code). The provisions of the 2011 PR Code are generally applicable to taxable years commencing after December 31, 2010. Under the 2011 PR Code, the Corporation and its subsidiaries are treated as separate taxable entities and are not entitled to file consolidated tax returns and, thus, the Corporation is not able to utilize losses from one subsidiary to offset gains in another subsidiary. Accordingly, in order to obtain a tax benefit from a net operating loss, a particular subsidiary must be able to demonstrate

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sufficient taxable income within the applicable carry forward period (7 years under the 2011 PR Code for losses incurred during tax year, except for losses incurred during tax years commenced after December 31, 2004 and before December 31, 2012, that the carryforward period is extended to 10 years). The 2011 PR Code provides a dividend received deduction of 100% on dividends received from controlled subsidiaries subject to taxation in Puerto Rico and 85% on dividends received from other taxable domestic corporations. Dividend payments from a U.S. subsidiary to the Corporation are subject to a 10% withholding tax based on the provisions of the U.S. Internal Revenue Code.

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Under the 2011 PR Code, First BanCorp is subject to a maximum statutory tax rate of 30% (25% for taxable years commencing after December 31, 2013 if certain economic conditions are met by the Puerto Rico economy). The 2011 PR Code also includes an alternative minimum tax of 20% that applies if the Corporation's regular income tax liability is less than the alternative minimum tax requirements. Prior to the 2011 PR Code, First BanCorp maximum statutory tax rate was 39% except for tax years commenced after December 31, 2008 and before January 1, 2012 which was 40.95% due to the approval by the Puerto Rico Government of Act No. 7 (the Act), to stimulate Puerto Rico's economy and to reduce the Puerto Rico Government's fiscal deficit. The Act imposed a series of temporary and permanent measures, including the imposition of a 5% surtax over the total income tax determined, which was applicable to corporations, among others, whose combined income exceeds \$100,000, effectively resulting in an increase in the maximum statutory tax rate from 39% to 40.95% and an increase in capital gain statutory tax rate from 15% to 15.75%.

The Corporation has maintained an effective tax rate lower than the maximum statutory rate mainly by investing in government obligations and mortgage-backed securities exempt from U.S. and Puerto Rico income taxes and by doing business through International Banking Entity (IBE) of the Bank and through the Bank's subsidiary, FirstBank Overseas Corporation, in which the interest income and gain on sales is exempt from Puerto Rico and U.S. income taxation except for tax years that commenced after December 31, 2008 and before January 1, 2012, for which the Act No. 7 imposed a special 5% tax to all IBEs. The IBEs and FirstBank Overseas Corporation were created under the International Banking Entity Act of Puerto Rico, which provides for total Puerto Rico tax exemption on net income derived by IBEs operating in Puerto Rico. IBEs that operate as a unit of a bank pay income taxes at normal rates to the extent that the IBEs' net income exceeds 20% of the bank's total net taxable income.

For additional information relating to income taxes, see Note 26 to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K, including the reconciliation of the statutory to the effective income tax rate for 2011, 2010 and 2009.

2011 compared to 2010

For 2011, the Corporation recorded an income tax expense of \$9.3 million compared to an income tax expense of \$103.1 million for 2010. The lower income tax expense is mainly related to the impact in the previous year 2010 of an incremental \$93.7 million non-cash charge to the valuation allowance of the Bank's deferred tax asset. The income tax expense for 2011 includes unrecognized tax benefits (UTBs) of \$3.2 million, including accrued interest, as further discussed below. As of December 31, 2011, the deferred tax asset, net of a valuation allowance of \$368.9 million, amounted to \$5.4 million compared to \$9.3 million as of December 31, 2010. The Corporation continued to increase the valuation allowance related to deferred tax assets created in connection with the operations of its banking subsidiary, FirstBank.

Accounting for income taxes requires that companies assess whether a valuation allowance should be recorded against their deferred tax asset based on the consideration of all available evidence, using a more likely than not realization standard. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount that is more likely than not to be realized. In making such assessment, significant weight is to be given to evidence that can be objectively verified, including both positive and negative evidence. Consideration must be given to all sources of taxable income available to realize the deferred tax asset, including the future reversal of existing temporary differences, future taxable income exclusive of the reversal of temporary differences and carryforwards, taxable income in carryback years and tax planning strategies. In estimating taxes, management assesses the relative merits and risks of the appropriate tax treatment of transactions taking into account statutory, judicial and regulatory guidance, and recognizes tax benefits only when deemed probable of realization.

In assessing the weight of positive and negative evidence, a significant negative factor that resulted in increases of the valuation allowance was that the Corporation's banking subsidiary, FirstBank Puerto Rico, continues in a three-year historical cumulative loss position as of the end of the year 2011, mainly due to charges to the provision for loan and lease losses as a result of the economic downturn. As of December 31, 2011, management concluded that \$5.4 million of the deferred tax asset will be realized. The Corporation's deferred tax assets for which it has not established a valuation allowance relate to profitable subsidiaries and to amounts that can be realized through future

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reversals of existing taxable temporary differences. To the extent the realization of a portion, or all, of the tax asset becomes more likely than not based on changes in circumstances (such as, improved earnings, changes in tax laws or other relevant changes), a reversal of that portion of the deferred tax asset valuation allowance will then be recorded.

During the third quarter of 2011, the Corporation recorded new UTBs of \$2.4 million and related accrued interest of \$0.8 million, all of which would, if recognized, affect the Corporation's effective tax rate. The Corporation classified all interest and penalties, if any, related to tax uncertainties as income tax expense. As of December 31, 2011, the Corporation's accrued interest that relates to tax uncertainties amounted to \$0.8 million. The amount of UTBs may increase or decrease for various reasons, including changes in the amounts for current tax year positions, the expiration of open income tax returns due to the expiration of statutes of limitations, changes in management's judgment about the level of uncertainty, the status of examinations, litigation and legislative activity and the addition or elimination of uncertain tax positions. The years 2007 through 2009 have been examined by the United States Internal Revenue Service (IRS) and disputed issues have been taken to administrative appeals. Although the timing of the resolution and/or closure of audits is highly uncertain, the Corporation believes it is reasonably possible that the IRS will conclude this audit within the next twelve months. If any issues addressed in the IRS audit are resolved in a manner not consistent with Management's expectations, the Corporation could be required to adjust its provision for income taxes in the period such resolution occurs. The Corporation currently cannot reasonably estimate a range of possible changes to existing reserves.

2010 compared to 2009

For 2010, the Corporation recorded an income tax expense of \$103.1 million compared to an income tax expense of \$4.5 million for 2009. The income tax expense for 2010 is mainly related to an incremental \$93.7 million non-cash charge in the fourth quarter of 2010 to record a full valuation allowance on the Bank's deferred tax asset. As of December 31, 2010, the deferred tax asset, net of a valuation allowance of \$445.8 million, amounted to \$9.3 million compared to \$109.2 million as of December 31, 2009. The decrease was mainly associated with the aforementioned \$93.7 million charge to fully reserve the Bank's deferred tax asset.

