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R&G FINANCIAL CORP  
Form 10-Q  
August 14, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO  
\_\_\_\_\_

Commission file number: 000-21137

R&G FINANCIAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Puerto Rico

66-0532217

-----  
(State of incorporation  
or organization)

(I.R.S. Employer  
Identification No.)

280 Jesus T. Pinero Avenue  
Hato Rey, San Juan, Puerto Rico

00918

-----  
(Address of principal executive offices)

(Zip Code)

(787) 758-2424

(Registrant's telephone number, including area code)

Indicate by checkmark whether Registrant (a) 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 report (s) and (b) has been subject to such filing requirements for at least 90 days.

YES  NO

Number of shares of Class B Common Stock outstanding as of June 30, 2001:  
14,237,884 (Does not include 16,440,556 Class A Shares of Common Stock which are exchangeable into Class B Shares of Common Stock at the option of the holder.)

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R&G FINANCIAL CORPORATION

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PART 1-FINANCIAL INFORMATION

ITEM 1: CONSOLIDATED FINANCIAL STATEMENTS  
R&G FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

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ASSETS

	(Unaudited)
Cash and due from banks	\$ 34,9
Money market investments:	
Securities purchased under agreements to resell	11,0
Time deposits with other banks	17,8
Federal funds sold	
Mortgage loans held for sale, at lower of cost or market	214,4
Mortgage-backed securities held for trading, at fair value	71,3
Trading securities pledged on repurchase agreements, at fair value	57,9
Mortgage-backed and investment securities available for sale, at fair value	1,140,7
Available for sale securities pledged on repurchase agreements	579,2
Mortgage-backed and investment securities held to maturity, at amortized cost (estimated market value: 2001 - \$41,610,100; 2000 - \$5,111,404)	41,7
Held to maturity securities pledged on repurchase agreements, at amortized cost (estimated market value: 2001 - \$13,523,679; 2000 - \$18,265,000)	13,3
Loans receivable, net	1,729,9
Accounts receivable, including advances to investors, net	23,5
Accrued interest receivable	33,6
Servicing asset	100,8
Premises and equipment	20,4
Other assets	36,9
	\$4,127,8
	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:	
Deposits	\$1,839,4
Federal funds purchased	
Securities sold under agreements to repurchase	1,122,9
Notes payable	258,3
Advances from FHLB	408,6
Other borrowings	8,4
Accounts payable and accrued liabilities	56,1
Other liabilities	9,8
	3,703,8
	-----

Stockholders' equity:

Preferred stock, \$.01 par value, 10,000,000 shares authorized:	
Non-cumulative perpetual:	
7.40% Monthly Income Preferred Stock, Series A, \$25 liquidation value, 2,000,000 shares authorized, issued and outstanding	50,0
7.75% Monthly Income Preferred Stock, Series B, \$25 liquidation value, 1,000,000 shares authorized, issued and outstanding	25,0
7.60% Monthly Income Preferred Stock, Series C, \$25 liquidation value, 2,760,000 shares authorized, issued and outstanding	69,0
Common stock:	
Class A - \$.01 par value, 40,000,000 shares authorized, 16,440,556 issued and outstanding	1
Class B - \$.01 par value, 40,000,000 shares authorized, 14,237,884 issued and outstanding in 2001 (2000-10,230,029)	1
Additional paid-in capital	66,6
Retained earnings	206,4
Capital reserves of the Bank	7,4
Accumulated other comprehensive loss	(7
	-----

424,0  
-----  
\$4,127,8  
=====

The accompanying notes are an integral part of these statements.

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R&G FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF INCOME

	Three month period ended June 30,	
	2001	2000
	(Unaudited)	
	(Dollars in thousands)	
Interest income:		
Loans	\$ 36,356	\$ 40,049
Money market and other investments	8,238	6,063
Mortgage-backed securities	19,897	11,599
	-----	-----
Total interest income	64,491	57,711
	-----	-----
Interest expense:		
Deposits	22,619	19,031
Securities sold under agreements to repurchase	11,960	11,714
Notes payable	2,978	2,899
Other	5,513	7,334
	-----	-----
Total interest expense	43,070	40,978
	-----	-----
Net interest income	21,421	16,733
Provision for loan losses	(2,100)	(1,500)
	-----	-----
Net interest income after provision for loan losses	19,321	15,233
	-----	-----
Other income:		
Net gain on origination and sale of loans and sales of securities available for sale	11,948	9,489
Loan administration and servicing fees	8,670	7,379
Service charges, fees and other	3,380	1,936
	-----	-----
Total revenues	23,998	18,804
	-----	-----
	-----	-----
Operating expenses:		
Employee compensation and benefits	7,299	5,977
Office occupancy and equipment	4,119	3,325
Other administrative and general	12,448	10,528

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	23,866	19,830
Income before income taxes and cumulative effect from change in accounting principle	19,453	14,207
Income tax expense:		
Current	3,015	4,913
Deferred	1,000	(1,414)
	4,015	3,499
Income before cumulative effect from change in accounting principle	15,438	10,708
Cummulative effect from change in accounting principle, net of income tax benefit of \$206	--	--
Net income	\$ 15,438	\$ 10,708
Earnings per common share before cumulative effect from change in accounting principle - Basic	\$ 0.44	\$ 0.32
Earnings per common share before cumulative effect from change in accounting principle - Diluted	\$ 0.43	\$ 0.32
Earnings per common share - Basic	\$ 0.44	\$ 0.32
- Diluted	\$ 0.43	\$ 0.32
Weighted average number of shares outstanding - Basic	28,766,054	28,659,775
- Diluted	29,483,654	29,314,283

The accompanying notes are an integral part of these statements.

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R&G FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three month period ended June 30,	
	2001	2000
	(Unaudited)	
	(Dollars in millions)	
Net income	\$ 15,438	\$ 10,708
Other comprehensive income, before tax:		
Unrealized gains (losses):		
Cash flow hedges	(3,751)	--

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Investment securities:		
Arising during period	(3,821)	(498)
Less: Reclassification adjustments for (gains) losses included in net income	228	73
	(3,593)	(425)
	(7,344)	(425)
Income tax benefit related to items of other comprehensive income	2,864	166
	(4,480)	(259)
Cumulative effect from change in accounting principle, net of income taxes of \$745	--	--
Other comprehensive loss, net of tax	(4,480)	(259)
Comprehensive income, net of tax	\$ 10,958	\$ 10,449
	=====	=====

The accompanying notes are an integral part of these statements.

