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)

Delaware

July 22, 2013

99-0148992

BANK OF HAWAII CORPORATION

(Exact name of registrant as specified in its charter)

1-6887

(State of Incorporation)	(Commission	(IRS Employer
	File Number)	Identification No.)
130 Merchant Street, Honolulu, Hawaii		96813
(Address of principal executive offices)		(Zip Code)
(Registrant's telephone number,		
including area code)		(888) 643-3888
Check the appropriate box below if the Form 8-K filing i following provisions (see General Instruction A.2. below): Written communications pursuant to Rule 425 under Soliciting material pursuant to Rule 14a-12 under the	the Securities Act (17 CFR 230.425)	e filing obligation of the registrant under any of the
☐ Pre-commencement communications pursuant to Rule	,	CER 240 14d-2(b))
☐ Pre-commencement communications pursuant to Rule	. ,	. , ,

Item 2.02. Results of Operations and Financial Condition.

On July 22, 2013, Bank of Hawaii Corporation announced its results of operations for the quarter ended June 30, 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 July 22, 2013 Press Release: Bank of Hawaii Corporation Second 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: July 22, 2013 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary





Media Inquiries Stafford Kiguchi Telephone: 808-694-8580 Mobile: 808-265-6367 E-mail: Stafford Kiguchi@boh.com

Investor/Analyst Inquiries Cindy Wyrick Telephone: 808-694-8430 E-mail: Cindy.Wyrick@boh.com

Bank of Hawaii Corporation Second Quarter 2013 Financial Results

- Diluted Earnings Per Share \$0.85
- Net Income \$37.8 Million
- Board of Directors Declares Dividend of \$0.45 Per Share

FOR IMMEDIATE RELEASE

HONOLULU, HI (July 22, 2013) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$0.85 for the second quarter of 2013, up from \$0.81 in the previous quarter, and down from \$0.90 in the same quarter last year. Net income for the second quarter of 2013 was \$37.8 million, an increase of \$1.8 million or 5.0 percent compared with net income of \$36.0 million in the first quarter of 2013, and down \$3.0 million or 7.3 percent from net income of \$40.7 million in the second quarter of 2012.

"Bank of Hawaii Corporation continued its trend of solid performance in the second quarter of 2013," said Peter Ho, Chairman, President and CEO. "Overall loan balances grew 3% from the same quarter last year as strong commercial, indirect automobile and certain other consumer loan growth was partially offset by refinance sensitive loan categories namely residential mortgage and home equity loans. The organization continues to attract quality deposits with consumer and commercial deposit balances up 4% in the quarter from last year. Asset quality continued its trend of improvement in the quarter with lower levels of non-performing assets and a lower ratio of net charge offs to loans. Expenses remained controlled. The recent trend in higher interest rates should positively impact our operating earnings over time through improved net interest margin. We would note, however, that nearer term, we will likely see a meaningful slowing in our mortgage banking business as the refinance market potentially slows and the purchase market remains impacted by exceptionally tight housing inventory."

The return on average assets for the second quarter of 2013 was 1.12 percent, up from 1.08 percent in the previous quarter, and down from 1.19 percent during the same quarter last year. The return on average equity for the second quarter of 2013 was 14.64 percent compared with 14.10 percent for the first quarter of 2013 and 16.19 percent in the second quarter of 2012.

- more -

Bank of Hawaii Corporation Second Quarter 2013 Financial Results

Page 2

For the six-month period ended June 30, 2013, net income was \$73.7 million, down from net income of \$84.6 million for the same period last year. Diluted earnings per share were \$1.65 for the first half of 2013, down from diluted earnings per share of \$1.85 for the first half of 2012. The year-to-date return on average assets was 1.10 percent, down from 1.24 percent for the same six months in 2012. The year-to-date return on average equity was 14.37 percent, down from 16.73 percent for the six months ended June 30, 2012.

Financial Highlights

Net interest income, on a taxable equivalent basis, for the second quarter of 2013 was \$89.8 million, down \$1.2 million from net interest income of \$91.0 million in the first quarter of 2013 and down \$8.1 million from net interest income of \$97.9 million in the second quarter of 2012. Net interest income for the first half of 2013 was \$180.8 million compared with net interest income of \$197.9 million for the first half of 2012. Analyses of the changes in net interest income are included in Tables 8a, 8b, and 8c.

The net interest margin was 2.77 percent for the second quarter of 2013, a 5 basis point decrease from the net interest margin of 2.82 percent in the first quarter of 2013 and a 21 basis point decrease from the net interest margin of 2.98 percent in the second quarter of 2012. The net interest margin for the first six months of 2013 was 2.80 percent compared with 3.02 percent for the same six-month period last year. The decrease in the net interest margin was primarily due to increased levels of liquidity and lower yields on loans and investment securities.

The Company did not record a provision for credit losses during the first or second quarters of 2013. Net loans and leases charged-off were \$2.3 million in the second quarter of 2013 and \$2.0 million in the first quarter of 2013. The provision for credit losses during the second quarter of 2012 was \$0.6 million, or \$3.2 million less than net charge-offs.

Noninterest income was \$48.0 million in the second quarter of 2013, an increase of \$0.3 million compared with noninterest income of \$47.8 million in the first quarter of 2013, and an increase of \$1.2 million compared with noninterest income of \$46.8 million in the second quarter of 2012. Noninterest income included mortgage banking revenue of \$5.8 million in the second quarter of 2013 compared with \$6.4 million in the previous quarter and \$7.6 million in the same quarter last year. Noninterest income for the first half of 2013 was \$95.8 million, an increase of \$0.9 million compared with noninterest income of \$94.9 million for the first half of 2012.

Noninterest expense was \$81.2 million in the second quarter of 2013, down \$3.2 million compared with \$84.4 million in the first quarter of 2013, and up \$0.4 million compared with \$80.7 million in the second quarter last year. Noninterest expense in the first quarter of 2013 included seasonal payroll-related expenses of approximately \$3.0 million and separation expense of \$1.5 million. Separation expenses were \$0.9 million in the second quarter of 2013 and \$0.4 million in the same quarter last year. An analysis of noninterest expenses related to salaries and benefits is included in Table 9. Noninterest expense for the first half of 2013 was \$165.6 million, a decrease of \$0.4 million compared with noninterest expense of \$166.0 million for the first half of 2012.

The efficiency ratio for the second quarter of 2013 was 59.96 percent, down from 61.90 percent in the previous quarter and up from 56.77 percent in the same quarter last year. The efficiency ratio for the first half of 2013 was 60.93 percent compared with 57.57 percent in the same period last year.

Bank of Hawaii Corporation Second Quarter 2013 Financial Results Page 3

The effective tax rate for the second quarter of 2013 was 30.33 percent compared with 30.74 percent in the previous quarter and 33.04 percent during the same quarter last year. The lower effective tax rates during 2013 are 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 strong during the second quarter of 2013. Total non-performing assets were \$36.4 million at June 30, 2013, down from \$38.4 million at March 31, 2013 and down from \$41.5 million at June 30, 2012. Non-performing assets remain above historical levels due to the lengthy judicial foreclosure process for residential mortgage loans. As a percentage of total loans and leases and foreclosed real estate, non-performing assets were 0.62 percent at June 30, 2013, down from 0.66 percent at March 31, 2013 and down from 0.73 percent at June 30, 2012.

Accruing loans and leases past due 90 days or more were \$10.6 million at June 30, 2013, down from \$11.7 million at March 31, 2013 and up from \$7.2 million at June 30, 2012. The increase in consumer delinquencies compared with the prior year was largely due to residential mortgage loans and home equity loans, primarily on neighbor island properties. Restructured loans and leases not included in non-accrual loans or accruing loans that are past due 90 days or more were \$39.2 million at June 30, 2013 and primarily comprised of residential mortgage loans with lowered monthly payments to accommodate the borrowers' financial needs for a period of time. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loans and leases charged off during the second quarter of 2013 were \$2.3 million or 0.16 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$4.7 million during the quarter were partially offset by recoveries of \$2.4 million. Net charge-offs during the first quarter of 2013 were \$2.0 million, or 0.14 percent annualized of total average loans and leases outstanding, and were comprised of \$5.3 million in charge-offs partially offset by recoveries of \$3.3 million. Net charge-offs in the second quarter of 2012 were \$3.8 million or 0.27 percent annualized of total average loans and leases outstanding, and were comprised of \$5.9 million in charge-offs partially offset by recoveries of \$2.1 million. Net charge-offs in the first half of 2013 were \$4.3 million, or 0.15 percent annualized of total average loans and leases outstanding compared with net charge-offs of \$7.1 million, or 0.26 percent annualized of total average loans and leases outstanding for the first half of 2012.

