# 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)

January 27, 2014

# **BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (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)	riie Number)	96813 (Zip Code)
Check the appropriate box below if the Form 8-K filing is following provisions (see General Instruction A.2. below):  Written communications pursuant to Rule 425 under the Soliciting material pursuant to Rule 14a-12 under the Pre-commencement communications pursuant to Rule  Pre-commencement communications pursuant to Rule	he Securities Act (17 CFR 230.425) Exchange Act (17 CFR 240.14a-12) 14d-2(b) under the Exchange Act (17	e filing obligation of the registrant under any of the CFR 240.14d-2(b))

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

On January 27, 2014, Bank of Hawaii Corporation announced its results of operations for the quarter ended December 31, 2013. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

#### Exhibit No.

99.1 January 27, 2014 Press Release: Bank of Hawaii Corporation Fourth Quarter 2013 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: January 27, 2014 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary





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## Bank of Hawaii Corporation 2013 Financial Results

- 2013 Diluted Earnings Per Share \$3.38
- 2013 Net Income \$150.5 Million
- Diluted Earnings Per Share for the Fourth Quarter of 2013 \$0.88
- Net Income for the Fourth Quarter of 2013 \$39.1 Million
- Board of Directors Declares Dividend of \$0.45 Per Share

#### FOR IMMEDIATE RELEASE

**HONOLULU, HI** (January 27, 2014) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.88 for the fourth quarter of 2013, up from \$0.85 per share in the previous quarter, and down from \$0.90 per share in the same quarter last year. Net income for the fourth quarter of 2013 was \$39.1 million, compared to net income of \$37.7 million in the third quarter of 2013 and \$40.3 million in the same quarter last year.

Loan and lease balances were \$6.1 billion at December 31, 2013, up 1.5 percent from September 30, 2013 and up 4.1 percent compared with December 31, 2012. Deposit growth remained strong during the quarter, increasing 2.6 percent from September 30, 2013 and 3.3 percent from December 31, 2012. The net interest margin increased to 2.85 percent during the fourth quarter of 2013 compared with 2.83 percent in the previous quarter.

"Bank of Hawaii finished 2013 with another quarter of solid financial performance," said Peter Ho, Chairman, President, and CEO. "During the quarter loan balances and deposits continued to grow. Our net interest margin improved, credit quality remained stable, our capital ratios remain quite strong, and we maintained our focus on disciplined expense management."

The return on average assets for the fourth quarter of 2013 was 1.12 percent, compared with 1.09 percent in the third quarter of 2013 and 1.19 percent in the fourth quarter last year. The return on average equity for the fourth quarter of 2013 was 15.36 percent, compared with 15.02 percent in the third quarter of 2013 and 15.47 percent in the fourth quarter last year. The return on average assets for the full year of 2013 was 1.10 percent compared with 1.22 percent in 2012. The return on average equity for the full year of 2013 was 14.78 percent compared with 16.23 percent in 2012.

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#### Financial Highlights

Net interest income, on a taxable-equivalent basis, for the fourth quarter of 2013 was \$94.8 million, an increase of \$1.3 million from net interest income of \$93.5 million in the third quarter of 2013, and up \$2.1 million from net interest income of \$92.7 million in the fourth quarter last year. Net interest income, on a taxable-equivalent basis, for the full year of 2013 was \$369.1 million, a decrease of \$17.6 million from net interest income of \$386.7 million in 2012. Analyses of changes in net interest income are included in Tables 8a, 8b and 8c.

The net interest margin was 2.85 percent in the fourth quarter of 2013, an improvement of 2 basis points from the third quarter of 2013 and down 2 basis points from the net interest margin of 2.87 percent in the fourth quarter last year. The net interest margin for the full year of 2013 was 2.81 percent, a 16 basis point decrease from the net interest margin of 2.97 percent in 2012.

Noninterest income was \$45.3 million for the fourth quarter of 2013, up \$0.2 million from noninterest income of \$45.1 million in the third quarter of 2013 and down \$7.7 million compared with noninterest income of \$53.0 million in the fourth quarter of 2012. Noninterest income included mortgage banking revenue of \$2.8 million in the fourth quarter of 2013 compared with \$4.1 million in the previous quarter and \$11.3 million in the same quarter last year. Noninterest income for the full year of 2013 was \$186.2 million compared with noninterest income of \$200.3 million in 2012. The decrease in noninterest revenue compared with the previous year was the result of lower mortgage banking revenue which totaled \$19.2 million in 2013 compared with a historical high of \$35.6 million in 2012.

Noninterest expense was \$82.4 million in the fourth quarter of 2013, down \$0.6 million from noninterest expense of \$83.0 million in the third quarter of 2013, and down \$1.0 million from noninterest expenses of \$83.5 million in the fourth quarter of 2012. There were no significant noninterest expense items in the fourth quarter of 2013. Noninterest expense in the third quarter of 2013 included separation expense of \$1.8 million. Noninterest expense in the fourth quarter of 2012 included total charges of \$1.5 million related to the closure of branches in American Samoa. The components of salaries and benefits are presented in Table 9. Noninterest expense for the full year of 2013 was \$331.0 million, down \$3.3 million, or 1.0 percent, from noninterest expense of \$334.3 million in 2012.

The efficiency ratio for the fourth quarter of 2013 was 59.99 percent compared with 61.01 percent in the previous quarter and 58.24 percent in the same quarter last year. The efficiency ratio for the full year of 2013 was 60.71 percent compared with 57.88 percent during the full year of 2012.

The effective tax rate for the fourth quarter of 2013 was 28.96 percent compared with 28.91 percent in the previous quarter and 32.67 percent in the same quarter last year. The effective tax rate for the full year of 2013 was 29.73 percent compared with 31.46 percent for the full year of 2012. The lower effective tax rates during 2013 were due to the release of tax reserves and low-income housing and other tax credits.

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

## **Asset Quality**

The Company's overall asset quality remained stable during the fourth quarter of 2013. Total non-performing assets were \$39.7 million at December 31, 2013, up from \$33.8 million at September 30,

2013 and \$37.1 million at December 31, 2012. The increase in non-performing assets was largely due to the addition of one commercial loan in Guam. Non-performing assets continue to remain above historical levels due to the lengthy judicial foreclosure process for residential mortgage loans. Non-performing assets, as a percentage of total loans and leases and foreclosed real estate, were 0.65 percent at December 31, 2013, up from 0.56 percent at September 30, 2013 and 0.63 percent at December 31, 2012.

Accruing loans and leases past due 90 days or more were \$9.9 million at December 31, 2013, down from \$11.4 million at September 30, 2013 and \$10.4 million at December 30, 2012. Restructured loans not included in non-accrual loans or accruing loans past due 90 days or more were \$51.1 million at December 31, 2013, up from \$39.8 million at September 30, 2013, and \$31.8 million at December 31, 2012. The increase in restructured loans was primarily due to the restructure of a commercial loan in Hawaii which is expected to be fully repaid during the first quarter of 2014. Restructured loans are primarily comprised of residential mortgage loans with lowered monthly payments to accommodate the borrowers' financial needs for a period of time. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net charge-offs during the fourth quarter of 2013 were \$8.2 million or 0.54 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$10.4 million during the quarter were partially offset by recoveries of \$2.2 million. Fourth quarter charge-offs included \$6.6 million related to a commercial loan in Guam. Net charge-offs during the third quarter of 2013 were \$0.9 million or 0.06 percent annualized, and were comprised of charge-offs of \$4.7 million and recoveries of \$3.8 million. Net charge-offs during the fourth quarter of 2012 were \$2.1 million, or 0.15 percent annualized, and were comprised of charge-offs of \$5.4 million and recoveries of \$3.3 million. Net charge-offs for the full year of 2013 were \$13.4 million, or 0.23 percent of total average loans and leases, compared with \$10.7 million or 0.19 percent of total average loans and leases in 2012.

