# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

# FORM 8-K/A

(Amendment No.1)

# CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report
(Date of earliest event reported)

April 22, 2019

# BANK OF HAWAII CORPORATION

(Exact name of registrant as specified in its charter)

Delaware1-688799-0148992(State of Incorporation)(Commission(IRS EmployerFile Number)Identification No.)

130 Merchant Street, Honolulu, Hawaii96813(Address of principal executive offices)(Zip Code)

(Registrant's telephone number, including area code)

(888) 643-3888

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- o Emerging growth company
- o If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### **Explanatory Note**

This Amendment No. 1 on Form 8-K/A (this "Form 8-K/A") is an amendment to the Current Report of Form 8-K of Bank of Hawaii Corporation, dated April 22, 2019 (the "Original Form 8-K"). This Form 8-K/A is being filed for the purpose of updating the pass code to 4456158 within the April 22, 2019 Press Release: Bank of Hawaii Corporation First Quarter 2019 Financial Results. No other changes were made to the Exhibit 99.1.

#### Item 2.02. Results of Operations and Financial Condition.

On April 22, 2019, Bank of Hawaii Corporation announced its results of operations for the quarter ended March 31, 2019. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

#### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

### Exhibit No.

99.1 Amended April 22, 2019 Press Release: Bank of Hawaii Corporation First Quarter 2019 Financial Results. Any internet addresses provided in this release are for informational purposes only and are not intended to be hyperlinks. Furnished herewith.

# **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 hereunto duly authorized.

Date: April 22, 2019 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary





#### Media Inquiries

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# Bank of Hawaii Corporation First Quarter 2019 Financial Results

- Diluted Earnings Per Share \$1.43
- Net Income \$58.8 Million
- Board of Directors Increases Dividend to \$0.65 Per Share

#### FOR IMMEDIATE RELEASE

**HONOLULU, HI** (April 22, 2019) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$1.43 for the first quarter of 2019, an increase from diluted earnings per share of \$1.30 in the previous quarter and \$1.28 in the same quarter last year. Net income for the first quarter of 2019 was \$58.8 million, an increase of \$4.9 million compared with net income of \$53.9 million in the fourth quarter of 2018 and up \$4.8 million from net income of \$54.0 million in the first quarter of 2018.

"We were pleased with our financial performance during the first quarter of 2019," said Peter S. Ho, Chairman, President, and CEO. "We had growth in both loans and deposits, our net interest margin expanded, asset quality remained strong, and expenses were well controlled."

The return on average assets for the first quarter of 2019 was 1.38 percent, up from 1.26 percent during the previous quarter and 1.29 percent in the same quarter last year. The return on average equity for the first quarter of 2019 was 18.81 percent, up from 17.05 percent in the fourth quarter of 2018 and 17.74 percent in the first quarter of 2018.

# **Financial Highlights**

Net interest income, on a taxable-equivalent basis, for the first quarter of 2019 was \$125.8 million, an increase of \$0.6 million from net interest income of \$125.2 million in the fourth quarter of 2018 and an increase of \$5.5 million from net interest income of \$120.3 million in the first quarter of 2018. The net interest margin was 3.12 percent for the first quarter of 2019, up 2 basis points compared with the net interest margin of 3.10 percent in the previous quarter and up 12 basis points from the net interest margin of 3.00 percent for the first quarter last year. Analyses of the changes in net interest income are included in Tables 8a and 8b.

#### Bank of Hawaii Corporation First Quarter 2019 Financial Results Page 2

Results for the first quarter of 2019 included a provision for credit losses of \$3.0 million compared with a provision for credit losses of \$2.0 million in the fourth quarter of 2018 and \$4.1 million in the first quarter of 2018. The lower provision for credit losses during the fourth quarter of 2018 was largely due to the release of credit loss reserves related to the sale of the credit card portfolio.

Noninterest income was \$43.7 million in the first quarter of 2019, an increase of \$1.6 million compared with noninterest income of \$42.1 million in the fourth quarter of 2018 and a decrease of \$0.3 million compared with noninterest income of \$44.0 million in the first quarter of 2018. Noninterest income in the first quarter of 2019 included a \$1.4 million commission related to insurance products offered through a third-party administrator. Noninterest income in the first quarter of 2018 included \$2.8 million from a low-income housing investment sale. There were no significant items in noninterest income during the fourth quarter of 2018.

Noninterest expense was \$93.1 million in the first quarter of 2019, a decrease of \$2.8 million compared with noninterest expense of \$95.9 million in the fourth quarter of 2018 and a decrease of \$1.3 million from noninterest expense of \$94.4 million in the same quarter last year. Noninterest expense in the first quarter of 2019 included seasonal payroll expenses of approximately \$2.7 million. Noninterest expense in the fourth quarter of 2018 included \$3.0 million in one-time significant items related to a medical expense, an operational loss, and legal expenses. Noninterest expense in the first quarter of 2018 included seasonal payroll expenses of approximately \$2.5 million in addition to a legal reserve of \$2.0 million. An analysis of noninterest expenses related to salaries and benefits is included in Table 9.

The efficiency ratio during the first quarter of 2019 declined to 55.22 percent compared with 57.75 percent in the previous quarter and 57.91 percent in the same quarter last year.

The effective tax rate for the first quarter of 2019 was 18.85 percent compared with an effective tax rate of 20.92 percent in the previous quarter and 16.19 percent during the same quarter last year. The first quarter of 2019 included tax benefits of \$1.9 million related to a commercial customer's exercise of an early-buy-out option on a leveraged lease. There were no significant items impacting the tax rate during the fourth quarter of 2018. The tax rate during the first quarter of 2018 was favorably impacted by a \$2.0 million adjustment to the Company's low-income housing investments.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services and Private Banking, and Treasury & Other. Results for the business segments are determined based on the Company's internal financial management reporting process and organizational structure. Selected financial information is included in Table 13.

#### **Asset Quality**

The Company's asset quality remained strong during the first quarter of 2019. Total non-performing assets were \$17.9 million at March 31, 2019, compared with non-performing assets of \$12.9 million at December 31, 2018 and \$15.7 million at March 31, 2018. As a percentage of total loans and leases, including foreclosed real estate, non-performing assets were 0.17 percent at the end of the first quarter of 2019, compared with 0.12 percent at the end of the fourth quarter of 2018 and 0.16 percent at the end of the first quarter last year.

#### Bank of Hawaii Corporation First Quarter 2019 Financial Results Page 3

Accruing loans and leases past due 90 days or more were \$6.1 million at March 31, 2019, compared with \$6.6 million at December 31, 2018 and \$8.2 million at March 31, 2018. Restructured loans not included in non-accrual loans or accruing loans past due 90 days or more were \$48.6 million at March 31, 2019, down from \$48.7 million at December 31, 2018 and \$56.7 million at March 31, 2018. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loans and leases charged off during the first quarter of 2019 were \$3.7 million or 0.14 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$6.8 million during the quarter were partially offset by recoveries of \$3.2 million. Net charge-offs during the fourth quarter of 2018 were \$4.0 million or 0.15 percent annualized of total average loans and leases outstanding and were comprised of \$6.9 million in charge-offs partially offset by recoveries of \$2.9 million. Net charge-offs during the first quarter of 2018 were \$3.5 million or 0.15 percent annualized of total average loans and leases outstanding and were comprised of \$6.0 million in charge-offs partially offset by recoveries of \$2.5 million.

