GLACIER BANCORP INC
Form 10-Q
November 04, 2014

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

FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2014

¨ 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. ý Yes No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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). ý Yes 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	ý	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

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

The number of shares of Registrant's common stock outstanding on October 20, 2014 was 75,024,092. No preferred shares are issued or outstanding.

TABLE OF CONTENTS

	Page
Part I. Financial Information	
Item 1 – Financial Statements	
Unaudited Condensed Consolidated Statements of Financial Condition – September 30, 2014 and December 31, 2013	3
Unaudited Condensed Consolidated Statements of Operations – Three and Nine Months ended September 30, 2014 and 2013	4
Unaudited Condensed Consolidated Statements of Comprehensive Income – Three and Nine Months ended September 30, 2014 and 2013	5
Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity – Nine Months ended September 30, 2014 and 2013	6
Unaudited Condensed Consolidated Statements of Cash Flows – Nine Months ended September 30, 2014 and 2013	7
Notes to Unaudited Condensed Consolidated Financial Statements	9
Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations	34
Item 3 – Quantitative and Qualitative Disclosure about Market Risk	65
Item 4 – Controls and Procedures	65
Part II. Other Information	65
Item 1 – Legal Proceedings	65
Item 1A – Risk Factors	65
Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds	65
Item 3 – Defaults upon Senior Securities	66
Item 4 – Mine Safety Disclosures	66
Item 5 – Other Information	66
Item 6 – Exhibits	66
Signatures	67

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in thousands, except per share data)	September 30, 2014	December 31, 2013
Assets		
Cash on hand and in banks	$109,947	109,995
Federal funds sold	488	10,527
Interest bearing cash deposits	171,662	35,135
Cash and cash equivalents	282,097	155,657
Investment securities, available-for-sale	2,398,196	3,222,829
Investment securities, held-to-maturity (fair values of $513,142 and $0)	482,757	—
Total investment securities	2,880,953	3,222,829
Loans held for sale	65,598	46,738
Loans receivable	4,459,099	4,062,838
Allowance for loan and lease losses	(130,632)	(130,351)
Loans receivable, net	4,328,467	3,932,487
Premises and equipment, net	178,509	167,671
Other real estate owned	28,374	26,860
Accrued interest receivable	42,981	41,898
Deferred tax asset	44,452	43,549
Core deposit intangible, net	11,617	9,512
Goodwill	129,706	129,706
Non-marketable equity securities	52,868	52,192
Other assets	64,188	55,251
Total assets	$8,109,810	7,884,350
Liabilities		
Non-interest bearing deposits	$1,595,971	1,374,419
Interest bearing deposits	4,510,840	4,205,548
Securities sold under agreements to repurchase	367,213	313,394
Federal Home Loan Bank advances	366,866	840,182
Other borrowed funds	7,351	8,387
Subordinated debentures	125,669	125,562
Accrued interest payable	3,058	3,505
Other liabilities	92,362	50,103
Total liabilities	7,069,330	6,921,100
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	750	744
Paid-in capital	707,821	690,918
Retained earnings - substantially restricted	309,234	261,943
Accumulated other comprehensive income	22,675	9,645
Total stockholders' equity	1,040,480	963,250
Total liabilities and stockholders' equity	$8,109,810	7,884,350
Number of common stock shares issued and outstanding	75,024,092	74,373,296

See accompanying notes to unaudited condensed consolidated financial statements.

3

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share data)	Three Months ended		Nine Months ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Interest Income				
Residential real estate loans	$7,950	7,320	22,257	21,606
Commercial loans	37,387	34,291	107,696	92,788
Consumer and other loans	7,559	8,447	22,785	24,220
Investment securities	22,794	19,473	71,002	51,023
Total interest income	75,690	69,531	223,740	189,637
Interest Expense				
Deposits	3,027	3,398	9,177	10,584
Securities sold under agreements to repurchase	225	209	627	646
Federal Home Loan Bank advances	2,356	2,730	7,317	8,029
Federal funds purchased and other borrowed funds	34	54	135	160
Subordinated debentures	788	795	2,342	2,410
Total interest expense	6,430	7,186	19,598	21,829
Net Interest Income	69,260	62,345	204,142	167,808
Provision for loan losses	360	1,907	1,721	5,085
Net interest income after provision for loan losses	68,900	60,438	202,421	162,723
Non-Interest Income				
Service charges and other fees	14,319	13,711	40,085	36,115
Miscellaneous loan fees and charges	1,342	1,408	3,571	3,650
Gain on sale of loans	6,000	7,021	14,373	23,582
Loss on sale of investments	(61)	(403)	(160)	(299)
Other income	2,832	2,136	8,455	6,997
Total non-interest income	24,432	23,873	66,324	70,045
Non-Interest Expense				
Compensation and employee benefits	30,142	27,469	87,764	76,963
Occupancy and equipment	6,961	6,421	20,307	18,152
Advertising and promotions	2,141	1,897	5,866	5,066
Outsourced data processing	1,472	1,232	4,792	2,870
Other real estate owned	602	1,049	1,675	4,901
Regulatory assessments and insurance	1,435	1,677	4,055	4,843
Core deposit intangibles amortization	692	693	2,095	1,684
Other expense	10,793	9,930	30,427	27,804
Total non-interest expense	54,238	50,368	156,981	142,283
Income Before Income Taxes	39,094	33,943	111,764	90,485
Federal and state income tax expense	9,800	8,315	27,063	21,387
Net Income	$29,294	25,628	84,701	69,098
Basic earnings per share	$0.40	0.35	1.14	0.95
Diluted earnings per share	$0.40	0.35	1.14	0.95
Dividends declared per share	$0.17	0.15	0.50	0.44
Average outstanding shares - basic	74,631,317	73,945,523	74,512,806	72,804,321
Average outstanding shares - diluted	74,676,124	74,021,871	74,554,263	72,869,475

See accompanying notes to unaudited condensed consolidated financial statements.

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)	Three Months ended		Nine Months ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Net Income	$29,294	25,628	84,701	69,098
Other Comprehensive (Loss) Income, Net of Tax				
Unrealized (losses) gains on available-for-sale securities	(2,764)	(21,600)	32,553	(77,285)
Reclassification adjustment for losses included in net income	61	403	182	299
Net unrealized (losses) gains on available-for-sale securities	(2,703)	(21,197)	32,735	(76,986)
Tax effect	1,049	8,246	(12,687)	29,948
Net of tax amount	(1,654)	(12,951)	20,048	(47,038)
Unrealized gains (losses) on derivatives used for cash flow hedges	201	(735)	(11,468)	14,827
Tax effect	(78)	287	4,450	(5,768)
Net of tax amount	123	(448)	(7,018)	9,059
Total other comprehensive (loss) income, net of tax	(1,531)	(13,399)	13,030	(37,979)
Total Comprehensive Income	$27,763	12,229	97,731	31,119

See accompanying notes to unaudited condensed consolidated financial statements.

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Nine Months ended September 30, 2014 and 2013

(Dollars in thousands, except per share data)	Common Stock		Paid-in Capital	Retained Earnings Substantially Restricted	Accumulated Other Compre-hensive Income	Total
	Shares	Amount				
Balance at December 31, 2012	71,937,222	$719	641,737	210,531	47,962	900,949
Comprehensive income	—	—	—	69,098	(37,979)	31,119
Cash dividends declared ($0.44 per share)	—	—	—	(32,299)	—	(32,299)
Stock issuances under stock incentive plans	227,597	2	3,500	—	—	3,502
Stock issued in connection with acquisitions	2,143,132	22	45,011	—	—	45,033
Stock-based compensation and related taxes	—	—	(497)	—	—	(497)
Balance at September 30, 2013	74,307,951	$743	689,751	247,330	9,983	947,807
Balance at December 31, 2013	74,373,296	$744	690,918	261,943	9,645	963,250
Comprehensive income	—	—	—	84,701	13,030	97,731
Cash dividends declared ($0.50 per share)	—	—	—	(37,410)	—	(37,410)
Stock issuances under stock incentive plans	95,064	1	757	—	—	758
Stock issued in connection with acquisition	555,732	5	15,122	—	—	15,127
Stock-based compensation and related taxes	—	—	1,024	—	—	1,024
Balance at September 30, 2014	75,024,092	$750	707,821	309,234	22,675	1,040,480

See accompanying notes to unaudited condensed consolidated financial statements.

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Nine Months ended September 30, 2014	September 30, 2013
Operating Activities		
Net income	$ 84,701	69,098
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,721	5,085
Net amortization of investment securities premiums and discounts	21,239	55,043
Loans held for sale originated or acquired	(498,118)	(760,860)
Proceeds from sales of loans held for sale	504,518	904,066
Gain on sale of loans	(14,373)	(23,582)
Loss on sale of investments	160	299
Bargain purchase gain	(680)	—
Stock-based compensation expense, net of tax benefits	652	800
Excess tax deficiencies from stock-based compensation	14	219
Depreciation of premises and equipment	8,706	7,408
(Gain) loss on sale of other real estate owned and writedowns, net	(1,096)	1,276
Amortization of core deposit intangibles	2,095	1,684
Net decrease (increase) in accrued interest receivable	254	(2,628)
Net (increase) decrease in other assets	(1,373)	3,459
Net decrease in accrued interest payable	(530)	(1,290)
Net increase in other liabilities	12,908	12,526
Net cash provided by operating activities	120,798	272,603
Investing Activities		
Sales of available-for-sale securities	162,930	181,971
Maturities, prepayments and calls of available-for-sale securities	476,286	1,494,957
Purchases of available-for-sale securities	(126,666)	(1,321,504)
Maturities, prepayments and calls of held-to-maturity securities	8,930	—
Purchases of held-to-maturity securities	(11,250)	—
Principal collected on loans	993,806	854,553
Loans originated or acquired	(1,273,235)	(1,121,384)
Net addition of premises and equipment and other real estate owned	(9,463)	(6,861)
Proceeds from sale of other real estate owned	12,644	18,131
Net sale of non-marketable equity securities	801	583
Net cash (paid) received in acquisitions	(2,112)	26,155
Net cash provided by investing activities	232,671	126,601

See accompanying notes to unaudited condensed consolidated financial statements.

GLACIER BANCORP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Dollars in thousands)	Nine Months ended September 30, 2014	September 30, 2013
Financing Activities		
Net increase (decrease) in deposits	$217,203	(301,759)
Net increase in securities sold under agreements to repurchase	53,819	24,805
Net decrease in Federal Home Loan Bank advances	(473,316)	(35,098)
Net decrease in other borrowed funds	(929)	(1,458)
Cash dividends paid	(24,629)	(21,153)
Excess tax deficiencies from stock-based compensation	(14)	(219)
Proceeds from stock options exercised	837	3,322
Net cash used in financing activities	(227,029)	(331,560)
Net increase in cash and cash equivalents	126,440	67,644
Cash and cash equivalents at beginning of period	155,657	187,040
Cash and cash equivalents at end of period	$282,097	254,684
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	$20,128	23,120
Cash paid during the period for income taxes	23,504	17,283
Supplemental Disclosure of Non-Cash Investing Activities		
Transfer of investment securities from available-for-sale to held-to-maturity	$484,583	—
Sale and refinancing of other real estate owned	665	3,549
Transfer of loans to other real estate owned	8,995	13,091
Acquisitions		
Fair value of common stock shares issued	15,127	45,033
Cash consideration for outstanding shares	16,690	24,858
Fair value of assets acquired	349,167	630,569
Liabilities assumed	316,670	560,678

See accompanying notes to unaudited condensed consolidated financial statements.

GLACIER BANCORP, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Nature of Operations and Summary of Significant Accounting Policies

General
Glacier Bancorp, Inc. ("Company") is a Montana corporation headquartered in Kalispell, Montana. The Company provides a full range of banking services to individual and corporate customers in Montana, Idaho, Wyoming, Colorado, Utah and Washington through thirteen divisions of its wholly-owned bank subsidiary, Glacier Bank ("Bank"). The Company offers a wide range of banking products and services, including transaction and savings deposits, real estate, commercial, agriculture and consumer loans and mortgage origination services. The Company serves individuals, small to medium-sized businesses, community organizations and public entities.

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 the Company's financial condition as of September 30, 2014, the results of operations and comprehensive income for the three and nine month periods ended September 30, 2014 and 2013, and changes in stockholders' equity and cash flows for the nine month periods ended September 30, 2014 and 2013. The condensed consolidated statement of financial condition of the Company as of December 31, 2013 has been derived from the audited consolidated statements of the Company as of that date.

The accompanying unaudited 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 ("GAAP") for complete financial statements. These unaudited 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, 2013. Operating results for the nine months ended September 30, 2014 are not necessarily indicative of the results anticipated for the year ending December 31, 2014.

The Company is a defendant in legal proceedings arising in the normal course of business. In the opinion of management, the disposition of pending litigation will not have a material affect on the Company's consolidated financial position, results of operations or liquidity.

Material estimates that are particularly susceptible to significant change include: 1) the determination of the allowance for loan and lease losses ("ALLL" or "allowance"), 2) the valuation of investment securities, 3) the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans, and 3) the evaluation of goodwill impairment. For the determination of the ALLL and real estate valuation estimates, management obtains independent appraisals (new or updated) for significant items. Estimates relating to investment valuations are obtained from independent third parties. Estimates relating to the evaluation of goodwill for impairment are determined based on internal calculations using significant independent party inputs.

Principles of Consolidation
The consolidated financial statements of the Company include the parent holding company and the Bank. The Bank consists of thirteen bank divisions, a treasury division and an information technology division. The treasury division includes the Bank's investment security portfolio and wholesale borrowings and the information technology division includes the Bank's internal data processing and information technology expenses. Each of the Bank divisions operate under separate names, management teams and directors. The Company considers the Bank to be its sole operating segment as the Bank 1) engages in similar bank business activity from which it earns revenues and incurs expenses, 2) the operating results of the Bank are regularly reviewed by the Chief Executive Officer (i.e., the chief operating

decision maker) who makes decisions about resources to be allocated to the Bank, and 3) financial information is available for the Bank. All significant inter-company transactions have been eliminated in consolidation.

In May 2013, the Company acquired Wheatland Bankshares, Inc. and its wholly-owned subsidiary, First State Bank, a community bank based in Wheatland, Wyoming. In July 2013, the Company completed its acquisition of North Cascades Bancshares, Inc. and its wholly-owned subsidiary, North Cascades National Bank, a community bank based in Chelan, Washington. In August 2014, the Company completed its acquisition of FNBR Holding Corporation ("FNBR") and its wholly-owned subsidiary, First National Bank of the Rockies, a community bank based in Grand Junction, Colorado. The transactions were accounted for using the acquisition method, and their results of operations have been included in the Company's consolidated financial statements as of the acquisition dates.

The Company formed GBCI Other Real Estate ("GORE") to isolate certain bank foreclosed properties for legal protection and administrative purposes and the remaining properties are currently held for sale. GORE is included in the Bank operating segment due to its insignificant activity.

The Company owns the following trust subsidiaries, each of which issued trust preferred securities as Tier 1 capital instruments: Glacier Capital Trust II, Glacier Capital Trust III, Glacier Capital Trust IV, Citizens (ID) Statutory Trust I, Bank of the San Juans Bancorporation Trust I, First Company Statutory Trust 2001 and First Company Statutory Trust 2003. The trust subsidiaries are not included in the Company's consolidated financial statements.

Variable Interest Entities

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 variable interest entities ("VIE").

The following table summarizes the carrying amounts of the VIE's assets and liabilities included in the Company's consolidated financial statements at September 30, 2014 and December 31, 2013:

	September 30, 2014		December 31, 2013	
(Dollars in thousands)	CDE (NMTC)	LIHTC	CDE (NMTC)	LIHTC
Assets				
Loans receivable	$36,077	—	36,039	—
Premises and equipment, net	—	13,220	—	13,536
Accrued interest receivable	113	—	117	—
Other assets	672	184	843	153
Total assets	$36,862	13,404	36,999	13,689
Liabilities				
Other borrowed funds	$4,555	1,690	4,555	1,723
Accrued interest payable	4	5	4	5
Other liabilities	94	—	151	189
Total liabilities	$4,653	1,695	4,710	1,917

Amounts presented in the table above are adjusted for intercompany eliminations. All assets presented can be used only to settle obligations of the consolidated VIEs and all liabilities presented consist of liabilities for which creditors and other beneficial interest holders therein have no recourse to the general credit of the Company.

Loans Receivable

Loans that are intended to be held-to-maturity are reported at the unpaid principal balance less net charge-offs and adjusted for deferred fees and costs on originated loans and unamortized premiums or discounts on acquired loans. Fees and costs on originated loans and premiums or discounts on acquired loans are deferred and subsequently amortized or accreted as a yield adjustment over the expected life of the loan utilizing the interest method. The objective of the interest method is to calculate periodic interest income at a constant effective yield. When a loan is paid off prior to maturity, the remaining fees and costs on originated loans and premiums or discounts on acquired loans are immediately recognized into interest income.

The Company's loan segments, which are based on the purpose of the loan, include residential real estate, commercial, and consumer loans. The Company's loan classes, a further disaggregation of segments, include residential real estate loans (residential real estate segment), commercial real estate and other commercial loans (commercial segment), and home equity and other consumer loans (consumer segment).

Loans that are thirty days or more past due based on payments received and applied to the loan are considered delinquent. Loans are designated non-accrual and the accrual of interest is discontinued when the collection of the contractual principal or interest is unlikely. A loan is typically placed on non-accrual when principal or interest is due and has remained unpaid for ninety days or more. When a loan is placed on non-accrual status, interest previously accrued but not collected is reversed against current period interest income. Subsequent payments on non-accrual loans are applied to the outstanding principal balance if doubt remains as to the ultimate collectability of the loan. Interest accruals are not resumed on partially charged-off impaired loans. For other loans on nonaccrual, interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of management, the loans are estimated to be fully collectible as to both principal and interest.

