# **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 28, 2003

# **BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware** (State of Incorporation)

1-6887 (Commission File Number.) 99-0148992 (IRS Employer Identification No.)

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

**96813** (Zip Code)

(Registrant's telephone number, including area code)

(808) 537-8430

Item 9. Regulation FD Disclosure. The following information is being provided under Item 12 of Form 8-K

(a) Exhibit 99.1

Press Release: Bank of Hawaii Corporation First Quarter 2003 Financial Results

# 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 thereunto duly authorized.

Date: April 28, 2003 BANK OF HAWAII CORPORATION

/s/ Michael E. O'Neill
Michael E. O'Neill
Chairman, Chief Executive Officer and
President

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

BANK OF HAWAII CORPORATION

EXHIBIT TO CURRENT REPORT ON FORM 8-K DATED April 28, 2003

Commission File Number 1-6887



NYSE: BOH

Ah Bank of Hawaii

Corporation

## **Media Inquiries**

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## Bank of Hawaii Corporation First Quarter 2003 Financial Results

- Diluted Earnings Per Share Increases to \$0.47
- Net Income of \$29.8 Million for the Quarter
- Board of Directors Declares Dividend of \$0.19 Per Share

## FOR IMMEDIATE RELEASE

**HONOLULU, HI** (April 28, 2003) — Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.47 for the first quarter of 2003, up from diluted earnings per share of \$0.44 in the fourth quarter of 2002 and up from \$0.41 in the comparable quarter last year. Net income for the first quarter was \$29.8 million, up from \$28.9 million in the previous quarter and down slightly from \$31.1 million reported in the same quarter last year.

The return on average assets for the first quarter of 2003 was 1.31 percent, up from 1.20 percent in the fourth quarter of 2002 and up from 1.21 percent in the first quarter of 2002. The return on average equity was 12.42 percent in the first quarter, up from 10.72 percent in the previous quarter and a significant improvement from 9.97 percent in the same quarter last year.

"We are encouraged by the first quarter results for 2003," said Michael E. O'Neill, Chairman and CEO. "Despite weak financial market conditions, our net interest income and margin are up, credit losses and other credit quality indicators have improved, and our expenses are coming down. We are pleased to see growth in both loans and deposits. The Hawaii economy has held up well in the face of uncertainty. Our system conversion is on schedule and on budget, and we are looking forward to the benefits it will create for both our customers and our shareholders."

Net income in the first quarter of 2003 included charges of \$7.4 million related to the information technology systems replacement project. Included in the fourth quarter of 2002 were charges of \$7.0 million related to the information technology systems replacement project and \$0.4 million in net restructuring expenses related to the divestiture program. Non-core items in the first quarter of 2002 included net restructuring expenses of \$2.0 million.

-more-

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#### Bank of Hawaii Corporation First Quarter 2003 Financial Results

## Financial Highlights

Net interest income for the first quarter of 2003 on a fully taxable equivalent basis was \$91.0 million, up \$0.8 million from the fourth quarter of 2002, primarily due to increased loan volumes and a reduction in rates on deposits and borrowings. An analysis of the change in net interest income is included in Table 6. Net interest income was down \$3.9 million from the first quarter of 2002 primarily due to lower interest rates.

The net interest margin was 4.29 percent for the first quarter of 2003, a 24 basis point increase from 4.05 percent in the previous quarter and a 37 basis point increase from 3.92 percent in the same quarter last year. The significant improvement in the net interest margin was largely due to lengthening the maturities of certain short-term investments, an improved earning asset mix, and reductions in short-term borrowings and time deposits, as well as debt repurchases in 2002, which lowered the Company's cost of funds.

Bank of Hawaii Corporation's credit quality continued to improve during the first quarter of 2003. As a result, the Company did not recognize a provision for loan and lease losses during the quarter. The allowance for loan and lease losses was reduced by \$2.8 million from December 31, 2002, which equaled the amount of net charge-offs for the quarter. The Company did not recognize a provision for loan and lease losses during the fourth quarter of 2002. The provision for loan and lease losses was \$8.3 million in the first quarter of 2002, which equaled net charge-offs for that quarter.

Non-interest income was \$44.8 million for the quarter compared to non-interest income of \$50.4 million in the fourth quarter of 2002 and \$53.0 million in the first quarter of 2002. The decrease was largely due to a reduction in gains on sales of mortgage loans resulting from the decision at the end of 2002 to hold the majority of first quarter 2003 mortgage loan originations in the portfolio rather than selling them in the secondary market. The decrease in sales gains offset growth in other non-interest revenue, including tax preparation fees, service charges on deposits and other service fee income.

Non-interest expense for the first quarter of 2003 was \$90.2 million, including the previously mentioned \$7.4 million in information technology system replacement costs. Non-interest expense for the fourth quarter of 2002 also included a combined \$7.4 million in information technology system replacement and net restructuring costs, as discussed above. By comparison, non-interest expense in the first quarter of 2002 included net restructuring costs of \$2.0 million. Excluding these items, non-interest expense was \$82.8 million in the first quarter of 2003, a decrease of \$6.5 million, or 7.3 percent, compared to the previous quarter and a decrease of \$6.7 million, or 7.4 percent, from the same quarter last year.

The efficiency ratio was 66.4 percent for the first quarter of 2003. Excluding systems replacement project costs and non-core items, the efficiency ratio was 61.0 percent in the first quarter, compared to 63.5 percent in the previous quarter and 60.5 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. Business segment results are determined based on the Company's internal financial management reporting process and organizational structure. Business segment performance details are summarized in Table 11.

## **Asset Quality**

Bank of Hawaii Corporation's credit quality reflected continued improvement in the first quarter of 2003. Non-performing assets were \$44.2 million at the end of the quarter, a decrease of \$10.2 million, or 18.8 percent, from non-performing assets of \$54.4 million at the end of the fourth quarter. Compared to the same period last year, non-performing assets declined \$46.5 million, or 51.3 percent. At March 31, 2003 the ratio of non-performing assets to total loans plus foreclosed assets and non-performing loans held for sale was 0.79 percent down from 1.01 percent at December 31, 2002 and down from 1.61 percent at March 31, 2002.