The allowance for loan and lease losses was \$106.0 million at March 31, 2019, a decrease from \$106.7 million at December 31, 2018 and \$107.9 million at March 31, 2018. The ratio of the allowance for loan and lease losses to total loans and lease outstanding was 1.01 percent at March 31, 2019 compared with 1.02 percent at December 31, 2018 and 1.09 percent at March 31, 2018. The reserve for unfunded commitments of \$6.8 million at March 31, 2019 was unchanged from the prior quarter and the same quarter last year. Details of loan and lease charge-offs, recoveries, and components of the total reserve for credit losses are summarized in Table 12.

#### **Other Financial Highlights**

Total assets were \$17.4 billion at March 31, 2019, up from total assets of \$17.1 billion at December 31, 2018 and \$17.1 billion at March 31, 2018. Average total assets were \$17.2 billion during the first quarter of 2019, an increase from average total assets of \$17.0 billion during the previous quarter and the same quarter last year.

The investment securities portfolio was \$5.5 billion at March 31, 2019 compared with \$5.5 billion at December 31, 2018 and \$6.0 billion at March 31, 2018. The portfolio at March 31, 2019 remains largely comprised of securities issued by U.S. government agencies and includes \$3.7 billion in securities held to maturity and \$1.9 billion in securities available for sale.

Total loans and leases were \$10.5 billion at March 31, 2019, an increase of \$99.8 million or 1.0 percent from total loans and leases of \$10.4 billion at December 31, 2018 and up \$632.0 million or 6.4 percent from \$9.9 billion at March 31, 2018. Average total loans and leases were \$10.5 billion during the first quarter of 2019, an increase of 1.4 percent from average loans and leases of \$10.3 billion during the previous quarter and up 6.8 percent from \$9.8 billion during the same quarter last year. The commercial portfolio was \$4.0 billion at the end of the first quarter of 2019, up \$20.5 million or 0.5 percent from commercial loans of \$4.0 billion at the end of the fourth quarter of 2018 and up \$207.5 million or 5.5 percent from commercial loans of \$3.8 billion at the end of the first quarter last year. The previously mentioned early buy out of a leveraged lease during the first quarter of 2019 reduced the commercial loan portfolio by \$15.0 million in outstanding balances. Consumer loans were \$6.5 billion at March 31, 2019, up \$79.4 million or 1.2 percent from consumer loans of \$6.5 billion at the end of the fourth quarter of 2018 and up \$424.5 million or 6.9 percent from \$6.1 billion at the end of the first quarter last year. Loan and lease portfolio balances are summarized in Table 10.

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Total deposits were \$15.3 billion at March 31, 2019, up \$240.1 million or 1.6 percent from total deposits of \$15.0 billion at December 31, 2018 and up \$310.2 million or 2.1 percent from total deposits of \$15.0 billion at March 31, 2018. Average total deposits were \$15.0 billion during the first quarter of 2019, an increase of \$191.9 million compared with average total deposits of \$14.8 billion during the previous quarter and an increase of \$251.1 million compared with average total deposits of \$14.7 billion during the same quarter last year. Consumer deposits increased to \$7.9 billion at March 31, 2019, up \$218.1 million or 2.8 percent from consumer deposits of \$7.7 billion at the end of the fourth quarter of 2018 and up \$278.9 million or 3.6 percent from \$7.7 billion at the end of the first quarter last year. Commercial deposits increased to \$6.2 billion at March 31, 2019, up \$63.9 million or 1.0 percent from commercial deposits of \$6.1 billion at the end of the fourth quarter of 2018 and up \$264.8 million or 4.5 percent from \$5.9 billion at the end of the first quarter last year. Other deposits, including public funds, were \$1.2 billion at March 31, 2019, down slightly from \$1.2 billion at December 31, 2018 and down from \$1.4 billion at March 31, 2018. Deposit balances are summarized in Tables 7 and 10.

Total shareholders' equity was \$1.3 billion at March 31, 2019, up slightly from December 31, 2018 and an increase from \$1.2 billion at March 31, 2018. The Tier 1 Capital Ratio was 12.75 percent at March 31, 2019 compared with 13.07 percent at December 31, 2018 and 13.37 percent at March 31, 2018. The Tier 1 Leverage Ratio at March 31, 2019 was 7.46 percent compared with 7.60 percent at December 31, 2018 and 7.46 percent at March 31, 2018.

During the first quarter of 2019, the Company repurchased 513.4 thousand shares of common stock at a total cost of \$39.9 million under its share repurchase program. The average cost was \$77.79 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through March 31, 2019, the Company has repurchased 55.8 million shares and returned over \$2.2 billion to shareholders at an average cost of \$39.50 per share. Remaining buyback authority under the share repurchase program was \$121.8 million at March 31, 2019. From April 1 through April 18, 2019 the Company repurchased an additional 114.0 thousand shares of common stock at an average cost of \$80.79 per share.

The Company's Board of Directors declared a quarterly cash dividend of \$0.65 per share on the Company's outstanding shares, an increase of 4.8 percent from the cash dividend of \$0.62 per share in the previous quarter. The dividend will be payable on June 14, 2019 to shareholders of record at the close of business on May 31, 2019.

#### Hawaii Economy

General economic conditions in Hawaii remained healthy during the first quarter of 2019. The statewide seasonally-adjusted unemployment continues to remain low at 2.8 percent in March 2019, well below the 3.8 percent unemployment rate nationally.

The real estate market on Oahu remained strong during the first quarter of 2019 with a moderate decrease in home sales. Single-family home sales declined 5.7 percent and condominium sales declined 10.5 percent compared with sales during the first quarter of 2018. The median sales price of a single-family home increased 2.0 percent and the median sales price of a condominium decreased 3.2 percent compared with the same quarter last year. As of March 31, 2019, the inventory of single-family homes and condominiums on Oahu was 3.4 months and 3.6 months, respectively.

#### Bank of Hawaii Corporation First Quarter 2019 Financial Results

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For the first two months of 2019, total visitor arrivals increased 1.8 percent although visitor spending declined 2.4 percent compared to the same period in 2018. Tourism during 2019 is expected to continue performing well. Scheduled air seats to Hawaii are projected to expand as Southwest Airlines began flying to Hawaii in March and Hawaiian Airlines began offering the first non-stop flights between Hawaii and Boston in April. More information on current Hawaii economic trends is presented in Table 15.

#### **Conference Call Information**

The Company will review its first quarter financial results today at 2:00 p.m. Eastern Daylight Time (8:00 a.m. Hawaii Time). The call will be accessible via teleconference and via the investor relations link of Bank of Hawaii Corporation's website, <a href="www.boh.com">www.boh.com</a>. The toll-free number is 1 (844) 543-5235 in the United States and Canada and 1 (703) 318-2209 for other international callers. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning approximately 10:00 a.m. Hawaii Time on Monday, April 22, 2019. The replay number is 1 (855) 859-2056 in the United States and Canada and 1 (404) 537-3406 from other international locations. Enter the pass code 4456158 when prompted. In addition, a replay will be available on the Company's website, <a href="www.boh.com">www.boh.com</a>.

