



Ah Bank of Hawaii

Corporation

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### Bank of Hawaii Corporation Third Quarter 2013 Financial Results

- Diluted Earnings Per Share \$0.85
- Net Income \$37.7 Million
- Board of Directors Declares Dividend of \$0.45 Per Share

#### FOR IMMEDIATE RELEASE

**HONOLULU, HI** (October 28, 2013) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.85 for the third quarter of 2013, unchanged from the previous quarter, and down from \$0.92 in the same quarter last year. Net income for the third quarter of 2013 was \$37.7 million compared with net income of \$37.8 million in the second quarter of 2013 and net income of \$41.2 million in the third quarter of 2012.

"Bank of Hawaii Corporation continued to perform well during the third quarter of 2013," said Peter Ho, Chairman, President and CEO. "Our loan balances grew 3 percent from the second quarter and 4 percent from the third quarter last year. Consumer and commercial deposit balances grew 2 percent from the previous quarter and 6 percent from the same quarter from last year. The Hawaii economy is benefitting from a continued strong visitor industry and growing construction activity. Expenses remained well controlled as did credit costs. Importantly, the steepening yield curve is beginning to have a positive impact on our net interest income and net interest margin."

The return on average assets for the third quarter of 2013 was 1.09 percent, down from 1.12 percent in the previous quarter and 1.22 percent during the same quarter last year. The return on average equity for the third quarter of 2013 was 15.02 percent, up from 14.64 percent for the second quarter of 2013 and down from 16.02 percent in the third quarter of 2012.

For the nine-month period ended September 30, 2013, net income was \$111.4 million, down from net income of \$125.8 million for the same period last year. Diluted earnings per share were \$2.50 for the nine-month period in 2013 compared with diluted earnings per share of \$2.77 for the same period in 2012. The year-to-date return on average assets was 1.09 percent compared with 1.23 percent for the same period in 2012. The year-to-date return on average equity was 14.59 percent compared with 16.49 percent for the nine months ended September 30, 2012.

#### **Financial Highlights**

Net interest income, on a taxable equivalent basis, for the third quarter of 2013 was \$93.5 million, up \$3.7 million from net interest income of \$89.8 million in the second quarter of 2013 and down \$2.7 million from net interest income of \$96.2 million in the third quarter of 2012. Net interest income for the nine-month period in 2013 was \$274.3 million compared with net interest income of \$294.0 million for the same period in 2012. Analyses of the changes in net interest income are included in Tables 8a, 8b, and 8c.

The net interest margin was 2.83 percent for the third quarter of 2013, a 6 basis point increase from the net interest margin of 2.77 percent in the second quarter of 2013 and a 15 basis point decrease from the net interest margin of 2.98 percent in the third quarter of 2012. The net interest margin for the first nine months of 2013 was 2.81 percent compared with 3.01 percent for the same nine-month period last year.

Noninterest income was \$45.1 million in the third quarter of 2013, a decrease of \$2.9 million compared with noninterest income of \$48.0 million in the second quarter of 2013, and a decrease of \$7.2 million compared with noninterest income of \$52.4 million in the third quarter of 2012. Noninterest income included mortgage banking revenue of \$4.1 million in the third quarter of 2013 compared with \$5.8 million in the previous quarter and \$11.7 million in the same quarter last year. Noninterest income for the nine-months ended September 30, 2013 was \$140.9 million, a decrease of \$6.4 million compared with noninterest income of \$147.3 million for the same period in 2012.

Noninterest expense was \$83.0 million in the third quarter of 2013, an increase of \$1.8 million compared with noninterest expense of \$81.2 million in the second quarter of 2013, and a decrease of \$1.9 million compared with noninterest expense of \$84.9 million in the third quarter last year. Noninterest expense in the third quarter of 2013 included separation expense of \$1.8 million. Separation expenses were \$0.9 million in the second quarter of 2013 and \$1.0 million in the same quarter last year. The components of salaries and benefits are presented in Table 9. Noninterest expense for the nine-months ended September 30, 2013 was \$248.5 million, a decrease of \$2.3 million compared with noninterest expense of \$250.8 million for the same period in 2012.

The efficiency ratio for the third quarter of 2013 was 61.01 percent, up from 59.96 percent in the previous quarter and 58.13 percent in the same quarter last year. The efficiency ratio for the nine-month period ended September 30, 2013 was 60.96 percent, up from 57.76 percent for the same period last year.

The effective tax rate for the third quarter of 2013 was 28.91 percent compared with 30.33 percent in the previous quarter and 32.55 percent during the same quarter last year. The effective tax rate for the nine-month period ended September 30, 2013 was 29.99 percent compared to 31.06 percent for the same period last year. The lower effective tax rates during 2013 were due to the release of tax reserves and low-income housing and other tax credits.

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

#### **Asset Quality**

The Company's asset quality was stable during the third quarter of 2013. Total non-performing assets were \$33.8 million at September 30, 2013, down from \$36.4 million at June 30, 2013 and \$40.3 million at September 30, 2012. Non-performing assets continue to remain above historical levels due to the lengthy judicial foreclosure process for residential mortgage loans. Non-performing assets, as a percentage of total loans and leases and foreclosed real estate, were 0.56 percent at September 30, 2013, down from 0.62 percent at June 30, 2013 and 0.70 percent at September 30, 2012.

Accruing loans and leases past due 90 days or more were \$11.4 million at September 30, 2013, up from \$10.6 million at June 30, 2013 and \$7.5 million at September 30, 2012. The increase in consumer delinquencies was largely due to residential mortgage loans on neighbor island properties. Restructured loans and leases not included in non-accrual loans or accruing loans that are past due 90 days or more were \$39.8 million at September 30, 2013. Restructured loans and leases are primarily comprised of residential mortgage loans with lowered monthly payments to accommodate the borrowers' financial needs for a period of time. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loans and leases charged off during the third quarter of 2013 were \$0.9 million or 0.06 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$4.7 million during the quarter were partially offset by recoveries of \$3.8 million. Net charge-offs during the second quarter of 2013 were \$2.3 million, or 0.16 percent annualized of total average loans and leases outstanding, and were comprised of \$4.7 million in charge-offs partially offset by recoveries of \$2.4 million. Net charge-offs in the third quarter of 2012 were \$1.5 million or 0.10 percent annualized of total average loans and leases outstanding, and were comprised of \$5.0 million in charge-offs partially offset by recoveries of \$3.6 million. Net charge-offs in the ninemonth period ended September 30, 2013 were \$5.2 million, or 0.12 percent annualized of total average loans and leases outstanding compared with net charge-offs of \$8.6 million, or 0.20 percent annualized of total average loans and leases outstanding for the same period in 2012.

The allowance for loan and lease losses was reduced to \$123.7 million at September 30, 2013. The ratio of the allowance for loan and lease losses to loans and leases outstanding was 2.06 percent at September 30, 2013, a decrease of 7 basis points from June 30, 2013. The reserve for unfunded commitments at September 30, 2013 was \$6.1 million, an increase of \$0.1 million from June 30, 2013 and \$0.6 million from September 30, 2012. The increase in the reserve for unfunded commitments was primarily due to growth in commercial commitments. Details of loan and lease charge-offs, recoveries, and the components of the total reserve for credit losses are summarized in Table 12.

#### **Other Financial Highlights**

Total assets were \$13.85 billion at September 30, 2013, an increase from total assets of \$13.73 billion at June 30, 2013 and total assets of \$13.38 billion at September 30, 2012. Average assets were \$13.77 billion during the third quarter of 2013, up from average assets of \$13.57 billion during the previous quarter and average assets of \$13.49 billion during the same quarter last year.

The total investment securities portfolio totaled \$6.91 billion at September 30, 2013, an increase from total securities of \$6.84 billion at June 30, 2013 and \$6.60 billion at September 30, 2012. The portfolio remains largely comprised of securities issued by U.S. government agencies and includes \$4.63 billion in securities held to maturity and \$2.28 billion in securities available for sale.

