

NYSE: BOH



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Bank of Hawaii Corporation Third Quarter 2008 Financial Results

- Diluted Earnings Per Share \$0.99
- Net Income for the Quarter \$47.4 Million
- Board of Directors Increases Dividend to \$0.45 Per Share
- Board of Directors Increases Repurchase Authorization by \$50 Million

FOR IMMEDIATE RELEASE

HONOLULU, HI (October 27, 2008) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.99 for the third quarter of 2008, an increase of \$0.03 or 3.1 percent from diluted earnings per share of \$0.96 in the same quarter last year. Net income for the third quarter of 2008 was \$47.4 million, down slightly from net income of \$47.8 million in the third quarter of 2007. Financial results for the third quarter of 2008 included an \$8.9 million net credit related to the Company's pending resolution of Sale In/Lease Out ("SILO") leases with the Internal Revenue Service. The Company also increased the allowance for loan and lease losses by \$13.0 million during the quarter.

The return on average assets for the third quarter of 2008 was 1.82 percent, up from 1.79 percent during the same quarter last year. The return on average equity for the third quarter of 2008 was 24.17 percent compared to 26.02 percent for the third quarter of 2007.

"Bank of Hawaii Corporation had another good financial performance during the third quarter of 2008 despite a challenging environment for banks," said Allan R. Landon, Chairman and CEO. "Asset quality remained solid and we strengthened our capital ratios and reserves during the quarter. We are preparing for more challenging operating conditions as the Hawaii economy slows and Federal government programs begin to impact our market."

For the nine months ended September 30, 2008, net income was \$152.9 million, up \$10.1 million or 7.0 percent compared to \$142.8 million for the same period last year. Diluted earnings per share were \$3.17 for the nine-month period in 2008, up from \$2.86 for the same period in 2007. The year-to-date return on average assets was 1.95 percent, up from 1.82 percent for the same nine months in 2007. The year-to-date return on average equity was 26.26 percent, down slightly from 26.43 percent for the same period in 2007 as the Company further strengthened its capital levels in 2008.

Financial Highlights

Net interest income, on a taxable equivalent basis, for the third quarter of 2008 was \$103.8 million, up \$5.0 million from net interest income of \$98.8 million in the third quarter of 2007 and down \$3.6 million from net interest income of \$107.4 million in the second quarter of 2008. Net interest income in the third quarter of 2008 included a \$4.0 million reduction related to accounting for the pending settlement of income tax issues with the SILO leases. For the nine-month period ended September 30, 2008, net interest income on a taxable equivalent basis was \$313.6 million compared to \$296.3 million for the same period in 2007. Analyses of the changes in net interest income are included in Tables 7a, 7b and 7c.

The net interest margin was 4.33 percent for the third quarter of 2008, a 30 basis point increase from 4.03 percent in the third quarter of 2007 and an 8 basis point decrease from 4.41 percent in the second quarter of 2008. The decrease in the margin compared with the previous quarter was due to accounting for the proposed settlement of the SILO leases, which reduced the margin by 17 basis points. For the nine months ended September 30, 2008, the net interest margin was 4.30 percent compared to 4.07 percent for the same nine months in 2007. The increase in the net interest margin was primarily due to lower funding costs in 2008.

Results for the third quarter of 2008 included a provision for credit losses of \$20.4 million compared with \$4.1 million in the third quarter of 2007 and \$7.2 million in the second quarter of 2008. The provision for credit losses exceeded net charge-offs of \$7.4 million by \$13.0 million in the third quarter of 2008. The provision for credit losses equaled net charge-offs in the third quarter of last year and exceeded net charge-offs by \$2.5 million in the second quarter of 2008.

Noninterest income was \$57.0 million for the third quarter of 2008, a decrease of \$4.3 million compared to \$61.2 million in the third quarter of 2007 and a decrease of \$3.6 million compared to \$60.5 million in the second quarter of 2008. The decrease in noninterest income was largely due to accounting volatility in mortgage banking income, the timing of contingent insurance commission income, and lower investment management fees.

Noninterest expense was \$86.8 million in the third quarter of 2008, up \$5.3 million from noninterest expense of \$81.5 million in the same quarter last year and up \$2.9 million from \$83.9 million in the previous quarter. Noninterest expense in the third quarter of 2008 included an additional accrual of \$2.0 million related to employee incentive awards. An analysis of salary and benefit expenses is included in Table 8.

The efficiency ratio for the third quarter of 2008 was 54.05 percent compared to 50.97 percent in the third quarter last year. For the nine months ended September 30, 2008, the efficiency ratio was 51.12 percent compared to 51.16 percent for the same period in 2007.

The 11.24 percent effective tax rate for the third quarter of 2008 includes a net credit of \$12.9 million due to the previously mentioned IRS tax settlement. The effective tax rate was 35.68 percent during the same quarter last year and 37.03 percent in the previous quarter. For the nine months ended September 30, 2008, the effective tax rate was 27.37 percent compared to 35.75 percent for the same period in 2007. Adjusted for the SILO tax settlement, the effective tax rate was 32.97 percent for the third quarter of 2008 and 32.89 percent for the nine-month period in 2008.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury. Results are determined based on the Company's internal financial management reporting process and organizational structure. Selected financial information for the business segments is included in Tables 12a and 12b.

Asset Quality

The Company's overall asset quality remained solid during the three-month period ended September 30, 2008 with low levels of non-performing assets and accruing loans and leases past due 90 days or more. However, the Company increased the allowance for loan and lease losses by an additional \$13.0 million during the quarter due to heightened risk in three specific loan exposures and to general risk from the weakening Hawaii and U.S. mainland economy.

Non-accrual loans and leases were \$5.6 million at September 30, 2008, up from \$4.2 million at September 30, 2007 and down from \$6.5 million at June 30, 2008. As a percentage of total loans and leases, non-accrual loans at September 30, 2008 of 0.09 percent remain near historic lows.

Total non-performing assets were \$5.9 million at the end of the third quarter of 2008, up from \$4.3 million at the end of the same quarter last year and down from \$6.7 million at the end of the previous quarter. The ratio of non-performing assets to total loans and foreclosed real estate at September 30, 2008 was 0.09 percent, up from 0.06 percent at September 30, 2007 and down from 0.10 percent at June 30, 2008.

Net charge-offs during the third quarter of 2008 were \$7.4 million or 0.45 percent annualized of total average loans and leases. Net charge-offs increased \$3.3 million compared to \$4.1 million, or 0.25 percent annualized of total average loans and leases, during the same quarter last year and were up \$2.7 million compared to \$4.7 million, or 0.29 percent annualized of total average loans and leases, in the previous quarter. The increase compared to the previous quarter was largely due to higher charge-offs in the unsecured consumer installment portfolio. Net charge-offs for the nine months ended September 30, 2008 were \$17.5 million, or 0.36 percent annualized of total average loans and leases compared to \$10.1 million, or 0.21 percent annualized of total average loans and leases for the same period last year. Net charge-offs for the first nine months of 2007 included a partial recovery of \$2.1 million on an aircraft lease charged off in 2005.

The allowance for loan and lease losses increased to \$115.5 million at September 30, 2008, up from \$91.0 million at September 30, 2007 and up from \$102.5 million at June 30, 2008. The ratio of the allowance for loan and lease losses to total loans was 1.77 percent at September 30, 2008, an increase from 1.38 percent at September 30, 2007 and from 1.57 percent at June 30, 2008. The reserve for unfunded commitments at September 30, 2008 was \$5.2 million, unchanged from September 30, 2007 and from June 30, 2008. Details of charge-offs, recoveries and the components of the total reserve for credit losses are summarized in Table 11.

Other Financial Highlights

Total assets were \$10.34 billion at September 30, 2008, down \$215 million from \$10.55 billion at September 30, 2007 and down \$36 million from \$10.37 billion at June 30, 2008. The decrease in total assets compared with the prior quarters is largely due to a reduction in investment securities.

Total loans and leases were \$6.54 billion at September 30, 2008, down \$60 million from \$6.60 billion at September 30, 2007 and up \$21 million from \$6.52 billion at June 30, 2008. Average loans and leases were \$6.51 billion during the third quarter of 2008, down \$58 million from \$6.57 billion during the third quarter last year and down \$19 million from \$6.53 billion during the previous quarter.

