
**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, 2009

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
(State of incorporation)

99-0148992
(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
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of July 22, 2009, there were 47,883,484 shares of common stock outstanding.

Bank of Hawaii Corporation
Form 10-Q
Index

| | <u>Page</u> |
|---------------------------------------------------------------------------------------------------------------|-------------|
| Part I - Financial Information | |
| Item 1. Financial Statements (Unaudited) | |
| Consolidated Statements of Income – Three and six months ended June 30, 2009 and 2008 | 2 |
| Consolidated Statements of Condition – June 30, 2009, December 31, 2008, and June 30, 2008 | 3 |
| Consolidated Statements of Shareholders' Equity – Six months ended June 30, 2009 and 2008 | 4 |
| Consolidated Statements of Cash Flows – Six months ended June 30, 2009 and 2008 | 5 |
| Notes to Consolidated Financial Statements (Unaudited) | 6 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 25 |
| Item 3. Quantitative and Qualitative Disclosures About Market Risk | 55 |
| Item 4. Controls and Procedures | 55 |
| Part II - Other Information | |
| Item 1A. Risk Factors | 55 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 55 |
| Item 4. Submission of Matters to a Vote of Security Holders | 56 |
| Item 6. Exhibits | 57 |
| Signatures | 58 |

[Table of Contents](#)

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

| (dollars in thousands, except per share amounts) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------------------------------------|--------------------------------|------------------|------------------------------|-------------------|
| | 2009 | 2008 | 2009 | 2008 |
| Interest Income | | | | |
| Interest and Fees on Loans and Leases | \$ 83,342 | \$ 97,959 | \$ 169,934 | \$ 202,372 |
| Income on Investment Securities | | | | |
| Trading | — | 1,209 | 594 | 2,369 |
| Available-for-Sale | 38,155 | 35,321 | 70,456 | 69,572 |
| Held-to-Maturity | 2,369 | 3,033 | 4,936 | 6,272 |
| Deposits | 5 | 204 | 15 | 399 |
| Funds Sold | 526 | 420 | 1,103 | 1,412 |
| Other | 276 | 489 | 552 | 915 |
| Total Interest Income | 124,673 | 138,635 | 247,590 | 283,311 |
| Interest Expense | | | | |
| Deposits | 14,481 | 20,238 | 31,506 | 47,703 |
| Securities Sold Under Agreements to Repurchase | 6,477 | 7,488 | 13,129 | 18,105 |
| Funds Purchased | 5 | 270 | 10 | 903 |
| Short-Term Borrowings | — | 12 | — | 46 |
| Long-Term Debt | 859 | 3,459 | 3,032 | 7,206 |
| Total Interest Expense | 21,822 | 31,467 | 47,677 | 73,963 |
| Net Interest Income | 102,851 | 107,168 | 199,913 | 209,348 |
| Provision for Credit Losses | 28,690 | 7,172 | 53,577 | 21,599 |
| Net Interest Income After Provision for Credit Losses | 74,161 | 99,996 | 146,336 | 187,749 |
| Noninterest Income | | | | |
| Trust and Asset Management | 11,881 | 15,460 | 23,513 | 30,546 |
| Mortgage Banking | 5,443 | 2,738 | 14,121 | 7,035 |
| Service Charges on Deposit Accounts | 12,910 | 12,411 | 26,296 | 24,494 |
| Fees, Exchange, and Other Service Charges | 15,410 | 16,103 | 30,386 | 31,494 |
| Investment Securities Gains, Net | 12 | 157 | 68 | 287 |
| Insurance | 4,744 | 5,590 | 10,385 | 12,720 |
| Other | 9,432 | 8,080 | 25,428 | 40,088 |
| Total Noninterest Income | 59,832 | 60,539 | 130,197 | 146,664 |
| Noninterest Expense | | | | |
| Salaries and Benefits | 44,180 | 45,984 | 91,208 | 101,457 |
| Net Occupancy | 10,008 | 11,343 | 20,336 | 21,786 |
| Net Equipment | 4,502 | 4,474 | 8,818 | 8,795 |
| Professional Fees | 4,005 | 2,588 | 6,554 | 5,201 |
| FDIC Insurance | 8,987 | 247 | 10,801 | 496 |
| Other | 17,902 | 19,226 | 39,800 | 39,559 |
| Total Noninterest Expense | 89,584 | 83,862 | 177,517 | 177,294 |
| Income Before Provision for Income Taxes | 44,409 | 76,673 | 99,016 | 157,119 |
| Provision for Income Taxes | 13,403 | 28,391 | 31,970 | 51,622 |
| Net Income | \$ 31,006 | \$ 48,282 | \$ 67,046 | \$ 105,497 |
| Basic Earnings Per Share | \$ 0.65 | \$ 1.01 | \$ 1.41 | \$ 2.20 |
| Diluted Earnings Per Share | \$ 0.65 | \$ 1.00 | \$ 1.40 | \$ 2.18 |
| Dividends Declared Per Share | \$ 0.45 | \$ 0.44 | \$ 0.90 | \$ 0.88 |
| Basic Weighted Average Shares | 47,682,604 | 47,733,278 | 47,624,521 | 47,849,945 |
| Diluted Weighted Average Shares | 47,948,531 | 48,300,049 | 47,876,509 | 48,423,619 |

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) | June 30, 2009 | December 31, 2008 | June 30, 2008 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| Assets | | | |
| Interest-Bearing Deposits | \$ 4,537 | \$ 5,094 | \$ 6,056 |
| Funds Sold | 656,000 | 405,789 | — |
| Investment Securities | | | |
| Trading | — | 91,500 | 94,347 |
| Available-for-Sale | 4,292,911 | 2,519,239 | 2,646,506 |
| Held-to-Maturity (Fair Value of \$214,484; \$242,175; and \$255,905) | 209,807 | 239,635 | 260,592 |
| Loans Held for Sale | 40,994 | 21,540 | 11,183 |
| Loans and Leases | 6,149,911 | 6,530,233 | 6,518,128 |
| Allowance for Loan and Lease Losses | (137,416) | (123,498) | (102,498) |
| Net Loans and Leases | 6,012,495 | 6,406,735 | 6,415,630 |
| Total Earning Assets | 11,216,744 | 9,689,532 | 9,434,314 |
| Cash and Noninterest-Bearing Deposits | 294,022 | 385,599 | 280,635 |
| Premises and Equipment | 112,681 | 116,120 | 117,323 |
| Customers' Acceptances | 2,084 | 1,308 | 1,856 |
| Accrued Interest Receivable | 43,042 | 39,905 | 42,295 |
| Foreclosed Real Estate | 438 | 428 | 229 |
| Mortgage Servicing Rights | 24,731 | 21,057 | 30,272 |
| Goodwill | 34,959 | 34,959 | 34,959 |
| Other Assets | 465,994 | 474,567 | 429,266 |
| Total Assets | \$ 12,194,695 | \$ 10,763,475 | \$ 10,371,149 |
| Liabilities | | | |
| Deposits | | | |
| Noninterest-Bearing Demand | \$ 2,109,270 | \$ 1,754,724 | \$ 1,876,782 |
| Interest-Bearing Demand | 1,589,300 | 1,854,611 | 1,631,586 |
| Savings | 4,054,039 | 3,104,863 | 2,816,222 |
| Time | 1,267,052 | 1,577,900 | 1,579,400 |
| Total Deposits | 9,019,661 | 8,292,098 | 7,903,990 |
| Funds Purchased | 8,670 | 15,734 | 69,400 |
| Short-Term Borrowings | 10,000 | 4,900 | 10,180 |
| Securities Sold Under Agreements to Repurchase | 1,799,794 | 1,028,835 | 1,028,518 |
| Long-Term Debt (includes \$119,275 and \$121,326 carried at fair value as of December 31, 2008 and June 30, 2008, respectively) | 91,432 | 203,285 | 205,351 |
| Banker's Acceptances | 2,084 | 1,308 | 1,856 |
| Retirement Benefits Payable | 54,286 | 54,776 | 29,478 |
| Accrued Interest Payable | 7,765 | 13,837 | 13,588 |
| Taxes Payable and Deferred Taxes | 226,936 | 229,699 | 250,125 |
| Other Liabilities | 128,182 | 128,299 | 91,105 |
| Total Liabilities | 11,348,810 | 9,972,771 | 9,603,591 |
| Shareholders' Equity | | | |
| Common Stock (\$.01 par value; authorized 500,000,000 shares; issued / outstanding: June 30, 2009 - 57,028,940 / 47,881,083; December 31, 2008 - 57,019,887 / 47,753,371; and June 30, 2008 - 57,016,182 / 47,941,409) | 569 | 568 | 568 |
| Capital Surplus | 491,784 | 492,515 | 489,335 |
| Accumulated Other Comprehensive Loss | (1,870) | (28,888) | (15,813) |
| Retained Earnings | 811,121 | 787,924 | 745,244 |
| Treasury Stock, at Cost (Shares: June 30, 2009 - 9,147,857; December 31, 2008 - 9,266,516; and June 30, 2008 - 9,074,773) | (455,719) | (461,415) | (451,776) |
| Total Shareholders' Equity | 845,885 | 790,704 | 767,558 |
| Total Liabilities and Shareholders' Equity | \$ 12,194,695 | \$ 10,763,475 | \$ 10,371,149 |

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

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

| (dollars in thousands) | Total | Common Stock | Capital Surplus | Accum. Other Compre- hensive Loss | Retained Earnings | Treasury Stock | Compre- hensive Income |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------|--------------------|-----------------------------------------------|----------------------|-------------------|------------------------------|
| Balance as of December 31, 2008 | \$ 790,704 | \$ 568 | \$ 492,515 | \$ (28,888) | \$ 787,924 | \$ (461,415) | |
| Comprehensive Income: | | | | | | | |
| Net Income | 67,046 | — | — | — | 67,046 | — | \$ 67,046 |
| Other Comprehensive Income, Net of Tax: | | | | | | | |
| Change in Unrealized Gains and Losses on Investment Securities Available-for-Sale | 26,302 | — | — | 26,302 | — | — | 26,302 |
| Amortization of Net Loss Related to Pension and Postretirement Benefit Plans | 716 | — | — | 716 | — | — | 716 |
| Total Comprehensive Income | | | | | | | \$ 94,064 |
| Share-Based Compensation | 944 | — | 944 | — | — | — | |
| Net Tax Benefits related to Share-Based Compensation | (430) | — | (430) | — | — | — | |
| Common Stock Issued under Purchase and Equity Compensation Plans (152,582 shares) | 4,517 | 1 | (1,245) | — | (791) | 6,552 | |
| Common Stock Repurchased (24,870 shares) | (856) | — | — | — | — | (856) | |
| Cash Dividends Paid | (43,058) | — | — | — | (43,058) | — | |
| Balance as of June 30, 2009 | \$ 845,885 | \$ 569 | \$ 491,784 | \$ (1,870) | \$ 811,121 | \$ (455,719) | |
| Balance as of December 31, 2007 | \$ 750,255 | \$ 567 | \$ 484,790 | \$ (5,091) | \$ 688,638 | \$ (418,649) | |
| Cumulative-Effect Adjustment of a Change in Accounting Principle, Net of Tax: | | | | | | | |
| SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115" | (2,736) | — | — | — | (2,736) | — | |
| Comprehensive Income: | | | | | | | |
| Net Income | 105,497 | — | — | — | 105,497 | — | \$ 105,497 |
| Other Comprehensive Income, Net of Tax: | | | | | | | |
| Change in Unrealized Gains and Losses on Investment Securities Available-for-Sale | (10,820) | — | — | (10,820) | — | — | (10,820) |
| Amortization of Net Loss Related to Pension and Postretirement Benefit Plans | 98 | — | — | 98 | — | — | 98 |
| Total Comprehensive Income | | | | | | | \$ 94,775 |
| Share-Based Compensation | 3,072 | — | 3,072 | — | — | — | |
| Net Tax Benefits related to Share-Based Compensation | 1,304 | — | 1,304 | — | — | — | |
| Common Stock Issued under Purchase and Equity Compensation Plans (276,946 shares) | 8,478 | 1 | 169 | — | (3,812) | 12,120 | |
| Common Stock Repurchased (923,330 shares) | (45,247) | — | — | — | — | (45,247) | |
| Cash Dividends Paid | (42,343) | — | — | — | (42,343) | — | |
| Balance as of June 30, 2008 | \$ 767,558 | \$ 568 | \$ 489,335 | \$ (15,813) | \$ 745,244 | \$ (451,776) | |

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

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

| | Six Months Ended June 30, | |
|-----------------------------------------------------------------------------------|------------------------------|-------------------|
| | 2009 | 2008 |
| (dollars in thousands) | | |
| Operating Activities | | |
| Net Income | \$ 67,046 | \$ 105,497 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | |
| Provision for Credit Losses | 53,577 | 21,599 |
| Depreciation and Amortization | 6,794 | 7,047 |
| Amortization of Deferred Loan and Lease Fees | (1,216) | (1,058) |
| Amortization and Accretion of Premiums/Discounts on Investment Securities, Net | 1,723 | 741 |
| Share-Based Compensation | 944 | 3,072 |
| Benefit Plan Contributions | (1,453) | (1,078) |
| Deferred Income Taxes | (15,978) | (15,738) |
| Gain on Sale of Insurance Business | (852) | — |
| Net Gains on Investment Securities | (68) | (287) |
| Net Change in Trading Securities | 91,500 | (27,061) |
| Proceeds from Sales of Loans Held for Sale | 670,158 | 261,820 |
| Originations of Loans Held for Sale | (672,979) | (260,662) |
| Tax Benefits from Share-Based Compensation | (61) | (1,389) |
| Net Change in Other Assets and Other Liabilities | (5,862) | (16,383) |
| Net Cash Provided by Operating Activities | 193,273 | 76,120 |
| Investing Activities | | |
| Investment Securities Available-for-Sale: | | |
| Proceeds from Prepayments and Maturities | 752,929 | 494,209 |
| Proceeds from Sales | 24,258 | 195,000 |
| Purchases | (2,511,199) | (789,666) |
| Investment Securities Held-to-Maturity: | | |
| Proceeds from Prepayments and Maturities | 29,609 | 31,765 |
| Proceeds from Sale of Insurance Business | 1,879 | — |
| Net Change in Loans and Leases | 357,432 | 53,692 |
| Premises and Equipment, Net | (3,355) | (7,193) |
| Net Cash Used in Investing Activities | (1,348,447) | (22,193) |
| Financing Activities | | |
| Net Change in Deposits | 727,563 | (38,382) |
| Net Change in Short-Term Borrowings | 768,995 | (7,069) |
| Repayments of Long-Term Debt | (143,971) | (32,425) |
| Tax Benefits from Share-Based Compensation | 61 | 1,389 |
| Proceeds from Issuance of Common Stock | 4,517 | 8,569 |
| Repurchase of Common Stock | (856) | (45,247) |
| Cash Dividends Paid | (43,058) | (42,343) |
| Net Cash Provided by (Used In) Financing Activities | 1,313,251 | (155,508) |
| Net Change in Cash and Cash Equivalents | 158,077 | (101,581) |
| Cash and Cash Equivalents at Beginning of Period | 796,482 | 388,272 |
| Cash and Cash Equivalents at End of Period | \$ 954,559 | \$ 286,691 |
| Supplemental Information | | |
| Cash Paid for: | | |
| Interest | \$ 53,749 | \$ 80,852 |
| Income Taxes | 45,565 | 63,604 |
| Non-Cash Investing and Financing Activities: | | |
| Transfers from Loans and Leases to Foreclosed Real Estate | 92 | 110 |
| Transfers from Loans and Leases to Loans Held for Sale | 16,634 | — |

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

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 bank holding company headquartered in Honolulu, Hawaii. Bank of Hawaii Corporation and its Subsidiaries (the “Company”) provides a broad range of financial products and services to customers in Hawaii and the Pacific Islands (Guam, nearby islands, and American Samoa). The Parent’s principal 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.

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.

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, 2008. Operating results for the six months ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009.

Investment Securities

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

Non-Marketable Equity Securities

The Company is required to hold non-marketable equity securities, comprised of Federal Home Loan Bank of Seattle (“FHLB”) and Federal Reserve Bank stock, as a condition of membership. These securities are accounted for at cost which equals par or redemption value. Ownership is restricted and there is no market for these securities. These securities are redeemable at par by the issuing government supported institutions. These securities, recorded as a component of other assets, are periodically evaluated for impairment, considering the ultimate recoverability of the par value. The primary factor supporting the carrying value is the ability of the issuer to redeem the securities at par value.

Fair Value Measurements

On January 1, 2008, the Company adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 157, “*Fair Value Measurements*,” for the Company’s financial assets and financial liabilities. In accordance with the provisions of Financial Accounting Standards Board (“FASB”) Staff Position (“FSP”) FAS 157-2, “*Effective Date of FASB Statement No. 157*,” the Company deferred the effective date of SFAS No. 157 for the Company’s nonfinancial assets and nonfinancial liabilities, except

[Table of Contents](#)

for those items recognized or disclosed at fair value on an annual or more frequently recurring basis, until January 1, 2009. The adoption of the fair value measurement provisions of SFAS No. 157 for the Company's nonfinancial assets and nonfinancial liabilities had no impact on retained earnings and is not expected to have a material impact on the Company's statements of income and condition.

On April 1, 2009, the Company adopted the provisions of FSP FAS 157-4, *"Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly."* This FSP provides additional guidance for estimating fair value in accordance with SFAS No. 157 when the volume and level of activity for the asset or liability have decreased significantly and in identifying circumstances that indicate a transaction is not orderly. In such instances, management may determine that further analysis of the transactions or quoted prices is required, and a significant adjustment to the transactions or quoted prices may be necessary to estimate fair value in accordance with SFAS No. 157. The provisions of FSP FAS 157-4 were applied prospectively and did not result in significant changes to the Company's valuation techniques. Furthermore, the adoption of FSP FAS 157-4 is not expected to have a material impact on the Company's statements of income and condition.

On April 1, 2009, the Company adopted the provisions of FSP FAS 107-1 and APB 28-1, *"Interim Disclosures about Fair Value of Financial Instruments."* This FSP requires disclosures about fair value of financial instruments in interim reporting periods of publicly traded companies that were previously only required to be disclosed in annual financial statements. As FSP FAS 107-1 and APB 28-1 amended only the disclosure requirements about fair value of financial instruments in interim periods, the adoption had no impact on the Company's statements of income and condition. See Note 8 for the disclosures required under the provisions of FSP FAS 107-1 and APB 28-1.

Derivative Financial Instruments

On January 1, 2009, the Company adopted the provisions of SFAS No. 161, *"Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133."* SFAS No. 161 amended the disclosure requirements for derivative financial instruments and hedging activities. Expanded qualitative disclosures required under SFAS No. 161 include: (1) how and why an entity uses derivative financial instruments; (2) how derivative financial instruments and related hedged items are accounted for under SFAS No. 133, *"Accounting for Derivative Instruments and Hedging Activities,"* and related interpretations; and (3) how derivative financial instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 also requires several added quantitative disclosures in financial statements. As SFAS No. 161 amended only the disclosure requirements for derivative financial instruments and hedged items, the adoption had no impact on the Company's statements of income and condition. See Note 7 for the disclosures required under the provisions of SFAS No. 161.

Other-Than-Temporary-Impairments for Debt Securities

On April 1, 2009, the Company adopted the provisions of FSP FAS 115-2 and FAS 124-2, *"Recognition and Presentation of Other-Than-Temporary Impairments."* This FSP amends current other-than-temporary impairment ("OTTI") guidance in GAAP for debt securities by requiring a write-down when fair value is below amortized cost in circumstances where: (1) an entity has the intent to sell a security; (2) it is more likely than not that an entity will be required to sell the security before recovery of its amortized cost basis; or (3) an entity does not expect to recover the entire amortized cost basis of the security. If an entity intends to sell a security or if it is more likely than not the entity will be required to sell the security before recovery, an OTTI write-down is recognized in earnings equal to the entire difference between the security's amortized cost basis and its fair value. If an entity does not intend to sell the security or it is not more likely than not that it will be required to sell the security before recovery, the OTTI write-down is separated

[Table of Contents](#)

into an amount representing credit loss, which is recognized in earnings, and the amount related to all other factors, which is recognized in other comprehensive income. This FSP does not amend existing recognition and measurement guidance related to OTTI write-downs of equity securities. This FSP also extends disclosure requirements about debt and equity securities to interim reporting periods. See Note 2 for the disclosures required under the provisions of FSP FAS 115-2 and FAS 124-2. The adoption of FSP FAS 115-2 and FAS 124-2 had no impact on retained earnings and is not expected to have a material impact on the Company's statements of income and condition.