OPERATING SEGMENTS

Based upon the Corporation's organizational structure and the information provided to the Chief Executive Officer of the Corporation and, to a lesser extent, the Board of Directors, the operating segments are driven primarily by the Corporation's lines of business for its operations in Puerto Rico, the Corporation's principal market, and by geographic areas for its operations outside of Puerto Rico. As of December 31, 2011, the Corporation had six reportable segments: Consumer (Retail) Banking; Commercial and Corporate Banking; Mortgage Banking; Treasury and Investments; United States operations; and Virgin Islands operations. Management determined the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. Other factors such as the Corporation's organizational chart, nature of the products, distribution channels and the economic characteristics of the products were also considered in the determination of the reportable segments. For information regarding First BanCorp's reportable segments, please refer to Note 32 Segment Information to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K.

The accounting policies of the segments are the same as those described in Note 1 Nature of Business and Summary of Significant Accounting Policies to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K. The Corporation evaluates the performance of the segments based on net interest income, the estimated provision for loan and lease losses, non-interest income and direct non-interest expenses. The segments are also evaluated based on the average volume of their interest-earning assets less the allowance for loan and lease losses. In 2011, other operating expenses not allocated to a particular segment amounted to \$84.5 million. Expenses pertaining to corporate administrative functions that support the operating segment but are not specifically attributable to or managed by any segment are not included in the reported financial results of the operating segments. The unallocated corporate expenses include certain general and administrative expenses and related depreciation and amortization expenses.

The Treasury and Investment segment lends funds to the Consumer (Retail) Banking, Mortgage Banking and Commercial and Corporate Banking segments to finance their lending activities and borrows funds from those segments and from the United States Operations Segment. The Consumer (Retail) Banking and the United States

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Operations segment also lend funds to other segments. The interest rates charged or credited by Treasury and Investment, the Consumer (Retail) Banking and the United States Operations segments are allocated based on market rates. The difference between the allocated interest income or expense and the Corporation's actual net interest income from centralized management of funding costs is reported in the Treasury and Investments segment.

Consumer(Retail)Banking

The Consumer (Retail) Banking segment consists of the Corporation's consumer lending and deposit-taking activities conducted mainly through FirstBank's branch network and loan centers in Puerto Rico. Loans to consumers include auto, boat and personal loans and lines of credit. Deposit products include interest bearing and non-interest bearing checking and savings accounts, Individual Retirement Accounts (IRA) and retail certificates of deposit. Retail deposits gathered through each branch of FirstBank's retail network serve as one of the funding sources for the lending and investment activities.

Consumer lending has been mainly driven by auto loan originations. The Corporation follows a strategy of seeking to provide outstanding service to selected auto dealers that provide the channel for the bulk of the Corporation's auto loan originations.

Personal loans and, to a lesser extent, marine financing and a small revolving credit portfolio also contribute to interest income generated on consumer lending. Credit card accounts are issued under FirstBank's name through an alliance with a nationally recognized financial institution, which bears the credit risk. Management plans to continue to be active in the consumer loans market, applying the Corporation's strict underwriting standards. Other activities included in this segment are finance leases and insurance activities in Puerto Rico.

The highlights of the Consumer (Retail) Banking segment financial results for the year ended December 31, 2011 include the following:

Segment income before taxes for the year ended December 31, 2011 was \$55.6 million compared to \$23.7 million and \$24.2 million for the years ended December 31, 2010 and 2009, respectively.

Net interest income for the year ended December 31, 2011 was \$138.4 million compared to \$141.2 million and \$133.8 million for the years ended December 31, 2010 and 2009, respectively. The decrease in net interest income reflects a diminished consumer loan portfolio due to principal repayments and charge-offs mainly relating to the auto, personal and boat loan portfolios combined with a reduction in loan originations, as compared to 2010. Partially offsetting the decrease in volume of the portfolio were lower rates paid on core deposits and larger amounts charged to other segments as the core deposit base increased in 2011. The increase in 2010, compared to 2009, was mainly associated with lower interest rates paid on the Bank's core deposit base. The consumer loan portfolio is mainly composed of fixed-rate loans financed with shorter-term borrowings, thus positively affected by lower deposit costs as well as from a larger core deposit base as amounts charged to other segments also increased during 2010.

The provision for loan and lease losses for 2011 decreased by \$33.7 million compared to 2010 and increased by \$5.5 million when comparing 2010 with the same period in 2009. The decrease in the provision mainly resulted from improvements in delinquency and historical loss rates commensurate with the overall decrease of this portfolio. The increase in the provision for 2010, compared to 2009, mainly resulted from increases in general reserve factors associated with economic factors.

Non-interest income for the year ended December 31, 2011 was \$27.7 million compared to \$28.9 million and \$32.0 million for the years ended December 31, 2010 and 2009, respectively. The decrease in 2011 was mainly related to lower service charges and overdraft fees on deposit accounts and lower credit card related fees on a reduced underlying portfolio. Regulation E eliminated the Courtesy Overdraft Protection Service resulting in overdraft fees reductions for various products and a decrease in overdraft fees was also experienced in electronic transactions. In addition, non-interest income was adversely impacted by lower debit cards interchange fees given the newly mandated lower interchange fee structure (Durbin Amendment) implemented on October 1, 2011. The Durbin Amendment put a cap on how much banks and debit networks are allowed to charge for a Check/Debit card transaction, this resulted in a reduction of approximately \$0.6 million in interchange fees in 2011. The cap is currently set at \$0.21 + 0.05% of the transaction. The decrease for 2010,

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compared to 2009, was mainly related to lower income from daily vehicle rental activities as the Corporation divested its short-term rental business during the fourth quarter of 2009. Lower insurance income and lower credit card related fees also contributed to the decrease in non-interest income, partially offset by higher service charges on deposit accounts and higher interchanges fee revenue and other ATM fee income.

Direct non-interest expenses for the year ended December 31, 2011 were \$92.5 million compared to \$94.7 million and \$95.3 million for the years ended December 31, 2010 and 2009, respectively. The decrease for 2011 was primarily due to a decrease in headcount as well as reduced marketing activities, partially offset by higher losses in the valuation and sales of repossessed boats. The decrease in direct non-interest expenses for 2010, as compared to 2009, was primarily due to a decrease in headcount and reductions in bonuses and overtime costs as well as reduced marketing activities for loan and deposit products and lower occupancy costs, partially offset by an increase in the FDIC insurance premium.

