

BANK OF HAWAII CORP  
Form 10-Q  
July 23, 2012  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended  
June 30, 2012

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from  
\_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-6887

**BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

99-0148992

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(State of incorporation)

(I.R.S. Employer Identification No.)

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

**96813**  
(Zip Code)

**1-888-643-3888**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of July 20, 2012, there were 45,193,551 shares of common stock outstanding.

Table of Contents

**Bank of Hawaii Corporation**

**Form 10-Q**

**Index**

	<b>Page</b>
<b>Part I - Financial Information</b>	
Item 1.	
Financial Statements (Unaudited)	
<u>Consolidated Statements of Income</u> <u>Three and six months ended June 30, 2012 and 2011</u>	2
<u>Consolidated Statements of Comprehensive Income</u> <u>Three and six months ended June 30, 2012 and 2011</u>	3
<u>Consolidated Statements of Condition</u> <u>June 30, 2012 and December 31, 2011</u>	4
<u>Consolidated Statements of Shareholders' Equity</u> <u>Six months ended June 30, 2012 and 2011</u>	5
<u>Consolidated Statements of Cash Flows</u> <u>Six months ended June 30, 2012 and 2011</u>	6
<u>Notes to Consolidated Financial Statements (Unaudited)</u>	7
Item 2.	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	34
Item 3.	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	63
Item 4.	
<u>Controls and Procedures</u>	63
<b>Part II - Other Information</b>	
Item 1.	
<u>Legal Proceedings</u>	64
Item 1A.	
<u>Risk Factors</u>	64
Item 2.	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	64
Item 6.	
<u>Exhibits</u>	64
<b>Signatures</b>	65

Table of Contents**Bank of Hawaii Corporation and Subsidiaries****Consolidated Statements of Income (Unaudited)**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
(dollars in thousands, except per share amounts)	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Interest Income</b>				
Interest and Fees on Loans and Leases	\$ 63,910	\$ 65,542	\$ 128,601	\$ 132,135
<b>Income on Investment Securities</b>				
Available-for-Sale	16,988	23,490	34,701	61,159
Held-to-Maturity	25,054	20,553	51,467	28,186
Deposits	1	2	3	-
Funds Sold	119	297	248	548
Other	281	279	561	558
<b>Total Interest Income</b>	<b>106,353</b>	<b>110,163</b>	<b>215,581</b>	<b>222,586</b>
<b>Interest Expense</b>				
Deposits	3,219	4,792	6,692	10,024
Securities Sold Under Agreements to Repurchase	7,250	7,338	14,554	14,379
Funds Purchased	5	5	10	11
Long-Term Debt	498	529	996	976
<b>Total Interest Expense</b>	<b>10,972</b>	<b>12,664</b>	<b>22,252</b>	<b>25,390</b>
<b>Net Interest Income</b>	<b>95,381</b>	<b>97,499</b>	<b>193,329</b>	<b>197,196</b>
Provision for Credit Losses	628	3,600	979	8,291
<b>Net Interest Income After Provision for Credit Losses</b>	<b>94,753</b>	<b>93,899</b>	<b>192,350</b>	<b>188,905</b>
<b>Noninterest Income</b>				
Trust and Asset Management	11,195	11,427	22,113	23,233
Mortgage Banking	7,581	2,661	12,631	5,783
Service Charges on Deposit Accounts	9,225	9,375	18,816	19,307
Fees, Exchange, and Other Service Charges	12,326	16,662	24,725	31,607
Investment Securities Gains (Losses), Net	-	-	(90)	6,084
Insurance	2,399	3,210	4,677	5,981
Other	4,122	6,128	12,058	11,390
<b>Total Noninterest Income</b>	<b>46,848</b>	<b>49,463</b>	<b>94,930</b>	<b>103,385</b>
<b>Noninterest Expense</b>				
Salaries and Benefits	44,037	46,800	91,061	93,582
Net Occupancy	10,058	10,476	20,574	20,803
Net Equipment	4,669	4,741	10,495	9,439
Professional Fees	2,386	2,294	4,518	4,452
FDIC Insurance	2,088	2,010	4,159	5,254
Other	17,509	27,453	35,147	46,326
<b>Total Noninterest Expense</b>	<b>80,747</b>	<b>93,774</b>	<b>165,954</b>	<b>179,856</b>
<b>Income Before Provision for Income Taxes</b>	<b>60,854</b>	<b>49,588</b>	<b>121,326</b>	<b>112,434</b>
Provision for Income Taxes	20,107	14,440	36,769	34,926
<b>Net Income</b>	<b>\$ 40,747</b>	<b>\$ 35,148</b>	<b>\$ 84,557</b>	<b>\$ 77,508</b>
Basic Earnings Per Share	\$ 0.90	\$ 0.74	\$ 1.86	\$ 1.63
Diluted Earnings Per Share	\$ 0.90	\$ 0.74	\$ 1.85	\$ 1.62
Dividends Declared Per Share	\$ 0.45	\$ 0.45	\$ 0.90	\$ 0.90
Basic Weighted Average Shares	45,221,293	47,428,718	45,465,910	47,638,752
Diluted Weighted Average Shares	45,347,368	47,607,814	45,610,489	47,837,778

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

Table of Contents

**Bank of Hawaii Corporation and Subsidiaries**

**Consolidated Statements of Comprehensive Income (Unaudited)**

(dollars in thousands)	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Net Income	\$ 40,747	\$ 35,148	\$ 84,557	\$ 77,508
Other Comprehensive Income (Loss), Net of Tax:				
Net Unrealized Gains (Losses) on Investment Securities	3,387	19,265	(3,067)	(235)
Defined Benefit Plans	153	577	306	1,048
Other Comprehensive Income (Loss)	3,540	19,842	(2,761)	813
Comprehensive Income	\$ 44,287	\$ 54,990	\$ 81,796	\$ 78,321

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

Table of Contents**Bank of Hawaii Corporation and Subsidiaries****Consolidated Statements of Condition (Unaudited)**

(dollars in thousands)	<b>June 30, 2012</b>	<b>December 31, 2011</b>
<b>Assets</b>		
Interest-Bearing Deposits	\$ 3,057	\$ 3,036
Funds Sold	499,338	512,384
Investment Securities		
Available-for-Sale	3,339,472	3,451,885
Held to Maturity (Fair Value of \$3,828,954 and \$3,754,206)	3,729,665	3,657,796
Loans Held for Sale	14,223	18,957
Loans and Leases	5,671,483	5,538,304
Allowance for Loan and Lease Losses	(132,443)	(138,606)
Net Loans and Leases	5,539,040	5,399,698
Total Earning Assets	13,124,795	13,043,756
Cash and Noninterest-Bearing Deposits	131,845	154,489
Premises and Equipment	107,421	103,550
Customers' Acceptances	176	476
Accrued Interest Receivable	45,044	43,510
Foreclosed Real Estate	2,569	3,042
Mortgage Servicing Rights	23,254	24,279
Goodwill	31,517	31,517
Other Assets	449,005	441,772
<b>Total Assets</b>	<b>\$ 13,915,626</b>	<b>\$ 13,846,391</b>
<b>Liabilities</b>		
Deposits		
Noninterest-Bearing Demand	\$ 3,105,798	\$ 2,850,923
Interest-Bearing Demand	2,063,070	2,005,983
Savings	4,435,894	4,398,638
Time	1,943,231	1,337,079
Total Deposits	11,547,993	10,592,623
Funds Purchased	13,756	10,791
Securities Sold Under Agreements to Repurchase	1,065,653	1,925,998
Long-Term Debt	28,075	30,696
Bankers' Acceptances	176	476
Retirement Benefits Payable	41,812	46,949
Accrued Interest Payable	5,114	5,330
Taxes Payable and Deferred Taxes	86,095	95,840
Other Liabilities	123,127	135,021
<b>Total Liabilities</b>	<b>12,911,801</b>	<b>12,843,724</b>
<b>Shareholders' Equity</b>		
Common Stock (\$.01 par value; authorized 500,000,000 shares; issued / outstanding: June 30, 2012 - 57,301,892 / 45,248,277 and December 31, 2011 - 57,134,470 / 45,947,116)	571	571
Capital Surplus	511,729	507,558
Accumulated Other Comprehensive Income	32,502	35,263
Retained Earnings	1,044,588	1,003,938
Treasury Stock, at Cost (Shares: June 30, 2012 - 12,053,615 and December 31, 2011 - 11,187,354)	(585,565)	(544,663)
<b>Total Shareholders' Equity</b>	<b>1,003,825</b>	<b>1,002,667</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 13,915,626</b>	<b>\$ 13,846,391</b>

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).



Table of Contents**Bank of Hawaii Corporation and Subsidiaries****Consolidated Statements of Shareholders' Equity (Unaudited)**

(dollars in thousands)	Common Shares Outstanding	Common Stock	Capital Surplus	Accum. Other Compre- hensive Income	Retained Earnings	Treasury Stock	Total
<b>Balance as of December 31, 2011</b>	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)
<b>Balance as of June 30, 2012</b>	45,248,277	\$ 571	\$ 511,729	\$ 32,502	\$ 1,044,588	\$ (585,565)	\$ 1,003,825
<b>Balance as of December 31, 2010</b>	48,097,672	\$ 570	\$ 500,888	\$ 26,965	\$ 932,629	\$ (449,919)	\$ 1,011,133
Net Income	-	-	-	-	77,508	-	77,508
Other Comprehensive Income	-	-	-	813	-	-	813
Share-Based Compensation	-	-	1,360	-	-	-	1,360
Common Stock Issued under Purchase and Equity Compensation Plans and Related Tax Benefits	237,619	1	529	-	(2,752)	10,051	7,829
Common Stock Repurchased	(1,109,988)	-	-	-	-	(52,228)	(52,228)
Cash Dividends Paid (\$0.90 per share)	-	-	-	-	(42,965)	-	(42,965)
<b>Balance as of June 30, 2011</b>	47,225,303	\$ 571	\$ 502,777	\$ 27,778	\$ 964,420	\$ (492,096)	\$ 1,003,450

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).



Table of Contents**Bank of Hawaii Corporation and Subsidiaries****Consolidated Statements of Cash Flows (Unaudited)**

	<b>Six Months Ended June 30,</b>		
(dollars in thousands)	<b>2012</b>		<b>2011</b>
<b>Operating Activities</b>			
Net Income	\$ 84,557	\$	77,508
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Provision for Credit Losses	979		8,291
Depreciation and Amortization	6,883		7,076
Amortization of Deferred Loan and Lease Fees	(1,548)		(1,330)
Amortization and Accretion of Premiums/Discounts on Investment Securities, Net	28,147		23,367
Share-Based Compensation	3,723		1,360
Benefit Plan Contributions	(5,574)		(651)
Deferred Income Taxes	(11,358)		(12,455)
Net Gains on Sales of Leases	(2,841)		(602)
Net Losses (Gains) on Investment Securities	90		(6,084)
Proceeds from Sales of Loans Held for Sale	195,368		234,984
Originations of Loans Held for Sale	(190,634)		(222,022)
Tax Benefits from Share-Based Compensation	(623)		(633)
Net Change in Other Assets and Other Liabilities	(11,543)		(12,981)
<b>Net Cash Provided by Operating Activities</b>	<b>95,626</b>		<b>95,828</b>
<b>Investing Activities</b>			
Investment Securities Available-for-Sale:			
Proceeds from Prepayments and Maturities	468,489		490,602
Proceeds from Sales	34,831		682,283
Purchases	(401,944)		(982,759)
Investment Securities Held-to-Maturity:			
Proceeds from Prepayments and Maturities	446,346		110,989
Purchases	(540,472)		(281,936)
Net Change in Loans and Leases	(141,526)		(36,718)
Premises and Equipment, Net	(10,755)		(4,691)
<b>Net Cash Used in Investing Activities</b>	<b>(145,031)</b>		<b>(22,230)</b>
<b>Financing Activities</b>			
Net Change in Deposits	955,370		90,039
Net Change in Short-Term Borrowings	(857,380)		(26,794)
Tax Benefits from Share-Based Compensation	623		633
Proceeds from Issuance of Common Stock	7,858		7,334
Repurchase of Common Stock	(51,586)		(52,228)
Cash Dividends Paid	(41,149)		(42,965)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>13,736</b>		<b>(23,981)</b>
Net Change in Cash and Cash Equivalents	(35,669)		49,617
Cash and Cash Equivalents at Beginning of Period	669,909		607,547
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 634,240</b>	<b>\$</b>	<b>657,164</b>
<b>Supplemental Information</b>			
Cash Paid for Interest	\$ 21,785	\$	24,279
Cash Paid for Income Taxes	41,775		48,057
Non-Cash Investing Activities:			
Transfer from Investment Securities Available-for-Sale to Investment Securities Held-to-Maturity	-		2,220,814
Transfer from Loans to Foreclosed Real Estate	2,309		1,159
Transfers from Loans to Loans Held for Sale	-		8,555

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).



Table of Contents

**Bank of Hawaii Corporation and Subsidiaries**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**Note 1. Summary of Significant Accounting Policies**

*Basis of Presentation*

Bank of Hawaii Corporation (the "Parent") is a Delaware corporation and a bank holding company headquartered in Honolulu, Hawaii. Bank of Hawaii Corporation and its Subsidiaries (the "Company") provide a broad range of financial products and services to customers in Hawaii, Guam, and other Pacific Islands. The Parent's principal and only operating subsidiary is Bank of Hawaii (the "Bank"). All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and accompanying notes required by GAAP for complete financial statements. In the opinion of management, the consolidated financial statements reflect normal recurring adjustments necessary for a fair presentation of the results for the interim periods.

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

These statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

*Use of Estimates in the Preparation of Financial Statements*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results may differ from those estimates and such differences could be material to the financial statements.

*Investment Securities*

Realized gains and losses are recorded in noninterest income using the specific identification method.

*Securities Sold Under Agreements to Repurchase*

In April 2011, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) No. 2011-03, *Reconsideration of Effective Control for Repurchase Agreements*. The provisions of ASU No. 2011-03 modify the criteria for determining when repurchase agreements would be accounted for as a secured borrowing rather than as a sale. Currently, an entity that maintains effective control over transferred financial assets must account for the transfer as a secured borrowing rather than as a sale. ASU No. 2011-03 removes from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The FASB believes that contractual rights and obligations determine effective control and that there does not need to be a requirement to assess the ability to exercise those rights. ASU No. 2011-03 does not change the other existing criteria used in the assessment of effective control. The Company adopted the provisions of ASU No. 2011-03 prospectively for transactions or modifications of existing transactions that occurred on or after January 1, 2012. As the Company accounted for all of its repurchase agreements as collateralized financing arrangements prior to the adoption of ASU No. 2011-03, the adoption had no impact on the Company's Consolidated Financial Statements.

## Table of Contents

### *Fair Value Measurements*

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The provisions of ASU No. 2011-04 result in a consistent definition of fair value and common requirements for the measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRS). The changes to U.S. GAAP as a result of ASU No. 2011-04 are as follows: (1) The concepts of highest and best use and valuation premise are only relevant when measuring the fair value of nonfinancial assets (that is, it does not apply to financial assets or any liabilities); (2) U.S. GAAP currently prohibits application of a blockage factor in valuing financial instruments with quoted prices in active markets. ASU No. 2011-04 extends that prohibition to all fair value measurements; (3) An exception is provided to the basic fair value measurement principles for an entity that holds a group of financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk that are managed on the basis of the entity's net exposure to either of those risks. This exception allows the entity, if certain criteria are met, to measure the fair value of the net asset or liability position in a manner consistent with how market participants would price the net risk position; (4) Aligns the fair value measurement of instruments classified within an entity's shareholders' equity with the guidance for liabilities; and (5) Disclosure requirements have been enhanced for Level 3 fair value measurements to disclose quantitative information about unobservable inputs and assumptions used, to describe the valuation processes used by the entity, and to qualitatively describe the sensitivity of fair value measurements to changes in unobservable inputs and the interrelationships between those inputs. In addition, entities must report the level in the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value must be disclosed. The Company adopted the provisions of ASU No. 2011-04 effective January 1, 2012. The fair value measurement provisions of ASU No. 2011-04 had no impact on the Company's Consolidated Financial Statements. See Note 12 to the Consolidated Financial Statements for the enhanced disclosures required by ASU No. 2011-04.

### *Comprehensive Income*

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income*. The provisions of ASU No. 2011-05 allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both options, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. Under either method, entities are required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. ASU No. 2011-05 also eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU No. 2011-05 was effective for the Company's interim reporting period beginning on or after January 1, 2012, with retrospective application required. In December 2011, the FASB issued ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The provisions of ASU No. 2011-12 defer indefinitely the requirement for entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. ASU No. 2011-12, which shares the same effective date as ASU No. 2011-05, does not defer the requirement for entities to present components of comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company adopted the provisions of ASU No. 2011-05 and ASU No. 2011-12 which resulted in a new statement of comprehensive income for the interim period ended March 31, 2012. The adoption of ASU No. 2011-05 and ASU No. 2011-12 had no impact on the Company's statements of income and condition.

### *Future Application of Accounting Pronouncements*

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In December 2011, the FASB issued ASU No. 2011-11, *Disclosures About Offsetting Assets and Liabilities*. This project began as an attempt to converge the offsetting requirements under U.S. GAAP and IFRS. However, as the FASB and International Accounting Standards Board were not able to reach a converged solution with regards to offsetting requirements, they each developed convergent disclosure requirements to assist in reconciling differences in the offsetting requirements under U.S. GAAP and IFRS. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions subject to an agreement similar to a master netting arrangement. ASU No. 2011-11 also requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. ASU No. 2011-11 is effective for interim and annual reporting periods beginning on or after January 1, 2013. As the provisions of ASU No. 2011-11 only impact the disclosure requirements related to the offsetting of assets and liabilities, the adoption will have no impact on the Company's Consolidated Financial Statements.

Table of Contents**Note 2. Investment Securities**

The amortized cost, gross unrealized gains and losses, and fair value of the Company's investment securities as of June 30, 2012 and December 31, 2011 were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(dollars in thousands)				
<b>June 30, 2012</b>				
<b>Available-for-Sale:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 1,104,936	\$ 12,089	\$ (7)	\$ 1,117,018
Debt Securities Issued by States and Political Subdivisions	684,958	21,906	(3,124)	703,740
Debt Securities Issued by Corporations	92,684	1,511	(710)	93,485
Mortgage-Backed Securities Issued by				
U.S. Government-Sponsored Enterprises	44,690	2,549	-	47,239
Total Mortgage-Backed Securities	1,388,950	37,027	(748)	1,425,229
<b>Total</b>	<b>\$ 3,271,528</b>	<b>\$ 72,533</b>	<b>\$ (4,589)</b>	<b>\$ 3,339,472</b>
<b>Held-to-Maturity:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 179,459	\$ 5,813	\$ -	\$ 185,272
Mortgage-Backed Securities Issued by				
U.S. Government-Sponsored Enterprises	39,037	2,467	-	41,504
Total Mortgage-Backed Securities	3,550,206	93,776	(300)	3,643,682
<b>Total</b>	<b>\$ 3,729,665</b>	<b>\$ 99,589</b>	<b>\$ (300)</b>	<b>\$ 3,828,954</b>
<b>December 31, 2011</b>				
<b>Available-for-Sale:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 1,220,282	\$ 11,204	\$ (468)	\$ 1,231,018
Debt Securities Issued by States and Political Subdivisions	391,276	15,783	-	407,059
Debt Securities Issued by Corporations	97,917	607	(2,137)	96,387
Mortgage-Backed Securities Issued by				
U.S. Government-Sponsored Enterprises	58,548	3,001	-	61,549
Total Mortgage-Backed Securities	1,677,461	41,067	(1,107)	1,717,421
<b>Total</b>	<b>\$ 3,386,936</b>	<b>\$ 68,661</b>	<b>\$ (3,712)</b>	<b>\$ 3,451,885</b>
<b>Held-to-Maturity:</b>				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 179,474	\$ 6,704	\$ -	\$ 186,178
Mortgage-Backed Securities Issued by				
U.S. Government-Sponsored Enterprises	49,284	2,823	-	52,107
Total Mortgage-Backed Securities	3,478,322	92,624	(2,918)	3,568,028
<b>Total</b>	<b>\$ 3,657,796</b>	<b>\$ 99,328</b>	<b>\$ (2,918)</b>	<b>\$ 3,754,206</b>

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Table of Contents

The table below presents an analysis of the contractual maturities of the Company's investment securities as of June 30, 2012. Mortgage-backed securities are disclosed separately in the table below as these investment securities may prepay prior to their scheduled contractual maturity dates.

(dollars in thousands)	Amortized Cost		Fair Value
<b>Available-for-Sale:</b>			
Due in One Year or Less	\$	506,168	\$ 507,766
Due After One Year Through Five Years		350,223	357,482
Due After Five Years Through Ten Years		297,872	305,803
Due After Ten Years		728,315	743,192
		1,882,578	1,914,243
Mortgage-Backed Securities Issued by Government Agencies		1,344,260	1,377,990
U.S. Government-Sponsored Enterprises		44,690	47,239
Total Mortgage-Backed Securities		1,388,950	1,425,229
<b>Total</b>	\$	3,271,528	\$ 3,339,472
<b>Held-to-Maturity:</b>			
Due After One Year Through Five Years	\$	179,459	\$ 185,272
Mortgage-Backed Securities Issued by			
U.S. Government-Sponsored Enterprises		39,037	41,504
Total Mortgage-Backed Securities		3,550,206	3,643,682
<b>Total</b>	\$	3,729,665	\$ 3,828,954

Investment securities with carrying values of \$3.5 billion and \$3.6 billion as of June 30, 2012 and December 31, 2011, respectively, were pledged to secure deposits of governmental entities and securities sold under agreements to repurchase. As of June 30, 2012 and December 31, 2011, the Company did not have any investment securities pledged where the secured party had the right to sell or repledge the collateral.

There were no sales of investment securities for the three months ended June 30, 2012 and 2011. Gross gains on the sales of investment securities were \$0.2 million and \$10.3 million for the six months ended June 30, 2012 and 2011, respectively. Gross losses on the sales of investment securities were \$0.3 million and \$4.2 million for the six months ended June 30, 2012 and 2011, respectively.

The Company's investment securities in an unrealized loss position, segregated by continuous length of impairment, were as follows:

(dollars in thousands)	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>June 30, 2012</b>						
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 285	\$ (1)	\$ 3,387	\$ (6)	\$ 3,672	\$ (7)
Debt Securities Issued by States and Political Subdivisions	235,567	(3,124)	-	-	235,567	(3,124)
Debt Securities Issued by Corporations	19,290	(710)	-	-	19,290	(710)
Mortgage-Backed Securities Issued by Government Agencies	188,909	(903)	13,290	(145)	202,199	(1,048)
<b>Total</b>	\$ 444,051	\$ (4,738)	\$ 16,677	\$ (151)	\$ 460,728	\$ (4,889)



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**December 31, 2011**

Debt Securities Issued by the U.S. Treasury and Government Agencies	\$	127,644	\$	(464)	\$	920	\$	(4)	\$	128,564	\$	(468)
Debt Securities Issued by Corporations		38,059		(2,137)		-		-		38,059		(2,137)
Mortgage-Backed Securities Issued by Government Agencies		727,726		(3,751)		34,824		(274)		762,550		(4,025)
<b>Total</b>	\$	893,429	\$	(6,352)	\$	35,744	\$	(278)	\$	929,173	\$	(6,630)

Table of Contents

The Company does not believe that the investment securities that were in an unrealized loss position as of June 30, 2012, which was comprised of 44 securities, represent an other-than-temporary impairment. Total gross unrealized losses were primarily attributable to changes in interest rates, relative to when the investment securities were purchased, and not due to the credit quality of the investment securities. The Company does not intend to sell the investment securities that were in an unrealized loss position and it is not more likely than not that the Company will be required to sell the investment securities before recovery of their amortized cost bases, which may be at maturity.

