UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q
(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2000
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from $\qquad$ to $\qquad$
Commission file number 0-7949

BANCWEST CORPORATION
(Exact name of registrant as specified in its charter)

## DELAWARE

(State of incorporation)

999 BISHOP STREET, HONOLULU, HAWAII
(Address of principal executive offices)

99-0156159
(I.R.S. Employer Identification No.)
(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 [X] No [ ]

The number of shares outstanding of each of the issuer's classes of common stock as of October 31, 2000 was:


Common Stock, \$1.00 Par Value
Class A Common Stock, \$1.00 Par Value

Outstanding
----------------56,074,874 Shares
Page
Item 1. Financial Statements (Unaudited)Consolidated Balance Sheets at September 30, 2000, December 31, 1999 andSeptember 30, 1999
Consolidated Statements of Income for the quarter and nine months ended September 30, 2000 and 1999
Consolidated Statements of Changes in Stockholders' Equity for the nine months ended September 30, 2000 and 1999
2-3
4 September 30, 2000 and 1999
6
Notes to Consolidated Financial Statements 7 - 1
Item 2. Management's Discussion and Analysis of Financial Condition
and Results of Operations
Item 3. Quantitative and Qualitative Disclosures About Market Risk ..... 29
PART II. OTHER INFORMATION
Item 6. Exhibits and Reports on Form 8-K ..... 30
SIGNATURES ..... 31
EXHIBIT INDEX

BancWest Corporation and Subsidiaries CONSOLIDATED BALANCE SHEETS (Unaudited)

|  |  | $\begin{gathered} \text { SEPTEMBER 30, } \\ 2000 \end{gathered}$ |  | $\begin{gathered} \text { cember 31, } \\ 1999 \end{gathered}$ |  | $\begin{gathered} \text { ptember 30, } \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | thousands) |  |  |
| ASSETS |  |  |  |  |  |  |
| Cash and due from banks |  | \$ 652,126 | \$ | 809, 961 | \$ | 693, 001 |
| Interest-bearing deposits in other banks |  | 158,722 |  | 9,135 |  | 387,626 |
| Federal funds sold and securities purchased under agreements to resell |  | 348,700 |  | 71,100 |  | 444, 950 |
| Investment securities: |  |  |  |  |  |  |
| Held-to-maturity |  | 99,905 |  | 142,868 |  | 161,450 |
| Available-for-sale |  | 1,920,127 |  | 1,868, 003 |  | 1,538,811 |
| Loans and leases: |  |  |  |  |  |  |
| Loans and leases |  | 13,565,820 |  | 12,524, 039 |  | 12,315,651 |
| Less allowance for credit losses |  | 171,386 |  | 161,418 |  | 161, 543 |
| Net loans and leases |  | 13, 394,434 |  | 12, 362, 621 |  | 12,154,108 |
| Premises and equipment |  | 274,178 |  | 281,665 |  | 278,787 |
| Customers' acceptance liability |  | 667 |  | 1, 039 |  | 1,221 |
| Core deposit intangible |  | 58,865 |  | 65, 092 |  | 67,305 |
| Goodwill |  | 605,428 |  | 613,620 |  | 619,380 |
| Other real estate owned and repossessed personal property |  | 31,300 |  | 28,429 |  | 31,801 |
| Other assets |  | 428,129 |  | 427,489 |  | 344,515 |
| TOTAL ASSETS |  | \$ 17, 972,581 |  | 16,681, 022 |  | 16,722,955 |
| LIABILITIES AND STOCKHOLDERS' EQUITY |  |  |  |  |  |  |
| Deposits: <br> Domestic: |  |  |  |  |  |  |
| Noninterest-bearing demand |  | \$ 1,723,385 | \$ | 1,577, 042 | \$ | 1,657,938 |
| Interest-bearing demand |  | 275,219 |  | 315, 786 |  | 307, 655 |
| Savings |  | 5,193,765 |  | 4, 921, 146 |  | 5,002,089 |
| Time |  | 6,332,757 |  | 5, 825,330 |  | 5,765, 089 |
| Foreign |  | 318,897 |  | 238,648 |  | 255, 132 |
| Total deposits |  | 13, 844, 023 |  | 12,877,952 |  | 12,987,903 |
| Federal funds purchased and securities sold under agreements to repurchase |  | 458, 581 |  | 485, 088 |  | 525,736 |
| Other short-term borrowings |  | 7,502 |  | 18,889 |  | 14,929 |
| Acceptances outstanding |  | 667 |  | 1, 039 |  | 1,221 |
| Other liabilities |  | 736,640 |  | 653,532 |  | 566, 094 |
| Long-term debt |  | 878,628 |  | 701, 792 |  | 706, 796 |
| Guaranteed preferred beneficial interests |  |  |  |  |  |  |
| in Company's junior subordinated debentures |  | 100,000 |  | 100,000 |  | 100,000 |
| TOTAL LIABILITIES |  | \$ 16, 026, 041 | \$ | 14, 838, 292 |  | 14,902,679 |

The accompanying notes are an integral part of these consolidated financial statements.


## Stockholders' equity:

Preferred stock - par value $\$ 1$ per share
Authorized and unissued - 50,000,000 shares \$
Class A common stock - par value $\$ 1$ per share Authorized - 75,000,000 shares
Issued - 56,074,874, 51,629,536 and 25,814,768
shares at September 30, 2000,
December 31, 1999 and September 30, 1999, respectively
p1 per share
Common stock - par value $\$ 1$ per shar
Authorized - $200,000,000$ shares
Issued - 71, 037, 884, 75, 418, 850 and 37,683,988
shares at September 30, 2000, December 31, 1999 and September 30, 1999, respectively
Surplus
Retained earnings
Accumulated other comprehensive income
Treasury stock, at cost - 2,383,705, 2,437,556
and $1,236,118$ shares of common stock at September 30, 2000,
December 31, 1999 and September 30, 1999, respectively
TOTAL STOCKHOLDERS' EQUITY
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY

|  | 1,124,931 |
| :---: | :---: |
| 735,330 |  |
| $(4,020)$ |  |
|  | $(36,814)$ |
|  | 1,946,540 |
|  | 17,972,581 |

75,419

37,684
$1,124,512$
638,687
$(9,873)$
(in thousands)

$$
\$
$$

\$
September 30, 1999
\$ 16, 681, 022
============

BancWest Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(1) Per share data and average shares outstanding were computed on a combined basis using average Class A common stock and common stock.

The accompanying notes are an integral part of these consolidated financial statements.


The accompanying notes are an integral part of these consolidated financial statements.

| SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Loans converted into other real estate owned and repossessed personal property | \$ | 15,645 | \$ | 11,627 |
| Loans made to facilitate the sale of other real estate owned | \$ | $====$ 3,700 | \$ | $====$ 4,830 |


(in thousands)

| \$ | 160,225 | \$ | 123,880 |
| :---: | :---: | :---: | :---: |
|  | 43,980 |  | 35,405 |
|  | $(1,218)$ |  | 1,277 |
|  | 52,791 |  | 50, 031 |
|  | 82,648 |  | 81, 040 |
|  | $(12,353)$ |  | $(8,568)$ |
|  | 11, 743 |  | 6,368 |
|  | $(12,428)$ |  | $(14,070)$ |
|  | - - |  | 17,534 |
|  | 423 |  | $(24,505)$ |
|  | 325,811 |  | 268, 392 |
|  | $(149,587)$ |  | $(109,171)$ |
|  | $(277,600)$ |  | $(378,450)$ |
|  | 42,963 |  | 145,329 |
|  | - - |  | $(15,857)$ |
|  | 391, 753 |  | 398, 822 |
|  | $(444,213)$ |  | $(473,801)$ |
|  | 10,054 |  | -- |
|  | $(1,087,738)$ |  | (390, 041) |
|  | $(11,213)$ |  | $(7,507)$ |
|  | (810) |  | $(5,310)$ |
|  | $(1,526,391)$ |  | $(835,986)$ |
|  | 966, 071 |  | 945, 031 |
|  | $(26,507)$ |  | $(364,159)$ |
|  | $(11,387)$ |  | $(18,043)$ |
|  | 277,074 |  | 72,428 |
|  | $(100,238)$ |  | -- |
|  | $(63,582)$ |  | $(56,263)$ |
|  | 556 |  | 15,463 |
|  | 758 |  | 1,366 |
|  | 1, 042,745 |  | 595,823 |
|  | $(157,835)$ |  | 28, 229 |
|  | 809,961 |  | 664,772 |
| \$ | 652, 126 | \$ | 693, 001 |


| $\$$ | 396,128 | $\$$ |
| :--- | :--- | ---: |
| $==========$ | 324,014 |  |
| $\$$ | 32,301 | $\$$ |
| ============== | =========== |  |

The accompanying notes are an integral part of these consolidated financial statements.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of BancWest Corporation and Subsidiaries (the "Company" or "we/our") conform with generally accepted accounting principles and practices within the banking industry. The following is a summary of significant accounting policies:

## CONSOLIDATION

The consolidated financial statements of the Company include the accounts of BancWest Corporation ("BWE") and its wholly-owned subsidiaries: First Hawaiian Bank and its wholly-owned subsidiaries ("First Hawaiian"); Bank of the West and its wholly-owned subsidiaries ("Bank of the West"); FHL Lease Holding Company, Inc. and its wholly-owned subsidiary; First Hawaiian Capital I (of which BWE owns all the common securities); and FHI International, Inc. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (which included only normal recurring adjustments) necessary for a fair presentation are reflected in the consolidated financial statements.