Total loans and leases were \$6.01 billion at September 30, 2013, up from \$5.86 billion at June 30, 2013 and \$5.78 billion at September 30, 2012. The commercial loan portfolio was \$2.48 billion at the end of the third quarter of 2013, up from commercial loans of \$2.40 billion at the end of the second quarter of 2013 and \$2.23 billion at the end of the same quarter last year. Consumer loans were \$3.53 billion at September 30, 2013, up from consumer loans of \$3.46 billion at the end of the second quarter of 2013, and down slightly from \$3.55 billion at the end of the third quarter last year. Average total loans and leases were \$5.89 billion during the third quarter of 2013, up from \$5.78 billion during the previous quarter and \$5.72 billion during the same quarter last year. Loan and lease portfolio balances, including the higher risk loans and leases outstanding, are summarized in Table 10.

Total deposits were \$11.61 billion at September 30, 2013, an increase from total deposits of \$11.45 billion at June 30, 2013 and \$11.22 billion at September 30, 2012 due to continued growth in consumer and commercial deposits. Average total deposits were \$11.48 billion in the third quarter of 2013, up from average deposits of \$11.24 billion during the previous quarter, and up from average deposits of \$11.30 billion during the same quarter last year.

During the third quarter of 2013, the Company repurchased 164.5 thousand shares of common stock at a total cost of \$8.9 million under its share repurchase program. The average cost was \$54.18 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through September 30, 2013, the Company has repurchased 50.8 million shares and returned \$1.86 billion to shareholders at an average cost of \$36.50 per share. The remaining buyback authority under the share repurchase program was \$39.0 million at September 30, 2013. From October 1 through October 25, 2013, the Company repurchased an additional 19.0 thousand shares of common stock at an average cost of \$55.31 per share.

Total shareholders' equity was \$0.99 billion at September 30, 2013, up slightly from June 30, 2013 and down from \$1.02 billion at September 30, 2012. The ratio of tangible common equity to risk-weighted assets was 15.43 percent at the end of the third quarter of 2013, compared with 15.65 percent at the end of the second quarter of 2013, and 17.43 percent at the end of the same quarter last year. The Tier 1 leverage ratio at September 30, 2013 was 6.95 percent, unchanged from June 30, 2013 and up from 6.78 percent at September 30, 2012.

The Company's Board of Directors declared a quarterly cash dividend of \$0.45 per share on the Company's outstanding shares. The dividend will be payable on December 13, 2013 to shareholders of record at the close of business on November 29, 2013.

#### Hawaii Economy

General economic conditions in Hawaii continued to improve during the third quarter of 2013, led by a strong tourism industry, relatively low unemployment, and rising real estate prices. For the first eight months of 2013, total visitor arrivals and visitor spending both increased by 5.1%

compared to the same period in 2012. We continue to experience strong visitor spending growth from U.S. Mainland visitors. The statewide seasonally-adjusted unemployment rate was at 4.3% in August 2013, compared to 7.3% nationally. For the first nine months of 2013, the volume of single-family home sales on Oahu was 7.0% higher compared to the same period in 2012 while the volume of condominium sales on Oahu was 16.5% higher compared to the same period in 2012. The median price of single-family home sales on Oahu was 3.3% higher for the first nine months of 2013 compared to same period in 2012, while the median price of condominium sales on Oahu was 5.4% higher compared to the same period in 2012. As of September 30, 2013, months of inventory of single-family homes and condominiums on Oahu remained low at approximately 2.8 months and 3.0 months, respectively.

#### **Conference Call Information**

The Company will review its third quarter 2013 financial results today at 8:00 a.m. Hawaii Time. The conference call will be accessible via teleconference and via the Investor Relations link of Bank of Hawaii Corporation's website, <a href="www.boh.com">www.boh.com</a>. Conference call participants located in the United States or Canada should dial 1 (800) 447-0521. All other international call participants should dial 1 (847) 413-3238. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning Monday, October 28, 2013 by calling 1 (888) 843-7419 in the United States or Canada and 1 (630) 652-3042 from other international locations and entering the pass code number 35825438# when prompted. A replay will also be available via the Investor Relations link on the Company's website.

#### **Forward-Looking Statements**

This news release, and other statements made by the Company in connection with it may contain "forward-looking statements", such as forecasts of our financial results and condition, expectations for our operations and business prospects, and our assumptions used in those forecasts and expectations. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations because of a variety of factors. More information about these factors is contained in Bank of Hawaii Corporation's Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the U.S. Securities and Exchange Commission. We have not committed to update forward-looking statements to reflect later events or circumstances.

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

Financial Highlights Table 1a

	_		Three	Months End				Nine Mo		
	Se	eptember 30,		June 30,	Se	eptember 30,		-	mber 3	•
(dollars in thousands, except per share amounts)		2013		2013		2012		2013		2012
For the Period:										
Operating Results	Φ.	00.007	•	07.040	•	00.000	Φ.	000 707	Φ.	000 004
Net Interest Income	\$	90,887	\$	87,340	\$	93,632	\$	266,787	\$	286,961
Provision for Credit Losses		-		-		<u>-</u>				979
Total Noninterest Income		45,126		48,041		52,374		140,945		147,304
Total Noninterest Expense		82,977		81,181		84,878		248,545		250,832
Net Income		37,704		37,763		41,232		111,447		125,789
Basic Earnings Per Share		0.85		0.85		0.92		2.51		2.78
Diluted Earnings Per Share		0.85		0.85		0.92		2.50		2.77
Dividends Declared Per Share		0.45		0.45		0.45		1.35		1.35
Performance Ratios										
Return on Average Assets		1.09	%	1.12	%	1.22	%	1.09	%	1.23
Return on Average Shareholders' Equity		15.02		14.64		16.02		14.59		16.49
Efficiency Ratio <sup>1</sup>		61.01		59.96		58.13		60.96		57.76
Net Interest Margin <sup>2</sup>		2.83		2.77		2.98		2.81		3.01
Dividend Payout Ratio <sup>3</sup>		52.94		52.94		48.91		53.78		48.56
Average Shareholders' Equity to Average Assets		7.23		7.62		7.59		7.49		7.47
Average Balances										
Average Loans and Leases	\$	5,892,888	\$	5,781,898	\$	5,716,421	\$	5,826,424	\$	5,640,733
Average Assets		13,769,699		13,572,329		13,490,835		13,633,907		13,640,304
Average Deposits		11,479,185		11,244,600		11,301,668		11,337,792		10,786,654
Average Shareholders' Equity		995,661		1,034,366		1,023,804		1,021,480		1,018,903
Per Share of Common Stock										
Book Value	\$	22.29	\$	22.09	\$	22.77	\$	22.29	\$	22.77
Market Value										
Closing		54.45		50.32		45.62		54.45		45.62
High		57.13		52.17		48.92		57.13		49.99
Low		50.50		46.04		45.29		44.88		44.02
			s	September 30	,	June 30	,	December 31,	s	eptember 30,
				2013	3	2013	3	2012		2012
As of Period End:										
Balance Sheet Totals  Loans and Leases			\$	6,006,642	\$	5,859,152	\$	5,854,521	\$	5,782,304
Fotal Assets			Ψ	13,848,871	Ψ	13,733,418	Ψ	13,728,372	Ψ	13,382,425
Fotal Deposits				11,608,134				11,529,482		11,220,547
Long-Term Debt				174,717		11,449,198 174,727		128,055		28,065
Fotal Shareholders' Equity				992,686		986,368		1,021,665		1,024,562
Asset Quality										
Allowance for Loan and Lease Losses			\$	123,680	\$	124,575	\$	128,857	\$	130,971
Non-Performing Assets			Ψ	33,832		36,431	Ψ	37,083	Ψ	40,284
Financial Ratios										
Allowance to Loans and Leases Outstanding				2.06	0/_	2.13	0/_	2.20	0/_	2.27
Tier 1 Capital Ratio				2.06 15.42	/0	15.53	/0	16.13	/0	16.12
Fotal Capital Ratio				16.68		16.79		17.39		17.39
•				6.95		6.95		6.83		6.78
Fier 1 Leverage Ratio				6.95 7.17		7.18		7.44		7.66
Total Shareholders' Equity to Total Assets										7.66 7.44
Tangible Common Equity to Tangible Assets <sup>4</sup> Tangible Common Equity to Risk-Weighted Assets <sup>4</sup>				6.96 15.43		6.97 15.65		7.23 17.24		17.43
Non-Financial Data										
Full-Time Equivalent Employees				2,205		2,227		2,276		2,304
Branches and Offices				2,205 74		2,227 75		76		2,304 77
ATMs				468		486		494		495

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

<sup>&</sup>lt;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>&</sup>lt;sup>4</sup> Tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. See Table 1b "Reconciliation of Non-GAAP Financial Measures."

