

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2016**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_**

Commission File Number: 1-6887

**BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation)

**99-0148992**

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

**130 Merchant Street, Honolulu, Hawaii**

(Address of principal executive offices)

**96813**

(Zip Code)

**1-888-643-3888**

(Registrant's telephone number, including area code)

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of October 18, 2016, there were 42,692,883 shares of common stock outstanding.

---

**Bank of Hawaii Corporation**  
**Form 10-Q**  
**Index**

	<u>Page</u>	
<b><u>Part I - Financial Information</u></b>		
Item 1.	Financial Statements (Unaudited)	
	<a href="#"><u>Consolidated Statements of Income – Three and nine months ended September 30, 2016 and 2015</u></a>	2
	<a href="#"><u>Consolidated Statements of Comprehensive Income – Three and nine months ended September 30, 2016 and 2015</u></a>	3
	<a href="#"><u>Consolidated Statements of Condition – September 30, 2016 and December 31, 2015</u></a>	4
	<a href="#"><u>Consolidated Statements of Shareholders' Equity – Nine months ended September 30, 2016 and 2015</u></a>	5
	<a href="#"><u>Consolidated Statements of Cash Flows – Nine months ended September 30, 2016 and 2015</u></a>	6
	<a href="#"><u>Notes to Consolidated Financial Statements (Unaudited)</u></a>	7
Item 2.	<a href="#"><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>	48
Item 3.	<a href="#"><u>Quantitative and Qualitative Disclosures About Market Risk</u></a>	79
Item 4.	<a href="#"><u>Controls and Procedures</u></a>	79
<b><u>Part II - Other Information</u></b>		
Item 1A.	<a href="#"><u>Risk Factors</u></a>	80
Item 2.	<a href="#"><u>Unregistered Sales of Equity Securities and Use of Proceeds</u></a>	80
Item 6.	<a href="#"><u>Exhibits</u></a>	80
	<a href="#"><u>Signatures</u></a>	81

**Bank of Hawaii Corporation and Subsidiaries**  
**Consolidated Statements of Income (Unaudited)**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(dollars in thousands, except per share amounts)	2016	2015	2016	2015
<b>Interest Income</b>				
Interest and Fees on Loans and Leases	\$ 83,489	\$ 75,874	\$ 246,707	\$ 220,400
<b>Income on Investment Securities</b>				
Available-for-Sale	10,313	10,192	31,648	30,663
Held-to-Maturity	19,315	20,689	59,874	67,928
Deposits	1	2	7	7
Funds Sold	695	291	2,066	818
Other	166	312	531	924
<b>Total Interest Income</b>	<b>113,979</b>	<b>107,360</b>	<b>340,833</b>	<b>320,740</b>
<b>Interest Expense</b>				
Deposits	3,232	2,410	9,199	7,183
Securities Sold Under Agreements to Repurchase	5,713	6,307	18,000	19,118
Funds Purchased	3	3	9	9
Other Debt	1,119	749	3,139	1,987
<b>Total Interest Expense</b>	<b>10,067</b>	<b>9,469</b>	<b>30,347</b>	<b>28,297</b>
<b>Net Interest Income</b>	<b>103,912</b>	<b>97,891</b>	<b>310,486</b>	<b>292,443</b>
Provision for Credit Losses	2,500	—	1,500	—
<b>Net Interest Income After Provision for Credit Losses</b>	<b>101,412</b>	<b>97,891</b>	<b>308,986</b>	<b>292,443</b>
<b>Noninterest Income</b>				
Trust and Asset Management	11,008	11,907	34,971	36,442
Mortgage Banking	6,362	3,291	13,639	8,453
Service Charges on Deposit Accounts	8,524	8,669	25,117	25,409
Fees, Exchange, and Other Service Charges	14,023	13,340	41,445	39,589
Investment Securities Gains (Losses), Net	(328)	24	10,540	10,341
Annuity and Insurance	1,653	1,721	5,560	5,650
Bank-Owned Life Insurance	1,911	1,609	5,010	5,431
Other	4,961	2,660	14,558	10,138
<b>Total Noninterest Income</b>	<b>48,114</b>	<b>43,221</b>	<b>150,840</b>	<b>141,453</b>
<b>Noninterest Expense</b>				
Salaries and Benefits	49,725	46,576	150,528	143,966
Net Occupancy	8,510	7,403	22,671	25,341
Net Equipment	4,913	4,804	15,387	14,918
Data Processing	3,620	3,920	11,543	11,366
Professional Fees	2,396	2,258	7,082	6,857
FDIC Insurance	2,104	2,139	6,600	6,347
Other	16,264	24,788	47,178	53,582
<b>Total Noninterest Expense</b>	<b>87,532</b>	<b>91,888</b>	<b>260,989</b>	<b>262,377</b>
Income Before Provision for Income Taxes	61,994	49,224	198,837	171,519
Provision for Income Taxes	18,501	14,948	60,889	53,647
<b>Net Income</b>	<b>\$ 43,493</b>	<b>\$ 34,276</b>	<b>\$ 137,948</b>	<b>\$ 117,872</b>
Basic Earnings Per Share	\$ 1.02	\$ 0.79	\$ 3.23	\$ 2.72
Diluted Earnings Per Share	\$ 1.02	\$ 0.79	\$ 3.21	\$ 2.71
Dividends Declared Per Share	\$ 0.48	\$ 0.45	\$ 1.41	\$ 1.35
Basic Weighted Average Shares	42,543,122	43,181,233	42,730,571	43,290,137
Diluted Weighted Average Shares	42,778,346	43,427,730	42,947,059	43,514,898

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

**Bank of Hawaii Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income (Unaudited)**

(dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Net Income	\$ 43,493	\$ 34,276	\$ 137,948	\$ 117,872
Other Comprehensive Income (Loss), Net of Tax:				
Net Unrealized Gains (Losses) on Investment Securities	(5,528)	7,051	8,323	4,735
Defined Benefit Plans	140	219	422	659
Total Other Comprehensive Income (Loss)	(5,388)	7,270	8,745	5,394
Comprehensive Income	\$ 38,105	\$ 41,546	\$ 146,693	\$ 123,266

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

**Bank of Hawaii Corporation and Subsidiaries**  
**Consolidated Statements of Condition (Unaudited)**

(dollars in thousands)	September 30, 2016	December 31, 2015
<b>Assets</b>		
Interest-Bearing Deposits in Other Banks	\$ 4,181	\$ 4,130
Funds Sold	506,604	592,892
Investment Securities		
Available-for-Sale	2,213,482	2,256,818
Held-to-Maturity (Fair Value of \$3,893,542 and \$4,006,412)	3,815,915	3,982,736
Loans Held for Sale	68,066	4,808
Loans and Leases	8,694,097	7,878,985
Allowance for Loan and Lease Losses	(104,033)	(102,880)
Net Loans and Leases	8,590,064	7,776,105
<b>Total Earning Assets</b>	<b>15,198,312</b>	<b>14,617,489</b>
Cash and Due From Banks	127,326	158,699
Premises and Equipment, Net	110,288	111,199
Accrued Interest Receivable	46,925	44,719
Foreclosed Real Estate	1,747	824
Mortgage Servicing Rights	20,991	23,002
Goodwill	31,517	31,517
Bank-Owned Life Insurance	272,637	268,175
Other Assets	204,900	199,392
<b>Total Assets</b>	<b>\$ 16,014,643</b>	<b>\$ 15,455,016</b>
<b>Liabilities</b>		
Deposits		
Noninterest-Bearing Demand	\$ 4,437,963	\$ 4,286,331
Interest-Bearing Demand	2,777,095	2,761,930
Savings	5,306,880	5,025,191
Time	1,286,427	1,177,651
Total Deposits	13,808,365	13,251,103
Funds Purchased	9,616	7,333
Securities Sold Under Agreements to Repurchase	551,683	628,857
Other Debt	267,954	245,786
Retirement Benefits Payable	47,522	47,374
Accrued Interest Payable	6,115	5,032
Taxes Payable and Deferred Taxes	24,922	17,737
Other Liabilities	134,607	135,534
<b>Total Liabilities</b>	<b>14,850,784</b>	<b>14,338,756</b>
<b>Shareholders' Equity</b>		
Common Stock (\$.01 par value; authorized 500,000,000 shares; issued / outstanding: September 30, 2016 - 57,854,843 / 42,733,513 and December 31, 2015 - 57,749,071 / 43,282,153)	576	575
Capital Surplus	549,064	542,041
Accumulated Other Comprehensive Loss	(14,812)	(23,557)
Retained Earnings	1,393,231	1,316,260
Treasury Stock, at Cost (Shares: September 30, 2016 - 15,121,330 and December 31, 2015 - 14,466,918)	(764,200)	(719,059)
<b>Total Shareholders' Equity</b>	<b>1,163,859</b>	<b>1,116,260</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 16,014,643</b>	<b>\$ 15,455,016</b>

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).



**Bank of Hawaii Corporation and Subsidiaries**  
**Consolidated Statements of Shareholders' Equity (Unaudited)**

(dollars in thousands)	Common Shares Outstanding	Common Stock	Capital Surplus	Accum. Other Compre- hensive Income (Loss)	Retained Earnings	Treasury Stock	Total
<b>Balance as of December 31, 2015</b>	43,282,153	\$ 575	\$ 542,041	\$ (23,557)	\$ 1,316,260	\$ (719,059)	\$ 1,116,260
Net Income	—	—	—	—	137,948	—	137,948
Other Comprehensive Income	—	—	—	8,745	—	—	8,745
Share-Based Compensation	—	—	5,020	—	—	—	5,020
Common Stock Issued under Purchase and Equity Compensation Plans and Related Tax Benefits	224,018	1	2,003	—	(314)	6,224	7,914
Common Stock Repurchased	(772,658)	—	—	—	—	(51,365)	(51,365)
Cash Dividends Declared (\$1.41 per share)	—	—	—	—	(60,663)	—	(60,663)
<b>Balance as of September 30, 2016</b>	42,733,513	\$ 576	\$ 549,064	\$ (14,812)	\$ 1,393,231	\$ (764,200)	\$ 1,163,859
<b>Balance as of December 31, 2014</b>	43,724,208	\$ 574	\$ 531,932	\$ (26,686)	\$ 1,234,801	\$ (685,535)	\$ 1,055,086
Net Income	—	—	—	—	117,872	—	117,872
Other Comprehensive Income	—	—	—	5,394	—	—	5,394
Share-Based Compensation	—	—	5,698	—	—	—	5,698
Common Stock Issued under Purchase and Equity Compensation Plans and Related Tax Benefits	246,851	1	1,482	—	(376)	11,011	12,118
Common Stock Repurchased	(628,119)	—	—	—	—	(38,933)	(38,933)
Cash Dividends Declared (\$1.35 per share)	—	—	—	—	(58,881)	—	(58,881)
<b>Balance as of September 30, 2015</b>	43,342,940	\$ 575	\$ 539,112	\$ (21,292)	\$ 1,293,416	\$ (713,457)	\$ 1,098,354

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

**Bank of Hawaii Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows (Unaudited)**

(dollars in thousands)	Nine Months Ended	
	September 30,	
	2016	2015
<b>Operating Activities</b>		
Net Income	\$ 137,948	\$ 117,872
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Provision for Credit Losses	1,500	—
Impairment on Equipment Held for Sale	—	9,453
Depreciation and Amortization	9,734	9,541
Amortization of Deferred Loan and Lease Fees	(1,089)	(1,282)
Amortization and Accretion of Premiums/Discounts on Investment Securities, Net	33,234	38,753
Share-Based Compensation	5,020	5,698
Benefit Plan Contributions	(929)	(1,413)
Deferred Income Taxes	6,465	(10,618)
Net Gains on Sales of Loans and Leases	(8,061)	(2,510)
Net Gains on Sales of Investment Securities	(10,540)	(10,341)
Proceeds from Sales of Loans Held for Sale	268,752	142,391
Originations of Loans Held for Sale	(323,837)	(137,293)
Tax Benefits from Share-Based Compensation	(916)	(403)
Net Change in Other Assets and Other Liabilities	(14,231)	9,719
<b>Net Cash Provided by Operating Activities</b>	<b>103,050</b>	<b>169,567</b>
<b>Investing Activities</b>		
Investment Securities Available-for-Sale:		
Proceeds from Prepayments and Maturities	288,928	256,581
Proceeds from Sales	10,766	68,166
Purchases	(248,839)	(317,458)
Investment Securities Held-to-Maturity:		
Proceeds from Prepayments and Maturities	545,133	715,776
Purchases	(394,547)	(389,213)
Net Change in Loans and Leases	(816,440)	(800,482)
Premises and Equipment, Net	(8,823)	(8,673)
<b>Net Cash Used in Investing Activities</b>	<b>(623,822)</b>	<b>(475,303)</b>
<b>Financing Activities</b>		
Net Change in Deposits	557,262	303,873
Net Change in Short-Term Borrowings	(74,891)	(56,463)
Proceeds from Long-Term Debt	75,000	100,000
Repayments of Long-Term Debt	(50,000)	—
Tax Benefits from Share-Based Compensation	916	403
Proceeds from Issuance of Common Stock	6,903	7,244
Repurchase of Common Stock	(51,365)	(38,933)
Cash Dividends Paid	(60,663)	(58,881)
<b>Net Cash Provided by Financing Activities</b>	<b>403,162</b>	<b>257,243</b>
Net Change in Cash and Cash Equivalents	(117,610)	(48,493)
Cash and Cash Equivalents at Beginning of Period	755,721	535,576
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 638,111</b>	<b>\$ 487,083</b>
<b>Supplemental Information</b>		
Cash Paid for Interest	\$ 28,952	\$ 27,168
Cash Paid for Income Taxes	51,257	52,808
Non-Cash Investing Activities:		
Transfer from Loans to Foreclosed Real Estate	1,058	787
Transfers from Loans to Loans Held for Sale	143,918	93,539

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

**Bank of Hawaii Corporation and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**Note 1. Summary of Significant Accounting Policies**

*Basis of Presentation*

Bank of Hawaii Corporation (the "Parent") is a Delaware corporation and a bank holding company headquartered in Honolulu, Hawaii. Bank of Hawaii Corporation and its subsidiaries (collectively, the "Company") provide a broad range of financial products and services to customers in Hawaii, Guam, and other Pacific Islands. The accompanying consolidated financial statements include the accounts of the Parent and its subsidiaries. The Parent's principal operating subsidiary is Bank of Hawaii (the "Bank").

The consolidated financial statements in this report have not been audited by an independent registered public accounting firm, but in the opinion of management, reflect all adjustments necessary for a fair presentation of the results for the interim periods. All such adjustments are of a normal recurring nature. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain prior period information has been reclassified to conform to the current period presentation. Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for the full fiscal year or for any future period.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and accompanying notes required by GAAP for complete financial statements and should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

*Use of Estimates in the Preparation of Financial Statements*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results may differ from those estimates and such differences could be material to the financial statements.

*Variable Interest Entities*

Variable interests are defined as contractual ownership or other interests in an entity that change with fluctuations in an entity's net asset value. The primary beneficiary consolidates the variable interest entity ("VIE"). The primary beneficiary is defined as the enterprise that has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits that could be significant to the VIE.

The Company has limited partnership interests in several low-income housing partnerships. These partnerships provide funds for the construction and operation of apartment complexes that provide affordable housing to low-income households. If these developments successfully attract a specified percentage of residents falling in that lower income range, state and/or federal income tax credits are made available to the partners. The tax credits are generally recognized over 10 years. In order to continue receiving the tax credits each year over the life of the partnership, the low-income residency targets must be maintained.

Prior to January 1, 2015, the Company utilized the effective yield method whereby the Company recognized tax credits generally over 10 years and amortized the initial cost of the investment to provide a constant effective yield over the period that tax credits are allocated to the Company. On January 1, 2015, the Company adopted ASU No. 2014-01, "Accounting for Investments in Qualified Affordable Housing Projects" prospectively for new investments. ASU No. 2014-01 permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. As permitted by ASU No. 2014-01, the Company elected to continue to utilize the effective yield method for investments made prior to January 1, 2015.

Unfunded commitments to fund these low-income housing partnerships were \$22.4 million and \$25.3 million as of September 30, 2016 and December 31, 2015, respectively. These unfunded commitments are unconditional and legally binding

and are recorded in other liabilities in the consolidated statements of condition. See Note 5 *Affordable Housing Projects Tax Credit Partnerships* for more information.

The Company also has limited partnership interests in solar energy tax credit partnership investments. These partnerships develop, build, own and operate solar renewable energy projects. Over the course of these investments, the Company expects to receive federal and state tax credits, tax-related benefits, and excess cash available for distribution, if any. The Company may be called to sell its interest in the limited partnerships through a call option once all investment tax credits have been recognized. Tax benefits associated with these investments are generally recognized over 6 years.

These entities meet the definition of a VIE; however, the Company is not the primary beneficiary of the entities, as the general partner has both the power to direct the activities that most significantly impact the economic performance of the entities and the obligation to absorb losses or the right to receive benefits that could be significant to the entities. While the partnership agreements allow the limited partners, through a majority vote, to remove the general partner, this right is not deemed to be substantive as the general partner can only be removed for cause.

The investments in these entities are initially recorded at cost, which approximates the maximum exposure to loss as a result of the Company's involvement with these unconsolidated entities. The balance of the Company's investments in these entities was \$78.0 million and \$79.0 million as of September 30, 2016 and December 31, 2015, respectively, and is included in other assets in the consolidated statements of condition.

#### *Accounting Standards Adopted in 2016*

In February 2015, the FASB issued ASU No. 2015-02, "*Amendments to the Consolidation Analysis*." This ASU affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities ("VIEs") or voting interest entities; (2) eliminate the presumption that a general partner should consolidate a limited partnership; (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The Company adopted ASU No. 2015-02 effective January 1, 2016. The adoption of ASU No. 2015-02 did not have a material impact on the Company's Consolidated Financial Statements.

In April 2015, the FASB issued ASU No. 2015-05, "*Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*." This ASU provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer's accounting for service contracts. The purpose of ASU 2015-05 is to clarify which fees paid in a cloud computing arrangement should be capitalized and which fees should be expensed as incurred. The Company prospectively adopted ASU No. 2015-05 effective January 1, 2016. The adoption of ASU No. 2015-05 did not have a material impact on the Company's Consolidated Financial Statements.

#### *Accounting Standards Pending Adoption*

In May 2014, the FASB and the International Accounting Standards Board (the "IASB") jointly issued a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under GAAP and International Financial Reporting Standards ("IFRS"). Previous revenue recognition guidance in GAAP consisted of broad revenue recognition concepts together with numerous revenue requirements for particular industries or transactions, which sometimes resulted in different accounting for economically similar transactions. In contrast, IFRS provided limited revenue recognition guidance and, consequently, could be difficult to apply to complex transactions. Accordingly, the FASB and the IASB initiated a joint project to clarify the principles for recognizing revenue and to develop a common revenue standard for U.S. GAAP and IFRS that would: (1) remove inconsistencies and weaknesses in revenue requirements; (2) provide a more robust framework for addressing revenue issues; (3) improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets; (4) provide more useful information to users of financial statements through improved disclosure requirements; and (5) simplify the preparation of financial statements by reducing the number of requirements to which an entity must refer. To meet those objectives, the FASB issued ASU No. 2014-09, "*Revenue from Contracts with Customers*." The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in

exchange for those goods or services. In doing so, companies generally will be required to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The standard was initially effective for public entities for interim and annual reporting periods beginning after December 15, 2016; early adoption was not permitted. However, in August 2015, the FASB issued ASU No. 2015-14, *"Revenue from Contracts with Customers - Deferral of the Effective Date"* which deferred the effective date by one year (i.e., interim and annual reporting periods beginning after December 15, 2017). For financial reporting purposes, the standard allows for either full retrospective adoption, meaning the standard is applied to all of the periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements with the cumulative effect of initially applying the standard recognized at the date of initial application. In addition, the FASB has begun to issue targeted updates to clarify specific implementation issues of ASU 2014-09. These updates include ASU No. 2016-08, *"Principal versus Agent Considerations (Reporting Revenue Gross versus Net)"*, ASU No. 2016-10, *"Identifying Performance Obligations and Licensing"*, and ASU No. 2016-12 *"Narrow-Scope Improvements and Practical Expedients."* The Company is currently evaluating the provisions of ASU No. 2014-09 and its related updates and will be closely monitoring developments and additional guidance to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

In January 2016, the FASB issued ASU No. 2016-01, *"Recognition and Measurement of Financial Assets and Financial Liabilities."* This ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments by making targeted improvements to GAAP as follows: (1) require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer; (2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value; (3) eliminate the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (4) eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (5) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (6) require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (7) require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (8) clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. ASU No. 2016-01 is effective for interim and annual reporting periods beginning after December 15, 2017. Early application is permitted as of the beginning of the fiscal year of adoption only for provisions (3) and (6) above. Early adoption of the other provisions mentioned above is not permitted. The Company has performed a preliminary evaluation of the provisions of ASU No. 2016-01. Based on this evaluation, the Company has determined that ASU No. 2016-01 is not expected to have a material impact on the Company's Consolidated Financial Statements; however, the Company will continue to closely monitor developments and additional guidance.

In February 2016, the FASB issued ASU No. 2016-02, *"Leases."* Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases): 1) a lease liability, which is the present value of a lessee's obligation to make lease payments, and 2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Lessor accounting under the new guidance remains largely unchanged as it is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases. Leveraged leases have been eliminated, although lessors can continue to account for existing leveraged leases using the current accounting guidance. Other limited changes were made to align lessor accounting with the lessee accounting model and the new revenue recognition standard. All entities will classify leases to determine how to recognize lease-related revenue and expense. Quantitative and qualitative disclosures will be required by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The intention is to require enough information to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an entity's leasing activities. ASU No. 2016-02 is effective for interim and annual reporting periods beginning after December 15, 2018; early adoption is permitted. All entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. They have the option to use certain relief; full retrospective application is prohibited. The Company is currently evaluating the provisions of

ASU No. 2016-02 and will be closely monitoring developments and additional guidance to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

In March 2016, the FASB issued ASU No. 2016-09, *"Improvements to Employee Share-Based Payment Accounting."* This ASU includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. Some of the key provisions of this new ASU include: (1) companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement, and APIC pools will be eliminated. The guidance also eliminates the requirement that excess tax benefits be realized before companies can recognize them. In addition, the guidance requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity; (2) increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. The new guidance will also require an employer to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on its statement of cash flows (current guidance did not specify how these cash flows should be classified); and (3) permit companies to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards. Forfeitures can be estimated, as required today, or recognized when they occur. ASU No. 2016-09 is effective for interim and annual reporting periods beginning after December 15, 2016. Early adoption is permitted, but all of the guidance must be adopted in the same period. The Company expects adoption of ASU No. 2016-09 could result in increased volatility to reported income tax expense related to excess tax benefits and tax deficiencies for employee share-based transactions, however, the actual amounts recognized in income tax expense will be dependent on the amount of employee share-based transactions and the stock price at the time of vesting.

In June 2016, the FASB issued ASU No. 2016-13, *"Measurement of Credit Losses on Financial Instruments."* This ASU significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. In issuing the standard, the FASB is responding to criticism that today's guidance delays recognition of credit losses. The standard will replace today's "incurred loss" approach with an "expected loss" model. The new model, referred to as the current expected credit loss ("CECL") model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale ("AFS") debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Company is currently evaluating the provisions of ASU No. 2016-13 to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

In August 2016, the FASB issued ASU No. 2016-15, *"Classification of Certain Cash Receipts and Cash Payments."* Current GAAP is unclear or does not include specific guidance on how to classify certain transactions in the statement of cash flows. This ASU is intended to reduce diversity in practice in how eight particular transactions are classified in the statement of cash flows. ASU No. 2016-15 is effective for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted, provided that all of the amendments are adopted in the same period. Entities will be required to apply the guidance retrospectively. If it is impracticable to apply the guidance retrospectively for an issue, the amendments related to that issue would be applied prospectively. As this guidance only affects the classification within the statement of cash flows, ASU No. 2016-15 is not expected to have a material impact on the Company's Consolidated Financial Statements.

**Note 2. Investment Securities**

The amortized cost, gross unrealized gains and losses, and fair value of the Company's investment securities as of September 30, 2016 and December 31, 2015 were as follows:

(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>September 30, 2016</b>				
<b>Available-for-Sale:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 421,460	\$ 2,999	\$ (1,325)	\$ 423,134
Debt Securities Issued by States and Political Subdivisions	669,062	28,026	(28)	697,060
Debt Securities Issued by Corporations	273,057	36	(4,026)	269,067
Mortgage-Backed Securities:				
Residential - Government Agencies	228,422	5,712	(762)	233,372
Residential - U.S. Government-Sponsored Enterprises	493,409	5,169	(71)	498,507
Commercial - Government Agencies	94,523	—	(2,181)	92,342
Total Mortgage-Backed Securities	816,354	10,881	(3,014)	824,221
<b>Total</b>	<b>\$ 2,179,933</b>	<b>\$ 41,942</b>	<b>\$ (8,393)</b>	<b>\$ 2,213,482</b>
<b>Held-to-Maturity:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 530,167	\$ 4,076	\$ —	\$ 534,243
Debt Securities Issued by States and Political Subdivisions	243,226	19,553	—	262,779
Debt Securities Issued by Corporations	139,569	2,106	(229)	141,446
Mortgage-Backed Securities:				
Residential - Government Agencies	1,917,954	38,056	(3,845)	1,952,165
Residential - U.S. Government-Sponsored Enterprises	740,467	12,514	(87)	752,894
Commercial - Government Agencies	244,532	5,689	(206)	250,015
Total Mortgage-Backed Securities	2,902,953	56,259	(4,138)	2,955,074
<b>Total</b>	<b>\$ 3,815,915</b>	<b>\$ 81,994</b>	<b>\$ (4,367)</b>	<b>\$ 3,893,542</b>
<b>December 31, 2015</b>				
<b>Available-for-Sale:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 356,260	\$ 3,472	\$ (838)	\$ 358,894
Debt Securities Issued by States and Political Subdivisions	709,724	22,498	(304)	731,918
Debt Securities Issued by Corporations	313,136	236	(4,502)	308,870
Mortgage-Backed Securities:				
Residential - Government Agencies	310,966	6,546	(1,267)	316,245
Residential - U.S. Government-Sponsored Enterprises	442,760	1,368	(2,264)	441,864
Commercial - Government Agencies	103,227	—	(4,200)	99,027
Total Mortgage-Backed Securities	856,953	7,914	(7,731)	857,136
<b>Total</b>	<b>\$ 2,236,073</b>	<b>\$ 34,120</b>	<b>\$ (13,375)</b>	<b>\$ 2,256,818</b>
<b>Held-to-Maturity:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 489,747	\$ 1,359	\$ (1,139)	\$ 489,967
Debt Securities Issued by States and Political Subdivisions	245,980	17,114	—	263,094
Debt Securities Issued by Corporations	151,301	368	(2,041)	149,628
Mortgage-Backed Securities:				
Residential - Government Agencies	2,191,138	27,893	(19,067)	2,199,964
Residential - U.S. Government-Sponsored Enterprises	647,762	1,656	(2,616)	646,802
Commercial - Government Agencies	256,808	2,381	(2,232)	256,957
Total Mortgage-Backed Securities	3,095,708	31,930	(23,915)	3,103,723
<b>Total</b>	<b>\$ 3,982,736</b>	<b>\$ 50,771</b>	<b>\$ (27,095)</b>	<b>\$ 4,006,412</b>

[Table of Contents](#)

The table below presents an analysis of the contractual maturities of the Company's investment securities as of September 30, 2016. Debt securities issued by government agencies (Small Business Administration securities) and mortgage-backed securities are disclosed separately in the table below as these investment securities may prepay prior to their scheduled contractual maturity dates.

