GLACIER BANCORP INC
Form 10-Q
August 08, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended June 30, 2011

o **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 000-18911
GLACIER BANCORP, INC.

(Exact name of registrant as specified in its charter)

MONTANA	81-0519541
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
49 Commons Loop, Kalispell, Montana	59901
(Address of principal executive offices)	(Zip Code)

(406) 756-4200

Registrant s telephone number, including area code
Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

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. þ Yes o 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 (§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). þ Yes o No

Indicate by checkmark 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 þ	Accelerated Filer o	Non-Accelerated Filer o (Do not check if a smaller reporting company)	Smaller reporting Company o

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes þ No

The number of shares of Registrant s common stock outstanding on July 22, 2011 was 71,915,073. No preferred shares are issued or outstanding.

GLACIER BANCORP, INC.
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Glacier Bancorp, Inc.
Unaudited Condensed Consolidated Statements of Financial Condition

(Dollars in thousands, except per share data)	June 30, 2011	December 31, 2010
Assets		
Cash on hand and in banks	$ 94,890	71,465
Interest bearing cash deposits	34,151	33,626
Cash and cash equivalents	129,041	105,091
Investment securities, available-for-sale	2,784,415	2,395,847
Loans held for sale	35,440	76,213
Loans receivable	3,601,811	3,749,289
Allowance for loan and lease losses	(139,795)	(137,107)
Loans receivable, net	3,462,016	3,612,182
Premises and equipment, net	154,410	152,492
Other real estate owned	99,585	73,485
Accrued interest receivable	35,229	30,246
Deferred tax asset	23,548	40,284
Core deposit intangible, net	9,440	10,757
Goodwill	146,259	146,259
Non-marketable equity securities	50,762	65,040
Other assets	48,175	51,391
Total assets	$ 6,978,320	6,759,287
Liabilities		
Non-interest bearing deposits	$ 916,887	855,829
Interest bearing deposits	3,787,912	3,666,073
Federal Home Loan Bank advances	925,061	965,141
Securities sold under agreements to repurchase	251,303	249,403
Federal funds purchased	48,000	
Other borrowed funds	14,799	20,005
Accrued interest payable	6,261	7,245
Subordinated debentures	125,203	125,132
Other liabilities	38,122	32,255
Total liabilities	6,113,548	5,921,083

Stockholders Equity

Preferred shares, $0.01 par value per share, 1,000,000 shares authorized, none issued or outstanding		
Common stock, $0.01 par value per share, 117,187,500 shares authorized	719	719
Paid-in capital	642,878	643,894
Retained earnings substantially restricted	196,536	193,063
Accumulated other comprehensive income	24,639	528
Total stockholders equity	864,772	838,204
Total liabilities and stockholders equity	$ 6,978,320	6,759,287
Number of common stock shares issued and outstanding	71,915,073	71,915,073

See accompanying notes to unaudited condensed consolidated financial statements.

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Glacier Bancorp, Inc.
Unaudited Condensed Consolidated Statements of Operations

(Dollars in thousands, except per share data)	Three Months ended June 30, 2011	Three Months ended June 30, 2010	Six Months ended June 30, 2011	Six Months ended June 30, 2010
Interest Income				
Residential real estate loans	$ 8,156	11,421	16,872	23,254
Commercial loans	32,977	37,003	66,035	73,675
Consumer and other loans	10,211	10,720	20,661	21,360
Investment securities	20,218	14,674	36,367	28,927
Total interest income	71,562	73,818	139,935	147,216
Interest Expense				
Deposits	6,584	9,222	13,672	18,553
Federal Home Loan Bank advances	3,093	2,454	5,641	4,765
Securities sold under agreements to repurchase	319	399	676	815
Subordinated debentures	1,273	1,648	2,916	3,284
Other borrowed funds	62	26	95	216
Total interest expense	11,331	13,749	23,000	27,633
Net Interest Income	60,231	60,069	116,935	119,583
Provision for loan losses	19,150	17,246	38,650	38,156
Net interest income after provision for loan losses	41,081	42,823	78,285	81,427
Non-Interest Income				
Service charges and other fees	11,330	10,641	21,538	20,161
Miscellaneous loan fees and charges	928	1,259	1,905	2,385
Gain on sale of loans	4,291	6,133	8,985	10,024
(Loss) gain on sale of investments	(591)	242	(467)	556
Other income	1,893	3,143	3,285	4,475
Total non-interest income	17,851	21,418	35,246	37,601
Non-Interest Expense				
Compensation, employee benefits and related expense	21,170	21,652	42,773	43,008
Occupancy and equipment expense	5,728	5,988	11,682	11,936
Advertising and promotions	1,635	1,644	3,119	3,236
Outsourced data processing expense	791	761	1,564	1,455
Core deposit intangibles amortization	590	801	1,317	1,621

Other real estate owned expense	5,062	7,373	7,161	9,691
Federal Deposit Insurance Corporation premiums	2,197	2,165	4,521	4,365
Other expense	9,047	7,852	16,559	14,885
Total non-interest expense	46,220	48,236	88,696	90,197
Earnings Before Income Taxes	12,712	16,005	24,835	28,831
Federal and state income tax expense	826	2,783	2,664	5,539
Net Earnings	$ 11,886	13,222	22,171	23,292
Basic earnings per share	$ 0.17	0.19	0.31	0.35
Diluted earnings per share	$ 0.17	0.19	0.31	0.35
Dividends declared per share	$ 0.13	0.13	0.26	0.26
Average outstanding shares basic	71,915,073	71,913,102	71,915,073	67,363,476
Average outstanding shares diluted	71,915,073	71,914,894	71,915,073	67,364,377

See accompanying notes to unaudited condensed consolidated financial statements.

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Glacier Bancorp, Inc.
Unaudited Condensed Consolidated Statements of Stockholders Equity and Comprehensive Income
Year ended December 31, 2010 and Six Months ended June 30, 2011

(Dollars in thousands, except per share data)	Common Stock Shares	Common Stock Amount	Paid-in Capital	Retained Earnings Substantially Restricted	Accumulated Other Comp-rehensive (Loss) Income	Total Stock-holders Equity
Balance at December 31, 2009	61,619,803	$ 616	497,493	188,129	(348)	685,890
Comprehensive income:						
Net earnings				42,330		42,330
Unrealized gain on securities, net of reclassification adjustment and taxes					876	876
Total comprehensive income						43,206
Cash dividends declared ($0.52 per share)				(37,396)		(37,396)
Stock options exercised	3,805		58			58
Public offering of stock issued	10,291,465	103	145,493			145,596
Stock based compensation and related taxes			850			850
Balance at December 31, 2010	71,915,073	$ 719	643,894	193,063	528	838,204
Comprehensive income:						
Net earnings				22,171		22,171
Unrealized gain on securities, net of reclassification adjustment and taxes					24,111	24,111
Total comprehensive income						46,282
Cash dividends declared ($0.26 per share)				(18,698)		(18,698)
Stock based compensation and related taxes			(1,016)			(1,016)
Balance at June 30, 2011	71,915,073	$ 719	642,878	196,536	24,639	864,772

See accompanying notes to unaudited condensed consolidated financial statements.

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Glacier Bancorp, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows

(Dollars in thousands)	Six Months ended June 30 2011	2010
Operating Activities		
Net cash provided by operating activities	$ 135,267	96,450
Investing Activities		
Proceeds from sales, maturities and prepayments of investments available-for-sale	429,256	244,484
Purchases of investments available-for-sale	(796,155)	(469,030)
Principal collected on loans	459,488	427,901
Loans originated or acquired	(397,174)	(416,715)
Net decrease (increase) of non-marketable equity securities	14,278	(1,729)
Proceeds from sale of other real estate owned	17,443	25,722
Net addition of premises and equipment and other real estate owned	(7,337)	(9,003)
Net cash used in investment activities	(280,201)	(198,370)
Financing Activities		
Net increase in deposits	182,897	409,964
Net decrease in Federal Home Loan Bank advances	(40,080)	(260,385)
Net increase in securities sold under repurchase agreements	1,900	11,891
Net decrease in Federal Reserve Bank discount window		(225,000)
Net increase (decrease) in federal funds purchased and other borrowed funds	42,865	(3,610)
Cash dividends paid	(18,698)	(18,697)
Deficiencies in benefits related to the exercise of stock options		(4)
Proceeds from exercise of stock options and other stock issued		145,654
Net cash provided by financing activities	168,884	59,813
Net increase (decrease) in cash and cash equivalents	23,950	(42,107)
Cash and cash equivalents at beginning of period	105,091	210,575
Cash and cash equivalents at end of period	$ 129,041	168,468
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	$ 23,985	27,262
Cash paid during the period for income taxes	3,681	8,061
Sale and refinancing of other real estate owned	$ 2,521	6,320
Other real estate acquired in settlement of loans	49,570	45,888

See accompanying notes to unaudited condensed consolidated financial statements.