Commercial and Corporate Banking

The Commercial and Corporate Banking segment consists of the Corporation's lending and other services across a broad spectrum of industries ranging from small businesses to large corporate clients. FirstBank has developed expertise in industries including healthcare, tourism, financial institutions, food and beverage, income-producing real estate and the public sector. The Commercial and Corporate Banking segment offers commercial loans, including commercial real estate and construction loans, and other products such as cash management and business management services. This segment also includes the Corporation's broker-dealer activities, which are primarily concentrated in bonds underwriting and financial advisory services provided to government entities in Puerto Rico. A substantial portion of the commercial and corporate banking portfolio is secured by the underlying value of the real estate collateral and the personal guarantees of the borrowers. Although commercial loans involve greater credit risk than a typical residential mortgage loan because they are larger in size and more risk is concentrated in a single borrower, the Corporation has and maintains a credit risk management infrastructure designed to mitigate potential losses associated with commercial lending, including underwriting and loan review functions, sales of loan participations and continuous monitoring of concentrations within portfolios.

The highlights of the Commercial and Corporate Banking segment financial results for the year ended December 31, 2011 include the following:

Segment income before taxes for the year ended December 31, 2011 was \$30.6 million compared to loss of \$202.5 million for 2010 and loss of \$141.3 million for the year ended December 31, 2009.

Net interest income for the year ended December 31, 2011 was \$190.5 million compared to \$210.9 million and \$187.9 million for the years ended December 31, 2010 and 2009, respectively. The decrease in net interest income for 2011, compared to 2010, was mainly related to a lower volume of loans driven by loans sales and principal repayments, including the aforementioned sale of loans to CPG/GS with an unpaid principal balance of \$510.2 million, of which approximately 45% was in accruing status in 2010. Continued pressures in net interest margins associated to the level of non-performing loans also contributed to the decrease in net interest income in this segment, partially offset by lower interest rates charged by other business segments due to reductions in the average cost of funding. The increase in net interest income for 2010, compared to 2009, was mainly related to lower interest rates charged by other business segments due to the overall decrease in the average cost of funding and due to higher spreads on loan renewals and improved pricing. As previously stated, the Corporation has been increasing the use of interest rate floors in new and renegotiated commercial loan agreements.

The provision for loan losses for 2011 was \$118.5 million compared to \$359.4 million and \$290.1 million for 2010 and 2009, respectively. The decrease in 2011, compared to 2010, was mainly related to lower provisions for construction and commercial mortgage loans. The provision for construction loans in Puerto Rico decreased by \$210.7 million in 2011, as compared to 2010, driven by reductions in non-performing and adversely classified loans reflected in lower charges to specific reserves. Decreases in historical loss rates and lower charges to specific reserves caused a reduction of \$42.0 million in the provision for commercial mortgage loans in Puerto Rico. The provision for this segment in 2010 includes \$102.9 million associated with loans transferred to held for sale that were

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subsequently sold to CPG/GS early in 2011. The increase in 2010 was mainly related to the aforementioned \$102.9 million charge to the provision associated with loans transferred to held for sale. Excluding the provision relating to loans transferred to held for sale, the provision decreased by \$33.6 million. The decrease was mainly related to a reduction in the provision for the C&I loan portfolio attributable to the slower migration of loans to non-performing and/or impaired status, the overall reduction in the C&I portfolio size and the determination that lower reserves were required for certain loans that were individually evaluated for impairment in 2010, based on the underlying value of the collateral, when compared to the reserves required for these loans in periods prior to 2010. Refer to the *Provision for Loan and Lease Losses* discussion above and to the *Risk Management Allowance for Loan and Lease Losses and Non-performing Assets* discussion below for additional information with respect to the credit quality of the Corporation's commercial and construction loan portfolio.

Total non-interest income for the year ended December 31, 2011 amounted to \$8.6 million compared to non-interest income of \$9.0 million and \$5.7 million for the years ended December 31, 2010 and 2009, respectively. The slight decrease in non-interest income for 2011, compared to 2010, was mainly attributable to lower underwriting fees from broker-dealer activities, as fewer deals were closed in 2011, combined with lower non-deferrable loan fees. Partially offsetting, these decreases was an increase in cash management fees from corporate customers. The increase in non-interest income for 2010, compared to 2009, was mainly attributable to fees and commissions earned by broker-dealer activities that were concentrated in providing underwriting and financial advisory services to government entities in Puerto Rico. Also, an increase in cash management fees from corporate customers and higher non-deferrable loans fees such as agent, commitment and drawing fees from commercial customers contributed to the increase in non-interest income in 2010.

Direct non-interest expenses for 2011 were \$50.0 million compared to \$63.0 million and \$44.9 million for 2010 and 2009, respectively. The decrease for 2011, compared to 2010, was primarily due to the \$13.3 million decrease in the provision for probable losses on off-balance sheet exposures, mainly unfunded loans commitments and letters of credit. A charge of \$7.1 million was recorded in 2010 compare to reserve releases of approximately \$6.2 million recorded in 2011 mainly related to the non-performing construction loans sold to CPG/GS early in 2011 and further decreases in adversely classified construction and commercial loans. In addition, the decrease was related to the portion of the decrease in the FDIC deposit insurance premium allocated to this segment and lower losses in the valuation and sales of REO commercial properties. The increase for 2010 was primarily due to the portion of the increase in the FDIC deposit insurance premium allocated to this segment; this was partially offset by a reduction in compensation expense. Also, for 2010 higher losses on REO operations contributed to the increase in expenses due to write-downs and higher costs associated with a larger inventory as well as higher professional service fees and an increase in the provision for unfunded loan commitments.

Mortgage Banking

The Mortgage Banking segment conducts its operations mainly through FirstBank and its mortgage origination subsidiary, FirstMortgage. These operations consist of the origination, sale and servicing of a variety of residential mortgage loans products. Originations are sourced through different channels such as FirstBank branches, mortgage bankers and in association with new project developers. FirstMortgage focuses on originating residential real estate loans, some of which conform to Federal Housing Administration (FHA), Veterans Administration (VA) and Rural Development (RD) standards. Loans originated that meet FHA standards qualify for the FHA's insurance program whereas loans that meet VA and RD standards are guaranteed by their respective federal agencies.

Mortgage loans that do not qualify under these programs are commonly referred to as conventional loans. Conventional real estate loans could be conforming and non-conforming. Conforming loans are residential real estate loans that meet the standards for sale under the Fannie Mae (FNMA) and Freddie Mac (FHLMC) programs whereas loans that do not meet those standards are referred to as non-conforming residential real estate loans. The Corporation's strategy is to penetrate markets by providing customers with a variety of high quality mortgage products to serve their financial needs faster and simpler and at competitive prices. The Mortgage Banking segment also acquires and sells mortgages in the secondary markets. Residential real estate conforming loans are sold to investors like FNMA and FHLMC. In December 2008, the Corporation obtained Commitment Authority from GNMA to issue GNMA mortgage-backed securities. Under this program, since early 2009, the Corporation has been securitizing FHA/VA mortgage loan production into the secondary market.

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The highlights of the Mortgage Banking segment financial results for the year ended December 31, 2011 include the following:

Segment income before taxes for the year ended December 31, 2011 was \$7.2 million compared to a loss of \$38.9 million for 2010 and loss of \$14.3 million for the year ended December 31, 2009.