RECLASSIFICATIONS AND RESTATEMENTS
Certain amounts in the 1999 consolidated financial statements were reclassified in certain respects to conform to the 2000 presentation. Such reclassifications did not have a material effect on the consolidated financial statements.

In addition, consolidated financial statements for all periods presented have been restated to include the results of operations, financial position and cash flows for the 1999 acquisition of SierraWest Bancorp, which was accounted for as a pooling of interests. See Note 6.

All per share information has been restated to reflect a two-for-one stock split done in the fourth quarter of 1999. In addition, all per share computations include both common and Class A common shares.

## 2. NEW PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards for derivative instruments and hedging activities. It requires the recognition of all derivative instruments in the statement of financial position as either assets or liabilities and the measurement of derivative instruments at fair value. The accounting for the gains or losses resulting from changes in the value of those derivatives will depend on the intended use of the derivative and whether it qualifies for hedge accounting. The transition adjustments resulting from adopting SFAS No. 133 will be reported in net income or accumulated other adjustments to stockholders' equity, as appropriate, as the effect of a change in accounting principle and presented in a manner similar to the cumulative effect of a change in accounting principle. In June 1999, the FASB issued SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133." The original effective date for SFAS No. 133 was for all fiscal quarters of all fiscal years beginning after June 15, 1999. As a result of SFAS No. 137, the effective date for SFAS No. 133 is for all fiscal quarters of all fiscal years beginning after June 15, 2000. In June 2000, the FASB issued SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities - An Amendment of FASB Statement No. 133." SFAS No. 138 addresses certain issues relating to the implementation of SFAS No. 133. Although considerable progress has been made in preparing for SFAS No. 133, interpretative guidance continues to be issued by the FASB that may significantly affect certain activities. As a result, we are developing and implementing strategies to adopt SFAS No. 133 for activities for which no further FASB interpretative guidance is expected. For certain other activities, contingency plans are being developed, and FASB actions are being closely monitored for indications of final rulings. The adoption of SFAS No. 133, as amended by SFAS Nos. 137 and 138, is not expected to have a material effect on the Company's consolidated financial statements.

In September 2000, the FASB issued SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" (a replacement of SFAS No. 125). This statement revises the standards for accounting for securitizations and other transfers of financial assets and collateral and requires certain disclosures, but it carries over most of SFAS No. 125's provisions without reconsideration. This statement is effective for transfers and servicing of financial assets and extinguishments of liabilities occurring after March 31, 2001. This statement is effective for recognition and reclassification of collateral and for disclosure relating to securitization transactions and collateral for fiscal years ending after December 15, 2000. The adoption of SFAS No. 140 is not expected to have a material effect on the Company's consolidated financial statements.

## 3. COMMON STOCK INFORMATION

The following tables present per share information that has been
restated to reflect the two-for-one stock split effectuated in December 1999, and includes both common and Class A common shares.

The following is a reconciliation of the numerators and denominators used to calculate the Company's basic and diluted earnings per share for the periods indicated:


## 4. IMPAIRED LOANS

The following table summarizes impaired loan information as of and for the nine months ended September 30, 2000 and 1999 and as of and for the year ended December 31, 1999:

|  | SEPTEMBER 30,2000 |  | $\begin{gathered} \text { December 31, } \\ 1999 \end{gathered}$ |  | $\begin{gathered} \text { September 30, } \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | thousand |  |
| Impaired loans | \$ | 81,419 |  | \$ 95,421 | \$104,503 |
| Impaired loans with related allowance for credit |  |  |  |  |  |
| losses calculated under SFAS No. 114 |  | 68,415 |  | \$ 72,258 | \$ 78,816 |
| Total allowance for credit losses on impaired loans |  | 14,744 |  | \$ 15,833 | \$ 20,676 |
| Average impaired loans |  | 88,742 |  | \$107, 948 | \$105, 760 |
| Interest income recognized on impaired loans | \$ | 2,986 |  | \$ 4,349 | \$ 430 |

We consider loans to be impaired when it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement, including scheduled interest payments. For a loan that has been restructured, the contractual terms of the loan agreement refer to the terms of the original loan agreement. Not all impaired loans are necessarily placed on nonaccrual status; for example, restructured loans performing under restructured terms beyond a specific period may be classified as accruing, but may still be deemed impaired. Impaired loans without a related allowance for credit losses are generally collateralized by assets with fair values in excess of the recorded investment in the loans. Interest payments on impaired loans are generally applied to reduce the outstanding principal amounts of such loans.

## 5. MERGER WITH BANCWEST CORPORATION AND RELATED MATTERS

On November 1, 1998, we consummated the merger (the "BancWest Merger") of the former BancWest Corporation, parent company of Bank of the West, with and into First Hawaiian, Inc. ("FHI"). FHI, the surviving corporation of the BancWest Merger, changed its name to BancWest Corporation on November 1, 1998. We recorded pre-tax restructuring, BancWest Merger-related and other nonrecurring costs totaling $\$ 25.527$ million in 1998. In connection with recording these costs, a liability of $\$ 11.302$ million was recorded in 1998, of which $\$ 4.698$ million remained accrued as of December 31, 1999. During the first nine months of 2000, this liability was reduced by $\$ 1.466$ million related to excess leased commercial properties. As of September 30, 2000, $\$ 2.970$ million related to excess leased commercial properties and \$262,000 in other restructuring, merger-related and other nonrecurring costs remained accrued and unpaid. On July 19, 1999, we announced plans to consolidate our three existing data centers into a single data center in Honolulu. The consolidation is being accomplished through a facilities management contract with a service provider assuming management of First Hawaiian's existing information technology center. As a result of this consolidation effort, we recorded pre-tax restructuring and other nonrecurring costs of $\$ 6.854$ million in the third quarter of 1999. Those costs were comprised of $\$ 3.777$ million for the write-off of capitalized information technology costs, $\$ 1.454$ million for employee severance costs and $\$ 1.623$ million for other nonrecurring costs. At December 31, 1999, the amount of the outstanding liability relating to these costs was $\$ 2.618$ million. During the first nine months of 2000, $\$ 1.006$ million in other nonrecurring costs and $\$ 364,000$ for employee severance were paid, further reducing this liability. At September 30, 2000, the remaining amounts accrued and unpaid for restructuring and other nonrecurring costs related to the consolidation of data centers were $\$ 1.072$ million for employee severance costs and $\$ 176,000$ for other nonrecurring costs.

## 6. MERGER WITH SIERRAWEST BANCORP

In connection with our 1999 acquisition of SierraWest Bancorp, we recorded pre-tax restructuring, merger-related and other nonrecurring costs of $\$ 10.680$ million in 1999. These costs were comprised of $\$ 3.358$ million in severance and other employee benefits, $\$ 1.648$ million in equipment and occupancy expense, $\$ 4.219$ million in expenses for legal and other professional services and $\$ 1.455$ million in other nonrecurring costs. As of December 31, 1999, $\$ 949,000$ of these costs remained accrued. During the first nine months of 2000, we paid $\$ 439,000$ in severance and other employee benefits and $\$ 267,000$ in other restructuring, merger-related and other nonrecurring costs, further reducing this liability. At September 30, 2000, approximately $\$ 243,000$ of severance and other employee benefits remained accrued and unpaid.

## 7. TERMINATION OF BRANCH ACQUISITION AGREEMENTS

In January 2000, we agreed to acquire branches being divested as part of a now cancelled merger between Zions Bancorporation and First Security Corporation. In the second quarter of 2000, BancWest received $\$ 5.0$ million in termination fees called for in the agreements with Zions and First Security. During the second quarter of 2000 , we recognized approximately $\$ 3.0$ million in costs related to the cancelled branch acquisitions.

BancWest Corporation and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
8. OPERATING SEGMENTS

As of September 30, 2000, we had two reportable operating segments: Bank of the West and First Hawaiian. The Bank of the West segment operates primarily on the mainland United States. The First Hawaiian segment operates primarily in the State of Hawaii.