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R&G FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

Cash flows from operating activities:  
Net income

Adjustments to reconcile net income to net cash provided by operating activities:

- Depreciation and amortization
- Amortization of premium on investment securities, net
- Amortization of servicing rights
- Provision for loan losses
- Provision for bad debts in accounts receivable
- Gain on sales of loans
- (Gain) loss on sales of securities available for sale
- Unrealized loss (profit) on trading securities and derivative instruments
- Increase in mortgage loans held for sale
- Net (increase) decrease in mortgage-backed securities held for trading
- Increase in receivables
- Increase in other assets
- Increase in notes payable and other borrowings
- Increase in accounts payable and accrued liabilities
- Increase in other liabilities

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Total adjustments

Net cash (used in) provided by operating activities

### Cash flows from investing activities:

- Purchases of investment securities
- Proceeds from sales of securities available for sale
- Proceeds from maturities of securities held to maturity
- Principal repayments and redemptions of investment securities
- Proceeds from sales of loans
- Net originations of loans
- Purchases of FHLB stock, net
- Acquisition of premises and equipment
- Acquisition of servicing rights

Net cash used in investing activities

### Cash flows from financing activities:

- Increase in deposits - net
- Decrease in federal funds purchased
- Increase in securities sold under agreements to repurchase - net  
(Repayments) advances from FHLB, net
- Proceeds from issuance of preferred stock
- Proceeds from issuance of common stock
- Cash dividends:
  - Common stock
  - Preferred stock

Net cash provided by financing activities

Net decrease in cash and cash equivalents

Cash and cash equivalents at beginning of period

Cash and cash equivalents at end of period

### Cash and cash equivalents include:

- Cash and due from banks
- Securities purchased under agreements to resell
- Time deposits with other banks
- Federal funds sold

The accompanying notes are an integral part of these statements.

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## R&G FINANCIAL CORPORATION NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 - REPORTING ENTITY AND BASIS OF PRESENTATION

#### REPORTING ENTITY

The accompanying unaudited consolidated financial statements include the accounts of R&G Financial Corporation (the Company), a diversified financial services company, and its wholly-owned subsidiaries, R&G Mortgage Corp. ("R&G

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Mortgage"), a Puerto Rico corporation, R-G Premier Bank of Puerto Rico (the "Bank"), a commercial bank chartered under the laws of the Commonwealth of Puerto Rico, and Home & Property Insurance Corp., a Puerto Rico corporation and insurance agency.

The Company, currently in its 29th year of operations, operates R&G Mortgage, which is engaged primarily in the business of originating FHA-insured, VA-guaranteed, and privately insured first and second mortgage loans on residential real estate. R&G Mortgage pools loans into mortgage-backed securities and collateralized mortgage obligation certificates for sale to investors. After selling the loans, it retains the servicing function. R&G Mortgage is also a seller-servicer of conventional loans. R&G Mortgage is licensed by the Secretary of the Treasury of Puerto Rico as a mortgage company and is duly authorized to do business in the Commonwealth of Puerto Rico.

R&G Mortgage is also engaged in the business of originating FHA insured, VA guaranteed and privately insured first and second mortgage loans on residential real estate (1 to 4 families), including B and C credit quality loans, through its wholly-owned subsidiary, Mortgage Store of Puerto Rico.

The Company also operates the Bank, which provides a full range of banking services, including residential, commercial and personal loans and a diversified range of deposit products through twenty-four branches located mainly in the northeastern part of the Commonwealth of Puerto Rico. The Bank also provides private banking and trust and other financial services to its customers. The Bank is subject to the regulations of certain federal and local agencies, and undergoes periodic examinations by those regulatory agencies.

The Bank also is engaged in the business of originating FHA insured, VA guaranteed and privately insured first and second mortgage loans on residential real estate (1 to 4 families) in the States of New York, New Jersey, Connecticut, North Carolina and Florida, through its wholly-owned subsidiary, Continental Capital Corporation ("Continental Capital").

### BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles. However, in the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (principally consisting of normal recurring accruals) necessary for a fair presentation of the Company's financial condition as of June 30, 2001 and the results of operations and changes in its cash flows for the three and six months ended June 30, 2001 and 2000.

The results of operations for the three and six months periods ended June 30, 2001 are not necessarily indicative of the results to be expected for the year ending December 31, 2001. The unaudited consolidated financial statements and notes thereto should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2000.

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### BASIS OF CONSOLIDATION

All significant intercompany balances and transactions have been eliminated in the accompanying unaudited financial statements.

### ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES



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Effective January 1, 2001, the Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." Upon the adoption of this Statement, the Company recognized a gain of approximately \$1.9 million as other comprehensive income in stockholders' equity related to derivative instruments that were designated as cash flow hedges, and a loss of approximately \$529,000 in the income statement related to derivative instruments that did not qualify for hedge accounting.

### NOTE 2 - EARNINGS AND DIVIDENDS PER SHARE

Basic earnings per common share for the three and six month periods ended June 30, 2001 and 2000 are computed by dividing net income for such periods by the weighted average number of shares of common stock outstanding during such periods. The weighted average of outstanding stock options granted in connection with the Company's Stock Option Plan are included in the weighted average number of shares for purposes of the diluted earnings per share computation (717,600 and 654,508 during the three month periods ended June 30, 2001 and 2000, respectively, and 719,728 and 654,873 during the six month periods ended June 30, 2001 and 2000, respectively). No other adjustments were made to the computation of basic earnings per share to arrive at diluted earnings per share.

Dividends per share on common stock declared and paid by the Company were as follows:

Three month period ended June 30,		Six month period ended June 30,	
2001	2000	2001	2000
\$0.06375	\$0.04875	\$0.12375	\$0.09375

### NOTE 3 - INVESTMENT AND MORTGAGE-BACKED SECURITIES

The carrying value and estimated fair value of investment and mortgage-backed securities by category are shown below. The fair value of investment securities is based on quoted market prices and dealer quotes, except for the investment in Federal Home Loan Bank (FHLB) stock which is valued at its redemption value.

	June 30, 2001	December 31, 2000
	(Unaudited)	
<b>MORTGAGE-BACKED SECURITIES HELD FOR TRADING:</b>		
GNMA certificates	\$ 13,830,035	\$ 12,038,040
FHLMC certificates	115,497,063	--
	\$129,327,098	\$ 12,038,040

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	June 30, 2001	
	Amortized	Fair
	cost	value
	-----	
	(Unaudited)	
<b>MORTGAGE-BACKED SECURITIES AVAILABLE FOR SALE:</b>		
CMO residuals (interest only), interest only strips (IO's) and other mortgage-backed securities	\$ 67,810,249	\$ 69,361,210
	-----	-----
FNMA certificates:		
Due from five to ten years	570,018	571,621
Due over ten years	309,829,665	310,234,146
	-----	-----
	310,399,683	310,805,767
	-----	-----
FHLMC certificates:		
Due within one year	6,850	6,964
Due from one to five years	110,208	111,114
Due from five to ten years	1,467,925	1,487,123
Due over ten years	280,427,453	281,730,562
	-----	-----
	282,012,436	283,335,763
	-----	-----
GNMA certificates:		
Due from one to five years	50,042	50,293
Due from five to ten years	8,977,908	8,946,947
Due over ten years	556,278,053	554,299,571
	-----	-----
	565,306,005	563,296,811
	-----	-----
	1,225,528,373	1,226,799,551
	-----	-----
<b>INVESTMENT SECURITIES AVAILABLE FOR SALE:</b>		
U.S. Government and Agencies securities:		
Due within one year	4,400,000	4,430,620
Due from one to five years	86,547,025	87,643,526
Due from five to ten years	304,411,879	304,191,232
	-----	-----
	395,358,904	396,265,378
	-----	-----
Corporate debt obligations		
Due from one to five years	43,700,525	44,138,025
	-----	-----
FHLB stock	52,806,467	52,806,467
	-----	-----
	491,865,896	493,209,870
	-----	-----
	\$1,717,394,269	\$1,720,009,421
	=====	=====

