POPULAR INC
Form 10-Q/A
May 21, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 31, 2003 Commission file number 0 - 13818

POPULAR, INC.
(Exact name of registrant as specified in its charter)

Puerto Rico	66-041-6582
(State of incorporation)	(I.R.S. Employer Identification No.)

Popular Center Building
209 Munoz Rivera Avenue, Hato Rey
San Juan, Puerto Rico 00918
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code (787) 765-9800

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

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

Common Stock $6.00 Par value	132,650,737
(Title of Class)	(Shares Outstanding as of May 14, 2003)

Explanatory Note

The Registrant hereby amends Item 1 of Part I of its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003 solely to correct certain sub-totals in the Consolidated Statements of Cash Flows and the Condensed Consolidating Statement of Cash Flows included in Note 15 to the Corporation's Consolidated Financial Statements for the quarter ended March 31, 2003. These changes do not affect any other items within the financial statements and related notes included in the Quarterly Report on Form 10-Q filed on May 15, 2003.

In order to preserve the nature and character of the disclosures set forth in such items as originally filed, this Amendment No. 1 does not reflect events occurring after the filing of the original Quarterly Report on Form 10-Q on May 15, 2003, or modify or update the disclosures presented in the original Quarterly Report on Form 10-Q, except to reflect the revisions as described above.

POPULAR, INC.

INDEX

FORWARD-LOOKING INFORMATION. This Amended Quarterly Report on Form 10-Q/A contains certain forward-looking statements with respect to the adequacy of the allowance for loan losses, the Corporation's market and liquidity risks and the effect of legal proceedings on Popular, Inc.'s financial condition and results of operations, among others. These forward-looking statements involve certain risks, uncertainties, estimates and assumptions by management. Various factors could cause actual results to differ from those contemplated by such forward-looking statements.

With respect to the adequacy of the allowance for loan losses and market risk, these factors include, among others, the rate of growth in the economy, the relative strength and weakness in the consumer and commercial credit sectors and in the real estate markets, the performance of the stock and bond market and the magnitude of interest rate and foreign currency exchange rate changes.

2

ITEM 1. FINANCIAL STATEMENTS

POPULAR, INC.
CONSOLIDATED STATEMENTS OF CONDITION
(UNAUDITED)

(In thousands, except share information)	MARCH 31, 2003
ASSETS	
Cash and due from banks	$ 689,090
Money market investments:	
Federal funds sold and securities purchased under agreements to resell	1,004,353
Time deposits with other banks	4,056
Bankers' acceptances	51
	1,008,460
Investment securities available-for-sale, at market value:	
Pledged securities with creditors' right to repledge	4,366,111
Other investment securities available-for-sale	5,766,363
Investment securities held-to-maturity, at amortized cost	179,737
Trading account securities, at market value:	
Pledged securities with creditors' right to repledge	464,278
Other trading securities	116,723
Loans held-for-sale, at lower of cost or market	317,041
Loans:	
Loans pledged with creditors' right to repledge	373,034
Other loans	19,446,487
Less - Unearned income	274,680
Allowance for loan losses	383,517
	19,161,324
Premises and equipment	471,777
Other real estate	45,759
Accrued income receivable	202,491
Other assets	689,449
Goodwill	184,068
Other intangible assets	32,620
	$ 33,695,291

LIABILITIES AND STOCKHOLDERS' EQUITY	
Liabilities:	
Deposits:	
Non-interest bearing	$ 3,453,971
Interest bearing	14,183,876
	17,637,847
Federal funds purchased and securities sold under agreements to repurchase	6,642,379
Other short-term borrowings	1,296,394
Notes payable	4,566,492
Other liabilities	609,343
	30,752,455
Subordinated notes	125,000
Preferred beneficial interest in Popular North America's junior subordinated deferrable interest debentures guaranteed by the Corporation	144,000
Commitments and contingencies (See Note 8)	
Minority interest in consolidated subsidiaries	1,240
Stockholders' equity:	
Preferred stock, $25 liquidation value; 10,000,000 shares authorized (7,475,000 issued and outstanding at March 31, 2003)	186,875
Common stock, $6 par value; 180,000,000 shares authorized; 139,254,639 shares issued (December 31, 2002 - 139,133,156; March 31, 2002 - 138,853,580) and 132,552,289 shares outstanding (December 31, 2002 - 132,439,047; March 31, 2002 - 136,459,471)	835,528
Surplus	277,649
Retained earnings	1,372,061
Treasury stock - at cost, 6,702,350 shares (December 31, 2002 - 6,694,109; March 31, 2002 - 2,394,109)	(205,527)
Accumulated other comprehensive income, net of tax of $53,785 (December 31, 2002 - $53,070; March 31, 2002 - $17,197)	206,010
	2,672,596
	$ 33,695,291

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

3

POPULAR, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

Quarters ended

(Dollars in thousands, except per share information)	March 31, 2003	March 31, 2002
INTEREST INCOME:		
Loans	$ 377,933	$ 372,221
Money market investments	7,363	7,785
Investment securities	109,801	112,311
Trading account securities	8,185	3,502
	503,282	495,819
INTEREST EXPENSE:		
Deposits	94,195	112,931
Short-term borrowings	40,789	44,443
Long-term debt	58,537	53,030
	193,521	210,404
Net interest income	309,761	285,415
Provision for loan losses	48,209	54,454
Net interest income after provision for loan losses	261,552	230,961
Service charges on deposit accounts	39,839	38,973
Other service fees	66,426	61,687
Gain (loss) on sale of securities	1,414	(4,010)
Trading account loss	(937)	(1,030)
Derivatives (losses) gains	(10,655)	511
Gain on sales of loans	19,516	17,943
Other operating income	16,557	16,334
	393,712	361,369
OPERATING EXPENSES:		
Personnel costs:		
Salaries	96,036	88,561
Profit sharing	6,245	4,940
Pension and other benefits	30,068	26,801
	132,349	120,302
Net occupancy expenses	20,460	19,030
Equipment expenses	26,350	24,765
Other taxes	9,552	9,549
Professional fees	18,776	17,507
Communications	14,697	13,273
Business promotion	15,970	13,367
Printing and supplies	4,743	4,509
Other operating expenses	18,718	17,321
Amortization of intangibles	2,027	2,543
	263,642	242,166
Income before income tax and minority interest	130,070	119,203
Income tax	30,903	30,148
Net gain of minority interest	(78)	(11)
NET INCOME	$ 99,089	$ 89,044
NET INCOME APPLICABLE TO COMMON STOCK	$ 98,140	$ 86,534
EARNINGS PER COMMON SHARE (BASIC AND DILUTED)	$ 0.74	$ 0.63

DIVIDENDS DECLARED PER COMMON SHARE	$ 0.20	$ 0.20

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

POPULAR, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

(In thousands)	Quarters ended March 31, 2003	2002
Net Income	$ 99,089	$ 89,044
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	(7,789)	(137)
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during the period, net of tax of $1,678 (2002 - ($11,663))	12,811	(51,124)
Less: reclassification adjustment for gains (losses) included in net income, net of tax of $539 (2002 - ($1,562))	875	(2,447)
Net loss on cash flow hedges	(2,302)	(1,128)
Less: reclassification adjustment for losses included in net income, net of tax of ($1,059) (2002 - ($63))	(1,678)	(100)
Cumulative effect of accounting change	--	--
Less: reclassification adjustment for gains included in net income	--	6
Total other comprehensive income (loss), net of tax	$ 3,523	($ 49,848)
Comprehensive income	$ 102,612	$ 39,196