Non-accrual loans were \$35.1 million at March 31, 2003, a reduction of \$9.9 million, or 22.0 percent, from \$45.0 million at December 31, 2002 and down \$28.6 million, or 44.9 percent, from \$63.7 million at March 31, 2002. Non-accrual loans as a percentage of total loans were 0.63 percent at March 31, 2003 down from 0.84 percent at the end of the previous quarter and down from 1.14 percent at the end of the comparable quarter last year.

Net charge-offs for the first quarter of 2003 were \$2.8 million, or 0.21 percent (annualized) of total average loans. Charge-offs during the quarter of \$6.1 million were partially offset by recoveries of \$3.3 million. Net charge-offs in the fourth quarter of 2002 were \$11.6 million, or 0.88 percent (annualized) of total average loans. Net charge-offs during the first quarter of 2002 were \$8.3 million, or 0.60 percent (annualized) of total average loans.

The allowance for loan and lease losses was \$140.0 million at March 31, 2003. The ratio of the allowance for loan and lease losses to total loans was 2.52 percent at March 31, 2003 compared with 2.67 percent at December 31, 2002 and 2.84 percent at the end of the same quarter last year.

Concentrations of credit exposure to selected components of the portfolio are summarized in Table 7.

## Other Financial Highlights

Total assets were \$9.4 billion at the end of March 31, 2003, down slightly from \$9.5 billion at the end of December 31, 2002 and down from \$10.2 billion at the end of March 31, 2002. The decrease of \$106 million from the previous quarter was largely due to reductions in short-term investments. Partially offsetting the decrease in short-term investments was growth in loans, which increased \$206 million from December 31, 2002. Compared to the previous year, the decrease in total assets was largely due to reductions in short-term investments as excess liquidity was utilized for share repurchases and debt reduction.

Total deposits at March 31, 2003 were \$7.0 billion, up \$67 million from December 31, 2002 and up \$444 million from March 31, 2002 as growth in demand and savings deposits continued to offset managed decreases in time and foreign deposits. During the first quarter of 2003 the number of checking and savings accounts increased in response to deposit promotions and other initiatives. Offsetting the deposit growth were decreases in short-term borrowings, which reflected the lower funding needs of the Company.

During the first quarter of 2003, Bank of Hawaii Corporation repurchased 2.9 million shares of common stock at a total cost of \$86.3 million under the share repurchase program. The average cost per share was \$30.22 during the quarter. From the beginning of the program through March 31, 2003, the Company had repurchased a total of 23.0 million shares and returned a total of \$614.2 million to the shareholder at an average cost of \$26.71 per share. Through April 25, 2003, the Company repurchased an additional 0.14 million shares of common stock at a cost of \$31.87 per share. Remaining buyback authority was \$181.3 million at April 25, 2003.

The Company's capital and liquidity remained exceptionally strong during the first quarter of 2003. At March 31, 2003 the Tier 1 leverage ratio was 10.03 percent compared to 10.34 percent at December 31, 2002 and 12.64 percent at March 31, 2002.

The Company's Board of Directors declared a quarterly cash dividend of \$0.19 per share on the Company's outstanding shares. The dividend will be payable on June 13, 2003 to shareholders of record at the close of business on May 23, 2003.

#### Information Technology Systems Replacement Project

Bank of Hawaii Corporation signed an agreement with Metavante Corporation in July 2002 to serve as the Company's primary technology systems provider. The seven-year outsourcing arrangement remains on schedule to be operational in the third quarter of 2003 and is expected to provide annual cost savings of over \$17 million compared to 2002 expense levels. In connection with this project, the Company estimates that it will recognize transition charges of approximately \$35 million over the five-quarter conversion period that began in the third quarter of 2002. During the first quarter of 2003, \$7.4 million in transition costs were incurred, bringing the total project-to-date cost to \$21.0 million. System conversion costs are estimated to be approximately \$10.2 million in the second quarter of 2003. Additional details on this project may be found in Table 10.

#### **Economic Outlook**

The Hawaii economy remained relatively strong during the first quarter of 2003 and is forecast to remain healthy during the remainder of the year. The construction and real estate investment sectors continue to lead the Hawaii economy. Tourism, as measured by passenger arrivals, was up 4.1 percent in the first quarter of 2003 compared to the same quarter last year. The recent conflict in Iraq had minimal effects on Hawaii tourism. Unemployment in Hawaii declined to 3.0 percent during the quarter, about half the national unemployment level. Job growth in the state is projected to be approximately 2.0 percent for 2003 and real income is forecast to grow about 3.0 percent. Inflation expectations remain relatively low at 1.5 percent. For more economic information, visit the Company's web site http://www.boh.com/econ/.

## **Earnings Outlook**

The Company's previously published earnings guidance of \$131 million in net income for the full year of 2003 remains unchanged. Based on current conditions, the Company does not expect to record a provision for loan losses in 2003. However, the actual amount of the provision for loan losses will depend on determinations of credit risk that will be made near the end of each quarter. Earnings per share and return on equity projections continue to be dependent upon the terms and timing of share repurchases.

## **Conference Call Information**

The Company will review its first quarter 2003 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) 915-4836 in the U.S. or (973) 317-5319 for international callers. A replay will be available for one week beginning at 9:00 a.m. Hawaii Time (3:00 p.m. Eastern Time) on Monday, April 28, 2003 by calling (800) 428-6051 in the U.S or (973) 709-2089 for international and entering the number 273138 when prompted. A replay of the presentation will be also available on the Company's web site.

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.