	June 30, 2001	June 30, 2001	December 31, 2000
	Amortized cost	Fair value	Amortized cost
-----			
(Unaudited)			
MORTGAGE-BACKED SECURITIES HELD TO MATURITY:			
GNMA certificates:			
Due within one year	\$ --	\$ --	\$ 2,400,000
Due from five to ten years	7,644,820	7,466,320	8,864,200
Due over ten years	25,156,999	25,112,593	1,844,900
	-----	-----	-----
	32,801,819	32,578,913	10,711,600
	-----	-----	-----
FNMA certificates:			
Due over ten years	8,387,953	8,688,412	8,946,900
	-----	-----	-----
FHLMC certificates:			
Due over ten years	142,542	138,686	159,500
	-----	-----	-----
	41,332,314	41,406,011	19,818,200
	-----	-----	-----
INVESTMENT SECURITIES HELD TO MATURITY:			
Puerto Rico Government and Agencies obligations:			
Due from one to five years	2,298,000	2,298,000	1,948,000
Due from five to ten years	11,329,768	11,329,768	1,755,300
	-----	-----	-----
	13,627,768	13,627,768	3,703,300
Other			
	100,000	100,000	---
	-----	-----	-----
	13,727,768	13,727,768	3,703,300
	-----	-----	-----
	\$ 55,060,082	\$ 55,133,779	\$ 23,521,500
	=====	=====	=====

In addition to the investment and mortgage-backed securities pledged on repurchase agreements and reported as pledged assets in the statement of financial condition, at June 30, 2001 the Company had investment securities pledged as collateral on repurchase agreements where the counterparties do not have the right to sell or repledge the assets as follows:

Carrying Amount

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Mortgage -backed and investment securities available for sale, at fair value	\$ 541,581,461
Mortgage -backed securities held to maturity, at amortized cost	1,849,438
	-----
	\$ 543,430,899
	=====

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NOTE 4 - LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans consist of the following:

	June 30, 2001	December 31, 2000
	-----	
	(Unaudited)	
Real estate loans:		
Residential - first mortgage	\$ 1,038,118,638	\$ 998,983,595
Residential - second mortgage	34,307,820	27,419,145
Land	7,493,679	6,049,179
Construction	180,518,594	156,775,370
Commercial	331,495,499	304,104,485
	-----	-----
	1,591,934,230	1,493,331,774
Undisbursed portion of loans in process	(97,675,789)	(83,246,004)
Net deferred loan costs	1,148,547	908,553
	-----	-----
	1,495,406,988	1,410,994,323
	-----	-----
Other loans:		
Commercial	75,119,727	59,120,394
Consumer:		
Secured by deposits	30,846,315	26,925,836
Secured by real estate	94,198,316	100,357,019
Other	47,449,500	45,563,186
Unearned interest	(88,237)	(85,055)
	-----	-----
	247,525,621	231,881,380
	-----	-----
Total loans	1,742,932,609	1,642,875,703
Allowance for loan losses	(12,975,711)	(11,599,634)
	-----	-----
	\$ 1,729,956,898	\$ 1,631,276,069
	=====	=====

The changes in the allowance for loan losses follow:

Six months ended

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	June 30,	
	2001	2000
	(Unaudited)	
	(Dollars in thousands)	
Balance, beginning of period	\$ 11,600	\$ 8,971
Provision for loan losses	4,100	2,850
Transferred reserves	806	--
Loans charged-off	(3,819)	(1,814)
Recoveries	289	424
Balance, end of period	\$ 12,976	\$ 10,431

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The following table sets forth the amounts and categories of R&G Financial's non-performing assets at the dates indicated.

	June 30, 2001	December 31, 2000
	(Unaudited)	
	(Dollars in thousands)	
Non-accruing loans:		
Residential real estate	\$ 93,844	\$ 79,234
Residential construction	823	487
Commercial real estate	15,338	11,881
Commercial business	2,738	1,414
Consumer unsecured	290	1,186
 Total	 113,033	 94,202
Accruing loans greater than 90 days delinquent:		
Residential real estate	--	--
Residential construction	--	--
Commercial real estate	--	--
Commercial business	328	420
Consumer	609	360
 Total accruing loans greater than 90 days delinquent	 937	 780
 Total non-performing loans	 113,970	 94,982
Real estate owned, net of reserves	10,552	9,056
Other repossessed assets	917	583
	11,469	9,639
 Total non-performing assets	 \$125,439	 \$104,621

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Total non-performing loans as a percentage of total loans(1)	6.20%	5.51%
-----		
Total non-performing assets as a percentage of total assets	3.04%	2.96%
-----		
Allowance for loan losses as a percentage of total non-performing loans(2)	11.39%	12.21%
-----		
Allowance for loan losses as a percentage of total loans outstanding(2)	0.71%	0.67%
-----		
Net charge-offs to average loans outstanding	0.39%	0.17%
-----		

-----

- (1) The increase in the ratio was partially caused by significant loan securitizations during the last two quarters of 2000 and the first two quarters of 2001, which reduced the amount of loans held in portfolio which are considered in the calculation of the ratio. Without giving effect to loan securitizations, as of June 30, 2001 and December 31, 2000, the ratio of non-performing loans to total loans would have been 4.70% and 4.45%, respectively.
- (2) Because of the nature of the collateral, R&G Financial's historical charge-offs with respect to residential real estate loans have been low. Excluding R&G Financial's residential loan portfolio, the allowance for loan losses to total loans and to total non-performing loans at June 30, 2001 and December 31, 2000 would have been 1.69% and 64.5%, respectively, and 1.66% and 73.7%, respectively.

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NOTE 5 - MORTGAGE LOAN SERVICING

The changes in the servicing asset of the Company follows:

	For the six month period ended June 30,	
	2001	2000
	-----	-----
	(Unaudited)	
Balance at beginning of period	\$ 95,078,530	\$ 84,252,506
Rights originated	11,535,484	3,982,151
Rights purchased	814,513	4,366,308
Scheduled amortization	(5,270,592)	(4,740,324)
Unscheduled amortization	(1,350,000)	--
	-----	-----

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Balance at end of period	\$100,807,935 =====	\$ 87,860,641 =====
--------------------------	------------------------	------------------------

The portion of the Company's mortgage loans servicing portfolio consisting of the servicing asset that was originated by the Company prior to the adoption of SFAS No. 122 is not reflected as an asset on the Company's Consolidated Financial Statements, and is not subject to amortization or impairment.