DISCLOSURE OF ACCUMULATED OTHER COMPREHENSIVE INCOME:

(In thousands)	MARCH 31, 2003	December 31, 2002	March 31, 2002
Foreign currency translation adjustment	($ 10,025)	($ 2,236)	($ 1,593)
Unrealized gains on securities	219,561	207,625	32,499
Unrealized losses on derivatives	(3,910)	(3,286)	(950)
Cumulative effect of accounting change	384	384	384
Accumulated other comprehensive income	$ 206,010	$ 202,487	$ 30,340

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

POPULAR, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(In thousands)	For the quarters ende March 31, 2003	200
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 99,089	$ 89,
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	18,726	19,
Provision for loan losses	48,209	54,
Amortization of intangibles	2,027	2,
Net (gain) loss on sales of investment securities	(1,414)	4,
Net loss (gain) on derivatives	10,655	(
Net loss (gain) on disposition of premises and equipment	397	
Net gain on sales of loans, excluding loans held-for-sale	(8,566)	(2,
Net amortization of premiums and accretion of discounts on investments	5,071	4,
Net amortization of deferred loan fees and costs	9,402	4,
Stock options expense	727	
Net decrease in loans held-for-sale	138,281	39,
Net increase in trading securities	(119,365)	(29,
Net increase in accrued income receivable	(17,942)	(4,
Net increase in other assets	183	(29,
Net decrease in interest payable	(12,945)	(9,
Net increase in deferred and current taxes	9,440	11,
Net increase in postretirement benefit obligation	2,477	1,
Net (decrease) increase in other liabilities	(48,643)	9,
Total adjustments	36,720	73,
Net cash provided by operating activities	135,809	162,
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net decrease in money market investments	86,186	104,
Purchases of investment securities held-to-maturity	(140,522)	(132,
Maturities of investment securities held-to-maturity	141,628	524,
Purchases of investment securities available-for-sale	(1,433,982)	(2,113,
Maturities of investment securities available-for-sale	1,720,429	1,111,
Proceeds from sales of investment securities available-for-sale	38,083	809,
Net disbursements on loans	(266,668)	(209,
Proceeds from sales of loans	279,750	221,
Acquisition of loan portfolios	(495,712)	(210,
Acquisition of premises and equipment	(29,943)	(19,

Proceeds from sales of premises and equipment	220	1,
Net cash (used in) provided by investing activities	(100,531)	85,
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in deposits	24,554	161,
Net decrease in federal funds purchased and securities sold under agreements to repurchase	(42,172)	(1,186,
Net (decrease) increase in other short-term borrowings	(407,168)	425,
Net proceeds from notes payable and capital securities	267,639	256,
Dividends paid	(27,440)	(27,
Proceeds from issuance of common stock	3,916	2,
Proceeds from issuance of preferred stock	182,244	
Redemption of preferred stock	--	(102,
Treasury stock acquired	(317)	(
Net cash provided by (used in) financing activities	1,256	(470,
Net increase (decrease) in cash and due from banks	36,534	(222,
Cash and due from banks at beginning of period	652,556	606,
Cash and due from banks at end of period	$ 689,090	$ 383,

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

6

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per share information)

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Popular, Inc. (the Corporation) is a financial holding company offering a full range of financial products and services to consumer and corporate customers through its offices in Puerto Rico, the United States, the Caribbean, including the U.S. and British Virgin Islands, and Central America. The Corporation's subsidiaries are engaged in the following businesses: commercial banking, auto loans and lease financing, mortgage and consumer lending, broker/dealer activities, retail financial services, insurance agency services and information technology, ATM and data processing services through its subsidiaries in Puerto Rico, the United States, the Caribbean and Central America. Note 14 to the unaudited consolidated financial statements presents further information about the Corporation's business segments.

The unaudited consolidated financial statements include the accounts of Popular, Inc. and its subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation. These statements are, in the opinion of management, a fair statement of the results for the periods presented. These results are unaudited, but include all necessary adjustments, of a normal recurring nature, for a fair statement of such results. Certain minor reclassifications have been made to the prior period consolidated financial statements to conform with the 2003 presentation.

NOTE 2 - ACCOUNTING CHANGES

FIN No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others"

FASB's Interpretation No. 45 (FIN No. 45) requires a guarantor to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The provisions for initial recognition are effective for guarantees that are issued or modified after December 31, 2002. The adoption of FIN No. 45 did not have a material impact on the Corporation's financial position and results of operations for the quarter ended March 31, 2003. Refer to Note 8 to the unaudited consolidated financial statements for further information.

FIN No. 46 "Consolidation of Variable Interest Entities"

FASB's Interpretation No. 46 (FIN No. 46) expands upon and strengthens existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of another entity. A variable interest entity is a corporation, partnership, trust, or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. FIN No. 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or is entitled to receive a majority of the entity's residual returns or both. The consolidation requirements of FIN No. 46 apply to variable interest entities created after January 31, 2003. The consolidation requirements apply to older entities in the first fiscal year or interim period beginning after June 15, 2003. The adoption of this Interpretation did not have a significant impact on the Corporation's financial position or results of operations.

SFAS No. 149 "Amendment of Statement 133 on Derivative Instruments and Hedging Activities"

SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 149 (1) clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative discussed in paragraph 6(b) of SFAS No. 133, (2) clarifies when a derivative contains a financing component, (3) amends the definition of an underlying to conform it to language used in FIN No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others", and (4) amends certain

7

other existing pronouncements. Those changes will result in more consistent reporting of contracts as either derivatives or hybrid instruments. SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003, with certain exceptions, and for hedging relationships designated after June 30, 2003. In addition, except for certain situations, all provisions of this Statement should be applied prospectively. Also, the provisions related to forward purchases or sales of when-issued securities or other securities that do not yet exist, should be applied to both existing contracts and new contracts entered into after June 30, 2003. Management is currently evaluating the impact that SFAS No. 149 may have on the Corporation's financial condition or results of operations.

NOTE 3 - INVESTMENT SECURITIES AVAILABLE-FOR-SALE

The amortized cost, gross unrealized gains and losses, approximate market value (or fair value for certain investment securities where no market quotations are available), and contractual maturities of investment securities available-for-sale as of March 31, 2003, December 31, 2002 and March 31, 2002 were as follows:

	AS OF MARCH 31, 2003		
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
U.S. Treasury securities (average maturity of 3 months)	$ 354,931	$ 1,783	-
Obligations of other U.S. Government agencies and corporations (average maturity of 5 years and 9 months)	6,070,056	121,168	$ 24
Obligations of Puerto Rico, States and political subdivisions (average maturity of 7 years and 10 months)	82,541	5,081	
Collateralized mortgage obligations (average maturity of 21 years and 1 month)	2,008,239	9,340	1,53
Mortgage-backed securities (average maturity of 21 years and 7 months)	992,061	37,850	4
Equity securities (without contractual maturity)	247,162	101,371	2
Others (average maturity of 14 years and 11 months)	101,415	1,330	
	$ 9,856,405	$ 277,923	$ 1,85