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Notes to Unaudited Condensed Consolidated Financial Statements

1) Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of Glacier Bancorp, Inc. s (the Company) financial condition as of June 30, 2011, stockholders equity and comprehensive income for the six months ended June 30, 2011, the results of operations for the three and six month periods ended June 30, 2011 and 2010, and cash flows for the six months ended June 30, 2011 and 2010. The condensed consolidated statement of financial condition and statement of stockholders equity and comprehensive income of the Company as of and for the year ended December 31, 2010 have been derived from the audited consolidated statements of the Company as of that date.

The accompanying condensed consolidated financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2010. Operating results for the three and six months ended June 30, 2011 are not necessarily indicative of the results anticipated for the year ending December 31, 2011. Certain reclassifications have been made to the 2010 financial statements to conform to the 2011 presentation.

Material estimates that are particularly susceptible to significant change include the determination of the allowance for loan and lease losses (ALLL or allowance) and the valuations related to investments and real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the ALLL and other real estate valuation estimates, management obtains independent appraisals (new or updated) for significant items. Estimates relating to investments are obtained from independent parties. Estimates relating to business combinations are determined based on internal calculations using significant independent party inputs and independent party valuations.

2) Organizational Structure

The Company is a Montana corporation headquartered in Kalispell, Montana. The Company is a regional multi-bank holding company that provides a full range of banking services to individual and corporate customers in Montana, Idaho, Wyoming, Colorado, Utah and Washington through its bank subsidiaries (collectively referred to hereafter as the Banks). The bank subsidiaries are subject to competition from other financial service providers. The bank subsidiaries are also subject to the regulations of certain government agencies and undergo periodic examinations by those regulatory authorities.

As of June 30, 2011, the Company is the parent holding company (Parent) for eleven independent wholly-owned community bank subsidiaries: Glacier Bank (Glacier), First Security Bank of Missoula (First Security), Western Security Bank (Western), Valley Bank of Helena (Valley), Big Sky Western Bank (Big Sky), and First Bank of Montana (First Bank-MT), all located in Montana; Mountain West Bank (Mountain West) and Citizens Community Bank (Citizens) located in Idaho; 1st Bank (1st Bank) and First Bank of Wyoming, formerly First National Bank & Trust, (First Bank-WY) located in Wyoming; and Bank of the San Juans (San Juans) located in Colorado. Effective June 30, 2011, First Bank-WY changed from a national bank charter to a State of Wyoming bank charter. All significant inter-company transactions have been eliminated in consolidation.

In 2010, the Company formed a wholly-owned subsidiary, GBCI Other Real Estate (GORE), to isolate certain bank foreclosed properties for legal protection and administrative purposes. The foreclosed properties were sold to GORE from bank subsidiaries at fair market value and properties remaining are currently held for sale.

The Company owns seven trust subsidiaries, Glacier Capital Trust II (Glacier Trust II), Glacier Capital Trust III (Glacier Trust III), Glacier Capital Trust IV (Glacier Trust IV), Citizens (ID) Statutory Trust I (Citizens Trust I), Bank of the San Juans Bancorporation Trust I (San Juans Trust I), First Company Statutory Trust 2001 (First Co Trust 01) and First Company Statutory Trust 2003 (First Co Trust 03) for the purpose of issuing trust preferred securities. The trust subsidiaries are not consolidated into the Company s financial statements.

A variable interest entity (VIE) exists 1) when either the entity s total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or 2) the entity has equity investors that cannot make significant decisions about the entity s operations or that do not absorb their proportionate share of the expected losses or receive the expected returns of the entity. In addition, a VIE must be consolidated by the Company if it is deemed to be the primary beneficiary of the VIE, which is the party involved with the VIE that will absorb a majority of the expected losses, receive a majority of the expected residual returns, or both. The VIEs should be regularly monitored to determine if any reconsideration events have occurred that could cause its primary beneficiary status to change.

The Company has equity investments in Certified Development Entities (CDE) which have received allocations of new markets tax credits (NMTC). The Company also has equity investments in low-income housing tax credit (LIHTC) partnerships. The CDEs and the LIHTC partnerships are VIEs. The underlying activities of the VIEs are community development projects designed primarily to promote community welfare, such as economic rehabilitation and development of low-income areas by providing housing, services, or jobs for residents. The maximum exposure to loss in the VIEs is the amount of equity invested and credit extended by the Company, however, the Company has credit protection in the form of indemnification agreements, guarantees, and collateral arrangements. The Company has evaluated the variable interests held by the Company in each CDE (NMTC) and LIHTC partnership investments and determined that the Company is the primary beneficiary of such VIEs and has consolidated the VIEs into the bank subsidiary which holds the direct investment in the VIE. For the CDE (NMTC) and LIHTC investments, the creditors and other beneficial interest holders therein have no recourse to the general credit of the bank subsidiaries. As of June 30, 2011, the Company had investments in VIEs of $39,757,000 and $3,246,000 for the CDE (NMTC) and LIHTC partnerships, respectively. The total assets consolidated into the bank subsidiaries approximated the investments in the VIEs.

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The following abbreviated organizational chart illustrates the Company s various relationships as of June 30, 2011:

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3) Investment Securities, Available-for-Sale

A comparison of the amortized cost and estimated fair value of the Company s investment securities designated as available-for-sale is presented below.

	June 30, 2011				
(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and federal agency					
Maturing after one year through five years	1.62%	$ 205	5		210
U.S. government sponsored enterprises					
Maturing after one year through five years	2.31%	35,245	793		36,038
Maturing after five years through ten years	1.89%	83			83
	2.31%	35,328	793		36,121
State and local governments and other issues					
Maturing within one year	4.10%	1,147	18	(3)	1,162
Maturing after one year through five years	2.44%	100,685	1,205	(1)	101,889
Maturing after five years through ten years	2.57%	68,620	1,001	(7)	69,614
Maturing after ten years	4.88%	794,825	23,731	(3,630)	814,926
	4.46%	965,277	25,955	(3,641)	987,591
Collateralized debt obligations					
Maturing after ten years	8.03%	8,938		(2,985)	5,953
Residential mortgage-backed securities	2.29%	1,734,149	22,070	(1,679)	1,754,540
Total investment securities	3.07%	$ 2,743,897	48,823	(8,305)	2,784,415

	December 31, 2010				
(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and federal agency					
Maturing after one year through five years	1.62%	$ 207	4		211

U.S. government sponsored enterprises					
Maturing after one year through five years	2.38%	40,715	715		41,430
Maturing after five years through ten years	1.94%	84			84
Maturing after ten years	0.73%	4			4
	2.38%	40,803	715		41,518
State and local governments and other issues					
Maturing within one year	4.06%	1,091	20	(5)	1,106
Maturing after one year through five years	3.70%	8,341	214	(10)	8,545
Maturing after five years through ten years	3.73%	18,675	379	(56)	18,998
Maturing after ten years	4.91%	639,364	5,281	(15,873)	628,772
	4.86%	667,471	5,894	(15,944)	657,421
Collateralized debt obligations					
Maturing after ten years	8.03%	11,178		(4,583)	6,595
Residential mortgage-backed securities	2.23%	1,675,319	17,569	(2,786)	1,690,102
Total investment securities	3.00%	$ 2,394,978	24,182	(23,313)	2,395,847

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Included in the residential mortgage-backed securities is $55,611,000 and $68,051,000 as of June 30, 2011 and December 31, 2010, respectively, of non-guaranteed private label whole loan mortgage-backed securities of which none of the underlying collateral is subprime.

Maturities of securities do not reflect repricing opportunities present in adjustable rate securities, nor do they reflect expected shorter maturities based upon early prepayment of principal. Weighted yields are based on the constant yield method taking into account premium amortization and discount accretion. Weighted yields on tax-exempt investment securities exclude the tax effect.