The allowance for loan and lease losses was \$115.5 million at December 31, 2013, down \$8.2 million from the allowance for loan and lease losses of \$123.7 million at September 30, 2013 and down \$13.4 million from the allowance for loan and lease losses of \$128.9 million at December 31, 2012. The ratio of the allowance for loan and lease losses to total loans and leases outstanding was 1.89 percent at December 31, 2013, a decrease of 17 basis points from the previous quarter and 31 basis points from the same quarter last year. The reserve for unfunded commitments at December 31, 2013 was unchanged from the prior quarter and remained at \$6.1 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

The Company's total assets increased to \$14.08 billion at December 31, 2013, up \$235.4 million from total assets of \$13.85 billion at September 30, 2013, and up \$355.9 million from total assets of \$13.73 billion at December 31, 2012. Average total assets were \$13.86 billion during the fourth quarter of 2013, up \$95.2 million from average total assets of \$13.77 billion during the third quarter of 2013, and up \$348.4 million from average total assets of \$13.52 billion during the fourth quarter of 2012.

Total loans and leases increased to \$6.10 billion at December 31, 2013, up from \$6.01 billion at September 30, 2013, and up from \$5.85 billion at December 31, 2012. The commercial loan portfolio was \$2.53 billion at the end of the fourth quarter of 2013, up 2.0 percent from commercial loans of \$2.48 billion at the end of the third quarter of 2013 and up 9.2 percent from commercial loans of \$2.32 billion at the end of the fourth quarter last year. Consumer loans were \$3.57 billion at December 31, 2013, up 1.1 percent from consumer loans of \$3.53 billion at the end of the third quarter of 2013 and up 0.8 percent from consumer loans of \$3.54 billion at the end of the fourth quarter last year. Average total loans and leases were \$6.05 billion during the fourth quarter of 2013, up from \$5.89 billion during the previous

quarter and \$5.80 billion during the same quarter last year. Loan and lease portfolio balances, including the higher risk loans and leases outstanding, are summarized in Table 10.

Deposit generation continued to remain strong during the fourth quarter of 2013. Total deposits increased to \$11.91 billion at December 31, 2013, up from total deposits of \$11.61 billion at September 30, 2013 and \$11.53 billion at December 31, 2012. Average total deposits were \$11.57 billion in the fourth quarter of 2013, up from \$11.48 billion during the previous quarter and \$11.38 billion during the same quarter last year. Deposit balances are summarized in Tables 7a, 7b, and 10.

Long-term debt was \$174.7 million at December 31, 2013, essentially unchanged from September 30, 2013 and up \$46.7 million from December 31, 2012. The increase in long-term debt during 2013 was primarily for asset/liability management purposes.

As a result of the strong deposit growth, which exceeded loan growth during the fourth quarter, the investment portfolio increased to \$6.99 billion at December 31, 2013, compared to \$6.91 billion at September 30, 2013, and \$6.96 billion at December 31, 2012. The investment portfolio remains largely comprised of securities issued by U. S. government agencies and includes \$4.74 billion in securities held to maturity and \$2.24 billion in securities available for sale.

During the fourth quarter of 2013, the Company repurchased 86.3 thousand shares of common stock at a total cost of \$5.0 million under its share repurchase program. The average cost was \$57.87 per share repurchased. From January 2 through January 24, 2014, the Company repurchased an additional 56.0 thousand shares of common stock at an average cost of \$58.95 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through December 31, 2013, the Company has repurchased 50.9 million shares and returned \$1.9 billion to shareholders at an average cost of \$36.54 per share. Remaining buyback authority under the share repurchase program was \$34.0 million at December 31, 2013.

Total shareholders' equity was \$1.01 billion at December 31, 2013, up from \$0.99 billion at September 30, 2013, and down from \$1.02 billion at December 31, 2012. The ratio of tangible common equity to risk-weighted assets was 15.49 percent at December 31, 2013 compared with 15.43 percent at September 30, 2013 and 17.24 percent at December 31, 2012. The Tier 1 leverage ratio at December 31, 2013 was 7.07 percent, up from 6.95 percent at September 30, 2013 and 6.83 percent at December 31, 2012.

The Company's Board of Directors declared a quarterly cash dividend of \$0.45 per share on the Company's outstanding shares. The dividend will be payable on March 14, 2014 to shareholders of record at the close of business on February 28, 2014.

# Hawaii Economy

General economic conditions in Hawaii continue to be healthy, led by a strong tourism industry, relatively low unemployment, rising real estate prices, and accelerating construction activity. For the first eleven months of 2013, total visitor arrivals increased by 3.0 percent and visitor spending increased by 2.9 percent compared to the same period in 2012. While the rate of visitor growth has eased from the prior year, 2013 is on track to be another record year for tourism in Hawaii. The statewide seasonally-adjusted unemployment rate was at 4.4 percent in November 2013, compared to 7.0 percent nationally. The volume of single-family home sales on Oahu was 4.6 percent higher in 2013 compared to 2012 and the volume of condominium sales on Oahu was 11.8 percent higher compared to 2012. The median price of single-family home sales on Oahu increased 4.8 percent in 2013 and the median price of condominium sales on Oahu was 4.6 percent higher compared to 2012. As of December 31, 2013, months of inventory

of single-family homes and condominiums on Oahu remained low at approximately 2.7 months and 2.9 months, respectively. According to the National Housing Trend Report for December 2013, Honolulu has the third lowest median number of days on the market for housing inventory in the United States.

#### **Conference Call Information**

The Company will review its 2013 financial results today at 1:00 p.m. Hawaii Time (6:00 p.m. Eastern Time). The call will be accessible via teleconference and via the Investor Relations link of Bank of Hawaii Corporation's web site, <a href="www.boh.com">www.boh.com</a>. Conference call participants located in the United States or Canada should dial 1 (800) 708-4540. All 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, January 27, 2014 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 36402452# when prompted. A replay of the conference call will also be available via the Investor Relations link on the Company's website, <a href="www.boh.com">www.boh.com</a>.

#### Forward-Looking Statements

This news release, and other statements made by the Company in connection with it may contain "forward-looking statements", such as forecasts of our financial results and condition, expectations for our operations and business prospects, and our assumptions used in those forecasts and expectations. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations because of a variety of factors. More information about these factors is contained in Bank of Hawaii Corporation's Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the U.S. Securities and Exchange Commission. We do not promise 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, <a href="https://www.boh.com">www.boh.com</a>.