This news release contains forward-looking statements concerning the expected efficiency ratio, expected level of loan loss provisioning, anticipated costs and annual savings of our technology systems replacement project, and anticipated revenues and expenses in 2003 and beyond. We believe the assumptions underlying our forward-looking statements are reasonable. However, any of the assumptions 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 may deteriorate our credit markets and ability to maintain our net interest margin; 4) changes to the amount and timing of our proposed equity repurchases; 5) inability to achieve expected benefits of our technology outsourcing project and other business process changes due to adverse changes in implementation processes or costs, operational savings, or timing; 6) actions by the United States military and real or threatened terrorist activity affecting business conditions; and 7) adverse weather and other natural conditions impacting our and customers' operations. We do not undertake any obligation to update any forward-looking statements to reflect later events or circumstances.

####

(dollars in thousands except per share amounts)

		Three Months Ended							
Earnings Highlights and Performance Ratios			March 31, 2003		March 31, 2002(1)				
Net Income		9	29,80	1 \$	31,056				
Basic Earnings Per Share		1	0.49		0.42				
Diluted Earnings Per Share			0.4		0.42				
Cash Dividends			11.562		13.177				
Return on Average Assets			1.3		1.21%				
Return on Average Equity			12.42	-, -	9.97%				
Net Interest Margin			4.29		3.92%				
Efficiency Ratio			66.4		61.81%				
Efficiency Ratio excluding ITSRP and Restructuring Costs			60.98		60.47%				
Efficiency Ratio excitating 115R1 and Restructuring Costs			00.70	3 / 0	00.4770				
Statement of Condition Highlights and Performance Ratios			March 31, 2003		March 31, 2002(1)				
Total Assets		\$	/ /		- , - ,-				
Net Loans			5,425,343		5,442,601				
Total Deposits			6,987,33		6,543,781				
Total Shareholders' Equity			952,00′	7	1,265,907				
Book Value Per Common Share		\$			17.24				
Allowance / Loans Outstanding			2.52	-, -	2.84%				
Average Equity / Average Assets			10.53	- , 0	12.13%				
Employees (FTE)			2,89		3,082				
Branches and offices			9	1	104				
Market Price Per Share of Common Stock for the Quarter Ended:									
	Closing	\$							
	High	\$			27.79				
	Low	\$	29.23	5 \$	23.79				

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

	Three Mon	ths Ended(1)
(dollars in thousands except per share amounts)	March 31, 2003	March 31, 2002
Interest Income		
Interest and Fees on Loan and Leases	\$ 85,773	\$ 98,645
Income on Investment Securities - Held to Maturity	2,283	5,145
Income on Investment Securities - Available for Sale	22,463	27,193
Deposits	1,307	5,047
Funds Sold and Security Resale Agreements	764	1,003
Other	1,189	1,332
Total Interest Income	113,779	138,365
Interest Expense		
Deposits	14,447	23,978
Security Repurchase Agreements	2,242	10,293
Funds Purchased	205	231
Short-Term Borrowings	24	649
Long-Term Debt	5,861	8,319
Total Interest Expense	22,779	43,470
Net Interest Income	91,000	94,895
Provision for Loan and Lease Losses	<u> </u>	8,292
Net Interest Income After Provision for Loan and Lease Losses	91,000	86,603
Non-Interest Income		
Trust and Asset Management	13,190	14,818
Mortgage Banking	283	7,957
Service Charges on Deposit Accounts	8,950	8,410
Fees, Exchange, and Other Service Charges	12,980	12,452
Investment Securities Gains	583	
Insurance	2,982	2,599
Other	5,785	6,789
Total Non-Interest Income	44,753	53,025
Non-Interest Expense	,	,
Salaries	36,459	39,187
Pensions and Other Employee Benefits	9,970	9,996
Net Occupancy Expense	9,613	9,593
Net Equipment Expense	9,748	10,121
Restructuring and Other Related Costs		1,979
Information Technology Systems Replacement Project	7,417	_
Other	16,993	20.547
Total Non-Interest Expense	90,200	91,423
Income Before Income Taxes	45,553	48,205
Provision for Income Taxes	15,752	17,149
Net Income	\$ 29,801	\$ 31,056
Basic Earnings Per Share	\$ 0.49	\$ 0.42
Diluted Earnings Per Share	\$ 0.47	\$ 0.42
Dividends Per Share	\$ 0.47	\$ 0.18
Basic Weighted Average Shares	61,294,460	73,312,573
e e	63,535,609	75,199,181
Diluted Weighted Average Shares	03,333,009	/3,177,101

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

(dollars in thousands)		March 31, 2003	]	December 31, 2002		March 31, 2002(1)
Assets		_				` '
Interest-Bearing Deposits	\$	157,067	\$	549,978	\$	1,347,611
Investment Securities - Held to Maturity						
(Market Value of \$180,043, \$236,016 and \$354,187, respectively)		175,600		229,720		344,723
Investment Securities - Available for Sale		2,497,508		2,287,201		1,980,378
Funds Sold		175,000		195,000		135,000
Loans Held for Sale		47,269		40,118		99,773
Loans		5,565,371		5,359,004		5,601,580
Allowance for Loan and Lease Losses		(140,028)		(142,853)		(158,979)
Net Loans		5,425,343		5,216,151		5,442,601
Total Earning Assets		8,477,787		8,518,168		9,350,086
Cash and Non-Interest Bearing Deposits		331,994		374,352		248,307
Premises and Equipment		170,696		176,969		192,291
Customers' Acceptance Liability		1,372		2,680		1,007
Accrued Interest Receivable		36,845		36,722		40,940
Foreclosed Real Estate		9,097		9,434		19,181
Mortgage Servicing Rights		25,801		28,820		30,501
Goodwill		36,216		36,216		36,216
Other Assets		320,402		333,057		326,492
Total Assets	\$	9,410,210	\$	9,516,418	\$	10,245,021
Liabilities						
Domestic Deposits						
Non-Interest Bearing Demand	\$	1,714,601	\$	1,719,633	\$	1,592,955
Interest Bearing Demand	Ψ	1,162,202	Ψ	1,169,128	Ψ	933,801
Savings		2,669,409		2,535,219		2,089,257
Time		1,416,860		1,461,780		1,807,015
Foreign Deposits		1,110,000		1,101,700		1,007,015
Time Due to Banks		276		1,130		42,261
Other Savings and Time		23,983		33,271		78,492
Total Deposits	_	6,987,331		6,920,161		6,543,781
Securities Sold Under Agreements to Repurchase		646,317		735,621		1,544,718
Funds Purchased		69,890		64,467		43,485
Current Maturities of Long-Term Debt		118,792		114,781		64,975
Short-Term Borrowings		12,096		33,420		20,644
Banker's Acceptances Outstanding		1,372		2,680		1,007
Retirement Benefits Payable		62,091		61,385		37,055
Accrued Interest Payable		12,761		13,731		27,983
Taxes Payable		206,139		196,813		146,360
Other Liabilities		70,644		82,596		84,874
		270,770		275,004		464,232
Long-Term Debt						8,979,114
Total Liabilities		8,458,203		8,500,659		8,9/9,114
Shareholders' Equity						
Common Stock (\$.01 par value); authorized 500,000,000 shares; issued / outstanding: March 2003 - 81,276,420 / 60,418,539; December 2002 - 81,294,730 / 63,015,442;		907		906		906
March 2002 - 81,346,027 / 73,409,966		807		806		806
Capital Surplus		372,887		372,192		369,541
Accumulated Other Comprehensive Income		8,273		11,659		20,389
Retained Earnings		1,133,642		1,115,910		1,065,706
Deferred Stock Grants		74		(1,424)		(4,933)
Treasury Stock, at Cost (Shares: March 2003 - 20,857,881; December 2002 - 18,279,288; March 2002 - 7,936,061)		(563,676)		(483,384)		(185,602)
Total Shareholders' Equity		952,007		1,015,759		1,265,907
Total Liabilities and Shareholders' Equity	\$	9,410,210	\$	9,516,418	\$	10,245,021