The Company considers 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 ninety 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). Interest income on accruing impaired loans is recognized using the interest method. The Company measures impairment on a loan-by-loan basis in the same manner for each class within the loan portfolio. An insignificant delay or shortfall in the amounts of payments would not cause a loan or lease to be considered impaired. The Company determines the significance of payment delays and shortfalls on a case-by-case basis, taking into consideration all of the facts and circumstances surrounding the loan and the borrower, including the length and reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest due.

A restructured loan is considered a troubled debt restructuring ("TDR") if the creditor, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. A TDR loan is considered an impaired loan and a specific valuation allowance is established when the fair value of the collateral-dependent loan or present value of the loan's expected future cash flows (discounted at the loan's effective interest rate based on the original contractual rate) is lower than the carrying value of the impaired loan. The Company has made the following types of loan modifications, some of which were considered a TDR:

- Reduction of the stated interest rate for the remaining term of the debt;
- Extension of the maturity date(s) at a stated rate of interest lower than the current market rate for newly originated debt having similar risk characteristics; and
- Reduction of the face amount of the debt as stated in the debt agreements.

The Company recognizes that while borrowers may experience deterioration in their financial condition, many continue to be creditworthy customers who have the willingness and capacity for debt repayment. In determining whether non-restructured or unimpaired loans issued to a single or related party group of borrowers should continue to accrue interest when the borrower has other loans that are impaired or are TDRs, the Company on a quarterly or more frequent basis performs an updated and comprehensive assessment of the willingness and capacity of the borrowers to timely and ultimately repay their total debt obligations, including contingent obligations. Such analysis takes into account current financial information about the borrowers and financially responsible guarantors, if any, including for example:

- analysis of global, i.e., aggregate debt service for total debt obligations;
- assessment of the value and security protection of collateral pledged using current market conditions and alternative market assumptions across a variety of potential future situations; and
- loan structures and related covenants.

For additional information relating to loans, see Note 3.

Allowance for Loan and Lease Losses

Based upon management's analysis of the Company's loan portfolio, the balance of the ALLL is an estimate of probable credit losses known and inherent within the Bank's loan portfolio as of the date of the consolidated financial statements. The ALLL is analyzed at the loan class level and is maintained within a range of estimated losses. Determining the adequacy of the ALLL involves a high degree of judgment and is inevitably imprecise as the risk of loss is difficult to quantify. The determination of the ALLL and the related provision for loan losses is a critical accounting estimate that involves management's judgments about all known relevant internal and external environmental factors that affect loan losses. The balance of the ALLL is highly dependent upon management's evaluations of borrowers' current and prospective performance, appraisals and other variables affecting the quality of the loan portfolio. Individually significant loans and major lending areas are reviewed periodically to determine potential problems at an early date. Changes in management's estimates and assumptions are reasonably possible and may have a material impact upon the Company's consolidated financial statements, results of operations or capital.

Risk characteristics considered in the ALLL analysis applicable to each loan class within the Company's loan portfolio are as follows:

Residential Real Estate. Residential real estate loans are secured by owner-occupied 1-4 family residences. Repayment of these loans is primarily dependent on the personal income and credit rating of the borrowers. Credit risk in these loans is impacted by economic conditions within the Company's market areas that affect the value of the property securing the loans and affect the borrowers' personal incomes. Mitigating risk factors for this loan class include a large number of borrowers, geographic dispersion of market areas and the loans are originated for relatively smaller amounts.

Commercial Real Estate. Commercial real estate loans typically involve larger principal amounts, and repayment of these loans is generally dependent on the successful operation of the property securing the loan and / or the business conducted on the property securing the loan. Credit risk in these loans is impacted by the creditworthiness of a borrower, valuation of the property securing the loan and conditions within the local economies in the Company's diverse, geographic market areas.

Commercial. Commercial loans consist of loans to commercial customers for use in financing working capital needs, equipment purchases and business expansions. The loans in this category are repaid primarily from the cash flow of a borrower's principal business operation. Credit risk in these loans is driven by creditworthiness of a borrower and the economic conditions that impact the cash flow stability from business operations across the Company's diverse, geographic market areas.

Home Equity. Home equity loans consist of junior lien mortgages and first and junior lien lines of credit (revolving open-end and amortizing closed-end) secured by owner-occupied 1-4 family residences. Repayment of these loans is primarily dependent on the personal income and credit rating of the borrowers. Credit risk in these loans is impacted by economic conditions within the Company's market areas that affect the value of the residential property securing the loans and affect the borrowers' personal incomes. Mitigating risk factors for this loan class are a large number of borrowers, geographic dispersion of market areas and the loans are originated for terms that range from 10 years to 15 years.

Other Consumer. The other consumer loan portfolio consists of various short-term loans such as automobile loans and loans for other personal purposes. Repayment of these loans is primarily dependent on the personal income of the borrowers. Credit risk is driven by consumer economic factors (such as unemployment and general economic conditions in the Company's diverse, geographic market area) and the creditworthiness of a borrower.

The ALLL consists of a specific valuation allowance component and a general valuation allowance component. The specific component relates to loans that are determined to be impaired and individually evaluated for impairment. The Company measures impairment on a loan-by-loan basis based on the present value of expected future cash flows discounted at the loan's effective interest rate, except when it is determined that repayment of the loan is expected to be provided solely by the underlying collateral. For impairment based on expected future cash flows, the Company considers all information available as of a measurement date, including past events, current conditions, potential prepayments, and estimated cost to sell when such costs are expected to reduce the cash flows available to repay or otherwise satisfy the loan. For alternative ranges of cash flows, the likelihood of the possible outcomes is considered in determining the best estimate of expected future cash flows. The effective interest rate for a loan restructured in a TDR is based on the original contractual rate. For collateral-dependent loans and real estate loans for which foreclosure or a deed-in-lieu of foreclosure is probable, impairment is measured by the fair value of the collateral, less estimated cost to sell. The fair value of the collateral is determined primarily based upon appraisal or evaluation of the underlying real property value.

The general valuation allowance component relates to probable credit losses inherent in the balance of the loan portfolio based on historical loss experience, adjusted for changes in trends and conditions of qualitative or environmental factors. The historical loss experience is based on the previous twelve quarters loss experience by loan class adjusted for risk characteristics in the existing loan portfolio. The same trends and conditions are evaluated for each class within the loan portfolio; however, the risk characteristics are weighted separately at the individual class level based on the Company's judgment and experience.

The changes in trends and conditions evaluated for each class within the loan portfolio include the following:

- Changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses;
- Changes in global, national, regional, and local economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments;
- Changes in the nature and volume of the portfolio and in the terms of loans;
- Changes in experience, ability, and depth of lending management and other relevant staff;
- Changes in the volume and severity of past due and nonaccrual loans;
- Changes in the quality of the Company's loan review system;
- Changes in the value of underlying collateral for collateral-dependent loans;
- The existence and effect of any concentrations of credit, and changes in the level of such concentrations; and
- The effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the Company's existing portfolio.

The ALLL is increased by provisions for loan losses which are charged to expense. The portions of loan balances determined by management to be uncollectible are charged-off as a reduction of the ALLL and recoveries of amounts previously charged-off are credited as an increase to the ALLL. The Company's charge-off policy is consistent with bank regulatory standards. Consumer loans generally are charged off when the loan becomes over 120 days delinquent. Real estate acquired as a result of foreclosure or by deed-in-lieu of foreclosure is classified as real estate owned until such time as it is sold.

At acquisition date, the assets and liabilities of acquired banks are recorded at their estimated fair values which results in no ALLL carried over from acquired banks. Subsequent to acquisition, an allowance will be recorded on the acquired loan portfolios for further credit deterioration, if any.

Impact of Recent Authoritative Accounting Guidance

The Accounting Standards Codification™ ("ASC") is the Financial Accounting Standards Board's ("FASB") officially recognized source of authoritative 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 the Company as an SEC registrant. All other accounting literature is non-authoritative.

In August 2014, FASB amended FASB ASC Subtopic 310-40, Receivables - Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure. The amendment requires that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: 1) The loan has a government guarantee that is not separable from the loan before foreclosure. 2) At the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim. 3) At the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The amendment is effective for public business entities for interim and annual periods

beginning after December 15, 2014. An entity can elect to adopt the amendments using either a prospective transition method or a modified retrospective method as defined in the amendment. 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 June 2014, FASB amended FASB ASC Topic 860, Transfers and Servicing. The amendments in this Update require the following two accounting changes: 1) change the accounting for repurchase-to-maturity transactions to secured borrowing accounting and 2) for repurchase finance arrangements, require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in a secured borrowing accounting for the repurchase agreement. The amendments also require certain disclosures for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions that are accounted for as secured borrowings. The accounting changes are effective for public business entities for the first interim or annual reporting periods beginning after December 15, 2014. Early application for public business entities is not permitted. The disclosure changes for repurchase agreements are effective for public business entities for annual reporting periods beginning after December 15, 2014. The Company is currently evaluating the impact of the adoption of the amendments, but does not expect them to have a material effect on the Company's financial position or results of operations.

In May 2014, FASB amended FASB ASC Topic 606, Revenue from Contracts with Customers. The amendments clarify the principals for recognizing revenue and develop a common revenue standard among industries. The new guidance establishes the following core principal: recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods or services. Five steps are provided for a company or organization to follow to achieve such core principle. The new guidance also includes a cohesive set of disclosure requirements that will provide users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. For public entities, the amendments are effective for annual reporting periods beginning after December 15, 2016, including interim periods within the reporting period. Early application is not permitted. The entity should apply the amendments using one of two retrospective methods described in the amendment. The Company is currently evaluating the impact of the adoption of the amendments, but does not expect them to have a material effect on the Company's financial position or results of operations.

In January 2014, FASB amended FASB ASC Subtopic 310-40, Receivables - Troubled Debt Restructurings by Creditors. The amendment clarifies that an in substance repossession foreclosure occurs when a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either 1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or 2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendment requires interim and annual disclosure of both 1) the amount of foreclosed residential real estate property held by the creditor and 2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendment is effective for public business entities for interim and annual periods beginning after December 15, 2014. An entity can elect to adopt the amendments using either a modified retrospective transition method or a prospective transition method as defined in the amendment. 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 January 2014, FASB amended FASB ASC Topic 323, Investments - Equity Method and Joint Ventures. The amendments permit entities to make an accounting policy election for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense. The amendments should be applied retrospectively to all periods presented and are effective for public business entities for annual periods and interim periods within those annual periods, beginning after December 15, 2014. The Company is currently evaluating the impact of the adoption of the amendments, but does not expect them to

have a material effect on the Company's financial position or results of operations.

Note 2. Investment Securities

Effective January 1, 2014, the Company reclassified state and local government securities with a fair value of approximately $484,583,000, inclusive of a net unrealized gain of $4,624,000, from available-for-sale classification to held-to-maturity classification. The Company considers the held-to-maturity classification of these investment securities to be appropriate as it has the positive intent and ability to hold these securities to maturity.

The following tables present the amortized cost, the gross unrealized gains and losses and the fair value of the Company's investment securities:

	September 30, 2014			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Losses	Fair Value
Available-for-sale				
U.S. government sponsored enterprises	$9,200	82	—	9,282
State and local governments	901,474	39,244	(3,944)	936,774
Corporate bonds	338,353	3,382	(204)	341,531
Residential mortgage-backed securities	1,102,546	12,948	(4,885)	1,110,609
Total available-for-sale	2,351,573	55,656	(9,033)	2,398,196
Held-to-maturity				
State and local governments	482,757	33,754	(3,369)	513,142
Total held-to-maturity	482,757	33,754	(3,369)	513,142
Total investment securities	$2,834,330	89,410	(12,402)	2,911,338

	December 31, 2013			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Losses	Fair Value
Available-for-sale				
U.S. government sponsored enterprises	$10,441	187	—	10,628
State and local governments	1,377,347	31,621	(23,890)	1,385,078
Corporate bonds	440,337	3,922	(1,758)	442,501
Residential mortgage-backed securities	1,380,816	14,071	(10,265)	1,384,622
Total available-for-sale	3,208,941	49,801	(35,913)	3,222,829
Total investment securities	$3,208,941	49,801	(35,913)	3,222,829

Included in the residential mortgage-backed securities are $97,000 and $2,602,000 as of September 30, 2014 and December 31, 2013, respectively, of non-guaranteed private label whole loan mortgage-backed securities of which none of the underlying collateral is considered "subprime."

The following table presents the amortized cost and fair value of available-for-sale and held-to-maturity securities by contractual maturity at September 30, 2014. Actual maturities may differ from expected or contractual maturities since borrowers have the right to prepay obligations with or without prepayment penalties.

	September 30, 2014			
	Available-for-Sale		Held-to-Maturity	
(Dollars in thousands)	Amortized Cost	Fair Value	Carrying Value	Fair Value
Due within one year	$114,022	114,789	—	—
Due after one year through five years	410,860	416,380	—	—
Due after five years through ten years	72,388	74,851	—	—
Due after ten years	651,757	681,567	482,757	513,142
	1,249,027	1,287,587	482,757	513,142
Residential mortgage-backed securities [1]	1,102,546	1,110,609	—	—
Total	$2,351,573	2,398,196	482,757	513,142

[1] Residential mortgage-backed securities, which have prepayment provisions, are not assigned to maturity categories due to fluctuations in their prepayment speeds.

Gain or loss on sale of investment securities consists of the following:

	Three Months ended		Nine Months ended	
(Dollars in thousands)	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Available-for-sale				
Gross proceeds	$166,577	102,483	200,277	181,971
Less amortized cost [1]	(166,638)	(102,886)	(200,459)	(182,270)
Net loss on sale of available-for-sale investment securities	$(61)	(403)	(182)	(299)
Gross gain on sale of investments	$160	3,467	341	3,723
Gross loss on sale of investments	(221)	(3,870)	(523)	(4,022)
Net loss on sale of available-for-sale investment securities	$(61)	(403)	(182)	(299)
Held-to-maturity [2]				
Gross proceeds	$5,006	—	8,936	—
Less amortized cost [1]	(5,006)	—	(8,914)	—
Net gain on sale of held-to-maturity investment securities	$—	—	22	—
Gross gain on sale of investments	$—	—	22	—
Gross loss on sale of investments	—	—	—	—
Net gain on sale of held-to-maturity investment securities	$—	—	22	—

[1] The cost of each investment security sold is determined by specific identification.
[2] The gain or loss on sale of held-to-maturity investment securities is solely due to securities that were partially or wholly called.

Investment securities with an unrealized loss position are summarized as follows:

(Dollars in thousands)	September 30, 2014 Less than 12 Months Fair Value	Unrealized Loss	12 Months or More Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Available-for-sale						
U.S. government sponsored enterprises	$22	—	—	—	22	—
State and local governments	43,206	(443)	154,709	(3,501)	197,915	(3,944)
Corporate bonds	27,361	(120)	8,312	(84)	35,673	(204)
Residential mortgage-backed securities	115,529	(762)	196,743	(4,123)	312,272	(4,885)
Total available-for-sale	$186,118	(1,325)	359,764	(7,708)	545,882	(9,033)
Held-to-maturity						
State and local governments	$1,566	(24)	92,150	(3,345)	93,716	(3,369)
Total held-to-maturity	$1,566	(24)	92,150	(3,345)	93,716	(3,369)

(Dollars in thousands)	December 31, 2013 Less than 12 Months Fair Value	Unrealized Loss	12 Months or More Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Available-for-sale						
U.S. government sponsored enterprises	$3	—	—	—	3	—
State and local governments	408,812	(17,838)	74,161	(6,052)	482,973	(23,890)
Corporate bonds	129,515	(1,672)	1,702	(86)	131,217	(1,758)
Residential mortgage-backed securities	457,611	(10,226)	1,993	(39)	459,604	(10,265)
Total available-for-sale	$995,941	(29,736)	77,856	(6,177)	1,073,797	(35,913)

Based on an analysis of its investment securities with unrealized losses as of September 30, 2014 and December 31, 2013, the Company determined that none of such securities had other-than-temporary impairment and the unrealized losses were primarily the result of interest rate changes and market spreads subsequent to acquisition. The fair value of the investment securities is expected to recover as payments are received and the securities approach maturity. At September 30, 2014, management determined that it did not intend to sell investment securities with unrealized losses, and there was no expected requirement to sell any of its investment securities with unrealized losses before recovery of their amortized cost.

Note 3. Loans Receivable, Net

The Company’s loan portfolio is comprised of three segments: residential real estate, commercial and consumer and other loans. The loan segments are further disaggregated into the following classes: residential real estate, commercial real estate, other commercial, home equity and other consumer loans. The following tables are presented for each portfolio class of loans receivable and provide information about the ALLL, loans receivable, impaired loans and TDRs.