(dollars in thousands)	<b>Amortized Cost</b>		<b>Fair Value</b>	
<b>Available-for-Sale:</b>				
Due in One Year or Less	\$	28,664	\$	28,814
Due After One Year Through Five Years		578,537		584,235
Due After Five Years Through Ten Years		292,485		307,096
Due After Ten Years		42,984		46,532
		942,670		966,677
Debt Securities Issued by Government Agencies		420,909		422,584
<b>Mortgage-Backed Securities:</b>				
Residential - Government Agencies		228,422		233,372
Residential - U.S. Government-Sponsored Enterprises		493,409		498,507
Commercial - Government Agencies		94,523		92,342
Total Mortgage-Backed Securities		816,354		824,221
<b>Total</b>	<b>\$</b>	<b>2,179,933</b>	<b>\$</b>	<b>2,213,482</b>
<b>Held-to-Maturity:</b>				
Due in One Year or Less	\$	104,990	\$	105,116
Due After One Year Through Five Years		460,841		466,200
Due After Five Years Through Ten Years		276,259		289,962
Due After Ten Years		70,872		77,190
		912,962		938,468
<b>Mortgage-Backed Securities:</b>				
Residential - Government Agencies		1,917,954		1,952,165
Residential - U.S. Government-Sponsored Enterprises		740,467		752,894
Commercial - Government Agencies		244,532		250,015
Total Mortgage-Backed Securities		2,902,953		2,955,074
<b>Total</b>	<b>\$</b>	<b>3,815,915</b>	<b>\$</b>	<b>3,893,542</b>

Investment securities with carrying values of \$2.4 billion and \$2.5 billion as of September 30, 2016 and December 31, 2015, respectively, were pledged to secure deposits of governmental entities and securities sold under agreements to repurchase.

The table below presents the gains and losses from the sales of investment securities for the three and nine months ended September 30, 2016 and 2015.

(dollars in thousands)	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Gross Gains on Sales of Investment Securities	\$ —	\$ 1,504	\$ 11,180	\$ 11,821
Gross Losses on Sales of Investment Securities	(328)	(1,480)	(640)	(1,480)
<b>Net Gains (Losses) on Sales of Investment Securities</b>	<b>\$ (328)</b>	<b>\$ 24</b>	<b>\$ 10,540</b>	<b>\$ 10,341</b>

The losses during the three and nine months ended September 30, 2016 were due to fees paid to the counterparties of our prior Visa Class B share sale transactions.

[Table of Contents](#)

The Company's investment securities in an unrealized loss position, segregated by continuous length of impairment, were as follows:

	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
(dollars in thousands)						
<b>September 30, 2016</b>						
<b>Available-for-Sale:</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 190,291	\$ (841)	\$ 33,670	\$ (484)	\$ 223,961	\$ (1,325)
Debt Securities Issued by States and Political Subdivisions	2,425	(4)	6,745	(24)	9,170	(28)
Debt Securities Issued by Corporations	63,316	(1,695)	172,662	(2,331)	235,978	(4,026)
Mortgage-Backed Securities:						
Residential - Government Agencies	8,300	(13)	12,773	(749)	21,073	(762)
Residential - U.S. Government-Sponsored Enterprises	39,245	(71)	—	—	39,245	(71)
Commercial - Government Agencies	5,195	(80)	87,147	(2,101)	92,342	(2,181)
Total Mortgage-Backed Securities	52,740	(164)	99,920	(2,850)	152,660	(3,014)
<b>Total</b>	<b>\$ 308,772</b>	<b>\$ (2,704)</b>	<b>\$ 312,997</b>	<b>\$ (5,689)</b>	<b>\$ 621,769</b>	<b>\$ (8,393)</b>
<b>Held-to-Maturity:</b>						
Debt Securities Issued by Corporations	\$ 30,524	\$ (7)	\$ 16,751	\$ (222)	\$ 47,275	\$ (229)
Mortgage-Backed Securities:						
Residential - Government Agencies	193,359	(327)	255,196	(3,518)	448,555	(3,845)
Residential - U.S. Government-Sponsored Enterprises	20,489	(87)	—	—	20,489	(87)
Commercial - Government Agencies	52,574	(110)	18,923	(96)	71,497	(206)
Total Mortgage-Backed Securities	266,422	(524)	274,119	(3,614)	540,541	(4,138)
<b>Total</b>	<b>\$ 296,946</b>	<b>\$ (531)</b>	<b>\$ 290,870</b>	<b>\$ (3,836)</b>	<b>\$ 587,816</b>	<b>\$ (4,367)</b>
<b>December 31, 2015</b>						
<b>Available-for-Sale:</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 144,260	\$ (822)	\$ 5,452	\$ (16)	\$ 149,712	\$ (838)
Debt Securities Issued by States and Political Subdivisions	72,248	(252)	6,798	(52)	79,046	(304)
Debt Securities Issued by Corporations	101,269	(1,747)	162,304	(2,755)	263,573	(4,502)
Mortgage-Backed Securities:						
Residential - Government Agencies	30,679	(130)	9,117	(1,137)	39,796	(1,267)
Residential - U.S. Government-Sponsored Enterprises	346,603	(2,264)	—	—	346,603	(2,264)
Commercial - Government Agencies	—	—	99,026	(4,200)	99,026	(4,200)
Total Mortgage-Backed Securities	377,282	(2,394)	108,143	(5,337)	485,425	(7,731)
<b>Total</b>	<b>\$ 695,059</b>	<b>\$ (5,215)</b>	<b>\$ 282,697</b>	<b>\$ (8,160)</b>	<b>\$ 977,756</b>	<b>\$ (13,375)</b>
<b>Held-to-Maturity:</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 264,747	\$ (1,139)	\$ —	\$ —	\$ 264,747	\$ (1,139)
Debt Securities Issued by Corporations	28,218	(66)	71,208	(1,975)	99,426	(2,041)
Mortgage-Backed Securities:						
Residential - Government Agencies	562,502	(5,828)	414,207	(13,239)	976,709	(19,067)
Residential - U.S. Government-Sponsored Enterprises	450,147	(2,616)	—	—	450,147	(2,616)
Commercial - Government Agencies	74,040	(958)	52,207	(1,274)	126,247	(2,232)
Total Mortgage-Backed Securities	1,086,689	(9,402)	466,414	(14,513)	1,553,103	(23,915)
<b>Total</b>	<b>\$ 1,379,654</b>	<b>\$ (10,607)</b>	<b>\$ 537,622</b>	<b>\$ (16,488)</b>	<b>\$ 1,917,276</b>	<b>\$ (27,095)</b>

[Table of Contents](#)

The Company does not believe that the investment securities that were in an unrealized loss position as of September 30, 2016, which were comprised of 120 securities, represent an other-than-temporary impairment. Total gross unrealized losses were primarily attributable to changes in interest rates, relative to when the investment securities were purchased, and not due to the credit quality of the investment securities. As of September 30, 2016 and December 31, 2015, the gross unrealized losses were primarily related to investment securities issued by Ginnie Mae and corporate debt securities. The Company does not intend to sell the investment securities that were in an unrealized loss position and it is not more likely than not that the Company will be required to sell the investment securities before recovery of their amortized cost basis, which may be at maturity.

Interest income from taxable and non-taxable investment securities for the three and nine months ended September 30, 2016 and 2015 were as follows:

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Taxable	\$ 24,558	\$ 25,569	\$ 76,112	\$ 82,638
Non-Taxable	5,070	5,312	15,410	15,953
<b>Total Interest Income from Investment Securities</b>	<b>\$ 29,628</b>	<b>\$ 30,881</b>	<b>\$ 91,522</b>	<b>\$ 98,591</b>

As of September 30, 2016, included in the Company's investment securities portfolio were debt securities issued by political subdivisions within the State of Hawaii of \$543.8 million, representing 57% of the total fair value of the Company's municipal debt securities. Of the entire Hawaii municipal bond portfolio, 94% were credit-rated Aa2 or better by Moody's while the remaining Hawaii municipal bonds were credit-rated A2 or better by at least one nationally recognized statistical rating organization. Of the Company's total Hawaii municipal bond holdings, 77% were general obligation issuances. As of September 30, 2016, there were no other holdings of municipal debt securities that were issued by a single state or political subdivision which comprised more than 10% of the total fair value of the Company's municipal debt securities.

As of September 30, 2016 and December 31, 2015, the carrying value of the Company's Federal Home Loan Bank of Des Moines stock and Federal Reserve Bank stock was as follows:

(dollars in thousands)	September 30, 2016	December 31, 2015
Federal Home Loan Bank Stock	\$ 20,000	\$ 19,000
Federal Reserve Bank Stock	19,958	19,836
<b>Total</b>	<b>\$ 39,958</b>	<b>\$ 38,836</b>

These securities can only be redeemed or sold at their par value and only to the respective issuing government-supported institution or to another member institution. The Company records these non-marketable equity securities as a component of other assets and periodically evaluates these securities for impairment. Management considers these non-marketable equity securities to be long-term investments. Accordingly, when evaluating these securities for impairment, management considers the ultimate recoverability of the par value rather than recognizing temporary declines in value.

#### *Visa Class B Restricted Shares*

In 2008, the Company received Visa Class B restricted shares as part of Visa's initial public offering. These shares are transferable only under limited circumstances until they can be converted into the publicly traded Class A common shares. This conversion will not occur until the settlement of certain litigation which is indemnified by Visa members, including the Company. Visa funded an escrow account from its initial public offering to settle these litigation claims. Should this escrow account not be sufficient to cover these litigation claims, Visa is entitled to fund additional amounts to the escrow account by reducing each member bank's Class B conversion ratio to unrestricted Class A shares. As of September 30, 2016, the conversion ratio was 1.6483.

During the first quarter of 2016, the Company recorded an \$11.2 million net gain on the sale of 100,000 Visa Class B shares. Concurrent with every sale of Visa Class B shares, the Company has entered into an agreement with the buyer that requires payment to the buyer in the event Visa further reduces the conversion ratio. Based on the existing transfer restriction and the uncertainty of the outcome of the Visa litigation mentioned above, the remaining 184,814 Class B shares (304,629 Class A equivalents) that the Company owns are carried at a zero cost basis.

**Note 3. Loans and Leases and the Allowance for Loan and Lease Losses***Loans and Leases*

The Company's loan and lease portfolio was comprised of the following as of September 30, 2016 and December 31, 2015:

(dollars in thousands)	September 30, 2016	December 31, 2015
<b>Commercial</b>		
Commercial and Industrial	\$ 1,217,849	\$ 1,115,168
Commercial Mortgage	1,807,190	1,677,147
Construction	263,079	156,660
Lease Financing	201,436	204,877
Total Commercial	3,489,554	3,153,852
<b>Consumer</b>		
Residential Mortgage	3,098,936	2,925,605
Home Equity	1,295,993	1,069,400
Automobile	437,659	381,735
Other <sup>1</sup>	371,955	348,393
Total Consumer	5,204,543	4,725,133
<b>Total Loans and Leases</b>	<b>\$ 8,694,097</b>	<b>\$ 7,878,985</b>

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

The majority of the Company's lending activity is with customers located in the State of Hawaii. A substantial portion of the Company's real estate loans are secured by real estate in Hawaii.

Net gains related to sales of residential mortgage loans, recorded as a component of mortgage banking income were \$3.6 million and \$1.8 million for the three months ended September 30, 2016 and 2015, respectively, and \$9.8 million and \$4.1 million for the nine months ended September 30, 2016 and 2015, respectively.

[Table of Contents](#)

*Allowance for Loan and Lease Losses (the "Allowance")*

The following presents by portfolio segment, the activity in the Allowance for the three and nine months ended September 30, 2016 and 2015. The following also presents by portfolio segment, the balance in the Allowance disaggregated on the basis of the Company's impairment measurement method and the related recorded investment in loans and leases as of September 30, 2016 and 2015.

(dollars in thousands)	Commercial	Consumer	Total
<b>Three Months Ended September 30, 2016</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Balance at Beginning of Period	\$ 62,029	\$ 41,903	\$ 103,932
Loans and Leases Charged-Off	(209)	(4,707)	(4,916)
Recoveries on Loans and Leases Previously Charged-Off	296	2,221	2,517
Net Loans and Leases Recovered (Charged-Off)	87	(2,486)	(2,399)
Provision for Credit Losses	442	2,058	2,500
Balance at End of Period	\$ 62,558	\$ 41,475	\$ 104,033
<b>Nine Months Ended September 30, 2016</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Balance at Beginning of Period	\$ 60,714	\$ 42,166	\$ 102,880
Loans and Leases Charged-Off	(670)	(12,888)	(13,558)
Recoveries on Loans and Leases Previously Charged-Off	7,619	5,592	13,211
Net Loans and Leases Recovered (Charged-Off)	6,949	(7,296)	(347)
Provision for Credit Losses	(5,105)	6,605	1,500
Balance at End of Period	\$ 62,558	\$ 41,475	\$ 104,033
<b>As of September 30, 2016</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Individually Evaluated for Impairment	\$ 11	\$ 3,436	\$ 3,447
Collectively Evaluated for Impairment	62,547	38,039	100,586
Total	\$ 62,558	\$ 41,475	\$ 104,033
<b>Recorded Investment in Loans and Leases:</b>			
Individually Evaluated for Impairment	\$ 21,793	\$ 38,450	\$ 60,243
Collectively Evaluated for Impairment	3,467,761	5,166,093	8,633,854
Total	\$ 3,489,554	\$ 5,204,543	\$ 8,694,097
<b>Three Months Ended September 30, 2015</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Balance at Beginning of Period	\$ 67,005	\$ 39,001	\$ 106,006
Loans and Leases Charged-Off	(160)	(4,233)	(4,393)
Recoveries on Loans and Leases Previously Charged-Off	504	1,921	2,425
Net Loans and Leases Recovered (Charged-Off)	344	(2,312)	(1,968)
Provision for Credit Losses	(2,708)	2,708	—
Balance at End of Period	\$ 64,641	\$ 39,397	\$ 104,038
<b>Nine Months Ended September 30, 2015</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Balance at Beginning of Period	\$ 64,551	\$ 44,137	\$ 108,688
Loans and Leases Charged-Off	(650)	(11,327)	(11,977)
Recoveries on Loans and Leases Previously Charged-Off	1,726	5,601	7,327
Net Loans and Leases Recovered (Charged-Off)	1,076	(5,726)	(4,650)
Provision for Credit Losses	(986)	986	—
Balance at End of Period	\$ 64,641	\$ 39,397	\$ 104,038
<b>As of September 30, 2015</b>			
<b>Allowance for Loan and Lease Losses:</b>			
Individually Evaluated for Impairment	\$ 1,977	\$ 3,336	\$ 5,313
Collectively Evaluated for Impairment	62,664	36,061	98,725
Total	\$ 64,641	\$ 39,397	\$ 104,038
<b>Recorded Investment in Loans and Leases:</b>			
Individually Evaluated for Impairment	\$ 29,016	\$ 39,013	\$ 68,029
Collectively Evaluated for Impairment	3,094,229	4,527,514	7,621,743

---

Total	\$	3,123,245	\$	4,566,527	\$	7,689,772
-------	----	-----------	----	-----------	----	-----------

---

*Credit Quality Indicators*

The Company uses several credit quality indicators to manage credit risk in an ongoing manner. The Company uses an internal credit risk rating system that categorizes loans and leases into pass, special mention, or classified categories. Credit risk ratings are applied individually to those classes of loans and leases that have significant or unique credit characteristics that benefit from a case-by-case evaluation. These are typically loans and leases to businesses or individuals in the classes which comprise the commercial portfolio segment. Groups of loans and leases that are underwritten and structured using standardized criteria and characteristics, such as statistical models (e.g., credit scoring or payment performance), are typically risk-rated and monitored collectively. These are typically loans and leases to individuals in the classes which comprise the consumer portfolio segment.

The following are the definitions of the Company's credit quality indicators:

- Pass: Loans and leases in all classes within the commercial and consumer portfolio segments that are not adversely rated, are contractually current as to principal and interest, and are otherwise in compliance with the contractual terms of the loan or lease agreement. Management believes that there is a low likelihood of loss related to those loans and leases that are considered pass.
- Special Mention: Loans and leases in the classes within the commercial portfolio segment that have potential weaknesses that deserve management's close attention. If not addressed, these potential weaknesses may result in deterioration of the repayment prospects for the loan or lease. The special mention credit quality indicator is not used for classes of loans and leases that are included in the consumer portfolio segment. Management believes that there is a moderate likelihood of some loss related to those loans and leases that are considered special mention.
- Classified: Loans and leases in the classes within the commercial portfolio segment that are inadequately protected by the sound worth and paying capacity of the borrower or of the collateral pledged, if any. Classified loans and leases are also those in the classes within the consumer portfolio segment that are past due 90 days or more as to principal or interest. Residential mortgage loans that are past due 90 days or more as to principal or interest may be considered pass if the Company is in the process of collection and the current loan-to-value ratio is 60% or less. Home equity loans that are past due 90 days or more as to principal or interest may be considered pass if the Company is in the process of collection, the first mortgage is with the Company, and the current combined loan-to-value ratio is 60% or less. Residential mortgage and home equity loans may be current as to principal and interest, but may be considered classified for a period of generally up to six months following a loan modification. Following a period of demonstrated performance in accordance with the modified contractual terms, the loan may be removed from classified status. Management believes that there is a distinct possibility that the Company will sustain some loss if the deficiencies related to classified loans and leases are not corrected in a timely manner.

[Table of Contents](#)

The Company's credit quality indicators are periodically updated on a case-by-case basis. The following presents by class and by credit quality indicator, the recorded investment in the Company's loans and leases as of September 30, 2016 and December 31, 2015.

<b>September 30, 2016</b>						
(dollars in thousands)	<b>Commercial and Industrial</b>	<b>Commercial Mortgage</b>	<b>Construction</b>	<b>Lease Financing</b>	<b>Total Commercial</b>	
Pass	\$ 1,164,869	\$ 1,707,003	\$ 250,918	\$ 200,701	\$ 3,323,491	
Special Mention	20,880	60,080	10,625	6	91,591	
Classified	32,100	40,107	1,536	729	74,472	
<b>Total</b>	<b>\$ 1,217,849</b>	<b>\$ 1,807,190</b>	<b>\$ 263,079</b>	<b>\$ 201,436</b>	<b>\$ 3,489,554</b>	
(dollars in thousands)	<b>Residential Mortgage</b>	<b>Home Equity</b>	<b>Automobile</b>	<b>Other <sup>1</sup></b>	<b>Total Consumer</b>	
Pass	\$ 3,085,868	\$ 1,292,916	\$ 437,081	\$ 371,359	\$ 5,187,224	
Classified	13,068	3,077	578	596	17,319	
<b>Total</b>	<b>\$ 3,098,936</b>	<b>\$ 1,295,993</b>	<b>\$ 437,659</b>	<b>\$ 371,955</b>	<b>\$ 5,204,543</b>	
<b>Total Recorded Investment in Loans and Leases</b>					<b>\$ 8,694,097</b>	

<b>December 31, 2015</b>						
(dollars in thousands)	<b>Commercial and Industrial</b>	<b>Commercial Mortgage</b>	<b>Construction</b>	<b>Lease Financing</b>	<b>Total Commercial</b>	
Pass	\$ 1,059,475	\$ 1,591,696	\$ 154,976	\$ 204,348	\$ 3,010,495	
Special Mention	28,076	43,674	80	76	71,906	
Classified	27,617	41,777	1,604	453	71,451	
<b>Total</b>	<b>\$ 1,115,168</b>	<b>\$ 1,677,147</b>	<b>\$ 156,660</b>	<b>\$ 204,877</b>	<b>\$ 3,153,852</b>	
(dollars in thousands)	<b>Residential Mortgage</b>	<b>Home Equity</b>	<b>Automobile</b>	<b>Other <sup>1</sup></b>	<b>Total Consumer</b>	
Pass	\$ 2,910,667	\$ 1,064,253	\$ 381,420	\$ 347,710	\$ 4,704,050	
Classified	14,938	5,147	315	683	21,083	
<b>Total</b>	<b>\$ 2,925,605</b>	<b>\$ 1,069,400</b>	<b>\$ 381,735</b>	<b>\$ 348,393</b>	<b>\$ 4,725,133</b>	
<b>Total Recorded Investment in Loans and Leases</b>					<b>\$ 7,878,985</b>	

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

[Table of Contents](#)

*Aging Analysis*

The following presents by class, an aging analysis of the Company's loan and lease portfolio as of September 30, 2016 and December 31, 2015.

(dollars in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Past Due 90 Days or More	Non- Accrual	Total Past Due and Non-Accrual	Current	Total Loans and Leases	Non-Accrual Loans and Leases that are Current <sup>2</sup>
<b>As of September 30, 2016</b>								
Commercial								
Commercial and Industrial	\$ 197	\$ 423	\$ —	\$ 201	\$ 821	\$ 1,217,028	\$ 1,217,849	\$ 111
Commercial Mortgage	—	20	—	1,023	1,043	1,806,147	1,807,190	429
Construction	—	—	—	—	—	263,079	263,079	—
Lease Financing	—	—	—	—	—	201,436	201,436	—
<b>Total Commercial</b>	<b>197</b>	<b>443</b>	<b>—</b>	<b>1,224</b>	<b>1,864</b>	<b>3,487,690</b>	<b>3,489,554</b>	<b>540</b>
Consumer								
Residential Mortgage	3,100	2,271	2,583	12,735	20,689	3,078,247	3,098,936	1,581
Home Equity	2,751	756	1,210	2,966	7,683	1,288,310	1,295,993	867
Automobile	8,663	1,364	578	—	10,605	427,054	437,659	—
Other <sup>1</sup>	2,449	1,260	1,273	—	4,982	366,973	371,955	—
<b>Total Consumer</b>	<b>16,963</b>	<b>5,651</b>	<b>5,644</b>	<b>15,701</b>	<b>43,959</b>	<b>5,160,584</b>	<b>5,204,543</b>	<b>2,448</b>
<b>Total</b>	<b>\$ 17,160</b>	<b>\$ 6,094</b>	<b>\$ 5,644</b>	<b>\$ 16,925</b>	<b>\$ 45,823</b>	<b>\$ 8,648,274</b>	<b>\$ 8,694,097</b>	<b>\$ 2,988</b>
<b>As of December 31, 2015</b>								
Commercial								
Commercial and Industrial	\$ 1,118	\$ 359	\$ —	\$ 5,829	\$ 7,306	\$ 1,107,862	\$ 1,115,168	\$ 452
Commercial Mortgage	1,245	27	—	3,469	4,741	1,672,406	1,677,147	2,890
Construction	2,120	—	—	—	2,120	154,540	156,660	—
Lease Financing	—	—	—	—	—	204,877	204,877	—
<b>Total Commercial</b>	<b>4,483</b>	<b>386</b>	<b>—</b>	<b>9,298</b>	<b>14,167</b>	<b>3,139,685</b>	<b>3,153,852</b>	<b>3,342</b>
Consumer								
Residential Mortgage	7,148	3,993	4,453	14,598	30,192	2,895,413	2,925,605	2,056
Home Equity	3,856	1,906	1,710	4,081	11,553	1,057,847	1,069,400	1,710
Automobile	8,103	1,803	315	—	10,221	371,514	381,735	—
Other <sup>1</sup>	2,281	1,448	1,096	—	4,825	343,568	348,393	—
<b>Total Consumer</b>	<b>21,388</b>	<b>9,150</b>	<b>7,574</b>	<b>18,679</b>	<b>56,791</b>	<b>4,668,342</b>	<b>4,725,133</b>	<b>3,766</b>
<b>Total</b>	<b>\$ 25,871</b>	<b>\$ 9,536</b>	<b>\$ 7,574</b>	<b>\$ 27,977</b>	<b>\$ 70,958</b>	<b>\$ 7,808,027</b>	<b>\$ 7,878,985</b>	<b>\$ 7,108</b>

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

<sup>2</sup> Represents non-accrual loans that are not past due 30 days or more; however, full payment of principal and interest is still not expected.

[Table of Contents](#)

*Impaired Loans*

The following presents by class, information related to impaired loans as of September 30, 2016 and December 31, 2015.

(dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance for Loan Losses
<b>September 30, 2016</b>			
<b>Impaired Loans with No Related Allowance Recorded:</b>			
Commercial			
Commercial and Industrial	\$ 9,528	\$ 16,490	\$ —
Commercial Mortgage	9,634	13,134	—
Construction	1,536	1,536	—
Total Commercial	20,698	31,160	—
Total Impaired Loans with No Related Allowance Recorded	\$ 20,698	\$ 31,160	\$ —
<b>Impaired Loans with an Allowance Recorded:</b>			
Commercial			
Commercial and Industrial	\$ 707	\$ 707	\$ 7
Commercial Mortgage	388	388	4
Total Commercial	1,095	1,095	11
Consumer			
Residential Mortgage	26,585	32,102	3,168
Home Equity	1,349	1,349	15
Automobile	8,356	8,356	189
Other <sup>1</sup>	2,160	2,160	64
Total Consumer	38,450	43,967	3,436
Total Impaired Loans with an Allowance Recorded	\$ 39,545	\$ 45,062	\$ 3,447
<b>Impaired Loans:</b>			
Commercial	\$ 21,793	\$ 32,255	\$ 11
Consumer	38,450	43,967	3,436
Total Impaired Loans	\$ 60,243	\$ 76,222	\$ 3,447
<b>December 31, 2015</b>			
<b>Impaired Loans with No Related Allowance Recorded:</b>			
Commercial			
Commercial and Industrial	\$ 14,650	\$ 28,212	\$ —
Commercial Mortgage	10,407	13,907	—
Construction	1,604	1,604	—
Total Commercial	26,661	43,723	—
Total Impaired Loans with No Related Allowance Recorded	\$ 26,661	\$ 43,723	\$ —
<b>Impaired Loans with an Allowance Recorded:</b>			
Commercial			
Commercial and Industrial	\$ 1,289	\$ 1,289	\$ 205
Total Commercial	1,289	1,289	205
Consumer			
Residential Mortgage	28,981	34,694	3,171
Home Equity	1,089	1,089	12
Automobile	7,012	7,012	143
Other <sup>1</sup>	1,665	1,665	47
Total Consumer	38,747	44,460	3,373
Total Impaired Loans with an Allowance Recorded	\$ 40,036	\$ 45,749	\$ 3,578
<b>Impaired Loans:</b>			
Commercial	\$ 27,950	\$ 45,012	\$ 205
Consumer	38,747	44,460	3,373

---

Total Impaired Loans	\$	66,697	\$	89,472	\$	3,578
----------------------	----	--------	----	--------	----	-------

---

<sup>1</sup> Comprised of other revolving credit and installment financing.

[Table of Contents](#)

The following presents by class, information related to the average recorded investment and interest income recognized on impaired loans for the three and nine months ended September 30, 2016 and 2015.

(dollars in thousands)	Three Months Ended September 30, 2016		Three Months Ended September 30, 2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired Loans with No Related Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 9,762	\$ 115	\$ 13,368	\$ 96
Commercial Mortgage	9,848	90	7,155	67
Construction	1,548	25	1,637	26
Total Commercial	21,158	230	22,160	189
Total Impaired Loans with No Related Allowance Recorded	\$ 21,158	\$ 230	\$ 22,160	\$ 189

<b>Impaired Loans with an Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 681	\$ 27	\$ 6,105	\$ 24
Commercial Mortgage	194	5	—	—
Total Commercial	875	32	6,105	24
Consumer				
Residential Mortgage	27,172	235	30,719	265
Home Equity	1,428	15	1,191	9
Automobile	7,908	129	6,013	104
Other <sup>1</sup>	2,064	44	1,218	28
Total Consumer	38,572	423	39,141	406
Total Impaired Loans with an Allowance Recorded	\$ 39,447	\$ 455	\$ 45,246	\$ 430

<b>Impaired Loans:</b>				
Commercial	\$ 22,033	\$ 262	\$ 28,265	\$ 213
Consumer	38,572	423	39,141	406
Total Impaired Loans	\$ 60,605	\$ 685	\$ 67,406	\$ 619

(dollars in thousands)	Nine Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired Loans with No Related Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 11,061	\$ 333	\$ 12,074	\$ 304
Commercial Mortgage	10,040	252	6,799	198
Construction	1,570	76	1,658	80
Total Commercial	22,671	661	20,531	582
Total Impaired Loans with No Related Allowance Recorded	\$ 22,671	\$ 661	\$ 20,531	\$ 582
<b>Impaired Loans with an Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 983	\$ 59	\$ 6,401	\$ 78
Commercial Mortgage	97	5	—	—
Total Commercial	1,080	64	6,401	78
Consumer				
Residential Mortgage	27,889	736	31,374	796
Home Equity	1,365	50	1,149	28
Automobile	7,553	376	5,737	319
Other <sup>1</sup>	1,922	126	1,082	77
Total Consumer	38,729	1,288	39,342	1,220
Total Impaired Loans with an Allowance Recorded	\$ 39,809	\$ 1,352	\$ 45,743	\$ 1,298

<b>Impaired Loans:</b>								
Commercial	\$	23,751	\$	725	\$	26,932	\$	660
Consumer		38,729		1,288		39,342		1,220
Total Impaired Loans	\$	62,480	\$	2,013	\$	66,274	\$	1,880

<sup>1</sup> Comprised of other revolving credit and installment financing.

