GLACIER BANCORP INC
Form 10-Q
November 07, 2006

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

FORM 10-Q

[X] Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2006

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _________________

COMMISSION FILE 0-18911

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. Yes X No ---

Indicate by checkmark whether the registrant is a large accelerated filer, or an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer X Accelerated Filer --- Non-Accelerated Filer ---

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

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The number of shares of Registrant's common stock outstanding on October 27, 2006 was 34,820,433. No preferred shares are issued or outstanding.

GLACIER BANCORP, INC.
QUARTERLY REPORT ON FORM 10-Q

INDEX

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in thousands, except per share data)	SEPTEMBER 30, 2006	December 31, 2005	September 30, 2005
	(UNAUDITED)		(unaudited)
ASSETS:			
Cash on hand and in banks	$ 113,268	111,418	114,781
Federal funds sold	2,882	7,537	8,137
Interest bearing cash deposits	67,672	13,654	16,636
Cash and cash equivalents	183,822	132,609	139,554
Investment securities	845,304	970,055	1,026,966
Loans receivable, net	2,786,269	2,374,647	2,207,249
Loans held for sale	28,780	22,540	26,800
Premises and equipment, net	93,859	79,952	73,579
Real estate and other assets owned, net	510	332	1,803
Accrued interest receivable	22,822	19,923	17,515
Core deposit intangible, net	7,680	8,015	7,516
Goodwill	89,814	79,099	72,382
Other assets	67,836	19,172	16,516
	$ 4,126,696	3,706,344	3,589,880
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Non-interest bearing deposits	$ 751,593	667,008	684,151
Interest bearing deposits	2,099,742	1,867,704	1,702,977
Advances from Federal Home Loan Bank of Seattle	377,104	402,191	654,368
Securities sold under agreements to repurchase	162,400	129,530	111,196
Other borrowed funds	171,699	187,692	12,313
Accrued interest payable	10,288	7,437	5,784
Deferred tax liability	3,266	2,746	7,644
Subordinated debentures	115,000	85,000	85,000
Other liabilities	24,594	23,797	21,047
Total liabilities	3,715,686	3,373,105	3,284,480
Preferred shares, $.01 par value per share. 1,000,000 shares authorized None issued or outstanding	--	--	--
Common stock, $.01 par value per share. 78,125,000 shares authorized	338	322	313
Paid-in capital	310,685	262,383	240,197

Retained earnings - substantially restricted	97,533	69,713	60,682
Accumulated other comprehensive income	2,454	821	4,208
Total stockholders' equity	411,010	333,239	305,400
	$ 4,126,696	3,706,344	3,589,880
Number of shares outstanding	33,844,184	32,172,547	31,345,769
Book value per share	$ 12.14	10.36	9.74

See accompanying notes to condensed consolidated financial statements.

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	THREE MONTHS ENDED SEPTEMBER 30,		N
(UNAUDITED - dollars in thousands, except per share data)	2006	2005	2
INTEREST INCOME:			
Real estate loans	$ 13,708	8,946	
Commercial loans	29,687	21,803	
Consumer and other loans	10,348	7,666	
Investment securities and other	10,149	11,155	
Total interest income	63,892	49,570	1
INTEREST EXPENSE:			
Deposits	15,351	6,914	
Federal Home Loan Bank of Seattle advances	5,340	5,830	
Securities sold under agreements to repurchase	1,804	804	
Subordinated debentures	1,519	1,633	
Other borrowed funds	873	629	
Total interest expense	24,887	15,810	
NET INTEREST INCOME	39,005	33,760	1
Provision for loan losses	1,320	1,607	
Net interest income after provision for loan losses	37,685	32,153	1
NON-INTEREST INCOME:			
Service charges and other fees	7,703	6,575	
Miscellaneous loan fees and charges	1,700	1,806	
Gains on sale of loans	2,992	3,258	
Loss on sale of investments	(3)	(1)	

Other income	1,370	698	
Total non-interest income	13,762	12,336	
NON-INTEREST EXPENSE:			
Compensation, employee benefits and related expenses	15,992	13,685	
Occupancy and equipment expense	3,875	3,356	
Outsourced data processing expense	620	615	
Core deposit intangibles amortization	411	388	
Other expenses	6,946	6,132	
Total non-interest expense	27,844	24,176	
EARNINGS BEFORE INCOME TAXES	23,603	20,313	
Federal and state income tax expense	7,797	6,738	
NET EARNINGS	$ 15,806	13,575	
Basic earnings per share	$ 0.48	0.43	
Diluted earnings per share	$ 0.47	0.42	
Dividends declared per share	$ 0.17	0.15	
Return on average assets (annualized)	1.58%	1.52%	
Return on average equity (annualized)	16.24%	17.88%	
Average outstanding shares - basic	33,135,225	31,304,413	32,5
Average outstanding shares - diluted	33,602,209	31,960,244	33,0

See accompanying notes to condensed consolidated financial statements.

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AND COMPREHENSIVE INCOME
YEAR ENDED DECEMBER 31, 2005 AND UNAUDITED NINE MONTHS ENDED SEPTEMBER 30, 2006

(Dollars in thousands, except per share data)	Common Stock Shares	Common Stock Amount	Paid-in capital	Retained earnings substantially restricted	Acc comp inco
Balance at December 31, 2004	30,686,763	$307	227,552	36,391	
Comprehensive income:					
Net earnings	--	--	--	52,373	
Unrealized loss on securities, net of reclassification adjustment and taxes	--	--	--	--	
Total comprehensive income					
Cash dividends declared ($.60 per share)	--	--	--	(19,051)	
Stock options exercised	397,770	4	5,154	--	
Stock issued in connection with acquisitions	1,088,014	11	28,427	--	

Acquisition of fractional shares	--	--	(8)	--
Tax benefit from stock related compensation ...	--	--	1,258	--
Balance at December 31, 2005	32,172,547	$322	262,383	69,713
Comprehensive income:				
Net earnings	--	--	--	44,101
Unrealized gain on securities, net of reclassification adjustment and taxes ...	--	--	--	--
Total comprehensive income				
Cash dividends declared ($.49 per share)	--	--	--	(16,281)
Stock options exercised	354,201	3	5,482	--
Stock issued in connection with acquisition ...	317,436	3	9,996	--
Public offering of stock issued	1,000,000	10	29,423	
Stock based compensation and tax benefit	--	--	3,401	--
Balance at September 30, 2006 (unaudited)	33,844,184	$338	310,685	97,533

See accompanying notes to condensed consolidated financial statements.

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED - dollars in thousands)	NINE MONTHS ENDED SEPT. 2006	2005
OPERATING ACTIVITIES:		
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 51,825	49,342
INVESTING ACTIVITIES:		
Proceeds from sales, maturities and prepayments of investments available-for-sale	170,685	291,631
Purchases of investments available-for-sale	(40,792)	(109,211
Principal collected on installment and commercial loans	823,031	549,964
Installment and commercial loans originated or acquired	(1,068,141)	(839,240
Principal collections on mortgage loans	266,591	329,594
Mortgage loans originated or acquired	(395,999)	(385,971
Net purchase of FHLB and FRB stock	(455)	(14
Net funds received on acquisition of banks and branches	17,176	1,170
Funds in escrow for Citizens Development Company acquisition	(47,176)	--
Net addition of premises and equipment	(16,400)	(12,721
NET CASH USED IN INVESTING ACTIVITIES	(291,480)	(174,798
FINANCING ACTIVITIES:		
Net increase in deposits	249,451	308,024

Net decrease in FHLB advances and other borrowed funds	(41,080)	(159,310
Net increase in securities sold under repurchase agreements	32,870	35,038
Proceeds from issuance of subordinated debentures	30,000	--
Cash dividends paid	(16,281)	(13,894
Excess tax benefits from stock options	990	--
Proceeds from exercise of stock options and other stock issued	34,918	3,944
Cash paid for stock split	--	(8
NET CASH PROVIDED BY FINANCING ACTIVITIES	290,868	173,794
NET INCREASE IN CASH AND CASH EQUIVALENTS	51,213	48,338
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	132,609	91,216
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 183,822	139,554
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for: Interest	$ 63,724	41,400
Income taxes	$ 22,961	18,077

