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)

April 25, 2005

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, Haw (Address of principal executive office		96813 (Zip Code)
(Registrant's telephone number, including area code)		(808) 537-8430
Check the appropriate box below if the Form 8-K filing following provisions (see General Instruction A.2. below):	is intended to simultaneously sat	isfy the filing obligation of the registrant under any of the
☐ Written communications pursuant to Rule 425 under	the Securities Act (17 CFR 230.4	425)
☐ Soliciting material pursuant to Rule 14a-12 under the	e Exchange Act (17 CFR 240.14a	1-12)
☐ Pre-commencement communications pursuant to Rul	le 14d-2(b) under the Exchange A	act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rul	le 13e-4(c) under the Exchange A	ct (17 CFR 240.13e-4 (c))

Item 2.02. Results of Operations and Financial Conditions.

On April 25, 2005, Bank of Hawaii Corporation announced its results of operations for the quarter ending March 31, 2005. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

The following exhibit is furnished as a part of this report:

Exhibit No.

99.1 April 25, 2005 Press Release

SIGNATURE

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

Date April 25, 2005

BANK OF HAWAII CORPORATION

/s/ Allan R. Landon

Allan R. Landon

Chairman, Chief Executive Officer and President



- Diluted Earnings Per Share \$0.83, Up 20% From 2004
- Net Income \$45.5 Million, Up 14% From 2004
- Board of Directors Increases Share Repurchase Authorization \$100 Million
- Board of Directors Declares Dividend of \$0.33 Per Share

FOR IMMEDIATE RELEASE

HONOLULU, HI (April 25, 2005) — Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.83 for the first quarter of 2005, an increase from diluted earnings per share of \$0.82 in the fourth quarter of 2004 and an increase from \$0.69 in the first quarter of 2004. Net income for the first quarter of 2005 was \$45.5 million, down \$0.7 million or 1.6 percent from net income of \$46.2 million in the previous quarter and up \$5.7 million or 14.4 percent from \$39.8 million reported in the same quarter last year.

Return on average assets for the first quarter of 2005 was 1.88 percent, down slightly from 1.89 percent in the fourth quarter of 2004, and up from 1.65 percent in the first quarter of 2004. Return on average equity was 23.66 percent for the first quarter of 2005, up from 23.63 percent in the previous quarter and up from 19.98 percent in the same quarter last year.

"I am very pleased with Bank of Hawaii Corporation's strong financial performance during the first quarter of 2005," said Allan R. Landon, Chairman and CEO. "We've been able to continue the momentum we established last year, our businesses are growing and our focus on customer service is really making a difference in building value at Bank of Hawaii."

Results for the fourth quarter of 2004 included a return to income of \$6.5 million before tax (\$4.1 million after tax or \$0.07 per diluted share), resulting from a release of the allowance for loan and lease losses due to improvement in the Company's credit quality and strong economic conditions. Excluding the release of reserves, results for the first quarter of 2005 increased \$3.4 million or \$0.08 per diluted share from the previous quarter.

Financial Highlights

Net interest income, on a taxable equivalent basis, for the first quarter of 2005 was \$100.7 million, up \$0.7 million from \$100.0 million in the fourth quarter of 2004 and up \$4.6 million from \$96.1 million in the first quarter last year. The increase in net interest income from the fourth quarter of 2004 was largely due to growth in total loans. The increase in net interest income from the first quarter of 2004 was largely due to higher volume in the investment portfolio. An analysis of the change in net interest income is included in Table 6.

The net interest margin was 4.43 percent for the first quarter of 2005, a 3 basis point increase from 4.40 percent in the previous quarter and a 13 basis point increase from 4.30 percent in the first quarter of 2004.

The Company did not recognize a provision for loan and lease losses during the first quarter of 2005 or during the first quarter of 2004. As previously mentioned, the Company returned to income \$6.5 million from a release of the allowance for loan and lease losses during the fourth quarter of 2004.

Non-interest income was \$52.3 million for the first quarter of 2005, an increase of \$4.0 million or 8.2 percent compared to non-interest income of \$48.4 million in the fourth quarter of 2004. Nearly every category experienced growth during the quarter. Compared to the same quarter last year non-interest income was up \$3.5 million or 7.1 percent.

Non-interest expense was \$80.9 million in the first quarter of 2005, down \$1.2 million or 1.5 percent from non-interest expense of \$82.1 million in the previous quarter and down \$2.2 million or 2.6 percent from \$83.0 million in the same quarter last year. Included in the first quarter of 2005 was a \$1.1 million gain on the sale of a foreclosed property. Separately, the Company recognized a \$1.3 million impairment of goodwill related to its insurance business. An analysis of salary and benefit expenses is included in Table 7.

The efficiency ratio for the first quarter of 2005 was 52.86 percent, an improvement from 55.37 percent in the previous quarter and from 57.31 percent in the same quarter last year.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services Group, and Treasury and Other Corporate. Results are determined based on the Company's internal financial management reporting process and organizational structure. Previously reported results have been reclassified to conform to current methodologies. Business segment performance details are summarized in Table 11.

Asset Quality

Bank of Hawaii Corporation's overall asset quality continued to improve when compared to prior quarters. Non-performing assets were \$13.4 million at the end of the first quarter of 2005, a decrease of \$0.5 million, or 3.6 percent, compared to non-performing assets of \$13.9 million at the end of the previous quarter. Non-performing assets declined \$14.5 million, or 52.0 percent, compared to \$27.9 million at the end of the same quarter last year. At March 31, 2005 the ratio of non-performing assets to total loans, foreclosed real estate, and other investments was 0.22 percent compared with 0.23 percent at December 31, 2004 and 0.49 percent at March 31, 2004.