The following schedules summarize the activity in the ALLL:

	Three Months ended September 30, 2014					
(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	$130,636	14,624	68,929	29,589	9,725	7,769
Provision for loan losses	360	374	(1,072)	758	900	(600)
Charge-offs	(2,243)	—	(944)	(579)	(607)	(113)
Recoveries	1,879	42	650	997	86	104
Balance at end of period	$130,632	15,040	67,563	30,765	10,104	7,160

	Three Months ended September 30, 2013					
(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	$130,883	14,797	73,885	24,116	9,626	8,459
Provision for loan losses	1,907	950	381	385	125	66
Charge-offs	(3,077)	(42)	(1,235)	(1,065)	(333)	(402)
Recoveries	1,052	45	367	385	73	182
Balance at end of period	$130,765	15,750	73,398	23,821	9,491	8,305

	Nine Months ended September 30, 2014					
(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	$130,351	14,067	70,332	28,630	9,299	8,023
Provision for loan losses	1,721	1,111	(3,261)	3,025	1,411	(565)
Charge-offs	(5,567)	(413)	(1,208)	(2,328)	(906)	(712)
Recoveries	4,127	275	1,700	1,438	300	414
Balance at end of period	$130,632	15,040	67,563	30,765	10,104	7,160

	Nine Months ended September 30, 2013					
(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	$130,854	15,482	74,398	21,567	10,659	8,748
Provision for loan losses	5,085	464	(51)	3,964	566	142
Charge-offs	(8,962)	(391)	(2,538)	(2,817)	(1,962)	(1,254)
Recoveries	3,788	195	1,589	1,107	228	669
Balance at end of period	$130,765	15,750	73,398	23,821	9,491	8,305

The following schedules disclose the ALLL and loans receivable:

(Dollars in thousands)	September 30, 2014 Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Allowance for loan and lease losses						
Individually evaluated for impairment	$10,150	993	2,092	5,546	518	1,001
Collectively evaluated for impairment	120,482	14,047	65,471	25,219	9,586	6,159
Total allowance for loan and lease losses	$130,632	15,040	67,563	30,765	10,104	7,160
Loans receivable						
Individually evaluated for impairment	$172,619	20,016	110,272	29,749	7,460	5,122
Collectively evaluated for impairment	4,286,480	583,790	2,166,010	942,498	378,221	215,961
Total loans receivable	$4,459,099	603,806	2,276,282	972,247	385,681	221,083

(Dollars in thousands)	December 31, 2013 Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Allowance for loan and lease losses						
Individually evaluated for impairment	$11,949	990	3,763	6,155	265	776
Collectively evaluated for impairment	118,402	13,077	66,569	22,475	9,034	7,247
Total allowance for loan and lease losses	$130,351	14,067	70,332	28,630	9,299	8,023
Loans receivable						
Individually evaluated for impairment	$199,680	24,070	119,526	41,504	9,039	5,541
Collectively evaluated for impairment	3,863,158	553,519	1,929,721	810,532	357,426	211,960
Total loans receivable	$4,062,838	577,589	2,049,247	852,036	366,465	217,501

Substantially all of the Company's loans receivable are with customers in the Company's geographic 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, costs, premiums, and discounts of $14,277,000 and $10,662,000 were included in the loans receivable balance at September 30, 2014 and December 31, 2013, respectively.

The following schedules disclose the impaired loans:

	At or for the Three or Nine Months ended September 30, 2014					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Loans with a specific valuation allowance						
Recorded balance	$46,179	5,178	21,890	15,582	979	2,550
Unpaid principal balance	47,161	5,421	22,303	15,739	1,088	2,610
Specific valuation allowance	10,150	993	2,092	5,546	518	1,001
Average balance - three months	49,813	4,986	22,239	19,092	995	2,501
Average balance - nine months	55,251	5,822	23,860	21,998	995	2,576
Loans without a specific valuation allowance						
Recorded balance	$126,440	14,838	88,382	14,167	6,481	2,572
Unpaid principal balance	156,922	15,893	111,162	19,170	7,956	2,741
Average balance - three months	128,534	15,131	89,840	13,727	7,079	2,757
Average balance - nine months	131,888	15,609	91,741	14,045	7,532	2,961
Totals						
Recorded balance	$172,619	20,016	110,272	29,749	7,460	5,122
Unpaid principal balance	204,083	21,314	133,465	34,909	9,044	5,351
Specific valuation allowance	10,150	993	2,092	5,546	518	1,001
Average balance - three months	178,347	20,117	112,079	32,819	8,074	5,258
Average balance - nine months	187,139	21,431	115,601	36,043	8,527	5,537

	At or for the Year ended December 31, 2013					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Loans with a specific valuation allowance						
Recorded balance	$61,503	7,233	23,917	27,015	886	2,452
Unpaid principal balance	63,406	7,394	25,331	27,238	949	2,494
Specific valuation allowance	11,949	990	3,763	6,155	265	776
Average balance	59,823	7,237	26,105	22,460	767	3,254
Loans without a specific valuation allowance						
Recorded balance	$138,177	16,837	95,609	14,489	8,153	3,089
Unpaid principal balance	169,082	18,033	119,017	19,156	9,631	3,245
Average balance	139,129	18,103	95,808	14,106	8,844	2,268
Totals						
Recorded balance	$199,680	24,070	119,526	41,504	9,039	5,541
Unpaid principal balance	232,488	25,427	144,348	46,394	10,580	5,739
Specific valuation allowance	11,949	990	3,763	6,155	265	776
Average balance	198,952	25,340	121,913	36,566	9,611	5,522

Interest income recognized on impaired loans for the periods ended September 30, 2014 and December 31, 2013 was not significant.

20

The following is a loans receivable aging analysis:

	September 30, 2014					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Accruing loans 30-59 days past due	$12,454	524	6,353	3,122	1,626	829
Accruing loans 60-89 days past due	5,116	1,760	994	1,660	431	271
Accruing loans 90 days or more past due	1,617	869	367	331	27	23
Non-accrual loans	68,149	6,592	45,862	7,571	6,513	1,611
Total past due and non-accrual loans	87,336	9,745	53,576	12,684	8,597	2,734
Current loans receivable	4,371,763	594,061	2,222,706	959,563	377,084	218,349
Total loans receivable	$4,459,099	603,806	2,276,282	972,247	385,681	221,083

	December 31, 2013					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Accruing loans 30-59 days past due	$25,761	10,367	7,016	3,673	2,432	2,273
Accruing loans 60-89 days past due	6,355	1,055	2,709	1,421	668	502
Accruing loans 90 days or more past due	604	429	—	160	5	10
Non-accrual loans	81,956	10,702	51,438	10,139	7,950	1,727
Total past due and non-accrual loans	114,676	22,553	61,163	15,393	11,055	4,512
Current loans receivable	3,948,162	555,036	1,988,084	836,643	355,410	212,989
Total loans receivable	$4,062,838	577,589	2,049,247	852,036	366,465	217,501

The following is a summary of the TDRs that occurred during the periods presented and the TDRs that occurred within the previous twelve months that subsequently defaulted during the periods presented:

	Three Months ended September 30, 2014					
(Dollars in thousands)	Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Troubled debt restructurings						
Number of loans	12	—	8	3	—	1
Pre-modification recorded balance	$8,681	—	8,361	309	—	11
Post-modification recorded balance	$8,681	—	8,361	309	—	11
Troubled debt restructurings that subsequently defaulted						
Number of loans	3	—	2	1	—	—
Recorded balance	$1,620	—	927	693	—	—

(Dollars in thousands)	Three Months ended September 30, 2013 Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Troubled debt restructurings						
Number of loans	9	2	4	—	1	2
Pre-modification recorded balance	$2,926	284	2,481	—	57	104
Post-modification recorded balance	$3,141	499	2,481	—	57	104
Troubled debt restructurings that subsequently defaulted						
Number of loans	2	—	—	2	—	—
Recorded balance	$363	—	—	363	—	—

(Dollars in thousands)	Nine Months ended September 30, 2014 Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Troubled debt restructurings						
Number of loans	38	—	16	18	2	2
Pre-modification recorded balance	$32,957	—	12,793	19,908	242	14
Post-modification recorded balance	$32,320	—	12,836	19,228	242	14
Troubled debt restructurings that subsequently defaulted						
Number of loans	7	—	2	5	—	—
Recorded balance	$1,676	—	927	749	—	—

(Dollars in thousands)	Nine Months ended September 30, 2013 Total	Residential Real Estate	Commercial Real Estate	Other Commercial	Home Equity	Other Consumer
Troubled debt restructurings						
Number of loans	50	9	17	17	2	5
Pre-modification recorded balance	$12,016	1,907	7,137	2,572	147	253
Post-modification recorded balance	$12,418	2,293	7,137	2,588	147	253
Troubled debt restructurings that subsequently defaulted						
Number of loans	10	1	4	5	—	—
Recorded balance	$2,772	265	1,918	589	—	—

During the nine months ended September 30, 2014, 66 percent of the modifications were due to extensions of maturity dates and 17 percent were due to a combination of interest rate reductions, extensions of maturity dates, or reductions in the face amount. During that same period, approximately 90 percent of the modifications in the other commercial loan class, the class with the largest dollar amount of TDRs during the period, were due to extensions of maturity dates. During the nine months ended September 30, 2013, 59 percent of modifications were due to extensions of maturity dates and 17 percent were due to a combination of interest rate reductions, extensions of maturity dates, or reductions in the face amount. During that same period of the prior year, 63 percent of the modifications in the commercial real estate loan class, the class with the largest dollar amount of TDRs during the period, were due to extensions of maturity dates and 25 percent were due to a combination of interest rate reductions, extension of maturity dates, or reductions in the face amount.

22

In addition to the TDRs that occurred during the period provided in the preceding table, the Company had TDRs with pre-modification loan balances of $10,178,000 and $14,695,000 for the nine months ended September 30, 2014 and 2013, respectively, for which other real estate owned ("OREO") was received in full or partial satisfaction of the loans. The majority of such TDRs were in commercial real estate for the nine months ended September 30, 2014 and 2013.

Note 4. Goodwill

The Company performed its annual goodwill impairment test during the third quarter of 2014 and determined the fair value of the aggregated reporting units exceeded the carrying value, such that the Company's goodwill was not considered impaired. Changes in the economic environment, operations of the aggregated reporting units, or other factors could result in the decline in the fair value of the aggregated reporting units which could result in a goodwill impairment in the future.

The following schedule discloses the changes in the carrying value of goodwill:

(Dollars in thousands)	Three Months ended		Nine Months ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Net carrying value at beginning of period	$129,706	119,509	129,706	106,100
Acquisitions	—	10,197	—	23,606
Net carrying value at end of period	$129,706	129,706	129,706	129,706

The gross carrying value of goodwill and the accumulated impairment charge consists of the following:

(Dollars in thousands)	September 30, 2014	December 31, 2013
Gross carrying value	$169,865	169,865
Accumulated impairment charge	(40,159)	(40,159)
Net carrying value	$129,706	129,706

Note 5. Derivatives and Hedging Activities

As of September 30, 2014, the Company's interest rate swap derivative financial instruments were designated as cash flow hedges and are summarized as follows:

(Dollars in thousands)	Forecasted Notional Amount	Variable Interest Rate [1]	Fixed Interest Rate [1]	Term [2]
Interest rate swap	$160,000	3 month LIBOR	3.378 %	Oct. 21, 2014 - Oct. 21, 2021
Interest rate swap	100,000	3 month LIBOR	2.498 %	Nov 30, 2015 - Nov. 30, 2022

[1] The Company pays the fixed interest rate and the counterparties pay the Company the variable interest rate.
[2] No cash will be exchanged prior to the term.

The hedging strategy converts the LIBOR based variable interest rate on forecasted borrowings to a fixed interest rate, thereby protecting the Company from floating interest rate variability.

The following table discloses the offsetting of financial assets and interest rate swap derivative assets:

	September 30, 2014			December 31, 2013		
(Dollars in thousands)	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statements of Financial Position	Net Amounts of Assets Presented in the Statements of Financial Position	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statements of Financial Position	Net Amounts of Assets Presented in the Statements of Financial Position
Interest rate swaps	$1,930	(1,930)	—	6,844	(4,948)	1,896

The following table discloses the offsetting of financial liabilities and interest rate swap derivative liabilities:

	September 30, 2014			December 31, 2013		
(Dollars in thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statements of Financial Position	Net Amounts of Liabilities Presented in the Statements of Financial Position	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statements of Financial Position	Net Amounts of Liabilities Presented in the Statements of Financial Position
Interest rate swaps	$11,502	(1,930)	9,572	4,948	(4,948)	—

Pursuant to the interest rate swap agreements, the Company pledged collateral to the counterparties in the form of investment securities totaling $12,908,000 at September 30, 2014. There was $0 collateral pledged from the counterparties to the Company as of September 30, 2014. There is the possibility that the Company may need to pledge additional collateral in the future if there were declines in the fair value of the interest rate swap derivative financial instruments versus the collateral pledged.

Note 6. Accumulated Other Comprehensive Income

The components of accumulated other comprehensive income, included in stockholders' equity, are as follows:

(Dollars in thousands)	September 30, 2014	December 31, 2013
Unrealized gains on available-for-sale securities	$46,623	13,888
Tax effect	(18,090)	(5,403)
Net of tax amount	28,533	8,485
Unrealized (losses) gains on derivatives used for cash flow hedges	(9,572)	1,896
Tax effect	3,714	(736)
Net of tax amount	(5,858)	1,160
Total accumulated other comprehensive income	$22,675	9,645

Note 7. Earnings Per Share

Basic earnings per share is computed by dividing net income 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 and restricted stock awards were vested, using the treasury stock method.

Basic and diluted earnings per share has been computed based on the following:

	Three Months ended		Nine Months ended	
(Dollars in thousands, except per share data)	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Net income available to common stockholders, basic and diluted	$29,294	25,628	84,701	69,098
Average outstanding shares - basic	74,631,317	73,945,523	74,512,806	72,804,321
Add: dilutive stock options and awards	44,807	76,348	41,457	65,154
Average outstanding shares - diluted	74,676,124	74,021,871	74,554,263	72,869,475
Basic earnings per share	$0.40	0.35	1.14	0.95
Diluted earnings per share	$0.40	0.35	1.14	0.95

There were 0 and 49,932 options excluded from the diluted average outstanding share calculation for the nine months ended September 30, 2014 and 2013, respectively, due to the option exercise price exceeding the market price of the Company’s common stock.

Note 8. Fair Value of Assets and Liabilities

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

Transfers in and out of Level 1 (quoted prices in active markets), Level 2 (significant other observable inputs) and Level 3 (significant unobservable inputs) are recognized on the actual transfer date. There were no transfers between fair value hierarchy levels during the nine month periods ended September 30, 2014 and 2013.

Recurring Measurements

The following is a description of the inputs and valuation methodologies used for assets and liabilities measured at fair value on a recurring basis, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended September 30, 2014.

Investment securities, available-for-sale: 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. Such securities are classified in Level 2 of the valuation hierarchy. Where Level 1 or Level 2 inputs are not available, such securities are classified as Level 3 within the hierarchy.

Fair value determinations of available-for-sale securities are the responsibility of the Company's corporate accounting and treasury departments. The Company obtains fair value estimates from independent third party vendors on a monthly basis. The Company reviews the vendors' inputs for fair value estimates and the recommended assignments of levels within the fair value hierarchy. The review includes the extent to which markets for investment securities are determined to have limited or no activity, or are judged to be active markets. The Company reviews the extent to which observable and unobservable inputs are used as well as the appropriateness of the underlying assumptions about risk that a market participant would use in active markets, with adjustments for limited or inactive markets. In considering the inputs to the fair value estimates, the Company places less reliance on quotes that are judged to not reflect orderly transactions, or are non-binding indications. In assessing credit risk, the Company reviews payment performance, collateral adequacy, third party research and analyses, credit rating histories and issuers' financial statements. For those markets determined to be inactive or limited, the valuation techniques used are models for which management has verified that discount rates are appropriately adjusted to reflect illiquidity and credit risk. The Company also independently obtains cash flow estimates that are stressed at levels that exceed those used by the independent third party pricing vendors.

Interest rate swap derivative financial instruments: fair values for interest rate swap derivative financial instruments are based upon the estimated amounts to settle the contracts considering current interest rates and are calculated using discounted cash flows that are observable or that can be corroborated by observable market data and, therefore, are classified within Level 2 of the valuation hierarchy. The inputs used to determine fair value include the 3 month LIBOR forward curve to estimate variable rate cash inflows and the Fed Funds Effective Swap Rate to estimate the discount rate. The estimated variable rate cash inflows are compared to the fixed rate outflows and such difference is discounted to a present value to estimate the fair value of the interest rate swaps. The Company also obtains and compares the reasonableness of the pricing from an independent third party.

The following schedules disclose the fair value measurement of assets and liabilities measured at fair value on a recurring basis:

(Dollars in thousands)	Fair Value September 30, 2014	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investment securities, available-for-sale				
U.S. government sponsored enterprises	$9,282	—	9,282	—
State and local governments	936,774	—	936,774	—
Corporate bonds	341,531	—	341,531	—
Residential mortgage-backed securities	1,110,609	—	1,110,609	—
Total assets measured at fair value on a recurring basis	$2,398,196	—	2,398,196	—
Interest rate swaps	$9,572	—	9,572	—
Total liabilities measured at fair value on a recurring basis	$9,572	—	9,572	—

(Dollars in thousands)	Fair Value December 31, 2013	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investment securities, available-for-sale				
U.S. government sponsored enterprises	$10,628	—	10,628	—
State and local governments	1,385,078	—	1,385,078	—
Corporate bonds	442,501	—	442,501	—
Residential mortgage-backed securities	1,384,622	—	1,384,622	—
Interest rate swaps	1,896	—	1,896	—
Total assets measured at fair value on a recurring basis	$3,224,725	—	3,224,725	—

Non-recurring Measurements

The following is a description of the inputs and valuation methodologies used for assets recorded at fair value on a non-recurring basis, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended September 30, 2014.

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

Collateral-dependent impaired loans, net of ALLL: loans included in the Company's loan portfolio 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.

The Company's credit departments review appraisals for OREO and collateral-dependent loans, giving consideration to the highest and best use of the collateral. The appraisal or evaluation (new or updated) is considered the starting point for determining fair value. The valuation techniques used in preparing appraisals or evaluations (new or updated) include the cost approach, income approach, sales comparison approach, or a combination of the preceding valuation techniques. The key inputs used to determine the fair value of the collateral-dependent loans and OREO include selling costs, discounted cash flow rate or capitalization rate, and adjustment to comparables. Valuations and significant inputs obtained by independent sources are reviewed by the Company for accuracy and reasonableness. The Company also considers other factors and events in the environment that may affect the fair value. The appraisals or evaluations (new or updated) are reviewed at least quarterly and more frequently based on current market conditions, including deterioration in a borrower's financial condition and when property values may be subject to significant volatility. After review and acceptance of the collateral appraisal or evaluation (new or updated), adjustments to the impaired loan or OREO may occur. The Company generally obtains appraisals or evaluations (new or updated) annually.