####

Financial Highlights Table 1a

				Thr	ee Months Ended			_	Ye	ar E	nded		_
		December 31,			September 30,		December 31,		Dec	emb	er 31,		
(dollars in thousands, except per share amounts)		2013			2013		2012		2013			2012	
For the Period:													
Operating Results													
Net Interest Income	\$	92,120		\$	90,887	\$	90,310		358,907		\$	377,271	
Provision for Credit Losses		-			-		-					979	
Total Noninterest Income		45,278			45,126		52,982		186,223			200,286	
Total Noninterest Expense		82,424			82,977		83,456		330,969	,		334,288	
Net Income		39,055			37,704		40,287		150,502			166,076	
Basic Earnings Per Share		0.88			0.85		0.90		3.39	,		3.68	
Diluted Earnings Per Share		0.88			0.85		0.90		3.38			3.67	
Dividends Declared Per Share		0.45			0.45		0.45		1.80	1		1.80	
Performance Ratios													
Return on Average Assets		1.12	%		1.09		1.19	%		%		1.22	
Return on Average Shareholders' Equity		15.36			15.02		15.47		14.78			16.23	
Efficiency Ratio 1		59.99			61.01		58.24		60.71			57.88	
Net Interest Margin 2		2.85			2.83		2.87		2.81			2.97	
Dividend Payout Ratio <sup>3</sup> Average Shareholders' Equity to Average Assets		51.14 7.28			52.94 7.23		50.00 7.67		53.10 7.44			48.91 7.52	
Average Balances													
Average Loans and Leases	\$	6,053,607		\$	5,892,888	\$	5,798,057	5	5,883,686		\$	5,680,279	
Average Assets	Ф	13,864,914		Þ	13,769,699	J	13,516,519		13,692,133		Þ	13,609,188	
Average Deposits		11,571,905			11,479,185		11,376,875		11,396,801			10,935,016	
Average Shareholders' Equity		1,008,813			995,661		1,036,223		1,018,287			1,023,256	
Per Share of Common Stock													
Book Value	\$	22.75		\$	22.29	\$	22.83	\$	22.75		\$	22.83	
Tangible Book Value		22.04			21.58		22.12		22.04			22.12	
Market Value													
Closing		59.14			54.45		44.05		59.14			44.05	
High		59.92			57.13		46.38		59.92			49.99	
Low		53.16			50.50		41.41		44.88	1		41.41	
							December 31,		September 30,			December 31,	
4 CD : 1E 1							2013		2013			2012	
As of Period End: Balance Sheet Totals													
oans and Leases						\$	6,095,387	\$	6,006,642	:	\$	5,854,521	
Total Assets							14,084,280		13,848,871			13,728,372	
otal Deposits							11,914,656		11,608,134			11,529,482	
ong-Term Debt							174,706		174,717			128,055	
otal Shareholders' Equity							1,011,976		992,686	i		1,021,665	
sset Quality													
allowance for Loan and Lease Losses						\$	115,454	\$	123,680		\$	128,857	
Jon-Performing Assets							39,650		33,832	!		37,083	
Financial Ratios Allowance to Loans and Leases													
Outstanding							1.89	%	2.06	%		2.20	
ier 1 Capital Ratio							15.55		15.42	:		16.13	
Cotal Capital Ratio							16.81		16.68	:		17.39	,

Tier 1 Leverage Ratio	7.07	6.95	6.83
Total Shareholders' Equity to Total Assets	7.19	7.17	7.44
Tangible Common Equity to Tangible Assets 4	6.98	6.96	7.23
Tangible Common Equity to Risk- Weighted Assets <sup>4</sup>	15.49	15.43	17.24
Non-Financial Data			
Full-Time Equivalent Employees	2,196	2,205	2,276
Branches and Offices	74	74	76
ATMs	466	468	494

 $<sup>{}^{1}\,\,{\</sup>rm Efficiency}\,\,{\rm ratio}\,{\rm is}\,\,{\rm defined}\,\,{\rm as}\,\,{\rm noninterest}\,\,{\rm expense}\,\,{\rm divided}\,\,{\rm by}\,\,{\rm total}\,\,{\rm revenue}\,\,({\rm net}\,\,{\rm interest}\,\,{\rm income}\,\,{\rm and}\,\,{\rm total}\,\,{\rm noninterest}\,\,{\rm income}).$ 

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

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

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

Reconciliation of Non-GAAP Financial Measures				Table 1b
	December 31,	5	September 30,	December 31,
(dollars in thousands)	2013		2013	2012
Total Shareholders' Equity	\$ 1,011,976	\$	992,686	\$ 1,021,665
Less: Goodwill	31,517		31,517	31,517
Intangible Assets	-		-	33
Tangible Common Equity	\$ 980,459	\$	961,169	\$ 990,115
Total Assets	\$ 14,084,280	\$	13,848,871	\$ 13,728,372
Less: Goodwill	31,517		31,517	31,517
Intangible Assets	-		-	33
Tangible Assets	\$ 14,052,763	\$	13,817,354	\$ 13,696,822
Risk-Weighted Assets, determined in accordance				
with prescribed regulatory requirements	\$ 6,330,532	\$	6,228,293	\$ 5,744,722
Total Shareholders' Equity to Total Assets	7.19%		7.17%	7.44%
Tangible Common Equity to Tangible Assets (Non-GAAP)	6.98%		6.96%	7.23%
Tier 1 Capital Ratio	15.55%		15.42%	16.13%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)	15.49%		15.43%	17.24%

Net Significant I tems Table 2

			Th	ree Months Ende	d		Year Ended			
	D	ecember 31,		September 30,		December 31,	Decem	ber 31	,	
(dollars in thousands)		2013		2013		2012	2013		2012	
Net Gains on Disposal of Leased Equipment		\$ -		\$ -		\$ -	\$ -	\$	2,473	
Decrease in Allowance for Loan and Lease Losses		8,225		896		2,114	13,403		9,749	
Planned Branch Closures in American Samoa		-		-		(1,105)	-		(1,105)	
Separation Expense 1		(394)		(1,753)		(556)	(4,486)		(2,394)	
PC Refresh		-		-		-	-		(1,163)	
Significant Items Before the Provision (Benefit) for Income Taxes		7,831		(857)		453	8,917		7,560	
Income Taxes Impact Related to Lease Transactions		-		-		-	-		(2,733)	
Release of Tax Reserve		-		(1,267)		-	(2,357)		-	
Income Tax Impact		2,741		(300)		159	3,121		1,430	
Net Significant Items	\$	5,090	\$	710	\$	294	\$ 8,153	\$	8,863	

 $<sup>^{\</sup>rm 1}$  Includes \$360 thousand for the planned branch closures in American Samoa in the fourth quarter of 2012.

Consolidated Statements of Income Table 3

		Т	hree Months Ende	d			Year l	Ended	
		December 31,	September 30,		December 31,		Decemb	ber 31,	
(dollars in thousands, except per share amounts)		2013	2013		2012		2013		2012
Interest Income									
Interest and Fees on Loans and Leases	\$	63,809 \$	63,918	\$	64,627	\$	253,276	\$	257,896
Income on Investment Securities									
Available-for-Sale		10,608	12,038		15,349		53,570		65,972
Held-to-Maturity		26,882	24,137		20,253		90,062		94,952
Deposits		3	3		3		10		9
Funds Sold		105	177		180		415		533
Other		302	301		283		1,172		1,127
Total Interest Income		101,709	100,574		100,695		398,505		420,489
Interest Expense									
Deposits		2,418	2,500		2,753		10,143		12,376
Securities Sold Under Agreements to Repurchase		6,530	6,551		7,158		26,837		28,897
Funds Purchased		8	4		4		44		21
Short-Term Borrowings		2	-		-		2		-
Long-Term Debt		631	632		470		2,572		1,924
Total Interest Expense		9,589	9,687		10,385		39,598		43,218
Net Interest Income		92,120	90,887		90,310		358,907		377,271
Provision for Credit Losses		-	-		· -		-		979
Net Interest Income After Provision for Credit Losses		92,120	90,887		90.310		358,907		376,292
Noninterest Income		. , .	,						
Trust and Asset Management		12,240	11,717		12,066		47,932		45,229
Mortgage Banking		2,823	4,132		11,268		19,186		35,644
Service Charges on Deposit Accounts		9,326	9,385		9,459		37,124		37,621
Fees, Exchange, and Other Service Charges		12,670	12,732		12,333		50,469		48,965
Investment Securities Gains (Losses), Net		,	,		-				(77)
Insurance		2,295	2,177		2,550		9,190		9,553
Bank-Owned Life Insurance		1,895	1,365		1,557		5,892		6,805
Other		4,029	3,618		3,749		16,430		16,546
Total Noninterest Income		45,278	45,126		52,982		186,223		200,286
Noninterest Expense		., .,							
Salaries and Benefits		43,643	46,552		46,116		184,211		184,408
Net Occupancy		9,602	9,847		11,867		38,745		42,965
Net Equipment		4,837	4,572		4,705		18,366		19,723
Data Processing		3,827	3,697		3,058		13,840		13,202
Professional Fees		2,669	2,119		2,611		9,405		9,623
FDIC Insurance		1,954	1,913		1,892		7,765		7,873
Other		15,892	14,277		13,207		58,637		56,494
Total Noninterest Expense		82,424	82,977		83,456		330,969		334,288
Income Before Provision for Income Taxes		54,974	53,036		59,836		214,161		
Provision for Income Taxes		15,919	15,332		19,549		63,659		242,290 76,214
	•			¢		e		e	
Net Income	\$	39,055 \$	37,704		40,287	\$	150,502		166,076
Basic Earnings Per Share	\$	0.88 \$	0.85		0.90	\$	3.39		3.68
Diluted Earnings Per Share	\$	0.88 \$	0.85		0.90	\$	3.38		3.67
Dividends Declared Per Share	\$	0.45 \$	0.45	\$	0.45	\$	1.80		1.80
Basic Weighted Average Shares		44,223,281	44,267,356		44,623,823		44,380,948		45,115,441
Diluted Weighted Average Shares		44,496,313	44,479,472		44,740,109		44,572,725		45,249,300