For the three and nine months ended September 30, 2016 and 2015, the amounts of interest income recognized by the Company within the periods that the loans were impaired were primarily related to loans modified in a troubled debt restructuring that remained on accrual status. For the three and nine months ended September 30, 2016 and 2015, the amount of interest income recognized using a cash-basis method of accounting during the periods that the loans were impaired was not material.

#### *Modifications*

A modification of a loan constitutes a troubled debt restructuring (“TDR”) when the Company, for economic or legal reasons related to a borrower’s financial difficulties, grants a concession to the borrower that it would not otherwise consider. Loans modified in a TDR were \$59.4 million and \$65.0 million as of September 30, 2016 and December 31, 2015, respectively. As of September 30, 2016, there were \$0.7 million commitments to lend additional funds on loans modified in a TDR. As of December 31, 2015, there were no commitments to lend additional funds on loans modified in a TDR.

The Company offers various types of concessions when modifying a loan or lease. Commercial and industrial loans modified in a TDR often involve temporary interest-only payments, term extensions, and converting revolving credit lines to term loans. Additional collateral, a co-borrower, or a guarantor is often requested. Commercial mortgage and construction loans modified in a TDR often involve reducing the interest rate for the remaining term of the loan, extending the maturity date at an interest rate lower than the current market rate for new debt with similar risk, or substituting or adding a co-borrower or guarantor. Construction loans modified in a TDR may also involve extending the interest-only payment period. Residential mortgage loans modified in a TDR generally include a lower interest rate and the loan being fully amortized for up to 40 years from the modification effective date. In some cases, the Company may forbear a portion of the unpaid principal balance with a balloon payment due upon maturity or pay-off of the loan. Land loans are also included in the class of residential mortgage loans. Land loans are typically structured as interest-only monthly payments with a balloon payment due at maturity. Land loan modifications usually involve extending the interest-only monthly payments up to an additional five years with a balloon payment due at maturity, or re-amortizing the remaining balance over a period up to 360 months. Interest rates are not changed for land loan modifications. Home equity modifications are made infrequently and uniquely designed to meet the specific needs of each borrower. Automobile loans modified in a TDR are primarily comprised of loans where the Company has lowered monthly payments by extending the term.

Loans modified in a TDR are typically already on non-accrual status and partial charge-offs have in some cases already been taken against the outstanding loan balance. As a result, loans modified in a TDR may have the financial effect of increasing the specific Allowance associated with the loan. An Allowance for impaired consumer and commercial loans that have been modified in a TDR is measured based on the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s observable market price, or the estimated fair value of the collateral, less any selling costs, if the loan is collateral dependent. Management exercises significant judgment in developing these estimates.

[Table of Contents](#)

The following presents by class, information related to loans modified in a TDR during the three and nine months ended September 30, 2016 and 2015.

Troubled Debt Restructurings (dollars in thousands)	Loans Modified as a TDR for the Three Months Ended September 30, 2016			Loans Modified as a TDR for the Three Months Ended September 30, 2015		
	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Increase in Allowance (as of period end)	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Increase in Allowance (as of period end)
<b>Commercial</b>						
Commercial and Industrial	4	\$ 97	\$ 1	13	\$ 6,551	\$ —
Commercial Mortgage	1	208	2	—	—	—
Total Commercial	5	305	3	13	6,551	—
<b>Consumer</b>						
Residential Mortgage	3	547	258	2	749	—
Home Equity	—	—	—	1	168	2
Automobile	79	1,678	38	47	1,172	22
Other <sup>2</sup>	62	510	14	50	344	9
Total Consumer	144	2,735	310	100	2,433	33
Total	149	\$ 3,040	\$ 313	113	\$ 8,984	\$ 33

Troubled Debt Restructurings (dollars in thousands)	Loans Modified as a TDR for the Nine Months Ended September 30, 2016			Loans Modified as a TDR for the Nine Months Ended September 30, 2015		
	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Increase in Allowance (as of period end)	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Increase in Allowance (as of period end)
<b>Commercial</b>						
Commercial and Industrial	6	\$ 3,084	\$ 1	27	\$ 8,438	\$ 4
Commercial Mortgage	1	208	2	2	1,179	—
Total Commercial	7	3,292	3	29	9,617	4
<b>Consumer</b>						
Residential Mortgage	8	3,025	274	12	4,211	84
Home Equity	1	476	5	3	370	4
Automobile	184	3,617	82	119	2,723	51
Other <sup>2</sup>	155	1,127	31	102	702	20
Total Consumer	348	8,245	392	236	8,006	159
Total	355	\$ 11,537	\$ 395	265	\$ 17,623	\$ 163

<sup>1</sup> The period end balances reflect all paydowns and charge-offs since the modification date. TDRs fully paid-off, charged-off, or foreclosed upon by period end are not included.

<sup>2</sup> Comprised of other revolving credit and installment financing.

[Table of Contents](#)

The following presents by class, all loans modified in a TDR that defaulted during the three and nine months ended September 30, 2016 and 2015, and within twelve months of their modification date. A TDR is considered to be in default once it becomes 60 days or more past due following a modification.

TDRs that Defaulted During the Period, Within Twelve Months of their Modification Date (dollars in thousands)	Three Months Ended September 30, 2016		Three Months Ended September 30, 2015	
	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>
Consumer				
Residential Mortgage	—	\$ —	2	\$ 1,069
Automobile	1	3	3	52
Other <sup>2</sup>	—	—	10	56
Total Consumer	1	3	15	1,177
Total	1	\$ 3	15	\$ 1,177

TDRs that Defaulted During the Period, Within Twelve Months of their Modification Date (dollars in thousands)	Nine Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>	Number of Contracts	Recorded Investment (as of period end) <sup>1</sup>
Commercial				
Commercial and Industrial	—	\$ —	1	\$ 4,341
Total Commercial	—	—	1	4,341
Consumer				
Residential Mortgage	3	1,044	3	1,374
Home Equity	1	158	—	—
Automobile	3	47	6	108
Other <sup>2</sup>	18	110	19	98
Total Consumer	25	1,359	28	1,580
Total	25	\$ 1,359	29	\$ 5,921

<sup>1</sup> The period end balances reflect all paydowns and charge-offs since the modification date. TDRs fully paid-off, charged-off, or foreclosed upon by period end are not included.

<sup>2</sup> Comprised of other revolving credit and installment financing.

Commercial and consumer loans modified in a TDR are closely monitored for delinquency as an early indicator of possible future default. If loans modified in a TDR subsequently default, the Company evaluates the loan for possible further impairment. The specific Allowance associated with the loan may be increased, adjustments may be made in the allocation of the Allowance, or partial charge-offs may be taken to further write-down the carrying value of the loan.

*Foreclosure Proceedings*

Consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure totaled \$7.2 million as of September 30, 2016.

**Note 4. Mortgage Servicing Rights**

The Company's portfolio of residential mortgage loans serviced for third parties was \$2.7 billion as of September 30, 2016 and December 31, 2015. Substantially all of these loans were originated by the Company and sold to third parties on a non-recourse basis with servicing rights retained. These retained servicing rights are recorded as a servicing asset and are initially recorded at fair value (see Note 13 *Fair Value of Assets and Liabilities* for more information). Changes to the balance of mortgage servicing rights are recorded in mortgage banking income in the Company's consolidated statements of income.

The Company's mortgage servicing activities include collecting principal, interest, and escrow payments from borrowers; making tax and insurance payments on behalf of borrowers; monitoring delinquencies and executing foreclosure proceedings; and accounting for and remitting principal and interest payments to investors. Servicing income, including late and ancillary fees, was \$1.7 million and \$1.8 million for the three months ended September 30, 2016 and 2015, respectively, and \$5.2 million and \$5.4 million for the nine months ended September 30, 2016 and 2015, respectively. Servicing income is recorded in

[Table of Contents](#)

mortgage banking income in the Company's consolidated statements of income. The Company's residential mortgage investor loan servicing portfolio is primarily comprised of fixed rate loans concentrated in Hawaii.

For the three and nine months ended September 30, 2016 and 2015, the change in the carrying value of the Company's mortgage servicing rights accounted for under the fair value measurement method was as follows:

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Balance at Beginning of Period</b>	\$ 1,819	\$ 2,188	\$ 1,970	\$ 2,604
Change in Fair Value:				
Due to Change in Valuation Assumptions <sup>1</sup>	—	—	—	(251)
Due to Payoffs	(79)	(116)	(230)	(281)
<b>Total Changes in Fair Value of Mortgage Servicing Rights</b>	<b>(79)</b>	<b>(116)</b>	<b>(230)</b>	<b>(532)</b>
<b>Balance at End of Period</b>	<b>\$ 1,740</b>	<b>\$ 2,072</b>	<b>\$ 1,740</b>	<b>\$ 2,072</b>

<sup>1</sup> Primarily represents changes in discount rates and loan repayment rate assumptions, mostly due to changes in interest rates.

For the three and nine months ended September 30, 2016 and 2015, the change in the carrying value of the Company's mortgage servicing rights accounted for under the amortization method, net of valuation allowance, was as follows:

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Balance at Beginning of Period</b>	\$ 17,812	\$ 21,238	\$ 21,032	\$ 22,091
Servicing Rights that Resulted From Asset Transfers	1,670	645	2,441	1,330
Amortization	(780)	(633)	(2,093)	(2,228)
Valuation Allowance Provision	549	(21)	(2,129)	36
<b>Balance at End of Period</b>	<b>\$ 19,251</b>	<b>\$ 21,229</b>	<b>\$ 19,251</b>	<b>\$ 21,229</b>

**Valuation Allowance:**

<b>Balance at Beginning of Period</b>	\$ (2,699)	\$ —	\$ (21)	\$ (57)
Valuation Allowance Provision	549	(21)	(2,129)	36
<b>Balance at End of Period</b>	<b>\$ (2,150)</b>	<b>\$ (21)</b>	<b>\$ (2,150)</b>	<b>\$ (21)</b>

**Fair Value of Mortgage Servicing Rights Accounted for Under the Amortization Method**

Beginning of Period	\$ 17,812	\$ 26,205	\$ 24,804	\$ 22,837
End of Period	\$ 19,177	\$ 24,419	\$ 19,177	\$ 24,419

The key data and assumptions used in estimating the fair value of the Company's mortgage servicing rights as of September 30, 2016 and December 31, 2015 were as follows:

	September 30, 2016	December 31, 2015
Weighted-Average Constant Prepayment Rate <sup>1</sup>	12.84%	9.10%
Weighted-Average Life (in years)	5.56	7.40
Weighted-Average Note Rate	4.15%	4.23%
Weighted-Average Discount Rate <sup>2</sup>	9.00%	9.38%

<sup>1</sup> Represents annualized loan repayment rate assumption.

<sup>2</sup> Derived from multiple interest rate scenarios that incorporate a spread to a market yield curve and market volatilities.

[Table of Contents](#)

A sensitivity analysis of the Company's fair value of mortgage servicing rights to changes in certain key assumptions as of September 30, 2016 and December 31, 2015 is presented in the following table.

(dollars in thousands)	September 30, 2016	December 31, 2015
<b>Constant Prepayment Rate</b>		
Decrease in fair value from 25 basis points ("bps") adverse change	\$ (222)	\$ (285)
Decrease in fair value from 50 bps adverse change	(438)	(566)
<b>Discount Rate</b>		
Decrease in fair value from 25 bps adverse change	(198)	(292)
Decrease in fair value from 50 bps adverse change	(392)	(577)

This analysis generally cannot be extrapolated because the relationship of a change in one key assumption to the change in the fair value of the Company's mortgage servicing rights usually is not linear. Also, the effect of changing one key assumption without changing other assumptions is not realistic.

**Note 5. Affordable Housing Projects Tax Credit Partnerships**

The Company makes equity investments in various limited partnerships that sponsor affordable housing projects utilizing the Low Income Housing Tax Credit (LIHTC) pursuant to Section 42 of the Internal Revenue Code. The purpose of these investments is to achieve a satisfactory return on capital, to facilitate the sale of affordable housing product offerings, and to assist in achieving goals associated with the Community Reinvestment Act. The primary activities of the limited partnerships include the identification, development, and operation of multi-family housing that is leased to qualifying residential tenants. Generally, these types of investments are funded through a combination of debt and equity.

The Company is a limited partner in each LIHTC limited partnership. Each limited partnership is managed by an unrelated third party general partner who exercises full control over the affairs of the limited partnership. The general partner has all the rights, powers and authority granted or permitted to be granted to a general partner of a limited partnership. Duties entrusted to the general partner of each limited partnership include, but are not limited to: investment in operating companies, company expenditures, investment of excess funds, borrowing funds, employment of agents, disposition of fund property, prepayment and refinancing of liabilities, votes and consents, contract authority, disbursement of funds, accounting methods, tax elections, bank accounts, insurance, litigation, cash reserve, and use of working capital reserve funds. Except for limited rights granted to the limited partner(s) relating to the approval of certain transactions, the limited partner(s) may not participate in the operation, management, or control of the limited partnership's business, transact any business in the limited partnership's name or have any power to sign documents for or otherwise bind the limited partnership. In addition, the general partner may only be removed by the limited partner(s) in the event the general partner fails to comply with the terms of the agreement or is negligent in performing its duties.

The general partner of each limited partnership has both the power to direct the activities which most significantly affect the performance of each partnership and the obligation to absorb losses or the right to receive benefits that could be significant to the entities. Therefore, the Company has determined that it is not the primary beneficiary of any LIHTC partnership. The Company uses the effective yield method to account for its pre-2015 investments in these entities. Beginning January 1, 2015, any new investments that meet the requirements of the proportional amortization method are recognized using the proportional amortization method. The Company's net affordable housing tax credit investments and related unfunded commitments were \$67.5 million and \$68.8 million as of September 30, 2016 and December 31, 2015, respectively, and are included in other assets in the consolidated statements of condition.

[Table of Contents](#)

*Unfunded Commitments*

As of September 30, 2016, the expected payments for unfunded affordable housing commitments were as follows:

(dollars in thousands)	<b>Amount</b>
2016	\$ 11,562
2017	10,333
2018	53
2019	95
2020	91
Thereafter	225
<b>Total Unfunded Commitments</b>	<b>\$ 22,359</b>

The following table presents tax credits and other tax benefits recognized and amortization expense related to affordable housing for the three and nine months ended September 30, 2016 and 2015.

(dollars in thousands)	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Effective Yield Method</b>				
Tax credits and other tax benefits recognized	\$ 3,352	\$ 3,353	\$ 10,384	\$ 10,095
Amortization Expense in Provision for Income Taxes	1,319	1,922	5,667	5,813
<b>Proportional Amortization Method</b>				
Tax credits and other tax benefits recognized	\$ 259	\$ —	\$ 777	\$ —
Amortization Expense in Provision for Income Taxes	200	—	600	—

There were no impairment losses related to LIHTC investments during the nine months ended September 30, 2016 and 2015.

**Note 6. Balance Sheet Offsetting**

*Interest Rate Swap Agreements ("Swap Agreements")*

The Company enters into swap agreements to facilitate the risk management strategies of a small number of commercial banking customers. The Company mitigates the risk of entering into these agreements by entering into equal and offsetting swap agreements with highly-rated third party financial institutions. The swap agreements are free-standing derivatives and are recorded at fair value in the Company's consolidated statements of condition (asset positions are included in other assets and liability positions are included in other liabilities). The Company is party to master netting arrangements with its financial institution counterparties; however, the Company does not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral, usually in the form of marketable securities, is posted by the party (i.e., the Company or the financial institution counterparty) with net liability positions in accordance with contract thresholds. The Company had net liability positions with its financial institution counterparties totaling \$17.8 million and \$13.1 million as of September 30, 2016 and December 31, 2015, respectively. See Note 11 *Derivative Financial Instruments* for more information.

*Securities Sold Under Agreements to Repurchase ("Repurchase Agreements")*

The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as sales and subsequent repurchases of securities. The obligation to repurchase the securities is reflected as a liability in the Company's consolidated statements of condition, while the securities underlying the repurchase agreements remain in the respective investment securities asset accounts. As a result, there is no offsetting or netting of the investment securities assets with the repurchase agreement liabilities. In addition, as the Company does not enter into reverse repurchase agreements, there is no such offsetting to be done with the repurchase agreements.

[Table of Contents](#)

The right of setoff for a repurchase agreement resembles a secured borrowing, whereby the collateral pledged by the Company would be used to settle the fair value of the repurchase agreement should the Company be in default (e.g., fail to make an interest payment to the counterparty). For private institution repurchase agreements, if the private institution counterparty were to default (e.g., declare bankruptcy), the Company could cancel the repurchase agreement (i.e., cease payment of principal and interest) and attempt collection on the amount of collateral value in excess of the repurchase agreement fair value. The collateral is held by a third party financial institution in the counterparty's custodial account. The counterparty has the right to sell or repledge the investment securities. For government entity repurchase agreements, the collateral is held by the Company in a segregated custodial account under a tri-party agreement. The Company is required by the counterparty to maintain adequate collateral levels. In the event the collateral fair value falls below stipulated levels, the Company will pledge additional securities. The Company closely monitors collateral levels to ensure adequate levels are maintained, while mitigating the potential risk of over-collateralization in the event of counterparty default.

The following table presents the remaining contractual maturities of the Company's repurchase agreements as of September 30, 2016 and December 31, 2015, respectively, disaggregated by the class of collateral pledged.

(dollars in thousands)	Remaining Contractual Maturity of Repurchase Agreements					Total
	Up to 90 days	91-365 days	1-3 Years	After 3 Years		
<b>September 30, 2016</b>						
<b>Class of Collateral Pledged:</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ —	\$ —	\$ 200,000	\$ 110,607	\$ 310,607	
Debt Securities Issued by States and Political Subdivisions	3,272	21,307	—	—	24,579	
Mortgage-Backed Securities:						
Residential - Government Agencies	15,269	781	—	94,962	111,012	
Residential - U.S. Government-Sponsored Enterprises	11,054	—	—	94,431	105,485	
<b>Total</b>	<b>\$ 29,595</b>	<b>\$ 22,088</b>	<b>\$ 200,000</b>	<b>\$ 300,000</b>	<b>\$ 551,683</b>	
<b>December 31, 2015</b>						
<b>Class of Collateral Pledged:</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ —	\$ —	\$ 200,000	\$ 110,313	\$ 310,313	
Debt Securities Issued by States and Political Subdivisions	47,915	4,692	100	—	52,707	
Mortgage-Backed Securities:						
Residential - Government Agencies	1,150	51,169	—	102,919	155,238	
Residential - U.S. Government-Sponsored Enterprises	—	23,831	—	86,768	110,599	
<b>Total</b>	<b>\$ 49,065</b>	<b>\$ 79,692</b>	<b>\$ 200,100</b>	<b>\$ 300,000</b>	<b>\$ 628,857</b>	

[Table of Contents](#)

The following table presents the assets and liabilities subject to an enforceable master netting arrangement, or repurchase agreements, as of September 30, 2016 and December 31, 2015. The swap agreements we have with our commercial banking customers are not subject to an enforceable master netting arrangement, and therefore, are excluded from this table.

	(i)		(ii)		(iii) = (i)-(ii)		(iv)		(v) = (iii)-(iv)	
	Gross Amounts Recognized in the Statements of Condition		Gross Amounts Offset in the Statements of Condition		Net Amounts Presented in the Statements of Condition		Gross Amounts Not Offset in the Statements of Condition		Net Amount	
							Netting Adjustments per Master Netting Arrangements		Fair Value of Collateral Pledged <sup>1</sup>	
(dollars in thousands)										
<b>September 30, 2016</b>										
<b>Assets:</b>										
Interest Rate Swap Agreements:										
Institutional Counterparties	\$	110	\$	—	\$	110	\$	110	\$	—
<b>Liabilities:</b>										
Interest Rate Swap Agreements:										
Institutional Counterparties		17,901		—		17,901		110		17,791
Repurchase Agreements:										
Private Institutions		525,000		—		525,000		—		525,000
Government Entities		26,683		—		26,683		—		26,683
	\$	551,683	\$	—	\$	551,683	\$	—	\$	551,683
<b>December 31, 2015</b>										
<b>Assets:</b>										
Interest Rate Swap Agreements:										
Institutional Counterparties	\$	261	\$	—	\$	261	\$	261	\$	—
<b>Liabilities:</b>										
Interest Rate Swap Agreements:										
Institutional Counterparties		13,312		—		13,312		261		13,051
Repurchase Agreements:										
Private Institutions		575,000		—		575,000		—		575,000
Government Entities		53,857		—		53,857		—		53,857
	\$	628,857	\$	—	\$	628,857	\$	—	\$	628,857

<sup>1</sup> The application of collateral cannot reduce the net amount below zero. Therefore, excess collateral is not reflected in this table. For repurchase agreements with private institutions, the fair value of investment securities pledged was \$609.9 million and \$663.2 million as of September 30, 2016 and December 31, 2015, respectively. For repurchase agreements with government entities, the fair value of investment securities pledged was \$33.1 million and \$66.9 million as of September 30, 2016 and December 31, 2015, respectively.

**Note 7. Accumulated Other Comprehensive Income (Loss)**

The following table presents the components of other comprehensive income (loss) for the three and nine months ended September 30, 2016 and 2015:

(dollars in thousands)	Before Tax	Tax Effect	Net of Tax
<b>Three Months Ended September 30, 2016</b>			
Net Unrealized Gains (Losses) on Investment Securities:			
Net Unrealized Gains (Losses) Arising During the Period	\$ (9,420)	\$ (3,719)	\$ (5,701)
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) that (Increase) Decrease Net Income:			
Amortization of Unrealized Holding (Gains) Losses on Held-to-Maturity Securities <sup>1</sup>	286	113	173
Net Unrealized Gains (Losses) on Investment Securities	(9,134)	(3,606)	(5,528)
Defined Benefit Plans:			
Amortization of Net Actuarial Losses (Gains)	314	124	190
Amortization of Prior Service Credit	(81)	(31)	(50)
Defined Benefit Plans, Net	233	93	140
<b>Other Comprehensive Income (Loss)</b>	<b>\$ (8,901)</b>	<b>\$ (3,513)</b>	<b>\$ (5,388)</b>
<b>Three Months Ended September 30, 2015</b>			
Net Unrealized Gains (Losses) on Investment Securities:			
Net Unrealized Gains (Losses) Arising During the Period	\$ 10,613	\$ 4,185	\$ 6,428
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) that (Increase) Decrease Net Income:			
(Gain) Loss on Sale	(189)	(74)	\$ (115)
Amortization of Unrealized Holding (Gains) Losses on Held-to-Maturity Securities <sup>1</sup>	1,217	479	738
Net Unrealized Gains (Losses) on Investment Securities	11,641	4,590	7,051
Defined Benefit Plans:			
Amortization of Net Actuarial Losses (Gains)	443	175	268
Amortization of Prior Service Credit	(81)	(32)	(49)
Defined Benefit Plans, Net	362	143	219
<b>Other Comprehensive Income (Loss)</b>	<b>\$ 12,003</b>	<b>\$ 4,733</b>	<b>\$ 7,270</b>
<b>Nine Months Ended September 30, 2016</b>			
Net Unrealized Gains (Losses) on Investment Securities:			
Net Unrealized Gains (Losses) Arising During the Period	\$ 12,804	\$ 5,055	\$ 7,749
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) that (Increase) Decrease Net Income:			
Amortization of Unrealized Holding (Gains) Losses on Held-to-Maturity Securities <sup>1</sup>	949	375	574
Net Unrealized Gains (Losses) on Investment Securities	13,753	5,430	8,323
Defined Benefit Plans:			
Amortization of Net Actuarial Losses (Gains)	940	371	569
Amortization of Prior Service Credit	(242)	(95)	(147)
Defined Benefit Plans, Net	698	276	422
<b>Other Comprehensive Income (Loss)</b>	<b>\$ 14,451</b>	<b>\$ 5,706</b>	<b>\$ 8,745</b>
<b>Nine Months Ended September 30, 2015</b>			
Net Unrealized Gains (Losses) on Investment Securities:			
Net Unrealized Gains (Losses) Arising During the Period	\$ 6,307	\$ 2,489	\$ 3,818
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) that (Increase) Decrease Net Income:			
(Gain) Loss on Sale	(189)	(74)	\$ (115)
Amortization of Unrealized Holding (Gains) Losses on Held-to-Maturity Securities <sup>1</sup>	1,702	670	1,032
Net Unrealized Gains (Losses) on Investment Securities	7,820	3,085	4,735
Defined Benefit Plans:			
Amortization of Net Actuarial Losses (Gains)	1,330	524	806
Amortization of Prior Service Credit	(242)	(95)	(147)
Defined Benefit Plans, Net	1,088	429	659
<b>Other Comprehensive Income (Loss)</b>	<b>\$ 8,908</b>	<b>\$ 3,514</b>	<b>\$ 5,394</b>

<sup>1</sup> The amount relates to the amortization/accretion of unrealized net gains and losses related to the Company's reclassification of available-for-sale investment securities to the held-to-maturity category. The unrealized net gains/losses will be amortized/accreted over the remaining life of the investment securities as an adjustment of yield.



[Table of Contents](#)

The following table presents the changes in each component of accumulated other comprehensive income (loss), net of tax, for the three and nine months ended September 30, 2016 and 2015:

(dollars in thousands)	Investment Securities- Available-for-Sale	Investment Securities-Held-to- Maturity	Defined Benefit Plans	Accumulated Other Comprehensive Income (Loss)
<b>Three Months Ended September 30, 2016</b>				
<b>Balance at Beginning of Period</b>	\$ 26,009	\$ (6,854)	\$ (28,579)	\$ (9,424)
Other Comprehensive Income (Loss) Before Reclassifications	(5,701)	—	—	(5,701)
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	—	173	140	313
<b>Total Other Comprehensive Income (Loss)</b>	<b>(5,701)</b>	<b>173</b>	<b>140</b>	<b>(5,388)</b>
<b>Balance at End of Period</b>	<b>\$ 20,308</b>	<b>\$ (6,681)</b>	<b>\$ (28,439)</b>	<b>\$ (14,812)</b>
<b>Three Months Ended September 30, 2015</b>				
<b>Balance at Beginning of Period</b>	\$ 13,374	\$ (8,261)	\$ (33,675)	\$ (28,562)
Other Comprehensive Income (Loss) Before Reclassifications	6,428	—	—	6,428
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	(115)	738	219	842
<b>Total Other Comprehensive Income (Loss)</b>	<b>6,313</b>	<b>738</b>	<b>219</b>	<b>7,270</b>
<b>Balance at End of Period</b>	<b>\$ 19,687</b>	<b>\$ (7,523)</b>	<b>\$ (33,456)</b>	<b>\$ (21,292)</b>
<b>Nine Months Ended September 30, 2016</b>				
<b>Balance at Beginning of Period</b>	\$ 12,559	\$ (7,255)	\$ (28,861)	\$ (23,557)
Other Comprehensive Income (Loss) Before Reclassifications	7,749	—	—	7,749
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	—	574	422	996
<b>Total Other Comprehensive Income (Loss)</b>	<b>7,749</b>	<b>574</b>	<b>422</b>	<b>8,745</b>
<b>Balance at End of Period</b>	<b>\$ 20,308</b>	<b>\$ (6,681)</b>	<b>\$ (28,439)</b>	<b>\$ (14,812)</b>
<b>Nine Months Ended September 30, 2015</b>				
<b>Balance at Beginning of Period</b>	\$ 15,984	\$ (8,555)	\$ (34,115)	\$ (26,686)
Other Comprehensive Income (Loss) Before Reclassifications	3,818	—	—	3,818
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	(115)	1,032	659	1,576
<b>Total Other Comprehensive Income (Loss)</b>	<b>3,703</b>	<b>1,032</b>	<b>659</b>	<b>5,394</b>
<b>Balance at End of Period</b>	<b>\$ 19,687</b>	<b>\$ (7,523)</b>	<b>\$ (33,456)</b>	<b>\$ (21,292)</b>

[Table of Contents](#)

The following table presents the amounts reclassified out of each component of accumulated other comprehensive income (loss) for the three and nine months ended September 30, 2016 and 2015:

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>1</sup>		Affected Line Item in the Statement Where Net Income Is Presented
	Three Months Ended September 30,		
(dollars in thousands)	2016	2015	
Amortization of Unrealized Holding Gains (Losses) on Investment Securities Held-to-Maturity	\$ (286)	\$ (1,217)	Interest Income
	113	479	Provision for Income Tax
	(173)	(738)	Net of Tax
Sale of Investment Securities Available-for-Sale	—	189	Investment Securities Gains, Net
	—	(74)	Provision for Income Tax
	—	115	Net of tax
Amortization of Defined Benefit Plan Items			
Prior Service Credit <sup>2</sup>	81	81	
Net Actuarial Losses <sup>2</sup>	(314)	(443)	
	(233)	(362)	Total Before Tax
	93	143	Provision for Income Tax
	(140)	(219)	Net of Tax
Total Reclassifications for the Period	\$ (313)	\$ (842)	Net of Tax

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>1</sup>		Affected Line Item in the Statement Where Net Income Is Presented
	Nine Months Ended September 30,		
(dollars in thousands)	2016	2015	
Amortization of Unrealized Holding Gains (Losses) on Investment Securities Held-to-Maturity	\$ (949)	\$ (1,702)	Interest Income
	375	670	Provision for Income Tax
	(574)	(1,032)	Net of Tax
Sale of Investment Securities Available-for-Sale	—	189	Investment Securities Gains, Net
	—	(74)	Provision for Income Tax
	—	115	Net of tax
Amortization of Defined Benefit Plan Items			
Prior Service Credit <sup>2</sup>	242	242	
Net Actuarial Losses <sup>2</sup>	(940)	(1,330)	
	(698)	(1,088)	Total Before Tax
	276	429	Provision for Income Tax
	(422)	(659)	Net of Tax
Total Reclassifications for the Period	\$ (996)	\$ (1,576)	Net of Tax

<sup>1</sup> Amounts in parentheses indicate reductions to net income.