### NOTE 6 - DEPOSITS

Deposits are summarized as follows:

	June 30, 2001	December 31, 2000
	-----	
	(Unaudited)	
	(Dollars in Thousands)	
Passbook savings	\$ 125,062	\$ 116,776
	-----	
NOW accounts	49,839	43,271
Super NOW accounts	145,629	97,172
Regular checking accounts (non-interest bearing)	82,305	70,760
Commercial checking accounts (non-interest bearing)	132,038	101,178
	-----	
	409,811	312,381
	-----	
Certificates of deposit:		
Under \$100,000	527,875	489,221
\$100,000 and over	771,378	749,081
	-----	
	1,299,253	1,238,302
	-----	
Accrued interest payable	5,325	8,603
	-----	
	\$1,839,451	\$1,676,062
	=====	

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### NOTE 7 - COMMITMENTS AND CONTINGENCIES

#### COMMITMENTS TO BUY AND SELL GNMA CERTIFICATES

As of June 30, 2001, the Company had open commitments to issue GNMA certificates of approximately \$15.0 million.

#### COMMITMENTS TO SELL MORTGAGE LOANS

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As of June 30, 2001 the Company had commitments to sell mortgage loans to third party investors amounting to approximately \$220.8 million.

LEASE COMMITMENTS

The Company is obligated under several noncancellable leases for office space and equipment rentals, all of which are accounted for as operating leases. The leases expire at various dates with options for renewals.

OTHER

At June 30, 2001, the Company is liable under limited recourse provisions resulting from the sale of loans to several investors, principally FHLMC. The principal balance of these loans, which are serviced by the Company, amounts to approximately \$539.8 million at June 30, 2001. Liability, if any, under the recourse provisions at June 30, 2001 is estimated by management to be insignificant.

NOTE 8 - SUPPLEMENTAL INCOME STATEMENT INFORMATION

Employee costs and other administrative and general expenses are shown in the Consolidated Statements of Income net of direct loan origination costs. Direct loan origination costs are capitalized as part of the carrying cost of mortgage loans and are offset against mortgage loan sales and fees when the loans are sold, or amortized as a yield adjustment to interest income on loans held for investment.

Total employee costs and other expenses before capitalization follows:

	Three month period ended		(Unaudited)
	June 30,		
	2001	2000	
	-----	-----	---
Employee costs	\$ 13,348,888	\$ 10,049,783	\$
	-----	-----	---
Other administrative and general expenses	\$ 13,914,823	\$ 11,455,002	\$
	-----	-----	---

NOTE 9 - INDUSTRY SEGMENTS

The following summarized information presents the results of the Company's operations for its traditional banking; mortgage banking and insurance activities:

	(\$ in thousands)
	-----
	Three month period ended
	-----
	2001
	-----



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	Banking	Mortgage Banking	Insurance	Segment Totals	Bank
Revenues	\$22,653	\$20,302	\$1,373	\$44,328	\$17,
Non-interest expenses	10,669	13,322	286	24,277	8,
Income before income taxes and cumulative effect from change in accounting principle	\$11,984	\$ 6,980	\$1,087	\$20,051	\$ 8,
Six month period ended					
2001					
	Banking	Mortgage Banking	Insurance	Segment Totals	Bank
Revenues	\$47,450	\$38,126	\$2,142	\$87,718	\$33
Non-interest expenses	21,233	26,978	489	48,700	17
Income before income taxes and cumulative effect from change in accounting principle	\$26,217	\$11,148	\$1,653	\$39,018	\$15

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ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS

GENERAL

R&G Financial Corporation (the "Company") is a diversified financial holding company that, through its wholly-owned subsidiaries, is engaged in mortgage banking, banking and insurance activities. Its mortgage banking activities include the origination, purchase, sale and servicing of mortgage loans on single-family residences, the issuance and sale of various types of mortgage-backed securities, the holding of mortgage loans, mortgage-backed securities and other investment securities for sale or investment, and the purchase and sale of servicing rights associated with such mortgage loans and, to a lesser extent, the origination of construction loans and mortgage loans secured by income producing real estate and land (the "mortgage banking business").

The Company is also engaged in providing a full range of banking services, including commercial banking services, corporate and construction lending, consumer lending and credit cards, offering a diversified range of deposit products and, to a lesser extent, trust and investment services through its private banking department.

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R&G Financial is currently in its 29th year of operations. The Company is the second largest mortgage loans originator and servicer of mortgage loans on single family residences in Puerto Rico. R&G Financial's mortgage servicing portfolio increased to approximately \$6.9 billion as of June 30, 2001, from \$6.4 billion as of the same date a year ago, an increase of 8.2%. R&G Financial's strategy is to increase the size of its mortgage servicing portfolio by relying principally on internal loan originations.

As part of its strategy to maximize net interest income, R&G Financial maintains a substantial portfolio of mortgage-backed and investment securities. At June 30, 2001, the Company held securities available for sale with a fair market value of \$1.7 billion, which included \$1.2 billion of mortgage-backed securities of which \$563.3 million consisted primarily of Puerto Rico GNMA securities, the interest on which is tax-exempt to the Company. These securities are generally held by the Company for longer periods prior to sale in order to maximize the tax-exempt interest received thereon.

A substantial portion of R&G Financial's total mortgage loan originations has consistently been comprised of refinance loans. R&G Financial's future results could be adversely affected by a significant increase in mortgage interest rates that reduces refinancing activity. However, the Company believes that refinancing activity is less sensitive to interest rate changes in Puerto Rico than in the mainland United States because a significant amount of refinance loans are made for debt consolidation purposes.

R&G Financial customarily sells or securitizes into mortgage-backed securities substantially all the loans it originates, except for certain non-conforming conventional mortgage loans and certain consumer, construction, land, and commercial loans which are held for investment and classified as loans receivable.

### FINANCIAL CONDITION

At June 30, 2001, total assets amounted to \$4.1 billion, as compared to \$3.5 billion at December 31, 2000. The \$588.4 million or 16.6% increase in total assets since year-end was primarily the result of a \$201.6 million or 13.3% increase in mortgage-backed and investment securities available for sale, a \$117.3 million or 974.3% increase in mortgage-backed securities held for trading, a \$118.8 million or 124.2% increase in mortgage loans held for sale and a \$98.7 million or 6.0% increase in loans receivable, net.

At June 30, 2001, deposits totaled \$1.8 billion, an increase of \$163.4 million or 9.7% when compared to December 31, 2000. In addition, at June 30, 2001, R&G Financial had \$1.8 billion of borrowings (consisting of securities sold under agreements to repurchase, notes payable, FHLB advances and other borrowings), as compared to \$1.5 billion at December 31, 2000. R&G Financial utilized deposits (primarily certificates of deposits) and repurchase agreements to fund its growth during the period.