The financial results of our operating segments are presented on an accrual basis. There are no significant differences between the accounting policies of the segments as compared to the Company's consolidated financial statements. We evaluate the performance of these segments and allocate resources to them based on net interest income and net income. There are no material intersegment revenues

The tables below present information about the Company's operating segments as of or for the quarter and nine months ended September 30, 2000 and 1999, respectively


| NET INTEREST INCOME | \$ | 107 | \$ | 84 | \$ | (1) | \$ | -- | \$ | 190 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| NET INCOME |  | 29 |  | 29 |  | (1) |  | -- |  | 57 |
| SEGMENT ASSETS |  | 10,643 |  | 7,301 |  | 2,836 |  | $(2,807)$ |  | 973 |
| 1999 |  |  |  |  |  |  |  |  |  |  |
| Net interest income | \$ | 98 | \$ | 79 | \$ | (2) | \$ | 1 | \$ | 176 |
| Net income |  | 17 |  | 21 |  | (3) |  | 2 |  | 37 |
| Segment assets |  | 9,515 |  | 7,139 |  | 2,698 |  | $(2,629)$ |  | 723 |

nine months ended september 30,


| 2000 |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| NET INTEREST INCOME | \$ | 314 | \$ | 246 | \$ | (4) | \$ | -- | \$ | 556 |
| NET INCOME |  | 82 |  | 83 |  | (5) |  | -- |  | 160 |
| SEGMENT ASSETS |  | 10,643 |  | 7,301 |  | 2,836 |  | $(2,807)$ |  | 17,973 |
| 1999 |  |  |  |  |  |  |  |  |  |  |
| Net interest income | \$ | 284 | \$ | 234 | \$ | (6) | \$ | 1 | \$ | 513 |
| Net income |  | 59 |  | 69 |  | (5) |  | 1 |  | 124 |
| Segment assets |  | 9,515 |  | 7,139 |  | 2,698 |  | $(2,629)$ |  | 16,723 |

The reconciling items in the tables above are primarily inter-company eliminations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain matters contained in this filing are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. BancWest's forward-looking statements (such as those concerning its plans, expectations, estimates, strategies, projections and goals) involve risks and uncertainties that could cause actual results to differ materially from those discussed in the statements. Readers should carefully consider those risks and uncertainties in reading this report. Factors that could cause or contribute to such differences include, but are not limited to: (1) global, national and local economic and market conditions; (2) the level and volatility of interest rates and currency values; (3) government fiscal and monetary policies; (4) credit risks inherent in the lending process; (5) loan and deposit demand in the geographic regions where we conduct business; (6) the impact of intense competition in the rapidly evolving banking and financial services business; (7) extensive federal and state regulation of our business, including the effect of current and pending legislation and regulations; (8) whether expected revenue enhancements and cost savings are realized within expected time frames; (9) whether Bank of the West completes as anticipated its expected acquisition of New Mexico and Nevada branches and is successful in retaining and further developing related loan, deposit, customer and employee relationships; (10) whether Bank of the West experiences delay or difficulty in completing New Mexico and Nevada branch conversions; (11) matters relating to the integration of BancWest's business with that of past and future merger partners, including the impact of combining these businesses on revenues, expenses, deposit attrition, customer retention and financial performance; (12) our reliance on third parties to provide certain critical services, including data processing; (13) the proposal or adoption of changes in accounting standards by the Financial Accounting Standards Board, the Securities and Exchange Commission or other standard setting bodies; (14) technological changes; (15) any delay or inability to complete the merger between Star Systems, Inc. and Concord EFS, Inc.; (16) other risks and uncertainties discussed in this document or detailed from time to time in other Securities and Exchange Commission filings that we make, including our 1999 Annual Report on Form 10-K; and (17) management's ability to manage risks that result from these and other factors.

BancWest's forward-looking statements are based on management's current views about future events. Those statements speak only as of the date on which they are made. We do not intend to update forward-looking statements, and we disclaim any obligation or undertaking to update or revise any such statements to reflect any change in our expectations or any change in events, conditions, circumstances or assumptions on which forward-looking statements are based

(1) Excluding after-tax restructuring merger-related and other nonrecurring costs of $\$ 10,272,000$ in July 1999 and $\$ 1,358,000$ recorded in prior months of 1999.
(2) Excluding amortization of goodwill and core deposit intangibles.
(3) All per share data have been calculated to include both common shares and Class A common shares and have been adjusted to give retroactive effect to the two-for-one stock split in the fourth quarter of 1999 Defined as operating cash earnings as a percentage of average total assets or average stockholders' equity minus average goodwill and core deposit intangibles.

The following table compares net income, operating earnings, cash earnings and operating cash earnings for the quarter and nine months ended September 30, 2000 to the same periods in 1999:

NINE MONTHS ENDED SEPTEMBER 30,
Net income
Operating earnings(1)
Cash earnings(2)
Operating cash earnings(1),(2)

| 2000 | 1999 | $\%$ Change |
| :---: | :---: | :---: |
| $\cdots-\cdots-\cdots-\cdots$ |  |  |
|  | (in thousands) |  |
| $\$ 160,225$ | $\$ 123,880$ | $29.3 \%$ |
| 160,225 | 135,510 | 18.2 |
| 184,766 | 148,210 | 24.7 |
| 184,766 | 159,840 | 15.6 |

QUARTER ENDED SEPTEMBER 30,

| Net income | $\$ 56,812$ | $\$ 36,855$ | $54.2 \%$ |
| :--- | ---: | ---: | ---: |
| Operating earnings(1) | 56,812 | 47,127 | 20.6 |
| Cash earnings(2) | 64,985 | 45,033 | 44.3 |
| Operating cash earnings(1),(2) | 64,985 | 55,305 | 17.5 |

(1) Excluding after-tax SierraWest merger-related costs.
(2) Excluding amortization of goodwill and core deposit intangibles.

The increases in net income, operating earnings, cash earnings and operating cash earnings for the first nine months of 2000 compared to the same period in 1999 were primarily due to higher revenues, with net interest income increasing by $8.4 \%$, or $\$ 43.221$ million, and noninterest income increasing by $8.9 \%$, or $\$ 12.672$ million, excluding the $\$ 5.0$ million in termination fees relating to the termination of our agreement to acquire branches from Zions Bancorporation and First Security Corporation and a gain on sale of surplus property of $\$ 1.218$ million in the second quarter of 2000. Revenues increased mainly because of the growth in loan volumes in the mainland United States, higher net interest margin and increased noninterest income. We also increased net income and operating earnings by containing noninterest expense to an increase of $2.1 \%$ or $\$ 8.189$ million, for the first nine months of 2000 compared to the same period in 1999, excluding merger-related charges and nonrecurring expenses of approximately $\$ 3.0$ million related to the cancelled branch acquisition in 2000; $\$ 17.534$ million for the consolidation of data centers and the SierraWest merger in 1999; and \$1.277 million for the charitable donation of a recreational center in the second quarter of 1999. The improved quarterly results in the third quarter of 2000 compared to the same period in 1999 were primarily caused by (1) higher net income, primarily from loan growth in the mainland United States; (2) higher noninterest income; and (3) containment of noninterest expense.

The following table shows diluted earnings, operating earnings, cash earnings and operating cash earnings per share for the quarter and nine months ended September 30, 2000 compared to the same periods in 1999. All per-share data have been calculated to include both common and Class A common shares and have been adjusted to give retroactive effect to the two-for-one stock split in the fourth quarter of 1999:

|  | 2000 | 1999 | \% Change |
| :---: | :---: | :---: | :---: |
| NINE MONTHS ENDED SEPTEMBER 30, |  |  |  |
| Diluted earnings | $\$ 1.28$ | $\$ .99$ | $29.3 \%$ |
| Diluted operating earnings(1) | 1.28 | 1.09 | 17.4 |
| Diluted cash earnings(2) | 1.48 | 1.19 | 24.4 |
| Diluted operating cash earnings(1),(2) | 1.48 | 1.28 | 15.6 |
| QUARTER ENDED SEPTEMBER 30, |  |  |  |
| Diluted earnings | $\$ .45$ | $\$ .29$ | .38 |
| Diluted operating earnings(1) | .45 | .52 | 18.4 |
| Diluted cash earnings(2) | .52 | .44 | 18.2 |

(1) Excluding after-tax SierraWest merger-related costs.
(2) Excluding amortization of goodwill and core deposit intangibles.

All per share earnings for the quarter and nine months ended September 30, 2000 increased over the same periods in 1999, due to higher net income and operating earnings in 2000.