The allowance for loan and lease losses was reduced to \$124.6 million at June 30, 2013. The ratio of the allowance for loan and lease losses to total loans and leases was 2.13 percent at June 30, 2013, a decrease of 6 basis points from the previous quarter and commensurate with improvements in credit quality and the Hawaii economy. The reserve for unfunded commitments at June 30, 2013 was \$5.9 million, an increase of \$0.5 million or 9% from the balance at March 31, 2013 and June 30, 2012. The increase in the reserve for unfunded commitments was primarily due to growth in commercial commitments. Details of loan and lease charge-offs, recoveries, and the components of the total reserve for credit losses are summarized in Table 12.

Bank of Hawaii Corporation Second Quarter 2013 Financial Results Page 4

Other Financial Highlights

Total assets were \$13.73 billion at June 30, 2013, up from total assets of \$13.53 billion at March 31, 2013 and down from total assets of \$13.92 billion at June 30, 2012. Average total assets were \$13.57 billion during the second quarter of 2013, up from \$13.56 billion during the previous quarter and down from \$13.75 billion during the same quarter last year.

The total investment securities portfolio totaled \$6.84 billion at June 30, 2013, down from \$6.89 billion at March 31, 2013 and \$7.07 billion at June 30, 2012. The portfolio remains largely comprised of securities issued by U.S. government agencies.

Total loans and leases were \$5.86 billion at June 30, 2013, up from \$5.78 billion at March 31, 2013 and \$5.67 billion at June 30, 2012. The commercial loan portfolio was \$2.40 billion at the end of the second quarter of 2013, up from commercial loans of \$2.33 billion at the end of the first quarter of 2013 and \$2.12 billion at the end of the same quarter last year. Consumer loans were \$3.46 billion at the end of the second quarter of 2013, up slightly from the end of the first quarter of 2013, and down from \$3.55 billion at the end of the second quarter of 2012 due to a decline in the residential mortgage and home equity loan portfolios that offset growth in other consumer lending. Average total loans and leases were \$5.78 billion during the second quarter of 2013, down from \$5.80 billion during the first quarter of 2013 and up from average total loans and leases of \$5.64 billion during the same quarter last year. Loan and lease portfolio balances, including the higher risk loans and leases outstanding, are summarized in Table 10.

Total deposits were \$11.45 billion at June 30, 2013, up from \$11.25 billion at March 31, 2013 due to growth in nearly all deposit categories. Total deposits were down from \$11.55 billion at June 30, 2012 primarily due to a reduction in public deposits. Average total deposits were \$11.24 billion in the second quarter of 2013, down from average deposits of \$11.29 billion during the previous quarter, and up from average deposits of \$10.62 billion during the same quarter last year.

During the second quarter of 2013, the Company repurchased 304.6 thousand shares of common stock at a total cost of \$15.0 million under its share repurchase program. The average cost was \$49.22 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through June 30, 2013, the Company has repurchased 50.7 million shares and returned over \$1.8 billion to shareholders at an average cost of \$36.44 per share. Remaining buyback authority under the share repurchase program was \$47.9 million at June 30, 2013. From July 1 through July 19, 2013, the Company has repurchased an additional 70.0 thousand shares of common stock at an average cost of \$53.51 per share.

Total shareholders' equity was \$0.99 billion at June 30, 2013, compared with \$1.03 billion at March 31, 2013 and \$1.0 billion at June 30, 2012. The ratio of tangible common equity to risk-weighted assets was 15.65 percent at the end of the second quarter of 2013, compared with 17.04 percent at the end of the first quarter of 2013, and 17.57 percent at the end of the same quarter last year. The Tier 1 leverage ratio at June 30, 2013 was 6.95 percent, up from 6.90 percent at March 31, 2013 and 6.57 percent at June 30, 2012.

The Company's Board of Directors declared a quarterly cash dividend of \$0.45 per share on the Company's outstanding shares. The dividend will be payable on September 16, 2013 to shareholders of record at the close of business on August 30, 2013.

Bank of Hawaii Corporation Second Quarter 2013 Financial Results Page 5

Hawaii Economy

Hawaii's economy continued to improve during the second quarter of 2013 led by tourism, the State's largest industry. For the first five months of 2013, total visitor arrivals increased by 5.7% and visitor spending increased by 5.1% compared to the same period in 2012. The statewide seasonally-adjusted unemployment rate was 4.6% in June 2013, compared to 5.1 percent at year-end and 7.6% nationally. For the first six months of 2013, the volume of single-family home sales on Oahu was 11.6% higher compared to the same period in 2012 and the volume of condominium sales on Oahu was 18.8% higher compared to the same period in 2012. As of June 30, 2013 Oahu single-family home inventory was 2.7 months compared to 3.9 months at June 30, 2012. Oahu condominium inventory was 2.7 months at June 30, 2013 compared to 4.2 months last year. Oahu median single-family home prices increased 9.2 percent in June compared to last year and 0.8 percent year-to-date. Oahu median condominium home prices increased 11.1 percent in June compared to last year and 6.8 percent year-to-date. More information on current Hawaii economic trends is presented in Table 15.

Conference Call Information

The Company will review its second quarter 2013 financial results today at 8:00 a.m. Hawaii Time. The conference call will be accessible via teleconference and via the Investor Relations link of Bank of Hawaii Corporation's web site, www.boh.com. Conference call participants located in the United States should dial (866) 788-0542. International participants should dial (857) 350-1680. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning Monday, July 22, 2013 by calling (888) 286-8010 in the United States or (617) 801-6888 internationally and entering the pass code number 45894681 when prompted. A replay will also be available via the Investor Relations link on the Company's web site.