At June 30, 2001, R&G Financial's allowance for loan losses totaled \$13.0 million, which represented a \$2.4 million or 11.9% increase from the level maintained at December 31, 2000. At June 30, 2001, R&G Financial's allowance represented approximately 0.71% of the total loan portfolio and 11.39% of total non-performing loans. However, excluding R&G Financial's residential loan portfolio, which has minimal charge-off experience, the allowance for loan losses to total loans and to total non-performing loans would have been 1.69% and 64.5%, respectively, at June 30, 2001. The increase in the allowance for loan losses reflects the increase in R&G Financial's commercial real estate and construction loan portfolio as well as the increase in R&G Financial

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non-performing loans during the year.

Non-performing loans amounted to \$114.0 million at June 30, 2001, an increase of \$54.6 million when compared to \$59.4 million at December 31, 1999. However, \$46.4 million or 85% of such increase consisted of residential mortgage loans, which resulted to a large extent from increased delays over the period in the foreclosure process in Puerto Rico. As noted above, because of the nature of the real estate collateral, R&G Financial has historically recognized a low level of loan charge-offs. R&G Financial's aggregate charge-offs amounted to 0.39% during the first half of 2001, 0.17% during 2000 and 0.25% during 1999. Although loan delinquencies have historically been higher in Puerto Rico than in the United States, actual foreclosures and any resulting loan charge-offs have historically been lower than in the United States. While the ratio of non-performing loans to total loans increased from 3.66% to 5.51% from December 31, 1999 to December 31, 2000 and to 6.20% at June 30, 2001, the increase in the ratio was made larger than it would otherwise have been due to significant loan securitizations during the last two quarters of 2000 and the first half of 2001, which reduced the amount of loans considered in the calculation of the ratio. Without giving effect to loan securitizations, as of June 30, 2001 and December 31, 2000, the ratio of non-performing loans would have been 4.70% and 4.45%, respectively.

Stockholders' equity increased from \$308.8 million at December 31, 2000 to \$424.1 million at June 30, 2001. The \$115.2 million or 37.3% increase was due primarily to the issuance of 2,000,000 shares of Class B common stock on June 27, 2001 for aggregate net proceeds of \$28.2 million, the issuance of 2,760,000 shares of the Company's 7.60% Monthly Income Preferred Stock, Series C, in March 2001 for aggregate net proceeds of \$66.6 million and the net income recognized during the period.

### RESULTS OF OPERATIONS

During the three and six months ended June 30, 2001, R&G Financial reported net income before the cumulative effect of a change in accounting principle of \$15.4 million and \$28.8 million, or \$0.43 and \$0.81 of earnings per diluted share, respectively, compared to \$10.7 million and \$20.2 million or \$0.32 and \$0.59 of earnings per diluted share for the comparative periods in 2000.

Net interest income increased by \$6.1 million or 18.2% during the six month period ended June 30, 2001 to \$39.6 million, primarily due to an increase in the average balance of interest-earning assets, which was partially offset by a 5 basis point decline in the net interest margin from 2.34% to 2.29%. With interest rates currently declining, R&G Financial expects a gradual improvement in its net interest margin, as evidenced by the 14 basis point improvement in the three month period ended June 30, 2001 when compared with the three month period ended June 30, 2000. The provision for loan losses amounted to \$4.1 million during the six months ended June 30, 2001, a 44% increase over the prior comparable period, as R&G Financial increased its general reserves to reflect the expected continued growth in commercial lending, which involves greater credit risk than residential lending.

R&G Financial also experienced an increase in non-interest income during the six months ended June 30, 2001 over the prior comparable period. Net gain on sale of loans increased significantly, by \$10.2 million or 61% over the prior comparable period, which was due both to the volume of loans originated and sold as well as increased profits made on loans sold. Loan administration and servicing fees also increased by \$1.7 million or 11% over the comparable periods, due to the growth in the loan servicing portfolio.

Net interest income increased by \$4.7 million or 28% to \$21.4 million during the quarter ended June 30, 2001, due to an increase in the average

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balance of interest-earning assets, together with a 14 basis points increase in the net interest margin from 2.25% to 2.39%. Net gain on sale of loans increased 26% to \$11.9 million during the three month ended June 30, 2001.

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Total expenses increased by \$7.3 million or 18% during the six months ended June 30, 2001 over the prior comparable period, primarily due to a \$4.2 million or 21% increase in other administrative and general expenses, primarily due to increased amortization of the Company's servicing asset and increased advertising expenses to increase loan production. Employee compensation and benefits increased by \$1.6 million or 12% associated with employees hired to accommodate increased loan production. These increases were accompanied by a \$1.4 million or 22% increase in occupancy expenses.

Total expenses increased by \$4.0 million or 20% during the three month period ended June 30, 2001 over the prior comparable period, due to a \$1.9 million or 18% increase in other general and administrative expenses, a \$1.3 million or 22% increase in employee compensation and benefits, and a \$794,000 or 24% increase in occupancy expenses.

The Company's effective tax rate decreased from 25% during the three month period ended June 30, 2000 to 21% during the three month period ended June 30, 2001. The decrease in the Company's effective tax rate during the quarter ended June 30, 2001 is primarily related to increases in the Company's tax-exempt interest income as a result of growth of the Company's tax-exempt securities portfolio.

### INTEREST RATE RISK MANAGEMENT

The following table summarizes the anticipated maturities or repricing of R&G Financial's interest-earning assets and interest-bearing liabilities as of June 30, 2001, based on the information and assumptions set forth in the notes below. For purposes of this presentation, the interest earning components of loans held for sale and mortgage-backed securities held in connection with the Company's mortgage banking business, as well as all securities held for trading, are assumed to mature within one year. In addition, investments held by the Company which have call features are presented according to their contractual maturity date.

