# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

## FORM 8-K

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

Date of Report (Date of earliest event reported)

July 27, 2015

## **BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation) **1-6887** (Commission File Number) **99-0148992** (IRS Employer Identification No.)

**130 Merchant Street, Honolulu, Hawaii** (Address of principal executive offices)

(Registrant's telephone number, including area code)

(888) 643-3888

96813

(Zip Code)

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

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

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

On July 27, 2015, Bank of Hawaii Corporation announced its results of operations for the quarter ended June 30, 2015. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

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

(d) Exhibits

<u>Exhibit No.</u>

99.1 July 27, 2015 Press Release: Bank of Hawaii Corporation Second Quarter 2015 Financial Results. Any internet addresses provided in this release are for informational purposes only and are not intended to be hyperlinks. Furnished herewith.

#### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 27, 2015

Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi Vice Chairman and Corporate Secretary

NYSE: BOH

An Bank of Hawaii Corporation Media Inquiries Stafford Kiguchi Telephone: 808-694-8580 Mobile: 808-265-6367 E-mail: Stafford.Kiguchi@boh.com

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## Bank of Hawaii Corporation Second Quarter 2015 Financial Results

NewsRelease

- Diluted Earnings Per Share \$0.95
- Net Income \$41.2 Million
- Board of Directors Declares Dividend of \$0.45 Per Share

#### FOR IMMEDIATE RELEASE

**HONOLULU, HI** (July 27, 2015) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.95 for the second quarter of 2015, down from diluted earnings per share of \$0.97 in the previous quarter and up from diluted earnings per share of \$0.94 in the same quarter last year. Net income for the second quarter of 2015 was \$41.2 million compared with net income of \$42.4 million in the first quarter of 2015 and net income of \$41.5 million in the second quarter of 2014. There were no sales of Visa Class B shares during the second quarter of 2015.

Loan and lease balances increased to \$7.4 billion at June 30, 2015, up 3.5 percent from March 31, 2015 and up 15.6 percent compared with June 30, 2014. During the quarter the Company resumed sales of mortgages and sold \$64.4 million in loans, increasing noninterest income \$1.2 million. Deposits remained strong during the quarter, as balances increased to \$13.1 billion at June 30, 2015 compared with \$13.0 billion at March 31, 2015 and \$12.7 billion at June 30, 2014.

"Bank of Hawaii Corporation continued to perform well during the second quarter of 2015," said Peter Ho, Chairman, President, and CEO. "Loan balances continued to grow, our margin was stable at 2.81 percent, asset quality remains strong, and expenses were well controlled."

The return on average assets for the second quarter of 2015 was 1.10 percent, down from 1.15 percent in the previous quarter and 1.17 percent in the same quarter last year. The return on average equity for the second quarter of 2015 was 15.33 percent, down from 16.18 percent for the first quarter of 2015 and 15.87 percent in the second quarter of 2014. The efficiency ratio for the second quarter of 2015 was 58.16 percent, an improvement from 58.30 percent in the previous quarter and 58.38 percent in the same quarter last year.

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130 Merchant Street 🔳 PO Box 2900 🔳 Honolulu HI 96846-6000 🔳 Fax 808-694-8440 🔳 Website www.boh.com

For the six-month period ended June 30, 2015, net income was \$83.6 million, an increase from net income of \$80.1 million during the same period last year. Diluted earnings per share were \$1.92 for the first half of 2015, up from diluted earnings per share of \$1.81 for the first half of 2014. The year-to-date return on average assets for the six-month period ended June 30, 2015 was 1.12 percent compared with 1.14 percent for the same six months in 2014. The year-to-date return on average equity was 15.75 percent, up from 15.51 percent for the six months ended June 30, 2014. The efficiency ratio for the first half of 2015 improved to 58.23 percent compared with 59.46 percent in the same period last year.

#### **Financial Highlights**

Net interest income, on a taxable equivalent basis, for the second quarter of 2015 was \$100.8 million, up \$1.2 million from net interest income of \$99.6 million in the first quarter of 2015 and up \$3.5 million from net interest income of \$97.3 million in the second quarter of 2014. Net interest income for the first half of 2015 was \$200.4 million, an increase of \$7.1 million compared with \$193.3 million for the first half of 2014. Analyses of the changes in net interest income are included in Tables 8a, 8b, and 8c.

The net interest margin was 2.81 percent for the second quarter of 2015, unchanged from the previous quarter and a 5 basis point decrease from the net interest margin of 2.86 percent in the second quarter of 2014. The net interest margin for the first six months of 2015 was 2.81 percent compared with 2.87 percent for the same six-month period last year.

The Company did not record a provision for credit losses during the first half of 2015. A negative provision for credit losses of \$2.2 million was recorded during the second quarter of 2014 due to strong credit recoveries and improving asset quality.

Noninterest income was \$45.9 million in the second quarter of 2015, a decrease of \$6.4 million compared with noninterest income of \$52.3 million in the first quarter of 2015, and an increase of \$1.4 million compared with noninterest income of \$44.5 million in the second quarter of 2014. Mortgage banking income increased to \$3.5 million in the second quarter of 2015 compared with \$1.7 million in the previous quarter and \$1.8 million in the same quarter last year. Noninterest income in the first quarter of 2015 included a net gain of \$10.1 million resulting from the sale of 95,000 Visa Class B shares. Noninterest income in the second quarter of 2015 was \$98.2 million, an increase of \$9.0 million compared with \$89.2 million for the first half of 2014. The increase was primarily due to the timing of the Visa Class B shares sales.

Noninterest expense was \$83.6 million in the second quarter of 2015, down \$3.3 million compared with noninterest expense of \$86.9 million in the first quarter of 2015, and up \$2.5 million compared with noninterest expense of \$81.1 million in the second quarter last year. First quarter expenses include seasonal payroll-related expenses resulting from annual payments from the Company's incentive compensation plans and higher payroll taxes. Noninterest expense in the second quarter of 2015 included separation expense of \$0.9 million compared with \$1.9 million in the previous quarter and \$87 thousand in the same quarter last year. An analysis of noninterest expenses related to salaries and benefits is included in Table 9. Noninterest expense for the first half of 2015 was \$170.5 million, an increase of \$5.9 million compared with \$164.6 million for the first half of 2014.

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The effective tax rate for the second quarter of 2015 was 31.56 percent compared with 31.72 percent in the previous quarter and 30.86 percent in the same quarter last year. The effective tax rate for the first half of 2015 was 31.64 percent compared with 30.04 percent during the same period last year. The lower effective tax rate in 2014 was primarily due to the release of reserves related to prior year tax issues.

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 remained strong during the second quarter of 2015. Total non-performing assets were \$29.5 million at June 30, 2015, up \$0.7 million from non-performing assets of \$28.8 million at March 31, 2015 and down \$4.9 million from non-performing assets of \$34.4 million at June 30, 2014. As a percentage of total loans and leases, including foreclosed real estate, non-performing assets were 0.40 percent at the end of the second quarter of 2015, unchanged from the first quarter of 2015, and down from 0.53 percent at the end of the second quarter last year.

Accruing loans and leases past due 90 days or more were \$9.7 million at June 30, 2015, up from \$8.0 million at March 31, 2015 and down slightly from June 30, 2014. Restructured loans not included in non-accrual loans or accruing loans past due 90 days or more were \$48.3 million at June 30, 2015 compared with \$43.6 million at June 30, 2014. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loan and lease charge-offs during the second quarter of 2015 were \$1.5 million or 0.08 percent annualized of total average loans and lease outstanding. Loan and lease charge-offs of \$3.5 million were partially offset by recoveries of \$2.0 million. Net loan and lease charge-offs during the first quarter of 2015 were \$1.2 million or 0.07 percent annualized of total average loans and leases outstanding and were comprised of \$4.1 million in charge-offs partially offset by recoveries of \$2.9 million. Net recoveries in the second quarter of 2014 were \$1.9 million and comprised of \$4.0 million in charge-offs and recoveries of \$5.9 million. Net charge-offs in the first half of 2015 were \$2.7 million or 0.08 percent annualized of total average loans and leases outstanding compared with net recoveries of \$0.6 million in the first half of 2014.

The allowance for loan and lease losses was reduced to \$106.0 million at June 30, 2015. The ratio of the allowance for loan and lease losses to total loans and leases was 1.43 percent at June 30, 2015, a decrease of 7 basis points from the previous quarter and commensurate with improvements in credit quality and the Hawaii economy. The reserve for unfunded commitments at June 30, 2015 was unchanged at \$5.9 million. 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 \$15.25 billion at June 30, 2015, up from total assets of \$15.14 billion at March 31, 2015 and \$14.84 billion at June 30, 2014. Average total assets increased to \$15.04 billion during the second quarter of 2015, up from \$14.95 billion during the previous quarter and \$14.25 billion during the same quarter last year.

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The investment securities portfolio was \$6.47 billion at June 30, 2015, down from \$6.58 billion at March 31, 2015 and \$6.91 billion at June 30, 2014. The portfolio remains largely comprised of securities issued by U. S. government agencies and included \$4.20 billion in securities held to maturity and \$2.28 billion in securities available for sale at June 30, 2015.

Total loans and leases were \$7.43 billion at June 30, 2015, up from total loans and leases of \$7.18 billion at March 31, 2015 and total loans and leases of \$6.43 billion at June 30, 2014. Year-to-date total loan growth in 2015 was 7.7 percent compared with growth of 5.4 percent during the same period last year. Average total loans and leases were \$7.30 billion during the second quarter of 2015, up from \$7.05 billion during the first quarter of 2015, and up from \$6.27 billion during the same quarter last year.