Non-accrual loans were \$12.5 million at March 31, 2005, a reduction of \$1.2 million, or 8.6 percent, from \$13.7 million at December 31, 2004 and down \$11.0 million, or 46.7 percent, from \$23.5 million at March 31, 2004. Non-accrual loans as a percentage of total loans were 0.21 percent at March 31, 2005, down from 0.23 percent at December 31, 2004 and down from 0.41 percent at March 31, 2004.

Net charge-offs for the first quarter of 2005 were \$3.7 million, or 0.25 percent (annualized) of total average loans, compared to \$4.6 million, or 0.31 percent (annualized) of total average loans in the fourth quarter of 2004. Net charge-offs during the first quarter of 2004 were \$1.9 million, or 0.13 percent (annualized) of total average loans. Net charge-offs in the first quarter of 2005 were comprised of \$5.8 million in charge-offs partially offset by recoveries of \$2.1 million.

The allowance for loan and lease losses was \$105.0 million at March 31, 2005, down from \$106.8 million at December 31, 2004 and down from \$127.2 million at March 31, 2004. The decrease in the allowance from the previous year is largely due to \$10.0 million returned to income from releases of the allowance for loan and lease losses during 2004. In addition, during the fourth quarter of 2004, \$6.8 million was reclassified from the allowance for loan and lease losses to other liabilities representing the estimate for probable credit losses inherent in unfunded commitments to extend credit. The \$1.8 million decrease in the allowance from the previous quarter was primarily due to net charge-offs of \$3.7 million. The allowance for unfunded commitments at March 31, 2005 was \$4.9 million, down from \$6.8 million at December 31, 2004.

The ratio of the allowance for loan and lease losses to total loans was 1.75 percent at March 31, 2005, down slightly from 1.78 percent at December 31, 2004 and down from 2.23 percent at March 31, 2004. If the allowance for unfunded commitments had been reclassified at March 31, 2004, the ratio of the allowance for loan and lease losses to total loans would have been 2.12 percent.

Credit exposure to the air transportation industry is summarized in Table 8.

Other Financial Highlights

Total assets were \$9.91 billion at March 31, 2005, up from \$9.77 billion at December 31, 2004 and down from \$10.01 billion at March 31, 2004. Total loans and leases were \$6.02 billion at March 31, 2005, up from \$5.99 billion at December 31, 2004 and up from \$5.71 billion at March 31, 2004. Commercial loans outstanding decreased slightly from the previous quarter as payoffs exceeded originations due to the continued strong economy and liquidity in the Hawaii market. Total commercial loans were \$2.10 billion at March 31, 2005, down from \$2.11 billion at December 31, 2004 and up from \$2.04 billion at March 31, 2004. Consumer lending remained strong during the quarter. Total consumer loans were \$3.91 billion at March 31, 2005, up from \$3.87 billion at the end of the previous quarter and up from \$3.68 billion at March 31, 2004. Total deposits at March 31, 2005 were \$7.76 billion, up from \$7.56 billion at December 31, 2004 and up from \$7.36 billion at March 31, 2004.

During the first quarter of 2005, Bank of Hawaii Corporation repurchased 2.4 million shares of common stock at a total cost of \$112.6 million under its share repurchase program. The average cost was \$47.52 per share. From the beginning of the share repurchase program in July 2001 through March 31, 2005, the Company repurchased a total of 37.3 million shares and returned a total of \$1.2 billion to the shareholders at an average cost of \$32.17 per share.

The Company's Board of Directors has increased the authorization under the share repurchase program by an additional \$100 million. This new authorization, combined with the previously announced authorizations of \$1.25 billion, brings the total repurchase authority to \$1.35 billion. From April 1, 2005 through April 22, 2005, the Company repurchased an additional 0.5 million shares of common stock at an average cost of \$45.16 per share. Remaining buyback authority under the share repurchase program was \$127.2 million at April 22, 2005.

The Company's capital and liquidity remain strong. At March 31, 2005 the Tier 1 leverage ratio was 7.42 percent compared to 8.29 percent at December 31, 2004 and 7.88 percent at March 31, 2004.

The Company's Board of Directors has declared a quarterly cash dividend of \$0.33 per share on the Company's outstanding shares. The dividend will be payable on June 14, 2005 to shareholders of record at the close of business on May 31, 2005.

Financial Outlook

Bank of Hawaii Corporation revised its earnings estimate and now believes that net income for the full year of 2005 should be approximately \$176 million to \$179 million. Net income estimates for 2005 include a \$10 million provision for loan and lease losses. An analysis of credit quality is performed quarterly to determine the adequacy of the allowance for loan and lease losses. The results of this analysis determine the timing and amount of the provision for loan and lease losses. Earnings per share and return on equity projections continue to be dependent upon, among other things, the terms and timing of share repurchases.

Conference Call Information

The Company will review its first quarter 2005 financial results today at 8:00 a.m. Hawaii Time (2:00 p.m. Eastern Time). The presentation will be accessible via teleconference and via the Investor Relations link of Bank of Hawaii Corporation's web site, www.boh.com. The conference call number is 800-599-9829 in the United States or 617-847-8703 for international callers. No confirmation code is required to access the call. A replay will be available for one week beginning Monday, April 25, 2005 by calling 888-286-8010 in the United States or 617-801-6888 for international callers and entering the number 47730945 when prompted. A replay of the presentation will also be available via the Investor Relations link of the Company's web site.

Economy

Hawaii experienced new record heights for tourism volumes, home prices and payroll employment during the first quarter of 2005. Unemployment held steady at a seasonally-adjusted 3.0 percent. Inflation for 2004 was reported to be 3.3 percent, only slightly higher than the national rate. Renewed tourism growth in early 2005 augmented continuing strength in residential investment.

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.