Forward-Looking Statements

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

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

####

Financial Highlights Table 1a

		Thre	e Months Ended				Six	Months End	ed
	June 30,		March 31,		June 30,		,	June 30,	
(dollars in thousands, except per share amounts)	2013		2013		2012		2013		2012
For the Period:									
Operating Results									
Net Interest Income	\$ 87,340	\$	88,560	\$	95,381	\$	175,900	\$	193,329
Provision for Credit Losses	_		_		628		_		979
Γotal Noninterest Income	48,041		47,778		46,848		95,819		94,930
Total Noninterest Expense	81,181		84,387		80,747		165,568		165,954
Net Income	37,763		35,980		40,747		73,743		84,557
Basic Earnings Per Share	0.85		0.81		0.90		1.66		1.86
Diluted Earnings Per Share	0.85		0.81		0.90		1.65		1.85
Dividends Declared Per Share	0.45		0.45		0.45		0.90		0.90
Performance Ratios									
Return on Average Assets	1.12	%	1.08	%	1.19	%	1.10	%	1.24 %
Return on Average Shareholders' Equity	14.64		14.10		16.19		14.37		16.73
Efficiency Ratio ¹	59.96		61.90		56.77		60.93		57.57
Net Interest Margin ²	2.77		2.82		2.98		2.80		3.02
Dividend Payout Ratio ³	52.94		55.56		50.00		54.22		48.39
Average Shareholders' Equity to Average Assets	7.62		7.63		7.36		7.63		7.41
Average Balances									
Average Loans and Leases	\$ 5,781,898	\$	5,803,503	\$	5,641,588	\$	5,792,641	\$	5,602,473
Average Assets	13,572,329		13,557,358		13,750,488		13,564,885		13,715,859
Average Deposits	11,244,600		11,287,485		10,622,420		11,265,924		10,526,317
Average Shareholders' Equity	1,034,366		1,034,843		1,012,182		1,034,603		1,016,425
Per Share of Common Stock									
Book Value	\$ 22.09	\$	22.87	\$	22.18	\$	22.09	\$	22.18
Market Value									
Closing	50.32		50.81		45.95		50.32		45.95
High	52.17		50.91		49.99		52.17		49.99
Low	46.04		44.88		44.02		44.88		44.02
			June 30,		March 31,		December 31,		June 30,
			2013		2013		2012		2012
As of Period End:									
Balance Sheet Totals									
Loans and Leases							5.054.521	\$	5,671,483
		\$	5,859,152	\$	5,782,969	\$	5,854,521		
		\$	5,859,152 13,733,418	\$	5,782,969 13,525,667	\$	13,728,372		13,915,626
Total Assets		\$		\$		\$			
Total Assets Total Deposits		\$	13,733,418	\$	13,525,667	\$	13,728,372		13,915,626
Fotal Assets Fotal Deposits Long-Term Debt		S	13,733,418 11,449,198	\$	13,525,667 11,251,860	S	13,728,372 11,529,482		13,915,626 11,547,993
Total Assets Total Deposits Long-Term Debt Total Shareholders' Equity		S	13,733,418 11,449,198 174,727	\$	13,525,667 11,251,860 177,427	S	13,728,372 11,529,482 128,055		13,915,626 11,547,993 28,075
Total Assets Total Deposits Long-Term Debt Total Shareholders' Equity Asset Quality		s s	13,733,418 11,449,198 174,727	\$	13,525,667 11,251,860 177,427	\$ \$	13,728,372 11,529,482 128,055	\$	13,915,626 11,547,993 28,075
Total Assets Total Deposits Long-Term Debt Total Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets			13,733,418 11,449,198 174,727 986,368		13,525,667 11,251,860 177,427 1,026,104		13,728,372 11,529,482 128,055 1,021,665		13,915,626 11,547,993 28,075 1,003,825
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets			13,733,418 11,449,198 174,727 986,368		13,525,667 11,251,860 177,427 1,026,104		13,728,372 11,529,482 128,055 1,021,665		13,915,626 11,547,993 28,075 1,003,825
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets			13,733,418 11,449,198 174,727 986,368 124,575 36,431	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets Financial Ratios Allowance to Loans and Leases Outstanding			13,733,418 11,449,198 174,727 986,368 124,575 36,431	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets Financial Ratios Allowance to Loans and Leases Outstanding Fire 1 Capital Ratio			13,733,418 11,449,198 174,727 986,368 124,575 36,431 2.13 15.53	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374 2.19	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets Financial Ratios Allowance to Loans and Leases Outstanding Fier 1 Capital Ratio			13,733,418 11,449,198 174,727 986,368 124,575 36,431 2.13 15.53 16.79	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374 2.19 16.12 17.38	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083 2,20 16,13 17,39	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494 2.34 % 16.41 17.67
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets Financial Ratios Allowance to Loans and Leases Outstanding Fier 1 Capital Ratio Fotal Capital Ratio			13,733,418 11,449,198 174,727 986,368 124,575 36,431 2.13 15,53 16,79 6.95	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374 2.19 16.12 17.38 6.90	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083 2,20 16,13 17,39 6,83	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494 2.34 % 16.41 17.67 6.57
Fotal Assets Fotal Deposits Long-Term Debt Fotal Shareholders' Equity Asset Quality Allowance for Loan and Lease Losses Non-Performing Assets Financial Ratios Allowance to Loans and Leases Outstanding Fier 1 Capital Ratio			13,733,418 11,449,198 174,727 986,368 124,575 36,431 2.13 15.53 16.79	s	13,525,667 11,251,860 177,427 1,026,104 126,878 38,374 2.19 16.12 17.38	s	13,728,372 11,529,482 128,055 1,021,665 128,857 37,083 2,20 16,13 17,39	s	13,915,626 11,547,993 28,075 1,003,825 132,443 41,494 2.34 % 16.41 17.67

Non-Financial Data

Full-Time Equivalent Employees	2,227	2,269	2,276	2,312
Branches and Offices	75	75	76	77
ATMs	486	489	494	494

 $^{{\}small 1\ Efficiency\ ratio\ is\ defined\ as\ noninterest\ expense\ divided\ by\ total\ revenue\ (net\ interest\ income\ and\ total\ noninterest\ income)}.$

 $^{{\}small 2} Net interest \, margin \, is \, defined \, as \, net \, interest \, income, \, on \, a \, taxable-equivalent \, basis, \, as \, a \, percentage \, of \, average \, earning \, assets.$

³ Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

⁴ 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

Reconciliation of Non-GAAP Financial Measures	¥ 40		35 1 24				Table 1b
	June 30,		March 31,		December 31,		June 30,
(dollars in thousands)	2013		2013		2012		2012
Total Shareholders' Equity	\$ 986,368	\$	1,026,104	\$	1,021,665	\$	1,003,825
Less: Goodwill	31,517		31,517		31,517		31,517
Intangible Assets	8		21		33		58
Tangible Common Equity	\$ 954,843	\$	994,566	\$	990,115	\$	972,250
Total Assets	\$ 13,733,418	\$	13,525,667	\$	13,728,372	\$	13,915,626
Less: Goodwill	31,517		31,517		31,517		31,517
Intangible Assets	8		21		33		58
Tangible Assets	\$ 13,701,893	\$	13,494,129	\$	13,696,822	\$	13,884,051
Risk-Weighted Assets, determined in accordance							
with prescribed regulatory requirements	\$ 6,099,770	\$	5,836,354	\$	5,744,722	\$	5,532,285
Total Shareholders' Equity to Total Assets	7.18%	6	7.59%	6	7.44%	6	7.21%
Tangible Common Equity to Tangible Assets (Non-GAAP)	6.97%	6	7.37%	6	7.23%	6	7.00%
Tier 1 Capital Ratio	15.53%	6	16.12%	6	16.13%	6	16.41%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)	15.65%	6	17.04%	6	17.24%	6	17.57%

Net Significant Income Items Table 2

		Thr	ee Months Ended			Six Months	Ended
	-	June 30,	March 31,	June 30,	-	June 3	30,
(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		2,303	1,979	3,163		4,282	6,163
Separation Expense		(864)	(1,475)	(405)		(2,339)	(822)
PC Refresh		_	_	_		_	(1,163)
Significant Income Items Before the Provision for Income Taxes		1,439	504	2,758		1,943	6,651
Income Taxes Impact Related to Lease Transactions		_	_	_		_	(2,733)
Release of Tax Reserve		(1,090)	_	_		(1,090)	_
Income Tax Impact		504	176	965		680	1,112
Net Significant Income Items	\$	2,025 \$	328 \$	1,793	\$	2,353 \$	8,272

Consolidated Statements of Income

Table 3

			Three M	Months Ended			Six Mon	hs Ended
		June 30,		March 31,	June 30,		Ju	ne 30,
(dollars in thousands, except per share amounts)		2013		2013	2012		2013	201
Interest Income								
Interest and Fees on Loans and Leases	\$	62,729	\$	62,820	\$ 63,910	\$	125,549 \$	128,60
Income on Investment Securities								
Available-for-Sale		15,073		15,851	16,988		30,924	34,70
Held-to-Maturity		19,189		19,854	25,054		39,043	51,46
Deposits		1		3	1		4	
Funds Sold		74		59	119		133	24
Other		285		284	281		569	56
Total Interest Income		97,351		98,871	106,353		196,222	215,58
Interest Expense								
Deposits		2,579		2,646	3,219		5,225	6,69
Securities Sold Under Agreements to Repurchase		6,751		7,005	7,250		13,756	14,55
Funds Purchased		10		22	5		32	1
Long-Term Debt		671		638	498		1,309	99
Total Interest Expense		10,011		10,311	10,972		20,322	22,25
Net Interest Income		87,340		88,560	95,381		175,900	193,32
Provision for Credit Losses		_		_	628		_	97
Net Interest Income After Provision for Credit Losses		87,340		88,560	94,753		175,900	192,35
Noninterest Income		<u> </u>					<u> </u>	-
Trust and Asset Management		12,089		11,886	11,195		23,975	22,11
Mortgage Banking		5,820		6,411	7,581		12,231	12,63
Service Charges on Deposit Accounts		9,112		9,301	9,225		18,413	18,81
Fees, Exchange, and Other Service Charges		13,133		11,934	12,326		25,067	24,72
Investment Securities Losses, Net		_		_	_		_	(9
Insurance		2,393		2,325	2,399		4,718	4,67
Bank-Owned Life Insurance		1,335		1,297	1,739		2,632	3,22
Other		4,159		4,624	2,383		8,783	8,83
Total Noninterest Income		48,041		47,778	46,848		95,819	94,93
Noninterest Expense								
Salaries and Benefits		45,341		48,675	44,037		94,016	91,06
Net Occupancy		9,661		9,635	10,058		19,296	20,57
Net Equipment		4,380		4,577	4,669		8,957	10,49
Data Processing		3,050		3,266	3,160		6,316	6,74
Professional Fees		2,391		2,226	2,386		4,617	4,51
FDIC Insurance		1,949		1,949	2,088		3,898	4,15
Other		14,409		14,059	14,349		28,468	28,40
Total Noninterest Expense		81,181		84,387	80,747		165,568	165,95
Income Before Provision for Income Taxes		54,200		51,951	60,854		106,151	121,32
Provision for Income Taxes		16,437		15,971	20,107		32,408	36,76
Net Income	\$	37,763	\$	35,980	\$ 40,747	\$	73,743 \$	
Basic Earnings Per Share	\$	0.85	\$	0.81	\$ 0.90	\$	1.66 \$	1.8
Diluted Earnings Per Share	\$	0.85		0.81	0.90	\$	1.65 \$	
Dividends Declared Per Share	\$	0.45		0.45	0.45	\$	0.90 \$	
Basic Weighted Average Shares	•	44,493,069	•	44,545,092	45,221,293	*	44,518,629	45,465,91
Diluted Weighted Average Shares		44,608,497		44,686,632	45,347,368		44,644,348	45,610,48