## **Reconciliation of Non-GAAP Financial Measures**

	Se	eptember 30,		June 30,	D	ecember 31,	Se	eptember 30,
(dollars in thousands)		2013		2013		2012		2012
Total Charabaldara! Fauity	¢	992.686	\$	986,368	\$	1,021,665	\$	1 004 560
Total Shareholders' Equity	\$	•	Ф	•	Ф		Ф	1,024,562
Less: Goodwill		31,517		31,517		31,517		31,517
Intangible Assets		-		8		33		46
Tangible Common Equity	\$	961,169	\$	954,843	\$	990,115	\$	992,999
Total Assets	\$	13,848,871	\$	13,733,418	\$	13,728,372	\$	13,382,425
Less: Goodwill		31,517		31,517		31,517		31,517
Intangible Assets		-		8		33		46
Tangible Assets	\$	13,817,354	\$	13,701,893	\$	13,696,822	\$	13,350,862
Risk-Weighted Assets, determined in accordance								
with prescribed regulatory requirements	\$	6,228,293	\$	6,099,770	\$	5,744,722	\$	5,697,581
Total Shareholders' Equity to Total Assets		7.17%		7.18%		7.44%		7.66%
Tangible Common Equity to Tangible Assets (Non-GAAP)		6.96%		6.97%		7.23%		7.44%
Tier 1 Capital Ratio		15.42%		15.53%		16.13%		16.12%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)		15.43%		15.65%		17.24%		17.43%

Table 1b

# **Bank of Hawaii Corporation and Subsidiaries Net Significant Items**

Three Months Ended Nine Months Ended September 30, June 30, September 30, September 30, 2013 2013 2012 2013 2012 (dollars in thousands) Net Gains on Disposal of Leased Equipment 2,473 Decrease in Allowance for Loan and Lease Losses 896 2,303 1,472 5,178 7,635 Separation Expense (1,753)(864)(1,016)(4,092)(1,838)PC Refresh (1,163) Significant Items Before the Provision (Benefit) for Income Taxes (857) 1,439 456 1,086 7,107 Income Taxes Impact Related to Lease Transactions (2,733)-Release of Tax Reserve (1,267)(1,090)(2,357)380 504 Income Tax Impact (300)159 1,271 3,063 Net Significant Items 2,025 \$ 297 8,569 \$ 710 \$ \$

Table 2

## **Consolidated Statements of Income**

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		Т	hree	Months End	ed		 Nine Months End		Ended
	Se	eptember 30,		June 30,	Se	eptember 30,	Septen	nber	30,
(dollars in thousands, except per share amounts)		2013		2013		2012	2013		2012
Interest Income									
Interest and Fees on Loans and Leases	\$	63,918	\$	62,729	\$	64,668	\$ 189,467	\$	193,269
Income on Investment Securities									
Available-for-Sale		12,038		15,073		15,922	42,962		50,623
Held-to-Maturity		24,137		19,189		23,232	63,180		74,699
Deposits		3		1		3	7		6
Funds Sold		177		74		105	310		353
Other		301		285		283	870		844
Total Interest Income		100,574		97,351		104,213	296,796		319,794
Interest Expense									
Deposits		2,500		2,579		2,931	7,725		9,623
Securities Sold Under Agreements to Repurchase		6,551		6,751		7,185	20,307		21,739
Funds Purchased		4		10		7	36		17
Long-Term Debt		632		671		458	1,941		1,454
Total Interest Expense		9,687		10,011		10,581	30,009		32,833
Net Interest Income		90,887		87,340		93,632	266,787		286,961
Provision for Credit Losses		-		-		-	-		979
Net Interest Income After Provision for Credit Losses		90,887		87,340		93,632	266,787		285,982
Noninterest Income									
Trust and Asset Management		11,717		12,089		11,050	35,692		33,163
Mortgage Banking		4,132		5,820		11,745	16,363		24,376
Service Charges on Deposit Accounts		9,385		9,112		9,346	27,798		28,162
Fees, Exchange, and Other Service Charges		12,732		13,133		11,907	37,799		36,632
Investment Securities Gains (Losses), Net		-		-		13	-		(77)
Insurance		2,177		2,393		2,326	6,895		7,003
Bank-Owned Life Insurance		1,365		1,335		2,028	3,997		5,248
Other		3,618		4,159		3,959	12,401		12,797
Total Noninterest Income		45,126		48,041		52,374	140,945		147,304
Noninterest Expense									
Salaries and Benefits		46,552		45,341		47,231	140,568		138,292
Net Occupancy		9,847		9,661		10,524	29,143		31,098
Net Equipment		4,572		4,380		4,523	13,529		15,018
Data Processing		3,697		3,050		3,397	10,013		10,144
Professional Fees		2,119		2,391		2,494	6,736		7,012
FDIC Insurance		1,913		1,949		1,822	5,811		5,981
Other		14,277		14,409		14,887	42,745		43,287
Total Noninterest Expense		82,977		81,181		84,878	248,545		250,832
Income Before Provision for Income Taxes		53,036		54,200		61,128	159,187		182,454
Provision for Income Taxes		15,332		16,437		19,896	47,740		56,665
Net Income	\$	37,704	\$	37,763	\$	41,232	\$ 111,447	\$	125,789
Basic Earnings Per Share	\$	0.85	\$	0.85	\$	0.92	\$ 2.51	\$	2.78
Diluted Earnings Per Share	\$	0.85	\$	0.85	\$	0.92	\$ 2.50	\$	2.77
Dividends Declared Per Share	\$	0.45	\$	0.45	\$	0.45	\$ 1.35	\$	1.35
Basic Weighted Average Shares		44,267,356		44,493,069		44,913,348	44,433,967		45,280,541
Diluted Weighted Average Shares		44,479,472		44,608,497		45,050,638	44,588,777		45,421,624

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

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		Т	hree	Nine Months Ended						
	Sep	tember 30,		June 30,	Sej	otember 30,		Septem	ber	30,
(dollars in thousands)		2013		2013		2012		2013		2012
Net Income	\$	37,704	\$	37,763	\$	41,232	\$	111,447	\$	125,789
Other Comprehensive Income (Loss), Net of Tax:										
Net Unrealized Gains (Losses) on Investment Securities		(6,986)		(46,572)		9,770		(63,199)		6,703
Defined Benefit Plans		202		201		152		481		458
Total Other Comprehensive Income (Loss)		(6,784)		(46,371)		9,922		(62,718)		7,161
Comprehensive Income (Loss)	\$	30,920	\$	(8,608)	\$	51,154	\$	48,729	\$	132,950