<sup>2</sup> These accumulated other comprehensive income (loss) components are included in the computation of net periodic benefit cost and are included in Salaries and Benefits on the consolidated statements of income (see Note 10 *Pension Plans and Postretirement Benefit Plan* for additional details).

**Note 8. Earnings Per Share**

There were no adjustments to net income, the numerator, for purposes of computing earnings per share. The following is a reconciliation of the weighted average number of common shares outstanding for computing diluted earnings per share and antidilutive stock options and restricted stock outstanding for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Denominator for Basic Earnings Per Share	42,543,122	43,181,233	42,730,571	43,290,137
Dilutive Effect of Equity Based Awards	235,224	246,497	216,488	224,761
<b>Denominator for Diluted Earnings Per Share</b>	<b>42,778,346</b>	<b>43,427,730</b>	<b>42,947,059</b>	<b>43,514,898</b>
<b>Antidilutive Stock Options and Restricted Stock Outstanding</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>4,546</b>

**Note 9. Business Segments**

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury and Other. The Company's internal management accounting process measures the performance of these business segments. This process, which is not necessarily comparable with the process used by any other financial institution, uses various techniques to assign balance sheet and income statement amounts to the business segments, including allocations of income, expense, the provision for credit losses, and capital. This process is dynamic and requires certain allocations based on judgment and other subjective factors. Unlike financial accounting, there is no comprehensive authoritative guidance for management accounting that is equivalent to GAAP. Previously reported results have been reclassified to conform to the current reporting structure.

The net interest income of the business segments reflects the results of a funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics and reflects the allocation of net interest income related to the Company's overall asset and liability management activities on a proportionate basis. The basis for the allocation of net interest income is a function of the Company's assumptions that are subject to change based on changes in current interest rates and market conditions. Funds transfer pricing also serves to transfer interest rate risk to Treasury. However, the other business segments have some latitude to retain certain interest rate exposures related to customer pricing decisions within guidelines.

The provision for credit losses reflects the actual net charge-offs of the business segments. The amount of the consolidated provision for loan and lease losses is based on the methodology that we use to estimate our consolidated Allowance. The residual provision for credit losses to arrive at the consolidated provision for credit losses is included in Treasury and Other.

Noninterest income and expense includes allocations from support units to business units. These allocations are based on actual usage where practicably calculated or by management's estimate of such usage.

The provision for income taxes is allocated to business segments using a 37% effective income tax rate. However, the provision for income taxes for our Leasing business unit (included in the Commercial Banking segment) and Auto Leasing portfolio and Pacific Century Life Insurance business unit (both included in the Retail Banking segment) are assigned their actual effective income tax rates due to the unique relationship that income taxes have with their products. The residual income tax expense or benefit to arrive at the consolidated effective income tax rate is included in Treasury and Other.

*Retail Banking*

Retail Banking offers a broad range of financial products and services to consumers and small businesses. Loan and lease products include residential mortgage loans, home equity lines of credit, automobile loans and leases, personal lines of credit, installment loans, small business loans and leases, and credit cards. Deposit products include checking, savings, and time deposit accounts. Retail Banking also offers retail insurance products. Products and services from Retail Banking are delivered to customers through 70 branch locations and 450 ATMs throughout Hawaii and the Pacific Islands, e-Bankoh (on-line banking service), a 24-hour customer service center, and a mobile banking service.

*Commercial Banking*

Commercial Banking offers products including corporate banking, commercial real estate loans, commercial lease financing, auto dealer financing, and deposit products. Commercial lending and deposit products are offered to middle-market and large companies in Hawaii and the Pacific Islands. Commercial real estate mortgages focus on customers that include investors, developers, and builders predominantly domiciled in Hawaii. Commercial Banking also includes international banking and provides merchant services to its small business customers.

*Investment Services*

Investment Services includes private banking and international client banking, trust services, investment management, and institutional investment advisory services. A significant portion of this segment's income is derived from fees, which are generally based on the market values of assets under management. The private banking and personal trust group assists individuals and families in building and preserving their wealth by providing investment, credit, and trust services to high-net-worth individuals. The investment management group manages portfolios utilizing a variety of investment products. Institutional client services offer investment advice to corporations, government entities, and foundations. This segment also provides a full service brokerage offering equities, mutual funds, life insurance, and annuity products.

*Treasury and Other*

Treasury consists of corporate asset and liability management activities, including interest rate risk management and a foreign currency exchange business. This segment's assets and liabilities (and related interest income and expense) consist of interest-bearing deposits, investment securities, federal funds sold and purchased, government deposits, and short and long-term borrowings. The primary sources of noninterest income are from bank-owned life insurance, net gains from the sale of investment securities, and foreign exchange income related to customer-driven currency requests from merchants and island visitors. The net residual effect of the transfer pricing of assets and liabilities is included in Treasury, along with the elimination of intercompany transactions.

Other organizational units (Technology, Operations, Marketing, Human Resources, Finance, Credit and Risk Management, and Corporate and Regulatory Administration) provide a wide-range of support to the Company's other income earning segments. Expenses incurred by these support units are charged to the business segments through an internal cost allocation process.

Selected business segment financial information as of and for the three and nine months ended September 30, 2016 and 2015 were as follows:

(dollars in thousands)	Retail Banking	Commercial Banking	Investment Services	Treasury and Other	Consolidated Total
<b>Three Months Ended September 30, 2016</b>					
Net Interest Income	\$ 61,747	\$ 38,613	\$ 6,029	\$ (2,477)	\$ 103,912
Provision for Credit Losses	2,574	(168)	(7)	101	2,500
Net Interest Income After Provision for Credit Losses	59,173	38,781	6,036	(2,578)	101,412
Noninterest Income	24,786	6,977	13,662	2,689	48,114
Noninterest Expense	(51,892)	(17,449)	(14,579)	(3,612)	(87,532)
Income Before Provision for Income Taxes	32,067	28,309	5,119	(3,501)	61,994
Provision for Income Taxes	(11,329)	(10,073)	(1,894)	4,795	(18,501)
<b>Net Income</b>	<b>\$ 20,738</b>	<b>\$ 18,236</b>	<b>\$ 3,225</b>	<b>\$ 1,294</b>	<b>\$ 43,493</b>
<b>Total Assets as of September 30, 2016</b>	<b>\$ 5,206,442</b>	<b>\$ 3,428,424</b>	<b>\$ 290,207</b>	<b>\$ 7,089,570</b>	<b>\$ 16,014,643</b>
<b>Three Months Ended September 30, 2015</b>					
Net Interest Income	\$ 51,732	\$ 37,133	\$ 4,517	\$ 4,509	\$ 97,891
Provision for Credit Losses	2,209	(226)	(20)	(1,963)	—
Net Interest Income After Provision for Credit Losses	49,523	37,359	4,537	6,472	97,891
Noninterest Income	21,206	4,873	14,363	2,779	43,221
Noninterest Expense	(49,963)	(25,632)	(14,031)	(2,262)	(91,888)
Income Before Provision for Income Taxes	20,766	16,600	4,869	6,989	49,224
Provision for Income Taxes	(7,352)	(5,566)	(1,802)	(228)	(14,948)
<b>Net Income</b>	<b>\$ 13,414</b>	<b>\$ 11,034</b>	<b>\$ 3,067</b>	<b>\$ 6,761</b>	<b>\$ 34,276</b>
<b>Total Assets as of September 30, 2015</b>	<b>\$ 4,578,333</b>	<b>\$ 3,102,598</b>	<b>\$ 232,641</b>	<b>\$ 7,250,551</b>	<b>\$ 15,164,123</b>
<b>Nine Months Ended September 30, 2016</b>					
Net Interest Income	\$ 179,798	\$ 115,112	\$ 18,518	\$ (2,942)	\$ 310,486
Provision for Credit Losses	7,415	(7,052)	(18)	1,155	1,500
Net Interest Income After Provision for Credit Losses	172,383	122,164	18,536	(4,097)	308,986
Noninterest Income	67,364	21,015	43,632	18,829	150,840
Noninterest Expense	(155,391)	(52,479)	(44,786)	(8,333)	(260,989)
Income Before Provision for Income Taxes	84,356	90,700	17,382	6,399	198,837
Provision for Income Taxes	(29,958)	(32,337)	(6,431)	7,837	(60,889)
<b>Net Income</b>	<b>\$ 54,398</b>	<b>\$ 58,363</b>	<b>\$ 10,951</b>	<b>\$ 14,236</b>	<b>\$ 137,948</b>
<b>Total Assets as of September 30, 2016</b>	<b>\$ 5,206,442</b>	<b>\$ 3,428,424</b>	<b>\$ 290,207</b>	<b>\$ 7,089,570</b>	<b>\$ 16,014,643</b>
<b>Nine Months Ended September 30, 2015</b>					
Net Interest Income	\$ 150,631	\$ 107,293	\$ 13,153	\$ 21,366	\$ 292,443
Provision for Credit Losses	5,659	(957)	(37)	(4,665)	—
Net Interest Income After Provision for Credit Losses	144,972	108,250	13,190	26,031	292,443
Noninterest Income	61,123	16,417	44,770	19,143	141,453
Noninterest Expense	(149,461)	(60,239)	(43,192)	(9,485)	(262,377)
Income Before Provision for Income Taxes	56,634	64,428	14,768	35,689	171,519
Provision for Income Taxes	(20,097)	(22,390)	(5,464)	(5,696)	(53,647)
<b>Net Income</b>	<b>\$ 36,537</b>	<b>\$ 42,038</b>	<b>\$ 9,304</b>	<b>\$ 29,993</b>	<b>\$ 117,872</b>
<b>Total Assets as of September 30, 2015</b>	<b>\$ 4,578,333</b>	<b>\$ 3,102,598</b>	<b>\$ 232,641</b>	<b>\$ 7,250,551</b>	<b>\$ 15,164,123</b>

**Note 10. Pension Plans and Postretirement Benefit Plan**

Components of net periodic benefit cost for the Company's pension plans and the postretirement benefit plan are presented in the following table for the three and nine months ended September 30, 2016 and 2015.

(dollars in thousands)	Pension Benefits		Postretirement Benefits	
	2016	2015	2016	2015
<b>Three Months Ended September 30,</b>				
Service Cost	\$ —	\$ —	\$ 137	\$ 182
Interest Cost	1,210	1,186	294	74
Expected Return on Plan Assets	(1,282)	(1,304)	—	—
Amortization of:				
Prior Service Credit	—	—	(81)	(81)
Net Actuarial Losses (Gains)	389	443	(75)	—
<b>Net Periodic Benefit Cost</b>	<b>\$ 317</b>	<b>\$ 325</b>	<b>\$ 275</b>	<b>\$ 175</b>
<b>Nine Months Ended September 30,</b>				
Service Cost	\$ —	\$ —	\$ 411	\$ 546
Interest Cost	3,628	3,559	882	722
Expected Return on Plan Assets	(3,844)	(3,913)	—	—
Amortization of:				
Prior Service Credit	—	—	(242)	(242)
Net Actuarial Losses (Gains)	1,166	1,330	(226)	—
<b>Net Periodic Benefit Cost</b>	<b>\$ 950</b>	<b>\$ 976</b>	<b>\$ 825</b>	<b>\$ 1,026</b>

The net periodic benefit cost for the Company's pension plans and postretirement benefit plan are recorded as a component of salaries and benefits in the consolidated statements of income. For the three and nine months ended September 30, 2016, the Company contributed \$0.2 million and \$0.4 million, respectively, to the pension plans and \$0.2 million and \$0.6 million, respectively, to the postretirement benefit plan. The Company expects to contribute a total of \$0.5 million to the pension plans and \$1.0 million to the postretirement benefit plan for the year ending December 31, 2016.

**Note 11. Derivative Financial Instruments**

The notional amount and fair value of the Company's derivative financial instruments as of September 30, 2016 and December 31, 2015 were as follows:

(dollars in thousands)	September 30, 2016		December 31, 2015	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Interest Rate Lock Commitments	\$ 65,001	\$ 2,501	\$ 4,375	\$ 270
Forward Commitments	114,303	(507)	5,862	4
Interest Rate Swap Agreements				
Receive Fixed/Pay Variable Swaps	338,828	17,651	203,667	13,021
Pay Fixed/Receive Variable Swaps	338,828	(17,791)	203,667	(13,051)
Foreign Exchange Contracts	47,618	40	42,777	104

The following table presents the Company's derivative financial instruments, their fair values, and balance sheet location as of September 30, 2016 and December 31, 2015:

Derivative Financial Instruments	September 30, 2016		December 31, 2015	
	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
<b>Not Designated as Hedging Instruments <sup>1</sup></b>				
(dollars in thousands)				
Interest Rate Lock Commitments	\$ 2,501	\$ —	\$ 270	\$ —
Forward Commitments	21	528	5	1
Interest Rate Swap Agreements	17,871	18,011	13,543	13,573
Foreign Exchange Contracts	82	42	149	45
<b>Total</b>	<b>\$ 20,475</b>	<b>\$ 18,581</b>	<b>\$ 13,967</b>	<b>\$ 13,619</b>

<sup>1</sup> Asset derivatives are included in other assets and liability derivatives are included in other liabilities in the consolidated statements of condition.

[Table of Contents](#)

The following table presents the Company's derivative financial instruments and the amount and location of the net gains or losses recognized in the consolidated statements of income for the three and nine months ended September 30, 2016 and 2015:

Derivative Financial Instruments Not Designated as Hedging Instruments	Location of Net Gains (Losses) Recognized in the Statements of Income	Three Months Ended		Nine Months Ended	
		September 30,		September 30,	
(dollars in thousands)		2016	2015	2016	2015
Interest Rate Lock Commitments	Mortgage Banking	\$ 4,154	\$ 755	\$ 8,113	\$ 2,165
Forward Commitments	Mortgage Banking	(934)	(210)	(2,430)	(63)
Interest Rate Swap Agreements	Other Noninterest Income	1,595	429	2,416	836
Foreign Exchange Contracts	Other Noninterest Income	772	788	2,245	2,134
<b>Total</b>		\$ 5,587	\$ 1,762	\$ 10,344	\$ 5,072

Management has received authorization from the Bank's Board of Directors to use derivative financial instruments as an end-user in connection with the Bank's risk management activities and to accommodate the needs of the Bank's customers. As with any financial instrument, derivative financial instruments have inherent risks. Market risk is defined as the risk of adverse financial impact due to fluctuations in interest rates, foreign exchange rates, and equity prices. Market risks associated with derivative financial instruments are balanced with the expected returns to enhance earnings performance and shareholder value, while limiting the volatility of each. The Company uses various processes to monitor its overall market risk exposure, including sensitivity analysis, value-at-risk calculations, and other methodologies.

Derivative financial instruments are also subject to credit and counterparty risk, which is defined as the risk of financial loss if a borrower or counterparty is either unable or unwilling to repay borrowings or settle transactions in accordance with the underlying contractual terms. Credit and counterparty risks associated with derivative financial instruments are similar to those relating to traditional financial instruments. The Company manages derivative credit and counterparty risk by evaluating the creditworthiness of each borrower or counterparty, adhering to the same credit approval process used for commercial lending activities.

As of September 30, 2016 and December 31, 2015, the Company did not designate any derivative financial instruments as formal hedging relationships. The Company's free-standing derivative financial instruments are required to be carried at their fair value on the Company's consolidated statements of condition. These financial instruments have been limited to interest rate lock commitments ("IRLCs"), forward commitments, interest rate swap agreements, foreign exchange contracts, and conversion rate swap agreements.

The Company enters into IRLCs for residential mortgage loans which commit us to lend funds to a potential borrower at a specific interest rate and within a specified period of time. IRLCs that relate to the origination of mortgage loans that will be held for sale are considered derivative financial instruments under applicable accounting guidance. Outstanding IRLCs expose the Company to the risk that the price of the mortgage loans underlying the commitments may decline due to increases in mortgage interest rates from inception of the rate lock to the funding of the loan. To mitigate this risk, the Company utilizes forward commitments as economic hedges against the potential decreases in the values of the loans held for sale. IRLCs and forward commitments are free-standing derivatives which are carried at fair value with changes recorded in the mortgage banking component of noninterest income in the Company's consolidated statements of income.

The Company enters into interest rate swap agreements to facilitate the risk management strategies of a small number of commercial banking customers. The Company mitigates the interest rate risk of entering into these agreements by entering into equal and offsetting interest rate swap agreements with highly rated third party financial institutions. The interest rate swap agreements are free-standing derivatives and are recorded at fair value in the Company's consolidated statements of condition. Fair value changes are recorded in other noninterest income in the Company's consolidated statements of income. The Company is party to master netting arrangements with its financial institution counterparties; however, the Company does not offset assets and liabilities under these arrangements for financial statement presentation purposes. Collateral, usually in the form of marketable securities, is posted by the counterparty with net liability positions in accordance with contract thresholds. See Note 6 *Balance Sheet Offsetting* for more information.

The Company's interest rate swap agreements with financial institution counterparties may contain credit-risk-related contingent features tied to a specified credit rating of the Company. Under these provisions, should the Company's specified rating fall below a particular level (e.g., investment grade rating), or if the Company no longer obtains the specified rating, the counterparty may require the Company to pledge collateral on an immediate and ongoing basis (subject to the requirement that such swaps are in a net liability position beyond the level specified in the contract), or require immediate settlement of the swap

agreement. Other credit-risk-related contingent features may also allow the counterparty to require immediate settlement of the swap agreement if the Company fails to maintain a specified minimum level of capitalization.

The Company utilizes foreign exchange contracts to offset risks related to transactions executed on behalf of customers. The foreign exchange contracts are free-standing derivatives which are carried at fair value with changes included in other noninterest income in the Company's consolidated statements of income.

As each sale of Visa Class B restricted shares was completed, the Company entered into a conversion rate swap agreement with the buyer that requires payment to the buyer in the event Visa further reduces the conversion ratio of Class B into Class A unrestricted common shares. In the event of Visa increasing the conversion ratio, the buyer would be required to make payment to the Company. As of September 30, 2016, the conversion rate swap agreement was valued at zero (i.e., no contingent liability recorded) as further reductions to the conversion ratio were deemed neither probable nor reasonably estimable by management. See Note 2 *Investment Securities* for more information.

## **Note 12. Commitments, Contingencies, and Guarantees**

The Company's credit commitments as of September 30, 2016 and December 31, 2015 were as follows:

(dollars in thousands)	September 30, 2016	December 31, 2015
Unfunded Commitments to Extend Credit	\$ 2,622,115	\$ 2,604,429
Standby Letters of Credit	98,072	48,153
Commercial Letters of Credit	14,654	15,867
<b>Total Credit Commitments</b>	<b>\$ 2,734,841</b>	<b>\$ 2,668,449</b>

### *Unfunded Commitments to Extend Credit*

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of the terms or conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since commitments may expire without being drawn, the total commitment amount does not necessarily represent future cash requirements.

### *Standby and Commercial Letters of Credit*

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Standby letters of credit generally become payable upon the failure of the customer to perform according to the terms of the underlying contract with the third party, while commercial letters of credit are issued specifically to facilitate commerce and typically result in the commitment being drawn on when the underlying transaction is consummated between the customer and a third party. The contractual amount of these letters of credit represents the maximum potential future payments guaranteed by the Company. The Company has recourse against the customer for any amount it is required to pay to a third party under a standby letter of credit, and generally holds cash or deposits as collateral on those standby letters of credit for which collateral is deemed necessary.

### *Contingencies*

The Company is subject to various pending and threatened legal proceedings arising out of the normal course of business or operations. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the most recent information available. On a case-by-case basis, reserves are established for those legal claims for which it is probable that a loss will be incurred and the amount of such loss can be reasonably estimated. Based on information currently available, management believes that the eventual outcome of these claims against the Company will not be materially in excess of such amounts reserved by the Company. However, in the event of unexpected future developments, it is possible that the ultimate resolution of these matters may result in a loss that materially exceeds the reserves established by the Company.

### *Risks Related to Representation and Warranty Provisions*

The Company sells residential mortgage loans in the secondary market primarily to the Federal National Mortgage Association ("Fannie Mae"). The Company also pools Federal Housing Administration ("FHA") insured and U.S. Department of Veterans Affairs ("VA") guaranteed residential mortgage loans for sale to the Government National Mortgage Corporation ("Ginnie

Mae"). These pools of FHA-insured and VA-guaranteed residential mortgage loans are securitized by Ginnie Mae. The agreements under which the Company sells residential mortgage loans to Fannie Mae or Ginnie Mae and the insurance or guaranty agreements with FHA and VA contain provisions that include various representations and warranties regarding the origination and characteristics of the residential mortgage loans. Although the specific representations and warranties vary among investors, insurance or guarantee agreements, they typically cover ownership of the loan, validity of the lien securing the loan, the absence of delinquent taxes or liens against the property securing the loan, compliance with loan criteria set forth in the applicable agreement, compliance with applicable federal, state, and local laws, and other matters. As of September 30, 2016, the unpaid principal balance of residential mortgage loans sold by the Company was \$2.5 billion. The agreements under which the Company sells residential mortgage loans require delivery of various documents to the investor or its document custodian. Although these loans are primarily sold on a non-recourse basis, the Company may be obligated to repurchase residential mortgage loans or reimburse investors for losses incurred if a loan review reveals that underwriting and documentation standards were potentially not met. Some agreements may require the Company to repurchase delinquent loans. Upon receipt of a repurchase request, the Company works with investors or insurers to arrive at a mutually agreeable resolution. Repurchase demands are typically reviewed on an individual loan-by-loan basis to validate the claims made by the investor or insurer and to determine if a contractually required repurchase event has occurred. The Company manages the risk associated with potential repurchases or other forms of settlement through its underwriting and quality assurance practices and by servicing mortgage loans to meet investor and secondary market standards. During the nine months ended September 30, 2016, there were no residential mortgage loans repurchased as a result of the representation and warranty provisions contained in these contracts. As of September 30, 2016, there were no pending repurchase requests related to representation and warranty provisions.

#### *Risks Relating to Residential Mortgage Loan Servicing Activities*

In addition to servicing loans in the Company's portfolio, substantially all of the loans the Company sells to investors are sold with servicing rights retained. The Company also services loans originated by other mortgage loan originators. As servicer, the Company's primary duties are to: (1) collect payments due from borrowers; (2) advance certain delinquent payments of principal and interest; (3) maintain and administer any hazard, title, or primary mortgage insurance policies relating to the mortgage loans; (4) maintain any required escrow accounts for payment of taxes and insurance and administer escrow payments; and (5) foreclose on defaulted mortgage loans or, to the extent consistent with the documents governing a securitization, consider alternatives to foreclosure, such as loan modifications or short sales. Each agreement under which the Company acts as servicer generally specifies a standard of responsibility for actions taken by the Company in such capacity and provides protection against expenses and liabilities incurred by the Company when acting in compliance with the respective servicing agreements. However, if the Company commits a material breach of obligations as servicer, the Company may be subject to termination if the breach is not cured within a specified period following notice. The standards governing servicing and the possible remedies for violations of such standards vary by investor. These standards and remedies are determined by servicing guides issued by the investors as well as the contract provisions established between the investors and the Company. Remedies could include repurchase of an affected loan. For the nine months ended September 30, 2016, there were no loans repurchased related to loan servicing activities. As of September 30, 2016, there were no pending repurchase requests related to loan servicing activities.

Although to date repurchase requests related to representation and warranty provisions and servicing activities have been limited, it is possible that requests to repurchase mortgage loans may increase in frequency as investors more aggressively pursue all means of recovering losses on their purchased loans. However, as of September 30, 2016, management believes that this exposure is not material due to the historical level of repurchase requests and loss trends and thus has not established a liability for losses related to mortgage loan repurchases. As of September 30, 2016, 99% of the Company's residential mortgage loans serviced for investors were current. The Company maintains ongoing communications with investors and continues to evaluate this exposure by monitoring the level and number of repurchase requests as well as the delinquency rates in the loans sold to investors.

### **Note 13. Fair Value of Assets and Liabilities**

#### ***Fair Value Hierarchy***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. GAAP established a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

- Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and is used to measure fair value whenever available. A contractually binding sales price also provides reliable evidence of fair value.
  
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that utilize model-based techniques for which all significant assumptions are observable in the market.
  
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement; inputs to the valuation methodology that utilize model-based techniques for which significant assumptions are not observable in the market; or inputs to the valuation methodology that require significant management judgment or estimation, some of which may be internally developed.

Management maximizes the use of observable inputs and minimizes the use of unobservable inputs when determining fair value measurements. Management reviews and updates the fair value hierarchy classifications of the Company's assets and liabilities on a quarterly basis.

#### ***Assets and Liabilities Measured at Fair Value on a Recurring Basis***

##### ***Investment Securities Available-for-Sale***

Fair values of investment securities available-for-sale were primarily measured using information from a third-party pricing service. This service provides pricing information by utilizing evaluated pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data from market research publications. Level 1 investment securities are comprised of debt securities issued by the U.S. Treasury, as quoted prices were available, unadjusted, for identical securities in active markets. Level 2 investment securities were primarily comprised of debt securities issued by the Small Business Administration, states and municipalities, corporations, as well as mortgage-backed securities issued by government agencies and government-sponsored enterprises. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company's third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

On a quarterly basis, management reviews the pricing information received from the Company's third-party pricing service. This review process includes a comparison to non-binding third-party broker quotes, as well as a review of market-related conditions impacting the information provided by the Company's third-party pricing service. Management primarily identifies investment securities which may have traded in illiquid or inactive markets by identifying instances of a significant decrease in the volume or frequency of trades, relative to historical levels, as well as instances of a significant widening of the bid-ask spread in the brokered markets. Investment securities that are deemed to have been trading in illiquid or inactive markets may require the use of significant unobservable inputs to determine fair value. As of September 30, 2016 and December 31, 2015, management did not make adjustments to prices provided by the third-party pricing service as a result of illiquid or inactive markets. On a quarterly basis, management also reviews a sample of securities priced by the Company's third-party pricing service to review the significant assumptions and valuation methodologies used by the service. Based on this review, management determines whether the current placement of the security in the fair value hierarchy is appropriate or whether transfers may be warranted. The Company's third-party pricing service has also established processes for us to submit inquiries regarding quoted prices. Periodically, we will challenge the quoted prices provided by our third-party pricing service. The Company's third-party pricing service will review the inputs to the evaluation in light of the new market data presented by us.

[Table of Contents](#)

The Company's third-party pricing service may then affirm the original quoted price or may update the evaluation on a going-forward basis.

*Loans Held for Sale*

The fair value of the Company's residential mortgage loans held for sale was determined based on quoted prices for similar loans in active markets, and therefore, is classified as a Level 2 measurement.

*Mortgage Servicing Rights*

Mortgage servicing rights do not trade in an active market with readily observable market data. As a result, the Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The Company stratifies its mortgage servicing portfolio on the basis of loan type. The assumptions used in the discounted cash flow model are those that we believe market participants would use in estimating future net servicing income. Significant assumptions in the valuation of mortgage servicing rights include estimated loan repayment rates, the discount rate, servicing costs, and the timing of cash flows, among other factors. Mortgage servicing rights are classified as Level 3 measurements due to the use of significant unobservable inputs, as well as significant management judgment and estimation.

*Other Assets*

Other assets recorded at fair value on a recurring basis are primarily comprised of investments related to deferred compensation arrangements. Quoted prices for these investments, primarily in mutual funds, are available in active markets. Thus, the Company's investments related to deferred compensation arrangements are classified as Level 1 measurements in the fair value hierarchy.