The commercial loan portfolio was \$3.04 billion at the end of the second quarter of 2015, an increase of 3.0 percent from commercial loans of \$2.96 billion at the end of the first quarter of 2015, and up 13.0 percent from commercial loans of \$2.69 billion at the end of the same quarter last year. The consumer loan portfolio was \$4.39 billion at the end of the second quarter of 2015, an increase of 3.8 percent from consumer loans of \$4.22 billion at the end of the first quarter of 2015 and up 17.5 percent from \$3.73 billion at the end of the same quarter last year. Loan and lease portfolio balances are summarized in Table 10.

Total deposits increased to \$13.09 billion at June 30, 2015 compared with total deposits of \$12.98 billion at March 31, 2015 and total deposits of \$12.67 billion at June 30, 2014. Average total deposits were \$12.86 billion during the second quarter of 2015, up from \$12.79 billion during the previous quarter and \$12.03 billion during the same quarter last year.

Consumer deposits were \$6.22 billion at June 30, 2015, up slightly from March 31, 2015 and up 4.8 percent compared with June 30, 2014. Commercial deposits were \$5.52 billion at June 30, 2015, up 1.5 percent from March 31, 2015 and up 6.1 percent compared with June 30, 2014. Other deposits, including public funds, were \$1.34 billion at June 30, 2015, an increase of 2.3 percent from March 31, 2015 and down 11.8 percent compared with June 30, 2014. The decrease in other deposits compared with the end of the second quarter of 2014 was due to short-term public funds. Deposit balances are summarized in Tables 7 and 10.

During the second quarter of 2015, the Company repurchased 183.7 thousand shares of common stock at a total cost of \$11.5 million under its share repurchase program. The average cost was \$62.46 per share repurchased. From the beginning of the share repurchase program initiated during July of 2001 through June 30, 2015, the Company has repurchased 52.4 million shares and returned over \$1.9 billion to shareholders at an average cost of \$37.12 per share. From July 1 through July 24, 2015, the Company repurchased an additional 42.5 thousand shares of common stock at an average cost of \$66.93 per share. Remaining buyback authority under the share repurchase program was \$48.6 million at July 24, 2015.

Total shareholders' equity was \$1.08 billion at June 30, 2015, up slightly from March 31, 2015 and up from \$1.05 billion at June 30, 2014. At June 30, 2015, the Tier 1 Capital Ratio was 14.47 percent compared with 14.62 percent at March 31, 2015 and 15.66 percent at June 30, 2014. The Tier 1 leverage ratio at June 30, 2015 was 7.21 percent compared with 7.17 percent at March 31, 2015 and 7.20 percent at June 30, 2014. Capital ratios are calculated under Basel III rules, which became effective January 1, 2015.



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 September 15, 2015 to shareholders of record at the close of business on August 31, 2015.

#### Hawaii Economy

Economic conditions in Hawaii continue to remain positive due to an active construction industry, stable tourism, low unemployment, and a strong real estate market. For the first five months of 2015, total visitor spending increased 2.0 percent and total arrivals increased 4.1 percent compared to the same period in 2014. The statewide seasonally-adjusted unemployment rate was at 4.0 percent in June 2015 compared to 5.3 percent nationally. For the first six months of 2015, the volume of single-family home sales on Oahu increased 3.4 percent compared with the same period in 2014. The volume of condominium sales on Oahu increased 3.3 percent compared with the same period in 2014. The volume of single-family home sales on Oahu was 2.3 percent higher and the median price of a condominium was 2.4 percent higher compared with 2014. As of June 30, 2015, months of inventory of single-family homes and condominiums on Oahu remained low at approximately 3.2 months and 3.5 months, respectively. More information on current Hawaii economic trends is presented in Table 15.

#### **Conference Call Information**

The Company will review its second quarter 2015 financial results today at 2:00 p.m. Eastern Time (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 web site, <u>www.boh.com</u>. Conference call participants located in the United States or Canada should dial 1 (800) 708-4540. Other international conference call participants should dial 1 (847) 619-6397. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning on Monday, July 27, 2015 by dialing 1 (888) 843-7419 in the United States or Canada and 1 (630) 652-3042 from other international locations. Enter the pass code number 40183653# when prompted. A replay of the conference call will also be available via the Investor Relations link on the Company's website, <u>www.boh.com</u>.

#### **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, 2014, 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, <u>www.boh.com</u>.