The table below shows the return on average total assets, the return on average tangible assets, the return on average stockholders' equity and the return on average tangible stockholders' equity for the first nine months of 2000 compared to the same period in 1999. The return on average tangible assets is defined as cash earnings as a percentage of average total tangible assets. The return on average tangible stockholders' equity is defined as cash earnings as a percentage of average stockholders' equity minus average goodwill and core deposit intangibles.

Return on average total assets
Operating return on average total assets(1)
Return on average tangible assets(1)
Return on average stockholders' equity
Operating return on average stockholders' equity(1)
Return on average tangible stockholders' equity(1)

| 2000 | 1999 | \% Change |
| :--- | :--- | :---: |
| --- | --- | ---- |
| $1.23 \%$ | $1.02 \%$ | $20.6 \%$ |
| 1.23 | 1.12 | 9.8 |
| 1.48 | 1.38 | 7.2 |
| 11.37 | 9.30 | 22.3 |
| 11.37 | 10.18 | 11.7 |
| 20.48 | 19.74 | 3.7 |

Ratios are computed excluding after-tax SierraWest merger-related and other nonrecurring costs

The increases in the above returns were a result of the higher profitability of our assets and stockholders' equity, with revenues increasing at a faster pace than expenses for the first nine months of 2000 compared to the same period in 1999.

NET INTEREST INCOME
he following table compares net interest income on a taxable-equivalent basis for the quarter and nine months ended September 30, 2000 to the same periods in 1999:

NINE MONTHS ENDED SEPTEMBER 30,

Net interest income

Net interest income

| 2000 | 199 |
| :--- | ---: |
| ----- |  |

$\$ 555,841$
$\$ 512,620$
\% Change
8.4\%

The increase in net interest income in the first nine months of 2000 over the same period in 1999 was primarily due to a 45-basis-point rise (1\% equals 100 basis points) in the yield on average earning assets and an increase in average earning assets of $8.0 \%$, or $\$ 1.152$ billion, in the first nine months of 2000 , partially offset by a 43 -basis-point increase in the rate paid on funding sources.

The increase in net interest income for the quarter ended September 30, 2000 over the same period in 1999 was primarily due to a 61-basis-point rise (1\% equals 100 basis points) in the yield on average earning assets and an increase in average earning assets of $9.1 \%$, or $\$ 1.330$ billion, for the quarter ended September 30, 2000, partially offset by a 64-basis-point increase in the rate paid on funding sources.

The following table compares net interest margin for the quarter and nine months ended September 30, 2000 to the same periods in 1999:

NINE MONTHS ENDED SEPTEMBER 30,
Change
(basis
points)
------
45
43
2

61
64
$(3)$

The increase in the net interest margin in the first nine months of 2000 over the same period in 1999 was primarily due to increases in the yield on average earning assets, partially offset by increases in the rate paid on funding sources. Both the yield on average earning assets and the rate paid on funding sources reflect the cumulative effect through September 30, 2000 of the six interest rate increases by the Federal Reserve Bank in the past 12 months.

The decrease in the net interest margin in the third quarter of 2000 as compared to the same period in 1999 is primarily due to the 64-basis-point increase in the rate paid on funding sources, reflecting the multiple rate increases by the Federal Reserve in recent months. This increase was partially offset by the 61-basis-point increase on the yield on average earning assets. The interest rate spread, the difference between the yield on average earning assets and the rate paid on interest-bearing deposits and liabilities, has decreased by 21 basis points to $4.05 \%$ in the third quarter of 2000 , as compared to the same period in 1999.

NINE MONTHS ENDED SEPTEMBER 30

Average earning assets Average loans and leases Average interest-bearing deposits and liabilities

## 2000

1999
(in thousands)

| $\$ 14,401,788$ | $8.0 \%$ |
| ---: | :--- |
| $12,240,119$ | 7.1 |
| $12,345,678$ | 7.1 |

QUARTER ENDED SEPTEMBER 30,

| Average earning assets | $\$ 15,993,383$ | $\$ 14,663,764$ | $9.1 \%$ |
| :--- | :---: | :---: | :---: |
| Average loans and leases | $13,510,874$ | $12,300,752$ | 9.8 |
| Average interest-bearing |  |  |  |
| deposits and liabilities | $13,534,780$ | $12,642,962$ | 7.1 |

The increase in average earning assets was primarily due to increases in average loans and leases and investment securities. The increase in average loans and leases was primarily due to the growth of our Bank of the West operating segment's loan and lease portfolio. Significant increases in consumer loan and lease financing volumes reflect the continued economic strength of the Northern California and Pacific Northwest regions.

The increase in average interest-bearing deposits and liabilities was primarily due to an increase in interest-bearing deposits. Expansion of our customer deposit base and more time deposits, primarily from our Bank of the West operating segment, contributed to the increase.

The following table sets forth consolidated average balance sheets, an analysis of interest income/expense and average yield/rate for each major category of interest-earning assets and interest-bearing liabilities for the periods indicated on a taxable equivalent basis. The tax equivalent adjustment is made for items exempt from federal income taxes (assuming a $35 \%$ tax rate for 2000 and 1999) to make them comparable with taxable items before any income taxes are applied.


|  | NINE MONTHS ENDED SEPTEMBER 30, |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2000 |  |  |  | 1999 |  |  |  |
|  | AVERAGE BALANCE |  | $\begin{aligned} & \text { 「EREST } \\ & \text { VCOME/ } \\ & \text { XPENSE } \end{aligned}$ | YIELD/ <br> RATE (1) | Average Balance |  | erest come/ pense | Yield/ <br> Rate(1) |
| ASSETS |  |  |  | (dollars | thousands) |  |  |  |
| Earning assets: |  |  |  |  |  |  |  |  |
| Interest-bearing deposits in other banks | \$ 203, 344 | \$ | 9,731 | 6.39\% | \$ 304,190 | \$ | 11,878 | 5.22\% |
| Federal funds sold and securities purchased under agreements to | 144,355 |  | 6,943 | 6.42 | 177,082 |  | 6,650 | 5.02 |
| resell | 2,096,574 |  | 103, 845 | 6.62 | 1,680,397 |  | 75,313 | 5.99 |
| Investment securities | 13,109,103 |  | 843,541 | 8.60 | 12,240,119 |  | 749,613 | 8.19 |
| Loans and leases(2),(3) |  |  |  |  |  |  |  |  |
|  | 15,553,376 |  | 964,060 | 8.28 | 14,401,788 |  | 843,454 | 7.83 |
| Total earning assets | 1,839,590 |  |  |  | 1,767,604 |  |  |  |
| Nonearning assets ---------- --- |  |  |  |  |  |  |  |  |
|  | \$17,392,966 |  |  |  | \$16,169,392 |  |  |  |
| Total assets | =========== |  |  |  | =========== |  |  |  |

(1) Annualized.
(2) Nonaccruing loans and leases have been included in the computations of average loan and lease balances.
(3) Interest income for loans and leases included loan fees of \$8,521 and $\$ 24,059$ for the quarter and nine months ended September 30, 2000, respectively, and $\$ 9,176$ and $\$ 25,406$ for the quarter and nine months ended September 30, 1999, respectively.


1) Annualized
2) Average noninterest-bearing demand deposits increased over prior year by a greater amount for the three months ended September 30, 2000 than for the nine months ended September 30, 2000, primarily due to
reclassification in the first quarter of 1999 of certain portions of noninterest-bearing demand deposit accounts to the interest-bearing deposits category for reserve requirement purposes.

## INVESTMENT SECURITIES

HELD-TO-MATURITY
The following table presents the amortized cost and fair values of held-to-maturity investment securities as of the dates indicated:

|  | SEPTEMBER 30,2000 |  | $\begin{gathered} \text { December 31, } \\ 1999 \end{gathered}$ | $\begin{gathered} \text { September 30, } \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  | (in thousands) |  |
| Amortized cost | \$ | 99,905 | \$ 142,868 | \$ 161,450 |
| Unrealized gains |  | -- | 2 | 10 |
| Unrealized losses |  | $(2,876)$ | $(3,768)$ | $(2,719)$ |
| Fair value | \$ | 97,029 | \$ 139,102 | \$ 158,741 |

There were no realized gains and losses on held-to-maturity securities for the nine months ended September 30, 2000 and 1999. At September 30,2000, held-to-maturity investment securities decreased by $\$ 42.963$ million, or $30.1 \%$, to $\$ 99.905$ million from December 31, 1999, principally due to maturities of investment securities.