Consolidated	Statements	of Condition

Total Liabilities and Shareholders' Equity

eptember 30, 2013	June 30,	December 31,	Cantambar 20
2012			September 30
2013	2013	2012	2012
3,048	\$ 4,635	\$ 3,393	\$ 4,673
254,940	329,922	185,682	251,664
2,277,136	2,815,408	3,367,557	3,124,209
4,633,399	4,027,829	3,595,065	3,475,259
18,795	25,880	21,374	25,971
6,006,642	5,859,152	5,854,521	5,782,304
(123,680)	(124,575)	(128,857)	(130,971)
5,882,962	5,734,577	5,725,664	5,651,333
13,070,280	12,938,251	12,898,735	12,533,109
131,228	136,386	163,786	153,599
105,181	105,752	105,005	107,144
46,047	43,375	43,077	47,192
3,036	3,256	3,887	3,067
28,015	27,631	25,240	23,980
31,517	31,517	31,517	31,517
			482,817
			\$ 13,382,425
3,524,638 2,320,452 4,503,963 1,259,081 11,608,134 9,983 847,239 174,717 47,338 6,040 40,364 122,370	\$ 3,396,835 2,269,196 4,433,042 1,350,125 11,449,198 9,983 866,237 174,727 47,318 4,399 48,947 146,241	\$ 3,367,185 2,163,473 4,399,316 1,599,508 11,529,482 11,296 758,947 128,055 47,658 4,776 88,014 138,479	\$ 2,985,561 2,034,319 4,480,733 1,719,934 11,220,547 10,942 818,080 28,065 41,872 5,997 94,369 137,991
12,856,185	12,747,050	12,706,707	12,357,863
572	572	571	571
520,510	518,804	515,619	513,758
(33,510)	(26,726)	29,208	42,424
1,132,996	1,115,594	1,084,477	1,065,245
(627,882)	(621,876)	(608,210)	(597,436)
992,686	986,368	1,021,665	1,024,562
	254,940  2,277,136 4,633,399 18,795 6,006,642 (123,680) 5,882,962 13,070,280 131,228 105,181 46,047 3,036 28,015 31,517 433,567 13,848,871  3,524,638 2,320,452 4,503,963 1,259,081 11,608,134 9,983 847,239 174,717 47,338 6,040 40,364 122,370 12,856,185	254,940 329,922  2,277,136 2,815,408 4,633,399 4,027,829 18,795 25,880 6,006,642 5,859,152 (123,680) (124,575) 5,882,962 5,734,577 13,070,280 12,938,251 131,228 136,386 105,181 105,752 46,047 43,375 3,036 3,256 28,015 27,631 31,517 31,517 433,567 447,250 13,848,871 \$ 13,733,418  3,524,638 \$ 3,396,835 2,320,452 2,269,196 4,503,963 4,433,042 1,259,081 1,350,125 11,608,134 11,449,198 9,983 9,983 847,239 866,237 174,717 174,727 47,338 47,318 6,040 4,399 40,364 48,947 122,370 146,241 12,856,185 12,747,050  572 572 520,510 518,804 (33,510) (26,726) 1,132,996 1,115,594	254,940         329,922         185,682           2,277,136         2,815,408         3,367,557           4,633,399         4,027,829         3,595,065           18,795         25,880         21,374           6,006,642         5,859,152         5,854,521           (123,680)         (124,575)         (128,857)           5,882,962         5,734,577         5,725,664           13,070,280         12,938,251         12,898,735           131,228         136,386         163,786           105,181         105,752         105,005           46,047         43,375         43,077           3,036         3,256         3,887           28,015         27,631         25,240           31,517         31,517         31,517           433,567         447,250         457,125           13,848,871         \$ 13,733,418         \$ 13,728,372           3,524,638         \$ 3,396,835         \$ 3,367,185           2,320,452         2,269,196         2,163,473           4,503,963         4,433,042         4,399,316           1,259,081         1,350,125         1,599,508           847,239         866,237         758,947

\$ 13,848,871 \$ 13,733,418 \$ 13,728,372 \$ 13,382,425

## Consolidated Statements of Shareholders' Equity

					Accum.			
					Other			
					Compre-			
					hensive			
	Common Shares	Co	ommon	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding		Stock	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2012	44,754,835	\$	571	\$515,619	\$ 29,208	\$1,084,477	\$ (608,210)	\$1,021,665
Net Income	-		-	-	-	111,447	-	111,447
Other Comprehensive Loss	-		-	-	(62,718)	-	-	(62,718)
Share-Based Compensation	-		-	4,226	-	-	-	4,226
Common Stock Issued under Purchase and Equity								
Compensation Plans and Related Tax Benefits	444,951		1	665	-	(2,458)	13,521	11,729
Common Stock Repurchased	(660,539)		-	-	-	-	(33,193)	(33,193)
Cash Dividends Paid (\$1.35 per share)	-		-	-	-	(60,470)	-	(60,470)
Balance as of September 30, 2013	44,539,247	\$	572	\$520,510	\$ (33,510)	\$1,132,996	\$ (627,882)	\$ 992,686
Balance as of December 31, 2011	45,947,116	\$	571	\$507,558	\$ 35,263	\$1,003,938	\$ (544,663)	\$1,002,667
Net Income	-		-	-	-	125,789	-	125,789
Other Comprehensive Income	-		-	-	7,161	-	-	7,161
Share-Based Compensation	-		-	5,687	-	-	-	5,687
Common Stock Issued under Purchase and Equity								
Compensation Plans and Related Tax Benefits	471,104		-	513	-	(3,023)	13,472	10,962
Common Stock Repurchased	(1,413,407)		-	-	-	-	(66,245)	(66,245)
Cash Dividends Paid (\$1.35 per share)	-		-		-	(61,459)	-	(61,459)
Balance as of September 30, 2012	45,004,813	\$	571	\$513,758	\$ 42,424	\$1,065,245	\$ (597,436)	\$1,024,562

	Three I	Three Months Ended			Three M	onths Ende	ed	Three Months Ended				
	Septer	nber 30, 20	13		June	30, 2013			Septer	mber 30, 201	12	
	Average	Income/	Yield/		Average	Income/	Yield/		Average	Income/	Yield/	
(dollars in millions)	Balance	Expense	Rate		Balance	Expense	Rate		Balance	Expense	Rate	
Earning Assets												
Interest-Bearing Deposits	\$ 4.3	\$ -	0.30	% \$	4.5	\$ -	0.06	% \$	4.0	\$ -	0.33	
Funds Sold	335.3	0.2	0.21		168.3	0.1	0.18		221.5	0.1	0.19	
Investment Securities												
Available-for-Sale	2,495.9	13.7	2.18		3,212.2	17.4	2.17		3,247.8	18.3	2.26	
Held-to-Maturity	4,385.5	25.0	2.28		3,714.3	19.2	2.07		3,617.3	23.2	2.57	
Loans Held for Sale	16.7	0.2	4.42		22.9	0.2	3.87		15.8	0.2	4.32	
Loans and Leases <sup>1</sup>												
Commercial and Industrial	877.3	7.7	3.49		855.5	7.8	3.65		797.2	7.7	3.86	
Commercial Mortgage	1,164.9	12.1	4.12		1,114.8	11.3	4.08		993.2	10.8	4.32	
Construction	120.1	1.4	4.71		107.5	1.2	4.61		100.1	1.3	4.97	
Commercial Lease Financing	253.0	1.5	2.32		265.2	1.6	2.36		278.5	1.7	2.42	
Residential Mortgage	2,255.9	25.3	4.49		2,252.1	25.5	4.53		2,391.8	28.1	4.70	
Home Equity	757.6	7.9	4.13		752.9	7.8	4.15		770.2	8.3	4.28	
Automobile	240.6	3.3	5.43		225.0	3.1	5.51		194.9	2.9	5.90	
Other <sup>2</sup>	223.5	4.6	8.23		208.9	4.3	8.22		190.5	3.9	8.09	
Total Loans and Leases	5,892.9	63.8	4.31		5,781.9	62.6	4.34		5,716.4	64.7	4.51	
Other	78.1	0.3	1.54		78.6	0.3	1.45		80.1	0.3	1.41	
Total Earning Assets <sup>3</sup>	13,208.7	103.2	3.11	1	12,982.7	99.8	3.08		12,902.9	106.8	3.30	
Cash and Noninterest-Bearing Deposits	140.3				136.8				134.9			
Other Assets	420.7				452.8				453.0			
Total Assets	\$ 13,769.7	•		\$ 1	13,572.3			\$	13,490.8	•		
Interest-Bearing Liabilities												
Interest-Bearing Deposits												
Demand	\$ 2,147.8	0.1	0.03	\$	2,106.0	0.2	0.03	\$	1,968.8	0.1	0.03	
Savings	4,485.3	1.0	0.09		4,451.1	1.0	0.09		4,456.2	1.0	0.09	
Time	1,401.5	1.4	0.38		1,381.4	1.4	0.42		1,823.2	1.8	0.38	
Total Interest-Bearing Deposits	8,034.6	2.5	0.12		7,938.5	2.6	0.13		8,248.2	2.9	0.14	
Short-Term Borrowings	11.7	-	0.14		29.4	-	0.12		18.5	-	0.15	
Securities Sold Under Agreements to Repurchase	847.2	6.6	3.03		800.1	6.7	3.34		853.0	7.2	3.30	
Long-Term Debt	174.7	0.6	1.44		177.3	0.7	1.52		28.0	0.5	6.52	
Total Interest-Bearing Liabilities	9,068.2	9.7	0.42		8,945.3	10.0	0.44		9,147.7	10.6	0.46	
Net Interest Income		\$ 93.5				\$ 89.8				\$ 96.2		
Interest Rate Spread			2.69	%	•		2.64	%			2.84	
Net Interest Margin			2.83	%			2.77	%			2.98	
Noninterest-Bearing Demand Deposits	3,444.6				3,306.1				3,053.5			
Other Liabilities	261.2				286.5				265.8			
Shareholders' Equity	995.7				1,034.4			_	1,023.8			
Total Liabilities and Shareholders' Equity	\$ 13,769.7	-		\$ 1	13,572.3			\$	13,490.8	•		