	AS OF DECEMBER 31, 200		
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
U.S. Treasury securities (average maturity of 6 months)	$ 354,957	$ 5,262	-
Obligations of other U.S. Government agencies and corporations (average maturity of 5 years and 4 months)	6,192,871	125,675	$ 38
Obligations of Puerto Rico, States and political subdivisions (average maturity of 7 years and 10 months)	79,004	4,915	1
Collateralized mortgage obligations (average maturity of 20 years and 6 months)	2,172,117	11,964	27
Mortgage-backed securities (average maturity of 23 years and 5 months)	1,094,276	36,556	15
Equity securities (without contractual maturity)	263,342	77,677	2
Others (average maturity of 16 years and 8 months)	112,342	1,800	
	$10,268,909	$ 263,849	$ 85

8

(In thousands)	AS OF MARCH 31, 2 Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
U.S. Treasury securities (average maturity of 9 months)	$ 560,091	$ 11,706	$ 13
Obligations of other U.S. Government agencies and corporations (average maturity of 4 years and 8 months)	5,070,786	28,385	66,048
Obligations of Puerto Rico, States and political subdivisions (average maturity of 8 years and 8 months)	96,806	3,477	188
Collateralized mortgage obligations (average maturity of 20 years and 5 months)	2,449,183	12,097	7,392
Mortgage-backed securities (average maturity of 22 years and 5 months)	826,041	9,167	6,706
Equity securities (without contractual maturity)	258,313	55,705	14
Others (average maturity of 17 years and 9 months)	97,591	2,175	4
	$9,358,811	$ 122,712	$ 80,365

Securities not due on a single contractual maturity date, such as mortgage-backed securities and collateralized mortgage obligations, are classified in the period of final maturity.

The expected maturities of collateralized mortgage obligations, mortgage-backed securities and certain other securities may differ from their contractual maturities because they may be subject to prepayments or callable features.

Stock that is owned by the Corporation to comply with regulatory requirements, such as Federal Reserve Bank and Federal Home Loan Bank stock, is included as equity securities available-for-sale, at cost.

NOTE 4 - INVESTMENT SECURITIES HELD-TO-MATURITY

The amortized cost, gross unrealized gains and losses, approximate market value (or fair value for certain investment securities where no market quotations are available), and contractual maturities of investment securities held-to-maturity as of March 31, 2003, December 31, 2002 and March 31, 2002 were as follows:

AS OF MARCH 31, 2

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
Obligations of other U.S. Government agencies and corporations (average maturity of 1 month)	$ 37,996	--	--
Obligations of Puerto Rico, States and political subdivisions (average maturity of 11 years and 2 months)	69,809	$ 344	$ 836
Collateralized mortgage obligations (average maturity of 21 years and 5 months)	1,073	--	107
Others (average maturity of 3 years and 11 months)	70,859	351	45
	$179,737	$ 695	$ 988

9

	AS OF DECEMBER 31,		
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
Obligations of other U.S. Government agencies and corporations (average maturity of 1 month)	$ 28,618	$ 4	--
Obligations of Puerto Rico, States and political subdivisions (average maturity of 10 years and 1 month)	80,174	933	$ 186
Collateralized mortgage obligations (average maturity of 21 years and 7 months)	1,126	--	112
Others (average maturity of 2 years and 9 months)	70,833	793	--
	$180,751	$ 1,730	$ 298

	AS OF MARCH 31,		
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealize Losses
Obligations of other U.S. Government agencies and corporations (average maturity of 1 month)	$ 19,902	--	$ 4
Obligations of Puerto Rico, States and political subdivisions (average maturity of 9 years and 10 months)	99,144	$ 2,049	34
Collateralized mortgage obligations (average maturity of			

22 years and 5 months)	1,354	--	82
Others (average maturity of 3 years)	81,622	639	291
	$202,022	$ 2,688	$ 411

Securities not due on a single contractual maturity date, such as mortgage-backed securities and collateralized mortgage obligations, are classified in the period of final maturity.

The expected maturities of collateralized mortgage obligations, mortgage-backed securities and certain other securities may differ from their contractual maturities because they may be subject to prepayments or callable features.

NOTE 5 - PLEDGED ASSETS

Securities and loans were pledged to secure public and trust deposits, securities sold under agreements to repurchase, other borrowings and credit facilities available. The classification and carrying amount of the Corporation's pledged assets, which the secured parties are not permitted to sell or repledge the collateral, were as follows:

(In thousands)	MARCH 31, 2003	December 31, 2002	March 31, 2002
Investment securities available-for-sale	$2,264,548	$2,046,100	$1,939,364
Investment securities held-to-maturity	2,309	3,278	4,215
Loans	3,829,097	3,402,042	2,347,455
	$6,095,954	$5,451,420	$4,291,034

Pledged securities and loans that the creditor has the right by custom or contract to repledge are presented separately in the consolidated statements of condition.

NOTE 6 - DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

In managing its market risk the Corporation enters, to a limited extent, into certain derivatives primarily interest rate swaps, interest rate forwards and future contracts, interest rate caps, swaptions, foreign exchange contracts and interest-rate caps, floors and options embedded in financial contracts.

Futures and forwards are contracts for the delayed delivery of securities in which the seller agrees to deliver on a specified future date, a specified instrument, at a specified price or yield. The Corporation's use of these contracts qualifies for cash flow hedge accounting in accordance with SFAS No. 133, as amended, and therefore changes in the fair value of the derivative are recorded in other comprehensive income. As of March 31, 2003 the total amount (net of tax) included in accumulated other comprehensive income pertaining to forward contracts was an unrealized loss of $367. These contracts have a maximum maturity of 49 days. As of March 31, 2002, the total amount (net of tax) included in accumulated other comprehensive income pertaining to forward contracts was an unrealized loss of $379.

The Corporation purchased interest rate caps as part of securitization transactions in order to limit the interest rate payable to the security holders. The Corporation's use of these contracts qualifies for cash flow hedge accounting in accordance with SFAS No. 133, as amended. As of March 31, 2003, the fair market value of these interest rate caps was $2,140 included in other assets and the amount included in accumulated other comprehensive income was a loss of $3,362. These contracts have a maximum maturity of 6.8 years. As part of these contracts, during the first quarter of 2003 the Corporation reclassified a loss of $414 from other comprehensive income into earnings related to the ineffective portion of changes in fair value of the cash flow hedge and $440 pertaining to the caplets expiration, as referred to in DIG G20, both amounts are included as an increase to interest expense. Assuming no change in interest rates, $1,920 net of tax, of accumulated other comprehensive loss is expected to be reclassified to earnings over the next twelve months as contractual payments are made. As of March 31, 2002, the fair market value of these interest rate caps included in other assets was $3,370, and the amount included in accumulated other comprehensive income was a loss of $571.

During the last quarter of 2002, the Corporation entered into a $25,000 notional amount interest rate swap to convert floating rate debt to fixed rate debt in order to fix the cost of short-term borrowings. This contract qualified for cash flow hedge accounting in accordance with SFAS No. 133, as amended. As of March 31, 2003, the fair market value of the interest rate swap included in other liabilities was a loss of $390, and the amount included in accumulated other comprehensive income was a loss of $181. This contract matures on October 17, 2005.

For cash flow hedges, gains and losses on derivative contracts that are reclassified from accumulated other comprehensive income to current-period earnings are included in the line item in which the hedged item is recorded and in the same period in which the forecasted transaction affects earnings.