Future Application of Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 166, "*Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140.*" SFAS No. 166 makes several significant amendments to SFAS No. 140, "*Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities,*" including the removal of the concept of a qualifying special-purpose entity from SFAS No. 140. SFAS No. 166 also clarifies that a transferor must evaluate whether it has maintained effective control of a financial asset by considering its continuing direct or indirect involvement with the transferred financial asset. The provisions of SFAS No. 166 are effective for financial asset transfers occurring after December 31, 2009. The adoption of the provisions of SFAS No. 166 will have no impact on the Company's statements of income and condition.

In June 2009, the FASB issued SFAS No. 167, "*Amendments to FASB Interpretation No. 46(R).*" SFAS No. 167 requires a qualitative rather than a quantitative analysis to determine the primary beneficiary of a variable interest entity ("VIE") for consolidation purposes. The primary beneficiary of a VIE is the enterprise that has: (1) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits of the VIE that could potentially be significant to the VIE. The provisions of SFAS No. 167 are effective for the Company on January 1, 2010. The adoption of the provisions of SFAS No. 167 will have no impact on the Company's statements of income and condition.

In June 2009, the FASB issued SFAS No. 168, "*The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162.*" SFAS No. 168 established the FASB Accounting Standards Codification (the "Codification") to become the single source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities, with the exception of guidance issued by the U.S. Securities and Exchange Commission (the "SEC") and its staff. All guidance contained in the Codification carries an equal level of authority. The provisions of SFAS No. 168 are effective for interim and annual periods ending after September 15, 2009. As the Codification is not intended to change GAAP, the adoption of the provisions of SFAS No. 168 will have no impact on the Company's statements of income and condition.

Subsequent Events

Management has considered subsequent events through July 27, 2009 in preparing the June 30, 2009 Consolidated Financial Statements (Unaudited).

[Table of Contents](#)

Note 2. Investment Securities

The amortized cost, gross unrealized gains and losses, and estimated fair value of the Company's investment securities as of June 30, 2009, December 31, 2008, and June 30, 2008 were as follows:

Investment Securities (Unaudited)

| (dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|----------------------------------------------------------------------------|---------------------|------------------------------|-------------------------------|---------------------|
| As of June 30, 2009 | | | | |
| Available-for-Sale: | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | \$ 789,777 | \$ 8,528 | \$ (2,284) | \$ 796,021 |
| Debt Securities Issued by States and Political Subdivisions | 88,083 | 951 | (184) | 88,850 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | 3,540 | 78 | (45) | 3,573 |
| Mortgage-Backed Securities Issued by | | | | |
| U.S. Government-Sponsored Enterprises | 3,116,241 | 60,210 | (11,848) | 3,164,603 |
| Non-Agencies | 235,771 | 79 | (21,300) | 214,550 |
| Total Mortgage-Backed Securities | 3,352,012 | 60,289 | (33,148) | 3,379,153 |
| Other Debt Securities | 25,084 | 231 | (1) | 25,314 |
| Total | \$ 4,258,496 | \$ 70,077 | \$ (35,662) | \$ 4,292,911 |
| Held-to-Maturity: | | | | |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | \$ 209,807 | \$ 4,710 | \$ (33) | \$ 214,484 |
| Total | \$ 209,807 | \$ 4,710 | \$ (33) | \$ 214,484 |
| As of December 31, 2008 | | | | |
| Available-for-Sale: | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | \$ 551 | \$ 26 | \$ — | \$ 577 |
| Debt Securities Issued by States and Political Subdivisions | 47,033 | 1,028 | (61) | 48,000 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | 235,280 | 997 | (266) | 236,011 |
| Mortgage-Backed Securities Issued by | | | | |
| U.S. Government-Sponsored Enterprises | 1,941,569 | 37,924 | (1,187) | 1,978,306 |
| Non-Agencies | 301,453 | 59 | (45,199) | 256,313 |
| Total Mortgage-Backed Securities | 2,243,022 | 37,983 | (46,386) | 2,234,619 |
| Other Debt Securities | 34 | — | (2) | 32 |
| Total | \$ 2,525,920 | \$ 40,034 | \$ (46,715) | \$ 2,519,239 |
| Held-to-Maturity: | | | | |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | \$ 239,635 | \$ 3,198 | \$ (658) | \$ 242,175 |
| Total | \$ 239,635 | \$ 3,198 | \$ (658) | \$ 242,175 |
| As of June 30, 2008 | | | | |
| Available-for-Sale: | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | \$ 1,648 | \$ 28 | \$ — | \$ 1,676 |
| Debt Securities Issued by States and Political Subdivisions | 47,885 | 154 | (228) | 47,811 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | 250,776 | 159 | (1,072) | 249,863 |
| Mortgage-Backed Securities Issued by | | | | |
| U.S. Government-Sponsored Enterprises | 2,007,001 | 10,930 | (14,499) | 2,003,432 |
| Non-Agencies | 323,935 | 354 | (15,067) | 309,222 |
| Total Mortgage-Backed Securities | 2,330,936 | 11,284 | (29,566) | 2,312,654 |
| Other Debt Securities | 34,337 | 166 | (1) | 34,502 |
| Total | \$ 2,665,582 | \$ 11,791 | \$ (30,867) | \$ 2,646,506 |
| Held-to-Maturity: | | | | |
| Debt Securities Issued by States and Political Subdivisions | \$ 6 | \$ — | \$ — | \$ 6 |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | 260,586 | 664 | (5,351) | 255,899 |
| Total | \$ 260,592 | \$ 664 | \$ (5,351) | \$ 255,905 |

[Table of Contents](#)

The table below presents an analysis of the contractual maturities of the Company's investment securities as of June 30, 2009. Mortgage-backed securities are disclosed separately in the table below as these investment securities may prepay prior to their scheduled contractual maturity dates.

Contractual Maturities (Unaudited)

| (dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|----------------------------------------|---------------------|------------------------------|-------------------------------|---------------------|
| Available-for-Sale: | | | | |
| Due in One Year or Less | \$ 375,441 | \$ 167 | \$ (1) | \$ 375,607 |
| Due After One Year Through Five Years | 61,904 | 772 | (111) | 62,565 |
| Due After Five Years Through Ten Years | 158,894 | 1,637 | (2,018) | 158,513 |
| Due After Ten Years | 310,245 | 7,212 | (384) | 317,073 |
| | 906,484 | 9,788 | (2,514) | 913,758 |
| Mortgage-Backed Securities Issued by | | | | |
| U.S. Government-Sponsored Enterprises | 3,116,241 | 60,210 | (11,848) | 3,164,603 |
| Non-Agencies | 235,771 | 79 | (21,300) | 214,550 |
| Total Mortgage-Backed Securities | 3,352,012 | 60,289 | (33,148) | 3,379,153 |
| Total | \$ 4,258,496 | \$ 70,077 | \$ (35,662) | \$ 4,292,911 |
| Held-to-Maturity: | | | | |
| Mortgage-Backed Securities Issued by | | | | |
| U.S. Government-Sponsored Enterprises | \$ 209,807 | \$ 4,710 | \$ (33) | \$ 214,484 |
| Total | \$ 209,807 | \$ 4,710 | \$ (33) | \$ 214,484 |

Gross gains and losses from the sales of investment securities for the three and six months ended June 30, 2009 and 2008 were as follows:

Gross Gains and Losses (Unaudited)

| (dollars in thousands) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------------------------------------------|--------------------------------|---------------|------------------------------|---------------|
| | 2009 | 2008 | 2009 | 2008 |
| Gross Gains on Sales of Investment Securities | \$ 37 | \$ 173 | \$ 93 | \$ 303 |
| Gross Losses on Sales of Investment Securities | (25) | (16) | (25) | (16) |
| Net Gains on Sales of Investment Securities | \$ 12 | \$ 157 | \$ 68 | \$ 287 |

[Table of Contents](#)

The Company's temporarily impaired investment securities as of June 30, 2009, December 31, 2008, and June 30, 2008 were as follows:

Temporarily Impaired Investment Securities (Unaudited)

| | Less Than 12 Months | | 12 Months or Longer | | Total | |
|-------------------------------------------------------------|---------------------|-------------------------|---------------------|-------------------------|---------------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| (dollars in thousands) | | | | | | |
| As of June 30, 2009 | | | | | | |
| Debt Securities Issued by | | | | | | |
| the U.S. Treasury and Government Agencies | \$ 100,654 | \$ (2,284) | \$ — | \$ — | \$ 100,654 | \$ (2,284) |
| Debt Securities Issued by States and Political Subdivisions | 32,453 | (170) | 320 | (14) | 32,773 | (184) |
| Debt Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 261 | (3) | 1,780 | (42) | 2,041 | (45) |
| Mortgage-Backed Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 915,317 | (11,881) | — | — | 915,317 | (11,881) |
| Non-Agencies | 2,724 | (506) | 187,340 | (20,794) | 190,064 | (21,300) |
| Total Mortgage-Backed Securities | 918,041 | (12,387) | 187,340 | (20,794) | 1,105,381 | (33,181) |
| Other Debt Securities | — | — | 34 | (1) | 34 | (1) |
| Total Temporarily Impaired Investment Securities | \$ 1,051,409 | \$ (14,844) | \$ 189,474 | \$ (20,851) | \$ 1,240,883 | \$ (35,695) |
| As of December 31, 2008 | | | | | | |
| Debt Securities Issued by States and Political Subdivisions | \$ 745 | \$ (11) | \$ 284 | \$ (50) | \$ 1,029 | \$ (61) |
| Debt Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 19,375 | (228) | 1,591 | (38) | 20,966 | (266) |
| Mortgage-Backed Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 222,468 | (1,388) | 59,385 | (457) | 281,853 | (1,845) |
| Non-Agencies | 123,549 | (16,641) | 121,482 | (28,558) | 245,031 | (45,199) |
| Total Mortgage-Backed Securities | 346,017 | (18,029) | 180,867 | (29,015) | 526,884 | (47,044) |
| Other Debt Securities | — | — | 32 | (2) | 32 | (2) |
| Total Temporarily Impaired Investment Securities | \$ 366,137 | \$ (18,268) | \$ 182,774 | \$ (29,105) | \$ 548,911 | \$ (47,373) |
| As of June 30, 2008 | | | | | | |
| Debt Securities Issued by States and Political Subdivisions | \$ 30,207 | \$ (214) | \$ 573 | \$ (14) | \$ 30,780 | \$ (228) |
| Debt Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 164,315 | (1,062) | 887 | (10) | 165,202 | (1,072) |
| Mortgage-Backed Securities Issued by | | | | | | |
| U.S. Government-Sponsored Enterprises | 1,079,508 | (16,204) | 121,512 | (3,646) | 1,201,020 | (19,850) |
| Non-Agencies | 140,517 | (4,267) | 147,233 | (10,800) | 287,750 | (15,067) |
| Total Mortgage-Backed Securities | 1,220,025 | (20,471) | 268,745 | (14,446) | 1,488,770 | (34,917) |
| Other Debt Securities | — | — | 33 | (1) | 33 | (1) |
| Total Temporarily Impaired Investment Securities | \$ 1,414,547 | \$ (21,747) | \$ 270,238 | \$ (14,471) | \$ 1,684,785 | \$ (36,218) |

The gross unrealized losses reported for mortgage-backed securities relate to investment securities issued by U.S. government-sponsored enterprises, such as the Federal National Mortgage Association and Federal Home Loan Mortgage Corporation, and non-agencies. The Company does not believe that the investment securities that were in an unrealized loss position as of June 30, 2009, which was comprised of 76 securities, represent an other-than-temporary impairment. Total gross unrealized losses were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit quality of the investment securities. In assessing non-agency mortgage-backed securities for impairment, management considers, among other factors, the severity and duration of the impairment, independent credit ratings, vintage, credit enhancements, as well as performance indicators of the underlying assets in the security (e.g., default rates, delinquency rates).

[Table of Contents](#)

As of June 30, 2009, all of the Company's non-agency mortgage-backed securities were prime jumbo, with an average amortized loan-to-value ratio of 58%, and an average credit enhancement of 5.1% of the par value outstanding. As of June 30, 2009, 85% of the fair value of the Company's mortgage-backed securities issued by non-agencies were AAA-rated by at least one major rating agency and were originated prior to 2006. Loans past due 90 days or more, underlying the mortgage-backed securities issued by non-agencies, represented approximately 1.9% of the par value outstanding, or approximately \$4.5 million as of June 30, 2009. As of June 30, 2009, there were no "sub-prime" or "Alt-A" securities in our mortgage-backed securities portfolio. The Company does not intend to sell the investment securities that are in an unrealized loss position and it is unlikely that the Company will be required to sell the investment securities before recovery of their amortized cost bases, which may be maturity.

Note 3. Leasing Transactions

In May 2009, the Company replaced an existing leveraged lease with a direct financing lease with a sub-lessee to the leveraged lease transaction. In recording this transaction, the Company removed \$17.9 million in the net investment from the balance sheet and recorded a \$4.4 million charge-off to the allowance for loan and lease losses. The Company also recorded a \$1.6 million benefit for income taxes which resulted from the over accrual of income taxes from the inception of the lease through the termination of the leveraged lease transaction. The Company recorded a direct financing lease of \$45.9 million and also recognized \$32.4 million in non-recourse debt on the balance sheet, which was previously not recognized as an obligation of the Bank under leveraged lease accounting treatment.

In April 2009, the Company sold its equity interest in a cargo aircraft resulting in a \$2.8 million pre-tax gain for the Company. After-tax gains from this transaction were \$1.5 million. In March 2009, the Company sold its equity interest in two watercraft leveraged leases resulting in a \$10.0 million pre-tax gain for the Company. After-tax gains from this transaction were \$6.2 million. The pre-tax gains from these sales transactions were recorded as a component of other noninterest income in the statement of income.

Note 4. 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 (Unaudited), while the securities underlying the securities sold under agreements to repurchase remain in the respective asset accounts and are delivered to and held in collateral by third party trustees.

As of June 30, 2009, the carrying value of the Company's investment securities available-for-sale pledged where the secured party has the right to sell or repledge the investment securities was \$817.1 million. As of June 30, 2009, the contractual maturities of the Company's securities sold under agreements to repurchase were as follows:

Contractual Maturities (Unaudited)

| (dollars in thousands) | | Amount |
|------------------------|----|------------------|
| Overnight | \$ | 233,500 |
| 2 to 30 Days | | 799,505 |
| 31 to 90 Days | | 58,107 |
| Over 90 Days | | 708,682 |
| Total | \$ | 1,799,794 |

Note 5. Business Segments

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury. 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.

Selected financial information for each business segment is presented below as of and for the three and six months ended June 30, 2009 and 2008.

Business Segments Selected Financial Information (Unaudited)

| (dollars in thousands) | Retail Banking | Commercial Banking | Investment Services | Treasury and Other | Consolidated Total |
|-------------------------------------------------------|---------------------|-----------------------|------------------------|-----------------------|-----------------------|
| Three Months Ended June 30, 2009 | | | | | |
| Net Interest Income | \$ 53,631 | \$ 43,376 | \$ 4,326 | \$ 1,518 | \$ 102,851 |
| Provision for Credit Losses | 11,465 | 16,480 | 746 | (1) | 28,690 |
| Net Interest Income After Provision for Credit Losses | 42,166 | 26,896 | 3,580 | 1,519 | 74,161 |
| Noninterest Income | 25,169 | 16,774 | 14,615 | 3,274 | 59,832 |
| Noninterest Expense | (42,587) | (29,119) | (15,797) | (2,081) | (89,584) |
| Income Before Provision for Income Taxes | 24,748 | 14,551 | 2,398 | 2,712 | 44,409 |
| Provision for Income Taxes | (9,170) | (5,205) | (887) | 1,859 | (13,403) |
| Net Income | \$ 15,578 | \$ 9,346 | \$ 1,511 | \$ 4,571 | \$ 31,006 |
| Total Assets as of June 30, 2009 | \$ 3,299,113 | \$ 2,939,637 | \$ 267,546 | \$ 5,688,399 | \$ 12,194,695 |
| Three Months Ended June 30, 2008 | | | | | |
| Net Interest Income | \$ 59,529 | \$ 43,285 | \$ 3,938 | \$ 416 | \$ 107,168 |
| Provision for Credit Losses | 2,571 | 4,652 | (1) | (50) | 7,172 |
| Net Interest Income After Provision for Credit Losses | 56,958 | 38,633 | 3,939 | 466 | 99,996 |
| Noninterest Income | 23,644 | 13,623 | 19,019 | 4,253 | 60,539 |
| Noninterest Expense | (40,380) | (26,195) | (16,363) | (924) | (83,862) |
| Income Before Provision for Income Taxes | 40,222 | 26,061 | 6,595 | 3,795 | 76,673 |
| Provision for Income Taxes | (14,882) | (9,655) | (2,440) | (1,414) | (28,391) |
| Net Income | \$ 25,340 | \$ 16,406 | \$ 4,155 | \$ 2,381 | \$ 48,282 |
| Total Assets as of June 30, 2008 | \$ 3,638,301 | \$ 3,008,887 | \$ 242,443 | \$ 3,481,518 | \$ 10,371,149 |

[Table of Contents](#)

Business Segments Selected Financial Information (Unaudited) - Continued

| (dollars in thousands) | Retail Banking | Commercial Banking | Investment Services | Treasury and Other | Consolidated Total |
|-----------------------------------------------------------------|---------------------|-----------------------|------------------------|-----------------------|-----------------------|
| Six Months Ended June 30, 2009 | | | | | |
| Net Interest Income (Loss) | \$ 107,021 | \$ 84,966 | \$ 8,318 | \$ (392) | \$ 199,913 |
| Provision for Credit Losses | 25,981 | 26,291 | 1,550 | (245) | 53,577 |
| Net Interest Income (Loss) After Provision for Credit Losses | 81,040 | 58,675 | 6,768 | (147) | 146,336 |
| Noninterest Income | 53,444 | 40,891 | 29,060 | 6,802 | 130,197 |
| Noninterest Expense | (84,895) | (56,656) | (32,357) | (3,609) | (177,517) |
| Income Before Provision for Income Taxes | 49,589 | 42,910 | 3,471 | 3,046 | 99,016 |
| Provision for Income Taxes | (18,360) | (15,676) | (1,284) | 3,350 | (31,970) |
| Net Income | \$ 31,229 | \$ 27,234 | \$ 2,187 | \$ 6,396 | \$ 67,046 |
| Total Assets as of June 30, 2009 | \$ 3,299,113 | \$ 2,939,637 | \$ 267,546 | \$ 5,688,399 | \$ 12,194,695 |
| Six Months Ended June 30, 2008 | | | | | |
| Net Interest Income (Loss) | \$ 117,922 | \$ 86,144 | \$ 7,808 | \$ (2,526) | \$ 209,348 |
| Provision for Credit Losses | 10,523 | 11,878 | (1) | (801) | 21,599 |
| Net Interest Income (Loss) After Provision for Credit Losses | 107,399 | 74,266 | 7,809 | (1,725) | 187,749 |
| Noninterest Income | 48,491 | 39,570 | 37,280 | 21,323 | 146,664 |
| Noninterest Expense | (80,997) | (53,721) | (33,226) | (9,350) | (177,294) |
| Income Before Provision for Income Taxes | 74,893 | 60,115 | 11,863 | 10,248 | 157,119 |
| Provision for Income Taxes | (27,710) | (22,295) | (4,389) | 2,772 | (51,622) |
| Net Income | \$ 47,183 | \$ 37,820 | \$ 7,474 | \$ 13,020 | \$ 105,497 |
| Total Assets as of June 30, 2008 | \$ 3,638,301 | \$ 3,008,887 | \$ 242,443 | \$ 3,481,518 | \$ 10,371,149 |

Note 6. Pension Plans and Postretirement Benefit Plan

The components of net periodic benefit cost for the Company's pension plans and the postretirement benefit plan for the three and six months ended June 30, 2009 and 2008 are presented in the following table:

Pension Plans and Postretirement Benefit Plan (Unaudited)

| (dollars in thousands) | Pension Benefits | | Postretirement Benefits | |
|-----------------------------------------|------------------|--------------|-------------------------|---------------|
| | 2009 | 2008 | 2009 | 2008 |
| Three Months Ended June 30, | | | | |
| Service Cost | \$ — | \$ — | \$ 109 | \$ 89 |
| Interest Cost | 1,285 | 1,298 | 419 | 420 |
| Expected Return on Plan Assets | (1,332) | (1,522) | — | — |
| Amortization of Prior Service Credit | — | — | (53) | (53) |
| Recognized Net Actuarial Losses (Gains) | 732 | 270 | (119) | (140) |
| Net Periodic Benefit Cost | \$ 685 | \$ 46 | \$ 356 | \$ 316 |
| Six Months Ended June 30, | | | | |
| Service Cost | \$ — | \$ — | \$ 219 | \$ 179 |
| Interest Cost | 2,569 | 2,596 | 839 | 840 |
| Expected Return on Plan Assets | (2,664) | (3,044) | — | — |
| Amortization of Prior Service Credit | — | — | (107) | (107) |
| Recognized Net Actuarial Losses (Gains) | 1,464 | 540 | (238) | (280) |
| Net Periodic Benefit Cost | \$ 1,369 | \$ 92 | \$ 713 | \$ 632 |

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 statements of income. The Company expects to contribute \$12.0 million to its pension plans and \$1.2 million to the postretirement benefit plan for the year ending December 31, 2009. The Company contributed \$7.7 million to its pension plans and \$1.3 million to the postretirement benefit plan for the year ended December 31, 2008. For the three and six months ended June 30, 2009, the Company contributed \$0.7 million and \$0.8 million, respectively, to its pension plans. For the three and six months ended June 30, 2009, the Company contributed \$0.3 million and \$0.6 million, respectively, to its postretirement benefit plan.