The following schedule summarizes the acquisition of First National Bank of Morgan in 2006 and First National Banks - West Co. and Citizens Bank Holding Company in 2005

	FIRST NATIONAL BANK OF MORGAN	FIRST NATIONAL BANKS - WEST CO.	CITIZENS BANK HOLDING COMPANY
Fair Value of assets acquired	$88,519	267,126	126,394
Cash paid for the capital stock	10,109	41,000	8,602
Capital stock issued	9,999	--	8,715
Liabilities assumed	68,411	226,126	109,077

See accompanying notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1) Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of Glacier Bancorp Inc.'s (the "Company") financial condition as of September 30, 2006, and September 30, 2005, stockholders' equity for the nine months ended September 30, 2006, the results of operations for the three and nine months ended September 30, 2006 and 2005, and cash flows for the nine months ended September 30, 2006 and 2005. The condensed consolidated statement of financial condition and statement of stockholders' equity and comprehensive income of the Company as of December 31, 2005 have been derived from the audited consolidated statements of the Company as of that date.

The accompanying condensed consolidated financial statements do not include all of the information and footnotes required by the accounting principals generally accepted in the United States of America for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Operating results for the nine months ended September 30, 2006 are not necessarily indicative of the results anticipated for the year ending December 31, 2006. Certain reclassifications have been made to the 2005 financial statements to conform to the 2006 presentation.

2) Organizational Structure

The Company, headquartered in Kalispell, Montana, is a Montana corporation incorporated in 2004 as a successor corporation to the Delaware corporation incorporated in 1990. The Company is the parent company for ten wholly owned banking subsidiaries: Glacier Bank ("Glacier"), First Security Bank of Missoula ("First Security"), Western Security Bank ("Western"), Big Sky Western Bank ("Big Sky"), Valley Bank of Helena ("Valley"), and Glacier Bank of Whitefish ("Whitefish"), all located in Montana, Mountain West Bank ("Mountain West") which is located in Idaho, Utah, and Washington, Citizens Community Bank ("Citizens") located in Idaho, 1st Bank ("1st Bank", formerly known as "First National Bank") located in Wyoming, and First National Bank of Morgan ("Morgan") located in Utah. In addition, the Company owns four subsidiaries, Glacier Capital Trust II ("Glacier Trust II"), Glacier Capital Trust III ("Glacier Trust III"), Glacier Capital Trust IV ("Glacier Trust IV"), and Citizens (ID) Statutory Trust I ("Citizens Trust I") for the purpose of issuing trust preferred securities and in accordance with Financial Accounting Standards Board Interpretation 46(R) the subsidiaries are not consolidated into the Company's financial statements. The Company does not have any off-balance sheet entities.

On February 1, 2006, Glacier Capital Trust I, whose common equity was wholly owned by the Company, had 1,400,000 shares of trust preferred securities redeemed and the Subordinated Debentures of $35,000,000 paid. The Subordinated Debentures were replaced by Glacier Trust III.

On January 31, 2006, 35,000 shares of trust preferred shares were issued by Glacier Trust III whose common equity is wholly owned by the Company. The Trust Preferred Securities bear a cumulative fixed interest rate of 6.078% for the first five years and then converts to a three month LIBOR plus 1.29% rate adjustable quarterly for the remaining term until maturity on April 7, 2036. Interest distributions are payable quarterly. The Trust Preferred Securities are subject to mandatory redemption upon repayment of the Subordinated Debentures of $35,000,000 at their stated maturity date or their

earlier redemption in an amount equal to their liquidation amount plus accumulated and unpaid distributions to the date of redemption.

On August 22, 2006, 30,000 shares of trust preferred shares were issued by Glacier Trust IV whose common equity is wholly owned by the Company. The Trust Preferred Securities bear a cumulative fixed interest rate of 7.235% for the first five years and then converts to a three month LIBOR plus 1.57% rate adjustable quarterly for the remaining term until maturity on September 15, 2036. Interest distributions are payable quarterly. The Trust Preferred Securities are subject to mandatory redemption upon repayment of the Subordinated Debentures of $30,000,000 at their stated maturity date or their earlier redemption in an amount equal to their liquidation amount plus accumulated and unpaid distributions to the date of redemption.

The following abbreviated organizational chart illustrates the various relationships:

Glacier Bancorp, Inc.
(Parent Holding Company)

Glacier Bank (Commercial bank)	Mountain West Bank (Commercial bank)	First Security Bank of Missoula (Commercial bank)	Western Securi (Commercial
1st Bank (Commercial bank)	Big Sky Western Bank (Commercial Bank)	Valley Bank of Helena (Commercial bank)	Glacier Ba of Whitefi (Commercial
Citizens Community Bank (Commercial bank)	First National Bank of Morgan (Commercial bank)	Glacier Capital Trust II	Glacier Capita
	Glacier Capital Trust IV	Citizens (ID) Statutory Trust I	

3) Ratios

Returns on average assets and average equity were calculated based on daily averages.

4) Dividends Declared

On September 27, 2006, the Board of Directors declared a $.17 per share quarterly cash dividend payable on October 19, 2006 to stockholders of record on October 10, 2006.

5) Computation of Earnings Per Share

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

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

	Three months ended	Three months ended	Nine months ended	mont

	Sept 30, 2006	Sept 30, 2005	Sept 30, 2006	Sept
Net earnings available to common stockholders	$15,806,000	13,575,000	44,101,000	38,185
Average outstanding shares - basic	33,135,225	31,304,413	32,586,646	31,100
Add: Dilutive stock options	466,984	655,831	498,225	572
Average outstanding shares - diluted	33,602,209	31,960,244	33,084,871	31,673
Basic earnings per share	$ 0.48	0.43	1.35	
Diluted earnings per share	$ 0.47	0.42	1.33	

There were approximately 538,433 and 197,209 average shares excluded from the nine months ended diluted share calculation as of September 30, 2006, and 2005, respectively, due to the option exercise price exceeding the market price.

6) Stock Based Compensation

The Company has three stock based compensation plans outstanding. The Directors 1994 Stock Option Plan was approved to provide for the grant of options to outside Directors of the Company. The Employees 1995 Stock Option Plan was approved to provide the grant of options to certain full-time employees of the Company. The Employees 1995 Stock Option Plan expired in April 2005 and has granted but unexpired options outstanding. The 2005 Stock Incentive Plan was approved by shareholders on April 27, 2005 which provides awards to certain full-time employees of the Company. The 2005 Stock Incentive Plan permits the granting of options, share appreciation rights, restricted shares, restricted share units, and unrestricted shares, deferred share units, and performance awards. Upon exercise of the stock options the shares are obtained from the authorized and unissued stock.

The Company adopted SFAS No. 123 (Revised) Share-Based Payment, as of January 1, 2006 and, accordingly, has determined compensation cost based on the fair value of the option at the grant date. The Company adopted the modified prospective transition method in reporting financial statement results in the current and for future reporting periods. Under the modified prospective method, SFAS No. 123 (Revised) applies to new awards and to awards modified, repurchased, or cancelled after the effective date; accordingly the prior interim and annual periods do not reflect restated amounts. Additionally, the compensation cost for the portion of awards outstanding for which the requisite service has not been rendered that are outstanding as of the required effective date are recognized as the requisite service is rendered on or after the required effective date. For the nine months ended September 30, 2006, the compensation cost for the stock option plans was $2,410,000, with a corresponding income tax benefit of $707,000, resulting in a net earnings and cash flow from operations reduction of $1,703,000, or a decrease of $.05 per share for both basic and diluted earnings per share. For the three months ended September 30, 2006, the compensation cost for the stock option plans was $726,000, with a corresponding income tax benefit of $207,000, resulting in a net earnings and cash flow from operations reduction of $519,000, or a decrease of $.02 per share for both basic and diluted earnings per share. Additionally, in the cash flow statement, the excess tax benefit from stock options decreased the net cash provided from operating activities and increased the net cash provided by financing activities by $990,000 and $319,000 for the nine and three months ended September 30, 2006,

respectively. Total unrecognized compensation cost, net of income tax benefit, related to non-vested awards which are expected to be recognized over the next weighted period of 1 year was $1,570,000 as of September 30, 2006. The total fair value of shares vested during the nine months ended September 30, 2006 and 2005 was $1,245,000 and $920,000, respectively. The total fair value of shares vested during the three months ended September 30, 2006 and 2005 was $709,000 and $368,000, respectively.