<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>&</sup>lt;sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$2,597,000, \$2,490,000 and \$2,529,000 for the three months ended September 30, 2013, June 30, 2013, and September 30, 2012, respectively.

<u> </u>	Nine N	onths Ende	ed .	Nine Months Ended				
	Septer	mber 30, 201	3	Septer	nber 30, 20	12		
	Average	Income/	Yield/	Average	Income/	Yield/		
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate		
Earning Assets								
Interest-Bearing Deposits	\$ 4.2	\$ -	0.22 %	% \$ 3.4	\$ -	0.24 %		
Funds Sold	220.7	0.3	0.19	240.5	0.4	0.19		
Investment Securities								
Available-for-Sale	3,007.0	49.2	2.18	3,369.5	57.4	2.27		
Held-to-Maturity	3,895.6	64.1	2.19	3,714.2	74.7	2.68		
Loans Held for Sale	19.3	0.6	4.05	13.3	0.4	4.26		
Loans and Leases <sup>1</sup>								
Commercial and Industrial	852.1	23.1	3.62	796.5	23.5	3.94		
Commercial Mortgage	1,124.6	34.5	4.10	962.9	31.7	4.40		
Construction	114.4	4.1	4.79	101.1	3.9	5.13		
Commercial Lease Financing	263.6	4.7	2.36	285.7	5.1	2.37		
Residential Mortgage	2,273.0	76.8	4.51	2,342.8	83.8	4.77		
Home Equity	759.4	23.6	4.14	773.8	25.2	4.35		
Automobile	226.6	9.3	5.51	193.9	8.8	6.05		
Other <sup>2</sup>	212.7	13.1	8.26	184.0	11.2	8.10		
Total Loans and Leases	5,826.4	189.2	4.34	5,640.7	193.2	4.57		
Other	78.6	0.9	1.48	80.0	0.8	1.41		
Total Earning Assets <sup>3</sup>	13,051.8	304.3	3.11	13,061.6	326.9	3.34		
Cash and Noninterest-Bearing Deposits	139.7			134.6				
Other Assets	442.4	_		444.1	-			
Total Assets	\$ 13,633.9	=		\$ 13,640.3	:			
Interest-Bearing Liabilities								
Interest-Bearing Deposits								
Demand	2,105.1	0.4	0.03	1,914.2	0.3	0.03		
Savings	4,448.5	3.0	0.09	4,446.6	3.5	0.10		
Time	1,431.6	4.3	0.41	1,447.1	5.8	0.53		
Total Interest-Bearing Deposits	7,985.2	7.7	0.13	7,807.9	9.6	0.16		
Short-Term Borrowings	32.9	-	0.14	16.4	-	0.14		
Securities Sold Under Agreements to Repurchase	801.5	20.3	3.34	1,523.4	21.8	1.88		
Long-Term Debt	169.7	2.0	1.53	29.8	1.5	6.51		
Total Interest-Bearing Liabilities	8,989.3	30.0	0.44	9,377.5	32.9	0.46		
Net Interest Income		\$ 274.3			\$ 294.0			
Interest Rate Spread			2.67	%		2.88		
Net Interest Margin			2.81	%		3.01		
Noninterest-Bearing Demand Deposits	3,352.6			2,978.8				
Other Liabilities	270.5			265.1				
Shareholders' Equity	1,021.5	=	_	1,018.9				
Total Liabilities and Shareholders' Equity	\$ 13,633.9	_	_	\$ 13,640.3	_			

<sup>&</sup>lt;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.

Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$7,498,000 and \$7,080,000 for the nine months ended September 30, 2013 and 2012, respectively.

	Three Months Ended September 30, 2013								
			to June 30, 2013						
(dollars in millions)		Volume <sup>1</sup>	Rate 1	Total					
Change in Interest Income:									
Funds Sold	\$	0.1 \$	- \$	0.1					
Investment Securities									
Available-for-Sale		(3.8)	0.1	(3.7)					
Held-to-Maturity		3.7	2.1	5.8					
Loans and Leases									
Commercial and Industrial		0.2	(0.3)	(0.1)					
Commercial Mortgage		0.7	0.1	0.8					
Construction		0.2	-	0.2					
Commercial Lease Financing		(0.1)	-	(0.1)					
Residential Mortgage		-	(0.2)	(0.2)					
Home Equity		0.1	-	0.1					
Automobile		0.2	-	0.2					
Other <sup>2</sup>		0.3	-	0.3					
Total Loans and Leases		1.6	(0.4)	1.2					
Total Change in Interest Income		1.6	1.8	3.4					
Change in Interest Expense:									
Interest-Bearing Deposits									
Demand		-	(0.1)	(0.1)					
Time		0.1	(0.1)	-					
Total Interest-Bearing Deposits		0.1	(0.2)	(0.1)					
Securities Sold Under Agreements to Repurchase		0.4	(0.5)	(0.1)					
Long-Term Debt		-	(0.1)	(0.1)					
Total Change in Interest Expense		0.5	(0.8)	(0.3)					
Change in Net Interest Income	\$	1.1 \$	2.6 \$	3.7					

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

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

	Three Months Ended September 30, 2013									
		Compared to	September 30, 2012							
(dollars in millions)		Volume <sup>1</sup>	Rate 1	Total						
Change in Interest Income:										
Funds Sold	\$	0.1 \$	- \$	0.1						
Investment Securities										
Available-for-Sale		(4.1)	(0.5)	(4.6)						
Held-to-Maturity		4.6	(2.8)	1.8						
Loans and Leases										
Commercial and Industrial		0.8	(8.0)	-						
Commercial Mortgage		1.8	(0.5)	1.3						
Construction		0.2	(0.1)	0.1						
Commercial Lease Financing		(0.1)	(0.1)	(0.2)						
Residential Mortgage		(1.6)	(1.2)	(2.8)						
Home Equity		(0.1)	(0.3)	(0.4)						
Automobile		0.6	(0.2)	0.4						
Other <sup>2</sup>		0.6	0.1	0.7						
Total Loans and Leases		2.2	(3.1)	(0.9)						
Total Change in Interest Income		2.8	(6.4)	(3.6)						
Change in Interest Expense:										
Interest-Bearing Deposits										
Savings		0.1	(0.1)	-						
Time		(0.4)	-	(0.4)						
Total Interest-Bearing Deposits		(0.3)	(0.1)	(0.4)						
Securities Sold Under Agreements to Repurchase		(0.1)	(0.5)	(0.6)						
Long-Term Debt		0.7	(0.6)	0.1						
Total Change in Interest Expense		0.3	(1.2)	(0.9)						
Change in Net Interest Income	\$	2.5 \$	(5.2) \$	(2.7)						