The following schedules disclose the fair value measurement of assets with a recorded change during the period resulting from re-measuring the assets at fair value on a non-recurring basis:

(Dollars in thousands)	Fair Value September 30, 2014	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other real estate owned	$1,309	—	—	1,309
Collateral-dependent impaired loans, net of ALLL	14,689	—	—	14,689
Total assets measured at fair value on a non-recurring basis	$15,998	—	—	15,998

(Dollars in thousands)	Fair Value December 31, 2013	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other real estate owned	$10,888	—	—	10,888
Collateral-dependent impaired loans, net of ALLL	18,670	—	—	18,670
Total assets measured at fair value on a non-recurring basis	$29,558	—	—	29,558

Non-recurring Measurements Using Significant Unobservable Inputs (Level 3)
The following table presents additional quantitative information about assets measured at fair value on a non-recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

	Fair Value	Quantitative Information about Level 3 Fair Value Measurements		
(Dollars in thousands)	September 30, 2014	Valuation Technique	Unobservable Input	Range (Weighted Average) [1]
Other real estate owned	$529	Sales comparison approach	Selling costs	8.0% - 10.0% (8.2%)
			Adjustment to comparables	0.0% - 7.0% (0.8%)
	780	Combined approach	Selling costs	10.0% - 10.0% (10.0%)
			Discount rate	10.0% - 10.0% (10.0%)
	$1,309			
Collateral-dependent impaired loans, net of ALLL	$76	Cost approach	Selling costs	6.0% - 6.0% (6.0%)
	5,364	Income approach	Selling costs	8.0% - 10.0% (8.5%)
			Discount rate	8.3% - 12.0% (9.1%)
	6,939	Sales comparison approach	Selling costs	0.0% - 10.0% (8.2%)
	2,310	Combined approach	Selling costs	8.0% - 10.0% (8.7%)
			Adjustment to comparables	5.0% - 10.0% (8.2%)
	$14,689			

	Fair Value	Quantitative Information about Level 3 Fair Value Measurements		
(Dollars in thousands)	December 31, 2013	Valuation Technique	Unobservable Input	Range (Weighted-Average) [1]
Other real estate owned	$9,278	Sales comparison approach	Selling costs	7.0% - 10.0% (7.7%)
			Adjustment to comparables	0.0% - 37.5% (1.4%)
	1,610	Combined approach	Selling costs	5.0% - 10.0% (7.5%)
			Discount rate	8.5% - 8.5% (8.5%)
			Adjustment to comparables	25.0% - 25.0% (25.0%)
	$10,888			
Collateral-dependent impaired loans, net of ALLL	$4,076	Income approach	Selling costs	8.0% - 8.0% (8.0%)
			Discount rate	8.3% - 8.3% (8.3%)
	11,784	Sales comparison approach	Selling costs	0.0% - 10.0% (7.9%)
			Adjustment to comparables	0.0% - 1.0% (0.0%)
	2,810	Combined approach	Selling costs	0.0% - 8.0% (7.8%)
			Discount rate	7.3% - 7.3% (7.3%)

		Adjustment to comparables	10.0% - 50.0% (18.9%)
$ 18,670			

[1] The range for selling costs and adjustments to comparables indicate reductions to the fair value.

Fair Value of Financial Instruments

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

Cash and cash equivalents: fair value is estimated at book value.

Investment securities, held-to-maturity: fair value for held-to-maturity securities is estimated in the same manner as available-for-sale securities, which is described above.

Loans held for sale: fair value is estimated at book value.

Loans receivable, net of ALLL: fair value is estimated by discounting the future cash flows using the rates at which similar notes would be written for the same remaining maturities. The market rates used are based on current rates the Company would impose for similar loans and reflect a market participant assumption about risks associated with non-performance, illiquidity, and the structure and term of the loans along with local economic and market conditions. Estimated fair value of impaired loans is based on the fair value of the collateral, less estimated cost to sell, or the present value of the loan's expected future cash flows (discounted at the loan's effective interest rate). All impaired loans are classified as Level 3 and all other loans are classified as Level 2 within the valuation hierarchy.

Accrued interest receivable: fair value is estimated at book value.

Non-marketable equity securities: fair value is estimated at book value due to restrictions that limit the sale or transfer of such securities.

Deposits: fair value of term deposits is estimated by discounting the future cash flows using rates of similar deposits with similar maturities. The market rates used were obtained from an independent third party and reviewed by the Company. The rates were the average of current rates offered by the Company's local competitors. The estimated fair value of demand, NOW, savings, and money market deposits is the book value since rates are regularly adjusted to market rates and transactions are executed at book value daily. Therefore, such deposits are classified in Level 1 of the valuation hierarchy. Certificate accounts and wholesale deposits are classified as Level 2 within the hierarchy.

FHLB advances: fair value of non-callable FHLB advances is estimated by discounting the future cash flows using rates of similar advances with similar maturities. Such rates were obtained from current rates offered by FHLB. The estimated fair value of callable FHLB advances was obtained from FHLB and the model was reviewed by the Company, including discussions with FHLB.

Repurchase agreements 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. The market rates used were averages of currently traded trust preferred securities with similar characteristics to the Company's issuances and obtained from an independent third party.

Accrued interest payable: fair value is estimated at book value.

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 an insignificant amount of off-balance sheet financial instruments.

The following schedules present the carrying amounts, estimated fair values and the level within the fair value hierarchy of the Company's financial instruments:

(Dollars in thousands)	Carrying Amount September 30, 2014	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
Cash and cash equivalents	$282,097	282,097	—	—
Investment securities, available-for-sale	2,398,196	—	2,398,196	—
Investment securities, held-to-maturity	482,757	—	513,142	—
Loans held for sale	65,598	65,598	—	—
Loans receivable, net of ALLL	4,328,467	—	4,222,037	162,469
Accrued interest receivable	42,981	42,981	—	—
Non-marketable equity securities	52,868	—	52,868	—
Total financial assets	$7,652,964	390,676	7,186,243	162,469
Financial liabilities				
Deposits	$6,106,811	4,720,941	1,391,221	—
FHLB advances	366,866	—	381,132	—
Repurchase agreements and other borrowed funds	374,564	—	374,564	—
Subordinated debentures	125,669	—	76,806	—
Accrued interest payable	3,058	3,058	—	—
Interest rate swaps	9,572	—	9,572	—
Total financial liabilities	$6,986,540	4,723,999	2,233,295	—

(Dollars in thousands)	Carrying Amount December 31, 2013	Fair Value Measurements At the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
Cash and cash equivalents	$155,657	155,657	—	—
Investment securities, available-for-sale	3,222,829	—	3,222,829	—
Loans held for sale	46,738	46,738	—	—
Loans receivable, net of ALLL	3,932,487	—	3,807,993	187,731
Accrued interest receivable	41,898	41,898	—	—
Non-marketable equity securities	52,192	—	52,192	—
Interest rate swaps	1,896	—	1,896	—
Total financial assets	$7,453,697	244,293	7,084,910	187,731
Financial liabilities				
Deposits	$5,579,967	4,258,213	1,341,382	—
FHLB advances	840,182	—	857,551	—
Repurchase agreements and other borrowed funds	321,781	—	321,781	—
Subordinated debentures	125,562	—	71,501	—

Accrued interest payable	3,505	3,505	—	—
Total financial liabilities	$6,870,997	4,261,718	2,592,215	—

Note 9. Mergers and Acquisitions

On August 31, 2014, the Company acquired 100 percent of the outstanding common stock of FNBR, a privately-owned company, and its wholly-owned subsidiary, First National Bank of the Rockies, a community bank based in Grand Junction, Colorado. First National Bank of the Rockies provides community banking services to individuals and businesses in northwestern Colorado, with banking offices located in Grand Junction, Steamboat Springs, Meeker, Rangely, Craig, Hayden and Oak Creek. As a result of the acquisition, the Company further diversified its loan and deposit customer base with its increased presence in the state of Colorado. The branches of First National Bank of the Rockies have been combined with an existing division of the Bank operating under the name “Bank of the San Juans, division of Glacier Bank.” The consideration paid by the Company to acquire FNBR was $31,817,000, which resulted in the Company issuing 555,732 shares of its common stock and $16,690,000 in cash in exchange for all of FNBR’s outstanding common stock. The fair value of the Company’s common stock issued was $27.22 per share, i.e., the closing market price of the Company’s common stock as of the August 31, 2014 acquisition date.

The purchase price paid by the Company to acquire FNBR was the result of extensive negotiations and was the subject of analysis and related issuance of an opinion as to the fairness, from a financial point of view, of the consideration to be received by the holders of FNBR common stock in connection with the acquisition by the Company. The merger agreement limited FNBR’s ability to pursue alternative acquisition proposals and provided for the payment by FNBR of a $1,630,000 break-up fee in the event FNBR received an unsolicited acquisition proposal from a third party that was superior from a financial point of view to that made by the Company and the merger agreement was terminated. For additional information regarding the factors leading to the determination of the purchase price, see the Sections entitled “Risk Factors” and “Background of and Reasons for the Merger” in the Company’s Registration Statement on Form S-4 filed with the United States Securities and Exchange Commission on May 30, 2014.

The assets and liabilities of FNBR were recorded on the Company’s consolidated statements of financial condition at their estimated fair values as of the August 31, 2014 acquisition date and FNBR’s results of operations have been included in the Company’s consolidated statements of operations since that date. The Company recorded a $680,000 bargain purchase gain due to the fair value of FNBR’s identifiable net assets exceeding the consideration transferred. The bargain purchase gain is included in other income in the Company’s consolidated statements of operations. Before recognizing the bargain purchase gain, the Company reassessed whether it correctly identified and valued each of the assets acquired and liabilities assumed. The objective of the reassessment process was to ensure that the measurements reflected consideration of all available information as of the acquisition date. The reassessment process included reviewing FNBR’s statement of financial condition to verify that all assets and liabilities had been identified and then re-evaluating and challenging again the procedures and the reasonableness of the significant assumptions utilized in determining the fair value of the identifiable assets and liabilities with respect to the acquisition date. The Company obtained fair value estimates from independent third party specialists for the significant identifiable assets and liabilities, including loans, investment securities and deposits. Following the reassessment process, the Company concluded that the consideration transferred and all of the assets acquired and liabilities assumed had been properly identified and valued.

The following table discloses the calculation of the fair value of the consideration transferred, the total identifiable net assets acquired and the resulting bargain purchase gain arising from the FNBR acquisition:

(Dollars in thousands)	August 31, 2014
Fair value of consideration transferred	
Fair value of Company shares issued, net of equity issuance costs	$15,127
Cash consideration for outstanding shares	16,690
Contingent consideration	—
Total fair value of consideration transferred	31,817
Recognized amounts of identifiable assets acquired and liabilities assumed	
Identifiable assets acquired	
Cash and cash equivalents	14,578
Investment securities	157,018
Loans receivable	137,488
Core deposit intangible	4,199
Accrued income and other assets	35,884
Total identifiable assets acquired	349,167
Liabilities assumed	
Deposits	309,641
Accrued expenses and other liabilities	7,029
Total liabilities assumed	316,670
Total identifiable net assets	32,497
Bargain purchase gain	$680

The fair value of the FNBR assets acquired includes loans with fair values of $137,488,000. The gross principal and contractual interest due under the FNBR contracts is $146,019,000, all of which is expected to be collectible.

Core deposit intangible assets related to the FNBR acquisition totaled $4,199,000 with an estimated life of 10 years.

The Company incurred $525,000 of FNBR third-party acquisition-related costs during the nine month period ended September 30, 2014. The expenses are included in other expense in the Company's consolidated statements of operations.

Total income consisting of net interest income and non-interest income of the acquired operations of FNBR was approximately $2,251,000 and net income was approximately $1,029,000 from August 31, 2014 to September 30, 2014. The following unaudited pro forma summary presents consolidated information of the Company as if the FNBR acquisition had occurred on January 1, 2013:

(Dollars in thousands)	Three Months ended		Nine Months ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Net interest income and non-interest income	$95,966	89,155	278,983	247,449
Net income	29,034	25,523	85,310	70,778

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

The following discussion is intended to provide a more comprehensive review of the Glacier Bancorp, Inc.'s ("Company") operating results and financial condition than can be obtained from reading the Consolidated Financial Statements alone. The discussion should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in "Part I. Item 1. Financial Statements."

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 similar m 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. In addition to the factors set forth in the sections titled "Risk Factors," "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", as applicable, in this report and the Annual Report on Form 10-K for the year ended December 31, 2013 (the "2013 Annual Report"), the following factors, among others, could cause actual results to differ materially from the anticipated results:

- the risks associated with lending and potential adverse changes of the credit quality of loans in the Company's portfolio;
- increased loan delinquency rates;
- the risks presented by the lingering economic recovery which could adversely affect credit quality, loan collateral values, OREO 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 completion and integration of acquisitions;
- the goodwill the Company has recorded in connection with acquisitions could become additionally impaired, which may have an adverse impact on 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 the Company's common stock and the ability to raise additional capital or grow the Company through acquisitions;
- consolidation in the financial services industry in the Company's markets resulting in the creation of larger financial institutions who may have greater resources could change the competitive landscape;
- dependence on the CEO, the senior management team and the Presidents of the Bank divisions;
- potential interruption or breach in security of the Company's systems; and
- the Company's success in managing risks involved in the foregoing.

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.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Recent Acquisition

On August 31, 2014, the Company completed the acquisition of FNBR Holding Corporation ("FNBR"), and its subsidiary, First National Bank of the Rockies which has ten community banking offices in Grand Junction, Steamboat Springs, Meeker, Rangely, Craig, Hayden, and Oak Creek, Colorado. The branches of FNBR have been combined with an existing division of Glacier Bank and operate under the name "Bank of the San Juans, division of Glacier Bank." The total purchase price of the acquisition was $31.8 million, consisting of $16.7 million of cash paid and 555,732 shares of the Company's common stock issued which resulted in a bargain purchase gain of $680 thousand. The Company incurred $525 thousand of legal and professional expenses in connection with the acquisition. The Company's results of operations and financial condition include the acquisition of FNBR from the August 31, 2014 acquisition date.

Financial Condition Analysis

Assets

The following table summarizes the Company's assets as of the dates indicated:

					$ Change from		
(Dollars in thousands)	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013
Cash and cash equivalents	$ 282,097	202,358	155,657	254,684	79,739	126,440	27,413
Investment securities, available-for-sale	2,398,196	2,559,411	3,222,829	3,318,953	(161,215)	(824,633)	(920,757)
Investment securities, held-to-maturity	482,757	483,557	—	—	(800)	482,757	482,757
Total investment securities	2,880,953	3,042,968	3,222,829	3,318,953	(162,015)	(341,876)	(438,000)
Loans receivable							
Residential real estate	603,806	587,340	577,589	583,817	16,466	26,217	19,989
Commercial	3,248,529	3,023,915	2,901,283	2,828,287	224,614	347,246	420,242
Consumer and other	606,764	592,024	583,966	588,995	14,740	22,798	17,769
Loans receivable	4,459,099	4,203,279	4,062,838	4,001,099	255,820	396,261	458,000
Allowance for loan and lease losses	(130,632)	(130,636)	(130,351)	(130,765)	4	(281)	133
Loans receivable, net	4,328,467	4,072,643	3,932,487	3,870,334	255,824	395,980	458,133
Other assets	618,293	572,125	573,377	603,959	46,168	44,916	14,334
Total assets	$ 8,109,810	7,890,094	7,884,350	8,047,930	219,716	225,460	61,880

Total investment securities decreased $162 million, or 5 percent, during the current quarter and decreased $438 million, or 13 percent, from September 30, 2013 as the Company continued to reduce the overall size of the investment portfolio. At September 30, 2014, investment securities represented 36 percent of total assets, down from 39 percent at the previous quarter and 41 percent at September 30, 2013.

Excluding the loans receivable from the acquisition of FNBR, the loan portfolio increased by $118 million, or 11 percent annualized, during the current quarter with improvement in all loan categories. Excluding the acquisition, the largest dollar and percentage increase was in commercial loans which increased $107 million, or 4 percent, during the current quarter which was attributable to increases in loan production and seasonal draws on construction lines. Excluding the loans receivable from the acquisition, the loan portfolio increased $258 million, or 6 percent, since

December 31, 2013 of which $230 million came from growth in commercial loans.

Liabilities

The following table summarizes the Company's liabilities as of the dates indicated:

(Dollars in thousands)	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	$ Change from Jun 30, 2014	$ Change from Dec 31, 2013	$ Change from Sep 30, 2013
Non-interest bearing deposits	$1,595,971	1,464,938	1,374,419	1,397,401	131,033	221,552	198,570
Interest bearing deposits	4,510,840	4,280,898	4,205,548	4,215,479	229,942	305,292	295,361
Repurchase agreements	367,213	315,240	313,394	314,313	51,973	53,819	52,900
FHLB advances	366,866	607,305	840,182	967,382	(240,439)	(473,316)	(600,516)
Other borrowed funds	7,351	7,367	8,387	8,466	(16)	(1,036)	(1,115)
Subordinated debentures	125,669	125,633	125,562	125,526	36	107	143
Other liabilities	95,420	78,698	53,608	71,556	16,722	41,812	23,864
Total liabilities	$7,069,330	6,880,079	6,921,100	7,100,123	189,251	148,230	(30,793)

Excluding the FNBR acquisition, non-interest bearing deposits at September 30, 2014 increased $51.0 million, or 3 percent, during the current quarter, and increased $119 million, or 8 percent, from September 30, 2013. Excluding the acquisition, interest bearing deposits were unchanged from the prior quarter and increased $65.8 million, or 2 percent, from the prior year. In addition to the increase in deposit balances, the Company has benefited from a higher than expected increase in the number of checking accounts during the current year. Interest bearing deposits of $4.511 billion at September 30, 2014 included $196 million of wholesale deposits (i.e., brokered deposits classified as NOW, money market deposits and certificate accounts). Federal Home Loan Bank ("FHLB") advances of $367 million at September 30, 2014 decreased $240 million, or 40 percent, during the current quarter and decreased $601 million, or 62 percent, from September 30, 2013 as the need for borrowings continued to decrease concurrent with the increase in deposits.