Forward-Looking Statements

This news release, including the statements under the caption "Financial Outlook," contains forward-looking statements concerning, among other things, the economic and business environment in our service area and elsewhere, credit quality, the expected level of loan and lease loss provisioning, anticipated net income and other financial and business matters in future periods. Our forward-looking statements are based on numerous assumptions, any of which could prove to be inaccurate and actual results may differ materially from those projected for a variety of reasons, including, but not limited to: 1) unanticipated changes in business and economic conditions, the competitive environment, fiscal and monetary policies, or legislation in Hawaii and the other markets we serve; 2) changes in our credit quality or risk profile which may increase or decrease the required level of allowance for loan and lease losses; 3) changes in market interest rates that may affect our credit markets and ability to maintain our net interest margin; 4) changes to the amount and timing of our proposed equity repurchases and repayment of maturing debt; 5) inability to achieve expected benefits of our business process improvements; 6) real or threatened acts of war or terrorist activity affecting business conditions; and 7) adverse weather and other natural conditions impacting our and our customers' operations. We do not undertake any obligation to update forward-looking statements to reflect later events or circumstances.

(dollars in thousands except per share amounts)	2005			2004		
At March 31,						
Balance Sheet Totals						
Total Assets	\$	9,908,030	\$	10,013,442		
Net Loans		5,910,784		5,587,811		
Deposits		7,760,662		7,363,922		
Long-Term Debt		242,656		319,833		
Shareholders' Equity		716,656		785,768		
Average Assets		9,845,765		9,677,903		
Average Loans and Leases		6,000,572		5,742,368		
Average Deposits		7,687,798		7,319,902		
Average Shareholders' Equity		780,271		801,247		
Three Months Ended March 31,						
Operating Results						
Interest Income	\$	120,158	\$	111,756		
Net Interest Income		100,658		96,031		
Net Income		45,522		39,799		
Basic Earnings Per Share		0.85		0.73		
Diluted Earnings Per Share		0.83		0.69		
Dividends Declared Per Share		0.33		0.30		
Performance Ratios						
Net Income to Average Total Assets (ROA)		1.88%		1.65%		
Net Income to Average Shareholders' Equity (ROE)		23.66		19.98		
Net Interest Margin ¹		4.43		4.30		
Efficiency Ratio ²		52.86		57.31		
Allowance for Loan and Lease Losses to Loans and Leases Outstanding		1.75		2.23		
Dividend Payout Ratio		38.82		41.10		
Book Value Per Common Share		13.57		14.49		
Average Equity to Average Assets		7.92		8.28		
Leverage Ratio		7.42		7.88		
Employees (FTE)		2,593		2,703		
Branches and offices		87		89		
Market Price Per Share of Common Stock for the Quarter Ended:	Φ	45.06	Φ.	46.22		
Closing	\$	45.26	\$	46.33		
High	\$	50.95	\$	47.45		
Low	\$	44.33	\$	41.75		

¹ The net interest margin is defined as net interest income, annualized and on a fully-taxable equivalent basis, as a percentage of average earning assets.

² The efficiency ratio is defined as non-interest expense divided by total revenue (net interest income and non-interest income).

Three	Months	Ended
N	March 3	1.

	Mai	rch 31,
(dollars in thousands except per share amounts)	2005	2004 1
Interest Income		
Interest and Fees on Loans and Leases	\$ 86,467	\$ 81,428
Income on Investment Securities — Available for Sale	27,319	20,846
Income on Investment Securities — Held to Maturity	5,825	6,976
Deposits	23	1,231
Funds Sold	75	417
Other	449	858
Total Interest Income	120,158	111,756
Interest Expense	·	·
Deposits	11,604	9,200
Securities Sold Under Agreements to Repurchase	3,325	1,926
Funds Purchased	733	231
Short-Term Borrowings	32	15
Long-Term Debt	3,806	4,353
Total Interest Expense	19,500	15,725
Net Interest Income	100,658	96,031
Provision for Loan and Lease Losses	_	_
Net Interest Income After Provision for Loan and Lease Losses	100,658	96,031
Non-Interest Income		
Trust and Asset Management	14,622	13,864
Mortgage Banking	2,590	1,977
Service Charges on Deposit Accounts	10,179	9,950
Fees, Exchange, and Other Service Charges	13,836	13,239
Insurance	5,788	4,658
Other	5,300	5,154
Total Non-Interest Income	52,315	48,842
Non-Interest Expense		
Salaries and Benefits	44,769	46,001
Net Occupancy Expense	9,545	9,386
Net Equipment Expense	5,471	5,964
Other	21,078	21,671
Total Non-Interest Expense	80,863	83,022
Income Before Income Taxes	72,110	61,851
Provision for Income Taxes	26,588	22,052
Net Income	\$ 45,522	\$ 39,799
Basic Earnings Per Share	\$ 0.85	\$ 0.73
Diluted Earnings Per Share	\$ 0.83	\$ 0.69
Dividends Declared Per Share	\$ 0.33	\$ 0.30
Basic Weighted Average Shares	53,401,787	54,286,648
Diluted Weighted Average Shares	55,020,050	57,746,520
Diluted Weighted Average Shales	33,020,030	31,170,320

 $^{^{\}rm 1}$ Certain 2004 information has been reclassified to conform to 2005 presentation.