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maxima control	Operating Results										
fant Nominteen beaker44,50244,54344,54	Net Interest Income	\$	97,782		\$ 96,770	\$	94,412	\$	194,552	\$	187,645
find share18,3 (1)18,10 (1)19,10 (1)	Provision for Credit Losses		_		—		(2,199)		—		(2,199
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Basic Banks0.030.030.040.03 <td>Total Noninterest Expense</td> <td></td> <td>83,574</td> <td></td> <td>86,915</td> <td></td> <td>81,082</td> <td></td> <td>170,489</td> <td></td> <td>164,629</td>	Total Noninterest Expense		83,574		86,915		81,082		170,489		164,629
Minde Earning Per Share0.050.070.080.1020.09Worken baland for Share0.050.050.00 </td <td>Net Income</td> <td></td> <td>41,154</td> <td></td> <td>42,442</td> <td></td> <td>41,490</td> <td></td> <td>83,596</td> <td></td> <td>80,082</td>	Net Income		41,154		42,442		41,490		83,596		80,082
Riven Andem Arshine0.450.450.450.400.40branne Average Satisfied Arshine1.1051.1251.12 <td>Basic Earnings Per Share</td> <td></td> <td>0.95</td> <td></td> <td>0.98</td> <td></td> <td>0.94</td> <td></td> <td>1.93</td> <td></td> <td>1.81</td>	Basic Earnings Per Share		0.95		0.98		0.94		1.93		1.81
Normane Balies         1.10         %         1.13         %         1.17         %         1.12         %           Ream on Average Shareholder' Equity         15.33         16.18         16.18         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.18         15.33         16.13         7.43         5         7.14         16.14         16.14         16.14         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14         16.23         16.14	Diluted Earnings Per Share		0.95		0.97		0.94		1.92		1.81
kamm on Average Shareholders' Equity1.10%1.11%1.12%%1.12%%1.12%%	Dividends Declared Per Share		0.45		0.45		0.45		0.90		0.90
kemm on Avenge Shandolder' Fapity15.3316.1815.8715.7515.75fifferency Kinko i28.1628.1628.282.88 <td>Performance Ratios</td> <td></td>	Performance Ratios										
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National Maging 22.812.	Return on Average Shareholders' Equity		15.33		16.18		15.87		15.75		15.51
Nivided Payor Ratio347.3745.9247.8746.63Warge Shurcholder's Equity to Average Assets7.167.127.367.147.147.14Warge Loars and Leases7.200,500\$7.27,50\$\$7.14,92,53,384\$14,92,53,384\$14,92,53,384\$14,92,53,384\$14,92,53,384\$14,92,55,74\$\$14,92,53,84\$14,92,53,84\$\$14,92,53,84\$\$14,92,53,84\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$\$\$14,92,53,84\$ <td>ifficiency Ratio 1</td> <td></td> <td>58.16</td> <td></td> <td>58.30</td> <td></td> <td>58.38</td> <td></td> <td>58.23</td> <td></td> <td>59.46</td>	ifficiency Ratio 1		58.16		58.30		58.38		58.23		59.46
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Navege Louns and Leases\$7,300,506\$7,033,061\$\$6,214,545\$\$7,177,67\$6,14Avenge Louns and Leases15,038,50014,446,03714,4253,38414,042,52,38412,263,27412,263,27412,263,27412,263,27412,263,27412,263,27410,003,12510,003,125Venge Sharcholder' Equity1,076,4771,064,171,064,1712,263,274524,88\$24,85\$24,87\$24,88\$24,85\$24,87\$24,85\$24,85\$24,85\$24,85\$24,85\$24,85\$24,85\$\$24,85\$\$24,85\$\$24,85\$\$24,85\$\$24,85\$\$24,85\$\$24,85\$\$\$24,85\$\$\$24,85\$\$\$24,85\$\$\$\$24,85\$\$\$24,85\$<	Average Shareholders' Equity to Average Assets		7.16		7.12		7.36		7.14		7.36
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Normal Shareholders' Equity         1,076,471         1,064,12         1,048,429         1,070,324         1,04           Per Share of Common Stock         S         24.88         S         24.30         S         23.01         S         24.88         S           Idade Value         S         24.88         S         24.03         S         23.01         S         24.88         S           Idade Share Value         Coloring         66.68         61.21         S         S         66.68         S         23.01         64.15         S         44.85         S         100	Average Assets		15,038,500		14,946,037		14,253,384		14,992,524		14,144,273
Yer Share of Common Stock       Yer Sh	Verage Deposits		12,863,274		12,786,449		12,030,010		12,825,074		11,922,874
book Value\$24.88\$24.68\$24.72\$\$24.88\$\$\$24.81\$\$64.81\$\$\$36.81\$	verage Shareholders' Equity		1,076,467		1,064,112		1,048,429		1,070,324		1,040,962
Book Value\$24.88\$24.68\$24.72\$\$24.88\$\$\$24.81\$\$64.81\$\$\$36.81\$\$\$36.81\$\$\$36.81\$\$\$36.81\$\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$\$36.81\$36.81\$36.8136.8136.81\$36.8136.81\$36.81 <td>Per Share of Common Stock</td> <td></td>	Per Share of Common Stock										
Tangible Book Value24.1523.9124.1524.1524.15Market Value66.6861.2158.6966.6864.21High68.1062.5861.7366.6864.10Low68.0062.5861.7368.1053.09Low58.0053.0053.0953.0953.0950.00LowJune 30,742.8470.0070.0070.00Sef Prior Enci:100.007.42.8438\$ 7.178.68\$ 6.87.589\$ 6.87.589Sons and Lesses7.42.8438\$ 7.178.68\$ 1.51.39.17914.787.208\$ 4.42Total Asserts13.090.6957.12.979.61612.63.089\$ 1.42.63Sons ful Lesse17.08.1617.38.18\$ 1.73.91214.787.208\$ 1.42.63Total Sharsholder's Equity19.0017.08.1617.39.89\$ 1.43.87\$ 1.42.63Sons ful Lesse19.00,05512.979.61612.63.089\$ 1.42.63\$ 1.42.63Sons ful Lesse19.00,05512.979.61612.63.089\$ 1.42.63\$ 1.42.63Sons ful Lesse19.00,05519.07,05110.05.066\$ 1.05.066\$ 1.42.63Nownee for Low and Lesse Outstanding18.04\$ 1.62.73\$ 1.63.68\$ 1.42.74Capital Ratio 414.14\$ 1.64.2\$ 1.64.64\$ 1.64.64Capital Ratio 414.47\$ 1.64.2\$ 1.64.64\$ 1.64.64Capital Ratio 414.74\$ 1.64.2\$ 1.64.64\$ 1.64.64Capital Ratio 414.74\$ 1.6		\$	24.88		\$ 24.63	\$	23.72	\$	24.88	\$	23.72
Arrick Value       Arrick Value       State Sta		Ŷ				Ψ		Ψ		Ψ	23.01
Closing       66.68       61.21       58.69       66.68       1         High       68.10       62.58       61.73       68.10       53.90         Low       58.70       53.90       53.45       53.90       53.90         June 30,       June 30,       June 31,       June 40,       53.90       53.90       54.90         See Period End:       2015       2015       2014       100 </td <td></td>											
High       68.10       62.58       61.73       66.10       57.90         Low       58.70       53.90       53.90       53.90       53.90       53.90         Low       June 30,       March 31,       December 31,       June 30,       March 31,       December 31,       June 30,         Stafferid End:       2015       2015       2016       2014       101         Stafferid End:       2015       7,428,438       \$\$       7,178,628       \$\$       6,897,589       \$\$       6,42         Stafferid End:       15,248,043       \$\$       7,178,628       \$\$       6,897,589       \$\$       6,42         Stafferid End:       15,248,043       \$\$       7,178,628       \$\$       6,897,589       \$\$       6,42         Stafferid End:       15,248,043       \$\$       7,178,628       \$\$       7,179,12       14,84         Stafferid Stafferid Endit       10,809,059       \$\$       7,179,12       14,54       14,84         Stafferid Stafferid Endit       10,81,929       1,075,550       11,550,966       11,69       14,69         Stafferid Stafferid Endit       10,809       \$\$       2,82,877       \$\$       30,908,68       \$\$       11,69       14,69			66.68		61.21		58.69		66.68		58.69
Low         58.70         53.90         53.45         53.90           Low         June 30, 1000         March 31, 2015         December 31, 2015         December 31, 2015         June 30, 2015         March 31, 2015         December 31, 2015         June 30, 2015           Safer Credic End:         Image 30, 3000,005         7,128,438         \$         7,178,628         \$         6,897,589         \$         6,42           Safare Sheet Total         Image 30,900,605         7,128,628         \$         6,897,589         \$         6,42           Safare Sheet Total         Image 30,900,605         15,139,179         Image 30,478,789         \$         6,42           Safare Sheet Total         Image 30,900,605         12,297,616         12,633,089         Image 30,473,912         Image 30,473,913         Image 30,473,912         Image 30,473,913         Image 30,473,913         Image 30,473,913         Im	-										61.73
June 30,         March 31,         December 31,         June 30,											53.45
2015         2015         2014           ss of Period End:											
Sa of Period End:         Sa of Period End:           Balance Sheet Totals											June 30, 2014
Halance Shee Totals       \$ 7,428,438       \$ 7,178,628       \$ 6,897,589       \$ 6,42         Ista Asess       15,248,043       \$ 1,13,19,179       \$ 1,4787,208       \$ 1,488         Ista Asess       13,090,695       \$ 12,979,616       \$ 12,633,089       \$ 1,263         Ista Asess       13,090,695       \$ 12,979,616       \$ 12,633,089       \$ 1,263         Ista Asess       13,090,695       \$ 12,979,616       \$ 12,633,089       \$ 1,263         Ista Asesholders' Equity       1,082,939       \$ 12,979,616       \$ 12,633,089       \$ 1,263         Ista Asseholders' Equity       1,082,939       \$ 1,075,251       \$ 1,055,086       \$ 1,055         Ista Asseholders' Equity       \$ 1,082,939       \$ 2,8777       \$ 3,00,82       \$ 3         Ista Assets       \$ 10,050       \$ 1,075,251       \$ 1,086,88       \$ 1         Ista Assets       \$ 1,082,939       \$ 2,8777       \$ 3,00,82       \$ 3         Ista Assets       \$ 10,0506       \$ 10,7161       \$ 108,688       \$ 1         Ista Assets       \$ 10,0506       \$ 1,075       \$ 1,086       \$ 1         Ista Asset       \$ 10,0506       \$ 10,0508       \$ 1       \$ 1         Ista Asset       \$ 1,060,06       \$ 1,050       \$ 1,050	ss of Period End:				2013		2013		2014		2014
15,248,043       15,139,179       14,787,208       14,84         16 tal Assets       13,090,695       12,979,616       12,633,089       12,67         170 tal Shareholders' Equity       170,816       173,898       173,912       17         16 tal Assets       170,816       173,898       173,912       10         170 tal Shareholders' Equity       1,082,939       1,075,251       1,055,086       10         18 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         19 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         10 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         10 tareholders' Equity       1,082,939       1,075,251       1,085,086       11         10 tareholders' Equity       1,082,939       1,074,01       108,688       11         10 tarence for Loans and Leases Outstanding       1,43       %       1,50       %       1,58       %       11         10 tarents       1,43       %       1,50       %       1,58       %       1       14,69       %       1       14,69       %       1       14,69       %       1       1       1       1<											
15,248,043       15,139,179       14,787,208       14,84         16 tal Assets       13,090,695       12,979,616       12,633,089       12,67         170 tal Shareholders' Equity       170,816       173,898       173,912       17         16 tal Assets       170,816       173,898       173,912       10         170 tal Shareholders' Equity       1,082,939       1,075,251       1,055,086       10         18 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         19 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         10 tareholders' Equity       1,082,939       1,075,251       1,055,086       10         10 tareholders' Equity       1,082,939       1,075,251       1,085,086       11         10 tareholders' Equity       1,082,939       1,074,01       108,688       11         10 tarence for Loans and Leases Outstanding       1,43       %       1,50       %       1,58       %       11         10 tarents       1,43       %       1,50       %       1,58       %       1       14,69       %       1       14,69       %       1       14,69       %       1       1       1       1<	oans and Leases				\$ 7,428,438	\$	7,178,628	\$	6,897,589	\$	6,426,353
13,090,695       12,979,616       12,633,089       12,673         10 the Debt       170,816       173,898       173,912       173         10 the Debt       100,816       173,898       173,912       105       105         10 the Debt       100,816       173,898       173,912       105       105       105         10 the Debt       100,923       1,075,251       1,055,086       105       105       105         10 set Debt       100,923       1,075,251       1,055,086       1       105       105       105         10 on Performing Assets       100,006       107,461       108,688       11 <td></td> <td>14,844,505</td>											14,844,505
170,816       173,898       173,912       17         total Shareholders' Equity       1,082,939       1,075,251       1,055,086       1,05         sset Quality       sset Quality       sset Quality       s       28,777       \$       30,082       \$       3         Idowance for Loans and Leases       106,006       107,461       108,688       11         Idowance to Loans and Leases Outstanding       1.43       %       1.50       %       1.58       %         Capital Ratios       14.47       %       14.62       %       n/a       10       104.62       %       1.69       %       100       104.158       100       104.158       %       11       11       110											12,670,034
1,082,939       1,075,251       1,055,086											173,671
Son-Performing Assets         S         29,450         S         28,777         S         30,082         S         33           Allowance for Loans and Leases         106,006         107,461         108,688         11           Allowance to Loans and Leases Outstanding         1.43         %         1.50         %         1.58         %         1           Capital Ratios         1.447         %         14.62         %         n/a         1 <td></td> <td>1,050,801</td>											1,050,801
Non-Performing Assets       \$       29,450       \$       28,777       \$       30,082       \$       3         Non-Performing Assets       106,006       107,461       108,688       11         Non-Performing Assets       106,006       107,461       108,688       11         Non-Performing Assets       1.43       %       1.50       %       1.58       %         Non-Performing Assets       1.43       %       1.50       %       1.58       %       11         Non-Performing Assets       1.43       %       1.50       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.58       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       %       1.59       % </td <td></td>											
Nilowance for Loans and Leases       106,006       107,461       108,688       11         Nilowance to Loans and Leases Outstanding       1.43 %       1.50 %       1.58 %         Capital Ratios       1       14.47 %       14.62 %       n/a         Common Equity Tier 1 Capital Ratio 4       14.47 %       14.62 %       n/a         Tier 1 Capital Ratio 4       15.72       15.87       15.94         Coapital Ratio 4       7.21       7.17       7.13					\$ 20.450	¢	78 777	¢	30.022	¢	34,389
Allowance to Loans and Leases Outstanding       1.43 %       1.50 %       1.58 %         Capital Ratios       14.47 %       14.62 %       n/a         Common Equity Tier I Capital Ratio 4       14.47 %       14.62 %       14.69 %         Fier I Capital Ratio 4       15.72       15.87       15.94         Fier I Leverage Ratio 4       7.21       7.17       7.13	, i i i i i i i i i i i i i i i i i i i							ф		¢	113,838
Capital Ratios         14.47 %         14.62 %         n/a           Common Equity Tier 1 Capital Ratio 4         14.47 %         14.62 %         n/a           Cier 1 Capital Ratio 4         14.47 %         14.62 %         14.69 %           Cotal Capital Ratio 4         15.72         15.87         15.94           Cier 1 Leverage Ratio 4         7.21         7.17         7.13								0/		0/	
Common Equity Tier 1 Capital Ratio 4     14.47 %     14.62 %     n/a       Cier 1 Capital Ratio 4     14.47     14.62 %     14.69 %       Cotal Capital Ratio 4     15.72     15.87     15.94       Cier 1 Leverage Ratio 4     7.21     7.17     7.13	diowance to Loans and Leases Outstanding				1.43	%	1.50	%	1.58	%0	1.77
Iter 1 Capital Ratio 4     14.47     14.62     14.69     %       total Capital Ratio 4     15.72     15.87     15.94       tier 1 Leverage Ratio 4     7.21     7.17     7.13	•										
Total Capital Ratio 4         15.72         15.87         15.94           "ier 1 Leverage Ratio 4         7.21         7.17         7.13						%		%			n/a
Tier 1 Leverage Ratio 4         7.21         7.17         7.13	ier 1 Capital Ratio 4				14.47		14.62		14.69	%	15.66
-	Total Capital Ratio 4				15.72		15.87		15.94		16.91
	ier 1 Leverage Ratio 4				7.21		7.17		7.13		7.20
otal Shareholders' Equity to Total Assets 7.10 7.10 7.14	'otal Shareholders' Equity to Total Assets				7.10		7.10		7.14		7.08
Cangible Common Equity to Tangible Assets 56.916.916.94	angible Common Equity to Tangible Assets 5				6.91		6.91		6.94		6.88