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

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

	Nine Months Ended September 30, 2013										
		Compared to September 30, 2012									
(dollars in millions)	•	Volume <sup>1</sup>	Rate 1	Total							
Change in Interest Income:											
Funds Sold	\$	(0.1) \$	- \$	(0.1)							
Investment Securities											
Available-for-Sale		(6.0)	(2.2)	(8.2)							
Held-to-Maturity		3.5	(14.1)	(10.6)							
Loans Held for Sale		0.2	-	0.2							
Loans and Leases											
Commercial and Industrial		1.6	(2.0)	(0.4)							
Commercial Mortgage		5.1	(2.3)	2.8							
Construction		0.5	(0.3)	0.2							
Commercial Lease Financing		(0.4)	-	(0.4)							
Residential Mortgage		(2.5)	(4.5)	(7.0)							
Home Equity		(0.4)	(1.2)	(1.6)							
Automobile		1.3	(0.8)	0.5							
Other <sup>2</sup>		1.7	0.2	1.9							
Total Loans and Leases		6.9	(10.9)	(4.0)							
Other		-	0.1	0.1							
Total Change in Interest Income		4.5	(27.1)	(22.6)							
Change in Interest Expense:											
Interest-Bearing Deposits											
Demand		-	0.1	0.1							
Savings		-	(0.5)	(0.5)							
Time		(0.1)	(1.4)	(1.5)							
Total Interest-Bearing Deposits		(0.1)	(1.8)	(1.9)							
Securities Sold Under Agreements to Repurchase		(13.3)	11.8	(1.5)							
Long-Term Debt		2.3	(1.8)	0.5							
Total Change in Interest Expense		(11.1)	8.2	(2.9)							
Change in Net Interest Income		15.6	(35.3)	(19.7)							

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

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

Salaries and Benefits Table 9

			Three	Nine Months Ended						
	Sept	tember 30,		June 30,	Se	eptember 30,		Septem	nber :	30,
(dollars in thousands)		2013		2013		2012		2013		2012
Salaries	\$	28,985	\$	28,690	\$	29,312	\$	86,753	\$	85,830
Incentive Compensation		4,242		3,861		4,492		11,887		12,678
Share-Based Compensation		1,333		1,305		1,817		3,774		5,260
Commission Expense		1,888		1,983		1,750		5,652		5,040
Retirement and Other Benefits		4,144		3,594		4,322		12,106		12,193
Payroll Taxes		2,335		2,576		2,267		9,151		8,522
Medical, Dental, and Life Insurance		1,872		2,468		2,255		7,153		6,931
Separation Expense		1,753		864		1,016		4,092		1,838
Total Salaries and Benefits	\$	46,552	\$	45,341	\$	47,231	\$	140,568	\$	138,292

#### **Loan and Lease Portfolio Balances**

September 30, June 30, March 31, December 31, September 30, (dollars in thousands) 2013 2013 2013 2012 2012 Commercial Commercial and Industrial \$ 895,040 \$ 875,702 \$ 834,801 \$ 829,512 \$ 808,621 Commercial Mortgage 1,203,670 1,160,977 1,104,718 1,097,425 1,039,556 107,016 Construction 124,230 117,797 113,987 101,818 Lease Financing 255,550 257,067 269,107 274,969 277,328 2,478,490 2,400,762 2,326,423 **Total Commercial** 2,315,893 2,227,323 Consumer Residential Mortgage 2,282,305 2,252,117 2,275,209 2,349,916 2,392,871 Home Equity 765,841 751,790 757,877 770,376 770,284 246,704 Automobile 233,475 209,832 200,788 220,362 Other 1 233,302 203,098 221,008 208,504 191,038 Total Consumer 3,528,152 3,456,546 3,458,390 3,538,628 3,554,981

**Higher Risk Loans and Leases Outstanding** 

**Total Loans and Leases** 

	:	September 30,		June 30,		March 31,		December 31,		ptember 30,
(dollars in thousands)		2013		2013		2013		2012		2012
Residential Land Loans <sup>2</sup>	\$	13,635	\$	13,708	\$	13,996	\$	14,984	\$	16,513
Home Equity Loans <sup>3</sup>		12,588		13,578		20,786		19,914		19,774
Air Transportation <sup>4</sup>		26,492		26,436		27,115		27,782		27,765
Total Higher Risk Loans	\$	52,715	\$	53,722	\$	61,897	\$	62,680	\$	64,052

6,006,642

5,859,152

5,782,969 \$

5,854,521

\$

**Deposits** 

	September 30,	, June 30,		March 31,	December 31,	S	eptember 30,
(dollars in thousands)	2013		2013	2013	2012		2012
Consumer	\$ 5,707,125	\$	5,626,515 \$	5,607,862	\$ 5,537,624	\$	5,369,724
Commercial	4,680,370		4,537,120	4,505,835	4,576,410		4,394,745
Public and Other	1,220,639		1,285,563	1,138,163	1,415,448		1,456,078
Total Deposits	\$ 11,608,134	\$	11,449,198 \$	11,251,860	\$ 11,529,482	\$	11,220,547

Table 10

5,782,304

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

<sup>&</sup>lt;sup>2</sup> We consider all of our residential land loans, which are consumer loans secured by unimproved lots, to be of higher risk due to the volatility in the value of the underlying collateral.

<sup>3</sup> Higher risk home equity loans are defined as those loans originated in 2005 or later, with current monitoring credit scores below 600, and with original loan-to-value ratios greater than 70%.

<sup>&</sup>lt;sup>4</sup> We consider all of our air transportation leases to be of higher risk due to the weak financial profile of the industry.

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

Non-Performing Assets and Accruing Loans and Leases Pas	Due	ou Days Or I	VIOLE	;				Table 11
(dollars in thousands)	Se	eptember 30, 2013		June 30, 2013	March 31 201		December 31, 2012	September 30 2012
Non-Performing Assets		2010		2010	201		2012	2012
Non-Accrual Loans and Leases								
Commercial								
Commercial and Industrial	\$	5.295	¢	4,909	\$ 5,033	• •	5,534	\$ 5,635
	Ф	-,	Ф	•				
Commercial Mortgage		2,355		2,772	2,910	1	3,030	2,671
Construction		-		-	•		833	953
Lease Financing				16				
Total Commercial		7,650		7,697	7,943	1	9,397	9,259
Consumer								
Residential Mortgage		20,637		22,876	24,700		21,725	25,456
Home Equity		2,509		2,602	2,413		2,074	2,502
Total Consumer		23,146		25,478	27,113		23,799	27,958
Total Non-Accrual Loans and Leases		30,796		33,175	35,056	<u> </u>	33,196	37,217
Foreclosed Real Estate		3,036		3,256	3,318		3,887	3,067
Total Non-Performing Assets	\$	33,832	\$	36,431	\$ 38,374	\$	37,083	\$ 40,284
Accruing Loans and Leases Past Due 90 Days or More								
Commercial								
Commercial and Industrial	\$	8	\$	-	\$ 230	\$	27	\$ -
Total Commercial	Ψ	8	Ψ	_	230		27	<u> </u>
Consumer				-	230		21	
Residential Mortgage		7,460		6 976	5.067	,	6 009	3,988
				6,876	5,967		6,908	
Home Equity		2,896		2,768	4,538		2,701	2,755
Automobile		193		95	241		186	154
Other 1		841		855	676		587	578
Total Consumer		11,390	•	10,594	11,422		10,382	7,475
Total Accruing Loans and Leases Past Due 90 Days or More	\$	11,398	\$	10,594	\$ 11,652	\$	10,409	\$ 7,475
Restructured Loans on Accrual Status	_		_					
and Not Past Due 90 Days or More	\$		\$	-	\$ 30,065			\$ 31,426
Total Loans and Leases	\$	6,006,642	\$	5,859,152	\$ 5,782,969	\$	5,854,521	\$ 5,782,304
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.51%		0.57%	0.61%	6	0.57%	0.64%
Defection Defection Assets to Tabella constitution								
Ratio of Non-Performing Assets to Total Loans and Leases,		0.500/		0.000/	0.000	,	0.000/	0.700
and Foreclosed Real Estate		0.56%		0.62%	0.669	6	0.63%	0.70%
Ratio of Commercial Non-Performing Assets to Total Commercial Loans and								
Leases, and Commercial Foreclosed Real Estate		0.35%		0.37%	0.399	6	0.45%	0.46%
Ratio of Consumer Non-Performing Assets to Total Consumer Loans								
and Leases and Consumer Foreclosed Real Estate		0.71%		0.80%	0.85%	6	0.75%	0.84%
				0.007,0			***************************************	
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		0.75%		0.80%	0.869	<i>/</i> _	0.81%	0.83%
and Foreclosed Real Estate		0.73%		0.80 /6	0.007	0	0.61%	0.63 /6
Quarter to Quarter Changes in Non-Performing Assets								
Balance at Beginning of Quarter	\$	36,431	\$	38,374	\$ 37,083	\$	40,284	\$ 41,494
A A Pro-		3,395		2,647	7,304	ļ	3,837	2,878
Additions								
Additions Reductions								
		(2,954)		(1,306)	(2,630	))	(3,994)	(2,408
Reductions		(2,954) (1,166)		(1,306) (1,978)	(2,630 (1,132		(3,994) (728)	
Reductions Payments						2)		(1,083
Reductions Payments Return to Accrual Status Sales of Foreclosed Real Estate		(1,166) (1,498)		(1,978) (1,257)	(1,132 (1,910	2) ))	(728) (1,354)	(1,083 (424
Reductions Payments Return to Accrual Status		(1,166)		(1,978)	(1,132	?) )) )	(728)	(2,408) (1,083) (424) (173) (4,088)