Total commercial loans were \$2.41 billion at September 30, 2008, down \$19 million from \$2.43 billion at September 30, 2007 and up \$34 million from \$2.37 billion at June 30, 2008. The decrease in commercial loans is largely due to the Company's strategy to reduce construction lending exposure. Construction loans were \$153 million at September 30, 2008, down \$101 million from \$254 million at September 30, 2007 and down \$15 million from \$169 million at June 30, 2008.

Total consumer loans were \$4.13 billion at September 30, 2008, down \$42 million from \$4.17 billion at September 30, 2007 and down \$12 million from \$4.14 billion at June 30, 2008. The decrease in consumer loans compared with the previous quarter was largely due to a reduction in residential first mortgages, automobile lending, and unsecured installment loans. The trends in the consumer portfolio are consistent with the slowing Hawaii economy and the Company's disciplined approach to underwriting and credit. Loan and lease portfolio balances are summarized in Table 9.

Total deposits were \$7.66 billion at September 30, 2008, down \$217 million from \$7.88 billion at September 30, 2007 and down \$246 million from \$7.90 billion at June 30, 2008. The decrease in total deposits was largely due to a reduction in commercial escrow accounts related to construction projects nearing completion and lower public deposits due to the timing of bond payments. Average total deposits were \$7.77 billion during the third quarter of 2008, down \$243 million from \$8.02 billion during the third quarter last year and down \$186 million from \$7.96 billion during the previous quarter.

During the third quarter of 2008, the Company repurchased 332.2 thousand shares of common stock at a total cost of \$16.2 million under its share repurchase program. The average cost was \$48.74 per share repurchased. From the beginning of the share repurchase program in July 2001 through September 30, 2008, the Company has repurchased 45.6 million shares and returned over \$1.6 billion to shareholders at an average cost of \$35.44 per share. On October 24, 2008 the Company's Board of Directors increased the authorization under the share repurchase program by an additional \$50 million. This new authorization, combined with the previously announced authorizations of \$1.65 billion, brings the total repurchase authority to \$1.7 billion. Remaining buyback authority under the share repurchase program was \$85.4 million at October 24, 2008.

At September 30, 2008, the Tier 1 leverage ratio was 7.27 percent, up from 6.92 percent at September 30, 2007 and up from 7.01 percent at June 30, 2008.

The Company's Board of Directors declared a quarterly cash dividend of \$0.45 per share on the Company's outstanding shares, up from \$0.44 during the previous three quarters. The dividend will be payable on December 12, 2008 to shareholders of record at the close of business on November 28, 2008.

The Federal government and organizations have announced a number of programs to relieve distress in the financial markets, including the Emergency Economic Stabilization Act of 2008. The Company is evaluating the programs to determine its level of participation, if any.

Hawaii Economy

During the third quarter of 2008, Hawaii's economy continued to slow. Unemployment increased to 4.5 percent in September 2008 compared with 2.6 percent at the end of 2007. Visitor arrivals, which were up in the first quarter of 2008 and down slightly through the first half of 2008, decreased 17.3 percent in August compared with 2007. Oahu single-family median home prices were down slightly compared with home prices last year, and decreased by larger proportions on the neighbor islands. Reductions in residential building during 2008 continue to be partially offset by military construction. Nonresidential construction, which was up significantly in the first half of 2008, declined 30.4 percent in August compared to prior year levels. Inflation in Hawaii was 4.9 percent in the first half of 2008, down slightly from the first half of 2007. Hawaii real personal income growth remained positive during the first half of 2008, up 0.3 percent from 2007.

Conference Call Information

The Company will review its third quarter 2008 financial results today at 8:00 a.m. Hawaii Time (2:00 p.m. Eastern Time). The conference call will be accessible via teleconference and via the Investor Relations link of the Company's web site, www.boh.com. The conference call number for participants in the United States is 800-901-5217. International participants should call 617-786-2964. No pass code is required. A replay will be available for one week beginning Monday, October 27, 2008 by calling 888-286-8010 in the United States or 617-801-6888 internationally and entering the pass code number 74583826 when prompted. A replay will also be available via the Investor Relations link of the Company's web site.

Forward-Looking Statements

This news release, and other statements made by the Company in connection with it may contain "forward-looking statements", such as forecasts of our financial results and condition, expectations for our operations and business prospects, and our assumptions used in those forecasts and expectations. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations because of a variety of factors. More information about these factors is contained in Bank of Hawaii Corporation's Annual Report on Form 10-K for the year ended December 31, 2007, filed with the U.S. Securities and Exchange Commission. We have not committed to update forward-looking statements to reflect later events or circumstances.

Bank of Hawaii Corporation is a regional financial services company serving businesses, consumers and governments in Hawaii, American Samoa and the West Pacific. The Company's principal subsidiary, Bank of Hawaii, was founded in 1897 and is the largest independent financial institution in Hawaii. For more information about Bank of Hawaii Corporation, see the Company's web site, www.boh.com.

	_				ree	Months End	ded			-		Nine Mo	nth	s E	nded	_
	5	Septe	mber 30	,		June 30,		Se	ptember 30,			Septe	emb	er 3	30,	
(dollars in thousands, except per share amounts)		2	800			2008			2007			2008			2007	
For the Period:																
Net Interest Income	;	\$	103,575		\$	107,168		\$	98,556		\$	312,923		\$	295,571	l
Provision for Credit Losses			20,358			7,172			4,070			41,957			10,064	1
Total Noninterest Income			56,986			60,539			61,242			203,650			180,230)
Total Noninterest Expense			86,790			83,862			81,450			264,084			243,405	5
Net Income			47,409			48,282			47,779			152,906			142,843	3
Basic Earnings Per Share			1.00			1.01			0.98			3.20			2.90)
Diluted Earnings Per Share			0.99			1.00			0.96			3.17			2.86	3
Dividends Declared Per Share			0.44			0.44			0.41			1.32			1.23	3
Net Income to Average Total Assets			1.82	%		1.85	%		1.79	%		1.95	%		1.82	2
Net Income to Average Shareholders' Equity			24.17			24.82			26.02			26.26			26.43	3
Efficiency Ratio ¹			54.05			50.01			50.97			51.12			51.16	3
Operating Leverage ²			(12.02))		(11.62)			1.65			8.65			2.97	7
Net Interest Margin ³			4.33			4.41			4.03			4.30			4.07	7
Dividend Payout Ratio ⁴			44.00			43.56			41.84			41.25			42.41	l
Effective Tax Rate			11.24			37.03			35.68			27.37			35.75	5
Average Loans and Leases	;	\$ 6,	512,453		\$	6,531,587		\$	6,570,261		\$	6,543,871		\$	6,554,979)
Average Assets		10,	339,490			10,504,421			10,576,565			10,495,367			10,480,803	3
Average Deposits		7,	772,535			7,958,171			8,015,594			7,893,972			7,916,061	l
Average Shareholders' Equity			780,334			782,429			728,372			777,650			722,522	2
Average Shareholders' Equity to Average Assets			7.55	%		7.45	%		6.89	%		7.41	%		6.89)
Market Price Per Share of Common Stock:																
C	losing	\$	53.45		\$	47.80		\$	52.85		\$	53.45		\$	52.85	5
	High		70.00			57.37			55.84			70.00			55.84	1
	Low		37.46			46.62			46.05			37.46			46.05	5
					Se	ptember 30, 2008			June 30, 2008		De	ecember 31, 2007		Se	ptember 30 2007	
As of Period End:																_
Loans and Leases					\$	6,539,458		\$	6,518,128		\$	6,580,861		\$	6,599,915	5
Total Assets						10,335,047			10,371,149			10,472,942			10,549,595	5
Total Deposits						7,658,484			7,903,990			7,942,372			7,875,166	
Long-Term Debt						204,616			205,351			235,371			235,350	
Total Shareholders' Equity						780,020			767,558			750,255			731,697	7
Non-Performing Assets					\$	5,927		\$	6,680		\$	5,286		\$	4,260)
Allowance to Loans and Leases Outstanding						1.77	%		1.57	%		1.38	%		1.38	3
Leverage Ratio ⁵						7.27			7.01			7.02			6.92	2
Book Value Per Common Share					\$	16.35		\$	16.01		\$	15.44		\$	14.91	
Full-Time Equivalent Employees						2,573			2,534			2,594			2,572	
Branches and Offices						84			84			83				3

¹ Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and total noninterest income).

² Operating leverage is defined as the percentage change in income before the provision for credit losses and the provision for income taxes. Measures are presented on a linked quarter basis.

³ Net interest margin is defined as net interest income, on a taxable equivalent basis, as a percentage of average earning assets.