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(Dollars in Thousands)	Within Three Months	Four to Twelve Months	More Than One Year to Three Years	More Three to Five
Interest-earning assets(1):				
Loans receivable:				
Residential real estate loans	\$ 36,266	\$ 102,168	\$ 229,629	\$ 178
Construction loans	55,621	12,173	15,049	
Commercial real estate loans	331,495	--	--	
Consumer loans	46,368	37,207	50,820	23
Commercial business loans	56,328	8,326	9,027	1

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Mortgage loans held for sale	35,453	178,991	--	
Mortgage-backed securities(2) (3)	164,022	465,330	171,689	136
Investment Securities(3)	147,836	156,963	140,586	57
Other interest-earning assets(4)	28,528	300	--	
	-----			
Total	\$ 901,917	\$ 961,458	\$ 616,800	\$ 396
	=====			
Interest bearing liabilities:				
Deposits(5)				
NOW and Super NOW accounts	\$ 9,774	\$ 27,366	\$ 30,083	\$ 24
Passbook savings accounts	3,126	9,066	22,574	18
Regular and commercial checking	10,737	30,065	33,049	26
Certificates of deposit	357,809	686,048	88,402	161
FHLB advances	55,000	88,000	78,125	187
Securities sold under agreements to repurchase(6)	677,755	130,756	95,724	10
Other borrowings(7)	72,718	170,074	24,000	
	-----			
Total	1,186,919	1,141,375	371,957	428
	-----			
Effect of hedging instruments	(355,000)	--	210,000	65
	-----			
	\$ 831,919	\$ 1,141,375	\$ 581,957	\$ 493
	=====			
Excess (deficiency) of interest-earning assets over interest-bearing liabilities	\$ 69,998	\$ (179,917)	\$ 34,843	\$ (96)
	-----			
Cumulative excess (deficiency) of interest-earning assets over interest-bearing liabilities	\$ 69,998	\$ (109,919)	\$ (75,076)	\$ (171)
	-----			
Cumulative excess (deficiency) of interest-earning assets over interest-bearing liabilities as a percent of total assets	1.70%	(2.67)%	(1.82)%	(
	-----			

(footnotes on following page)

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(1) Adjustable-rate loans are included in the period in which interest rates are next scheduled to adjust rather than in the period in which they are due, and fixed-rate loans are included in the periods in which they are scheduled to be repaid, based on scheduled amortization, in each case as adjusted to take into account estimated prepayments.

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- (2) Reflects estimated prepayments in the current interest rate environment.
- (3) Includes securities held for trading, available for sale and held to maturity.
- (4) Includes securities purchased under agreement to resell, time deposits with other banks and federal funds sold.
- (5) Does not include non-interest-bearing deposit accounts.
- (6) Includes federal funds purchased.
- (7) Comprised of warehousing lines, notes payable and other borrowings.

As of June 30, 2001, the Company had a one year negative gap of approximately \$109.9 million which constituted 2.7% of total assets as such date, compared to a negative gap of approximately \$477.8 million or 13.5% of total assets at December 31, 2000. R&G Financial's negative gap within one is due primarily to its large fixed-rate mortgage loans receivable portfolio held for investment and a portion of its portfolio of FHLB notes and other US agency securities which have call features but were not likely to be exercised by such agencies due to the actual interest rate environment. During the six months ended June 30, 2001, the Company extended the maturity dates of certain borrowings into longer-term maturities at lower rates to take advantage of reductions in interest rates during the quarter. In addition, the Company entered into certain derivative instruments and increased its portfolio of investment securities held for trading, reducing its gap exposure. While the above table presents the Company's loans receivable portfolio held for investment purposes according to its maturity date, from time to time the Company may negotiate special transactions with FHLMC and/or FNMA or other third party investors for the sale of such loans. There can be no assurance, however, that the Company will be successful in consummating any such transactions.

The following table presents for the periods indicated R&G Financial's total dollar amount of interest from average interest-earning assets and the resultant yields, as well as the interest expense on average interest-bearing liabilities expressed both in dollars and rates, and the net interest margin. The table does not reflect any effect of income taxes. All average balances are based on the average of month-end balances for R&G Mortgage and average daily balances for the Bank in each case during the periods presented.

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(Dollars in Thousands)	For the three month period 2001			
	Average Balance	Interest	Yield / Rate	Av Ba
<b>Interest-Earning Assets:</b>				
Cash and cash equivalents(1)	\$ 36,761	\$ 412	4.48%	\$
Investment securities available for sale	411,499	6,981	6.79	2
Investment securities held to maturity	5,013	72	5.75	

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Mortgage-backed securities held for trading	118,935	1,603	5.39	
Mortgage-backed securities available for sale	1,113,737	18,023	6.47	6
Mortgage-backed securities held to maturity	18,517	271	5.85	
Loans receivable, net(2)	1,826,157	36,356	7.96	1,8
FHLB of New York Stock	48,079	773	6.43	
<hr/>				
Total interest-earning assets	3,578,698	\$64,491	7.21%	2,9
<hr/>				
Non-interest-earning assets	320,984			2
<hr/>				
Total assets	\$3,899,682			\$3,1
<hr/>				
Interest-Bearing Liabilities:				
Deposits	\$1,758,890	\$22,619	5.14%	\$1,4
Securities sold under agreements to repurchase(3)	974,468	11,960	4.91	7
Notes payable	248,511	2,978	4.79	1
Other borrowings(4)	418,551	5,513	5.27	4
<hr/>				
Total interest-bearing liabilities	3,400,420	\$43,070	5.07%	2,8
<hr/>				
Non-interest-bearing liabilities	105,971			
<hr/>				
Total liabilities	3,506,391			2,9
<hr/>				
Stockholders' equity	393,291			2
<hr/>				
Total liabilities and stockholders' equity	\$3,899,682			\$3,1
<hr/>				
Net interest income; interest rate spread(5)		\$21,421	2.14%	
<hr/>				
Net interest margin			2.39%	
<hr/>				
Average interest-earning assets to average interest-bearing liabilities			105.24%	
<hr/>				

(footnotes on page 23)

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(Dollars in Thousands)	Average Balance	Interest	Yield / Rate	A B
<b>Interest-Earning Assets:</b>				
Cash and cash equivalents(1)	\$ 40,503	\$ 1,021	5.04%	\$
Investment securities available for sale	380,788	12,919	6.79	
Investment securities held to maturity	4,354	125	5.74	
Mortgage-backed securities held for trading	105,868	3,315	6.26	
Mortgage-backed securities available for sale	1,066,664	34,087	6.39	
Mortgage-backed securities held to maturity	18,976	566	5.97	
Loans receivable, net(2)	1,792,861	73,784	8.23	1,
FHLB of New York Stock	47,165	1,543	6.54	
<b>Total interest-earning assets</b>	<b>3,457,179</b>	<b>\$ 127,360</b>	<b>7.37%</b>	<b>2,</b>
<b>Non-interest-earning assets</b>	<b>322,423</b>			
<b>Total assets</b>	<b>\$3,779,602</b>			<b>\$3,</b>
<b>Interest-Bearing Liabilities:</b>				
Deposits	\$1,723,751	\$ 45,695	5.30%	\$1,
Securities sold under agreements to repurchase(3)	909,610	24,582	5.40	
Notes payable	213,504	5,022	4.70	
Other borrowings(4)	453,043	12,473	5.51	
<b>Total interest-bearing liabilities</b>	<b>3,299,908</b>	<b>\$ 87,772</b>	<b>5.32%</b>	<b>2,</b>
<b>Non-interest-bearing liabilities</b>	<b>114,555</b>			
<b>Total liabilities</b>	<b>3,414,463</b>			<b>2,</b>
<b>Stockholders' equity</b>	<b>365,139</b>			
<b>Total liabilities and stockholders' equity</b>	<b>\$3,779,602</b>			<b>\$3,</b>
<b>Net interest income; interest rate spread(5)</b>		<b>\$ 39,588</b>	<b>2.05%</b>	
<b>Net interest margin</b>			<b>2.29%</b>	
<b>Average interest-earning assets to average interest-bearing liabilities</b>			<b>104.77%</b>	

(footnotes on following page)



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- (1) Comprised of cash and due from banks, securities purchased under agreements to resell, time deposits with other banks and federal funds sold.
  - (2) Includes mortgage loans held for sale and non-accrual loans.
  - (3) Includes federal funds purchased.
  - (4) Comprised of long-term debt, advances from the FHLB of New York and other borrowings.
  - (5) Interest rate spread represents the difference between R&G Financial's weighted average yield on interest-earning assets and the weighted average rate on interest-bearing liabilities. Net interest margin represents net interest income as a percent of average interest-earning assets.