**Consolidated Statements of Comprehensive Income** 

Table 4

		Th	ree Months Ende	ed		Year Ended				
	 December 31,		September 30,		December 31,		Decembe	r 31,		
(dollars in thousands)	2013		2013		2012		2013		2012	
Net Income	\$ 39,055	\$	37,704	\$	40,287	\$	150,502	\$	166,076	
Other Comprehensive Income (Loss), Net of Tax:										
Net Unrealized Losses on Investment Securities	(6,006)		(6,986)		(9,858)		(69,206)		(3,155)	
Defined Benefit Plans	7,694		202		(3,358)		8,175		(2,900)	
Total Other Comprehensive Income (Loss)	1,688		(6,784)		(13,216)		(61,031)		(6,055)	
Comprehensive Income	\$ 40,743	\$	30,920	\$	27,071	\$	89,471	\$	160,021	

Consolidated Statements of Condition Table 5

(dollars in thousands)	December 31, 2013	September 30, 2013	December 31, 2012
Assets			
Interest-Bearing Deposits	\$ 3,617 \$	3,048 \$	3,393
Funds Sold	271,414	254,940	185,682
Investment Securities			
Available-for-Sale	2,243,697	2,277,136	3,367,557
Held to Maturity (Fair Value of \$4,697,587; \$4,621,491; and \$3,687,676)	4,744,519	4,633,399	3,595,065
Loans Held for Sale	6,435	18,795	21,374
Loans and Leases	6,095,387	6,006,642	5,854,521
Allowance for Loan and Lease Losses	(115,454)	(123,680)	(128,857)
Net Loans and Leases	5,979,933	5,882,962	5,725,664
Total Earning Assets	13,249,615	13,070,280	12,898,735
Cash and Noninterest-Bearing Deposits	188,715	131,228	163,786
Premises and Equipment	108,636	105,181	105,005
Accrued Interest Receivable	43,930	46,047	43,077
Foreclosed Real Estate	3,205	3,036	3,887
Mortgage Servicing Rights	28,123	28,015	25,240
Goodwill	31,517	31,517	31,517
Other Assets	430,539	433,567	457,125
Total Assets	\$ 14,084,280 \$	13,848,871 \$	13,728,372
7.196			
Liabilities			
Deposits			
Noninterest-Bearing Demand	\$ 3,681,128 \$	3,524,638 \$	3,367,185
Interest-Bearing Demand	2,355,608	2,320,452	2,163,473
Savings	4,560,150	4,503,963	4,399,316
Time	1,317,770	1,259,081	1,599,508
Total Deposits	 11,914,656	11,608,134	11,529,482
Funds Purchased	9,982	9,983	11,296
Securities Sold Under Agreements to Repurchase	770,049	847,239	758,947
Long-Term Debt	174,706	174,717	128,055
Retirement Benefits Payable	34,965	47,338	47,658
Accrued Interest Payable	4,871	6,040	4,776
Taxes Payable and Deferred Taxes	34,907	40,364	88,014
Other Liabilities	128,168	122,370	138,479
Total Liabilities	13,072,304	12,856,185	12,706,707
Shareholders' Equity			
Common Stock (\$.01 par value; authorized 500,000,000 shares;			
issued / outstanding: December 31, 2013 - 57,480,846 / 44,490,385;			
September 30, 2013 - 57,487,855 / 44,539,247;			
and December 31, 2012 - 57,319,352 / 44,754,835)	572	572	571
Capital Surplus	522,505	520,510	515,619
Accumulated Other Comprehensive Income (Loss)	(31,823)	(33,510)	29,208
Retained Earnings	1,151,754	1,132,996	1,084,477
Treasury Stock, at Cost (Shares: December 31, 2013 - 12,990,461;			
September 30, 2013 - 12,948,608; and December 31, 2012 - 12,564,517)	 (631,032)	(627,882)	(608,210)
Total Shareholders' Equity	1,011,976	992,686	1,021,665
Total Liabilities and Shareholders' Equity	\$ 14,084,280 \$	13,848,871 \$	13,728,372

				Accum.			
				Other			
				Compre-			
	Common			hensive			
	Shares	Common	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding	Stock	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2011	45,947,116 \$	571 \$	507,558	\$ 35,263	\$ 1,003,938	\$ (544,663) \$	1,002,667
Net Income	-	-	-	-	166,076	-	166,076
Other Comprehensive Loss	-	-	-	(6,055)	-	-	(6,055)
Share-Based Compensation	-	-	7,537	-	-	-	7,537
Common Stock Issued under Purchase and Equity							
Compensation Plans and Related Tax Benefits	565,956	-	524	-	(3,892)	17,897	14,529
Common Stock Repurchased	(1,758,237)	-	-	-	-	(81,444)	(81,444)
Cash Dividends Paid (\$1.80 per share)	-	-	-	-	(81,645)	-	(81,645)
Balance as of December 31, 2012	44,754,835 \$	571 \$	515,619	\$ 29,208	\$ 1,084,477	\$ (608,210) \$	1,021,665
Net Income	_	\$ -	\$ -	\$ -	\$ 150,502	\$ - \$	150,502
Other Comprehensive Loss	_	· <u>-</u>	· <u>-</u>	(61,031)	,		(61,031)
Share-Based Compensation	_	_	5,546	-	_	_	5,546
Common Stock Issued under Purchase and Equity			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				.,.
Compensation Plans and Related Tax Benefits	505,691	1	1,340	_	(2,691)	16,833	15,483
Common Stock Repurchased	(770,141)	- -	-,- /-	_	(-,)	(39,655)	(39,655)
Cash Dividends Paid (\$1.80 per share)	-	-	-	-	(80,534)	-	(80,534)
Balance as of December 31, 2013	44,490,385 \$	572 \$	522,505	\$ (31,823)	\$ 1,151,754	\$ (631,032) \$	1,011,976