 $^{^4\,}$ Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

⁵ Leverage ratio as of June 30, 2008, December 31, 2007, and September 30, 2007 was corrected from 7.04%, 7.04%, and 6.95%, respectively.

Net Significant Income (Expense) Items (Unaudited)

Та	hl	le	2

	Three	Months Ended	Nine Months E	nded
	Se	ptember 30,	September	30,
(dollars in thousands)		2008	2008	2007
SILO Leveraged Lease	\$	(3,981)	\$ (3,981) \$	-
LILO Leveraged Lease		-	-	1,098
Gain on Mandatory Redemption of Visa Shares		-	13,737	-
Gain on Disposal of Leased Equipment		-	11,588	2,275
Increase in Allowance for Loan and Lease Losses		(13,000)	(22,000)	-
Cash for Stock Grants		-	(4,640)	-
Employee Incentive Awards		(2,000)	(6,386)	-
Legal Contingencies		-	(3,016)	-
Bank of Hawaii Charitable Foundation and Other Contributions		-	(2,250)	-
Call Premium on Capital Securities		-	(991)	-
Separation Expense		-	(615)	-
Reversal of Visa Legal Costs			5,649	
Significant Income (Expense) Items Before the Provision (Benefit) for Income Taxes		(18,981)	(12,905)	3,373
Benefit for Income Taxes Related to SILO/LILO Transactions		(12,920)	(12,920)	(377)
Provision (Benefit) for Income Taxes		(5,250)	(8,631)	827
Net Significant Income (Expense) Items	\$	(811)	\$ 8,646 \$	2,923

Consolidated Statements of Income (Unaudited)

a	b	le	3

		Т	hree	Months Ende	ed		Nine Mon	ths E	Ended
	Se	eptember 30,		June 30,	Se	eptember 30,	Septen	nber	30,
(dollars in thousands, except per share amounts)		2008		2008		2007	2008		2007
Interest Income									
Interest and Fees on Loans and Leases	\$	92,744	\$	97,959	\$	112,787	\$ 295,116	\$	335,111
Income on Investment Securities									
Trading		1,174		1,209		1,114	3,543		4,089
Available-for-Sale		35,152		35,321		33,486	104,724		96,010
Held-to-Maturity		2,870		3,033		3,616	9,142		11,495
Deposits		33		204		1,086	432		1,240
Funds Sold		141		420		1,103	1,553		2,694
Other		490		489		364	1,405		1,061
Total Interest Income		132,604		138,635		153,556	415,915		451,700
Interest Expense									
Deposits		17,736		20,238		37,613	65,439		104,689
Securities Sold Under Agreements to Repurchase		7,675		7,488		11,726	25,780		35,277
Funds Purchased		507		270		1,654	1,410		4,029
Short-Term Borrowings		13		12		87	59		265
Long-Term Debt		3,098		3,459		3,920	10,304		11,869
Total Interest Expense		29,029		31,467		55,000	102,992		156,129
Net Interest Income		103,575		107,168		98,556	312,923		295,571
Provision for Credit Losses		20,358		7,172		4,070	41,957		10,064
Net Interest Income After Provision for Credit Losses		83,217		99,996		94,486	270,966		285,507
Noninterest Income									
Trust and Asset Management		14,193		15,460		15,146	44,739		47,114
Mortgage Banking		621		2,738		3,848	7,656		9,698
Service Charges on Deposit Accounts		13,045		12,411		11,919	37,539		33,958
Fees, Exchange, and Other Service Charges		16,991		17,176		16,465	50,268		49,082
Investment Securities Gains, Net		159		157		789	446		1,380
Insurance		5,902		5,590		7,446	18,622		18,548
Other		6,075		7,007		5,629	44,380		20,450
Total Noninterest Income		56,986		60,539		61,242	203,650		180,230
Noninterest Expense									
Salaries and Benefits		46,764		45,984		44,944	148,221		134,937
Net Occupancy		11,795		11,343		10,267	33,581		29,773
Net Equipment		4,775		4,474		4,871	13,570		14,529
Professional Fees		3,270		2,588		2,369	8,471		7,511
Other		20,186		19,473		18,999	60,241		56,655
Total Noninterest Expense		86,790		83,862		81,450	264,084		243,405
Income Before Provision for Income Taxes		53,413		76,673		74,278	210,532		222,332
Provision for Income Taxes		6,004		28,391		26,499	 57,626		79,489
Net Income	\$	47,409	\$	48,282	\$	47,779	\$ 152,906	\$	142,843
Basic Earnings Per Share	\$	1.00	\$	1.01	\$	0.98	\$ 3.20	\$	2.90
Diluted Earnings Per Share	\$	0.99	\$	1.00	\$	0.96	\$ 3.17		2.86
Dividends Declared Per Share	\$	0.44		0.44		0.41	1.32		1.23
Basic Weighted Average Shares		47,518,078		47,733,278		48,913,293	47,738,245		49,204,295
Diluted Weighted Average Shares		48,057,965		48,300,049		49,663,049	48,295,901		50,001,594

	Se	ptember 30,	June 30,	D	ecember 31,	Se	ptember 30,
(dollars in thousands)		2008	2008		2007		2007
Assets							
Interest-Bearing Deposits	\$	13,845	\$ 6,056	\$	4,870	\$	35,471
Funds Sold		-	-		15,000		-
Investment Securities							
Trading		90,993	94,347		67,286		92,831
Available-for-Sale		2,572,111	2,646,506		2,563,190		2,591,982
Held-to-Maturity (Fair value of \$245,720; \$255,905; \$287,644; and \$299,191)		249,083	260,592		292,577		307,653
Loans Held for Sale		14,903	11,183		12,341		8,016
Loans and Leases		6,539,458	6,518,128		6,580,861		6,599,915
Allowance for Loan and Lease Losses		(115,498)	(102,498)		(90,998)		(90,998)
Net Loans and Leases		6,423,960	6,415,630		6,489,863		6,508,917
Total Earning Assets		9,364,895	9,434,314		9,445,127		9,544,870
Cash and Noninterest-Bearing Deposits		285,762	280,635		368,402		344,267
Premises and Equipment		118,333	117,323		117,177		120,318
Customers' Acceptances		1,250	1,856		1,112		1,967
Accrued Interest Receivable		41,061	42,295		45,261		52,652
Foreclosed Real Estate		293	229		184		105
Mortgage Servicing Rights		200					
Measured at Fair Value		27,057	30,272		27,588		28,407
Amortized		650	-		-		20,107
Goodwill		34,959	34,959		34,959		34,959
Other Assets		460,787	429,266		433,132		422,050
Total Assets	\$	10,335,047	\$ 10,371,149	\$	10,472,942	\$	10,549,595
Interest-Bearing Demand Savings Time Total Deposits Funds Purchased Short-Term Borrowings Securities Sold Under Agreements to Repurchase Long-Term Debt (includes \$120,598 and \$121,326 carried at fair value as of September 30, 2008 and June 30, 2008, respectively) Banker's Acceptances Retirement Benefits Payable Accrued Interest Payable Taxes Payable and Deferred Taxes		1,750,297 2,738,684 1,577,252 7,658,484 189,700 10,621 1,109,431 204,616 1,250 22,438 12,702 240,795	1,666,726 2,781,082 1,579,400 7,903,990 69,400 10,180 1,028,518 205,351 1,856 29,478 13,588 250,125		1,634,675 2,630,471 1,741,587 7,942,372 75,400 10,427 1,029,340 235,371 1,112 29,984 20,476 278,218		1,530,982 2,711,169 1,738,082 7,875,166 191,900 10,749 1,087,511 235,350 1,967 41,125 18,526 271,089
Other Liabilities		104,990	91,105		99,987		84,515
Total Liabilities		9,555,027	9,603,591		9,722,687		9,817,898
Shareholders' Equity							
Common Stock (\$.01 par value; authorized 500,000,000 shares;							
issued / outstanding: September 2008 - 57,022,797 / 47,707,629;							
June 2008 - 57,016,182 / 47,941,409; December 2007 - 56,995,447 / 48,589,645;							
and September 2007 - 57,005,602 / 49,068,275)		568	568		567		567
Capital Surplus		491,419	489,335		484,790		482,586
Accumulated Other Comprehensive Loss		(18,643)	(15,813)		(5,091)		(28,359)
Retained Earnings		770,373	745,244		688,638		671,451
Treasury Stock, at Cost (Shares: September 2008 - 9,315,168; June 2008 - 9,074,773;							
December 2007 - 8,405,802; and September 2007 - 7,937,327)		(463,697)	(451,776)		(418,649)		(394,548)
Total Shareholders' Equity		780,020	767,558		750,255		731,697
Total Liabilities and Shareholders' Equity	\$	10,335,047	\$ 10,371,149	\$	10,472,942	\$	10,549,595