Note 7. Derivative Financial Instruments

The following table presents the Company's derivative financial instruments, their estimated fair values, and balance sheet location as of June 30, 2009:

Fair Values of Derivative Financial Instruments (Unaudited)

| (dollars in thousands) | As of June 30, 2009 | | | |
|--------------------------------------------------------------------------------------------------------|------------------------|------------------|------------------------|------------------|
| | Asset Derivatives | | Liability Derivatives | |
| | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| Derivative Financial Instruments Not Designated as Hedging Instruments under SFAS No. 133 | | | | |
| Forward Commitments | Other Assets | \$ 1,007 | Other Liabilities | \$ 374 |
| Interest Rate Lock Commitments | Other Assets | 1,261 | Other Liabilities | 340 |
| Interest Rate Swap Agreements | Other Assets | 19,911 | Other Liabilities | 20,091 |
| Foreign Exchange Contracts | Other Assets | 247 | Other Liabilities | 381 |
| Total Derivative Financial Instruments Not Designated as Hedging Instruments under SFAS No. 133 | | \$ 22,426 | | \$ 21,186 |

[Table of Contents](#)

The following table presents the Company's derivative financial instruments and the amount and location of the net gain recognized in the statements of income for the three and six months ended June 30, 2009:

The Effect of Derivative Financial Instruments on the Consolidated Statements of Income (Unaudited)

| (dollars in thousands) | | Three Months Ended June 30, 2009 | | Six Months Ended June 30, 2009 | |
|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------|--|
| Derivative Financial Instruments Not Designated as Hedging Instruments under SFAS No. 133 | Location of Net Gain Recognized in the Statement of Income | Amount of Net Gain Recognized in the Statement of Income | Location of Net Gain Recognized in the Statement of Income | Amount of Net Gain Recognized in the Statement of Income | |
| Forward Commitments | Mortgage Banking | \$ 1,306 | Mortgage Banking | \$ 1,893 | |
| Interest Rate Lock Commitments | Mortgage Banking | 97 | Mortgage Banking | 7,022 | |
| Interest Rate Swap Agreements | Other Noninterest Income | 635 | Other Noninterest Income | 777 | |
| Foreign Exchange Contracts | Other Noninterest Income | 713 | Other Noninterest Income | 1,311 | |
| Total Derivative Financial Instruments Not Designated as Hedging Instruments under SFAS No. 133 | | \$ 2,751 | | \$ 11,003 | |

Management has received authorization from the Parent'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. The Company has elected not to qualify for hedge accounting methods addressed under current provisions of GAAP. All risk management derivative instruments are stated at fair value in the Consolidated Statements of Condition with changes in fair value reported in earnings.

The Company is a party to derivative financial instruments in the normal course of its business to meet the financing needs of its customers and to manage its own exposure to fluctuations in interest and foreign exchange rates. Where derivative financial instruments have been entered into to facilitate the risk management activities of our customers, the Company generally enters into transactions with dealers to offset its risk exposure. These financial instruments have been limited to forward commitments, interest rate lock commitments, interest rate swap agreements, and foreign exchange contracts.

The Company enters into forward commitments for the future delivery of residential mortgage loans to reduce interest rate risk associated with loans held for sale and interest rate lock commitments to fund loans at a specified interest rate. Changes in the estimated fair value of forward commitments and interest rate lock 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. At inception and during the life of the interest rate lock commitment, the Company includes the expected net future cash flows related to the associated servicing of the loan as part of the fair value measurement of the interest rate lock commitments.

The Company's interest rate swap agreements are 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. The Company utilizes foreign exchange contracts to offset risks related to transactions executed on behalf of customers.

As with any financial instrument, derivative financial instruments have inherent risks. Adverse changes in interest rates, foreign exchange rates, and equity prices affect the Company's market risks. The market risks 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.

The Company's exposure to derivative credit risk is defined as the possibility of sustaining a loss due to the failure of the counterparty to perform in accordance with the terms of the contract. Credit risk associated with derivative financial instruments is similar to those relating to traditional on-balance sheet financial instruments. The Company manages derivative credit risk with the same standards and procedures applied to its commercial lending activities.

Note 8. Fair Value of Financial Assets and Liabilities

Fair Value Hierarchy

SFAS No. 157 defines fair value 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. SFAS No. 157 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

- 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.
- 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 are derived principally from or can be corroborated by observable market data by correlation or other means.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using discounted cash flow methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A financial asset or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Management reviews and updates the fair value hierarchy classifications of the Company's financial assets and liabilities on a quarterly basis.

[Table of Contents](#)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis as of June 30, 2009, December 31, 2008, and June 30, 2008:

Assets and Liabilities Measured at Fair Value on a Recurring Basis (Unaudited)

| (dollars in thousands) | Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------|---------------------|
| As of June 30, 2009 | | | | |
| Investment Securities Available-for-Sale | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | \$ 796,021 | \$ — | \$ — | \$ 796,021 |
| Debt Securities Issued by States and Political Subdivisions | — | 88,850 | — | 88,850 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | — | 3,573 | — | 3,573 |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | — | 3,164,603 | — | 3,164,603 |
| Non-Agencies | — | 214,550 | — | 214,550 |
| Total Mortgage-Backed Securities | — | 3,379,153 | — | 3,379,153 |
| Other Debt Securities | — | 25,314 | — | 25,314 |
| Total Investment Securities Available-for-Sale | 796,021 | 3,496,890 | — | 4,292,911 |
| Mortgage Servicing Rights | — | — | 16,833 | 16,833 |
| Other Assets | 7,767 | — | — | 7,767 |
| Net Derivative Assets and Liabilities | — | 499 | 741 | 1,240 |
| Total Assets Measured at Fair Value on a Recurring Basis as of June 30, 2009 | \$ 803,788 | \$ 3,497,389 | \$ 17,574 | \$ 4,318,751 |
| As of December 31, 2008 | | | | |
| Investment Securities Trading | | | | |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | \$ — | \$ 91,500 | \$ — | \$ 91,500 |
| Investment Securities Available-for-Sale | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | 577 | — | — | 577 |
| Debt Securities Issued by States and Political Subdivisions | — | 48,000 | — | 48,000 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | — | 236,011 | — | 236,011 |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | — | 1,922,591 | 55,715 | 1,978,306 |
| Non-Agencies | — | 256,313 | — | 256,313 |
| Total Mortgage-Backed Securities | — | 2,178,904 | 55,715 | 2,234,619 |
| Other Debt Securities | — | 32 | — | 32 |
| Total Investment Securities Available-for-Sale | 577 | 2,462,947 | 55,715 | 2,519,239 |
| Mortgage Servicing Rights | — | — | 19,553 | 19,553 |
| Other Assets | 6,674 | — | — | 6,674 |
| Net Derivative Assets and Liabilities | — | (951) | 3,051 | 2,100 |
| Total Assets Measured at Fair Value on a Recurring Basis as of December 31, 2008 | \$ 7,251 | \$ 2,553,496 | \$ 78,319 | \$ 2,639,066 |
| Long-Term Debt | \$ — | \$ — | \$ 119,275 | \$ 119,275 |
| Total Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2008 | \$ — | \$ — | \$ 119,275 | \$ 119,275 |

[Table of Contents](#)

Assets and Liabilities Measured at Fair Value on a Recurring Basis (Unaudited) — Continued

| (dollars in thousands) | Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1) | | Significant Other Observable Inputs (Level 2) | | Significant Unobservable Inputs (Level 3) | | Total |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------|-----------------------------------------------------|-----------|----------------------------------------------------|---------|--------------|
| As of June 30, 2008 | | | | | | | |
| Investment Securities Trading | | | | | | | |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | \$ | — | \$ | 94,347 | \$ | — | \$ 94,347 |
| Investment Securities Available-for-Sale | | | | | | | |
| Debt Securities Issued by the U.S. Treasury and Government Agencies | | 1,676 | | — | | — | 1,676 |
| Debt Securities Issued by States and Political Subdivisions | | — | | 47,811 | | — | 47,811 |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | | — | | 249,863 | | — | 249,863 |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | | — | | 2,003,432 | | — | 2,003,432 |
| Non-Agencies | | — | | 309,222 | | — | 309,222 |
| Total Mortgage-Backed Securities | | — | | 2,312,654 | | — | 2,312,654 |
| Other Debt Securities | | — | | 9,486 | | 25,016 | 34,502 |
| Total Investment Securities Available-for-Sale | | 1,676 | | 2,619,814 | | 25,016 | 2,646,506 |
| Mortgage Servicing Rights | | — | | — | | 30,272 | 30,272 |
| Other Assets | | 8,836 | | — | | — | 8,836 |
| Net Derivative Assets and Liabilities | | — | | 291 | | 326 | 617 |
| Total Assets Measured at Fair Value on a Recurring Basis as of June 30, 2008 | | | | | | | |
| | \$ | 10,512 | \$ | 2,714,452 | \$ | 55,614 | \$ 2,780,578 |
| Long-Term Debt | \$ | — | \$ | — | \$ | 121,326 | \$ 121,326 |
| Total Liabilities Measured at Fair Value on a Recurring Basis as of June 30, 2008 | | | | | | | |
| | \$ | — | \$ | — | \$ | 121,326 | \$ 121,326 |

The Company sold its investment securities trading portfolio during the three months ended March 31, 2009. The change in fair value of the trading portfolio had been expected by the Company to offset changes in valuation assumptions related to the Company's mortgage servicing rights accounted for under the fair value measurement method.

As of June 30, 2009, the Company had no liabilities measured at fair value on a recurring basis.

[Table of Contents](#)

For the three and six months ended June 30, 2009 and June 30, 2008, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

| Assets (Unaudited) (dollars in thousands) | Mortgage Servicing Rights ¹ | Net Derivative Assets and Liabilities ² | Total |
|-----------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------------------------------|------------------|
| Three Months Ended June 30, 2009 | | | |
| Balance as of April 1, 2009 | \$ 17,904 | \$ 2,745 | \$ 20,649 |
| Realized and Unrealized Net Gains (Losses): | | | |
| Included in Net Income | (1,071) | 732 | (339) |
| Purchases, Sales, Issuances, and Settlements, Net | — | (2,736) | (2,736) |
| Balance as of June 30, 2009 | \$ 16,833 | \$ 741 | \$ 17,574 |
| Total Unrealized Net Gains Included in Net Income Related to Assets Still Held as of June 30, 2009 | | | |
| | \$ 198 | \$ 741 | \$ 939 |

| Assets (Unaudited) (dollars in thousands) | Investment Securities Available-for-Sale ³ | Mortgage Servicing Rights ¹ | Net Derivative Assets and Liabilities ² | Total |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|----------------------------------------------------------|------------------|
| Three Months Ended June 30, 2008 | | | | |
| Balance as of April 1, 2008 | \$ 95,219 | \$ 27,149 | \$ 810 | \$ 123,178 |
| Realized and Unrealized Net Gains (Losses): | | | | |
| Included in Net Income | — | 1,459 | 1,121 | 2,580 |
| Included in Other Comprehensive Income | (200) | — | — | (200) |
| Purchases, Sales, Issuances, and Settlements, Net | (70,003) | 1,664 | (1,605) | (69,944) |
| Balance as of June 30, 2008 | \$ 25,016 | \$ 30,272 | \$ 326 | \$ 55,614 |
| Total Unrealized Net Gains Included in Net Income Related to Assets Still Held as of June 30, 2008 | | | | |
| | \$ — | \$ 2,201 | \$ 326 | \$ 2,527 |

| Liabilities (Unaudited) (dollars in thousands) | Long-Term Debt ⁴ | Total |
|----------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------|
| Three Months Ended June 30, 2008 | | |
| Balance as of April 1, 2008 | \$ 128,932 | \$ 128,932 |
| Unrealized Net Gains Included in Net Income | (1,606) | (1,606) |
| Purchases, Sales, Issuances, and Settlements, Net | (6,000) | (6,000) |
| Balance as of June 30, 2008 | \$ 121,326 | \$ 121,326 |
| Total Unrealized Net Gains Included in Net Income Related to Liabilities Still Held as of June 30, 2008 | | |
| | \$ (1,416) | \$ (1,416) |

[Table of Contents](#)

| Assets (Unaudited) (dollars in thousands) | Investment Securities Available-for-Sale ³ | Mortgage Servicing Rights ¹ | Net Derivative Assets and Liabilities ² | Total |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|----------------------------------------------------------|-----------|
| Six Months Ended June 30, 2009 | | | | |
| Balance as of January 1, 2009 | \$ 55,715 | \$ 19,553 | \$ 3,051 | \$ 78,319 |
| Realized and Unrealized Net Gains (Losses): | | | | |
| Included in Net Income | — | (2,720) | 7,799 | 5,079 |
| Purchases, Sales, Issuances, and Settlements, Net | (55,715) | — | (10,109) | (65,824) |
| Balance as of June 30, 2009 | \$ — | \$ 16,833 | \$ 741 | \$ 17,574 |
| Total Unrealized Net Gains Included in Net Income Related to Assets Still Held as of June 30, 2009 | | | | |
| | \$ — | \$ 107 | \$ 741 | \$ 848 |

| Liabilities (Unaudited) (dollars in thousands) | Long-Term Debt ⁴ | Total |
|---------------------------------------------------|-----------------------------|------------|
| Six Months Ended June 30, 2009 | | |
| Balance as of January 1, 2009 | \$ 119,275 | \$ 119,275 |
| Unrealized Net Gains Included in Net Income | (304) | (304) |
| Purchases, Sales, Issuances, and Settlements, Net | (118,971) | (118,971) |
| Balance as of June 30, 2009 | \$ — | \$ — |

| Assets (Unaudited) (dollars in thousands) | Investment Securities Available-for-Sale ³ | Mortgage Servicing Rights ¹ | Net Derivative Assets and Liabilities ² | Total |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|----------------------------------------------------------|------------|
| Six Months Ended June 30, 2008 | | | | |
| Balance as of January 1, 2008 | \$ 218,980 | \$ 27,588 | \$ 113 | \$ 246,681 |
| Realized and Unrealized Net Gains (Losses): | | | | |
| Included in Net Income | — | (899) | 2,893 | 1,994 |
| Included in Other Comprehensive Income | 1,028 | — | — | 1,028 |
| Purchases, Sales, Issuances, and Settlements, Net | (194,992) | 3,583 | (2,680) | (194,089) |
| Balance as of June 30, 2008 | \$ 25,016 | \$ 30,272 | \$ 326 | \$ 55,614 |
| Total Unrealized Net Gains Included in Net Income Related to Assets Still Held as of June 30, 2008 | | | | |
| | \$ — | \$ 653 | \$ 326 | \$ 979 |

| Liabilities (Unaudited) (dollars in thousands) | Long-Term Debt ⁴ | Total |
|----------------------------------------------------------------------------------------------------------------|-----------------------------|------------|
| Six Months Ended June 30, 2008 | | |
| Balance as of January 1, 2008 | \$ 129,032 | \$ 129,032 |
| Unrealized Net Gains Included in Net Income | (1,706) | (1,706) |
| Purchases, Sales, Issuances, and Settlements, Net | (6,000) | (6,000) |
| Balance as of June 30, 2008 | \$ 121,326 | \$ 121,326 |
| Total Unrealized Net Gains Included in Net Income Related to Liabilities Still Held as of June 30, 2008 | | |
| | \$ (1,512) | \$ (1,512) |

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 (unaudited).

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

³ Unrealized gains and losses related to investment securities available-for-sale are reported as a component of other comprehensive income in the Company's consolidated statements of condition (unaudited).

⁴ Realized and unrealized gains and losses related to long-term debt are reported as a component of other noninterest income.

Significant assumptions in the valuation of the Company's mortgage servicing rights included changes in interest rates, estimated loan repayment rates, and the timing of cash flows, among other factors. Net derivative assets and liabilities classified as Level 3 were comprised of interest rate lock commitments and interest rate swap agreements, as significant unobservable inputs and management judgment are required.

[Table of Contents](#)

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The following presents the assets that the Company measures at fair value on a nonrecurring basis in accordance with GAAP as of June 30, 2009, December 31, 2008, and June 30, 2008.

Assets Measured at Fair Value on a Nonrecurring Basis (Unaudited)

| (dollars in thousands) | Quoted Prices in Active Markets for Identical Assets (Level 1) | | Significant Other Observable Inputs (Level 2) | | Significant Unobservable Inputs (Level 3) | | Total |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|---|-----------------------------------------------------|--------|----------------------------------------------------|--------|------------|
| As of June 30, 2009 | | | | | | | |
| Loans Held for Sale | \$ | — | \$ | 40,994 | \$ | — | \$ 40,994 |
| Mortgage Servicing Rights - Amortization Method | | — | | — | | 7,898 | 7,898 |
| Goodwill | | — | | — | | 34,959 | 34,959 |
| Low-Income Housing and Other Equity Investments | | — | | — | | 28,185 | 28,185 |
| Total Assets Measured at Fair Value on a Nonrecurring Basis as of June 30, 2009 | \$ | — | \$ | 40,994 | \$ | 71,042 | \$ 112,036 |
| As of December 31, 2008 | | | | | | | |
| Loans Held for Sale | \$ | — | \$ | 21,540 | \$ | — | \$ 21,540 |
| Mortgage Servicing Rights - Amortization Method | | — | | — | | 1,504 | 1,504 |
| Low-Income Housing and Other Equity Investments | | — | | — | | 30,920 | 30,920 |
| Total Assets Measured at Fair Value on a Nonrecurring Basis as of December 31, 2008 | \$ | — | \$ | 21,540 | \$ | 32,424 | \$ 53,964 |
| As of June 30, 2008 | | | | | | | |
| Loans Held for Sale | \$ | — | \$ | 11,183 | \$ | — | \$ 11,183 |
| Low-Income Housing and Other Equity Investments | | — | | — | | 33,176 | 33,176 |
| Total Assets Measured at Fair Value on a Nonrecurring Basis as of June 30, 2008 | \$ | — | \$ | 11,183 | \$ | 33,176 | \$ 44,359 |

As of June 30, 2009, December 31, 2008, and June 30, 2008, the Company had no liabilities measured at fair value on a nonrecurring basis.