MORTGAGE LOAN SERVICING

The following table sets forth certain information regarding the mortgage loan servicing portfolio of R&G Financial for the periods indicated.

	June 30,	
	2001	2000
	(Dollars in Thousands)	
Composition of Servicing Portfolio at period end:		
GNMA	\$ 2,974,223	\$ 2,984,115
FNMA/FHLMC	2,175,019	1,493,886
Other mortgage loans(3)	1,778,000	1,926,893
	-----	-----
Total servicing portfolio(3)	\$ 6,927,242	\$ 6,404,894
	=====	=====
Activity in the Servicing Portfolio:		
Beginning servicing portfolio	\$ 6,634,059	\$ 6,177,511
Add: Loan originations and purchases	936,008	671,287
Servicing of portfolio loans acquired	1,361	1,779
Less: Sale of servicing rights(1)	(103,746)	(128,095)
Run-offs(2)	(540,440)	(317,588)
	-----	-----
Ending servicing portfolio(3)	\$ 6,927,242	\$ 6,404,894
	=====	=====
Number of loans serviced	112,057	109,015
Average loan size	\$ 62	\$ 59
Average servicing fee rate	0.507%	0.485%

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- (1) Includes to loans sold, servicing released, by Continental Capital, totaling \$103.8 million and \$87.0 million in 2001 and 2000, respectively.

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- (2) Run-off refers to regular amortization of loans, prepayments and foreclosures.
- (3) At the dates shown, included \$995.0 million and \$1.3 billion of loans serviced for the Bank, respectively, which constituted 14.4% and 19.8% of the total servicing portfolio, respectively.

Substantially all of the mortgage loans in R&G Financial's servicing portfolio are secured by single (one-to-four) family residences secured by real estate located in Puerto Rico. At June 30, 2001 less than 7% of the Company's mortgage servicing portfolio was related to mortgages secured by real property located outside Puerto Rico.

The Company reduces the sensitivity of its servicing income to increases in prepayment rates through a strong retail origination network that has increased or maintained the size of R&G Financial's servicing portfolio even during periods of high prepayments. In addition, a substantial portion of the Company's servicing portfolio consists of tax-exempt FHA/VA mortgage loans which carry lower interest rates than those on conventional loans, which tends to reduce risks related to R&G Financial's servicing portfolio. During the six month ended June 30, 2001 the Company recognized \$1,350,000 of unscheduled amortization of mortgage servicing rights.

### LIQUIDITY AND CAPITAL RESOURCES

LIQUIDITY - Liquidity refers to the Company's ability to generate sufficient cash to meet the funding needs of current loan demand, savings deposit withdrawals, principal and interest payments with respect to outstanding borrowings and to pay operating expenses. It is management's policy to maintain greater liquidity than required in order to be in a position to fund loan purchases and originations, to meet withdrawals from deposit accounts, to make principal and interest payments with respect to outstanding borrowings and to make investments that take advantage of interest rate spreads. The Company monitors its liquidity in accordance with guidelines established by the Company and applicable regulatory requirements. The Company's need for liquidity is affected by loan demand, net changes in deposit levels and the scheduled maturities of its borrowings. The Company can minimize the cash required during the times of heavy loan demand by modifying its credit policies or reducing its marketing efforts. Liquidity demand caused by net reductions in deposits are usually caused by factors over which the Company has limited control. The Company derives its liquidity from both its assets and liabilities. Liquidity is derived from assets by receipt of interest and principal payments and prepayments, by the ability to sell assets at market prices and by utilizing unpledged assets as collateral for borrowings. Liquidity is derived from liabilities by maintaining a variety of funding sources, including deposits, advances from the FHLB of New York and other short and long-term borrowings.

The Company's liquidity management is both a daily and long-term function of funds management. Liquid assets are generally invested in short-term investments such as securities purchased under agreements to resell, federal funds sold and certificates of deposit in other financial institutions. If the Company requires funds beyond its ability to generate them internally, various forms of both short and long-term borrowings provide an additional source of

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funds. At June 30, 2001, the Company had \$72.1 million in borrowings capacity under unused warehousing and other lines of credit, \$583.4 million in borrowings capacity under unused lines of credit with the FHLB of New York and \$40 million under unused federal funds lines of credit. The Company has generally not relied upon brokered deposits as a source of liquidity.

At June 30, 2001, the Company had outstanding commitments to originate and/or purchase mortgage and non-mortgage loans of \$155.2 (including unused lines of credit) million. Certificates of deposit which are scheduled to mature within one year totaled \$1.0 billion at June 30, 2001, and borrowings that are scheduled to mature within the same period amounted to \$1.1 billion. The Company anticipates that it will have sufficient funds available to meet its current loan commitments.

CAPITAL RESOURCES - The FDIC's capital regulations establish a minimum 3.0 % Tier I leverage capital 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 1 leverage ratio for such other banks from 4.0% to 5.0% or more. Under the FDIC's regulations, the highest-rated banks are those that the FDIC determines are not anticipating or experiencing significant growth and have well diversified risk, including no undue interest rate risk exposure, excellent asset quality, high liquidity, good earnings and, in general,

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which are considered a strong banking organization and are rated composite 1 under the Uniform Financial Institutions Rating System. Leverage or core capital is defined as the sum of common stockholders' equity (including retained earnings), noncumulative 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.

The FDIC also requires 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, all assets, plus certain off-balance sheet assets, are multiplied by a risk-weight of 0% to 100%, based on the risks the FDIC believes are inherent in the type of asset or item. The components of Tier 1 capital are equivalent to those discussed above under the 3% leverage capital standard. The components of supplementary capital include certain perpetual preferred stock, certain mandatory convertible securities, certain subordinated debt and intermediate preferred stock and general 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. At June 30, 2001, the Bank met each of its capital requirements, with Tier 1 leverage capital, Tier 1 risk-based capital and total risk-based capital ratios of 7.05%, 12.50% and 13.20%, respectively.