As of June 30, 2012 and December 31, 2011, the gross unrealized losses reported for mortgage-backed securities related to investment securities issued by the Government National Mortgage Association.

As of June 30, 2012, the carrying value of the Company's Federal Home Loan Bank and Federal Reserve Bank stock was \$61.3 million and \$18.8 million, respectively. These securities can only be redeemed or sold at their par value and only to the respective issuing government-supported institution or to another member institution. The Company records these non-marketable equity securities as a component of other assets and periodically evaluates these securities for impairment. Management considers these non-marketable equity securities to be long-term investments. Accordingly, when evaluating these securities for impairment, management considers the ultimate recoverability of the par value rather than by recognizing temporary declines in value.

**Note 3. Loans and Leases and the Allowance for Loan and Lease Losses***Loans and Leases*

The Company's loan and lease portfolio was comprised of the following as of June 30, 2012 and December 31, 2011:

(dollars in thousands)		<b>June 30, 2012</b>	<b>December 31, 2011</b>
Commercial			
Commercial and Industrial	\$	781,688	\$ 817,170
Commercial Mortgage		961,984	938,250
Construction		97,668	98,669
Lease Financing		281,020	311,928
Total Commercial		2,122,360	2,166,017
Consumer			
Residential Mortgage		2,401,331	2,215,892
Home Equity		766,839	780,691
Automobile		194,339	192,506
Other 1		186,614	183,198
Total Consumer		3,549,123	3,372,287
<b>Total Loans and Leases</b>	<b>\$</b>	<b>5,671,483</b>	<b>\$ 5,538,304</b>

1 Comprised of other revolving credit, installment, and lease financing.



Table of Contents*Allowance for Loan and Lease Losses (the Allowance)*

The following presents by portfolio segment, the activity in the Allowance for the three and six months ended June 30, 2012 and 2011. The following also presents by portfolio segment, the balance in the Allowance disaggregated on the basis of the Company's impairment measurement method and the related recorded investment in loans and leases as of June 30, 2012 and 2011.

(dollars in thousands)	Commercial		Consumer		Total
<b>Three Months Ended June 30, 2012</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Balance at Beginning of Period	\$	78,174	\$	57,432	\$ 135,606
Loans and Leases Charged-Off		(1,078)		(4,858)	(5,936)
Recoveries on Loans and Leases Previously Charged-Off		545		1,600	2,145
Net Loans and Leases Charged-Off		(533)		(3,258)	(3,791)
Provision for Credit Losses		371		257	628
Balance at End of Period	\$	78,012	\$	54,431	\$ 132,443
<b>Six Months Ended June 30, 2012</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Balance at Beginning of Period	\$	80,562	\$	58,044	\$ 138,606
Loans and Leases Charged-Off		(2,839)		(10,856)	(13,695)
Recoveries on Loans and Leases Previously Charged-Off		2,574		3,979	6,553
Net Loans and Leases Charged-Off		(265)		(6,877)	(7,142)
Provision for Credit Losses		(2,285)		3,264	979
Balance at End of Period	\$	78,012	\$	54,431	\$ 132,443
<b>As of June 30, 2012</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Individually Evaluated for Impairment	\$	54	\$	4,774	\$ 4,828
Collectively Evaluated for Impairment		77,958		49,657	127,615
Total	\$	78,012	\$	54,431	\$ 132,443
<b>Recorded Investment in Loans and Leases:</b>					
Individually Evaluated for Impairment	\$	14,131	\$	32,687	\$ 46,818
Collectively Evaluated for Impairment		2,108,229		3,516,436	5,624,665
Total	\$	2,122,360	\$	3,549,123	\$ 5,671,483
<b>Three Months Ended June 30, 2011</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Balance at Beginning of Period	\$	87,533	\$	59,825	\$ 147,358
Loans and Leases Charged-Off		(1,507)		(7,514)	(9,021)
Recoveries on Loans and Leases Previously Charged-Off		443		2,596	3,039
Net Loans and Leases Charged-Off		(1,064)		(4,918)	(5,982)
Provision for Credit Losses		2,516		1,084	3,600
Balance at End of Period	\$	88,985	\$	55,991	\$ 144,976
<b>Six Months Ended June 30, 2011</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Balance at Beginning of Period	\$	80,977	\$	66,381	\$ 147,358
Loans and Leases Charged-Off		(3,164)		(13,217)	(16,381)
Recoveries on Loans and Leases Previously Charged-Off		1,065		4,643	5,708
Net Loans and Leases Charged-Off		(2,099)		(8,574)	(10,673)
Provision for Credit Losses		10,107		(1,816)	8,291
Balance at End of Period	\$	88,985	\$	55,991	\$ 144,976
<b>As of June 30, 2011</b>					
<b>Allowance for Loan and Lease Losses:</b>					
Individually Evaluated for Impairment	\$	-	\$	3,875	\$ 3,875
Collectively Evaluated for Impairment		88,985		52,116	141,101
Total	\$	88,985	\$	55,991	\$ 144,976
<b>Recorded Investment in Loans and Leases:</b>					
Individually Evaluated for Impairment	\$	5,109	\$	24,348	\$ 29,457
Collectively Evaluated for Impairment		2,081,294		3,240,722	5,322,016

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Total	\$	2,086,403	\$	3,265,070	\$	5,351,473
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Table of Contents

*Credit Quality Indicators*

The Company uses several credit quality indicators to manage credit risk in an ongoing manner. The Company uses an internal credit risk rating system that categorizes loans and leases into pass, special mention, or classified categories. Credit risk ratings are applied individually to those classes of loans and leases that have significant or unique credit characteristics that benefit from a case-by-case evaluation. These are typically loans and leases to businesses or individuals in the classes which comprise the commercial portfolio segment. Groups of loans and leases that are underwritten and structured using standardized criteria and characteristics, such as statistical models (e.g., credit scoring or payment performance), are typically risk-rated and monitored collectively. These are typically loans and leases to individuals in the classes which comprise the consumer portfolio segment.

The following are the definitions of the Company's credit quality indicators:

Pass:	Loans and leases in all classes within the commercial and consumer portfolio segments that are not adversely rated. Management believes that there is a low likelihood of loss related to those loans and leases that are considered pass.
Special Mention:	Loans and leases in the classes within the commercial portfolio segment that have potential weaknesses that deserve management's close attention. If not addressed, these potential weaknesses may result in deterioration of the repayment prospects for the loan or lease. The special mention credit quality indicator is not used for classes of loans and leases that are included in the consumer portfolio segment. Management believes that there is a moderate likelihood of some loss related to those loans and leases that are considered special mention.
Classified:	Loans and leases in the classes within the commercial portfolio segment that are inadequately protected by the sound worth and paying capacity of the borrower or of the collateral pledged, if any. Classified loans and leases are also those in the classes within the consumer portfolio segment that are past due 90 days or more as to principal or interest. Residential mortgage loans that are past due 90 days or more as to principal or interest may be considered pass if the Company is in the process of collection and the current loan-to-value ratio is 60% or less. Home equity loans that are past due 90 days or more as to principal or interest may be considered pass if the Company is in the process of collection, the first mortgage is with the Company, and the current combined loan-to-value ratio is 60% or less. Residential mortgage and home equity loans may be current as to principal and interest, but may be considered classified for a period of up to six months following a loan modification. Following a period of demonstrated performance in accordance with the modified contractual terms, the loan may be removed from classified status. Management believes that there is a distinct possibility that the Company will sustain some loss if the deficiencies related to classified loans and leases are not corrected in a timely manner.

# Table of Contents

The Company's credit quality indicators are periodically updated on a case-by-case basis. The following presents by class and by credit quality indicator, the recorded investment in the Company's loans and leases as of June 30, 2012 and December 31, 2011.

June 30, 2012					
(dollars in thousands)	Commercial and Industrial	Commercial Mortgage	Construction	Lease Financing	Total Commercial
Pass	\$ 729,709	\$ 883,119	\$ 80,888	\$ 253,636	\$ 1,947,352
Special Mention	24,640	37,066	6,910	25,912	94,528
Classified	27,339	41,799	9,870	1,472	80,480
Total	\$ 781,688	\$ 961,984	\$ 97,668	\$ 281,020	\$ 2,122,360
(dollars in thousands)	Residential Mortgage	Home Equity	Automobile	Other 1	Total Consumer
Pass	\$ 2,374,155	\$ 763,187	\$ 194,241	\$ 186,220	\$ 3,517,803
Classified	27,176	3,652	98	394	31,320
Total	\$ 2,401,331	\$ 766,839	\$ 194,339	\$ 186,614	\$ 3,549,123
<b>Total Recorded Investment in Loans and Leases</b>					<b>\$ 5,671,483</b>

December 31, 2011					
(dollars in thousands)	Commercial and Industrial	Commercial Mortgage	Construction	Lease Financing	Total Commercial
Pass	\$ 765,339	\$ 859,891	\$ 83,722	\$ 282,081	\$ 1,991,033
Special Mention	30,316	43,805	370	26,257	100,748
Classified	21,515	34,554	14,577	3,590	74,236
Total	\$ 817,170	\$ 938,250	\$ 98,669	\$ 311,928	\$ 2,166,017
(dollars in thousands)	Residential Mortgage	Home Equity	Automobile	Other 1	Total Consumer
Pass	\$ 2,186,063	\$ 776,473	\$ 192,336	\$ 182,431	\$ 3,337,303
Classified	29,829	4,218	170	767	34,984
Total	\$ 2,215,892	\$ 780,691	\$ 192,506	\$ 183,198	\$ 3,372,287
<b>Total Recorded Investment in Loans and Leases</b>					<b>\$ 5,538,304</b>

1 Comprised of other revolving credit, installment, and lease financing.

# Table of Contents

## Aging Analysis of Accruing and Non-Accruing Loans and Leases

The following presents by class, an aging analysis of the Company's accruing and non-accruing loans and leases as of June 30, 2012 and December 31, 2011.

	30 - 59 Days Past Due	60 - 89 Days Past Due	Past Due 90 Days or More	Non- Accrual	Total Past Due and Non-Accrual	Current	Total Loans and Leases	Non-Accrual Loans and Leases that are Current 2
(dollars in thousands)								
<b>As of June 30, 2012</b>								
Commercial								
Commercial and Industrial	\$ 685	\$ 1,276	\$ 1	\$ 5,778	\$ 7,740	\$ 773,948	\$ 781,688	\$ 5,147
Commercial Mortgage	-	-	-	2,737	2,737	959,247	961,984	2,512
Construction	-	-	-	1,182	1,182	96,486	97,668	1,182
Lease Financing	-	14	-	-	14	281,006	281,020	-
Total Commercial	685	1,290	1	9,697	11,673	2,110,687	2,122,360	8,841
Consumer								
Residential Mortgage	6,280	4,155	4,229	26,803	41,467	2,359,864	2,401,331	4,621
Home Equity	4,337	2,352	2,445	2,425	11,559	755,280	766,839	342
Automobile	2,993	353	98	-	3,444	190,895	194,339	-
Other 1	1,651	1,102	395	-	3,148	183,466	186,614	-
Total Consumer	15,261	7,962	7,167	29,228	59,618	3,489,505	3,549,123	4,963
<b>Total</b>	<b>\$ 15,946</b>	<b>\$ 9,252</b>	<b>\$ 7,168</b>	<b>\$ 38,925</b>	<b>\$ 71,291</b>	<b>\$ 5,600,192</b>	<b>\$ 5,671,483</b>	<b>\$ 13,804</b>
<b>As of December 31, 2011</b>								
Commercial								
Commercial and Industrial	\$ 2,959	\$ 743	\$ 1	\$ 6,243	\$ 9,946	\$ 807,224	\$ 817,170	\$ 5,661
Commercial Mortgage	678	-	-	2,140	2,818	935,432	938,250	959
Construction	-	-	-	2,080	2,080	96,589	98,669	-
Lease Financing	-	-	-	5	5	311,923	311,928	5
Total Commercial	3,637	743	1	10,468	14,849	2,151,168	2,166,017	6,625
Consumer								
Residential Mortgage	8,878	9,258	6,422	25,256	49,814	2,166,078	2,215,892	1,856
Home Equity	5,310	2,694	2,194	2,024	12,222	768,469	780,691	97
Automobile	4,095	839	170	-	5,104	187,402	192,506	-
Other 1	1,679	1,528	435	-	3,642	179,556	183,198	-
Total Consumer	19,962	14,319	9,221	27,280	70,782	3,301,505	3,372,287	1,953
<b>Total</b>	<b>\$ 23,599</b>	<b>\$ 15,062</b>	<b>\$ 9,222</b>	<b>\$ 37,748</b>	<b>\$ 85,631</b>	<b>\$ 5,452,673</b>	<b>\$ 5,538,304</b>	<b>\$ 8,578</b>

1 Comprised of other revolving credit, installment, and lease financing.

2 Represents non-accrual loans that are not past due 30 days or more; however, full payment of principal and interest is still not expected.



Table of Contents*Impaired Loans*

The following presents by class, information related to the Company's impaired loans as of June 30, 2012 and December 31, 2011.

(dollars in thousands)		Recorded Investment		Unpaid Principal Balance		Related Allowance for Loan Losses
<b>June 30, 2012</b>						
<b>Impaired Loans with No Related Allowance Recorded:</b>						
Commercial						
Commercial and Industrial	\$	9,033	\$	14,283	\$	-
Commercial Mortgage		3,029		3,529		-
Construction		1,182		1,512		-
Total Commercial		13,244		19,324		-
Total Impaired Loans with No Related Allowance Recorded	\$	13,244	\$	19,324	\$	-
<b>Impaired Loans with an Allowance Recorded:</b>						
Commercial						
Commercial and Industrial	\$	887	\$	887	\$	54
Total Commercial		887		887		54
Consumer						
Residential Mortgage		26,669		32,565		4,706
Automobile		5,729		5,729		48
Other 1		289		289		20
Total Consumer		32,687		38,583		4,774
Total Impaired Loans with an Allowance Recorded	\$	33,574	\$	39,470	\$	4,828
<b>Impaired Loans:</b>						
Commercial	\$	14,131	\$	20,211	\$	54
Consumer		32,687		38,583		4,774
Total Impaired Loans	\$	46,818	\$	58,794	\$	4,828
<b>December 31, 2011</b>						
<b>Impaired Loans with No Related Allowance Recorded:</b>						
Commercial						
Commercial and Industrial	\$	6,176	\$	13,526	\$	-
Commercial Mortgage		2,140		2,640		-
Total Commercial		8,316		16,166		-
Total Impaired Loans with No Related Allowance Recorded	\$	8,316	\$	16,166	\$	-
<b>Impaired Loans with an Allowance Recorded:</b>						
Commercial						
Commercial and Industrial	\$	4,447	\$	4,447	\$	846
Commercial Mortgage		292		292		19
Construction		2,080		2,080		330
Total Commercial		6,819		6,819		1,195
Consumer						
Residential Mortgage		25,726		30,606		4,138
Home Equity		21		21		1
Automobile		6,190		6,190		75
Other 1		528		528		42
Total Consumer		32,465		37,345		4,256
Total Impaired Loans with an Allowance Recorded	\$	39,284	\$	44,164	\$	5,451
<b>Impaired Loans:</b>						
Commercial	\$	15,135	\$	22,985	\$	1,195
Consumer		32,465		37,345		4,256

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Total Impaired Loans	\$	47,600	\$	60,330	\$	5,451
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1 Comprised of other revolving credit and installment financing.

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Table of Contents

The following presents by class, information related to the average recorded investment and interest income recognized on impaired loans for the three and six months ended June 30, 2012 and 2011.

	Three Months Ended June 30, 2012		Three Months Ended June 30, 2011	
(dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired Loans with No Related Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 9,093	\$ -	\$ 1,329	\$ -
Commercial Mortgage	2,571	-	3,272	-
Construction	1,332	-	288	-
Total Commercial	12,996	-	4,889	-
Total Impaired Loans with No Related Allowance Recorded	\$ 12,996	\$ -	\$ 4,889	\$ -
<b>Impaired Loans with an Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 918	\$ 31	\$ 2,807	\$ 21
Commercial Mortgage	146	4	324	5
Total Commercial	1,064	35	3,131	26
Consumer				
Residential Mortgage	25,133	77	23,595	95
Home Equity	-	-	21	-
Automobile	5,803	149	5,796	145
Other 1	402	3	600	8
Total Consumer	31,338	229	30,012	248
Total Impaired Loans with an Allowance Recorded	\$ 32,402	\$ 264	\$ 33,143	\$ 274
<b>Impaired Loans:</b>				
Commercial	\$ 14,060	\$ 35	\$ 8,020	\$ 26
Consumer	31,338	229	30,012	248
Total Impaired Loans	\$ 45,398	\$ 264	\$ 38,032	\$ 274

	Six Months Ended June 30, 2012		Six Months Ended June 30, 2011	
(dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired Loans with No Related Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 8,121	\$ -	\$ 1,407	\$ -
Commercial Mortgage	2,427	-	3,307	-
Construction	888	-	192	-
Total Commercial	11,436	-	4,906	-
Total Impaired Loans with No Related Allowance Recorded	\$ 11,436	\$ -	\$ 4,906	\$ -
<b>Impaired Loans with an Allowance Recorded:</b>				
Commercial				
Commercial and Industrial	\$ 2,094	\$ 64	\$ 3,590	\$ 89
Commercial Mortgage	195	8	363	9
Construction	693	-	96	-
Total Commercial	2,982	72	4,049	98
Consumer				
Residential Mortgage	25,330	157	22,749	174

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Home Equity	7	-	21	-
Automobile	5,932	303	5,812	288
Other 1	444	10	494	14
Total Consumer	31,713	470	29,076	476
Total Impaired Loans with an Allowance Recorded	\$ 34,695	\$ 542	\$ 33,125	\$ 574

## **Impaired Loans:**

Commercial	\$ 14,418	\$ 72	\$ 8,955	\$ 98
Consumer	31,713	470	29,076	476
Total Impaired Loans	\$ 46,131	\$ 542	\$ 38,031	\$ 574

1 Comprised of other revolving credit and installment financing.

## Table of Contents

For the three and six months ended June 30, 2012 and 2011, the amount of interest income recognized by the Company within the period that the loans were impaired were primarily related to loans modified in a troubled debt restructuring that remained on accrual status. For the three and six months ended June 30, 2012 and 2011, the amount of interest income recognized using a cash-basis method of accounting during the period that the loans were impaired was not material.

## *Modifications*

A modification of a loan constitutes a troubled debt restructuring ( TDR ) when the Company for economic or legal reasons related to a borrower's financial difficulties grants a concession to the borrower that it would not otherwise consider. Loans modified in a TDR were \$40.0 million and \$38.8 million as of June 30, 2012 and December 31, 2011, respectively. There were no commitments to lend additional funds on loans modified in a TDR as of June 30, 2012.

The Company offers various types of concessions when modifying a loan or lease, however, forgiveness of principal is rarely granted. Commercial and industrial loans modified in a TDR often involve temporary interest-only payments, term extensions, and converting revolving credit lines to term loans. Additional collateral, a co-borrower, or a guarantor is often requested. Commercial mortgage and construction loans modified in a TDR often involve reducing the interest rate for the remaining term of the loan, extending the maturity date at an interest rate lower than the current market rate for new debt with similar risk, or substituting or adding a new borrower or guarantor. Construction loans modified in a TDR may also involve extending the interest-only payment period. Lease financing modifications generally involves a short-term forbearance period, usually about three months, after which the missed payments are added to the end of the lease term, thereby extending the maturity date. Interest continues to accrue on the missed payments and as a result, the effective yield on the lease remains unchanged. As the forbearance period usually involves an insignificant payment delay, lease financing modifications typically do not meet the reporting criteria for a TDR. Residential mortgage loans modified in a TDR are primarily comprised of loans where monthly payments are lowered to accommodate the borrowers' financial needs for a period of time, normally two years. During that time, the borrower's entire monthly payment is applied to principal. After the lowered monthly payment period ends, the borrower reverts back to paying principal and interest per the original terms with the maturity date adjusted accordingly. Land loans are also included in the class of residential mortgage loans. Land loans are typically structured as interest-only monthly payments with a balloon payment due at maturity. Land loans modified in a TDR typically involve extending the balloon payment by one to three years, changing the monthly payments from interest-only to principal and interest, while leaving the interest rate unchanged. Home equity modifications are made infrequently and are offered to borrowers if the Company does not hold the first mortgage. Home equity modifications are uniquely designed to meet the specific needs of each borrower. Borrowers having both a first mortgage and home equity loan with the Company are offered a residential mortgage loan modification. Automobile loans modified in a TDR are primarily comprised of loans where the Company has lowered monthly payments by extending the term.

Loans modified in a TDR are typically already on non-accrual status and partial charge-offs have in some cases already been taken against the outstanding loan balance. As a result, loans modified in a TDR for the Company may have the financial effect of increasing the specific Allowance associated with the loan. An Allowance for impaired consumer and commercial loans that have been modified in a TDR is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the estimated fair value of the collateral, less any selling costs, if the loan is collateral dependent. Management exercises significant judgment in developing these estimates.

The following presents by class, information related to loans modified in a TDR during the three and six months ended June 30, 2012.

**Loans Modified as a TDR for the**

**Loans Modified as a TDR for the**

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Troubled Debt Restructurings 1 (dollars in thousands)	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
	Recorded	Increase in		Recorded	Increase in	
	Number of Contracts	Investment (as of period end)	Allowance (as of period end)	Number of Contracts	Investment (as of period end)	Allowance (as of period end)
Commercial						
Commercial and Industrial	1	\$ 45	\$ 3	1	\$ 45	\$ 3
Construction	1	1,182	-	1	1,182	-
Total Commercial	2	1,227	3	2	1,227	3
Consumer						
Residential Mortgage	5	4,367	826	5	4,367	826
Automobile	48	516	4	88	934	8
Total Consumer	53	4,883	830	93	5,301	834
Total	55	\$ 6,110	\$ 833	95	\$ 6,528	\$ 837

1 The period end balances reflect all paydowns and charge-offs since the modification date. TDRs fully paid off, charged-off, or foreclosed upon by period end are not included.

Table of Contents

The following presents by class, loans modified in a TDR that defaulted during the three and six months ended June 30, 2012, and within twelve months of their modification date. A TDR is considered to be in default once it becomes 60 days or more past due following a modification.

TDRs that Defaulted During the Period, Within Twelve Months of their Modification Date (dollars in thousands)	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
	Number of Contracts	Recorded Investment (as of period end) 1	Number of Contracts	Recorded Investment (as of period end) 1
Consumer				
Residential Mortgage	-	\$ -	2	\$ 702
Automobile	3	27	4	37
Total Consumer	3	27	6	739
Total	3	\$ 27	6	\$ 739

1 The period end balances reflect all paydowns and charge-offs since the modification date. TDRs fully paid off, charged-off, or foreclosed upon by period end are not included.