					Accum.			
					Other			
					Compre-			Compre-
		Co	ommon	Capital	hensive	Retained	Treasury	hensive
(dollars in thousands)	Total	I	Stock	Surplus	Loss	Earnings	Stock	Income
Balance as of December 31, 2007	\$ 750,255	\$	567	\$484,790	\$ (5,091)	\$ 688,638	\$(418,649)	
Cumulative-Effect Adjustment of a Change in Accounting Principle, Net of Tax:								
SFAS No. 159, "The Fair Value Option for Financial Assets and Financial								
Liabilities, including an amendment of FASB Statement No. 115"	(2,736))	-	-	-	(2,736)	-	
Comprehensive Income:								
Net Income	152,906		-	-	-	152,906	-	\$ 152,906
Other Comprehensive Income, Net of Tax:								
Change in Unrealized Gains and Losses on Investment								
Securities Available-for-Sale	(13,699))	-	-	(13,699)	-	-	(13,699)
Amortization of Net Loss for Pension Plans and Postretirement Benefit Plan	147		-	-	147	-	-	147
Total Comprehensive Income								\$ 139,354
Share-Based Compensation	4,480		_	4,480	_	-	-	
Net Tax Benefits related to Share-Based Compensation	1,728		_	1,728	_	_	-	
Common Stock Issued under Purchase and Equity								
Compensation Plans (378,382 shares)	12,000		1	421	_	(5,075)	16,653	
Common Stock Repurchased (1,260,398 shares)	(61,701)		_	_	_	-	(61,701)	
Cash Dividends Paid	(63,360)		_	_	_	(63,360)	-	
Balance as of September 30, 2008	\$ 780,020		568	\$491,419	\$ (18,643)		\$(463.697)	
								•
Balance as of December 31, 2006	\$ 719,420	\$	566	\$475,178	\$ (39,084)	\$ 630,660	\$(347,900)	
Cumulative-Effect Adjustment of a Change in Accounting Principle, Net of Tax:								
SFAS No. 156, "Accounting for Servicing of Financial Assets, an amendment								
of FASB Statement No. 140"	5,126		_	-	5,279	(153)	-	
FSP No. 13-2, "Accounting for a Change or Projected Change in the Timing								
of Cash Flows Relating to Income Taxes Generated by a								
Leveraged Lease Transaction"	(27,106))	_	-	_	(27,106)	-	
FIN 48, "Accounting for Uncertainty in Income Taxes, an interpretation of	, ,	,				, , ,		
FASB Statement No. 109"	(7,247))	_	-	_	(7,247)	-	
Comprehensive Income:	(, ,	,				(, ,		
Net Income	142,843		_	_	_	142,843	_	\$ 142,843
Other Comprehensive Income, Net of Tax:	,					,		¥ ::=,•:•
Change in Unrealized Gains and Losses on Investment								
Securities Available-for-Sale	4,809		_	_	4,809	_	_	4,809
Amortization of Net Loss for Pension Plans and Postretirement Benefit Plan	637		_	_	637	_	_	637
Total Comprehensive Income	001				007			\$ 148,289
Share-Based Compensation	4,464			4,464				Ψ 110,200
·			-		-	_	_	
Net Tax Benefits related to Share-Based Compensation	2,624		-	2,624	-	-	-	
Common Stock Issued under Purchase and Equity	46.004		4	222		(0.044)	20.644	
Compensation Plans (628,252 shares)	16,321		1	320	-	(6,611)	22,611	
Common Stock Repurchased (1,335,305 shares)	(69,259)		-	-	-	(60.025)	(69,259)	
Cash Dividends Paid	(60,935) \$ 731,697			\$482,586		(60,935)	-	•

	Three	Months End	ded	Three	Months End	led	Three I	Months End	led
	Septe	mber 30, 20	80	Jui	ne 30, 2008		Septer	nber 30, 20)7 1
	Average	Income/	Yield/	Average	Income/	Yield/	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets									
Interest-Bearing Deposits	\$ 6.4	\$ -	2.06	% \$ 33.0	\$ 0.2	2.45	% \$ 79.8	\$ 1.1	5.35
Funds Sold	28.4	0.1	1.96	81.9	0.4	2.03	86.2	1.1	5.01
Investment Securities									
Trading	92.6	1.2	5.07	97.6	1.2	4.96	111.3	1.1	4.00
Available-for-Sale	2,601.2	35.4	5.44	2,649.9	35.6	5.37	2,556.7	33.7	5.28
Held-to-Maturity	255.4	2.9	4.50	269.6	3.1	4.50	318.0	3.6	4.55
Loans Held for Sale	6.6	0.1	6.34	9.3	0.1	5.78	7.3	0.1	6.78
Loans and Leases ²									
Commercial and Industrial	1,049.7	13.8	5.23	1,060.7	14.3	5.42	1,048.9	19.7	7.45
Commercial Mortgage	695.3	10.5	6.04	663.0	10.1	6.15	627.8	10.8	6.82
Construction	161.4	2.3	5.67	177.3	2.5	5.76	262.2	5.3	8.00
Commercial Lease Financing	472.9	0.2	0.15	470.6	4.1	3.50	479.4	3.6	2.98
Residential Mortgage	2,500.0	37.8	6.04	2,509.1	38.2	6.09	2,502.2	38.5	6.15
Home Equity	975.3	14.2	5.79	968.7	14.1	5.86	946.2	18.3	7.67
Automobile	403.6	8.2	8.09	423.1	8.6	8.16	433.0	9.0	8.23
Other ³	254.3	5.6	8.80	259.1	5.9	9.11	270.6	7.5	11.05
Total Loans and Leases	6,512.5	92.6	5.67	6,531.6	97.8	6.01	6,570.3	112.7	6.82
Other	79.6	0.5	2.46	79.6	0.5	2.46	79.4	0.4	1.83
Total Earning Assets ⁴	9,582.7	132.8	5.53	9,752.5	138.9	5.71	9,809.0	153.8	6.25
Cash and Noninterest-Bearing Deposits	274.3			272.9			285.3		
Other Assets	482.5			479.0			482.3		
Total Assets	\$ 10,339.5	=		\$ 10,504.4	=		\$ 10,576.6	=	
Interest-Bearing Liabilities									
Interest-Bearing Deposits									
Demand	\$ 1,827.9	1.5	0.32	\$ 1,617.0	1.2	0.29	\$ 1,557.7	4.0	1.01
Savings	2,755.4	6.3	0.91	2,805.5	6.5	0.94	2,837.5	15.9	2.23
Time	1,594.8	9.9	2.48	1,646.5	12.5	3.07	1,742.0	17.7	4.03
Total Interest-Bearing Deposits	6,178.1	17.7	1.14	6,069.0	20.2	1.34	6,137.2	37.6	2.43
Short-Term Borrowings	116.7	0.5	1.74	61.2	0.3	1.82	138.8	1.8	4.91
Securities Sold Under Agreements to Repurchase	1,077.4	7.7	2.80	1,060.2	7.5	2.81	1,016.5	11.7	4.54
Long-Term Debt	205.1	3.1	6.04	224.3	3.5	6.18	251.9	3.9	6.22
Total Interest-Bearing Liabilities	7,577.3	29.0	1.52	7,414.7	31.5	1.70	7,544.4	55.0	2.89
Net Interest Income		\$ 103.8			\$ 107.4			\$ 98.8	
Interest Rate Spread			4.01	%		4.01	%		3.36
Net Interest Margin			4.33	%		4.41	%		4.03
Noninterest-Bearing Demand Deposits	1,594.4			1,889.2			1,878.4		
Other Liabilities	387.5			418.1			425.4		
Shareholders' Equity	780.3			782.4			728.4		
Total Liabilities and Shareholders' Equity	\$ 10,339.5	_		\$ 10,504.4	_		\$ 10,576.6	=	

¹ Certain prior period information has been reclassified to conform to current presentation.

² Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

 $^{^{\,3}}$ Comprised of other consumer revolving credit, installment, and consumer lease financing.

⁴ Interest income includes taxable equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$234,000, \$239,000, and \$237,000 for the three months ended September 30, 2008, June 30, 2008, and September 30, 2007, respectively.