As of June 30, 2009 and 2008, there were no adjustments to fair value for the Company's assets measured at fair value on a nonrecurring basis in accordance with GAAP. As of December 31, 2008, the Company recorded a \$0.3 million adjustment to fair value related to the Company's mortgage servicing rights recorded under the amortization method.

Fair Value Option

On January 1, 2008, the Company elected the fair value option for its subordinated notes, a component of long-term debt in the Company's Consolidated Statements of Condition (Unaudited). The fair value option was elected for the subordinated notes as it provided the Company with an opportunity to better manage its interest rate risk and to achieve balance sheet management flexibility. Changes in the estimated fair value of the Company's subordinated notes subsequent to the initial fair value measurement were recognized in earnings as a component of other noninterest income. For the three months ended June 30, 2008, the Company recorded unrealized gains of \$1.6 million as a result of the change in fair value of the Company's subordinated notes. For the six months ended June 30, 2009 and 2008, the Company recorded unrealized gains of \$0.3 million and \$1.7 million, respectively, as a result of the change in fair value of the Company's subordinated notes. Interest expense related to the Company's subordinated notes continued to be measured based on contractual interest rates and was reported as such in the statement of income. The Company repaid its subordinated notes in March 2009.

Disclosures about Fair Value of Financial Instruments

These disclosures exclude financial instruments that are recorded at fair value on a recurring basis on the Company's Consolidated Statements of Condition (Unaudited) as well as short-term financial assets, such as cash and cash equivalents, and liabilities, such as short-term borrowings, for which the carrying amounts approximate fair value. 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. Quoted prices in active markets were used whenever available. If quoted prices were not available, estimated fair values were measured using pricing models or other valuation techniques such as the present value of future cash flows, adjusted for credit loss assumptions.

Loans Held for Sale

The estimated fair value of the Company's loans held for sale was determined based on contractual prices for loans with similar characteristics.

Loans

The estimated fair value of the Company's loans was determined by discounting the expected future cash flows of pools of loans with similar characteristics. 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. Low market liquidity resulted in wider market spreads, which adversely affected the estimated fair value of the Company's loans as of December 31, 2008, and June 30, 2008.

Deposit Liabilities

The estimated fair values of the Company's noninterest-bearing and interest-bearing demand deposits and savings deposits were equal to the amount payable on demand (i.e., their carrying amounts) because these products have no stated maturity. The estimated 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.

Long-Term Debt

The estimated fair values of the Company's long-term debt were 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.

[Table of Contents](#)

The following presents the carrying amount and fair values of the Company's financial instruments as of June 30, 2009, December 31, 2008, and June 30, 2008:

| (dollars in thousands) (Unaudited) | As of | | | | | |
|--------------------------------------------|-----------------|------------|-------------------|------------|-----------------|------------|
| | June 30, 2009 | | December 31, 2008 | | June 30, 2008 | |
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Instruments - Assets | | | | | | |
| Investment Securities Held-to-Maturity | \$ 209,807 | \$ 214,484 | \$ 239,635 | \$ 242,175 | \$ 260,592 | \$ 255,905 |
| Loans Held for Sale | 40,994 | 41,054 | 21,540 | 21,540 | 11,183 | 11,242 |
| Loans ¹ | 5,565,816 | 5,606,390 | 5,969,907 | 5,917,302 | 5,969,304 | 5,918,259 |
| Financial Instruments - Liabilities | | | | | | |
| Deposits | 9,019,661 | 9,033,246 | 8,292,098 | 8,313,471 | 7,903,990 | 7,905,991 |
| Long-Term Debt ² | 82,437 | 83,171 | 75,000 | 73,925 | 75,000 | 74,997 |

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

² Excludes capitalized lease obligations and subordinated notes which were recorded at fair value on the Company's consolidated statements of condition (unaudited) beginning on January 1, 2008.

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; 2) unanticipated changes in the securities markets, public debt markets, and other capital markets in the U.S. and globally; 3) the effect of the increase in government intervention in the U.S. financial system; 4) competitive pressure among financial services and products; 5) the impact of legislation and changes in the regulatory environment; 6) changes in fiscal and monetary policies of the markets in which we operate; 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) unpredicted costs and other consequences of legal or regulatory matters involving the Company; 13) resumption of common stock repurchases; and 14) geopolitical risk, military or terrorist activity, natural disasters, or adverse weather, public health, and other conditions impacting 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 I of our Annual Report on Form 10-K for the year ended December 31, 2008, 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 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 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, American Samoa, and the West Pacific. References to “we,” “our,” “us,” or the “Company” refer to the holding company and its subsidiaries that are consolidated for financial reporting purposes.

“Maximizing shareholder value over time” remains our governing objective. Our vision is “exceptional people building exceptional value for our customers, our island communities, our shareholders, and each other.”

In striving to achieve our governing objective and vision, our business plan was balanced between growth and risk management, and included the flexibility to adjust, given our anticipation of a slowing economy. We did not, however, expect an economic downturn of the magnitude that occurred in 2008 and has continued into 2009. Accordingly, we adjusted some of the strategies in our business plan. The adjustments to our strategies included an increased focus on measures of soundness such as asset quality, reserve and capital levels, and liquidity.

[Table of Contents](#)

Hawaii Economy

Hawaii's economy continued to reflect weakness during the second quarter of 2009. Hawaii's seasonally adjusted unemployment rate increased to 7.4% as of June 30, 2009. Job losses in the construction industry have continued to accelerate in recent months and the recently announced State budget challenges may lead to more personal income reductions. Real estate values in Hawaii continued to be somewhat more resilient than many of the markets on the U.S. Mainland.

Earnings Summary

For the second quarter of 2009, net income was \$31.0 million, a decrease of \$17.3 million from the second quarter of 2008. Diluted earnings per share were \$0.65 per share, a decrease of \$0.35 per share from the second quarter of 2008.

Our lower net income for the second quarter of 2009 was primarily due to the following:

- The provision for credit losses (the "Provision") increased by \$21.5 million from the second quarter of 2008, primarily reflecting increased risk in our consumer lending portfolios due to weakness in the Hawaii economy;
- Our Federal Deposit Insurance Corporation ("FDIC") insurance expense increased by \$8.7 million from the second quarter of 2008. Included in FDIC insurance expense for the second quarter of 2009 was the Company's \$5.7 million share of an industry-wide assessment by the FDIC. The increase in FDIC insurance expense was also a result of higher deposit balances, higher assessment rates, and our participation in the Temporary Liquidity Guarantee Program; and
- Net interest income decreased by \$4.3 million and our net interest margin decreased by 68 basis points from the second quarter of 2008, reflecting the effects of a decreasing interest rate environment, lower loan balances, conservative investing, and our decision to maintain high levels of liquidity.

For the first six months of 2009, net income was \$67.0 million, a decrease of \$38.5 million from the first six months of 2008. Diluted earnings per share were \$1.40 per share, a decrease of \$0.78 per share from the first six months of 2008.

Our lower net income for the first six months of 2009 was primarily due to the following:

- The Provision increased by \$32.0 million from the first six months of 2008, reflecting increased risk in our commercial and industrial, commercial mortgage, and consumer lending portfolios due to the weakening economy in Hawaii and the U.S. Mainland;
- Noninterest income decreased by \$16.5 million from the first six months of 2008, primarily due to pre-tax gains of \$13.7 million recorded in the first quarter of 2008 resulting from the mandatory redemption of our Visa, Inc. ("Visa") shares; and
- Net interest income decreased by \$9.4 million and our net interest margin decreased by 54 basis points from the first six months of 2008, reflecting the effects of a decreasing interest rate environment, lower loan balances, conservative investing, and our decision to maintain high levels of liquidity.

[Table of Contents](#)

Our actions during the second quarter of 2009 continue to be influenced by a weakening economy in Hawaii and the U.S. Mainland, as well as the uncertainties regarding the impact of government regulation. We continued to strengthen our balance sheet in the second quarter of 2009 with increased funding, reserves for credit losses, liquidity, and capital.

- Total deposits were \$9.0 billion as of June 30, 2009, a decrease of \$193.1 million or 2% from March 31, 2009 and an increase of \$727.6 million or 9% from December 31, 2008;
- Our Allowance for Loan and Lease Losses (the "Allowance") was \$137.4 million as of June 30, 2009, an increase of \$3.0 million or 2% from March 31, 2009 and an increase of \$13.9 million or 11% from December 31, 2008. The ratio of our Allowance to total loans and leases outstanding increased to 2.23% as of June 30, 2009 compared to 2.12% as of March 31, 2009 and 1.89% as of December 31, 2008;
- As of June 30, 2009, we had \$656.0 million in excess reserves invested with the Federal Reserve Bank ("FRB"), a decrease of \$239.6 million or 27% from March 31, 2009 and an increase of \$250.2 million or 62% from December 31, 2008;
- We continued to increase our capital levels during the second quarter of 2009. Shareholders' equity was \$845.9 million as of June 30, 2009, an increase of \$12.0 million or 1% from March 31, 2009 and an increase of \$55.2 million or 7% from December 31, 2008; and
- Our Tier 1 capital ratio was 12.56% as of June 30, 2009 compared to 12.02% as of March 31, 2009 and 11.24% as of December 31, 2008. Our ratio of tangible common equity to risk-weighted assets was 13.02% as of June 30, 2009 compared to 12.47% as of March 31, 2009 and 11.28% as of December 31, 2008.

We also reduced our long-term debt by \$111.9 million or 55% from December 31, 2008, using our excess liquidity from the growth in our deposit balances to reduce this relatively more expensive source of funds for us.

Our balance sheet is well positioned given the current economic environment. We continue to meet our near-term objective of maintaining strong liquidity and have substantial resources for sound lending and investment opportunities.

[Table of Contents](#)

Table 1 presents our financial highlights for the three and six months ended June 30, 2009 and 2008 and as of June 30, 2009, December 31, 2008, and June 30, 2008.

Financial Highlights (Unaudited)

Table 1

| | Three Months Ended | | Six Months Ended | |
|-------------------------------------------------------------|--------------------|-----------------|---------------------|-----------------|
| | June 30, | | June 30, | |
| (dollars in thousands, except per share amounts) | 2009 | 2008 | 2009 | 2008 |
| For the Period: | | | | |
| Operating Results | | | | |
| Net Interest Income | \$ 102,851 | \$ 107,168 | \$ 199,913 | \$ 209,348 |
| Provision for Credit Losses | 28,690 | 7,172 | 53,577 | 21,599 |
| Total Noninterest Income | 59,832 | 60,539 | 130,197 | 146,664 |
| Total Noninterest Expense | 89,584 | 83,862 | 177,517 | 177,294 |
| Net Income | 31,006 | 48,282 | 67,046 | 105,497 |
| Basic Earnings Per Share | 0.65 | 1.01 | 1.41 | 2.20 |
| Diluted Earnings Per Share | 0.65 | 1.00 | 1.40 | 2.18 |
| Dividends Declared Per Share | 0.45 | 0.44 | 0.90 | 0.88 |
| Performance Ratios | | | | |
| Return on Average Assets | 1.06% | 1.85% | 1.18% | 2.01% |
| Return on Average Shareholders' Equity | 14.49 | 24.82 | 16.13 | 27.33 |
| Efficiency Ratio ¹ | 55.07 | 50.01 | 53.78 | 49.80 |
| Operating Leverage ² | (8.04) | (11.62) | (14.62) | 16.01 |
| Net Interest Margin ³ | 3.73 | 4.41 | 3.75 | 4.29 |
| Dividend Payout Ratio ⁴ | 69.23 | 43.56 | 63.83 | 40.00 |
| Average Shareholders' Equity to Average Assets | 7.30 | 7.45 | 7.34 | 7.34 |
| Average Balances | | | | |
| Average Loans and Leases | \$ 6,258,403 | \$ 6,531,587 | \$ 6,351,938 | \$ 6,559,753 |
| Average Assets | 11,753,580 | 10,504,421 | 11,426,766 | 10,574,162 |
| Average Deposits | 9,222,130 | 7,958,171 | 8,988,053 | 7,955,360 |
| Average Shareholders' Equity | 858,139 | 782,429 | 838,288 | 776,293 |
| Market Price Per Share of Common Stock | | | | |
| Closing | \$ 35.83 | \$ 47.80 | \$ 35.83 | \$ 47.80 |
| High | 41.42 | 57.37 | 45.24 | 57.37 |
| Low | 31.35 | 46.62 | 25.33 | 40.95 |
| | | June 30, | December 31, | June 30, |
| | | 2009 | 2008 | 2008 |
| As of Period End: | | | | |
| Balance Sheet Totals | | | | |
| Loans and Leases | | \$ 6,149,911 | \$ 6,530,233 | \$ 6,518,128 |
| Total Assets | | 12,194,695 | 10,763,475 | 10,371,149 |
| Total Deposits | | 9,019,661 | 8,292,098 | 7,903,990 |
| Long-Term Debt | | 91,432 | 203,285 | 205,351 |
| Total Shareholders' Equity | | 845,885 | 790,704 | 767,558 |
| Asset Quality | | | | |
| Allowance for Loan and Lease Losses | | \$ 137,416 | \$ 123,498 | \$ 102,498 |
| Non-Performing Assets | | 39,054 | 14,949 | 6,680 |
| Financial Ratios | | | | |
| Allowance to Loans and Leases Outstanding | | 2.23% | 1.89% | 1.57% |
| Tier 1 Capital Ratio ⁵ | | 12.56 | 11.24 | 10.86 |
| Total Capital Ratio ⁵ | | 13.82 | 12.49 | 12.12 |
| Leverage Ratio ⁵ | | 6.66 | 7.30 | 7.01 |
| Tangible Common Equity to Total Assets ⁶ | | 6.65 | 7.01 | 7.06 |
| Tangible Common Equity to Risk-Weighted Assets ⁶ | | 13.02 | 11.28 | 10.81 |
| Non-Financial Data | | | | |
| Full-Time Equivalent Employees | | 2,533 | 2,581 | 2,534 |
| Branches and Offices | | 85 | 85 | 84 |
| ATMs | | 486 | 462 | 417 |

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

² Operating leverage is defined as the percentage change in income before the provision for credit losses and the provision for income taxes. Measures are presented on a linked quarter basis.

³ Net interest margin is defined as net interest income, on a taxable equivalent basis, as a percentage of average earning assets.

⁴ Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

⁵ Tier 1 capital, total capital, and leverage ratios as of June 30, 2008 were revised from 10.91%, 12.16%, and 7.04%, respectively.

⁶ Tangible common equity, a non-GAAP financial measure, is defined by the Company as shareholders' equity minus goodwill and intangible assets. Intangible assets are included as a component of other assets in the Consolidated Statements of Condition (Unaudited).

Analysis of Statements of Income

Average balances, related income and expenses, and resulting yields and rates are presented in Table 2. An analysis of the change in net interest income, on a taxable equivalent basis, is presented in Table 3.

Average Balances and Interest Rates - Taxable Equivalent Basis (Unaudited) **Table 2**

| (dollars in millions) | Three Months Ended June 30, 2009 | | | Three Months Ended June 30, 2008 | | | Six Months Ended June 30, 2009 | | | Six Months Ended June 30, 2008 | | |
|---------------------------------------------------|-------------------------------------|--------------------|----------------|-------------------------------------|--------------------|----------------|-----------------------------------|--------------------|----------------|-----------------------------------|--------------------|----------------|
| | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate |
| Earning Assets | | | | | | | | | | | | |
| Interest-Bearing Deposits | \$ 5.2 | \$ — | 0.36% | \$ 33.0 | \$ 0.2 | 2.45% | \$ 5.0 | \$ — | 0.59% | \$ 30.2 | \$ 0.4 | 2.62% |
| Funds Sold | 833.2 | 0.5 | 0.25 | 81.9 | 0.4 | 2.03 | 872.8 | 1.1 | 0.25 | 110.1 | 1.4 | 2.54 |
| Investment Securities | | | | | | | | | | | | |
| Trading | — | — | — | 97.6 | 1.2 | 4.96 | 24.3 | 0.6 | 4.90 | 96.7 | 2.4 | 4.90 |
| Available-for-Sale | 3,662.1 | 38.5 | 4.21 | 2,649.9 | 35.6 | 5.37 | 3,148.3 | 71.0 | 4.51 | 2,640.8 | 70.0 | 5.31 |
| Hold-to-Maturity | 219.9 | 2.4 | 4.31 | 269.6 | 3.1 | 4.50 | 227.4 | 4.9 | 4.34 | 277.5 | 6.3 | 4.52 |
| Loans Held for Sale | 24.1 | 0.2 | 4.21 | 9.3 | 0.1 | 5.78 | 23.0 | 0.5 | 4.30 | 9.9 | 0.3 | 5.59 |
| Loans and Leases¹ | | | | | | | | | | | | |
| Commercial and Industrial | 984.1 | 9.9 | 4.02 | 1,060.7 | 14.3 | 5.42 | 1,007.6 | 20.3 | 4.06 | 1,062.9 | 30.9 | 5.84 |
| Commercial Mortgage | 763.8 | 9.9 | 5.22 | 663.0 | 10.1 | 6.15 | 747.3 | 19.5 | 5.27 | 656.0 | 20.5 | 6.30 |
| Construction | 144.5 | 1.5 | 4.03 | 177.3 | 2.5 | 5.76 | 149.3 | 3.1 | 4.12 | 188.5 | 5.9 | 6.27 |
| Commercial Lease Financing | 450.2 | 3.5 | 3.13 | 470.6 | 4.1 | 3.50 | 456.5 | 7.2 | 3.14 | 474.2 | 8.1 | 3.43 |
| Residential Mortgage | 2,359.0 | 34.6 | 5.88 | 2,494.1 | 38.0 | 6.09 | 2,398.0 | 71.0 | 5.92 | 2,495.4 | 76.2 | 6.11 |
| Home Equity | 999.3 | 12.6 | 5.07 | 983.7 | 14.3 | 5.85 | 1,013.9 | 25.6 | 5.10 | 988.6 | 30.7 | 6.23 |
| Automobile | 325.5 | 6.5 | 7.96 | 423.1 | 8.6 | 8.16 | 340.8 | 13.4 | 7.95 | 430.9 | 17.5 | 8.17 |
| Other ² | 232.0 | 4.6 | 7.89 | 259.1 | 5.9 | 9.11 | 238.5 | 9.3 | 7.88 | 263.3 | 12.3 | 9.43 |
| Total Loans and Leases | 6,258.4 | 83.1 | 5.32 | 6,531.6 | 97.8 | 6.01 | 6,351.9 | 169.4 | 5.36 | 6,559.8 | 202.1 | 6.18 |
| Other | 79.7 | 0.3 | 1.39 | 79.6 | 0.5 | 2.46 | 79.7 | 0.6 | 1.39 | 79.5 | 0.9 | 2.30 |
| Total Earning Assets³ | 11,082.6 | 125.0 | 4.52 | 9,752.5 | 138.9 | 5.71 | 10,732.4 | 248.1 | 4.64 | 9,804.5 | 283.8 | 5.80 |
| Cash and Noninterest-Bearing Deposits | 203.9 | | | 272.9 | | | 223.6 | | | 283.5 | | |
| Other Assets | 467.1 | | | 479.0 | | | 470.8 | | | 486.2 | | |
| Total Assets | \$ 11,753.6 | | | \$ 10,504.4 | | | \$ 11,426.8 | | | \$ 10,574.2 | | |
| Interest-Bearing Liabilities | | | | | | | | | | | | |
| Interest-Bearing Deposits | | | | | | | | | | | | |
| Demand | \$ 1,907.7 | 0.3 | 0.07 | \$ 1,561.2 | 1.2 | 0.29 | \$ 1,898.2 | 0.6 | 0.07 | \$ 1,556.1 | 3.4 | 0.44 |
| Savings | 4,036.9 | 7.8 | 0.77 | 2,861.3 | 6.5 | 0.92 | 3,786.4 | 16.0 | 0.85 | 2,808.2 | 15.8 | 1.13 |
| Time | 1,330.6 | 6.4 | 1.92 | 1,646.5 | 12.5 | 3.07 | 1,415.2 | 14.9 | 2.12 | 1,696.9 | 28.5 | 3.38 |
| Total Interest-Bearing Deposits | 7,275.2 | 14.5 | 0.80 | 6,069.0 | 20.2 | 1.34 | 7,099.8 | 31.5 | 0.89 | 6,061.2 | 47.7 | 1.58 |
| Short-Term Borrowings | 16.4 | — | 0.12 | 61.2 | 0.3 | 1.82 | 17.6 | — | 0.11 | 70.4 | 1.0 | 2.67 |
| Securities Sold Under Agreements to Repurchase | 1,168.2 | 6.5 | 2.20 | 1,060.2 | 7.5 | 2.81 | 1,052.4 | 13.1 | 2.48 | 1,112.2 | 18.1 | 3.24 |
| Long-Term Debt | 71.1 | 0.8 | 4.84 | 224.3 | 3.5 | 6.18 | 109.4 | 3.0 | 5.56 | 232.0 | 7.2 | 6.22 |
| Total Interest-Bearing Liabilities | 8,530.9 | 21.8 | 1.02 | 7,414.7 | 31.5 | 1.70 | 8,279.2 | 47.6 | 1.16 | 7,475.8 | 74.0 | 1.98 |
| Net Interest Income | | \$ 103.2 | | | \$ 107.4 | | | \$ 200.5 | | | \$ 209.8 | |
| Interest Rate Spread | | | 3.50% | | | 4.01% | | | 3.48% | | | 3.82% |
| Net Interest Margin | | | 3.73% | | | 4.41% | | | 3.75% | | | 4.29% |
| Noninterest-Bearing Demand Deposits | 1,946.9 | | | 1,889.2 | | | 1,888.3 | | | 1,894.2 | | |
| Other Liabilities | 417.7 | | | 418.1 | | | 421.0 | | | 427.9 | | |
| Shareholders' Equity | 858.1 | | | 782.4 | | | 838.3 | | | 776.3 | | |
| Total Liabilities and Shareholders' Equity | \$ 11,753.6 | | | \$ 10,504.4 | | | \$ 11,426.8 | | | \$ 10,574.2 | | |

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 \$331,000 and \$239,000 for the three months ended June 30, 2009 and 2008, respectively, and \$557,000 and \$477,000 for the six months ended June 30, 2009 and 2008, respectively.