Of the two residential mortgage loans modified in a TDR that subsequently defaulted, one was modified by temporarily lowering monthly payments and applying all payments during this time to principal. The other residential mortgage loan in default pertained to a land loan which was modified from an interest only loan to an amortizing loan, while granting a brief extension on the balloon payment. The automobile loans modified in a TDR that subsequently defaulted were primarily modified by lowering monthly payments by extending the term. There were no other loans modified as a TDR that defaulted during the three and six months ended June 30, 2012, and within twelve months of their modification date.

Commercial and consumer loans modified in a TDR are closely monitored for delinquency as an early indicator of possible future default. If loans modified in a TDR subsequently default, the Company evaluates the loan for possible further impairment. The Allowance may be increased, adjustments may be made in the allocation of the Allowance, or partial charge-offs may be taken to further write-down the carrying value of the loan.

#### Note 4. Mortgage Servicing Rights

The Company's portfolio of residential mortgage loans serviced for third parties was \$3.1 billion and \$3.2 billion as of June 30, 2012 and December 31, 2011, respectively. Generally, the Company's residential mortgage loans sold to third parties are sold on a non-recourse basis. The Company's mortgage servicing activities include collecting principal, interest, and escrow payments from borrowers; making tax and insurance payments on behalf of borrowers; monitoring delinquencies and executing foreclosure proceedings; and accounting for and remitting principal and interest payments to investors. Servicing income, including late and ancillary fees, was \$2.1 million for the three months ended June 30, 2012 and 2011, and \$4.2 million for the six months ended June 30, 2012 and 2011. Servicing income is recorded as a component of mortgage banking income in the Company's consolidated statements of income. The Company's residential mortgage investor loan servicing portfolio is primarily comprised of fixed rate loans concentrated in Hawaii.

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For the three and six months ended June 30, 2012 and 2011, the change in the carrying value of the Company's mortgage servicing rights accounted for under the fair value measurement method was as follows:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
<b>Balance at Beginning of Period</b>	\$ 6,423	\$ 9,692	\$ 7,131	\$ 10,226
Change in Fair Value:				
Due to Change in Valuation Assumptions <sup>1</sup>	(568)	(553)	(881)	(487)
Due to Payoffs	(396)	(287)	(791)	(887)
Total Changes in Fair Value of Mortgage Servicing Rights	(964)	(840)	(1,672)	(1,374)
<b>Balance at End of Period</b>	\$ 5,459	\$ 8,852	\$ 5,459	\$ 8,852

<sup>1</sup> Principally represents changes in discount rates and loan repayment rate assumptions, mostly due to changes in interest rates.



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## Table of Contents

For the three and six months ended June 30, 2012 and 2011, the change in the carrying value of the Company's mortgage servicing rights accounted for under the amortization method was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
(dollars in thousands)				
<b>Balance at Beginning of Period</b>	\$ 17,492	\$ 16,227	\$ 17,148	\$ 15,153
Servicing Rights that Resulted From Asset Transfers	961	473	1,969	1,962
Amortization	(658)	(480)	(1,322)	(895)
<b>Balance at End of Period</b>	\$ 17,795	\$ 16,220	\$ 17,795	\$ 16,220
<b>Fair Value of Mortgage Servicing Rights Accounted for Under the Amortization Method</b>				
Beginning of Period	\$ 20,406	\$ 22,661	\$ 17,159	\$ 20,340
End of Period	\$ 18,937	\$ 21,483	\$ 18,937	\$ 21,483

The key data and assumptions used in estimating the fair value of the Company's mortgage servicing rights as of June 30, 2012 and December 31, 2011 were as follows:

	June 30, 2012	December 31, 2011
Weighted-Average Constant Prepayment Rate <sup>1</sup>	14.49%	15.56%
Weighted-Average Life (in years)	5.40	5.03
Weighted-Average Note Rate	4.77%	4.87%
Weighted-Average Discount Rate <sup>2</sup>	5.47%	6.31%

<sup>1</sup> Represents annualized loan repayment rate assumption.

<sup>2</sup> Derived from multiple interest rate scenarios that incorporate a spread to the London Interbank Offered Rate swap curve and market volatilities.

A sensitivity analysis of the Company's fair value of mortgage servicing rights to changes in certain key assumptions as of June 30, 2012 and December 31, 2011 is presented in the following table.

(dollars in thousands)	June 30, 2012	December 31, 2011
<b>Constant Prepayment Rate</b>		
Decrease in fair value from 25 basis points ( bps ) adverse change	\$ (312)	\$ (295)

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Decrease in fair value from 50 bps adverse change	(615)	(582)
Discount Rate		
Decrease in fair value from 25 bps adverse change	(351)	(331)
Decrease in fair value from 50 bps adverse change	(692)	(652)

This analysis generally cannot be extrapolated because the relationship of a change in one key assumption to the change in the fair value of the Company's mortgage servicing rights usually is not linear. Also, the effect of changing one key assumption without changing other assumptions is not realistic.

Table of Contents**Note 5. Securities Sold Under Agreements to Repurchase**

The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, securities sold under agreements to repurchase are accounted for as collateralized financing arrangements and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Company's consolidated statements of condition, while the securities underlying the securities sold under agreements to repurchase remain in the respective asset accounts and are delivered to and held as collateral by third party trustees.

As of June 30, 2012, the contractual maturities of the Company's securities sold under agreements to repurchase were as follows:

(dollars in thousands)		<b>Amount</b>
Overnight	\$	-
2 to 30 Days		201,100
31 to 90 Days		160,911
Over 90 Days		703,642
<b>Total</b>	<b>\$</b>	<b>1,065,653</b>

Table of Contents**Note 6. Other Comprehensive Income (Loss)**

The following table presents the components of other comprehensive income (loss) for the three and six months ended June 30, 2012 and 2011:

(dollars in thousands)	Before Tax		Tax Effect		Net of Tax
<b>Three Months Ended June 30, 2012</b>					
Net Unrealized Gains on Investment Securities:					
Net Unrealized Gains Arising During the Period	\$	9,582	\$	3,808	\$ 5,774
Less: Reclassification Adjustment for Gains Realized in Net Income		(3,939)		(1,552)	(2,387)
Net Unrealized Gains on Investment Securities		5,643		2,256	3,387
Defined Benefit Plans:					
Amortization of Prior Service Credit and Net Actuarial Losses During the Period		254		101	153
Defined Benefit Plans, Net		254		101	153
<b>Other Comprehensive Income</b>	\$	5,897	\$	2,357	\$ 3,540
<b>Three Months Ended June 30, 2011</b>					
Net Unrealized Gains on Investment Securities:					
Net Unrealized Gains Arising During the Period	\$	33,440	\$	13,289	\$ 20,151
Less: Reclassification Adjustment for Gains Realized in Net Income		(1,431)		(545)	(886)
Net Unrealized Gains on Investment Securities		32,009		12,744	19,265
Defined Benefit Plans:					
Amortization of Prior Service Credit and Net Actuarial Losses During the Period		777		200	577
Defined Benefit Plans, Net		777		200	577
<b>Other Comprehensive Income</b>	\$	32,786	\$	12,944	\$ 19,842
<b>Six Months Ended June 30, 2012</b>					
Net Unrealized Losses on Investment Securities:					
Net Unrealized Gains Arising During the Period	\$	2,996	\$	1,236	\$ 1,760
Less: Reclassification Adjustment for Gains Realized in Net Income		(7,963)		(3,136)	(4,827)
Net Unrealized Losses on Investment Securities		(4,967)		(1,900)	(3,067)
Defined Benefit Plans:					
Amortization of Prior Service Credit and Net Actuarial Losses During the Period		505		199	306
Defined Benefit Plans, Net		505		199	306
<b>Other Comprehensive Loss</b>	\$	(4,462)	\$	(1,701)	\$ (2,761)
<b>Six Months Ended June 30, 2011</b>					
Net Unrealized Losses on Investment Securities:					
Net Unrealized Gains Arising During the Period	\$	7,819	\$	3,107	\$ 4,712
Less: Reclassification Adjustment for Gains Realized in Net Income		(8,132)		(3,185)	(4,947)
Net Unrealized Losses on Investment Securities		(313)		(78)	(235)
Defined Benefit Plans:					
Amortization of Prior Service Credit and Net Actuarial Losses During the Period		1,554		506	1,048
Defined Benefit Plans, Net		1,554		506	1,048
<b>Other Comprehensive Income</b>	\$	1,241	\$	428	\$ 813

**Note 7. Earnings Per Share**

There were no adjustments to net income, the numerator, for purposes of computing earnings per share. The following is a reconciliation of the weighted average number of common shares outstanding for computing diluted earnings per share and antidilutive stock options and restricted stock outstanding for the three and six months ended June 30, 2012 and 2011:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Denominator for Basic Earnings Per Share	45,221,293	47,428,718	45,465,910	47,638,752
Dilutive Effect of Stock Options	106,502	166,670	123,706	179,837
Dilutive Effect of Restricted Stock	19,573	12,426	20,873	19,189
<b>Denominator for Diluted Earnings Per Share</b>	<b>45,347,368</b>	<b>47,607,814</b>	<b>45,610,489</b>	<b>47,837,778</b>
<b>Antidilutive Shares Outstanding</b>	<b>537,383</b>	<b>217,209</b>	<b>537,383</b>	<b>217,209</b>

Table of Contents

**Note 8. Business Segments**

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury and Other. The Company's internal management accounting process measures the performance of the business segments based on the management structure of the Company. This process, which is not necessarily comparable with similar information for any other financial institution, uses various techniques to assign balance sheet and income statement amounts to the business segments, including allocations of income, expense, the provision for credit losses, and capital. This process is dynamic and requires certain allocations based on judgment and other subjective factors. Unlike financial accounting, there is no comprehensive authoritative guidance for management accounting that is equivalent to GAAP. Previously reported results have been reclassified to conform to the current organizational reporting structure.

The net interest income of the business segments reflects the results of a funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics and reflects the allocation of net interest income related to the Company's overall asset and liability management activities on a proportionate basis. The basis for the allocation of net interest income is a function of the Company's assumptions that are subject to change based on changes in current interest rates and market conditions. Funds transfer pricing also serves to transfer interest rate risk to Treasury. However, the other business segments have some latitude to retain certain interest rate exposures related to customer pricing decisions within guidelines.

*Retail Banking*

Retail Banking offers a broad range of financial products and services to consumers and small businesses. Loan and lease products include residential mortgage loans, home equity lines of credit, automobile loans and leases, installment loans, and small business loans and leases. Deposit products include checking, savings, and time deposit accounts. Retail Banking also offers retail life insurance products. Products and services from Retail Banking are delivered to customers through 66 Hawaii branch locations, 494 ATMs throughout Hawaii and the Pacific Islands, e-Bankoh (on-line banking service), a 24-hour customer service center, and a mobile banking service.

*Commercial Banking*

Commercial Banking offers products including corporate banking, commercial real estate loans, commercial lease financing, auto dealer financing, and deposit products. Commercial lending and deposit products are offered to middle-market and large companies in Hawaii. Commercial real estate mortgages focus on customers that include investors, developers, and builders predominantly domiciled in Hawaii. Commercial Banking also includes international banking and operations at the Bank's 11 branches in the Pacific Islands and also provides merchant services to its small business customers.

*Investment Services*

Investment Services includes private banking, trust services, investment management, and institutional investment advisory services. A significant portion of this segment's income is derived from fees, which are generally based on the market values of assets under management.

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The private banking and personal trust group assists individuals and families in building and preserving their wealth by providing investment, credit, and trust services to high-net-worth individuals. The investment management group manages portfolios and creates investment products. Institutional client services offer investment advice to corporations, government entities, and foundations. This segment also provides a full service brokerage offering equities, mutual funds, life insurance, and annuity products.

### *Treasury and Other*

Treasury consists of corporate asset and liability management activities, including interest rate risk management and a foreign currency exchange business. This segment's assets and liabilities (and related interest income and expense) consist of interest-bearing deposits, investment securities, federal funds sold and purchased, government deposits, and short and long-term borrowings. The primary sources of noninterest income are from bank-owned life insurance, net gains from the sale of investment securities, and foreign exchange income related to customer-driven currency requests from merchants and island visitors. The net residual effect of the transfer pricing of assets and liabilities is included in Treasury, along with the elimination of intercompany transactions.

Other organizational units (Technology, Operations, Marketing, Human Resources, Finance, Credit and Risk Management, and Corporate and Regulatory Administration) provide a wide-range of support to the Company's other income earning segments. Expenses incurred by these support units are charged to the business segments through an internal cost allocation process.

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## Table of Contents

Selected business segment financial information as of and for the three months ended June 30, 2012 and 2011 were as follows:

(dollars in thousands)		<b>Retail Banking</b>	<b>Commercial Banking</b>	<b>Investment Services</b>	<b>Treasury and Other</b>	<b>Consolidated Total</b>
<b>Three Months Ended June 30, 2012</b>						
Net Interest Income	\$	38,680	\$ 30,817	\$ 3,585	\$ 22,299	\$ 95,381
Provision for Credit Losses		3,334	157	301	(3,164)	628
Net Interest Income After Provision for Credit Losses		35,346	30,660	3,284	25,463	94,753
Noninterest Income		21,389	8,552	15,058	1,849	46,848
Noninterest Expense		(43,797)	(21,597)	(13,875)	(1,478)	(80,747)
Income Before Provision for Income Taxes		12,938	17,615	4,467	25,834	60,854
Provision for Income Taxes		(4,787)	(6,035)	(1,653)	(7,632)	(20,107)
<b>Net Income</b>	\$	8,151	\$ 11,580	\$ 2,814	\$ 18,202	\$ 40,747
<b>Total Assets as of June 30, 2012</b>	\$	3,246,917	\$ 2,289,516	\$ 287,669	\$ 8,091,524	\$ 13,915,626
<b>Three Months Ended June 30, 2011</b>						
Net Interest Income	\$	43,890	\$ 34,686	\$ 3,792	\$ 15,131	\$ 97,499
Provision for Credit Losses		5,585	397	-	(2,382)	3,600
Net Interest Income After Provision for Credit Losses		38,305	34,289	3,792	17,513	93,899
Noninterest Income		21,697	9,741	15,234	2,791	49,463
Noninterest Expense		(52,268)	(24,236)	(15,043)	(2,227)	(93,774)
Income Before Provision for Income Taxes		7,734	19,794	3,983	18,077	49,588
Provision for Income Taxes		(2,861)	(6,946)	(1,474)	(3,159)	(14,440)
<b>Net Income</b>	\$	4,873	\$ 12,848	\$ 2,509	\$ 14,918	\$ 35,148
<b>Total Assets as of June 30, 2011</b>	\$	3,058,041	\$ 2,266,089	\$ 221,347	\$ 7,615,727	\$ 13,161,204
<b>Six Months Ended June 30, 2012</b>						
Net Interest Income	\$	78,649	\$ 62,259	\$ 7,131	\$ 45,290	\$ 193,329
Provision for Credit Losses		7,364	(511)	290	(6,164)	979
Net Interest Income After Provision for Credit Losses		71,285	62,770	6,841	51,454	192,350
Noninterest Income		40,525	20,129	29,132	5,144	94,930
Noninterest Expense		(88,304)	(45,127)	(29,006)	(3,517)	(165,954)
Income Before Provision for Income Taxes		23,506	37,772	6,967	53,081	121,326
Provision for Income Taxes		(8,697)	(9,052)	(2,578)	(16,442)	(36,769)
<b>Net Income</b>	\$	14,809	\$ 28,720	\$ 4,389	\$ 36,639	\$ 84,557
<b>Total Assets as of June 30, 2012</b>	\$	3,246,917	\$ 2,289,516	\$ 287,669	\$ 8,091,524	\$ 13,915,626
<b>Six Months Ended June 30, 2011</b>						
Net Interest Income	\$	88,314	\$ 69,689	\$ 7,655	\$ 31,538	\$ 197,196
Provision for Credit Losses		10,628	209	(140)	(2,406)	8,291
Net Interest Income After Provision for Credit Losses		77,686	69,480	7,795	33,944	188,905
Noninterest Income		41,817	18,797	30,283	12,488	103,385
Noninterest Expense		(96,087)	(48,738)	(30,447)	(4,584)	(179,856)
Income Before Provision for Income Taxes		23,416	39,539	7,631	41,848	112,434
Provision for Income Taxes		(8,664)	(13,748)	(2,824)	(9,690)	(34,926)
<b>Net Income</b>	\$	14,752	\$ 25,791	\$ 4,807	\$ 32,158	\$ 77,508
<b>Total Assets as of June 30, 2011</b>	\$	3,058,041	\$ 2,266,089	\$ 221,347	\$ 7,615,727	\$ 13,161,204



Table of Contents**Note 9. Pension Plans and Postretirement Benefit Plan**

Components of net periodic benefit cost for the Company's pension plans and the postretirement benefit plan are presented in the following table for the three and six months ended June 30, 2012 and 2011.

(dollars in thousands)	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Three Months Ended June 30,</b>				
Service Cost	\$ -	\$ -	\$ 145	\$ 123
Interest Cost	1,263	1,305	319	359
Expected Return on Plan Assets	(1,449)	(1,612)	-	-
Amortization of:				
Prior Service Credit	-	-	(81)	(53)
Net Actuarial Losses	335	830	-	-
<b>Net Periodic Benefit Cost</b>	<b>\$ 149</b>	<b>\$ 523</b>	<b>\$ 383</b>	<b>\$ 429</b>
<b>Six Months Ended June 30,</b>				
Service Cost	\$ -	\$ -	\$ 290	\$ 246
Interest Cost	2,526	2,610	639	719
Expected Return on Plan Assets	(3,017)	(3,225)	-	-
Amortization of:				
Prior Service Credit	-	-	(162)	(106)
Net Actuarial Losses (Gains)	667	1,661	-	(1)
<b>Net Periodic Benefit Cost</b>	<b>\$ 176</b>	<b>\$ 1,046</b>	<b>\$ 767</b>	<b>\$ 858</b>

The net periodic benefit cost for the Company's pension plans and postretirement benefit plan are recorded as a component of salaries and benefits in the consolidated statements of income. For the three and six months ended June 30, 2012, the Company contributed \$0.1 million and \$5.2 million, respectively, to the pension plans and \$0.2 million and \$0.3 million, respectively, to the postretirement benefit plan. The Company expects to contribute \$5.5 million to the pension plans and \$1.3 million to the postretirement benefit plan for the year ending December 31, 2012.

**Note 10. Derivative Financial Instruments**

The following table presents the Company's derivative financial instruments, their fair values, and balance sheet location as of June 30, 2012 and December 31, 2011:

<b>Derivative Financial Instruments Not Designated as Hedging Instruments<sup>1</sup></b> (dollars in thousands)	<b>June 30, 2012</b>		<b>December 31, 2011</b>	
	<b>Asset Derivatives</b>	<b>Liability Derivatives</b>	<b>Asset Derivatives</b>	<b>Liability Derivatives</b>
Interest Rate Lock Commitments	\$ 7,377	\$ -	\$ 2,344	\$ 10
Forward Commitments	37	1,799	8	946
Interest Rate Swap Agreements	35,296	35,567	35,503	35,779
Foreign Exchange Contracts	156	125	230	97

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<b>Total</b>	\$	42,866	\$	37,491	\$	38,085	\$	36,832
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1 Asset derivatives are included in other assets and liability derivatives are included in other liabilities in the consolidated statements of condition.

The following table presents the Company's derivative financial instruments and the amount and location of the net gains or losses recognized in the statements of income for the three and six months ended June 30, 2012 and 2011:

Derivative Financial Instruments Not Designated as Hedging Instruments (dollars in thousands)	Location of Net Gains (Losses) Recognized in the Statement of Income	Three Months Ended June 30,		Six Months Ended June 30,	
		2012	2011	2012	2011
Interest Rate Lock Commitments	Mortgage Banking	\$ 9,363	\$ 1,908	\$ 13,066	\$ 3,389
Forward Commitments	Mortgage Banking	(2,028)	(341)	(1,762)	(105)
Interest Rate Swap Agreements	Other Noninterest Income	(11)	339	5	367
Foreign Exchange Contracts	Other Noninterest Income	713	743	1,580	1,640
<b>Total</b>		\$ 8,037	\$ 2,649	\$ 12,889	\$ 5,291

Table of Contents

Management has received authorization from the Bank's Board of Directors to use derivative financial instruments as an end-user in connection with its risk management activities and to accommodate the needs of its customers. As with any financial instrument, derivative financial instruments have inherent risks. Market risk is defined as the risk of adverse financial impact due to fluctuations in interest rates, foreign exchange rates, and equity prices. Market risks associated with derivative financial instruments are balanced with the expected returns to enhance earnings performance and shareholder value, while limiting the volatility of each. The Company uses various processes to monitor its overall market risk exposure, including sensitivity analysis, value-at-risk calculations, and other methodologies.

Derivative financial instruments are also subject to credit and counterparty risk, which is defined as the risk of financial loss if a borrower or counterparty is either unable or unwilling to repay borrowings or settle a transaction in accordance with the underlying contractual terms. Credit and counterparty risks associated with derivative financial instruments are similar to those relating to traditional financial instruments. The Company manages derivative credit and counterparty risk by evaluating the creditworthiness of each borrower or counterparty, adhering to the same credit approval process used for commercial lending activities.

Derivative financial instruments are required to be carried at their fair value on the Company's consolidated statements of condition. As of June 30, 2012 and December 31, 2011, the Company did not designate any derivative financial instruments in formal hedging relationships. The Bank's free-standing derivative financial instruments have been recorded at fair value on the Company's consolidated statements of condition. These financial instruments have been limited to interest rate lock commitments (IRLCs), forward commitments, interest rate swap agreements, and foreign exchange contracts.

The Company enters IRLCs for residential mortgage loans which commit us to lend funds to a potential borrower at a specific interest rate and within a specified period of time. IRLCs that relate to the origination of mortgage loans that will be held for sale are considered derivative financial instruments under applicable accounting guidance. Outstanding IRLCs expose the Company to the risk that the price of the mortgage loans underlying the commitments may decline due to increases in mortgage interest rates from inception of the rate lock to the funding of the loan. To mitigate this risk, the Company utilizes forward commitments as economic hedges against the potential decreases in the values of the loans held for sale. The IRLCs and forward commitments are free-standing derivatives which are carried at fair value with changes recorded in the mortgage banking component of noninterest income in the Company's consolidated statements of income. Changes in the fair value of IRLCs and forward commitments subsequent to inception are based on changes in the fair value of the underlying loan resulting from the fulfillment of the commitment and changes in the probability that the loan will fund within the terms of the commitment, which is affected primarily by changes in interest rates and the passage of time.

The Company enters into interest rate swap agreements to facilitate the risk management strategies of a small number of commercial banking customers. The Company mitigates this risk by entering into equal and offsetting interest rate swap agreements with highly rated third party financial institutions. The interest rate swap agreements are free-standing derivatives which are carried at fair value with changes included in other noninterest income in the Company's consolidated statements of income. The Company is party to master netting arrangements with its institutional counterparties; however, the Company does not offset assets and liabilities under these arrangements for financial statement presentation purposes. Collateral, usually in the form of marketable securities, is posted by the counterparty with liability positions in accordance with contract thresholds. The Company had net liability positions with its financial institution counterparties totaling \$35.6 million and \$35.8 million as of June 30, 2012 and December 31, 2011, respectively. The collateral posted by the Company for these net liability positions was \$2.9 million and \$3.6 million as of June 30, 2012 and December 31, 2011, respectively.