The cost of each investment sold is determined by specific identification. Gain and loss on sale of investments consists of the following:

	Three Months ended June 30,		Six Months ended June 30,	
(Dollars in thousands)	2011	2010	2011	2010
Gross proceeds	$ 4,074	23,265	8,208	32,323
Less amortized cost	(4,665)	(23,023)	(8,675)	(31,767)
Net (loss) gain on sale of investments	$ (591)	242	(467)	556
Gross gain on sale of investments	$ 39	959	223	1,349
Gross loss on sale of investments	(630)	(717)	(690)	(793)
Net (loss) gain on sale of investments	$ (591)	242	(467)	556

Investments with an unrealized loss position at June 30, 2011 are summarized as follows:

	Less than 12 Months		12 Months or More		Total	
(Dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
State and local governments and other issues	$ 129,535	(2,546)	13,671	(1,095)	143,206	(3,641)
Collateralized debt obligations			5,953	(2,985)	5,953	(2,985)
Residential mortgage-backed securities	164,451	(1,289)	10,930	(390)	175,381	(1,679)
Total temporarily impaired securities	$ 293,986	(3,835)	30,554	(4,470)	324,540	(8,305)

Investments with an unrealized loss position at December 31, 2010 are summarized as follows:

	Less than 12 Months		12 Months or More		Total	
(Dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss

State and local governments and other issues	$ 365,164	(14,680)	13,122	(1,264)	378,286	(15,944)
Collateralized debt obligations			6,595	(4,583)	6,595	(4,583)
Residential mortgage-backed securities	364,925	(1,585)	19,304	(1,201)	384,229	(2,786)
Total temporarily impaired securities	$ 730,089	(16,265)	39,021	(7,048)	769,110	(23,313)

The Company assesses individual securities in its investment securities portfolio for impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant. An investment is impaired if the fair value of the security is less than its carrying value at the financial statement date. If impairment is determined to be other-than-temporary, an impairment loss is recognized by reducing the amortized cost for the credit loss portion of the impairment with a corresponding charge to earnings of a like amount.

For fair value estimates provided by third party vendors, management also considered the models and methodology for appropriate consideration of both observable and unobservable inputs, including appropriately adjusted discount rates and credit spreads for securities with limited or inactive markets, and whether the quoted prices reflect orderly transactions. For certain securities, the Company obtained independent estimates of inputs, including cash flows, in supplement to third party vendor provided information. The Company also reviewed financial statements of select issuers, with follow up discussions with issuers management for clarification and verification of information relevant to the Company s impairment analysis.

In evaluating securities for other-than-temporary impairment losses, management assesses whether the Company intends to sell or if it is more likely-than-not that it will be required to sell impaired securities. In so doing, management considers contractual constraints, liquidity, capital, asset/liability management and securities portfolio objectives. With respect to its impaired securities at June 30, 2011, management determined that it does not intend to sell and that there is no expected requirement to sell any of its impaired securities.

Based on an analysis of its impaired securities as of June 30, 2011, the Company determined that none of such securities had other-than-temporary impairment.

4) Loans Receivable, Net

The following schedules disclose the recorded investment in loans and ALLL on a portfolio class basis:

	Three Months ended June 30, 2011					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Allowance for loan and lease losses						
Balance at beginning of period	$ 140,829	17,004	80,098	20,960	14,206	8,561
Provision for loan losses	19,150	1,557	9,430	3,969	294	3,900
Charge-offs	(21,814)	(1,388)	(10,691)	(5,413)	(971)	(3,351)
Recoveries	1,630	239	1,048	99	96	148
Balance at end of period	$ 139,795	17,412	79,885	19,615	13,625	9,258

	At or for the Six Months ended June 30, 2011					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Allowance for loan and lease losses						
Balance at beginning of period	$ 137,107	20,957	76,147	19,932	13,334	6,737
Provision for loan losses	38,650	(703)	23,697	6,607	2,415	6,634
Charge-offs	(38,318)	(3,157)	(21,319)	(7,166)	(2,303)	(4,373)
Recoveries	2,356	315	1,360	242	179	260
Balance at end of period	$ 139,795	17,412	79,885	19,615	13,625	9,258

Allowance for loan and lease losses						
Individually evaluated for impairment	$ 13,895	1,606	9,431	1,480	216	1,162
Collectively evaluated for impairment	125,900	15,806	70,454	18,135	13,409	8,096
Total allowance for loan and lease losses	$ 139,795	17,412	79,885	19,615	13,625	9,258
Loans receivable						
Individually evaluated for impairment	$ 208,892	24,963	146,544	23,000	9,129	5,256
Collectively evaluated for impairment	3,392,919	502,845	1,586,828	634,017	451,379	217,850
Total loans receivable	$ 3,601,811	527,808	1,733,372	657,017	460,508	223,106

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	December 31, 2010					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Allowance for loan and lease losses						
Individually evaluated for impairment	$ 16,871	2,793	10,184	2,649	504	741
Collectively evaluated for impairment	120,236	18,164	65,963	17,283	12,830	5,996
Total allowance for loan and lease losses	$ 137,107	20,957	76,147	19,932	13,334	6,737
Loans receivable						
Individually evaluated for impairment	$ 225,052	29,480	165,784	21,358	6,138	2,292
Collectively evaluated for impairment	3,524,237	603,397	1,630,719	633,230	476,999	179,892
Total loans receivable	$ 3,749,289	632,877	1,796,503	654,588	483,137	182,184

Substantially all of the Company s loan receivables are with customers within the Company s market areas. Although the Company has a diversified loan portfolio, a substantial portion of its customers ability to honor their obligations is dependent upon the economic performance in the Company s market areas. Net deferred fees, premiums, and discounts are included in the loan receivable balances of $4,508,000 and $6,001,000 at June 30, 2011 and December 31, 2010, respectively.

The following is a summary of activity in the ALLL:

	Three Months ended June 30,		Six Months ended June 30,	
(Dollars in thousands)	2011	2010	2011	2010
Balance at beginning of the period	$ 140,829	143,600	137,107	142,927
Provision for loan losses	19,150	17,246	38,650	38,156
Charge-offs	(21,814)	(20,107)	(38,318)	(41,584)
Recoveries	1,630	926	2,356	2,166
Balance at end of the period	$ 139,795	141,665	139,795	141,665

The following schedules disclose the impaired loans by portfolio class of loans:

	At or for the Three or Six Months ended June 30, 2011					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Loans with a specific valuation allowance						

Recorded balance	$ 52,850	10,326	32,871	5,140	778	3,735
Unpaid principal balance	60,659	10,350	40,049	5,621	863	3,776
Valuation allowance	13,895	1,606	9,431	1,480	216	1,162
Average impaired loans three months	56,996	7,531	35,989	8,299	1,278	3,899
Average impaired loans six months	59,720	9,178	38,772	7,498	1,096	3,176
Loans without a specific valuation allowance						
Recorded balance	$156,042	14,637	113,673	17,860	8,351	1,521
Unpaid principal balance	185,783	16,614	132,408	25,178	9,367	2,216
Average impaired loans three months	156,821	14,478	116,356	16,293	8,231	1,463
Average impaired loans six months	157,842	15,321	118,053	16,015	7,290	1,163
Totals						
Recorded balance	$208,892	24,963	146,544	23,000	9,129	5,256
Unpaid principal balance	246,442	26,964	172,457	30,799	10,230	5,992
Valuation allowance	13,895	1,606	9,431	1,480	216	1,162
Average impaired loans three months	213,817	22,009	152,345	24,592	9,509	5,362
Average impaired loans six months	217,562	24,499	156,825	23,513	8,386	4,339

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	At or for the Year ended December 31, 2010					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Loans with a specific valuation allowance						
Recorded balance	$ 65,170	12,473	44,338	5,898	732	1,729
Unpaid principal balance	73,195	12,970	50,614	6,934	945	1,732
Valuation allowance	16,871	2,793	10,184	2,649	504	741
Average impaired loans	71,192	10,599	51,627	5,773	1,514	1,679
Loans without a specific valuation allowance						
Recorded balance	$ 159,882	17,007	121,446	15,460	5,406	563
Unpaid principal balance	186,280	20,399	142,141	16,909	6,204	627
Average impaired loans	152,364	18,402	109,136	17,412	5,696	1,718
Totals						
Recorded balance	$ 225,052	29,480	165,784	21,358	6,138	2,292
Unpaid principal balance	259,475	33,369	192,755	23,843	7,149	2,359
Valuation allowance	16,871	2,793	10,184	2,649	504	741
Average impaired loans	223,556	29,001	160,763	23,185	7,210	3,397

The following is a loan portfolio aging analysis on a portfolio class basis:

	June 30, 2011					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Accruing loans 30-59 days or more past due	$ 30,443	703	18,887	4,510	4,520	1,823
Accruing loans 60-89 days or more past due	10,708	2,968	4,427	1,294	1,283	736
Accruing loans 90 days or more past due	7,177	1,026	2,780	2,689	437	245
Non-accual loans	154,784	14,444	108,833	19,931	8,477	3,099
Total past due and non-accrual loans	203,112	19,141	134,927	28,424	14,717	5,903
Current loans receivable	3,398,699	508,667	1,598,445	628,593	445,791	217,203
Total loans receivable	$ 3,601,811	527,808	1,733,372	657,017	460,508	223,106

	December 31, 2010					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer

Accruing loans 30-59 days or more past due	$ 36,545	13,450	11,399	6,262	3,031	2,403
Accruing loans 60-89 days or more past due	8,952	1,494	4,424	1,053	1,642	339
Accruing loans 90 days or more past due	4,531	506	731	2,320	910	64
Non-accual loans	192,505	23,095	142,334	18,802	5,431	2,843
Total past due and non-accrual loans	242,533	38,545	158,888	28,437	11,014	5,649
Current loans receivable	3,506,756	594,332	1,637,615	626,151	472,123	176,535
Total loans receivable	$ 3,749,289	632,877	1,796,503	654,588	483,137	182,184

The Company considers its impaired loans to be the primary credit quality indicator for monitoring the credit quality of the loan portfolio. Loans are designated impaired when, based upon current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement, and therefore, the Company has serious doubts as to the ability of such borrowers to fulfill the contractual obligation. Impaired loans include non-performing loans (i.e., non-accrual loans and accruing loans 90 days or more past due) and accruing loans under ninety days past due where it is probable payments will not be received according to the loan agreement (e.g., troubled debt restructuring). Loan impairment is measured in the same manner for each class within the loan portfolio. Interest income recognized on impaired loans for the periods ended June 30, 2011 and December 31, 2010 was not significant.