AVAILABLE-FOR-SALE
The following table presents the amortized cost and fair values of available-for-sale investment securities as of the dates indicated:

|  | $\begin{gathered} \text { SEPTEMBER 30, } \\ 2000 \end{gathered}$ | $\begin{gathered} \text { December 31, } \\ 1999 \end{gathered}$ | $\begin{gathered} \text { September } 30, \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: | :---: |
|  |  | (in thousands) |  |
| Amortized cost | \$ 1, 925, 264 | \$ 1,882, 265 | \$ 1,543,619 |
| Unrealized gains | 8,280 | 5,413 | 7,656 |
| Unrealized losses | $(13,417)$ | $(19,675)$ | $(12,464)$ |
| Fair value | \$ 1,920, 127 | \$ 1, 868, 003 | \$ 1, 538, 811 |

Gross realized gains and losses on available-for-sale investment securities for the nine months ended September 30, 2000 and 1999 were as follows:

|  | 2000 1999 <br> ------  <br> (in thousands)  |  |  |
| :---: | :---: | :---: | :---: |
|  |  |  |  |
| Realized gains | \$ 38 | \$ | 2 |
| Realized losses | (97) |  | 23) |
| Securities losses, net | \$(59) |  | 21) |

Gains and losses realized on the sales of available-for-sale investment securities are determined using the specific identification method.

The following table sets forth the loan and lease portfolio by major categories at September 30, 2000, December 31, 1999 and September 30, 1999:

|  | SEPTEMBER | 000 | December |  | September | 99 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | AMOUNT | \% | Amount | \% | Amount | \% |
|  |  |  | (dollars in | ands) |  |  |
| Commercial, financial and agricultural | \$ 2, 475, 096 | 18.2\% | \$ 2, 212, 757 | 17.7\% | \$ 2,147, 270 | 17.4\% |
| Real estate: |  |  |  |  |  |  |
| Commercial | 2,548,303 | 18.8 | 2,466,822 | 19.7 | 2,447,207 | 19.9 |
| Construction | 430,765 | 3.2 | 408, 078 | 3.3 | 421,314 | 3.4 |
| Residential: |  |  |  |  |  |  |
| Insured, guaranteed or conventional | 1,929,500 | 14.2 | 1,915,516 | 15.3 | 1,972,599 | 16.0 |
| Home equity credit lines | 443,635 | 3.3 | 447,273 | 3.5 | 451, 340 | 3.7 |
| Total real estate loans | 5,352,203 | 39.5 | 5,237,689 | 41.8 | 5,292,460 | 43.0 |
| Consumer | 3,462,373 | 25.5 | 2,987,347 | 23.8 | 2,858,183 | 23.2 |
| Lease financing | 1,931,934 | 14.2 | 1,738,048 | 13.9 | 1,669,040 | 13.6 |
| Foreign | 344,214 | 2.6 | 348,198 | 2.8 | 348,698 | 2.8 |
| Total loans and leases | 13,565,820 | 100.0\% | 12,524, 039 | 100.0\% | 12,315,651 | 100.0\% |
| Less allowance for credit losses | 171,386 |  | 161,418 |  | 161,543 |  |
| Total net loans and leases | \$13, 394, 434 |  | \$12, 362, 621 |  | \$12,154,108 |  |

Total loans and leases to:

| Total assets | $75.5 \%$ |
| :--- | :--- |
| Total earning assets | $85.2 \%$ |


| $75.1 \%$ | $73.6 \%$ |
| :--- | :--- |
| $86.6 \%$ | $83.9 \%$ |
| $97.3 \%$ | $94.8 \%$ |

The loan and lease portfolio is the largest component of total earning assets and accounts for the greatest portion of total interest income. At September 30, 2000, total net loans and leases were $\$ 13.394$ billion, representing increases of 8.3\% and 10.2\% over December 31, 1999 and September 30, 1999, respectively. The increase from September 30, 2000, as compared to September 30, 1999, was primarily due to increases in consumer loans and lease financing, primarily in our Bank of the West operating segment. The increase was partially offset by decreases in all real estate loan categories and certain consumer loans in our First Hawaiian operating segment.

Commercial, financial and agricultural loans as of September 30, 2000 increased $\$ 262.339$ million, or $11.9 \%$, over December 31, 1999, and increased $\$ 327.826$ million, or $15.3 \%$, over September 30, 1999. The Company continues its efforts to diversify its loan and lease portfolio, both geographically and by industry, with credit extensions on the mainland United States accounting for the majority of the increase in loan and lease balances and the geographic and industry diversification during the nine months ended September 30, 2000. Overall loan volume in the First Hawaiian operating segment increased modestly, reflecting the growing rebound in the Hawaii economy.

Insured, guaranteed or conventional residential real estate loans increased $\$ 13.984$ million, or .7\%, from December 31, 1999, and decreased $\$ 43.099$ million, or $2.2 \%$, from September 30, 1999. The rising interest rate environment, which has resulted in a decrease in the production of new loans as well as payoffs/paydowns, were the primary reasons for the decrease from September 30, 1999. The modest increase over December 31, 1999 was primarily due to the effects of the slowly strengthening Hawaiian economy.

Consumer loans as of September 30, 2000 increased $\$ 475.026$ million, or $15.9 \%$, over December 31, 1999, and \$604. 190 million, or $21.1 \%$, over September 30, 1999. Consumer loans consist primarily of direct and indirect automobile, recreational vehicle, marine, credit card and unsecured financing. The increase in consumer loans at September 30, 2000 as compared to December 31, 1999 and September 30, 1999 was primarily a result of growth in our Bank of the West operating segment on the mainland United States.

Lease financing as of September 30, 2000 increased $\$ 193.886$ million, or $11.2 \%$, over December 31, 1999, and $\$ 262.894$ million, or $15.8 \%$, over September 30, 1999 The increase in lease financing from September 30, 1999 was primarily due to an increase in the automobile lease portfolio in our Bank of the West operating segment. The increase in lease financing at September 30, 2000, as compared to December 31, 1999, was primarily due to increases on the mainland United States.

The Company's foreign loans are principally in Guam and Saipan. Foreign loans as of September 30, 2000 decreased $\$ 3.984$ million, or $1.1 \%$, compared to December 31, 1999, with approximately $93 \%$ domiciled in Guam and Saipan.

Loan concentrations are considered to exist when there are amounts loaned to multiple borrowers engaged in similar activities, which would cause them to be similarly impacted by economic or other conditions. At September 30, 2000, we did not have a concentration of loans greater than $10 \%$ of total loans which is not otherwise disclosed as a category of loans as shown in the above table.

The following table sets forth the average balances and the average rates paid on deposits for the periods indicated:

|  | QUARTER ENDED SEPTEMBER 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2000 |  | 1999 |  |
|  | AVERAGE BALANCE | AVERAGE RATE(1) | Average Balance | Average <br> Rate(1) |
|  |  | (dollar | thousands) |  |
| Interest-bearing demand | \$ 309,401 | 1.06\% | \$ 312,908 | 1.26\% |
| Savings | 5,236,840 | 1.99 | 5,191,317 | 1.83 |
| Time | 6,305,714 | 5.89 | 5,748,471 | 4.74 |
| Total interest-bearing deposits | 11, 851,955 | 4.04 | 11,252,696 | 3.30 |
| Noninterest-bearing demand | 1,667, 031 | -- | 1,431,358 | -- |
| Total deposits | \$13, 518, 986 | 3.54\% | \$12, 684, 054 | 2.93\% |



Average interest-bearing deposits increased $\$ 599.259$ million, or $5.3 \%$, and $\$ 706.272$ million, or $6.5 \%$, for the quarter and nine months ended September 30, 2000, respectively, over the same periods in 1999. The increases were due primarily to the growth in our customer deposit base, primarily in the Bank of the West operating segment, and various deposit product programs that we initiated. In addition, time deposits increased due to our funding asset growth by utilizing negotiable and brokered time certificates of deposits. The increases in nearly all of the rates paid on deposits reflect the higher interest rate environment, caused primarily by rate increases by the Federal Reserve.

Average noninterest-bearing demand products increased $\$ 235.673$ million, or $16.5 \%$, and $\$ 107.308$ million, or $7.1 \%$, for the quarter and nine months ended September 30, 2000, respectively, over the same periods in 1999. The increases were primarily due to growth in noninterest-bearing demand accounts, primarily in the Bank of the West operating segment, reflecting the overall strength of the economy in its area of operation and specialized promotional efforts. The increase for the quarter ended September 30, 2000 was higher than for the nine months ended September 30, 2000, compared to the same periods in 1999, because of the reclassification in the first quarter of 1999 of certain portions of noninterest-bearing demand deposit accounts to the savings deposit category for reserve requirement purposes. The total amounts reclassified for the quarter and nine months ended September 30, 2000 were $\$ 1.633$ billion and $\$ 1.591$ billion, respectively. In 1999, the amounts reclassified for the quarter and nine months ended September 30, 2000 were $\$ 1.499$ billion and $\$ 1.353$ billion, respectively.