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

(dollars in thousan	nds)	 Total	 Common Stock	_	Capital Surplus	_	Accum. Other Compre– hensive Income	_	Retained Earnings	 Deferred Stock Grants	 Treasury Stock		Compre- hensive Income
Balance at Deceml	ber 31, 2002	\$ 1,015,759	\$ 806	\$	372,192	\$	11,659	\$	1,115,910	\$ (1,424)	\$ (483,384)		
Comprehensive Inc	come												
Net Income		29,801	_		_		_		29,801	_	_	\$	29,801
	ensive Income, Net of Tax												
	Gain on Investment Securities	(3,386)					(3,386)					_	(3,386)
Total Comprehe	ensive Income											\$	26,415
Common Stock Iss	ued												
9.930	Profit Sharing Plan	216			_				_		216		
245,213	Stock Option Plan	5,834	_		1.083		_		(507)	(44)	5,302		
24,969	Dividend Reinvestment Plan	543	_				_		_		543		
690	Directors' Restricted Shares and Deferred												
	Compensation Plan	(6)	1		20		_		_	_	(27)		
(19,000)	Employees' Restricted Shares	1,134	_		(408)		_		_	1,542	`		
Treasury Stock Pur	chased (2,856,600 shares)	(86,326)	_		. —		_		_	· —	(86,326)		
Cash Dividends Pa	id	(11,562)	_		_		_		(11,562)	_	_		
Balance at March	31,2003	\$ 952,007	\$ 807	\$	372,887	\$	8,273	\$	1,133,642	\$ 74	\$ (563,676)		
Balance at Deceml	,	\$ 1,247,012	\$ 806	\$	367,672	\$	22,761	\$	1,055,424	\$ (7,637)	\$ (192,014)		
Comprehensive Inc	come												
Net Income		31,056	_		_		_		31,056	_	_	\$	31,056
	ensive Income, Net of Tax	(1.012)					(1.012)						(1.012)
	Gain on Investment Securities	(1,913)	_		_		(1,913)						(1,913)
	rency Translation Adjustment	(459)	_		_		(459)		_	_	_	e	(459)
Total Comprehe	ensive Income											2	28,684
Common Stock Iss	ned												
12.113	Profit Sharing Plan	325	_		37		_		_	_	288		
884.893	Stock Option Plan	18,237	_		2,455		_		(7,595)	746	22,631		
27,454	Dividend Reinvestment Plan	731	_		77		_		(2)		656		
(114)	Directors' Restricted Shares and Deferred								(-)				
( )	Compensation Plan	(16)	_		(1)		_		_	_	(15)		
(31,100)	Employees' Restricted Shares	1,259	_		(699)		_		_	1,958			
Treasury Stock Pur	chased (701,000 shares)	(17,148)	_		`		_		_		(17,148)		
Cash Dividends Pa	id	 (13,177)							(13,177)	 	 		
Balance at March	31,2002	\$ 1,265,907	\$ 806	\$	369,541	\$	20,389	\$	1,065,706	\$ (4,933)	\$ (185,602)		

# Bank of Hawaii Corporation and Subsidiaries Consolidated Average Balances and Interest Rates - Taxable Equivalent Basis (Unaudited)