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5) Comprehensive Income

The Company s only component of comprehensive income other than net earnings is the unrealized gain or loss, net of tax, on available-for-sale securities.

	Three Months ended June 30,		Six Months ended June 30,	
(Dollars in thousands)	2011	2010	2011	2010
Net earnings	$ 11,886	13,222	22,171	23,292
Unrealized holding gains arising during the period	36,154	5,635	39,182	15,588
Tax expense	(14,169)	(2,209)	(15,355)	(6,109)
Net after tax	21,985	3,426	23,827	9,479
Reclassification adjustment for losses (gains) included in net earnings	591	(242)	467	(556)
Tax (benefit) expense	(231)	95	(183)	218
Net after tax	360	(147)	284	(338)
Net unrealized gain on securities	22,345	3,279	24,111	9,141
Total comprehensive income	$ 34,231	16,501	46,282	32,433

6) Earnings Per Share

Basic earnings per common share is computed by dividing net earnings by the weighted average number of shares of common stock outstanding during the period presented. Diluted earnings per share is computed by including the net increase in shares as if dilutive outstanding stock options were exercised, using the treasury stock method.

The following schedule contains the data used in the calculation of basic and diluted earnings per share:

	Three Months ended June 30,		Six Months ended June 30,	
	2011	2010	2011	2010
Net earnings available to common stockholders, basic and diluted	$ 11,886,000	13,222,000	22,171,000	23,292,000
Average outstanding shares basic	71,915,073	71,913,102	71,915,073	67,363,476
Add: dilutive stock options		1,792		901
Average outstanding shares diluted	71,915,073	71,914,894	71,915,073	67,364,377
Basic earnings per share	$ 0.17	0.19	0.31	0.35

Diluted earnings per share	$	0.17	0.19	0.31	0.35

There were 1,641,528 and 2,285,661 stock options excluded from the diluted average outstanding share calculation for the six months ended June 30, 2011 and 2010, respectively, due to the option exercise price exceeding the market price.

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7) Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There is a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs that may be used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

The following is a description of the inputs and valuation methodologies used for financial assets measured at fair value on a recurring basis. There have been no significant changes in the valuation techniques during the period ended June 30, 2011.

Investment securities: fair value for available-for-sale securities is estimated by obtaining quoted market prices for identical assets, where available. If such prices are not available, fair value is based on independent asset pricing services and models, the inputs of which are market-based or independently sourced market parameters, including but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections, and cash flows. For those securities where greater reliance on unobservable inputs occurs, such securities are classified as Level 3 within the hierarchy.

The following schedules disclose the major classes of assets measured at fair value on a recurring basis at June 30, 2011 and December 31, 2010.

(Dollars in thousands)	Assets/ Liabilities Measured at Fair Value 6/30/11	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
U.S. government and federal agency	$ 210		210	
U.S. government sponsored enterprises	36,121		36,121	
State and local governments and other issues	987,591		987,591	
Collateralized debt obligations	5,953			5,953
Residential mortgage-backed securities	1,754,540		1,754,341	199
Total financial assets	$ 2,784,415		2,778,263	6,152

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(Dollars in thousands)	Assets/ Liabilities Measured at Fair Value 12/31/10	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
U.S. government and federal agency	$ 211		211	
U.S. government sponsored enterprises	41,518		41,518	
State and local governments and other issues	657,421		657,421	
Collateralized debt obligations	6,595			6,595
Residential mortgage-backed securities	1,690,102		1,689,946	156
Total financial assets	$ 2,395,847		2,389,096	6,751

The following schedules reconcile the beginning and ending balances for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the six month period ended June 30, 2011 and the year ended December 31, 2010.

	Significant Unobservable Inputs (Level 3)		
(Dollars in thousands)	Total	Collateralized Debt Obligations	Residential Mortgage-backed Securities
Balance as of December 31, 2010	$ 6,751	6,595	156
Total unrealized gains included in other comprehensive income	1,641	1,598	43
Amortization, accretion and principal payments	(2,240)	(2,240)	
Balance as of June 30, 2011	$ 6,152	5,953	199

	Significant Unobservable Inputs (Level 3)			
(Dollars in thousands)	Total	State and Local Governments and Other Issues	Collateralized Debt Obligations	Residential Mortgage-backed Securities
Balance as of December 31, 2009	$ 9,988	2,088	6,789	1,111
Total unrealized gains included in other comprehensive income	3,381		3,276	105
Amortization, accretion and principal payments	(1,510)		(1,510)	
Sales, maturities and calls	(3,020)		(1,960)	(1,060)
Transfers out of Level 3	(2,088)	(2,088)		
Balance as of December 31, 2010	$ 6,751		6,595	156

The following is a description of the inputs and valuation methodologies used for assets recorded at fair value on a non-recurring basis. There have been no significant changes in the valuation techniques during the six months ended June 30, 2011.

Other real estate owned: other real estate owned is carried at the lower of fair value at acquisition date or estimated fair value, less estimated cost to sell. Estimated fair value of other real estate owned is based on appraisals or evaluations. Other real estate owned is classified within Level 3 of the fair value hierarchy.

Collateral-dependent impaired loans, net of ALLL: loans included in the Company s financials for which it is probable that the Company will not collect all principal and interest due according to contractual terms are considered impaired. Estimated fair value of collateral-dependent impaired loans is based on the fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

In determining fair values of other real estate owned and the collateral-dependent impaired loan, the Company considers the appraisal or evaluation as the starting point for determining fair value and the Company also considers other factors and events in the environment that may affect the fair value.

The following schedules disclose the major classes of assets with a recorded change during the period in the condensed consolidated financial statements resulting from re-measuring the assets at fair value on a non-recurring basis at June 30, 2011 and December 31, 2010.

(Dollars in thousands)	Assets/ Liabilities Measured at Fair Value 6/30/11	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
Other real estate owned	$ 13,378			13,378
Collateral-dependent impaired loans, net of allowance for loan and lease losses	37,959			37,959
Total financial assets	$ 51,337			51,337

(Dollars in thousands)	Assets/ Liabilities Measured at Fair Value 12/31/10	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
Other real estate owned	$ 17,492			17,492
Collateral-dependent impaired loans, net of allowance for loan and lease losses	47,283			47,283
Total financial assets	$ 64,775			64,775

The following is a description of the methods used to estimate the fair value of all other financial instruments recognized at amounts other than fair value.

Financial Assets

The estimated fair value of cash and cash equivalents and accrued interest receivable is the book value of such financial assets.
Non-marketable equity securities: fair value is estimated at book value due to restrictions that limit the sale or transfer of such securities.
Loans held for sale: fair value is estimated at book value due to the insignificant time between origination date and sale date.
Loans receivable, net of ALLL: fair value for loans, net of ALLL, is estimated by discounting the future cash flows using the rates at which similar notes would be written for the same remaining maturities.

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Financial Liabilities

The estimated fair value of accrued interest payable is the book value of such financial liabilities.

Deposits: fair value of term deposits is estimated by discounting the future cash flows using rates of similar deposits with similar maturities. The estimated fair value of demand, NOW, savings, and money market deposits is the book value since rates are regularly adjusted to market rates.

Advances from FHLB: fair value of advances is estimated based on borrowing rates currently available to the Company for advances with similar terms and maturities.

Securities sold under agreements to repurchase (repurchase agreements), federal funds purchased and other borrowed funds: fair value of term repurchase agreements and other term borrowings is estimated based on current repurchase rates and borrowing rates currently available to the Company for repurchases and borrowings with similar terms and maturities. The estimated fair value for overnight repurchase agreements and other borrowings is book value.

Subordinated debentures: fair value of the subordinated debt is estimated by discounting the estimated future cash flows using current estimated market rates for subordinated debt issuances with similar characteristics.

Off-balance sheet financial instruments: commitments to extend credit and letters of credit represent the principal categories of off-balance sheet financial instruments. Rates for these commitments are set at time of loan closing, such that no adjustment is necessary to reflect these commitments at market value. The Company has immaterial off-balance sheet financial instruments.