Prior to the adoption of SFAS No. 123 (Revised), the Company utilized the intrinsic value method and compensation cost was the excess of the market price of the stock at the grant date over the amount an employee must pay to acquire the stock. The exercise price of all stock options granted has been equal to the fair market value of the underlying stock at the date of grant and, accordingly, the intrinsic value has been $0 and no compensation cost was recognized prior to the adoption of SFAS No. 123 (Revised). The Company did not modify any outstanding options prior to the adoption of the standard. If the Company had determined compensation cost based on fair value of the options at the grant date under SFAS 123 (Revised) prior to the date of adoption, the Company's net income would have been reduced to the pro forma amounts indicated below:

		September 30, 2005 Three months ended	September 30, 2005 Nine months ended
Net earnings (in thousands):	As reported	$13,575	38,185
	Compensation cost	(207)	(622)
	Pro forma	13,368	37,563
Basic earnings per share:	As reported	0.43	1.23
	Compensation cost	--	(0.02)
	Pro forma	0.43	1.21
Diluted earnings per share:	As reported	0.42	1.21
	Compensation cost	--	(0.02)
	Pro forma	0.42	1.19

The per share weighted-average fair value of stock options granted during 2006 and 2005 was $6.47 and $3.52, respectively, on the date of grant using the Black Scholes option-pricing model with the following assumptions: 2006 -- expected dividend yield 2.23%, risk-free interest rate of 4.35%, volatility ratio of 27%, and expected life of 3.3 years: 2005 - expected dividend yield 2.23%, risk-free interest rate of 3.44%, volatility ratio of 18%, and expected life of 3.4 years. Expected volatilities are based on historical volatility and other factors. The Company uses historical data to estimate option exercise and termination with the valuation model. Employee and director awards, which have dissimilar historical exercise behavior, are considered separately for valuation purposes. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield in effect at the time of the grant. The option awards generally vest upon six month or two years of service for directors and employees, respectively, and generally expire in five years.

10

Change in shares granted for stock options for the nine months ended September 30, 2006 and the year ended December 31, 2005, are summarized as follows:

	Options outstanding		Options exercisable	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Balance, December 31, 2004 ...	1,510,631	14.65	703,015	11.61
Canceled	(29,882)	21.05	(4,974)	9.77
Granted	587,761	25.03		
Became exercisable			525,759	16.31
Exercised	(398,110)	12.95	(398,110)	12.95
Balance, December 31, 2005 ...	1,670,400	18.58	825,690	14.25
Canceled	(59,907)	25.00	(14,565)	17.52
Granted	650,792	31.44		
Became exercisable			494,041	22.62
Exercised	(354,177)	15.49	(354,177)	15.49
Balance, September 30, 2006 ..	1,907,108	23.34	950,989	18.08

The range of exercise prices on options outstanding and exercisable at September 30, 2006 is as follows:

				Options exercisable	
Price range	Options Outstanding	Weighted average exercise price	Weighted average remaining contractual life of options	Options Exercisable	Weighted average exercise price
$5.19 - $6.99	97,706	$ 6.38	1.2 years	97,706	$6.38
$8.96 - $10.18	20,702	9.51	1.8 years	20,702	9.51
$12.17 - $13.20	90,994	12.66	.3 years	90,994	12.66
$14.09 - $17.45	234,110	14.30	1.4 years	234,110	14.30
$20.04 - $21.24	305,245	20.07	2.3 years	305,245	20.07
$24.99 - $28.35	524,831	25.05	3.4 years	94,732	25.01

$31.44	633,520	31.44	4.3 years	107,500	31.44
	1,907,108	23.34	3.3 years	950,989	18.08

7) Investments

A comparison of the amortized cost and estimated fair value of the Company's investment securities, available-for-sale and other investments, is as follows:

INVESTMENTS AS OF SEPTEMBER 30, 2006

(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
AVAILABLE-FOR-SALE:				
U.S. GOVERNMENT AND FEDERAL AGENCIES:				
maturing within one year	4.08%	$ 2,487	--	(18)
maturing within five years	5.02%	2,140	--	(7)
maturing five years through ten years	7.73%	334	4	--
maturing after ten years	4.71%	179	1	--
	4.73%	5,140	5	(25)
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:				
maturing within one year	4.52%	2,283	3	(2)
maturing one year through five years	4.82%	4,773	44	(19)
maturing five years through ten years	4.91%	14,331	766	(15)
maturing after ten years	5.13%	279,120	12,432	(65)
	5.11%	300,507	13,245	(101)
MORTGAGE-BACKED SECURITIES	4.74%	54,918	159	(1,523)
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	4.20%	415,757	57	(7,628)
FHLMC AND FNMA STOCK	5.74%	7,593	--	(139)
OTHER INVESTMENTS:				
CERTIFICATES OF DEPOSITS WITH OVER 90 DAY MATURITY	4.84%	3,160	--	--
FHLB AND FRB STOCK, AT COST	0.93%	54,179	--	--
TOTAL INVESTMENTS	4.37%	$841,254	13,466	(9,416)

INVESTMENTS AS OF DECEMBER 31, 2005

(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
AVAILABLE-FOR-SALE:				
U.S. GOVERNMENT AND FEDERAL AGENCIES:				
maturing within one year	4.54%	$ 1,236	--	(2)
maturing one year through five years	4.32%	3,962	--	(39)
maturing five years through ten years	6.55%	324	6	--
maturing after ten years	5.04%	337	2	--
	4.53%	5,859	8	(41)
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:				
maturing within one year	4.16%	365	3	--
maturing one year through five years	4.75%	6,858	48	(143)
maturing five years through ten years	5.08%	8,728	365	(16)
maturing after ten years	5.10%	287,175	12,476	(225)
	5.09%	303,126	12,892	(384)
MORTGAGE-BACKED SECURITIES	4.67%	65,926	308	(1,599)
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	4.22%	530,582	154	(9,653)
FHLMC AND FNMA STOCK	5.74%	7,593	--	(330)
OTHER INVESTMENTS:				
CERTIFICATES OF DEPOSITS WITH OVER 90 DAY MATURITY	3.18%	2,085	--	--
FHLB AND FRB STOCK, AT COST	0.66%	53,529	--	--
TOTAL INVESTMENTS	4.34%	$968,700	13,362	(12,007)

Interest income includes tax-exempt interest for the nine months ended September 30, 2006 and 2005 of $10,428,000 and $10,382,000, respectively, and for the three months ended September 30, 2006 and 2005 of $3,481,000 and $3,450,000, respectively.

Gross proceeds from sales of investment securities for the nine months ended September 30, 2006 and 2005 were $488,000 and $116,129,000 respectively, resulting in gross gains of approximately $0 and $471,000 and gross losses of approximately $3,000 and $609,000 respectively. The cost of any investment sold is determined by specific identification.