#### **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, 2018, which was 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 an independent 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. For more information about Bank of Hawaii Corporation, see the Company's website, <a href="https://www.boh.com">www.boh.com</a>.

Financial Highlights Table 1

		Three Months Ended			
	Marci	ch 31,	December 31,		March 31,
(dollars in thousands, except per share amounts)	201	119	2018		2018
For the Period:					
Operating Results					
Net Interest Income	\$	124,837	\$ 123,973	\$	118,956
Provision for Credit Losses		3,000	2,000		4,125
Total Noninterest Income		43,679	42,108		44,035
Total Noninterest Expense		93,057	95,911		94,384
Net Income		58,799	53,911		54,040
Basic Earnings Per Share		1.44	1.30		1.29
Diluted Earnings Per Share		1.43	1.30		1.28
Dividends Declared Per Share		0.62	0.62		0.52
Performance Ratios					
Return on Average Assets		1.38 %	1.26	%	1.29
leturn on Average Shareholders' Equity		18.81	17.05		17.74
Efficiency Ratio <sup>1</sup>		55.22	57.75		57.91
Vet Interest Margin <sup>2</sup>		3.12	3.10		3.00
Dividend Payout Ratio <sup>3</sup>		43.06	47.69		40.31
werage Shareholders' Equity to Average Assets		7.35	7.39		7.29
verage Balances					
verage Loans and Leases	\$ 1	10,467,321	\$ 10,320,051	\$	9,803,753
verage Assets		17,236,059	16,988,550		16,957,430
verage Deposits		14,971,404	14,779,511		14,720,266
verage Shareholders' Equity		1,267,438	1,254,704		1,235,550
Charact Common Charle					
er Share of Common Stock sook Value	\$	30.91	\$ 30.56	\$	29.33
angible Book Value	ψ	30.14	29.80	Ψ	28.59
farket Value		50.14	23.00		20.55
Closing		78.87	67.32		83.10
High		83.94	82.80		89.09
Low		66.54	63.64		78.40
201					
	M	March 31,	December 31,		March 31,
67.17.1		2019	2018		2018
s of Period End:					
alance Sheet Totals				_	
oans and Leases			\$ 10,448,774	\$	9,916,628
otal Assets		17,446,413	17,143,974		17,136,030
otal Deposits	1	15,267,310	15,027,242		14,957,133
ther Debt		110,624	135,643		235,699
otal Shareholders' Equity		1,269,690	1,268,200		1,241,193
sset Quality					
ion-Performing Assets	\$	17,925	\$ 12,930	\$	15,736
llowance for Loan and Lease Losses		106,023	106,693		107,938
llowance to Loans and Leases Outstanding		1.01 %	1.02	%	1.09
apital Ratios					
ommon Equity Tier 1 Capital Ratio		12.75 %	13.07	%	13.37
er 1 Capital Ratio		12.75	13.07		13.37
otal Capital Ratio		13.87	14.21		14.58
er 1 Leverage Ratio		7.46	7.60		7.46
otal Shareholders' Equity to Total Assets		7.28	7.40		7.24
angible Common Equity to Tangible Assets <sup>4</sup>		7.11	7.23		7.07
angible Common Equity to Risk-Weighted Assets 4		12.28	12.52		12.80
Ion-Financial Data					

Branches	69	69	69
ATMs	385	382	377

<sup>&</sup>lt;sup>1</sup> Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and total noninterest income).

 $<sup>^2</sup>$  Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

 $<sup>^{3}\,</sup>$  Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

<sup>4</sup> Tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. See Table 2 "Reconciliation of Non-GAAP Financial Measures." Note: Total Capital Ratio was revised from 14.59% as of March 31, 2018.

Reconciliation of Non-GAAP Financial Measures						Table 2
		March 31,		December 31,		March 31,
(dollars in thousands)		2019		2018		2018
Total Shareholders' Equity	\$	1,269,690	\$	1,268,200	\$	1,241,193
Less: Goodwill	Ψ	31,517	Ψ	31,517	Ψ	31,517
Tangible Common Equity	\$	1,238,173	\$	1,236,683	\$	1,209,676
Total Assets	\$	17,446,413	\$	17,143,974	\$	17,136,030
Less: Goodwill		31,517		31,517		31,517
Tangible Assets	\$	17,414,896	\$	17,112,457	\$	17,104,513
Risk-Weighted Assets, determined in accordance						
with prescribed regulatory requirements	\$	10,079,858	\$	9,878,904	\$	9,452,847
Total Shareholders' Equity to Total Assets		7.28%		7.40%		7.24%
Tangible Common Equity to Tangible Assets (Non-GAAP)		7.11%		7.23%		7.07%
Tier 1 Capital Ratio		12.75%		13.07%		13.37%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)		12.28%		12.52%		12.80%

Note: Risk-Weighted Assets was revised from \$9,451,647 as of March 31, 2018.

	-	Three Months Ended	
	 March 31,	December 31,	March 31,
(dollars in thousands, except per share amounts)	2019	2018	2018
Interest Income			
Interest and Fees on Loans and Leases	\$ 108,511	\$ 107,404 \$	97,634
Income on Investment Securities			
Available-for-Sale	13,432	13,043	12,141
Held-to-Maturity	21,921	21,482	21,296
Deposits	15	10	18
Funds Sold	1,444	727	757
Other	319	352	300
Total Interest Income	145,642	143,018	132,146
Interest Expense			
Deposits	15,284	13,172	7,581
Securities Sold Under Agreements to Repurchase	4,571	4,671	4,564
Funds Purchased	157	440	53
Short-Term Borrowings	36	88	16
Other Debt	757	674	976
Total Interest Expense	20,805	19,045	13,190
Net Interest Income	124,837	123,973	118,956
Provision for Credit Losses	3,000	2,000	4,125
Net Interest Income After Provision for Credit Losses	121,837	121,973	114,831
	121,037	121,575	114,031
Noninterest Income	10 501	10.550	44 404
Trust and Asset Management	10,761	10,558	11,181
Mortgage Banking	2,287	2,148	2,145
Service Charges on Deposit Accounts	7,364	7,562	7,129
Fees, Exchange, and Other Service Charges	14,208	14,576	14,333
Investment Securities Gains (Losses), Net	(835)	(841)	(666)
Annuity and Insurance	2,578	1,409	1,206
Bank-Owned Life Insurance	1,710	1,941	1,842
Other	5,606	4,755	6,865
Total Noninterest Income	43,679	42,108	44,035
Noninterest Expense			
Salaries and Benefits	56,586	54,856	54,422
Net Occupancy	7,594	8,918	8,534
Net Equipment	6,833	6,364	5,527
Data Processing	4,526	5,151	3,891
Professional Fees	2,453	2,467	2,773
FDIC Insurance	1,269	1,336	2,157
Other	13,796	16,819	17,080
Total Noninterest Expense	93,057	95,911	94,384
Income Before Provision for Income Taxes	72,459	68,170	64,482
Provision for Income Taxes	13,660	14,259	10,442
Net Income	\$ 58,799	\$ 53,911 \$	54,040
Basic Earnings Per Share	\$ 1.44	\$ 1.30 \$	1.29
Diluted Earnings Per Share	\$ 1.43		
Dividends Declared Per Share	\$ 0.62	\$ 0.62 \$	0.52
Basic Weighted Average Shares	40,938,318	41,325,456	42,038,573
Diluted Weighted Average Shares	41,213,453	41,601,649	42,358,425