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

Reserve for Credit Losses Table 12

	Three Months Ended						Nine Months Ended					
	Se	ptember 30,		June 30,	Sej	otember 30,		Septen	nber 30,			
(dollars in thousands)		2013		2013		2012		2013		2012		
Balance at Beginning of Period	\$	130,494	\$	132,297	\$	137,862	\$	134,276	\$	144,025		
Loans and Leases Charged-Off												
Commercial												
Commercial and Industrial		(607)		(266)		(519)		(1,255)		(3,028)		
Construction		-		-		-		-		(330)		
Lease Financing		(16)		-		-		(16)		-		
Consumer												
Residential Mortgage		(405)		(188)		(628)		(1,828)		(3,577)		
Home Equity		(1,106)		(2,016)		(1,061)		(4,499)		(5,159)		
Automobile		(457)		(429)		(472)		(1,461)		(1,436)		
Other <sup>1</sup>		(2,083)		(1,805)		(2,354)		(5,618)		(5,199)		
Total Loans and Leases Charged-Off		(4,674)		(4,704)		(5,034)		(14,677)		(18,729)		
Recoveries on Loans and Leases Previously Charged-Off												
Commercial												
Commercial and Industrial		498		437		578		1,373		3,035		
Commercial Mortgage		519		14		14		543		48		
Construction		11		8		3		357		3		
Lease Financing		11		11		83		33		166		
Consumer												
Residential Mortgage		1,290		634		739		2,712		1,781		
Home Equity		614		335		258		1,697		993		
Automobile		348		456		433		1,265		1,453		
Other <sup>1</sup>		488		506		1,454		1,520		2,636		
Total Recoveries on Loans and Leases Previously Charged-Off		3,779		2,401		3,562		9,500		10,115		
Net Loans and Leases Charged-Off		(895)		(2,303)		(1,472)		(5,177)		(8,614)		
Provision for Credit Losses		-		-		-		-		979		
Provision for Unfunded Commitments		148		500		-		648		-		
Balance at End of Period <sup>2</sup>	\$	129,747	\$	130,494	\$	136,390	\$	129,747	\$	136,390		
Components												
Allowance for Loan and Lease Losses	\$	123,680	\$	124,575	\$	130,971	\$	123,680	\$	130,971		
Reserve for Unfunded Commitments		6,067		5,919		5,419		6,067		5,419		
Total Reserve for Credit Losses	\$	129,747	\$	130,494	\$	136,390	\$	129,747	\$	136,390		
Average Loans and Leases Outstanding	\$	5,892,888	\$	5,781,898	\$	5,716,421	\$	5,826,424	\$	5,640,733		
Ratio of Net Loans and Leases Charged-Off to												
Average Loans and Leases Outstanding (annualized)		0.06%		0.16%		0.10%		0.12%		0.20%		
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding		2.06%		2.13%		2.27%		2.06%		2.27%		

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

<sup>&</sup>lt;sup>2</sup> Included in this analysis is activity related to the Company's reserve for unfunded commitments, which is separately recorded in other liabilities in the Consolidated Statements of Condition.

		Retail		Commercial	Investr	nent		Treasury	(	Consolidated
(dollars in thousands)		Banking		Banking	Serv	ces		and Other		Total
Three Months Ended September 30, 2013										_
Net Interest Income	\$	41,404	\$	24,671	\$ 2,	574	\$	22,238	\$	90,887
Provision for Credit Losses		1,629		(691)		(19)		(919)		
Net Interest Income After Provision for Credit Losses		39,775		25,362	2,	593		23,157		90,887
Noninterest Income		21,785		6,411	14,	348		2,582		45,126
Noninterest Expense		(50,150)		(15,746)	(13,	590)		(3,491)		(82,977)
Income Before Income Taxes		11,410		16,027	3,	351		22,248		53,036
Provision for Income Taxes		(4,222)		(5,501)	(1,	240)		(4,369)		(15,332)
Net Income		7,188		10,526	2,	111		17,879		37,704
Total Assets as of September 30, 2013	\$	3,611,412	\$	2,356,723	\$ 199,	556	\$	7,681,180	\$	13,848,871
Three Months Ended September 30, 2012 <sup>1</sup>										
Net Interest Income	\$	44.139	\$	25.803	\$ 3.	010	\$	20,680	\$	93,632
Provision for Credit Losses	Ť	1,845	•	(348)	-,	(24)	•	(1,473)	•	-
Net Interest Income After Provision for Credit Losses		42,294		26,151	3,	)34		22,153		93,632
Noninterest Income		28,816		5,773	14,	366		3,419		52,374
Noninterest Expense		(52,609)		(15,397)	(13,	928)		(2,944)		(84,878)
Income Before Income Taxes		18,501		16,527	3,	172		22,628		61,128
Provision for Income Taxes		(6,846)		(5,669)	(1,	285)		(6,096)		(19,896)
Net Income		11,655		10,858	2,	187		16,532		41,232
Total Assets as of September 30, 2012 1	\$	3,675,639	\$	2,091,517	\$ 192,	250	\$	7,423,019	\$	13,382,425

<sup>&</sup>lt;sup>1</sup> Certain prior period information has been reclassified to conform to current presentation.

**Business Segments Selected Financial Information** 

Table 13b

		Retail		Commercial		Investment		Treasury	C	Consolidated
(dollars in thousands)		Banking		Banking		Services		and Other		Total
Nine Months Ended September 30, 2013										
Net Interest Income	\$	122,442	\$	73,528	\$	7,938	\$	62,879	\$	266,787
Provision for Credit Losses		6,775		(1,501)		(52)		(5,222)		-
Net Interest Income After Provision for Credit Losses		115,667		75,029		7,990		68,101		266,787
Noninterest Income		67,686		20,382		44,446		8,431		140,945
Noninterest Expense		(150,838)		(47,957)		(40,954)		(8,796)		(248,545)
Income Before Income Taxes		32,515		47,454		11,482		67,736		159,187
Provision for Income Taxes		(12,030)		(16,247)		(4,248)		(15,215)		(47,740)
Net Income		20,485		31,207		7,234		52,521		111,447
Total Assets as of September 30, 2013	\$	3,611,412	\$	2,356,723	\$	199,556	\$	7,681,180	\$	13,848,871
Nine Months Ended September 30, 2012 <sup>1</sup>										
Net Interest Income	\$	133,530	\$	77,974	\$	9,493	\$	65,964	\$	286,961
Provision for Credit Losses	·	9,148	•	(798)	•	265	,	(7,636)	·	979
Net Interest Income After Provision for Credit Losses		124,382		78,772		9,228		73,600		285,982
Noninterest Income		76,232		20,402		42,107		8,563		147,304
Noninterest Expense		(154,883)		(46,999)		(42,105)		(6,845)		(250,832)
Income Before Income Taxes		45,731		52,175		9,230		75,318		182,454
Provision for Income Taxes		(16,920)		(13,936)		(3,415)		(22,394)		(56,665)
Net Income		28,811		38,239		5,815		52,924		125,789
Total Assets as of September 30, 2012 <sup>1</sup>	\$	3,675,639	\$	2,091,517	\$	192,250	\$	7,423,019	\$	13,382,425