The following presents the carrying amounts and estimated fair values of the Company s financial instruments:

	June 30, 2011		December 31, 2010	
(Dollars in thousands)	Amount	Fair Value	Amount	Fair Value
Financial assets				
Cash and cash equivalents	$ 129,041	129,041	105,091	105,091
Investment securities, available-for-sale	2,784,415	2,784,415	2,395,847	2,395,847
Loans held for sale	35,440	35,440	76,213	76,213
Loans receivable, net of allowance for loan and lease losses	3,462,016	3,514,290	3,612,182	3,631,716
Accrued interest receivable	35,229	35,229	30,246	30,246
Non-marketable equity securities	50,762	50,762	65,040	65,040
Total financial assets	$ 6,496,903	6,549,177	6,284,619	6,304,153
Financial liabilities				
Deposits	$ 4,704,799	4,714,635	4,521,902	4,533,974
FHLB advances	925,061	938,708	965,141	974,853
Repurchase agreements, federal funds purchased and other borrowed funds	314,102	314,104	269,408	269,414
Accrued interest payable	6,261	6,261	7,245	7,245
Subordinated debentures	125,203	69,529	125,132	70,404
Total financial liabilities	$ 6,075,426	6,043,237	5,888,828	5,855,890

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8) Operating Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by management in deciding how to allocate resources and in assessing performance. The Company defines operating segments and evaluates segment performance internally based on individual bank charters, with the exception of GORE. If required, VIEs are consolidated into the operating segment which holds the direct investment in the VIE.

The accounting policies of the individual operating segments are the same as those of the Company. Transactions between operating segments are conducted at fair value, resulting in profits that are eliminated for reporting consolidated results of operations. Intersegment revenues primarily represents interest income on intercompany borrowings, management fees, and data processing fees received by individual banks or the Parent. Intersegment revenues, expenses and assets are eliminated in order to report results in accordance with accounting principles generally accepted in the United States of America. Expenses for centrally provided services are allocated based on the estimated usage of those services.

The following schedules provide selected financial data for the Company s operating segments:

At or for the Three Months ended June 30, 2011

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Valley	Big Sky	First Bank-WY
External revenues	$ 17,936	17,682	13,510	8,851	8,089	5,471	4,753	3,850
Intersegment revenues	74	97	19	24	9	67	4	29
Expenses	(16,198)	(19,764)	(10,059)	(6,356)	(6,119)	(3,751)	(3,740)	(2,980)
Net earnings (loss)	$ 1,812	(1,985)	3,470	2,519	1,979	1,787	1,017	899
Total assets	$ 1,379,298	1,152,583	1,082,737	778,081	756,704	411,619	373,530	373,014

	Citizens	First Bank-MT	San Juans	GORE	Parent	Eliminations	Consolidated
External revenues	$ 3,704	2,544	2,610	219	194		89,413
Intersegment revenues	12	39	42		16,473	(16,889)	
Expenses	(2,980)	(1,639)	(2,393)	(801)	(4,806)	4,059	(77,527)
Net earnings (loss)	$ 736	944	259	(582)	11,861	(12,830)	11,886
Total assets	$ 317,280	243,141	226,032	20,318	1,009,907	(1,145,924)	6,978,320

At or for the Three Months ended June 30, 2010

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Valley	Big Sky	First Bank-WY
External revenues	$ 18,969	22,183	13,097	8,811	7,753	5,798	5,099	3,659

Intersegment revenues	48	19	20	123	30	40	1	14
Expenses	(16,407)	(21,759)	(10,057)	(6,686)	(6,919)	(3,921)	(4,397)	(3,180)
Net earnings (loss)	$ 2,610	443	3,060	2,248	864	1,917	703	493
Total assets	$ 1,320,555	1,200,382	932,179	610,208	644,877	368,321	366,439	295,164

	Citizens	First Bank-MT	San Juans	GORE	Parent	Eliminations	Consolidated
External revenues	$ 4,608	2,472	2,688	43	56		95,236
Intersegment revenues	28	32	24		17,885	(18,264)	
Expenses	(3,842)	(1,705)	(2,135)	(268)	(4,719)	3,981	(82,014)
Net earnings (loss)	$ 794	799	577	(225)	13,222	(14,283)	13,222
Total assets	$ 271,190	193,806	204,815	19,856	985,895	(1,118,851)	6,294,836

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At or for the Six Months ended June 30, 2011

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Valley	Big Sky	First Bank-WY
External revenues	$ 35,270	35,151	26,167	17,045	15,702	10,440	9,494	7,111
Intersegment revenues	140	239	39	79	12	126	7	64
Expenses	(31,239)	(38,273)	(20,773)	(12,661)	(12,634)	(7,244)	(7,522)	(5,733)
Net earnings (loss)	$ 4,171	(2,883)	5,433	4,463	3,080	3,322	1,979	1,442
Total assets	$ 1,379,298	1,152,583	1,082,737	778,081	756,704	411,619	373,530	373,014

	Citizens	First Bank-MT	San Juans	GORE	Parent	Eliminations	Total Consolidated
External revenues	$ 7,860	4,858	5,239	249	595		175,181
Intersegment revenues	30	74	86		31,159	(32,055)	
Expenses	(6,563)	(3,120)	(4,603)	(1,125)	(9,668)	8,148	(153,010)
Net earnings (loss)	$ 1,327	1,812	722	(876)	22,086	(23,907)	22,171
Total assets	$ 317,280	243,141	226,032	20,318	1,009,907	(1,145,924)	6,978,320

At or for the Six Months ended June 30, 2010

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Valley	Big Sky	First Bank-WY
External revenues	$ 37,704	41,133	25,653	16,939	15,729	10,890	9,935	7,699
Intersegment revenues	96	38	38	255	121	76	1	22
Expenses	(34,142)	(40,243)	(20,217)	(13,003)	(13,420)	(7,552)	(8,901)	(6,856)
Net earnings (loss)	$ 3,658	928	5,474	4,191	2,430	3,414	1,035	865
Total assets	$ 1,320,555	1,200,382	932,179	610,208	644,877	368,321	366,439	295,164

	Citizens	First Bank-MT	San Juans	GORE	Parent	Eliminations	Total Consolidated
External revenues	$ 8,756	4,892	5,325	43	119		184,817
Intersegment revenues	28	82	24		32,521	(33,302)	
Expenses	(7,412)	(3,396)	(4,596)	(268)	(9,348)	7,829	(161,525)
Net earnings (loss)	$ 1,372	1,578	753	(225)	23,292	(25,473)	23,292

Total assets	$ 271,190	193,806	204,815	19,856	985,895	(1,118,851)	6,294,836

9) Impact of Recent Authoritative Accounting Guidance

The Accounting Standards Codification is FASB s officially recognized source of authoritative U.S. generally accepted accounting principles (GAAP) applicable to all public and non-public non-governmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under the authority of the federal securities laws are also sources of authoritative GAAP for SEC registrants. All other accounting literature is considered non-authoritative.

In June 2011, FASB issued an amendment to FASB ASC Topic 220, *Comprehensive Income*. The amendments in this Update provide an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement or in two separate but consecutive statements. The amendments are effective retrospectively during interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the impact of the adoption of this amendment, but does not expect it to have a material effect on the Company s financial position or results of operations.

In May 2011, FASB issued an amendment to FASB ASC Topic 820, *Fair Value Measurement*. The amendments in this Update were to achieve common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards. The amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments are effective prospectively during interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the impact of the adoption of this amendment, but does not expect it to have a material effect on the Company s financial position or results of operations.

In April 2011, FASB issued an amendment to FASB ASC Topic 310, *Receivables.* The amendments in this Update provide additional guidance or clarification regarding a creditor s determination of whether a restructuring is a troubled debt restructuring. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that both of the following exist 1) the restructuring constitutes a concession 2) the debtor is experiencing financial difficulties. The amendment provides further guidance as to when the creditor has granted a concession and the debtor is experiencing financial difficulties. The amendments in this Update are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. An entity should disclose the information relating to troubled debt restructurings which was deferred in January 2011 by Accounting Standards Update No. 2011-01, Topic 310, *Receivables (Topic 310)*, for interim and annual periods beginning on or after June 15, 2011. The Company is currently evaluating the impact of the adoption of this amendment, but does not expect it to have a material effect on the Company s financial position or results of operations.

In December 2010, FASB issued an amendment to FASB ASC Topic 805, *Business Combinations*. The amendments in this Update specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company has evaluated the impact of the adoption of this amendment and determined there was not a material effect on the Company s financial position or results of operations.