# **Consolidated Statements of Comprehensive Income**

		Three Months Ended					
(dollars in thousands)	_	March 31, 2019	December 31, 2018	March 31, 2018			
Net Income	\$	58,799	\$ 53,911	\$ 54,040			
Other Comprehensive Income (Loss), Net of Tax:							
Net Unrealized Gains (Losses) on Investment Securities		6,919	11,169	(9,121			
Defined Benefit Plans		246	(2,974)	) 216			
Other Comprehensive Income (Loss)		7,165	8,195	(8,905			
Comprehensive Income	\$	65,964	\$ 62,106	\$ 45,135			

Table 4

(dollars in thousands)	March 31, 2019	December 31, 2018	March 31, 2018
Assets			
Interest-Bearing Deposits in Other Banks	\$ 3,550	\$ 3,028 \$	2,589
Funds Sold	243,867	198,860	387,766
Investment Securities			
Available-for-Sale	1,859,256	2,007,942	2,184,187
Held-to-Maturity (Fair Value of \$3,637,496; \$3,413,994; and \$3,711,149)	3,668,811	3,482,092	3,789,092
Loans Held for Sale	17,909	10,987	23,548
Loans and Leases	10,548,609	10,448,774	9,916,628
Allowance for Loan and Lease Losses	(106,023)	(106,693)	(107,938)
Net Loans and Leases	10,442,586	10,342,081	9,808,690
Total Earning Assets	16,235,979	16,044,990	16,195,872
Cash and Due from Banks	293,871	324,081	174,871
Premises and Equipment, Net	159,344	151,837	137,201
Operating Lease Right-of-Use Assets	104,166		
Accrued Interest Receivable	52,820	51,230	52,941
Foreclosed Real Estate	3,225	1,356	2,768
Mortgage Servicing Rights	24,149	24,310	24,493
Goodwill	31,517	31,517	31,517
Bank-Owned Life Insurance	285,155	283,771	280,537
Other Assets	256,187	230,882	235,830
Total Assets	\$ 17,446,413	·	
Liabilities			
Deposits			
Noninterest-Bearing Demand	\$ 4,595,915		
Interest-Bearing Demand	2,961,444	3,002,925	3,028,373
Savings	5,946,881	5,539,199	5,397,291
Time	1,763,070	1,745,522	1,771,692
Total Deposits	15,267,310	15,027,242	14,957,133
Short-Term Borrowings	_	199	_
Securities Sold Under Agreements to Repurchase	504,299	504,296	505,293
Other Debt	110,624	135,643	235,699
Operating Lease Liabilities	111,230	_	_
Retirement Benefits Payable	40,343	40,494	37,046
Accrued Interest Payable	8,474	8,253	8,229
Taxes Payable and Deferred Taxes	29,935	19,736	29,557
Other Liabilities	104,508	139,911	121,880
Total Liabilities	16,176,723	15,875,774	15,894,837
Shareholders' Equity			
Common Stock (\$.01 par value; authorized 500,000,000 shares;			
issued / outstanding: March 31, 2019 - 58,166,535 / 41,078,688;			
December 31, 2018 - 58,063,689 / 41,499,898;			
and March 31, 2018 - 58,051,646 / 42,314,414)	578	577	577
and March 31, 2018 - 58,051,646 / 42,314,414)	578 574,594	577 571,704	577 563,598
and March 31, 2018 - 58,051,646 / 42,314,414) Capital Surplus			
and March 31, 2018 - 58,051,646 / 42,314,414)  Capital Surplus  Accumulated Other Comprehensive Loss	574,594	571,704	563,598
and March 31, 2018 - 58,051,646 / 42,314,414) Capital Surplus Accumulated Other Comprehensive Loss Retained Earnings	574,594 (43,878)	571,704 (51,043)	563,598 (51,097)
and March 31, 2018 - 58,051,646 / 42,314,414) Capital Surplus Accumulated Other Comprehensive Loss Retained Earnings	574,594 (43,878)	571,704 (51,043)	563,598 (51,097)
and March 31, 2018 - 58,051,646 / 42,314,414)  Capital Surplus  Accumulated Other Comprehensive Loss  Retained Earnings  Treasury Stock, at Cost (Shares: March 31, 2019 - 17,087,847;	574,594 (43,878) 1,674,264	571,704 (51,043) 1,641,314	563,598 (51,097) 1,551,900

					Accum.			
					Other			
					Compre-			
					hensive			
	Common Shares	Commo	n	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding	Sto	:k	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2018	41,499,898	\$ 5	77 \$	571,704 \$	5 (51,043) \$	1,641,314 \$	(894,352) \$	1,268,200
Net Income	_		_	_	_	58,799	_	58,799
Other Comprehensive Income	_		_	_	7,165	_	_	7,165
Share-Based Compensation	_	-	_	2,274	_	_	_	2,274
Common Stock Issued under Purchase and Equity								
Compensation Plans	131,529		1	616	_	(203)	1,673	2,087
Common Stock Repurchased	(552,739)		_	_	_	_	(43,189)	(43,189)
Cash Dividends Declared (\$0.62 per share)	_		_	_	_	(25,646)	_	(25,646)
Balance as of March 31, 2019	41,078,688	\$ 5	78 \$	574,594 \$	(43,878) \$	1,674,264 \$	(935,868) \$	1,269,690
Balance as of December 31, 2017	42,401,443	\$ 5	76 \$	561,161	34,715) \$	1,512,218 \$	(807,372) \$	1,231,868
Net Income	_	-	_	_	_	54,040	_	54,040
Other Comprehensive Loss	_		_	_	(8,905)	_	_	(8,905)
Reclassification of the Income Tax Effects of the								
Tax Cuts and Jobs Act from AOCI	_	-	_	_	(7,477)	7,477	_	_
Share-Based Compensation	_		_	1,867	_	_	_	1,867
Common Stock Issued under Purchase and Equity								
Compensation Plans	121,299		1	570	_	252	1,128	1,951
Common Stock Repurchased	(208,328)		_	_	_	_	(17,541)	(17,541)
Cash Dividends Declared (\$0.52 per share)	_		_	_	_	(22,087)	_	(22,087)
Balance as of March 31, 2018	42,314,414	\$ 5	77 \$	563,598 \$	5 (51,097) \$	1,551,900 \$	(823,785) \$	1,241,193