Non-Financial Data				
Full-Time Equivalent Employees	2,166	2,156	2,161	2,194
Branches	71	74	74	74
ATMs	455	456	459	457

1 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.

4 Capital ratios as of June 30, 2015 and March 31, 2015 calculated under Basel III rules, which became effective January 1, 2015.

5 Tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. See Table 2 "Reconciliation of Non-GAAP Financial Measures."

Reconciliation of Non-GAAP Financial Measures				Table 2
	June 30,	March 31,	December 31,	June 30,
(dollars in thousands)	2015	2015	2014	2014
Total Shareholders' Equity	\$ 1,082,939	\$ 1,075,251	\$ 1,055,086	\$ 1,050,801
Less: Goodwill	31,517	31,517	31,517	31,517
Tangible Common Equity	\$ 1,051,422	\$ 1,043,734	\$ 1,023,569	\$ 1,019,284
Total Assets	\$ 15,248,043	\$ 15,139,179	\$ 14,787,208	\$ 14,844,505
Less: Goodwill	31,517	31,517	31,517	31,517
Tangible Assets	\$ 15,216,526	\$ 15,107,662	\$ 14,755,691	\$ 14,812,988
Risk-Weighted Assets, determined in accordance				
with prescribed regulatory requirements <sup>1</sup>	\$ 7,495,744	\$ 7,313,682	\$ 7,077,035	\$ 6,559,897
Total Shareholders' Equity to Total Assets	7.10%	7.10%	7.14%	7.08%
Tangible Common Equity to Tangible Assets (Non-GAAP)	6.91%	6.91%	6.94%	6.88%
Tier 1 Capital Ratio <sup>1</sup>	14.47%	14.62%	14.69%	15.66%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP) <sup>1</sup>	14.03%	14.27%	14.46%	15.54%

<sup>1</sup> Risk-weighted assets and capital ratios as of June 30, 2015 and March 31, 2015 calculated under Basel III rules, which became effective January 1, 2015.

## **Consolidated Statements of Income**

	 r	Three Months Ende	d			Six Mont	ths En	ded	
	 June 30,	March 31,		June 30,		June 30,			
(dollars in thousands, except per share amounts)	2015	2015		2014	20	15		2014	
Interest Income									
Interest and Fees on Loans and Leases	\$ 73,565	\$ 70,961	\$	65,818	\$	144,526	\$	129,344	
Income on Investment Securities									
Available-for-Sale	10,273	10,198		10,697		20,471		21,457	
Held-to-Maturity	22,832	24,407		26,938		47,239		54,827	
Deposits	2	3		1		5		4	
Funds Sold	268	259		168		527		305	
Other	310	302		302		612		604	
Total Interest Income	107,250	106,130		103,924		213,380		206,541	
Interest Expense									
Deposits	2,405	2,368		2,393		4,773		4,751	
Securities Sold Under Agreements to Repurchase	6,440	6,371		6,465		12,811		12,862	
Funds Purchased	3	3		4		6		7	
Other Debt	620	618		650		1,238		1,276	
Total Interest Expense	9,468	9,360		9,512		18,828		18,896	
Net Interest Income	97,782	96,770		94,412		194,552		187,645	
Provision for Credit Losses	_	_		(2,199)		_		(2,199	
Net Interest Income After Provision for Credit Losses	97,782	96,770		96,611		194,552		189,844	
Noninterest Income		,							
Trust and Asset Management	12,355	12,180		12,005		24,535		23,857	
Mortgage Banking	3,469	1,693		1,804		5,162		3,809	
Service Charges on Deposit Accounts	8,203	8,537		8,638		16,740		17,516	
Fees, Exchange, and Other Service Charges	13,352	12,897		13,370		26,249		26,309	
Investment Securities Gains, Net	86	10,231		2,079		10,317		4,239	
Annuity and Insurance	1,885	2,044		1,930		3,929		4,053	
Bank-Owned Life Insurance	2,088	1,734		1,519		3,822		3,121	
Other	4,487	2,991		3,136		7,478		6,345	
Total Noninterest Income	45,925	52,307		44,481		98,232		89,249	
Noninterest Expense						, .		,	
Salaries and Benefits	47,610	49,780		45,081		97,390		91,978	
Net Occupancy	8,605	9,333		9,254		17,938		18,671	
Net Equipment	4,826	5,288		4,669		10,114		9,272	
Data Processing	3,673	3,773		3,842		7,446		7,491	
Professional Fees	2,265	2,334		2,613		4,599		4,873	
FDIC Insurance	2,068	2,140		2,055		4,208		4,131	
Other	14,527	14,267		13,568		28,794		28,213	
Total Noninterest Expense	83,574	86,915		81,082		170,489		164,629	
Income Before Provision for Income Taxes	60,133	62,162		60,010		122,295		114,464	
Provision for Income Taxes	18,979	19,720		18,520		38,699		34,382	
Net Income	\$ 41,154 \$		\$		\$	83,596	S	80,082	
	\$ 0.95				\$\$	1.93		1.81	
Basic Earnings Per Share									
Diluted Earnings Per Share	\$ 0.95 \$				\$	1.92		1.81	
Dividends Declared Per Share	\$ 0.45 5		\$		\$	0.90	\$	0.90	
Basic Weighted Average Shares	43,305,813	43,386,402		44,053,899	43	,345,667		44,123,030	

Table 3

	Tł	Six Months Ended			
	 June 30,	March 31,	June 30,	 June 30	,
(dollars in thousands)	2015	2015	2014	2015	2014
Net Income	\$ 41,154 \$	42,442 \$	41,490	\$ 83,596 \$	80,082
Other Comprehensive Income (Loss), Net of Tax:					
Net Unrealized Gains (Losses) on Investment Securities	(7,610)	5,294	8,617	(2,316)	14,888
Defined Benefit Plans	220	220	156	440	312
Total Other Comprehensive Income (Loss)	(7,390)	5,514	8,773	(1,876)	15,200
Comprehensive Income	\$ 33,764 \$	47,956 \$	50,263	\$ 81,720 \$	95,282