13

8) Loans

The following table summarizes the Company's loan portfolio:

TYPE OF LOAN (Dollars in thousands)	At 9/30/2006 Amount	Percent	At 12/31/2005 Amount	Percent	At 9/30/200 Amount
Real Estate Loans:					
Residential real estate	$ 732,863	26.0%	$ 589,260	24.6%	$ 515,676
Loans held for sale	28,780	1.0%	22,540	0.9%	26,800
Total	761,643	27.0%	611,800	25.5%	542,476
Commercial Loans:					
Real estate	867,862	30.8%	781,181	32.6%	676,547
Other commercial	696,696	24.7%	579,515	24.2%	609,880
Total	1,564,558	55.5%	1,360,696	56.8%	1,286,427
Consumer and other Loans:					
Consumer	193,015	6.9%	175,503	7.3%	156,981
Home equity	347,760	12.4%	295,992	12.3%	290,484
Total	540,775	19.3%	471,495	19.6%	447,465
Net deferred loan fees, premiums and discounts	(8,711)	-0.3%	(8,149)	-0.3%	(7,813)
Allowance for loan losses	(43,216)	-1.5%	(38,655)	-1.6%	(34,506)
Loan receivable, net	$2,815,049	100.0%	$2,397,187	100.0%	$2,234,049

The following table sets forth information regarding the Company's non-performing assets at the dates indicated:

NONPERFORMING ASSETS (Dollars in thousands)	At 9/30/2006	At 12/31/2005	At 9/30/2005
Non-accrual loans:			
Real estate loans	$2,121	726	7
Commercial loans	3,848	4,045	3,035
Consumer and other loans	500	481	244
Total	$6,469	5,252	3,286
Accruing Loans 90 days or more overdue:			
Real estate loans	365	1,659	528
Commercial loans	1,940	2,199	1,997
Consumer and other loans	221	647	248
Total	$2,526	4,505	2,773
Real estate and other assets owned, net	510	332	1,803
Total non-performing loans and real estate and other assets owned, net	$9,505	10,089	7,862
As a percentage of total bank assets	0.22%	0.26%	0.22%

Interest Income (1)	$ 363	359	165

(1) This is the amount of interest that would have been recorded on loans accounted for on a non-accrual basis for the nine months ended September 30, 2006 and 2005 and the year ended December 31, 2005, if such loans had been current for the entire period.

The following table illustrates the loan loss experience:

ALLOWANCE FOR LOAN LOSS

(Dollars in thousands)	Nine months ended September 30, 2006	Year ended December 31, 2005	Nine months ended September 30, 2005
Balance at beginning of period	$38,655	26,492	26,492
Charge offs:			
Real estate loans	(12)	(115)	(109)
Commercial loans	(405)	(744)	(631)
Consumer and other loans	(304)	(539)	(421)
Total charge-offs	$ (721)	(1,398)	(1,161)
Recoveries:			
Real estate loans	309	82	76
Commercial loans	135	414	333
Consumer and other loans	235	415	283
Total recoveries	$ 679	911	692
Net recoveries (charge-offs)	(42)	(487)	(469)
Acquisition (1)	763	6,627	3,834
Provision	3,840	6,023	4,649
Balance at end of period	$43,216	38,655	34,506
Ratio of net charge-offs to average loans outstanding during the period	0.00%	0.02%	0.02%

(1) Acquisition of First National Bank of Morgan, First State Bank, 1st Bank, Citizens Community Bank, and Bonner's Ferry branch

The following table summarizes the allocation of the allowance for loan losses:

(Dollars in thousands)	September 30, 2006		December 31, 2005		September 30, 2005	
	Allowance	Percent of loans in category	Allowance	Percent of loans in category	Allowance	Percent of loans in category

Real estate loans	$ 5,328	26.6%	4,318	25.0%	3,668	23.8%
Commercial real estate loans	15,583	30.3%	14,370	32.0%	11,635	29.7%
Other commercial loans	14,090	24.3%	12,566	23.7%	12,819	26.8%
Consumer and other loans	8,215	18.8%	7,401	19.3%	6,384	19.7%
Totals	$43,216	100.0%	38,655	100.0%	34,506	100.0%

9) Intangible Assets

The following table sets forth information regarding the Company's core deposit intangibles and mortgage servicing rights as of September 30, 2006:

(Dollars in thousands)	Core Deposit Intangible	Mortgage Servicing Rights (1)	Total
Gross carrying value	$15,712		
Accumulated Amortization	(8,032)		
Net carrying value	$7,680	1,150	8,830
WEIGHTED-AVERAGE AMORTIZATION PERIOD			
(Period in years)	10.0	9.6	9.9
AGGREGATE AMORTIZATION EXPENSE			
For the three months ended September 30, 2006	$ 411	48	459
For the nine months ended September 30, 2006	$ 1,231	147	1,378
ESTIMATED AMORTIZATION EXPENSE			
For the year ended December 31, 2006	$ 1,666	167	1,833
For the year ended December 31, 2007	1,666	79	1,745
For the year ended December 31, 2008	1,554	77	1,631
For the year ended December 31, 2009	1,404	74	1,478
For the year ended December 31, 2010	1,178	72	1,250

(1) The mortgage servicing rights are included in other assets and the gross carrying value and accumulated amortization are not readily available.

On September 1, 2006, the Company acquired First National Bank of Morgan which resulted in additional core deposit intangible of $896,000 and additional goodwill of $10,715,000.

10) Deposits

The following table illustrates the amounts outstanding for deposits greater than $100,000 at September 30, 2006, according to the time remaining to maturity. Included in the three month CD maturities are brokered CD's in the amount of $230,000,000.

(Dollars in thousands)	Certificates of Deposit	Non-Maturity Deposits	Totals
Within three months	$324,211	1,067,502	1,391,713
Three to six months	61,659	--	61,659
Seven to twelve months	55,760	--	55,760
Over twelve months	31,258	--	31,258
Totals	$472,888	1,067,502	1,540,390

16

11) Advances and Other Borrowings

The following chart illustrates the average balances and the maximum outstanding month-end balances for Federal Home Loan Bank of Seattle (FHLB) advances and repurchase agreements:

(Dollars in thousands)	As of and for the nine months ended September 30, 2006	As of and for the year ended December 31, 2005	As of for the months e September 3
FHLB Advances:			
Amount outstanding at end of period ...	$377,104	402,191	654,36
Average balance	$484,396	673,904	725,35
Maximum outstanding at any month-end ..	$572,954	804,047	858,96
Weighted average interest rate	4.01%	3.19%	3.1
Repurchase Agreements:			
Amount outstanding at end of period ...	$162,400	129,530	111,19
Average balance	$145,741	103,522	93,57
Maximum outstanding at any month-end ..	$163,498	132,534	111,19
Weighted average interest rate	4.19%	2.85%	2.5

12) Stockholders' Equity

The Federal Reserve Board has adopted capital adequacy guidelines that are used to assess the adequacy of capital in supervising a bank holding company. The following table illustrates the Federal Reserve Board's capital adequacy guidelines and the Company's compliance with those guidelines as of September 30, 2006.

CONSOLIDATED (Dollars in thousands)	Tier 1 (Core) Capital	Tier 2 (Total) Capital	Leverage Capital
GAAP Capital	$ 411,010	411,010	411,010

Less: Goodwill and intangibles	(97,494)	(97,494)	(97,494)
Accumulated other comprehensive			
Unrealized gain on AFS securities	(2,454)	(2,454)	(2,454)
Other adjustments	(139)	(139)	(139)
Plus: Allowance for loan losses	--	40,363	--
Subordinated debentures	115,000	115,000	115,000
Regulatory capital computed	$ 425,923	466,286	425,923
Risk weighted assets	$3,229,078	3,229,078	
Total average assets			$3,966,251
Capital as % of defined assets	13.19%	14.44%	10.74%
Regulatory "well capitalized" requirement	6.00%	10.00%	5.00%
Excess over "well capitalized" requirement	7.19%	4.44%	5.74%

On August 9, 2006, the Company completed the settlement of the offering of 1,000,000 shares, generating net proceeds of $29,433,000. The proceeds were used to fund a portion of the cash merger consideration payable in connection with the acquisition of Citizens Development Company which was completed on October 1, 2006.