Table 5

	Three Months Ended March 31, 2003							Three Months Ended(1) December 31, 2002						Three Months Ended(1) March 31, 2002				
(dollars in millions)		verage alance		come/ pense	Yield Rate			Average Balance		ncome/ Expense	Yield/ Rate	'		verage alance		ncome/ Expense	Yield/ Rate	
Earning Assets		arance	EX	pense	Kau	<u> </u>	_	Datance		Expense	Kate		В	arance		Apense	Kate	
Interest Bearing Deposits	S	253.8	S	1.3		2.09%	¢	796.6	S	3.6		1.78%	\$	1,154.7	\$	5.0	1.77%	
Funods Sold	J	250.5	J	0.8		1.22	φ	234.5	φ	0.8		1.42	φ	237.3	Ф	1.0	1.69	
Investment Securities		230.3		0.0		1.22		234.3		0.8		1.72		237.3		1.0	1.09	
- Held-to-Maturity		202.0		2.3		4.61		253.8		3.2		4.98		368.7		5.2	5.66	
- Available for Sale		2,268.1		22.5		3.96		2,273.3		24.1		4.24		1,939.1		27.2	5.61	
Loans Held for Sale		10.1		0.1		5.16		38.9		0.6		5.88		340.9		5.7	6.66	
Net Loans and Lease Financing		10.1		0.1		5.10		36.9		0.0		5.00		340.9		5.1	0.00	
Domestic																		
- Commercial and Industrial		871.7		10.7		4.96		867.7		11.4		5.20		1,150.9		14.5	5.11	
- Construction		115.4		1.4		5.08		131.5		1.8		5.30		169.8		2.2	5.20	
-Commercial Mortgage		597.8		9.0		6.14		610.5		9.9		6.40		625.9		10.5	6.77	
-Residential Mortgage		2,249.0		37.7		6.70		2,212.6		38.5		6.97		2,394.0		42.8	7.15	
-Installment		501.9		12.6		10.21		443.3		11.5		0.38		390.6		11.0	11.46	
-Home Equity		434.5		5.7		5.28		422.2		5.9		5.50		347.9		5.3	6.22	
-Purchased Home Equity		180.2		2.6		5.78		10.1				5.50		547.5		_	- 0.22	
-Lease Financing		495.6		5.9		4.81		498.5		6.3		5.03		492.0		6.6	5.46	
Total Domestic Loans	_	5.446.1	_	85.6		6.33	_	5,196,4	_	85.3		6.54	_	5.571.1	_	92.9	6.72	
Foreign		14.7		- 05.0				14.0		- 65.5		0.54		14.3		0.1	1.71	
Total Loans	_	5,460.8	_	85.6		6.32	_	5,210.4	_	85.3		6.52	_	5,585.4	_	93.0	6.71	
Other		74.6		1.2		6.47		78.7		1.3		6.62		88.4		1.3	6.12	
Total Earning Assets		8,519.9		113.8		5.38	_	8,886.2	_	118.9		5.33		9,714.5		138.4	5.73	
Cash and Non-interest Bearing		0,519.9		113.0		5.50		0,000.2		110.9		5.55		9,714.5		130.4	5.75	
Deposits		331.6						305.2						304.0				
Other Assets		391.5						363.4						398.3				
Total Assets	6	9,243.0					•	9,554.8					s	10,416.8				
Total Assets	J	9,243.0					Ф	9,554.6					9	10,410.8				
Interest Bearing Liabilities																		
Interest Bearing Deposits																		
Domestic Deposits																		
-Demand	\$	1,149.2		0.7		0.26	\$	1,099.9		1.1		0.38	\$	926.4		1.0	0.45	
- Savings		2,608.2		4.6		0.71		2,468.2		6.4		1.03		2,045.5		7.2	1.43	
- Time		1,443.3		9.1		2.55		1,501.1		10.1		2.66		1,891.0		14.8	3.17	
Total Domestic Deposits		5,200.7		14.4		1.12		5,069.2		17.6		1.37		4,862.9		23.0	1.92	
Foreign Deposits																		
- Time Due to Banks		1.0		_		_		2.9		_		_		118.7		0.6	2.09	
- Other Time and Savings		30.5		0.1		1.23		39.4		0.1		1.38		83.9		0.4	1.70	
Total Foreign Deposits		31.5		0.1		1.11		42.3		0.1		1.29		202.6		1.0	1.93	
Total Interest Bearing Deposits		5,232.2		14.5		1.12		5,111.5		17.7		1.37		5,065.5		24.0	1.92	
Short-Term Borrowings		649.8		2.5		1.54		1,053.5		5.1		1.90		1,738.8		11.2	2.61	
Long-Term Debt		390.4		5.8		6.09		389.9		5.9		6.05		538.2		8.3	6.27	
Total Interest Bearing Liabilities		6,272.4		22.8		1.47		6,554.9		28.7		1.73		7,342.5		43.5	2.40	
Net Interest Income			\$	91.0					\$	90.2					\$	94.9		
Interest Rate Spread						3.91%						3.60%					3.33%	
Net Interest Margin						4.29%						4.05%					3.92%	
Non-Interest Bearing Demand Deposits																		
(Domestic)		1,636.8						1,601.0						1,508.9				
Other Liabilities		360.7						329.3						301.9				
Shareholders' Equity		973.1						1,069.6						1,263.5				
Total Liabilities and Shareholders'								-,,,,,,,						- 1- 00 10				
Equity	\$	9,243.0					\$	9,554.8					\$	10,416.8				

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

		Three Month	s Ended March 31, 2003	Compared to December	31, 2002(2)
(dollars in millions)		Volume(1)	Rate(1)	Time(1)	Total
Change in Interest Income:					
Interest Bearing Deposits	\$	(2.8)	\$ 0.6	\$ (0.1)	\$ (2.3)
Fed Funds Sold		0.1	(0.1)	_	_
Investment Securities					
Held-to-Maturity		(0.6)	(0.3)	_	(0.9)
Available for Sale		(0.1)	(1.5)	_	(1.6)
Loans Held for Sale		(0.4)	(0.1)	_	(0.5)
Loans					
Commercial and Industrial		_	(0.5)	(0.2)	(0.7)
Construction		(0.2)	(0.1)	(0.1)	(0.4)
Commercial Mortgage		(0.3)	(0.4)	(0.2)	(0.9)
Residential Mortgage		0.7	(1.5)	_	(0.8)
Installment		1.5	(0.2)	(0.2)	1.1
Home Equity		0.2	(0.2)	(0.2)	(0.2)
Purchased Home Equity		2.4	0.2	_	2.6
Lease Financing		_	(0.3)	(0.1)	(0.4)
Total Loans		4.3	(3.0)	(1.0)	0.3
Other		(0.1)			(0.1)
Total Change in Interest Income	_	0.4	(4.4)	(1.1)	(5.1)
Change in Interest Expense:					
Interest Bearing Deposits					
Demand		_	(0.4)	_	(0.4)
Savings		0.2	(1.9)	(0.1)	(1.8)
Time		(0.4)	(0.4)	(0.2)	(1.0)
Total Interest Bearing Deposits		(0.2)	(2.7)	(0.3)	(3.2)
Short-Term Borrowings		(1.6)	(0.9)	(0.1)	(2.6)
Long-Term Debt				(0.1)	(0.1)
Total Change in Interest Expense		(1.8)	(3.6)	(0.5)	(5.9)
Change in Net Interest Income	\$	2.2	\$ (0.8)	\$ (0.6)	\$ 0.8

<sup>(1)</sup> 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.