(dollars in thousands)	March 31, 2005	December 31, 2004	March 31, 2004
Assets			
Interest-Bearing Deposits	\$ 5,897	\$ 4,592	\$ 479,882
Investment Securities —Available for Sale	2,495,447	2,483,719	1,995,713
Investment Securities — Held to Maturity	2,193,117	2,103,717	1,555,715
(Market Value of \$547,764, \$585,836, and			
\$719,308)	558,834	589,908	717,867
Funds Sold	558,834	21,000	255,000
Loans Held for Sale	20,897	17,642	67,328
Loans and Leases	6,015,790	5,986,930	5,714,996
Allowance for Loan and Lease Losses	(105,006)	(106,796)	(127,185)
Net Loans	5,910,784	5,880,134	5,587,811
Total Earning Assets	9,061,859	8,996,995	9,103,601
Cash and Non-Interest-Bearing Deposits	306,852	225,359	313,090
Premises and Equipment	141,615	146,095	155,488
Customers' Acceptance Liability	1,054	1,406	1,844
Accrued Interest Receivable	38,427	36,044	34,658
Foreclosed Real Estate	183	191	4,416
Mortgage Servicing Rights	18,510	18,769	21,138
Goodwill	34,959	36,216	36,216
Other Assets	304,571	305,116	342,991
Total Assets	\$ 9,908,030	\$ 9,766,191	\$ 10,013,442
Liabilities	\$ 7,700,030	\$ 7,700,171	\$ 10,013,442
Deposits			
Non-Interest-Bearing Demand	\$ 1,943,616	\$ 1,977,703	\$ 1,915,678
Interest-Bearing Demand	1,702,158	1,536,323	1,407,494
Savings	2,968,624	2,960,351	2,888,877
Time	1,146,264	1,090,290	1,151,873
Total Deposits	7,760,662	7,564,667	7,363,922
Securities Sold Under Agreements to Repurchase	664,206	568,981	1,039,204
Funds Purchased	76,100	149,635	98,370
Short-Term Borrowings	8,376	15,000	11,349
Banker's Acceptances Outstanding	1,054	1,406	1,844
Retirement Benefits Payable	66,233	65,708	62,298
Accrued Interest Payable	7,669	7,021	6,978
Taxes Payable and Deferred Taxes	274,164	229,928	228,785
Other Liabilities	90,254	96,373	95,091
Long-Term Debt	242,656	252,638	319,833
Total Liabilities	9,191,374	8,951,357	9,227,674
Shareholders' Equity	9,191,374	0,931,337	9,227,074
Common Stock (\$.01 par value); authorized			
500,000,000 shares; issued / outstanding: March			
2005 81,711,752 / 52,826,818, December 2004 —			
81,711,752 / 54,960,857, March 2004 — 81,641,545			
/ 54,216,350	815	813	807
Capital Surplus	453,227	450,998	396,335
Accumulated Other Comprehensive Income (Loss)	(33,469)	(12,917)	4,289
Retained Earnings	1,310,070	1,282,425	1,222,602
Deferred Stock Grants	(8,145)	(8,433)	(7,594)
Treasury Stock, at Cost (Shares: March 2005 — 28,884,934,	(8,5.10)	(8,122)	(1,922-1)
December 2004 — 26,750,895, March 2004 —			
27,425,195)	(1,005,842)	(898,052)	(830,671)
Total Shareholders' Equity	716,656	814,834	785,768
Total Liabilities and Shareholders' Equity	\$ 9,908,030	\$ 9,766,191	\$ 10,013,442

				Accum. Other Compre-				
				hensive		Deferred		Compre-
(dollars in thousands)	<u>Total</u>	 mmon tock	Capital Surplus	Income (Loss)	Retained Earnings	Stock Grants	Treasury Stock	hensive Income
Balance at December 31,								
2004	\$814,834	\$ 813	\$ 450,998	\$(12,917)	\$ 1,282,425	\$ (8,433)	\$ (898,052)	
Comprehensive Income:	45 522				45.500			A 45 500
Net Income Other Comprehensive	45,522	_	_	_	45,522	_		\$ 45,522
Income, Net of Tax:								
Change in Unrealized Gains								
and Losses on Investment								
Securities	(20,552)	_	_	(20,552)	_	_	_	(20,552)
Total Comprehensive	(==,===)			(= 0,000=)				(==,===)
Income								\$ 24,970
Common Stock Issued under								
Stock Plans and Related Tax								
Benefits (278,339 shares)	9,027	2	2,229	_	(282)	288	6,790	
Treasury Stock Purchased								
(2,411,752 shares)	(114,580)	_	_	_	_	_	(114,580)	
Cash Dividends Paid	(17,595)	 			(17,595)			
Balance at March 31, 2005	\$716,656	\$ 815	\$453,227	\$ (33,469)	\$ 1,310,070	\$ (8,145)	\$(1,005,842)	
Balance at December 31,								
2003	\$ 793,132	\$ 807	\$391,701	\$ (5,711)	\$ 1,199,077	\$ (8,309)	\$(784,433)	
Comprehensive Income:	20.700				20.700			e 20 700
Net Income Other Comprehensive	39,799	_		_	39,799	_		\$ 39,799
Income, Net of Tax:								
Change in Unrealized Gains								
and Losses on Investment								
Securities	10,000	_	_	10,000	_	_	_	10,000
Total Comprehensive	10,000			10,000				10,000
Income								\$ 49,799
Common Stock Issued under								
Stock Plans and Related Tax								
Benefits (611,820 shares)	18,482	_	4,634	_	144	715	12,989	
Treasury Stock Purchased								
(1,323,050 shares)	(59,227)	_	_	_	_	_	(59,227)	
Cash Dividends Paid	(16,418)	 			(16,418)			
Balance at March 31, 2004	\$ 785,768	\$ 807	\$396,335	\$ 4,289	\$ 1,222,602	\$ (7,594)	\$(830,671)	