Net interest income for the year ended December 31, 2011 was \$56.9 million compared to \$63.8 million and \$39.2 million for the years ended December 31, 2010 and 2009, respectively. The decrease in net interest income for 2011 was mainly related to the sale of approximately \$518 million of performing residential mortgage loans to another financial institution, partially offset by a decrease in the average cost of funding. The increase in net interest income for 2010 was mainly related to the decrease in the average cost of funding and, to a lesser extent, reductions in non-performing loans levels. The Mortgage banking portfolio is principally composed of fixed-rate residential mortgage loans tied to long-term interest rates that are financed with shorter-term borrowings, thus positively affected in a declining interest rate scenario as the one prevailing in 2010.

The provision for loan and lease losses for 2011 was \$33.7 million compared to \$76.9 million and \$29.7 million for the years ended December 31, 2010 and 2009, respectively. The decrease in 2011 was mainly related to improvements in delinquency and charge-offs trends. The increase in 2010 was driven by negative trends in loss rates and falling property values confirmed by recent appraisals and/or broker price opinions. The reserve factors for residential mortgage loans were recalibrated in 2010 as part of further segmentation and analysis of this portfolio for purposes of computing the required specific and general reserves. The review included the incorporation of updated loss factors to loans expected to liquidate considering the expected realization of the values of similar assets at disposition.

Non-interest income for the year ended December 31, 2011 was \$22.3 million compared to \$13.2 million and \$8.5 million for the years ended December 31, 2010 and 2009, respectively. The increase in 2011, compared to 2010, was mainly related to \$12.1 million in gains recorded for completed bulk sales of approximately \$518 million of performing residential mortgage loans, partially offset by higher temporary impairments on the value of servicing assets. The increase in 2010, compared to 2009, was due to gains (including the recognition of servicing rights) of \$12.1 million recorded on the sale of approximately \$174.3 million of residential mortgage loans in the secondary market, compared to gains of \$7.4 million on the sale of approximately \$117.0 million of residential mortgage loans during 2009.

Direct non-interest expenses in 2011 were \$38.3 million compared to \$39.0 million and \$32.3 million for 2010 and 2009, respectively. The decrease in 2011, compared to 2010, was also mainly related to the portion of the FDIC deposit insurance premium allocated to this segment, and a decrease in marketing expenses. The increase in 2010 was also mainly related to the portion of the FDIC deposit insurance premium allocated to this segment, higher losses on REO operations associated with a higher volume of repossessed properties and write-downs to the value of REO properties.

Treasury and Investments

The Treasury and Investments segment is responsible for the Corporation's treasury and investment management functions. In the treasury function, which includes funding and liquidity management, this segment sells funds to the Commercial and Corporate Banking segment, the Mortgage Banking segment, and the Consumer (Retail) Banking segment to finance their respective lending activities and purchase funds gathered by those segments and from the United States Operations segment. Funds not gathered by the different business units are obtained by the Treasury Division through wholesale channels, such as brokered deposits, Advances from the FHLB, repurchase agreements with investment securities, among others.

Since the Corporation is a net borrower of funds, the securities portfolio does not result from the investment of excess funds. The securities portfolio is a leverage strategy for the purposes of liquidity management, interest rate management and earnings enhancement.

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The interest rates charged or credited by Treasury and Investments are based on market rates.

The highlights of the Treasury and Investments segment financial results for the year ended December 31, 2011 include the following:

Segment loss before taxes for the year ended December 31, 2011 amounted to \$27.7 million compared to income of \$18.9 million for 2010 and income of \$171.4 million for the year ended December 31, 2009.

Net interest loss for the year ended December 31, 2011 was \$63.6 million compared to net interest loss of \$30.5 million and net interest income of \$94.4 million for the years ended December 31, 2010 and 2009, respectively. The higher net interest loss for 2011, compared to 2010, was mainly attributed to the deleverage of the investment securities portfolio (refer to the Financial and Operating Data Analysis Investment Activities discussion below for additional information about investment sales and calls in 2011) and due to the decrease in the amount credited to this segment due to the reductions in wholesale funding and lower interest rates. The decrease in 2010 was also mainly attributed to the deleverage of the investment securities portfolio, the decrease in the amount credited to this segment due to the reductions in wholesale funding and lower interest rates, and the effect of maintaining higher than historical levels of liquidity, which affected the Corporation's net interest margin during 2010.

Non-interest income for the year ended December 31, 2011 amounted to \$41.6 million compared to income of \$55.2 million and of \$84.4 million for the years ended December 31, 2010 and 2009, respectively. The decrease in 2011, compared to 2010, reflects the impact in 2010 of a \$10.7 million gain on the sale of VISA Class C shares and a lower volume of sales of investment securities. Excluding the impact of the balance sheet restructuring transactions discussed above, there was a \$4.0 million decrease in gains from sale of investments. The Corporation recorded in 2011 a gain of \$38.6 million on the sale of approximately \$640 million of MBS and a gain of \$3.5 million attributable to the tender offer by the Puerto Rico Housing Finance Authority. Meanwhile, in 2010 the Corporation recorded a gain of \$44.1 million on the sale of approximately \$903 million of MBS and a \$2.0 million gain on the sale of approximately \$250 million of U.S. Treasury Notes. The decrease in 2010, compared to 2009, was mainly related to lower gains on the sale of investment securities as the Corporation realized gains of approximately \$46.1 million on the sale of approximately \$1.2 billion of investment securities, mainly U.S. agency MBS, compared to the \$82.8 million gain recorded in 2009.

Direct non-interest expenses for 2011 were \$5.7 million compared to \$5.9 million and \$7.4 million for 2010 and 2009, respectively. The decrease in 2011, compared to 2010, mainly attributed to lower local regulatory examination fees attributed to the decrease in the investment portfolio and lower compensation expenses. The decrease in 2010, compared to 2009, was mainly associated with professional service fees.

United States Operations

The United States Operations segment consists of all banking activities conducted by FirstBank in the United States mainland. FirstBank provides a wide range of banking services to individual and corporate customers primarily in southern Florida through its ten branches. Our success in attracting core deposits in Florida has enabled us to become less dependent on brokered deposits. The United States Operations segment offers an array of both retail and commercial banking products and services. Consumer banking products include checking, savings and money market accounts, retail CDs, internet banking services, residential mortgages, home equity loans and lines of credit, automobile loans and credit cards through an alliance with a nationally recognized financial institution, which bears the credit risk. Deposits gathered through FirstBank's branches in the United States also serve as one of the funding sources for lending and investment activities.

The commercial banking services include checking, savings and money market accounts, CDs, internet banking services, cash management services, remote data capture and automated clearing house, or ACH, transactions. Loan products include the traditional commercial and industrial and commercial real estate products, such as lines of credit, term loans and construction loans.