The Corporation enters into options on swaps ("swaption") derivative securities, which combine the characteristics of interest rate swaps and options. These swaptions are related to certificates of deposit with returns linked to the Standard & Poor's 500 index through an embedded option, which has been bifurcated from the host contract, and in accordance with SFAS No. 133, as amended, does not qualify for hedge accounting. As of March 31, 2003, the Corporation had a derivative liability of $15,812 representing the fair value of the swaptions, which is included in other liabilities. Also, a derivative liability of $968 which is the fair value of the embedded option and a discount on the certificates of deposit of $13,920 are included in deposits and the changes in the value of these derivatives are recorded in the Statement of Income. As of March 31, 2002, the Corporation had recognized a derivative asset of $5,901 based on the fair value of the swaptions and a derivative liability of $7,586 based on the fair value of the bifurcated option; these amounts are included in other assets and deposits, respectively.

The Corporation uses interest rate swaps to convert floating rate debt to fixed rate debt in order to fix the future cost of the portfolio of short-term borrowings. The specific term and notional amounts of the swaps are determined based on management's assessment of future interest rates, as well as other factors. These swaps do not qualify as hedges in accordance with SFAS No. 133, as amended, and therefore changes in fair value of the derivatives are recorded in the statement of income. For the quarters ended March 31, 2003 and March 31, 2002, the Corporation recognized a loss of $10,655 and a gain of $511, respectively, as a result of the changes in fair value of the non-hedging derivatives.

The interest-rate caps and floors embedded in the interest bearing contracts are clearly and closely related to the economic characteristics of the contracts and therefore, as stated in SFAS No. 133, are not bifurcated from the host contracts.

NOTE 7 - GOODWILL AND OTHER INTANGIBLE ASSETS

SFAS No. 142 requires that goodwill and other indefinite-life intangible assets be tested for impairment at least annually using a two-step process at each reporting unit level. The Corporation's management has defined the reporting units based on legal entity, which is the way that operating decisions are made and performance is measured. For presentation purposes, these reporting units have been aggregated by reportable segments based on the provisions of SFAS No. 131 "Segment Reporting." These segments have been defined as follows: Commercial Banking, Mortgage and Consumer Lending, Auto and Lease Financing and Other. All the operating segments and components that constitute reporting units were determined evaluating the nature of the products and services offered, types of customers, methods used to distribute their products and provide their services, and the nature of their regulatory environment, as well as other similar economic characteristics. Goodwill is assigned to each reporting unit at the time of acquisition.

The changes in the carrying amount of goodwill for the three months ended March 31, 2003, are as follows:

(In thousands)	Commercial Banking	Mortgage and Consumer Lending	Auto and Lease Financing	Other
Balance as of January 1, 2003	$110,482	$ 11,247	$ 6,727	$ 54,509
Goodwill acquired during the period	--	990	--	113
Goodwill written-off during the period	--	--	--	--
Balance as of March 31, 2003	$110,482	$ 12,237	$ 6,727	$ 54,622

As of March 31, 2003, December 31, 2002 and March 31, 2002, goodwill totaled $184,068, $182,965 and $178,501, respectively. The Corporation has no other intangible assets not subject to amortization.

The following table reflects the components of other intangible assets subject to amortization as of March 31, 2003, December 31, 2002 and March 31, 2002:

	MARCH 31, 2003		December 31, 2002		March 31,	
	GROSS	ACCUMULATED	Gross	Accumulated	Gross	Ac

(In thousands)	AMOUNT	AMORTIZATION	Amount	Amortization	Amount	Am
Core Deposits	$87,739	$58,197	$87,739	$56,263	$87,739	
Credit-based customer relationships	--	--	--	--	7,946	
Other customer relationships	2,886	192	2,886	120	--	
Other intangibles	509	125	509	104	202	
Total	$91,134	$58,514	$91,134	$56,487	$95,887	

During the quarter ended March 31, 2003, the Corporation recognized $2,027 in amortization expense related to other intangible assets with definite lives (March 31, 2002 - $2,543).

Certain credit-based customer relationships were fully amortized during the quarter ended June 30, 2002, and as such, their gross amount and accumulated amortization were excluded in that quarter from the accounting records and the tabular disclosure presented above.

The following table presents the estimated aggregate amortization expense of the intangible assets with definite lives that the Corporation has as of March 31, 2003, for each of the following fiscal years:

	(In thousands)
2003	$7,836
2004	7,145
2005	5,543
2006	5,394
2007	3,693

No significant events or circumstances have occurred that would reduce the fair value of any reporting unit below its carrying amount.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

In the normal course of business there are commercial letters of credit and stand-by letters of credit outstanding, which contract amounts at March 31, 2003 were $28,536 and $139,551, respectively (March 31, 2002 - $13,651 and $78,087; December 31, 2002 - $19,564 and $126,383). There are also other commitments outstanding and contingent liabilities, such as commitments to extend credit, which are not reflected in the accompanying financial statements.

In accordance with the recognition provisions of FIN No. 45, during the first quarter of 2003, the Corporation recorded a liability of $300, which represents the fair value of the obligations undertaken in issuing the guarantees under the stand-by letters of credit issued or modified after December 31, 2002. This liability was included as part of "other liabilities" in the Statement of

Condition. The stand-by letters of credit were issued to guarantee the performance of various customers to third parties. The contract amounts in stand-by letters of credit outstanding as of March 31, 2003 and 2002, and December 31, 2002 represent the maximum potential amount of future payments the Corporation could be required to make under the guarantees in the event of nonperformance by the customers. These stand-by letters of credit are used by the customer as a credit enhancement and typically expire without being drawn upon, normally within a year. The Corporation's stand-by letters of credit are secured and in the event of nonperformance by the customers, the Corporation has rights to the underlying collateral provided, which normally includes cash and marketable securities, real estate, receivables and others.

As of March 31, 2003, the Corporation has two outstanding commitments to purchase mortgage loans from other institutions. In 2002, the Corporation entered into a commitment to purchase $100,000 of mortgage loans with the option of purchasing $75,000 in additional loans. The commitment expires on June 30, 2004. As of March 31, 2003, $25,000 in loans had been purchased under this agreement. The other commitment, entered into by the Corporation during the first quarter of 2003, provides for the purchase of $150,000 of mortgage loans with the option of purchasing $50,000 in additional loans. This commitment expires on September 30, 2004. As of March 31, 2003, $50,000 in loans had been purchased under this agreement.

The Corporation fully and unconditionally guarantees certain borrowing obligations issued by certain of the Corporation's wholly-owned subsidiaries approximating $3,491,505 at March 31, 2003 (December 31, 2002 - $3,382,800).

The Corporation is a defendant in a number of legal proceedings arising in the normal course of business. Based on the opinion of legal counsel, management believes that the final disposition of these matters will not have a material adverse effect on the Corporation's financial position or results of operations. Refer to Item 1- Legal Proceedings in Part II - Other Information in this Form 10-Q for further information.

NOTE 9 - STOCK OPTION PLAN

In September 2002, the Corporation opted to use the fair value method for recording stock options as described in SFAS No. 123 "Accounting for Stock-Based Compensation." During the quarter ended March 31, 2003, the Corporation recognized $727 in stock option expense.