13) Comprehensive Income

The Company's only component of comprehensive income other than net earnings is the unrealized gains and losses on available-for-sale securities.

	For the three months ended September 30,		For the nine months ended September 30,	
Dollars in thousands	2006	2005	2006	2005
Net earnings	$15,806	13,575	44,101	38,185
Unrealized holding gain (loss) arising during the period	11,435	(4,109)	2,691	(2,986)
Tax benefit expense	(4,505)	1,619	(1,060)	1,176
Net after tax	6,930	(2,490)	1,631	(1,810)
Reclassification adjustment for losses included in net earnings	3	1	3	138
Tax benefit	(1)	--	(1)	(54)
Net after tax	2	1	2	84
Net unrealized gain (loss) on securities	6,932	(2,489)	1,633	(1,726)
Total comprehensive income	$22,738	11,086	45,734	36,459

14) Segment Information

The Company evaluates segment performance internally based on individual bank charters, and thus the operating segments are so defined. The following schedule provides selected financial data for the Company's operating segments. Centrally provided services to the Banks are allocated based on estimated usage of those services. The operating segment identified as "Other" includes the Parent, non-bank units, and eliminations of transactions between segments.

Nine months ended and as of September 30, 2006

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Big
Revenues from external customers	$ 39,944	53,018	38,506	21,962	13,780	15,
Intersegment revenues	778	25	179	62	461	
Expenses	(30,956)	(43,609)	(29,213)	(17,152)	(11,608)	(11,
Intercompany eliminations	--	--	--	--	--	
Net Earnings	$ 9,766	9,434	9,472	4,872	2,633	3,
Total Assets	$814,126	893,260	792,063	438,175	293,021	275,

	Valley	Whitefish	Citizens	Morgan	Other	Tot Consoli
Revenues from external customers	$ 14,032	9,626	10,458	424	376	217,
Intersegment revenues	100	8	--	22	54,251	55,
Expenses	(11,081)	(7,549)	(8,863)	(338)	(1,233)	(173,
Intercompany eliminations	--	--	--	--	(55,978)	(55,
Net Earnings	$ 3,051	2,085	1,595	108	(2,584)	44,
Total Assets	$285,180	193,301	170,354	89,038	(116,867)	4,126,

Nine months ended and as of September 30, 2005

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Big Sky
Revenues from external customers	$ 32,882	40,563	28,259	19,823	8,752	13,543
Intersegment revenues	540	15	67	--	117	--
Expenses	(24,686)	(32,001)	(20,204)	(15,271)	(6,958)	(10,050)
Intercompany eliminations	--	--	--	--	--	--

Net Earnings	$ 8,736	8,577	8,122	4,552	1,911	3,493
Total Assets	$684,732	754,504	607,975	439,614	271,856	273,724

	Valley	Whitefish	Citizens	Other	Total Consolidated
Revenues from external customers	$ 12,001	8,348	5,523	(115)	169,579
Intersegment revenues	103	--	--	48,078	48,920
Expenses	(9,166)	(5,992)	(4,467)	(2,599)	(131,394)
Intercompany eliminations	--	--	--	(48,920)	(48,920)
Net Earnings	$ 2,938	2,356	1,056	(3,556)	38,185
Total Assets	$251,187	172,563	142,642	(8,917)	3,589,880

	Three months ended and as of September 30, 2006					
(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Big Sky
Revenues from external customers	$ 14,172	19,235	13,373	7,906	4,909	5,305
Intersegment revenues	578	10	83	43	107	--
Expenses	(11,483)	(16,019)	(10,362)	(6,002)	(4,109)	(4,147)
Intercompany eliminations	--	--	--	--	--	--
Net Earnings	$ 3,267	3,226	3,094	1,947	907	1,158
Total Assets	$814,126	893,260	792,063	438,175	293,021	275,045

	Valley	Whitefish	Citizens	Morgan	Other	Tota Consolid
Revenues from external customers	$ 4,953	3,428	3,803	424	146	77,6
Intersegment revenues	34	8	--	22	18,219	19,1
Expenses	(4,011)	(2,716)	(3,271)	(338)	610	(61,8
Intercompany eliminations	--	--	--	--	(19,104)	(19,1
Net Earnings	$ 976	720	532	108	(129)	15,8
Total Assets	$285,180	193,301	170,354	89,038	(116,867)	4,126,6

(Dollars in thousands)	Glacier	Mountain West	First Security	Western	1st Bank	Big Sky
	Three months ended and as of September 30, 2005					
Revenues from external customers	$ 11,678	14,993	9,687	6,850	3,973	4,926
Intersegment revenues	110	15	54	--	36	--
Expenses	(8,644)	(11,891)	(7,037)	(5,315)	(3,147)	(3,684)
Intercompany eliminations	--	--	--	--	--	--
Net Earnings	$ 3,144	3,117	2,704	1,535	862	1,242
Total Assets	$684,732	754,504	607,975	439,614	271,856	273,724

	Valley	Whitefish	Citizens	Other	Total Consolidated
Revenues from external customers	$ 4,102	2,755	2,836	106	61,906
Intersegment revenues	35	--	--	16,897	17,147
Expenses	(3,193)	(2,044)	(2,361)	(1,015)	(48,331)
Intercompany eliminations	--	--	--	(17,147)	(17,147)
Net Earnings	$ 944	711	475	(1,159)	13,575
Total Assets	$251,187	172,563	142,642	(8,917)	3,589,880

15) 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, 2006 vs. 2005 Increase (Decrease) due to:		
(Dollars in thousands)	Volume	Rate	Net
INTEREST INCOME			

Residential real estate loans	$ 9,984	3,297	13,281
Commercial loans	15,468	9,308	24,776
Consumer and other loans	4,916	3,544	8,460
Investment securities and other	(5,049)	1,687	(3,362)
Total Interest Income	25,319	17,836	43,155
INTEREST EXPENSE			
NOW accounts	107	1,174	1,281
Savings accounts	109	749	858
Money market accounts	770	6,115	6,885
Certificates of deposit	6,667	8,147	14,814
FHLB advances	(5,594)	3,304	(2,290)
Other borrowings and repurchase agreements	1,389	1,582	2,971
Total Interest Expense	3,448	21,071	24,519
NET INTEREST INCOME	$21,871	(3,235)	18,636

20

16) Average Balance Sheet

The following schedule provides (i) the total dollar amount of interest and dividend income of the Company for earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rate; (iii) net interest and dividend income; (iv) interest rate spread; and (v) net interest margin. Non-accrual loans are included in the average balance of the loans.

AVERAGE BALANCE SHEET (Dollars in thousands)	For the Three months ended 9-30-06 Average Balance	Interest and Dividends	Average Yield/ Rate	For the Nine Average Balance
ASSETS				
Residential Real Estate Loans	$ 726,299	13,708	7.55%	$ 672,448
Commercial Loans	1,513,258	29,687	7.78%	1,457,040
Consumer and Other Loans	522,143	10,348	7.86%	502,827
Total Loans	2,761,700	53,743	7.72%	2,632,315
Tax -Exempt Investment Securities (1)	281,787	3,481	4.94%	282,807
Other Investment Securities	625,273	6,668	4.27%	661,686
Total Earning Assets	3,668,760	63,892	6.97%	3,576,808
Goodwill and Core Deposit Intangible	89,811			87,991
Other Non-Earning Assets	193,102			190,508
TOTAL ASSETS	$3,951,673			$3,855,307