*Derivative Financial Instruments*

Derivative financial instruments recorded at fair value on a recurring basis are comprised of interest rate lock commitments ("IRLCs"), forward commitments, interest rate swap agreements, foreign exchange contracts, and Visa Class B to Class A shares conversion rate swap agreements. The fair values of IRLCs are calculated based on the value of the underlying loan held for sale, which in turn is based on quoted prices for similar loans in the secondary market. However, this value is adjusted by a factor which considers the likelihood that the loan in a locked position will ultimately close. This factor, the closing ratio, is derived from the Bank's internal data and is adjusted using significant management judgment. As such, IRLCs are classified as Level 3 measurements. Forward commitments are classified as Level 2 measurements as they are primarily based on quoted prices from the secondary market based on the settlement date of the contracts, interpolated or extrapolated, if necessary, to estimate a fair value as of the end of the reporting period. The fair values of interest rate swap agreements are calculated using a discounted cash flow approach and utilize Level 2 observable inputs such as a market yield curve, effective date, maturity date, notional amount, and stated interest rate. In addition, the Company includes in its fair value calculation a credit factor adjustment which is based primarily on management judgment. Thus, interest rate swap agreements are classified as a Level 3 measurement. The fair values of foreign exchange contracts are calculated using the Bank's multi-currency accounting system which utilizes contract specific information such as currency, maturity date, contractual amount, and strike price, along with market data information such as the spot rates of specific currency and yield curves. Foreign exchange contracts are classified as Level 2 measurements because while they are valued using the Bank's multi-currency accounting system, significant management judgment or estimation is not required. The fair value of the Visa Class B restricted shares to Class A unrestricted common shares conversion rate swap agreements represent the amount owed by the Company to the buyer of the Visa Class B shares as a result of a reduction of the conversion ratio subsequent to the sales date. As of September 30, 2016 and December 31, 2015, the conversion rate swap agreement was valued at zero as reductions to the conversion ratio were neither probable nor reasonably estimable by management. See Note 11 *Derivative Financial Instruments* for more information.

The Company is exposed to credit risk if borrowers or counterparties fail to perform. The Company seeks to minimize credit risk through credit approvals, limits, monitoring procedures, and collateral requirements. The Company generally enters into transactions with borrowers and counterparties that carry high quality credit ratings. Credit risk associated with borrowers or counterparties as well as the Company's non-performance risk is factored into the determination of the fair value of derivative financial instruments.

[Table of Contents](#)

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis as of September 30, 2016 and December 31, 2015:

(dollars in thousands)	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>September 30, 2016</b>				
<b>Assets:</b>				
Investment Securities Available-for-Sale				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 550	\$ 422,584	\$ —	\$ 423,134
Debt Securities Issued by States and Political Subdivisions	—	697,060	—	697,060
Debt Securities Issued by Corporations	—	269,067	—	269,067
Mortgage-Backed Securities:				
Residential - Government Agencies	—	233,372	—	233,372
Residential - U.S. Government-Sponsored Enterprises	—	498,507	—	498,507
Commercial - Government Agencies	—	92,342	—	92,342
Total Mortgage-Backed Securities	—	824,221	—	824,221
Total Investment Securities Available-for-Sale	550	2,212,932	—	2,213,482
Loans Held for Sale	—	68,066	—	68,066
Mortgage Servicing Rights	—	—	1,740	1,740
Other Assets	21,752	—	—	21,752
Derivatives <sup>1</sup>	—	103	20,372	20,475
<b>Total Assets Measured at Fair Value on a Recurring Basis as of September 30, 2016</b>	<b>\$ 22,302</b>	<b>\$ 2,281,101</b>	<b>\$ 22,112</b>	<b>\$ 2,325,515</b>
<b>Liabilities:</b>				
Derivatives <sup>1</sup>	\$ —	\$ 570	\$ 18,011	\$ 18,581
<b>Total Liabilities Measured at Fair Value on a Recurring Basis as of September 30, 2016</b>	<b>\$ —</b>	<b>\$ 570</b>	<b>\$ 18,011</b>	<b>\$ 18,581</b>
<b>December 31, 2015</b>				
<b>Assets:</b>				
Investment Securities Available-for-Sale				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 545	\$ 358,349	\$ —	\$ 358,894
Debt Securities Issued by States and Political Subdivisions	—	731,918	—	731,918
Debt Securities Issued by Corporations	—	308,870	—	308,870
Mortgage-Backed Securities:				
Residential - Government Agencies	—	316,245	—	316,245
Residential - U.S. Government-Sponsored Enterprises	—	441,864	—	441,864
Commercial - Government Agencies	—	99,027	—	99,027
Total Mortgage-Backed Securities	—	857,136	—	857,136
Total Investment Securities Available-for-Sale	545	2,256,273	—	2,256,818
Loans Held for Sale	—	4,808	—	4,808
Mortgage Servicing Rights	—	—	1,970	1,970
Other Assets	20,262	—	—	20,262
Derivatives <sup>1</sup>	—	154	13,813	13,967
<b>Total Assets Measured at Fair Value on a Recurring Basis as of December 31, 2015</b>	<b>\$ 20,807</b>	<b>\$ 2,261,235</b>	<b>\$ 15,783</b>	<b>\$ 2,297,825</b>
<b>Liabilities:</b>				
Derivatives <sup>1</sup>	\$ —	\$ 46	\$ 13,573	\$ 13,619
<b>Total Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2015</b>	<b>\$ —</b>	<b>\$ 46</b>	<b>\$ 13,573</b>	<b>\$ 13,619</b>

<sup>1</sup> The fair value of each class of derivatives is shown in Note 11 *Derivative Financial Instruments*.

[Table of Contents](#)

For the three and nine months ended September 30, 2016 and 2015, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

(dollars in thousands)	Mortgage Servicing Rights <sup>1</sup>	Net Derivative Assets and Liabilities <sup>2</sup>
<b>Three Months Ended September 30, 2016</b>		
<b>Balance as of July 1, 2016</b>	\$ 1,819	\$ 1,908
Realized and Unrealized Net Gains (Losses):		
Included in Net Income	(79)	4,149
Transfers to Loans Held for Sale	—	(3,696)
<b>Balance as of September 30, 2016</b>	\$ 1,740	\$ 2,361
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of September 30, 2016</b>	\$ —	\$ 2,361
<b>Three Months Ended September 30, 2015</b>		
<b>Balance as of July 1, 2015</b>	\$ 2,188	\$ 370
Realized and Unrealized Net Gains (Losses):		
Included in Net Income	(116)	752
Transfers to Loans Held for Sale	—	(720)
<b>Balance as of September 30, 2015</b>	\$ 2,072	\$ 402
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of September 30, 2015</b>	\$ —	\$ 402
<b>Nine Months Ended September 30, 2016</b>		
<b>Balance as of January 1, 2016</b>	\$ 1,970	\$ 240
Realized and Unrealized Net Gains (Losses):		
Included in Net Income	(230)	8,003
Transfers to Loans Held for Sale	—	(5,882)
<b>Balance as of September 30, 2016</b>	\$ 1,740	\$ 2,361
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of September 30, 2016</b>	\$ —	\$ 2,361
<b>Nine Months Ended September 30, 2015</b>		
<b>Balance as of January 1, 2015</b>	\$ 2,604	\$ 118
Realized and Unrealized Net Gains (Losses):		
Included in Net Income	(532)	2,164
Transfers to Loans Held for Sale	—	(1,880)
<b>Balance as of September 30, 2015</b>	\$ 2,072	\$ 402
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of September 30, 2015</b>	\$ (251)	\$ 402

<sup>1</sup> Realized and unrealized gains and losses related to mortgage servicing rights are reported as a component of mortgage banking income in the Company's consolidated statements of income.

<sup>2</sup> Realized and unrealized gains and losses related to interest rate lock commitments are reported as a component of mortgage banking income in the Company's consolidated statements of income. Realized and unrealized gains and losses related to interest rate swap agreements are reported as a component of other noninterest income in the Company's consolidated statements of income.

[Table of Contents](#)

For Level 3 assets and liabilities measured at fair value on a recurring or nonrecurring basis as of September 30, 2016 and December 31, 2015, the significant unobservable inputs used in the fair value measurements were as follows:

(dollars in thousands)	Valuation Technique	Description	Significant Unobservable Inputs (weighted-average)		Fair Value	
			Sept. 30, 2016	Dec. 31, 2015	Sept. 30, 2016	Dec. 31, 2015
Mortgage Servicing Rights	Discounted Cash Flow	Constant Prepayment Rate <sup>1</sup>	12.84%	9.10%	\$ 20,917	\$ 26,774
		Discount Rate <sup>2</sup>	9.00%	9.38%		
Net Derivative Assets and Liabilities:						
Interest Rate Lock Commitments	Pricing Model	Closing Ratio	92.32%	94.70%	\$ 2,501	\$ 270
Interest Rate Swap Agreements	Discounted Cash Flow	Credit Factor	0.78%	0.22%	\$ (140)	\$ (30)

<sup>1</sup> Represents annualized loan repayment rate assumption.

<sup>2</sup> Derived from multiple interest rate scenarios that incorporate a spread to a market yield curve and market volatilities.

The significant unobservable inputs used in the fair value measurement of the Company's mortgage servicing rights are the weighted-average constant prepayment rate and weighted-average discount rate. Significant increases (decreases) in any of those inputs in isolation could result in a significantly lower (higher) fair value measurement. Although the constant prepayment rate and the discount rate are not directly interrelated, they generally move in opposite directions of each other.

The Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The Company's Treasury Division enters observable and unobservable inputs into the model to arrive at an estimated fair value. To assess the reasonableness of the fair value measurement, the Treasury Division performs a back-test by applying the model to historical prepayment data. The fair value and constant prepayment rate are also compared to forward-looking estimates to assess reasonableness. The Treasury Division also compares the fair value of the Company's mortgage servicing rights to a value calculated by an independent third party. Discussions are held with members from the Treasury, Mortgage Banking, and Controllers Divisions, along with the independent third party to discuss and reconcile the fair value estimates and key assumptions used by the respective parties in arriving at those estimates. A subcommittee of the Company's Asset/Liability Management Committee is responsible for providing oversight over the valuation methodology and key assumptions.

The significant unobservable input used in the fair value measurement of the Company's IRLCs is the closing ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. Generally, the fair value of an IRLC is positive (negative) if the prevailing interest rate is lower (higher) than the IRLC rate. Therefore, an increase in the closing ratio (i.e., higher percentage of loans are estimated to close) will increase the gain or loss. The closing ratio is largely dependent on the loan processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The closing ratio is computed by our secondary marketing system using historical data and the ratio is periodically reviewed by the Company's Secondary Marketing Department of the Mortgage Banking Division for reasonableness.

The unobservable input used in the fair value measurement of the Company's interest rate swap agreements is the credit factor. This factor represents the risk that a counterparty is either unable or unwilling to settle a transaction in accordance with the underlying contractual terms. A significant increase (decrease) in the credit factor could result in a significantly lower (higher) fair value measurement. The credit factor is determined by the Treasury Division based on the risk rating assigned to each counterparty in which the Company holds a net asset position. The Company's Credit Policy Committee periodically reviews and approves the Expected Default Frequency of the Economic Capital Model for Credit Risk. The Expected Default Frequency is used as the credit factor for interest rate swap agreements.

**Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis**

The Company may be required periodically to measure certain assets and liabilities at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of lower-of-cost-or-fair value accounting or impairment write-downs of individual assets. The following table represents the assets measured at fair value on a nonrecurring basis as of September 30, 2016 and December 31, 2015.

(dollars in thousands)	Fair Value Hierarchy	Net Carrying Amount	Valuation Allowance
<b>September 30, 2016</b>			
Mortgage Servicing Rights - amortization method	Level 3	\$ 19,251	\$ 2,150
<b>December 31, 2015</b>			
Mortgage Servicing Rights - amortization method	Level 3	\$ 21,032	\$ 21
Foreclosed Real Estate	Level 3	824	—
Other Assets - Equipment Held for Sale	Level 3	4,657	9,453

The write-down of mortgage servicing rights accounted for under the amortization method was primarily due to changes in certain key assumptions used to estimate fair value. As previously mentioned, all of the Company's mortgage servicing rights are classified as Level 3 measurements due to the use of significant unobservable inputs, as well as significant management judgment and estimation. The Company's equipment held for sale at December 31, 2015 represented six aircraft that were previously on lease agreements. An impairment charge of \$9.5 million (included in other noninterest expense in the Company's consolidated statements of income) was recorded in the third quarter of 2015 to reduce the carrying value to estimated fair value less cost to sell based on recent appraisals, market conditions, and management judgment. Due to the use of significant unobservable inputs combined with significant management judgment regarding the fair value of the six aircraft, the carrying value was deemed a Level 3 measurement. All aircraft were sold in 2016 resulting in a nominal loss on sale from the reduced carrying value.

**Fair Value Option**

The Company elects the fair value option for all residential mortgage loans held for sale. This election allows for a more effective offset of the changes in fair values of the loans held for sale and the derivative financial instruments used to financially hedge them without having to apply complex hedge accounting requirements. As noted above, the fair value of the Company's residential mortgage loans held for sale was determined based on quoted prices for similar loans in active markets.

The following table reflects the difference between the aggregate fair value and the aggregate unpaid principal balance of the Company's residential mortgage loans held for sale as of September 30, 2016 and December 31, 2015.

(dollars in thousands)	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal
<b>September 30, 2016</b>			
Loans Held for Sale	\$ 68,066	\$ 65,809	\$ 2,257
<b>December 31, 2015</b>			
Loans Held for Sale	\$ 4,808	\$ 4,575	\$ 233

Changes in the estimated fair value of residential mortgage loans held for sale are reported as a component of mortgage banking income in the Company's consolidated statements of income. For the three and nine months ended September 30, 2016 and 2015, the net gains or losses from the change in fair value of the Company's residential mortgage loans held for sale were not material.

***Financial Instruments Not Recorded at Fair Value on a Recurring Basis***

The assumptions used below are expected to approximate those that market participants would use in valuing these financial instruments.

*Investment Securities Held-to-Maturity*

The fair value of the Company's investment securities held-to-maturity was primarily measured using information from a third-party pricing service. Level 1 investment securities are comprised of debt securities issued by the U.S. Treasury as quoted prices were available, unadjusted, for identical securities in active markets. If quoted prices were not available, fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company's third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

*Loans*

The fair value of the Company's loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans were first segregated by type such as commercial, real estate, and consumer, and were then further segmented into fixed and variable rate. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

*Time Deposits*

The fair value of the Company's time deposits was calculated using discounted cash flow analyses, applying discount rates based on market yield curve rates for similar maturities. The fair values of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

*Securities Sold Under Agreements to Repurchase*

The fair value of the Company's securities sold under agreements to repurchase was calculated using discounted cash flow analyses, applying discount rates based on market yield curve rates for similar maturities.

*Other Debt*

The fair value of the Company's other debt was calculated using a discounted cash flow analyses, applying discount rates based on market yield curve rates for similar maturities.

[Table of Contents](#)

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments not recorded at fair value on a recurring basis as of September 30, 2016 and December 31, 2015. This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For non-marketable equity securities such as Federal Home Loan Bank and Federal Reserve Bank stock, the carrying amount is a reasonable estimate of fair value as these securities can only be redeemed or sold at their par value and only to the respective issuing government supported institution or to another member institution. For financial liabilities such as noninterest-bearing demand, interest-bearing demand, and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

(dollars in thousands)	Carrying Amount	Fair Value	Fair Value Measurements		
			Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>September 30, 2016</b>					
Financial Instruments - Assets					
Investment Securities Held-to-Maturity	\$ 3,815,915	\$ 3,893,542	\$ 534,243	\$ 3,359,299	\$ —
Loans <sup>1</sup>	8,340,399	8,708,403	—	—	8,708,403
Financial Instruments - Liabilities					
Time Deposits	1,286,427	1,288,441	—	1,288,441	—
Securities Sold Under Agreements to Repurchase	551,683	551,657	—	551,657	—
Other Debt <sup>2</sup>	257,153	259,366	—	259,366	—
<b>December 31, 2015</b>					
Financial Instruments - Assets					
Investment Securities Held-to-Maturity	\$ 3,982,736	\$ 4,006,412	\$ 489,967	\$ 3,516,445	\$ —
Loans <sup>1</sup>	7,538,454	7,967,385	—	—	7,967,385
Financial Instruments - Liabilities					
Time Deposits	1,177,651	1,178,837	—	1,178,837	—
Securities Sold Under Agreements to Repurchase	628,857	686,853	—	686,853	—
Other Debt <sup>2</sup>	234,938	235,668	—	235,668	—

<sup>1</sup> Net of unearned income and the Allowance.

<sup>2</sup> Excludes capitalized lease obligations.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts and may include statements concerning, among other things, the anticipated economic and business environment in our service area and elsewhere, credit quality and other financial and business matters in future periods, our future results of operations and financial position, our business strategy and plans and our objectives and future operations. We also may make forward-looking statements in our other documents filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC"). In addition, our senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others. Our forward-looking statements are based on numerous assumptions, any of which could prove to be inaccurate, and actual results may differ materially from those projected because of a variety of risks and uncertainties, including, but not limited to: 1) general economic conditions either nationally, internationally, or locally may be different than expected, and particularly, any event that negatively impacts the tourism industry in Hawaii; 2) unanticipated changes in the securities markets, public debt markets, and other capital markets in the U.S. and internationally; 3) competitive pressures in the markets for financial services and products; 4) the impact of legislative and regulatory initiatives, particularly the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"); 5) changes in fiscal and monetary policies of the markets in which we operate; 6) the increased cost of maintaining or the Company's ability to maintain adequate liquidity and capital, based on the requirements adopted by the Basel Committee on Banking Supervision and U.S. regulators; 7) actual or alleged conduct which could harm our reputation; 8) changes in accounting standards; 9) changes in tax laws or regulations or the interpretation of such laws and regulations; 10) changes in our credit quality or risk profile that may increase or decrease the required level of our reserve for credit losses; 11) changes in market interest rates that may affect credit markets and our ability to maintain our net interest margin; 12) the impact of litigation and regulatory investigations of the Company, including costs, expenses, settlements, and judgments; 13) any failure in or breach of our operational systems, information systems or infrastructure, or those of our merchants, third party vendors and other service providers; 14) any interruption or breach of security of our information systems resulting in failures or disruptions in customer account management, general ledger processing, and loan or deposit systems; 15) changes to the amount and timing of proposed common stock repurchases; and 16) natural disasters, public unrest or adverse weather, public health, and other conditions impacting us and our customers' operations. Given these risks and uncertainties, investors should not place undue reliance on any forward-looking statement as a prediction of our actual results. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included under the section entitled "Risk Factors" in Part II of this report and Part I of our Annual Report on Form 10-K for the year ended December 31, 2015, and subsequent periodic and current reports filed with the SEC. Words such as "believes," "anticipates," "expects," "intends," "targeted," and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We undertake no obligation to update forward-looking statements to reflect later events or circumstances, except as may be required by law.

## Overview

Bank of Hawaii Corporation (the “Parent”) is a Delaware corporation and a bank holding company headquartered in Honolulu, Hawaii. The Parent’s principal operating subsidiary is Bank of Hawaii (the “Bank”).

The Bank, directly and through its subsidiaries, provides a broad range of financial services and products to businesses, consumers, and governments in Hawaii, Guam, and other Pacific Islands. References to “we,” “our,” “us,” or the “Company” refer to the Parent and its subsidiaries that are consolidated for financial reporting purposes.

Our business strategy is to use our unique market knowledge, prudent management discipline and brand strength to deliver exceptional value to our stakeholders.

### *Hawaii Economy*

General economic conditions in Hawaii remained positive during the third quarter of 2016 including a strong tourism industry, a robust real estate market, and an active construction industry. The unemployment rate in Hawaii remained relatively low. For the first eight months of 2016, total visitor arrivals increased 2.6% while total visitor spending increased 3.0% compared to the same period in 2015. The statewide seasonally-adjusted unemployment rate was 3.3% in September 2016 compared to 5.0% nationally. For the first nine months of 2016, the volume of single-family home sales on Oahu increased 4.8%, while the volume of condominium sales on Oahu increased 9.0% compared with the same period in 2015. The median price of single-family home sales and condominium sales on Oahu increased 5.2% and 8.7%, respectively, for the first nine months of 2016 compared to the same period in 2015. As of September 30, 2016, months of inventory of single-family homes and condominiums on Oahu remained low at 2.9 months and 3.0 months, respectively.

### *Earnings Summary*

Net income for the third quarter of 2016 was \$43.5 million, an increase of \$9.2 million or 27% compared to the same period in 2015. Diluted earnings per share was \$1.02 for the third quarter of 2016, an increase of \$0.23 or 29% compared to the same period in 2015.

Our higher earnings for the third quarter of 2016 were primarily due to the following:

- Other noninterest expense for the third quarter of 2016 was \$16.3 million, a decrease of \$8.5 million or 34% compared to the same period in 2015. This decrease was primarily due to a \$9.5 million impairment charge in the third quarter of 2015 on six aircraft which were previously on lease agreements. All aircraft were sold in the first quarter of 2016 resulting in a nominal loss on sale from the reduced carrying value. The decrease in noninterest expense was partially offset by our increased investment in solar energy tax credit partnerships, which caused the related amortization expense to increase by \$0.7 million. However, the federal and state tax benefits related to these partnership investments resulted in a net benefit to overall net income. The tax benefits are recorded as a reduction to income tax expense.
- Net interest income for the third quarter of 2016 was \$103.9 million, an increase of \$6.0 million or 6% compared to the same period in 2015. This increase was primarily due to a higher level of earning assets, including growth in both our commercial and consumer lending portfolios, combined with a higher net interest margin. The higher level of earning assets was primarily due to higher deposit balances. Our net interest margin was 2.80% in the third quarter of 2016, an increase of 3 basis points compared to the same period in 2015. The higher margin in 2016 was primarily due to our loans, which generally have higher yields than our investment securities, comprising a larger percentage of our earning assets compared to 2015.
- Mortgage banking income for the third quarter of 2016 was \$6.4 million, an increase of \$3.1 million or 93% compared to the same period in 2015. This increase was primarily due to higher loan production and sales of conforming saleable loans from our mortgage portfolio.
- Other noninterest income for the third quarter of 2016 was \$5.0 million, an increase of \$2.3 million or 87% compared to the same period in 2015. This increase was primarily due to a \$1.2 million increase in fees for our customer interest rate swap derivatives. In addition, in the third quarter of 2015 we recorded a \$1.0 million loss on the pending sale of an aircraft lease.

These items were partially offset by the following:

- Provision for income taxes for the third quarter of 2016 was \$18.5 million, an increase of \$3.6 million or 24% compared to the same period in 2015 primarily due to higher pretax income. The effective tax rate for the third quarter of 2016 was 29.84%, down from 30.37% for the same period in 2015. The lower effective tax rate was primarily due to the release of reserves from a settlement with the IRS related to prior tax years, increased energy tax credits from solar energy tax credit partnerships and the release of state tax reserves due to the lapse in the statute of limitations related to prior tax years.
- Salaries and benefits expense for the third quarter of 2016 was \$49.7 million, an increase of \$3.1 million or 7% compared to the same period in 2015. This increase was primarily due to a \$1.5 million increase in incentive compensation. Salaries expense increased by \$0.5 million primarily due to merit increases. Medical, dental, and life insurance increased by \$0.5 million due to higher medical claims in our self-insured plan. Commission expense increased by \$0.4 million primarily due to an increase in loan origination and refinance activity.
- We recorded a \$2.5 million provision for credit losses in the third quarter of 2016 compared to no provision recorded in the same period in 2015. We determined that the allowance for loan and lease losses should be \$104.0 million as of September 30, 2016.
- Net occupancy expense for the third quarter of 2016 was \$8.5 million, an increase of \$1.1 million or 15% compared to the same period in 2015 primarily due to a \$1.7 million gain on the sale of two real estate properties in Guam during the third quarter of 2015. This increase was partially offset by a \$0.3 million decrease in utilities expense primarily due to lower electricity rates and usage.

Net income for the first nine months of 2016 was \$137.9 million, an increase of \$20.1 million or 17% compared to the same period in 2015. Diluted earnings per share was \$3.21 for the first nine months of 2016, an increase of \$0.50 or 18% compared to the same period in 2015.

Our higher earnings for the first nine months of 2016 were primarily due to the following:

- Net interest income for the first nine months of 2016 was \$310.5 million, an increase of \$18.0 million or 6% compared to the same period in 2015. This increase was primarily due to a higher level of earning assets, including growth in both our commercial and consumer lending portfolios, and higher net interest margin. The higher level of earning assets was primarily due to higher deposit balances. In addition, we also recorded an additional \$1.3 million of interest income in the first quarter of 2016 due to the full recovery of a non-performing commercial and industrial loan. Our net interest margin was 2.84% for the first nine months of 2016, an increase of 5 basis points compared to the same period in 2015. The higher margin in 2016 was primarily due to our loans, which generally have higher yields than our investment securities, comprising a larger percentage of our earnings assets compared to 2015. The higher margin in 2016 was also due to the aforementioned interest income recovery.
- Other noninterest expense for the first nine months of 2016 was \$47.2 million, a decrease of \$6.4 million or 12% compared to the same period in 2015 primarily due to the aforementioned \$9.5 million impairment charge on six aircraft in the third quarter of 2015. This decrease was partially offset by our increased investment in solar energy tax credit partnerships, which caused the related amortization expense to increase by \$1.2 million. We also experienced an increase in temporary employment services (\$0.9 million) and advertising (\$0.6 million).
- Mortgage banking income for the first nine months of 2016 was \$13.6 million, an increase of \$5.2 million or 61% compared to the same period in 2015. This increase was primarily due to higher loan production and sales of conforming saleable loans from our mortgage portfolio. This increase was partially offset by a \$2.1 million valuation impairment to our mortgage servicing rights primarily due to the decline in interest rates.
- Other noninterest income for the first nine months of 2016 was \$14.6 million, an increase of \$4.4 million or 44% compared to the same period in 2015. This increase was primarily due to a \$1.7 million increase in net gain on sale of previously leased assets, and a \$1.7 million increase in fees for our customer interest rate swap derivatives. Also contributing to the increase was the aforementioned \$1.0 million loss on the pending sale of an aircraft lease in the third quarter of 2015.
- Net occupancy expense for the first nine months of 2016 was \$22.7 million, a decrease of \$2.7 million or 11% compared to the same period in 2015. This decrease was primarily due to a \$0.8 million increase in gains on the sale of real property. In addition, utilities expense decreased by \$0.8 million primarily due to lower electricity rates and usage. Net rental expense also decreased by \$0.5 million.

These items were partially offset by the following:

- Provision for income taxes for the first nine months of 2016 was \$60.9 million, an increase of \$7.2 million or 13% compared to the same period in 2015 primarily due to higher pretax income. The effective tax rate for the first nine months of 2016 was 30.62%, down from 31.28% for the same period in 2015. The lower effective tax rate was due to the aforementioned release of federal and state tax reserves and the release of state tax reserves in the second quarter of 2016, partially offset by higher pretax income compared to a fixed amount of tax credits.
- Salaries and benefits expense for the first nine months of 2016 was \$150.5 million, an increase of \$6.6 million or 5% compared to the same period in 2015 primarily due to a \$3.9 million increase in incentive compensation and a \$2.3 million increase in salaries expense. Medical, dental, and life insurance increased by \$1.6 million due to higher medical claims in our self-insured plan. Commission expense increased by \$0.4 million primarily due to an increase in loan origination and refinance activity. These increases were partially offset by a \$2.0 million decrease in separation expense.
- We recorded a \$1.5 million provision for credit losses for the first nine months of 2016 compared to no provision recorded in the same period in 2015. We determined that the allowance for loan and lease losses should be \$104.0 million as of September 30, 2016.

We maintained a strong balance sheet during the third quarter of 2016, with what we believe are adequate reserves for credit losses and high levels of liquidity and capital.