<sup>(2)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

(dollars in millions)	March 31, 2003	December 31, 2002		March 31, 2002(1)
Domestic				
Commercial				
Commercial and Industrial	\$ 824.9	\$ 875.0	\$	1,114.9
Commercial Mortgage	691.7	591.1		617.6
Construction	86.7	127.5		161.4
Lease Financing	430.4	427.3		436.1
Total Commercial	2,033.7	2,020.9		2,330.0
Consumer				
Residential Mortgage	2,305.3	2,131.4		2,409.4
Home Equity	439.1	428.2		369.8
Purchased Home Equity	170.9	185.8		_
Other Consumer	518.5	493.3		389.5
Lease Financing	33.8	34.5		37.9
Total Consumer	3,467.6	3,273.2		3,206.6
Total Domestic	 5,501.3	 5,294.1		5,536.6
Foreign	64.1	64.9		65.0
Total Loans	\$ 5,565.4	\$ 5,359.0	\$	5,601.6

 $<sup>(1)\,</sup>Certain\,2002\ information\ has\ been\ reclassified\ to\ conform\ to\ 2003\ presentation.$ 

# **Selected Concentrations of Credit Exposure (Unaudited)**

			N	Tarch 31, 2003		J	Dec. 31, 2002	Mar. 31, 2002		
(dollars in millions)	(	Outstanding	(	Unused Commitments		Total Exposure(1)	_	Total Exposure	_	Total Exposure
Air Transportation										
Regional Passenger Carriers	\$	46.4	\$	12.3	\$	58.7	\$	57.3	\$	59.8
United States Based Passenger Carriers		39.7		_		39.7		39.6		48.7
International Based Passenger Carriers		31.9		_		31.9		32.1		32.4
Cargo Carriers		14.7		_		14.7		15.0		14.8
Total Air Transportation	\$	132.7	\$	12.3	\$	145.0	\$	144.0	\$	155.7
Guam										
Hotels	\$	42.8	\$	_	\$	42.8	\$	44.4	\$	42.8
Other Commercial		139.6		31.7		171.3		166.0		230.5
Consumer		254.0		9.9		263.9		257.4		283.2
Total Guam	\$	436.4	\$	41.6	\$	478.0	\$	467.8	\$	556.5
Syndicated Exposure	\$	319.4	\$	633.1	\$	952.5	\$	1,002.1	\$	1,352.2

<sup>(1)</sup> Exposure includes loans, leveraged and operating leases.

(dollars in millions)	N	March 31, 2003		December 31, 2002	S	September 30, 2002(1)		June 30, 2002(1)		March 31, 2002(1)
Non-Performing Assets										
Non-Accrual Loans										
Commercial										
Commercial and Industrial	\$	2.4	\$	5.9	\$		\$	14.4	\$	27.4
Commercial Mortgage		17.9		20.3		18.1		25.3		15.1
Construction				0.5		0.9		0.7		1.0
Lease Financing		3.2		4.1		5.7		6.9		4.4
Total Commercial		23.5		30.8		31.1		47.3		47.9
Consumer				12.0		1.1.2		1.1.0		150
Residential Mortgage		11.5		13.9		14.3		14.2		15.3
Home Equity		0.1		0.3		0.2		0.1		0.4
Other Consumer		11.6		14.2	_	0.1	_	14.2		0.1
Total Consumer		11.6 35.1	_	14.2 45.0	_	14.6 45.7		14.3 61.6		15.8
Total Non-Accrual Loans		33.1		45.0	_	45.7		01.0	_	63.7
Non-Accrual Loans Held for Sale		_		_		_		_		7.8
Foreclosed Real Estate		9.1		9.4	_	17.6		17.2		19.2
Total Non-Performing Assets	\$	44.2	\$	54.4	\$	63.3	\$	78.8	\$	90.7
Assuring Lagra Bast Due 00 Days on Mana										
Accruing Loans Past Due 90 Days or More										
Commercial Commercial and Industrial	\$		\$	0.2	\$		\$		\$	0.2
Commercial and industrial Commercial Mortgage	\$	0.4	<b>3</b>	0.2	<b>3</b>	_	Э	_	Þ	1.2
Total Commercial		0.4		0.5						1.4
Consumer		0.4		0.5						1.4
Residential Mortgage		1.6		0.6		1.4		0.9		2.1
Other Consumer		2.3		0.7		0.3		0.5		0.7
Lease Financing		2.3		0.7		0.5		0.3		0.1
Total Consumer		3.9	_	1.3	_	1.7	_	1.5	_	2.9
Total Accruing and Past Due	2	4.3	\$	1.8	\$		\$	1.5	\$	4.3
Total Acciung and Last Due	Ψ	<u> </u>	Ψ	1.0	Ψ	1.7	Ψ	1.5	ψ	т.э
Total Loans	\$	5,565.4	\$	5,359.0	\$	5,259.3	\$	5,409.2	\$	5,601.6
Ratio of Non-Accrual Loans to Total Loans		0.63%	ó	0.84%	, D	0.87%		1.14%		1.14%
Ratio of Non-Performing Assets to Total Loans, Foreclosed Real Estate and Non-Performing Loans										
Held for Sale		0.79%	ó	1.01%	Ď	1.20%		1.45%		1.61%
Ratio of Non-Performing Assets and Accruing Loans										
Past Due 90 Days or More to Total Loans		0.87%	о́	1.05%	Ď	1.24%		1.48%		1.70%
Quarter to Quarter Changes in Non-Performing Assets										
Balance at Beginning of Quarter	\$	54.4	\$	63.3	\$	78.8	\$	90.7	\$	79.7
Additions		4.8		12.0		7.0		20.5		36.4
Reductions										
Payments and Sales of Loans		(5.6)		(6.9)		(8.5)		(20.6)		(12.9)
Return to Accrual		(5.6)		(1.9)		(9.1)		(6.2)		(6.3)
Sales of Foreclosed Assets		(1.1)		(9.4)		(1.4)		(3.5)		(0.9)
Charge-offs		(2.7)		(2.7)		(3.5)		(2.1)		(5.3)
Total Reductions		(15.0)		(20.9)		(22.5)	_	(32.4)		(25.4)
Balance at End of Quarter	\$	44.2	\$	54.4	\$	63.3	\$	78.8	\$	90.7
Datance at End of Analist.	Ψ	77.2	ψ	J <b>4.4</b>	ψ	05.5	Ψ	70.0	Ψ	70.7