		e Months Ende arch 31, 2005	d		Months En			e Months E rch 31, 200	
(dollars in millions)	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Earning Assets				,	,	,			
Interest-Bearing Deposits	\$ 4.8	\$ —	1.93%	\$ 21.0	\$ 0.1	2.059	%\$ 249.6	\$ 1.2	1.98%
Funds Sold	12.6	0.1	2.37	74.3	0.4	1.92	168.9	0.4	0.99
Investment Securities									
Available for Sale	2,491.1	27.4	4.40	2,444.9	26.4	4.32	1,988.5	20.8	4.20
Held to Maturity	574.6	5.8	4.06	615.1	6.1	4.00	719.6	7.0	3.88
Loans Held for Sale	13.2	0.2	5.40	15.9	0.2	5.72	15.4	0.2	5.33
Loans and Leases 2									
Commercial and									
Industrial	904.3	13.2	5.90	790.7	11.4	5.71	844.5	10.1	4.81
Construction	124.1	1.7	5.44	115.2	1.5	5.10	100.4	1.1	4.31
Commercial Mortgage	605.9	8.5	5.73	624.4	8.6	5.47	634.1	8.6	5.45
Residential Mortgage	2,332.1	32.6	5.59	2,304.9	32.3	5.61	2,317.5	33.3	5.75
Installment	736.8	15.0	8.27	721.1	15.4	8.51	650.9	14.3	8.84
Home Equity	678.8	9.5	5.65	632.6	8.4	5.25	489.2	5.8	4.75
Purchased Home									
Equity	116.8	1.0	3.54	134.4	1.2	3.71	204.9	2.7	5.18
Lease Financing	501.8	4.8	3.88	511.1	5.1	3.97	500.9	5.4	4.33
Total Loans and Leases	6,000.6	86.3	5.80	5,834.4	83.9	5.73	5,742.4	81.3	5.68
Other	53.9	0.4	3.38	60.7	0.3	1.74	77.5	0.9	4.45
Total Earning Assets ³	9,150.8	120.2	5.29	9,066.3	117.4	5.17	8,961.9	111.8	5.00
Cash and Non-Interest-									
Bearing Deposits	315.6			307.5			327.6		
Other Assets	379.4			369.2			388.4		
Total Assets	\$ 9,845.8			\$ 9,743.0			\$ 9,677.9		
Interest-Bearing Liabilities Interest-Bearing Deposits									
Demand	\$ 1,618.1	1.7	0.42	\$ 1,500.0	1.3	0.33	\$ 1,370.0	0.5	0.15
Savings	2,972.3	4.4	0.60	2,998.5	3.6	0.48	2,871.6	3.3	0.46
Time	1,114.7	5.5	2.02	1,063.7	5.1	1.92	1,188.8	5.4	1.83
Total Interest-Bearing									
Deposits	5,705.1	11.6	0.82	5,562.2	10.0	0.71	5,430.4	9.2	0.68
Short-Term Borrowings	706.2	4.1	2.35	776.0	3.5	1.82	862.3	2.2	1.01
Long-Term Debt	248.7	3.8	6.14	252.6	3.9	6.16	320.9	4.3	5.44
Total Interest-Bearing Liabilities	6,660.0	19.5	1.19	6,590.8	17.4	1.05	6,613.6	15.7	0.96
Net Interest Income	0,000.0	\$ 100.7	1.17	0,590.8	\$ 100.0	1.03	0,013.0	\$ 96.1	0.90
Interest Rate Spread	4.109		4.04%		\$ 100.0			\$ 90.1	
Net Interest Margin	4.107								
Non-Interest-Bearing	4.437	4.407	4.5070						
Demand Deposits	1,982.7			1,954.2			1,889.5		
Other Liabilities	422.8			419.4			373.6		
Shareholders' Equity	780.3			778.6			801.2		
Total Liabilities and	700.5			770.0			301.2		
Shareholders' Equity	\$ 9,845.8			\$ 9,743.0			\$ 9,677.9		

 $^{1 \\}$ Certain 2004 information has been reclassified to conform to 2005 presentation.

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

 $^{^{3} \ \}text{Interest income includes taxable-equivalent basis adjustment based upon a statutory tax \ rate of 35\%.}$

	Three Months Ended March 31, 2005 Compared to December 31, 2004										
(dollars in millions)	Vo	olume ¹		Rate 1		Time ¹		Total			
Change in Interest Income:											
Interest-Bearing Deposits	\$	(0.1)	\$	_	\$	_	\$	(0.1))		
Funds Sold		(0.4)		0.1		_		(0.3))		
Investment Securities											
Available for Sale		0.5		0.5		_		1.0			
Held to Maturity		(0.4)		0.1		_		(0.3))		
Loans and Leases											
Commercial and Industrial		1.7		0.3		(0.2)		1.8			
Construction		0.1		0.1		_		0.2			
Commercial Mortgage		(0.3)		0.4		(0.2)		(0.1))		
Residential Mortgage		0.4		(0.1)		_		0.3			
Installment		0.3		(0.4)		(0.3)		(0.4))		
Home Equity		0.7		0.6		(0.2)		1.1			
Purchased Home Equity		(0.2)		_		_		(0.2))		
Lease Financing		(0.1)		(0.1)		(0.1)		(0.3))		
Total Loans and Leases		2.6		0.8		(1.0)		2.4			
Other		(0.1)		0.2				0.1			
Total Change in Interest Income		2.1		1.7		(1.0)		2.8			
Change in Interest Expense:											
Interest-Bearing Deposits											
Demand		0.1		0.3		_		0.4			
Savings		_		0.9		(0.1)		0.8			
Time		0.2		0.3		(0.1)		0.4			
Total Interest-Bearing Deposits		0.3		1.5		(0.2)		1.6			
Short-Term Borrowings		(0.3)		1.0		(0.1)		0.6			
Long-Term Debt		(0.1)		_		_		(0.1))		
Total Change in Interest Expense		(0.1)		2.5		(0.3)		2.1			
Change in Net Interest Income	\$	2.2	\$	(0.8)	\$	(0.7)	\$	0.7			