Consolidated Statements of Comprehensive Income (Loss)

	Th	ree Months Ended		Six Moi	nths Ended
	 June 30,	March 31,	June 30,	 June 3	30,
(dollars in thousands)	2013	2013	2012	2013	2012
Net Income	\$ 37,763 \$	35,980 \$	40,747	\$ 73,743 \$	84,557
Other Comprehensive Income (Loss), Net of Tax:					
Net Unrealized Gains (Losses) on Investment Securities	(46,572)	(9,641)	3,387	(56,213)	(3,067)
Defined Benefit Plans	201	78	153	279	306
Total Other Comprehensive Income (Loss)	(46,371)	(9,563)	3,540	(55,934)	(2,761)
Comprehensive Income (Loss)	\$ (8,608) \$	26,417 \$	44,287	\$ 17,809 \$	81,796

Table 4

	June 30,	March 31,	December 31,	June 30,
(dollars in thousands)	2013	2013	2012	2012
Assets				
Interest-Bearing Deposits	\$ 4,635 \$	4,840 \$	3,393 \$	3,057
Funds Sold	329,922	130,734	185,682	499,338
Investment Securities				
Available-for-Sale	2,815,408	3,290,850	3,367,557	3,339,472
Held to Maturity (Fair Value of \$4,036,197; \$3,679,208;				
\$3,687,676; and \$3,828,954)	4,027,829	3,597,810	3,595,065	3,729,665
Loans Held for Sale	25,880	24,015	21,374	14,223
Loans and Leases	5,859,152	5,782,969	5,854,521	5,671,483
Allowance for Loan and Lease Losses	(124,575)	(126,878)	(128,857)	(132,443)
Net Loans and Leases	5,734,577	5,656,091	5,725,664	5,539,040
Total Earning Assets	12,938,251	12,704,340	12,898,735	13,124,795
Cash and Noninterest-Bearing Deposits	136,386	147,796	163,786	131,845
Premises and Equipment	105,752	104,844	105,005	107,421
Customers' Acceptances	114	152	173	176
Accrued Interest Receivable	43,375	46,183	43,077	45,044
Foreclosed Real Estate	3,256	3,318	3,887	2,569
Mortgage Servicing Rights	27,631	26,540	25,240	23,254
Goodwill	31,517	31,517	31,517	31,517
Other Assets	447,136	460,977	456,952	449,005
Total Assets	\$ 13,733,418 \$	13,525,667 \$	13,728,372 \$	13,915,626
Liabilities				
Deposits				
Noninterest-Bearing Demand	\$ 3,396,835 \$	3,336,406 \$	3,367,185 \$	3,105,798
Interest-Bearing Demand	2,269,196	2,127,550	2,163,473	2,063,070
Savings	4,433,042	4,451,143	4,399,316	4,435,894
Time	1,350,125	1,336,761	1,599,508	1,943,231
Total Deposits	11,449,198	11,251,860	11,529,482	11,547,993
Funds Purchased	9,983	66,296	11,296	13,756
Securities Sold Under Agreements to Repurchase	866,237	748,718	758,947	1,065,653
Long-Term Debt	174,727	177,427	128,055	28,075
Banker's Acceptances	114	152	173	176
Retirement Benefits Payable	47,318 4,399	47,423 5,772	47,658 4,776	41,812 5,114
Accrued Interest Payable Taxes Payable and Deferred Taxes	48,947	93,906	88,014	86,095
Other Liabilities	146,127	108,009	138,306	123,127
Total Liabilities	 12,747,050	12,499,563	12,706,707	12,911,801
Shareholders' Equity	12,717,030	12,199,303	12,700,707	12,711,001
Common Stock (\$.01 par value; authorized 500,000,000 shares;				
· · · · · · · · · · · · · · · · · · ·				
issued / outstanding: June 30, 2013 - 57,488,745 / 44,644,596;				
March 31, 2013 - 57,465,782 / 44,861,335;				
December 31, 2012 - 57,319,352 / 44,754,835;				
and June 30, 2012 - 57,301,892 / 45,248,277)	572	572	571	571
Capital Surplus	518,804	517,327	515,619	511,729
Accumulated Other Comprehensive Income (Loss)	(26,726)	19,645	29,208	32,502
Retained Earnings	1,115,594	1,098,674	1,084,477	1,044,588
Treasury Stock, at Cost (Shares: June 30, 2013 - 12,844,149;				
March 31, 2013 - 12,604,447; December 31, 2012 - 12,564,517;				
and June 30, 2012 - 12,053,615)	(621,876)	(610,114)	(608,210)	(585,565)
Total Shareholders' Equity	986,368	1,026,104	1,021,665	1,003,825
Total Liabilities and Shareholders' Equity	\$ 13,733,418 \$	13,525,667 \$	13,728,372 \$	13,915,626

Consolidated Statements of Shareholders' Equity

				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, 2012	44,754,835 \$	571 \$	515,619 \$	29,208 \$	1,084,477 \$	(608,210) \$	1,021,665
Net Income	_	_	_	_	73,743	_	73,743
Other Comprehensive Loss	_	_	_	(55,934)	_	_	(55,934)
Share-Based Compensation	_	_	2,732	_	_	_	2,732
Common Stock Issued under Purchase and Equity							
Compensation Plans and Related Tax Benefits	379,870	1	453	_	(2,235)	10,294	8,513
Common Stock Repurchased	(490,109)	_	_	_	_	(23,960)	(23,960)
Cash Dividends Paid (\$0.90 per share)	_	_	_	_	(40,391)	_	(40,391)
Balance as of June 30, 2013	44,644,596 \$	572 \$	518,804 \$	(26,726) \$	1,115,594 \$	(621,876) \$	986,368
Balance as of December 31, 2011	45,947,116 \$	571 \$	507,558 \$	35,263 \$	1,003,938 \$	(544,663) \$	1,002,667
Net Income	_	_	_	_	84,557	_	84,557
Other Comprehensive Loss	_	_	_	(2,761)	_	_	(2,761)
Share-Based Compensation	_	_	3,723	_	_	_	3,723
Common Stock Issued under Purchase and Equity							
Compensation Plans and Related Tax Benefits	400,094	_	448	_	(2,758)	10,684	8,374
Common Stock Repurchased	(1,098,933)	_	_	_	_	(51,586)	(51,586)
Cash Dividends Paid (\$0.90 per share)	_	_	_	_	(41,149)	_	(41,149)
Balance as of June 30, 2012	45,248,277 \$	571 \$	511,729 \$	32,502 \$	1,044,588 \$	(585,565) \$	1,003,825