	Thr	ee Months Ende	d	Thre	e Months Ended		Thi	ree Months Ended	
	De	cember 31, 2013		Sept	ember 30, 2013		De	cember 31, 2012	
	Average	Income/	Yield/	Average	Income/	Yield/	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets									
Interest-Bearing Deposits	\$ 3.2	\$ -	0.42 % \$	4.3	\$ -	0.30 %	\$ 4.4	\$ -	0.29 %
Funds Sold	222.8	0.1	0.18	335.3	0.2	0.21	332.1	0.2	0.21
Investment Securities									
Available-for-Sale	2,274.8	12.4	2.17	2,495.9	13.7	2.18	3,277.2	17.6	2.15
Held-to-Maturity	4,653.4	27.7	2.38	4,385.5	25.0	2.28	3,406.3	20.3	2.38
Loans Held for Sale	7.8	0.1	5.07	16.7	0.2	4.42	18.9	0.2	4.36
Loans and Leases 1									
Commercial and Industrial	906.3	7.8	3.42	877.3	7.7	3.49	811.3	7.8	3.84
Commercial Mortgage	1,237.0	12.4	3.97	1,164.9	12.1	4.12	1,063.6	11.2	4.18
Construction	115.2	1.3	4.63	120.1	1.4	4.71	104.5	1.2	4.77
Commercial Lease Financing	255.6	1.4	2.14	253.0	1.5	2.32	275.9	1.7	2.46
Residential Mortgage	2,284.4	24.8	4.35	2,255.9	25.3	4.49	2,369.5	27.5	4.64
Home Equity	767.7	7.8	4.04	757.6	7.9	4.13	771.3	8.1	4.18
Automobile	248.9	3.4	5.39	240.6	3.3	5.43	205.6	3.0	5.73
Other <sup>2</sup>	238.5	4.9	8.08	223.5	4.6	8.23	196.4	4.0	8.15
Total Loans and Leases	6,053.6	63.8	4.19	5,892.9	63.8	4.31	5,798.1	64.5	4.44
Other	77.5	0.3	1.55	78.1	0.3	1.54	79.5	0.3	1.43
Total Earning Assets <sup>3</sup>	13,293.1	104.4	3.13	13,208.7	103.2	3.11	12,916.5	103.1	3.19
Cash and Noninterest-Bearing Deposits	136.8			140.3			144.8		
Other Assets	435.0			420.7			455.2		
Total Assets	\$ 13,864.9		\$	13,769.7			\$ 13,516.5		
Interest-Bearing Liabilities									
Interest-Bearing Deposits									
Demand	\$ 2,245.5	0.1	0.03 \$	2,147.8	0.1	0.03	\$ 2,011.2	0.1	0.03
Savings	4,499.5	1.0	0.09	4,485.3	1.0	0.09	4,451.4	1.0	0.09
Time	1,331.2	1.3	0.38	1,401.5	1.4	0.38	1,755.6	1.6	0.36
Total Interest-Bearing Deposits	8,076.2	2.4	0.12	8,034.6	2.5	0.12	8,218.2	2.7	0.13
Short-Term Borrowings	28.3	-	0.15	11.7		0.14	11.0		0.14
Securities Sold Under Agreements to Repurchase	832.6	6.6	3.07	847.2	6.6	3.03	776.8	7.2	3.61
Long-Term Debt	174.7	0.6	1.44	174.7	0.6	1.44	36.7	0.5	5.12
Total Interest-Bearing Liabilities	9,111.8	9.6	0.41	9,068.2	9.7	0.42	9,042.7	10.4	0.45
Net Interest Income	\$		0.41	7,000.2	\$ 93.5	0.42	7,042.7	\$ 92.7	0.43
	=	7	2.72.0/	=	<u> </u>	2 (0 0/	=	, ,,,,	2.74.0/
Interest Rate Spread			2.72 %			2.69 %			2.74 %
Net Interest Margin	2 405 7		2.85 %	2 444 6		2.83 %	2 150 7		2.87 %
Noninterest-Bearing Demand Deposits	3,495.7			3,444.6			3,158.7		
Other Liabilities	248.6			261.2			278.9		
Shareholders' Equity	1,008.8		_	995.7			1,036.2		
Total Liabilities and Shareholders' Equity	\$ 13,864.9		\$	13,769.7			\$ 13,516.5		

<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 \$2,696,000, \$2,597,000, and \$2,394,000 for the three months ended December 31, 2013, September 30, 2013, and December 31, 2012, respectively.

	Year	Ended		Yea	r Ended	
	December	r 31, 2013		Decemb	per 31, 2012	
	 Average	Income/	Yield/	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets						
Interest-Bearing Deposits	\$ 4.0	\$ -	0.26 % \$	3.7	\$ -	0.26 %
Funds Sold	221.2	0.4	0.19	263.5	0.5	0.20
Investment Securities						
Available-for-Sale	2,822.5	61.6	2.18	3,346.3	75.0	2.24
Held-to-Maturity	4,086.6	91.8	2.25	3,636.7	95.0	2.61
Loans Held for Sale	16.4	0.7	4.18	14.7	0.6	4.29
Loans and Leases 1						
Commercial and Industrial	865.8	30.9	3.57	800.2	31.3	3.91
Commercial Mortgage	1,152.9	46.9	4.06	988.2	42.9	4.34
Construction	114.6	5.4	4.75	101.9	5.1	5.04
Commercial Lease Financing	261.6	6.0	2.31	283.3	6.8	2.39
Residential Mortgage	2,275.8	101.7	4.47	2,349.6	111.3	4.74
Home Equity	761.5	31.4	4.12	773.2	33.4	4.31
Automobile	232.3	12.7	5.48	196.8	11.7	5.96
Other 2	219.2	18.0	8.21	187.1	15.2	8.11
Total Loans and Leases	5,883.7	253.0	4.30	5,680.3	257.7	4.54
Other	78.3	1.2	1.50	79.9	1.1	1.41
Total Earning Assets <sup>3</sup>	13,112.7	408.7	3.12	13,025.1	429.9	3.30
Cash and Noninterest-Bearing Deposits	138.9			137.2		
Other Assets	440.5			446.9		
Total Assets	\$ 13,692.1		\$	13,609.2		
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Demand	2,140.5	0.6	0.03	1,938.6	0.5	0.03
Savings	4,461.4	3.9	0.09	4,447.8	4.5	0.10
Time	1,406.2	5.6	0.40	1,524.6	7.4	0.48
Total Interest-Bearing Deposits	8,008.1	10.1	0.13	7,911.0	12.4	0.16
Short-Term Borrowings	31.7	-	0.15	15.1	-	0.14
Securities Sold Under Agreements to Repurchase	809.4	26.9	3.32	1,335.7	28.9	2.16
Long-Term Debt	171.0	2.6	1.50	31.5	1.9	6.10
Total Interest-Bearing Liabilities	9,020.2	39.6	0.44	9,293.3	43.2	0.47
Net Interest Income	5	369.1			\$ 386.7	
Interest Rate Spread	_		2.68 %	=		2.83 %
Net Interest Margin			2.81 %			2.97 %
Noninterest-Bearing Demand Deposits	3,388.7			3,024.0		
Other Liabilities	264.9			268.6		
Shareholders' Equity	1,018.3			1,023.3		
	 ,			13,609.2		

 $<sup>{}^{1}\,\</sup>text{Non-performing loans and leases are included in the respective average loan and lease balances.}\,\text{Income, if any, on such loans and leases is recognized on a cash basis.}\,$ 

 $<sup>^2\</sup> Comprised\ of\ other\ consumer\ revolving\ credit, in stallment, and\ consumer\ lease\ financing.$ 

<sup>&</sup>lt;sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$10,194,000 and \$9,473,000 for the year ended December 31, 2013 and 2012, respectively.

	Three Months Er	nded December 31, 20	13
	Compared to	September 30, 2013	
(dollars in millions)	 Volume 1	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ (0.1)	\$ - \$	(0.1)
Investment Securities			
Available-for-Sale	(1.2)	(0.1)	(1.3)
Held-to-Maturity	1.5	1.2	2.7
Loans Held for Sale	(0.1)	-	(0.1)
Loans and Leases			
Commercial and Industrial	0.3	(0.2)	0.1
Commercial Mortgage	0.7	(0.4)	0.3
Construction	(0.1)	-	(0.1)
Commercial Lease Financing	-	(0.1)	(0.1)
Residential Mortgage	0.3	(0.8)	(0.5)
Home Equity	0.1	(0.2)	(0.1)
Automobile	0.1	-	0.1
Other 2	0.4	(0.1)	0.3
Total Loans and Leases	1.8	(1.8)	-
Total Change in Interest Income	1.9	(0.7)	1.2
Change in Interest Expense:			
Interest-Bearing Deposits			
Time	(0.1)	-	(0.1)
Total Interest-Bearing Deposits	(0.1)	-	(0.1)
Securities Sold Under Agreements to Repurchase	(0.1)	0.1	-
Total Change in Interest Expense	(0.2)	0.1	(0.1)
Change in Net Interest Income	\$ 2.1 \$	(0.8) \$	1.3

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

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

	Three Months E	Ended December 31, 2013	
	Compared t	o December 31, 2012	
(dollars in millions)	 Volume 1	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ (0.1)	\$ - \$	(0.1)
Investment Securities			
Available-for-Sale	(5.5)	0.3	(5.2)
Held-to-Maturity	7.4	-	7.4
Loans Held for Sale	(0.1)	-	(0.1)
Loans and Leases			
Commercial and Industrial	0.9	(0.9)	-
Commercial Mortgage	1.8	(0.6)	1.2
Construction	0.1	-	0.1
Commercial Lease Financing	(0.1)	(0.2)	(0.3)
Residential Mortgage	(1.0)	(1.7)	(2.7)
Home Equity	-	(0.3)	(0.3)
Automobile	0.6	(0.2)	0.4
Other 2	0.9	-	0.9
Total Loans and Leases	3.2	(3.9)	(0.7)
Total Change in Interest Income	4.9	(3.6)	1.3
Change in Interest Expense:			
Interest-Bearing Deposits			
Time	(0.4)	0.1	(0.3)
Total Interest-Bearing Deposits	(0.4)	0.1	(0.3)
Securities Sold Under Agreements to Repurchase	0.5	(1.1)	(0.6)
Long-Term Debt	0.7	(0.6)	0.1
Total Change in Interest Expense	0.8	(1.6)	(0.8)
Change in Net Interest Income	\$ 4.1 \$	(2.0) \$	2.1

<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.