The Company's interest rate swap agreements with institutional counterparties contain credit-risk-related contingent features tied to the Company's debt ratings or capitalization levels. Under these provisions, if the Company's debt rating falls below investment grade or if the Company's capitalization levels fall below stipulated thresholds, certain counterparties may require immediate and ongoing collateralization on interest rate swaps in net liability positions, or may require immediate settlement of the contracts. As of June 30, 2012, the Company's debt

ratings and capital levels were in excess of these minimum requirements.

The Company utilizes foreign exchange contracts to offset risks related to transactions executed on behalf of customers. The foreign exchange contracts are free-standing derivatives which are carried at fair value with changes included in other noninterest income in the Company's consolidated statements of income.

Table of Contents**Note 11. Credit Commitments**

The Company's credit commitments as of June 30, 2012 and December 31, 2011 were as follows:

(dollars in thousands)		<b>June 30, 2012</b>	<b>December 31, 2011</b>
Unfunded Commitments to Extend Credit	\$	2,016,176	\$ 1,975,327
Standby Letters of Credit		65,528	74,082
Commercial Letters of Credit		13,338	18,486
<b>Total Credit Commitments</b>	\$	2,095,042	\$ 2,067,895

*Unfunded Commitments to Extend Credit*

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of the terms or conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since commitments may expire without being drawn, the total commitment amount does not necessarily represent future cash requirements.

*Standby and Commercial Letters of Credit*

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Standby letters of credit generally become payable upon the failure of the customer to perform according to the terms of the underlying contract with the third party, while commercial letters of credit are issued specifically to facilitate commerce and typically result in the commitment being drawn on when the underlying transaction is consummated between the customer and a third party. The contractual amount of these letters of credit represents the maximum potential future payments guaranteed by the Company. The Company has recourse against the customer for any amount it is required to pay to a third party under a standby letter of credit, and holds cash and deposits as collateral on those standby letters of credit for which collateral is deemed necessary.

**Note 12. Fair Value of Assets and Liabilities***Fair Value Hierarchy*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. GAAP established a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

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- Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available. A contractually binding sales price also provides reliable evidence of fair value.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that utilize model-based techniques for which all significant assumptions are observable in the market.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement; inputs to the valuation methodology that utilize model-based techniques for which significant assumptions are not observable in the market; or inputs to the valuation methodology that requires significant management judgment or estimation, some of which may be internally developed.

Management maximizes the use of observable inputs and minimizes the use of unobservable inputs when determining fair value measurements. Management reviews and updates the fair value hierarchy classifications of the Company's assets and liabilities on a quarterly basis.

Table of Contents

*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

*Investment Securities Available-for-Sale*

Fair values of investment securities available-for-sale were primarily measured using information from a third-party pricing service. This service provides pricing information by utilizing evaluated pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data from market research publications. Level 1 investment securities are comprised of debt securities issued by the U.S. Treasury. As quoted prices were available, unadjusted, for identical securities in active markets, these securities were classified as Level 1 measurements. Level 2 investment securities were primarily comprised of debt securities issued by the Small Business Administration, states and municipalities, corporations, as well as mortgage-backed securities issued by government agencies. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company's third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

On a quarterly basis, management reviews the pricing information received from the Company's third-party pricing service. This review process includes a comparison to non-binding third-party broker quotes, as well as a review of market-related conditions impacting the information provided by the Company's third-party pricing service. Management primarily identifies investment securities which may have traded in illiquid or inactive markets by identifying instances of a significant decrease in the volume or frequency of trades, relative to historical levels, as well as instances of a significant widening of the bid-ask spread in the brokered markets. Investment securities that are deemed to have been trading in illiquid or inactive markets may require the use of significant unobservable inputs. As of June 30, 2012 and December 31, 2011, management did not make adjustments to prices provided by the third-party pricing service as a result of illiquid or inactive markets. On a quarterly basis, management also reviews a sample of securities priced by the Company's third-party pricing service to review significant assumptions and valuation methodologies used. Based on this review, management determines whether the current placement of the security in the fair value hierarchy is appropriate or whether transfers may be warranted. The Company's third-party pricing service has also established processes for us to submit inquiries regarding quoted prices. Periodically, we will challenge the quoted prices provided by our third-party pricing service. The Company's third-party pricing service will review the inputs to the evaluation in light of the new market data presented by us. The Company's third-party pricing service may then affirm the original quoted price or may update the evaluation on a going forward basis.

*Loans Held for Sale*

The fair value of the Company's residential mortgage loans held for sale was determined based on quoted prices for similar loans in active markets, and therefore, is classified as a Level 2 measurement.

*Mortgage Servicing Rights*

Mortgage servicing rights do not trade in an active market with readily observable market data. As a result, the Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The Company stratifies its mortgage servicing portfolio on the basis of loan type. The assumptions used in the discounted cash flow

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model are those that we believe market participants would use in estimating future net servicing income. Significant assumptions in the valuation of mortgage servicing rights include estimated loan repayment rates, the discount rate, servicing costs, and the timing of cash flows, among other factors. Mortgage servicing rights are classified as Level 3 measurements due to the use of significant unobservable inputs, as well as significant management judgment and estimation.

### *Other Assets*

Other assets recorded at fair value on a recurring basis are primarily comprised of investments related to deferred compensation arrangements. Quoted prices for these investments, primarily in mutual funds, are available in active markets. Thus, the Company's investments related to deferred compensation arrangements are classified as Level 1 measurements in the fair value hierarchy.



Table of Contents*Derivative Financial Instruments*

Derivative financial instruments recorded at fair value on a recurring basis are comprised of interest rate lock commitments ( IRLCs ), forward commitments, interest rate swap agreements, and foreign exchange contracts. The fair values of IRLCs are calculated based on the value of the underlying loan, which in turn is based on quoted prices for similar loans in the secondary market. However, this value is adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close. This factor, the closing ratio, is derived from the Bank's internal data and is adjusted using significant management judgment. As such, IRLCs are classified as Level 3 measurements. Forward commitments are classified as Level 2 measurements as they are primarily based on quoted prices from the secondary market based on the settlement date of the contracts, interpolated or extrapolated, if necessary, to estimate a fair value as of the end of the reporting period. The fair values of interest rate swap agreements are calculated using a discounted cash flow approach and utilize Level 2 observable inputs such as the LIBOR swap curve, effective date, maturity date, notional amount, and stated interest rate. In addition, the Company included into its fair value calculation a credit factor adjustment which was based primarily on management judgment. Thus, interest rate swap agreements are classified as a Level 3 measurement. The fair values of foreign exchange contracts are calculated using the Bank's multi-currency accounting system which utilizes contract specific information such as currency, maturity date, contractual amount, and strike price, along with market data information such as the spot rates of specific currency and yield curves. Foreign exchange contracts are classified as Level 2 measurements because while they are valued using the Bank's multi-currency accounting system, significant management judgment or estimation is not required.

The Company is exposed to credit risk if borrowers or counterparties fail to perform. The Company seeks to minimize credit risk through credit approvals, limits, monitoring procedures, and collateral requirements. The Company generally enters into transactions with borrowers and counterparties that carry high quality credit ratings. Credit risk associated with borrowers or counterparties as well as the Company's non-performance risk is factored into the determination of the fair value of derivative financial instruments.

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(dollars in thousands)				
<b>June 30, 2012</b>				
Investment Securities Available-for-Sale				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$ 693,233	\$ 423,785	\$ -	\$ 1,117,018
Debt Securities Issued by States and Political Subdivisions	-	703,740	-	703,740
Debt Securities Issued by Corporations	-	93,485	-	93,485
Mortgage-Backed Securities Issued by Government Agencies	-	1,377,990	-	1,377,990
U.S. Government-Sponsored Enterprises	-	47,239	-	47,239
Total Mortgage-Backed Securities	-	1,425,229	-	1,425,229
Total Investment Securities Available-for-Sale	693,233	2,646,239	-	3,339,472
Loans Held for Sale	-	14,223	-	14,223
Mortgage Servicing Rights	-	-	5,459	5,459
Other Assets	12,091	-	-	12,091
Net Derivative Assets and Liabilities	-	(1,731)	7,106	5,375
<b>Total Assets Measured at Fair Value on a Recurring Basis as of June 30, 2012</b>	\$ 705,324	\$ 2,658,731	\$ 12,565	\$ 3,376,620

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**December 31, 2011**

Investment Securities Available-for-Sale				
Debt Securities Issued by the U.S. Treasury and Government Agencies	\$	822,508	\$	408,510
			\$	-
			\$	1,231,018
Debt Securities Issued by States and Political Subdivisions		-		407,059
Debt Securities Issued by Corporations		-		96,387
Mortgage-Backed Securities Issued by Government Agencies		-		1,655,872
U.S. Government-Sponsored Enterprises		-		61,549
Total Mortgage-Backed Securities		-		1,717,421
Total Investment Securities Available-for-Sale		822,508		2,629,377
Loans Held for Sale		-		18,957
Mortgage Servicing Rights		-		-
Other Assets		11,082		-
Net Derivative Assets and Liabilities		-		(805)
				2,058
				1,253
<b>Total Assets Measured at Fair Value on a</b>				
<b>Recurring Basis as of December 31, 2011</b>				
	\$	833,590	\$	2,647,529
			\$	9,189
			\$	3,490,308

Table of Contents

For the three and six months ended June 30, 2012 and 2011, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

(dollars in thousands)	Mortgage Servicing Rights 1	Net Derivative Assets and Liabilities 2	Total
<b>Three Months Ended June 30, 2012</b>			
<b>Balance as of April 1, 2012</b>	\$ 6,423	\$ 2,052	\$ 8,475
Realized and Unrealized Net Gains (Losses):			
Included in Net Income	(964)	9,352	8,388
Transfers to Loans Held for Sale	-	(4,298)	(4,298)
<b>Balance as of June 30, 2012</b>	\$ 5,459	\$ 7,106	\$ 12,565
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of June 30, 2012</b>	\$ (568)	\$ 7,106	\$ 6,538
<b>Three Months Ended June 30, 2011</b>			
<b>Balance as of April 1, 2011</b>	\$ 9,692	\$ 606	\$ 10,298
Realized and Unrealized Net Gains (Losses):			
Included in Net Income	(840)	1,877	1,037
Transfers to Loans Held for Sale	-	(2,051)	(2,051)
<b>Balance as of June 30, 2011</b>	\$ 8,852	\$ 432	\$ 9,284
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of June 30, 2011</b>	\$ (553)	\$ 432	\$ (121)
<b>Six Months Ended June 30, 2012</b>			
<b>Balance as of January 1, 2012</b>	\$ 7,131	\$ 2,058	\$ 9,189
Realized and Unrealized Net Gains (Losses):			
Included in Net Income	(1,672)	13,071	11,399
Transfers to Loans Held for Sale	-	(8,023)	(8,023)
<b>Balance as of June 30, 2012</b>	\$ 5,459	\$ 7,106	\$ 12,565
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of June 30, 2012</b>	\$ (881)	\$ 7,106	\$ 6,225
<b>Six Months Ended June 30, 2011</b>			
<b>Balance as of January 1, 2011</b>	\$ 10,226	\$ (332)	\$ 9,894
Realized and Unrealized Net Gains (Losses):			
Included in Net Income	(1,374)	3,386	2,012
Transfers to Loans Held for Sale	-	(2,622)	(2,622)
<b>Balance as of June 30, 2011</b>	\$ 8,852	\$ 432	\$ 9,284
<b>Total Unrealized Net Gains (Losses) Included in Net Income Related to Assets Still Held as of June 30, 2011</b>	\$ (487)	\$ 432	\$ (55)

1 Realized and unrealized gains and losses related to mortgage servicing rights are reported as a component of mortgage banking income in the Company's consolidated statements of income.

2 Realized and unrealized gains and losses related to interest rate lock commitments are reported as a component of mortgage banking income in the Company's consolidated statements of income. Realized and unrealized gains and losses related to interest rate swap agreements are reported as a component of other noninterest income in the Company's consolidated statements of income.

## Table of Contents

For Level 3 assets and liabilities measured at fair value on a recurring or nonrecurring basis as of June 30, 2012, the significant unobservable inputs used in the fair value measurements were as follows:

(dollars in thousands)	Fair Value at June 30, 2012	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Mortgage Servicing Rights	\$ 24,396	Discounted Cash Flow	Weighted Average Constant Prepayment Rate 1	14.49 %
			Weighted Average Discount Rate 2	5.47 %
Net Derivative Assets and Liabilities				
Interest Rate Lock Commitments	\$ 7,377	Pricing Model	Weighted Average Closing Ratio	86.22 %
Interest Rate Swap Agreements	\$ (271)	Discounted Cash Flow	Weighted Average Credit Factor	0.76 %

1 Represents annualized loan repayment rate assumption.

2 Derived from multiple interest rate scenarios that incorporate a spread to the London Interbank Offered Rate swap curve and market volatilities.

The significant unobservable inputs used in the fair value measurement of the Company's mortgage servicing rights are the weighted average constant prepayment rate and weighted average discount rate. Significant increases (decreases) in any of those inputs in isolation could result in a significantly lower (higher) fair value measurement. Although the constant prepayment rate and the discount rate are not directly interrelated, they will generally move in opposite directions of each other.

The Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The Company's Treasury Division enters observable and unobservable inputs into the model to arrive at an estimated fair value. To assess the reasonableness of the fair value measurement, the Treasury Division performs a backtest by applying the model to historical prepayment data. The fair value and constant prepayment rate are also compared to forward-looking estimates to assess reasonableness. The Treasury Division also compares the fair value of the Company's mortgage servicing rights to a value calculated by an independent third-party. Discussions are held with members from the Treasury, Mortgage Banking, and Controllers Divisions, along with the independent third-party to discuss and reconcile the fair value estimates and key assumptions used by the respective parties in arriving at those estimates. A subcommittee of the Company's Asset/Liability Management Committee is responsible for providing oversight over the valuation methodology and key assumptions.

The significant unobservable input used in the fair value measurement of the Company's IRLCs is the closing ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. Generally, the fair value of an IRLC is positive (negative) if the prevailing interest rate is lower (higher) than the IRLC rate. Therefore, an increase in the closing ratio (i.e., higher percentage of loans are estimated to close) will result in the fair value of the IRLC to increase if in a gain position, or decrease if in a loss position. The closing ratio is largely dependent on the loan processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The closing ratio is computed by our secondary marketing system using historical data and the ratio is periodically reviewed by the Company's Secondary Marketing Department of the Mortgage Banking Division for reasonableness.

The unobservable input used in the fair value measurement of the Company's interest rate swap agreements is the credit factor. This factor represents the risk that a counterparty is either unable or unwilling to settle a transaction in accordance with the underlying contractual terms. A significant increase (decrease) in the credit factor could result in a significantly lower (higher) fair value measurement. The credit factor is

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determined by the Treasury Division based on the risk rating assigned to each counterparty in which the Company holds a net asset position. The Company's Credit Policy Committee periodically reviews and approves the Expected Default Frequency of the Economic Capital Model for Credit Risk. The Expected Default Frequency is used as the credit factor for the interest rate swap agreements.

### *Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis*

The Company may be required periodically to measure certain assets and liabilities at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of lower-of-cost-or-fair value accounting or impairment write-downs of individual assets. As of June 30, 2012 and 2011, there were no material adjustments to fair value for the Company's assets and liabilities measured at fair value on a nonrecurring basis in accordance with GAAP.

Table of Contents***Fair Value Option***

The Company elected the fair value option for all residential mortgage loans held for sale originated on or after October 1, 2011. This election allows for a more effective offset of the changes in fair values of the loans held for sale and the derivative financial instruments used to economically hedge them without having to apply complex hedge accounting requirements. As noted above, the fair value of the Company's residential mortgage loans held for sale was determined based on quoted prices for similar loans in active markets.

The following table reflects the difference between the aggregate fair value and the aggregate unpaid principal balance of the Company's residential mortgage loans held for sale as of June 30, 2012 and December 31, 2011.

(dollars in thousands)	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal
<b>June 30, 2012</b>			
Loans Held for Sale	\$ 14,223	\$ 13,676	\$ 547
<b>December 31, 2011</b>			
Loans Held for Sale	\$ 18,957	\$ 18,088	\$ 869

Changes in the estimated fair value of residential mortgage loans held for sale are reported as a component of mortgage banking income in the Company's consolidated statements of income. For the three and six months ended June 30, 2012, the Company recorded a net loss of \$0.7 million and \$0.9 million, respectively, as a result of the change in fair value of the Company's residential mortgage loans held for sale.

***Disclosures about Fair Value of Financial Instruments***

The assumptions used below are expected to approximate those that market participants would use in valuing these financial instruments.

***Investment Securities Held-to-Maturity***

The fair value of the Company's investment securities held-to-maturity was primarily measured using information from a third-party pricing service. Level 1 investment securities are comprised of debt securities issued by the U.S. Treasury as quoted prices were available, unadjusted, for identical securities in active markets. If quoted prices were not available, fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company's third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

***Loans***

The fair value of the Company's loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans were first segregated by type such as commercial, real estate, and consumer, and were then further segmented into fixed and variable rate and loan quality categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

*Time Deposits*

The fair values of the Company's time deposits were estimated using discounted cash flow analyses. The discount rates used were based on rates currently offered for deposits with similar remaining maturities. The fair values of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

*Securities Sold Under Agreements to Repurchase*

The fair value of the Company's securities sold under agreements to repurchase was calculated using discounted cash flow analyses, applying discount rates currently offered for new agreements with similar remaining maturities and considering the Company's non-performance risk.

Table of Contents*Long-Term Debt*

The fair value of the Company's long-term debt was calculated using a discounted cash flow approach and applying discount rates currently offered for new notes with similar remaining maturities and considering the Company's non-performance risk.

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments as of June 30, 2012 and December 31, 2011. This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For non-marketable equity securities such as Federal Home Loan Bank and Federal Reserve Bank stock, the carrying amount is a reasonable estimate of fair value as these securities can only be redeemed or sold at their par value and only to the respective issuing government supported institution or to another member institution. For financial liabilities such as noninterest-bearing demand, interest-bearing demand, and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

(dollars in thousands)	Carrying Amount	Fair Value	Fair Value Measurements		
			Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(dollars in thousands)					
June 30, 2012					
Financial Instruments - Assets					
Investment Securities Held-to-Maturity	\$ 3,729,665	\$ 3,828,954	\$ 185,272	\$ 3,643,682	\$ -
Loans1	5,220,775	5,572,928	-	-	5,572,928
Financial Instruments - Liabilities					
Time Deposits	1,943,231	1,953,931	-	1,953,931	-
Securities Sold Under Agreements to Repurchase	1,065,653	1,181,110	-	1,181,110	-
Long-Term Debt2	19,185	21,986	-	21,986	-
December 31, 2011					
Financial Instruments - Assets					
Investment Securities Held-to-Maturity	\$ 3,657,796	\$ 3,754,206	\$ 186,178	\$ 3,568,028	\$ -
Loans1	5,098,681	5,373,777	-	-	5,373,777
Financial Instruments - Liabilities					
Time Deposits	1,337,079	1,347,576	-	1,347,576	-
Securities Sold Under Agreements to Repurchase	1,925,998	2,031,057	-	2,031,057	-
Long-Term Debt2	21,787	24,076	-	24,076	-

1 Comprised of loans, net of unearned income and the Allowance related to loans.

2 Excludes capitalized lease obligations.



[Table of Contents](#)

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Forward-Looking Statements**

This report contains forward-looking statements concerning, among other things, the economic and business environment in our service area and elsewhere, credit quality, and other financial and business matters in future periods. Our forward-looking statements are based on numerous assumptions, any of which could prove to be inaccurate and actual results may differ materially from those projected because of a variety of risks and uncertainties, including, but not limited to: 1) general economic conditions either nationally, internationally, or locally may be different than expected, and particularly, any event that negatively impacts the tourism industry in Hawaii; 2) unanticipated changes in the securities markets, public debt markets, and other capital markets in the U.S. and internationally; 3) the competitive pressure among financial services and products; 4) the impact of legislative and regulatory initiatives, particularly the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act); 5) changes in fiscal and monetary policies of the markets in which we operate; 6) the increased cost of maintaining or the Company's ability to maintain adequate liquidity and capital, based on the requirements adopted by the Basel Committee on Banking Supervision and U.S. regulators; 7) actual or alleged conduct which could harm our reputation; 8) changes in accounting standards; 9) changes in tax laws or regulations or the interpretation of such laws and regulations; 10) changes in our credit quality or risk profile that may increase or decrease the required level of our reserve for credit losses; 11) changes in market interest rates that may affect credit markets and our ability to maintain our net interest margin; 12) the impact of litigation and regulatory investigations of the Company, including costs, expenses, settlements, and judgments; 13) any interruption or breach in security of our information systems resulting in failures or disruptions in customer account management, general ledger processing, and loan or deposit systems; 14) changes to the amount and timing of proposed common stock repurchases; and 15) natural disasters or adverse weather, public unrest, public health and other conditions that impact us and our customers operations. For a detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements, refer to the section entitled "Risk Factors" in Part II of this report and Part I of our Annual Report on Form 10-K for the year ended December 31, 2011, and subsequent periodic and current reports, filed with the U.S. Securities and Exchange Commission (the SEC). Words such as believes, anticipates, expects, intends, targeted, and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not undertake an obligation to update forward-looking statements to reflect later events or circumstances.

### **Reclassifications**

Certain prior period information in Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) has been reclassified to conform to current period classifications.

### **Overview**

Bank of Hawaii Corporation (the Parent) is a Delaware corporation and a bank holding company headquartered in Honolulu, Hawaii. The Parent's principal and only operating subsidiary is Bank of Hawaii (the Bank).

The Bank, directly and through its subsidiaries, provides a broad range of financial services to businesses, consumers, and governments in Hawaii, Guam, and other Pacific Islands. References to we, our, us, or the Company refer to the Parent and its subsidiaries that are consolidated for financial reporting purposes.

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Exceptional people working together are the foundation for our success and enable us to build exceptional value for our customers, communities, shareholders, and each other. Excellence, integrity, respect, innovation, commitment, and teamwork are the core values for the way we do business. Our business plan is balanced between growth and risk management, including the flexibility to adjust, given the uncertainties of the economy. We remain cautious about the economy, interest rates, and loan demand. We intend to continue to focus on providing customers with a competitive mix of products and services, improving expense management, and efficiently managing capital.

### *Hawaii Economy*

Hawaii's economy was stable during the second quarter of 2012 with continued improvement in tourism, the State's largest industry. For the first five months of 2012, total visitor arrivals increased by 10.0% and visitor spending increased by 16.8% compared to the same period in 2011. The increase in visitor spending was primarily due to strong growth from international visitors. Hotel occupancy and revenue per available room also continued to improve. Statewide seasonally-adjusted unemployment was 6.4% in June 2012, compared to 8.2% nationally. For the first six months of 2012, the volume of single-family home sales on Oahu was relatively unchanged from the same period in 2011, while the median price of single-family homes sold was 8.7% higher compared to the same period in 2011. Single-family home inventory on Oahu continued to shrink and was at approximately four months as of June 30, 2012.