## Consolidated Statements of Condition

Consolidated Statements of Condition					Table 5
		June 30,	March 31,	December 31,	June 30,
(dollars in thousands)		2015	2015	2014	2014
Assets					
Interest-Bearing Deposits in Other Banks	\$	3,420	\$ 3,383	\$ 2,873 \$	4,552
Funds Sold		602,598	620,331	360,577	796,275
Investment Securities					
Available-for-Sale		2,275,361	2,271,186	2,289,190	2,209,763
Held-to-Maturity (Fair Value of \$4,240,732; \$4,378,007; \$4,504,495; and \$4,743,012)		4,199,121	4,306,353	4,466,679	4,704,551
Loans Held for Sale		18,483	1,951	5,136	3,678
Loans and Leases		7,428,438	7,178,628	6,897,589	6,426,353
Allowance for Loan and Lease Losses		(106,006)	(107,461)	(108,688)	(113,838)
Net Loans and Leases		7,322,432	7,071,167	6,788,901	6,312,515
Total Earning Assets		14,421,415	14,274,371	13,913,356	14,031,334
Cash and Due from Banks		150,874	151,793	172,126	141,950
Premises and Equipment, Net		108,439	109,223	109,854	108,116
Accrued Interest Receivable		44,475	47,017	44,654	44,311
Foreclosed Real Estate		1,989	2,095	2,311	3,944
Mortgage Servicing Rights		23,426	23,643	24,695	26,397
Goodwill		31,517	31,517	31,517	31,517
Bank-Owned Life Insurance		265,133	264,228	262,807	260,403
Other Assets		200,775	235,292	225,888	196,533
Total Assets	\$	15,248,043	\$ 15,139,179	\$ 14,787,208 \$	14,844,505
Liabilities					
Deposits Noninterest-Bearing Demand	\$	4,156,847	\$ 4,047,334	\$ 3,832,943 \$	4,070,334
Interest-Bearing Demand	ψ	2,699,517	2,608,664	2,559,570	2,566,240
Savings		5,044,711	5,014,686	4,806,575	4,525,593
Time		1,189,620	1,308,932	1,434,001	1,507,867
Total Deposits		13,090,695	12,979,616	12,633,089	12,670,034
Funds Purchased		8,459	8,459	8,459	8,467
Securities Sold Under Agreements to Repurchase		672,310	672,329	688,601	745,626
Other Debt		170,816	173,898	173,912	173,671
Retirement Benefits Payable		55,181	55,197	55,477	35,017
Accrued Interest Payable		5,254	5,836	5,148	5,099
Taxes Payable and Deferred Taxes		26,244	46,987	27,777	42,131
Other Liabilities		136,145	121,606	139,659	113,659
Total Liabilities		14,165,104	14,063,928	13,732,122	13,793,704
Shareholders' Equity					
Common Stock (\$.01 par value; authorized 500,000,000 shares;					
issued / outstanding: June 30, 2015 - 57,745,324 / 43,535,020;					
March 31, 2015 - 57,733,267 / 43,652,628; December 31, 2014 - 57,634,755 / 43,724,208;		676	575	574	572
and June 30, 2014 - 57,631,552 / 44,297,228) Capital Surplus		575 536,782	575 534,141	574 531,932	573 527,284
1 1					
Accumulated Other Comprehensive Loss		(28,562)	(21,172)	(26,686)	(16,623)
Retained Earnings		1,278,672	1,257,341	1,234,801	1,191,512
Treasury Stock, at Cost (Shares: June 30, 2015 - 14,210,304; March 31, 2015 - 14,080,639;		(70		//	11-1-0-15
December 31, 2014 - 13,910,547; and June 30, 2014 - 13,334,324)		(704,528)	(695,634)	(685,535)	(651,945)
Total Shareholders' Equity		1,082,939	1,075,251	1,055,086	1,050,801
Total Liabilities and Shareholders' Equity	\$	15,248,043	\$ 15,139,179	\$ 14,787,208 \$	14,844,505

Table 5

Consolidated Statements of Shareholders' Equity

					Other			
					Compre-			
					hensive			
	<b>Common Shares</b>	Commo	n	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding	Stoc	k	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2014	43,724,208	\$ 57	4 \$	531,932	\$ (26,686) \$	1,234,801 \$	(685,535) \$	1,055,086
Net Income	—	_	-	_	—	83,596	—	83,596
Other Comprehensive Loss	—	-	-	_	(1,876)	—	—	(1,876)
Share-Based Compensation	—	-	-	3,731	—	—	—	3,731
Common Stock Issued under Purchase and Equity								
Compensation Plans and Related Tax Benefits	213,289		1	1,119	_	(408)	5,394	6,106
Common Stock Repurchased	(402,477)	-	-	_	_	—	(24,387)	(24,387)
Cash Dividends Declared (\$0.90 per share)	—	-	-	—	—	(39,317)	—	(39,317)
Balance as of June 30, 2015	43,535,020	\$ 57	5\$	536,782	\$ (28,562) \$	1,278,672 \$	(704,528) \$	1,082,939
Balance as of December 31, 2013	44,490,385	\$ 57	2 \$	522,505	\$ (31,823) \$	1,151,754 \$	(631,032) \$	1,011,976
Net Income	—	-	-	_	—	80,082	—	80,082
Other Comprehensive Income	—	-	_	_	15,200	—	—	15,200
Share-Based Compensation	—	-	_	3,820	—	—	—	3,820
Common Stock Issued under Purchase and Equity								
Compensation Plans and Related Tax Benefits	274,621		1	959	_	(279)	6,074	6,755
Common Stock Repurchased	(467,778)	-	-	—	—	—	(26,987)	(26,987)
Cash Dividends Declared (\$0.90 per share)	_	_	-	_		(40,045)	_	(40,045)
Balance as of June 30, 2014	44,297,228	\$ 57	3 \$	527,284	\$ (16,623) \$	1,191,512 \$	(651,945) \$	1,050,801

Accum.

### Average Balances and Interest Rates - Taxable-Equivalent Basis

	Three	e Months Ended	I		Thr	ee Months	Ended			Thre	e Months Ende	d
	J	une 30, 2015			Ν	March 31, 2	)15			J	une 30, 2014	
	 Average	In come/	Yield/		Average	Inco	me/	Yield/		Average	In come/	Yield/
(dollars in millions)	Balance	Expense	Rate		Balance	Expe	nse	Rate		Balance	Expense	Rate
Earning Assets												
Interest-Bearing Deposits in Other Banks	\$ 3.5	\$ _	0.17	% \$	3.1	\$	-	0.44	%	\$ 4.0	s —	0.12 %
Funds Sold	473.5	0.3	0.22		484.3		0.2	0.21		308.3	0.2	0.22
Investment Securities												
Available-for-Sale												
Taxable	1,558.6	6.5	1.68		1,560.8		6.5	1.67		1,525.1	7.0	1.84
Non-Taxable	725.8	5.8	3.17		723.3		5.7	3.16		701.6	5.7	3.25
Held-to-Maturity												
Taxable	4,006.4	21.3	2.12		4,140.9	2	2.8	2.21		4,505.0	25.3	2.25
Non-Taxable	248.2	2.4	3.93		249.1		2.5	3.94		251.8	2.5	3.96
Total Investment Securities	6,539.0	36.0	2.20		6,674.1	3	7.5	2.25		6,983.5	40.5	2.32
Loans Held for Sale	11.1	0.1	3.66		3.1		_	3.63		3.6	_	4.33
Loans and Leases 1												
Commercial and Industrial	1,156.3	9.1	3.16		1,130.5		8.9	3.18		950.2	8.1	3.42
Commercial Mortgage	1,499.7	14.4	3.85		1,449.5	:	3.7	3.83		1,302.2	12.7	3.91
Construction	126.0	1.5	4.85		103.8		1.1	4.39		103.2	1.2	4.48
Commercial Lease Financing	225.1	2.0	3.47		225.9		1.9	3.42		241.2	1.7	2.80
Residential Mortgage	2,736.2	28.3	4.14		2,631.3	2	7.5	4.18		2,323.5	25.4	4.38
Home Equity	906.8	8.1	3.60		878.5		8.1	3.72		805.9	7.9	3.93
Automobile	344.4	4.5	5.20		331.5		4.3	5.25		280.6	3.7	5.33
Other <sup>2</sup>	306.0	5.7	7.51		302.1		5.5	7.36		267.8	5.1	7.65
Total Loans and Leases	7,300.5	73.6	4.04		7,053.1	-	1.0	4.06		6,274.6	65.8	4.20
Other	51.6	0.3	2.40		66.0		0.3	1.83		74.1	0.3	1.63
Total Earning Assets <sup>3</sup>	14,379.2	110.3	3.07		14,283.7	10	9.0	3.07		13,648.1	106.8	3.13
Cash and Due from Banks	125.8				136.5					138.3		
Other Assets	533.5				525.8					467.0		
Total Assets	\$ 15,038.5			\$	14,946.0					\$ 14,253.4		

Table 7a

#### Interest-Bearing Liabilities

Interest-Bearing Deposits											
Demand	\$ 2,611.9	0.2	0.03	\$	2,577.1	0.2	0.03		\$ 2,359.2	0.2	0.03
Savings	5,023.5	1.1	0.09		4,941.0	1.1	0.09		4,540.3	1.0	0.09
Time	1,256.6	1.1	0.35		1,378.3	1.1	0.33		1,506.5	1.2	0.33
Total Interest-Bearing Deposits	8,892.0	2.4	0.11		8,896.4	2.4	0.11		8,406.0	2.4	0.11
Short-Term Borrowings	8.5	—	0.14		8.5	_	0.14		9.3	—	0.14
Securities Sold Under Agreements to Repurchase	672.2	6.5	3.79		678.0	6.4	3.76		789.9	6.5	3.24
Other Debt	173.9	0.6	1.43		173.9	0.6	1.43		175.3	0.6	1.49
Total Interest-Bearing Liabilities	9,746.6	9.5	0.39		9,756.8	9.4	0.39		9,380.5	9.5	0.40
Net Interest Income		\$ 100.8				\$ 99.6	-			\$ 97.3	
Interest Rate Spread			2.68	%			2.68	%			2.73 %
Net Interest Margin			2.81	%			2.81	%			2.86 %
Noninterest-Bearing Demand Deposits	3,971.3				3,890.0				3,624.0		
Other Liabilities	244.1				235.1				200.5		
Shareholders' Equity	1,076.5				1,064.1				1,048.4		
Total Liabilities and Shareholders' Equity	\$ 15,038.5			\$	14,946.0				\$ 14,253.4		

1 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.

 $^2\,$  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 \$3,008,000, \$2,878,000 and \$2,874,000 for the three months ended

June 30, 2015, March 31, 2015, and June 30, 2014, respectively.