Table 6b

	Nine	Months Ended		Nine I	Months Ended	
	Sept	ember 30, 2008		Septe	mber 30, 2007 ¹	
	Average	Income/	Yield/	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets						
Interest-Bearing Deposits	\$ 22.2 \$	0.4	2.56 % \$	31.1 \$	1.2	5.29
Funds Sold	82.6	1.6	2.47	69.3	2.7	5.12
Investment Securities						
Trading	95.3	3.5	4.96	136.6	4.1	3.99
Available-for-Sale	2,627.5	105.5	5.35	2,499.3	96.7	5.16
Held-to-Maturity	270.1	9.1	4.51	339.3	11.5	4.52
Loans Held for Sale	8.8	0.4	5.79	9.4	0.5	6.41
Loans and Leases ²						
Commercial and Industrial	1,058.5	44.6	5.64	1,059.3	59.0	7.45
Commercial Mortgage	669.2	31.1	6.21	621.5	31.7	6.82
Construction	179.4	8.2	6.09	253.9	15.1	7.97
Commercial Lease Financing	473.8	8.3	2.33	467.7	11.0	3.15
Residential Mortgage	2,509.5	114.5	6.09	2,499.4	114.9	6.13
Home Equity	971.6	44.3	6.09	943.3	53.9	7.64
Automobile	421.7	25.7	8.14	427.9	26.1	8.16
Other ³	260.2	18.0	9.22	282.0	22.9	10.85
Total Loans and Leases	6,543.9	294.7	6.01	6,555.0	334.6	6.82
Other	79.6	1.4	2.35	79.4	1.1	1.78
Total Earning Assets ⁴	9,730.0	416.6	5.71	9,719.4	452.4	6.21
Cash and Noninterest-Bearing Deposits	280.4			290.3		
Other Assets	485.0			471.1		
Total Assets	\$ 10,495.4		\$	10,480.8		
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Demand	\$ 1,686.9	4.9	0.39 \$	1,580.2	12.3	1.04
Savings	2,750.9	22.1	1.07	2,702.5	41.1	2.03
Time	1,662.6	38.4	3.09	1,727.3	51.3	3.97
Total Interest-Bearing Deposits	6,100.4	65.4	1.43	6,010.0	104.7	2.33
Short-Term Borrowings	86.0	1.5	2.25	112.0	4.3	5.06
Securities Sold Under Agreements to Repurchase	1,100.5	25.8	3.10	1,042.1	35.2	4.49
Long-Term Debt	223.0	10.3	6.16	257.5	11.9	6.15
Total Interest-Bearing Liabilities	7,509.9	103.0	1.83	7,421.6	156.1	2.81
Net Interest Income	\$	313.6		\$	296.3	
Interest Rate Spread			3.88 %			3.40
Net Interest Margin			4.30 %			4.07
Noninterest-Bearing Demand Deposits	1,793.5			1,906.0		
Other Liabilities	414.3			430.7		
Shareholders' Equity	777.7			722.5		
Total Liabilities and Shareholders' Equity	\$ 10,495.4		\$	10,480.8		

 $^{^{\}rm 1}$ Certain prior period information has been reclassified to conform to current presentation.

² Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

 $^{^{\}rm 3}\,$ Comprised of other consumer revolving credit, installment, and consumer lease financing.

⁴ Interest income includes taxable equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$711,000 and \$686,000 for the nine months ended September 30, 2008 and 2007, respectively.

	Three Mo	onths Ended Septer	mber 30, 2008	
	С	ompared to June 30	0, 2008	
(dollars in millions)	Volume ¹	Rate 1	Time ¹	Total
Change in Interest Income:				
Interest-Bearing Deposits	\$ (0.2) \$	- \$	- \$	(0.2)
Funds Sold	(0.3)	-	-	(0.3)
Investment Securities				
Available-for-Sale	(0.7)	0.5	-	(0.2)
Held-to-Maturity	(0.2)	-	-	(0.2)
Loans and Leases				
Commercial and Industrial	(0.2)	(0.5)	0.2	(0.5)
Commercial Mortgage	0.5	(0.2)	0.1	0.4
Construction	(0.2)	-	-	(0.2)
Commercial Lease Financing	-	(4.0)	0.1	(3.9)
Residential Mortgage	(0.1)	(0.3)	-	(0.4)
Home Equity	0.1	(0.2)	0.2	0.1
Automobile	(0.4)	(0.1)	0.1	(0.4)
Other ²	(0.1)	(0.2)	-	(0.3)
Total Loans and Leases	(0.4)	(5.5)	0.7	(5.2)
Total Change in Interest Income	(1.8)	(5.0)	0.7	(6.1)
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand	0.2	0.1	-	0.3
Savings	(0.1)	(0.2)	0.1	(0.2)
Time	 (0.4)	(2.3)	0.1	(2.6)
Total Interest-Bearing Deposits	(0.3)	(2.4)	0.2	(2.5)
Short-Term Borrowings	0.2	-	-	0.2
Securities Sold Under Agreements to Repurchase	0.1	-	0.1	0.2
Long-Term Debt	(0.3)	(0.1)	-	(0.4)
Total Change in Interest Expense	(0.3)	(2.5)	0.3	(2.5)
Change in Net Interest Income	\$ (1.5) \$	(2.5) \$	0.4 \$	(3.6)

¹ The changes for each category of interest income and expense are allocated between the portion of changes attributable to the variance in volume, rate, and time for that category.

 $^{^{2}\,}$ Comprised of other consumer revolving credit, installment, and consumer lease financing.

Analysis of Change in Net Interest Income - Taxable Equivalent Basis (Unaudited)

Table 7b

		Three Months End	ed September 30, 20	08
		Compared to S	September 30, 2007	
(dollars in millions)		Volume ¹	Rate 1	Total
Change in Interest Income:				
Interest-Bearing Deposits	\$	(0.7) \$	(0.4) \$	(1.1)
Funds Sold		(0.5)	(0.5)	(1.0)
Investment Securities				
Trading		(0.2)	0.3	0.1
Available-for-Sale		0.6	1.1	1.7
Held-to-Maturity		(0.7)	-	(0.7)
Loans and Leases				
Commercial and Industrial		-	(5.9)	(5.9)
Commercial Mortgage		1.0	(1.3)	(0.3)
Construction		(1.7)	(1.3)	(3.0)
Commercial Lease Financing		-	(3.4)	(3.4)
Residential Mortgage		-	(0.7)	(0.7)
Home Equity		0.5	(4.6)	(4.1)
Automobile		(0.6)	(0.2)	(8.0)
Other ²		(0.4)	(1.5)	(1.9)
Total Loans and Leases		(1.2)	(18.9)	(20.1)
Other		-	0.1	0.1
Total Change in Interest Income		(2.7)	(18.3)	(21.0)
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		0.6	(3.1)	(2.5)
Savings		(0.4)	(9.2)	(9.6)
Time		(1.5)	(6.3)	(7.8)
Total Interest-Bearing Deposits		(1.3)	(18.6)	(19.9)
Short-Term Borrowings		(0.3)	(1.0)	(1.3)
Securities Sold Under Agreements to Repurchase		0.7	(4.7)	(4.0)
Long-Term Debt		(0.7)	(0.1)	(0.8)
Total Change in Interest Expense		(1.6)	(24.4)	(26.0)
Change in Net Interest Income	\$	(1.1) \$	6.1 \$	5.0
Onange in Net litterest income	Ψ	(1.1 <i>)</i> Ø	υ. ι φ	5.0

¹ The changes for each category of interest income and expense are allocated between the portion of changes attributable to the variance in volume and rate for that category.

 $^{^{2}\,}$ Comprised of other consumer revolving credit, installment, and consumer lease financing.