	Three M	Months Ended			Three	Months Ended	il		Three	Months Ended	
	June	e 30, 2013			Ma	rch 31, 2013			Jui	ne 30, 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	\$ 4.5 \$	· -	0.06 %	6 \$	4.0 \$	_	0.32	% \$	3.0	-	0.12 %
Funds Sold	168.3	0.1	0.18		156.4	0.1	0.15		237.8	0.1	0.20
Investment Securities											
Available-for-Sale	3,212.2	17.4	2.17		3,322.1	18.2	2.19		3,410.4	19.4	2.27
Held-to-Maturity	3,714.3	19.2	2.07		3,578.1	19.8	2.22		3,788.9	25.1	2.65
Loans Held for Sale	22.9	0.2	3.87		18.3	0.2	3.94		12.1	0.1	4.22
Loans and Leases 1											
Commercial and Industrial	855.5	7.8	3.65		822.9	7.6	3.75		786.3	7.7	3.93
Commercial Mortgage	1,114.8	11.3	4.08		1,093.4	11.1	4.10		953.5	10.4	4.40
Construction	107.5	1.2	4.61		115.5	1.4	5.04		99.7	1.3	5.07
Commercial Lease Financing	265.2	1.6	2.36		272.7	1.6	2.41		284.5	1.7	2.36
Residential Mortgage	2,252.1	25.5	4.53		2,311.6	25.9	4.49		2,371.7	27.9	4.71
Home Equity	752.9	7.8	4.15		767.9	7.9	4.16		772.3	8.4	4.36
Automobile	225.0	3.1	5.51		214.1	3.0	5.61		193.7	2.9	6.03
Other ²	208.9	4.3	8.22		205.4	4.2	8.33		179.9	3.6	8.12
Total Loans and Leases	5,781.9	62.6	4.34		5,803.5	62.7	4.36		5,641.6	63.9	4.54
Other	78.6	0.3	1.45		79.1	0.3	1.44		80.0	0.3	1.41
Total Earning Assets 3	12,982.7	99.8	3.08		12,961.5	101.3	3.14		13,173.8	108.9	3.31
Cash and Noninterest-Bearing Deposits	136.8				141.9				131.7		
Other Assets	452.8				454.0				445.0		
Total Assets	\$ 13,572.3			\$	13,557.4			\$	13,750.5		
Interest-Bearing Liabilities											
Interest-Bearing Deposits											
Demand	\$ 2,106.0	0.2	0.03	\$	2,060.7	0.1	0.03	\$	1,906.1	0.1	0.03
Savings	4,451.1	1.0	0.09		4,408.4	1.0	0.09		4,444.5	1.1	0.10
Time	1,381.4	1.4	0.42		1,512.9	1.5	0.41		1,253.9	2.0	0.63
Total Interest-Bearing Deposits	7,938.5	2.6	0.13		7,982.0	2.6	0.13		7,604.5	3.2	0.17
Short-Term Borrowings	29.4	_	0.12		58.1	_	0.15		15.0	_	0.14
Securities Sold Under Agreements											
to Repurchase	800.1	6.7	3.34		756.1	7.0	3.71		1,808.5	7.3	1.59
Long-Term Debt	177.3	0.7	1.52		157.1	0.7	1.63		30.6	0.5	6.51
Total Interest-Bearing Liabilities	8,945.3	10.0	0.44		8,953.3	10.3	0.46		9,458.6	11.0	0.46
Net Interest Income	9	89.8			\$	91.0			<u>:</u>	97.9	_
Interest Rate Spread	=		2.64 %	6	_		2.68	%	-		2.85 %
Net Interest Margin			2.77 %	6			2.82	%			2.98 %
Noninterest-Bearing Demand Deposits	3,306.1				3,305.5				3,017.9		
Other Liabilities	286.5				263.8				261.8		
Shareholders' Equity	1,034.4				1,034.8				1,012.2		
				_							
Total Liabilities and											

¹ Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

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

³ Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$2,490,000, \$2,411,000 and \$2,481,000 for the three months ended June 30, 2013, March 31, 2013, and June 30, 2012, respectively.

	Six Mon	ths Ended			Six	Months Ended	
	June 3	0, 2013			Jı	une 30, 2012	
	 Average	Income/	Yield/		Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate		Balance	Expense	Rate
Earning Assets							
Interest-Bearing Deposits	\$ 4.2 \$	_	0.18	% \$	3.1	\$ —	0.19 %
Funds Sold	162.4	0.1	0.16		250.1	0.2	0.20
Investment Securities							
Available-for-Sale	3,266.9	35.6	2.18		3,431.0	39.0	2.28
Held-to-Maturity	3,646.6	39.1	2.14		3,763.1	51.5	2.74
Loans Held for Sale	20.6	0.4	3.90		12.0	0.3	4.22
Loans and Leases 1							
Commercial and Industrial	839.3	15.4	3.70		796.1	15.8	3.98
Commercial Mortgage	1,104.1	22.4	4.09		947.6	21.0	4.45
Construction	111.5	2.7	4.83		101.6	2.6	5.21
Commercial Lease Financing	268.9	3.2	2.38		289.4	3.4	2.35
Residential Mortgage	2,281.7	51.5	4.51		2,318.0	55.7	4.80
Home Equity	760.4	15.7	4.15		775.6	16.9	4.39
Automobile	219.5	6.0	5.56		193.4	5.9	6.12
Other ²	207.2	8.5	8.28		180.8	7.3	8.10
Total Loans and Leases	5,792.6	125.4	4.35		5,602.5	128.6	4.60
Other	78.8	0.5	1.44		80.0	0.6	1.40
Total Earning Assets ³	12,972.1	201.1	3.11		13,141.8	220.2	3.36
Cash and Noninterest-Bearing Deposits	139.4				134.5		
Other Assets	453.4				439.6		
Total Assets	\$ 13,564.9			\$	13,715.9	- =	
Interest-Bearing Liabilities							
Interest-Bearing Deposits							
Demand	\$ 2,083.4	0.3	0.03	\$	1,886.6	0.2	0.03
Savings	4,429.9	1.9	0.09		4,441.8	2.4	0.11
Time	1,446.8	3.0	0.42		1,257.0	4.1	0.64
Total Interest-Bearing Deposits	7,960.1	5.2	0.13		7,585.4	6.7	0.18
Short-Term Borrowings	43.7	_	0.14		15.3	_	0.13
Securities Sold Under Agreements to Repurchase	778.2	13.8	3.52		1,862.3	14.6	1.55
Long-Term Debt	167.3	1.3	1.57		30.7	1.0	6.50
Total Interest-Bearing Liabilities	8,949.3	20.3	0.45		9,493.7	22.3	0.47
Net Interest Income	\$	180.8				\$ 197.9	
Interest Rate Spread	_		2.66	%			2.89 %
Net Interest Margin			2.80				3.02 %
Noninterest-Bearing Demand Deposits	3,305.8				2,940.9		
Other Liabilities	275.2				264.9		
Shareholders' Equity	1,034.6				1,016.4		
Total Liabilities and Shareholders' Equity	\$ 13,564.9			\$	13,715.9	-	

¹ Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

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

³ Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$4,901,000 and \$4,551,000 for the six months ended June 30, 2013 and 2012, respectively.