Average Balances and Interest Rates - Taxable-Equivalent Basis

		onths Ended				Ionths Ended	
		e 30, 2015	X7: 11/			ne 30, 2014	X7.11/
(dollars in millions)	Average Balance	Income/ Expense	Yield/ Rate		Average Balance	Income/ Expense	Yield/ Rate
Earning Assets		<b>r</b> · · ·					
Interest-Bearing Deposits in Other Banks	\$ 3.2 \$	—	0.30 %	5 \$	4.8 \$	—	0.18 %
Funds Sold	478.9	0.5	0.22		289.5	0.3	0.21
Investment Securities							
Available-for-Sale							
Taxable	1,559.7	13.0	1.67		1,536.9	14.2	1.85
Non-Taxable	724.6	11.5	3.17		689.6	11.2	3.26
Held-to-Maturity							
Taxable	4,073.2	44.0	2.17		4,503.3	51.6	2.29
Non-Taxable	248.7	4.9	3.94		252.2	4.9	3.96
Total Investment Securities	6,606.2	73.4	2.23		6,982.0	81.9	2.35
Loans Held for Sale	7.1	0.1	3.65		3.9	0.1	4.52
Loans and Leases <sup>1</sup>							
Commercial and Industrial	1,143.5	18.0	3.17		937.1	15.9	3.42
Commercial Mortgage	1,474.8	28.1	3.84		1,276.2	25.4	4.01
Construction	115.0	2.6	4.64		100.3	2.2	4.45
Commercial Lease Financing	225.5	3.9	3.44		243.5	3.1	2.56
Residential Mortgage	2,684.0	55.8	4.16		2,305.3	49.8	4.32
Home Equity	892.7	16.2	3.66		793.9	15.6	3.95
Automobile	338.0	8.8	5.23		272.0	7.2	5.36
Other <sup>2</sup>	304.0	11.2	7.43		261.5	10.1	7.77
Total Loans and Leases	7,177.5	144.6	4.05		6,189.8	129.3	4.20
Other	58.8	0.6	2.08		75.5	0.6	1.60
Total Earning Assets <sup>3</sup>	14,331.7	219.2	3.07		13,545.5	212.2	3.14
Cash and Due from Banks	131.1	21712	5107		140.4	21212	
Other Assets	529.7				458.4		
Fotal Assets	\$ 14,992.5			\$	14,144.3		
Interest-Bearing Liabilities							
Interest-Bearing Deposits							
Demand	\$ 2,594.6	0.4	0.03	\$	2,342.6	0.4	0.03
Savings	4,982.5	2.2	0.09		4,528.0	1.9	0.09
Time	1,317.1	2.2	0.34		1,440.2	2.5	0.35
Fotal Interest-Bearing Deposits	8,894.2	4.8	0.11		8,310.8	4.8	0.12
Short-Term Borrowings	8.4	_	0.14		9.6	_	0.14
Securities Sold Under Agreements to Repurchase	675.2	12.8	3.77		792.2	12.8	3.23
Other Debt	173.9	1.2	1.43		175.0	1.3	1.46
Fotal Interest-Bearing Liabilities	9,751.7	18.8	0.39		9,287.6	18.9	0.41
Net Interest Income	\$	200.4			\$	193.3	
Interest Rate Spread			2.68 %	Ď			2.73
Net Interest Margin			2.81 %				2.87
Noninterest-Bearing Demand Deposits	3,930.9				3,612.1		
Other Liabilities	239.6				203.6		
Shareholders' Equity	1,070.3				1,041.0		
Fotal Liabilities and Shareholders' Equity	\$ 14,992.5			\$	14,144.3		

Table 7b

<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 \$5,886,000 and \$5,698,000 for the six months ended

June 30, 2015 and June 30, 2014, respectively.

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

Table 8a

<i>c</i>		
Compared to	o March 31, 2015	
 Volume 1	Rate 1	Total
\$ — \$	0.1 \$	0.1
_	0.1	0.1
(0.7)	(0.8)	(1.5)
—	(0.1)	(0.1)
(0.7)	(0.8)	(1.5)
0.1	—	0.1
0.3	(0.1)	0.2
0.6	0.1	0.7
0.3	0.1	0.4
—	0.1	0.1
1.1	(0.3)	0.8
0.2	(0.2)	_
0.2	_	0.2
0.1	0.1	0.2
2.8	(0.2)	2.6
(0.1)	0.1	—
2.1	(0.8)	1.3
(0.1)	0.1	_
		_
_		0.1
(0.1)	0.2	0.1
\$ 2.2 \$	(1.0) \$	1.2
\$	\$ - \$ (0.7) - (0.7) 0.1 0.3 0.3 0.6 0.3 - 1.1 0.2 0.2 0.2 0.1 2.8 (0.1) 2.1 (0.1) (0.1) (0.1) (0.1)	\$ - $$$ 0.1 $$- 0.1(0.7) (0.8)- (0.1)(0.7) (0.8)0.1 -(0.1)(0.7) (0.8)0.1 -0.10.3 (0.1)0.6 0.10.3 0.1- 0.11.1 (0.3)0.2 (0.2)0.2 -0.1 0.12.8 (0.2)(0.1) 0.12.8 (0.2)(0.1) 0.12.1 (0.8)- 0.1(0.1) 0.1(0.1) 0.1- 0.1- 0.1$

<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.

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

	Three Months Ended June 30, 2015										
		Compared	l to June 30, 2014								
(dollars in millions)		Volume 1	Rate <sup>1</sup>	Total							
Change in Interest Income:											
Funds Sold	\$	0.1 \$	— \$	0.1							
Investment Securities											
Available-for-Sale											
Taxable		0.1	(0.6)	(0.5)							
Non-Taxable		0.2	(0.1)	0.1							
Held-to-Maturity											
Taxable		(2.7)	(1.3)	(4.0)							
Non-Taxable		—	(0.1)	(0.1)							
Total Investment Securities		(2.4)	(2.1)	(4.5)							
Loans Held for Sale		0.1	—	0.1							
Loans and Leases											
Commercial and Industrial		1.7	(0.7)	1.0							
Commercial Mortgage		1.9	(0.2)	1.7							
Construction		0.3	—	0.3							
Commercial Lease Financing		(0.1)	0.4	0.3							
Residential Mortgage		4.3	(1.4)	2.9							
Home Equity		0.9	(0.7)	0.2							
Automobile		0.8		0.8							
Other 2		0.7	(0.1)	0.6							
Total Loans and Leases		10.5	(2.7)	7.8							
Other		(0.1)	0.1	—							
Total Change in Interest Income		8.2	(4.7)	3.5							
Change in Interest Expense:											
Interest-Bearing Deposits											
Savings		0.1	—	0.1							
Time		(0.2)	0.1	(0.1)							
Total Interest-Bearing Deposits		(0.1)	0.1	_							
Securities Sold Under Agreements to Repurchase		(1.0)	1.0	_							
Total Change in Interest Expense		(1.1)	1.1	_							
	<b>^</b>		(5.0) (5.0)								
Change in Net Interest Income	\$	9.3 \$	(5.8) \$	3.5							

Table 8b

<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.

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

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

	Six Months	Ended June 30, 2015	
	Compare	d to June 30, 2014	
(dollars in millions)	 Volume <sup>1</sup>	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ 0.2 \$	— \$	0.2
Investment Securities			
Available-for-Sale			
Taxable	0.2	(1.4)	(1.2)
Non-Taxable	0.6	(0.3)	0.3
Held-to-Maturity			
Taxable	(4.8)	(2.8)	(7.6)
Total Investment Securities	(4.0)	(4.5)	(8.5)
Loans Held for Sale	0.1	(0.1)	_
Loans and Leases			
Commercial and Industrial	3.3	(1.2)	2.1
Commercial Mortgage	3.8	(1.1)	2.7
Construction	0.3	0.1	0.4
Commercial Lease Financing	(0.2)	1.0	0.8
Residential Mortgage	7.9	(1.9)	6.0
Home Equity	1.8	(1.2)	0.6
Automobile	1.7	(0.1)	1.6
Other 2	1.6	(0.5)	1.1
Total Loans and Leases	20.2	(4.9)	15.3
Other	(0.2)	0.2	—
Total Change in Interest Income	16.3	(9.3)	7.0
Change in Interest Expense:			
Interest-Bearing Deposits			
Savings	0.2	0.1	0.3
Time	(0.2)	(0.1)	(0.3)
Total Interest-Bearing Deposits	(0.2)	(0.1.)	(0.0)
Securities Sold Under Agreements to Repurchase	(2.0)	2.0	_
Other Debt	(0.1)		(0.1)
Total Change in Interest Expense	(2.1)	2.0	(0.1)
Change in Net Interest Income	\$ 18.4 \$	(11.3) \$	7.1

Table 8c

1 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.