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

**Selected Quarterly Financial Data** 

Table 14

						Months En					_
	Sept	ember 30,		June 30,		March 31,		ecember 31,	Se	ptember 30	•
(dollars in thousands, except per share amounts)		2013		2013	j	2013		2012		2012	<u>'</u>
Quarterly Operating Results											
Interest Income	Φ.	CO 040	ď		đ		Φ.	04.007	•		
Interest and Fees on Loans and Leases	\$	63,918	\$	62,729	\$	62,820	\$	64,627	\$	64,668	
Income on Investment Securities											
Available-for-Sale		12,038		15,073		15,851		15,349		15,922	
Held-to-Maturity		24,137		19,189		19,854		20,253		23,232	
Deposits		3		1		3		3		3	
Funds Sold		177		74		59		180		105	
Other		301		285		284		283		283	_
Total Interest Income		100,574		97,351		98,871		100,695		104,213	_
Interest Expense											
Deposits		2,500		2,579		2,646		2,753		2,931	
Securities Sold Under Agreements to Repurchase		6,551		6,751		7,005		7,158		7,185	
Funds Purchased		4		10		22		4		7	
Long-Term Debt		632		671		638		470		458	
Total Interest Expense		9,687		10,011		10,311		10,385		10,581	
Net Interest Income		90,887		87,340		88,560		90,310		93,632	_
Provision for Credit Losses		-		-		-		-		-	
Net Interest Income After Provision for Credit Losses		90,887		87,340		88,560		90,310		93,632	_
Noninterest Income		·				•					_
Trust and Asset Management		11,717		12,089		11,886		12,066		11,050	
Mortgage Banking		4,132		5,820		6,411		11,268		11,745	
Service Charges on Deposit Accounts		9,385		9,112		9,301		9,459		9,346	
Fees, Exchange, and Other Service Charges		12,732		13,133		11,934		12,333		11,907	
Investment Securities Gains, Net		12,732		-		11,354		12,555		13	
Insurance		- 2,177		2,393		2,325		2,550			
		•								2,326	
Bank-Owned Life Insurance		1,365		1,335		1,297		1,557		2,028	
Other Table Name of Property Control of the Control		3,618		4,159		4,624		3,749		3,959	_
Total Noninterest Income		45,126		48,041		47,778		52,982		52,374	_
Noninterest Expense											
Salaries and Benefits		46,552		45,341		48,675		46,116		47,231	
Net Occupancy		9,847		9,661		9,635		11,867		10,524	
Net Equipment		4,572		4,380		4,577		4,705		4,523	
Data Processing		3,697		3,050		3,266		3,058		3,397	
Professional Fees		2,119		2,391		2,226		2,611		2,494	
FDIC Insurance		1,913		1,949		1,949		1,892		1,822	
Other		14,277		14,409		14,059		13,207		14,887	_
Total Noninterest Expense		82,977		81,181		84,387		83,456		84,878	_
Income Before Provision for Income Taxes		53,036		54,200		51,951		59,836		61,128	
Provision for Income Taxes		15,332		16,437		15,971		19,549		19,896	
Net Income	\$	37,704	\$	37,763	\$	35,980	\$	40,287	\$	41,232	_
											_
Basic Earnings Per Share	\$	0.85	\$	0.85	\$	0.81	\$	0.90	\$	0.92	
Diluted Earnings Per Share	\$	0.85	\$	0.85	\$	0.81	\$	0.90	\$	0.92	
Balance Sheet Totals											
Loans and Leases	\$	6,006,642	\$	5,859,152	\$	5,782,969	\$	5,854,521	\$	5,782,304	
Total Assets		3,848,871	Ψ	13,733,418	Ψ	13,525,667	Ψ	13,728,372	Ψ	13,382,425	
Total Deposits		1,608,134		11,449,198		11,251,860		11,529,482		11,220,547	
Total Shareholders' Equity	'	992,686		986,368		1,026,104		1,021,665		1,024,562	
		-		•		•		•		•	
Performance Ratios											
Return on Average Assets		1.09	%	1.12	%	1.08	%	1.19	%	1.22	
Return on Average Shareholders' Equity		15.02		14.64		14.10		15.47		16.02	
Efficiency Ratio <sup>1</sup>		61.01		59.96		61.90		58.24		58.13	
Net Interest Margin <sup>2</sup>										2.98	

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

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

Hawaii Economic Trends Table 15

Eight Months Ended					Year Ended										
(\$ in millions; jobs in thousands)	August 31, 2013				December	31, 2012	December 31, 2011								
Hawaii Economic Trends															
State General Fund Revenues 1	\$	3,653.7	4.0	%	\$	5,259.1	12.8	%	\$	4,662.5	8.1	%			
General Excise and Use Tax Revenue 1	\$	1,937.4	1.2	%	\$	2,844.7	9.9	%	\$	2,588.5	8.8	%			
Jobs <sup>2</sup>		614.8				619.3				614.2					

	August 31,	June 30,	March 31,	December 31,							
(spot rates)	2013	2013	2013	2012	2011	2010					
Unemployment <sup>3</sup>						_					
Statewide, seasonally adjusted	4.3 %	4.6 %	5.1 %	5.2 %	6.2 %	6.3 %					
Oahu	3.8	4.7	4.6	4.3	5.4	4.8					
Island of Hawaii	5.8	7.5	7.6	6.9	8.9	8.6					
Maui	4.5	5.4	5.7	5.2	7.1	7.4					
Kauai	4.9	5.9	6.4	6.0	7.8	7.8					

	September 30,		June 30,	_	March 31,	_	December 31,				
(percentage change, except months of inventory)	2013		2013		2013		2012		2011	2010	
Housing Trends (Single Family Oahu) <sup>4</sup>											
Median Home Price	3.3	%	0.8	%	(2.7)	%	7.8	%	(3.0) %	3.1	%
Home Sales Volume (units)	7.0	%	11.6	%	6.9	%	6.5	%	(2.7) %	13.4	%
Months of Inventory	2.8		2.7		2.4		2.5		4.8	6.0	

	Monthly Visitor Arrivals,	Percentage Change from Previous Month		
(in thousands)	Seasonally Adjusted			
Tourism <sup>5</sup>				
July 31, 2013	670.5	(3.2) %		
June 30, 2013	692.9	2.1		
May 31, 2013	678.4	2.5		
-	662.1			
April 30, 2013		(5.4)		
March 31, 2013	699.8	4.1		
February 28, 2013	672.4	(0.2)		
January 31, 2013	673.5	(0.4)		
December 31, 2012	675.9	(2.6)		
November 30, 2012	693.7	5.5		
October 31, 2012	657.3	0.6		
September 30, 2012	653.2	(0.4)		
August 31, 2012	656.0	3.1		
July 31, 2012	636.3	(2.7)		
June 30, 2012	653.9	0.7		
May 31, 2012	649.3	1.5		
April 30, 2012	639.4	(2.0)		
March 31, 2012	652.4	3.4		
February 29, 2012	631.2	(1.1)		
January 31, 2012	638.1	1.6		
December 31, 2011	628.3	2.0		
November 30, 2011	616.3	0.9		
October 31, 2011	610.8	(1.7)		
September 30, 2011	621.6	5.5		
August 31, 2011	589.1	0.4		

<sup>&</sup>lt;sup>1</sup> Source: Hawaii Department of Business, Economic Development & Tourism

Note: Certain prior period seasonally adjusted information has been revised.

 $<sup>^{\</sup>rm 2}$  Source: U. S. Bureau of Labor, preliminary figure

 $<sup>^{\</sup>rm 3}$  Source: Hawaii Department of Labor and Industrial Relations

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

 $<sup>^{\</sup>rm 5}$  Source: University of Hawaii Economic Research Organization