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

	Three Months	Ended March 31,	
(dollars in thousands)	2005		2004
Salaries	\$ 26,053	\$	27,204
Incentive Compensation	3,968		3,816
Stock-Based Compensation	1,715		2,896
Commission Expense	2,252		1,627
Retirement and Other Benefits	4,768		4,357
Payroll Taxes	3,453		3,430
Medical, Dental, and Life Insurance	2,231		2,104
Separation Expense	329		567
Total Salaries and Benefits	\$ 44,769	\$	46,001

(dollars in thousands)	March 31, 2005	December 31, 2004 ¹	March 31, 2004 ¹
Commercial			
Commercial and Industrial	\$ 918,878	\$ 909,264	\$ 822,655
Commercial Mortgage	609,689	602,678	650,565
Construction	107,403	122,355	91,002
Lease Financing	468,349	479,100	474,288
Total Commercial	2,104,319	2,113,397	2,038,510
Consumer			
Residential Mortgage	2,342,062	2,326,385	2,273,333
Home Equity	694,261	657,164	510,378
Purchased Home Equity	109,632	122,728	191,066
Other Consumer	734,836	734,721	666,893
Lease Financing	30,680	32,535	34,816
Total Consumer	3,911,471	3,873,533	3,676,486
Total Loans and Leases	\$ 6,015,790	\$ 5,986,930	\$ 5,714,996

Air Transportation Credit Exposure (Unaudited)

		N	Aarcl	h 31, 2005]	Dec. 31, 2004	N	Mar. 31, 2004
(dollars in thousands)	Oı	ıtstanding		Unused nmitments]	Total Exposure	F	Total Exposure	E	Total xposure
Air Transportation										
United States Regional Passenger										
Carriers	\$	40,388	\$	10,131	\$	50,519	\$	52,764	\$	58,176
United States National Passenger Carriers		39,834		_		39.834		39,594		37,413
Passenger Carriers Based Outside		,				,				,
United States		24,888		_		24,888		25,910		30,475
Cargo Carriers		13,475		_		13,475		13,771		14,122
Total Air Transportation	\$	118,585	\$	10,131	\$	128,716	\$	132,039	\$	140,186

Exposure includes loans, leveraged leases and operating leases.

 $^{^{\}rm 1}$ Certain 2004 information has been reclassified to conform to 2005 presentation.

(dollars in thousands)		March 31, 2005	D	December 31, 2004		September 30, 2004		June 30, 2004		March 31, 2004	
Non-Performing Assets											
Non-Accrual Loans											
Commercial											
Commercial and									_		
Industrial	\$	470	\$	683	\$	775	\$	680	\$	6,009	
Commercial Mortgage		1,922		2,106		5,552		5,649		7,388	
Lease Financing Total Commercial		2,418 4.810	_	2,973	_	1,913	_	1,948		1,962	
Consumer		4,810		5,762	_	8,240	_	8,277	_	15,359	
Residential Mortgage		7,503		7,688		7,278		7,688		7,685	
Home Equity		185		218		251		306		406	
Total Consumer		7.688	_	7,906	-	7.529	-	7,994	_	8,091	
Total Non-Accrual Loans		12,498	_	13,668	_	15,769	_	16,271	_	23,450	
Foreclosed Real Estate		183	_	191	_	208	_	4,889		4,416	
Other Investments		684		171		200		7,007		T,T10	
Total Non-Performing	_	004	_		_		_				
Assets	\$	13,365	\$	13,859	\$	15,977	\$	21,160	\$	27,866	
Accruing Loans Past Due 90 Days or More											
Commercial											
Commercial and	Ф	20	Φ	52	Φ	65	Φ	1.0	0	707	
Industrial	\$	29	\$	52	\$	65	\$	19	\$	707	
Commercial Mortgage Total Commercial		2,243	_	52	-	753	-	693	-	702	
Consumer		2,272	_	32	-	/33	-	712	_	1,409	
Residential Mortgage		604		387		2,588		698		595	
Purchased Home		7.0		102		0.7		2.2		105	
Equity		70		183		97		32		107	
Other Consumer		1,417		1,433		1,533		1,142		1,180	
Lease Financing Total Consumer		2.001	-	30	_	32	_	1 020		1.002	
Total Accruing Loans Past		2,091	_	2,033	_	4,250	_	1,929	_	1,882	
Due 90 Days or More	\$	4,363	\$	2,085	\$	5,003	\$	2,641	\$	3,291	
Total Loans and Leases	\$	6,015,790	\$	5,986,930	\$	5,815,575	\$	5,787,314	\$:	5,714,996	
Ratio of Non-Accrual Loans											
to Total Loans		0.21%		0.23%	<u></u>	0.279	<u></u>	0.28%	6 <u> </u>	0.41	
Ratio of Non-Performing Assets to Total Loans, Foreclosed Real Estate and Other											
Investments	_	0.22%		0.23%	<u></u>	0.27	<u></u>	0.379	⁄о <u> </u>	0.49	
Ratio of Non-Performing Assets and Accruing Loans											
Past Due 90 Days or More to Total Loans		0.29%		0.27%	6	0.369	6	0.419	6	0.559	
Quarter to Quarter Changes in Non- Performing Assets											
Balance at Beginning of Quarter	\$	13,859	\$	15,977	\$	21,160	\$	27,866	\$	31,724	
Additions	Ψ	2,796	+	5,164	4	2,094	4	3,909	7	3,293	
Reductions		,				,					
Payments		(2,202)		(6,435)		(1,386)		(4,232)		(4,555)	
Return to Accrual		(698)		(456)		(1,122)		(2,700)		(1,444)	
Sales of Foreclosed Assets		(129)		(206)		(682)		(147)		(310)	
Charge-offs/Write-		Ì		, í		` ′		Ì		` '	
downs Transfer to Premises		(261)		(185)		(88) (3,999)		(3,536)		(842)	
			_		-	(-)/	-		_		