Nonperforming assets at September 30, 2000, December 31, 1999 and September 30, 1999 are as follows:

| $\begin{aligned} & \text { SEPTEMBER 30, } \\ & 2000 \end{aligned}$ | $\begin{gathered} \text { December 31, } \\ 1999 \end{gathered}$ | $\begin{gathered} \text { September } 30, \\ 1999 \end{gathered}$ |
| :---: | :---: | :---: |

(dollars in thousands)

## Nonperforming Assets

Nonaccrual:
Commercial, financial and agricultural
Real estate:
Commercial
Construction
Residential:
Insured, guaranteed or conventional
Home equity credit lines

Total real estate loans

Consumer
Lease financing
Foreign

Total nonaccrual loans and leases

Restructured:
Commercial, financial and agricultural
Real estate:
Commercial
Construction
Residential:
Insured, guaranteed or conventional
Total real estate loans
Total restructured loans and leases
Total nonperforming loans and leases
Other real estate owned and repossessed personal property
Total nonperforming assets

Past due loans and leases(1):
Commercial, financial and agricultural
Real estate:
Commercial
Residential:
Insured, guaranteed or conventional
Home equity credit lines
Total real estate loans

Consumer
Lease financing
Foreign
Total past due loans and leases

Nonperforming assets to total loans and leases and other real estate owned and repossessed personal property (end of period):

Excluding past due loans and leases

| $.88 \%$ | $1.01 \%$ | $1.09 \%$ |
| :--- | :--- | :--- |
| $.99 \%$ | $1.15 \%$ | $1.30 \%$ |
|  |  |  |
| $.67 \%$ | $.76 \%$ | $.80 \%$ |
| $.75 \%$ | $.87 \%$ | $.96 \%$ |

(1) Represents loans and leases which are past due 90 days as to principal and/or interest, are still accruing interest and are adequately collateralized and in the process of collection.

Nonperforming assets at September 30, 2000 were $\$ 119.940$ million, or $.88 \%$ of total loans and leases and other real estate owned ("OREO") and repossessed personal property, compared to $1.09 \%$ at September 30, 1999. Nonperforming assets at September 30, 2000 were $.67 \%$ of total assets, compared to $.80 \%$ at September 30, 1999.

Nonperforming assets at September 30, 2000 decreased by $\$ 6.816$ million, or $5.4 \%$, from December 31, 1999. The decrease was primarily attributable to decreases in nonaccrual commercial, financial and agricultural loans and all components of nonaccrual real estate loans. The decrease in nonaccrual commercial, financial and agricultural loans was primarily due to the transfer of a loan totaling $\$ 4.692$ million to accrual status. The decrease in real estate - residential loans was primarily attributable to the transfer of nonaccrual loans and leases to OREO, payoffs and partial paydowns of nonaccrual loans and leases. These decreases were partially offset by an increase in the lease financing and foreign components of nonaccrual loans and leases.

Nonperforming assets at September 30, 2000 decreased by $\$ 14.037$ million, or $10.5 \%$, from September 30, 1999. The decrease was primarily attributable to decreases in nonaccrual real estate and restructured real estate - construction loans. The decrease in nonaccrual real estate was primarily attributable to the transfers of nonaccrual loans and leases to OREO, pay-offs and partial pay-downs of nonaccrual loans and leases. The decrease in restructured loans and leases was primarily due to the partial charge-offs of a real estate construction loan of $\$ 5.875$ million. These decreases were partially offset by an increase in the lease financing and foreign components of nonaccrual loans and leases and restuctured real estate - commercial loans

We generally place a loan or lease on nonaccrual status (1) when management believes that collection of principal or income has become doubtful, (2) when a loan is first classified as impaired, or (3) when loans and leases are 90 days past due as to principal or income, unless they are well secured and in the process of collection. We may make an exception to the general 90-day-past-due rule when the fair value of the collateral exceeds our recorded investment in the loan or when other factors indicate that the borrower will shortly bring the loan current. The majority of consumer loans and leases are subject to our general policies regarding nonaccrual loans. However, instead of placing certain past-due consumer loans and leases on nonaccrual status, we charge them off when they reach a predetermined delinquency status varying from 120 to 180 days, depending on product type (or earlier if we determine that the loan is uncollectible). When we place a loan or lease on nonaccrual status, previously accrued and uncollected interest is reversed against interest income of the current period. When we receive a cash interest payment on a nonaccrual loan, we apply it as a reduction of the principal balance when we have doubts about the ultimate collection of the principal. Otherwise, we record such payments as income.

Nonaccrual loans and leases are generally returned to accrual status when they become (1) current as to principal and interest or (2) both well secured and in the process of collection.

Other than the loans listed in the table on page 22, at September 30, 2000 we were not aware of any significant potential problem loans where possible credit problems of the borrower caused us to seriously question the borrower's ability to repay the loan under existing terms.

Loans past due 90 days or more and still accruing totaled $\$ 14.001$ million at September 30, 2000, a decrease of $\$ 12.466$ million, or $47.1 \%$, from September 30, 1999. Loans past due 90 days or more and still accruing interest decreased by $\$ 4.021$ million, or $22.3 \%$, from December 31, 1999 to September 30, 2000. The decreases are primarily due to lower real estate loan delinquencies. All of the loans that are past due 90 days or more and still accruing interest are, in management's judgment, adequately collateralized and in the process of collection.

Hawaii has finally begun to recover from the economic stagnation that plagued it through much of the 1990's. This improvement in Hawaii's economic condition is one of the factors that led to the decrease in nonperforming assets in the First Hawaiian operating segment. Also, the economies in California and the Pacific Northwest, the Bank of the West operating segment's primary areas of operation, continue to expand. These economic trends have helped to bring about the decline in nonperforming assets since September 30, 1999.

The following table sets forth the activity in the allowance for credit losses for the periods indicated:

Loans and leases outstanding (end of period)

Average loans and leases outstanding

Allowance for credit losses summary Balance at beginning of period

Transfer of allowance allocated to securitized loans

Loans and leases charged off:
Commercial, financial and agricultural
Real estate:
Commercial
Construction
Residential
Consumer
Lease financing
Foreign
Total loans and leases charged off

Recoveries on loans and leases previously charged off: Commercial, financial and agricultural
Real estate:
Commercial
Construction
Residential
Consumer
Lease financing
Foreign
Total recoveries on loans and leases previously charged off

Net charge-offs
Provision for credit losses

Balance at end of period

Net loans and leases charged off to average loans and leases
Net loans and leases charged off to allowance for credit losses
Allowance for credit losses to total loans and leases (end of period)
Allowance for credit losses to nonperforming loans and leases (end of period):

Excluding 90 days past due accruing loans and leases
Including 90 days past due
accruing loans and leases

$.38 \%(1) \quad .35 \%(1)$
29.60\%(1)
$26.34 \%(1)$
1.26\%
1.31\%

| $1.93 x$ | $1.58 x$ |
| :--- | :--- |
| $1.67 X$ | $1.26 x$ |

NINE MONTHS ENDED SEPTEMBER 30,


| $\$ 13,565,820$ | \$ $12,315,651$ <br> ============ |
| :--- | :--- |
| $\$ 13,109,103$ | \$ $12,240,119$ |
| ============ | =========== |

\$ 161,418
\$ 158,294
----------

Transfer of allowance allocated to securitized loans


Real estate:

## Commercial

Construction
Residential
Consumer
Lease financing
Foreign
Total loans and leases charged off

Recoveries on loans and leases previously charged off:
Commercial, financial and agricultural
Real estate:
Commercial
Construction
Residential
Consumer
Lease financing
Foreign
Total recoveries on loans and leases previously charged off

Net charge-offs
Provision for credit losses
Balance at end of period

Net loans and leases charged off to average loans and leases
Net loans and leases charged off to allowance for credit losses
Allowance for credit losses to total
loans and leases (end of period)
Allowance for credit losses to nonperforming loans and leases (end of period)

Excluding 90 days past due
accruing loans and leases 1.93X 1.58x
Including 90 days past due
accruing loans and leases

4,226

2,556
3,480
4, 810
19,532
7,552
1, 075
43,231
,467
126
41
769
4,989
1,547 280


5,295
2,107
1,021
3,557
20, 778
5,496
626
38, 880

1,302

216
18 802
4,215
1,190
=====
.35\%(1)
.34\%(1)
26.51\%(1)
1.26\%
1.67X
1.26x
(1) Annualized

The provision for credit losses for the first nine months of 2000 was $\$ 43.980$ million, an increase of $\$ 8.575$ million, or $24.2 \%$, over the same period in 1999. The increase in the provision for credit losses for the first nine months of 2000 over the same period in 1999 primarily reflects the larger loan portfolio resulting from our continued loan volume growth.