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.

	Three Months Ended(1)										
(dollars in millions)	Mar	ch 31, 2003	Decen	nber 31, 2002	Mar	ch 31, 2002					
Balance at Beginning of Period	\$	142.9	\$	154.5	\$	159.0					
Loans Charged-Off		1.2.	Ψ	10 110	Ψ	10,10					
Commercial											
Commercial and Industrial		(1.6)		(2.0)		(7.3)					
Construction		(0.5)				(0.5)					
Lease Financing		_		(9.6)		_					
Consumer				(, 10)							
Residential Mortgage		(0.7)		(0.4)		(1.4)					
Home Equity		(0.1)		(0.1)		(0.1)					
Other Consumer		(3.1)		(2.8)		(3.7)					
Lease Financing		(0.1)		(0.1)		(0.1)					
Total Charge-Offs		(6.1)	-	(15.0)	-	(13.1)					
Recoveries on Loans Previously Charged-Off		(-,)		( )							
Commercial											
Commercial and Industrial		0.6		1.4		0.7					
Commercial Mortgage		_		0.1		1.8					
Construction		0.9		0.2		_					
Consumer											
Residential Mortgage		0.2		0.3		0.3					
Home Equity		0.1		_		0.1					
Other Consumer		1.3		1.3		1.8					
Lease Financing		0.1		0.1		_					
Foreign		0.1		_		0.1					
Total Recoveries		3.3	-	3.4		4.8					
Net Loan Charge-Offs		(2.8)		(11.6)		(8.3)					
Provision for Loan and Lease Losses		`—		`		8.3					
Balance at End of Period(2)	\$	140.0	\$	142.9	\$	159.0					
Average Loans Outstanding	\$	5,460.8	\$	5,210.4	\$	5,585.4					
Ratio of Net Charge-Offs to Average Loans Outstanding (annualized)		0.21%	)	0.88%		0.60%					
Ratio of Allowance to Loans Outstanding		2.52%	,	2.67%		2.84%					

Certain 2002 information has been reclassified to conform to 2003 presentation. Totals may not add due to rounding. (1)

(dollars in millions)	Professional Fees		Employee Termination Benefits			Accelerated Depreciation	Other Associated Costs(1)			Total
Costs Incurred:										
Three Months Ended:										
September 30, 2002	\$	1.9	\$	1.0	\$	3.2	\$	0.5	\$	6.6
December 31, 2002		3.2		0.2		2.2		1.4		7.0
Year Ended December 31, 2002		5.1		1.2		5.4		1.9		13.6
Three Months Ended March 31, 2003		3.5		0.4		2.0		1.5		7.4
Total Costs Incurred	\$	8.6	\$	1.6	\$	7.4	\$	3.4	\$	21.0
Total Expected Project Costs	\$	13.1	\$	5.9	\$	9.2	\$	7.3	\$	35.5

<sup>(1)</sup> Includes contract termination, equipment, excise tax and other costs.

(dollars in thousands)		Retail Banking	_	Commercial Banking		Investment Services Group		Treasury and Other Corporate	_	Consolidated Total
Three Months Ended March 31, 2003										
Net Interest Income	\$	54,988	\$	36,383	\$	3,970	\$	(4,341)	\$	91,000
Provision for Loan and Lease Losses		(848)		(2,151)		_		2,999		· —
Net Interest Income After Provision for Loan and										
Lease Losses		54,140		34,232		3,970		(1,342)		91,000
Non-Interest Income		17,364		8,415		15,680		3,294		44,753
		71,504		42,647		19,650		1,952		135,753
Information Technology Systems Replacement										
Project		(583)		(23)		(244)		(6,567)		(7,417)
Non-Interest Expense		(40,846)		(22,541)		(15,904)		(3,492)		(82,783)
Income Before Income Taxes		30,075		20,083		3,502		(8,107)		45,553
Provision for Income Taxes		(11,128)		(7,334)		(1,296)		4,006		(15,752)
Allocated Net Income (Loss)		18,947		12,749		2,206		(4,101)		29,801
Allowance Funding Value		(152)		(1,141)		(10)		1,303		_
GAAP Provision		848		2,151		_		(2,999)		_
Economic Provision		(2,708)		(3,058)		(132)		(6)		(5,904)
Tax Effect of Adjustments		744		758		53		629		2,184
Capital Charge		(5,403)		(5,367)		(1,517)		(14,464)		(26,751)
Net Income (Loss) After Capital Charge (NIACC)	\$	12,276	\$	6,092	\$	600	\$	(19,638)	\$	(670)
RAROC (ROE for the Company)	_	36%		24%	)	16%	ó	(4)%	, D	12%
Total Assets at March 31, 2003	\$	3,471,677	\$	2,242,681	\$	145,925	\$	3,549,927	\$	9,410,210
Three Months Ended March 31, 2002								. <b>-</b>		2.1.22.5
Net Interest Income	\$	49,556	\$	35,630	\$	3,001	\$	6,708	\$	94,895
Provision for Loan and Lease Losses		(1,942)		(6,510)	_	<u> </u>	_	160	_	(8,292)
Net Interest Income After Provision for Loan and		45 61 4		20.120		2.001		6.060		06.602
Lease Losses		47,614		29,120		3,001		6,868		86,603
Non-Interest Income	_	24,052		8,621	_	17,824	_	2,528	_	53,025
D		71,666		37,741		20,825		9,396		139,628
Restructuring and Other Related Costs		(46.214)		(24.055)		(16.061)		(1,979)		(1,979)
Non-Interest Expense	_	(46,314)	_	(24,955)		(16,061)	_	(2,114)	_	(89,444)
Income Before Income Taxes		25,352		12,786		4,764		5,303		48,205
Provision for Income Taxes		(9,380)		(4,655)		(1,763)		(1,351)		(17,149)
Allocated Net Income		15,972		8,131	_	- ,		3,952		31,056
Allowance Funding Value GAAP Provision		(267) 1,942		(1,551) 6,510		(7)		1,825 (160)		8,292
Economic Provision		,		/		(127)		( /		/
Tax Effect of Adjustments		(2,504)		(4,239)		50		(617)		(6,871) (526)
		(5,323)		(266) (6,559)		(1,501)		(21,366)		(34,749)
Capital Charge Net Income (Loss) After Capital Charge (NIACC)	\$	10,127	\$	2,026	\$	1.416	\$	(16,367)	\$	(2,798)
The most constitution of the contract of the c	<del>y</del>			2,020	<u>*</u>	,	Ψ.	(10,001)	*	,
RAROC (ROE for the Company)		32%		15%		22%	o	24%		10%
Total Assets at March 31, 2002	\$	3,243,345	\$	2,598,482	\$	113,914	\$	4,289,280	\$	10,245,021
			16							