Total Reductions	 (3,290)	(7,282)	(7,277)	(10,615)	(7,151)
Balance at End of Quarter	\$ 13,365	\$ 13,859	\$ 15,977	\$ 21,160	\$ 27,866

	Three Months Ended								
(dollars in thousands)		March 31, 2005	Do	2004		March 31, 2004			
Balance at Beginning of Period	\$	113,596	\$	124,651	\$	129,080			
Loans Charged-Off		ĺ		· ·					
Commercial									
Commercial and Industrial		574		465		387			
Commercial Mortgage		_		_		574			
Lease Financing		_		774		228			
Consumer									
Residential Mortgage		315		128		145			
Purchased Home Equity		292		343		90			
Other Consumer		4,582		4,903		4,655			
Lease Financing		34		47		36			
Total Loans Charged-Off		5,797		6,660		6,115			
Recoveries on Loans Previously Charged-Off									
Commercial									
Commercial and Industrial		541		542		980			
Commercial Mortgage		62		119		689			
Construction		_		_		435			
Lease Financing		32		1		15			
Consumer									
Residential Mortgage		106		109		294			
Home Equity		25		5		39			
Purchased Home Equity		35		16		_			
Other Consumer		1,287		1,267		1,663			
Lease Financing		19		23		55			
Foreign		<u> </u>		23		50			
Total Recoveries on Loans Previously Charged-Off		2,107		2,105		4,220			
Net Loan Charge-Offs		(3,690)		(4,555)		(1,895			
Provision for Loan and Lease Losses				(6,500)		_			
Balance at End of Period ¹	\$	109,906	\$	113,596	\$	127,185			
Commonwealth									
Components Allowance for Loan and Lease Losses	\$	105,006	\$	106,796		\$127,185			
Reserve for Unfunded Commitments 2	Þ	4,900	Ф	6,800		\$127,100			
Total Reserve for Credit Losses	\$	109,906	\$	113,596	\$	127,185			
Total Reserve for Credit Losses	D.	109,900	Ф	113,390	Ф	127,103			
Average Loans Outstanding	\$	6,000,572	\$	5,834,379	\$	5,742,368			
Ratio of Net Loan Charge-Offs to Average Loans									
Outstanding (annualized)		0.25%)	0.31%		0.13			
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding ²		1.75%		1.78%		2.23			
= 1 5 41514114115		1.757		21,70		2.23			

¹ 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.

² The reclassification of the reserve for unfunded commitments to other liabilities occurred in the fourth quarter of 2004 on a prospective basis. Thus, March 31, 2004 allowance or loan and lease losses and reserve for unfunded commitments were reported together. At March 31, 2004, the reserve for unfunded commitments was \$6.2 million.

(dollars in thousands)		Retail Banking		Commercial Banking	Investment Services Group		Treasury and Other Corporate		Consolidated Total	
Three Months Ended										
March 31, 2005										
Net Interest Income	\$	52,351	\$	34,562	\$	2,888	\$	10,857	\$	100,658
Provision for Loan and Lease	•	- ,	·	, , ,	•	,	•	.,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Losses		3,485		416		_		(3,901)		_
Net Interest Income After										
Provision for Loan and Lease										
Losses		48,866		34,146		2,888		14,758		100,658
Non-Interest Income		24,242	_	11,531		14,626		1,916		52,315
		73,108		45,677		17,514		16,674		152,973
Non-Interest Expense	_	(43,049)	_	(22,560)		(13,219)	_	(2,035)	_	(80,863)
Income Before Income Taxes		30,059		23,117		4,295		14,639		72,110
Provision for Income Taxes	_	(11,122)	_	(8,598)		(1,590)	_	(5,278)	_	(26,588)
Allocated Net Income	_	18,937	_	14,519	_	2,705		9,361	_	45,522
Allowance Funding Value		(162)		(602)		(6)		770		
GAAP Provision		3,485		416		(0.0)		(3,901)		(6.055)
Economic Provision		(3,505)		(2,458)		(90)		(2)		(6,055)
Tax Effect of Adjustments		67 18,822		978 12,853		36 2,645		1,159 7,387		2,240 41,707
Income Before Capital Charge Capital Charge		(5,456)		(4,636)		(1,341)		(10,027)		(21,460)
Net Income (Loss) After Capital	-	(3,430)	-	(4,030)		(1,341)	-	(10,027)	_	(21,400)
Charge (NIACC)	\$	13,366	\$	8,217	\$	1,304	\$	(2,640)	\$	20,247
RAROC (ROE for the Company)		38%	6	31%		22%		20%	<u></u>	249
` '	_		Ĭ						~	
Total Assets at March 31, 2005	\$	3,796,459	\$	2,390,204	\$	137,698	\$3	3,583,669	\$	9,908,030
Three Months Ended										
March 31, 2004 ¹ Net Interest Income	\$	50 157	Φ	24.010	Φ	2.012	¢.	0.042	Φ	06.021
Provision for Loan and Lease	Ф	50,157	Ф	34,019	\$	2,812	\$	9,043	\$	96,031
Losses		2,747		(253)		49		(2,543)		
Net Interest Income After	-	2,747		(233)		49	-	(2,343)	_	
Provision for Loan and Lease										
Losses		47,410		34,272		2,763		11,586		96,031
Non-Interest Income		21,016		10,432		14,442		2,952		48,842
	_	68,426		44,704	_	17,205	_	14,538	_	144,873
Non-Interest Expense		(43,217)		(23,144)		(13,030)		(3,631)		(83,022)
Income Before Income Taxes		25,209	_	21,560		4,175		10,907		61,851
Provision for Income Taxes		(9,327)		(7,958)		(1,545)		(3,222)		(22,052)
Allocated Net Income		15,882	_	13,602		2,630		7,685		39,799
Allowance Funding Value		(128)	_	(737)	_	(8)		873		
GAAP Provision		2,747		(253)		49		(2,543)		_
Economic Provision		(3,396)		(2,777)		(94)		(4)		(6,271)
Tax Effect of Adjustments		287		1,394		20		620		2,321
Income Before Capital Charge		15,392		11,229		2,597		6,631		35,849
Capital Charge		(5,771)		(5,266)		(1,283)		(9,720)	_	(22,040)
Net Income (Loss) After Capital		•								
Charge (NIACC)	\$	9,621	\$	5,963	\$	1,314	\$	(3,089)	\$	13,809
RAROC (ROE for the Company)		29%	6_	24%		22%)	25%	́о	20%
Total Assets at March 31, 2004	d)	2 (04 700	Ф	2 205 749	e	116 701	0.1	3,906,194	Φ.	10,013,442
	- \$	3,694,709		2,295,748	4	116,791		A ULIA TU/		