LIABILITIES AND STOCKHOLDERS' EQUITY				
NOW Accounts	$ 360,802	651	0.72%	$ 365,672
Savings Accounts	219,617	456	0.82%	232,489
Money Market Accounts	607,185	5,221	3.41%	549,203
Certificates of Deposit	842,722	9,023	4.25%	851,578
FHLB Advances	481,741	5,340	4.40%	484,396
Repurchase Agreements and Other Borrowed Funds	323,413	4,196	5.15%	318,688
Total Interest Bearing Liabilities	2,835,480	24,887	3.48%	2,802,026
Non-interest Bearing Deposits	703,737			662,955
Other Liabilities	26,362			31,143
Total Liabilities	3,565,579			3,496,124
Common Stock	332			326
Paid-In Capital	290,190			273,724
Retained Earnings	97,864			85,832
Accumulated Other Comprehensive Income	(2,292)			(699)
Total Stockholders' Equity	386,094			359,183
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$3,951,673			$3,855,307
Net Interest Income		$39,005		
Net Interest Spread			3.49%	
Net Interest Margin on Average Earning Assets			4.22%	
Return on Average Assets (annualized)			1.58%	
Return on Average Equity (annualized)			16.24%	

(1) Excludes tax effect on non-taxable investment security income

21

17) Recent Acquisitions

On September 1, 2006, the Company completed the acquisition of First National Bank of Morgan with total assets of $89 million, loans of $41 million, and deposits of $67 million. The bank is a national banking association with its main office in Morgan, Utah and one branch office in Mountain Green, Utah. First National Bank of Morgan became the Company's tenth subsidiary bank and the first whole-bank acquisition in Utah, expanding Glacier's focused community bank strategy in Utah and complementing its two existing Utah branches. A portion of the purchase price was allocated to core deposit intangible of $896,000 and goodwill of $10,715,000.

On October 1, 2006, the acquisition of Citizens Development Company was completed. Citizens Development Company is a Billings, Montana-based bank holding company that owns five community banks located throughout Montana, with principal banking offices in Billings, Lewistown, Hamilton, Columbia Falls and Chinook. At September 30, 2006, Citizens had total assets of $411 million, net loans of $308 million, total deposits of $361 million, and stockholders' equity of $37 million. A portion of the purchase price will be allocated to core deposit intangible and goodwill. As a condition to closing imposed by the bank regulators, the Company has entered into a definitive agreement with the Bank of the Rockies to divest of the Lewistown branch of its subsidiary, Western Security Bank. The Lewistown branch has approximately $19 million in loans and $26 million in deposits.

Acquisitions are accounted for under the purchase method of accounting. Accordingly, the assets and liabilities of the acquired banks are recorded by the Company at their respective fair values at the date of the acquisition and the results of operations are included with those of the Company since the date of acquisition. The excess of the Company's purchase price over the net fair value of the assets acquired and liabilities assumed, including identifiable intangible assets, is recorded as goodwill.

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

Impact of Recently Issued Accounting Standards

The Company adopted SFAS No. 123 (Revised) Share-Based Payment, as of January 1, 2006 and, accordingly, has determined compensation cost based on the fair value of the option at the grant date. Net earnings was reduced as a result of the adoption of SFAS 123(R) Share-based Payment beginning January 1, 2006, which requires recording the estimated fair value of stock options as compensation expense. For additional information regarding the standard see Note 6 to the Consolidated Financial Statements. The following table illustrates the affect of the adoption of SFAS 123(R) if it would not have been adopted in 2006.

IMPACT OF SFAS 123 (R) (UNAUDITED $ in thousands, except per share data)	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2006	2005	2006	2005
Net earnings	$15,806	13,575	44,101	38,185
Stock option compensation cost	519	--	1,703	--
Pro forma net operating earnings	$16,325	13,575	45,804	38,185
Diluted earnings per share	$ 0.47	0.42	1.33	1.21
Stock option compensation cost	0.02	--	0.05	--
Pro forma net operating earnings	$ 0.49	0.42	1.38	1.21

Recent Acquisitions

On September 1, 2006 the Company completed the acquisition of First National Bank of Morgan ("Morgan"), accordingly, results of operations and financial condition include Morgan from that date forward. The following table provides information on selected classification of assets and liabilities acquired:

(UNAUDITED - $ IN THOUSANDS)	First National Bank of Morgan
Acquisition Date	September 1, 2006
Total assets	88,519
Investments	5,713
Net loans	40,944
Non-interest bearing deposits	14,144
Interest bearing deposits	53,028

Financial Condition

This section discusses the changes in the Statement of Financial Condition items from September 30, 2005 and December 31, 2005, to September 30, 2006.

ASSETS ($ IN THOUSANDS)	September 30, 2006 (unaudited)	December 31, 2005	September 30, 2005 (unaudited)	$ change from December 31, 2005
Cash on hand and in banks	$ 113,268	111,418	114,781	1,850
Investment securities, interest bearing deposits, FHLB stock, FRB stock, and fed funds	915,858	991,246	1,051,739	(75,388)
Loans:				
Real estate	757,470	607,627	538,339	149,843
Commercial	1,560,433	1,357,051	1,282,978	203,382
Consumer and other	540,362	471,164	447,238	69,198
Total loans	2,858,265	2,435,842	2,268,555	422,423
Allowance for loan losses	(43,216)	(38,655)	(34,506)	(4,561)
Total loans net of allowance for loan losses	2,815,049	2,397,187	2,234,049	417,862
Other assets	282,521	206,493	189,311	76,028
Total Assets	$4,126,696	3,706,344	3,589,880	420,352

At September 30, 2006 total assets were $4.127 billion, which is $420 million, or 11 percent, greater than the December 31, 2005 assets of $3.706 billion. Without the acquisition of Morgan total assets increased $331 million, or 9 percent, from year end 2005. Of the $537 million increase in total assets since September 30, 2005, $296 million, or 8 percent, was from internal growth.

Total loans have increased $422 million from December 31, 2005, or 17 percent, with the growth occurring in all loan categories. The Morgan acquisition accounted for $42 million, or 2 percent of the increase. Including loans acquired, commercial loans have increased $203 million, or 15 percent, real estate loans gained $150 million, or 25 percent, and consumer loans grew by $69 million, or 15 percent. Total loans have increased $590 million, or 26 percent, with internal loan growth of $436 million, from September 30, 2005, with all loan categories showing increases. Including loans acquired, commercial loans increased the most, $277 million, or 22 percent, followed by real estate loans which increased $219 million, or 41 percent, which was the largest percentage gain, and consumer loans, which are primarily comprised of home equity loans, increasing by $93 million, or 21 percent.

Investment securities, including interest bearing deposits in other financial institutions, and federal funds sold have decreased $75 million from December 31, 2005, or 8 percent, and have declined $136 million, or 13 percent, from

September 30, 2005. Investment securities, without interest bearing deposits and federal funds sold, have decreased $125 million from December 31, 2005, and $182 million from September 30, 2005. Investments, including interest bearing deposits and federal funds sold, at September 30, 2006 represented 22% of total assets versus 29% the prior year, which is a result of the continued use of investment cash flow to fund loan growth.

The Company typically sells a majority of long-term mortgage loans originated, retaining servicing only on loans sold to certain lenders. The sale of loans in the secondary mortgage market reduces the Company's risk of holding long-term, fixed rate loans in the loan portfolio. Mortgage loans sold for the nine months ended September 30, 2006 and 2005 were $329 million and $331 million, respectively, and for the three months ended September 30, 2006 and 2005 were $119 million and $156 million, respectively. The Company has also been active in generating commercial SBA loans. A portion of some of those loans is sold to other investors. The amount of loans sold and serviced for others at September 30, 2006 was approximately $170 million.