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The highlights of the United States operations segment financial results for the year ended December 31, 2011 include the following:

Segment loss before taxes for the year ended December 31, 2011 was \$36.0 million compared to a loss of \$145.8 million and a loss of \$222.3 million for the years ended December 31, 2010 and 2009, respectively.

Net interest income for the year ended December 31, 2011 was \$21.5 million compared to \$15.2 million and \$2.6 million for the years ended December 31, 2010 and 2009, respectively. The increase in 2011, as compared to 2010, was mainly related to higher charges made to operating segments in Puerto Rico as a significant portion of the increase in the core deposit base was related to the Corporation's operations in the United States. The increase in 2010 was mainly related to a higher amount of assets financed by a larger core deposit base at lower rates than brokered CDs that funded a portion of assets during 2009 and also due to higher charges made to operating segments in Puerto Rico. The Corporation reduced the reliance on brokered CDs during 2010 and, as of December 31, 2010, the entire United States operations are funded by deposits gathered through the branch network in Florida and from advances from the FHLB. Also, lower reversals of interest income due to the lower level of inflows of loans to non-accruing status contributed to the improvement in net interest income.

The provision for loan losses for 2011 was \$28.2 million compared to \$119.5 million and \$188.7 million for 2010 and 2009, respectively. The decrease in 2011, compared to 2010, was mainly related to declines in the provision for construction, commercial mortgage and residential mortgage loans. The provision for construction loans in the United States decreased by \$61.6 million in 2011 driven by lower charges to specific reserves on a reduced level of loans driven by sales of non-performing loans over the last two years. This portfolio has been reduced significantly over the last two years from \$299.5 million at the beginning of 2010 to \$23.6 million at the end of 2011. The provision for commercial mortgage loans decreased by \$22.5 million in 2011 mainly attributed to improved loss rates resulting from a decline in net charge-offs, while the provision for residential mortgage loans decreased by \$8.6 million driven by lower charge-offs and non-performing levels. The decrease in 2010, as compared to 2009, was mainly related to the construction loan portfolio and reflected lower charges to specific reserves, the slower migration of loans to non-performing status and the overall reduction of the Corporation's exposure to construction loans in Florida. The provision for construction loans in the United States decreased by \$68.4 million in 2010 as the non-performing construction loans portfolio in this region decreased by 79% to \$49.6 million, compared to \$246.3 million as of December 31, 2009. Refer to the Provision for Loan and Lease Losses discussion above and to the Risk Management Allowance for Loan and Lease Losses and Non-performing Assets discussion below for additional information with respect to the credit quality of the loan portfolio in the United States.

Total non-interest income for the year ended December 31, 2011 amounted to \$1.3 million compared to non-interest income of \$0.9 million and non-interest income of \$1.5 million for the years ended December 31, 2010 and 2009, respectively. The increase in non-interest income in 2011, compared to 2010, was mainly related to loan securitization activities. The decrease in non-interest income for 2010, compared to 2009, was mainly related to the sale of corporate bonds in 2009 on which the Corporation realized a gain of \$0.9 million.

Direct non-interest expenses in 2011 were \$30.5 million compared to \$42.3 million and \$37.7 million for 2009 and 2008, respectively. The decrease in 2011, compared to 2010, was mainly related to lower losses on the sale of REO properties, a decrease in legal fees associated with collections and foreclosures procedures and a decrease in the FDIC insurance premium expense. The increase in 2010 was driven by increases in the FDIC insurance premium expense, higher losses on REO operations and increases in professional service fees.

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Virgin Islands Operations

The Virgin Islands Operations segment consists of all banking activities conducted by FirstBank in the U.S. and British Virgin Islands, including retail and commercial banking services, with a total of fourteen branches serving the U.S. Virgin Islands of St. Thomas, St. Croix and St. John, and the British Virgin Islands of Tortola and Virgin Gorda. The Virgin Islands Operations segment is driven by its consumer, commercial lending and deposit-taking activities. Since 2005, FirstBank has been the largest bank in the U.S. Virgin Islands measured by total assets.

Loans to consumers include auto, boat, lines of credit, personal loans and residential mortgage loans. Deposit products include interest bearing and non-interest bearing checking and savings accounts, Individual Retirement Accounts (IRA) and retail certificates of deposit. Retail deposits gathered through each branch serve as the funding sources for the lending activities.

The highlights of the Virgin Islands operations segment financial results for the year ended December 31, 2011 include the following:

Segment loss before taxes for the year ended December 31, 2011 was \$13.9 million compared to income of \$3.2 million and income of \$0.7 million for the years ended December 31, 2010 and 2009, respectively.

Net interest income for the year ended December 31, 2011 was \$49.9 million compared to \$61.2 million and \$61.1 million for the years ended December 31, 2010 and 2009, respectively. The decrease in net interest income in 2011, compared to 2010, was mainly related to the increase of \$94.1 million in non-performing construction loans and the overall decrease in the residential and consumer loan portfolios. The increase in net interest income in 2010 was primarily due to the decrease in the cost of funding due to maturing CDs renewed at lower prevailing rates and reductions in rates paid on interest-bearing and savings accounts due to the decline in market interest rates.

The provision for loan and lease losses for 2011 increased by \$10.9 million compared to the same period in 2010 and increased by \$1.9 million when comparing 2010 with the same period in 2009. The increase in 2011, compared to 2010, was mainly related to charges to the specific reserve assigned to a \$100 million construction loan relationship placed in non-accrual status early in 2011. The increase in the provision for 2010 was mainly associated with the construction loan portfolio and in particular related with charges to specific reserves of \$6.4 million allocated to one construction project classified as impaired loan during 2010. This was partially offset by decreases in general reserve factors allocated to this loan portfolio that incorporate the significantly lower historical charge-offs in this region. .

Non-interest income for the year ended December 31, 2011 was \$10.7 million compared to \$10.7 million and \$10.2 million for the years ended December 31, 2010 and 2009, respectively. The amount for 2011 remained almost unchanged, compared to 2010, reflecting a slight increase in revenues from mortgage banking activities driven by a higher volume of loan sales, offset by lower service charges on deposit accounts. The increase for 2010, as compared to 2009, was mainly related to higher fees on loans related to credit facilities to the Virgin Islands government.

Direct non-interest expenses for the year ended December 31, 2011 were \$36.5 million compared to \$41.6 million and \$45.4 million for the years ended December 31, 2010 and 2009, respectively. The decrease in 2011, compared to 2010, was mainly related to the decrease in the FDIC insurance premium expense and decreases in compensation and related expenses and in occupancy-related costs such as rental and depreciation expenses. The decrease in 2010, as compared to 2009, was mainly due to reductions in compensation, mainly due to headcount, overtime and bonuses reductions, and reductions in occupancy costs and business promotion expenses.