The provision for credit losses is based upon management's judgment as to the adequacy of the allowance for credit losses (the "Allowance") to absorb probable losses inherent in the portfolio as of the balance sheet date. The Company uses a systematic methodology to determine the adequacy of the Allowance and related provision for credit losses to be reported for financial statement purposes. The determination of the adequacy of the Allowance is ultimately one of management's judgment, which includes consideration of many factors, including, among other things, the amount of problem and potential problem loans and leases, net charge-off experience, changes in the composition of the loan and lease portfolio by type and location of loans and leases and in overall loan and lease risk profile and quality, general economic factors and the fair value of collateral.

Our approach to managing exposure to credit risk involves an integrated program of setting appropriate standards for credit underwriting and diversification, monitoring trends that may affect the risk profile of the credit portfolio and making appropriate adjustments to reflect changes in economic and financial conditions that could affect the quality of the portfolio and loss probability. The components of this integrated program include:

Setting Underwriting and Grading Standards. In 1996, we refined our loan grading system to ten different principal risk categories where "1" is "no risk" and "10" is "loss" and began an effort to decrease our exposure to customers in the weaker credit categories. We also established risk parameters so that the cost of credit risk is an integral part of the pricing and evaluation of credit decisions and the setting of portfolio targets.
Diversification. We actively manage our credit portfolio to avoid excessive concentration by obligor, risk grade, industry, product and geographic location. As part of this process, we also monitor changes in risk correlation among concentration categories. In addition, we seek to reduce our exposure to concentrations by actively participating portions of our commercial and commercial real estate loans to other banks Risk Mitigation. Over the past few years, we have reduced our exposure to higher-risk areas such as real estate construction (which accounted for only $3.2 \%$ of total loans and leases at September 30, 2000), Hawaii commercial real estate, health care, hotel and agricultural loans. We have also reduced our exposure in the Asia-Pacific region from $\$ 101.0$ million at December 31, 1997 to $\$ 46.3$ million at September 30, 2000. These outstanding loans are collateralized by Hawaii real estate and letters of credit.
Restricted Participation in Syndicated National Credits. We restrict our participation in syndicated national credits primarily to providing back-up commercial paper facilities to investment-grade companies. In addition to the back-up commercial paper facilities, we participate in media finance credits in the national market, one of our traditional niches where we have developed a special expertise over a long period of time and with experienced personnel. At September 30, 2000, the combined ratio of nonperforming assets to total loans for both shared national credits and media finance aggregated 0.78\%. Emphasis on Consumer Lending. Consumer loans represent our single largest category of loans and leases. We focus our consumer lending activities on loan grades with predictable loss rates. As a result, we are able to use formula-based approaches to calculate appropriate reserve levels that reflect historical experience. We generally do not participate in subprime lending activities. We also seek to reduce our credit exposures where feasible by obtaining third-party insurance or similar protections. For example, in our vehicle lease portfolio (which represents approximately $63 \%$ of our lease financing portfolio and $23 \%$ of our combined lease financing and consumer loans at September 30, 2000), we obtain third-party insurance for the estimated residual value of the leased vehicle. To the extent that these policies include deductible values we set aside reserves to fully cover the uninsured portion.

Charge-offs were $\$ 43.231$ million for the first nine months of 2000, an increase of $\$ 4.351$ million, or $11.2 \%$, over the same period in 1999. The increase was primarily due to charge-offs of one real estate - construction loan, three real estate - commercial loans, several leases and consumer loans in the first nine months of 2000, totaling $\$ 31.663$ million.
or the first nine months of 2000, recoveries increased by $\$ 1.470$ million, or $19.0 \%$, over the same period in 1999. The increase in recoveries was primarily in consumer, leasing and commercial, financial and agricultural loans.

The Allowance increased to 1.93 times nonperforming loans and leases (excluding 90 days or more past due accruing loans and leases) at September 30, 2000 from 1.58 times at September 30, 1999. The increase in the ratio is principally due to an increase in the Allowance as a result of the growth in our loan portfolio and a decrease in nonperforming loans and leases.

In management's judgment, the Allowance was adequate to absorb potential losses currently inherent in the loan and lease portfolio at September 30, 2000. However, changes in prevailing economic conditions in the Company's markets could result in changes in the level of nonperforming assets and charge-offs in the future and, accordingly, changes in the Allowance.

The following table reflects the key components of the change in noninterest income for the quarter and nine months ended September 30, 2000, as compared to the same periods in 1999:

NINE MONTHS ENDED SEPTEMBER 30,
2000 1999 \% Change
Service charges on deposit accounts
Trust and investment services income
Securities losses, net
Other service charges and fees
Other
$\quad$ Total noninterest income

| \$ | 54,700 | \$ | 50,060 |
| :---: | :---: | :---: | :---: |
|  | 27,234 |  | 24,927 |
|  | (59) |  | (21) |
|  | 54,561 |  | 48,384 |
|  | 25,376(1) |  | 19,572 |
| \$ | 161, 812 | \$ | 142,922 |

$9.3 \%$
9.3
N/M
12.8
29.7

$13.2 \%$
(1) Excluding $\$ 5.0$ million termination fees and $\$ 1.218$ million gain on sale, other noninterest income decreased by $2.1 \%$.

QUARTER ENDED SEPTEMBER 30,
Service charges on deposit accounts
Trust and investment services income
Securities losses, net
Other service charges and fees
Other
$\quad$ Total noninterest income

| $\$ 19,263$ | $\$ 17,058$ | $12.9 \%$ |
| ---: | ---: | :---: |
| 9,451 | 8,109 | 16.5 |
| $(28)$ | $(1)$ | $\mathrm{N} / \mathrm{M}$ |
| 18,093 | 14,489 | 24.9 |
| 6,788 | 6,828 | $(.6)$ |
| ---- | $---\cdots$ |  |
| $\$ 53,567$ | $\$ 46,483$ | $15.2 \%$ |
| ======== | ======== |  |

N/M - Not Meaningful.

As the table above shows in more detail, noninterest income increased by $15.2 \%$ and $13.2 \%$ for the quarter and nine months ended September 30, 2000, respectively, compared to the same periods in 1999. Factors causing the increases include:

In the second quarter of 2000, we received $\$ 5.0$ million in termination fees related to the previous plan to acquire branches that were to be divested under the terminated Zions Bancorporation and First Security Corporation merger. Also in the second quarter of 2000 , we recorded the gain on the sale of a surplus facility of $\$ 1.218$ million. Both of these items were included in other noninterest income. Excluding these two items, total noninterest income increased by $8.9 \%$ for the nine months ended September 30, 2000, compared to the same period in 1999.

Service charges on deposit accounts increased for the quarter and nine months ended September 30, 2000, compared to the same periods in 1999, primarily due to higher levels of deposits caused by the expansion of our customer deposit base, predominately in our Bank of the West operating segment.

Trust and investment services income increased for the quarter and nine months ended September 30, 2000, compared to the same periods in 1999, primarily due to increased money management services to both retail and institutional clients, reflecting our continuing efforts to strengthen and diversify our revenue base.

Other service charges and fees increased for the quarter and nine months ended September 30, 2000, compared to the same periods in 1999, primarily due to: (1) higher merchant services fees, due to higher fee charges, increased volume and more merchant outlets; (2) higher bank card and ATM convenience fee income; (3) higher miscellaneous service fees; and (4) higher annuity and mutual fund sales.

BancWest and one of its bank subsidiaries hold about $5 \%$ of the shares of Star Systems, Inc. ("Star Systems"), the nation's largest PIN-secured payments network, which recently announced a merger agreement with Concord EFS, Inc. If the Star-Concord merger is completed as planned during the first half of 2001 , Concord will issue 24.75 million unregistered shares to Star Systems shareholders. BancWest may earn significant noninterest income as a result of receiving these shares in the first half of 2001.