2 Comprised of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits

	Thr	ee Months Ended		Six Months Ended			
	June 30,	March 31,	June 30,	June 30,			
(dollars in thousands)	2015	2015	2014		2015	2014	
Salaries	\$ 28,214 \$	27,914 \$	28,544	\$	56,128 \$	56,458	
Incentive Compensation	4,959	4,514	4,359		9,473	8,590	
Share-Based Compensation	2,751	2,345	2,271		5,096	4,240	
Commission Expense	1,927	1,592	1,106		3,519	2,165	
Retirement and Other Benefits	4,117	4,731	3,811		8,848	8,797	
Payroll Taxes	2,278	3,585	2,179		5,863	5,747	
Medical, Dental, and Life Insurance	2,449	3,184	2,724		5,633	5,345	
Separation Expense	915	1,915	87		2,830	636	
Total Salaries and Benefits	\$ 47,610 \$	49,780 \$	45,081	\$	97,390 \$	91,978	

Table 9

## Loan and Lease Portfolio Balances

Loan and Lease Portfolio Balances						Table 10
		June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	in thousands)		2015	2014	2014	2014
Commercial						
Commercial and Industrial	\$	1,173,259 \$	1,141,408 \$	1,055,243 \$	991,157 \$	988,940
Commercial Mortgage		1,528,685	1,477,902	1,437,513	1,373,289	1,345,549
Construction		118,714	111,381	109,183	132,097	121,434
Lease Financing		222,113	224,419	226,189	232,381	237,585
Total Commercial		3,042,771	2,955,110	2,828,128	2,728,924	2,693,508
Consumer						
Residential Mortgage		2,787,847	2,699,434	2,571,090	2,444,989	2,355,085
Home Equity		931,191	884,742	866,688	838,206	811,180
Automobile		352,128	339,686	323,848	306,003	287,794
Other 1		314,501	299,656	307,835	288,228	278,786
Total Consumer		4,385,667	4,223,518	4,069,461	3,877,426	3,732,845
Total Loans and Leases	\$	7,428,438 \$	7,178,628 \$	6,897,589 \$	6,606,350 \$	6,426,353

#### Deposits

	June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	2015	2015	2014	2014	2014
Consumer	\$ 6,221,691 \$	6,220,391 \$	6,092,929 \$	5,972,435 \$	5,938,123
Commercial	5,524,153	5,444,814	5,163,352	5,070,080	5,207,026
Public and Other	1,344,851	1,314,411	1,376,808	1,318,926	1,524,885
Total Deposits	\$ 13,090,695 \$	12,979,616 \$	12,633,089 \$	12,361,441 \$	12,670,034

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

		June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)		2015	2015	2014	2014	2014
Non-Performing Assets						
Non-Accrual Loans and Leases						
Commercial						
Commercial and Industrial	\$	8,299 \$	8,641 \$	9,088	\$ 8,952 \$	10,437
Commercial Mortgage		716	732	745	1,366	1,403
Total Commercial		9,015	9,373	9,833	10,318	11,840
Consumer						
Residential Mortgage		14,918	14,344	14,841	16,756	15,818
Home Equity		3,528	2,965	3,097	2,671	2,787
Total Consumer		18,446	17,309	17,938	19,427	18,605
Total Non-Accrual Loans and Leases		27,461	26,682	27,771	29,745	30,445
Foreclosed Real Estate		1,989	2,095	2,311	3,562	3,944
Total Non-Performing Assets	\$	29,450 \$	28,777 \$	30,082	\$ 33,307 \$	34,389
Accruing Loans and Leases Past Due 90 Days or More						
Commercial						
Commercial and Industrial	\$	750 \$	— \$	2		—
Total Commercial		750		2	14	
Consumer						
Residential Mortgage		4,789	3,914	4,506	4,819	6,082
Home Equity		2,395	2,425	2,596	2,816	2,505
Automobile		323	537	616	612	236
Other 1		1,395	1,078	941	842	844
Total Consumer		8,902	7,954	8,659	9,089	9,667
Total Accruing Loans and Leases Past Due 90 Days or More	\$	9,652 \$	7,954 \$	8,661	\$ 9,103 \$	9,667
Restructured Loans on Accrual Status	\$	49.220 \$	AC (20 8	45 474	e 45160 e	42 (25
and Not Past Due 90 Days or More Total Loans and Leases	\$	48,339 \$	46,639 \$	45,474 6,897,589		43,625
	φ	7,720,730 \$	7,176,026 \$	0,077,507	\$ 0,000,550 \$	0,420,555
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.37%	0.37%	0.40%	0.45%	0.47%
Ratio of Non-Performing Assets to Total Loans and Leases						
and Foreclosed Real Estate		0.40%	0.40%	0.44%	0.50%	0.53%
Ratio of Commercial Non-Performing Assets to Total Commercial Loans						
and Leases and Commercial Foreclosed Real Estate		0.32%	0.34%	0.38%	0.42%	0.48%
Ratio of Consumer Non-Performing Assets to Total Consumer Loans						
and Leases and Consumer Foreclosed Real Estate		0.45%	0.44%	0.47%	0.56%	0.57%
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		0.53%	0.51%	0.56%	0.64%	0.69%
Quarter to Quarter Changes in Non-Performing Assets Balance at Beginning of Quarter	\$	28,777 \$	30,082 \$	33,307	\$ 34,389 \$	37,048
Smanet at Segmening of Quarter	φ	20,111 Ø	50,002 \$	55,507	φ 3 <del>1</del> ,307 Φ	57,048
Additions		1,909	621	1,885	2,565	2,798
Reductions						
Payments		(1,020)	(1,427)	(1,822)	(2,381)	(2,753)
Return to Accrual Status		_	(187)	(1,291)	(704)	(904)
Sales of Foreclosed Real Estate		(83)	(37)	(1,480)	(449)	(1,782)
Charge-offs/Write-downs		(133)	(275)	(517)	(113)	(18)
						(5,457)
Total Reductions		(1,236)	(1,926)	(5,110)	(3,647)	(5,457)

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

		1	hree Months Ende	d		Six Months Ended			
		June 30,	March 31,	June 3	),	Ju	ne 30	,	
(dollars in thousands)		2015	2015	2014		2015		2014	
Balance at Beginning of Period	\$	113,348	5 114,575	\$ 12	0,136 5	\$ 114,575	\$	121,521	
Loans and Leases Charged-Off									
Commercial									
Commercial and Industrial		(255)	(235)		(749)	(490)		(1,568)	
Lease Financing		_	_		(66)	_		(66)	
Consumer									
Residential Mortgage		(54)	(559)		(323)	(613)		(652)	
Home Equity		(211)	(216)		(553)	(427)		(904)	
Automobile		(1,237)	(1,428)		(711)	(2,665)		(1,628)	
Other 1		(1,739)	(1,650)	(	1,595)	(3,389)		(3,217)	
Total Loans and Leases Charged-Off		(3,496)	(4,088)	(	3,997)	(7,584)		(8,035)	
Recoveries on Loans and Leases Previously Charged-Off									
Commercial									
Commercial and Industrial		456	646		2,132	1,102		3,052	
Commercial Mortgage		14	14		15	28		29	
Construction		8	8		8	16		13	
Lease Financing		8	68		1	76		3	
Consumer									
Residential Mortgage		96	342		2,335	438		2,607	
Home Equity		566	881		351	1,447		902	
Automobile		396	494		343	890		788	
Other 1		497	408		723	905		1,224	
Total Recoveries on Loans and Leases Previously Charged-Off		2,041	2,861		5,908	4,902		8,618	
Net Loans and Leases Recovered (Charged-Off)		(1,455)	(1,227)		1,911	(2,682)		583	
Provision for Credit Losses		_	_	(	2,199)	_		(2,199)	
Provision for Unfunded Commitments		_	_		(123)	_		(180)	
Balance at End of Period 2	\$	111,893	113,348	\$ 11	9,725 5	\$ 111,893	\$	119,725	
Components									
Allowance for Loan and Lease Losses	\$	106,006	5 107,461	\$ 11	3,838 5	\$ 106,006	\$	113,838	
Reserve for Unfunded Commitments		5,887	5,887		5,887	5,887		5,887	
Total Reserve for Credit Losses	\$	111,893	113,348	\$ 11	9,725 5	\$ 111,893	\$	119,725	
	¢	7 200 506 - 4	7.052.0(1	e ( )7	4 505	¢ 177 4/7	<i>.</i>	6 100 700	
Average Loans and Leases Outstanding	\$	7,300,506	7,053,061	s 6,27	4,595 5	\$ 7,177,467	\$	6,189,789	
Ratio of Net Loans and Leases Charged-Off (Recovered) to									
Average Loans and Leases Outstanding (annualized)		0.08%	0.07%		-0.12 %	0.08%	6	-0.02	
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding		1.43%	1.50%		1.77 %	1.43%	6	1.77	

 $^1\,$  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.

<b>Business Segments Selected Financial Informati</b>	on					Table 13a
		Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)		Banking	Banking	Services	and Other	Total
Three Months Ended June 30, 2015						
Net Interest Income	\$	50,550 \$	35,880 \$	4,335 \$	7,017 \$	97,782
Provision for Credit Losses		1,727	(266)	(8)	(1,453)	_
Net Interest Income After Provision for Credit Losses		48,823	36,146	4,343	8,470	97,782
Noninterest Income		20,809	5,793	15,680	3,643	45,925
Noninterest Expense		(49,158)	(16,569)	(14,572)	(3,275)	(83,574
Income Before Provision for Income Taxes		20,474	25,370	5,451	8,838	60,133
Provision for Income Taxes		(7,219)	(8,975)	(2,017)	(768)	(18,979
Net Income	\$	13,255 \$	16,395 \$	3,434 \$	8,070 \$	41,154
Total Assets as of June 30, 2015	\$	4,404,619 \$	2,984,756 \$	204,253 \$	7,654,415 \$	15,248,043

Three Months Ended June 30, 2014 1					
Net Interest Income	\$ 44,094 \$	28,222 \$	3,679 \$	18,417 \$	94,412
Provision for Credit Losses	(414)	(1,269)	(226)	(290)	(2,199)
Net Interest Income After Provision for Credit Losses	44,508	29,491	3,905	18,707	96,611
Noninterest Income	19,988	5,581	14,411	4,501	44,481
Noninterest Expense	(48,647)	(16,462)	(13,342)	(2,631)	(81,082)
Income Before Provision for Income Taxes	15,849	18,610	4,974	20,577	60,010
Provision for Income Taxes	(5,936)	(6,320)	(1,844)	(4,420)	(18,520)
Net Income	\$ 9,913 \$	12,290 \$	3,130 \$	16,157 \$	41,490
Total Assets as of June 30, 2014 1	\$ 3,761,140 \$	2,633,218 \$	194,220 \$	8,255,927 \$	14,844,505