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The following table presents an average balance sheet of the Corporation for the following years:

	2011	December 31, 2010 (In thousands)	2009
ASSETS			
Interest-earning assets:			
Money market & other short-term investments	\$ 567,548	\$ 778,412	\$ 182,205
Government obligations	1,350,505	1,368,368	1,345,591
Mortgage-backed securities	1,181,183	2,658,279	4,254,044
Corporate bonds	2,000	2,000	4,769
FHLB stock	43,676	65,297	76,982
Equity securities	1,377	1,481	2,071
Total investments	3,146,289	4,873,837	5,865,662
Residential mortgage loans	2,944,367	3,488,037	3,523,576
Construction loans	616,980	1,315,794	1,590,309
Commercial loans	5,849,444	6,190,959	6,343,635
Finance leases	263,403	299,869	341,943
Consumer loans	1,357,381	1,506,448	1,661,099
Total loans	11,031,575	12,801,107	13,460,562
Total interest-earning assets	14,177,864	17,674,944	19,326,224
Total non-interest-earning assets ⁽¹⁾	177,852	196,098	480,998
Total assets	\$ 14,355,716	\$ 17,871,042	\$ 19,807,222
LIABILITIES AND STOCKHOLDERS EQUITY			
Interest-bearing liabilities:			
Interest-bearing checking accounts	\$ 1,014,280	\$ 1,057,558	\$ 866,464
Savings accounts	2,032,665	1,967,338	1,540,473
Certificates of deposit	2,260,106	1,909,406	1,680,325
Brokered CDs	5,134,699	7,002,343	7,300,696
Interest-bearing deposits	10,441,750	11,936,645	11,387,958
Loans payable ⁽²⁾		299,589	643,618
Other borrowed funds	1,459,476	2,436,091	3,745,980
FHLB advances	467,522	888,298	1,322,136
Total interest-bearing liabilities	12,368,748	15,560,623	17,099,692
Total non-interest-bearing liabilities ⁽³⁾	862,420	863,215	852,943
Total liabilities	13,231,168	16,423,838	17,952,635
Stockholders equity:			
Preferred stock	341,658	744,585	909,274

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Common stockholders' equity	782,890	702,619	945,313
Stockholders' equity	1,124,548	1,447,204	1,854,587
Total liabilities and stockholders' equity	\$ 14,355,716	\$ 17,871,042	\$ 19,807,222

(1) Includes the allowance for loan and lease losses and the valuation on investment securities available-for-sale.

(2) Consists of short-term borrowings under the FED Discount Window Program.

(3) Includes changes in fair value of liabilities elected to be measured at fair value .

The Corporation's total average assets were \$14.4 billion and \$17.9 billion as of December 31, 2011 and 2010, respectively, a decrease for 2011 of \$3.5 billion or 20% as compared to 2010. The decrease in average assets was due to: (i) a decrease of \$1.8 billion in average loans reflecting the sale of loans to CPG/GS with a principal balance of \$510.2 million, additional sales in 2011 of C&I and construction non-performing loans with an unpaid principal balance of \$110.9 million, bulk sales of \$518 million of performing residential mortgage loans to another financial institution, and charge-offs and prepayments, and (ii) a decrease of \$1.7 billion in average investment securities, mainly due to sales of mortgage-backed securities over the last two years and the utilization of excess liquidity to paydown matured borrowings.

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The Corporation's total average liabilities were \$13.2 billion and \$16.4 billion as of December 31, 2011 and 2010, respectively, a decrease of \$3.2 billion or 19% as compared to 2010. The decrease in average liabilities is mainly a result of the Corporation's decision to deleverage its balance sheet by the roll-off of maturing brokered CDs and advances from FHLB combined with the early cancellation of repurchase agreements.

Assets

Total assets as of December 31, 2011 amounted to \$13.1 billion, a decrease of \$2.5 billion compared to \$15.6 billion as of December 31, 2010. The Corporation continued to deleverage its balance sheet and total loans decreased by \$1.3 billion mainly attributed to loan sales, including the sale of \$518 million of performing residential mortgage loans to another financial institution and the aforementioned sale of a pool of loans, mainly adversely classified loans, with a book value of \$269 million to CPG/GS Charge-offs, sales of trouble assets in Florida and Puerto Rico, foreclosures and prepayments also contributed to a lower loan portfolio. In addition, there was a decrease of \$1.3 billion in investment securities driven by sales and prepayments of U.S. agency MBS, sales of low yielding U.S. Treasury Notes and, U.S. agency debt securities called prior to maturity. The Corporation used proceeds from sales of loans and securities to paydown maturing brokered CDs and for the early cancellation of repurchase agreements. The decrease in assets is consistent with the Corporation's deleveraging, de-risking and balance sheet repositioning strategies, to among other things, improve its capital position during 2011 and enhance net interest margins in the future.

Loans Receivable, including loans held for sale

The following table presents the composition of the loan portfolio including loans held for sale as of year-end for each of the last five years.

<i>(In thousands)</i>	2011	2010	2009	2008	2007
Residential mortgage loans	\$ 2,873,785	\$ 3,417,417	\$ 3,595,508	\$ 3,481,325	\$ 3,143,497
Commercial loans:					
Commercial mortgage loans	1,565,411	1,670,161	1,693,424	1,635,978	1,353,439
Construction loans	427,863	700,579	1,492,589	1,526,995	1,454,644
Commercial and Industrial loans	3,856,695	3,861,545	4,927,304	3,757,508	3,156,938
Loans to local financial institutions collateralized by real estate mortgages and pass-through trust certificates	273,821	290,219	321,522	567,720	624,597
Total commercial loans	6,123,790	6,522,504	8,434,839	7,488,201	6,589,618
Finance leases	247,003	282,904	318,504	363,883	378,556
Consumer loans	1,314,814	1,432,611	1,579,600	1,744,480	1,667,151
Total loans held for investment	10,559,392	11,655,436	13,928,451	13,077,889	11,778,822
Less:					
Allowance for loan and lease losses	(493,917)	(553,025)	(528,120)	(281,526)	(190,168)
Total loans held for investment, net	10,065,475	11,102,411	13,400,331	12,796,363	11,588,654
Loans held for sale	15,822	300,766	20,775	10,403	20,924
Total loans, net	\$ 10,081,297	\$ 11,403,177	\$ 13,421,106	\$ 12,806,766	\$ 11,609,578

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As of December 31, 2011, the Corporation's total loans, net of allowance, decreased by \$1.3 billion, when compared with the balance as of December 31, 2010. All major loan categories decreased from 2010 levels, driven by sales of both performing and non-performing loans combined with charge-offs and principal repayments and a lower volume of loan originations.

As discussed in detail in the executive overview section, early in 2011 the Corporation completed the sale of a pool of loans with a book value of \$269.3 million, mainly adversely classified and non-performing loans, to CPG/GS. In addition, the Corporation completed bulk sales of \$518 million of performing residential mortgage loans to another financial institution in 2011 and sold two large non-performing relationships with an aggregate book value of approximately \$70 million (charge-offs of \$8.9 million at the time of sale were recorded for these loans in 2011).