		Three	Months Ended	l		Three Months Ended				Three Months Ended			
		Ma	arch 31, 2019			December 31, 2018			_	Ma	rch 31, 2018		
		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 in Other Banks	\$	3.0	\$ —	2.05 %	\$	3.3	s —	1.21	% \$	3.0	s —	2.34	
Funds Sold		241.6	1.5	2.39		128.2	0.7	2.22		204.7	0.8	1.48	
Investment Securities													
Available-for-Sale													
Taxable		1,595.8	11.5	2.90		1,480.5	10.0	2.70		1,595.1	8.9	2.23	
Non-Taxable		279.1	2.4	3.45		556.4	3.8	2.77		604.7	4.1	2.74	
Held-to-Maturity													
Taxable		3,373.5	20.5	2.43		3,360.5	20.0	2.38		3,631.2	19.8	2.18	
Non-Taxable		234.1	1.8	3.15		235.1	1.9	3.16		238.0	1.9	3.18	
Total Investment Securities		5,482.5	36.2	2.65		5,632.5	35.7	2.53		6,069.0	34.7	2.29	
Loans Held for Sale		12.4	0.1	4.35		12.1	0.2	4.63		14.1	0.1	3.76	
Loans and Leases <sup>1</sup>													
Commercial and Industrial		1,357.8	15.3	4.57		1,351.1	14.3	4.21		1,280.9	11.8	3.73	
Commercial Mortgage		2,310.4	24.9	4.36		2,256.0	24.2	4.25		2,096.4	20.6	3.99	
Construction		150.4	1.9	5.08		179.8	2.2	4.79		189.4	2.1	4.45	
Commercial Lease Financing		160.9	0.9	2.28		173.2	1.0	2.42		179.6	1.0	2.21	
Residential Mortgage		3,680.2	35.5	3.86		3,615.8	35.1	3.88		3,478.2	33.3	3.83	
Home Equity		1,690.0	16.1	3.87		1,652.4	15.7	3.78		1,595.4	14.6	3.70	
Automobile		668.2	6.0	3.66		641.8	6.0	3.73		541.5	5.6	4.19	
Other <sup>2</sup>		449.4	7.9	7.13		450.0	8.8	7.72		442.4	8.6	7.91	
Total Loans and Leases		10,467.3	108.5	4.18		10,320.1	107.3	4.14		9,803.8	97.6	4.02	
Other		35.5	0.3	3.60		36.8	0.4	3.82		40.7	0.3	2.95	
Total Earning Assets <sup>3</sup>		16,242.3	146.6	3.64		16,133.0	144.3	3.56		16,135.3	133.5	3.33	
Cash and Due from Banks		240.8				234.3				228.6			
Other Assets		753.0				621.3				593.5			
Total Assets	\$	17,236.1			\$	16,988.6			\$	16,957.4			
		,			_				<u> </u>				
Interest-Bearing Liabilities													
Interest-Bearing Deposits													
Demand	\$	2,939.9	1.5	0.20	\$	2,888.3	1.5	0.20	\$	2,978.1	0.8	0.10	
Savings	Ţ.	5,760.8	6.7	0.47	Ψ	5,494.5	4.5	0.32	Ψ	5,366.3	2.1	0.16	
Time		1,703.4	7.1	1.69		1,800.7	7.2	1.59		1,713.5	4.7	1.11	
Total Interest-Bearing Deposits		10,404.1	15.3	0.60		10,183.5	13.2	0.51		10,057.9	7.6	0.31	
Short-Term Borrowings		31.1	0.2	2.49		89.6	0.5	2.31		19.1	0.1	1.45	
Securities Sold Under Agreements to Repurchase		504.3	4.6	3.63		504.3	4.7	3.62		505.3	4.5	3.61	
Other Debt		120.0	0.7	2.55		145.2	0.7	1.85		257.1	1.0	1.54	
Total Interest-Bearing Liabilities		11,059.5	20.8	0.76		10,922.6	19.1	0.69		10,839.4	13.2	0.49	
Net Interest Income			\$ 125.8			-	\$ 125.2			=	\$ 120.3		
Interest Rate Spread				2.88 %				2.87	%			2.84	
Net Interest Margin				3.12 %				3.10	%			3.00	
Noninterest-Bearing Demand Deposits		4,567.3				4,596.0				4,662.4			
Other Liabilities		341.9				215.3				220.0			
Shareholders' Equity		1,267.4			_	1,254.7			_	1,235.6			
Total Liabilities and Shareholders' Equity	\$	17,236.1			\$	16,988.6			\$	16,957.4			

<sup>1</sup> 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.

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

<sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 21%, of \$981,000, \$1,263,000, and \$1,344,000 for the three months ended March 31, 2019, December 31, 2018, and March 31, 2018, respectively.

	Three Months I	Ended March 31, 2019	
	Compared to	December 31, 2018	
(dollars in millions)	Volume <sup>1</sup>	Rate <sup>1</sup>	Total
Change in Interest Income:			
Funds Sold	\$ 0.7 \$	0.1 \$	0.8
Investment Securities			
Available-for-Sale			
Taxable	0.8	0.7	1.5
Non-Taxable	(2.2)	0.8	(1.4)
Held-to-Maturity	, í		Ì
Taxable	0.1	0.4	0.5
Non-Taxable	(0.1)	_	(0.1)
Total Investment Securities	(1.4)	1.9	0.5
Loans Held for Sale	_	(0.1)	(0.1)
Loans and Leases			
Commercial and Industrial	0.1	0.9	1.0
Commercial Mortgage	0.3	0.4	0.7
Construction	(0.4)	0.1	(0.3)
Commercial Lease Financing	(0.1)	_	(0.1)
Residential Mortgage	0.6	(0.2)	0.4
Home Equity	0.2	0.2	0.4
Automobile	0.2	(0.2)	_
Other <sup>2</sup>	(0.1)	(0.8)	(0.9)
Total Loans and Leases	0.8	0.4	1.2
Other	_	(0.1)	(0.1)
Total Change in Interest Income	0.1	2.2	2.3
Change in Interest Expense:			
Interest-Bearing Deposits			
Savings	0.2	2.0	2.2
Time	(0.5)	0.4	(0.1)
Total Interest-Bearing Deposits	(0.3)	2.4	2.1
Short-Term Borrowings	(0.4)	0.1	(0.3)
Securities Sold Under Agreements to Repurchase	—	(0.1)	(0.1)
Other Debt	(0.1)	0.1	(0.1)
Total Change in Interest Expense	(0.8)	2.5	1.7

0.9 \$

(0.3) \$

0.6

**Change in Net Interest Income** 

<sup>&</sup>lt;sup>1</sup> The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

 $<sup>^{2}</sup>$  Comprised of other consumer revolving credit, installment, and consumer lease financing.