	Three Mon	ths Ended June 30, 2	2013			
	Compared to March 31, 2013					
(dollars in millions)	Volume 1	Rate 1	Total			
Change in Interest Income:						
Investment Securities						
Available-for-Sale	\$ (0.6) \$	(0.2) \$	(0.8)			
Held-to-Maturity	0.8	(1.4)	(0.6)			
Loans and Leases						
Commercial and Industrial	0.4	(0.2)	0.2			
Commercial Mortgage	0.3	(0.1)	0.2			
Construction	(0.1)	(0.1)	(0.2)			
Residential Mortgage	(0.7)	0.3	(0.4)			
Home Equity	(0.1)	_	(0.1)			
Automobile	0.2	(0.1)	0.1			
Other ²	0.1	_	0.1			
Total Loans and Leases	0.1	(0.2)	(0.1)			
Total Change in Interest Income	0.3	(1.8)	(1.5)			
Change in Interest Expense:						
Interest-Bearing Deposits						
Demand	_	0.1	0.1			
Time	(0.1)	_	(0.1)			
Total Interest-Bearing Deposits	(0.1)	0.1	_			
Securities Sold Under Agreements to Repurchase	0.4	(0.7)	(0.3)			
Long-Term Debt	0.1	(0.1)	_			
Total Change in Interest Expense	0.4	(0.7)	(0.3)			
Change in Net Interest Income	\$ (0.1) \$	(1.1) \$	(1.2)			

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

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

	Three Montl	ns Ended June 30, 20	013
	 Compa	red to June 30, 2012	
(dollars in millions)	Volume 1	Rate 1	Total
Change in Interest Income:			
Investment Securities			
Available-for-Sale	\$ (1.1) \$	(0.9) \$	(2.0)
Held-to-Maturity	(0.5)	(5.4)	(5.9)
Loans Held for Sale	0.1	_	0.1
Loans and Leases			
Commercial and Industrial	0.7	(0.6)	0.1
Commercial Mortgage	1.7	(0.8)	0.9
Construction	_	(0.1)	(0.1)
Commercial Lease Financing	(0.1)	_	(0.1)
Residential Mortgage	(1.4)	(1.0)	(2.4)
Home Equity	(0.2)	(0.4)	(0.6)
Automobile	0.5	(0.3)	0.2
Other ²	0.6	0.1	0.7
Total Loans and Leases	1.8	(3.1)	(1.3)
Total Change in Interest Income	0.3	(9.4)	(9.1)
Change in Interest Expense:			
Interest-Bearing Deposits			
Demand	_	0.1	0.1
Savings	_	(0.1)	(0.1)
Time	0.2	(0.8)	(0.6)
Total Interest-Bearing Deposits	0.2	(0.8)	(0.6)
Securities Sold Under Agreements to Repurchase	(5.5)	4.9	(0.6)
Long-Term Debt	0.8	(0.6)	0.2
Total Change in Interest Expense	(4.5)	3.5	(1.0)
Change in Net Interest Income	\$ 4.8 \$	(12.9) \$	(8.1)

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

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

	Six Month	ns Ended June 30, 20)13
	Compa	red to June 30, 2012	
(dollars in millions)	 Volume 1	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ (0.1) \$	— \$	(0.1)
Investment Securities			
Available-for-Sale	(1.8)	(1.6)	(3.4)
Held-to-Maturity	(1.5)	(10.9)	(12.4)
Loans Held for Sale	0.1	_	0.1
Loans and Leases			
Commercial and Industrial	0.8	(1.2)	(0.4)
Commercial Mortgage	3.2	(1.8)	1.4
Construction	0.3	(0.2)	0.1
Commercial Lease Financing	(0.3)	0.1	(0.2)
Residential Mortgage	(0.9)	(3.3)	(4.2)
Home Equity	(0.3)	(0.9)	(1.2)
Automobile	0.7	(0.6)	0.1
Other ²	1.1	0.1	1.2
Total Loans and Leases	4.6	(7.8)	(3.2)
Other	(0.1)	_	(0.1)
Total Change in Interest Income	1.2	(20.3)	(19.1)
Change in Interest Expense:			
Interest-Bearing Deposits			
Demand	_	0.1	0.1
Savings	_	(0.5)	(0.5)
Time	0.5	(1.6)	(1.1)
Total Interest-Bearing Deposits	0.5	(2.0)	(1.5)
Securities Sold Under Agreements to Repurchase	(11.8)	11.0	(0.8)
Long-Term Debt	1.5	(1.2)	0.3
Total Change in Interest Expense	(9.8)	7.8	(2.0)
Change in Net Interest Income	\$ 11.0 \$	(28.1) \$	(17.1)

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

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

Salaries and Benefits Table 9

		Tì	ree Months Ended		Six Months Ended			
	<u> </u>	June 30,	March 31,	June 30,	 June 30),		
(dollars in thousands)		2013	2013	2012	2013	2012		
Salaries	\$	28,690 \$	29,078 \$	27,831	\$ 57,768 \$	56,518		
Incentive Compensation		3,861	3,784	4,132	7,645	8,186		
Share-Based Compensation		1,305	1,136	1,758	2,441	3,443		
Commission Expense		1,983	1,781	1,754	3,764	3,290		
Retirement and Other Benefits		3,594	4,368	3,481	7,962	7,871		
Payroll Taxes		2,576	4,240	2,437	6,816	6,255		
Medical, Dental, and Life Insurance		2,468	2,813	2,239	5,281	4,676		
Separation Expense		864	1,475	405	2,339	822		
Total Salaries and Benefits	\$	45,341 \$	48,675 \$	44,037	\$ 94,016 \$	91,061		

Loan and Lease Portfolio Balances

Table 10

Loan and Least I of tiono Dalances					Table 10
	June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	2013	2013	2012	2012	2012
Commercial					
Commercial and Industrial	\$ 875,702 \$	834,801 \$	829,512 \$	808,621 \$	781,688
Commercial Mortgage	1,160,977	1,104,718	1,097,425	1,039,556	961,984
Construction	107,016	117,797	113,987	101,818	97,668
Lease Financing	257,067	269,107	274,969	277,328	281,020
Total Commercial	2,400,762	2,326,423	2,315,893	2,227,323	2,122,360
Consumer					
Residential Mortgage	2,252,117	2,275,209	2,349,916	2,392,871	2,401,331
Home Equity	751,790	757,877	770,376	770,284	766,839
Automobile	233,475	220,362	209,832	200,788	194,339
Other 1	221,008	203,098	208,504	191,038	186,614
Total Consumer	3,458,390	3,456,546	3,538,628	3,554,981	3,549,123
Total Loans and Leases	\$ 5,859,152 \$	5,782,969 \$	5,854,521 \$	5,782,304 \$	5,671,483

Higher Risk Loans and Leases Outstanding

	June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	2013	2013	2012	2012	2012
Residential Land Loans ²	\$ 13,708 \$	13,996 \$	14,984 \$	16,513 \$	16,703
Home Equity Loans 3	13,578	20,786	19,914	19,774	22,029
Air Transportation ⁴	26,436	27,115	27,782	27,765	27,633
Total Higher Risk Loans	\$ 53,722 \$	61,897 \$	62,680 \$	64,052 \$	66,365

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

Deposits

	June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	2013	2013	2012	2012	2012
Consumer	\$ 5,626,515 \$	5,607,862 \$	5,537,624 \$	5,369,724 \$	5,360,325
Commercial	4,537,120	4,505,835	4,576,410	4,394,745	4,403,095
Public and Other	1,285,563	1,138,163	1,415,448	1,456,078	1,784,573
Total Deposits	\$ 11,449,198 \$	11,251,860 \$	11,529,482 \$	11,220,547 \$	11,547,993

² 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.

³ 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%.

 $^{^4\} We\ consider\ all\ of\ our\ air\ transportation\ leases\ to\ be\ of\ higher\ risk\ due\ to\ the\ weak\ financial\ profile\ of\ the\ industry.$