Stockholders' Equity

The following table summarizes the stockholders' equity balances as of the dates indicated:

(Dollars in thousands, except per share data)	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	$ Change from Jun 30, 2014	$ Change from Dec 31, 2013	$ Change from Sep 30, 2013
Common equity	$1,017,805	985,809	953,605	937,824	31,996	64,200	79,981
Accumulated other comprehensive income	22,675	24,206	9,645	9,983	(1,531)	13,030	12,692
Total stockholders' equity	1,040,480	1,010,015	963,250	947,807	30,465	77,230	92,673
Goodwill and core deposit intangible, net	(141,323)	(137,815)	(139,218)	(139,934)	(3,508)	(2,105)	(1,389)
Tangible stockholders' equity	$899,157	872,200	824,032	807,873	26,957	75,125	91,284
Stockholders' equity to total assets	12.83%	12.80%	12.22%	11.78%			
Tangible stockholders' equity to total tangible assets	11.28%	11.25%	10.64%	10.22%			
Book value per common share	$13.87	13.56	12.95	12.76	0.31	0.92	1.11
Tangible book value per common share	$11.98	11.71	11.08	10.87	0.27	0.90	1.11
	$25.86	28.38	29.79	24.68	(2.52)	(3.93)	1.18

Market price per share at end of period

Tangible stockholders' equity of $899 million at September 30, 2014 increased $27.0 million, or 3 percent, from the prior quarter as a result of $15.1 million of Company stock issued in connection with the acquisition of FNBR and earnings retention. Tangible stockholders' equity increased $91.3 million from a year ago as the result of earnings retention, stock issued in connection with the acquisition, and an increase in accumulated other comprehensive income. Tangible book value per common share of $11.98 increased $0.27 per share from the prior quarter and increased $1.11 per share from the prior year third quarter.

On September 25, 2014, the Company's Board of Directors declared a cash dividend of $0.17 per share during the current quarter. The dividend is payable October 16, 2014 to shareholders of record on October 7, 2014. The dividend was the 118th consecutive quarterly dividend declared by the Company and future cash dividends will depend on a variety of factors, including net income, capital, asset quality, general economic conditions and regulatory considerations.

Operating Results for Three Months Ended September 30, 2014
Compared to June 30, 2014, March 31, 2014 and September 30, 2013

Performance Summary

(Dollars in thousands, except per share data)	Three Months ended			
	September 30, 2014	June 30, 2014	March 31, 2014	September 30, 2013
Net income	$29,294	28,677	26,730	25,628
Diluted earnings per share	$0.40	0.38	0.36	0.35
Return on average assets (annualized)	1.46 %	1.47 %	1.39 %	1.27 %
Return on average equity (annualized)	11.30 %	11.45 %	11.04 %	10.85 %

The Company reported net income of $29.3 million for the current quarter, an increase of $3.7 million, or 14 percent, from the $25.6 million of net income for the prior year third quarter. Diluted earnings per share for the current quarter was $0.40 per share, an increase of $0.05, or 14 percent, from the prior year third quarter diluted earnings per share of $0.35.

Income Summary
The following table summarizes revenue for the periods indicated:

(Dollars in thousands)	Three Months ended				$ Change from		
	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014	Sep 30, 2013	Jun 30, 2014	Mar 31, 2014	Sep 30, 2013
Net interest income							
Interest income	$75,690	73,963	74,087	69,531	1,727	1,603	6,159
Interest expense	6,430	6,528	6,640	7,186	(98)	(210)	(756)
Total net interest income	69,260	67,435	67,447	62,345	1,825	1,813	6,915
Non-interest income							
Service charges, loan fees, and other fees	15,661	14,747	13,248	15,119	914	2,413	542
Gain on sale of loans	6,000	4,778	3,595	7,021	1,222	2,405	(1,021)
Loss on sale of investments	(61)	(48)	(51)	(403)	(13)	(10)	342
Other income	2,832	3,027	2,596	2,136	(195)	236	696
Total non-interest income	24,432	22,504	19,388	23,873	1,928	5,044	559
	$93,692	89,939	86,835	86,218	3,753	6,857	7,474

Net interest margin (tax-equivalent)	3.99	%	3.99	%	4.02	%	3.56	%

Net Interest Income

Current quarter net interest income of $69.3 million increased $1.8 million during the current quarter. The current quarter interest income of $75.7 million increased $1.7 million, or 2 percent, from the prior quarter. The current quarter increase in interest income was primarily driven by a greater volume of commercial loans which more than offset the reduction in interest income from the investment portfolio.

The current quarter's interest income increased $6.2 million, or 9 percent, over the prior year third quarter and was primarily attributable to higher interest income on the investment portfolio and commercial loans. Interest income of $22.8 million on investment securities increased $3.3 million, or 17 percent, over the prior year third quarter as a result of a higher yielding mix of investment securities coupled with a reduction of premium amortization (net of discount accretion) on the investment portfolio ("premium amortization"). The current quarter interest income of $37.4 million on commercial loans increased $3.1 million, or 9 percent, over the prior year third quarter as a result of an increased volume of commercial loans.

The current quarter interest expense of $6.4 million decreased $98 thousand, or 2 percent, from the prior quarter and decreased $756 thousand, or 11 percent, from the prior year third quarter. The decrease in interest expense from the prior quarter and the prior year third quarter was the result of decreases in deposit interest rates and in the volume of borrowings. The cost of total funding (including non-interest bearing deposits) for the current quarter was 37 basis points compared to 39 basis points in the prior quarter and 41 basis points for the prior year third quarter.

The Company's net interest margin as a percentage of earning assets, on a tax-equivalent basis, for the current and prior quarter was 3.99 percent. The 2 basis points decrease in the current quarter yield on earning assets was offset by a 2 basis points decrease in cost of funds.

The Company's current quarter net interest margin increased 43 basis points from the prior year third quarter net interest margin of 3.56 percent, such increase was primarily driven by the increased yield on the investment portfolio combined with a significant shift in earning assets to the higher yielding loan portfolio.

Non-interest Income

Non-interest income for the current quarter totaled $24.4 million, an increase of $1.9 million over the prior quarter and an increase of $559 thousand over the same quarter last year. The Company continued to benefit from the increased number of deposit accounts which was reflected in the $914 thousand, or 6 percent, increase in service charge fee income from the prior quarter and the $542 thousand, or 4 percent, increase from the prior year third quarter, respectively. Gain of $6.0 million on the sales of residential loans in the current quarter was an increase of $1.2 million, or 26 percent, from the prior quarter. Gain on the sale of the residential loans in the current quarter decreased $1.0 million, or 15 percent, from the prior year third quarter as a result of the reduction in refinance activity. Included in other income was operating revenue of $38 thousand from other real estate owned ("OREO") and gain of $368 thousand from the sale of OREO, a combined total of $406 thousand for the current quarter compared to $615 thousand for the prior quarter and $433 thousand for the prior year third quarter.

Non-interest Expense

The following table summarizes non-interest expense for the periods indicated:

(Dollars in thousands)	Three Months ended				$ Change from		
	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014	Sep 30, 2013	Jun 30, 2014	Mar 31, 2014	Sep 30, 2013
Compensation and employee benefits	$ 30,142	28,988	28,634	27,469	1,154	1,508	2,673
Occupancy and equipment	6,961	6,733	6,613	6,421	228	348	540
Advertising and promotions	2,141	1,948	1,777	1,897	193	364	244
Outsourced data processing	1,472	2,032	1,288	1,232	(560)	184	240
Other real estate owned	602	566	507	1,049	36	95	(447)
Regulatory assessments and insurance	1,435	1,028	1,592	1,677	407	(157)	(242)
Core deposit intangibles amortization	692	693	710	693	(1)	(18)	(1)
Other expense	10,793	10,685	8,949	9,930	108	1,844	863
Total non-interest expense	$ 54,238	52,673	50,070	50,368	1,565	4,168	3,870

Compensation and employee benefits increased by $1.2 million, or 4 percent, from the prior quarter due to the increased number of employees from the FNBR acquisition and additional benefit costs. Compensation and employee benefits increased by $2.7 million from the prior year third quarter because of the increased number of employees from the FNBR acquisition and the North Cascades Bank acquisition at July 31, 2013 along with additional benefit costs and salary increases. Occupancy and equipment expense increased $540 thousand, or 8 percent, from the prior year third quarter as a result of increases in equipment expense related to the Company's expansion of information and technology infrastructure. Advertising and promotion expense increased $193 thousand, or 10 percent, compared to the prior quarter and increased $244 thousand, or 13 percent, from the prior year third quarter primarily from the FNBR acquisition and recent marketing promotions at a number of the Bank divisions. Outsourced data processing expense decreased $560 thousand, or 28 percent, from the prior quarter as a result of conversion related expenses in the second quarter of 2014. Outsourced data processing expense increased $240 thousand, or 19 percent, from the prior year third quarter because of the acquired banks' outsourced data processing expense and from an increase in technology infrastructure. The current quarter OREO expense of $602 thousand included $362 thousand of operating expense, $65 thousand of fair value write-downs, and $175 thousand of loss on sale of OREO. OREO expense may fluctuate as the Company continues to work through non-performing assets and dispose of foreclosed properties.

Efficiency Ratio

The efficiency ratio for the current quarter and the prior year third quarter was 54 percent. The increases in non-interest expense were more than offset by the increases in net interest income resulting in a comparable efficiency ratio.

Provision for Loan Losses

The following table summarizes the provision for loan losses, net charge-offs and select ratios relating to the provision for loan losses for the previous eight quarters:

(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 Sub-sidiary Assets
Third quarter 2014	$360	$364	2.93 %	0.39 %	1.21 %
Second quarter 2014	239	332	3.11 %	0.44 %	1.30 %
First quarter 2014	1,122	744	3.20 %	1.05 %	1.37 %
Fourth quarter 2013	1,802	2,216	3.21 %	0.79 %	1.39 %
Third quarter 2013	1,907	2,025	3.27 %	0.66 %	1.56 %
Second quarter 2013	1,078	1,030	3.56 %	0.60 %	1.64 %
First quarter 2013	2,100	2,119	3.84 %	0.95 %	1.79 %
Fourth quarter 2012	2,275	8,081	3.85 %	0.80 %	1.87 %

Net charged-off loans for the current quarter remained stable from the prior quarter and decreased $1.7 million, or 82 percent, from the prior year third quarter. The current quarter provision for loan losses of $360 thousand increased $121 thousand from the prior quarter and decreased $1.5 million from the prior year third quarter. Loan portfolio growth, composition, average loan size, credit quality considerations, and other environmental factors will continue to determine the level of provision for loan loss expense.

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 below in “Additional Management’s Discussion and Analysis.”

Operating Results for Nine Months ended September 30, 2014
Compared to September 30, 2013

Performance Summary

(Dollars in thousands, except per share data)	Nine Months ended September 30, 2014		September 30, 2013	
Net income	$84,701		69,098	
Diluted earnings per share	$1.14		0.95	
Return on average assets (annualized)	1.44	%	1.19	%
Return on average equity (annualized)	11.27	%	9.96	%

Net income for the nine months ended September 30, 2014 was $84.7 million, an increase of $15.6 million, or 23 percent, from the $69.1 million of net income for the same period the prior year. Diluted earnings per share for the first nine months of the current year was $1.14 per share, an increase of $0.19, or 20 percent, from the diluted earnings per share in the prior year first nine months.

Revenue Summary

The following table summarizes revenue for the periods indicated, including the amount and percentage change from September 30, 2013:

(Dollars in thousands)	Nine Months ended September 30, 2014	September 30, 2013	$ Change	% Change
Net interest income				
Interest income	$223,740	$189,637	$34,103	18 %
Interest expense	19,598	21,829	(2,231)	(10)%
Total net interest income	204,142	167,808	36,334	22 %
Non-interest income				
Service charges, loan fees, and other fees	43,656	39,765	3,891	10 %
Gain on sale of loans	14,373	23,582	(9,209)	(39)%
Loss on sale of investments	(160)	(299)	139	(46)%
Other income	8,455	6,997	1,458	21 %
Total non-interest income	66,324	70,045	(3,721)	(5)%
	$270,466	$237,853	$32,613	14 %
Net interest margin (tax-equivalent)	4.00 %	3.34 %		

Net Interest Income

Net interest income for the first nine months of the current year was $204 million, an increase of $36.3 million, or 22 percent, over the same period last year. Interest income for the first nine months of the current year increased $34.1 million, or 18 percent, from the prior year first nine months and was principally due to the decrease in premium amortization on investment securities and increased income from commercial loans. Interest income benefited from a reduction by $33.8 million in premium amortization on investment securities during the first nine months of the current year compared to the same period last year. Current year interest income on commercial loans increased $14.9 million, or 16 percent, from the first nine months of the prior year and was primarily the result of an increased volume of commercial loans.

Interest expense for the first nine months of the current year decreased $2.2 million, or 10 percent, from the prior year first nine months and was primarily attributable to the decreases in interest rates on certificate of deposits and lower volume of borrowings. The funding cost (including non-interest bearing deposits) for the first nine months of 2014 was 39 basis points compared to 43 basis points for the first nine months of 2013.

The net interest margin as a percentage of earning assets, on a tax-equivalent basis, for the first nine months of 2014 was 4.00 percent, a 66 basis points increase from the net interest margin of 3.34 percent for the first nine months of 2013. The increase in the net interest margin was due to the increased yield on the investment portfolio combined with the shift in earning assets to the higher yielding loan portfolio. The premium amortization for the first nine months of 2014 accounted for a 42 basis points reduction in the net interest margin, which was a decrease of 61 basis points compared to the 103 basis points reduction in the net interest margin for the same period last year.

Non-interest Income

Non-interest income of $66.3 million for the first nine months of 2014 decreased $3.7 million, or 5 percent, over the same period last year. Gain of $14.4 million on the sale of residential loans for the first nine months of 2014 decreased $9.2 million, or 39 percent, from the first nine months of 2013 as a consequence of the slowdown in refinance activity. Service charges and other fees of $43.7 million for the first nine months of 2014 increased $3.9 million, or 10 percent, from the same period last year. Included in other income was operating revenue of $136 thousand from OREO and gain of $1.7 million from the sale of OREO, which combined totaled $1.8 million for the first nine months of 2014

compared to $1.9 million for the same period in the prior year.

Non-interest Expense Summary

The following table summarized the non-interest expense for the periods indicated, including the amount and percentage change from September 30, 2013:

(Dollars in thousands)	Nine Months ended September 30, 2014	September 30, 2013	$ Change	% Change
Compensation and employee benefits	$87,764	$76,963	$10,801	14 %
Occupancy and equipment	20,307	18,152	2,155	12 %
Advertising and promotions	5,866	5,066	800	16 %
Outsourced data processing	4,792	2,870	1,922	67 %
Other real estate owned	1,675	4,901	(3,226)	(66)%
Regulatory assessments and insurance	4,055	4,843	(788)	(16)%
Core deposit intangibles amortization	2,095	1,684	411	24 %
Other expense	30,427	27,804	2,623	9 %
Total non-interest expense	$156,981	$142,283	$14,698	10 %

Compensation and employee benefits for the first nine months of 2014 increased $10.8 million, or 14 percent, from the same period last year due to the increased number of employees from the acquired banks, additional benefit costs and annual salary increases. Occupancy and equipment expense increased $2.2 million, or 12 percent, as a result of the acquisitions and increases in equipment expense related to additional information and technology infrastructure. Outsourced data processing expense increased $1.9 million, or 67 percent, from the prior year first nine months as a result of the acquired banks outsourced data processing expense, conversion related expenses and general increases in data processing expense. OREO expense of $1.7 million in the first nine months of 2014 decreased $3.2 million, or 66 percent, from the same period last year. OREO expense for the first nine months of 2014 included $1.1 million of operating expenses, $217 thousand of fair value write-downs, and $383 thousand of loss on sale of OREO. Other expense for the first nine months of 2014 increased by $2.6 million, or 9 percent, from the first nine months of the prior year primarily from debit card expenses and other deposit account related charges.

Efficiency Ratio

The efficiency ratio was 54 percent for the first nine months of 2014 and 55 percent for the first nine months of 2013. The improvement in the efficiency ratio resulted from net interest income outpacing the increase in non-interest expense and the decrease in non-interest income.

Provision for Loan Losses

The provision for loan losses was $1.7 million for the first nine months of 2014, a decrease of $3.4 million, or 66 percent, from the same period in the prior year. Net charged-off loans during the first nine months of 2014 was $1.4 million, a decrease of $3.7 million from the first nine months of 2013.

ADDITIONAL MANAGEMENT'S DISCUSSION AND ANALYSIS

Lending Activity and Practices

The Company focuses its lending activities primarily on the following types of loans: 1) first-mortgage, conventional loans secured by residential properties, particularly single-family, 2) commercial lending that concentrates on targeted businesses, and 3) installment lending for consumer purposes (e.g., home equity, automobile, etc.). Supplemental information regarding the Company's loan portfolio and credit quality based on regulatory classification is provided in the section captioned "Loans by Regulatory Classification" included in "Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations." The regulatory classification of loans is based primarily on the type of collateral for the loans. Loan information included in "Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" is based on the Company's loan segments and classes which is based on the purpose of the loan, unless otherwise noted as a regulatory classification.