As shown in the table above, the 2011 loans held for investment portfolio was comprised of commercial (58%), residential real estate (27%), and consumer and finance leases (15%). Of the total gross loans held for investment portfolio of \$10.6 billion as of December 31, 2011, approximately 84% has credit risk concentration in Puerto Rico, 8% in the United States (mainly in the state of Florida) and 8% in the Virgin Islands, as shown in the following table:

As of December 31, 2011	Puerto Rico	Virgin Islands	United States	Total
	(In thousands)			
Residential mortgage loans	\$ 2,179,690	\$ 405,730	\$ 288,365	\$ 2,873,785
Commercial mortgage loans	1,066,571	65,075	433,765	1,565,411
Construction loans	258,785	145,519	23,559	427,863
Commercial and Industrial loans	3,579,784	232,116	44,795	3,856,695
Loans to a local financial institution collateralized by real estate mortgages	273,821			273,821
Total commercial loans	5,178,961	442,710	502,119	6,123,790
Finance leases	247,003			247,003
Consumer loans	1,226,277	57,369	31,168	1,314,814
Total loans held for investment	\$ 8,831,931	\$ 905,809	\$ 821,652	\$ 10,559,392
Loans held for sale	12,955	2,867		15,822
Total loans, gross	\$ 8,844,886	\$ 908,676	\$ 821,652	\$ 10,575,214

First BanCorp relies primarily on its retail network of branches to originate residential and consumer loans. The Corporation supplements its residential mortgage originations with wholesale servicing released mortgage loan purchases from mortgage bankers. The Corporation manages its construction and commercial loan originations through centralized units and most of its originations come from existing customers as well as through referrals and direct solicitations.

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The following table sets forth certain additional data (including loan production) related to the Corporation's loan portfolio net of the allowance for loan and lease losses for the dates indicated:

	For the Year Ended December 31,				
	2011	2010	2009	2008	2007
	(In thousands)				
Beginning balance	\$ 11,403,177	\$ 13,421,106	\$ 12,806,766	\$ 11,609,578	\$ 11,105,684
Residential real estate loans originated and purchased	563,138	526,389	591,889	690,365	715,203
Construction loans originated and purchased	93,183	175,260	433,493	475,834	678,004
C&I and Commercial mortgage loans originated and purchased	1,480,192	1,706,604	3,153,278	2,175,395	1,898,157
Finance leases originated	83,651	90,671	80,716	110,596	139,599
Consumer loans originated and purchased	493,511	508,577	514,774	788,215	653,180
Total loans originated and purchased	2,713,675	3,007,501	4,774,150	4,240,405	4,084,143
Sales and securitizations of loans	(1,175,463)	(529,413)	(464,705)	(164,583)	(147,044)
Repayments and prepayments	(2,422,071)	(3,704,221)	(3,010,857)	(2,589,120)	(3,084,530)
Other decreases ^{(1) (2)}	(438,021)	(791,796)	(684,248)	(289,514)	(348,675)
Net (decrease) increase	(1,321,880)	(2,017,929)	614,340	1,197,188	503,894
Ending balance	\$ 10,081,297	\$ 11,403,177	\$ 13,421,106	\$ 12,806,766	\$ 11,609,578
Percentage (decrease) increase	(11.59)%	(15.04)%	4.80%	10.31%	4.54%

(1) Includes the change in the allowance for loan and lease losses and cancellation of loans due to the repossession of the collateral.

(2) For 2008, is net of \$19.6 million of loans from the acquisition of Virgin Islands Community Bank (VICB). For 2007, includes the recharacterization of securities collateralized by loans of approximately \$183.8 million previously accounted for as a secured commercial loan with a former financial institution.

Residential Real Estate Loans

As of December 31, 2011, the Corporation's residential real estate loan portfolio held for investment decreased by \$543.6 million as compared to the balance as of December 31, 2010. The majority of the Corporation's outstanding balance of residential mortgage loans consists of fixed-rate, fully amortizing, full documentation loans. In accordance with the Corporation's underwriting guidelines, residential real estate loans are mostly fully documented loans, and the Corporation is not actively involved in the origination of negative amortization loans or adjustable-rate mortgage loans. The decrease was a combination of sales of approximately \$518 million of performing loans to another financial institution, and sales of \$118.8 million to FNMA and FHLMC in the secondary market. Charge-offs of \$39.0 million, foreclosures and paydowns also contributed to the decrease.

Residential real estate loan production and purchases for the year ended December 31, 2011 increased by \$36.7 million, compared to the same period in 2010 and decreased by \$65.5 million for 2010, compared to the same period in 2009. Residential real estate loans represent 21% of total loans originated and purchased for 2011. The Corporation's strategy is to penetrate markets by providing customers with a variety of high quality mortgage products. The Corporation's residential mortgage loan originations continued to be driven by FirstMortgage, its mortgage loan origination subsidiary. FirstMortgage supplements its internal direct originations through its retail network with an indirect business strategy. The Corporation established in 2005 a strategic program to purchase ongoing residential mortgage loan production from mortgage bankers in Puerto Rico. Purchases of \$180.7 million in 2011 were mainly conforming residential mortgage loans. Purchases of conforming residential mortgage loans provide the Corporation the flexibility to retain or sell the loans, including through securitization transactions depending upon whether the Corporation wants to retain high yielding loans and improve net interest margins or generate profits by selling loans. When the Corporation sells such loans, it generally keeps the servicing of the loans.

Commercial and Construction Loans

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As of December 31, 2011, the Corporation's commercial and construction loan portfolio held for investment decreased by \$398.7 million, as compared to the balance as of December 31, 2010, due mainly to \$218.7 million in charge-offs, principal repayments and the sale of approximately \$70 million of two large non-performing loans. The Corporation's commercial loans are primarily variable and adjustable-rate loans.

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Total commercial and construction loans originated amounted to \$1.6 billion for 2011, a decrease of \$308.5 million when compared to originations during 2010. The decrease in commercial and construction loan production for 2011, compared to 2010, was mainly related to credit facilities extended to the Puerto Rico and Virgin Islands government. Origination related to government entities amounted to \$438.8 million in 2011 compared to \$702.6 million in 2010.

On February 16, 2011, FirstBank sold an asset portfolio consisting of performing and non-performing construction, commercial mortgage and C&I loans with an aggregate book value of \$269.3 million to CPG/GS. In exchange for the sale, the Corporation received \$88.5 million in cash and a 35% subordinated interest in CPG/GS. In connection with the sale, FirstBank provided seller financing to CPG/GS in the amount of \$136.1 million under 7-year loan that bears variable interest at 30-day LIBOR plus 300 basis points and is secured by a pledge of all of the acquiring entity's assets as well as the 65% ownership interest of the majority owner of CPG/GS, PRLP Ventures LLC (PRLP). As of December 31, 2011, the carrying amount of the loan is \$126.7 million and is included in the Corporation's C&I loan receivable portfolio; the carrying value of FirstBank's equity interest in CPG/GS is \$43.4 million as of December 31, 2011, accounted under the equity method and included as part of Investment in unconsolidated entities in the Consolidated Statements of Financial Condition. The 35% interest of FirstBank in CPG/GS is subordinated to PRLP's priority right to recover its initial investment and receive a priority return of 12%. Accordingly, FirstBank's equity interest in CPG/GS is subject to the risk of loss depending upon the performance of the transferred loans. Refer to Note 13 to the Corporation's audited financial statements for the year ended December 31, 2011 included in Item 8 of this Form 10-K for additional information about the determination of the value of the FirstBank's investment in CPG/GS.