[Table of Contents](#)

*Earnings Summary*

Net income for the second quarter of 2012 was \$40.7 million, an increase of \$5.6 million or 16% compared to the same period in 2011. Diluted earnings per share were \$0.90 for the second quarter of 2012, an increase of \$0.16 or 22% compared to the same period in 2011. The change in net income for the second quarter of 2012 was primarily due to the following:

- Net interest income for the second quarter of 2012 was \$95.4 million, a decrease of \$2.1 million or 2% compared to the same period in 2011. The net interest margin was 2.98% in the second quarter of 2012, a decrease of 18 basis points compared to the same period in 2011. This decrease was primarily due to lower yields on loans and investments, a result of the low interest rate environment.
- The provision for credit losses (the Provision ) for the second quarter of 2012 was \$0.6 million, a decrease of \$3.0 million or 83% compared to the same period in 2011. This decrease was primarily due to improving credit trends and the underlying risk profile of the loan portfolio as economic conditions in Hawaii continued to stabilize.
- Mortgage banking income for the second quarter of 2012 was \$7.6 million, an increase of \$4.9 million compared to the same period in 2011. This was primarily due to an increase in loan origination volume related to refinancing activity, a result of low interest rates.
- Salaries and benefits expense for the second quarter of 2012 was \$44.0 million, a decrease of \$2.8 million or 6% compared to the same period in 2011. As of June 30, 2012, we had 4% fewer full-time equivalent employees compared to June 30, 2011. We also recorded lower share-based compensation, retirement plan expense, and separation expense in the second quarter of 2012 compared to the same period in 2011.
- Other noninterest expense for the second quarter of 2012 was \$17.5 million, a decrease of \$9.9 million or 36% compared to the same period in 2011. This was primarily due to a \$9.0 million accrual related to the settlement of overdraft litigation recorded in the second quarter of 2011.

We also experienced lower debit card income and a higher provision for income taxes. Debit card income was \$4.1 million for the second quarter of 2012, a decrease of \$4.0 million or 49% compared to the same period in 2011. This decrease was primarily due to changes in debit card interchange rules as a result of pricing restrictions imposed by the Durbin Amendment which was effective October 1, 2011. The provision for income taxes was \$20.1 million for the second quarter of 2012, an increase of \$5.7 million or 39% compared to the same period in 2011. This increase was primarily due to higher pre-tax income in the second quarter of 2012 compared to the same period in 2011 as well as a benefit for the release of reserves recorded in the second quarter of 2011.

Net income for the first six months of 2012 was \$84.6 million, an increase of \$7.0 million or 9% compared to the same period in 2011. Diluted earnings per share were \$1.85 for the first six months of 2012, an increase of \$0.23 or 14% compared to the same period in 2011. The change in net income for the first six months of 2012 was primarily due to the following:

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- Net interest income was \$193.3 million for the first six months of 2012, a decrease of \$3.9 million or 2% compared to the same period in 2011. The net interest margin was 3.02% for the first six months of 2012, a decrease of 18 basis points compared to the same period in 2011. This decrease was primarily due to lower yields on loans and investments, a result of the low interest rate environment, and investing conservatively.
- The Provision for the first six months of 2012 was \$1.0 million, a decrease of \$7.3 million compared to the same period in 2011. Consistent with improvements in our credit quality, the Provision was \$6.2 million less than net charge-offs of loans and leases for the first six months of 2012 compared to the same period in 2011.
- Mortgage banking income for the first six months of 2012 was \$12.6 million, an increase of \$6.8 million compared to the same period in 2011. This was primarily due to increased loan refinancing activity as a result of low interest rates.
- Salaries and benefits expense for the first six months of 2012 was \$91.1 million, a decrease of \$2.5 million or 3% compared to the same period in 2011. As noted above, we had 4% fewer full-time equivalent employees as of June 30, 2012 compared to June 30, 2011. We also recorded lower retirement plan expense and separation expense for the first six months of 2012 compared to the same period in 2011.
- Other noninterest expense for the first six months of 2012 was \$35.1 million, a decrease of \$11.2 million or 24% compared to the same period in 2011. As previously noted, our financial results in 2011 were adversely impacted by a \$9.0 million accrual related to the settlement of overdraft litigation.

We also experienced lower debit card income and gains from the sale of investment securities. Debit card income was \$7.6 million for the first six months of 2012, a decrease of \$7.0 million or 48% compared to the same period in 2011. As previously noted, this decrease was primarily due to the provisions of the Durbin Amendment which was effective October 1, 2011. Net losses from the sales of investment securities were \$0.1 million for the first six months of 2012 compared to net gains of \$6.1 million for the same period in 2011. The amount and timing of our sale of investment securities are dependent on a number of factors, including our efforts to preserve capital levels while managing duration and extension risk.





[Table of Contents](#)

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Our results for the first six months of 2012 were influenced by a stable and generally improving economy in Hawaii. However, we remained cautious about the slow pace of economic recovery both in Hawaii and on the U.S. Mainland. We also continued to monitor regulatory changes and the associated costs of compliance as well as volatility in the financial markets. As a result of the uncertainties in the economic recovery, we continued to maintain adequate reserves for credit losses and high levels of liquidity and capital. In particular:

- The allowance for loan and lease losses (the Allowance ) was \$132.4 million as of June 30, 2012, a decrease of \$6.2 million or 4% from December 31, 2011. The ratio of our Allowance to total loans and leases outstanding decreased to 2.34% as of June 30, 2012, compared to 2.50% as of December 31, 2011. Absent significant deterioration in the economy and assuming continued improvement and/or stability in credit quality, we may reduce the Allowance in future periods.
- Total deposits were \$11.5 billion as of June 30, 2012, an increase of \$955.4 million or 9% from December 31, 2011. This increase was primarily due to local government entities transferring funds from repurchase agreements to time deposits. Commercial and consumer deposits also increased over this period as customers remain cautious about investing and spending.
- We continued to invest excess liquidity in high-grade investment securities. As of June 30, 2012, the total carrying value of our investment securities portfolio was \$7.1 billion. During the first six months of 2012, we continued to increase our state and municipal bond holdings in an effort to partially offset extension risk associated with our mortgage-backed securities.
- Total shareholders' equity was \$1.0 billion as of June 30, 2012, relatively unchanged from December 31, 2011. We continued to return capital to our shareholders in the form of share repurchases and dividends. During the first six months of 2012, we repurchased 1.1 million shares of common stock at a total cost of \$50.0 million under our share repurchase program. We also paid cash dividends of \$41.1 million during the first six months of 2012. In the second quarter of 2012, we reduced our share repurchases to \$20.0 million compared to \$30.0 million in the first quarter of 2012.

In 2012, should economic conditions continue to stabilize in Hawaii, we may see improving prospects for loan growth in certain portfolios. However, we remain cautious about interest rates, the uncertainties of government regulation, as well as increased pressure on fee-based revenues in future periods. In particular, the full year impact of compliance with the Durbin Amendment in 2012 is expected to significantly reduce debit card income. For the remainder of 2012, we intend to continue to focus on controlling expenses and maintaining adequate levels of liquidity, reserves for credit losses, and capital.



# Table of Contents

Our financial highlights are presented in Table 1.

## Financial Highlights

	Three Months Ended June 30,		Six Months Ended June 30,		Table 1
(dollars in thousands, except per share amounts)	2012	2011	2012	2011	
<b>For the Period:</b>					
<b>Operating Results</b>					
Net Interest Income	\$ 95,381	\$ 97,499	\$ 193,329	\$ 197,196	
Provision for Credit Losses	628	3,600	979	8,291	
Total Noninterest Income	46,848	49,463	94,930	103,385	
Total Noninterest Expense	80,747	93,774	165,954	179,856	
Net Income	40,747	35,148	84,557	77,508	
Basic Earnings Per Share	0.90	0.74	1.86	1.63	
Diluted Earnings Per Share	0.90	0.74	1.85	1.62	
Dividends Declared Per Share	0.45	0.45	0.90	0.90	
<b>Performance Ratios</b>					
Return on Average Assets	1.19 %	1.09 %	1.24 %	1.21 %	
Return on Average Shareholders' Equity	16.19	13.86	16.73	15.36	
Efficiency Ratio 1	56.77	63.81	57.57	59.84	
Net Interest Margin 2	2.98	3.16	3.02	3.20	
Dividend Payout Ratio 3	50.00	60.81	48.39	55.21	
Average Shareholders' Equity to Average Assets	7.36	7.84	7.41	7.85	
<b>Average Balances</b>					
Average Loans and Leases	\$ 5,641,588	\$ 5,326,123	\$ 5,602,473	\$ 5,318,993	
Average Assets	13,750,488	12,967,232	13,715,859	12,966,437	
Average Deposits	10,622,420	9,790,349	10,526,317	9,831,809	
Average Shareholders' Equity	1,012,182	1,016,813	1,016,425	1,017,795	
<b>Market Price Per Share of Common Stock</b>					
Closing	\$ 45.95	\$ 46.52	\$ 45.95	\$ 46.52	
High	49.99	49.26	49.99	49.26	
Low	44.02	44.90	44.02	44.32	
			June 30, 2012	December 31, 2011	
<b>As of Period End:</b>					
<b>Balance Sheet Totals</b>					
Loans and Leases			\$ 5,671,483	\$ 5,538,304	
Total Assets			13,915,626	13,846,391	
Total Deposits			11,547,993	10,592,623	
Long-Term Debt			28,075	30,696	
Total Shareholders' Equity			1,003,825	1,002,667	
<b>Asset Quality</b>					
Allowance for Loan and Lease Losses			\$ 132,443	\$ 138,606	
Non-Performing Assets			41,494	40,790	
<b>Financial Ratios</b>					
Allowance to Loans and Leases Outstanding			2.34 %	2.50 %	
Tier 1 Capital Ratio			16.41	16.68	
Total Capital Ratio			17.67	17.95	
Tier 1 Leverage Ratio			6.57	6.73	
Total Shareholders' Equity to Total Assets			7.21	7.24	
Tangible Common Equity to Tangible Assets 4			7.00	7.03	
Tangible Common Equity to Risk-Weighted Assets 4			17.57	17.93	

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### Non-Financial Data

Full-Time Equivalent Employees	2,312	2,370
Branches and Offices	77	81
ATMs	494	506

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

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 the Use of Non-GAAP Financial Measures section below.

Table of Contents**Use of Non-GAAP Financial Measures**

The ratios tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. The Company believes these measurements are useful for investors, regulators, management and others to evaluate capital adequacy relative to other financial institutions. Although these Non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. Table 2 provides a reconciliation of these Non-GAAP financial measures with financial measures defined by GAAP.

**GAAP to Non-GAAP Reconciliation**

		<b>June 30, 2012</b>	<b>Table 2 December 31, 2011</b>
(dollars in thousands)			
Total Shareholders' Equity	\$	1,003,825	\$ 1,002,667
Less: Goodwill		31,517	31,517
Intangible Assets		58	83
Tangible Common Equity	\$	972,250	\$ 971,067
Total Assets	\$	13,915,626	\$ 13,846,391
Less: Goodwill		31,517	31,517
Intangible Assets		58	83
Tangible Assets	\$	13,884,051	\$ 13,814,791
Risk-Weighted Assets, determined in accordance with prescribed regulatory requirements	\$	5,532,285	\$ 5,414,481
Total Shareholders' Equity to Total Assets		7.21%	7.24%
Tangible Common Equity to Tangible Assets (Non-GAAP)		7.00%	7.03%
Tier 1 Capital Ratio		16.41%	16.68%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)		17.57%	17.93%

Table of Contents**Analysis of Statements of Income**

Average balances, related income and expenses, and resulting yields and rates are presented in Table 3. An analysis of the change in net interest income, on a taxable-equivalent basis, is presented in Table 4.

**Average Balances and Interest Rates Taxable-Equivalent Basis****Table 3**

(dollars in millions)	Three Months Ended June 30, 2012			Three Months Ended June 30, 2011			Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
<b>Earning Assets</b>												
Interest-Bearing												
Deposits	\$ 3.0	\$ -	0.12%	\$ 5.3	\$ -	0.15%	\$ 3.1	\$ -	0.19%	\$ 4.7	\$ -	0.02%
Funds Sold	237.8	0.1	0.20	518.4	0.3	0.23	250.1	0.2	0.20	488.0	0.6	0.22
Investment Securities												
Available-for-Sale	3,410.4	19.4	2.27	4,061.4	23.9	2.35	3,431.0	39.0	2.28	4,849.8	61.9	2.56
Held-to-Maturity	3,788.9	25.1	2.65	2,418.0	20.6	3.40	3,763.1	51.5	2.74	1,663.6	28.2	3.39
Loans Held for Sale	12.1	0.1	4.22	11.5	0.1	3.25	12.0	0.3	4.22	10.0	0.2	4.26
Loans and Leases 1												
Commercial and Industrial												
	786.3	7.7	3.93	772.4	7.8	4.02	796.1	15.8	3.98	774.1	15.6	4.07
Commercial Mortgage												
	953.5	10.4	4.40	890.9	10.8	4.87	947.6	21.0	4.45	871.2	21.2	4.90
Construction												
	99.7	1.3	5.07	79.3	1.0	5.24	101.6	2.6	5.21	80.0	2.0	5.14
Commercial Lease Financing												
	284.5	1.7	2.36	329.5	2.3	2.79	289.4	3.4	2.35	331.5	4.6	2.77
Residential Mortgage												
	2,371.7	27.9	4.71	2,113.3	27.7	5.25	2,318.0	55.7	4.80	2,107.0	56.3	5.34
Home Equity												
	772.3	8.4	4.36	785.3	9.5	4.83	775.6	16.9	4.39	790.6	19.1	4.87
Automobile												
	193.7	2.9	6.03	192.8	3.3	6.92	193.4	5.9	6.12	197.9	6.9	7.03
Other 2												
	179.9	3.6	8.12	162.6	3.0	7.50	180.8	7.3	8.10	166.7	6.2	7.52
Total Loans and Leases												
	5,641.6	63.9	4.54	5,326.1	65.4	4.92	5,602.5	128.6	4.60	5,319.0	131.9	4.98
Other												
	80.0	0.3	1.41	79.9	0.3	1.40	80.0	0.6	1.40	79.9	0.6	1.40
<b>Total Earning Assets 3</b>												
	13,173.8	108.9	3.31	12,420.6	110.6	3.56	13,141.8	220.2	3.36	12,415.0	223.4	3.61
Cash and Noninterest-Bearing												
Deposits	131.7			129.3			134.5			131.9		
Other Assets	445.0			417.3			439.6			419.5		
<b>Total Assets</b>	<b>\$ 13,750.5</b>			<b>\$ 12,967.2</b>			<b>\$ 13,715.9</b>			<b>\$ 12,966.4</b>		
<b>Interest-Bearing Liabilities</b>												
Interest-Bearing												
Deposits												
Demand	1,906.1	0.1	0.03	1,769.6	0.2	0.04	1,886.6	0.2	0.03	1,787.2	0.4	0.04
Savings	4,444.5	1.1	0.10	4,523.0	1.9	0.17	4,441.8	2.4	0.11	4,529.9	4.1	0.18
Time	1,253.9	2.0	0.63	1,009.5	2.7	1.07	1,257.0	4.1	0.64	1,027.6	5.5	1.08
Total Interest-Bearing												
Deposits	7,604.5	3.2	0.17	7,302.1	4.8	0.26	7,585.4	6.7	0.18	7,344.7	10.0	0.28
Short-Term Borrowings												
	15.0	-	0.14	16.2	-	0.13	15.3	-	0.13	16.6	-	0.13
	1,808.5	7.3	1.59	1,862.4	7.4	1.56	1,862.3	14.6	1.55	1,812.2	14.4	1.58

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Securities Sold Under Agreements to Repurchase												
Long-Term Debt	30.6	0.5	6.51	32.6	0.5	6.49	30.7	1.0	6.50	32.6	1.0	5.99
Total												
Interest-Bearing												
Liabilities	9,458.6	11.0	0.46	9,213.3	12.7	0.55	9,493.7	22.3	0.47	9,206.1	25.4	0.55
Net Interest Income	\$ 97.9				\$ 97.9				\$ 197.9		\$ 198.0	
Interest Rate Spread			2.85%				3.01%				2.89%	
Net Interest Margin			2.98%				3.16%				3.02%	
Noninterest-Bearing												
Demand Deposits	3,017.9			2,488.2			2,940.9			2,487.0		
Other Liabilities	261.8			248.9			264.9			255.5		
Shareholders' Equity	1,012.2			1,016.8			1,016.4			1,017.8		
Total Liabilities and Shareholders' Equity												
Shareholders' Equity	\$ 13,750.5			\$ 12,967.2			\$ 13,715.9			\$ 12,966.4		

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

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

3 Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$2,481,000 and \$395,000 for the three months ended June 30, 2012 and 2011, respectively, and \$4,551,000 and \$778,000 for the six months ended June 30, 2012 and 2011, respectively.



Table of Contents**Analysis of Change in Net Interest Income Taxable-Equivalent Basis****Table 4****Six Months Ended June 30, 2012****Compared to June 30, 2011**

(dollars in millions)	<b>Volume 1</b>	<b>Rate 1</b>	<b>Total</b>
<b>Change in Interest Income:</b>			
Funds Sold	\$ (0.3)	\$ (0.1)	\$ (0.4)
Investment Securities			
Available-for-Sale	(16.7)	(6.2)	(22.9)
Held-to-Maturity	29.6	(6.3)	23.3
Loans Held for Sale	0.1	-	0.1
Loans and Leases			
Commercial and Industrial	0.5	(0.3)	0.2
Commercial Mortgage	1.8	(2.0)	(0.2)
Construction	0.6	-	0.6
Commercial Lease Financing	(0.5)	(0.7)	(1.2)
Residential Mortgage	5.4	(6.0)	(0.6)
Home Equity	(0.4)	(1.8)	(2.2)
Automobile	(0.2)	(0.8)	(1.0)
Other 2	0.6	0.5	1.1
Total Loans and Leases	7.8	(11.1)	(3.3)
<b>Total Change in Interest Income</b>	<b>20.5</b>	<b>(23.7)</b>	<b>(3.2)</b>
<b>Change in Interest Expense:</b>			
Interest-Bearing Deposits			
Demand	-	(0.2)	(0.2)
Savings	(0.1)	(1.6)	(1.7)
Time	1.1	(2.5)	(1.4)
Total Interest-Bearing Deposits	1.0	(4.3)	(3.3)
Securities Sold Under Agreements to Repurchase	0.5	(0.3)	0.2
Long-Term Debt	(0.1)	0.1	-
<b>Total Change in Interest Expense</b>	<b>1.4</b>	<b>(4.5)</b>	<b>(3.1)</b>
<b>Change in Net Interest Income</b>	<b>\$ 19.1</b>	<b>\$ (19.2)</b>	<b>\$ (0.1)</b>

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.

*Net Interest Income*

Net interest income is affected by the size and mix of our balance sheet components as well as the spread between interest earned on assets and interest paid on liabilities. Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

Net interest income was \$95.4 million in the second quarter of 2012, a decrease of \$2.1 million or 2% compared to the same period in 2011. On a taxable-equivalent basis, net interest income was \$97.9 million in the second quarter of 2012, relatively unchanged compared to the same period in 2011. The net interest margin was 2.98% in the second quarter of 2012, a decrease of 18 basis points compared to the same period in 2011. Net interest income was \$193.3 million for the first six months of 2012, a decrease of \$3.9 million or 2% compared to the same period in 2011. On a taxable-equivalent basis, net interest income was \$197.9 million for the first six months of 2012, relatively unchanged compared to the same period in 2011. The net interest margin was 3.02% for the first six months of 2012, a decrease of 18 basis points compared to the same period in 2011. The lower margins in 2012 were primarily due to lower yields on loans and investment securities.

Yields on our earning assets decreased by 25 basis points in both the second quarter of 2012 and for the first six months of 2012 compared to the same periods in 2011, reflective of higher levels of liquidity and lower yields on investment securities and loans. Yields on our investment securities portfolio decreased by 27 basis points in the second quarter of 2012 and by 25 basis points for the first six months of 2012 compared to the same periods in 2011. Also contributing to the decline in yields on our earning assets in 2012 were lower yields in nearly every category of loans and leases. Partially offsetting the lower yields on our earning assets were lower funding costs, primarily due to lower rates paid on our interest-bearing deposits, reflective of the re-pricing of our deposits at lower interest rates. Rates paid on our time deposits decreased by 44 basis points in both the second quarter of 2012 and for the first six months of 2012 compared to the same periods in 2011.



[Table of Contents](#)

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Average balances of our earning assets increased by \$753.2 million or 6% in the second quarter of 2012 compared to the same period in 2011, primarily due to a \$720.0 million increase in average balances of our investment securities portfolio. We invested our excess liquidity into state and municipal securities and securities issued by the Small Business Administration (the SBA) in an effort to manage extension risk related to our mortgage-backed securities. Average balances of our investments in state and municipal bond holdings increased by \$551.5 million and average balances of our SBA securities increased by \$421.2 million in the second quarter of 2012 compared to the same period in 2011. This was partially offset by a \$210.4 million decrease in average balances of our U.S. Treasury notes. Also contributing to the increase in our average balances of earning assets was a \$315.5 million increase in average loan and lease balances primarily due to a \$258.4 million increase in the average balance of our residential mortgage loan portfolio primarily due to our decision to retain additional conforming saleable loans in our portfolio.

Average balances of our earning assets increased by \$726.8 million or 6% for the first six months of 2012 compared to the same period in 2011, primarily due to a \$680.6 million increase in average balances of our investment securities portfolio. In 2011 and during the first six months of 2012, we reduced our holdings in mortgage-backed securities issued by the Government National Mortgage Association (Ginnie Mae). Average balances of our mortgage-backed securities issued by Ginnie Mae decreased by \$268.5 million for the first six months of 2012 compared to the same period in 2011. As noted above, we invested our excess liquidity into state and municipal securities and securities issued by the SBA. Average balances of our investments in state and municipal bond holdings increased by \$489.0 million and average balances of our SBA securities increased by \$420.5 million for the first six months of 2012 compared to the same period in 2011. Also contributing to the increase in our average balances of earning assets was a \$283.5 million increase in average loan and lease balances primarily due to a \$211.1 million increase in the average balance of our residential mortgage loan portfolio primarily due to our decision to retain additional conforming saleable loans in our portfolio.

Average balances of our interest-bearing liabilities increased by \$245.3 million or 3% in the second quarter of 2012 and by \$287.6 million or 3% for the first six months of 2012 compared to the same periods in 2011 primarily due to an increase in the average balances of our public time deposits from local government entities.

### *Provision for Credit Losses*

The Provision reflects our judgment of the expense or benefit necessary to achieve the appropriate amount of the Allowance. We maintain the Allowance at levels adequate to cover our estimate of probable credit losses as of the end of the reporting period. The Allowance is determined through detailed quarterly analyses of the loan and lease portfolio. The Allowance is based on our loss experience and changes in the economic environment, as well as an ongoing assessment

of credit quality. We recorded a Provision of \$0.6 million in the second quarter of 2012 and \$1.0 million for the first six months of 2012 compared to a Provision of \$3.6 million in the second quarter of 2011 and \$8.3 million for the first six months of 2011. The lower Provision recorded in the second quarter of 2012 and for the first six months of 2012 reflected improving credit trends and the underlying risk profile of the loan portfolio as economic conditions in Hawaii continued to further stabilize. Net charge-offs were \$3.8 million for the second quarter of 2012 and \$7.1 million for the first six months of 2012, a decrease of \$2.2 million and \$3.5 million compared to the same periods in 2011, respectively. Non-performing assets appears to have stabilized and were \$41.5 million as of June 30, 2012, an increase of \$0.7 million or 2% from December 31, 2011. For further discussion, see the Corporate Risk Profile - Reserve for Credit Losses section in MD&A for information on net charge-offs, non-performing assets, and other factors considered by management in assessing the credit quality of the loan portfolio and establishing the Allowance.