	Year Ended	December 31, 2013	
	Compared to	December 31, 2012	
(dollars in millions)	 Volume 1	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ (0.1)	\$ - \$	(0.1)
Investment Securities			
Available-for-Sale	(11.5)	(1.9)	(13.4)
Held-to-Maturity	11.0	(14.2)	(3.2)
Loans Held for Sale	0.1	-	0.1
Loans and Leases			
Commercial and Industrial	2.5	(2.9)	(0.4)
Commercial Mortgage	6.9	(2.9)	4.0
Construction	0.6	(0.3)	0.3
Commercial Lease Financing	(0.6)	(0.2)	(0.8)
Residential Mortgage	(3.4)	(6.2)	(9.6)
Home Equity	(0.5)	(1.5)	(2.0)
Automobile	2.0	(1.0)	1.0
Other 2	2.6	0.2	2.8
Total Loans and Leases	10.1	(14.8)	(4.7)
Other	-	0.1	0.1
Total Change in Interest Income	9.6	(30.8)	(21.2)
Change in Interest Expense:			
Interest-Bearing Deposits			
Demand	0.1	-	0.1
Savings	-	(0.6)	(0.6)
Time	(0.6)	(1.2)	(1.8)
Total Interest-Bearing Deposits	(0.5)	(1.8)	(2.3)
Securities Sold Under Agreements to Repurchase	(13.9)	11.9	(2.0)
Long-Term Debt	3.1	(2.4)	0.7
Total Change in Interest Expense	(11.3)	7.7	(3.6)
Change in Net Interest Income	\$ 20.9 \$	(38.5) \$	(17.6)

<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.

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

Salaries and Benefits Table 9

	Th	ree Months Ended		Year Ended	l
	 December 31,	September 30,	December 31,	 December 31	١,
(dollars in thousands)	2013	2013	2012	2013	2012
Salaries	\$ 28,636 \$	28,985 \$	29,378	\$ 115,389 \$	115,208
Incentive Compensation	4,681	4,242	4,248	16,568	16,926
Share-Based Compensation	1,158	1,333	1,701	4,932	6,961
Commission Expense	1,222	1,888	1,953	6,874	6,993
Retirement and Other Benefits	3,183	4,144	3,821	15,289	16,014
Payroll Taxes	2,091	2,335	2,071	11,242	10,593
Medical, Dental, and Life Insurance	2,278	1,872	2,388	9,431	9,319
Separation Expense	394	1,753	556	4,486	2,394
Total Salaries and Benefits	\$ 43,643 \$	46,552 \$	46,116	\$ 184,211 \$	184,408

Loan and Lease Portfolio Balances Table 10

	December 31,	September 30,	June 30,	March 31,	December 31,
(dollars in thousands)	2013	2013	2013	2013	2012
Commercial					
Commercial and Industrial	\$ 911,367 \$	895,040 \$	875,702 \$	834,801 \$	829,512
Commercial Mortgage	1,247,510	1,203,670	1,160,977	1,104,718	1,097,425
Construction	107,349	124,230	107,016	117,797	113,987
Lease Financing	262,207	255,550	257,067	269,107	274,969
Total Commercial	2,528,433	2,478,490	2,400,762	2,326,423	2,315,893
Consumer					
Residential Mortgage	2,282,894	2,282,305	2,252,117	2,275,209	2,349,916
Home Equity	773,385	765,841	751,790	757,877	770,376
Automobile	255,986	246,704	233,475	220,362	209,832
Other 1	254,689	233,302	221,008	203,098	208,504
Total Consumer	3,566,954	3,528,152	3,458,390	3,456,546	3,538,628
Total Loans and Leases	\$ 6,095,387 \$	6,006,642 \$	5,859,152 \$	5,782,969 \$	5,854,521

## Higher Risk Loans and Leases Outstanding

	December 31,	September 30,	June 30,	March 31,	December 31,
(dollars in thousands)	2013	2013	2013	2013	2012
Residential Land Loans 2	\$ 11,922 \$	13,635 \$	13,708 \$	13,996 \$	14,984
Home Equity Loans 3	12,594	12,588	13,578	20,786	19,914
Air Transportation 4	26,152	26,492	26,436	27,115	27,782
Total Higher Risk Loans	\$ 50,668 \$	52,715 \$	53,722 \$	61,897 \$	62,680

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

## Deposits

	December 31,	September 30,	June 30,	March 31,	December 31,
(dollars in thousands)	2013	2013	2013	2013	2012
Consumer	\$ 5,829,352 \$	5,707,125 \$	5,626,515	\$ 5,607,862	\$ 5,537,624
Commercial	4,814,076	4,680,370	4,537,120	4,505,835	4,576,410
Public and Other	1,271,228	1,220,639	1,285,563	1,138,163	1,415,448
Total Deposits	\$ 11,914,656 \$	11,608,134 \$	11,449,198	\$ 11,251,860	\$ 11,529,482

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

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

 $<sup>^4\,</sup>$  We consider all of our air transportation leases to be of higher risk due to the weak financial profile of the industry.