LIABILITIES ($ IN THOUSANDS)	September 30, 2006 (unaudited)	December 31, 2005	September 30, 2005 (unaudited)	$ change December 2005
Non-interest bearing deposits	$ 751,593	667,008	684,151	84,58
Interest bearing deposits	2,099,742	1,867,704	1,702,977	232,03
Advances from Federal Home Loan Bank	377,104	402,191	654,368	(25,08
Securities sold under agreements to repurchase and other borrowed funds	334,099	317,222	123,509	16,87
Other liabilities	38,148	33,980	34,475	4,16
Subordinated debentures	115,000	85,000	85,000	30,00
Total liabilities	$3,715,686	3,373,105	3,284,480	342,58

Non-interest bearing deposits have increased $85 million, or 13 percent, since December 31, 2005, and by $67 million, or 10 percent, since September 30, 2005. Acquisitions accounted for $14 million of the 2006 increase and $36 million of the increase from September 30, 2005. This low cost of funding continues to be a primary focus of each of our banks. Interest bearing deposits have increased $232 million since December 31, 2005, with Brokered and National Market CD's adding $68 million, and the Morgan acquisition adding $53 million to the total. Since September 30, 2005 interest bearing deposits have increased $397 million, or 23 percent, with $127 million of that amount from broker and Internet sources, and $140 million from acquisitions. Federal Home Loan Bank (FHLB) advances decreased $25 million, and repurchase agreements and other borrowed funds increased $17 million from December 31, 2005. FHLB advances are $277 million less than the September 30, 2005 balances due primarily to the above described increases in deposits and other funding sources including $163 million in U.S. Treasury Tax and Loan Term Auction funds, and $30 million additional subordinated debentures.

Liquidity and Capital Resources

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. The principal source of the Company's cash revenues is the dividends received from the Company's banking subsidiaries. The payment of dividends is subject to government regulation, in that regulatory authorities may prohibit banks and bank holding companies from paying dividends which would constitute an unsafe or unsound banking practice. The subsidiaries source of funds is generated by deposits, principal and interest payments on loans, sale of loans and securities, short and long-term borrowings, and net earnings. In addition, all of the banking subsidiaries are members of the FHLB. As of September 30, 2006, the Company had $928 million of available FHLB borrowing line of which $377 million was utilized. Accordingly, management of the Company has a wide range of versatility in managing the liquidity and asset/liability mix for each individual institution as well as the Company as a whole.

Lending Commitments

In the normal course of business, there are various outstanding commitments to extend credit, such as letters of credit and un-advanced loan commitments, which are not reflected in the accompanying condensed consolidated financial statements. Management does not anticipate any material losses as a result of these transactions.

STOCKHOLDERS' EQUITY ($ IN THOUSANDS EXCEPT PER SHARE DATA)	September 30, 2006 (unaudited)	December 31, 2005	September 30, 2005 (unaudited)	$ change December 2005
Common equity	$408,556	332,418	301,192	76,13
Accumulated other comprehensive income	2,454	821	4,208	1,63
Total stockholders' equity	411,010	333,239	305,400	77,77
Core deposit intangible, net, and goodwill	(97,494)	(87,114)	(79,898)	(10,38
	$313,516	246,125	225,502	67,39
Stockholders' equity to total assets	9.96%	8.99%	8.51%	
Tangible stockholders' equity to total tangible assets	7.78%	6.80%	6.42%	
Book value per common share	$ 12.14	10.36	9.74	1.7
Market price per share at end of quarter	$ 34.17	30.05	30.87	4.1

Total equity and book value per share amounts have increased $77.771 million and $1.78 per share, respectively, from December 31, 2005, the result of the secondary offering of 1 million shares on August 9, 2006, and 317,436 shares issued for the Morgan acquisition, earnings retention, stock options exercised, and an increase in other comprehensive income. Accumulated other comprehensive income, representing net unrealized gains on securities available for sale, decreased $1.754 million from September 30, 2005 and increased $1.633 million from year end, primarily a function of interest rate changes.

CREDIT QUALITY INFORMATION ($ IN THOUSANDS)	September 30, 2006 (unaudited)	December 31, 2005	September 30, 2005 (unaudited)
Allowance for loan losses	$43,216	$38,655	$34,506
Non-performing assets	$ 9,505	10,089	7,862
Allowance as a percentage of non performing assets	455%	383%	439%
Non-performing assets as a percentage of total bank assets	0.22%	0.26%	0.22%
Allowance as a percentage of total loans	1.51%	1.59%	1.52%
Net charge-offs as a percentage of loans	0.00%	0.02%	0.02%

Allowance for Loan Loss and Non-Performing Assets

Non-performing assets as a percentage of total bank assets at September 30, 2006 were at .22 percent, the same percentage as at September 30, 2005, but decreasing slightly from .26 percent at December 31, 2005. The Company ratios compare favorably to the Federal Reserve Bank Peer Group average of .43 percent at June 30, 2006, the most recent information available. The allowance for loan losses was 455 percent of non-performing assets at September 30, 2006, up from 439 percent a year ago. The allowance, including $3.555 million from acquisitions, has increased $8.710 million, or 25 percent, from a year ago. The allowance of $43.216 million, is 1.51 percent of September 30, 2006 total loans outstanding, down slightly from the 1.52 percent a year ago. The

provision for loan losses expense was $3.840 million for the first nine months of 2006, a decrease of $809,000, or 17 percent, from the same period in 2005. Net charged off loans was $42 thousand, or .001% of loans, for the nine months ended September 30, 2006. Loan growth, average loan size, and credit quality considerations will determine the level of additional provision expense.

RESULTS OF OPERATIONS -- THE THREE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2005.

The Company reported net quarterly earnings of $15.806 million, an increase of $2.231 million, or 16 percent, over the $13.575 million for the third quarter of 2005. Net quarterly earnings were reduced by $519,000, or $0.02 per share, due to the January 1, 2006 adoption of SFAS 123(R) Share-based Payment which requires recording the estimated fair value of stock options as compensation expense. Diluted earnings per share for the quarter of $0.47 is an increase of 12 percent over the per share earnings of $0.42 for the same quarter of 2005. Excluding the affects of SFAS 123(R), diluted earnings per share would have been

$0.49, or an increase of 17 percent over the prior year quarter. Annualized return on average assets and return on average equity for the quarter were 1.58 percent and 16.24 percent, respectively, which compares with prior year returns for the third quarter of 1.52 percent and 17.88 percent.

REVENUE SUMMARY (UNAUDITED - $ IN THOUSANDS)	Three months ended September 30, 2006	2005	$ change	% change
Net interest income	$39,005	$33,760	$5,245	16%
Non-interest income				
Service charges, loan fees, and other fees	9,403	8,381	1,022	12%
Gain on sale of loans	2,992	3,258	(266)	-8%
Loss on sale of investments	(3)	(1)	(2)	200%
Other income	1,370	698	672	96%
Total non-interest income	13,762	12,336	1,426	12%
	$52,767	$46,096	$6,671	14%
Tax equivalent net interest margin	4.28%	4.24%		

Net Interest Income

Net interest income for the quarter increased $5.245 million, or 16 percent, over the same period in 2005, and $1.379 million from the second quarter of 2006. Total interest income increased $14.322 million from the prior year's quarter, or 29 percent, while total interest expense increased $9.077 million, or 57 percent. The increase in interest expense is primarily attributable to the volume increase in interest bearing deposits, and increases in short term interest rates during 2005 continuing into 2006. The net interest margin as a percentage of earning assets for the quarter, on a tax equivalent basis, was 4.28 percent which was 4 basis points higher than the 4.24 percent result for the third quarter of 2005. The margin for the third quarter of 2006 decreased 6 basis points from the second quarter of 2006 margin of 4.34 percent, primarily a result of the continued increase in funding costs. Issuing the $30 million subordinated debentures in advance of acquisitions also reduced net interest income by approximately $62,000 in the third quarter of 2006.

Non-interest Income

Fee income increased $1.022 million, or 12 percent, over the same period last year, driven primarily by an increased number of loan and deposit accounts from internal growth and acquisitions. Gain on sale of loans decreased $266 thousand, or 8 percent, from the third quarter of last year. Loan origination volume in our markets

for housing construction continues to remain very active by historical standards and the recent decline was expected with the slow down from unprecedented activity last year and as interest rates increased. Other income rose $672,000 of which $543,000 was non-recurring bank owned life insurance proceeds.