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

	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Six Months Ended June 30, 2015					
Net Interest Income	\$ 98,900 \$	70,148 \$	8,636 \$	16,868 \$	194,552
Provision for Credit Losses	3,450	(730)	(16)	(2,704)	_
Net Interest Income After Provision for Credit Losses	95,450	70,878	8,652	19,572	194,552
Noninterest Income	39,915	11,349	30,407	16,561	98,232
Noninterest Expense	(99,498)	(34,304)	(29,162)	(7,525)	(170,489
Income Before Provision for Income Taxes	35,867	47,923	9,897	28,608	122,295
Provision for Income Taxes	(12,744)	(16,859)	(3,662)	(5,434)	(38,699
Net Income	\$ 23,123 \$	31,064 \$	6,235 \$	23,174 \$	83,596
Total Assets as of June 30, 2015	\$ 4,404,619 \$	2,984,756 \$	204,253 \$	7,654,415 \$	15,248,043

Six Months Ended June 30, 2014 1					
Net Interest Income	\$ 85,538 \$	55,144 \$	7,234 \$	39,729 \$	187,645
Provision for Credit Losses	1,041	(1,329)	(294)	(1,617)	(2,199)
Net Interest Income After Provision for Credit Losses	84,497	56,473	7,528	41,346	189,844
Noninterest Income	39,343	11,799	28,761	9,346	89,249
Noninterest Expense	(98,013)	(33,424)	(27,763)	(5,429)	(164,629)
Income Before Provision for Income Taxes	25,827	34,848	8,526	45,263	114,464
Provision for Income Taxes	(9,750)	(11,740)	(3,161)	(9,731)	(34,382)
Net Income	\$ 16,077 \$	23,108 \$	5,365 \$	35,532 \$	80,082
Total Assets as of June 30, 2014 1	\$ 3,761,140 \$	2,633,218 \$	194,220 \$	8,255,927 \$	14,844,505

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

					Thr	ee Months Ended				
		June 30,		March 31,		December 31,	S	eptember 30,		June 30,
dollars in thousands, except per share amounts)		2015		2015		2014		2014		2014
uarterly Operating Results										
nterest Income										
Interest and Fees on Loans and Leases	\$	73,565	\$	70,961	\$	69,974	\$	68,089	\$	65,818
Income on Investment Securities										
Available-for-Sale		10,273		10,198		10,732		10,286		10,697
Held-to-Maturity		22,832		24,407		24,966		26,067		26,938
Deposits		2		3		2		3		1
Funds Sold		268		259		192		176		168
Other		310		302		303		302		302
otal Interest Income		107,250		106,130		106,169		104,923		103,924
nterest Expense										
Deposits		2,405		2,368		2,392		2,391		2,393
Securities Sold Under Agreements to Repurchase		6,440		6,371		6,520		6,523		6,465
Funds Purchased		3		3		3		3		4
Other Debt		620		618		622		627		650
Total Interest Expense		9,468		9,360		9,537		9,544		9,512
Vet Interest Income		97,782		96,770		96,632		95,379		94,412
rovision for Credit Losses		_		_		_		(2,665)		(2,199
let Interest Income After Provision for Credit Losses		97,782		96,770		96,632		98,044		96,611
loninterest Income		,		,						
Trust and Asset Management		12,355		12,180		12,225		11,716		12,005
Mortgage Banking		3,469		1,693		2,116		1,646		1,804
Service Charges on Deposit Accounts		8,203		8,537		9,058		9,095		8,638
Fees, Exchange, and Other Service Charges		13,352		12,897		13,702		13,390		13,370
Investment Securities Gains, Net		86		10,231		1,966		1,858		2,079
Annuity and Insurance		1,885		2,044		1,664		2,348		1,930
Bank-Owned Life Insurance		2,088		1,734		1,874		1,644		1,519
Other		4,487		2,991		3,213		3,253		3,136
otal Noninterest Income		45,925		52,307		45,818		44,950		44,481
loninterest Expense										
Salaries and Benefits		47,610		49,780		45,520		45,530		45,081
Net Occupancy		8,605		9,333		9,291		9,334		9,254
Net Equipment		4,826		5,288		4,734		4,473		4,669
Data Processing		3,673		3,773		3,823		3,665		3,842
Professional Fees		2,265		2,334		3,086		1,835		2,613
FDIC Insurance		2,068		2,140		2,055		1,750		2,055
Other		14,527		14,267		12,731		14,443		13,568
otal Noninterest Expense		83,574		86,915		81,240		81,030		81,082
ncome Before Provision for Income Taxes		60,133		62,162		61,210		61,964		60,010
rovision for Income Taxes		18,979		19,720		20,019		20,195		18,520
let Income	s		s		s		s		s	
Net Income	\$	41,154	\$	42,442	\$	41,191	\$	41,769	\$	41,49
Basic Earnings Per Share	\$	0.95	\$	0.98	\$	0.95	s	0.95	\$	0.94
Diluted Earnings Per Share	\$	0.95	\$	0.93	\$	0.93	s	0.95	\$	0.94
alance Sheet Totals	Ψ	0.75	Ψ	0.97	ψ	0.74	÷	0.95	Ψ	0.94
oans and Leases	\$	7 120 120	\$	7 179 639	¢	6 007 500	¢	6 606 250	\$	6 126 252
	3	7,428,438	2	7,178,628	\$	6,897,589	\$	6,606,350	3	6,426,353
otal Assets		15,248,043		15,139,179		14,787,208		14,510,166		14,844,505
otal Deposits		13,090,695		12,979,616		12,633,089		12,361,441		12,670,034
otal Shareholders' Equity		1,082,939		1,075,251		1,055,086		1,057,413		1,050,801
erformance Ratios										
eturn on Average Assets		1.10	%	1.15	%	1.12	%	1.15 %		1.17

Return on Average Shareholders' Equity	15.33	16.18	15.39	15.57	15.87
Efficiency Ratio 1	58.16	58.30	57.03	57.74	58.38
Net Interest Margin <sup>2</sup>	2.81	2.81	2.84	2.85	2.86

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

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

Hawaii Economic Trends

		Five Months Ende	d					Year H	nded		
(\$ in millions; jobs in thousands)	May 31, 2015				December 31, 2014 December 31, 20						13
Hawaii Economic Trends		May 51,2015				Detemb				Detember 51,2	515
State General Fund Revenues <sup>1</sup>	\$	2,489.5	6.3	%	\$	5,535.7		1.6 %	5 S	5,450.6	3.7
General Excise and Use Tax Revenue <sup>1</sup>	\$	1,308.3	2.1		\$	2,979.8		2.5 %		2,907.6	2.2
Jobs <sup>2</sup>		648.8				643.7				629.9	
							June 30,			December 31	
(spot rates)							2015			2014	2013
Unemployment <sup>3</sup>											
Statewide, seasonally adjusted								4.0 %	, D	4.0 %	4.7
Oahu								4.1		3.5	3.8
Island of Hawaii								5.5		4.7	5.9
Maui								4.4		3.8	4.7
Kauai								4.8		4.3	5.2
						June 30,			1	December 31,	
(percentage change, except months of inventory)						2015	2014			2013	2012
Housing Trends (Single Family Oahu) <sup>4</sup>											
Median Home Price						2.3 %		3.8 %		4.8 %	7.8
Home Sales Volume (units)						3.4 %		(0.8) %	Ď	4.6 %	6.5
Months of Inventory						3.2		2.6		2.7	2.5
						Monthly Visito	or Arrivals,			Percentage Cha	nge
(in thousands)						Not Seasonally	y Adjusted			from Previous Y	'ear
Tourism <sup>5</sup>											
May 31, 2015							7	09.7			9.3
April 30, 2015							6	77.8			2.3
March 31, 2015							7	80.1			7.0
February 28, 2015							6	51.7			2.3
January 31, 2015							6	78.9			(0.6)
December 31, 2014							7	55.3			6.2
November 30, 2014							6	37.7			2.2
October 31, 2014							6	59.8			3.0
September 30, 2014							6	22.2			4.1
August 31, 2014							7	30.7			(2.4)
July 31, 2014							7'	72.1			1.9
June 30, 2014							7:	25.1			1.2
May 31, 2014							6-	49.1			1.8
April 30, 2014							6	52.6			(0.7)
March 31, 2014							7:	28.8			(5.2)
February 28, 2014							64	46.8			(4.3)
January 31, 2014							6	82.6			0.1
December 31, 2013								20.8			(1.8)
November 30, 2013							6	24.1			(4.2)
October 31, 2013							6-	40.3			(0.1)
September 30, 2013							5	€7.7			0.5
August 31, 2013								48.8			2.5
uly 31, 2013								58.0			4.6
lune 30, 2013								16.6			5.5
May 31, 2013								37.5			2.4
April 30, 2013								57.0			3.1
March 31, 2013								59.1			7.6
February 28, 2013								75.5			7.8
January 31, 2013								81.9			5.9
December 31, 2012							7.	33.7			6.3

November 30, 2012	651.2	14.5
October 31, 2012	640.7	8.6
September 30, 2012	595.0	6.1
August 31, 2012	725.6	11.0
July 31, 2012	720.4	7.8
June 30, 2012	677.2	11.5
May 31, 2012	622.9	12.5

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

<sup>2</sup> Source: U. S. Bureau of Labor

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

4 Source: Honolulu Board of REALTORS

<sup>5</sup> Source: Hawaii Tourism Authority

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