### *Noninterest Income*

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Noninterest income decreased by \$2.6 million or 5% in the second quarter of 2012 and by \$8.5 million or 8% for the first six months of 2012 compared to the same periods in 2011.

Trust and asset management income is comprised of fees earned from the management and administration of trusts and other customer assets. These fees are largely based upon the market value of the assets that we manage and the fee rate charged to customers. Total trust assets under administration were \$9.9 billion as of June 30, 2012, \$9.3 billion as of December 31, 2011, and \$10.2 billion as of June 30, 2011. Trust and asset management income decreased by \$0.2 million or 2% in the second quarter of 2012 and by \$1.1 million or 5% for the first six months of 2012 compared to the same periods in 2011. The decrease for the first six months of 2012 was primarily due to a \$0.5 million decline in special service fees which were mainly the result of two large termination fees recorded in the first quarter of 2011. In addition, mutual fund investment management fees decreased by \$0.3 million. We made a decision to liquidate our proprietary money market funds in November 2011, resulting in the decrease in mutual fund investment management fee revenue.

Mortgage banking income is highly influenced by mortgage interest rates and the housing market. Mortgage banking income increased by \$4.9 million in the second quarter of 2012 compared to the same period in 2011. This increase was primarily due to a \$5.8 million increase in net gains related to the fair value of mortgage-related derivative financial instruments, the result of higher loan origination volume and favorable interest rate movements. Residential mortgage loan originations were \$291.8 million in the second quarter of 2012, a \$135.7 million or 87% increase compared to the same period in 2011. Residential mortgage loan sales were \$96.6 million in the second quarter of 2012, a \$44.7 million or 86% increase compared to the same period in 2011.



[Table of Contents](#)



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Mortgage banking income increased by \$6.8 million for the first six months of 2012 compared to the same period in 2011. This increase was primarily due to an \$8.0 million increase in net gains related to the fair value of mortgage-related derivative financial instruments. As noted above, we experienced higher loan origination volume and the fair value of our mortgage-related derivative financial instruments benefited from favorable interest rate movements. Residential mortgage loan originations were \$585.7 million for the first six months of 2012, an increase of \$177.9 million or 44% compared to the same period in 2011. Residential mortgage loan sales were \$195.4 million for the first six months of 2012, a decrease of \$16.0 million or 8% compared to the same period in 2011. This decrease was primarily due to our decision to retain additional conforming saleable loans in our portfolio, particularly in the first quarter of 2012.

Service charges on deposit accounts decreased by \$0.2 million or 2% in the second quarter of 2012 and by \$0.5 million or 3% for the first six months of 2012 compared to the same periods in 2011. These decreases were primarily due to a decline in account analysis fees as a result of reduced charges applied against the customers' earnings credit rate. The decline in account analysis fees was partially offset by an increase in overdraft fees primarily due to growth in number of accounts and an increase in customers enrolling in our debit card overdraft coverage program.

Fees, exchange, and other service charges are primarily comprised of debit card income, fees from ATMs, merchant service activity, and other loan fees and service charges. Fees, exchange, and other service charges decreased by \$4.3 million or 26% in the second quarter of 2012 and by \$6.9 million or 22% for the first six months of 2012 compared to the same periods in 2011. These decreases were primarily due to a decline in debit card income resulting mainly from the pricing restrictions imposed by the Durbin Amendment, which was effective October 1, 2011.

We did not sell any investment securities in the second quarter of 2012 or 2011. Sales of investment securities resulted in a net loss of \$0.1 million in the first quarter of 2012 compared to a net gain of \$6.1 million for the same period in 2011. The amount and timing of our sales of investments securities are dependent on a number of factors, including our efforts to preserve capital levels while managing duration and extension risk.

Insurance income decreased by \$0.8 million or 25% in the second quarter of 2012 and by \$1.3 million or 22% for the first six months of 2012 compared to the same periods in 2011. These decreases were primarily due to lower sales of our annuity products. The low interest rate environment, in particular, continues to adversely affect sales of our fixed annuity products.

Other noninterest income decreased by \$2.0 million or 33% in the second quarter of 2012 compared to the same period in 2011. This decrease was primarily due to a \$0.9 million decline in the fair value of mutual funds in deferred compensation and retirement plans. However this decrease has marginal effect on net income as it is mostly offset by a corresponding decrease in salaries and benefits expense and other expense. Also contributing to the decrease in other noninterest income was a \$0.4 million decrease in gain on sale of leased equipment due to a sale that occurred in the second quarter of 2011. In addition, we recorded \$0.4 million of income in the second quarter of 2011 from facilitating customer-related interest rate swap agreements. Other noninterest income increased by \$0.7 million or 6% in the first six months of 2012 compared to the same period in 2011. This increase was primarily due to a lessee exercising its early buy-out option on two cargo ship leveraged leases which resulted in a pre-tax gain of \$3.5 million in the first quarter of 2012. This increase was partially offset by a \$1.0 million pre-tax loss related to the sale and termination of an aircraft lease in the first quarter of 2012, coupled with the aforementioned \$0.4 million gain on sale of leased equipment that occurred in the second quarter of 2011. Also offsetting the increase was a \$0.8 million decline in the fair value of mutual funds in deferred compensation and retirement plans, coupled with the aforementioned \$0.4 million of income recognized in the second quarter of 2011 from facilitating customer-related interest rate swap agreements.

### *Noninterest Expense*

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Noninterest expense decreased by \$13.0 million or 14% in the second quarter of 2012 and by \$13.9 million or 8% for the first six months of 2012 compared to the same periods in 2011.



Table of Contents

Table 5 presents the components of salaries and benefits expense.

**Salaries and Benefits**

	<b>Table 5</b>		<b>Table 5</b>	
	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
(dollars in thousands)	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Salaries	\$ 27,831	\$ 29,142	\$ 56,518	\$ 58,217
Incentive Compensation	4,132	4,243	8,186	7,709
Share-Based Compensation and Cash Grants for the Purchase of Company Stock	1,758	2,483	3,443	3,158
Commission Expense	1,754	1,553	3,290	3,216
Retirement and Other Benefits	3,481	3,804	7,871	8,766
Payroll Taxes	2,437	2,335	6,255	6,374
Medical, Dental, and Life Insurance	2,239	2,438	4,676	4,661
Separation Expense	405	802	822	1,481
<b>Total Salaries and Benefits</b>	<b>\$ 44,037</b>	<b>\$ 46,800</b>	<b>\$ 91,061</b>	<b>\$ 93,582</b>

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Salaries and benefits expense decreased by \$2.8 million or 6% in the second quarter of 2012 compared to the same period in 2011. Salaries expense decreased by \$1.3 million or 4% in the second quarter of 2012 compared to the same period in 2011. We had 4% fewer full-time equivalent employees as of June 30, 2012 compared to June 30, 2011. Share-based compensation decreased by \$0.7 million primarily due to a \$2.0 million accrual for a share appreciation program that was recorded in the second quarter of 2011, but subsequently reversed in the fourth quarter of 2011. The share appreciation program was replaced by a stock option program. Compensation expense recorded for this new stock option program was \$0.8 million for the second quarter of 2012. Also contributing to the decrease in salaries and benefits expense were declines in retirement plan expense and separation expense. Salaries and benefits expense decreased by \$2.5 million or 3% for the first six months of 2012 compared to the same period in 2011. Salaries expense decreased by \$1.7 million or 3% for the first six months of 2012 compared to the same period in 2011. As noted above, we had 4% fewer full-time equivalent employees as of June 30, 2012 compared to June 30, 2011. Also contributing to the decrease were declines in retirement plan expense and separation expense, partially offset by an increase in incentive compensation.

Net occupancy expense decreased by \$0.4 million or 4% in the second quarter of 2012 compared to the same period in 2011. This decrease was primarily due to a gain recognized upon adjusting the book value of two bank-owned properties to fair value prior to being donated in the second quarter of 2012. Net occupancy expense decreased by \$0.2 million or 1% for the first six months of 2012 compared to the same period in 2011.

Net equipment expense decreased by \$0.1 million or 2% in the second quarter of 2012 and increased by \$1.1 million or 11% for the first six months of 2012 compared to the same periods in 2011. The increase for the first six months of 2012 was primarily due to the purchase of technology equipment in the first quarter of 2012.

FDIC insurance expense increased by \$0.1 million or 4% in the second quarter of 2012 and decreased by \$1.1 million or 21% for the first six months of 2012 compared to the same periods in 2011. The decrease for the first six months of 2012 was primarily due to lower rate assessments as a result of new rules finalized by the FDIC. As required by the Dodd-Frank Act, on February 7, 2011, the FDIC finalized new rules which redefined the assessment base as average consolidated total assets minus average tangible equity. The new rate schedule and other revisions to the assessment rules became effective April 1, 2011.

Other noninterest expense decreased by \$9.9 million or 36% in the second quarter of 2012 and by \$11.2 million or 24% for the first six months of 2012 compared to the same periods in 2011. These decreases were primarily due to the accrual of \$9.0 million related to the settlement of overdraft litigation recorded in the second quarter of 2011. Also contributing to the decrease in 2012 was a decline in operating losses, which include losses as a result of bank error, fraud, items processing, or theft. These items were partially offset by the donation in the second quarter of 2012 of two bank-owned properties appraised at \$1.0 million.



[Table of Contents](#)

*Provision for Income Taxes*

Table 6 presents our provision for income taxes and effective tax rates.

<b>Provision for Income Taxes and Effective Tax Rates</b>	<b>Table 6</b>	
	<b>Three Months Ended June 30,</b>	<b>Six Months Ended June 30,</b>
(dollars in thousands)	<b>2012</b>	<b>2011</b>
Provision for Income Taxes	\$ 20,107	\$ 14,440
Effective Tax Rates	33.04%	29.12%

The higher effective tax rate for the second quarter of 2012 compared to the same period in 2011 was primarily due to a benefit recorded in the second quarter of 2011 for the release of reserves due to the closing of the Internal Revenue Service audit for tax years 2007 and 2008. The slightly lower effective tax rate for the first six months of 2012 compared to the same period in 2011 was primarily due to the sale of our equity interest in two leveraged leases which resulted in a \$2.7 million credit to the provision for income taxes in the first quarter of 2012.







[Table of Contents](#)

**Analysis of Statements of Condition***Investment Securities*

The carrying value of our investment securities was \$7.1 billion as of June 30, 2012, a decrease of \$40.5 million or 1% compared to December 31, 2011.

We continually evaluate our investment securities portfolio in response to established asset/liability management objectives, changing market conditions that could affect profitability, and the level of interest rate risk to which we are exposed. These evaluations may cause us to change the level of funds we deploy into investment securities, change the composition of our investment securities portfolio, and change the proportion of investments made into the available-for-sale and held-to-maturity investment categories.

During the second quarter of 2012, we continued to reduce our positions in mortgage-backed securities issued by the Government National Mortgage Corporation ( Ginnie Mae ) and U.S. Treasury Notes. We increased our holdings state and municipal securities in an effort to manage extension risk related to our mortgage-backed securities. As of June 30, 2012, our remaining portfolio of Ginnie Mae mortgage-backed securities were primarily comprised of securities issued between 2008 and 2011. As of June 30, 2012, the credit ratings of these mortgage-backed securities were all AAA-rated, with a low probability of a change in ratings in the near future. As of June 30, 2012, our remaining available-for-sale investment securities portfolio was comprised of securities with an average base duration of less than three years.

Gross unrealized gains in our investment securities portfolio were \$172.1 million as of June 30, 2012 and \$168.0 million as of December 31, 2011. Gross unrealized losses on our temporarily impaired investment securities were \$4.9 million as of June 30, 2012 and \$6.6 million as of December 31, 2011. As of June 30, 2012, the gross unrealized losses were primarily attributable to changes in interest rates related to state and municipal securities, relative to when the investment securities were purchased.

As of June 30, 2012, we did not own any subordinated debt, or preferred or common stock of the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation. See Note 2 to the Consolidated Financial Statements for more information.

*Loans and Leases*

Table 7 presents the composition of our loan and lease portfolio by major categories.

**Loan and Lease Portfolio Balances**

		<b>Table 7</b>	
		<b>June 30,</b>	<b>December 31,</b>
		<b>2012</b>	<b>2011</b>
(dollars in thousands)			
Commercial			
Commercial and Industrial	\$	781,688	\$ 817,170
Commercial Mortgage		961,984	938,250
Construction		97,668	98,669
Lease Financing		281,020	311,928

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Total Commercial	2,122,360	2,166,017
Consumer		
Residential Mortgage	2,401,331	2,215,892
Home Equity	766,839	780,691
Automobile	194,339	192,506
Other 1	186,614	183,198
Total Consumer	3,549,123	3,372,287
<b>Total Loans and Leases</b>	<b>\$ 5,671,483</b>	<b>\$ 5,538,304</b>

1 Comprised of other revolving credit, installment, and lease financing.

Total loans and leases as of June 30, 2012 increased by \$133.2 million or 2% from December 31, 2011.

Commercial loans and leases as of June 30, 2012 decreased by \$43.7 million or 2% from December 31, 2011. Commercial and industrial loans decreased by \$35.5 million or 4% from December 31, 2011 primarily due to several large payoffs during the first six months of 2012. Commercial mortgage loans increased by \$23.7 million or 3% from December 31, 2011 primarily due to refinancing activity and new lending opportunities. Construction loans decreased by \$1.0 million or 1% from December 31, 2011 as demand for new development activity remained weak. Lease financing decreased by \$30.9 million or 10% from December 31, 2011 primarily due to a \$16.6 million decrease in balances related to a lessee's decision to exercise its early buy-out option on two cargo ship leveraged leases in the first quarter of 2012. Also contributing to the decrease in lease financing balances was a \$6.1 million decrease related to the sale and termination of an aircraft lease in the first quarter of 2012.

Consumer loans and leases as of June 30, 2012 increased by \$176.8 million or 5% from December 31, 2011. Residential mortgage loans increased by \$185.4 million or 8% from December 31, 2011 primarily due to strong refinancing activity, the result of low interest rates, as well as our decision to retain additional conforming saleable loans in our portfolio. Home equity loans decreased by \$13.9 million or 2% from December 31, 2011 primarily due to continued paydowns and reduced line utilization. As of June 30, 2012, automobile loan balances remained relatively unchanged from December 31, 2011. Other consumer loans increased by \$3.4 million or 2% from December 31, 2011 primarily due to the success of our installment loan product.



# Table of Contents

Table 8 presents the composition of our loan and lease portfolio by geographic area and by major categories.

Geographic Distribution of Loan and Lease Portfolio							Table 8
(dollars in thousands)	Hawaii	U.S. Mainland 1	Guam	Other Pacific Islands	Foreign 2	Total	
<b>June 30, 2012</b>							
Commercial							
Commercial and Industrial	\$ 679,923	\$ 31,677	\$ 65,190	\$ 2,362	\$ 2,536	\$ 781,688	
Commercial Mortgage	864,993	33,637	63,354	-	-	961,984	
Construction	97,668	-	-	-	-	97,668	
Lease Financing	31,853	207,715	17,914	-	23,538	281,020	
Total Commercial	1,674,437	273,029	146,458	2,362	26,074	2,122,360	
Consumer							
Residential Mortgage	2,251,156	-	145,039	5,136	-	2,401,331	
Home Equity	736,806	9,024	18,923	2,086	-	766,839	
Automobile	137,924	6,157	47,609	2,649	-	194,339	
Other 3	135,913	-	20,480	30,216	5	186,614	
Total Consumer	3,261,799	15,181	232,051	40,087	5	3,549,123	
<b>Total Loans and Leases</b>	<b>\$ 4,936,236</b>	<b>\$ 288,210</b>	<b>\$ 378,509</b>	<b>\$ 42,449</b>	<b>\$ 26,079</b>	<b>\$ 5,671,483</b>	
<b>December 31, 2011</b>							
Commercial							
Commercial and Industrial	\$ 700,570	\$ 42,296	\$ 67,870	\$ 3,325	\$ 3,109	\$ 817,170	
Commercial Mortgage	849,551	23,965	64,711	3	20	938,250	
Construction	98,669	-	-	-	-	98,669	
Lease Financing	30,488	236,203	21,868	-	23,369	311,928	
Total Commercial	1,679,278	302,464	154,449	3,328	26,498	2,166,017	
Consumer							
Residential Mortgage	2,059,448	-	150,676	5,768	-	2,215,892	
Home Equity	750,196	10,512	17,877	2,106	-	780,691	
Automobile	140,111	9,073	41,113	2,209	-	192,506	
Other 3	139,229	-	19,136	24,828	5	183,198	
Total Consumer	3,088,984	19,585	228,802	34,911	5	3,372,287	
<b>Total Loans and Leases</b>	<b>\$ 4,768,262</b>	<b>\$ 322,049</b>	<b>\$ 383,251</b>	<b>\$ 38,239</b>	<b>\$ 26,503</b>	<b>\$ 5,538,304</b>	

1 For secured loans and leases, classification as U.S. Mainland is made based on where the collateral is located. For unsecured loans and leases, classification as U.S. Mainland is made based on the location where the majority of the borrower's business operations are conducted.

2 Loans classified as Foreign represent those which are recorded in the Company's international business units. Lease financing classified as Foreign represent those with air transportation carriers based outside the United States.

3 Comprised of other revolving credit, installment, and lease financing.

Our commercial and consumer lending activities are concentrated primarily in Hawaii and the Pacific Islands. Our commercial loan and lease portfolio to borrowers based on the U.S. Mainland includes leveraged lease financing and participation in Shared National Credits. Our consumer loan and lease portfolio includes limited lending activities on the U.S. Mainland.

[Table of Contents](#)



*Other Assets*

Table 9 presents the major components of other assets.

<b>Other Assets</b>		<b>Table 9</b>	
		<b>June 30,</b>	<b>December 31,</b>
(dollars in thousands)		<b>2012</b>	<b>2011</b>
Bank-Owned Life Insurance	\$	215,218	\$ 213,113
Federal Home Loan Bank and Federal Reserve Bank Stock		80,132	79,946
Low-Income Housing and Other Equity Investments		40,864	35,860
Derivative Financial Instruments		42,866	38,085
Prepaid Expenses		26,667	28,979
Accounts Receivable		12,553	13,607
Federal and State Tax Deposits		6,069	6,069
Other		24,636	26,113
<b>Total Other Assets</b>	<b>\$</b>	<b>449,005</b>	<b>\$ 441,772</b>

Other assets increased by \$7.2 million or 2% from December 31, 2011. The increase in other assets from December 31, 2011 was primarily due to a \$7.5 million increase in commitments to fund low-income housing investments. Also contributing to the increase was a \$4.8 million increase in the fair value of our derivative financial instruments and a \$2.1 million increase in the value of our bank-owned life insurance. This was partially offset by a \$2.4 million decrease in funds that were in the process of settlement and a \$3.8 million decrease in prepaid FDIC assessments due to amortization recorded in the first six months of 2012.

As of June 30, 2012, the carrying value of our Federal Home Loan Bank of Seattle ( FHLB ) stock was \$61.3 million. Our investment in the FHLB is a condition of membership and, as such, is required to obtain credit and other services from the FHLB. As of March 31, 2012, the FHLB met all of its regulatory capital requirements, but remained classified as undercapitalized by its primary regulator, the Federal Housing Finance Agency ( Finance Agency ), due to several factors including the possibility that further declines in the value of its private-label mortgage-backed securities could cause it to fall below its risk-based capital requirements. As such, the FHLB remains restricted from redeeming or repurchasing capital stock or paying dividends. We consider our investment in the FHLB as a long-term investment and we value the investment based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. We understand that in addition to meeting all of its regulatory capital requirements, as of March 31, 2012, the FHLB met all minimum financial requirements stipulated under a Consent Order issued by the Finance Agency in October 2010. The FHLB also continues to meet its debt obligations and if needed has an additional source of liquidity available to U.S. Government-Sponsored Enterprises through the U.S. Treasury. Based upon the foregoing, we have not recorded an impairment of the carrying value of our FHLB stock as of June 30, 2012.

*Deposits*

Table 10 presents the composition of our deposits by major customer categories.

<b>Deposits</b>		<b>Table 10</b>	
		<b>June 30,</b>	<b>December 31,</b>
(dollars in thousands)		<b>2012</b>	<b>2011</b>

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Consumer	\$	5,360,325	\$	5,241,827
Commercial		4,403,095		4,320,712
Public and Other		1,784,573		1,030,084
<b>Total Deposits</b>	\$	11,547,993	\$	10,592,623

Our strong brand continues to play a key role as we compete with other financial institutions for a share of the deposit market.

During the second quarter of 2012, customers continued to seek liquidity and safety in light of the slow pace of economic recovery both in Hawaii and on the U.S. Mainland. Deposit balances as of June 30, 2012 increased by \$955.4 million or 9% from December 31, 2011. The increase was primarily due to a \$660.1 million increase in public time deposits, mainly the result of local government entities transferring funds from repurchase agreements to time deposits. Also contributing to the increase was a \$175.2 million increase in our consumer and commercial noninterest-bearing demand accounts and a \$106.6 million increase in our consumer interest-bearing demand and savings products.

Table 11 presents the composition of our savings deposits.

## Savings Deposits

(dollars in thousands)		<b>June 30, 2012</b>		<b>Table 11 December 31, 2011</b>
Money Market	\$	1,701,839	\$	1,732,999
Regular Savings		2,734,055		2,665,639
<b>Total Savings Deposits</b>	\$	4,435,894	\$	4,398,638

Table 12 presents our quarterly average balance of time deposits of \$100,000 or more.

## Average Time Deposits of \$100,000 or More

(dollars in thousands)		<b>Three Months Ended June 30, 2012</b>		<b>Table 12 December 31, 2011</b>
Average Time Deposits	\$	893,270	\$	769,024



[Table of Contents](#)

*Borrowings*

Borrowings consisted of funds purchased as of June 30, 2012 and December 31, 2011. Borrowings were \$13.8 million as of June 30, 2012, a \$3.0 million or 27% increase from December 31, 2011. We manage the level of our borrowings to ensure that we have adequate sources of liquidity. Due to our successful deposit gathering efforts and our strong capital levels, our level of borrowings as a source of funds has remained low.

*Securities Sold Under Agreements to Repurchase*

Table 13 presents the composition of our securities sold under agreements to repurchase.

**Securities Sold Under Agreements to Repurchase****Table 13**

(dollars in thousands)		<b>June 30, 2012</b>		<b>December 31, 2011</b>
Government Entities	\$	465,653	\$	1,325,998
Private Institutions		600,000		600,000
<b>Total Securities Sold Under Agreements to Repurchase</b>	<b>\$</b>	<b>1,065,653</b>	<b>\$</b>	<b>1,925,998</b>

Securities sold under agreements to repurchase as of June 30, 2012 decreased by \$860.3 million or 45% from December 31, 2011. The decrease was primarily due to local government entities transferring funds from repurchase agreements to time deposits. As of June 30, 2012, the weighted average maturity was 119 days for our securities sold under agreements to repurchase with government entities and 5.4 years for securities sold under agreements to repurchase with private institutions, subject to the private institutions' right to terminate agreements at earlier specified dates which could decrease the weighted average maturity to 2.7 years. As of June 30, 2012, all of our securities sold under agreements to repurchase were at fixed interest rates. As of June 30, 2012, the weighted average interest rate for outstanding agreements with government entities and private institutions was 0.09% and 4.63%, respectively. We have not entered into agreements in which the securities sold and the related liability were not recorded on the consolidated statements of condition.