In December 2010, FASB issued an amendment to FASB ASC Topic 350, *Intangibles Goodwill and Other*. The amendments in this Update affect all entities that have recognized goodwill and have one or more reporting units whose carrying amount for purposes of performing Step 1 of the goodwill impairment test is zero or negative. The amendments in this Update modify Step 1 so that for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. The Company has evaluated the impact of the adoption of this amendment and determined there was not a material effect on the Company s financial position or results of operations.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

This Form 10-Q may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about management s plans, objectives, expectations and intentions that are not historical facts, and other statements identified by words such as expects, anticipates, intends, plans, believes, should, projects, seeks, estimates or words of s These forward-looking statements are based on current beliefs and expectations of management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company s control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations in the forward-looking statements, including those set forth in this Form 10-Q:

- the risks associated with lending and potential adverse changes of the credit quality of loans in the Company s portfolio, including as a result of declines in the housing and real estate markets in its geographic areas;
- increased loan delinquency rates;
- the risks presented by a continued economic downturn, which could adversely affect credit quality, loan collateral values, other real estate owned values, investment values, liquidity and capital levels, dividends and loan originations;
- changes in market interest rates, which could adversely affect the Company s net interest income and profitability;
- legislative or regulatory changes that adversely affect the Company s business, ability to complete pending or prospective future acquisitions, limit certain sources of revenue, or increase cost of operations;
- costs or difficulties related to the integration of acquisitions;
- the goodwill we have recorded in connection with acquisitions could become impaired, which may have an adverse impact on our earnings and capital;
- reduced demand for banking products and services;
- the risks presented by public stock market volatility, which could adversely affect the market price of our common stock and our ability to raise additional capital in the future;
- competition from other financial services companies in our markets;
- loss of services from the senior management team; and
- the Company s success in managing risks involved in the foregoing.

Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in Risk Factors in Item 1A. Please take into account that forward-looking statements speak only as of the date of this Form 10-Q. The Company does not undertake any obligation to publicly correct or update any forward-looking statement if it later becomes aware that actual results are likely to differ materially from those expressed in such forward-looking statement.

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Financial Condition Analysis

Assets

The following table summarizes the asset balances as of the dates indicated, and the amount of change from December 31, 2010 and June 30, 2010:

(Unaudited Dollars in thousands)	June 30, 2011	December 31, 2010	June 30, 2010	$ Change from December 31, 2010	$ Change from June 30, 2010
Cash on hand and in banks	$ 94,890	71,465	95,603	23,425	(713)
Investment securities, interest bearing cash deposits and federal funds sold	2,818,566	2,429,473	1,751,188	389,093	1,067,378
Loans receivable					
Residential real estate	527,808	632,877	691,079	(105,069)	(163,271)
Commercial	2,390,388	2,451,091	2,570,140	(60,703)	(179,752)
Consumer and other	683,615	665,321	697,743	18,294	(14,128)
Loans receivable, gross	3,601,811	3,749,289	3,958,962	(147,478)	(357,151)
Allowance for loan and lease losses	(139,795)	(137,107)	(141,665)	(2,688)	1,870
Loans receivable, net	3,462,016	3,612,182	3,817,297	(150,166)	(355,281)
Other assets	602,848	646,167	630,748	(43,319)	(27,900)
Total assets	$ 6,978,320	6,759,287	6,294,836	219,033	683,484

Total assets at June 30, 2011 were $6.978 billion, which was $219 million, or 3 percent, greater than total assets of $6.759 billion at December 31, 2010 and $683 million, or 11 percent, greater than total assets of $6.295 billion at June 30, 2010.

Investment securities, including interest bearing deposits and federal funds sold, increased $90 million, or 3 percent, from March 31, 2011 and increased $1.067 billion, or 61 percent, from June 30, 2010. Since the second half of 2009, the Company has purchased investment securities with short weighted-average-lives to offset the lack of loan growth and leverage the balance sheet to create incremental yield without taking long-term interest rate risk. During the second quarter of 2011, the Company slowed its investment security purchases. Excluding the increase in interest bearing cash deposits and unrealized gain on investment securities, the growth in the investment securities portfolio nearly matched the decrease in the loan portfolio. Investment securities represent 40 percent of total assets at June 30, 2011 versus 39 percent of total assets at March 31, 2011, 36 percent at December 31, 2010 and 28 percent at June 30, 2010. The asset mix may continue to shift to investment securities, but at a slower pace as the Company purchases investment securities to match potential loan declines.

At June 30, 2011, gross loans were $3.602 billion, a decrease of $147 million, or 4 percent, from the gross loans of $3.749 billion at December 31, 2010. Excluding net charge-offs of $36.0 million and loans transferred to other real estate of $49.6 million, loans decreased $61.9 million, or 2 percent, from December 31, 2010. During the past twelve months, the loan portfolio decreased $357 million, or 9 percent, over loans receivable of $3.959 billion at June 30, 2010. The largest decrease in dollars was in commercial loans which decreased $180 million, or 7 percent, from June 30, 2010. The largest decrease in percentage was in real estate loans which decreased $163 million, or 24 percent, from June 30, 2010. The continued downturn in the economy and resulting lack of loan demand were the primary reasons for the loan decreases. A positive movement during the second quarter of 2011 was the slowing of the loan balance decline which was $45.2 million, or 5 percent annualized, for the quarter and the smallest decrease since the first quarter of 2010. Excluding net charge-offs of $20.2 million and loans transferred to other real estate of $32.3 million, loans increased $7.3 million.

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Liabilities

The following table summarizes the liability balances as of the dates indicated, and the amount of change from December 31, 2010 and June 30, 2010:

(Unaudited Dollars in thousands)	June 30, 2011	December 31, 2010	June 30, 2010	$ Change from December 31, 2010	$ Change from June 30, 2010
Non-interest bearing deposits	$ 916,887	855,829	852,121	61,058	64,766
Interest bearing deposits	3,787,912	3,666,073	3,657,995	121,839	129,917
FHLB advances	925,061	965,141	529,982	(40,080)	395,079
Repurchase agreements, federal funds purchased and other borrowed funds	314,102	269,408	234,460	44,694	79,642
Other liabilities	44,383	39,500	49,470	4,883	(5,087)
Subordinated debentures	125,203	125,132	125,060	71	143
Total liabilities	$ 6,113,548	5,921,083	5,449,088	192,465	664,460

As of June 30, 2011, non-interest bearing deposits of $917 million increased $61 million, or 7 percent, since December 31, 2010 and increased $65 million, or 8 percent, since June 30, 2010. During the second quarter of 2011, deposits increased $28.6 million, or 13 percent on an annualized basis. The increase in non-interest bearing deposits from the prior year end and a year ago was driven by the continued growth in the number of personal and business customers, as well as existing customers retaining cash deposits because of the uncertainty in the current economic environment and for liquidity purposes. Interest bearing deposits of $3.788 billion at June 30, 2011 included $232 million of reciprocal deposits (e.g., Certificate of Deposit Account Registry System deposits). Interest bearing deposits increased $122 million, or 3 percent, from the prior year end and included a $113 million increase in wholesale deposits including reciprocal deposits.

To fund the investment security growth, the Company s level of borrowings has increased as needed to supplement the growth in deposits. Federal Home Loan Bank advances decreased $40 million, or 4 percent, from December 31, 2010; however, advances increased $395 million, or 75 percent, from June 30, 2010. Repurchase agreements and other borrowed funds were $314 million at June 30, 2011, an increase of $44.7 million, or 17 percent, from December 31, 2010 and an increase of $79.6 million, or 34 percent, from June 30, 2010.

Stockholders Equity

The following table summarizes the stockholders equity balances as of the dates indicated, and the amount of change from December 31, 2010 and June 30, 2010:

Unaudited Dollars in thousands, except per share data)	June 30, 2011	December 31, 2010	June 30, 2010	$ Change from December 31, 2010	$ Change from June 30, 2010
Common equity	$ 840,133	837,676	836,955	2,457	3,178
Accumulated other comprehensive income	24,639	528	8,793	24,111	15,846
Total stockholders equity	864,772	838,204	845,748	26,568	19,024
Goodwill and core deposit intangible, net	(155,699)	(157,016)	(158,575)	1,317	2,876

Tangible stockholders equity	$	709,073	681,188	687,173	27,885	21,900
Stockholders equity to total assets		12.39%	12.40%	13.44%		
Tangible stockholders equity to total tangible assets		10.39%	10.32%	11.20%		
Book value per common share	$	12.02	11.66	11.76	0.36	0.26
Tangible book value per common share	$	9.86	9.47	9.56	0.39	0.30
Market price per share at end of period	$	13.48	15.11	14.67	(1.63)	(1.19)

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Total stockholders equity and book value per share increased $26.6 million and $0.36 per share from the prior year end and $19.0 million and $0.26 per share from a year ago, respectively. The increases came primarily from accumulated other comprehensive income representing net unrealized gains or losses (net of tax) on the investment securities portfolio. Tangible stockholders equity increased $21.9 million, or $0.30 per share since June 30, 2010 resulting in tangible stockholders equity to tangible assets of 10.39 percent and tangible book value per share of $9.86 as of June 30, 2011.