	Ni	ne Months Ended	September 30, 2008	3	
		Compared to Sep	otember 30, 2007		
(dollars in millions)	Volume ¹	Rate ¹	Time ¹	1	Total
Change in Interest Income:					
Interest-Bearing Deposits	\$ (0.3)	\$ (0.5)	- \$	\$	(0.8)
Funds Sold	0.5	(1.6)	-		(1.1)
Investment Securities					
Trading	(1.4)	0.8	-		(0.6)
Available-for-Sale	5.1	3.7	-		8.8
Held-to-Maturity	(2.4)	-	-		(2.4)
Loans Held for Sale	-	(0.1)	-		(0.1)
Loans and Leases					
Commercial and Industrial	(0.1)	(14.5)	0.2		(14.4)
Commercial Mortgage	2.3	(3.0)	0.1		(0.6)
Construction	(3.9)	(3.1)	0.1		(6.9)
Commercial Lease Financing	0.1	(2.8)	-		(2.7)
Residential Mortgage	0.4	(0.8)	-		(0.4)
Home Equity	1.6	(11.4)	0.2		(9.6)
Automobile	(0.4)	(0.1)	0.1		(0.4)
Other ²	 (1.7)	(3.3)	0.1		(4.9)
Total Loans and Leases	(1.7)	(39.0)	0.8		(39.9)
Other	 -	0.3			0.3
Total Change in Interest Income	(0.2)	(36.4)	0.8		(35.8)
Change in Interest Expense:					
Interest-Bearing Deposits					
Demand	0.8	(8.2)	-		(7.4)
Savings	0.7	(19.9)	0.2		(19.0)
Time	 (1.9)	(11.2)	0.2		(12.9)
Total Interest-Bearing Deposits	 (0.4)	(39.3)	0.4		(39.3)
Short-Term Borrowings	(0.8)	(2.0)	-		(2.8)
Securities Sold Under Agreements to Repurchase	1.9	(11.4)	0.1		(9.4)
Long-Term Debt	(1.6)	-	-		(1.6)
Total Change in Interest Expense	(0.9)	(52.7)	0.5		(53.1)
Change in Net Interest Income	\$ 0.7	\$ 16.3	\$ 0.3	\$	17.3

¹ The changes for each category of interest income and expense are allocated between the portion of changes attributable to the variance in volume, rate, and time for that category.

 $^{^{2}\,}$ Comprised of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits (Unaudited)

n	Δ	

		7		Nine Months Ended						
	Sept	ember 30,		June 30,		September 30,		Septem	30,	
(dollars in thousands)		2008	008 2008			2007	2008			2007
Salaries	\$	30,190	\$	30,019	\$	28,882	\$	89,112	\$	86,226
Incentive Compensation		5,969		4,122		4,364		16,358		11,777
Cash for Stock Grants		-		-		-		4,640		-
Share-Based Compensation		1,180		1,124		1,601		3,952		4,161
Commission Expense		1,653		1,992		1,546		5,518		5,700
Retirement and Other Benefits		3,097		3,499		3,865		11,822		10,999
Payroll Taxes		2,162		2,491		2,116		8,067		7,885
Medical, Dental, and Life Insurance		2,452		2,470		2,324		7,421		6,825
Separation Expense		61		267	267			1,331		1,364
Total Salaries and Benefits	\$	46,764	\$	45,984	\$	44,944	\$	148,221	\$	134,937

Loan and Lease Portfolio Balances (Unaudited)

Table 9

		eptember 30,	June 30,	March 31,		December 31,		September 30,
(dollars in thousands)	2008		2008	2008		2007 ¹		2007 ¹
Commercial								
Commercial and Industrial	\$	1,077,314	\$ 1,052,319	\$ 1,079,772	\$	1,054,355	\$	1,065,258
Commercial Mortgage		708,961	680,784	650,638		634,483		627,329
Construction		153,364	168,678	190,521		208,670		254,062
Lease Financing		467,279	471,443	465,945		481,882		478,988
Total Commercial		2,406,918	2,373,224	2,386,876		2,379,390		2,425,637
Consumer								
Residential Mortgage		2,496,983	2,509,133	2,530,207		2,508,261		2,510,313
Home Equity		986,379	966,108	967,146		972,995		953,713
Automobile		395,015	413,338	430,920		443,011		440,525
Other ²		254,163	256,325	264,188		277,204		269,727
Total Consumer		4,132,540	4,144,904	4,192,461		4,201,471		4,174,278
Total Loans and Leases	\$	6,539,458	\$ 6,518,128	\$ 6,579,337	\$	6,580,861	\$	6,599,915

Air Transportation Credit Exposure 3 (Unaudited)

	September 30,		June 30,		March 31,	December 31,	5	September 30,
(dollars in thousands)		2008		2008	2008	2007		2007
Passenger Carriers Based In the United States	\$	60,260	\$	60,603	\$ 61,190	\$ 64,947	\$	64,867
Passenger Carriers Based Outside the United States		5,809		7,161	7,258	19,078		19,162
Cargo Carriers		13,689		13,568	13,472	13,390		13,326
Total Air Transportation Credit Exposure	\$	79,758	\$	81,332	\$ 81,920	\$ 97,415	\$	97,355

¹ Certain prior period information has been reclassified to conform to current presentation.

 $^{^{2}\,}$ Comprised of other revolving credit, installment, and lease financing.

 $^{^{\}scriptsize 3}$ Exposure includes loans, leveraged leases and operating leases.

Non-Performing Assets and Accruing Loans ar	nd Leases Past Due 90 Days or	More (Unaudit	ed)		Table 10	
	September 30,	June 30,	March 31,	December 31,	September 30,	
(dollars in thousands)	2008	2008	2008	2007 ¹	2007 ¹	

•		ptember 30,		June 30,	Ма	rch 31,	D	December 31,		ptember 30,
(dollars in thousands)		2008		2008		2008		2007 ¹		2007
Non-Performing Assets										
Non-Accrual Loans and Leases										
Commercial										
Commercial and Industrial	\$	574	\$	1,119	\$	794	\$	598	\$	359
Commercial Mortgage		-		-		-		112		123
Lease Financing		149		329		504		297		-
Total Commercial		723		1,448		1,298		1,007		482
Consumer										
Residential Mortgage		3,749		3,784		3,235		2,681		3,237
Home Equity		1,162		1,189		1,187		1,414		436
Other ²		-		30		31		-		
Total Consumer		4,911		5,003		4,453		4,095		3,673
Total Non-Accrual Loans and Leases		5,634		6,451		5,751		5,102		4,155
Foreclosed Real Estate		293		229		294		184		105
Total Non-Performing Assets	\$	5,927	\$	6,680	\$	6,045	\$	5,286	\$	4,260
Assuring Lagra and Lagras Book Due 00 Days as Mars										
Accruing Loans and Leases Past Due 90 Days or More										
Commercial Commercial and ladvettical	¢		Φ.		¢.	0.4	Ф		Φ.	
Commercial and Industrial Consumer	\$	-	\$	-	Φ	24	Ф	-	Ф	-
		2.455		0.004		2 000		4.004		000
Residential Mortgage		3,455		2,601		3,892		4,884		639
Home Equity		296		201		328		413		115
Automobile		758		625		865		1,174		734
Other ²		926		756		725		1,112		944
Total Consumer Total Accruing Loans and Leases Past Due 90 Days or More	\$	5,435 5,435	\$	4,183 4,183	¢	5,810 5,834	Ф	7,583 7,583	\$	2,432 2,432
Total Acciding Loans and Leases I ast Due 30 Days of More	Ψ	3,433	Ψ	4,103	Ψ	3,034	Ψ	7,303	Ψ	2,432
Total Loans and Leases	\$	6,539,458	\$	6,518,128	\$ 6,5	79,337	\$	6,580,861	\$	6,599,915
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.09%		0.10%		0.09%		0.08%		0.06%
Patie of New Porforming Assets to Total Leave and Leaves and										
Ratio of Non-Performing Assets to Total Loans and Leases and		0.000/		0.400/		0.000/		0.000/		0.000/
Foreclosed Real Estate		0.09%		0.10%		0.09%		0.08%		0.06%
Potio of Commercial Non Porforming Assets to Total Commercial										
Ratio of Commercial Non-Performing Assets to Total Commercial Loans and Leases		0.03%		0.06%		0.05%		0.04%		0.02%
Ludits ditu Leases		0.0376		0.00 /8		0.05/6		0.04 //		0.02 /0
Ratio of Consumer Non-Performing Assets to Total Consumer Loans										
and Leases and Foreclosed Real Estate		0.13%		0.13%		0.11%		0.10%		0.09%
and Leases and Foreclosed Near Estate		0.1370		0.1370		0.1170		0.1076		0.0370
Ratio of Non-Performing Assets and Accruing Loans and Leases										
Past Due 90 Days or More to Total Loans and Leases		0.17%		0.17%		0.18%		0.20%		0.10%
1 dat Duc 30 Days of Word to 10tal Edans and Edases		0.1770		0.1170		0.1070		0.2070		0.1070
Quarter to Quarter Changes in Non-Performing Assets										
Balance at Beginning of Quarter	\$	6,680	\$	6,045	\$	5,286	\$	4,260	\$	6,314
Additions		1,355		2,900		2,614		1,866		662
Reductions										
Payments		(955)		(630)		(386)		(256)		(1,741)
Return to Accrual Status		(756)		(943)		(944)		(214)		(787)
Sales of Foreclosed Real Estate		-		-		-		(161)		(48)
Charge-offs/Write-downs		(397)		(692)		(525)		(209)		(140)
Total Reductions		(2,108)		(2,265)		(1,855)		(840)		(2,716)
Balance at End of Quarter	\$	5,927	\$	6,680	\$	6,045	\$	5,286	\$	4,260

¹ Certain prior period information has been reclassified to conform to current presentation.