NON-INTEREST EXPENSE SUMMARY (UNAUDITED - $ IN THOUSANDS)	Three months ended September 30,			
	2006	2005	$ change	% change
Compensation and employee benefits	$15,992	$13,685	$2,307	17%
Occupancy and equipment expense	3,875	3,356	519	15%
Outsourced data processing	620	615	5	1%
Core deposit intangibles amortization	411	388	23	6%
Other expenses	6,946	6,132	814	13%
Total non-interest expense	$27,844	$24,176	$3,668	15%

Non-interest Expense

Non-interest expense increased by $3.668 million, or 15 percent, from the same quarter of 2005. Compensation and benefit expense increased $2.307 million, or 17 percent. Excluding SFAS 123(R) compensation cost of $726 thousand the increase would have been 12 percent. The remaining increase in compensation and benefit expense was primarily attributed to four acquisitions during 2005 and normal compensation increases for job performance and increased costs for benefits. The number of full-time-equivalent employees has increased from 1,052 to 1,200, an 14 percent increase, since September 30, 2005. Occupancy and equipment expense increased $519 thousand, or 15 percent, reflecting the bank acquisitions, cost of additional branch locations and facility upgrades. Other expenses increased $814 thousand, or 13 percent, primarily from acquisitions, additional marketing expenses, and costs associated with new branch offices. The efficiency ratio (non-interest expense/net interest income + non-interest income) was 53 percent for the 2006 quarter, up from 52 percent for the 2005 quarter.

OPERATING RESULTS FOR NINE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO SEPTEMBER 30, 2005

Net earnings for the nine months ended September 30, 2006 were $44.101 million, which is an increase of $5.916 million, or 15 percent over the prior year. Diluted earnings per share of $1.33 is an increase of 10 percent over the $1.21 earned in the first nine months of 2005. Excluding SFAS 123(R) compensation costs of $1.703 million, diluted earnings per share increased 14 percent for the first nine months of 2006. The 2006 nine month annualized return on average assets and return on average equity was 1.53 percent and 16.42 percent, respectively, which compares with prior year nine month returns of 1.51 percent and 17.67 percent.

REVENUE SUMMARY (UNAUDITED - $ IN THOUSANDS)	Nine months ended September 30,			
	2006	2005	$ change	% change
Net interest income	$112,939	$ 94,303	$18,636	20%
Non-interest income				
Service charges, loan fees, and other fees	26,969	22,713	4,256	19%
Gain on sale of loans	7,952	8,234	(282)	-3%

Loss on sale of investments	(3)	(138)	135	-98%
Other income	2,898	2,148	750	35%
Total non-interest income	37,816	32,957	4,859	15%
	$150,755	$127,260	$23,495	18%
Tax equivalent net interest margin	4.33%	4.17%		

Net Interest Income

Net interest income for the nine months increased $18.636 million, or 20 percent, over the same period in 2005. Total interest income increased $43.155 million, or 32 percent, while total interest expense increased $24.519 million, or 58 percent. The increase in interest expense is primarily attributable to the volume increase in interest bearing deposits, and increases in short term interest rates during 2005 and continuing in 2006. The net interest margin as a percentage of earning assets, on a tax equivalent basis, was 4.33 percent which was 16 basis points higher than the 4.17 percent result for 2005.

Non-interest Income

Total non-interest income increased $4.859 million, or 15 percent in 2006. Fee income increased $4.256 million, or 19 percent, over last year, driven primarily by an increased number of loan and deposit accounts, acquisitions, and additional customer products and services offered. Gain on sale of loans decreased $282 thousand, or 3 percent, from the first nine months of last year. Loan origination volume in our markets for housing continues to remain very active by historical standards and the recent decline was expected with the slow down from unprecedented activity last year. Other income increased $750,000 of which $543,000 was non-recurring bank owned life insurance proceeds.

NON-INTEREST EXPENSE SUMMARY (UNAUDITED - $ IN THOUSANDS)	Nine months ended September 30, 2006	2005	$ change	% change
Compensation and employee benefits	$47,042	$37,103	$ 9,939	27%
Occupancy and equipment expense	10,797	9,363	1,434	15%
Outsourced data processing	2,022	1,270	752	59%
Core deposit intangibles amortization	1,231	1,055	176	17%
Other expenses	19,529	16,935	2,594	15%
Total non-interest expense	$80,621	$65,726	$14,895	23%

Non-interest Expense

Non-interest expense increased by $14.895 million, or 23 percent, from the same nine months of 2005. Compensation and benefit expense increased $9.939 million, or 27 percent. Excluding SFAS 123(R) compensation cost of $2.410 million the increase would have been 20 percent. The remaining increase in compensation and benefit expense was primarily attributed to four acquisitions during 2005, the addition of five new bank branches in 2006, and normal compensation increases for job performance and increased costs for benefits. Occupancy and equipment expense increased $1.434 million, or 15 percent, reflecting the acquisitions, cost of additional locations and facility upgrades. Other expenses increased $2.594 million, or 15 percent, primarily from acquisitions, additional marketing expenses, and costs associated with new branch offices. The efficiency ratio (non-interest expense/net interest income + non-interest income) increased to 53 percent from 52 percent for the first nine months of 2005 largely a result of the recent acquisitions and branch openings.

Critical Accounting Policies

Companies apply certain critical accounting policies requiring management to make subjective or complex judgments, often as a result of the need to estimate the effect of matters that are inherently uncertain. The Company considers its only critical accounting policy to be the allowance for loan losses. The allowance for loan losses is established through a provision for loan losses charged against earnings. The balance of allowance for loan loss is maintained at the amount management believes will be adequate to absorb known and inherent losses in the loan portfolio. The appropriate balance of allowance for loan losses is determined by applying estimated loss factors to the credit exposure from outstanding loans. Estimated loss factors are based on subjective measurements including management's assessment of the internal risk classifications, changes in the nature of the loan portfolio, industry concentrations and the impact of current local, regional and national

economic factors on the quality of the loan portfolio. Changes in these estimates and assumptions are reasonably possible and may have a material impact on the Company's consolidated financial statements, results of operations and liquidity.

Effect of inflation and changing prices

Generally accepted accounting principles require 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 a financial institution are monetary in nature; therefore, interest rates generally have a more significant impact on a company's performance than does the effect of inflation.

Forward Looking Statements

This Form 10-Q includes forward looking statements, which describe management's expectations regarding future events and developments such as future operating results, growth in loans and deposits, continued success of the Company's style of banking and the strength of the local economies in which it operates. Future events are difficult to predict, and the expectations described above are necessarily subject to risk and uncertainty that may cause actual results to differ materially and adversely. In addition to discussions about risks and uncertainties set forth from time to time in the Company's public filings, factors that may cause actual results to differ materially from those contemplated by such forward looking statements include, among others, the following possibilities: (1) local, national and international economic conditions are less favorable than expected or have a more direct and pronounced effect on the Company than expected and adversely affect the company's ability to continue its internal growth at historical rates and maintain the quality of its earning assets; (2) changes in interest rates reduce interest margins more than expected and negatively affect funding sources; (3) projected business increases following strategic expansion or opening or acquiring new banks and/or branches are lower than expected; (4) costs or difficulties related to the integration of acquisitions are greater than expected; (5) competitive pressure among financial institutions increases significantly; (6) legislation or regulatory requirements or changes adversely affect the businesses in which the Company is engaged.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company believes that there have not been any material changes in information about the Company's market risk than was provided in the Form 10-K report for the year ended December 31, 2005.

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 our disclosure controls and procedures (as required by Exchange Act Rules 240.13a-15(b) and 15d-14(c)) as of the date of this quarterly report. 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 we file or submit 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 2006, to which this report relates that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no pending material legal proceedings to which the registrant or its subsidiaries are a party.

ITEM 1A. RISK FACTORS

There have not been any material changes to the Company's risk factors during the third quarter 2006.

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. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

(a) None

(b) Not Applicable

(c) None

(d) None

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

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.

GLACIER BANCORP, INC.

November 6, 2006

/s/ Michael J. Blodnick
Michael J. Blodnick
President/CEO

November 6, 2006

/s/ James H. Strosahl
James H. Strosahl
Executive Vice President/CFO