The following table reflects the key components of the change in noninterest expense for the quarter and nine months ended September 30, 2000 as compared to the same periods in 1999:

NINE MONTHS ENDED SEPTEMBER 30,

| Salaries and wages | $\$ 137,209$ | $\$ 136,388$ | $0.6 \%$ |
| :--- | ---: | ---: | :---: |
| Employee benefits | 41,320 | 40,626 | 1.7 |
| Occupancy expense | 46,752 | 45,044 | 3.8 |
| Outside services | 35,131 | 32,457 | 8.2 |
| Intangible amortization | 27,443 | 26,812 | 2.4 |
| Equipment expense | 21,654 | 23,318 | $(7.1)$ |
| Stationery and supplies | 15,009 | 16,377 | $(8.4)$ |
| Advertising and promotion | 12,397 | 12,388 | 0.1 |
| Merger-related charges | -- | 17,534 | $\mathrm{~N} / \mathrm{M}$ |
| Other | 61,584 | 55,212 | 11.5 |
| Total noninterest expense | ------- | ------- |  |
|  | $\$ 398,499$ | $\$ 406,156$ | $(1.9) \%$ |
|  | $=======$ | $========$ |  |

QUARTER ENDED SEPTEMBER 30,

| Salaries and wages | \$ 46,652 | \$ 45,133 | 3.4\% |
| :---: | :---: | :---: | :---: |
| Employee benefits | 13,559 | 14, 050 | (3.5) |
| Occupancy expense | 15,836 | 15,141 | 4.6 |
| Outside services | 11, 001 | 11,470 | (4.1) |
| Intangible amortization | 9,141 | 8,953 | 2.1 |
| Equipment expense | 7,310 | 7,683 | (4.9) |
| Stationery and supplies | 5,230 | 5,243 | (0.2) |
| Advertising and promotion | 3,993 | 4,056 | 1.6 |
| Merger-related charges | -- | 16,116 | N/M |
| Other | 18,757 | 17,232 | 8.8 |
| Total noninterest expense | \$131,479 | \$145, 077 | (9.4)\% |

## N/M - Not Meaningful.

As the table above shows in more detail, noninterest expense decreased by $9.4 \%$ and $1.9 \%$ for the quarter and nine months ended September 30, 2000, respectively, compared to the same periods in 1999. Factors causing the decreases include:

In the second quarter of 2000, we recognized approximately $\$ 3.0$ million in expenses related to the planned acquisition of divested branches resulting from the terminated merger of Zions Bancorporation and First Security Corporation. In the second quarter of 1999, we donated a recreation center to a community group in Hawaii resulting in a pre-tax loss of $\$ 1.277$ million. Both of these items were included in other noninterest expense in the respective years. Excluding these two items and merger-related charges, noninterest expense increased over the same periods in 1999 by $2.0 \%$ for the quarter and $2.1 \%$ for the nine months ended September 30, 2000.
The reduction of equipment expenses and increase in outside service expense for the first nine months of 2000, as compared to the same period in 1999, are both related to the facilities management agreement that we have entered into for the consolidation and operation of a single data center. The decrease in equipment expense is due to the transfer of certain assets to the outside service provider under the facilities management agreement. The increase in the outside service expense is primarily due to the fee paid for the facilities management agreement.

Occupancy expense increased for the first nine months and third quarter of 2000 over the same periods in 1999, due primarily to increases in rent expense for certain facilities.

The Company's effective income tax rates (exclusive of the tax equivalent adjustment) for the quarter and nine months ended September 30, 2000 were $41.5 \%$ and $41.8 \%$, respectively, as compared to $43.4 \%$ and $42.1 \%$ for the same periods in 1999. The decrease in the effective tax rate was primarily due to certain non-deductible restructuring, merger-related and other nonrecurring cost incurred in 1999, partially offset by the tax benefits related to the charitable donation of the recreation center in the second quarter of 1999.

## LIQUIDITY AND CAPITAL

Stockholders' equity was $\$ 1.947$ billion at September 30, 2000, an increase of $5.6 \%$ over $\$ 1.843$ billion at December 31, 1999. Compared to September 30, 1999, stockholders' equity at September 30, 2000 increased by $\$ 126.264$ million, or $6.9 \%$. The increase was primarily due to net income for the respective periods, less dividends paid.

Under regulation established to ensure capital adequacy, the Company is required to maintain minimum amounts of Tier 1 and Total Capital and minimum ratios of Tier 1 Capital and Total Capital to risk-weighted assets, respectively, and of Tier 1 Capital to average assets (leverage). These amounts and ratios as of September 30, 2000 are set forth below:

Actual
For Capital Adequacy Purposes

| Amount | Ratio |
| :---: | :---: |


| Amount | Ratio |
| :---: | :---: |

(dollars in thousands)
Tier 1 Capital to Risk-Weighted Assets
\$1, 409, 080
8.79\%
\$ 641, 388
4.00\%

Total Capital to Risk-Weighted Assets
ier 1 Capital to Average Assets
\$1, 680, 466
10.48\%
\$1, 282,777
8.00\%
\$1, 409, 080
8.21\%
\$ 515,153
$3.00 \%$

As of September 30, 2000 the Company's depository institution subsidiaries were categorized as well-capitalized under the applicable federal regulations regarding the regulatory framework for prompt corrective action. To be categorized as well-capitalized, a bank must have a Tier 1 risk-based capital ratio of $6.00 \%$ or greater, a total risk-based capital ratio of $10.00 \%$ or greater, a leverage ratio of $5.00 \%$ or greater and not be subject to any agreement, order or directive to meet a specific capital level for any capital measure.

## NEW MEXICO AND NEVADA BRANCH ACQUISITIONS

In September 2000, Bank of the West entered into agreements to acquire branches in New Mexico and Nevada that are being divested by First Security Corporation in connection with its merger with Wells Fargo \& Company. If the acquisition is completed Bank of the West will add 23 branches in New Mexico and seven in Nevada, along with approximately $\$ 1.2$ billion in deposits and $\$ 300$ million in commercial, consumer and agricultural loans. Bank of the West expects to incur pre-tax merger and integration charges of approximately $\$ 4$ million during the fourth quarter of this year and the first quarter of 2001 for the integration of the branches.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

At September 30, 2000, there was no significant change in the Company's market risk from the information provided with respect to "Quantitative and Qualitative Disclosures About Market Risk" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999. Quantitative and qualitative disclosures regarding the Company's market risk are also included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" (pages 39 through 41) and "Notes to Consolidated Financial Statements" (pages 51 through 53) in the Financial Review section of the Company's Annual Report 1999.

PART II. OTHER INFORMATION
ITEM 6. EXHIBITS AND REPORTS ON FORM $8-K$
(a) Exhibits

Exhibit 12 Statement regarding computation of ratios.
Exhibit 27 Financial data schedule.
(b) Reports on Form 8-K None.

## 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 November 13, 2000 November 13, 2000

BANCWEST CORPORATION (REGISTRANT)

By /s/ HOWARD H. KARR
HOWARD H. KARR
EXECUTIVE VICE PRESIDENT AND CHIEF
FINANCIAL OFFICER
(PRINCIPAL FINANCIAL OFFICER)

EXHIBIT
NUMBER

## DESCRIPTION

## ------

Statement regarding computation of ratios.
Financial data schedule.

EXHIBIT 12. STATEMENT RE: COMPUTATION OF RATIOS

BancWest Corporation and Subsidiaries
Computation of Consolidated Ratios of Earnings to Fixed Charges

|  | QUARTER ENDED SEPTEMBER 30, |  | NINE MONTHS ENDED SEPTEMBER 30, |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2000 | 1999 | 2000 | 1999 |
|  |  | (dollars | housands) |  |
| Income before income taxes | \$ 97,128 | \$ 65,076 | \$275,174 | \$213,981 |
| Fixed charges(1) : |  |  |  |  |
| Interest expense | 148,226 | 112,794 | 407,871 | 330,382 |
| Rental expense | 4,438 | 3,869 | 11,975 | 11,274 |
|  | 152,664 | 116,663 | 419,846 | 341,656 |
| Less interest on deposits | 120,389 | 93,677 | 330,200 | 271,057 |
| Net fixed charges | 32,275 | 22,986 | 89,646 | 70,599 |
| Earnings, excluding |  |  |  |  |
| - interest on deposits | $\begin{aligned} & \$ 129,403 \\ & ======= \end{aligned}$ | \$ $=======$ | $=======$ | = ====== |
| Earnings, including |  |  |  |  |
| Ratio of earnings to fixed charges: |  |  |  |  |
| Excluding interest on deposits | 4.01X | $3.83 x$ | 4.07X | 4.03x |
| Including interest on deposits | 1.64X | 1.56x | 1.66X | 1.63x |

(1) For purposes of computing the consolidated ratios of earnings to fixed charges, earnings represent income before income taxes plus fixed charges. Fixed charges, excluding interest on deposits, include interest (other than on deposits), whether expensed or capitalized, and that portion of rental expense (generally one third) deemed representative of the interest factor. Fixed charges, including interest on deposits, consists of the foregoing items plus interest on deposits.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE REGISTRANT'S QUARTERLY FINANCIAL STATEMENTS AS OF AND FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2000, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

$$
\begin{aligned}
& \text { 9-MOS } \\
& 0 \\
& 1.28 \\
& 8.28 \\
& \text { 69, } 363 \\
& \text { 14, } 001 \\
& \text { 19, } 277 \\
& \text { 161,418 } \\
& \text { 43, } 231 \\
& \text { 9, } 219 \\
& \text { 171, } 386 \\
& \text { 168,505 } \\
& 835 \\
& \text { 169,340 }
\end{aligned}
$$