In addition, the Federal Reserve Board has promulgated capital adequacy guidelines for bank holding companies which are substantially similar to those adopted by FDIC regarding state-chartered banks, as described above. The Company is currently in compliance with such regulatory capital requirements.

INFLATION AND CHANGING PRICES

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The unaudited consolidated financial statements and related data presented herein have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars (except with respect to securities which are carried at market value), without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, substantially all of the assets and liabilities of the Company are monetary in nature. As a result, interest rates have a more significant impact on the Company's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services.

"SAFE HARBOR" STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Statements made in this Form 10-Q that relate to future events are made pursuant to the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon current expectations and R&G Financial assumes no obligation to update this information. Because actual results may differ materially from expectations, R&G Financial cautions readers not to place undue reliance on these statements. A number of factors, including changes in economic conditions in the Company's market area, changes in policies by regulatory agencies, fluctuations in interest rates, demand for loans in the Company's market area, and competition, could cause actual results to differ materially from historical results and those presently anticipated or projected. For a detailed discussion of the important factors affecting R&G Financial, please see the Company's Form 10-K for the year ended December 31, 2000 and Form 10-Q for the quarter ended March 31, 2001 filed with the Securities and Exchange Commission.

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

Quantitative and qualitative disclosures about market risks at December 31, 2000 are presented in Item 7A of the Company's Annual report on Form 10-K. Information at June 30, 2001 is presented on page 18 of this Report. Management believes there have been no material changes in the Company's market risk since December 31, 2000.

## PART II - OTHER INFORMATION

### ITEM 1: Legal Proceedings

The Registrant is involved in routine legal proceedings occurring in the ordinary course of business which, in the aggregate, are believed by management to be immaterial to the financial condition and results of operations of the Registrant.

### ITEM 2: Changes in Securities

Not applicable

### ITEM 3: Defaults Upon Senior Securities

Not applicable

### ITEM 4: Submission of Matters to a Vote of Security Holders

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The Company's Annual Meeting of Stockholders was held on April 25, 2001.

1. With respect to the election of four directors to serve three-year terms expiring at the Annual Meeting of Stockholders to be held in the year 2004 or until their respective successors are elected and qualified, the following were the number of shares voted for each nominee:

Ana M. Armendariz	Class A - For 18,440,556 Class B - For 2,002,962	Withheld 0 Withheld 0	Against 0 Against 297,62
Victor L. Galan	Class A - For 18,440,556 Class B - For 1,932,980	Withheld 0 Withheld 0	Against 0 Against 367,60
Benigno Fernandez	Class A - For 18,440,556 Class B - For 2,140,102	Withheld 0 Withheld 0	Against 0 Against 160,48
Pedro L. Ramirez	Class A - For 18,440,556 Class B - For 2,145,062	Withheld 0 Withheld 0	Against 0 Against 155,52

2. With respect to the ratification of the appointment of PricewaterhouseCoopers, LLP as the Company's independent auditors for the fiscal year ending December 31, 2001, the following are the number of shares voted:

Class A - For 18,440,556	Withheld 0	Against 0
Class B - For 2,300,042	Withheld 540	Against 0

### ITEM 5: Other Information

Not applicable.

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### ITEM 6: Exhibits and Reports on Form 8-K

a) Exhibits

EXHIBIT NO. -----	EXHIBIT -----
2.0	Amended and Restated Agreement and Plan of Merger by between R&G Financial Corporation, the Bank and R-G Premier Bank, dated as of September 27, 1996(1)
3.1	Certificate of Incorporation of R&G Financial Corporation
3.2.1	Amended and Restated Certificate of Incorporation of Financial Corporation(4)
3.2.2	Certificate of Amendment to Amended and Restated Certificate of R&G Financial Corporation(9)

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3.3	Bylaws of R&G Financial Corporation(2)
3.4	Certificate of Resolutions designating the terms of Series A Preferred Stock(6)
3.5	Certificate of Resolutions designating the terms of Series B Preferred Stock(7)
3.6	Certificate of Resolutions designating the terms of Series C Preferred Stock(8)
4.0	Specimen of Stock Certificate of R&G Financial Corporation
4.1	Form of Series A Preferred Stock Certificate of R&G Corporation(3)
4.2	Form of Series B Preferred Stock Certificate of R&G Corporation(5)
4.3	Form of Series C Preferred Stock Certificate of R&G Corporation(8)
10.1	Master Purchase, Servicing and Collection Agreement between R&G Mortgage and the Bank dated February 16, 1990, as amended on April 1, 1991, December 1, 1991, February 1, 1994 and July 1, 1994(2)
10.2	Master Custodian Agreement between R&G Mortgage and the Bank dated February 16, 1990, as amended on June 27, 1996
10.3	Master Production Agreement between R&G Mortgage and the Bank dated February 16, 1990, as amended on August 30, 1994 and March 31, 1995(2)
10.4	Data Processing Computer Service Agreement between R&G Mortgage and R-G Premier Bank dated December 1, 1994
10.5	Securitization Agreement by and between R&G Mortgage and the Bank, dated as of July 1, 1995(2)
10.6	R&G Financial Corporation Stock Option Plan(2) (*)

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- (1) Incorporated by reference from the Registration Statement on Form S-4 (Registration No. 333-13199) filed by the Registrant with the Securities and Exchange Commission ("SEC") on October 1, 1996.
  - (2) Incorporated by reference from the Registration Statement on Form S-1 (Registration No. 333-06245) filed by the Registrant with the SEC on June 18, 1996, as amended.
  - (3) Incorporated by reference from the Registrant's Registration Statement on Form S-3 (Registration No. 333-60923), as amended, filed with the SEC on August 7,

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1998.

- (4) Incorporated by reference from the Registrant's Current Report on Form 8-K filed with the SEC on November 19, 1999.
  - (5) Incorporated by reference from the Registrant's Registration Statement on Form S-3 (Registration No. 333-90463), filed with the SEC on November 5, 1999.
  - (6) Incorporated by reference from the Registrant's Current Report on Form 8-K filed with the SEC on August 31, 1998.
  - (7) Incorporated by reference from the Registrant's Form 10-K filed with the SEC on April 13, 2000.
  - (8) Incorporated by reference from Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (File No. 333-55834), filed with the SEC on March 7, 2001.
- (\*) Management contract or compensatory plan or arrangement.
- (9) Incorporated by reference from the Registrant's Current Report on Form 8-K filed with the SEC on June 12, 2001.
- b) A Form 8-K report was filed on June 12, 2001 with respect to the amendment of the Company's Certificate of Incorporation.

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.

R&G FINANCIAL CORPORATION

Date: August 14, 2001

By: /S/ VICTOR J. GALAN

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Victor J. Galan, Chairman  
and Chief Executive Officer  
(Principal Executive Officer)

By: /S/ JOSEPH R. SANDOVAL

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Joseph R. Sandoval  
Senior Vice President and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