		Three Months	Ended March 31, 2019	
		Compared	to March 31, 2018	
dollars in millions)		Volume <sup>1</sup>	Rate <sup>1</sup>	Total
Change in Interest Income:				
Funds Sold	\$	0.2 \$	0.5 \$	0.7
Investment Securities				
Available-for-Sale				
Taxable		_	2.6	2.6
Non-Taxable		(2.6)	0.9	(1.7)
Held-to-Maturity		,		
Taxable		(1.4)	2.1	0.7
Non-Taxable		(0.1)	_	(0.1)
Total Investment Securities		(4.1)	5.6	1.5
Loans and Leases				
Commercial and Industrial		0.8	2.7	3.5
Commercial Mortgage		2.2	2.1	4.3
Construction		(0.5)	0.3	(0.2)
Commercial Lease Financing		(0.1)	_	(0.1)
Residential Mortgage		2.0	0.2	2.2
Home Equity		0.8	0.7	1.5
Automobile		1.2	(0.8)	0.4
Other 2		0.2	(0.9)	(0.7)
Total Loans and Leases		6.6	4.3	10.9
Other		(0.2)	0.2	_
Total Change in Interest Income		2.5	10.6	13.1
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		_	0.7	0.7
Savings		0.2	4.4	4.6
Time		_	2.4	2.4
Total Interest-Bearing Deposits		0.2	7.5	7.7
Short-Term Borrowings		0.1	_	0.1
Securities Sold Under Agreements to Repurchase		_	0.1	0.1
Other Debt		(0.7)	0.4	(0.3)
Total Change in Interest Expense		(0.4)	8.0	7.6
Change in Net Interest Income	¢.	20 6	2.0	
Change in Net Interest Income	\$	2.9 \$	2.6 \$	5.5

<sup>&</sup>lt;sup>1</sup> The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

<sup>&</sup>lt;sup>2</sup> Comprised of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits

Table 9

	,		
	 March 31,	December 31,	March 31,
(dollars in thousands)	2019	2018	2018
Salaries	\$ 32,480	\$ 33,603	\$ 32,704
Incentive Compensation	5,904	5,715	5,178
Share-Based Compensation	3,079	1,417	2,081
Commission Expense	930	1,158	954
Retirement and Other Benefits	5,107	4,369	4,841
Payroll Taxes	4,247	2,277	4,172
Medical, Dental, and Life Insurance	4,465	5,237	3,461
Separation Expense	374	1,080	1,031
Total Salaries and Benefits	\$ 56,586	\$ 54,856	\$ 54,422

# **Loan and Lease Portfolio Balances**

Loan and Lease Portfolio Balances					Table 10
	March 31,	December 31,	September 30,	June 30,	March 31,
(dollars in thousands)	2019	2018	2018	2018	2018
Commercial					
Commercial and Industrial	\$ 1,331,345 \$	1,331,149 \$	1,314,609 \$	1,282,967 \$	1,329,096
Commercial Mortgage	2,381,213	2,302,356	2,237,020	2,169,357	2,097,339
Construction	132,775	170,061	176,447	185,350	186,530
Lease Financing	154,919	176,226	172,232	178,598	179,771
Total Commercial	4,000,252	3,979,792	3,900,308	3,816,272	3,792,736
Consumer					
Residential Mortgage	3,702,553	3,673,796	3,596,627	3,548,444	3,505,239
Home Equity	1,698,666	1,681,442	1,625,208	1,622,314	1,601,698
Automobile	676,730	658,133	625,086	592,705	558,468
Other <sup>1</sup>	470,408	455,611	483,833	473,588	458,487
Total Consumer	6,548,357	6,468,982	6,330,754	6,237,051	6,123,892
Total Loans and Leases	\$ 10,548,609 \$	10,448,774 \$	10,231,062 \$	10,053,323 \$	9,916,628

-					٠.	
D	0	n	n	C	ıt	·c

	March 31,	December 31,	September 30,	June 30,	March 31,
(dollars in thousands)	2019	2018	2018	2018	2018
Consumer	\$ 7,944,793 \$	7,726,731 \$	7,627,527 \$	7,672,435 \$	7,665,926
Commercial	6,162,042	6,098,186	5,967,343	5,921,414	5,897,194
Public and Other	1,160,475	1,202,325	1,248,465	1,349,509	1,394,013
Total Deposits	\$ 15,267,310 \$	15,027,242 \$	14,843,335 \$	14,943,358 \$	14,957,133

 $<sup>^{\,1}</sup>$  Comprised of other revolving credit, installment, and lease financing.

Tron 1 crossing 200cts and 1 certaing Board and Beases 10		D 1 24			35 3 34
(dollars in thousands)	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Non-Performing Assets					
Non-Accrual Loans and Leases					
Commercial					
Commercial and Industrial	\$ 393 \$	542 \$	1,205 \$	917 \$	986
Commercial Mortgage	5,911	2,040	652	659	1,367
Total Commercial	6,304	2,582	1,857	1,576	2,353
Consumer	0,504	2,502	1,007	1,570	2,333
	5,599	E 221	6,359	6,722	6,725
Residential Mortgage		5,321			
Home Equity	2,797	3,671	3,673	3,933	3,890
Total Non-Assembly consend Losses	8,396	8,992	10,032	10,655	10,615
Total Non-Accrual Loans and Leases Foreclosed Real Estate	3,225	11,574 1,356	11,889	12,231 2,926	12,968 2,768
Total Non-Performing Assets	\$ 17,925 \$	12,930 \$	13,798 \$	15,157 \$	15,736
Accruing Loans and Leases Past Due 90 Days or More					
Commercial					
Commercial and Industrial	\$ 66 \$	10 \$	— \$	2 \$	_
Commercial Mortgage	_	_	_	5,680	_
Total Commercial	66	10	_	5,682	_
Consumer					
Residential Mortgage	\$ 903 \$	2,446 \$	2,426 \$	2,281 \$	2,927
Home Equity	3,381	2,684	3,112	3,016	3,013
Automobile	734	513	829	674	333
Other <sup>1</sup>	1,033	914	1,727	1,660	1,895
Total Consumer	6,051	6,557	8,094	7,631	8,168
Total Accruing Loans and Leases Past Due 90 Days or More	\$ 6,117 \$	6,567 \$	8,094 \$	13,313 \$	8,168
Restructured Loans on Accrual Status					
and Not Past Due 90 Days or More	\$ 48,571 \$	48,731 \$	49,462 \$	50,212 \$	56,743
Total Loans and Leases	\$ 10,548,609 \$	10,448,774 \$	10,231,062 \$	10,053,323 \$	9,916,628
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases	0.14%	0.11%	0.12%	0.12%	0.13%
Ratio of ivon-Accidal Eodis and Leases to Total Loans and Leases	0.14%	0.1176	0.1276	0.1276	0.13%
Ratio of Non-Performing Assets to Total Loans and Leases					
and Foreclosed Real Estate	0.17%	0.12%	0.13%	0.15%	0.160/
and Poleciosed Real Estate	0.17%				0.16%
Patio of Commercial Non Porforming Access to Total Commercial Loans		0.1270	0.1370	0.1370	
Ratio of Commercial Non-Performing Assets to Total Commercial Loans		51270	0.1370	0.1570	
	0.4007				0.000/
and Leases and Commercial Foreclosed Real Estate	0.16%	0.06%	0.05%	0.04%	0.06%
and Leases and Commercial Foreclosed Real Estate	0.16%				0.06%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans		0.06%	0.05%	0.04%	
and Leases and Commercial Foreclosed Real Estate	0.16%				
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate		0.06%	0.05%	0.04%	
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases		0.06%	0.05%	0.04%	
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases	0.18%	0.06%	0.05% 0.19%	0.04%	0.22%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases		0.06%	0.05%	0.04%	0.22%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate	0.18%	0.06%	0.05% 0.19%	0.04%	0.22%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases	\$ 0.18%	0.06%	0.05% 0.19%	0.04%	0.22%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets	\$ 0.18%	0.06% 0.16% 0.19%	0.05% 0.19% 0.21%	0.04%	0.22% 0.24%
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets Balance at Beginning of Quarter	\$ 0.18%	0.06% 0.16% 0.19%	0.05% 0.19% 0.21%	0.04% 0.22% 0.28%	0.22% 0.24% 16,120
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets  Balance at Beginning of Quarter  Additions	\$ 0.18%	0.06% 0.16% 0.19%	0.05% 0.19% 0.21%	0.04% 0.22% 0.28%	0.22% 0.24% 16,120
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets Balance at Beginning of Quarter Additions Reductions	\$ 0.18% 0.23% 12,930 \$ 8,217	0.06%  0.16%  0.19%  13,798 \$ 4,509	0.05%  0.19%  0.21%  15,157 \$ 2,030	0.04% 0.22% 0.28% 15,736 \$ 1,949	0.22% 0.24% 16,120 2,332 (1,251)
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets  Balance at Beginning of Quarter Additions  Reductions  Payments  Return to Accrual Status	\$ 0.18%  0.23%  12,930 \$ 8,217  (989)	0.06%  0.16%  0.19%  13,798 \$ 4,509  (3,759) (605)	0.05%  0.19%  0.21%  15,157 \$ 2,030  (415) (1,420)	0.04% 0.22% 0.28% 15,736 \$ 1,949 (1,847) (126)	0.22% 0.24% 16,120 2,332
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets Balance at Beginning of Quarter Additions Reductions Payments Return to Accrual Status Sales of Foreclosed Real Estate	\$ 0.18%  0.23%  12,930 \$ 8,217  (989) (316) —	0.06%  0.16%  0.19%  13,798 \$ 4,509  (3,759) (605) (653)	0.05%  0.19%  0.21%  15,157 \$ 2,030  (415) (1,420) (1,301)	0.04%  0.22%  0.28%  15,736 \$ 1,949  (1,847) (126) (421)	0.22%  0.24%  16,120 2,332  (1,251) (1,270)
and Leases and Commercial Foreclosed Real Estate  Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate  Ratio of Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More to Total Loans and Leases and Foreclosed Real Estate  Quarter to Quarter Changes in Non-Performing Assets  Balance at Beginning of Quarter Additions  Reductions  Payments  Return to Accrual Status	\$ 0.18%  0.23%  12,930 \$ 8,217  (989) (316)	0.06%  0.16%  0.19%  13,798 \$ 4,509  (3,759) (605)	0.05%  0.19%  0.21%  15,157 \$ 2,030  (415) (1,420)	0.04% 0.22% 0.28% 15,736 \$ 1,949 (1,847) (126)	2,332