(deller in the cond-)		December 31, 2013		September 30, 2013		June 30, 2013		March 31, 2013		December 31, 2012
(dollars in thousands)  Non-Performing Assets		2013		2013		2013		2013		2012
Non-Accrual Loans and Leases										
Commercial										
Commercial and Industrial	\$	11,929	\$	5,295	\$	4,909	\$	5,033	\$	5,534
Commercial Mortgage	Ψ	2,512	Ψ	2,355	Ψ	2,772	Ψ	2,910	Ψ	3,030
Construction		2,312		2,333		2,772		2,910		833
		-		-		16		-		633
Lease Financing		14.441		7.650		7.607		7.042		0.207
Total Commercial		14,441		7,650		7,697		7,943		9,397
Consumer		20.264		20.625		22.056		24.500		21.525
Residential Mortgage		20,264		20,637		22,876		24,700		21,725
Home Equity		1,740		2,509		2,602		2,413		2,074
Total Consumer		22,004		23,146		25,478		27,113		23,799
Total Non-Accrual Loans and Leases		36,445		30,796		33,175		35,056		33,196
Foreclosed Real Estate	\$	3,205 39,650	\$	3,036	\$	3,256	•	3,318	6	3,887
Total Non-Performing Assets	3	39,030	Þ	33,832	3	36,431	\$	38,374	\$	37,083
Accruing Loans and Leases Past Due 90 Days or More										
Commercial										
Commercial and Industrial	\$	1,173	\$	8		\$ -	\$	230	\$	27
Total Commercial	-	1,173		8				230	•	27
Consumer										
Residential Mortgage		4,564		7,460		6,876		5,967		6,908
Home Equity		3,009		2,896		2,768		4,538		2,701
Automobile		322		193		95		241		186
Other <sup>1</sup>		790		841		855		676		587
Total Consumer		8,685		11,390		10,594		11,422		10,382
Total Accruing Loans and Leases Past Due 90 Days or More	\$	9,858	\$	11,398	\$	10,594	\$		\$	10,409
Restructured Loans on Accrual Status		.,		,,,,,		.,,,,		,,,,		.,
and Not Past Due 90 Days or More	\$	51,123	\$	39,845	\$	39,154	\$	30,065	\$	31,844
Total Loans and Leases	\$	6,095,387	\$	6,006,642		5,859,152		5,782,969		5,854,521
	-	*,****		-,,,,,,,	-	-,,,,,,,	_	2,,,,,,,,	*	-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Ratio of Non-Accrual Loans and Leases to Total Loans and		0.600	,	0.510	,	0.570	,	0.610/		0.570/
Leases		0.60%	0	0.51%	0	0.57%	0	0.61%		0.57%
Ratio of Non-Performing Assets to Total Loans and Leases,										
and Foreclosed Real Estate		0.65%	6	0.56%	6	0.62%	6	0.66%		0.63%
Detic of Communications Designation Accepted Table										
Ratio of Commercial Non-Performing Assets to Total Commercial										
Loans and Leases and Commercial Foreclosed Real Estate		0.61%	6	0.35%	6	0.37%	6	0.39%		0.45%
Ratio of Consumer Non-Performing Assets to Total Consumer										
Loans and Leases and Consumer Foreclosed Real Estate		0.68%	6	0.71%	6	0.80%	6	0.85%		0.75%
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		0.81%	6	0.75%	6	0.80%	6	0.86%		0.81%
Quarter to Quarter Changes in Non-Performing Assets										
Balance at Beginning of Quarter	\$	33,832	\$	36,431	\$	38,374	\$	37,083	\$	40,284
Additions		13,040		3,395		2,647		7,304		3,837
Reductions										
Payments		(932)		(2,954)		(1,306)		(2,630)		(3,994)
Return to Accrual Status		(2,308)		(1,166)		(1,978)		(1,132)		(728)
Sales of Foreclosed Real Estate		(1,431)		(1,498)		(1,257)		(1,910)		(1,354)
Charge-offs/Write-downs		(2,551)		(376)		(49)		(341)		(962)
Total Reductions		(7,222)		(5,994)		(4,590)		(6,013)		(7,038)

**Balance at End of Quarter** \$ 39,650 \$ 33,832 \$ 36,431 \$ 38,374 \$ 37,083

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

Reserve for Credit Losses Table 12

		Th	ree Months Ended	l		Year Ended		
	 December 31,		September 30,		December 31,	 December	31,	
(dollars in thousands)	2013		2013		2012	2013	2012	
Balance at Beginning of Period	\$ 129,747	\$	130,494	\$	136,390	\$ 134,276 \$	144,025	
Loans and Leases Charged-Off								
Commercial								
Commercial and Industrial	(6,828)		(607)		(589)	(8,083)	(3,617)	
Construction	-		-		-	-	(330)	
Lease Financing	-		(16)		-	(16)	-	
Consumer								
Residential Mortgage	(185)		(405)		(831)	(2,013)	(4,408)	
Home Equity	(721)		(1,106)		(1,558)	(5,220)	(6,717)	
Automobile	(670)		(457)		(646)	(2,131)	(2,082)	
Other <sup>1</sup>	(2,039)		(2,083)		(1,806)	(7,657)	(7,005)	
Total Loans and Leases Charged-Off	(10,443)		(4,674)		(5,430)	(25,120)	(24,159)	
Recoveries on Loans and Leases Previously Charged-Off								
Commercial								
Commercial and Industrial	308		498		904	1,681	3,939	
Commercial Mortgage	14		519		19	557	67	
Construction	8		11		5	365	8	
Lease Financing	8		11		11	41	177	
Consumer								
Residential Mortgage	828		1,290		1,039	3,540	2,820	
Home Equity	246		614		342	1,943	1,335	
Automobile	363		348		478	1,628	1,931	
Other <sup>1</sup>	442		488		518	1,962	3,154	
Total Recoveries on Loans and Leases Previously Charged-Off	2,217		3,779		3,316	11,717	13,431	
Net Loans and Leases Charged-Off	(8,226)		(895)		(2,114)	(13,403)	(10,728)	
Provision for Credit Losses	-		-		_	-	979	
Provision for Unfunded Commitments	-		148		_	648	-	
Balance at End of Period <sup>2</sup>	\$ 121,521	\$	129,747	\$	134,276	\$ 121,521 \$	134,276	
Components								
Allowance for Loan and Lease Losses	\$ 115,454	\$	123,680	\$	128,857	\$ 115,454 \$	128,857	
Reserve for Unfunded Commitments	6,067		6,067		5,419	6,067	5,419	
Total Reserve for Credit Losses	\$ 121,521	\$	129,747	\$	134,276	\$ 121,521 \$	134,276	
Average Loans and Leases Outstanding	\$ 6,053,607	\$	5,892,888	\$	5,798,057	\$ 5,883,686 \$	5,680,279	
Ratio of Net Loans and Leases Charged-Off to								
Average Loans and Leases Outstanding (annualized)	0.54%	6	0.06%	Ó	0.15%	0.23%	0.19%	
Ratio of Allowance for Loan and Lease Losses								
to Loans and Leases Outstanding	1.89%	6	2.06%	Ď	2.20%	1.89%	2.20%	

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

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

<b>Business Segments Selected Financial Information</b>					Table 13a
	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Three Months Ended December 31, 2013					
Net Interest Income	\$ 42,155	\$ 25,647	\$ 2,614	\$ 21,704 \$	92,120
Provision for Credit Losses	1,790	6,419	(19)	(8,190)	-
Net Interest Income After Provision for Credit Losses	40,365	19,228	2,633	29,894	92,120
Noninterest Income	20,377	6,564	14,862	3,475	45,278
Noninterest Expense	(50,015)	(16,296)	(13,353)	(2,760)	(82,424)
Income Before Provision for Income Taxes	10,727	9,496	4,142	30,609	54,974
Provision for Income Taxes	(3,970)	(3,054)	(1,533)	(7,362)	(15,919)
Net Income	6,757	6,442	2,609	23,247	39,055
Total Assets as of December 31, 2013	\$ 3,658,495	\$ 2,426,452	\$ 189,421	\$ 7,809,912 \$	14,084,280
Three Months Ended December 31, 2012					
Net Interest Income	\$ 43,553	\$ 25,780	\$ 2,955	\$ 18,022 \$	90,310
Provision for Credit Losses	2,768	(584)	(69)	(2,115)	-
Net Interest Income After Provision for Credit Losses	40,785	26,364	3,024	20,137	90,310
Noninterest Income	28,422	6,006	15,347	3,207	52,982
Noninterest Expense	(51,857)	(15,166)	(13,438)	(2,995)	(83,456)
Income Before Provision for Income Taxes	17,350	17,204	4,933	20,349	59,836
Provision for Income Taxes	(6,420)	(5,928)	(1,825)	(5,376)	(19,549)
Net Income	10,930	11,276	3,108	14,973	40,287
Total Assets as of December 31, 2012 1	\$ 3,663,287	\$ 2,196,682	\$ 190,383	\$ 7,678,020 \$	13,728,372