Analysis of Change in Net Interest Income - Taxable Equivalent Basis (Unaudited)

Table 3

| | Six Months Ended June 30, 2009 Compared to June 30, 2008 | | |
|------------------------------------------------|-------------------------------------------------------------|-------------------|-----------------|
| | Volume ¹ | Rate ¹ | Total |
| <i>(dollars in millions)</i> | | | |
| Change in Interest Income: | | | |
| Interest-Bearing Deposits | \$ (0.2) | \$ (0.2) | \$ (0.4) |
| Funds Sold | 2.0 | (2.3) | (0.3) |
| Investment Securities | | | |
| Trading | (1.8) | — | (1.8) |
| Available-for-Sale | 12.4 | (11.4) | 1.0 |
| Held-to-Maturity | (1.1) | (0.3) | (1.4) |
| Loans Held for Sale | 0.3 | (0.1) | 0.2 |
| Loans and Leases | | | |
| Commercial and Industrial | (1.5) | (9.1) | (10.6) |
| Commercial Mortgage | 2.6 | (3.6) | (1.0) |
| Construction | (1.0) | (1.8) | (2.8) |
| Commercial Lease Financing | (0.3) | (0.6) | (0.9) |
| Residential Mortgage | (2.9) | (2.3) | (5.2) |
| Home Equity | 0.7 | (5.8) | (5.1) |
| Automobile | (3.6) | (0.5) | (4.1) |
| Other ² | (1.1) | (1.9) | (3.0) |
| Total Loans and Leases | (7.1) | (25.6) | (32.7) |
| Other | — | (0.3) | (0.3) |
| Total Change in Interest Income | 4.5 | (40.2) | (35.7) |
| Change in Interest Expense: | | | |
| Interest-Bearing Deposits | | | |
| Demand | 0.6 | (3.4) | (2.8) |
| Savings | 4.7 | (4.5) | 0.2 |
| Time | (4.2) | (9.4) | (13.6) |
| Total Interest-Bearing Deposits | 1.1 | (17.3) | (16.2) |
| Short-Term Borrowings | (0.4) | (0.6) | (1.0) |
| Securities Sold Under Agreements to Repurchase | (0.9) | (4.1) | (5.0) |
| Long-Term Debt | (3.5) | (0.7) | (4.2) |
| Total Change in Interest Expense | (3.7) | (22.7) | (26.4) |
| Change in Net Interest Income | \$ 8.2 | \$ (17.5) | \$ (9.3) |

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

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

[Table of Contents](#)

Net Interest Income

Because of uncertainty regarding economic and industry conditions in late 2008 and into 2009, the Bank focused on building and then maintaining liquidity. As government programs and other factors helped to reduce some of the uncertain industry conditions, the Bank invested some of our liquidity into lower risk marketable securities.

The amount of net interest income is affected by both changes in interest rates (rate) and the amount and composition of earning assets and interest-bearing liabilities (volume).

Net interest income, on a taxable equivalent basis, decreased by \$4.2 million or 4% in the second quarter of 2009 and by \$9.3 million or 4% for the first six months of 2009 compared to the same periods in 2008. Net interest margin decreased by 68 basis points in the second quarter of 2009 and by 54 basis points for the first six months of 2009 compared to the same periods in 2008.

The decrease in net interest income, on a taxable equivalent basis, from 2008 was primarily due to lower yields on our interest-earning assets, reflecting the effects of a decreasing interest rate environment and a conservative re-investment strategy with respect to our investment securities portfolio. Yields on our interest-earning assets decreased by 119 basis points in the second quarter of 2009 and by 116 basis points for the first six months of 2009 compared to the same periods in 2008. We experienced lower yields in all of our lending categories in 2009. Yields on our loan and lease portfolio decreased by 69 basis points in the second quarter of 2009 and by 82 basis points for the first six months of 2009 compared to the same periods in 2008. We also experienced lower yields on our investment securities portfolio as a result of the lower interest rate environment. Yields on our investment securities available-for-sale decreased by 116 basis points in the second quarter of 2009 and by 80 basis points for the first six months of 2009 compared to the same periods in 2008.

The lower yields on our interest-earning assets were partially offset by lower funding costs. Rates paid on our interest-bearing liabilities decreased by 68 basis points in the second quarter of 2009 and by 82 basis points for the first six months of 2009 compared to the same periods in 2008, reflecting the re-pricing of our liabilities at lower rates. Rates paid on our interest-bearing deposits decreased by 54 basis points in the second quarter of 2009 and by 69 basis points for the first six months of 2009 compared to the same periods in 2008. Also contributing to our lower funding costs was a decrease in rates paid on our securities sold under agreements to repurchase by 61 basis points in the second quarter of 2009 and by 76 basis points for the first six months of 2009 compared to the same periods in 2008.

Average balances of our interest-earning assets increased from 2008 primarily due to a significant increase in investment securities available-for-sale and funds sold. Our deployment of funds in 2009 was made primarily in debt securities issued by the U.S. Treasury and government agencies, and in liquid investments with the FRB. Average balances in our loan and lease portfolio decreased from 2008 as we continue to experience pay downs in balances while maintaining a disciplined underwriting approach. Average interest-bearing deposits increased by \$1.2 billion or 20% in the second quarter of 2009 and by \$1.0 billion or 17% for the first six months of 2009 compared to the same periods in 2008. The increase in average savings deposit balances from 2008 was primarily due to the continued success of our Bonus Rate Savings Plus and business money market savings products. The increase in average savings deposit balances in 2009 was partially offset by a decrease in average time deposit balances as some customers moved their deposits to more liquid savings and interest-bearing demand products. Partially offsetting the increase in average interest-bearing deposit balances in 2009 was the decline in average balances in long-term debt primarily due to the maturity of our subordinated notes in the first quarter of 2009 and the redemption of our Capital Securities in the second quarter of 2008.

[Table of Contents](#)

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, changes in the economic environment, as well as an ongoing assessment of our credit quality. We recorded a Provision of \$28.7 million in the second quarter of 2009 compared to a Provision of \$7.2 million in the second quarter of 2008. We recorded a Provision of \$53.6 million for the first six months of 2009 compared to a Provision of \$21.6 million for the first six months of 2008. The higher Provision recorded in the second quarter of 2009 and for the first six months of 2009, a result of our quarterly evaluation of the adequacy of the Allowance, was primarily due to increased risk in our consumer lending, commercial and industrial, and commercial mortgage portfolios due to continued economic weakness in Hawaii and the U.S. Mainland. For further discussion on the Allowance, see the “Corporate Risk Profile — Reserve for Credit Losses” section in MD&A.

Noninterest Income

Noninterest income decreased by \$0.7 million or 1% in the second quarter of 2009 and by \$16.5 million or 11% for the first six months of 2009 compared to the same periods in 2008.

Trust and asset management income decreased by \$3.6 million or 23% in second quarter of 2009 compared to the same period in 2008, primarily due to a \$1.7 million decrease in mutual fund management fees, which were adversely affected by the decline in the value of the equity markets as well as low yields on money market accounts under management. Also contributing to the decrease in trust and asset management income was a \$0.3 million decrease each in agency, special service, and revocable and irrevocable trust fee income. Trust and asset management income decreased by \$7.0 million or 23% for the first six months of 2009 compared to the same period in 2008, primarily due to a \$3.2 million decrease in mutual fund management fees, which were adversely affected by the decline in the value of the equity markets as well as low yields on money market accounts under management. Also contributing to the decrease in trust and asset management income was a \$0.8 million decrease in agency fees, a \$0.6 million decrease each in employee benefit trust and special service fees, a \$0.5 million decrease in revocable and irrevocable trust fees, and a \$0.4 million decrease in testamentary trust fees. Total trust assets under administration were \$9.4 billion as of June 30, 2009, \$9.8 billion as of December 31, 2008, and \$12.1 billion as of June 30, 2008. Trust and asset management income is expected to continue to fluctuate based in part on the value of trust assets under administration and customer activity.

Table 4 presents the components of mortgage banking income for the second quarter and first six months of 2009 and 2008.

| Mortgage Banking (Unaudited) | Table 4 | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------|--------------------------------------|-----------------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| (dollars in thousands) | 2009 | 2008 | 2009 | 2008 |
| Mortgage Origination and Servicing Activities | | | | |
| Servicing Income | \$ 1,686 | \$ 1,552 | \$ 3,297 | \$ 3,079 |
| Net Gains on the Sale of Residential Mortgage Loans | 2,723 | 34 | 2,449 | 1,053 |
| Mortgage Loan Fees | 871 | 598 | 1,935 | 1,343 |
| Total Mortgage Origination and Servicing Activities | 5,280 | 2,184 | 7,681 | 5,475 |
| Mortgage Servicing Rights and Derivative Financial Instruments | | | | |
| Net Change in the Fair Value of Mortgage Servicing Rights Due to Pay downs ¹ | (1,269) | (476) | (2,827) | (859) |
| Net Change in the Fair Value of Mortgage Servicing Rights Due to Changes in Valuation Assumptions and the Fair Value of Designated Securities ² | 198 | (213) | 276 | (448) |
| Net Gains (Losses) Related to Mortgage Servicing Rights Under the Amortization Method | (170) | — | 28 | — |
| Net Gains on Derivative Financial Instruments | 1,404 | 1,243 | 8,963 | 2,867 |
| Total Mortgage Servicing Rights and Derivative Financial Instruments | 163 | 554 | 6,440 | 1,560 |
| Total Mortgage Banking | \$ 5,443 | \$ 2,738 | \$ 14,121 | \$ 7,035 |

¹ Principally represents changes due to the expected realization of cash flows over time.

² Changes in valuation assumptions principally reflects changes in discount rates and loan repayment rate assumptions, mostly due to changes in interest rates. Designated Securities were comprised of mortgage-backed securities in our trading portfolio, which had been expected to offset the volatility of the fair value of our mortgage servicing rights. The investment securities trading portfolio was sold during the first quarter of 2009. Realized investment trading gains and losses were not material for the periods presented.

Mortgage banking income increased by \$2.7 million in the second quarter of 2009 compared to the same period in 2008. This increase was primarily due to a \$2.7 million increase in net gains on the sale of residential mortgage loans, the result of higher refinancing activity due to lower interest rates on mortgage-based products in the second quarter of 2009 compared to the second quarter of 2008. Residential mortgage loan sales were \$266.9 million in the second quarter of 2009, a \$143.4 million or 116% increase compared to the same period in 2008. Residential mortgage loan originations were \$309.1 million in the second quarter of 2009, a \$72.5 million or 31% increase compared to the same period in 2008. Servicing income increased slightly in the second quarter of 2009 compared to the same period in 2008, as our portfolio of loans serviced for third parties was \$3.0 billion as of June 30, 2009 compared to \$2.6 billion as of June 30, 2008.

Mortgage banking income increased by \$7.1 million in the first six months of 2009 compared to the same period in 2008. This increase was primarily due to higher loan origination volume for the first six months of 2009 compared to the same period in 2008. Residential mortgage loan originations were \$798.3 million for the first six months of 2009, a \$270.0 million or 51% increase compared to the same period in 2008. Also

contributing to the increase in mortgage banking income was a \$1.4 million increase in net gains on the sale of residential mortgage loans. Residential mortgage loan sales were \$665.3 million for the first six months of 2009, a \$391.9 million increase compared to the same period in 2008. Servicing income increased by \$0.2 million for the first six months of 2009 compared to the same period in 2008, as our portfolio of loans serviced for third parties increased from June 30, 2008.

Service charges on deposit accounts increased by \$0.5 million or 4% in the second quarter of 2009 and by \$1.8 million or 7% for the first six months of 2009 compared to the same periods in 2008. The increases in service charges on deposit accounts from 2008 were primarily due to higher account analysis fees on analyzed business checking accounts as a result of lower earnings credit rates on customer accounts. This was partially offset by a decline in monthly service fees resulting from our free checking product which was introduced in July 2008.

[Table of Contents](#)

Fees, exchange, and other service charges decreased by \$0.7 million or 4% in the second quarter of 2009 and by \$1.1 million or 4% for the first six months of 2009 compared to the same periods in 2008. The decreases in fees, exchange, and other services charges from 2008 were primarily due to lower merchant income and ATM fees. This was the result of lower transaction volume during 2009 which was impacted by slowness in the Hawaii economy and lower levels of visitor arrivals.

Insurance income decreased by \$0.8 million or 15% in the second quarter of 2009 compared to the same period in 2008. This decrease was primarily due to a \$0.5 million decline in income from annuity and life insurance products and a \$0.3 million decline in commission and brokerage income. Insurance income decreased by \$2.3 million or 18% for the first six months of 2009 compared to the same period in 2008. This decrease was primarily due to a \$0.8 million decline each in income from annuity and life insurance products and contingent commission income, as well as a \$0.7 million decline in commission and brokerage income.

In June 2009, we sold our retail insurance brokerage operation, Bank of Hawaii Insurance Services, Inc. to a third party and recognized a gain of \$0.9 million. We continue to own and operate our wholesale insurance business, Triad Insurance Agency, Inc.

Other noninterest income increased by \$1.4 million or 17% in the second quarter of 2009 compared to the same period in 2008 primarily due to a \$2.8 million gain resulting from the sale of our equity interest in a cargo aircraft in April 2009. Also contributing to the increase in other noninterest income in the second quarter of 2009 was the previously mentioned gain of \$0.9 million related to the sale of our retail insurance brokerage operation. This was partially offset by a \$1.5 million decrease in the unrealized gains related to our subordinated notes recorded in the second quarter of 2008. Other noninterest income decreased by \$14.7 million or 37% for the first six months of 2009 compared to the same period in 2008, primarily due to a \$13.7 million gain recorded in the first quarter of 2008 resulting from the mandatory redemption of our Visa shares.

[Table of Contents](#)

Noninterest Expense

Noninterest expense increased by \$5.7 million or 7% in the second quarter of 2009 and by \$0.2 million or less than 1% for the first six months of 2009 compared to the same periods in 2008.

Table 5 presents the components of salaries and benefits expense for the second quarter and first six months of 2009 and 2008.

Salaries and Benefits (Unaudited)

Table 5

| (dollars in thousands) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-------------------------------------------------------------------------------|--------------------------------|------------------|------------------------------|-------------------|
| | 2009 | 2008 | 2009 | 2008 |
| Salaries | \$ 30,732 | \$ 30,019 | \$ 60,577 | \$ 58,922 |
| Incentive Compensation | 3,407 | 4,122 | 6,699 | 10,389 |
| Share-Based Compensation and Cash Grants for the Purchase of Company Stock | 604 | 1,124 | 1,391 | 7,412 |
| Commission Expense | 1,750 | 1,992 | 4,005 | 3,865 |
| Retirement and Other Benefits | 3,804 | 3,499 | 8,423 | 8,725 |
| Payroll Taxes | 2,344 | 2,491 | 5,844 | 5,905 |
| Medical, Dental, and Life Insurance | 1,236 | 2,470 | 3,900 | 4,969 |
| Separation Expense | 303 | 267 | 369 | 1,270 |
| Total Salaries and Benefits | \$ 44,180 | \$ 45,984 | \$ 91,208 | \$ 101,457 |

Salaries and benefits expense decreased by \$1.8 million or 4% in the second quarter of 2009 compared to the same period in 2008 primarily due to a \$1.5 million reduction in reserves for medical and dental expenses. Salaries and benefits expense decreased by \$10.2 million or 10% for the first six months of 2009 compared to the same period in 2008 primarily due to a \$6.0 million decrease in share-based compensation and cash grants for the purchase of Company stock. Also contributing to the decrease was a \$3.7 million decline in incentive compensation expense, reflecting lower levels of profitability.

Net occupancy expense decreased by \$1.3 million or 12% in the second quarter of 2009 and by \$1.5 million or 7% for the first six months of 2009 compared to the same periods in 2008. The decrease in net occupancy expense in the second quarter of 2009 was primarily due to decreases of \$0.6 million in utilities expense, \$0.5 million in net rental expense, and \$0.3 million in facilities management fees. The decrease in net occupancy expense for the first six months of 2009 was primarily due to similar savings in previously noted expense categories.

Professional fees increased by \$1.4 million or 55% in the second quarter of 2009 and by \$1.4 million or 26% for the first six months of 2009 compared to the same periods in 2008. The increase in professional fees in the second quarter of 2009 was primarily due to a \$0.8 million increase in legal fees and a \$0.3 million increase in other professional services. The increase in professional fees for the first six months of 2009 was primarily due to a \$0.7 million increase in legal fees and a \$0.3 million increase in other professional services.

FDIC insurance expense increased by \$8.7 million in the second quarter of 2009 and by \$10.3 million for the first six months of 2009 compared to the same periods in 2008. The increase in the 2009 FDIC insurance expense was primarily due to the Company's \$5.7 million share of an industry-wide assessment by the FDIC. The increase in the 2009 FDIC insurance expense was also a result of higher deposit balances, higher assessment rates, and our participation in the Temporary Liquidity Guarantee Program. In 2008 and early 2009, we utilized credits from the Federal Deposit Insurance Reform Act of 2005 which were available to offset our deposit insurance assessments. We fully utilized these credits in March 2009.