- Total loans and leases were \$8.7 billion as of September 30, 2016, an increase of \$815.1 million or 10% from December 31, 2015 primarily due to growth in both our commercial and consumer lending portfolios.
- The allowance for loan and lease losses (the "Allowance") was \$104.0 million as of September 30, 2016, an increase of \$1.2 million or 1% from December 31, 2015. The Allowance represents 1.20% of total loans and leases outstanding as of September 30, 2016 and 1.31% of total loans and leases outstanding as of December 31, 2015. The level of our Allowance was commensurate with the Company's credit risk profile, loan portfolio growth and composition, and a healthy Hawaii economy.
- As of September 30, 2016, the total carrying value of our investment securities portfolio was \$6.0 billion, a decrease of \$210.2 million or 3% compared to December 31, 2015. During the first nine months of 2016, we continued to reduce our positions in mortgage-backed securities issued by Ginnie Mae. We re-invested these proceeds primarily into higher yielding loan products. In addition, we increased our holdings in Small Business Administration securities and mortgage-backed securities issued by Fannie Mae and Freddie Mac. Ginnie Mae mortgage-backed securities continue to be our largest concentration in our portfolio.
- Total deposits were \$13.8 billion as of September 30, 2016, an increase of \$557.3 million or 4% from December 31, 2015 primarily due to higher commercial and consumer core deposits.
- Total shareholders' equity was \$1.2 billion as of September 30, 2016, an increase of \$47.6 million or 4% from December 31, 2015. We continued to return capital to our shareholders in the form of share repurchases and dividends. During the first nine months of 2016, we repurchased 772,658 shares of our common stock at a total cost of \$51.4 million under our share repurchase program and from shares purchased from employees and/or directors in connection with income tax withholdings related to the vesting of restricted stock, shares purchased for a deferred compensation plan, and stock swaps, less shares distributed from the deferred compensation plan. We also paid cash dividends of \$60.7 million during the first nine months of 2016.

[Table of Contents](#)

Our financial highlights are presented in Table 1.

**Financial Highlights**
**Table 1**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(dollars in thousands, except per share amounts)	2016	2015	2016	2015
<b>For the Period:</b>				
<b>Operating Results</b>				
Net Interest Income	\$ 103,912	\$ 97,891	\$ 310,486	\$ 292,443
Provision for Credit Losses	2,500	—	1,500	—
Total Noninterest Income	48,114	43,221	150,840	141,453
Total Noninterest Expense	87,532	91,888	260,989	262,377
Net Income	43,493	34,276	137,948	117,872
Basic Earnings Per Share	1.02	0.79	3.23	2.72
Diluted Earnings Per Share	1.02	0.79	3.21	2.71
Dividends Declared Per Share	0.48	0.45	1.41	1.35
<b>Performance Ratios</b>				
Return on Average Assets	1.09%	0.89%	1.17%	1.05%
Return on Average Shareholders' Equity	14.89	12.45	16.09	14.62
Efficiency Ratio <sup>1</sup>	57.58	65.12	56.57	60.47
Net Interest Margin <sup>2</sup>	2.80	2.77	2.84	2.79
Dividend Payout Ratio <sup>3</sup>	47.06	56.96	43.65	49.63
Average Shareholders' Equity to Average Assets	7.30	7.18	7.30	7.15
<b>Average Balances</b>				
Average Loans and Leases	\$ 8,483,588	\$ 7,545,985	\$ 8,210,596	\$ 7,301,656
Average Assets	15,906,760	15,220,660	15,695,251	15,069,405
Average Deposits	13,687,186	13,008,890	13,492,609	12,887,019
Average Shareholders' Equity	1,161,655	1,092,592	1,145,094	1,077,828
<b>Market Price Per Share of Common Stock</b>				
Closing	\$ 72.62	\$ 63.49	\$ 72.62	\$ 63.49
High	73.44	69.00	73.44	69.00
Low	65.19	58.53	54.55	53.90
			<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b>As of Period End:</b>				
<b>Balance Sheet Totals</b>				
Loans and Leases			\$ 8,694,097	\$ 7,878,985
Total Assets			16,014,643	15,455,016
Total Deposits			13,808,365	13,251,103
Other Debt			267,954	245,786
Total Shareholders' Equity			1,163,859	1,116,260
<b>Asset Quality</b>				
Non-Performing Assets			\$ 18,672	\$ 28,801
Allowance for Loan and Lease Losses			104,033	102,880
Allowance to Loans and Leases Outstanding			1.20%	1.31%
<b>Capital Ratios</b>				
Common Equity Tier 1 Capital Ratio			13.40%	13.97%
Tier 1 Capital Ratio			13.40	13.97
Total Capital Ratio			14.65	15.22
Tier 1 Leverage Ratio			7.25	7.26
Total Shareholders' Equity to Total Assets			7.27	7.22
Tangible Common Equity to Tangible Assets <sup>4</sup>			7.08	7.03
Tangible Common Equity to Risk-Weighted Assets <sup>4</sup>			13.18	13.62

**Non-Financial Data**

Full-Time Equivalent Employees	2,125	2,164
Branches	70	70
ATMs	450	456

<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 the "Use of Non-GAAP Financial Measures" section below.

**Use of Non-GAAP Financial Measures**

The ratios “tangible common equity to tangible assets” and “tangible common equity to risk-weighted assets” are Non-GAAP financial measures. The Company believes these measurements are useful for investors, regulators, management and others to evaluate capital adequacy relative to other financial institutions. Although these Non-GAAP financial measures are frequently used by stakeholders in the evaluation of a financial institution, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. Table 2 provides a reconciliation of these Non-GAAP financial measures with their most closely related GAAP measures.

<b>GAAP to Non-GAAP Reconciliation</b>	<b>Table 2</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Total Shareholders' Equity	\$ 1,163,859	\$ 1,116,260
Less: Goodwill	31,517	31,517
<b>Tangible Common Equity</b>	<b>\$ 1,132,342</b>	<b>\$ 1,084,743</b>
Total Assets	\$ 16,014,643	\$ 15,455,016
Less: Goodwill	31,517	31,517
<b>Tangible Assets</b>	<b>\$ 15,983,126</b>	<b>\$ 15,423,499</b>
Risk-Weighted Assets, determined in accordance with prescribed regulatory requirements	\$ 8,591,440	\$ 7,962,484
Total Shareholders' Equity to Total Assets	7.27%	7.22%
<b>Tangible Common Equity to Tangible Assets (Non-GAAP)</b>	<b>7.08%</b>	<b>7.03%</b>
Tier 1 Capital Ratio	13.40%	13.97%
<b>Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)</b>	<b>13.18%</b>	<b>13.62%</b>

## Analysis of Statements of Income

Average balances, related income and expenses, and resulting yields and rates are presented in Table 3. An analysis of the change in net interest income, on a taxable-equivalent basis, is presented in Table 4.

**Average Balances and Interest Rates - Taxable-Equivalent Basis**
**Table 3**

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015			Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
(dollars in millions)												
<b>Earning Assets</b>												
Interest-Bearing Deposits in Other Banks	\$ 4.1	\$ —	0.19%	\$ 3.4	\$ —	0.22%	\$ 4.2	\$ —	0.26%	\$ 3.3	\$ —	0.27%
Funds Sold	585.9	0.7	0.46	508.2	0.3	0.22	586.8	2.0	0.46	488.8	0.8	0.22
Investment Securities												
Available-for-Sale												
Taxable	1,574.9	6.8	1.72	1,524.4	6.5	1.69	1,594.3	20.9	1.75	1,547.8	19.5	1.68
Non-Taxable	687.1	5.4	3.16	719.4	5.8	3.19	697.9	16.5	3.16	722.8	17.2	3.18
Held-to-Maturity												
Taxable	3,563.8	17.8	1.99	3,953.3	19.1	1.93	3,627.4	55.2	2.03	4,032.8	63.2	2.09
Non-Taxable	243.7	2.4	3.90	247.3	2.4	3.93	244.6	7.2	3.91	248.2	7.3	3.93
<b>Total Investment Securities</b>	<b>6,069.5</b>	<b>32.4</b>	<b>2.13</b>	<b>6,444.4</b>	<b>33.8</b>	<b>2.09</b>	<b>6,164.2</b>	<b>99.8</b>	<b>2.16</b>	<b>6,551.6</b>	<b>107.2</b>	<b>2.18</b>
Loans Held for Sale	57.7	0.5	3.52	13.4	0.1	3.82	30.0	0.8	3.58	9.2	0.3	3.72
Loans and Leases <sup>1</sup>												
Commercial and Industrial	1,192.0	9.8	3.26	1,166.7	9.3	3.15	1,165.2	30.3	3.48	1,151.3	27.2	3.16
Commercial Mortgage	1,730.2	15.4	3.55	1,568.2	15.0	3.79	1,702.1	47.5	3.73	1,506.3	43.0	3.82
Construction	239.4	2.6	4.38	124.5	1.5	4.93	206.9	6.9	4.47	118.2	4.2	4.75
Commercial Lease Financing	195.1	1.2	2.38	216.2	1.9	3.50	196.8	3.7	2.48	222.4	5.8	3.46
Residential Mortgage	3,082.9	30.4	3.94	2,832.4	28.8	4.07	3,002.6	90.0	4.00	2,734.0	84.6	4.13
Home Equity	1,254.4	11.3	3.59	961.3	8.6	3.58	1,176.5	32.0	3.63	915.8	24.9	3.63
Automobile	426.2	5.5	5.15	359.2	4.7	5.18	407.0	15.8	5.17	345.1	13.5	5.21
Other <sup>2</sup>	363.4	7.0	7.69	317.5	6.1	7.60	353.5	20.4	7.70	308.6	17.3	7.49
<b>Total Loans and Leases</b>	<b>8,483.6</b>	<b>83.2</b>	<b>3.91</b>	<b>7,546.0</b>	<b>75.9</b>	<b>4.00</b>	<b>8,210.6</b>	<b>246.6</b>	<b>4.01</b>	<b>7,301.7</b>	<b>220.5</b>	<b>4.03</b>
Other	39.9	0.1	1.66	37.5	0.3	3.33	38.8	0.5	1.83	51.6	0.9	2.39
<b>Total Earning Assets <sup>3</sup></b>	<b>15,240.7</b>	<b>116.9</b>	<b>3.06</b>	<b>14,552.9</b>	<b>110.4</b>	<b>3.02</b>	<b>15,034.6</b>	<b>349.7</b>	<b>3.10</b>	<b>14,406.2</b>	<b>329.7</b>	<b>3.05</b>
Cash and Due From Banks	133.2			131.6			128.2			131.3		
Other Assets	532.9			536.2			532.5			531.9		
<b>Total Assets</b>	<b>\$ 15,906.8</b>			<b>\$ 15,220.7</b>			<b>\$ 15,695.3</b>			<b>\$ 15,069.4</b>		
<b>Interest-Bearing Liabilities</b>												
Interest-Bearing Deposits												
Demand	\$ 2,770.2	\$ 0.2	0.03%	\$ 2,622.4	\$ 0.2	0.03%	\$ 2,756.7	\$ 0.7	0.03%	\$ 2,604.0	\$ 0.6	0.03%
Savings	5,208.3	1.1	0.09	5,067.8	1.1	0.90	5,177.0	3.4	0.09	5,011.2	3.3	0.09
Time	1,272.6	1.9	0.59	1,201.3	1.1	0.36	1,232.1	5.1	0.55	1,278.1	3.3	0.35
<b>Total Interest-Bearing Deposits</b>	<b>9,251.1</b>	<b>3.2</b>	<b>0.14</b>	<b>8,891.5</b>	<b>2.4</b>	<b>0.11</b>	<b>9,165.8</b>	<b>9.2</b>	<b>0.13</b>	<b>8,893.3</b>	<b>7.2</b>	<b>0.11</b>
Short-Term Borrowings	8.7	—	0.13	8.5	—	0.14	7.9	—	0.14	8.5	—	0.14
Securities Sold Under Agreements to Repurchase	556.5	5.7	4.02	643.3	6.3	3.84	582.0	18.0	4.06	664.4	19.1	3.79
Other Debt	268.0	1.1	1.66	223.2	0.8	1.34	242.5	3.1	1.73	190.5	2.0	1.39
<b>Total Interest-Bearing Liabilities</b>	<b>10,084.3</b>	<b>10.0</b>	<b>0.39</b>	<b>9,766.5</b>	<b>9.5</b>	<b>0.38</b>	<b>9,998.2</b>	<b>30.3</b>	<b>0.40</b>	<b>9,756.7</b>	<b>28.3</b>	<b>0.38</b>
<b>Net Interest Income</b>	<b>\$ 106.9</b>			<b>\$ 100.9</b>			<b>\$ 319.4</b>			<b>\$ 301.4</b>		
Interest Rate Spread			2.67%			2.64%			2.70%			2.67%
Net Interest Margin			2.80%			2.77%			2.84%			2.79%
Noninterest-Bearing Demand Deposits												
Other Liabilities	4,436.1			4,117.4			4,326.8			3,993.7		
Shareholders' Equity	224.7			244.2			225.2			241.2		
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 15,906.8</b>			<b>\$ 15,220.7</b>			<b>\$ 15,695.3</b>			<b>\$ 15,069.4</b>		

<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 35%, of \$3.0 million for both the three months ended September 30, 2016 and 2015, and \$9.0 million and \$8.9 million for the nine months ended September 30, 2016 and 2015, respectively.

**Analysis of Change in Net Interest Income - Taxable-Equivalent Basis**

**Table 4**

(dollars in millions)	Nine Months Ended September 30, 2016 Compared to September 30, 2015		
	Volume <sup>1</sup>	Rate <sup>1</sup>	Total
<b>Change in Interest Income:</b>			
Funds Sold	\$ 0.2	\$ 1.0	\$ 1.2
<b>Investment Securities</b>			
Available-for-Sale			
Taxable	0.6	0.8	1.4
Non-Taxable	(0.6)	(0.1)	(0.7)
Held-to-Maturity			
Taxable	(6.2)	(1.8)	(8.0)
Non-Taxable	(0.1)	—	(0.1)
Total Investment Securities	(6.3)	(1.1)	(7.4)
Loans Held for Sale	0.5	—	0.5
<b>Loans and Leases</b>			
Commercial and Industrial	0.4	2.7	3.1
Commercial Mortgage	5.5	(1.0)	4.5
Construction	3.0	(0.3)	2.7
Commercial Lease Financing	(0.6)	(1.5)	(2.1)
Residential Mortgage	8.1	(2.7)	5.4
Home Equity	7.1	—	7.1
Automobile	2.4	(0.1)	2.3
Other <sup>2</sup>	2.6	0.5	3.1
Total Loans and Leases	28.5	(2.4)	26.1
Other	(0.2)	(0.2)	(0.4)
<b>Total Change in Interest Income</b>	<b>22.7</b>	<b>(2.7)</b>	<b>20.0</b>
<b>Change in Interest Expense:</b>			
<b>Interest-Bearing Deposits</b>			
Demand	—	0.1	0.1
Savings	0.1	—	0.1
Time	(0.1)	1.9	1.8
Total Interest-Bearing Deposits	—	2.0	2.0
Securities Sold Under Agreements to Repurchase	(2.4)	1.3	(1.1)
Other Debt	0.6	0.5	1.1
<b>Total Change in Interest Expense</b>	<b>(1.8)</b>	<b>3.8</b>	<b>2.0</b>
<b>Change in Net Interest Income</b>	<b>\$ 24.5</b>	<b>\$ (6.5)</b>	<b>\$ 18.0</b>

<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.

*Net Interest Income*

Net interest income is affected by the size and mix of our balance sheet components as well as the spread between interest earned on assets and interest paid on liabilities. Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

Net interest income was \$103.9 million for the third quarter of 2016, an increase of \$6.0 million or 6% compared to the same period in 2015. On a taxable-equivalent basis, net interest income was \$106.9 million for the third quarter of 2016, an increase of \$6.0 million or 6% compared to the same period in 2015. Net interest income was \$310.5 million for the first nine months of 2016, an increase of \$18.0 million or 6% compared to the same period in 2015. On a taxable-equivalent basis, net interest income was \$319.4 million for the first nine months of 2016, an increase of \$18.0 million or 6% compared to the same period in 2015. This increase was primarily due to a higher level of earning assets, including growth in both our commercial and consumer lending portfolios, and higher net interest margin. The higher level of earning assets was primarily due to higher deposit balances. In addition, we recorded an additional \$1.3 million of interest income in the first quarter of 2016 due to the

full recovery of a non-performing commercial and industrial loan. Net interest margin was 2.80% for the third quarter of 2016, an increase of three basis points compared to the same period in 2015. Net interest margin was 2.84% for the first nine months of 2016, an increase of five basis points compared to the same period in 2015. The higher margins in 2016 were primarily due to our loans, which generally have higher yields than our investment securities, comprising a larger percentage of our earning assets compared to 2015. The higher margin in the first nine months of 2016 compared to the same period in 2015 was also due to the aforementioned interest income recovery.

Yields on our earning assets increased by four basis points in the third quarter of 2016 and by five basis points for the first nine months of 2016 compared to the same periods in 2015 primarily due to the aforementioned shift in the mix of our earning assets from investment securities to loans which generally have higher yields. Yields on our commercial and industrial portfolio increased by 11 basis points in the third quarter of 2016 and by 32 basis points for the first nine months of 2016 compared to the same periods in 2015 primarily due to higher year-over-year rates on floating rate loans and due to the aforementioned interest income recovered on non-performing loans in the first quarter of 2016. Yields on our commercial mortgage portfolio decreased by 24 basis points in the third quarter of 2016 and by nine basis points for the first nine months of 2016 compared to the same periods in 2015. The yield decrease in the third quarter of 2016 compared to the same period in 2015 was primarily due to a reversal of \$0.8 million for an interest recovery previously recorded in the second quarter of 2016. Contributing to the yield increase in earning assets in the third quarter of 2016 compared to the same period in 2015 was a four basis points yield increase in our investment securities portfolio primarily due to lower premium amortization. Partially offsetting the overall yield increase in our earning assets were lower yields in our residential mortgage portfolio and slightly higher funding costs. Yields on our residential mortgage portfolio decreased by 13 basis points in both the third quarter and the first nine months of 2016 compared to the same periods in 2015 primarily due to continued payoff activity of higher-rate mortgage loans and the addition of lower-rate mortgage loans to our portfolio. In addition, yield on our investment securities portfolio decreased by two basis points in the first nine months of 2016 compared to the same period in 2015 primarily due to reinvestment into lower yielding securities, a reflection of the continued low interest rate environment, partially offset by lower premium amortization. Funding costs rose slightly in 2016 compared to 2015. Interest rates paid on our time deposits increased by 23 basis points in the third quarter of 2016 and by 20 basis points for the first nine months of 2016 compared to the same periods in 2015 due to new public time deposits at higher rates. Interest rates paid on our securities sold under agreements to repurchase increased by 18 basis points in the third quarter of 2016 and by 27 basis points for the first nine months of 2016 compared to the same periods in 2015 due to a decrease in repurchase agreements with local government entities which have relatively shorter terms at lower interest rates. The remaining balance in our repurchase agreements consists mainly of those with private entities which have relatively longer terms at higher interest rates.

Average balances of our earning assets increased by \$687.8 million or 5% in the third quarter of 2016 and by \$628.4 million or 4% in the first nine months of 2016 compared to the same periods in 2015 primarily due to an increase in the average balances of our loans and leases. Average balances of our loans and leases portfolio increased by \$937.6 million in the third quarter of 2016 and by \$908.9 million in the first nine months of 2016 compared to the same periods in 2015 primarily due to higher average balances in our commercial mortgage, residential mortgage, and home equity portfolios. The average balance of our commercial mortgage portfolio increased by \$162.0 million in the third quarter of 2016 and by \$195.8 million in the first nine months of 2016 compared to the same periods in 2015 primarily due to increased demand from new and existing customers as the real estate market in Hawaii continued to improve. The average balance of our residential mortgage portfolio increased by \$250.5 million in the third quarter of 2016 and by \$268.6 million in the first nine months of 2016 compared to the same periods in 2015 primarily due to an increase in loan origination and refinancing activity. The average balance of our home equity portfolio increased by \$293.1 million in the third quarter of 2016 and by \$260.7 million in the first nine months of 2016 compared to the same periods in 2015 due in large part to the strong economy. In addition, we experienced steady line utilization during the first nine months of 2016. Partially offsetting the increase in the average balances of our loans and leases portfolio was a \$374.9 million decrease in the average balance of our total investment securities portfolio in the third quarter of 2016 and a \$387.4 million decrease in the first nine months of 2016 compared to the same periods in 2015 primarily due to the shift in the mix of our earning assets from investment securities to loans.

Average balances of our interest-bearing liabilities increased by \$317.8 million or 3% in the third quarter of 2016 and by \$241.5 million or 2% in the first nine months of 2016 compared to the same periods in 2015 primarily due to continued growth in our relationship checking and savings deposit products.

#### *Provision for Credit Losses*

The provision for credit losses (the "Provision") reflects our judgment of the expense or benefit necessary to achieve the appropriate amount of the Allowance. We maintain the Allowance at levels we believe adequate to cover our estimate of probable credit losses as of the end of the reporting period. The Allowance is determined through detailed quarterly analyses of the loan and lease portfolio. The Allowance is based on our loss experience and changes in the economic environment, as well

as an ongoing assessment of credit quality. Additional factors that are considered in determining the amount of the Allowance are the level of net charge-offs, non-performing assets, risk rating migration, as well as changes in our portfolio size and composition. We recorded a provision of \$2.5 million in the third quarter of 2016 compared to no provision in the same period in 2015. Our decision to record a provision is reflective of our evaluation as to the adequacy of the Allowance. For the first nine months of 2016, we recorded a provision of \$1.5 million compared to no provision for the same period in 2015. For further discussion on the Allowance, see “Corporate Risk Profile - Reserve for Credit Losses” in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

*Noninterest Income*

Noninterest income increased by \$4.9 million or 11% in the third quarter of 2016 and by \$9.4 million or 7% for the first nine months of 2016 compared to the same periods in 2015.

Table 5 presents the components of noninterest income.

(dollars in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Change	2016	2015	Change
Trust and Asset Management	\$ 11,008	\$ 11,907	\$ (899)	\$ 34,971	\$ 36,442	\$ (1,471)
Mortgage Banking	6,362	3,291	3,071	13,639	8,453	5,186
Service Charges on Deposit Accounts	8,524	8,669	(145)	25,117	25,409	(292)
Fees, Exchange, and Other Service Charges	14,023	13,340	683	41,445	39,589	1,856
Investment Securities Gains (Losses), Net	(328)	24	(352)	10,540	10,341	199
Annuity and Insurance	1,653	1,721	(68)	5,560	5,650	(90)
Bank-Owned Life Insurance	1,911	1,609	302	5,010	5,431	(421)
Other Income	4,961	2,660	2,301	14,558	10,138	4,420
<b>Total Noninterest Income</b>	<b>\$ 48,114</b>	<b>\$ 43,221</b>	<b>\$ 4,893</b>	<b>\$ 150,840</b>	<b>\$ 141,453</b>	<b>\$ 9,387</b>

Trust and asset management income is comprised of fees earned from the management and administration of trusts and other customer assets. These fees are largely based upon the market value of the assets we manage and the fee rate charged to customers. Total trust assets under administration were \$9.0 billion as of September 30, 2016 and 2015. Trust and asset management income decreased by \$0.9 million or 8% in the third quarter of 2016 compared to the same period in 2015. This decrease was primarily due to a \$0.7 million decrease in special service fees, mainly the result of termination fees received in the third quarter of 2015. Trust and asset management income decreased by \$1.5 million or 4% for the first nine months of 2016 compared to the same period in 2015. This decrease was primarily due to a decrease in employee benefit trust fees (\$0.8 million), agency fees (\$0.5 million), common trust fund fees (\$0.4 million) and other trust fees (\$0.4 million) primarily due to a decline in the number of customer accounts under administration. This decrease was partially offset by a \$0.7 million increase in special services fees mainly the result of a \$1.2 million service fee received from the sale of real estate in the second quarter of 2016, partially offset by the aforementioned termination fees received in the third quarter of 2015.

Mortgage banking income is highly influenced by mortgage interest rates, the housing market, the amount of saleable loans we sell, and also our valuation of mortgage servicing rights. Mortgage banking income increased by \$3.1 million or 93% in the third quarter of 2016 and by \$5.2 million or 61% for the first nine months of 2016 compared to the same periods in 2015. This increase was primarily due to higher loan production and sales of conforming saleable loans from our mortgage portfolio. The year-to-date increase in mortgage banking income was partially offset by a \$2.1 million valuation impairment to our mortgage servicing rights, recorded in the first nine months of 2016, primarily due to the decline in interest rates.

Fees, exchange, and other service charges are primarily comprised of debit and credit card income, fees from ATMs, merchant service activity, and other loan fees and service charges. Fees, exchange, and other service charges increased by \$0.7 million or 5% in the third quarter of 2016 compared to the same period in 2015. This increase was primarily due to a \$0.4 million increase in debit card income due largely to increased transaction volume. Fees, exchange, and other service charges increased by \$1.9 million or 5% for the first nine months of 2016 compared to the same period in 2015. This increase was primarily due to a \$1.0 million increase in debit card income, a \$0.6 million increase in other loan fees, and a \$0.6 million increase in credit card commissions and fees.

Net losses on sales of investment securities totaled \$0.3 million in the third quarter of 2016 compared to a net gain of less than \$0.1 million during the same period in 2015. The net loss in the current quarter was due to quarterly fees paid to the counterparties of our prior Visa Class B share sale transactions. Net gains on sales of investment securities totaled \$10.5 million for the first nine months of 2016 compared to \$10.3 million during the same period in 2015. The net gain in 2016 was

[Table of Contents](#)

due to an \$11.2 million gain on the sale of 100,000 Visa Class B shares during the first quarter of 2016. The net gain in 2015 was primarily due to a \$10.1 million gain on the sale of 95,000 Visa Class B shares during the first quarter of 2015. We received these Class B shares in 2008 as part of Visa's initial public offering. These shares are transferable only under limited circumstances until they can be converted into the publicly traded Class A shares. This conversion will not occur until the settlement of certain litigation which is indemnified by Visa members such as the Company. Visa funded an escrow account from its initial public offering to settle these litigation claims. Should this escrow account be insufficient to cover these litigation claims, Visa is entitled to fund additional amounts to the escrow account by reducing each member bank's Class B conversion ratio to unrestricted Class A shares. Concurrent with the sale of these Visa Class B shares, we entered into an agreement with the buyer that requires payment to the buyer in the event Visa further reduces the conversion ratio. Based on the existing transfer restriction and the uncertainty of the covered litigation, the remaining 184,814 Visa Class B shares (304,629 Class A equivalent shares) that we own are carried at a zero cost basis. We also contributed to the Bank of Hawaii Foundation 3,900 and 4,500 Visa Class B shares during the third quarters of 2016 and 2015, respectively. For the first nine months of 2016 and 2015, we contributed 3,900 and 13,800 Visa Class B shares, respectively, to the Bank of Hawaii Foundation.

Bank-owned life insurance increased by \$0.3 million or 19% in the third quarter of 2016 compared to the same period in 2015 primarily due to a \$0.3 million death benefit received in the current quarter. Bank-owned life insurance decreased by \$0.4 million or 8% for the first nine months of 2016 compared to the same period in 2015 primarily due to a \$0.6 million death benefit received in the second quarter of 2015, partially offset by the aforementioned \$0.3 million death benefit received in the current quarter.

Other noninterest income increased by \$2.3 million or 87% in the third quarter of 2016 compared to the same period in 2015. This increase was primarily due to a \$1.2 million increase in fees for our customer interest rate swap derivatives. In addition, in the third quarter of 2015 we recorded a \$1.0 million loss on the pending sale of an aircraft lease. The sale closed in the fourth quarter of 2015. Other noninterest income increased by \$4.4 million or 44% for the first nine months of 2016 compared to the same period in 2015. This increase was primarily due to a \$1.7 million increase in net gain on sale of previously leased assets, and a \$1.7 million increase in fees for our customer interest rate swap derivatives. Also contributing to the increase was the aforementioned \$1.0 million loss on the pending sale of an aircraft lease in the third quarter of 2015.

*Noninterest Expense*

Noninterest expense decreased by \$4.4 million or 5% in the third quarter of 2016 and by \$1.4 million or 1% for the first nine months of 2016 compared to the same periods in 2015.

Table 6 presents the components of noninterest expense.