The following table summarizes the Company's loan portfolio as of the dates indicated:

	September 30, 2014		December 31, 2013		September 30, 2013	
(Dollars in thousands)	Amount	Percent	Amount	Percent	Amount	Percent
Residential real estate loans	$603,806	14 %	$577,589	15 %	$583,817	15 %
Commercial loans						
Real estate	2,276,282	53 %	2,049,247	52 %	1,994,058	51 %
Other commercial	972,247	22 %	852,036	22 %	834,229	22 %
Total	3,248,529	75 %	2,901,283	74 %	2,828,287	73 %
Consumer and other loans						
Home equity	385,681	9 %	366,465	9 %	373,512	10 %
Other consumer	221,083	5 %	217,501	5 %	215,483	5 %
Total	606,764	14 %	583,966	14 %	588,995	15 %
Loans receivable	4,459,099	103 %	4,062,838	103 %	4,001,099	103 %
Allowance for loan and lease losses	(130,632)	(3)%	(130,351)	(3)%	(130,765)	(3)%
Loans receivable, net	$4,328,467	100 %	$3,932,487	100 %	$3,870,334	100 %

Non-performing Assets

The following table summarizes information regarding non-performing assets at the dates indicated:

(Dollars in thousands)	At or for the Nine Months ended September 30, 2014	At or for the Six Months ended June 30, 2014	At or for the Year ended December 31, 2013	At or for the Nine Months ended September 30, 2013
Other real estate owned	$28,374	26,338	26,860	36,531
Accruing loans 90 days or more past due				
Residential real estate	869	296	429	—
Commercial	698	602	160	144
Consumer and other	50	82	15	30
Total	1,617	980	604	174
Non-accrual loans				
Residential real estate	6,592	7,299	10,702	12,604
Commercial	53,433	58,428	61,577	65,127
Consumer and other	8,124	9,420	9,677	10,562
Total	68,149	75,147	81,956	88,293
Total non-performing assets [1]	$98,140	102,465	109,420	124,998
Non-performing assets as a percentage of subsidiary assets	1.21 %	1.30 %	1.39 %	1.56 %
Allowance for loan and lease losses as a percentage of non-performing loans	187 %	172 %	158 %	148 %
Accruing loans 30-89 days past due	$17,570	18,592	32,116	26,401
Accruing troubled debt restructurings	$74,376	73,981	81,110	86,850
Non-accrual troubled debt restructurings	$37,482	35,786	42,461	40,917
Interest income [2]	$2,489	1,828	4,122	3,340

[1] As of September 30, 2014, non-performing assets have not been reduced by U.S. government guarantees of $3.4 million.

[2] Amounts represent estimated interest income that would have been recognized on loans accounted for on a non-accrual basis as of the end of each period had such loans performed pursuant to contractual terms.

Non-performing assets at September 30, 2014 were $98.1 million and included $5.7 million from the FNBR acquisition. Excluding the acquisition, non-performing assets at September 30, 2014 were $92.5 million, a decrease of $10.0 million, or 10 percent, during the current quarter and a decrease of $32.5 million, or 26 percent, from a year ago. Land, lot and other construction loans (i.e., regulatory classification) continues to be the largest category and, excluding the acquisition, was $47.5 million, or 51 percent, of the non-performing assets at September 30, 2014. The Company has continued to make progress by reducing this category the past few years and, excluding the acquisition, the category decreased $1.6 million, or 3 percent, from the prior quarter. Early stage delinquencies (accruing loans 30-89 days past due) of $17.6 million at September 30, 2014 decreased $1.0 million, or 5 percent, from the prior quarter and decreased $8.8 million, or 33 percent, from the prior year third quarter.

Most of the Company’s non-performing assets are secured by real estate, and based on the most current information available to management, including updated appraisals or evaluations (new or updated), the Company believes the value of the underlying real estate collateral is adequate to minimize significant charge-offs or losses to the Company. The Company evaluates the level of its non-performing loans, the values of the underlying real estate and other

collateral, and related trends in net charge-offs in determining the adequacy of the ALLL. Through pro-active credit administration, the Company works closely with its borrowers to seek favorable resolution to the extent possible, thereby attempting to minimize net charge-offs or losses to the Company. The Company continues to maintain an adequate allowance while working to reduce non-performing loans.

For non-performing construction loans involving residential structures, the percentage of completion exceeds 95 percent at September 30, 2014. For non-performing construction loans involving commercial structures, the percentage of completion ranges from projects not started to projects completed at September 30, 2014. During the construction loan term, all construction loan collateral properties are inspected at least monthly, or more frequently as needed, until completion. Draws on construction loans are predicated upon the results of the inspection and advanced based upon a percentage of completion basis versus original budget percentages. When construction loans become non-performing and the associated project is not complete, the Company on a case-by-case basis makes the decision to advance additional funds or to initiate collection/foreclosure proceedings. Such decision includes obtaining "as-is" and "at completion" appraisals for consideration of potential increases or decreases in the collateral's value. The Company also considers the increased costs of monitoring progress to completion, and the related collection/holding period costs should collateral ownership be transferred to the Company. With very limited exception, the Company does not disburse additional funds on non-performing loans. Instead, the Company has proceeded to collection and foreclosure actions in order to reduce the Company's exposure to loss on such loans.

Construction loans, a regulatory classification, accounted for 47 percent of the Company's non-accrual loans as of September 30, 2014. Land, lot and other construction loans, a regulatory classification, were 96 percent of the non-accrual construction loans. Of the Company's $32.1 million of non-accrual construction loans at September 30, 2014, 92 percent of such loans had collateral properties securing the loans in Western Montana and Idaho. With locations and operations in the contiguous northern Rocky Mountain states of Idaho and Montana, the geography and economies of each of these geographic areas are predominantly tied to real estate development given the sprawling abundance of timbered valleys and mountainous terrain with significant lakes, streams and watershed areas. Consistent with the lingering economic recovery, the upscale primary, secondary and other housing markets, as well as the associated construction and building industries show improved activity after several years of decline. As the housing market (rental and owner-occupied) and related industries continue to recover from the downturn, the Company continues to reduce its exposure to loss in the land, lot and other construction loan portfolio.

For additional information on accounting policies relating to non-performing assets and impaired loans, see Note 1 to the Consolidated Financial Statements in "Part I. Item 1. Financial Statements."

Impaired Loans

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 ninety 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).

Impaired loans were $173 million and $200 million as of September 30, 2014 and December 31, 2013, respectively. The ALLL includes specific valuation allowances of $10.2 million and $11.9 million of impaired loans as of September 30, 2014 and December 31, 2013, respectively. Of the total impaired loans at September 30, 2014, there were 23 significant commercial real estate and other commercial loans that accounted for $65.7 million, or 38 percent, of the impaired loans. The 23 loans were collateralized by 127 percent of the loan value, the majority of which had appraisals or evaluations (new or updated) during the last year, such appraisals reviewed at least quarterly taking into account current market conditions. Of the total impaired loans at September 30, 2014, there were 142 loans aggregating $83.3 million, or 48 percent, whereby the borrowers had more than one impaired loan. The amount of impaired loans that have had partial charge-offs during the year for which the Company continues to have concern about the collectability of the remaining loan balance was $2.1 million. Of these loans, there were charge-offs of $1.1

million during 2014.

Restructured Loans

A restructured loan is considered a troubled debt restructuring ("TDR") if the creditor, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. The Company had TDR loans of $112 million and $124 million as of September 30, 2014 and December 31, 2013, respectively. The Company's TDR loans are considered impaired loans of which $37.5 million and $42.5 million as of September 30, 2014 and December 31, 2013, respectively, are designated as non-accrual.

Each restructured debt is separately negotiated with the borrower and includes terms and conditions that reflect the borrower's prospective ability to service the debt as modified. The Company discourages the use of the multiple loan strategy when restructuring loans regardless of whether or not the notes are TDR loans. The Company does not have any commercial TDR loans as of September 30, 2014 that have repayment dates extended at or near the original maturity date for which the Company has not classified as impaired. At September 30, 2014, the Company has TDR loans of $17.6 million that are in non-accrual status or that have had partial charge-offs during the year, the borrowers of which continue to have $33.0 million in other loans that are on accrual status.

Other Real Estate Owned

The loan book value prior to the acquisition and transfer of the loan into OREO during 2014 was $10.2 million of which $3.4 million was residential real estate, $4.5 million was commercial, and $2.3 million was consumer loans. The fair value of the loan collateral acquired in foreclosure during 2014 was $9.0 million of which $3.3 million was residential real estate, $3.7 million was commercial, and $2.0 million was consumer loans. The following table sets forth the changes in OREO for the periods indicated:

(Dollars in thousands)	Nine Months ended September 30, 2014	Six Months ended June 30, 2014	Year ended December 31, 2013	Nine Months ended September 30, 2013
Balance at beginning of period	$ 26,860	26,860	45,115	45,115
Acquisitions	3,928	—	1,203	1,203
Additions	8,995	5,740	15,266	13,091
Capital improvements	804	—	79	79
Write-downs	(216)	(151)	(3,639)	(2,365)
Sales	(11,997)	(6,111)	(31,164)	(20,592)
Balance at end of period	$ 28,374	26,338	26,860	36,531

Allowance for Loan and Lease Losses

Determining the adequacy of the ALLL involves a high degree of judgment and is inevitably imprecise as the risk of loss is difficult to quantify. The ALLL methodology is designed to reasonably estimate the probable loan and lease losses within the Company's loan portfolio. Accordingly, the ALLL is maintained within a range of estimated losses. The determination of the ALLL, including the provision for loan losses and net charge-offs, is a critical accounting estimate that involves management's judgments about all known relevant internal and external environmental factors that affect loan losses, including the credit risk inherent in the loan portfolio, economic conditions nationally and in the local markets in which the Company operates, changes in collateral values, delinquencies, non-performing assets and net charge-offs.

Although the Company continues to actively monitor economic trends, soft economic conditions combined with potential declines in the values of real estate that collateralize most of the Company's loan portfolio may adversely affect the credit risk and potential for loss to the Company.

The ALLL evaluation is well documented and approved by the Company's Board. In addition, the policy and procedures for determining the balance of the ALLL are reviewed annually by the Company's Board, the internal audit department, independent credit reviewers and state and federal bank regulatory agencies.

At the end of each quarter, the Company analyzes its loan portfolio and maintains an ALLL at a level that is appropriate and determined in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The allowance consists of a specific valuation allowance component and a general valuation

allowance component. The specific valuation allowance component relates to loans that are determined to be impaired. A specific valuation allowance is established when the fair value of a collateral-dependent loan or the present value of the loan's expected future cash flows (discounted at the loan's effective interest rate) is lower than the carrying value of the impaired loan. The general valuation allowance component relates to probable credit losses inherent in the balance of the loan portfolio based on prior loss experience, adjusted for changes in trends and conditions of qualitative or environmental factors.

The Bank divisions' credit administration reviews their respective loan portfolios to determine which loans are impaired and estimates the specific valuation allowance. The impaired loans and related specific valuation allowance are then provided to the Company's credit administration for further review and approval. The Company's credit administration also determines the estimated general valuation and reviews and approves the overall ALLL for the Company. The credit administration of the Company exercises significant judgment when evaluating the effect of applicable qualitative or environmental factors on the Company's historical loss experience for loans not identified as impaired. Quantification of the impact upon the Company's ALLL is inherently subjective as data for any factor may not be directly applicable, consistently relevant, or reasonably available for management to determine the precise impact of a factor on the collectability of the Company's unimpaired loan portfolio as of each evaluation date. The Company's credit administration documents its conclusions and rationale for changes that occur in each applicable factor's weight (i.e., measurement) and ensures that such changes are directionally consistent based on the underlying current trends and conditions for the factor. To have directional consistency, the provision for loan losses and credit quality should generally move in the same direction.

The Company's model of thirteen Bank divisions with separate management teams provides substantial local oversight to the lending and credit management function. The Company's business model affords multiple reviews of larger loans before credit is extended, a significant benefit in mitigating and managing the Company's credit risk. The geographic dispersion of the market areas in which the Company operates further mitigates the risk of credit loss. While this process is intended to limit credit exposure, there can be no assurance that further problem credits will not arise and additional loan losses incurred, particularly in periods of rapid economic downturns.

The primary responsibility for credit risk assessment and identification of problem loans rests with the loan officer of the account. This continuous process of identifying impaired loans is necessary to support management's evaluation of the ALLL adequacy. An independent loan review function verifying credit risk ratings evaluates the loan officer and management's evaluation of the loan portfolio credit quality. The loan review function also assesses the evaluation process and provides an independent analysis of the adequacy of the ALLL.

No assurance can be given that the Company will not, in any particular period, sustain losses that are significant relative to the ALLL amount, or that subsequent evaluations of the loan portfolio applying management's judgment about then current factors, including economic and regulatory developments, will not require significant changes in the ALLL. Under such circumstances, this could result in enhanced provisions for loan losses.

The following table summarizes the allocation of the ALLL as of the dates indicated:

	September 30, 2014			December 31, 2013			September 30, 2013		
(Dollars in thousands)	ALLL	Percent of ALLL in Category	Percent of Loans in Category	ALLL	Percent of ALLL in Category	Percent of Loans in Category	ALLL	Percent of ALLL in Category	Percent of Loans in Category
Residential real estate	$15,040	11 %	13 %	$14,067	11 %	14 %	$15,750	12 %	15 %
Commercial real estate	67,563	52 %	51 %	70,332	54 %	51 %	73,398	56 %	50 %
Other commercial	30,765	24 %	22 %	28,630	22 %	21 %	23,821	18 %	21 %
Home equity	10,104	8 %	9 %	9,299	7 %	9 %	9,491	7 %	9 %
Other consumer	7,160	5 %	5 %	8,023	6 %	5 %	8,305	7 %	5 %
Totals	$130,632	100 %	100 %	$130,351	100 %	100 %	$130,765	100 %	100 %

47

The following table summarizes the ALLL experience for the periods indicated:

(Dollars in thousands)	Nine Months ended September 30, 2014	Six Months ended June 30, 2014	Year ended December 31, 2013	Nine Months ended September 30, 2013
Balance at beginning of period	$ 130,351	130,351	130,854	130,854
Provision for loan losses	1,721	1,361	6,887	5,085
Charge-offs				
Residential real estate	(413)	(413)	(793)	(391)
Commercial loans	(3,536)	(2,013)	(8,407)	(5,355)
Consumer and other loans	(1,618)	(898)	(4,443)	(3,216)
Total charge-offs	(5,567)	(3,324)	(13,643)	(8,962)
Recoveries				
Residential real estate	275	233	299	195
Commercial loans	3,138	1,491	4,803	2,696
Consumer and other loans	714	524	1,151	897
Total recoveries	4,127	2,248	6,253	3,788
Charge-offs, net of recoveries	(1,440)	(1,076)	(7,390)	(5,174)
Balance at end of period	$ 130,632	130,636	130,351	130,765
Allowance for loan and lease losses as a percentage of total loans	2.93 %	3.11 %	3.21 %	3.27 %
Net charge-offs as a percentage of total loans	0.03 %	0.03 %	0.18 %	0.13 %

The allowance was $131 million at September 30, 2014 and remained stable compared to the prior quarter and year ago periods. The allowance was 2.93 percent of total loans outstanding at September 30, 2014 compared to 3.11 percent at June 30, 2014 and 3.27 percent for the same quarter last year. Excluding the FNBR acquisition, the allowance was 3.02 percent of total loans outstanding at September 30, 2014, with the decrease from the prior quarter primarily reflecting the growth in the loan portfolio.

The Company’s allowance of $131 million is considered adequate to absorb losses from any class of its loan portfolio. For the periods ended September 30, 2014 and 2013, the Company believes the allowance is commensurate with the risk in the Company’s loan portfolio and is directionally consistent with the change in the quality of the Company’s loan portfolio.

When applied to the Company’s historical loss experience, the qualitative or environmental factors result in the provision for loan losses being recorded in the period in which the loss has probably occurred. When the loss is confirmed at a later date, a charge-off is recorded. During 2014, the provision for loan losses exceeded loan charge-offs, net of recoveries, by $281 thousand. During the same period in 2013, loan charge-offs, net of recoveries, exceeded the provision for loan losses by $89 thousand.

The Company provides commercial services to individuals, small to medium size businesses, community organizations and public entities from 128 locations, including 120 branches, across Montana, Idaho, Wyoming, Colorado, Utah, and Washington. The Rocky Mountain states in which the Company operates has diverse economies and markets that are tied to commodities (crops, livestock, minerals, oil and natural gas), tourism, real estate and land development and an assortment of industries, both manufacturing and service-related. Thus, the changes in the global, national, and local economies are not uniform across the Company’s geographic locations.

48

There have been improvements in the economic environment during the last year compared to the past several years. The housing recovery is slowly trying to regain traction. Nationally, home prices have gradually moved upward, and each of the states in which the Company has operations have continued to experience some recovery in home prices. Personal income growth has improved in each of the Company's states. The Federal Reserve Bank of Philadelphia's composite state coincident indices reflected positive growth in Montana, Idaho, Colorado, Utah, and Washington over the last three months and the six month forecast of their state leading indices forecasts steady growth in each of the Company's states, except Wyoming. Although unemployment rates in each of the Company's states except Wyoming have experienced improvement with double digit year-over-year declines and each remain lower than the national unemployment rate of 5.9 percent for September 2014, wages and salaries have not increased at the same pace. Employment growth has remained positive in most industries across the Company's footprint and the personal bankruptcy filing rate has declined nationally and in each of the Company's states. Foreclosure starts have continued to decline year-over-year nationally and in each of the Company's states. The tourism industry and related lodging has continued to be a source of strength for the locations where the Company's market areas have national parks and similar recreational areas in the market areas served. Overall, the Company has started to see positive signs throughout the various economic indices; however, given the significant recession experienced during 2008 and 2009, the Company is cautiously optimistic that the housing and banking industries will slowly recover. The Company will continue to actively monitor the economy's impact on its lending portfolio.

In evaluating the need for a specific or general valuation allowance for impaired and unimpaired loans, respectively, within the Company's construction loan portfolio (i.e., regulatory classification), including residential construction and land, lot and other construction loans, the credit risk related to such loans was considered in the ongoing monitoring of such loans, including assessments based on current information, including appraisals or evaluations (new or updated) of the underlying collateral, expected cash flows and the timing thereof, as well as the estimated cost to sell when such costs are expected to reduce the cash flows available to repay or otherwise satisfy the construction loan. Construction loans are 12 percent of the Company's total loan portfolio and account for 47 percent of the Company's non-accrual loans at September 30, 2014. Collateral securing construction loans includes residential buildings (e.g., single/multi-family and condominiums), commercial buildings, and associated land (multi-acre parcels and individual lots, with and without shorelines).

The Company's allowance consisted of the following components as of the dates indicated:

(Dollars in thousands)	September 30, 2014	June 30, 2014	December 31, 2013	September 30, 2013
Specific valuation allowance	$ 10,150	9,442	11,949	12,728
General valuation allowance	120,482	121,194	118,402	118,037
Total ALLL	$ 130,632	130,636	130,351	130,765

During 2014, the ALLL increased by $281 thousand, the net result of a $1.8 million decrease in the specific valuation allowance and a $2.1 million increase in the general valuation allowance. The specific valuation allowance decreased as the result of a $27.1 million reduction of loans individually reviewed for impairment from the prior year end. The increase in the general valuation allowance from the prior year-end was due to a $288 million increase in loans collectively evaluated for impairment, excluding the FNBR acquisition, applying the historical loss experience adjusted for qualitative or environmental factors.
For additional information regarding the ALLL, its relation to the provision for loan losses and risk related to asset quality, see Note 3 to the Consolidated Financial Statements in "Part I. Item 1. Financial Statements."