[Table of Contents](#)

Other noninterest expense decreased by \$1.3 million or 7% in the second quarter of 2009 compared to the same period in 2008. The decrease in other noninterest expense was primarily due to:

- \$0.4 million decrease in each of the categories of delivery and postage services, and unrealized gains related to deferred compensation arrangements;
- \$0.3 million decrease in each of the categories of business development and travel, and merchant transaction and card processing fees; and
- \$0.2 million decrease in each of the categories of data services and advertising expenses.

This was partially offset by a \$0.7 million increase in legal contingency accruals in the second quarter of 2009.

Other noninterest expense increased by \$0.2 million or less than 1% for the first six months of 2009 compared to the same period in 2008. The increase in other noninterest expense was primarily due to:

- \$5.6 million reversal of contingency accruals related to Visa legal matters recorded in the first quarter of 2008; and

Provision for Income Taxes

Provision for Income Taxes and Effective Tax Rates (Unaudited)

Table 6

| | Three Months Ended | | Six Months Ended | |
|-----------------------------------|--------------------|-----------|------------------|-----------|
| | June 30, 2009 | 2008 | June 30, 2009 | 2008 |
| (dollars in thousands) | | | | |
| Provision for Income Taxes | \$ 13,403 | \$ 28,391 | \$ 31,970 | \$ 51,622 |
| Effective Tax Rates | 30.18% | 37.03% | 32.29% | 32.86% |

The lower effective tax rate in the second quarter of 2009 compared to the same period in 2008 was primarily due to a \$1.6 million benefit for income taxes which was recorded in the second quarter of 2009 relating to our termination of a leveraged lease transaction. See Note 3 to the Consolidated Financial Statements (Unaudited) for more information on the termination of this leveraged lease transaction.

The effective tax rates for the six months ended June 30, 2009 and 2008 benefited from several significant transactions. The

- \$0.9 million premium related to the early repayment of our privately placed notes.

These increases in other noninterest expense in the first six months of 2009 compared to the same period in 2008 were partially offset by:

- \$2.0 million reduction in contributions to the Bank of Hawaii Charitable Foundation;
- \$1.0 million expense related to a call premium on our Capital Securities recorded in 2008;
- \$0.7 million decrease in business development and travel expense;
- \$0.6 million decrease in delivery and postage services expense;
- \$0.5 million decrease in merchant transaction and card processing fees due to lower volume;
- \$0.4 million decrease in each of the categories of directors' fees, advertising, and education and recruitment; and
- \$0.3 million decrease in unrealized gains related to deferred compensation arrangements.

effective tax rate for the first six months of 2009 benefited from the previously noted termination of a leveraged lease transaction. The effective tax rate for the first six months of 2008 benefited from the sale of our equity interest in an aircraft leveraged lease in March 2008. The total income tax benefit from this transaction was approximately \$6.0 million.

Analysis of Statements of Condition

Investment Securities

The carrying value of our investment securities was \$4.5 billion as of June 30, 2009, \$2.8 billion as of December 31, 2008, and \$2.9 billion as of June 30, 2008. The increase in the carrying value of our investment securities during 2009 was primarily due to investments made in debt securities issued by the U.S. Treasury and mortgage-backed securities issued by U.S. Government-Sponsored Enterprises. These investments in high grade securities with relatively short durations, allows us to maintain flexibility to redeploy funds should such opportunities arise.

Investment securities with a carrying value of \$2.8 billion as of June 30, 2009, \$2.0 billion as of December 31, 2008, and \$1.8 billion as of June 30, 2008 were pledged to secure deposits of governmental entities and securities sold under agreements to repurchase. Investment securities available-for-sale pledged where the secured party has the right to sell or repledge the investment securities were \$817.1 million as of June 30, 2009, \$838.1 million as of December 31, 2008, and \$739.1 million as of June 30, 2008.

Gross unrealized losses on our temporarily impaired investment securities were \$35.7 million as of June 30, 2009, \$47.4 million as of December 31, 2008, and \$36.2 million as of June 30, 2008. Gross unrealized losses related to our temporarily impaired investment securities decreased from December 31, 2008 and June 30, 2008 primarily due to favorable movements in market interest rates.

As of June 30, 2009, 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.

Table 7 presents the par value, amortized cost, and fair value of our debt and mortgage-backed securities issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation as of June 30, 2009. As of June 30, 2009, we owned mortgage-backed securities issued by non-agencies with an estimated fair value of \$214.6 million. See Note 2 to the Consolidated Financial Statements (Unaudited) for more information.

Investment Securities Issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation (Unaudited)

| | Table 7 | | |
|----------------------------------------------------------------------------|---------------------|-----------------------|---------------------|
| (dollars in thousands) | Par Value | Amortized Cost | Fair Value |
| As of June 30, 2009 | | | |
| Debt Securities Issued by U.S. Government-Sponsored Enterprises | | | |
| Federal National Mortgage Association | \$ 250 | \$ 252 | \$ 270 |
| Federal Home Loan Mortgage Corporation | 500 | 499 | 538 |
| Subtotal | 750 | 751 | 808 |
| Mortgage-Backed Securities Issued by U.S. Government-Sponsored Enterprises | | | |
| Federal National Mortgage Association | 745,748 | 747,025 | 772,259 |
| Federal Home Loan Mortgage Corporation | 654,496 | 654,703 | 677,304 |
| Subtotal | 1,400,244 | 1,401,728 | 1,449,563 |
| Total | \$ 1,400,994 | \$ 1,402,479 | \$ 1,450,371 |

Loans and Leases

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

Loan and Lease Portfolio Balances (Unaudited)**Table 8**

| (dollars in thousands) | June 30, 2009 | March 31, 2009 | December 31, 2008 | September 30, 2008 | June 30, 2008 |
|-------------------------------|---------------------|---------------------|----------------------|-----------------------|---------------------|
| Commercial | | | | | |
| Commercial and Industrial | \$ 932,444 | \$ 1,000,640 | \$ 1,053,781 | \$ 1,077,314 | \$ 1,052,319 |
| Commercial Mortgage | 788,226 | 726,193 | 740,779 | 708,961 | 680,784 |
| Construction | 140,455 | 153,754 | 153,952 | 153,364 | 168,678 |
| Lease Financing | 468,030 | 454,822 | 468,140 | 467,279 | 471,443 |
| Total Commercial | 2,329,155 | 2,335,409 | 2,416,652 | 2,406,918 | 2,373,224 |
| Consumer | | | | | |
| Residential Mortgage | 2,309,971 | 2,402,061 | 2,461,824 | 2,478,925 | 2,485,558 |
| Home Equity | 977,632 | 1,016,381 | 1,033,221 | 1,004,437 | 989,683 |
| Automobile | 309,877 | 343,642 | 369,789 | 395,015 | 413,338 |
| Other ¹ | 223,276 | 241,233 | 248,747 | 254,163 | 256,325 |
| Total Consumer | 3,820,756 | 4,003,317 | 4,113,581 | 4,132,540 | 4,144,904 |
| Total Loans and Leases | \$ 6,149,911 | \$ 6,338,726 | \$ 6,530,233 | \$ 6,539,458 | \$ 6,518,128 |

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

Loans and leases represent our largest category of interest earning assets and the largest source of interest income. Total loans and leases as of June 30, 2009 decreased by \$380.3 million or 6% from December 31, 2008 and decreased by \$368.2 million or 6% from June 30, 2008.

Commercial loans and leases as of June 30, 2009 decreased by \$87.5 million or 4% from December 31, 2008. The decrease in our commercial and industrial lending portfolio was primarily due to continued payoffs by corporate national customers. The decrease in our construction lending portfolio was consistent with a slowing economy in Hawaii. This was partially offset by an increase in our commercial mortgage portfolio primarily due to one new commercial credit. While we continue to lend to credit worthy customers, we remain cautious in our lending approach in the current economic environment. Consumer loans and leases as of June 30, 2009 decreased by \$292.8 million or 7% from December 31, 2008. We continued to

experience higher levels of refinancing activity in the second quarter of 2009, albeit at lower levels compared to the first quarter of 2009, as a result of lower interest rates on mortgage-based products. Balances in other consumer loan categories have decreased as a result of reduced customer demand in a slowing economy in Hawaii.

Commercial loans and leases as of June 30, 2009 decreased by \$44.1 million or 2% from June 30, 2008. We have experienced run-off in our commercial and industrial portfolio as the economy has slowed in Hawaii. Our strategy over the past year has been to reduce our construction lending exposure and to grow our commercial secured mortgage portfolio. Consumer loans and leases as of June 30, 2009 decreased by \$324.1 million or 8% from June 30, 2008. The decrease across all consumer lending portfolios over the past year was a result of reduced customer demand in a slowing economy in Hawaii.

[Table of Contents](#)

Table 9 presents the composition of our loan and lease portfolio by geographic area and by major categories.

Geographic Distribution of Loan and Lease Portfolio (Unaudited)

Table 9

| (dollars in thousands) | June 30, 2009 | March 31, 2009 | December 31, 2008 | September 30, 2008 | June 30, 2008 |
|-------------------------------|---------------------|---------------------|----------------------|-----------------------|---------------------|
| Commercial | | | | | |
| Hawaii | | | | | |
| Commercial and Industrial | \$ 683,693 | \$ 660,038 | \$ 705,658 | \$ 695,570 | \$ 710,528 |
| Commercial Mortgage | 701,135 | 640,224 | 646,280 | 628,732 | 599,385 |
| Construction | 134,638 | 146,258 | 145,208 | 142,719 | 157,642 |
| Lease Financing | 45,507 | 50,311 | 50,622 | 50,294 | 51,854 |
| U.S. Mainland ¹ | | | | | |
| Commercial and Industrial | 172,702 | 234,467 | 229,924 | 244,498 | 207,369 |
| Commercial Mortgage | 14,086 | 14,210 | 14,405 | 4,695 | 4,808 |
| Construction | 5,817 | 6,220 | 6,438 | 8,655 | 9,045 |
| Lease Financing | 385,064 | 372,008 | 385,181 | 387,160 | 389,013 |
| Guam | | | | | |
| Commercial and Industrial | 64,151 | 73,595 | 77,507 | 78,700 | 71,340 |
| Commercial Mortgage | 69,667 | 70,056 | 78,291 | 73,240 | 74,226 |
| Construction | — | 1,276 | 2,306 | 1,990 | 1,991 |
| Lease Financing | 18,293 | 14,479 | 13,181 | 10,962 | 11,329 |
| Other Pacific Islands | | | | | |
| Commercial and Industrial | 8,470 | 9,343 | 12,177 | 14,660 | 15,942 |
| Commercial Mortgage | 1,510 | 1,609 | 1,703 | 2,188 | 2,365 |
| Foreign ² | | | | | |
| Commercial and Industrial | 3,428 | 23,197 | 28,515 | 43,886 | 47,140 |
| Commercial Mortgage | 1,828 | 94 | 100 | 106 | — |
| Lease Financing | 19,166 | 18,024 | 19,156 | 18,863 | 19,247 |
| Total Commercial | 2,329,155 | 2,335,409 | 2,416,652 | 2,406,918 | 2,373,224 |
| Consumer | | | | | |
| Hawaii | | | | | |
| Residential Mortgage | 2,103,104 | 2,189,237 | 2,242,637 | 2,255,970 | 2,257,489 |
| Home Equity | 931,010 | 967,570 | 982,379 | 953,078 | 936,142 |
| Automobile | 219,346 | 239,960 | 256,131 | 271,568 | 282,843 |
| Other ³ | 167,695 | 181,102 | 185,479 | 189,417 | 189,087 |
| U.S. Mainland ¹ | | | | | |
| Home Equity | 23,222 | 25,876 | 28,034 | 29,473 | 31,881 |
| Automobile | 36,302 | 41,785 | 45,559 | 48,631 | 49,792 |
| Guam | | | | | |
| Residential Mortgage | 198,941 | 204,902 | 210,987 | 214,748 | 219,857 |
| Home Equity | 20,223 | 19,726 | 19,546 | 18,625 | 18,313 |
| Automobile | 49,799 | 56,665 | 61,907 | 67,600 | 72,428 |
| Other ³ | 27,475 | 29,518 | 30,992 | 31,961 | 33,078 |
| Other Pacific Islands | | | | | |
| Residential Mortgage | 7,926 | 7,922 | 8,200 | 8,207 | 8,212 |
| Home Equity | 3,177 | 3,209 | 3,262 | 3,261 | 3,347 |
| Automobile | 4,430 | 5,232 | 6,192 | 7,216 | 8,275 |
| Other ³ | 28,096 | 30,609 | 32,271 | 32,780 | 34,157 |
| Foreign ² | | | | | |
| Other ³ | 10 | 4 | 5 | 5 | 3 |
| Total Consumer | 3,820,756 | 4,003,317 | 4,113,581 | 4,132,540 | 4,144,904 |
| Total Loans and Leases | \$ 6,149,911 | \$ 6,338,726 | \$ 6,530,233 | \$ 6,539,458 | \$ 6,518,128 |

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 and leases classified as Foreign represents those which are recorded in the Company's international business units.

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 participation in shared national credits

and leveraged lease financing. Our consumer loan and lease portfolio includes limited lending activities on the U.S. Mainland.

[Table of Contents](#)*Other Assets*

Table 10 presents the major components of other assets as of June 30, 2009, December 31, 2008, and June 30, 2008.

| Other Assets (Unaudited) | Table 10 | | |
|-------------------------------------------------------|--------------------------|------------------------------|--------------------------|
| (dollars in thousands) | June 30, 2009 | December 31, 2008 | June 30, 2008 |
| Bank-Owned Life Insurance | \$ 199,241 | \$ 196,043 | \$ 192,716 |
| Federal and State Tax Deposits | 82,500 | 82,500 | 61,000 |
| Federal Home Loan Bank and Federal Reserve Bank Stock | 79,723 | 79,705 | 79,635 |
| Low-Income Housing and Other Equity Investments | 28,185 | 30,920 | 33,176 |
| Derivative Financial Instruments | 22,426 | 38,870 | 6,790 |
| Accounts Receivable | 17,919 | 17,607 | 20,747 |
| Other | 36,000 | 28,922 | 35,202 |
| Total Other Assets | \$ 465,994 | \$ 474,567 | \$ 429,266 |

The decrease in other assets from December 31, 2008 was primarily due to a \$14.4 million decrease in the estimated fair value of our customer-related interest rate swap accounts, which have off-setting amounts recorded in other liabilities. This was partially offset by a \$3.2 million increase each in bank-owned life insurance and prepaid insurance and other prepaid expenses. Total other assets as of June 30, 2009 increased by \$36.7 million or 9% from June 30, 2008. This was primarily due to a \$21.5 million increase in federal and state tax deposits. Also contributing to the increase in total other assets was a \$14.1 million increase in the estimated fair value of our customer-related interest rate swap accounts, which have off-setting amounts recorded in other liabilities. This was partially offset by a \$5.0 million decrease in low-income housing and other equity investments as a result of amortization of these investments recorded over this period, and a \$3.7 million decrease in dealer advances.

As of June 30, 2009, the carrying value of our Federal Home Loan Bank of Seattle ("FHLB") stock was \$61.3 million. On May 20, 2009, the FHLB filed its Form 10-Q with the SEC, for the quarterly period ended March 31, 2009. The FHLB reported a net loss of \$16.2 million for its first quarter of 2009. The FHLB also reported retained earnings of \$198.3 million and an accumulated other comprehensive loss of \$1.1 billion as of March 31, 2009. The FHLB has the capacity to issue additional debt if necessary to raise cash. Additionally, if needed, the FHLB has the ability to secure funding available to government-sponsored enterprises through the U.S. Treasury. Management expects the Company to remain a member institution of the FHLB and believes that there is no impairment related to the carrying amount of the Company's FHLB stock as of June 30, 2009. See Note 1 to the Consolidated Financial Statements (Unaudited) for information on our accounting and impairment policy.

[Table of Contents](#)

Deposits

Table 11 presents the composition of our deposits by major customer categories.

| Deposits (Unaudited) | | | | | Table 11 | | | | | |
|-----------------------------|--------------------------|------------------|---------------------------|------------------|------------------------------|------------------|-------------------------------|------------------|--------------------------|------------------|
| (dollars in thousands) | June 30, 2009 | | March 31, 2009 | | December 31, 2008 | | September 30, 2008 | | June 30, 2008 | |
| Consumer | \$ | 4,747,612 | \$ | 4,702,494 | \$ | 4,593,248 | \$ | 4,460,965 | \$ | 4,463,632 |
| Commercial | | 3,828,521 | | 3,645,842 | | 3,221,668 | | 2,835,699 | | 3,013,234 |
| Public and Other | | 443,528 | | 864,455 | | 477,182 | | 361,820 | | 427,124 |
| Total Deposits | \$ | 9,019,661 | \$ | 9,212,791 | \$ | 8,292,098 | \$ | 7,658,484 | \$ | 7,903,990 |

The increase in our deposit balances as of June 30, 2009 from December 31, 2008 was primarily due to a \$577.5 million increase in our business money market savings accounts and a \$203.8 million increase in our analyzed business checking accounts. The increase in our deposit balances as of June 30, 2009 from June 30, 2008 was primarily due to a \$691.2 million increase in our business money market savings accounts, a

\$416.7 million increase in our bonus rate savings products, and a \$325.2 million increase in our analyzed business checking accounts. These increases were partially offset by a \$209.8 million decrease in noninterest-bearing personal checking accounts, and a \$177.1 million decrease in qualified public money management accounts.

Table 12 presents the composition of our savings deposits.

| Savings Deposits (Unaudited) | | | | | Table 12 | | | | | |
|-------------------------------------|--------------------------|------------------|---------------------------|------------------|------------------------------|------------------|-------------------------------|------------------|--------------------------|------------------|
| (dollars in thousands) | June 30, 2009 | | March 31, 2009 | | December 31, 2008 | | September 30, 2008 | | June 30, 2008 | |
| Money Market | \$ | 1,769,023 | \$ | 1,607,375 | \$ | 1,173,132 | \$ | 965,149 | \$ | 1,045,790 |
| Regular Savings | | 2,285,016 | | 2,298,334 | | 1,931,731 | | 1,815,648 | | 1,770,432 |
| Total Savings Deposits | \$ | 4,054,039 | \$ | 3,905,709 | \$ | 3,104,863 | \$ | 2,780,797 | \$ | 2,816,222 |

Table 13 presents our quarterly average balance of time deposits of \$100,000 or more.

| Average Time Deposits of \$100,000 or More (Unaudited) | | | | | Table 13 | | | | | |
|---------------------------------------------------------------|---------------------------|---------|---------------------------|---------|------------------------------|---------|-------------------------------|---------|--------------------------|---------|
| (dollars in thousands) | Three Months Ended | | | | | | | | | |
| | June 30, 2009 | | March 31, 2009 | | December 31, 2008 | | September 30, 2008 | | June 30, 2008 | |
| Average Time Deposits | \$ | 738,652 | \$ | 851,668 | \$ | 891,922 | \$ | 934,845 | \$ | 948,729 |

[Table of Contents](#)

Borrowings and Long-Term Debt

Borrowings consisted of funds purchased and short-term borrowings, including commercial paper. Borrowings were \$18.7 million as of June 30, 2009, a \$2.0 million or 10% decrease from December 31, 2008, and a \$60.9 million or 77% decrease from June 30, 2008. We manage the level of our borrowings to ensure that we have adequate sources of liquidity. Due to our high level of deposits and our increased capital levels, we reduced the level of borrowings as a source of funds.

Long-term debt was \$91.4 million as of June 30, 2009, a \$111.9 million or 55% decrease from December 31, 2008, and a \$113.9 million or 55% decrease from June 30, 2008. The decrease in long-term debt from December 31, 2008 and June 30, 2008 was primarily due to our repayment of

\$119.0 million in subordinated notes and our repayment of \$25.0 million in privately placed notes in the first quarter of 2009. This was partially offset by our recognition of \$32.4 million in non-recourse debt on the balance sheet in the second quarter of 2009, which was previously not recognized as an obligation of the Bank under leveraged lease accounting treatment. See Note 3 to the Consolidated Financial Statements (Unaudited) for more information on the leasing transaction.