Non-Performing Assets and Accruing Loans and Leases Past Due 90) Days or	More					Table 11			
		June 30,		March 31,		December 31,	September 30,		June 30,	
(dollars in thousands)		2013		2013		2012	2012		2012	
Non-Performing Assets										
Non-Accrual Loans and Leases										
Commercial										
Commercial and Industrial	\$	4,909	\$	5,033	\$	5,534 \$	5,635	\$	5,778	
Commercial Mortgage		2,772		2,910		3,030	2,671		2,737	
Construction		_		_		833	953		1,182	
Lease Financing		16		_		_	_		_	
Total Commercial		7,697		7,943		9,397	9,259		9,697	
Consumer										
Residential Mortgage		22,876		24,700		21,725	25,456		26,803	
Home Equity		2,602		2,413		2,074	2,502		2,425	
Total Consumer		25,478		27,113		23,799	27,958		29,228	
Total Non-Accrual Loans and Leases		33,175		35,056		33,196	37,217		38,925	
Foreclosed Real Estate		3,256		3,318		3,887	3,067		2,569	
Total Non-Performing Assets	\$	36,431	\$	38,374	\$	37,083 \$	40,284	\$	41,494	
Accruing Loans and Leases Past Due 90 Days or More										
Commercial										
	¢		c	220	e	27 €		•	1	
Commercial and Industrial Total Commercial	\$		3	230	\$	27 \$ 27		\$	1	
				230		21			1	
Consumer		6.076		5.067		6.000	2.000		4.220	
Residential Mortgage		6,876		5,967		6,908	3,988		4,229	
Home Equity		2,768		4,538		2,701	2,755		2,445	
Automobile		95		241		186	154		98	
Other ¹		855		676		587	578		395	
Total Consumer	\$	10,594	e	11,422	•	10,382	7,475	•	7,167	
Total Accruing Loans and Leases Past Due 90 Days or More	3	10,594)	11,652	\$	10,409 \$	7,475	3	7,168	
Restructured Loans on Accrual Status	\$	39,154	c	20.065	\$	31,844 \$	21.426	•	21 124	
and Not Past Due 90 Days or More				5 782 060			5 792 304		31,124	
Total Loans and Leases	\$	5,859,152	3	5,782,969	3	5,854,521 \$	5,782,304	3	5,671,483	
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.57%		0.61%	, D	0.57%	0.649	%	0.69%	
Ratio of Non-Performing Assets to Total Loans and Leases,										
and Foreclosed Real Estate		0.62%		0.66%	ó	0.63%	0.709	%	0.73%	
D. C.										
Ratio of Commercial Non-Performing Assets to Total Commercial		0.250/		0.200		0.450/	0.46	.,	0.510	
Loans and Leases, and Commercial Foreclosed Real Estate		0.37%		0.39%	0	0.45%	0.469	⁷ 0	0.519	
Ratio of Consumer Non-Performing Assets to Total Consumer										
Loans and Leases and Consumer Foreclosed Real Estate		0.80%		0.85%	Ď	0.75%	0.849	%	0.87%	
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		0.80%		0.86%	<u>.</u>	0.81%	0.839	1/_	0.869	
and 1 orecrosed real Estate		0.0070		0.007	U	0.0170	0.03	/ 0	0.007	
Quarter to Quarter Changes in Non-Performing Assets										
Balance at Beginning of Quarter	\$	38,374	\$	37,083	\$	40,284 \$	41,494	\$	41,406	
Additions		2,647		7,304		3,837	2,878		7,574	
Reductions										
Payments		(1,306)		(2,630)		(3,994)	(2,408)		(2,942)	
Return to Accrual Status		(1,978)		(1,132)		(728)	(1,083))	(2,085)	
Sales of Foreclosed Real Estate		(1,257)		(1,910)		(1,354)	(424))	(2,247)	
Charge-offs/Write-downs		(49)		(341)		(962)	(173)	1	(212)	
Total Reductions		(4,590)		(6,013)		(7,038)	(4,088)		(7,486)	
Balance at End of Quarter	\$	36,431	\$	38,374	\$	37,083 \$	40,284	\$	41,494	

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

Reserve for Credit Losses Table 12

			hree Months Ended	1	Six Months Ended			
		June 30,	March 31,	June 30,		Jur	ne 30,	
(dollars in thousands)		2013	2013	2012		2013	2012	
Balance at Beginning of Period	\$	132,297 \$	134,276 \$	141,025	\$	134,276 \$	144,025	
Loans and Leases Charged-Off								
Commercial								
Commercial and Industrial		(266)	(382)	(1,078)		(648)	(2,509)	
Construction		_	_	_		_	(330)	
Consumer								
Residential Mortgage		(188)	(1,235)	(1,369)		(1,423)	(2,949)	
Home Equity		(2,016)	(1,377)	(1,657)		(3,393)	(4,098)	
Automobile		(429)	(575)	(438)		(1,004)	(964)	
Other ¹		(1,805)	(1,730)	(1,394)		(3,535)	(2,845)	
Total Loans and Leases Charged-Off		(4,704)	(5,299)	(5,936)		(10,003)	(13,695)	
Recoveries on Loans and Leases Previously Charged-Off								
Commercial								
Commercial and Industrial		437	438	524		875	2,457	
Commercial Mortgage		14	10	10		24	34	
Construction		8	338	_		346	_	
Lease Financing		11	11	11		22	83	
Consumer								
Residential Mortgage		634	788	376		1,422	1,042	
Home Equity		335	748	165		1,083	735	
Automobile		456	461	482		917	1,020	
Other ¹		506	526	577		1,032	1,182	
Total Recoveries on Loans and Leases Previously Charged-Off		2,401	3,320	2,145		5,721	6,553	
Net Loans and Leases Charged-Off		(2,303)	(1,979)	(3,791)		(4,282)	(7,142)	
Provision for Credit Losses		_	_	628		_	979	
Provision for Unfunded Commitments		500	_	_		500	_	
Balance at End of Period ²	\$	130,494 \$	132,297 \$	137,862	\$	130,494 \$	137,862	
Components								
Allowance for Loan and Lease Losses	\$	124,575 \$	126,878 \$	132,443	\$	124,575 \$	132,443	
Reserve for Unfunded Commitments	•	5,919	5,419	5,419		5,919	5,419	
Total Reserve for Credit Losses	\$	130,494 \$	132,297 \$	137,862	\$	130,494 \$	137,862	
Average Loans and Leases Outstanding	\$	5,781,898 \$	5,803,503 \$	5,641,588	\$	5,792,641 \$	5,602,473	
Ratio of Net Loans and Leases Charged-Off to								
Average Loans and Leases Outstanding (annualized)		0.16%	0.14%	0.27%		0.15%	0.26%	
Ratio of Allowance for Loan and Lease Losses to Loans								
and Leases Outstanding		2.13%	2.19%	2.34%		2.13%	2.34%	

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

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

	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Three Months Ended June 30, 2013					
Net Interest Income	\$ 35,725 \$	28,554 \$	2,594 \$	20,467 \$	87,340
Provision for Credit Losses	1,857	472	(12)	(2,317)	_
Net Interest Income After Provision for Credit Losses	33,868	28,082	2,606	22,784	87,340
Noninterest Income	20,871	9,117	15,288	2,765	48,041
Noninterest Expense	(43,540)	(22,011)	(13,135)	(2,495)	(81,181)
Income Before Income Taxes	11,199	15,188	4,759	23,054	54,200
Provision for Income Taxes	(4,144)	(5,177)	(1,761)	(5,355)	(16,437)
Net Income	7,055	10,011	2,998	17,699	37,763
Total Assets as of June 30, 2013	\$ 3,283,634 \$	2,567,461 \$	188,871 \$	7,693,452 \$	13,733,418
Three Months Ended June 30, 2012					
Net Interest Income	\$ 39,118 \$	30,817 \$	3,150 \$	22,296 \$	95,381
Provision for Credit Losses	3,334	157	301	(3,164)	628
Net Interest Income After Provision for Credit Losses	35,784	30,660	2,849	25,460	94,753
Noninterest Income	22,376	8,552	14,071	1,849	46,848
Noninterest Expense	(44,164)	(21,577)	(13,415)	(1,591)	(80,747)
Income Before Income Taxes	13,996	17,635	3,505	25,718	60,854
Provision for Income Taxes	(5,178)	(6,042)	(1,297)	(7,590)	(20,107)
Net Income	8,818	11,593	2,208	18,128	40,747
Total Assets as of June 30, 2012 1	\$ 3,344,319 \$	2,289,255 \$	189,008 \$	8,093,044 \$	13,915,626

¹ Certain prior period information has been reclassified to conform to current presentation.