 $^{^{2}\,}$ Comprised of other revolving credit, installment, and lease financing.

			Nine Months Ended							
	Sep	otember 30,		June 30,	Se	ptember 30,		Sept	em	ber 30,
(dollars in thousands)		2008		2008		2007 ¹		2008		2007
Balance at Beginning of Period	\$	107,667	\$	105,167	\$	96,167	\$	96,167	\$	96,167
Loans and Leases Charged-Off										
Commercial										
Commercial and Industrial		(1,783)		(1,396)		(715)		(4,568)		(2,258)
Lease Financing		(27)		(142)		(123)		(303)		(145)
Consumer										
Residential Mortgage		(398)		(133)		-		(531)		(47)
Home Equity		(519)		(473)		(422)		(1,798)		(764)
Automobile		(2,858)		(2,187)		(2,215)		(7,960)		(7,642)
Other ²		(3,444)		(1,954)		(2,389)		(8,202)		(6,871)
Total Loans and Leases Charged-Off		(9,029)		(6,285)		(5,864)		(23,362)		(17,727)
Recoveries on Loans and Leases Previously Charged-Off										
Commercial										
Commercial and Industrial		220		201		326		1,407		918
Commercial Mortgage		-		-		35		-		156
Lease Financing		2		2		2		7		2,089
Consumer										
Residential Mortgage		67		17		14		162		203
Home Equity		36		26		69		83		189
Automobile		699		700		596		2,195		1,980
Other ²		647		667		752		2,051		2,128
Total Recoveries on Loans and Leases Previously Charged-Off		1,671		1,613		1,794		5,905		7,663
Net Loans and Leases Charged-Off		(7,358)		(4,672)		(4,070)		(17,457)		(10,064)
Provision for Credit Losses		20,358		7,172		4,070		41,957		10,064
Balance at End of Period ³	\$	120,667	\$	107,667	\$	96,167	\$	120,667	\$	96,167
Components										
Allowance for Loan and Lease Losses	\$	115,498	\$	102,498	\$	90,998	\$	115,498	\$	90,998
Reserve for Unfunded Commitments	Ψ	5,169	Ψ	5,169	Ψ	5,169	Ψ	5,169	Ψ	5,169
Total Reserve for Credit Losses	\$	120,667	\$	107,667	\$	96,167	\$		\$	96,167
Average Loans and Leases Outstanding	\$	6,512,453	\$	6,531,587	\$	6,570,261	\$	6,543,871	\$	6,554,979
Ratio of Net Loans and Leases Charged-Off to										
Average Loans and Leases Outstanding (annualized)		0.45%		0.29%		0.25%		0.36%		0.21%
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding		1.77%		1.57%		1.38%		1.77%		1.38%

¹ Certain prior period information has been reclassified to conform to current presentation.

 $^{^{2}\,}$ Comprised of other revolving credit, installment, and lease financing.

³ Included in this analysis is activity related to the Company's reserve for unfunded commitments, which is separately recorded in other liabilities in the Consolidated Statements of Condition (Unaudited).

		Retail	Commercial	Investment			Consolidated
(dollars in thousands)		Banking	Banking	Services	Total	Treasury	Tota
Three Months Ended September 30, 2008							
Net Interest Income	\$	58,228 \$	36,564	\$ 3,922 \$	98,714 \$	4,861 \$	103,575
Provision for Credit Losses	•	5,475	13,826	1,089	20,390	(32)	20,358
Net Interest Income After Provision for Credit Losses		52,753	22,738	2,833	78,324	4,893	83,217
Noninterest Income		27,380	10,508	17,458	55,346	1,640	56,986
Noninterest Expense		(43,709)	(24,488)	(16,800)	(84,997)	(1,793)	(86,790
Income Before Provision for Income Taxes		36,424	8,758	3,491	48,673	4,740	53,413
Provision for Income Taxes		(13,478)	8,234	(1,292)	(6,536)	532	(6,004
Allocated Net Income		22,946	16,992	2,199	42,137	5,272	47,409
Allowance Funding Value		(229)	(944)	(16)	(1,189)	1,189	.,,
Provision for Credit Losses		5,475	13,826	1,089	20,390	(32)	20,358
Economic Provision		(1,912)	(3,222)	(78)	(5,212)	(1)	(5,213
Tax Effect of Adjustments		(1,234)	(3,574)	(369)	(5,177)	(426)	(5,603
Income Before Capital Charge		25,046	23,078	2,825	50,949	6,002	56,951
Capital Charge		(4,780)	(4,127)	(1,465)	(10,372)	(9,135)	(19,507
Net Income (Loss) After Capital Charge (NIACC)	\$	20,266 \$, , ,	\$ 1,360 \$	40,577 \$	(3,133) \$	37,444
(2000) / mor outplus one go (*micoo)	Ψ	20,200 ψ	.0,001	Ψ 1,000 Ψ	10,011 ψ	(σ,:σσ) ψ	0.,
Total Assets as of September 30, 2008	\$	3,669,924 \$	3,023,242	\$ 285,497 \$	6,978,663 \$	3,356,384 \$	10,335,047
Three Months Ended September 30, 2007 ¹ Net Interest Income (Loss)	\$	56,830 \$	40,352	\$ 3,574 \$	100,756 \$	(2,200) \$	98,556
Provision for Credit Losses		1,773	2,486	(1)	4,258	(188)	4,070
Net Interest Income (Loss) After Provision for Credit Losses		55,057	37,866	3,575	96,498	(2,012)	94,486
Noninterest Income		26,346	11,442	18,068	55,856	5,386	61,242
Noninterest Expense		(41,653)	(22,430)	(16,074)	(80,157)	(1,293)	(81,450
Income Before Provision for Income Taxes		39,750	26,878	5,569	72,197	2,081	74,278
Provision for Income Taxes		(14,707)	(9,948)	(2,060)	(26,715)	216	(26,499
Allocated Net Income		25,043	16,930	3,509	45,482	2,297	47,779
Allowance Funding Value		(166)	(824)	(11)	(1,001)	1,001	-
Provision for Credit Losses		1,773	2,486	(1)	4,258	(188)	4,070
Economic Provision		(1,906)	(3,190)	(87)	(5,183)	-	(5,183
Tax Effect of Adjustments		111	564	37	712	(300)	412
Income Before Capital Charge		24,855	15,966	3,447	44,268	2,810	47,078
Capital Charge		(5,132)	(4,380)	(1,572)	(11,084)	(8,948)	(20,032
Net Income (Loss) After Capital Charge (NIACC)	\$	19,723 \$			33,184 \$	(6,138) \$	27,046
RAROC (ROE for the Company)		53%	40%	24%	44%	9%	26%
Total Assets as of September 30, 2007	\$	3,651,121 \$	3,118,106	\$ 216,795 \$	6,986,022 \$	3,563,573 \$	10,549,595
	•	, , ,	, -,	, T	, ,- +	, , +	/ - /

 $^{^{\}rm 1}\,$ Certain prior period information has been reclassified to conform to current presentation.