The following table summarizes information about stock options outstanding at March 31, 2003:

(Not in thousands)

Exercise Price Range per Share	Options Outstanding	Weighted Average Exercise Price of Options Outstanding	Weighted- Average Remaining Life of Options Outstanding	Options Exercisable
$28.78 - $35.65	892,049	$31.38	9.42 years	149,955

The following table summarizes the stock option activity and related information:

(Not in thousands)	Options Outstanding	Weighted Average Exercise Price
Outstanding at January 1, 2002	26,416	$ 31.39
Granted	423,647	29.11
Exercised	(199)	32.60
Forfeited	(4,789)	28.84
Outstanding at December 31, 2002	445,075	29.25
Granted	451,029	33.46
Exercised	--	--
Forfeited	(4,055)	28.84
Outstanding at March 31, 2003	892,049	$ 31.38

The fair value of these options was estimated on the date of the grants using the Black-Scholes Option Pricing Model. The weighted average assumptions used for the grants issued during 2003 were the following: an expected dividend yield of 2.42% (2002 - 2.16%), an average expected life of options of 10 years (2002 - 10 years), an expected volatility of 24.02% (2002- 26.48%) and a risk-free interest rate of 3.76% (2002 - 4.91%). The weighted average fair value of options granted during 2003 was $9.01 per option (2002 - $9.80).

NOTE 10 - SUBORDINATED NOTES AND PREFERRED BENEFICIAL INTEREST IN POPULAR NORTH AMERICA'S JUNIOR SUBORDINATED DEFERRABLE INTEREST DEBENTURES GUARANTEED BY THE CORPORATION

Subordinated notes of $125,000 consist of notes issued by the Corporation on December 12, 1995, maturing on December 15, 2005, with interest payable semi-annually at 6.75%.

On February 5, 1997, BanPonce Trust I, a statutory business trust created under the laws of the State of Delaware that is wholly-owned by Popular North America, Inc. (PNA) and indirectly wholly-owned by the Corporation, sold to institutional investors $150,000 of BanPonce Trust I's 8.327% Capital Securities Series A (liquidation amount one thousand dollars per Capital Security) through certain underwriters. The proceeds of the issuance, together with the proceeds of the purchase by PNA of $4,640 of BanPonce Trust I's 8.327% common securities (liquidation amount one thousand dollars per common security) were used to purchase $154,640 aggregate principal amount of PNA 8.327% Junior Subordinated Deferrable Interest Debentures, Series A (the "Junior Subordinated Debentures"). As of March 31, 2003, the Corporation had reacquired $6,000 of the capital securities. BanPonce Trust I is a 100% owned finance subsidiary of the Corporation. The capital securities qualify as Tier 1 capital, are fully and unconditionally guaranteed by the Corporation, and are presented in the Consolidated Statements of Condition as "Preferred Beneficial Interests in Popular North America's Junior Subordinated Deferrable Interest Debentures Guaranteed by the Corporation." The obligations of PNA under the Junior Subordinated Debentures and its guarantees of the obligations of BanPonce Trust I are fully and unconditionally guaranteed by the Corporation. The assets of BanPonce Trust I consisted of $148,640 of Junior Subordinated Debentures at March 31, 2003 (March 31, 2002 - $154,640; December 31, 2002 - $148,640) and a related accrued interest receivable of $1,031 (March 31, 2002 - $1,073; December

31, 2002 - $4,126). The Junior Subordinated Debentures mature on February 1, 2027; however, under certain circumstances, the maturity of the Junior Subordinated Debentures may be shortened (which shortening would result in a mandatory redemption of the Capital Securities).

NOTE 11- STOCKHOLDERS' EQUITY

During the quarter ended March 31, 2003, the Corporation issued 7,475,000 shares of its 6.375% noncumulative monthly income preferred stock, Series A, at a price of $25 per share. The net proceeds to the Corporation, after the underwriting discounts and expenses, amounted to $182,244. Dividends declared during the quarter on the preferred stock amounted to $949.

For the quarter ended March 31, 2003, the Corporation declared cash dividends on common stock amounting to $26,515 (March 31, 2002 - $27,295).

NOTE 12 - EARNINGS PER COMMON SHARE

A computation of earnings per common share follows:

(Dollars in thousands, except share information)	Quarter ended March 31, 2003	2002
Net income	$ 99,089	$ 89,044
Less: Preferred stock dividends (and redemption premium in 2002)	949	2,510
Net income applicable to common stock	$ 98,140	$ 86,534
Average common shares outstanding	132,576,589	136,475,530
Average potential common shares - stock options	16,499	--
Average common shares outstanding - assuming dilution	132,593,088	136,475,530
Basic earnings per common share	$ 0.74	$ 0.63
Diluted earnings per common share	$ 0.74	$ 0.63

Potential common shares consist of common stock issuable under the assumed exercise of stock options granted under the Corporation's stock option plan, using the treasury stock method. This method assumes that the potential common shares are issued and the proceeds from exercise in addition to the amount of compensation cost attributed to future services are used to purchase common stock at the exercise date. The difference between the number of potential shares issued and the shares purchased will be added as incremental shares to the actual number of shares outstanding to compute diluted earnings per share.

Options with an exercise price greater than the average market price of the Corporation's common stock are antidilutive and, therefore, are not included in the computation of diluted earnings per common share. As of March 31, 2003, there were 415,738 weighted average antidilutive stock options outstanding (2002 - 228,107). No dilutive potential common shares were outstanding during the quarter ended March 31, 2002.

NOTE 13 - SUPPLEMENTAL DISCLOSURE ON THE CONSOLIDATED STATEMENTS OF CASH FLOWS

During the quarter ended March 31, 2003, the Corporation paid interest and income taxes amounting to $206,466 and $19,815, respectively (2002 - $220,238 and $11,737). In addition, the loans receivable transferred to other real estate and other property for the quarter ended March 31, 2003 amounted to $19,882 and $6,918, respectively (2002 - $10,740 and $9,267).

During the quarter ended March 31, 2003, the Corporation transferred $637,605 of loans held-for-sale to the loan portfolio (held-for investment) based on management intent and ability.

In addition, $83,345 in mortgage backed securities were sold with a settlement date on April 2003. On the other hand, there were $48,710 in trading securities purchased in March 2003, with a settlement date on April 2003.

NOTE 14 - SEGMENT REPORTING

Popular, Inc. operates three major reportable segments: commercial banking, mortgage and consumer lending, and auto and lease financing. Management has determined its reporting units based on legal entity, which is the way that operating decisions are made and performance is measured. These reporting units have then been aggregated into segments by products, services and markets with similar characteristics.

The Corporation's commercial banking segment includes all banking subsidiaries, which provide individuals, corporations and institutions with commercial and retail banking services, including loans and deposits, trust, mortgage banking and servicing, asset management, credit cards and other financial services. These services are offered through a delivery system of branches throughout Puerto Rico, the U.S. and British Virgin Islands and the United States.

The Corporation's mortgage and consumer lending segment includes those non-banking subsidiaries whose principal activity is originating mortgage and consumer loans such as Popular Mortgage, Popular Finance, Equity One and Levitt Mortgage.

The Corporation's auto and lease financing segment provides financing for vehicles and equipment through Popular Auto, Inc. in Puerto Rico and Popular Leasing, USA in the U.S. mainland. The "Other" category includes all holding companies and non-banking subsidiaries which provide insurance agency services, retail financial services, broker/dealer activities, as well as those providing ATM processing services, electronic data processing and consulting services, sale and rental of electronic data processing equipment and selling and maintenance of computer software.