Securities Sold Under Agreements to Repurchase

Table 14 presents the composition of our securities sold under agreements to repurchase as of June 30, 2009, December 31, 2008, and June 30, 2008.

Securities Sold Under Agreements to Repurchase (Unaudited)

| | Table 14 | | |
|-------------------------------------------------------------|---------------------|---------------------|---------------------|
| | June 30, | December 31, | June 30, |
| | 2009 | 2008 | 2008 |
| (dollars in thousands) | | | |
| Government Entities | \$ 1,124,794 | \$ 353,835 | \$ 378,518 |
| Private Institutions | 675,000 | 675,000 | 650,000 |
| Total Securities Sold Under Agreements to Repurchase | \$ 1,799,794 | \$ 1,028,835 | \$ 1,028,518 |

As of June 30, 2009, the increase in securities sold under agreements to repurchase from 2008 was primarily due to new placements to accommodate certain government entities. A portion of the increase in securities sold under agreements to repurchase resulted from the withdrawal of public interest-bearing demand deposits in the second quarter of 2009. As of June 30, 2009, the weighted average maturity was 23 days for our securities sold under agreements to repurchase with government entities and 7.80 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 298 days. As of June 30, 2009, \$175.0 million of our securities sold under agreements to repurchase placed with private institutions were indexed to the London Inter Bank Offered Rate ("LIBOR") with the remaining \$500.0 million at fixed interest rates. If the agreements with private institutions are not terminated by the specified dates, the interest rates on the agreements become fixed, at rates ranging from 2.98% to 5.00%, for the remaining term of the respective agreements. As of June 30, 2009, the weighted average interest rate for outstanding agreements with private institutions was 3.51%.

[Table of Contents](#)

Shareholders' Equity

As of June 30, 2009, shareholders' equity was \$845.9 million, an increase of \$55.2 million or 7% from December 31, 2008 and an increase of \$78.3 million or 10% from June 30, 2008. The increase in shareholders' equity from December 31, 2008 was primarily due to earnings for the first six months of 2009 of \$67.0 million and changes in the fair value of our investment securities available-for-sale, net of tax, of \$26.3 million. The change in fair value of our investment securities available-for-sale, net of tax, was due to favorable interest rate movements and the larger investment portfolio as of June 30, 2009. This was partially offset by cash dividends paid of \$43.1 million. Further discussion on our capital structure is included in the "Corporate Risk Profile — Capital Management" section of MD&A.

Analysis of Business Segments

Our business segments are Retail Banking, Commercial Banking, Investment Services, and Treasury. Our management accounting process measures the performance of the business segments based on the management structure of the Company. This process uses various techniques to assign balance sheet and income statement amounts to the business segments, including allocations of income, expense, the Provision, 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 U.S. generally accepted accounting principles ("GAAP"). We use this management accounting process to assess business segment performance and to allocate resources.

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 our overall asset and liability management activities on a proportionate basis. The basis for the allocation of net interest income is a function of our 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. See Note 5 to the Consolidated Financial Statements (Unaudited) for selected financial information as of and for the three months ended June 30, 2009 and 2008.

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, and installment loans. Deposit products include checking, savings, and time deposit accounts. Products and services from Retail Banking are delivered to customers through 73 Hawaii branch locations, 486 ATMs throughout Hawaii and the Pacific Islands, e-Bankoh (on-line banking service), a 24-hour customer service center, and a mobile banking service.

Net income decreased by \$9.8 million or 39% in the second quarter of 2009 compared to the same period in 2008 primarily due to an increase in the Provision, a decrease in net interest income, as well as an increase in noninterest expense. This was partially offset by an increase in noninterest income. The \$8.9 million increase in the Provision was primarily due to higher net charge-offs of loans in the segment's home equity and residential mortgage portfolios. The \$5.9 million 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. The \$2.2 million increase in noninterest expense was primarily due to higher FDIC base insurance assessments as well as our share of an industry-wide assessment by the FDIC. The \$1.5 million increase in noninterest income was primarily due to higher mortgage banking income, a result of higher refinancing activity.

Net income decreased by \$16.0 million or 34% for the first six months of 2009 compared to the same period in 2008. The decrease in net income was primarily due to an increase in the Provision and noninterest expense, along with a decrease in

[Table of Contents](#)

net interest income. This was partially offset by an increase in noninterest income. The \$15.5 million increase in the Provision was primarily due to higher net charge-offs of loans in the segment's home equity and residential mortgage portfolios. The \$10.9 million 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. The \$3.9 million increase in noninterest expense was primarily due to higher FDIC base insurance assessments as well as our share of an industry-wide assessment by the FDIC. The \$5.0 million increase in noninterest income was primarily due to higher mortgage banking income, a result of higher refinancing activity.

Commercial Banking

Commercial Banking offers products including corporate banking, commercial real estate loans, commercial lease financing, auto dealer financing, consumer automobile loans and leases, deposit and cash management products, merchant services to its small business customers, and wholesale/retail property and casualty insurance products. Commercial lending, deposit, and cash management services are offered to middle-market and large companies in Hawaii. Commercial real estate mortgages focus on customers that include investors, developers, and builders domiciled in Hawaii. Commercial Banking also includes syndicated lending activities, international banking, and operations at our 12 branches in the Pacific Islands.

Net income decreased by \$7.7 million or 72% in the second quarter of 2009 compared to the second quarter of 2008 primarily due to an increase in the Provision and noninterest expense. The \$11.8 million increase in the Provision was primarily due to higher net charge-offs of loans and leases in the segment. The \$2.9 million increase in noninterest expense was primarily due to higher FDIC base insurance assessments as well as our share of an industry-wide assessment by the FDIC. This was partially offset by a \$3.2 million increase in noninterest income primarily due to the pre-tax gain on the sale of our equity interest in an aircraft lease and to the net

proceeds from the sale of our retail insurance brokerage operation.

Net income decreased by \$11.7 million or 44% for the first six months of 2009 compared to the same period in 2008 primarily due to an increase in the Provision and noninterest expense. The \$14.4 million increase in the Provision was primarily due to higher net charge-offs of loans and leases in the segment. The \$2.9 million increase in noninterest expense was primarily due to higher FDIC base insurance assessments as well as our share of an industry-wide assessment by the FDIC.

Investment Services

Investment Services includes private banking, trust services, asset 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. 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 asset management group manages portfolios and creates investment products. Institutional sales and service offers 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.

Net income decreased by \$2.6 million or 64% in the second quarter of 2009 compared to the same period in 2008 primarily due to a decrease in noninterest income and an increase in the Provision. The \$4.4 million decrease in noninterest income was primarily due to lower fee income as a result of lower asset values under trust administration. The \$0.7 million increase in the Provision was primarily due to higher net charge-offs of loans in this segment.

Net income decreased by \$5.3 million or 71% for the first six months of 2009 compared to the same period in 2008 primarily due to a decrease in noninterest income and an increase in the Provision. The \$8.2 million decrease in noninterest income was primarily due to lower fee income as a result of lower

[Table of Contents](#)

asset values under trust administration. The \$1.6 million increase in the Provision was primarily due to higher net charge-offs of loans and leases in the segment.

Treasury

Treasury consists of corporate asset and liability management activities, including interest rate risk management and a foreign 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 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 this segment, along with eliminations of inter-company transactions.

Net income increased by \$2.2 million or 92% in the second quarter 2009 compared to the same period in 2008 primarily due to a lower provision for taxes and higher net interest income, partially offset by lower noninterest income and higher noninterest expense. The \$3.3 million decrease in the provision for income taxes was primarily due to a reduction in the Company's effective tax rate. The \$1.1 million increase in net interest income was primarily due to the increase in the balance of the investment portfolio and reductions in long-term debt. The \$1.2 million increase in noninterest expense was primarily due to a corporate insurance self-insurance reserve

adjustment in 2008 and higher FDIC base assessments as well as our share of an industry-wide assessment by the FDIC. The \$1.0 million decrease in noninterest income was primarily due to unrealized gains related to our subordinated notes recorded in the second quarter of 2008.

Net income decreased by \$6.6 million or 51% for the first six months of 2009 compared to the same period in 2008 primarily due to lower noninterest income, partially offset by lower noninterest expense and higher net interest income. The \$14.5 million decrease in noninterest income was primarily due to a \$13.7 million gain from the mandatory redemption of our Visa shares in the first quarter of 2008 and unrealized gains from our subordinated notes in the second quarter of 2008. The \$5.7 million decrease in noninterest expense was primarily due to various accruals recorded in the first quarter of 2008 (cash awards to purchase our stock and earnings-based incentive compensation) and lower separation expense. The \$2.1 million increase in net interest income was primarily due to reductions in long-term debt.

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

Corporate Risk Profile

Credit Risk

Our overall credit risk position is reflective of the continued weak economic activity during the second quarter of 2009, with increasing levels of non-performing assets compared to December 31, 2008. The signs of slowness in the Hawaii economy continued as visitor arrivals declined in 2009 compared to the same period in 2008. Trends in the construction and real estate industries are also slowing. Hawaii's seasonally adjusted unemployment rate increased to 7.4% as of June 30, 2009. The slow economy in Hawaii is resulting in higher delinquencies and loss rates in our loan and lease portfolio, with the primary impact in our mortgage-related consumer lending, commercial and industrial, and commercial real estate portfolios. We also have elevated risk in our air transportation portfolio due to a weaker economy in Hawaii and the U.S. Mainland.

Table 15 summarizes our outstanding air transportation credit exposure. As of June 30, 2009, included in our commercial leasing portfolio were eight leveraged leases on aircraft that were originated in the 1990's and prior. Outstanding credit exposure related to these leveraged leases was \$53.9 million as of June 30, 2009. The decrease in our air transportation

credit exposure as of June 30, 2009 compared to prior periods was primarily due to the sale of our equity interest in a cargo aircraft in the second quarter of 2009. See Note 3 to the Consolidated Financial Statements (Unaudited) for more information on this transaction.

Relative to our total loan and lease portfolio, domestic air transportation carriers continue to demonstrate a higher risk profile due to fuel costs, pension plan obligations, and marginal pricing power. We believe that volatile fuel costs, coupled with a weak U.S. Mainland economy, will place additional pressure on the financial health of air transportation carriers for the foreseeable future.

As of June 30, 2009, we also had an \$8.2 million exposure related to one direct financing lease for an aircraft, whose intermediary and guarantor subsequently disclosed that it will not receive additional financial support from the U.S. government and that it could file for bankruptcy protection.

These aircraft leases have been considered in our quarterly evaluation of the adequacy of the Allowance as we continue to consider the ongoing financial concerns about the air transportation industry.

Air Transportation Credit Exposure ¹ (Unaudited)

Table 15

| (dollars in thousands) | June 30, 2009 | March 31, 2009 | December 31, 2008 | September 30, 2008 | June 30, 2008 |
|----------------------------------------------------|--------------------------|---------------------------|------------------------------|-------------------------------|--------------------------|
| Passenger Carriers Based In the United States | \$ 56,774 | \$ 56,876 | \$ 60,189 | \$ 60,260 | \$ 60,603 |
| Passenger Carriers Based Outside the United States | 5,374 | 5,433 | 5,672 | 5,809 | 7,161 |
| Cargo Carriers | — | 13,994 | 13,831 | 13,689 | 13,568 |
| Total Air Transportation Credit Exposure | \$ 62,148 | \$ 76,303 | \$ 79,692 | \$ 79,758 | \$ 81,332 |

¹ Exposure includes leveraged leases and a direct financing lease.

[Table of Contents](#)

Non-Performing Assets

Table 16 presents information on non-performing assets (“NPAs”) 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 (Unaudited)

Table 16

| | June 30, 2009 | March 31, 2009 | December 31, 2008 | September 30, 2008 | June 30, 2008 |
|------------------------------------------------------------------------|---------------------|---------------------|----------------------|-----------------------|---------------------|
| <i>(dollars in thousands)</i> | | | | | |
| Non-Performing Assets | | | | | |
| Non-Accrual Loans and Leases ¹ | | | | | |
| Commercial | | | | | |
| Commercial and Industrial | \$ 10,511 | \$ 21,839 | \$ 3,869 | \$ 574 | \$ 1,119 |
| Commercial Mortgage | 1,219 | — | — | — | — |
| Construction | 6,548 | 5,001 | 5,001 | — | — |
| Lease Financing | 956 | 910 | 133 | 149 | 329 |
| Total Commercial | 19,234 | 27,750 | 9,003 | 723 | 1,448 |
| Consumer | | | | | |
| Residential Mortgage | 16,265 | 9,230 | 3,904 | 3,749 | 3,784 |
| Home Equity | 2,567 | 1,620 | 1,614 | 1,162 | 1,189 |
| Other ² | 550 | 1,383 | — | — | 30 |
| Total Consumer | 19,382 | 12,233 | 5,518 | 4,911 | 5,003 |
| Total Non-Accrual Loans and Leases | 38,616 | 39,983 | 14,521 | 5,634 | 6,451 |
| Foreclosed Real Estate | 438 | 346 | 428 | 293 | 229 |
| Total Non-Performing Assets | \$ 39,054 | \$ 40,329 | \$ 14,949 | \$ 5,927 | \$ 6,680 |
| Accruing Loans and Leases Past Due 90 Days or More ¹ | | | | | |
| Commercial | | | | | |
| Commercial and Industrial | \$ 13 | \$ — | \$ 6,785 | \$ — | \$ — |
| Lease Financing | — | 257 | 268 | — | — |
| Total Commercial | 13 | 257 | 7,053 | — | — |
| Consumer | | | | | |
| Residential Mortgage | 4,657 | 4,794 | 4,192 | 3,455 | 2,601 |
| Home Equity | 2,879 | 1,720 | 1,077 | 296 | 201 |
| Automobile | 769 | 776 | 743 | 758 | 625 |
| Other ² | 1,270 | 1,100 | 1,134 | 926 | 756 |
| Total Consumer | 9,575 | 8,390 | 7,146 | 5,435 | 4,183 |
| Total Accruing Loans and Leases Past Due 90 Days or More | \$ 9,588 | \$ 8,647 | \$ 14,199 | \$ 5,435 | \$ 4,183 |
| Total Loans and Leases | \$ 6,149,911 | \$ 6,338,726 | \$ 6,530,233 | \$ 6,539,458 | \$ 6,518,128 |
| Ratio of Non-Accrual Loans and Leases to | | | | | |
| Total Loans and Leases | 0.63% | 0.63% | 0.22% | 0.09% | 0.10% |
| Ratio of Non-Performing Assets to | | | | | |
| Total Loans and Leases and Foreclosed Real Estate | 0.63% | 0.64% | 0.23% | 0.09% | 0.10% |
| Ratio of Commercial Non-Performing Assets to | | | | | |
| Total Commercial Loans and Leases | 0.83% | 1.19% | 0.37% | 0.03% | 0.06% |
| Ratio of Consumer Non-Performing Assets to | | | | | |
| Total Consumer Loans and Leases and Foreclosed Real Estate | 0.52% | 0.31% | 0.14% | 0.13% | 0.13% |
| Ratio of Non-Performing Assets and Accruing Loans and Leases Past | | | | | |
| Due 90 Days or More to Total Loans and Leases | 0.79% | 0.77% | 0.45% | 0.17% | 0.17% |
| Quarter-to-Quarter Changes in Non-Performing Assets | | | | | |
| Balance at Beginning of Quarter | \$ 40,329 | \$ 14,949 | \$ 5,927 | \$ 6,680 | \$ 6,045 |
| Additions | 22,459 | 29,164 | 15,464 | 1,355 | 2,900 |
| Reductions | | | | | |
| Payments | (15,593) | (874) | (2,440) | (955) | (630) |
| Return to Accrual Status | (230) | (768) | (1,468) | (756) | (943) |
| Sales of Foreclosed Real Estate | — | (82) | — | — | — |
| Charge-offs/Write-downs | (7,911) | (2,060) | (2,534) | (397) | (692) |
| Total Reductions | (23,734) | (3,784) | (6,442) | (2,108) | (2,265) |
| Balance at End of Quarter | \$ 39,054 | \$ 40,329 | \$ 14,949 | \$ 5,927 | \$ 6,680 |

¹ As of June 30, 2009, troubled debt restructurings which were not included in non-accrual loans and accruing loans past due 90 days or more were \$2.3 million.

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

[Table of Contents](#)

NPAs are comprised of non-accrual loans and leases and foreclosed real estate. The \$24.1 million increase in NPAs from December 31, 2008 was primarily due to additions to non-accrual status of \$12.4 million in residential mortgage loans, \$6.6 million in commercial and industrial loans, \$1.5 million in construction loans, and \$1.2 million in commercial mortgage loans.

The increase in residential mortgage non-accrual loans was primarily due to the addition to non-accrual status of five loans totaling \$5.8 million. These loans were comprised of a \$1.9 million loan related to an owner-occupied property on Oahu and \$3.9 million in loans related to four properties on the neighbor islands. The increase in residential mortgage non-accrual loans was also due to the addition to non-accrual status of \$2.3 million in land loans.

Activity in our commercial and industrial portfolio during the second quarter of 2009 included the addition to non-accrual status of three loans totaling \$7.1 million to Hawaii middle-market borrowers which have been adversely impacted by the slow economy in Hawaii. This was offset by the sale of a \$16.9 million commercial and industrial loan made to a large national mall owner which was previously on non-accrual status.

Residential mortgage and home equity lending comprise the largest components of our consumer lending portfolio. Home equity lending represents higher risk due to its predominantly junior lien position. As of June 30, 2009, \$523.0 million of home equity loans outstanding were related to properties where we hold both the first and second lien. An additional \$165.0 million in home equity loans outstanding were related to properties where our home equity lien is in the first position. The remaining \$290.0 million in home equity loans outstanding were behind another institution's first lien. Within our home equity portfolio, the segment that exposes us to the most risk are those loans to customers whose home equity lines were originated in 2005 or later, have current monitoring credit scores below 660, and have current loan-to-value ("LTV") ratios greater than 70%. This segment of our home equity portfolio was \$55.0 million as of June 30, 2009, and represented approximately 6% of our total home equity portfolio.

Included in NPAs are loans that we consider impaired. Impaired loans are defined as those which we believe it is probable we will not collect all amounts due according to the contractual terms of the loan agreement, as well as those loans whose terms have been modified in a troubled debt

restructuring ("TDR"). Impaired loans were \$33.8 million as of June 30, 2009, \$8.3 million as of December 31, 2008, and \$0.2 million as of June 30, 2008. Impaired loans had a related Allowance of \$7.9 million as of June 30, 2009 and less than \$0.1 million as of December 31, 2008 and June 30, 2008.

As of June 30, 2009, we had loans whose terms had been modified in a TDR of \$2.9 million. This was comprised of two commercial loans totaling \$2.3 million which were accruing interest as of June 30, 2009 and one residential mortgage loan of \$0.6 million which was on non-accrual status as of June 30, 2009. Our loans whose terms have been modified in a TDR were primarily the result of modification of interest rates to below market rates and extensions of maturity dates.

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

Loans and leases in this category are 90 days or more past due, as to principal or interest, and still accruing interest because they are well secured and in the process of collection. The decrease in loans and leases past due 90 days or more and still accruing interest from December 31, 2008 was primarily due to the payoff of two commercial loans during the first quarter of 2009. The increase in loans and leases past due 90 days or more and still accruing interest from June 30, 2008 reflects increased delinquency activity in consumer loans, consistent with a slowing economy in Hawaii.

[Table of Contents](#)

Reserve for Credit Losses

Table 17 presents the activity in our reserve for credit losses.