Nine Months Ended September 30, 2008 Net Interest Income Provision for Credit Losses Net Interest Income After Provision for Credit Losses Noninterest Income After Provision for Credit Losses Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge	\$	176,207 \$ 15,999 160,208 83,196 (130,813) 112,591	122,663 \$ 25,704 96,959 42,753 (72,753)	1,089 10,642	310,601 \$ 42,792 267,809	2,322 \$ (835)	Tota 312,923
Net Interest Income Provision for Credit Losses Net Interest Income After Provision for Credit Losses Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge	\$	15,999 160,208 83,196 (130,813) 112,591	25,704 96,959 42,753	1,089 10,642	42,792	, ,	312,923
Net Interest Income Provision for Credit Losses Net Interest Income After Provision for Credit Losses Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge	\$	15,999 160,208 83,196 (130,813) 112,591	25,704 96,959 42,753	1,089 10,642	42,792	, ,	312,923
Provision for Credit Losses Net Interest Income After Provision for Credit Losses Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		15,999 160,208 83,196 (130,813) 112,591	25,704 96,959 42,753	1,089 10,642	42,792	, ,	,
Net Interest Income After Provision for Credit Losses Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		160,208 83,196 (130,813) 112,591	96,959 42,753	10,642			41,957
Noninterest Income Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		83,196 (130,813) 112,591	42,753			3,157	270,966
Noninterest Expense Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		(130,813) 112,591		54,738	180,687	22,963	203,650
Income Before Provision for Income Taxes Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		112,591	(12,100)	(50,026)	(253,592)	(10,492)	(264,084
Provision for Income Taxes Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge			66,959	15,354	194,904	15,628	210,532
Allocated Net Income Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		(41,660)	(13,352)	(5,681)	(60,693)	3,067	(57,626
Allowance Funding Value Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		70,931	53,607	9,673	134,211	18,695	152,906
Provision for Credit Losses Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		(626)	(2,654)	(42)	(3,322)	3,322	.02,000
Economic Provision Tax Effect of Adjustments Income Before Capital Charge Capital Charge		15,999	25,704	1,089	42,792	(835)	41,957
Tax Effect of Adjustments Income Before Capital Charge Capital Charge		(6,000)	(9,715)	(243)	(15,958)	(2)	(15,960
Income Before Capital Charge Capital Charge		(3,468)	(4,934)	(297)	(8,699)	(920)	(9,619
Capital Charge		76,836	62,008	10,180	149,024	20,260	169,284
		(14,308)	(12,260)	(4,384)	(30,952)	(27,421)	(58,373
Net Income (Loss) After Capital Charge (NIACC)	\$	62,528 \$	49,748 \$		118,072 \$	(7,161) \$	110,91
Total Assets as of September 30, 2008	\$	3,669,924 \$	3,023,242 \$	285,497 \$	6,978,663 \$	3,356,384 \$	10,335,04
Nine Months Ended September 30, 2007	•	400.055 Ф	400.050 (40 F0F . (t)	007.470 ((4.000)	005 574
Net Interest Income (Loss)	\$	166,855 \$	120,050 \$		297,470 \$		295,57
Provision for Credit Losses		4,576	5,700	(1)	10,275	(211)	10,064
Net Interest Income (Loss) After Provision for Credit Losses		162,279	114,350	10,566	287,195	(1,688)	285,507
Noninterest Income		78,714	31,689	56,669	167,072	13,158	180,230
Noninterest Expense		(124,096)	(67,667)	(47,276)	(239,039)	(4,366)	(243,40
Income Before Provision for Income Taxes		116,897	78,372	19,959	215,228	7,104	222,332
Provision for Income Taxes		(43,246)	(28,881)	(7,385)	(79,512)	23	(79,489
Allocated Net Income		73,651	49,491	12,574	135,716	7,127	142,843
Allowance Funding Value		(466)	(2,405)	(31)	(2,902)	2,902	
Provision for Credit Losses		4,576	5,700	(1)	10,275	(211)	10,064
Economic Provision		(5,598)	(9,629)	(251)	(15,478)	(1)	(15,479
Tax Effect of Adjustments		551	2,344	104	2,999	(995)	2,004
Income Before Capital Charge		72,714	45,501	12,395	130,610	8,822	139,432
Capital Charge		(15,300)	(13,215)	(4,634)	(33,149)	(26,453)	(59,602
Net Income (Loss) After Capital Charge (NIACC)	\$	57,414 \$	32,286 \$	7,761 \$	97,461 \$	(17,631) \$	79,830
RAROC (ROE for the Company)		52%	38%	29%	43%	9%	26%
Total Assets as of September 30, 2007 ¹							

 $^{^{\}rm 1}\,$ Certain prior period information has been reclassified to conform to current presentation.

Selected Quarterly Financial Data (Unaudited)

Table 13

						e Months En					
(dellers in the consideration of the consideration	Se	ptember 30,		June 30,		March 31,		ecember 31,		eptember 30	
(dollars in thousands, except per share amounts) Quarterly Operating Results		2008		2008		2008		2007		2007	-
Interest Income											
Interest and Fees on Loans and Leases	\$	92.744	\$	97,959		104,413	\$	111,270	\$	112,787	
Income on Investment Securities	Ψ	52,1 44	Ψ	37,500	,	, 104,410	Ψ	111,270	Ψ	112,707	
Trading		1,174		1,209		1,160		814		1,114	
Available-for-Sale		35,152		35,321		34,251		33,591		33,486	
Held-to-Maturity		2,870		3,033		3,239		3,440		3,616	
Deposits		33		204		195		309		1,086	
Funds Sold		141		420		992		356		1,103	
Other		490		489		426		395		364	
Total Interest Income		132,604		138,635		144,676		150,175		153,556	_
Interest Expense				· · · · · · · · · · · · · · · · · · ·		•		•			_
Deposits		17,736		20,238		27,465		33,158		37,613	
Securities Sold Under Agreements to Repurchase		7,675		7,488		10,617		11,754		11,726	
Funds Purchased		507		270		633		1,936		1,654	
Short-Term Borrowings		13		12		34		91		87	
Long-Term Debt		3,098		3,459		3,747		3,789		3,920	
Total Interest Expense		29,029		31,467		42,496		50,728		55,000	_
Net Interest Income		103,575		107,168		102,180		99,447		98,556	_
Provision for Credit Losses		20,358		7,172		14,427		5,443		4,070	
Net Interest Income After Provision for Credit Losses		83,217		99,996		87,753		94,004		94,486	_
Noninterest Income											_
Trust and Asset Management		14,193		15,460		15,086		15,812		15,146	
Mortgage Banking		621		2,738		4,297		2,027		3,848	
Service Charges on Deposit Accounts		13,045		12,411		12,083		12,302		11,919	
Fees, Exchange, and Other Service Charges		16,991		17,176		16,101		16,743		16,465	
Investment Securities Gains, Net		159		157		130		105		789	
Insurance		5,902		5,590		7,130		4,629		7,446	
Other		6,075		7,007		31,298		8,639		5,629	
Total Noninterest Income		56,986		60,539		86,125		60,257		61,242	_
Noninterest Expense											_
Salaries and Benefits		46,764		45,984		55,473		45,928		44,944	
Net Occupancy		11,795		11,343		10,443		10,300		10,267	
Net Equipment		4,775		4,474		4,321		4,745		4,871	
Professional Fees		3,270		2,588		2,613		3,695		2,369	
Other		20,186		19,473		20,582		27,334		18,999	
Total Noninterest Expense		86,790		83,862		93,432		92,002		81,450	
Income Before Provision for Income Taxes		53,413		76,673		80,446		62,259		74,278	
Provision for Income Taxes		6,004		28,391		23,231		21,399		26,499	_
Net Income	\$	47,409	\$	48,282	;	57,215	\$	40,860	\$	47,779	=
D : E : D 0		0 4.00		04.04		0.4.40		00.04		# 0.00	
Basic Earnings Per Share Diluted Earnings Per Share		\$1.00 \$0.99		\$1.01 \$1.00		\$1.19 \$1.18		\$0.84 \$0.83		\$0.98 \$0.96	
Balance Sheet Totals											
Loans and Leases	\$	6,539,458	\$	6,518,128	,	\$ 6,579,337	\$	6,580,861	\$	6,599,915	
Total Assets	Φ	10,335,047	Ф		•	10,822,801	Ф		Φ	10,549,595	
Total Deposits		7,658,484		10,371,149 7,903,990		8,102,855		10,472,942 7,942,372		7,875,166	
Total Shareholders' Equity		7,038,484		7,903,990		766,747		7,942,372		7,873,160	
Performance Ratios											
Net Income to Average Total Assets		1.82	%	1.85	%	2.16	%	1.55	%	1.79	c
Net Income to Average Shareholders' Equity		24.17	, ,	24.82	,5	29.88	, 0	21.51	, ,	26.02	
Efficiency Ratio ¹		54.05		50.01		49.62		57.61		50.97	
•											
Net Interest Margin ²		4.33		4.41		4.17		4.12		4.03	

¹ The efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and noninterest income).

² The net interest margin is defined as net interest income, on a fully-taxable equivalent basis, as a percentage of average earning assets.