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

Business Segments Selected Financial Information					Table 13b
-	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Year Ended December 31, 2013					
Net Interest Income	\$ 164,597 \$	99,623	\$ 10,552	\$ 84,135 \$	358,907
Provision for Credit Losses	8,565	4,918	(71)	(13,412)	-
Net Interest Income After Provision for Credit Losses	156,032	94,705	10,623	97,547	358,907
Noninterest Income	88,063	26,946	59,308	11,906	186,223
Noninterest Expense	(200,853)	(64,253)	(54,307)	(11,556)	(330,969)
Income Before Provision for Income Taxes	43,242	57,398	15,624	97,897	214,161
Provision for Income Taxes	(16,000)	(19,467)	(5,781)	(22,411)	(63,659)
Net Income	27,242	37,931	9,843	75,486	150,502
Total Assets as of December 31, 2013	\$ 3,658,495 \$	2,426,452	\$ 189,421	\$ 7,809,912 \$	14,084,280
Year Ended December 31, 2012 1					
Net Interest Income	\$ 177,083 \$	103,754	\$ 12,448	\$ 83,986 \$	377,271
Provision for Credit Losses	11,916	(1,382)	196	(9,751)	979
Net Interest Income After Provision for Credit Losses	165,167	105,136	12,252	93,737	376,292
Noninterest Income	104,654	26,408	57,454	11,770	200,286
Noninterest Expense	(206,740)	(62,165)	(55,543)	(9,840)	(334,288)
Income Before Provision for Income Taxes	63,081	69,379	14,163	95,667	242,290
Provision for Income Taxes	(23,340)	(19,864)	(5,240)	(27,770)	(76,214)
Net Income	39,741	49,515	8,923	67,897	166,076
Total Assets as of December 31, 2012 1	\$ 3,663,287 \$	2,196,682	\$ 190,383	\$ 7,678,020 \$	13,728,372

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

Selected	Quarterly	Financial I	ata

				Т	hree Months End	led		
	Dece	ember 31,	September 30,		June 30,		March 31,	December 31,
(dollars in thousands, except per share amounts)		2013	2013		2013		2013	2012
Quarterly Operating Results								
Interest Income								
Interest and Fees on Loans and Leases	\$	63,809	\$ 63,918	\$	62,729	\$	62,820	\$ 64,627
Income on Investment Securities								
Available-for-Sale		10,608	12,038		15,073		15,851	15,349
Held-to-Maturity		26,882	24,137		19,189		19,854	20,253
Deposits		3	3		1		3	3
Funds Sold		105	177		74		59	180
Other		302	301		285		284	283
Total Interest Income		101,709	100,574		97,351		98,871	100,695
nterest Expense								
Deposits		2,418	2,500		2,579		2,646	2,753
Securities Sold Under Agreements to Repurchase		6,530	6,551		6,751		7,005	7,158
Funds Purchased		8	4		10		22	4
Short-Term Borrowings		2	_		_			_
Long-Term Debt		631	632		671		638	470
Total Interest Expense		9,589	9,687		10,011		10,311	10,385
1			<u> </u>					
Net Interest Income		92,120	90,887		87,340		88,560	90,310
Provision for Credit Losses		-	-		-		-	-
Net Interest Income After Provision for Credit Losses		92,120	90,887		87,340		88,560	90,310
Noninterest Income								
rust and Asset Management		12,240	11,717		12,089		11,886	12,066
Mortgage Banking		2,823	4,132		5,820		6,411	11,268
Service Charges on Deposit Accounts		9,326	9,385		9,112		9,301	9,459
Fees, Exchange, and Other Service Charges		12,670	12,732		13,133		11,934	12,333
nvestment Securities Gains (Losses), Net		-	-		-		-	-
nsurance		2,295	2,177		2,393		2,325	2,550
Bank-Owned Life Insurance		1,895	1,365		1,335		1,297	1,557
Other		4,029	3,618		4,159		4,624	3,749
Total Noninterest Income		45,278	45,126		48,041		47,778	52,982
Noninterest Expense								
Salaries and Benefits		43,643	46,552		45,341		48,675	46,116
Net Occupancy		9,602	9,847		9,661		9,635	11,867
Net Equipment		4,837	4,572		4,380		4,577	4,705
Data Processing		3,827	3,697		3,050		3,266	3,058
Professional Fees		2,669	2,119		2,391		2,226	2,611
FDIC Insurance		1,954	1,913		1,949		1,949	1,892
Other		15,892	14,277		14,409		14,059	13,207
Total Noninterest Expense		82,424	82,977		81,181		84,387	83,456
ncome Before Provision for Income Taxes		54,974	53,036		54,200		51,951	59,836
Provision for Income Taxes		15,919	15,332		16,437		15,971	19,549
Net Income	\$	39,055	\$ 37,704	\$	37,763	\$	35,980	\$ 40,287
Basic Earnings Per Share	\$	0.88	\$ 0.85	\$	0.85	\$	0.81	\$ 0.90
Diluted Earnings Per Share	\$	0.88	\$ 0.85	\$	0.85	\$	0.81	\$ 0.90
Balance Sheet Totals								
oans and Leases	\$	6,095,387	\$ 6,006,642	\$	5,859,152	\$	5,782,969	\$ 5,854,521
Cotal Assets	1	14,084,280	13,848,871		13,733,418		13,525,667	13,728,372
Total Deposits	1	11,914,656	11,608,134		11,449,198		11,251,860	11,529,482

#### Performance Ratios

Return on Average Assets	1.12 %	1.09 %	1.12 %	1.08 %	1.19 %
Return on Average Shareholders' Equity	15.36	15.02	14.64	14.10	15.47
Efficiency Ratio 1	59.99	61.01	59.96	61.90	58.24
Net Interest Margin 2	2.85	2.83	2.77	2.82	2.87

<sup>&</sup>lt;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 Table 15

		Eleven Months Ende	d	Year Ended						
(\$ in millions; jobs in thousands)	'-	November 30, 2013		Decemb	er 31, 2012	December 31, 2011				
Hawaii Economic Trends										
State General Fund Revenues 1	\$	5,013.3	4.1 %	\$ 5,259.1	12.8 % \$	4,662.5	8.1 %			
General Excise and Use Tax Revenue 1	\$	2,679.3	2.3 %	\$ 2,844.7	9.9 % \$	2,588.5	8.8 %			
Jobs <sup>2</sup>		622.4		619.3		614.2				

	November 30,	September 30,	June 30,		December 31,	
(spot rates)	2013	2013	2013	2012	2011	2010
Unemployment <sup>3</sup>						_
Statewide, seasonally adjusted	4.4 %	4.3	4.6	% 5.2 %	6.2	% 6.3 %
Oahu	4.2	4.1	4.7	4.3	5.4	4.8
Island of Hawaii	6.2	6.1	7.5	6.9	8.9	8.6
Maui	4.9	4.8	5.4	5.2	7.1	7.4
Kauai	5.5	5.2	5.9	6.0	7.8	7.8

	December 31,		September 30,	June 30,		December 31,			
(percentage change, except months of inventory)	2013		2013	2013		2012		2011	2010
Housing Trends (Single Family Oahu) 4									
Median Home Price	4.8	%	3.3	% 0.8	%	7.8	%	(3.0) %	3.1 %
Home Sales Volume (units)	4.6	%	7.0	% 11.6	%	6.5	%	(2.7) %	13.4 %
Months of Inventory	2.7		2.8	2.7		2.5		4.8	6.0

	Monthly Visitor Arrivals,	Percentage Change
(in thousands)	Seasonally Adjusted	from Previous Month
Tourism <sup>5</sup>		
October 31, 2013	649.9	0.5 %
September 30, 2013	646.7	(4.5)
August 31, 2013	677.0	1.2
July 31, 2013	668.7	(3.7)
June 30, 2013	694.3	1.9
May 31, 2013	681.2	2.5
April 30, 2013	664.4	(6.1)
March 31, 2013	707.3	4.9
February 28, 2013	674.2	0.2
January 31, 2013	673.2	(0.8)
December 31, 2012	678.5	(2.5)
November 30, 2012	696.2	5.5
October 31, 2012	659.8	0.6
September 30, 2012	655.7	(0.4)
August 31, 2012	658.6	3.1
July 31, 2012	639.0	(2.7)
June 30, 2012	656.6	0.8
May 31, 2012	651.7	1.5
April 30, 2012	641.9	(2.0)
March 31, 2012	654.9	3.4
February 29, 2012	633.5	(1.1)
January 31, 2012	640.6	2.0
December 31, 2011	628.3	2.0
November 30, 2011	616.3	0.9

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

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

<sup>&</sup>lt;sup>3</sup> Source: Hawaii Department of Labor and Industrial Relations

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

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

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