*Long-Term Debt*

Long-term debt was \$28.1 million as of June 30, 2012, a \$2.6 million or 9% decrease from December 31, 2011. Due to our strong liquidity position, we have not needed additional long-term funding in recent years.



[Table of Contents](#)

**Analysis of Business Segments**

Our business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury and Other.

Table 14 summarizes net income from our business segments. Additional information about segment performance is presented in Note 8 to the Consolidated Financial Statements.

<b>Business Segment Net Income</b>		<b>Table 14</b>			
		<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30,</b>	
(dollars in thousands)		<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Retail Banking	\$	8,151	\$ 4,873	\$ 14,809	\$ 14,752
Commercial Banking		11,580	12,848	28,720	25,791
Investment Services		2,814	2,509	4,389	4,807
<b>Total</b>		<b>22,545</b>	<b>20,230</b>	<b>47,918</b>	<b>45,350</b>
Treasury and Other		18,202	14,918	36,639	32,158
<b>Consolidated Total</b>	\$	<b>40,747</b>	<b>\$ 35,148</b>	<b>\$ 84,557</b>	<b>\$ 77,508</b>

*Retail Banking*

Net income increased by \$3.3 million or 67% in the second quarter of 2012 compared to the same period in 2011 primarily due to decreases in noninterest expense and the Provision, partially offset by a decrease in net interest income. The decrease in noninterest expense was primarily due to lower allocated expenses related to the segment's share of the \$9.0 million overdraft litigation settlement accrued in the second quarter of 2011. The decrease in the Provision was primarily due to lower net charge-offs of loans and leases in the segment combined with improving credit trends and the underlying risk profile of the loan portfolio. The decrease in net interest income was primarily due to lower earnings credits on the segment's deposit portfolio, partially offset by higher average deposit balances and higher average loan balances.

Net income remained relatively unchanged during the first six months of 2012 compared to the same period in 2011, as decreases in noninterest expense and the Provision were largely offset by decreases in net interest income and noninterest income. The decrease in noninterest expense was primarily due to lower allocated expenses related to the overdraft litigation settlement accrued in the second quarter of 2011. The decrease in the Provision was primarily due to lower net charge-offs of loans and leases in the segment combined with improving credit trends and the underlying risk profile of the loan portfolio. The decrease in net interest income was primarily due to lower earnings credits on the segment's deposit portfolio, partially offset by higher average balances. The decrease in noninterest income was primarily due to lower debit card interchange income resulting from the pricing restrictions imposed by the Durbin Amendment, partially offset by higher mortgage banking income.

*Commercial Banking*

Net income decreased by \$1.3 million or 10% in the second quarter of 2012 compared to the same period in 2011 primarily due to decreases in net interest income and noninterest income, partially offset by a decrease in noninterest expense. The decrease in net interest income was due to lower earnings credits on the segment's deposit portfolio, partially offset by higher average deposit balances. The decrease in noninterest income



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was due to lower net gains on the sale of leased assets, lower fees from facilitating customer interest rate swaps, and lower account analysis fees. The decrease in noninterest expense was primarily due to lower allocated expenses related to the overdraft litigation settlement accrued in the second quarter of 2011.

Net income increased by \$2.9 million or 11% for the first six months of 2012 compared to the same period in 2011 primarily due to decreases in the provision for income taxes and noninterest expense, coupled with an increase in noninterest income, partially offset by a decrease in net interest income. The decrease in the provision for income taxes and the increase in noninterest income were attributed to a gain recognized upon a lessee exercising its early buy-out option on two cargo ship leveraged leases. The decrease in noninterest expense was primarily due to lower other operating expense and lower allocated expenses related to the overdraft litigation settlement accrued in the second quarter of 2011. The decrease in net interest income was due to lower earnings credits on the segment's deposit portfolio, partially offset by higher average deposit balances.

### *Investment Services*

Net income increased by \$0.3 million or 12% in the second quarter of 2012 compared to the same period in 2011 primarily due to a decrease in noninterest expense, partially offset by decreases in net interest income and noninterest income. The decrease in noninterest expense was primarily due to lower salaries, other operating, and allocated expenses. The decrease in net interest income was due to lower earnings credits on the segment's deposit portfolio. The decrease in noninterest income was due primarily to lower annuity and life insurance fee income from the segment's full service brokerage, partially offset by higher mortgage banking income.

Net income decreased by \$0.4 million or 9% for the first six months of 2012 compared to the same period in 2011 primarily due to decreases in noninterest income and net interest income, partially offset by a decrease in noninterest expense. The decrease in noninterest income was primarily due to lower annuity and life insurance fee income from the segment's full service brokerage and lower special service (termination) fees, partially offset by higher mortgage banking income. The decrease in net interest income was primarily due to lower earnings credits on the segment's deposit portfolio. The decrease in noninterest expense was primarily due to lower salaries and other operating expense.



[Table of Contents](#)

*Treasury and Other*

Net income increased by \$3.3 million or 22% in the second quarter of 2012 compared to the same period in 2011 primarily due to an increase in net interest income. This increase was primarily due to lower deposit funding costs.

Net income increased by \$4.5 million or 14% for the first six months of 2012 compared to the same period in 2011 primarily due to an increase in net interest income coupled with a lower Provision, partially offset by a decrease in noninterest income. The increase in net interest income was primarily due to lower deposit funding costs. The decrease in the Provision represents a reduction in the Allowance due to improving credit trends and the underlying risk profile of the loan portfolio. The decrease in noninterest income was primarily due to lower net investment securities gains.

Other organizational units (Technology, Operations, Marketing, Human Resources, Finance, Credit and Risk Management, and Corporate and Regulatory Administration) included in Treasury and Other provide a wide-range of support to the Company's other income earning segments. Expenses incurred by these support units are charged to the business segments through an internal cost allocation process.



Table of Contents**Corporate Risk Profile***Credit Risk*

As of June 30, 2012, our overall credit risk position reflects a continued stabilizing Hawaii economy. However, we remain cautious because of the slow pace of economic recovery both in Hawaii and the U.S. Mainland. We also remain concerned about U.S. and global economic volatility.

Although asset quality has improved over the past two and a half years, we remain vigilant in light of the uncertainties in the U.S. economy as well as concerns related to specific segments of our lending portfolio that present a higher risk profile. As of June 30, 2012, the higher risk segments within our loan and lease portfolio continue to be concentrated in residential home building, residential land loans, home equity loans, and air transportation leases. In addition, loans and leases based on Hawaiian islands other than Oahu (the neighbor islands) may present a higher risk profile as the neighbor islands have continued to experience higher levels of unemployment and have shown signs of slower economic recovery when compared to Oahu.

We continue to monitor our loan and lease portfolio to identify higher risk segments. We also actively manage exposures with deteriorating asset quality to reduce levels of potential loss exposure and have systematically built our reserves and capital base to address both anticipated and unforeseen issues. Risk management activities have included curtailing activities in some higher risk segments. We have also conducted detailed analysis of portfolio segments and stress tested those segments to ensure that reserve and capital levels are appropriate. We are also performing frequent loan and lease-level risk monitoring and risk rating review which provides opportunities for early interventions to allow for credit exits or restructuring, loan and lease sales, and voluntary workouts and liquidations.

Table 15 presents balances in our loan and lease portfolio which demonstrate a higher risk profile.

<b>Higher Risk Loans and Leases Outstanding</b>			<b>Table 15</b>	
		<b>June 30,</b>	<b>December 31,</b>	
(dollars in thousands)		<b>2012</b>	<b>2011</b>	
Residential Home Building	\$	8,777	\$	13,475
Residential Land Loans		16,703		18,163
Home Equity Loans		22,029		21,413
Air Transportation		27,633		36,144
<b>Total</b>	\$	<b>75,142</b>	\$	<b>89,195</b>

As of June 30, 2012, our higher risk loans and leases outstanding decreased by \$14.1 million or 16% from December 31, 2011.

Residential home building loans represented \$48.6 million or 50% of our total commercial construction portfolio balance as of June 30, 2012. The higher risk loans in our residential home building portfolio consist of loans with a well-defined weakness or weaknesses that could jeopardize the orderly repayment of the loans. These higher risk loans were \$8.8 million as of June 30, 2012. This included \$1.4 million in projects on the neighbor islands. The Allowance associated with the higher risk residential home building loans, which was comprised of four loans, was \$1.7 million or 19% of outstanding loan balances. There were no delinquencies in this portfolio of higher risk loans, however, one of the loans is on non-accrual status due to concerns about its full collectability.

Residential land loans in our residential mortgage portfolio consist of consumer loans secured by unimproved lots. These loans often represent higher risk due to the volatility in the value of the underlying collateral. Our residential land loan portfolio was \$16.7 million as of June 30, 2012, of which \$14.3 million related to properties on the neighbor islands. The decrease in our higher risk exposure in this portfolio segment for the first six months of 2012 was primarily due to \$1.2 million in paydowns and \$0.3 million in charge-offs. Residential land loans that have not been modified in a troubled debt restructuring ( TDR ) are collectively evaluated for impairment in connection with the evaluation of our residential mortgage portfolio. As of June 30, 2012, there was a nominal specific Allowance associated with the remaining balance of our residential land loans and there were no residential land loans that were past due 90 days or more as to principal or interest.

The higher risk segment within our Hawaii home equity lending portfolio was \$22.0 million or 3% of our total home equity loans outstanding as of June 30, 2012. The higher risk segment within our Hawaii home equity portfolio includes those loans originated in 2005 or later, with current monitoring credit scores below 600, and with original loan-to-value ( LTV ) ratios greater than 70%. Higher risk loans in our Hawaii home equity portfolio are collectively evaluated for impairment in connection with the evaluation of our entire home equity portfolio. As of June 30, 2012, there was no specific Allowance associated with the balance of our higher risk home equity loans. The higher risk home equity loans had a 90 day past due delinquency ratio of 3.5% and \$1.8 million in charge-offs were recorded during the first six months of 2012.

We consider all of our air transportation leases to be of higher risk due to the volatile financial profile of the industry. Domestic air transportation carriers continue to demonstrate a higher risk profile due to fuel costs, pension plan obligations, consumer demand, and marginal pricing power. Carriers are migrating to newer generations of more fuel efficient fleets which is negatively impacting older generation aircraft





[Table of Contents](#)

valuations. We believe that volatile fuel costs, coupled with a slowly recovering economy, could place additional pressure on the financial health of air transportation carriers for the foreseeable future. As of June 30, 2012, our air transportation leasing portfolio was comprised of four leveraged leases on aircraft that were originated in the 1990 s and prior. In the first six months of 2012, we sold one aircraft and terminated the lease and transferred one aircraft to equipment held for sale, a component of other assets, at the lease termination date. These two transactions decreased our higher risk air transportation exposure by \$8.6 million, which had a related Allowance of \$3.4 million. As of June 30, 2012, the

Allowance associated with our air transportation leases was \$20.2 million of the outstanding balance. For the first six months of 2012, there were no delinquencies in our air transportation lease portfolio and no charge-offs were recorded.

All of these higher risk loans and leases have been considered in our quarterly evaluation of the adequacy of the Allowance.



Table of Contents*Non-Performing Assets*

Table 16 presents information on non-performing assets ( NPA's ) and accruing loans and leases past due 90 days or more.

**Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More**

	<b>Table 16</b>	
	<b>June 30,</b>	<b>December 31,</b>
	<b>2012</b>	<b>2011</b>
(dollars in thousands)		
<b>Non-Performing Assets</b>		
Non-Accrual Loans and Leases		
Commercial		
Commercial and Industrial	\$ 5,778	\$ 6,243
Commercial Mortgage	2,737	2,140
Construction	1,182	2,080
Lease Financing	-	5
Total Commercial	9,697	10,468
Consumer		
Residential Mortgage	26,803	25,256
Home Equity	2,425	2,024
Total Consumer	29,228	27,280
Total Non-Accrual Loans and Leases	38,925	37,748
Foreclosed Real Estate	2,569	3,042
<b>Total Non-Performing Assets</b>	<b>\$ 41,494</b>	<b>\$ 40,790</b>
<b>Accruing Loans and Leases Past Due 90 Days or More</b>		
Commercial		
Commercial and Industrial	\$ 1	\$ 1
Total Commercial	1	1
Consumer		
Residential Mortgage	4,229	6,422
Home Equity	2,445	2,194
Automobile	98	170
Other 1	395	435
Total Consumer	7,167	9,221
<b>Total Accruing Loans and Leases Past Due 90 Days or More</b>	<b>\$ 7,168</b>	<b>\$ 9,222</b>
<b>Restructured Loans on Accrual Status and Not Past Due 90 Days or More</b>	<b>\$ 31,124</b>	<b>\$ 33,703</b>
<b>Total Loans and Leases</b>	<b>\$ 5,671,483</b>	<b>\$ 5,538,304</b>
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases	0.69%	0.68%
Ratio of Non-Performing Assets to Total Loans and Leases, and Foreclosed Real Estate	0.73%	0.74%
Ratio of Commercial Non-Performing Assets to Total Commercial Loans and Leases, and Commercial Foreclosed Real Estate	0.51%	0.56%
Ratio of Consumer Non-Performing Assets to Total Consumer Loans and Leases and Consumer Foreclosed Real Estate	0.87%	0.85%
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	0.86%	0.90%
<b>Changes in Non-Performing Assets</b>		
<b>Balance at December 31, 2011</b>	<b>\$ 40,790</b>	
Additions	12,908	
Reductions		
Payments	(5,466)	
Return to Accrual Status	(2,620)	
Sales of Foreclosed Real Estate	(3,296)	

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Charge-offs/Write-downs		(822)
Total Reductions		(12,204)
<b>Balance at June 30, 2012</b>	\$	41,494

1 Comprised of other revolving credit, installment, and lease financing.

[Table of Contents](#)

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NPAs consist of non-accrual loans and leases, and foreclosed real estate. Changes in the level of non-accrual loans and leases typically represent increases for loans and leases that reach a specified past due status, offset by reductions for loans and leases that are charged-off, paid down, sold, transferred to foreclosed real estate, or are no longer classified as non-accrual because they have returned to accrual status.

Total NPAs were \$41.5 million as of June 30, 2012, an increase of \$0.7 million or 2% from December 31, 2011. The ratio of our non-accrual loans and leases to total loans and leases was 0.69% as of June 30, 2012 and 0.68% as of December 31, 2011.

Commercial and industrial non-accrual loans decreased by \$0.5 million or 7% from December 31, 2011 primarily due to paydowns. As of June 30, 2012, three commercial borrowers comprised 99% of the non-accrual balance in this category. We individually evaluated these loans for impairment and have previously recorded partial charge-offs of \$5.3 million on two of these loans.

Commercial mortgage non-accrual loans increased by \$0.6 million from December 31, 2011 due to the addition of one loan. We have individually evaluated all four of these loans for impairment and have previously recorded a partial charge-off of \$0.5 million on one of these loans.

There was one construction non-accrual loan as of June 30, 2012 and December 31, 2011. The \$0.9 million decrease from December 31, 2011 was due to a partial charge-off of \$0.3 million and paydowns of \$0.6 million.

Residential mortgage non-accrual loans increased by \$1.5 million or 6% from December 31, 2011 primarily due to \$6.9 million in additions with 21% representing Oahu owner-occupant properties. This increase was partially offset by \$5.2 million in repayments. Residential mortgage non-accrual loans remain at elevated levels due mainly to the lengthy judiciary foreclosure process. As of June 30, 2012, our residential mortgage non-accrual loans were comprised of 66 loans with a weighted average current LTV ratio of 83%.

Foreclosed real estate represents property acquired as the result of borrower defaults on loans. Foreclosed real estate is recorded at fair value, less estimated selling costs, at the time of foreclosure. On an ongoing basis, properties are appraised as required by market conditions and applicable regulations. Foreclosed real estate decreased by \$0.5 million or 16% from December 31, 2011 primarily due to the sale of one commercial property in the first half of 2012.

Included in NPAs are loans that we consider impaired. Impaired loans are defined as loans which we believe it is probable we will not collect all amounts due according to the contractual terms of the loan agreement. Included in impaired loans are all classes of commercial non-accruing loans (except lease financing and small business loans), and all loans modified in a TDR. Impaired loans exclude lease financing and smaller balance homogeneous loans (consumer and small business non-accruing loans) that are collectively evaluated for impairment. Impaired loans were \$46.8 million as of June 30, 2012 and \$47.6 million as of December 31, 2011, and had a related Allowance of \$4.8 million as of June 30, 2012 and \$5.5 million as of December 31, 2011. The decrease in impaired loans during the first six months of 2012 was primarily due to payments received on commercial non-accrual loans. As of June 30, 2012, we have recorded charge-offs of \$12.0 million related to our impaired loans. As of June 30, 2012, our impaired loans have been included in management's assessment of the overall adequacy of the Allowance.

*Loans and Leases Past Due 90 Days or More and Still Accruing Interest*

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Loans and leases in this category are 90 days or more past due, as to principal or interest, and are still accruing interest because they are well secured and in the process of collection. Loans and leases past due 90 days or more and still accruing interest were \$7.2 million as of June 30, 2012, a \$2.1 million or 22% decrease from December 31, 2011. The decrease was primarily in our neighbor island residential mortgage portfolio.





Table of Contents

Table 17 presents information on loans whose terms have been modified in a TDR.

**Loans Modified in a Troubled Debt Restructuring**

	<b>Table 17</b>	
	<b>June 30,</b>	<b>December 31,</b>
(dollars in thousands)	<b>2012</b>	<b>2011</b>
Restructured Loans on Accrual Status and Not Past Due 90 Days or More	\$ 31,124	\$ 33,703
Restructured Loans Included in Non-Accrual Loans or Accruing Loans Past Due 90 Days or More	8,830	5,127
<b>Total Restructured Loans</b>	<b>\$ 39,954</b>	<b>\$ 38,830</b>

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Loans modified in a TDR increased by \$1.1 million or 3% from December 31, 2011. The majority of our TDRs are residential mortgage loans where we lowered monthly payments to accommodate the borrowers' financial needs for a period of time. Generally, loans modified in a TDR are returned to accrual status after the borrower has demonstrated

performance under the modified terms by making six consecutive payments. The increase in loans modified in a TDR from December 31, 2011 was primarily due to the modification of a commercial construction loan.



Table of Contents*Reserve for Credit Losses*

Table 18 presents the activity in our reserve for credit losses.

**Reserve for Credit Losses**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>		<b>Table 18</b>
(dollars in thousands)	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>	
<b>Balance at Beginning of Period</b>	\$ 141,025	\$ 152,777	\$ 144,025	\$ 152,777	
Loans and Leases Charged-Off					
Commercial					
Commercial and Industrial	(1,078)	(1,507)	(2,509)	(3,164)	
Construction	-	-	(330)	-	
Consumer					
Residential Mortgage	(1,369)	(1,977)	(2,949)	(3,728)	
Home Equity	(1,657)	(3,252)	(4,098)	(4,611)	
Automobile	(438)	(797)	(964)	(1,826)	
Other 1	(1,394)	(1,488)	(2,845)	(3,052)	
<b>Total Loans and Leases Charged-Off</b>	<b>(5,936)</b>	<b>(9,021)</b>	<b>(13,695)</b>	<b>(16,381)</b>	
Recoveries on Loans and Leases Previously Charged-Off					
Commercial					
Commercial and Industrial	524	399	2,457	971	
Commercial Mortgage	10	-	34	-	
Lease Financing	11	44	83	94	
Consumer					
Residential Mortgage	376	622	1,042	881	
Home Equity	165	750	735	1,089	
Automobile	482	652	1,020	1,301	
Other 1	577	572	1,182	1,372	
<b>Total Recoveries on Loans and Leases Previously Charged-Off</b>	<b>2,145</b>	<b>3,039</b>	<b>6,553</b>	<b>5,708</b>	
<b>Net Loans and Leases Charged-Off</b>	<b>(3,791)</b>	<b>(5,982)</b>	<b>(7,142)</b>	<b>(10,673)</b>	
Provision for Credit Losses	628	3,600	979	8,291	
<b>Balance at End of Period 2</b>	<b>\$ 137,862</b>	<b>\$ 150,395</b>	<b>\$ 137,862</b>	<b>\$ 150,395</b>	
<b>Components</b>					
Allowance for Loan and Lease Losses	\$ 132,443	\$ 144,976	\$ 132,443	\$ 144,976	
Reserve for Unfunded Commitments	5,419	5,419	5,419	5,419	
<b>Total Reserve for Credit Losses</b>	<b>\$ 137,862</b>	<b>\$ 150,395</b>	<b>\$ 137,862</b>	<b>\$ 150,395</b>	
<b>Average Loans and Leases Outstanding</b>	<b>\$ 5,641,588</b>	<b>\$ 5,326,123</b>	<b>\$ 5,602,473</b>	<b>\$ 5,318,993</b>	
Ratio of Net Loans and Leases Charged-Off to Average Loans and Leases Outstanding (annualized)	0.27%	0.45%	0.26%	0.40%	
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding	2.34%	2.71%	2.34%	2.71%	

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.

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We maintain a reserve for credit losses that consists of two components, the Allowance and a reserve for unfunded commitments (the Unfunded Reserve ). The reserve for credit losses provides for the risk of credit losses inherent in the loan and lease portfolio and is based on loss estimates derived from a comprehensive quarterly evaluation. The evaluation reflects analyses of individual borrowers and historical loss experience, supplemented as necessary by credit judgment that considers observable trends, conditions, and other relevant environmental and economic factors. The level of the Allowance is adjusted by recording an expense

or recovery through the Provision. The level of the Unfunded Reserve is adjusted by recording an expense or recovery in other noninterest expense.



[Table of Contents](#)



*Allowance for Loan and Lease Losses*

As of June 30, 2012, the Allowance was \$132.4 million or 2.34% of total loans and leases outstanding, compared with an Allowance of \$138.6 million or 2.50% of total loans and leases outstanding as of December 31, 2011. The decrease in the Allowance was commensurate with improvements in credit quality and a generally improving economy in Hawaii. With continued stability in the Hawaii economy and continued improvements in our credit quality, including reductions in our higher risk loan segments, we may require a lower level of the Allowance in future periods.

The allocation of the Allowance between the commercial and consumer categories changed during the first six months of 2012 based on management's ongoing assessment of the Allowance. Factors contributing to the change in the allocation of the Allowance included management's consideration of energy prices, economic uncertainty both domestically and globally, and the direct and indirect impact these items potentially have on Hawaii tourism, employment, and discretionary spending. We continue to see improvements in our credit quality, with most metrics showing positive trends through 2011 and for the first six months of 2012.

Net charge-offs of loans and leases were \$3.8 million or 0.27% of total average loans and leases in the second quarter of 2012 compared to \$6.0 million or 0.45% of total average loans and leases in the second quarter of 2011. Net charge-offs of loans and leases were \$7.1 million or 0.26% of total average loans and leases in the first six months of 2012 compared to \$10.7 million or 0.40% of total average loans and leases in the first six months of 2011. In 2012 we experienced improvement in net charge-offs in all of our lending categories except for commercial construction. We recorded a \$0.3 million partial charge-off on a commercial construction loan in the first six months of 2012, while this lending category had no charge-offs in the first six months of 2011. Net charge-offs of loans and leases in the second quarter of 2012 and for the first six months of 2012 were primarily in our home equity and residential mortgage portfolios. These loan portfolios, while improved over 2011, continue to be negatively impacted by elevated but declining unemployment levels and continued downward trending of neighbor island residential real estate prices.