 $<sup>^{\</sup>rm 1}$  Comprised of other revolving credit, installment, and lease financing.

Reserve for Credit Losses

Table 12

		Three Mor	nths Ende	d	
(dollars in thousands)	March 31, 2019	Decemi 20			March 31, 2018
Balance at Beginning of Period	\$ 113,515	\$	115,512	\$	114,168
Loans and Leases Charged-Off					
Commercial					
Commercial and Industrial	(370)		(365)		(206)
Commercial Mortgage	(1,616)		_		_
Consumer					
Residential Mortgage	(4)		(1)		(97)
Home Equity	(295)		(406)		(91)
Automobile	(1,753)		(2,335)		(2,254)
Other <sup>1</sup>	(2,790)		(3,781)		(3,340)
Total Loans and Leases Charged-Off	(6,828)		(6,888)		(5,988)
Recoveries on Loans and Leases Previously Charged-Off					
Commercial					
Commercial and Industrial	501		803		328
Consumer					
Residential Mortgage	484		112		220
Home Equity	588		367		625
Automobile	881		949		599
Other <sup>1</sup>	704		660		683
Total Recoveries on Loans and Leases Previously Charged-Off	3,158		2,891		2,455
Net Loans and Leases Charged-Off	(3,670)		(3,997)		(3,533)
Provision for Credit Losses	3,000		2,000		4,125
Balance at End of Period <sup>2</sup>	\$ 112,845	\$	113,515	\$	114,760
Components					
Allowance for Loan and Lease Losses	\$ 106,023	\$	106,693	\$	107,938
Reserve for Unfunded Commitments	6,822		6,822		6,822
Total Reserve for Credit Losses	\$ 112,845	\$	113,515	\$	114,760
Average Loans and Leases Outstanding	\$ 10,467,321	\$ 10	),320,051	\$	9,803,753
Ratio of Net Loans and Leases Charged-Off to					
Average Loans and Leases Outstanding (annualized)	0.14%		0.15%		0.159
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding	1.01%		1.02%		1.099

 $<sup>^{\</sup>rm 1}$  Comprised of other revolving credit, installment, and lease financing.

<sup>&</sup>lt;sup>2</sup> 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.

			Investment		
			Services and		
	Retail	Commercial	Private	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Banking	and Other	Total
Three Months Ended March 31, 2019					
Net Interest Income	\$ 66,154 \$	47,290 \$	10,198 \$	1,195 \$	124,837
Provision for Credit Losses	2,241	1,446	(17)	(670)	3,000
Net Interest Income After Provision for Credit Losses	63,913	45,844	10,215	1,865	121,837
Noninterest Income	21,233	7,061	13,245	2,140	43,679
Noninterest Expense	(52,524)	(20,955)	(16,903)	(2,675)	(93,057)
Income Before Provision for Income Taxes	32,622	31,950	6,557	1,330	72,459
Provision for Income Taxes	(8,105)	(6,002)	(1,729)	2,176	(13,660)
Net Income	\$ 24,517 \$	25,948 \$	4,828 \$	3,506 \$	58,799
Total Assets as of March 31, 2019	\$ 6,454,127 \$	4,004,176 \$	341,979 \$	6,646,131 \$	17,446,413
Three Months Ended March 31, 2018					
Net Interest Income	\$ 64,397 \$	42,898 \$	9,887 \$	1,774 \$	118,956
Provision for Credit Losses	3,743	(151)	(60)	593	4,125
Net Interest Income After Provision for Credit Losses	60,654	43,049	9,947	1,181	114,831
Noninterest Income	19,253	5,642	13,670	5,470	44,035
Noninterest Expense	(54,599)	(20,332)	(16,207)	(3,246)	(94,384)
Income Before Provision for Income Taxes	25,308	28,359	7,410	3,405	64,482
Provision for Income Taxes	(6,291)	(6,824)	(1,954)	4,627	(10,442)
Net Income	\$ 19,017 \$	21,535 \$	5,456 \$	8,032 \$	54,040
Total Assets as of March 31, 2018	\$ 6,041,271 \$	3,771,678 \$	332,454 \$	6,990,627 \$	17,136,030