FirstBank also provided an \$80 million advance facility to CPG/GS to fund unfunded commitments and costs to complete projects under construction, which was fully disbursed in the year ended December 31, 2011, and a \$20 million working capital line of credit to fund certain expenses of CPG/GS. These loans bear variable interest at 30-day LIBOR plus 300 basis points. As of December 31, 2011, the carrying value of the advance facility and working capital line were \$74.5 million and \$0, respectively, and are included in the Corporation's C&I loan receivable portfolio.

As of December 31, 2011, the Corporation had \$360.1 million outstanding of credit facilities granted to the Puerto Rico Government and/or its political subdivisions, up from \$325.1 million as of December 31, 2010, and \$139.4 million granted to the Virgin Islands government, up from \$84.3 million as of December 31, 2010. A substantial portion of these credit facilities are obligations that have a specific source of income or revenues identified for their repayment, such as property taxes collected by the central Government and/or municipalities. Another portion of these obligations consists of loans to public corporations that obtain revenues from rates charged for services or products, such as electric power and water utilities. Public corporations have varying degrees of independence from the central Government and many receive appropriations or other payments from it. The Corporation also has loans to various municipalities in Puerto Rico for which the good faith, credit and unlimited taxing power of the applicable municipality have been pledged to their repayment.

Aside from loans extended to the Puerto Rico Government and its political subdivisions, the largest loan to one borrower as of December 31, 2011 in the amount of \$273.8 million is with one mortgage originator in Puerto Rico, Doral Financial Corporation. This commercial loan is secured by individual real-estate loans, mostly 1-4 residential mortgage loans.

Construction loans originations decreased by \$82.1 million in 2011, from \$175.3 million in 2010, due to the strategic decision by the Corporation to reduce its exposure to construction projects in both Puerto Rico and the United States. The Corporation has significantly reduced its exposure to construction loans in its Florida operations and construction loan originations in Puerto Rico are mainly draws from existing commitments. More than 93% of the construction loan originations in 2011 are related to disbursements from previous established commitments and new loans are mainly associated with construction loans to individuals. In Puerto Rico, absorption rates on low income residential projects financed by the Corporation showed signs of improvement during 2010 and 2011 but the market is still under pressure because of an oversupply of housing units compounded by lower demand and diminished consumer purchasing power and confidence.

During 2011, \$111.8 million of commercial construction projects were converted to commercial mortgage loans or commercial loans, of which \$103.6 million are located in Puerto Rico and \$4.7 million in Florida and \$3.5

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million in the Virgin Islands. As a key initiative to increase the absorption rate in residential construction projects, the Corporation has engaged in discussions with developers to review sales strategies and provide additional incentives to supplement the Puerto Rico Government housing stimulus package enacted in September 2010. From September 1, 2010 to December 31, 2012, the Government of Puerto Rico is providing tax and transaction fees incentives to both purchasers and sellers (whether a Puerto Rico resident or not) of new and existing residential property, as well as commercial property with a sales price of no more than \$3 million. Among its provisions, the housing stimulus package provides various types of income and property taxes exemptions as well as reduced closing costs, including:

Purchase/Sale of New Residential Property within the Period

- Any long term capital gain upon the subsequent sale of new residential property will be 100% exempt from the payment of income taxes. The purchaser will have an exemption for five years on the payment of property taxes. The cost of filing stamps and seals are waived for the period.

These benefits will be reduced for the period from July 1, 2012 through December 31, 2012 by 50% that is:

- 50% exemption of real property taxes,
- 50% discount on stamps and rights needed, and
- 50% exemption of the capital gain realized if the property is not the principal residence of the seller.

Purchase/Sale of Existing Residential Property, or Commercial Property with a Sales Price of No More than \$3 Million, within the Period (Qualified Property)

- Any long term capital gain upon selling Qualified Property within the Period will be 100% exempt from the payment of income taxes. Fifty percent of the long term capital gain derived from the future sale of the foregoing property will be exempt from the payment of income taxes, including the basic alternative tax and the alternative minimum tax. Fifty percent of the cost of filing stamps and seals are waived during the period.

These benefits will be reduced for the period from July 1, 2012 through December 31, 2012 by 50% that is:

- 25% discount on stamps and rights needed, and
- 25% exemption of the capital gain realized if the property is not the principal residence of the seller.

Rental Income from Residential Properties

- Income derived from the rental of new or existing residential property will be exempt from income taxes for a period of up to 10 calendar years, commencing on January 1, 2011.

This legislation is aimed to alleviate some of the stress in the construction industry.

The construction loan portfolio held for investment in Puerto Rico decreased by \$178.5 million during 2011 driven mainly by loans converted to permanent financing commercial mortgage and C&I loans and charge-offs of \$46.3 million. In Florida, the construction portfolio decreased by \$55.0 million, driven by the repossession and subsequent sale of the underlying collateral of a \$33.0 million residential project and charge-offs of \$11.5 million in 2011. In the Virgin Islands, the construction portfolio decreased by \$39.2 million mainly due to charge-offs of \$42.8 million associated with two commercial projects.

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The composition of the Corporation's construction loan portfolio held for investment as of December 31, 2011 by category and geographic location follows:

As of December 31, 2011

	Puerto Rico	Virgin Islands	United States	Total
	(In thousands)			
Loans for Residential housing projects				
High Rise (1)	\$ 7,928	\$	\$	\$ 7,928
Mid Rise (2)	26,751	4,939	292	31,982
Single Family detach	36,843	1,505	3,443	41,791
Total for residential housing projects	71,522	6,444	3,735	81,701
Construction Loans to individuals secured by residential properties				
Condo-conversion loans	9,980	7,578		17,558
Loans for commercial projects	44,595	88,979		133,574
Bridge loans residential	42,926			42,926
Bridge loans commercial		25,700	12,697	38,397
Land loans residential	47,299	13,913	7,133	68,345
Land loans commercial	36,533	2,126		38,659
Working Capital	1,648	1,041		2,689
Total before net deferred fees and allowance for loan losses	\$ 259,423	\$ 145,781	\$ 23,565	\$ 428,769
Net deferred fees	(638)	(262)	(6)	(906)
Total construction loan portfolio, gross	258,785	145,519	23,559	427,863
Allowance for loan losses	(51,540)	(29,746)	(10,100)	(91,386)
Total construction loan portfolio, net	\$ 207,245	\$ 115,773	\$ 13,459	\$ 336,477