Reserve for Credit Losses (Unaudited)

Table 17

| (dollars in thousands) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------------------------------------------|--------------------------------|---------------------|------------------------------|---------------------|
| | 2009 | 2008 | 2009 | 2008 |
| Balance at Beginning of Period | \$ 139,835 | \$ 105,167 | \$ 128,667 | \$ 96,167 |
| Loans and Leases Charged-Off | | | | |
| Commercial | | | | |
| Commercial and Industrial | (12,249) | (1,396) | (18,713) | (2,785) |
| Lease Financing | (4,473) | (142) | (4,493) | (276) |
| Consumer | | | | |
| Residential Mortgage | (1,814) | (133) | (2,641) | (133) |
| Home Equity | (3,303) | (473) | (5,619) | (1,279) |
| Automobile | (2,121) | (2,187) | (5,103) | (5,102) |
| Other ¹ | (3,643) | (1,954) | (7,220) | (4,757) |
| Total Loans and Leases Charged-Off | (27,603) | (6,285) | (43,789) | (14,332) |
| Recoveries on Loans and Leases Previously Charged-Off | | | | |
| Commercial | | | | |
| Commercial and Industrial | 228 | 201 | 770 | 1,187 |
| Lease Financing | 30 | 2 | 32 | 5 |
| Consumer | | | | |
| Residential Mortgage | 126 | 17 | 271 | 95 |
| Home Equity | 76 | 26 | 172 | 47 |
| Automobile | 735 | 700 | 1,462 | 1,496 |
| Other ¹ | 718 | 667 | 1,423 | 1,403 |
| Total Recoveries on Loans and Leases Previously Charged-Off | 1,913 | 1,613 | 4,130 | 4,233 |
| Net Loans and Leases Charged-Off | (25,690) | (4,672) | (39,659) | (10,099) |
| Provision for Credit Losses | 28,690 | 7,172 | 53,577 | 21,599 |
| Provision for Unfunded Commitments | — | — | 250 | — |
| Balance at End of Period ² | \$ 142,835 | \$ 107,667 | \$ 142,835 | \$ 107,667 |
| Components | | | | |
| Allowance for Loan and Lease Losses | \$ 137,416 | \$ 102,498 | \$ 137,416 | \$ 102,498 |
| Reserve for Unfunded Commitments | 5,419 | 5,169 | 5,419 | 5,169 |
| Total Reserve for Credit Losses | \$ 142,835 | \$ 107,667 | \$ 142,835 | \$ 107,667 |
| Average Loans and Leases Outstanding | \$ 6,258,403 | \$ 6,531,587 | \$ 6,351,938 | \$ 6,559,753 |
| Ratio of Net Loans and Leases Charged-Off to | | | | |
| Average Loans and Leases Outstanding (annualized) | 1.65% | 0.29% | 1.26% | 0.31% |
| Ratio of Allowance for Loan and Lease Losses to | | | | |
| Loans and Leases Outstanding | 2.23% | 1.57% | 2.23% | 1.57% |

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 (Unaudited).

We maintain a Reserve which consists of two components, the Allowance and a Reserve for Unfunded Commitments ("Unfunded Reserve"). The Reserve 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

[Table of Contents](#)

other noninterest expense. The Provision exceeded net charge-offs of loans and leases for the second quarter of 2009 by \$3.0 million and by \$13.9 million for the first six months of 2009. Commercial and industrial charge-offs for the second quarter of 2009 included a \$6.9 million partial charge-off related to the previously noted sale of a loan made to a large national mall owner as well as a \$2.3 million partial charge-off related to a non-relationship syndicated credit that was subsequently sold. Commercial lease financing charge-offs for the second quarter of 2009 included a \$4.4 million charge-off related to the replacement of an existing leveraged lease with a direct financing lease. See Note 3 to the Consolidated Financial Statements (Unaudited) for more information. Charge-off activity in our consumer portfolios in the second quarter of 2009 was consistent with slowness in the Hawaii economy.

As of June 30, 2009, the Allowance was \$137.4 million or 2.23% of total loans and leases outstanding. This represents an increase of 34 basis points from December 31, 2008 and an increase of 66 basis points from June 30, 2008. The increase in the Allowance during the second quarter of 2009 was due to increased risk in our mortgage-related consumer lending portfolios due to the overall weakness in the Hawaii economy.

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, 2009, 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

We increased the Unfunded Reserve by \$0.3 million from December 31, 2008 and June 30, 2008. 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.

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 managing 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. The activities associated with these market risks are categorized into "trading" and "other than trading."

Our trading activities include foreign currency and foreign exchange contracts that expose us to a small degree of foreign currency risk. These transactions are primarily executed on behalf of customers. Our other than trading activities include normal business transactions that expose our balance sheet profile to varying degrees of market risk.

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 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 FRB. The monetary policies of the FRB influence, to a significant extent, 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.

[Table of Contents](#)

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 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.

The use of derivative financial instruments has generally been limited. This is due to natural on-balance sheet hedges arising out of offsetting interest rate exposures from loans, 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 ALCO. Natural and offsetting hedges 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 18 presents, as of June 30, 2009 and 2008, an estimate of the change in net interest income during a quarterly time frame that would result from a gradual change in interest rates, moving in a parallel fashion over the entire yield curve, over the next 12-month period, 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, 2009, net interest income sensitivity to changes in interest rates as of June 30, 2009 was slightly more sensitive to higher interest rate scenarios but less sensitive to lower interest rate scenarios compared to the sensitivity profiles as of June 30, 2008. Economic conditions and government intervention have caused interest rates to fall to low levels and introduced significant market volatility. In addition, credit spreads remained wide relative to historic levels. These factors have contributed to greater interest rate risk to the Company as of June 30, 2009.

Net Interest Income Sensitivity Profile (Unaudited)

Table 18

| | Change in Net Interest Income Per Quarter | | | |
|------------------------------------------------|-------------------------------------------|---------|---------------|-----------------|
| | June 30, 2009 | | June 30, 2008 | |
| (dollars in thousands) | | | | |
| Change in Interest Rates (basis points) | | | | |
| +200 | \$ | (605) | (0.6)% | \$ (539) (0.5)% |
| +100 | | (403) | (0.4) | (108) (0.1) |
| -100 | | (403) | (0.4) | (1,185) (1.1) |
| -200 | | (1,613) | (1.6) | (2,478) (2.3) |

[Table of Contents](#)

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 further from its mostly “normal” profile, net interest income may increase.

We also use the Market Value of Portfolio Equity (“MVPE”) sensitivity analysis to estimate the net present value change in our net assets (i.e., assets, liabilities, and off-balance sheet instruments) from changes in interest rates. The MVPE was approximately \$1.9 billion as of June 30, 2009 and

approximately \$1.8 billion as of June 30, 2008. Table 19 presents, as of June 30, 2009 and 2008, an estimate of the change in the MVPE that would occur from an instantaneous 100 and 200 basis point increase or decrease in interest rates, moving in a parallel fashion over the entire yield curve. The MVPE sensitivity decreased as of June 30, 2009 compared to June 30, 2008 as a result of changes in the balance sheet, particularly from higher deposit balances. A further significant parallel decline in interest rates effectively creates a 0% interest rate environment which greatly reduces the estimated value of both our loans and deposits.

Market Value of Equity Sensitivity Profile (Unaudited)

Table 19

| (dollars in thousands) | Change in Market Value of Equity | | | |
|------------------------------------------------|----------------------------------|--------|---------------|---------|
| | June 30, 2009 | | June 30, 2008 | |
| Change in Interest Rates (basis points) | | | | |
| +200 | \$ (27,465) | (1.5)% | \$ (185,348) | (10.6)% |
| +100 | 13,945 | 0.7 | (79,522) | (4.5) |
| -100 | (48,606) | (2.6) | (17,573) | (1.0) |
| -200 | (158,936) | (8.5) | (153,445) | (8.7) |

Further enhancing the MVPE sensitivity analysis are:

- value-at-risk metrics;
- key rate analysis;
- duration of equity analysis; and
- exposure to basis risk and non-parallel yield curve shifts.

There are inherent limitations to these measures; however, used along with the MVPE sensitivity analysis, we obtain better overall insight for managing our exposures to changes in interest rates. Based on the additional analyses, we estimate that our greatest exposure is in scenarios where medium-term interest rates decrease on a relative basis more than long-term interest rates.

Liquidity Management

Liquidity is managed in an effort to ensure that we have continuous access to sufficient, reasonably priced funds. Funding requirements are impacted by loan originations and refinancings, 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. The potential sources of short-term liquidity include interest-bearing deposits as well as the ability to sell certain assets including investment securities available-for-sale. Assets generate long-term liquidity through cash flows from investment securities and loans. With respect to liabilities, short-term liquidity is generated from securities sold under agreements to repurchase and other short-term funding sources such as federal funds while long-term liquidity is generated through growth in deposits and long-term debt.

[Table of Contents](#)

We strengthened our liquidity position in the second quarter of 2009, with increased levels of funding. Total deposits were \$9.0 billion as of June 30, 2009, a \$727.6 million or 9% increase from December 31, 2008 and a \$1.1 billion or 14% increase from June 30, 2008. As a result, cash and cash equivalents were \$954.6 million as of June 30, 2009, an increase of \$158.1 million from December 31, 2008 and an increase of \$667.9 million from June 30, 2008.

Capital Management

The Company and the Bank are 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, 2009, the Company and the Bank were “well capitalized” under this regulatory framework. There have been no conditions or events since June 30, 2009 that management believes have changed either the Company’s or the Bank’s capital classifications.

As of June 30, 2009, our shareholders’ equity was \$845.9

million, a \$55.2 million or 7% increase from December 31, 2008, and a \$78.3 million or 10% increase from June 30, 2008.

In response to a slowing economy and economic uncertainty, we began in the second half of 2008 to increase capital. As of June 30, 2009, our Tier 1 capital ratio was 12.56%, our total capital ratio was 13.82%, our leverage ratio was 6.66%, and our ratio of tangible common equity to risk-weighted assets was 13.02%.

From the beginning of our share repurchase program in July 2001 through October 28, 2008, we repurchased a total of 45.6 million shares of common stock and returned \$1.6 billion to our shareholders at an average cost of \$35.44 per share. We have not repurchased shares of our common stock since October 2008, except for purchases from our employees in connection with income tax withholdings related to the vesting of restricted stock and shares purchased for our Rabbi Trust. Total share repurchase authority under our share repurchase program was \$1.70 billion as of July 22, 2009. Remaining buyback authority under our share repurchase program was \$85.4 million as of July 22, 2009.

In July 2009, our Board of Directors declared a quarterly cash dividend of \$0.45 per share on our outstanding shares. The dividend will be payable on September 15, 2009 to our shareholders of record at the close of business on August 31, 2009.

[Table of Contents](#)

Table 20 presents our regulatory capital and ratios as of June 30, 2009, December 31, 2008, and June 30, 2008.

Regulatory Capital and Ratios (Unaudited)

| | Table 20 | | |
|----------------------------------------------------------------|---------------------|---------------------|-------------------------|
| | June 30, | December 31, | June 30, |
| | 2009 | 2008 | 2008¹ |
| <i>(dollars in thousands)</i> | | | |
| Regulatory Capital | | | |
| Shareholders' Equity | \$ 845,885 | \$ 790,704 | \$ 767,558 |
| Less: Cumulative Change in Fair Value of Financial Liabilities | | | |
| Accounted for Under the Fair Value Option | (2,565) | (683) | (1,838) |
| Goodwill | 34,959 | 34,959 | 34,959 |
| Postretirement Benefit Liability Adjustments | 6,858 | 7,079 | 8,398 |
| Unrealized Valuation and Other Adjustments | 22,025 | (4,276) | (12,207) |
| Other Assets | 2,473 | 2,106 | 3,027 |
| Tier 1 Capital | 782,135 | 751,519 | 735,219 |
| Allowable Reserve for Credit Losses | 78,643 | 84,163 | 84,898 |
| Unrealized Gains on Investment Securities Available-for-Sale | — | — | 57 |
| Total Regulatory Capital | \$ 860,778 | \$ 835,682 | \$ 820,174 |
| Risk-Weighted Assets | \$ 6,227,230 | \$ 6,688,530 | \$ 6,769,036 |
| Key Regulatory Capital Ratios | | | |
| Tier 1 Capital Ratio | 12.56% | 11.24% | 10.86% |
| Total Capital Ratio | 13.82 | 12.49 | 12.12 |
| Leverage Ratio | 6.66 | 7.30 | 7.01 |

¹ Tier 1 capital, total capital, and leverage ratios as of June 30, 2008 were revised from 10.91%, 12.16%, and 7.04%, respectively.

The revisions to our Regulatory Capital Ratios as of June 30, 2008 did not change our well capitalized position, as defined in the regulatory framework for prompt corrective action, as previously reported.

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

Off-Balance Sheet Arrangements

We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as variable-interest entities,

which would have been established for the purpose of facilitating off-balance sheet arrangements.

Contractual Obligations

Our contractual obligations have not changed materially since previously reported in our Annual Report on Form 10-K for the year ended December 31, 2008.

Credit Commitments

Table 21 presents our credit commitments as of June 30, 2009.

Credit Commitments (Unaudited)

| | Table 21 | | | | |
|---------------------------------------|-------------------|-------------------|------------------|---------------------|---------------------|
| | Less Than | 1-3 Years | 4-5 Years | After 5 | Total |
| | One Year | | | Years | |
| <i>(dollars in thousands)</i> | | | | | |
| Unfunded Commitments to Extend Credit | \$ 544,104 | \$ 408,593 | \$ 72,332 | \$ 1,112,885 | \$ 2,137,914 |
| Standby Letters of Credit | 89,627 | 108 | 7 | — | 89,742 |
| Commercial Letters of Credit | 20,522 | 580 | 7 | — | 21,109 |
| Total Credit Commitments | \$ 654,253 | \$ 409,281 | \$ 72,346 | \$ 1,112,885 | \$ 2,248,765 |

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See the “Market Risk” section of MD&A.

Item 4. Controls and Procedures

The Company’s management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of June 30, 2009. 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, 2009. There were no changes in the Company’s internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the second quarter of 2009 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II - Other Information**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, 2008.

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

The Parent’s repurchases of equity securities for the second quarter of 2009 were as follows:

Issuer Purchases of Equity Securities (Unaudited)

| Period | Total Number of Shares Purchased ¹ | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ² |
|--------------------|-----------------------------------------------|------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| April 1 – 30, 2009 | 1,899 | \$ 34.31 | — | \$ 85,356,214 |
| May 1 – 31, 2009 | 1,246 | 31.09 | — | 85,356,214 |
| June 1 – 30, 2009 | 654 | 36.20 | — | 85,356,214 |
| Total | 3,799 | \$ 33.58 | — | |

¹ The shares purchased in the second quarter of 2009 were from employees in connection with income tax withholdings related to the vesting of restricted stock, a stock swap by a director, and shares purchased for our Rabbi Trust. 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, 2009, \$85.4 million remained of the total \$1.70 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 4. Submission of Matters to a Vote of Security Holders

At the annual shareholders meeting held on April 24, 2009, the following matters were submitted to a vote of the shareholders:

a. Election of Directors *

S. Haunani Apoliona

| | |
|-----------------|------------|
| Votes cast for: | 40,699,648 |
| Votes withheld: | 611,157 |

Mary G. F. Bitterman

| | |
|-----------------|------------|
| Votes cast for: | 32,574,542 |
| Votes withheld: | 8,736,263 |

Mark A. Burak

| | |
|-----------------|------------|
| Votes cast for: | 40,771,172 |
| Votes withheld: | 539,632 |

Michael J. Chun

| | |
|-----------------|------------|
| Votes cast for: | 40,802,930 |
| Votes withheld: | 507,874 |

Clinton R. Churchill

| | |
|-----------------|------------|
| Votes cast for: | 40,783,416 |
| Votes withheld: | 527,389 |

David A. Heenan

| | |
|-----------------|------------|
| Votes cast for: | 32,465,989 |
| Votes withheld: | 8,844,815 |

Peter S. Ho

| | |
|-----------------|------------|
| Votes cast for: | 40,729,900 |
| Votes withheld: | 580,905 |

Robert Huret

| | |
|-----------------|------------|
| Votes cast for: | 40,766,153 |
| Votes withheld: | 544,652 |

Allan R. Landon

| | |
|-----------------|------------|
| Votes cast for: | 40,487,801 |
| Votes withheld: | 823,004 |

Kent T. Lucien

| | |
|-----------------|------------|
| Votes cast for: | 37,200,686 |
| Votes withheld: | 4,110,118 |

[Table of Contents](#)

Martin A. Stein

| | |
|-----------------|------------|
| Votes cast for: | 40,763,346 |
| Votes withheld: | 547,459 |

Donald M. Takaki

| | |
|-----------------|------------|
| Votes cast for: | 40,409,697 |
| Votes withheld: | 901,107 |

Barbara J. Tanabe

| | |
|-----------------|------------|
| Votes cast for: | 32,539,782 |
| Votes withheld: | 8,771,022 |

Robert W. Wo, Jr.

| | |
|-----------------|------------|
| Votes cast for: | 32,595,632 |
| Votes withheld: | 8,715,172 |

- b. Ratification of Ernst and Young LLP as independent registered public accountants for the fiscal year ending December 31, 2009.

| | |
|---------------------|------------|
| Votes cast for: | 40,603,644 |
| Votes cast against: | 679,108 |
| Abstentions: | 28,052 |

- c. Approve the Material Terms of the Amended Performance Measures under the 2004 Stock and Incentive Compensation Plan.

| | |
|---------------------|------------|
| Votes cast for: | 28,406,697 |
| Votes cast against: | 6,481,258 |
| Abstentions: | 140,709 |

* The directors are elected by a plurality of the votes cast; therefore, votes cast in the election could not be recorded against or as an abstention, nor could broker non-votes be recorded.

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.

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 27, 2009

Bank of Hawaii Corporation

By: /s/ Allan R. Landon
Allan R. Landon
Chairman of the Board and
Chief Executive Officer

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

[Table of Contents](#)

Exhibit Index

Exhibit Number

| | |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12 | Computation of Ratio of Earnings to Fixed Charges (Unaudited) |
| 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 |

Bank of Hawaii Corporation and Subsidiaries
Computation of Ratio of Earnings to Fixed Charges (Unaudited)

| (dollars in thousands) | Six Months Ended | |
|-----------------------------------------------------------------|-------------------|-------------------|
| | June 30, | |
| | 2009 ¹ | 2008 ¹ |
| Earnings: | | |
| Income Before Provision for Income Taxes | \$ 99,016 | \$ 157,119 |
| Add: Fixed Charges Including Interest on Deposits | 47,677 | 73,963 |
| Total Earnings Including Fixed Charges and Interest on Deposits | 146,693 | 231,082 |
| Less: Interest on Deposits | 31,506 | 47,703 |
| Total Earnings Excluding Interest on Deposits | \$ 115,187 | \$ 183,379 |
| Fixed Charges: | | |
| Fixed Charges Including Interest on Deposits | \$ 47,677 | \$ 73,963 |
| Less: Interest on Deposits | 31,506 | 47,703 |
| Total Fixed Charges Excluding Interest on Deposits | \$ 16,171 | \$ 26,260 |

¹ The Company recorded no interest expense on its liabilities established in accordance with FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109."

| | | |
|--------------------------------------------|------|------|
| Ratio of Earnings to Fixed Charges: | | |
| Including Interest on Deposits | 3.1x | 3.1x |
| Excluding Interest on Deposits | 7.1x | 7.0x |

**Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)
Under the Securities Exchange Act of 1934**

I, Allan R. Landon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bank of Hawaii Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 27, 2009

/s/ Allan R. Landon

Allan R. Landon
Chairman of the Board and
Chief Executive Officer

**Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)
Under the Securities Exchange Act of 1934**

I, Kent T. Lucien, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bank of Hawaii Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 27, 2009

/s/ Kent T. Lucien

Kent T. Lucien
Chief Financial Officer

**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**

We hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Form 10-Q of Bank of Hawaii Corporation for the quarterly period ended June 30, 2009 (the "Periodic Report"):

- fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Bank of Hawaii Corporation for the dates and periods covered by the Periodic Report.

Date: July 27, 2009

/s/ Allan R. Landon

Allan R. Landon
Chairman of the Board and
Chief Executive Officer

/s/ Kent T. Lucien

Kent T. Lucien
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Periodic Report or as a separate disclosure document.