	-	36 3 22		D 1 2:	1111	ee Months Ended		* ~~		34
		March 31,		December 31,		September 30,		June 30,		March 31,
(dollars in thousands, except per share amounts)		2019		2018		2018		2018		2018
Quarterly Operating Results										
interest Income										
Interest and Fees on Loans and Leases	\$	108,511	\$	107,404	\$	104,248	\$	101,311	\$	97,634
Income on Investment Securities										
Available-for-Sale		13,432		13,043		12,588		12,380		12,141
Held-to-Maturity		21,921		21,482		20,821		20,711		21,296
Deposits		15		10		10		(4)		18
Funds Sold		1,444		727		1,393		846		753
Other		319		352		364		341		300
Total Interest Income		145,642		143,018		139,424		135,585		132,146
nterest Expense										
Deposits		15,284		13,172		10,931		9,459		7,581
Securities Sold Under Agreements to Repurchase		4,571		4,671		4,667		4,617		4,564
Funds Purchased		157		440		33		83		53
Short-Term Borrowings		36		88		28		13		10
Other Debt		757		674		838		917		97
Total Interest Expense		20,805		19,045		16,497		15,089		13,19
Net Interest Income		124,837		123,973		122,927		120,496		118,95
Provision for Credit Losses		3,000		2,000		3,800		3,500		4,12
Net Interest Income After Provision for Credit Losses		121,837		121,973		119,127		116,996		114,83
Noninterest Income										
Trust and Asset Management		10,761		10,558		10,782		11,356		11,18
Mortgage Banking		2,287		2,148		1,965		2,179		2,14
Service Charges on Deposit Accounts		7,364		7,562		7,255		6,865		7,12
Fees, Exchange, and Other Service Charges		14,208		14,576		14,173		14,400		14,33
Investment Securities Gains (Losses), Net		(835)		(841)		(729)		(1,702)		(66
Annuity and Insurance		2,578		1,409		1,360		1,847		1,20
Bank-Owned Life Insurance		1,710		1,941		1,620		1,796		1,84
Other		5,606		4,755		5,056		4,557		6,86
Total Noninterest Income		43,679		42,108		41,482		41,298		44,03
Joninterest Expense										
Salaries and Benefits		56,586		54,856		51,782		52,148		54,42
Net Occupancy		7,594		8,918		8,702		8,588		8,53
Net Equipment		6,833		6,364		6,116		5,845		5,52
Data Processing		4,526		5,151		4,241		4,563		3,89
Professional Fees		2,453		2,467		2,206		2,546		2,77
FDIC Insurance		1,269		1,336		2,057		2,182		2,15
Other		13,796		16,819		15,434		14,919		17,08
Cotal Noninterest Expense		93,057		95,911		90,538		90,791		94,38
ncome Before Provision for Income Taxes		72,459		68,170		70,071		67,503		64,482
Provision for Income Taxes		13,660		14,259		13,138		12,785		10,442
Vet Income	\$	58,799	\$	53,911	\$	56,933	\$	54,718	\$	54,04
Basic Earnings Per Share	\$	1.44	\$	1.30	\$	1.37	\$	1.31	\$	1.29
Diluted Earnings Per Share	\$	1.43	\$	1.30	\$	1.36	\$	1.30	\$	1.2
Salance Sheet Totals										
oans and Leases	\$	10,548,609	\$	10,448,774	\$	10,231,062	\$	10,053,323	\$	9,916,62
otal Assets	Ψ	17,446,413	Ψ	17,143,974	Ψ	16,991,734	Ψ	17,124,162	Ψ	17,136,03
otal Deposits		15,267,310		15,027,242		14,843,335		14,943,358		14,957,13
otal Shareholders' Equity		1,269,690		1,268,200		1,253,327		1,247,717		1,241,19
om omitmoners Equity		1,203,030		1,200,200		1,200,027		1,44/,/1/		1,241,19
erformance Ratios										
eturn on Average Assets		1.38	%	1.26	%		%	1.30	%	1.2
leturn on Average Shareholders' Equity officiency Ratio <sup>1</sup>		18.81		17.05 57.75		18.06 55.07		17.68 56.12		17.7 57.9
anciency Nauo -		55.22		57.75		55.07		56.12		57.9

Net Interest Margin <sup>2</sup> 3.12 3.10 3.07 3.04 3.00

- $^{1}$  Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and noninterest income).
- <sup>2</sup> Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

	Tv	vo Months End	ed	 	Year E	Ended		
(\$ in millions; jobs in thousands)	F	ebruary 28, 201	9	December 3	D	ecember 31, 20	17	
Hawaii Economic Trends								
State General Fund Revenues <sup>1</sup>	\$	1,200.3	(2.9) %	\$ 6,933.1	6.9 %	\$ 6,485	.0	4.3
General Excise and Use Tax Revenue 1	\$	640.5	(5.2) %	\$ 3,426.5	2.3 %	\$ 3,349	.8	4.5
Jobs <sup>2</sup>		656.5		660.0		664	.5	
					March 31,		December 31,	
(spot rates)					2019	2018		2017
Unemployment <sup>3</sup>								
Statewide, seasonally adjusted					2.8 %	2	.5 %	2.1
Oahu					2.7	2	.2	1.7
Island of Hawaii					3.7	2	.9	2.0
Maui					2.8	2	.3	1.8
Kauai					3.0	2	.3	1.7
				March 31,		December 3	1	
(percentage change, except months of inventory)				 2019	2018	2017		2016
Housing Trends (Single Family Oahu) <sup>4</sup>								
Median Home Price				2.0 %	4.6 %	2	.7 %	5.0
Home Sales Volume (units)				(5.7) %	(7.7) %		.3 %	6.5
Months of Inventory				3.4	2.8		.1	2.5
Wonds of inventory				3.4	2.0	-	.1	2.0
				Monthly Visitor A	Arrivals,	Pe	ercentage Chan	ge
(in thousands)				Not Seasonally A	djusted	fr	om Previous Ye	ar
Tourism <sup>5</sup>								
T. 1. 20.2010					<b>700.0</b>			0.5
February 28, 2019					782.6			0.5
January 31, 2019					820.6			3.0
December 31, 2018					910.1			3.4
November 30, 2018					782.0			4.3
October 31, 2018					770.4			4.4
September 30, 2018					724.9			3.5
August 31, 2018					845.1			3.2
July 31, 2018					939.4			5.3
June 30, 2018					897.1			7.3
May 31, 2018					804.1			7.0
April 30, 2018					803.0			6.6
March 31, 2018					903.6			12.5
February 28, 2018					778.6			10.3
January 31, 2018					796.5			5.4
December 31, 2017					880.4			6.3
November 30, 2017					749.5			7.5
October 31, 2017					737.6			2.9
September 30, 2017					700.5			4.9
August 31, 2017					818.6			4.8
uly 31, 2017					891.9			6.8
une 30, 2017					835.9			4.5
Лау 31, 2017					751.2			4.5
April 30, 2017					753.0			7.5
March 31, 2017					802.8			2.1
February 28, 2017					706.1			2.5
January 21 2017					756.0			4.0

756.0

4.9

January 31, 2017

 $<sup>^{\,1}\,</sup>$  Source: Hawaii Department of Business, Economic Development & Tourism

<sup>&</sup>lt;sup>2</sup> Source: U. S. Bureau of Labor Statistics

 $<sup>^{3}\,</sup>$  Source: Hawaii Department of Labor and Industrial Relations, County jobs data not seasonally adjusted.

<sup>&</sup>lt;sup>4</sup> Source: Honolulu Board of REALTORS