The accounting policies of the segments are the same as those followed by the Corporation in the ordinary course of business and conform with generally accepted accounting principles and with general practices within the financial industry. Following are the results of operations and selected financial information by operating segments for the quarters ended March 31, 2003 and 2002.

(In thousands)	MARCH 31, 2003 Commercial Banking	Mortgage and Consumer Lending	Auto and Lease Financing	Other
Net interest income	$228,232	$61,546	$18,682	$427
Provision for loan losses	31,023	12,211	4,975	
Other income	69,690	22,114	5,172	41,929
Amortization of intangibles	1,937			90
Depreciation expense	12,768	1,184	2,898	1,876
Other operating expenses	163,603	34,361	7,821	37,395
Net gain of minority interest		(78)		
Income tax	16,517	12,916	3,209	(39)
Net income	$72,074	$22,910	$4,951	$3,034
Segment Assets	$26,212,292	$6,192,431	$1,294,593	$7,292,138 $

(In thousands)	MARCH 31, 2002 Commercial Banking	Mortgage and Consumer Lending	Auto and Lease Financing	Other
Net interest income (loss)	$223,018	$48,034	$15,254	($950)
Provision for loan losses	37,441	10,268	6,745	
Other income	66,675	17,096	4,737	45,451
Amortization of intangibles	2,541			2
Depreciation expense	13,792	1,026	2,878	1,512
Other operating expenses	152,091	29,718	7,152	31,673
Net gain of minority interest		(11)		
Income tax	18,121	8,331	1,157	3,440
Net income	$65,707	$15,776	$2,059	$7,874
Segment Assets	$24,705,291	$4,595,582	$1,089,577	$6,815,654 $

16

INTERSEGMENT REVENUES *

(In thousands)	Three months ended 2003	
Commercial Banking	$ 16,184	$
Mortgage and Consumer Lending	(38,247)	
Auto and Lease Financing	(13,071)	
Other	41,005	
Total Intersegment Revenues	$ 5,871	$

* For purposes of the intersegment revenues disclosure, revenues include interest income (expense) related to internal funding and other income derived from intercompany transactions, mainly related to gain on sales of loans.

GEOGRAPHIC INFORMATION

(In thousands)	Three months end MARCH 31, 2003	Mar 2
Revenues*		
Puerto Rico	$302,945	$28
Mainland United States	126,283	11
Other	12,693	1
Total consolidated revenues	$441,921	$41

* Total revenues include net interest income, service charges on deposit accounts, other service fees, gain (loss) on sale of securities, derivatives (losses) gains, trading account loss, gain on sales of loans and other operating income.

(In thousands)	MARCH 31, 2003	December 31, 2002	March 31, 2002
Selected Balance Sheet Information:			
Puerto Rico			
Total assets	$21,946,636	$22,307,784	$20,095,9
Loans	10,008,443	10,065,646	9,870,6
Deposits	11,978,409	12,036,491	10,970,8
Mainland United States			
Total assets	$11,034,161	$10,637,293	$9,460,6
Loans	9,473,139	9,140,382	8,034,5
Deposits	4,839,951	4,778,234	4,736,8

Other			
Total assets	$714,494	$715,275	$760,8
Loans	380,300	376,091	351,7
Deposits	819,487	800,015	816,4

NOTE 15 - CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF GUARANTOR AND ISSUERS OF REGISTERED GUARANTEED SECURITIES:

The following condensed consolidating financial information presents the financial position of Popular, Inc. Holding Company (PIHC), (parent only) Popular International Bank, Inc. (PIBI), Popular North America, Inc. (PNA) and all other subsidiaries of the Corporation as of March 31, 2003, December 31, 2002 and March 31, 2002, and the results of their operations and cash flows for periods ended March 31, 2003 and 2002. PIBI, PNA, and their wholly-owned subsidiaries, except Banco Popular North America (BPNA) and Banco Popular, National Association (BP, N.A.), have a fiscal year that ends on November 30. Accordingly, the consolidated financial information of PIBI and PNA as of February 28, 2003, November 30, 2002 and February 28, 2002, corresponds to their financial information included in the consolidated financial statements of Popular, Inc. as of March 31, 2003, December 31, 2002 and March 31, 2002, respectively.

PIHC, PIBI and PNA are authorized issuers of debt securities and preferred stock under various shelf registrations filed with the SEC.

PIBI is an operating subsidiary of PIHC and is the holding company of its wholly-owned subsidiaries, ATH Costa Rica, CreST, S.A., Popular Insurance, V.I., Inc. and PNA.

PNA is an operating subsidiary of PIBI and is the holding company of its wholly-owned subsidiaries, Popular Cash Express, Inc., Equity One, Inc., BPNA, including its wholly-owned subsidiaries Popular Leasing, U.S.A. and Popular Insurance, U.S.A.; and BP, N.A., including its wholly-owned subsidiary Popular Insurance, Inc.

PIHC fully and unconditionally guarantees all registered debt securities and preferred stock issued by PIBI and PNA. The principal source of cash flows for PIHC consists of dividends from Banco Popular de Puerto Rico.

As a member subject to the regulations of the Federal Reserve Board, BPPR must obtain the approval of the Federal Reserve Board for any dividend if the total of all dividends declared in any calendar year would exceed the total of net profits for that year, as defined by the Federal Reserve Board, combined with its retained net profits for the preceding two years. The payment of dividends may also be affected by other regulatory requirements and policies, such as the maintenance of certain minimum capital levels. At March 31, 2003, BPPR could have declared a dividend of approximately $68,885 without the approval of the Federal Reserve Board.

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
MARCH 31, 2003
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All ot Subsid
ASSETS				
Cash and due from banks	$423	$11	$379	$727
Money market investments	34,707	300	46,643	1,097
Investment securities available-for-sale, at market value	245,047	30,611	7,067	9,852
Investment securities held-to-maturity, at amortized cost				328
Trading account securities, at market value				581
Investment in subsidiaries	2,560,556	793,749	869,816	213
Loans held-for-sale, at lower of cost or market				332
Loans	86,380		2,618,106	21,429
Less - Unearned income				274
Allowance for loan losses				383
	86,380		2,618,106	20,771
Premises and equipment	10,988			460
Other real estate				45
Accrued income receivable	312	1	11,891	208
Other assets	25,744	30,349	19,084	609
Goodwill				184
Other intangible assets				32
	$2,964,157	$855,021	$3,572,986	$35,444
LIABILITIES AND STOCKHOLDERS' EQUITY				
Liabilities:				
Deposits:				
Non-interest bearing				$3,493
Interest bearing				14,207
				17,700
Federal funds purchased and securities sold under agreements to repurchase			$365,733	6,434
Other short-term borrowings	$7,496	$115	497,944	1,847
Notes payable	119,157	8,788	1,850,153	5,987
Other liabilities	39,908	155	73,599	518
	166,561	9,058	2,787,429	32,489
Subordinated notes	125,000			
Preferred beneficial interest in Popular North America's junior subordinated deferrable interest debentures guaranteed by the Corporation				144
Minority interest in consolidated subsidiary				

Stockholders' equity:				
Preferred stock	186,875			
Common stock	835,528	3,962	2	72
Surplus	276,056	649,543	596,964	1,335
Retained earnings	1,373,654	186,266	184,622	1,272
Treasury stock, at cost	(205,527)			
Accumulated other comprehensive income, net of tax	206,010	6,192	3,969	131
	2,672,596	845,963	785,557	2,811
	$2,964,157	$855,021	$3,572,986	$35,444