On June 29, 2011, the Company s Board of Directors declared a cash dividend of $0.13 per share, payable July 21, 2011 to shareholders of record on July 12, 2011. Future cash dividends will depend on a variety of factors, including net income, capital, asset quality and general economic conditions.

Results of Operations The Three Months ended June 30, 2011
Compared to the Three Months ended March 31, 2011 and June 30, 2010

Performance Summary

	Three Months ended		
(Unaudited Dollars in thousands, except per share data)	June 30, 2011	March 31, 2011	June 30, 2010
Net earnings	$11,886	10,285	13,222
Diluted earnings per share	$ 0.17	0.14	0.19
Return on average assets (annualized)	0.69%	0.62%	0.85%
Return on average equity (annualized)	5.54%	4.95%	6.25%

The Company reported net earnings of $11.9 million for the second quarter of 2011, a decrease of $1.3 million, or 10 percent, from the $13.2 million for the second quarter of 2010. The diluted earnings per share of $0.17 for the current quarter represented an 11 percent decrease from the diluted earnings per share of $0.19 for the same quarter of 2010. Included in the current quarter earnings per share was a $360 thousand loss from the sale of investment securities. The prior year second quarter earnings per share included $0.02 attributable to the $1.1 million non-recurring gain from the sale of Mountain West s merchant card servicing portfolio and the $147 thousand gain from the sale of investment securities. Annualized return on average assets and return on average equity for the current quarter were 0.69 percent and 5.54 percent, respectively, which compares with the prior year second quarter annualized returns of 0.85 percent and 6.25 percent, respectively.

During the second quarter of 2011, nine bank subsidiaries redeemed their membership stock in their respective Federal Reserve Bank. As of June 30, 2011, the FDIC is the primary regulator for each of the eleven bank subsidiaries. This consistency should streamline the Company s regulatory process and achieve efficiencies throughout the bank subsidiaries.

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Revenue Summary

The following tables summarize revenue for the periods indicated, including the amount and percentage change from March 31, 2011 and June 30, 2010:

	Three Months ended		
(Unaudited Dollars in thousands)	June 30, 2011	March 31, 2011	June 30, 2010
Net interest income			
Interest income	$ 71,562	68,373	73,818
Interest expense	11,331	11,669	13,749
Total net interest income	60,231	56,704	60,069
Non-interest income			
Service charges, loan fees, and other fees	12,258	11,185	11,900
Gain on sale of loans	4,291	4,694	6,133
(Loss) gain on sale of investments	(591)	124	242
Other income	1,893	1,392	3,143
Total non-interest income	17,851	17,395	21,418
	$ 78,082	74,099	81,487
Net interest margin (tax-equivalent)	4.01%	3.91%	4.35%

(Unaudited Dollars in thousands)	$ Change from March 31, 2011	$ Change from June 30, 2010	% Change from March 31, 2011	% Change from June 30, 2010
Net interest income				
Interest income	$ 3,189	$ (2,256)	5%	-3%
Interest expense	(338)	(2,418)	-3%	-18%
Total net interest income	3,527	162	6%	0%
Non-interest income				
Service charges, loan fees, and other fees	1,073	358	10%	3%
Gain on sale of loans	(403)	(1,842)	-9%	-30%
(Loss) gain on sale of investments	(715)	(833)	-577%	-344%
Other income	501	(1,250)	36%	-40%
Total non-interest income	456	(3,567)	3%	-17%
	$ 3,983	$ (3,405)	5%	-4%

Net Interest Income

The current quarter net interest income of $60.2 million increased $3.5 million from the prior quarter primarily the result of an increase in interest income. Net interest income for the current quarter increased by $162 thousand from the same quarter last year with the reduction in interest expense about the same as the reduction in interest income.

The current quarter net interest margin as a percentage of earning assets, on a tax-equivalent basis, of 4.01 percent was an increase of 10 basis points from the prior quarter and a decrease of 34 basis points from the second quarter of 2010. The current quarter net interest margin figure included a 3 basis points reduction from the reversal of interest on non-accrual loans.

The current quarter interest income included $7.1 million of premium amortization (net of discount accretion) on Collateralized Mortgage Obligations (CMO), such amount a decrease of $2.6 million over the prior quarter premium amortization and an increase of $4.1 million over the prior year second quarter premium amortization. The reduction in premium amortization during the current quarter is the primary reason for the increase in interest income. The premium amortization in the current quarter accounted for a 44 basis point reduction to the net interest margin compared to a 20 basis point reduction to the net interest margin for the prior year second quarter. The decrease in interest income from the prior year second quarter resulted from the increase in premium amortization (as interest rates declined) coupled with the reduction in loan balances, the combination of which put further pressure on earning assets. Interest income continues to reflect the Company s purchase of a significant amount of investment securities over the course of several quarters at lower yields than the loans they replaced. Interest expense decreased in the current quarter as the Company s bank subsidiaries continued to aggressively manage their cost of funds, most notably deposits. The funding cost for the current quarter was 89 basis points compared to 96 basis points for the prior quarter and 121 basis points for the prior year second quarter.

Non-interest Income

Non-interest income for the current quarter totaled $17.9 million, an increase of $456 thousand over the prior quarter and a decrease of $3.6 million over the same quarter last year. Service charge fee income of $12.3 million increased $1.1 million, or 10 percent, during the quarter primarily from miscellaneous deposit fees which increased as the number of deposit accounts increased. Gain on sale of loans decreased $403 thousand, or 9 percent, over the prior quarter and decreased $1.8 million, or 30 percent, over the same quarter last year. Although the purchase volume of residential loans has stabilized, there has been a significant slowdown in refinance activity which has contributed to the decrease in gain on sale of loans. Loss on the sale of investment securities was $591 thousand for the current quarter compared to a gain of $124 thousand on the sale of investment securities in the prior quarter and a gain of $242 thousand in the prior year second quarter. Other income of $1.9 million for the current quarter was an increase of $501 thousand from the prior quarter, such increase including $697 thousand from the other real estate owned operating revenue and gain on sale of other real estate owned. Other income decreased $1.3 million from the prior year second quarter, mainly due to the $1.8 million gain ($1.1 million after-tax) on the sale of Mountain West s merchant card servicing portfolio.

Non-interest Expense

The following tables summarize non-interest expense for the periods indicated, including the amount and percentage change from March 31, 2011 and June 30, 2010:

	Three Months ended		
(Unaudited Dollars in thousands)	June 30, 2011	March 31, 2011	June 30, 2010
Compensation, employee benefits and related expense	$ 21,170	21,603	21,652
Occupancy and equipment expense	5,728	5,954	5,988
Advertising and promotions	1,635	1,484	1,644
Outsourced data processing expense	791	773	761
Core deposit intangibles amortization	590	727	801
Other real estate owned expense	5,062	2,099	7,373
Federal Deposit Insurance Corporation premiums	2,197	2,324	2,165
Other expense	9,047	7,512	7,852
Total non-interest expense	$ 46,220	42,476	48,236

(Unaudited Dollars in thousands)	$ Change from March 31, 2011	$ Change from June 30, 2010	% Change from March 31, 2011	% Change from June 30, 2010
Compensation, employee benefits and related expense	$ (433)	$ (482)	-2%	-2%
Occupancy and equipment expense	(226)	(260)	-4%	-4%
Advertising and promotions	151	(9)	10%	-1%
Outsourced data processing expense	18	30	2%	4%
Core deposit intangibles amortization	(137)	(211)	-19%	-26%
Other real estate owned expense	2,963	(2,311)	141%	-31%
Federal Deposit Insurance Corporation premiums	(127)	32	-5%	1%
Other expense	1,535	1,195	20%	15%
Total non-interest expense	$ 3,744	$ (2,016)	9%	-4%

Non-interest expense of $46.2 million for the quarter increased by $3.7 million, or 9 percent, from the prior quarter. However, there was a $2.0 million decrease, or 4 percent, from the prior year second quarter. Other real estate owned expense increased $3.0 million, or 141 percent, from the prior quarter and decreased $2.3 million, or 31 percent, from the prior year second quarter. The current quarter other real estate owned expense of $5.1 million included $1.8 million of operating expense, $1.6 million of fair value write-downs, and $1.7 million of loss on sale of other real estate owned. Operating expenses relating to other real estate owned included general administrative expenses such as maintenance costs, property taxes, insurance expense, and were higher in the current quarter compared to the prior quarter as a result of seasonal fluctuations.