	Three Months Ended(1)									
	I	March 31,	D	ecember 31,	s	eptember 30,		June 30,		March 31,
(dollars in thousands except per share amounts)	-	2003		2002		2002		2002		2002
Quarterly Operating Results										
Interest Income										
Interest and Fees on Loan and Leases	\$	85,773	\$	85,945	\$	89,335	\$	92,441	\$	98,645
Income on Investment Securities - Held to										
Maturity		2,283		3,122		3,963		4,544		5,145
Income on Investment Securities - Available for										
Sale		22,463		24,088		26,175		26,805		27,193
Deposits		1,307		3,578		5,384		6,011		5,047
Funds Sold and Security Resale Agreements		764		834		914		752		1,003
Other Total Interest Income		1,189	_	1,312		1,575	_	1,395	_	1,332
		113,//9		118,879		127,346		131,948		138,365
Interest Expense Deposits		14,447		17,657		20,547		22,166		23,978
Security Repurchase Agreements		2,242		4,585		7,039		8,256		10,293
Funds Purchased		205		255		299		245		231
Short-Term Borrowings		24		217		334		289		649
Long-Term Debt		5,861		5,947		6,946		8,055		8,319
Total Interest Expense	_	22,779		28,661		35,165	_	39,011		43,470
Net Interest Income		91,000		90,218		92,181		92,937		94,895
Provision for Loan and Lease Losses		_		_		_		3,324		8,292
Net Interest Income After Provision for Loan and	-			_		_				
Lease Losses		91,000		90,218		92,181		89,613		86,603
Non-Interest Income										
Trust and Asset Management		13,190		13,085		13,655		14,175		14,818
Mortgage Banking		283		4,398		3,669		2,842		7,957
Service Charges on Deposit Accounts		8,950		8,326		7,925		7,956		8,410
Fees, Exchange, and Other Service Charges		12,980		12,963		13,114		13,065		12,452
Investment Securities Gains		583		612		_		3		_
Insurance		2,982		3,099		2,677		2,563		2,599
Other		5,785		7,872		5,997		7,314		6,789
Total Non-Interest Income		44,753		50,355		47,037		47,918		53,025
Non-Interest Expense		26.450		20.462		25.004		27.004		20.105
Salaries P. C.		36,459		38,462		37,994		37,884		39,187
Pensions and Other Employee Benefits		9,970		6,272		7,377		9,391		9,996
Net Occupancy Expense		9,613		10,638		9,597		9,321		9,593
Net Equipment Expense Restructuring and Other Related Costs		9,748		11,077 385		10,058		9,997		10,121 1,979
Information Technology Systems Replacement		_		363		_		_		1,979
Project		7,417		7,052		6,576				
Other		16,993		22,827		20,141		22,777		20,547
Total Non-Interest Expense		90,200	_	96,713		91,743	_	89,370	_	91,423
Income Before Income Taxes	-	45,553	_	43,860		47,475		48,161		48,205
Provision for Income Taxes		15,752		14,952		17,275		17,145		17,149
Net Income	\$	29,801	\$	28,908	\$	30,200	\$	31,016	\$	31,056
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Basic Earnings Per Share	\$	0.49	\$	0.45	\$	0.44	\$	0.43	\$	0.42
Diluted Earnings Per Share	\$	0.47	\$	0.44	\$	0.43	\$	0.42	\$	0.41
	-		-		-		-	***	-	
Balance Sheet Totals										
Total Assets		9,410,210		9,516,418		9,702,700		9,824,065		10,245,021
Net Loans		5,425,343		5,216,151		5,104,857		5,250,216		5,442,601
Total Deposits		6,987,331		6,920,161		6,627,673		6,455,981		6,543,781
Total Shareholders' Equity		952,007		1,015,759		1,100,706		1,191,072		1,265,907
Performance Ratios										
Return on Average Assets		1.31%	6	1.20%	6	1.22%	ó	1.23%	6	1.219
Return on Average Equity		12.42%		10.72%		10.40%		9.94%		9.979
Efficiency Ratio		66.44%		68.80%		65.90%		63.45%		61.819
Efficiency Ratio excluding ITSRP and Restructuring										
Costs		60.98%	o	63.51%	6	61.18%	ó	63.45%	ó	60.479

<sup>(1)</sup> Certain 2002 information has been reclassified to conform to 2003 presentation.