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
DECEMBER 31, 2002
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All o Subsid
ASSETS				
Cash and due from banks	$324	$70	$1,161	$69
Money market investments	2,937	300	9,708	1,25
Investment securities available-for-sale, at market value	223,661	28,290	6,720	10,27
Investment securities held-to-maturity, at amortized cost				32
Trading account securities, at market value				51
Investment in subsidiaries, at equity	2,322,470	624,306	850,071	19
Loans held-for-sale, at lower of cost or market value				1,10
Loans	167,523		2,573,222	20,34
Less - Unearned income				28
Allowance for loan losses				37
	167,523		2,573,222	19,68
Premises and equipment	11,192			44
Other real estate				3
Accrued income receivable	294	2	11,891	19
Other assets	21,781	36,409	15,068	50
Goodwill				18
Other intangible assets				3
	$2,750,182	$689,377	$3,467,841	$35,45

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:				
Deposits:				
Non-interest bearing				$3,41
Interest bearing				14,27
				17,68
Federal funds purchased and securities sold under agreements to repurchase	$10,300		$498,883	6,30
Other short-term borrowings	29,191	$90	439,052	2,47
Notes payable	137,777	8,788	1,849,017	5,51
Other liabilities	37,035	166	64,705	60
	214,303	9,044	2,851,657	32,58
Subordinated notes	125,000			
Preferred beneficial interests in Popular North America's junior subordinated deferrable interest debentures guaranteed by the Corporation				14
Minority interest in consolidated subsidiaries				
Stockholders' equity:				
Common stock	834,799	3,962	2	7
Surplus	278,366	492,543	439,964	1,33
Retained earnings	1,300,437	170,874	170,956	1,17
Treasury stock, at cost	(205,210)			
Accumulated other comprehensive income, net of tax	202,487	12,954	5,262	14
	2,410,879	680,333	616,184	2,72
	$2,750,182	$689,377	$3,467,841	$35,45

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
MARCH 31, 2002
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All Subsi
ASSETS				
Cash and due from banks	$ 319	$ 27	$ 673	$ 4
Money market investments	5,436	301	47	9
Investment securities available-for-sale, at market value	206,696	22,233	6,580	9,1
Investment securities held-to-maturity, at amortized cost				3

Trading account securities, at market value				3
Investment in subsidiaries	2,137,166	571,625	784,124	1
Loans held-for-sale, at lower of cost or market value				8
Loans	261,591		2,603,774	18,9
Less - Unearned income				3
Allowance for loan losses				3
	261,591		2,603,774	18,3
Premises and equipment	11,802			3
Other real estate				
Accrued income receivable	451	1	12,142	1
Other assets	22,489	33,511	9,054	4
Goodwill				1
Other intangible assets				
	$ 2,645,950	$ 627,698	$ 3,416,394	$31,9
LIABILITIES AND STOCKHOLDERS' EQUITY				
Liabilities:				
Deposits:				
Non-interest bearing				$ 3,1
Interest bearing				13,4
				16,6
Federal funds purchased and securities sold under agreements to repurchase	$ 40,300		$ 399,038	4,3
Other short-term borrowings	59,975	$ 4,297	426,568	2,8
Notes payable	191,733		1,980,974	5,0
Other liabilities	44,115	81	46,582	4
	336,123	4,378	2,853,162	29,2
Subordinated notes	125,000			
Preferred beneficial interests in Popular North America's junior subordinated deferrable interest debentures guaranteed by the Corporation				1
Minority interest in consolidated subsidiary				
Stockholders' equity:				
Common stock	833,121	3,962	2	
Surplus	270,766	492,494	439,964	1,3
Retained earnings	1,116,963	122,542	125,942	1,1
Treasury stock, at cost	(66,363)			
Accumulated other comprehensive income (loss), net of tax	30,340	4,322	(2,676)	(
	2,184,827	623,320	563,232	2,4
	$ 2,645,950	$ 627,698	$ 3,416,394	$31,9

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE QUARTER ENDED MARCH 31, 2003
(UNAUDITED)

(In thousands)	Popular,Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All o Subsid
INTEREST INCOME:				
Loans	$1,538		$ 36,450	$394
Money market investments	47	$ 2	39	18
Investment securities	444		198	112
Trading account securities				8
	2,029	2	36,687	533
INTEREST EXPENSE:				
Deposits				94
Short-term borrowings	203		5,094	54
Long-term debt	4,582	57	32,091	71
	4,785	57	37,185	220
Net interest (loss) income	(2,756)	(55)	(498)	312
Provision for loan losses				48
Net interest (loss) income after provision for loan losses	(2,756)	(55)	(498)	263
Service charges on deposit accounts				39
Other service fees				67
(Loss) gain on sale of securities			(27)	1
Trading account loss				
Derivatives (losses) gains			(10,813)	
Gain on sales of loans				23
Other operating income	4,320	1,633		11
	1,564	1,578	(11,338)	40
OPERATING EXPENSES:				
Personnel costs:				
Salaries		78		95
Profit sharing				6
Pension and other benefits		17		30
		95		132
Net occupancy expenses		3		20
Equipment expenses				26
Other taxes	291			9
Professional fees	209	5	71	18
Communications	8			14
Business promotion				15
Printing and supplies				4
Other operating expenses	66	23	131	18
Amortization of intangibles				2
	574	126	202	263

Income (loss) before income tax, minority interest

and equity in earnings of subsidiaries	990	1,452	(11,540)	144
Income tax			(4,051)	36
Net gain of minority interest				
Income (loss) before equity in earnings of subsidiaries	990	1,452	(7,489)	108
Equity in earnings of subsidiaries	98,099	13,940	21,154	12
NET INCOME	$99,089	$15,392	$ 13,665	$120

22

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE QUARTER ENDED MARCH 31, 2002
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	Other Subsidia
INTEREST INCOME:				
Loans	$ 3,444		$38,186	$388,8
Money market investments	121	$ 3	6	18,5
Investment securities	192		189	115,2
Trading account securities				3,5
	3,757	3	38,381	526,1
INTEREST EXPENSE:				
Deposits				113,1
Short-term borrowings	317	22	5,776	57,2
Long-term debt	5,248		33,014	68,1
	5,565	22	38,790	238,5
Net interest (loss) income	(1,808)	(19)	(409)	287,5
Provision for loan losses				54,4
Net interest (loss) income after provision for loan losses	(1,808)	(19)	(409)	233,1
Service charges on deposit accounts				38,9
Other service fees				61,7
Loss on sale of securities				(4,0
Trading account loss				(1,0
Derivatives gains (losses)			645	(1
Gain on sales of loans				20,6
Other operating income	2,135	1,614		13,4
	327	1,595	236	362,7
OPERATING EXPENSES:				
Personnel costs:				
Salaries		78		88,4
Profit sharing				4,9

Pension and other benefits		16		26,7
		94		120,2
Net occupancy expenses		3		19,0
Equipment expenses				24,7
Other taxes	245			9,3
Professional fees	146	4	46	17,3
Communications	8			13,2
Business promotion				13,3
Printing and supplies				4,5
Other operating expenses	53	20	107	17,2
Amortization of intangibles				2,5
	452	121	153	241,6
(Loss) income before income tax, minority interest and equity in earnings of subsidiaries	(125)	1,474	83	121,0
Income tax	(13)		17	31,0
Net gain of minority interest				(
(Loss) income before equity in earnings of subsidiaries	(112)	1,474	66	89,9
Equity in earnings of subsidiaries	89,156	15,320	15,189	6,9
NET INCOME	$89,044	$16,794	$15,255	$ 96,9