Excluding other real estate owned expense, the Company and its bank subsidiaries continue to effectively manage and reduce other operating expenses. Compensation and employee benefits decreased by $433 thousand, or 2 percent, from the prior quarter and decreased $482 thousand, or 2 percent, from the prior year second quarter. Occupancy and equipment expense decreased $226 thousand, or 4 percent, from the prior quarter and decreased $260 thousand, or 4 percent, from the same quarter last year. Other expense, a good deal of which was out of the Banks control, increased $1.5 million, or 20 percent, from the prior quarter and increased $1.2 million, or 15 percent, from the same quarter last year. Such increases were in several categories including debit card expense, legal expense, and expense associated with new market tax credit investments.

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Efficiency Ratio

The efficiency ratio for the current quarter was 50 percent compared to 49 percent for the prior year second quarter. The higher efficiency ratio was primarily the result of a decrease in gains on sale of loans as the refinance activity continued to slow.

Provision for Loan Losses

(Unaudited Dollars in thousands)	Provision for Loan Losses	Net Charge-Offs	ALLL as a Percent of Loans	Accruing Loans 30-89 Days Past Due as a Percent of Loans	Non-Performing Assets to Total Subsidiary Assets
Q2 2011	$19,150	20,184	3.88%	1.14%	3.68%
Q1 2011	19,500	15,778	3.86%	1.44%	3.78%
Q4 2010	27,375	24,525	3.66%	1.21%	3.91%
Q3 2010	19,162	26,570	3.47%	1.06%	4.03%
Q2 2010	17,246	19,181	3.58%	0.92%	4.01%
Q1 2010	20,910	20,237	3.58%	1.53%	4.19%
Q4 2009	36,713	19,116	3.52%	2.15%	4.13%
Q3 2009	47,050	19,094	3.14%	1.09%	4.10%

The current quarter provision for loan loss expense was $19.2 million, a decrease of $350 thousand from the prior quarter and an increase of $1.9 million from the second quarter in 2010. Net charged-off loans for the current quarter were $20.2 million compared to $15.8 million for the prior quarter and $19.2 million for the second quarter in 2010.

The determination of the allowance for loan and lease losses (ALLL or allowance) and the related provision for loan losses is a critical accounting estimate that involves management s judgments about current environmental factors which affect loan losses, such factors including economic conditions, changes in collateral values, net charge-offs, and other factors discussed in Additional Management s Discussion and Analysis Allowance for Loan and Lease Losses.

Results of Operations The Six Months ended June 30, 2011
Compared to the Six Months ended June 30, 2010

Performance Summary

(Unaudited Dollars in thousands, except per share data)	Six Months ended June 30, 2011	June 30, 2010
Net earnings	$22,171	23,292
Diluted earnings per share	$ 0.31	0.35
Return on average assets (annualized)	0.66%	0.76%
Return on average equity (annualized)	5.25%	6.02%

Net earnings for the six months ended June 30, 2011 were $22.2 million, which was a decrease of $1.1 million, or 5 percent, over the prior year first six months. Diluted earnings per share of $0.31 was a decrease of 11 percent over $0.35 earned in the first half of 2010.

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Revenue Summary

The following table summarizes revenue for the periods indicated, including the amount and percentage change from June 30, 2010:

	Six Months ended June 30,	June 30,		
(Unaudited Dollars in thousands)	2011	2010	$ Change	% Change
Net interest income				
Interest income	$ 139,935	$ 147,216	$ (7,281)	-5%
Interest expense	23,000	27,633	(4,633)	-17%
Total net interest income	116,935	119,583	(2,648)	-2%
Non-interest income				
Service charges, loan fees, and other fees	23,443	22,546	897	4%
Gain on sale of loans	8,985	10,024	(1,039)	-10%
(Loss) gain on sale of investments	(467)	556	(1,023)	-184%
Other income	3,285	4,475	(1,190)	-27%
Total non-interest income	35,246	37,601	(2,355)	-6%
	$ 152,181	$ 157,184	$ (5,003)	-3%
Net interest margin (tax-equivalent)	3.96%	4.39%		

Net Interest Income

Net interest income for the six month period decreased $2.6 million, or 2 percent, over the same period last year as total interest income decreased $7.3 million, or 5 percent, while total interest expense decreased $4.6 million, or 17 percent. The decrease in interest income from the prior year six month period resulted from an increase of $11.7 million in premium amortization on CMOs, which was partially offset by the increased volume of earning assets. The decrease in interest expense of $4.6 million, or 17 percent, was primarily attributable to the rate decreases on interest bearing deposits and lower cost borrowings. The net interest margin as a percentage of earning assets, on a tax equivalent basis, decreased 43 basis points from 4.39 percent for the first half of 2010 to 3.96 percent for the first half of 2011, such decrease attributable to a lower yield and volume of loans coupled with an increase in lower yielding investment securities.

Non-interest Income

Non-interest income of $35.2 million for the first half of 2011 decreased $2.4 million over the same period in 2010. Fee income increased $897 thousand, or 4 percent, compared to the prior year same period, such increase primarily the result of an increase of $1.6 million in debit card income. Gain on sale of loans decreased $1.0 million, or 10 percent, from the first half of 2010 due to a significant reduction in refinance activity. Other income decreased $1.2 million over the same period in 2010 of which $1.8 million ($1.1 million after-tax) relates to the prior year sale of Mountain West s merchant card servicing portfolio.

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Non-interest Expense

The following table summarizes non-interest expense for the periods indicated, including the amount and percentage change from June 30, 2010:

	Six Months ended			
	June 30,	June 30,		%
(Unaudited Dollars in thousands)	2011	2010	$ Change	Change
Compensation, employee benefits and related expense	$ 42,773	$ 43,008	$ (235)	-1%
Occupancy and equipment expense	11,682	11,936	(254)	-2%
Advertising and promotions	3,119	3,236	(117)	-4%
Outsourced data processing expense	1,564	1,455	109	7%
Core deposit intangibles amortization	1,317	1,621	(304)	-19%
Other real estate owned expense	7,161	9,691	(2,530)	-26%
Federal Deposit Insurance Corporation premiums	4,521	4,365	156	4%
Other expense	16,559	14,885	1,674	11%
Total non-interest expense	$ 88,696	$ 90,197	$ (1,501)	-2%

Non-interest expense for the first six months of 2011 decreased by $1.5 million, or 2 percent, from the same period in 2010. Compensation and employee benefits decreased $235 thousand, or 1 percent, and occupancy and equipment expense decreased $254 thousand, or 2 percent, from the prior year same period. Other real estate owned expense of $7.2 million decreased $2.5 million, or 26 percent, from the prior year period. The other real estate owned expense for the first half of 2011 included $2.7 million of operating expenses, $2.4 million of fair value write-downs, and $2.1 million of loss on sale of other real estate owned. Other expense increased $1.7 million, or 11 percent, from the prior year period. Other expense was higher due to an increase of $960 thousand from debit card expense.

Efficiency Ratio

The efficiency ratio for the first six months of 2011 was 51 percent compared to 49 percent for the prior year same period. The increase in the efficiency ratio resulted from the continuing pressure on net interest income in the current low interest rate environment and decreases in non-interest income.

Provision for Loan Losses

The provision for loan loss expense was $38.7 million for 2011, an increase of $494 thousand, or 1 percent, from the same period in 2010. Net charged-off loans during the first half of 2011 was $36.0 million, a decrease of $3.5 million from the same period in 2010.

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Additional Management s Discussion and Analysis

Loan Portfolio

The following unaudited tables summarize selected information by regulatory classification on the Company s loan portfolio.

	Loans Receivable by Bank			% Change from	% Change from
(Dollars in thousands)	Balance 6/30/11	Balance 12/31/10	Balance 6/30/10	12/31/10	6/30/10
Glacier	$ 813,948	866,097	893,809	-6%	-9%
Mountain West	732,725	821,135	916,582	-11%	-20%
First Security	578,166	571,925	577,795	1%	0%
Western	278,724	305,977	316,893	-9%	-12%
1st Bank	256,302	266,505	283,825	-4%	-10%
Valley	187,599	183,003	194,521	3%	-4%
Big Sky	237,993	249,593	266,540	-5%	-11%
First Bank-WY	138,295	143,224	152,970	-3%	-10%
Citizens	160,700	168,972	168,406	-5%	-5%
First Bank-MT	118,928	109,310	116,920	9%	2%
San Juans	137,684	143,574	147,721	-4%	-7%
Less eliminations	(3,813)	(3,813)	(3,813)	0%	0%
Less loans held for sale	(35,440)	(76,213)	(73,207)	-53%	-52%
Total	$ 3,601,811	3,749,289	3,958,962	-4%	-9%

	Land, Lot and Other Construction Loans by Bank			% Change from	% Change from
(Dollars in thousands)	Balance 6/30/11	Balance 12/31/10	Balance 6/30/10	12/31/10	6/30/10
Glacier	$ 114,110	148,319	150,723	-23%	-24%
Mountain West	108,700	147,991	190,060	-27%	-43%
First Security	52,822	72,409	78,218	-27%	-32%