(dollars in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Change	2016	2015	Change
Salaries	\$ 29,401	\$ 28,905	\$ 496	\$ 87,339	\$ 85,033	\$ 2,306
Incentive Compensation	5,743	4,223	1,520	17,625	13,696	3,929
Share-Based Compensation	2,968	2,616	352	8,024	7,712	312
Commission Expense	2,051	1,639	412	5,559	5,158	401
Retirement and Other Benefits	3,866	4,064	(198)	12,912	12,912	—
Payroll Taxes	2,224	2,200	24	8,089	8,063	26
Medical, Dental, and Life Insurance	3,366	2,870	496	10,130	8,503	1,627
Separation Expense	106	59	47	850	2,889	(2,039)
<b>Total Salaries and Benefits</b>	<b>49,725</b>	<b>46,576</b>	<b>3,149</b>	<b>150,528</b>	<b>143,966</b>	<b>6,562</b>
Net Occupancy	8,510	7,403	1,107	22,671	25,341	(2,670)
Net Equipment	4,913	4,804	109	15,387	14,918	469
Data Processing	3,620	3,920	(300)	11,543	11,366	177
Professional Fees	2,396	2,258	138	7,082	6,857	225
FDIC Insurance	2,104	2,139	(35)	6,600	6,347	253
Other Expense:						
Delivery and Postage Services	2,441	2,248	193	7,325	6,792	533
Mileage Program Travel	1,189	1,116	73	3,519	3,597	(78)
Merchant Transaction and Card Processing Fees	1,064	1,125	(61)	3,321	3,495	(174)
Advertising	1,559	1,536	23	4,436	3,811	625
Amortization of Solar Energy Partnership Investments	1,400	707	693	2,666	1,476	1,190
Impairment on Equipment Held for Sale	—	9,453	(9,453)	—	9,453	(9,453)
Other	8,611	8,603	8	25,911	24,958	953
<b>Total Other Expense</b>	<b>16,264</b>	<b>24,788</b>	<b>(8,524)</b>	<b>47,178</b>	<b>53,582</b>	<b>(6,404)</b>
<b>Total Noninterest Expense</b>	<b>\$ 87,532</b>	<b>\$ 91,888</b>	<b>\$ (4,356)</b>	<b>\$ 260,989</b>	<b>\$ 262,377</b>	<b>\$ (1,388)</b>

Salaries and benefits expense increased by \$3.1 million or 7% in the third quarter of 2016 compared to the same period in 2015. This increase was primarily due to a \$1.5 million increase in incentive compensation. Salaries expense increased by \$0.5 million primarily due to merit increases. Medical, dental, and life insurance increased by \$0.5 million due to higher medical claims in our self-insured plan. Commission expense increased by \$0.4 million primarily due to an increase in loan origination and refinance activity. Salaries and benefits expense increased by \$6.6 million or 5% for the first nine months of 2016 compared to the same period in 2015 primarily due to a \$3.9 million increase in incentive compensation. Salaries expense increased by \$2.3 million primarily due to merit increases and one additional paid working day in the first quarter of 2016. Medical, dental, and life insurance increased by \$1.6 million due to higher medical claims in our self-insured plan. Commission expense increased by \$0.4 million primarily due to an increase in loan origination and refinance activity. These increases were partially offset by a \$2.0 million decrease in separation expense.

Net occupancy expense increased by \$1.1 million or 15% in the third quarter of 2016 compared to the same period in 2015 primarily due to a \$1.7 million gain on the sale of two real estate properties in Guam during the third quarter of 2015. This increase was partially offset by a \$0.3 million decrease in utilities expense primarily due to lower electricity rates and usage. Net occupancy expense decreased by \$2.7 million or 11% for the first nine months of 2016 compared to the same period in 2015. This decrease was primarily due to a \$0.8 million increase in gains on the sale of real estate property. In addition, utilities expense decreased by \$0.8 million primarily due to lower electricity rates and usage. Net rental expense also decreased by \$0.5 million.

Other noninterest expense decreased by \$8.5 million or 34% in the third quarter of 2016 compared to the same period in 2015. This decrease was primarily due to a \$9.5 million impairment charge in the third quarter of 2015 on six aircraft which were previously on lease agreements. All aircraft were sold in the first quarter of 2016 resulting in a nominal loss on sale from the reduced carrying value. The decrease in noninterest expense was partially offset by our increased investment in solar energy tax credit partnerships, which caused the related amortization expense to increase by \$0.7 million. However, the federal and

[Table of Contents](#)

state tax benefits related to these partnership investments resulted in a net benefit to overall net income. The tax benefits are recorded as a reduction to income tax expense. Other noninterest expense decreased by \$6.4 million or 12% for the first nine months of 2016 compared to the same period in 2015 primarily due to the aforementioned \$9.5 million impairment charge on six aircraft in the third quarter of 2015. This decrease was partially offset by our increased investment in solar energy tax credit partnerships, which caused the related amortization expense to increase by \$1.2 million. We also experienced an increase in temporary employment services (\$0.9 million) and advertising (\$0.6 million).

*Provision for Income Taxes*

Table 7 presents our provision for income taxes and effective tax rates.

**Provision for Income Taxes and Effective Tax Rates****Table 7**

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Provision for Income Taxes	\$ 18,501	\$ 14,948	\$ 60,889	\$ 53,647
Effective Tax Rates	29.84%	30.37%	30.62%	31.28%

The effective tax rate for the third quarter of 2016 was 29.84%, down from 30.37 % for the same period in 2015. The lower effective tax rate in the third quarter of 2016 was primarily due to the release of reserves from a settlement with the IRS related to prior tax years, increased energy tax credits from solar energy tax credit partnerships and the release of state tax reserves due to the lapse in the statute of limitations related to prior tax years.

The effective tax rate for the first nine months of 2016 was 30.62%, down from 31.28% for the same period in 2015. The lower effective tax rate for the first nine months of 2016 compared to 2015 was due to the aforementioned release of federal and state tax reserves and the release of state tax reserves in the second quarter of 2016, partially offset by higher pretax income compared to a fixed amount of tax credits.

## Analysis of Statements of Condition

### *Investment Securities*

The carrying value of our investment securities portfolio was \$6.0 billion as of September 30, 2016, a decrease of \$210.2 million or 3% compared to December 31, 2015. As of September 30, 2016, our investment securities portfolio was comprised of securities with an average base duration of approximately 2.6 years.

We continually evaluate our investment securities portfolio in response to established asset/liability management objectives, changing market conditions that could affect profitability, and the level of interest rate risk to which we are exposed. These evaluations may cause us to change the level of funds we deploy into investment securities, change the composition of our investment securities portfolio, and change the proportion of investments made into the available-for-sale and held-to-maturity investment categories.

During the first nine months of 2016, we continued to reduce our positions in mortgage-backed securities issued by Ginnie Mae. We re-invested these proceeds primarily into higher-yielding loan products. In addition, we increased our holdings in Small Business Administration securities and mortgage-backed securities issued by Fannie Mae and Freddie Mac. Ginnie Mae mortgage-backed securities continue to be our largest concentration in our portfolio. As of September 30, 2016, our portfolio of Ginnie Mae mortgage-backed securities was primarily comprised of securities issued in 2008 or later. As of September 30, 2016, these mortgage-backed securities were all AAA-rated, with a low probability of a change in their credit ratings in the near future. As of September 30, 2016, our available-for-sale investment securities portfolio was comprised of securities with an average base duration of approximately 2.2 years.

Gross unrealized gains in our investment securities portfolio were \$123.9 million as of September 30, 2016 and \$84.9 million as of December 31, 2015. Gross unrealized losses on our temporarily impaired investment securities were \$12.8 million as of September 30, 2016 and \$40.5 million as of December 31, 2015. The gross unrealized loss positions were primarily related to mortgage-backed securities issued by Ginnie Mae and corporate debt securities. See Note 2 to the Consolidated Financial Statements for more information.

As of September 30, 2016, included in our investment securities portfolio were debt securities issued by political subdivisions within the State of Hawaii of \$543.8 million, representing 57% of the total fair value of the Company's municipal debt securities. Of the entire Hawaii municipal bond portfolio, 94% were credit-rated Aa2 or better by Moody's while the remaining Hawaii municipal bonds were credit-rated A2 or better by at least one nationally recognized statistical rating organization. Approximately 77% of our Hawaii municipal bond holdings were general obligation issuances. As of September 30, 2016, there were no other holdings of municipal debt securities that were issued by a single state or political subdivision which comprised more than 10% of the total fair value of our municipal debt securities.

*Loans and Leases*

Table 8 presents the composition of our loan and lease portfolio by major categories.

<b>Loan and Lease Portfolio Balances</b>	<b>Table 8</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b>Commercial</b>		
Commercial and Industrial	\$ 1,217,849	\$ 1,115,168
Commercial Mortgage	1,807,190	1,677,147
Construction	263,079	156,660
Lease Financing	201,436	204,877
<b>Total Commercial</b>	<b>3,489,554</b>	<b>3,153,852</b>
<b>Consumer</b>		
Residential Mortgage	3,098,936	2,925,605
Home Equity	1,295,993	1,069,400
Automobile	437,659	381,735
Other <sup>1</sup>	371,955	348,393
<b>Total Consumer</b>	<b>5,204,543</b>	<b>4,725,133</b>
<b>Total Loans and Leases</b>	<b>\$ 8,694,097</b>	<b>\$ 7,878,985</b>

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

Total loans and leases as of September 30, 2016 increased by \$815.1 million or 10% from December 31, 2015 due to growth in both our commercial and consumer lending portfolios.

Commercial loans and leases as of September 30, 2016 increased by \$335.7 million or 11% from December 31, 2015. Commercial and industrial loans increased by \$102.7 million or 9% from December 31, 2015 due to an increase in corporate demand for funding. Commercial mortgage loans increased by \$130.0 million or 8% from December 31, 2015 primarily due to increased demand from new and existing customers as the Hawaii economy continues to be strong. Construction loans increased by \$106.4 million or 68% from December 31, 2015 primarily due to increased activity in construction projects such as condominiums and low-income housing. Lease financing decreased by \$3.4 million or 2% from December 31, 2015 primarily due to paydowns.

Consumer loans and leases as of September 30, 2016 increased by \$479.4 million or 10% from December 31, 2015. Residential mortgage loans increased by \$173.3 million or 6% from December 31, 2015 primarily due to an increase in loan origination and refinance activity. Home equity lines and loans increased by \$226.6 million or 21% from December 31, 2015 due in large part to the strong economy. In addition, we experienced steady line utilization during the first nine months of 2016. Automobile loans increased by \$55.9 million or 15% from December 31, 2015 primarily driven by market share gains and steady consumer demand. Other consumer loans increased by \$23.6 million or 7% from December 31, 2015 primarily due to growth in our automobile leasing portfolio.

Table 9 presents the composition of our loan and lease portfolio by geographic area and by major categories.

<b>Geographic Distribution of Loan and Lease Portfolio</b>							<b>Table 9</b>
(dollars in thousands)	<b>Hawaii</b>	<b>U.S. Mainland <sup>1</sup></b>	<b>Guam</b>	<b>Other Pacific Islands</b>	<b>Foreign <sup>2</sup></b>	<b>Total</b>	
<b>September 30, 2016</b>							
<b>Commercial</b>							
Commercial and Industrial	\$ 1,095,004	\$ 71,981	\$ 49,981	\$ 579	\$ 304	\$ 1,217,849	
Commercial Mortgage	1,669,179	37,391	100,620	—	—	1,807,190	
Construction	262,319	—	760	—	—	263,079	
Lease Financing	50,372	146,113	1,438	—	3,513	201,436	
<b>Total Commercial</b>	<b>3,076,874</b>	<b>255,485</b>	<b>152,799</b>	<b>579</b>	<b>3,817</b>	<b>3,489,554</b>	
<b>Consumer</b>							
Residential Mortgage	2,998,477	—	98,156	2,303	—	3,098,936	
Home Equity	1,258,962	2,032	33,593	1,406	—	1,295,993	
Automobile	345,423	22	88,072	4,142	—	437,659	
Other <sup>3</sup>	292,016	—	41,805	38,134	—	371,955	
<b>Total Consumer</b>	<b>4,894,878</b>	<b>2,054</b>	<b>261,626</b>	<b>45,985</b>	<b>—</b>	<b>5,204,543</b>	
<b>Total Loans and Leases</b>	<b>\$ 7,971,752</b>	<b>\$ 257,539</b>	<b>\$ 414,425</b>	<b>\$ 46,564</b>	<b>\$ 3,817</b>	<b>\$ 8,694,097</b>	
<b>December 31, 2015</b>							
<b>Commercial</b>							
Commercial and Industrial	\$ 1,007,987	\$ 43,794	\$ 62,555	\$ 612	\$ 220	\$ 1,115,168	
Commercial Mortgage	1,539,462	36,038	101,647	—	—	1,677,147	
Construction	156,660	—	—	—	—	156,660	
Lease Financing	44,758	154,236	1,816	—	4,067	204,877	
<b>Total Commercial</b>	<b>2,748,867</b>	<b>234,068</b>	<b>166,018</b>	<b>612</b>	<b>4,287</b>	<b>3,153,852</b>	
<b>Consumer</b>							
Residential Mortgage	2,821,299	—	101,672	2,634	—	2,925,605	
Home Equity	1,033,920	2,562	31,383	1,535	—	1,069,400	
Automobile	299,627	63	77,187	4,858	—	381,735	
Other <sup>3</sup>	265,694	—	40,936	41,761	2	348,393	
<b>Total Consumer</b>	<b>4,420,540</b>	<b>2,625</b>	<b>251,178</b>	<b>50,788</b>	<b>2</b>	<b>4,725,133</b>	
<b>Total Loans and Leases</b>	<b>\$ 7,169,407</b>	<b>\$ 236,693</b>	<b>\$ 417,196</b>	<b>\$ 51,400</b>	<b>\$ 4,289</b>	<b>\$ 7,878,985</b>	

<sup>1</sup> For secured loans and leases, classification as U.S. Mainland is made based on where the collateral is located. For unsecured loans and leases, classification as U.S. Mainland is made based on the location where the majority of the borrower's business operations are conducted.

<sup>2</sup> Loans and leases classified as Foreign represent those which are recorded in the Company's international business units.

<sup>3</sup> Comprised of other revolving credit, installment, and lease financing.

Our commercial and consumer lending activities are concentrated primarily in Hawaii and the Pacific Islands. Our commercial loan and lease portfolio to borrowers based on the U.S. Mainland includes leveraged lease financing and participation in Shared National Credits. Our consumer loan and lease portfolio includes limited lending activities on the U.S. Mainland.

Our Hawaii loan and lease portfolio increased by \$802.3 million or 11% from December 31, 2015, reflective of a healthy Hawaii economy.

*Other Assets*

Table 10 presents the major components of other assets.

<b>Other Assets</b>	<b>Table 10</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Federal Home Loan Bank and Federal Reserve Bank Stock	\$ 39,958	\$ 38,836
Derivative Financial Instruments	20,475	13,967
Low-Income Housing and Other Equity Investments	77,983	79,033
Deferred Compensation Plan Assets	21,752	20,262
Prepaid Expenses	9,978	8,262
Accounts Receivable	13,204	12,539
Other	21,550	26,493
<b>Total Other Assets</b>	<b>\$ 204,900</b>	<b>\$ 199,392</b>

Other assets increased by \$5.5 million or 3% from December 31, 2015. This increase was primarily due to a \$6.5 million increase in derivative financial instruments, primarily the result of additional interest rate swap agreements combined with a higher fair value of our existing interest rate swap agreements. The fair values of these swap agreements are impacted by interest rate movements. Due to our risk mitigating strategies in structuring these agreements, our asset position is offset by a similar offsetting balance in other liabilities. Also contributing to the increase is a \$1.7 million increase in prepaid expenses and a \$1.5 million increase in deferred compensation assets. These increases were partially offset by the sale of six aircraft (\$4.7 million carrying value as of December 31, 2015) that were previously on lease agreements.

*Deposits*

Table 11 presents the composition of our deposits by major customer categories.

<b>Deposits</b>	<b>Table 11</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Consumer	\$ 6,781,371	\$ 6,445,510
Commercial	5,751,184	5,502,739
Public and Other	1,275,810	1,302,854
<b>Total Deposits</b>	<b>\$ 13,808,365</b>	<b>\$ 13,251,103</b>

Total deposits were \$13.8 billion as of September 30, 2016, an increase of \$557.3 million or 4% from December 31, 2015. This increase was primarily due to a \$335.9 million increase in consumer deposits primarily due to continued growth in our relationship savings deposit products. In addition, commercial deposits increased by \$248.4 million, mainly reflecting core deposit growth. These increases were partially offset by a \$27.0 million decrease in public and other deposits primarily due to a decrease in public demand deposits.

Table 12 presents the composition of our savings deposits.

<b>Savings Deposits</b>	<b>Table 12</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Money Market	\$ 1,908,254	\$ 1,794,742
Regular Savings	3,398,626	3,230,449
<b>Total Savings Deposits</b>	<b>\$ 5,306,880</b>	<b>\$ 5,025,191</b>

*Securities Sold Under Agreements to Repurchase*

Table 13 presents the composition of our securities sold under agreements to repurchase.

<b>Securities Sold Under Agreements to Repurchase</b>	<b>Table 13</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Private Institutions	\$ 525,000	\$ 575,000
Government Entities	26,683	53,857
<b>Total Securities Sold Under Agreements to Repurchase</b>	<b>\$ 551,683</b>	<b>\$ 628,857</b>

Securities sold under agreements to repurchase as of September 30, 2016 decreased by \$77.2 million or 12% from December 31, 2015. This decrease was primarily due to repurchase agreements maturing in 2016. As of September 30, 2016, the weighted-average maturity was 112 days for our repurchase agreements with government entities and 3.1 years for our repurchase agreements with private institutions. Some of our repurchase agreements with private institutions may be terminated at earlier specified dates by the private institution or in some cases by either the private institution or the Company. If all such agreements were to terminate at the earliest possible date, the weighted-average maturity for our repurchase agreements with private institutions would decrease to 1.8 years. As of September 30, 2016, the weighted-average interest rate for outstanding agreements with government entities and private institutions was 0.28% and 4.16%, respectively, with all rates being fixed. Each of our repurchase agreements is accounted for as a collateralized financing arrangement (i.e., a secured borrowing) and not as a sale and subsequent repurchase of securities.

*Other Debt*

Table 14 presents the composition of our other debt.

<b>Other Debt</b>	<b>Table 14</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Federal Home Loan Bank Advances	\$ 250,000	\$ 225,000
Non-Recourse Debt	7,153	9,938
Capital Lease Obligations	10,801	10,848
<b>Total</b>	<b>\$ 267,954</b>	<b>\$ 245,786</b>

Other debt was \$268.0 million as of September 30, 2016, an increase of \$22.2 million or 9% from December 31, 2015. This increase was primarily due to three additional FHLB advances totaling \$75.0 million taken during 2016, partially offset by a \$50.0 million FHLB advance which matured during the first quarter of 2016. As of September 30, 2016, our ten FHLB advances totaled \$250.0 million with a weighted-average interest rate of 1.28% and maturity dates ranging from 2018 to 2020. These advances were primarily for asset/liability management purposes. As of September 30, 2016, our remaining unused line of credit with the FHLB was \$1.6 billion.

**Analysis of Business Segments**

Our business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury and Other.

Table 15 summarizes net income from our business segments. Additional information about segment performance is presented in Note 9 to the Consolidated Financial Statements.

<b>Business Segment Net Income</b>		<b>Table 15</b>				
(dollars in thousands)	<b>Three Months Ended September 30,</b>				<b>Nine Months Ended September 30,</b>	
	<b>2016</b>		<b>2015</b>		<b>2016</b>	
Retail Banking	\$	20,738	\$	13,414	\$	54,398
Commercial Banking		18,236		11,034		58,363
Investment Services		3,225		3,067		10,951
<b>Total</b>		42,199		27,515		123,712
Treasury and Other		1,294		6,761		14,236
<b>Consolidated Total</b>	\$	43,493	\$	34,276	\$	137,948
				\$		117,872

*Retail Banking*

Net income increased by \$7.3 million or 55% in the third quarter of 2016 compared to the same period in 2015 primarily due to increases in net interest income and noninterest income, partially offset by increases in the Provision and noninterest expense. The increase in net interest income was primarily due to higher average balances in both the lending and deposit portfolios as well as higher earnings credits on the segment's deposit portfolio. The increase in noninterest income was primarily due to higher mortgage banking income as well as growth in our debit and credit card businesses. The increase in mortgage banking income was primarily due to higher loan production and sales of conforming saleable loans from our mortgage portfolio. The increase in the Provision was primarily due to higher net charge-offs in our installment loan portfolio, partially offset by lower net charge-offs in our home equity loan portfolio. The increase in noninterest expense was primarily due to higher salaries and benefits expense and higher allocated expenses for general administration, as well as lower occupancy related expenses in the third quarter of 2015 related to a gain on the sale of two real estate properties in Guam.

Net income increased by \$17.9 million or 49% in the first nine months of 2016 compared to the same period in 2015 primarily due to increases in net interest income and noninterest income, partially offset by increases in the Provision and noninterest expense. The increase in net interest income was primarily due to higher average balances in both the lending and deposit portfolios as well as higher earnings credits on the segment's deposit portfolio. The increase in noninterest income was primarily due to higher mortgage banking income as well as growth in our debit and credit card businesses. The increase in mortgage banking income was primarily due to higher loan production and sales of conforming saleable loans from our mortgage portfolio. This increase was partially offset by a \$2.1 million valuation impairment to our mortgage servicing rights primarily due to a decline in interest rates. The increase in the Provision was primarily due to higher net charge-offs in our installment loan and credit card portfolios and lower net recoveries of home equity loans previously charged off, partially offset by higher net recoveries of residential mortgage loans previously charged-off. The increase in noninterest expense was primarily due to higher salaries and benefits expense and higher allocated expenses for general administration, marketing, data processing and information technology. This increase was partially offset by a \$1.3 million gain on the sale of real estate property in Maui in the second quarter of 2016.

*Commercial Banking*

Net income increased by \$7.2 million or 65% in the third quarter of 2016 compared to the same period in 2015 primarily due to increases in net interest income and noninterest income, and a decrease in noninterest expense. The increase in net interest income was primarily due to higher volume in both the lending and deposit portfolios, and higher earnings credits on the segment's deposit portfolio. The increase in noninterest income was primarily due to higher fees for our customer interest rate swap derivatives and a \$1.0 million loss on the pending sale of an aircraft lease in the prior year. The decrease in noninterest expense was primarily due to a \$9.5 million impairment charge in the third quarter of 2015 on six aircraft which were previously on lease agreements.

Net income increased by \$16.3 million or 39% for the first nine months of 2016 compared to the same period in 2015 primarily due to increases in net interest income and noninterest income, and decreases in the Provision and noninterest expense. The increase in net interest income was primarily due to higher volume in both the lending and deposit portfolios, and partially due

[Table of Contents](#)

to higher earnings credits on the segment's deposit portfolio. In addition, we recorded an additional \$1.3 million of interest income in the first quarter of 2016 due to the full recovery of a non-performing commercial and industrial loan. The increase in noninterest income was primarily due to a higher net gain on sale of previously leased assets and higher fees for our customer interest rate swap derivatives. The decrease in the Provision was due to the aforementioned full recovery of the previously charged-off loan. The decrease in noninterest expense was due to the aforementioned impairment charge on six aircraft in the third quarter of 2015.

*Investment Services*

Net income increased by \$0.2 million or 5% in the third quarter of 2016 and by \$1.6 million or 18% for the first nine months of 2016 compared to the same periods in 2015 primarily due to an increase in net interest income, partially offset by a decrease in noninterest income and an increase in noninterest expense. The increase in net interest income was due to higher volume resulting from the transfer of certain loans and deposits from the Retail Banking segment and higher earnings credits on the segment's deposit portfolio. The decrease in noninterest income was primarily due to lower trust and asset management market values and lower fees related to the transition of various services provided to some institutional 401k plans. The decrease in noninterest income in the first nine months of 2016 compared to the same period in 2015 was partially offset by a \$1.2 million service fee received from the sale of real estate in the second quarter of 2016. The increase in noninterest expense was primarily due to higher allocated expenses.

*Treasury and Other*

Net income decreased by \$5.5 million or 81% in the third quarter of 2016 compared to the same period in 2015 primarily due to a decrease in net interest income, and increases in the Provision and noninterest expenses. This was partially offset by a decrease in the provision for income taxes. The decrease in net interest income was primarily due to higher deposit funding costs and lower interest income from the investment securities portfolio resulting from a reduction in volume and lower associated yields, partially offset by an increase in funding income related to lending activities. The Provision in this business segment represents the residual provision for credit losses to arrive at the total Provision for the Company. The increase in noninterest expense was primarily due to higher amortization expense related to increased investment in solar energy tax credit partnerships. The provision for income taxes in this business segment represents the residual amount to arrive at the total tax expense for the Company. The overall effective tax rate decreased to 29.84% in the third quarter of 2016 compared to 30.37% in the same period in 2015.

Net income decreased by \$15.8 million or 53% for the first nine months of 2016 compared to the same period in 2015 primarily due to a decrease in net interest income and an increase in the Provision, partially offset by decreases in noninterest expenses and provision for income taxes. The decrease in net interest income was primarily due to higher deposit funding costs and lower interest income from the investment securities portfolio resulting from a reduction in volume and lower associated yields, partially offset by an increase in funding income related to lending activities. The Provision in this business segment represents the residual provision for credit losses to arrive at the total Provision for the Company. The decrease in noninterest expense was primarily due to a decrease in separation expense, partially offset by the aforementioned higher amortization expense related to increased investment in solar energy tax credit partnerships. The provision for income taxes in this business segment represents the residual amount to arrive at the total tax expense for the Company. The overall effective tax rate decreased to 30.62% in the first nine months of 2016 compared to 31.28% in the same period in 2015.

Other organizational units (Technology, Operations, Marketing, Human Resources, Finance, Credit and Risk Management, and Corporate and Regulatory Administration) included in Treasury and Other provide a wide range of support to the Company's other income earning segments. Expenses incurred by these support units are charged to the business segments through an internal cost allocation process.

**Corporate Risk Profile**

*Credit Risk*

As of September 30, 2016, our overall credit risk profile reflects a healthy Hawaii economy as our levels of non-performing assets and credit losses remain well controlled. The underlying risk profile of our lending portfolio continued to remain strong during the first nine months of 2016.

We actively manage exposures with deteriorating asset quality to reduce levels of potential loss exposure and closely monitor our reserves and capital to address both anticipated and unforeseen issues. Risk management activities include detailed analysis of portfolio segments and stress tests of certain segments to ensure that reserve and capital levels are appropriate. We

[Table of Contents](#)

perform frequent loan and lease-level risk monitoring and risk rating reviews, which provide opportunities for early interventions to allow for credit exits or restructuring, loan and lease sales, and voluntary workouts and liquidations.

*Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More*

Table 16 presents information on non-performing assets (“NPAs”) and accruing loans and leases past due 90 days or more.

<b>Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More</b>		<b>Table 16</b>	
(dollars in thousands)	September 30, 2016	December 31, 2015	
<b>Non-Performing Assets</b>			
Non-Accrual Loans and Leases			
Commercial			
Commercial and Industrial	\$ 201	\$ 5,829	
Commercial Mortgage	1,023	3,469	
Total Commercial	1,224	9,298	
Consumer			
Residential Mortgage	12,735	14,598	
Home Equity	2,966	4,081	
Total Consumer	15,701	18,679	
Total Non-Accrual Loans and Leases	16,925	27,977	
Foreclosed Real Estate	1,747	824	
<b>Total Non-Performing Assets</b>	<b>\$ 18,672</b>	<b>\$ 28,801</b>	
<b>Accruing Loans and Leases Past Due 90 Days or More</b>			
Consumer			
Residential Mortgage	\$ 2,583	\$ 4,453	
Home Equity	1,210	1,710	
Automobile	578	315	
Other <sup>1</sup>	1,273	1,096	
Total Consumer	5,644	7,574	
<b>Total Accruing Loans and Leases Past Due 90 Days or More</b>	<b>\$ 5,644</b>	<b>\$ 7,574</b>	
<b>Restructured Loans on Accrual Status and Not Past Due 90 Days or More</b>	<b>\$ 52,095</b>	<b>\$ 49,430</b>	
<b>Total Loans and Leases</b>	<b>\$ 8,694,097</b>	<b>\$ 7,878,985</b>	
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases	0.19%	0.36%	
Ratio of Non-Performing Assets to Total Loans and Leases and Foreclosed Real Estate	0.21%	0.37%	
Ratio of Commercial Non-Performing Assets to Total Commercial Loans and Leases and Commercial Foreclosed Real Estate	0.04%	0.29%	
Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate	0.34%	0.41%	
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	0.28%	0.46%	
<b>Changes in Non-Performing Assets</b>			
<b>Balance as of December 31, 2015</b>	<b>\$ 28,801</b>		
Additions	9,032		
Reductions			
Payments	(9,914)		
Return to Accrual Status	(8,533)		
Sales of Foreclosed Real Estate	(248)		
Charge-offs/Write-downs	(466)		
Total Reductions	(19,161)		
<b>Balance as of September 30, 2016</b>	<b>\$ 18,672</b>		

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

[Table of Contents](#)

NPAs consist of non-accrual loans and leases, and foreclosed real estate. Changes in the level of non-accrual loans and leases typically represent increases for loans and leases that reach a specified past due status, offset by reductions for loans and leases that are charged-off, paid down, sold, transferred to foreclosed real estate, or are no longer classified as non-accrual because they have returned to accrual status.