Business Segments Selected Financial Information

	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Six Months Ended June 30, 2013					
Net Interest Income	\$ 71,634	\$ 58,426	\$ 5,365	\$ 40,475	\$ 175,900
Provision for Credit Losses	4,035	301	(33)	(4,303)	_
Net Interest Income After Provision for Credit Losses	67,599	58,125	5,398	44,778	175,900
Noninterest Income	41,355	18,517	30,098	5,849	95,819
Noninterest Expense	(87,994)	(44,895)	(27,270)	(5,409)	(165,568)
Income Before Income Taxes	20,960	31,747	8,226	45,218	106,151
Provision for Income Taxes	(7,755)	(10,849)	(3,044)	(10,760)	(32,408)
Net Income	13,205	20,898	5,182	34,458	73,743
Total Assets as of June 30, 2013	\$ 3,283,634	\$ 2,567,461	\$ 188,871	\$ 7,693,452	\$ 13,733,418
Six Months Ended June 30, 2012					
Net Interest Income	\$ 79,303	\$ 62,259	\$ 6,483	\$ 45,284	\$ 193,329
Provision for Credit Losses	7,364	(511)	289	(6,163)	979
Net Interest Income After Provision for Credit Losses	71,939	62,770	6,194	51,447	192,350
Noninterest Income	41,916	20,129	27,741	5,144	94,930
Noninterest Expense	(88,776)	(45,099)	(28,177)	(3,902)	(165,954)
Income Before Income Taxes	25,079	37,800	5,758	52,689	121,326
Provision for Income Taxes	(9,279)	(9,063)	(2,130)	(16,297)	(36,769)
Net Income	15,800	28,737	3,628	36,392	84,557
Total Assets as of June 30, 2012 1	\$ 3,344,319	\$ 2,289,255	\$ 189,008	\$ 8,093,044	\$ 13,915,626

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

					Three Mont	hs Ended			
		June 30,		March 31,	December 31,		September 30,		June 30,
(dollars in thousands, except per share amounts)		2013		2013	2012		2012		2012
Quarterly Operating Results									
Interest Income									
Interest and Fees on Loans and Leases	\$	62,729	\$	62,820 \$	64,627	\$	64,668	\$	63,910
Income on Investment Securities									
Available-for-Sale		15,073		15,851	15,349		15,922		16,988
Held-to-Maturity		19,189		19,854	20,253		23,232		25,054
Deposits		1		3	3		3		1
Funds Sold		74		59	180		105		119
Other		285		284	283		283		281
Total Interest Income		97,351		98,871	100,695		104,213		106,353
Interest Expense									
Deposits		2,579		2,646	2,753		2,931		3,219
Securities Sold Under Agreements to Repurchase		6,751		7,005	7,158		7,185		7,250
Funds Purchased		10		22	4		7		5
Long-Term Debt		671		638	470		458		498
Total Interest Expense		10,011		10,311	10,385		10,581		10,972
Net Interest Income		87,340		88,560	90,310		93,632		95,381
Provision for Credit Losses		_		_	_		_		628
Net Interest Income After Provision for Credit Losses		87,340		88,560	90,310		93,632		94,753
Noninterest Income		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·	,		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
Trust and Asset Management		12,089		11,886	12,066		11,050		11,195
Mortgage Banking		5,820		6,411	11,268		11,745		7,581
Service Charges on Deposit Accounts		9,112		9,301	9,459		9,346		9,225
Fees, Exchange, and Other Service Charges		13,133		11,934	12,333		11,907		12,326
Investment Securities Gains, Net		_		_			13		
Insurance		2,393		2,325	2,550		2,326		2,399
Bank-Owned Life Insurance		1,335		1,297	1,557		2,028		1,739
Other		4,159		4,624	3,749		3,959		2,383
Total Noninterest Income		48,041		47,778	52,982		52,374		46,848
Noninterest Expense		,		,	,		,		,
Salaries and Benefits		45,341		48,675	46,116		47,231		44,037
Net Occupancy		9,661		9,635	11,867		10,524		10,058
Net Equipment		4,380		4,577	4,705		4,523		4,669
Data Processing		3,050		3,266	3,058		3,397		3,160
Professional Fees		2,391		2,226	2,611		2,494		2,386
FDIC Insurance		1,949		1,949	1,892		1,822		2,088
Other		14,409		14,059	13,207		14,887		14,349
Total Noninterest Expense		81,181		84,387	83,456		84,878		80,747
Income Before Provision for Income Taxes									
		54,200 16,437		51,951 15,971	59,836 19,549		61,128 19,896		60,854 20,107
Provision for Income Taxes Net Income	\$		¢			6		6	
Net Income	3	37,763	\$	35,980 \$	40,287	\$	41,232	\$	40,747
Basic Earnings Per Share	\$	0.85	\$	0.81 \$	0.90	\$	0.92	\$	0.90
Diluted Earnings Per Share	\$	0.85	\$	0.81 \$	0.90	\$	0.92	\$	0.90
Balance Sheet Totals									
Loans and Leases	\$	5,859,152	\$	5,782,969 \$	5,854,521	\$	5,782,304	\$	5,671,483
Total Assets	-	13,733,418	-	13,525,667	13,728,372	~	13,382,425	-	13,915,626
Total Deposits		11,449,198		11,251,860	11,529,482		11,220,547		11,547,993
Total Shareholders' Equity		986,368		1,026,104	1,021,665		1,024,562		1,003,825
Performance Ratios Return on Average Assets		1.12 %	,	1.08%	1.19	%	1.22	⁄ ₀	1.19
•									

Return on Average Shareholders' Equity	14.64	14.10	15.47	16.02	16.19
Efficiency Ratio ¹	59.96	61.90	58.24	58.13	56.77
Net Interest Margin ²	2.77	2.82	2.87	2.98	2.98

 $^{{}^{1}\;\;} Efficiency\; ratio\; is\; defined\; as\; noninterest\; expense\; divided\; by\; total\; revenue\; (net\; interest\; income\; and\; noninterest\; income).$

² 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				
	Five Months Ended May 31, 2013				Year Ended				
(\$ in millions; jobs in thousands)					December 31, 2012			December 31, 2011	
Hawaii Economic Trends									
State General Fund Revenues ¹	\$	2,364.1	7.7 %	\$	5,259.1	12.8	%	\$ 4,662.5	8.1 %
General Excise and Use Tax Revenue 1	\$	1,282.8	7.7 %	\$	2,844.7	9.9	%	\$ 2,588.5	8.8 %
Jobs ²		615.8			619.3			614.2	
			June 30,		March 31,			December 31,	
(spot rates)			2013		2013	2012		2011	2010
Unemployment ³									
Statewide, seasonally adjusted			4.6 %		5.1 %	5.2	%	6.2 %	6.3 %
Oahu			4.7		4.6	4.3		5.4	4.8
Island of Hawaii			7.5		7.6	6.9		8.9	8.6
Maui			5.4		5.7	5.2		7.1	7.4
Kauai			5.9		6.4	6.0		7.8	7.8
			June 30,		March 31,			December 31,	
(percentage change, except months of inventory)			2013	-	2013	2012		2011	2010
Housing Trends (Single Family Oahu) ⁴									
Median Home Price			0.8 %		(2.7) %	7.8	%	(3.0) %	3.1 %
Home Sales Volume (units)			11.6 %		6.9 %	6.5	%	(2.7) %	13.4 %
Months of Inventory			2.7		2.4	2.5		4.8	6.0
					Monthly Visitor Arrivals,		Percentage Change		
(in thousands)					Seasonally Adjusted		from Previo	from Previous Month	
Tourism ⁵									
May 31, 2013						678.3			2.4 %
April 30, 2013						662.1			(5.4)
March 31, 2013						699.9			4.1
February 28, 2013						672.5			(0.2)
January 31, 2013						673.5			(0.4)
December 30, 2012						676.0			(2.6)
November 30, 2012						693.7			5.5
October 31, 2012						657.4			0.6
September 30, 2012						653.2			(0.4)
August 31, 2012						656.1			3.1
July 31, 2012						636.4			(2.7)
June 30, 2012						653.9			0.7
May 30, 2012						649.3			1.5
April 30, 2012						639.5			(2.0)
March 31, 2012						652.4			3.4
February 29, 2012						631.2			(1.1)
January 31, 2012						638.2			1.6
December 31, 2011						628.3			2.0
November 30, 2011						616.3			0.9
October 31, 2011						610.8			(1.7)
September 30, 2011						621.6			5.5
August 31, 2011						589.1			0.4
uly 31, 2011						586.8			1.3
June 30, 2011						579.3			0.5
May 31, 2011						576.6			(1.5)

 $^{^{\}rm l}$ Source: Hawaii Department of Business, Economic Development & Tourism

² Source: U. S. Bureau of Labor, preliminary figure

 $^{^3}$ Source: Hawaii Department of Labor and Industrial Relations

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

⁴ Source: Honolulu Board of REALTORS

⁵ Source: University of Hawaii Economic Research Organization