Loans by Regulatory Classification

Supplemental information regarding identification of the Company's loan portfolio and credit quality based on regulatory classification is provided in the following tables. The regulatory classification of loans is based primarily on the type of collateral for the loans. There may be differences when compared to loan tables and loan amounts appearing elsewhere which reflect the Company's internal loan segments and classes which are based on the purpose of the loan.

The following table summarizes the Company's loan portfolio by regulatory classification:

	Loans Receivable, by Loan Type				% Change from		
(Dollars in thousands)	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013
Custom and owner occupied construction	$59,121	51,497	50,352	40,187	15 %	17 %	47 %
Pre-sold and spec construction	44,085	34,114	34,217	38,702	29 %	29 %	14 %
Total residential construction	103,206	85,611	84,569	78,889	21 %	22 %	31 %
Land development	88,507	81,589	73,132	75,282	8 %	21 %	18 %
Consumer land or lots	99,003	101,042	109,175	111,331	(2)%	(9)%	(11)%
Unimproved land	66,684	51,457	50,422	51,986	30 %	32 %	28 %
Developed lots for operative builders	15,471	15,123	15,951	15,082	2 %	(3)%	3 %
Commercial lots	16,050	17,238	12,585	15,707	(7)%	28 %	2 %
Other construction	149,207	112,081	103,807	99,868	33 %	44 %	49 %
Total land, lot, and other construction	434,922	378,530	365,072	369,256	15 %	19 %	18 %
Owner occupied	834,742	816,859	811,479	815,401	2 %	3 %	2 %
Non-owner occupied	658,429	617,693	588,114	541,688	7 %	12 %	22 %
Total commercial real estate	1,493,171	1,434,552	1,399,593	1,357,089	4 %	7 %	10 %
Commercial and industrial	573,617	549,143	523,354	528,792	4 %	10 %	8 %
Agriculture	317,506	288,555	279,959	283,801	10 %	13 %	12 %
1st lien	782,116	757,954	733,406	738,842	3 %	7 %	6 %
Junior lien	71,678	73,130	73,348	76,277	(2)%	(2)%	(6)%
Total 1-4 family	853,794	831,084	806,754	815,119	3 %	6 %	5 %
Multifamily residential	168,760	152,169	123,154	113,880	11 %	37 %	48 %
Home equity lines of credit	322,442	309,282	298,119	298,935	4 %	8 %	8 %
Other consumer	139,045	134,414	130,758	128,374	3 %	6 %	8 %
Total consumer	461,487	443,696	428,877	427,309	4 %	8 %	8 %
Other	118,234	95,960	98,244	88,469	23 %	20 %	34 %
Total loans receivable, including loans held for sale	4,524,697	4,259,300	4,109,576	4,062,604	6 %	10 %	11 %
Less loans held for sale [1]	(65,598)	(56,021)	(46,738)	(61,505)	17 %	40 %	7 %
Total loans receivable	$4,459,099	4,203,279	4,062,838	4,001,099	6 %	10 %	11 %

[1] Loans held for sale are primarily 1st lien 1-4 family loans.

The following tables summarize selected information identified by regulatory classification on the Company's non-performing assets.

	Non-performing Assets, by Loan Type				Non-Accrual Loans	Accruing Loans 90 Days or More Past Due	Other Real Estate Owned
(Dollars in thousands)	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	Sep 30, 2014	Sep 30, 2014	Sep 30, 2014
Custom and owner occupied construction	$1,164	1,196	1,248	1,270	1,164	—	—
Pre-sold and spec construction	222	609	828	1,157	222	—	—
Total residential construction	1,386	1,805	2,076	2,427	1,386	—	—
Land development	24,803	23,718	25,062	25,834	16,037	—	8,766
Consumer land or lots	3,451	2,804	2,588	3,500	2,008	—	1,443
Unimproved land	13,659	12,421	13,630	14,977	11,233	—	2,426
Developed lots for operative builders	1,672	2,186	2,215	2,284	988	—	684
Commercial lots	2,697	2,787	2,899	2,978	271	—	2,426
Other construction	5,154	5,156	5,167	5,776	165	—	4,989
Total land, lot and other construction	51,436	49,072	51,561	55,349	30,702	—	20,734
Owner occupied	14,913	14,595	14,270	19,224	13,044	95	1,774
Non-owner occupied	3,768	3,956	4,301	5,453	1,790	272	1,706
Total commercial real estate	18,681	18,551	18,571	24,677	14,834	367	3,480
Commercial and industrial	4,833	5,850	6,400	7,452	4,307	320	206
Agriculture	3,430	3,506	3,529	2,488	2,491	11	928
1st lien	13,236	17,240	17,630	20,959	10,441	787	2,008
Junior lien	481	1,146	4,767	5,648	389	92	—
Total 1-4 family	13,717	18,386	22,397	26,607	10,830	879	2,008
Multifamily residential	450	729	—	—	—	—	450
Home equity lines of credit	3,985	4,289	4,544	5,599	3,400	17	568
Other consumer	222	277	342	399	199	23	—
Total consumer	4,207	4,566	4,886	5,998	3,599	40	568
Total	$98,140	102,465	109,420	124,998	68,149	1,617	28,374

(Dollars in thousands)	Accruing 30-89 Days Delinquent Loans, by Loan Type				% Change from							
	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	Jun 30, 2014		Dec 31, 2013		Sep 30, 2013	
Custom and owner occupied construction	$—	$—	$202	$—	n/m		(100	)%	n/m	
Pre-sold and spec construction	179	144	—	772	24	%	n/m		(77	)%
Total residential construction	179	144	202	772	24	%	(11	)%	(77	)%
Land development	—	—	—	917	n/m		n/m		(100	)%
Consumer land or lots	62	267	1,716	504	(77	)%	(96	)%	(88	)%
Unimproved land	1,177	899	615	311	31	%	91	%	278	%
Developed lots for operative builders	21	—	8	9	n/m		163	%	133	%
Commercial lots	106	—	—	68	n/m		n/m		56	%
Other construction	660	—	—	—	n/m		n/m		n/m	
Total land, lot and other construction	2,026	1,166	2,339	1,809	74	%	(13	)%	12	%
Owner occupied	4,341	6,125	5,321	7,261	(29	)%	(18	)%	(40	)%
Non-owner occupied	266	1,665	2,338	2,509	(84	)%	(89	)%	(89	)%
Total commercial real estate	4,607	7,790	7,659	9,770	(41	)%	(40	)%	(53	)%
Commercial and industrial	3,376	2,528	3,542	4,176	34	%	(5	)%	(19	)%
Agriculture	152	497	1,366	725	(69	)%	(89	)%	(79	)%
1st lien	3,738	2,408	12,386	5,142	55	%	(70	)%	(27	)%
Junior lien	275	536	482	881	(49	)%	(43	)%	(69	)%
Total 1-4 family	4,013	2,944	12,868	6,023	36	%	(69	)%	(33	)%
Multifamily Residential	684	689	1,075	226	(1	)%	(36	)%	203	%
Home equity lines of credit	1,725	1,839	1,999	1,770	(6	)%	(14	)%	(3	)%
Other consumer	789	938	1,066	1,130	(16	)%	(26	)%	(30	)%
Total consumer	2,514	2,777	3,065	2,900	(9	)%	(18	)%	(13	)%
Other	19	57	—	—	(67	)%	n/m		n/m	
Total	$17,570	$18,592	$32,116	$26,401	(5	)%	(45	)%	(33	)%

_____

n/m - not measurable

The following table summarizes net charge-offs at the dates indicated, including identification by regulatory classification:

(Dollars in thousands)	Net Charge-Offs (Recoveries), Year-to-Date Period Ending, By Loan Type				Charge-Offs	Recoveries
	Sep 30, 2014	Jun 30, 2014	Dec 31, 2013	Sep 30, 2013	Sep 30, 2014	Sep 30, 2014
Custom and owner occupied construction	$—	—	(51)	(1)	—	—
Pre-sold and spec construction	(58)	(39)	(10)	128	—	58
Total residential construction	(58)	(39)	(61)	127	—	58
Land development	(319)	(333)	(383)	(97)	148	467
Consumer land or lots	69	97	843	486	325	256
Unimproved land	(186)	(126)	715	435	25	211
Developed lots for operative builders	(125)	(117)	(81)	(36)	13	138
Commercial lots	(5)	(3)	248	250	—	5
Other construction	—	—	(473)	(130)	—	—
Total land, lot and other construction	(566)	(482)	869	908	511	1,077
Owner occupied	201	(7)	350	271	487	286
Non-owner occupied	(44)	(184)	397	375	201	245
Total commercial real estate	157	(191)	747	646	688	531
Commercial and industrial	932	1,343	3,096	1,382	2,146	1,214
Agriculture	(1)	—	53	21	—	1
1st lien	207	298	681	347	698	491
Junior lien	199	91	106	145	491	292
Total 1-4 family	406	389	787	492	1,189	783
Multifamily residential	138	1	(39)	(31)	160	22
Home equity lines of credit	222	(120)	1,606	1,516	500	278
Other consumer	210	175	324	109	373	163
Total consumer	432	55	1,930	1,625	873	441
Other	—	—	8	4	—	—
Total	$1,440	1,076	7,390	5,174	5,567	4,127

Investment Activity

On January 1, 2014, the Company reclassified state and local government securities with a fair value of approximately $485 million, inclusive of a net unrealized gain of $4.6 million, from available-for-sale classification to held-to-maturity classification. Investment securities classified as available-for-sale are carried at estimated fair value and investment securities classified as held-to-maturity are carried at amortized cost. Unrealized gains or losses, net of tax, on available-for-sale securities are reflected as an adjustment to other comprehensive income. The Company's investment securities are summarized below:

	September 30, 2014		December 31, 2013		September 30, 2013	
(Dollars in thousands)	Carrying Amount	Percent	Carrying Amount	Percent	Carrying Amount	Percent
Available-for-sale						
U.S. government sponsored enterprises	$9,282	— %	$10,628	— %	$11,556	— %
State and local governments	936,774	32 %	1,385,078	43 %	1,341,384	41 %
Corporate bonds	341,531	12 %	442,501	14 %	442,845	13 %
Residential mortgage-backed securities	1,110,609	39 %	1,384,622	43 %	1,523,168	46 %
Total available-for-sale	2,398,196	83 %	3,222,829	100 %	3,318,953	100 %
Held-to-maturity						
State and local governments	482,757	17 %	—	— %	—	— %
Total held-to-maturity	482,757	17 %	—	— %	—	— %
Total investment securities	$2,880,953	100 %	$3,222,829	100 %	$3,318,953	100 %

The Company's investment portfolio is primarily comprised of residential mortgage-backed securities and state and local government securities which are largely exempt from federal income tax. Similar to 2013, the Company continued to redeploy payments on its residential mortgage-backed securities to loans receivable during the year. The residential mortgage-backed securities are typically short, weighted-average life U.S. agency collateralized mortgage obligations that provide the Company with ongoing liquidity as scheduled and pre-paid principal is received on the securities. The maximum federal statutory rate of 35 percent is used in calculating the Company's tax-equivalent yields on tax-exempt state and local government securities.

The following table presents the carrying amount and weighted-average yield of available-for-sale and held-to-maturity investment securities by contractual maturity at September 30, 2014. Weighted-average yields are based upon the amortized cost of securities and are calculated using the interest method which takes into consideration premium amortization, discount accretion and mortgage-backed securities' prepayment provisions. Weighted-average yields on tax-exempt investment securities exclude the federal income tax benefit.

	One Year or Less		After One through Five Years		After Five through Ten Years		After Ten Years		Residential Mortgage-Backed Securities		Total	
(Dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Y
Available-for-sale												
U.S. government sponsored enterprises	$9,235	2.26%	$15	1.59%	$32	1.00%	$—	— %	$—	— %	$9,282	2
State and local governments	30,975	1.84%	149,413	2.15%	74,819	3.38%	681,567	4.31%	—	— %	936,774	3
Corporate bonds	74,579	2.27%	266,952	2.07%	—	— %	—	— %	—	— %	341,531	2
Residential mortgage-backed securities	—	— %	—	— %	—	— %	—	— %	1,110,609	2.31%	1,110,609	2
Total available-for-sale	114,789	2.15%	416,380	2.10%	74,851	3.38%	681,567	4.31%	1,110,609	2.31%	2,398,196	2
Held-to-maturity												
State and local governments	—	— %	—	— %	—	— %	482,757	4.45%	—	— %	482,757	4
Total held-to-maturity	—	— %	—	— %	—	— %	482,757	4.45%	—	— %	482,757	4
Total investment securities	$114,789	2.15%	$416,380	2.10%	$74,851	3.38%	$1,164,324	4.37%	$1,110,609	2.31%	$2,880,953	3

For additional investment activity information, see Note 2 to the Consolidated Financial Statements in "Part I. Item 1. Financial Statements."

Other-Than-Temporary Impairment on Securities Analysis

Non-marketable equity securities. Of the non-marketable equity securities owned at September 30, 2014, 97 percent consisted of capital stock issued by FHLB of Seattle. Non-marketable equity securities are evaluated for impairment whenever events or circumstances suggest the carrying value may not be recoverable.

The Company's investment in FHLB stock has limited marketability and is carried at cost, which approximates fair value. With respect to FHLB stock, the Company evaluates such stock for other-than temporary impairment. Such evaluation takes into consideration 1) FHLB deficiency, if any, in meeting applicable regulatory capital targets, including risk-based capital requirements, 2) the significance of any decline in net assets of, FHLB as compared to the capital stock amount for FHLB and the time period for any such decline, 3) commitments by FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of FHLB, 4) the impact of legislative and regulatory changes on FHLB, and 5) the liquidity position of FHLB.

Based on the Company's evaluation of its investments in non-marketable equity securities as of September 30, 2014, the Company determined that none of such securities had other-than-temporary impairment.

55

Debt securities. In evaluating debt securities for other-than-temporary impairment losses, management assesses whether the Company intends to sell the security or if it is more-likely-than-not that the Company will be required to sell the debt security. In so doing, management considers contractual constraints, liquidity, capital, asset / liability management and securities portfolio objectives. For debt securities with limited or inactive markets, the impact of macroeconomic conditions in the U.S. upon fair value estimates includes higher risk-adjusted discount rates and changes in credit ratings provided by Nationally Recognized Statistical Rating Organizations ("NRSRO" entities such as Moody's, Standard and Poor's, and Fitch). In June 2014, Standard and Poor's reaffirmed its AA+ rating of U.S. government long-term debt and the outlook remains stable. In July 2013, Moody's upgraded its outlook to stable from negative while maintaining its Aaa rating on U.S. government long-term debt. In September 2014, Fitch reaffirmed its AAA rating of U.S. government long-term debt and the outlook remains stable. Standard and Poor's, Moody's and Fitch have similar credit ratings and outlooks with respect to certain long-term debt instruments issued by Federal National Mortgage Association (“Fannie Mae”), Federal Home Loan Mortgage Corporation (“Freddie Mac”) and other U.S. government agencies linked to the long-term U.S. debt.

The following table separates investments with an unrealized loss position at September 30, 2014 into two categories: investments purchased prior to 2014 and those purchased during 2014. Of those investments purchased prior to 2014, the fair market value and unrealized gain or loss at December 31, 2013 is also presented.

	September 30, 2014			December 31, 2013		
(Dollars in thousands)	Fair Value	Unrealized Loss	Unrealized Loss as a Percent of Fair Value	Fair Value	Unrealized Loss	Unrealized Loss as a Percent of Fair Value
Temporarily impaired securities purchased prior to 2014						
U.S. government sponsored enterprises	$22	$—	— %	$27	$—	— %
State and local governments	286,687	(7,189)	(3)%	276,680	(18,719)	(7)%
Corporate bonds	35,673	(204)	(1)%	35,515	(793)	(2)%
Residential mortgage-backed securities	257,445	(4,560)	(2)%	298,657	(8,636)	(3)%
Total	$579,827	$(11,953)	(2)%	$610,879	$(28,148)	(5)%
Temporarily impaired securities purchased during 2014						
State and local governments	$4,944	$(124)	(3)%			
Residential mortgage-backed securities	54,827	(325)	(1)%			
Total	$59,771	$(449)	(1)%			
Temporarily impaired securities						
U.S. government sponsored enterprises	$22	$—	— %			
State and local governments	291,631	(7,313)	(3)%			
Corporate bonds	35,673	(204)	(1)%			
Residential mortgage-backed securities	312,272	(4,885)	(2)%			
Total	$639,598	$(12,402)	(2)%			

56

With respect to severity, the following table provides the number of securities and amount of unrealized loss in the various ranges of unrealized loss as a percent of book value at September 30, 2014:

(Dollars in thousands)	Number of Debt Securities	Unrealized Loss
Greater than 10.0%	1	$(116)
5.1% to 10.0%	16	(1,813)
0.1% to 5.0%	254	(10,473)
Total	271	$(12,402)

With respect to the duration of the impaired debt securities, the Company identified 192 securities which have been continuously impaired for the twelve months ending September 30, 2014. The valuation history of such securities in the prior year(s) was also reviewed to determine the number of months in prior year(s) in which the identified securities was in an unrealized loss position.

The following table provides details of the 192 securities which have been continuously impaired for the twelve months ended September 30, 2014, including the most notable loss for any one bond in each category.