Total NPAs were \$18.7 million as of September 30, 2016, a decrease of \$10.1 million or 35% from December 31, 2015. The decrease was experienced in both the commercial and consumer lending portfolios. The ratio of our NPAs to total loans and leases and foreclosed real estate was 0.21% as of September 30, 2016 and 0.37% as of December 31, 2015.

Commercial and industrial non-accrual loans decreased by \$5.6 million or 97% from December 31, 2015 due to payoffs. In particular, one loan with a carrying value of \$4.3 million as of December 31, 2015 was paid off during the first quarter of 2016. As of September 30, 2016, three commercial borrowers comprised the entire non-accrual balance in this category.

Commercial mortgage non-accrual loans decreased by \$2.4 million or 71% from December 31, 2015. The decrease was primarily due to the return of one loan to accrual status and paydowns on two loans. We have individually evaluated the remaining commercial mortgage non-accrual loans for impairment and have recorded no partial charge-offs.

The largest component of our NPAs continues to be residential mortgage loans. Residential mortgage non-accrual loans decreased by \$1.9 million or 13% from December 31, 2015 primarily due to paydowns and payoffs. In addition, two loans modified in a troubled debt restructuring ("TDR") were returned to accrual status. Residential mortgage non-accrual loans remain at elevated levels due mainly to the lengthy judiciary foreclosure process as well as residential mortgage loan modifications the Bank entered into to assist borrowers wishing to remain in their residences despite having financial challenges. As of September 30, 2016, our residential mortgage non-accrual loans were comprised of 31 loans with a weighted average current LTV ratio of 62%.

Foreclosed real estate represents property acquired as the result of borrower defaults on loans. Foreclosed real estate is recorded at fair value, less estimated selling costs, at the time of foreclosure. On an ongoing basis, properties are appraised as required by market conditions and applicable regulations. Foreclosed real estate increased by \$0.9 million or 112% from December 31, 2015 due to the addition of one property.

*Loans and Leases Past Due 90 Days or More and Still Accruing Interest*

Loans and leases in this category are 90 days or more past due, as to principal or interest, and are still accruing interest because they are well secured and in the process of collection. Loans and leases past due 90 days or more and still accruing interest were \$5.6 million as of September 30, 2016, a \$1.9 million or 25% decrease from December 31, 2015.

*Impaired Loans*

Impaired loans are defined as loans for which we believe it is probable we will not collect all amounts due according to the contractual terms of the loan agreement. Included in impaired loans are all classes of commercial non-accruing loans (except lease financing and small business loans), all loans modified in a TDR (including accruing TDRs), and other loans where we believe that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans exclude lease financing and smaller balance homogeneous loans (consumer and small business non-accruing loans) that are collectively evaluated for impairment. Impaired loans were \$60.2 million as of September 30, 2016 and \$66.7 million as of December 31, 2015, and had a related Allowance of \$3.4 million and \$3.6 million as of September 30, 2016 and December 31, 2015, respectively. As of September 30, 2016, we have recorded cumulative charge-offs of \$16.0 million related to our total impaired loans. Our impaired loans are considered in management's assessment of the overall adequacy of the Allowance.

Table 17 presents information on loans with terms that have been modified in a TDR.

<b>Loans Modified in a Troubled Debt Restructuring</b>	<b>Table 17</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b>Commercial</b>		
Commercial and Industrial	\$ 10,034	\$ 14,860
Commercial Mortgage	9,428	9,827
Construction	1,536	1,604
<b>Total Commercial</b>	<b>20,998</b>	<b>26,291</b>
<b>Consumer</b>		
Residential Mortgage	26,585	28,981
Home Equity	1,349	1,089
Automobile	8,357	7,012
Other <sup>1</sup>	2,160	1,665
<b>Total Consumer</b>	<b>38,451</b>	<b>38,747</b>
<b>Total</b>	<b>\$ 59,449</b>	<b>\$ 65,038</b>

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

Loans modified in a TDR decreased by \$5.6 million or 9% from December 31, 2015. This decrease was primarily due to the aforementioned loan payoff of one commercial and industrial loan with a carrying value of \$4.3 million as of December 31, 2015. Residential mortgage loans remain our largest TDR loan class.

### Reserve for Credit Losses

Table 18 presents the activity in our reserve for credit losses.

	Table 18			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(dollars in thousands)	2016	2015	2016	2015
<b>Balance at Beginning of Period</b>	\$ 110,504	\$ 111,893	\$ 108,952	\$ 114,575
<b>Loans and Leases Charged-Off</b>				
Commercial				
Commercial and Industrial	(209)	(160)	(670)	(650)
Consumer				
Residential Mortgage	(104)	—	(388)	(613)
Home Equity	(222)	(634)	(848)	(1,061)
Automobile	(1,703)	(1,476)	(4,635)	(4,141)
Other <sup>1</sup>	(2,678)	(2,123)	(7,017)	(5,512)
<b>Total Loans and Leases Charged-Off</b>	(4,916)	(4,393)	(13,558)	(11,977)
<b>Recoveries on Loans and Leases Previously Charged-Off</b>				
Commercial				
Commercial and Industrial	282	426	7,552	1,528
Commercial Mortgage	14	15	42	43
Construction	—	8	23	24
Lease Financing	—	55	2	131
Consumer				
Residential Mortgage	517	282	997	720
Home Equity	618	693	1,453	2,140
Automobile	615	508	1,748	1,398
Other <sup>1</sup>	471	438	1,394	1,343
<b>Total Recoveries on Loans and Leases Previously Charged-Off</b>	2,517	2,425	13,211	7,327
Net Loans and Leases Charged-Off	(2,399)	(1,968)	(347)	(4,650)
Provision for Credit Losses	2,500	—	1,500	—
Provision for Unfunded Commitments	—	185	500	185
<b>Balance at End of Period <sup>2</sup></b>	\$ 110,605	\$ 110,110	\$ 110,605	\$ 110,110
<b>Components</b>				
Allowance for Loan and Lease Losses	\$ 104,033	\$ 104,038	\$ 104,033	\$ 104,038
Reserve for Unfunded Commitments	6,572	6,072	6,572	6,072
<b>Total Reserve for Credit Losses</b>	\$ 110,605	\$ 110,110	\$ 110,605	\$ 110,110
<b>Average Loans and Leases Outstanding</b>	\$ 8,483,588	\$ 7,545,985	\$ 8,210,596	\$ 7,301,656
Ratio of Net Loans and Leases Charged-Off to Average Loans and Leases Outstanding (annualized)	0.11%	0.10%	0.01%	0.09%
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding	1.20%	1.35%	1.20%	1.35%

<sup>1</sup> Comprised of other revolving credit, installment, and lease financing.

<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.

We maintain a reserve for credit losses that consists of two components, the Allowance and a reserve for unfunded commitments (the "Unfunded Reserve"). The reserve for credit losses provides for the risk of credit losses inherent in the loan and lease portfolio and is based on loss estimates derived from a comprehensive quarterly evaluation. The evaluation reflects analyses of individual borrowers and historical loss experience, supplemented as necessary by credit judgment that considers observable trends, conditions, and other relevant environmental and economic factors. The level of the Allowance is adjusted by recording an expense or recovery through the Provision. The level of the Unfunded Reserve is adjusted by recording an expense or recovery in other noninterest expense.

*Allowance for Loan and Lease Losses*

As of September 30, 2016, the Allowance was \$104.0 million or 1.20% of total loans and leases outstanding, compared with an Allowance of \$102.9 million or 1.31% of total loans and leases outstanding as of December 31, 2015. The decrease in the ratio of Allowance to loans and leases outstanding was commensurate with the Company's credit risk profile, loan growth, and a healthy Hawaii economy.

Net charge-offs on loans and leases were \$2.4 million or 0.11% of total average loans and leases, on an annualized basis, in the third quarter of 2016 compared to net charge-offs of \$2.0 million or 0.10% of total average loans and leases, on an annualized basis, in the third quarter of 2015. Net charge-offs on loans and leases were \$0.3 million or 0.01% of total average loans and leases, on an annualized basis, in the first nine months of 2016 compared to net charge-offs of \$4.7 million or 0.09% of total average loans and leases, on an annualized basis, in the first nine months of 2015. All of our commercial portfolios were in net recovery positions in the first nine months of 2016. Net recoveries in our commercial portfolios were \$6.9 million for the first nine months of 2016 compared to \$1.1 million for the same period in 2015. Net recoveries in the first nine months of 2016 were primarily due to the recovery of one commercial and industrial loan. Net charge-offs in our consumer portfolios were \$7.3 million for the first nine months of 2016 compared to \$5.7 million for the same period in 2015. The higher net charge-offs during the first nine months of 2016 were primarily in our other consumer loans portfolio.

Although we determine the amount of each component of the Allowance separately, the Allowance as a whole was considered appropriate by management as of September 30, 2016, based on our ongoing analysis of estimated probable credit losses, credit risk profiles, economic conditions, coverage ratios, and other relevant factors.

*The Reserve for Unfunded Commitments*

The Unfunded Reserve was \$6.6 million as of September 30, 2016, an increase of \$0.5 million from December 31, 2015. This increase primarily reflects the growth in our commercial lending commitments. The process used to determine the Unfunded Reserve is consistent with the process for determining the Allowance, as adjusted for estimated funding probabilities.

## Market Risk

Market risk is the potential of loss arising from adverse changes in interest rates and prices. We are exposed to market risk as a consequence of the normal course of conducting our business activities. Our market risk management process involves measuring, monitoring, controlling, and mitigating risks that can significantly impact our statements of income and condition. In this management process, market risks are balanced with expected returns in an effort to enhance earnings performance, while limiting volatility.

Our primary market risk exposure is interest rate risk.

### *Interest Rate Risk*

The objective of our interest rate risk management process is to maximize net interest income while operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity. The potential cash flows, sales, or replacement value of many of our assets and liabilities, especially those that earn or pay interest, are sensitive to changes in the general level of interest rates. This interest rate risk arises primarily from our core business activities of extending loans and accepting deposits. Our investment securities portfolio is also subject to significant interest rate risk.

Many factors affect our exposure to changes in interest rates such as general economic and financial conditions, customer preferences, historical pricing relationships, and repricing characteristics of financial instruments. Our earnings are affected not only by general economic conditions but also by the monetary and fiscal policies of the U.S. and its agencies, particularly the Federal Reserve Bank (the "FRB"). The monetary policies of the FRB can influence the overall growth of loans, investment securities, and deposits and the level of interest rates earned on assets and paid for liabilities.

In managing interest rate risk, we, through the Asset/Liability Management Committee ("ALCO"), measure short and long-term sensitivities to changes in interest rates. The ALCO, which is comprised of members of executive management, utilizes several techniques to manage interest rate risk, which include:

- adjusting the balance sheet mix or altering the interest rate characteristics of assets and liabilities;
- changing product pricing strategies;
- modifying characteristics of the investment securities portfolio; and
- using derivative financial instruments.

Our use of derivative financial instruments, as detailed in Note 11 to the Consolidated Financial Statements, has generally been limited. This is due to natural on-balance sheet hedges arising out of offsetting interest rate exposures from loans and investment securities with deposits and other interest-bearing liabilities. In particular, the investment securities portfolio is utilized to manage the interest rate exposure and sensitivity to within the guidelines and limits established by the ALCO. We utilize natural and offsetting economic hedges in an effort to reduce the need to employ off-balance sheet derivative financial instruments to hedge interest rate risk exposures. Expected movements in interest rates are also considered in managing interest rate risk. Thus, as interest rates change, we may use different techniques to manage interest rate risk.

A key element in our ongoing process to measure and monitor interest rate risk is the utilization of an asset/liability simulation model that attempts to capture the dynamic nature of the balance sheet. The model is used to estimate and measure the balance sheet sensitivity to changes in interest rates. These estimates are based on assumptions about the behavior of loan and deposit pricing, repayment rates on mortgage-based assets, and principal amortization and maturities on other financial instruments. The model's analytics include the effects of standard prepayment options on mortgages and customer withdrawal options for deposits. While such assumptions are inherently uncertain, we believe that our assumptions are reasonable.

We utilize net interest income simulations to analyze short-term income sensitivities to changes in interest rates. Table 19 presents, for the twelve months subsequent to September 30, 2016 and December 31, 2015, an estimate of the change in net interest income that would result from a gradual and immediate change in interest rates, moving in a parallel fashion over the entire yield curve, relative to the measured base case scenario. The base case scenario assumes the balance sheet and interest rates are generally unchanged. Based on our net interest income simulation as of September 30, 2016, net interest income is expected to increase as interest rates rise. This is due in part to our strategy to maintain a relatively short investment portfolio duration. In addition, rising interest rates would drive higher rates on loans and investment securities, as well as induce a slower pace of premium amortization on certain securities within our investment portfolio. However, lower interest rates would likely cause a decline in net interest income as lower rates would lead to lower yields on loans and investment securities, as well as drive higher premium amortization on existing investment securities. Since deposit costs are already at low levels, we believe that lower interest rates are unlikely to significantly impact our funding costs. Based on our net interest income simulation as of September 30, 2016, net interest income sensitivity to changes in interest rates for the twelve months subsequent to September 30, 2016 was more sensitive compared to the sensitivity profile for the twelve months subsequent to December 31, 2015. The increase in sensitivity was due to the impact of a lower interest rate environment on our residential mortgage assets as well as changes in our balance sheet mix, including increases in floating rate securities, and overall loan and core deposit growth. Also contributing to the sensitivity increase was lengthening the tenor of our liabilities, including public funds and term debt.

**Net Interest Income Sensitivity Profile**

**Table 19**

(dollars in thousands)	Impact on Future Annual Net Interest Income					
	September 30, 2016		December 31, 2015			
<b>Gradual Change in Interest Rates (basis points)</b>						
+200	\$	16,777	4.1 %	\$	11,217	2.7 %
+100		8,424	2.0		5,095	1.2
-100		(10,638)	(2.6)		(7,132)	(1.7)
<b>Immediate Change in Interest Rates (basis points)</b>						
+200	\$	43,565	10.6 %	\$	28,194	6.9 %
+100		21,497	5.2		12,840	3.1
-100		(30,636)	(7.4)		(20,437)	(5.0)

To analyze the impact of changes in interest rates in a more realistic manner, non-parallel interest rate scenarios are also simulated. These non-parallel interest rate scenarios indicate that net interest income may decrease from the base case scenario should the yield curve flatten or become inverted for a period of time. Conversely, if the yield curve should steepen, net interest income may increase.

*Other Market Risks*

In addition to interest rate risk, we are exposed to other forms of market risk in our normal business transactions. Foreign currency and foreign exchange contracts expose us to a small degree of foreign currency risk. These transactions are primarily executed on behalf of customers. Our trust and asset management income are at risk to fluctuations in the market values of underlying assets, particularly debt and equity securities. Also, our share-based compensation expense is dependent on the fair value of our stock options, restricted stock units, and restricted stock at the date of grant. The fair value of stock options, restricted stock units, and restricted stock is impacted by the market price of the Parent's common stock on the date of grant and is at risk to changes in equity markets, general economic conditions, and other factors.

## **Liquidity Risk Management**

The objective of our liquidity risk management process is to manage cash flow and liquidity in an effort to provide continuous access to sufficient, reasonably priced funds. Funding requirements are impacted by loan originations and refinancings, deposit balance changes, liability issuances and settlements, and off-balance sheet funding commitments. We consider and comply with various regulatory guidelines regarding required liquidity levels and periodically monitor our liquidity position in light of the changing economic environment and customer activity. Based on periodic liquidity assessments, we may alter our asset, liability, and off-balance sheet positions. The ALCO monitors sources and uses of funds and modifies asset and liability positions as liquidity requirements change. This process, combined with our ability to raise funds in money and capital markets and through private placements, provides flexibility in managing the exposure to liquidity risk.

In an effort to satisfy our liquidity needs, we actively manage our assets and liabilities. We have access to immediate liquid resources in the form of cash which is primarily on deposit with the FRB. Potential sources of liquidity also include investment securities in our available-for-sale securities portfolio, our ability to sell loans in the secondary market, and to secure borrowings from the FRB and FHLB. Our held-to-maturity securities, while not intended for sale, may also be utilized in repurchase agreements to obtain funding. Our core deposits have historically provided us with a long-term source of stable and relatively lower cost source of funding. Additional funding is available through the issuance of long-term debt or equity.

Maturities and payments on outstanding loans also provide a steady flow of funds. Additionally, as of September 30, 2016, investment securities with a carrying value of \$133.8 million were due to contractually mature in one year or less. Liquidity is further enhanced by our ability to pledge loans to access secured borrowings from the FHLB and FRB. As of September 30, 2016, we could have borrowed an additional \$1.6 billion from the FHLB and an additional \$651.5 million from the FRB based on the amount of collateral pledged.

We continued our focus on maintaining a strong liquidity position throughout the first nine months of 2016. As of September 30, 2016, cash and cash equivalents were \$638.1 million, the carrying value of our available-for-sale investment securities was \$2.2 billion, and total deposits were \$13.8 billion. As of September 30, 2016, our available-for-sale investment securities portfolio was comprised of securities with an average base duration of approximately 2.2 years.

## **Capital Management**

We actively manage capital, commensurate with our risk profile, to enhance shareholder value. We also seek to maintain capital levels for the Company and the Bank at amounts in excess of the regulatory "well-capitalized" thresholds. Periodically, we may respond to market conditions by implementing changes to our overall balance sheet positioning to manage our capital position.

The Parent and the Bank are each subject to regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements could cause certain mandatory and discretionary actions by regulators that, if undertaken, would likely have a material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative and qualitative measures. These measures were established by regulation intended to ensure capital adequacy. As of September 30, 2016, the Company and the Bank were considered "well capitalized" under this regulatory framework. The Company's regulatory capital ratios are presented in Table 20 below. There have been no conditions or events since September 30, 2016 that management believes have changed either the Company's or the Bank's capital classifications.

As of September 30, 2016, shareholders' equity was \$1.2 billion, an increase of \$47.6 million or 4% from December 31, 2015. For the first nine months of 2016, net income of \$137.9 million, common stock issuances of \$7.9 million, shared-based compensation of \$5.0 million, and other comprehensive income of \$8.7 million were partially offset by cash dividends paid of \$60.7 million, and common stock repurchased of \$51.4 million. In the first nine months of 2016, included in the amount of common stock repurchased were 714,000 shares repurchased under our share repurchase program. These shares were repurchased at an average cost per share of \$66.65 and a total cost of \$47.6 million. From the beginning of our share repurchase program in July 2001 through September 30, 2016, we repurchased a total of 53.5 million shares of common stock and returned a total of \$2.02 billion to our shareholders at an average cost of \$37.74 per share. As of September 30, 2016, remaining buyback authority under our share repurchase program was \$75.4 million. From October 1, 2016 through October 18, 2016, the Parent repurchased an additional 43,500 shares of common stock at an average cost of \$73.20 per share for a total of \$3.2 million. Remaining buyback authority under our share repurchase program was \$72.2 million as of October 18, 2016. The actual amount and timing of future share repurchases, if any, will depend on market and economic conditions, regulatory rules, applicable SEC rules, and various other factors.

[Table of Contents](#)

In October 2016, the Parent's Board of Directors declared a quarterly cash dividend of \$0.48 per share on the Parent's outstanding shares. The dividend will be payable on December 14, 2016 to shareholders of record at the close of business on November 30, 2016.

The final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for U.S. banks became effective for the Company on January 1, 2015, with full compliance with all of the final rule's requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. As of September 30, 2016, the Company's capital levels remained characterized as "well-capitalized" under the new rules. See the "Regulatory Initiatives Affecting the Banking Industry" section below for further discussion on Basel III.

We continue to evaluate the potential impact that regulatory rules may have on our liquidity and capital management strategies, including Basel III and those required under the Dodd-Frank Act. See the "Regulatory Initiatives Affecting the Banking Industry" section below for further discussion on the potential impact that these regulatory rules may have on our liquidity and capital requirements.

Table 20 presents our regulatory capital and ratios as of September 30, 2016 and December 31, 2015.

<b>Regulatory Capital and Ratios</b>	<b>Table 20</b>	
(dollars in thousands)	<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b>Regulatory Capital</b>		
Shareholders' Equity	\$ 1,163,859	\$ 1,116,260
Less: Goodwill <sup>1</sup>	27,416	27,416
Postretirement Benefit Liability Adjustments	(28,438)	(28,860)
Net Unrealized Gains (Losses) on Investment Securities <sup>2</sup>	13,626	5,304
Other	(198)	(198)
<b>Common Equity Tier 1 Capital</b>	<b>1,151,453</b>	<b>1,112,598</b>
Tier 1 Capital	1,151,453	1,112,598
Allowable Reserve for Credit Losses	107,433	99,647
<b>Total Regulatory Capital</b>	<b>\$ 1,258,886</b>	<b>\$ 1,212,245</b>
<b>Risk-Weighted Assets</b>	<b>\$ 8,591,440</b>	<b>\$ 7,962,484</b>
<b>Key Regulatory Capital Ratios</b>		
Common Equity Tier 1 Capital Ratio	13.40 %	13.97 %
Tier 1 Capital Ratio	13.40	13.97
Total Capital Ratio	14.65	15.22
Tier 1 Leverage Ratio	7.25	7.26

<sup>1</sup> Calculated net of deferred tax liabilities.

<sup>2</sup> Includes unrealized gains and losses related to the Company's reclassification of available-for-sale investment securities to the held-to-maturity category.

## Regulatory Initiatives Affecting the Banking Industry

### *Basel III*

The FRB and the FDIC approved the final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for U.S. banks. Under the final rules, minimum requirements increased for both the quantity and quality of capital held by the Company. The rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer, comprised of common equity Tier 1 capital, was also established above the regulatory minimum capital requirements. This capital conservation buffer was phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and will increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. Strict eligibility criteria for regulatory capital instruments were also implemented under the final rules. The final rules also revised the definition and calculation of Tier 1 capital, Total Capital, and risk-weighted assets.

The phase-in period for the final rules became effective for the Company on January 1, 2015, with full compliance with all of the final rules' requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. As of September 30, 2016, the Company's capital levels remained characterized as "well-capitalized" under the new rules.

Management continues to monitor regulatory developments and their potential impact to the Company's liquidity requirements.

### *Stress Testing*

The Dodd-Frank Act requires federal banking agencies to issue regulations that require banks with total consolidated assets of more than \$10.0 billion to conduct and publish company-run annual stress tests to assess the potential impact of different scenarios on the consolidated earnings and capital of each bank and certain related items over a nine-quarter forward-looking planning horizon, taking into account all relevant exposures and activities. On October 9, 2012, the FRB published final rules implementing the stress testing requirements for banks, such as the Company, with total consolidated assets of more than \$10.0 billion but less than \$50.0 billion. These rules set forth the timing and type of stress test activities, as well as rules governing controls, oversight and disclosure.

In March 2014, the FRB, OCC, and FDIC issued final supervisory guidance for these stress tests. This joint final supervisory guidance discusses supervisory expectations for stress test practices, provides examples of practices that would be consistent with those expectations, and offers additional details about stress test methodologies. It also emphasizes the importance of stress testing as an ongoing risk management practice.

We submitted our latest stress testing results to the FRB on July 29, 2016 and will disclose the results to the public (via posting to our website) in October 2016.

### *Deposit Insurance Fund ("DIF") Assessment*

In March 2016, the FDIC approved a final rule that imposes on banks with at least \$10 billion in assets, such as the Company, a surcharge of 4.5 cents per \$100 of their assessment base, after making certain adjustments. The surcharge became effective for the third quarter of 2016 and the FDIC estimates the surcharge will be imposed for approximately two years. The surcharge takes effect at the same time that the regular FDIC insurance assessment rates for all banks decline under a rule adopted by the FDIC in 2011. We estimate that the net effect of the FDIC assessment changes noted above will reduce our annual FDIC insurance expense by approximately \$0.8 million.

## **Operational Risk**

Operational risk represents the risk of loss resulting from our operations, including, but not limited to, the risk of fraud by employees or persons outside the Company, errors relating to transaction processing and technology, failure to adhere to compliance requirements, and the risk of cyber attacks. We are also exposed to operational risk through our outsourcing arrangements, and the effect that changes in circumstances or capabilities of our outsourcing vendors can have on our ability to continue to perform operational functions necessary to our business. The risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. Operational risk is inherent in all business activities, and management of this risk is important to the achievement of Company goals and objectives.

Our Operating Risk Committee (the “ORC”) provides oversight and assesses the most significant operational risks facing the Company. We have developed a framework that provides for a centralized operating risk management function through the ORC, supplemented by business unit responsibility for managing operational risks specific to their business units. Our internal audit department also validates the system of internal controls through ongoing risk-based audit procedures and reports on the effectiveness of internal controls to executive management and the Audit and Risk Committee of the Board of Directors.

We continuously strive to strengthen our system of internal controls to improve the oversight of operational risk. While our internal controls have been designed to minimize operational risks, there is no assurance that business disruption or operational losses will not occur. On an ongoing basis, management reassesses operational risks, implements appropriate process changes, and invests in enhancements to our systems of internal controls.

## **Off-Balance Sheet Arrangements, Credit Commitments, and Contractual Obligations**

### *Off-Balance Sheet Arrangements*

We hold interests in several unconsolidated variable interest entities (“VIEs”). These unconsolidated VIEs are primarily low-income housing partnerships and solar energy partnerships. Variable interests are defined as contractual ownership or other interests in an entity that change with fluctuations in an entity’s net asset value. The primary beneficiary consolidates the VIE. We have determined that the Company is not the primary beneficiary of these entities. As a result, we do not consolidate these VIEs.

### *Credit Commitments and Contractual Obligations*

Our credit commitments and contractual obligations have not changed materially since previously reported in our Annual Report on Form 10-K for the year ended December 31, 2015.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

See “Market Risk” of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

The Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of September 30, 2016. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2016.

*Changes in Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2016 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**Part II - Other Information****Item 1A. Risk Factors**

There are no material changes from the risk factors set forth under Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The Parent's repurchases of its common stock during the third quarter of 2016 were as follows:

**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares Purchased <sup>1</sup></b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>2</sup></b>
July 1 - 31, 2016	78,450	\$ 68.92	78,000	\$ 84,322,515
August 1 - 31, 2016	70,273	69.67	69,500	79,480,554
September 1 - 30, 2016	56,500	71.69	56,500	75,429,871
<b>Total</b>	<b>205,223</b>	<b>\$ 69.94</b>	<b>204,000</b>	

<sup>1</sup> During the third quarter of 2016, 1,223 shares were purchased for the trustee of a trust established pursuant to the Bank of Hawaii Corporation Director Deferred Compensation Plan (the "DDCP") in satisfaction of the Company's obligations to participants under the DDCP. The issuance of these shares were made in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act") by Section 4(a)(2) thereof. Each of the trustee under the trust and the participants under the DDCP is an accredited investor, as defined in Rule 501(a) under the Securities Act. These shares did not involve a public offering and was made without general solicitation or advertising. The shares were purchased at the closing price of the Parent's common stock on the dates of purchase.

<sup>2</sup> The share repurchase program was first announced in July 2001. The program has no set expiration or termination date. The actual amount and timing of future share repurchases, if any, will depend on market and economic conditions, regulatory rules, applicable SEC rules, and various other factors.

**Item 6. Exhibits**

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index and is incorporated herein by reference.



**Exhibit Index**

**Exhibit Number**

31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended, Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended, Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Interactive Data File

\* Compensatory plan or arrangement

**Certification of Chief Executive Officer Pursuant to  
Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended,  
Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter S. Ho, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bank of Hawaii Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit and risk committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2016

/s/ Peter S. Ho

---

Peter S. Ho  
Chairman of the Board,  
Chief Executive Officer, and  
President

**Certification of Chief Financial Officer Pursuant to  
Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended,  
Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kent T. Lucien, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bank of Hawaii Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit and risk committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2016

/s/ Kent T. Lucien

Kent T. Lucien  
Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer  
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

We hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Bank of Hawaii Corporation (the "Company") for the quarter ended September 30, 2016 (the "Report"):

- fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 24, 2016

/s/ Peter S. Ho

---

Peter S. Ho  
Chairman of the Board,  
Chief Executive Officer, and  
President

/s/ Kent T. Lucien

---

Kent T. Lucien  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