 $^{^{\}rm 1}$ Certain 2004 information has been reclassified to conform to 2005 presentation.

	Three Months Ended									
(dollars in thousands except per share amounts)	March 31	1, 2005	December 31, 2004			September 30, 2004 ¹	_	June 30, 2004 ¹	March 31, 2004 ¹	
Quarterly Operating Results										
Interest Income										
Interest and Fees on Loans and	•	26.467	ø	04100	₽.	92.070	•	90.246	₽.	01.420
Leases	\$ 8	36,467	\$	84,100	\$	82,079	\$	80,346	\$	81,428
Income on Investment Securities— Available for										
Sale	,	27,319		26,394		24,543		21,745		20,846
Income on Investment	4	27,317		20,374		27,373		21,/73		20,040
Securities — Held to										
Maturity		5,825		6,147		6,370		6,711		6,976
Deposits		23		107		496		1,646		1,231
Funds Sold		75		356		108		177		417
Other		449		267		801		865		858
Total Interest Income	12	20,158		117,371		114,397		111,490		111,756
nterest Expense										
Deposits		11,604		9,993		8,990		8,560		9,200
Securities Sold Under										
Agreements to Repurchase		3,325		3,120		2,085		2,222		1,926
Funds Purchased		733		395		683		506		231
Short-Term Borrowings		32		39		15		13		15
Long-Term Debt	_	3,806		3,893	_	3,845	_	4,340	_	4,353
Total Interest Expense		19,500		17,440		15,618	_	15,641		15,725
Net Interest Income	10	00,658		99,931		98,779		95,849		96,031
Provision for Loan and Lease				/ c = 0.00				(* * 0.0)		
Losses				(6,500)	_		_	(3,500)	_	_
Net Interest Income After										
Provision for Loan and Lease	1.4	00.650		106 421		00.770		00.240		06.021
Losses		00,658		106,431	_	98,779	_	99,349	_	96,031
Non-Interest Income		14622		13,934		12,672		12,995		13,864
Trust and Asset Management Mortgage Banking		14,622 2,590		1,516		1,711		2,808		1,977
Service Charges on Deposit		2,390		1,510		1,/11		2,808		1,97
Accounts		10,179		10,155		9,472		9,540		9,950
Fees, Exchange, and Other		10,175		10,133		7,772		7,540		7,730
Service Charges		13,836		13,684		13,741		14,243		13,239
Investment Securities Gains		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		,		,,		- 1,2 10		,
(Losses)		_		(757)		_		(37)		_
Insurance		5,788		4,234		5,423		4,926		4,658
Other		5,300		5,584		10,035		10,373		5,154
Fotal Non-Interest Income		52,315		48,350		53,054		54,848		48,842
Non-Interest Expense										,
Salaries and Benefits	4	14,769		45,043		46,566		46,689		46,001
Net Occupancy Expense		9,545		9,606		9,812		9,543		9,386
Net Equipment Expense		5,471		6,316		5,847		5,799		5,964
Other		21,078		21,138		21,965		23,094		21,671
Total Non-Interest Expense		30,863		82,103		84,190		85,125		83,022
Income Before Income Taxes		72,110		72,678		67,643		69,072		61,851
Provision for Income Taxes		26,588		26,437		24,576		24,840		22,052
Net Income	\$ 4	15,522	\$	46,241	\$	43,067	\$	44,232	\$	39,799
Basic Earnings Per Share	\$	0.85	\$	0.86	\$	0.82	\$	0.84	\$	0.73
Diluted Earnings Per Share	\$	0.83	\$	0.82	\$	0.78	\$	0.79	\$	0.69
Balance Sheet Totals	Φ 0.0	00.026	Φ.0	766101	•	0.504.000	•	0.600.760	¢	10.012.412
Γotal Assets		08,030		,766,191		9,594,809		9,688,769	\$	10,013,442
Net Loans		10,784		,880,134		5,690,924		5,662,410		5,587,811
Total Deposits		50,662	/	,564,667		7,413,240		7,469,288		7,363,922
Total Shareholders' Equity	1.	16,656		814,834		756,707		699,438		785,768
Performance Ratios										
Net Income to Average Total										
Assets (ROA)		1.88%	6	1.899	%	1.77%	6	1.80%	<u>/</u>	1.65
Net Income to Average		1.00/	J	1.07		1.///	Ü	1.00/	,	1.0.
Shareholders' Equity (ROE)		23.66		23.63		23.42		24.28		19.98
Emiliario Equity (ICOE)				25.05		23.12		21.20		17.70

Efficiency Ratio ² 52.86 55.37 55.45 56.49 57.31

 $^{
m 1}$ Certain 2004 information has been reclassified to conform to 2005 presentation.

² The efficiency ratio is defined as non-interest expense divided by total revenue (net interest income and non-interest income).