(Dollars in thousands)	Number of Debt Securities	Unrealized Loss for 12 Months Or More	Most Notable Loss
State and local governments	167	$(6,846)	$(661)
Corporate bonds	4	(84)	(31)
Residential mortgage-backed securities	21	(4,123)	(903)
Total	192	$(11,053)	

Based on the Company's analysis of its impaired debt securities as of September 30, 2014, the Company determined that none of such securities had other-than-temporary impairment and the unrealized losses were primarily the result of interest rate changes and market spreads subsequent to acquisition. A substantial portion of the investment securities with unrealized losses at September 30, 2014 were issued by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Government National Mortgage Association and other agencies of the United States government or have credit ratings issued by one or more of the NRSRO entities in the four highest credit rating categories. All of the Company's impaired debt securities at September 30, 2014 have been determined by the Company to be investment grade.

Sources of Funds

The Company's deposits have traditionally been the principal source of funds for use in lending and other business purposes. The Company has a number of different deposit programs designed to attract both short-term and long-term deposits from the general public by providing a wide selection of accounts and rates. These programs include non-interest bearing demand accounts, interest bearing checking, regular statement savings, money market deposit accounts, and fixed rate certificates of deposit with maturities ranging from three months to five years, negotiated-rate jumbo certificates, and individual retirement accounts. In addition, wholesale deposits are obtained through various programs and include brokered deposits classified as NOW, money market deposit and certificate accounts. The Company's deposits are summarized below:

	September 30, 2014			December 31, 2013			September 30, 2013		
(Dollars in thousands)	Amount	Percent		Amount	Percent		Amount	Percent	
Non-interest bearing deposits	$1,595,971	26	%	$1,374,419	25	%	$1,397,401	25	%
NOW accounts	1,156,814	19	%	1,113,878	20	%	1,009,440	18	%
Savings accounts	714,986	12	%	600,998	11	%	579,822	10	%
Money market deposit accounts	1,253,171	21	%	1,168,918	21	%	1,167,119	21	%
Certificate accounts	1,189,795	19	%	1,116,622	20	%	1,130,885	20	%
Wholesale deposits	196,074	3	%	205,132	3	%	328,213	6	%
Total interest bearing deposits	4,510,840	74	%	4,205,548	75	%	4,215,479	75	%
Total deposits	$6,106,811	100	%	$5,579,967	100	%	$5,612,880	100	%

The Company also obtains funds from repayment of loans and investment securities, repurchase agreements, advances from FHLB and other borrowings. Loan repayments are a relatively stable source of funds, while interest bearing deposit inflows and outflows are significantly influenced by general interest rate levels and market conditions. Borrowings and advances may be used on a short-term basis to compensate for reductions in normal sources of funds such as deposit inflows at less than projected levels. Borrowings also may be used on a long-term basis to support expanded activities and to match maturities of longer-term assets.

Short-term borrowings

A critical component of the Company's liquidity and capital resources is access to short-term borrowings to fund its operations. Short-term borrowings are accompanied by increased risks managed by the Asset Liability Committee ("ALCO") such as rate increases or unfavorable change in terms which would make it more costly to obtain future short-term borrowings. The Company's short-term borrowing sources include FHLB advances, federal funds purchased and retail and wholesale repurchase agreements. The Company also has access to the short-term discount window borrowing programs (i.e., primary credit) of the Federal Reserve Bank. FHLB advances and certain other short-term borrowings may be extended as long-term borrowings to decrease certain risks such as liquidity or interest rate risk; however, the reduction in risks are weighed against the increased cost of funds and other risks.

The following table provides information relating to short-term borrowings which consists of borrowings that mature within one year from period end:

(Dollars in thousands)	At or for the Nine Months ended September 30, 2014		At or for the Year ended December 31, 2013	
Repurchase agreements				
Amount outstanding at end of period	$367,213		313,394	
Weighted interest rate on outstanding amount	0.28	%	0.28	%
Maximum outstanding at any month-end	$367,213		326,184	
Average balance	$308,739		295,004	
Weighted average interest rate	0.27	%	0.29	%
FHLB advances				
Amount outstanding at end of period	$87,084		559,084	
Weighted interest rate on outstanding amount	0.21	%	0.24	%
Maximum outstanding at any month-end	$617,983		939,109	
Average balance	$378,668		693,225	
Weighted average interest rate	0.24	%	0.25	%

Contractual Obligations and Off-Balance Sheet Arrangements

The Company has outstanding debt obligations, the largest aggregate amount of which were FHLB advances. In the normal course of business, there may be various outstanding commitments to obtain funding and to extend credit, such as letters of credit and un-advanced loan commitments, which are not reflected in the accompanying condensed consolidated financial statements. The Company does not anticipate any material losses as a result of these transactions.

Liquidity Risk

Liquidity risk is the possibility that the Company will not be able to fund present and future obligations as they come due because of an inability to liquidate assets or obtain adequate funding at a reasonable cost. The objective of liquidity management is to maintain cash flows adequate to meet current and future needs for credit demand, deposit withdrawals, maturing liabilities and corporate operating expenses. Effective liquidity management entails three elements:

1. Assessing on an ongoing basis, the current and expected future needs for funds, and ensuring that sufficient funds or access to funds exist to meet those needs at the appropriate time.
2. Providing for an adequate cushion of liquidity to meet unanticipated cash flow needs that may arise from potential adverse circumstances ranging from high probability/low severity events to low probability/high severity.
3. Balancing the benefits between providing for adequate liquidity to mitigate potential adverse events and the cost of that liquidity.

The Company has a wide range of versatility in managing the liquidity and asset/liability mix. The Company's ALCO meets regularly to assess liquidity risk, among other matters. The Company monitors liquidity and contingency funding alternatives through management reports of liquid assets (e.g., investment securities), both unencumbered and pledged, as well as borrowing capacity, both secured and unsecured, including off-balance sheet funding sources. The Company evaluates its potential funding needs across alternative scenarios and maintains contingency funding plans consistent with the Company's access to diversified sources of contingent funding.

The following table identifies certain liquidity sources and capacity available to the Company at September 30, 2014:

(Dollars in thousands)	September 30, 2014
FHLB advances	
Borrowing capacity	$1,267,759
Amount utilized	(366,866)
Amount available	$900,893
Federal Reserve Bank discount window	
Borrowing capacity	$866,140
Amount utilized	—
Amount available	$866,140
Unsecured lines of credit available	$255,000
Unencumbered investment securities	
U.S. government sponsored enterprises	$1,951
State and local governments	760,635
Corporate bonds	205,706
Residential mortgage-backed securities	371,909
Total unencumbered securities	$1,340,201

Capital Resources

Maintaining capital strength continues to be a long-term objective of the Company. Abundant capital is necessary to sustain growth, provide protection against unanticipated declines in asset values, and to safeguard the funds of depositors. Capital is also a source of funds for loan demand and enables the Company to effectively manage its assets and liabilities. The Company has the capacity to issue 117,187,500 shares of common stock of which 75,024,092 have been issued as of September 30, 2014. The Company also has the capacity to issue 1,000,000 shares of preferred stock of which none have been issued as of September 30, 2014. Conversely, the Company may decide to utilize a portion of its strong capital position, as it has done in the past, to repurchase shares of its outstanding common stock, depending on market price and other relevant considerations.

The Federal Reserve has adopted capital adequacy guidelines that are used to assess the adequacy of capital in supervising a bank holding company. The Company and the Bank were considered well capitalized by their respective regulators as of September 30, 2014 and 2013. There are no conditions or events after September 30, 2014 that management believes have changed the Company's or the Bank's risk-based capital category.

The following table illustrates the Federal Reserve's capital adequacy guidelines and the Company's compliance with those guidelines as of September 30, 2014.

(Dollars in thousands)	Tier 1 Capital	Total Capital	Tier 1 Leverage Capital
Total stockholders' equity	$1,040,480	1,040,480	1,040,480
Less:			
Goodwill and intangibles	(141,323)	(141,323)	(141,323)
Net unrealized gains on available-for-sale securities and change in fair value of derivatives used for cash flow hedges	(22,675)	(22,675)	(22,675)
Plus:			
Allowance for loan and lease losses	—	70,852	—
Subordinated debentures	124,500	124,500	124,500
Total regulatory capital	$1,000,982	1,071,834	1,000,982
Risk-weighted assets	$5,608,316	5,608,316	
Total adjusted average assets			$7,796,461
Capital ratio	17.85%	19.11%	12.84%
Regulatory "well capitalized" requirement	6.00%	10.00%	
Excess over "well capitalized" requirement	11.85%	9.11%	

Federal and State Income Taxes

The Company files a consolidated federal income tax return using the accrual method of accounting. All required tax returns have been timely filed. Financial institutions are subject to the provisions of the Internal Revenue Code of 1986, as amended, in the same general manner as other corporations.

Under Montana, Idaho, Colorado and Utah law, financial institutions are subject to a corporation income tax, which incorporates or is substantially similar to applicable provisions of the Internal Revenue Code. The corporation income tax is imposed on federal taxable income, subject to certain adjustments. State taxes are incurred at the rate of 6.75 percent in Montana, 7.4 percent in Idaho, 5 percent in Utah and 4.63 percent in Colorado. Wyoming and Washington do not impose a corporate income tax.

Income tax expense for the nine months ended September 30, 2014 and 2013 was $27.1 million and $21.4 million, respectively. The Company's effective tax rate for the nine months ended September 30, 2014 and 2013 was 24.2 percent and 23.6 percent, respectively. The primary reason for the low effective rates are the benefits of tax-exempt investment income and federal tax credits. The tax-exempt income was $35.1 million and $31.4 million for the nine months ended September 30, 2014 and 2013, respectively. The federal tax credit benefits were $3.1 million and $3.0 million for the nine months ended September 30, 2014 and 2013, respectively.

The Company has equity investments in Certified Development Entities which have received allocations of New Markets Tax Credits ("NMTC"). Administered by the Community Development Financial Institutions Fund of the U.S. Department of the Treasury, the NMTC program is aimed at stimulating economic and community development and job creation in low-income communities. The federal income tax credits received are claimed over a seven-year credit allowance period. The Company also has equity investments in Low-Income Housing Tax Credits which are indirect federal subsidies used to finance the development of affordable rental housing for low-income households. The federal income tax credits are claimed over a ten-year credit allowance period. The Company has investments in Qualified Zone Academy and Qualified School Construction bonds whereby the Company receives quarterly federal income tax credits in lieu of taxable interest income until the bonds mature. The federal income tax credits on these bonds are subject to federal and state income tax.

Following is a list of expected federal income tax credits to be received in the years indicated.

(Dollars in thousands)	New Markets Tax Credits	Low-Income Housing Tax Credits	Investment Securities Tax Credits	Total
2014	$2,850	1,270	910	5,030
2015	2,850	1,175	885	4,910
2016	1,014	1,175	861	3,050
2017	450	1,060	784	2,294
2018	—	1,060	707	1,767
Thereafter	—	2,021	3,759	5,780
	$7,164	7,761	7,906	22,831

Average Balance Sheet

The following schedule provides 1) the total dollar amount of interest and dividend income of the Company for earning assets and the average yields; 2) the total dollar amount of interest expense on interest bearing liabilities and the average rates; 3) net interest and dividend income and interest rate spread; and 4) net interest margin (tax-equivalent).

	Three Months ended September 30, 2014				Nine Months ended September 30, 2014			
(Dollars in thousands)	Average Balance	Interest & Dividends	Average Yield/ Rate		Average Balance	Interest & Dividends	Average Yield/ Rate	
Assets								
Residential real estate loans	$653,633	$7,950	4.87	%	$627,790	$22,257	4.73	%
Commercial loans	3,087,020	37,387	4.80	%	2,968,681	107,696	4.85	%
Consumer and other loans	592,904	7,559	5.06	%	583,279	22,785	5.22	%
Total loans [1]	4,333,557	52,896	4.84	%	4,179,750	152,738	4.89	%
Tax-exempt investment securities [2]	1,203,419	16,920	5.62	%	1,197,604	50,577	5.63	%
Taxable investment securities [3]	1,910,212	11,438	2.40	%	2,002,557	37,061	2.47	%
Total earning assets	7,447,188	81,254	4.33	%	7,379,911	240,376	4.35	%
Goodwill and intangibles	137,605				138,226			
Non-earning assets	352,991				335,064			
Total assets	$7,937,784				$7,853,201			
Liabilities								
Non-interest bearing deposits	$1,506,748	$—	—	%	$1,408,661	$—	—	%
NOW accounts	1,131,401	264	0.09	%	1,107,643	868	0.10	%
Savings accounts	673,823	89	0.05	%	645,990	250	0.05	%
Money market deposit accounts	1,221,917	593	0.19	%	1,200,899	1,813	0.20	%
Certificate accounts	1,137,852	1,948	0.68	%	1,136,490	5,903	0.69	%
Wholesale deposits [4]	222,603	133	0.24	%	191,228	343	0.24	%
FHLB advances	488,487	2,356	1.89	%	659,141	7,317	1.46	%
Repurchase agreements, federal funds purchased and other borrowed funds	459,299	1,047	0.90	%	442,507	3,104	0.94	%
Total interest bearing liabilities	6,842,130	6,430	0.37	%	6,792,559	19,598	0.39	%
Other liabilities	66,960				55,382			
Total liabilities	6,909,090				6,847,941			
Stockholders' Equity								
Common stock	746				745			
Paid-in capital	697,407				693,751			
Retained earnings	306,200				290,464			
Accumulated other comprehensive income	24,341				20,300			
Total stockholders' equity	1,028,694				1,005,260			
Total liabilities and stockholders' equity	$7,937,784				$7,853,201			
Net interest income (tax-equivalent)		$74,824				$220,778		
Net interest spread (tax-equivalent)			3.96	%			3.96	%
Net interest margin (tax-equivalent)			3.99	%			4.00	%

_____

[1] Total loans are gross of the allowance for loan and lease losses, net of unearned income and include loans held for sale. Non-accrual loans were included in the average volume for the entire period.

[2] Includes tax effect of $5.2 million and $15.5 million on tax-exempt investment security income for the three and nine months ended September 30, 2014.

[3] Includes tax effect of $372 thousand and $1.1 million on investment security tax credits for the three and nine months ended September 30, 2014.

[4] Wholesale deposits include brokered deposits classified as NOW, money market deposit and certificate accounts.

Rate/Volume Analysis

Net interest income can be evaluated from the perspective of relative dollars of change in each period. Interest income and interest expense, which are the components of net interest income, are shown in the following table on the basis of the amount of any increases (or decreases) attributable to changes in the dollar levels of the Company's interest earning assets and interest bearing liabilities ("Volume") and the yields earned and rates paid on such assets and liabilities ("Rate"). The change in interest income and interest expense attributable to changes in both volume and rates has been allocated proportionately to the change due to volume and the change due to rate.

	Nine Months ended September 30, 2014 vs. 2013 Increase (Decrease) Due to:		
(Dollars in thousands)	Volume	Rate	Net
Interest income			
Residential real estate loans	$415	236	651
Commercial loans	19,588	(4,680)	14,908
Consumer and other loans	(238)	(1,197)	(1,435)
Investment securities (tax-equivalent)	(8,325)	29,880	21,555
Total interest income	11,440	24,239	35,679
Interest expense			
NOW accounts	114	(130)	(16)
Savings accounts	47	3	50
Money market deposit accounts	236	(5)	231
Certificate accounts	159	(1,201)	(1,042)
Wholesale deposits	(588)	(42)	(630)
FHLB advances	(2,818)	2,106	(712)
Repurchase agreements, federal funds purchased and other borrowed funds	112	(224)	(112)
Total interest expense	(2,738)	507	(2,231)
Net interest income (tax-equivalent)	$14,178	23,732	37,910

Net interest income (tax-equivalent) increased $37.9 million for the nine months ended September 30, 2014 compared to the same period in 2013. The increase in net interest income primarily resulted from higher interest rates on investment securities due to a significant decrease in premium amortization. The growth of the Company's commercial loan portfolio also contributed to the increase in net interest income.

Effect of inflation and changing prices

GAAP often requires the measurement of financial position and operating results in terms of historical dollars, without consideration for change in relative purchasing power over time due to inflation. Virtually all assets of the Company are monetary in nature; therefore, interest rates generally have a more significant impact on a company's performance than does the effect of inflation.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

The Company's assessment of market risk as of September 30, 2014 indicates there are no material changes in the quantitative and qualitative disclosures from those in the 2013 Annual Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures
The Company's Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as required by Exchange Act Rules 240.13a-15(b) and 15d-14(c)) as of September 30, 2014. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective and timely, providing them with material information relating to the Company required to be disclosed in the reports the Company files or submits under the Exchange Act.

Changes in Internal Controls
There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the third quarter 2014, to which this report relates that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various claims, legal actions and complaints which arise in the ordinary course of business. In the Company's opinion, all such matters are adequately covered by insurance, are without merit or are of such kind, or involve such amounts, that unfavorable disposition would not have a material adverse effect on the financial condition or results of operations of the Company.

Item 1A. Risk Factors

The Company believes there have been no material changes from risk factors previously disclosed in the 2013 Annual Report. The risks and uncertainties described in the 2013 Annual Report should be carefully reviewed. These are not the only risks and uncertainties that the Company faces. Additional risks and uncertainties that the Company does not currently know about or that the Company currently believes are immaterial, or that the Company has not predicted, may also harm its business operations or adversely affect the Company. If any of these risks or uncertainties actually occurs, the Company's business, financial condition, operating results or liquidity could be adversely affected.

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

(a) Not Applicable

(b) Not Applicable

(c) Not Applicable

Item 3. Defaults upon Senior Securities

(a) Not Applicable

(b) Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

(a) Not Applicable

(b) Not Applicable

Item 6. Exhibits

Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002

Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002

Exhibit 32 -	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002
Exhibit 101 -	The following financial information from Glacier Bancorp, Inc's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 is formatted in XBRL: (i) the Unaudited Condensed Consolidated Statements of Financial Condition, (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Stockholders' Equity and Comprehensive Income, (iv) the Unaudited Condensed Consolidated Statements of Cash Flows, and (v) the Notes to Unaudited Condensed Consolidated Financial Statements.

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 on November 4, 2014.

GLACIER BANCORP, INC.
/s/ Michael J. Blodnick
Michael J. Blodnick
President and CEO
/s/ Ron J. Copher
Ron J. Copher
Executive Vice President and CFO