23

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE QUARTER ENDED MARCH 31, 2003
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All Subsi
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	$ 99,089	$ 15,392	$ 13,665	$ 1
Adjustments to reconcile net income to net cash (used in) provided by operating activities:				
Equity in undistributed earnings of subsidiaries	(98,099)	(13,940)	(21,154)	(
Depreciation and amortization of premises and equipment	203			
Provision for loan losses				
Amortization of intangibles				
Net loss (gain) on sales of investment securities			27	
Net loss (gain) on derivatives			10,813	
Net loss on disposition of premises and equipment				
Net gain on sales of loans, excluding loans held-for-sale				
Net amortization of premiums and accretion of				

discounts on investments				
Net amortization of deferred loan fees and costs				
Stock options expense	33			
Net decrease in loans held-for-sale				1
Net increase in trading securities				(1
Net (increase) decrease in accrued income receivable	(18)	1		(
Net increase in other assets	(6,635)	(1,525)	(28)	
Net increase (decrease) in interest payable	135	57	(1,152)	(
Net increase (decrease) in deferred and current taxes	2,672		(1,076)	
Net increase in postretirement benefit obligation				
Net increase (decrease) in other liabilities	734	(69)	(3,740)	(
Total adjustments	(100,975)	(15,476)	(16,310)	
Net cash (used in) provided by operating activities	(1,886)	(84)	(2,645)	1
CASH FLOWS FROM INVESTING ACTIVITIES:				
Net (increase) decrease in money market investments	(31,770)		(36,935)	1
Purchases of investment securities held-to-maturity				(1
Maturities of investment securities held-to-maturity				1
Purchases of investment securities available-for-sale			(13,779)	(1,4
Maturities of investment securities available-for-sale				1,7
Proceeds from sales of investment securities available-for-sale			13,583	
Net collections (disbursements) on loans	81,143		(44,884)	(3
Proceeds from sales of loans				2
Acquisition of loan portfolios				(4
Capital contribution to subsidiary	(180,000)	(157,000)		
Acquisition of premises and equipment				(
Proceeds from sale of premises and equipment				
Dividends received from subsidiary	26,100			
Net cash (provided by) used in investing activities	(104,527)	(157,000)	(82,015)	(
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net increase in deposits				
Net (decrease) increase in federal funds purchased and securities sold under agreements to repurchase	(10,300)		(133,150)	1
Net (decrease) increase in other short-term borrowings	(21,695)	25	58,892	(6
Net (payments of) proceeds from notes payable and capital securities	(18,620)		1,136	4
Dividends paid to parent company				(
Dividends paid	(27,440)			
Proceeds from issuance of common stock	3,916			
Net proceeds from issuance of preferred stock	180,651			
Treasury stock acquired				
Capital contribution from parent		157,000	157,000	
Net cash provided by (used in) financing activities	106,512	157,025	83,878	(

Net increase (decrease) in cash and due from banks	99	(59)	(782)	
Cash and due from banks at beginning of period	324	70	1,161	6
Cash and due from banks at end of period	$ 423	$ 11	$ 379	$ 7

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE QUARTER ENDED MARCH 31, 2002
(UNAUDITED)

(In thousands)	Popular, Inc. Holding Co.	PIBI Holding Co.	PNA Holding Co.	All o Subsid
Cash flows from operating activities:				
Net income	$ 89,044	$ 16,794	$ 15,255	$ 9
Adjustments to reconcile net income to net cash (used in) provided by operating activities:				
Equity in undistributed earnings of subsidiaries	(89,156)	(15,320)	(15,189)	(
Depreciation and amortization of premises and equipment	203			1
Provision for loan losses				5
Amortization of intangibles				
Net loss on sale of investment securities				
Net (gain) loss on derivatives			(645)	
Net gain on disposition of premises and equipment				
Net gain on sale of loans, excluding loans held-for-sale				(
Net amortization of premiums and accretion of discounts on investments				
Net decrease in loans held-for-sale				8
Net amortization of deferred loan fees and costs				
Net increase in trading securities				(3
Net (increase) decrease in accrued income receivable	(127)	1	121	(
Net (increase) decrease in other assets	(1,663)	(1,501)	261	(2
Net increase (decrease) in interest payable	754	14	(1,709)	(
Net increase (decrease) in deferred and current taxes	(45)		(54)	1
Net increase in postretirement benefit obligation				
Net increase (decrease) in other liabilities	1,271	(5)	709	
Total adjustments	(88,763)	(16,811)	(16,506)	10
Net cash provided by (used in) operating activities	281	(17)	(1,251)	20
Cash flows from investing activities:				
Net decrease in money market				

investments	107,500	1	395	10
Purchases of investment securities held-to-maturity				(13
Maturities of investment securities held-to-maturity				52
Purchases of investment securities available-for-sale	(36,197)		(38)	(2,07
Maturities of investment securities available-for-sale				1,11
Proceeds from sales of investment securities available-for-sale				80
Net disbursements on loans	(65,180)		(66,753)	(19
Proceeds from sale of loans				22
Acquisition of loan portfolios				(21
Acquisition of premises and equipment				(1
Proceeds from sale of premises and equipment				
Dividends received from subsidiary	27,500			
Net cash provided by (used in) investing activities	33,623	1	(66,396)	13
Cash flows from financing activities:				
Net increase in deposits				17
Net increase (decrease) in federal funds purchased and securities sold under agreements to repurchase	40,300		(22,580)	(1,22
Net increase (decrease) in other short-term borrowings	59,975	25	(109,874)	14
Net (payments) proceeds from issuance of notes payable and capital securities	(7,184)		200,522	35
Dividends paid	(27,785)			(2
Proceeds from issuance of common stock	2,846			
Redemption of preferred stock	(102,000)			
Treasury stock acquired				
Net cash (used in) provided by financing activities	(33,848)	25	68,068	(56
Net increase (decrease) in cash and due from banks	56	9	421	(22
Cash and due from banks at beginning of year	263	18	252	65
Cash and due from banks at end of year	$ 319	$ 27	$ 673	$ 42

PART II -- OTHER INFORMATION

ITEM 6. EXHIBITS

a) Exhibit No.	Exhibit Description	Referenc
99.1	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes -Oxley Act of 2002.	Exhibit A a

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POPULAR, INC.
(Registrant)

Date: May 20, 2003 By: /s/ Jorge A. Junquera

Jorge A. Junquera
Senior Executive Vice President

Date: May 20, 2003 By: /s/ Amilcar L. Jordan

Amilcar L. Jordan, Esq.
Senior Vice President & Comptroller

CERTIFICATION

I, Richard L. Carrion, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A of Popular, Inc.;

2. Based on my knowledge, this amended quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this amended quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

By: /s/ Richard L. Carrion

Richard L. Carrion
Chief Executive Officer

28

CERTIFICATION

I, Jorge A. Junquera, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A of Popular, Inc.;

2. Based on my knowledge, this amended quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial

information included in this amended quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

By: /s/ Jorge A. Junquera

Jorge A. Junquera
Chief Financial Officer