Although we determine the amount of each component of the Allowance separately, the Allowance as a whole was considered appropriate by management as of June 30, 2012, based on our ongoing analysis of estimated probable credit losses, credit risk profiles, economic conditions, coverage ratios, and other relevant factors.

*The Reserve for Unfunded Commitments*

The Unfunded Reserve was \$5.4 million as of June 30, 2012, unchanged from December 31, 2011. The process used to determine the Unfunded Reserve is consistent with the process for determining the Allowance, as adjusted for estimated funding probabilities or loan and lease equivalency factors.

*Risks Related to Representation and Warranty Provisions*

We sell residential mortgage loans in the secondary market primarily to Fannie Mae. We also pool Federal Housing Administration (FHA) insured and U.S. Department of Veterans Affairs (VA) guaranteed residential mortgage loans for sale to Ginnie Mae. These pools of FHA-insured and VA-guaranteed residential mortgage loans are securitized by Ginnie Mae. The agreements under which we sell residential mortgage loans to Fannie Mae or Ginnie Mae and the insurance or guaranty agreements with FHA and VA contain provisions that include various representations and warranties regarding the origination and characteristics of the residential mortgage loans. Although the specific representations and warranties vary among investors, insurance or guarantee agreements, they typically cover ownership of the loan, validity of the lien securing the loan, the absence of delinquent taxes or liens against the property securing the loan, compliance with loan criteria set forth in the applicable agreement, compliance with applicable federal, state, and local laws, and other matters.

As of June 30, 2012, the unpaid principal balance of our portfolio of residential mortgage loans sold was \$2.9 billion. The agreements under which we sell residential mortgage loans require us to deliver various documents to the investor or its document custodian. Although these loans are primarily sold on a non-recourse basis, we may be obligated to repurchase residential mortgage loans where required documents are not delivered or are defective. Investors may require the immediate repurchase of a mortgage loan when an early payment default underwriting review reveals significant underwriting deficiencies, even if the mortgage loan has subsequently been brought current. Upon receipt of a repurchase request, we work with investors or insurers to arrive at a mutually agreeable resolution. Repurchase demands are typically reviewed on an individual loan by loan basis to validate the claims made by the investor or insurer and to determine if a contractually required repurchase event has occurred. We manage the risk associated with potential repurchases or other forms of settlement through our underwriting and quality assurance practices and by servicing mortgage loans to meet investor and secondary market standards. For the first six months of 2012, we repurchased two residential mortgage loans with an unpaid principal balance totaling \$0.7 million as a result of the representation and warranty provisions contained in these contracts. One of these loans was delinquent as to principal and interest at the time of repurchase. However, no losses were incurred related to these repurchases. As of June 30, 2012, there were no pending repurchase requests related to representation and warranty provisions.



[Table of Contents](#)

*Risks Relating to Residential Mortgage Loan Servicing Activities*

In addition to servicing loans in our portfolio, substantially all of the loans we sell to investors are sold with servicing rights retained. The loans we service were originated by us or by other mortgage loan originators. As servicer, our primary duties are to: (1) collect payments due from borrowers; (2) advance certain delinquent payments of principal and interest; (3) maintain and administer any hazard, title, or primary mortgage insurance policies relating to the mortgage loans; (4) maintain any required escrow accounts for payment of taxes and insurance and administer escrow payments; and (5) foreclose on defaulted mortgage loans or, to the extent consistent with the documents governing a securitization, consider alternatives to foreclosure, such as loan modifications or short sales.

Each agreement under which we act as servicer generally specifies a standard of responsibility for actions taken by us in such capacity and provides protection against expenses and liabilities incurred by us when acting in compliance with the respective servicing agreements. However, if we commit a material breach of our obligations as servicer, we may be subject to termination if the breach is not cured within a specified period following notice. The standards governing servicing and the possible remedies for violations of such standards vary by investor. These standards and remedies are determined by servicing guides issued by the investors as well as the contract provisions established between the investors and the Bank. Remedies could include repurchase of an affected loan. As of June 30, 2012, there were no pending repurchase requests related to loan servicing activities.

Although to date repurchase requests related to representation and warranty provisions, and servicing activities have been limited, it is possible that requests to repurchase mortgage loans may increase in frequency as investors more aggressively pursue all means of recovering losses on their purchased loans. However, as of June 30, 2012, we believe that this exposure is not material due to the historical level of repurchase requests and loss trends and thus have not established a liability for losses related to mortgage loan repurchases. As of June 30, 2012, 99% of our residential mortgage loans serviced for investors were current. We maintain ongoing communications with our investors and will continue to evaluate this exposure by monitoring the level and number of repurchase requests as well as the delinquency rates in our investor portfolios.

**Market Risk**

Market risk is the potential of loss arising from adverse changes in interest rates and prices. We are exposed to market risk as a consequence of the normal course of conducting our business activities. Our market risk management process involves measuring, monitoring, controlling, and mitigating risks that can significantly impact our statements of income and condition. In this management process, market risks are balanced with expected returns in an effort to enhance earnings performance, while limiting volatility.

Our primary market risk exposure is interest rate risk.

*Interest Rate Risk*

The objective of our interest rate risk management process is to maximize net interest income while operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity.

The potential cash flows, sales, or replacement value of many of our assets and liabilities, especially those that earn or pay interest, are sensitive to changes in the general level of interest rates. This interest rate risk arises primarily from our normal business activities of gathering deposits and extending loans. Many factors affect our exposure to changes in interest rates, such as general economic and financial conditions, customer

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preferences, historical pricing relationships, and repricing characteristics of financial instruments.

Our earnings are affected not only by general economic conditions, but also by the monetary and fiscal policies of the U.S. and its agencies, particularly the Federal Reserve Bank (the FRB ). The monetary policies of the FRB can influence the overall growth of loans, investment securities, and deposits and the level of interest rates earned on assets and paid for liabilities. The nature and impact of future changes in monetary policies are generally not predictable.

In managing interest rate risk, we, through the Asset/Liability Management Committee ( ALCO ), measure short and long-term sensitivities to changes in interest rates. The ALCO, which is comprised of members of executive management, utilizes several techniques to manage interest rate risk, which include:

- adjusting balance sheet mix or altering the interest rate characteristics of assets and liabilities;
- changing product pricing strategies;
- modifying characteristics of the investment securities portfolio; or
- using derivative financial instruments.



[Table of Contents](#)



The use of derivative financial instruments, as detailed in Note 10 to the Consolidated Financial Statements, has generally been limited. This is due to natural on-balance sheet hedges arising out of offsetting interest rate exposures from loans and investment securities with deposits and other interest-bearing liabilities. In particular, the investment securities portfolio is utilized to manage the interest rate exposure and sensitivity to within the guidelines and limits established by the ALCO. We utilize natural and offsetting economic hedges in an effort to reduce the need to employ off-balance sheet derivative financial instruments to hedge interest rate risk exposures. Expected movements in interest rates are also considered in managing interest rate risk. Thus, as interest rates change, we may use different techniques to manage interest rate risk.

A key element in our ongoing process to measure and monitor interest rate risk is the utilization of an asset/liability simulation model. The model is used to estimate and measure the balance sheet sensitivity to changes in interest rates. These estimates are based on assumptions on the behavior of loan and deposit pricing, repayment rates on mortgage-based assets, and principal amortization and maturities on other financial instruments. The model's analytics include the effects of standard prepayment options on mortgages and customer withdrawal options for deposits. While such assumptions are inherently uncertain, we believe that these assumptions are reasonable. As a result, the simulation model attempts to capture the dynamic nature of the balance sheet.

We utilize net interest income simulations to analyze short-term income sensitivities to changes in interest rates. Table 19 presents, for the twelve months subsequent to June 30, 2012 and December 31, 2011, an estimate of the change in net interest income that would result from a gradual and immediate change in interest rates, moving in a parallel fashion over the entire yield curve, relative to the measured base case scenario. The base case scenario assumes the balance sheet and interest rates are generally unchanged. Based on the net interest income simulation as of June 30, 2012, net interest income sensitivity to changes in interest rates as of June 30, 2012 was more sensitive compared to the sensitivity profile as of December 31, 2011. As a result of our strategy to maintain a relatively short investment portfolio duration, net interest income is expected to increase as interest rates rise. Economic conditions and government intervention continue to result in interest rates remaining relatively low.

<b>Net Interest Income Sensitivity Profile</b>	<b>Table 19</b>
--	-----------------

(dollars in thousands)	June 30, 2012		Impact on Future Annual Net Interest Income	
			December 31, 2011	
<b>Gradual Change in Interest Rates (basis points)</b>				
+200	\$ 5,771	1.6%	\$ 2,934	0.8%
+100	3,381	0.9%	2,036	0.5%
-100	(8,893)	-2.4%	(7,900)	-2.0%
<b>Immediate Change in Interest Rates (basis points)</b>				
+200	\$ 11,095	3.0%	\$ 10,086	2.6%
+100	8,097	2.2%	7,226	1.9%
-100	(25,958)	-7.1%	(25,750)	-6.7%

To analyze the impact of changes in interest rates in a more realistic manner, non-parallel interest rate scenarios are also simulated. These non-parallel interest rate scenarios indicate that net interest income may decrease from the base case scenario should the yield curve flatten or become inverted for a period of time. Conversely, if the yield curve should steepen, net interest income may increase.

#### *Other Market Risks*

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In addition to interest rate risk, we are exposed to other forms of market risk in our normal business transactions. Foreign currency and foreign exchange contracts expose us to a small degree of foreign currency risk. These transactions are primarily executed on behalf of customers. Our trust and asset management income are at risk to fluctuations in the market values of underlying assets, particularly debt and equity securities. Also, our share-based compensation expense is dependent on the fair value of the stock options and restricted stock at the date of grant. The fair value of both stock options and restricted stock is impacted by the market price of the Parent's common stock on the date of grant and is at risk to changes in equity markets, general economic conditions, and other factors.

### **Liquidity Risk Management**

The objective of our liquidity risk management process is to manage cash flow and liquidity in an effort to provide continuous access to sufficient, reasonably priced funds. Funding requirements are impacted by loan originations and refinancings, deposit growth, liability issuances and settlements, and off-balance sheet funding commitments. We consider and comply with various regulatory guidelines regarding required liquidity levels and periodically monitor our liquidity position in light of the changing economic environment and customer activity. Based on periodic liquidity assessments, we may alter our asset, liability, and off-balance sheet positions. The ALCO monitors sources and uses of funds and modifies asset and liability positions as liquidity requirements change. This process, combined with our ability to raise funds in money and capital markets and through private placements, provides flexibility in managing the exposure to liquidity risk.

In an effort to satisfy our liquidity needs, we actively manage our assets and liabilities. We have immediate liquid resources in cash and noninterest-bearing deposits and funds sold. The potential sources of short-term liquidity include interest-bearing deposits as well as the ability to sell certain assets including available-for-sale investment securities. Short-term liquidity is further enhanced by our ability to sell loans in the secondary market and to secure borrowings from the FRB and FHLB. Short-term liquidity is also generated from securities sold under agreements to repurchase, funds purchased, and short-term borrowings. Deposits have historically provided us with a long-term source of stable and relatively lower cost source of funding. Additional funding is available through the issuance of long-term debt. In recent years, we have retired some long-term debt due to our strong liquidity position.



[Table of Contents](#)

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We continued to maintain a strong liquidity position throughout the second quarter of 2012. As of June 30, 2012, cash and cash equivalents were \$634.2 million, available-for-sale investment securities were \$3.3 billion, and total deposits were \$11.5 billion. As of June 30, 2012, we continued to maintain our excess liquidity primarily in mortgage-backed securities issued by Ginnie Mae, state and municipal securities, and in U.S. Treasury Notes. As of June 30, 2012, our available-for-sale investment securities portfolio was comprised of securities with an average base duration of less than three years.

### Capital Management

In our ongoing efforts to maximize shareholder value over time, we regularly review our capital management activities including the amount of earnings we retain in excess of cash dividends paid and the amount and pace of common stock repurchases. We also seek to maintain capital levels for the Company and the Bank at amounts in excess of the regulatory well-capitalized thresholds by an amount commensurate with our risk profile. Periodically, we may respond to market conditions by implementing changes to our overall balance sheet positioning to manage our capital position.

The Company and the Bank are each subject to regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can cause certain mandatory and discretionary actions by regulators that, if undertaken, could have a material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative and qualitative measures. These measures were established by regulation to ensure capital adequacy. As of June 30, 2012, the Company and the Bank were well capitalized under this regulatory framework. The Company's regulatory capital ratios are presented in Table 20 below. There have been no conditions or events since June 30, 2012 that management believes have changed either the Company's or the Bank's capital classifications.

As of June 30, 2012, shareholders' equity was \$1.0 billion, relatively unchanged from December 31, 2011. Earnings for the first six months of 2012 of \$84.6 million and common stock issuances of \$8.4 million were offset by cash dividends paid of \$41.1 million and a net decrease in unrealized gains related to available-for-sale and held-to-maturity investment securities of \$3.1 million. In the first six months of 2012, we also repurchased 1.1 million shares of our common stock under our share repurchase program at an average cost per share of \$46.95 and a total cost of \$50.0 million. In the second quarter of 2012, we reduced our share repurchases to \$20.0 million compared to \$30.0 million in the first quarter of 2012. From the beginning of our share repurchase program in July 2001 through June 30, 2012, we repurchased a total of

49.6 million shares of common stock and returned a total of \$1.8 billion to our shareholders at an average cost of \$36.22 per share. As of June 30, 2012, remaining buyback authority under our share repurchase program was \$24.0 million of the total \$1.82 billion repurchase amount authorized by our Board of Directors. On July 20, 2012, our Board of Directors approved a \$75.0 million increase in our buyback authority under our share repurchase program raising the total repurchase authority to \$1.9 billion.

From July 1, 2012 through July 20, 2012, the Parent repurchased an additional 70,000 shares of common stock at an average cost of \$46.10 per share for a total of \$3.2 million. Remaining buyback authority was \$95.8 million as of July 20, 2012. The actual amount and timing of future share repurchases, if any, will depend on market and economic conditions, regulatory rules, applicable SEC rules, and various other factors.

In July 2012, the Parent's Board of Directors declared a quarterly cash dividend of \$0.45 per share on the Parent's outstanding shares. The dividend will be payable on September 17, 2012 to shareholders of record at the close of business on August 31, 2012.

We continue to evaluate the potential impact that regulatory proposals may have on our liquidity and capital management strategies, including Basel III and those required under the Dodd-Frank Act, as they continue to progress through the final rule-making process. See the Regulatory Initiatives Related to Liquidity, Capital, and Stress Testing section in MD&A for more information on the potential impact that these regulatory

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proposals may have on our liquidity and capital requirements.

Table 20 presents our regulatory capital and ratios as of June 30, 2012 and December 31, 2011.

## Regulatory Capital and Ratios

	June 30, 2012	Table 20 December 31, 2011
(dollars in thousands)		
<b>Regulatory Capital</b>		
Shareholders' Equity	\$ 1,003,825	\$ 1,002,667
Less: Goodwill	31,517	31,517
Postretirement Benefit Liability Adjustments	2,717	2,815
Net Unrealized Gains on Investment Securities	59,865	62,932
Other	2,127	2,230
Tier 1 Capital	907,599	903,173
Allowable Reserve for Credit Losses	70,002	68,624
<b>Total Regulatory Capital</b>	<b>\$ 977,601</b>	<b>\$ 971,797</b>
<b>Risk-Weighted Assets</b>	<b>\$ 5,532,285</b>	<b>\$ 5,414,481</b>
<b>Key Regulatory Capital Ratios</b>		
Tier 1 Capital Ratio	16.41%	16.68%
Total Capital Ratio	17.67	17.95
Tier 1 Leverage Ratio	6.57	6.73



Table of Contents



## **Regulatory Initiatives Related to Liquidity, Capital, and Stress Testing**

### *Basel III*

On December 16, 2010, the Basel Committee on Banking Supervision (the BCBS) released the final text of the Basel III package on capital, leverage, and liquidity reforms. Under Basel III, financial institutions are required to have more capital and a higher quality of capital. It does so by increasing the minimum regulatory capital ratios, narrowing the definition of capital, and requiring capital buffers. Basel III also imposes a leverage ratio requirement and liquidity standards.

On June 7, 2012, the Office of the Comptroller of the Currency (the OCC), the FRB, and the FDIC published notices of proposed rulemakings that would revise and replace the agencies' current capital requirements to make them consistent with the above Basel III capital standards.

The new minimum capital requirements will be phased in between January 1, 2013 and January 1, 2015 as follows: (1) the minimum requirement for common equity to total risk-weighted assets will be increased from the current 2.0% to 4.5%; (2) the minimum requirement for the Tier 1 Capital Ratio to be considered adequately capitalized will be increased from the current 4.0% to 6.0%; (3) an additional 2.5% of common equity to total risk-weighted assets will be phased in between January 1, 2016 and January 1, 2019; and (4) a minimum Tier 1 Leverage Ratio of 3.0% will be tested under a stress scenario starting January 1, 2013.

The BCBS quantitative liquidity requirements are not part of the published notices of proposed rulemakings by the OCC, the FRB, and the FDIC. The liquidity proposals under Basel III include: (1) a liquidity coverage ratio (to become effective January 1, 2015); (2) a net stable funding ratio (to become effective January 1, 2018); and (3) a set of monitoring tools to establish minimum reporting requirements of financial institutions to their regulatory supervisors. The liquidity coverage ratio is intended to ensure that banks have sufficient high-quality liquid assets to sustain a significant liquidity stress scenario lasting 30 days. The net stable funding ratio, which has a one year time horizon, is intended to promote the use of more stable sources of funding on an ongoing basis. As of the date of this filing, final regulations have not been issued.

### *Proposed Joint Guidance on Stress Testing*

The Dodd-Frank Act also requires federal banking agencies to issue regulations that require banks with total consolidated assets of more than \$10.0 billion to conduct and publish annual stress tests. On June 15, 2011, the OCC, the FRB, and the FDIC issued joint proposed guidance on annual stress testing. On May 14, 2012, the agencies issued final supervisory guidance regarding stress-testing practices. This guidance builds upon previously issued supervisory guidance

proposing that each bank subject to these rules would be required to conduct and publish annual stress tests to assess the potential impact of different scenarios on the consolidated earnings and capital of that bank and certain related items over a nine-quarter forward-looking planning horizon, taking into account all relevant exposures and activities. As of the date of this filing, final regulations have not been issued.

## **Operational Risk**

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Operational risk represents the risk of loss resulting from our operations, including, but not limited to, the risk of fraud by employees or persons outside the Company, errors relating to transaction processing and technology, failure to adhere to compliance requirements, business continuation and disaster recovery, and the risk of cyber security attacks. We are also exposed to operational risk through our outsourcing arrangements, and the effect that changes in circumstances or capabilities of our outsourcing vendors can have on our ability to continue to perform operational functions necessary to our business. The risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity.

The Operational Risk Committee (the ORC ) provides oversight and assesses the most significant operational risks facing the Company. We have developed a framework that provides for a centralized operating risk management function through the ORC, supplemented by business unit responsibility for managing operational risks specific to their business units.

While we believe that internal controls have been designed to minimize operational risks, there is no assurance that business disruption or operational losses will not occur. On an ongoing basis, management reassesses operational risks, implements appropriate process changes, and invests in enhancements to its systems of internal controls.

### **European Debt Crisis**

We continue to monitor the debt crisis in Europe and the potential direct and indirect impact it may have on us. As of June 30, 2012, we had no direct exposure to sovereign European governments and our non-sovereign European exposures posed a low risk of loss to the Company. The U.S. and Hawaii economies and our customers may be adversely affected by future developments arising from the debt crisis in Europe. However, we believe that there is a low risk that this indirect exposure will have a material impact to our financial condition, results of operations, or cash flows.



Table of Contents

**Off-Balance Sheet Arrangements, Credit Commitments, and Contractual Obligations**

*Off-Balance Sheet Arrangements*

We hold interests in several unconsolidated variable interest entities ( VIEs ). These unconsolidated VIEs are primarily low-income housing partnerships. Variable interests are defined as contractual ownership or other interests in an entity that change with fluctuations in an entity's net asset value. The primary beneficiary consolidates the VIE. We have

determined that the Company is not the primary beneficiary of these entities. As a result, we do not consolidate these VIEs.

*Credit Commitments and Contractual Obligations*

Our credit commitments and contractual obligations have not changed materially since previously reported in our Annual Report on Form 10-K for the year ended December 31, 2011.



Table of Contents

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

See the Market Risk section of MD&A.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

The Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of June 30, 2012. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2012.

*Changes in Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2012 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Table of Contents**Part II - Other Information****Item 1. Legal Proceedings**

As previously disclosed in our Annual Report on Form 10-K, on February 15, 2011, a purported class action lawsuit was filed in the Circuit Court of the First Circuit, State of Hawaii, by customers who claimed that the Bank had improperly charged overdraft fees on debit card transactions. On July 15, 2011, the Company reached a tentative settlement providing for payment by the Company of \$9.0 million to be used to refund class members and to pay attorneys' fees and administrative and other costs, in exchange for a complete release of all claims asserted against the Company. On September 19, 2011, the \$9.0 million settlement amount was paid to the Fund Administrator. On February 14, 2012, the court gave its final approval to the settlement, and as of April 20, 2012, the Administrator paid refunds to all class members.

In addition to the litigation noted above, the Company is subject to various other pending and threatened legal proceedings arising out of the normal course of business or operations. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the most recent information available. On a case-by-case basis, reserves are established for those legal claims for which it is probable that a loss will be incurred and the amount of such loss can be reasonably estimated. Based on information currently available, management believes that the eventual outcome of these other actions against the Company will not be materially in excess of such amounts accrued by the Company. However, in the event of unexpected future developments, it is possible that the ultimate resolution of those matters may be material to the Company's statement of income for any particular period.

**Item 1A. Risk Factors**

There are no material changes from the risk factors set forth under Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The Parent's repurchases of its common stock during the second quarter of 2012 were as follows:

**Issuer Purchases of Equity Securities**

Period	Total Number of Shares Purchased 1	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced	Approximate Dollar Value of Shares that May Yet Be Purchased Under the
			Plans or Programs 2	Plans or Programs 2
April 1 - 30, 2012	165,118	\$ 47.87	160,000	\$ 36,352,308
May 1 - 31, 2012	131,418	47.87	129,900	30,132,732



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June 1 - 30, 2012	134,988		45.10	134,988	24,044,393
<b>Total</b>	431,524	\$	47.00	424,888	

1 During the second quarter of 2012, 6,636 shares were purchased from directors in connection with stock swaps and shares purchased for a deferred compensation plan. These shares were not purchased as part of the publicly announced program. The shares were purchased at the closing price of the Parent's common stock on the dates of purchase.

2 The share repurchase program was first announced in July 2001. As of June 30, 2012, \$24.0 million remained of the total \$1.82 billion total repurchase amount authorized by the Parent's Board of Directors under the share repurchase program. The program has no set expiration or termination date.

### Item 6. Exhibits

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index and is incorporated herein by reference.

Table of Contents

**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 thereunto duly authorized.

Date: July 23, 2012

Bank of Hawaii Corporation

By: /s/ Peter S. Ho  
Peter S. Ho  
Chairman of the Board,  
Chief Executive Officer, and  
President

By: /s/ Kent T. Lucien  
Kent T. Lucien  
Chief Financial Officer

Table of Contents

**Exhibit Index**

**Exhibit Number**

31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Interactive Data File

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