

# FIBK 10-K 12/31/2013

## Section 1: 10-K (10-K)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
FORM 10-K**

(Mark One)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2013

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.  
Commission File Number: 001-34653

**FIRST INTERSTATE BANCSYSTEM, INC.**

(Exact name of registrant as specified in its charter)

**Montana**  
(State or other jurisdiction of incorporation or organization)

**81-0331430**  
(IRS Employer Identification No.)

**401 North 31st Street  
Billings, Montana**  
(Address of principal executive offices)

**59116**  
(Zip Code)

**(406) 255-5390**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

**Class A common stock**  
(Title of each class)

**NASDAQ Stock Market**  
(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

**Class B common stock**  
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405 of this chapter) during the preceding 12 months (or for such shorter period that registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company  
(Do not check if a smaller reporting company)

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act.)  Yes  No

The aggregate market value of voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, was \$421,597,249.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of January 31, 2014:

Class A common stock

19,927,171

Class B common sock

24,259,807

**Documents Incorporated by Reference**

The registrant intends to file a definitive Proxy Statement for the Annual Meeting of Shareholders scheduled to be held May 21, 2014. The information required by Part III of this Form 10-K is incorporated by reference from such Proxy Statement.

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## PART I

### Item 1. Business

*The disclosures set forth in this report are qualified by Item 1A. Risk Factors included herein and the section captioned “Cautionary Note Regarding Forward-Looking Statements and Factors that Could Affect Future Results” included in Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations. When we refer to “we,” “our,” “us” or the “Company” in this annual report, we mean First Interstate BancSystem, Inc. and our consolidated subsidiaries, including our wholly-owned subsidiary, First Interstate Bank, unless the context indicates that we refer only to the parent company, First Interstate BancSystem, Inc. When we refer to the “Bank” in this annual report, we mean First Interstate Bank.*

#### **Our Company**

We are a financial and bank holding company incorporated as a Montana corporation in 1971. We are headquartered in Billings, Montana. As of December 31, 2013, we had consolidated assets of \$7.6 billion, deposits of \$6.1 billion, loans of \$4.3 billion and total stockholders’ equity of \$802 million. We currently operate 74 banking offices, including detached drive-up facilities, in 41 communities located in Montana, Wyoming and western South Dakota. We also offer internet and mobile banking services. Through our wholly-owned subsidiary, First Interstate Bank, we deliver a comprehensive range of banking products and services to individuals, businesses, municipalities and other entities throughout our market areas. Our customers participate in a wide variety of industries, including energy, healthcare and professional services, education and governmental services, construction, mining, agriculture, retail and wholesale trade and tourism. Our principal markets range in size from 23,000 to 150,000 people, have diversified economic characteristics and favorable population growth prospects and usually serve as trade centers for larger rural areas.

We are the licensee under a perpetual trademark license agreement granting us an exclusive, nontransferable license to use the “First Interstate” name and logo in Montana, Wyoming and the six neighboring states of Idaho, Utah, Colorado, Nebraska, South Dakota and North Dakota.

We have grown our business by adhering to a set of guiding principles and a long-term disciplined perspective that emphasizes our commitment to providing high-quality financial products and services, delivering quality customer service, effecting business leadership through professional and dedicated managers and employees, assisting our communities through socially responsible leadership and cultivating a strong and positive corporate culture. In the future, we intend to remain a leader in our markets by continuing to adhere to the core principles and values that have contributed to our growth and success and by continuing to follow our community banking model. In addition, we plan to continue to expand our business in a disciplined and prudent manner, including organic growth in our existing market areas and expansion into new and complementary markets when appropriate opportunities arise.

#### **Community Banking**

Community banking encompasses commercial and consumer banking services provided through our Bank, primarily the acceptance of deposits; extensions of credit; mortgage loan origination and servicing; and trust, employee benefit, investment and insurance services. Our community banking philosophy emphasizes providing customers with commercial and consumer banking products and services locally using a personalized service approach while strengthening the communities in our market areas through community service activities. We grant our banking offices significant authority in delivering and pricing products in response to local market considerations and customer needs. This authority enables our banking offices to remain competitive by responding quickly to local market conditions and enhances their relationships with the customers they serve by tailoring our products and price points to each individual customer’s needs. We also require accountability by having company-wide standards and established limits on the authority and discretion of each banking office. This combination of authority and accountability allows our banking offices to provide personalized customer service and be in close contact with our communities, while at the same time promoting strong performance at the branch level and remaining focused on our overall financial performance.

#### *Lending Activities*

We offer short and long-term real estate, consumer, commercial, agricultural and other loans to individuals and businesses in our market areas. We have comprehensive credit policies establishing company-wide underwriting and documentation standards to assist management in the lending process and to limit our risk. Each loan must meet minimum underwriting

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standards specified in our credit policies. Minimum underwriting standards generally specify that loans (i) are made to borrowers located within a designated geographical lending area with the exception of participation loans and loans to national accounts; (ii) are made only for identified legal purposes; (iii) have specifically identified sources of repayment; (iv) mature within designated maximum maturity periods that coincide with repayment sources; (v) are appropriately collateralized whenever possible, (vi) are supported by current credit information; (vii) do not exceed the Bank's legal lending limit; (viii) with fixed interest rates are adjusted within designated time frames; and (ix) require a flood determination prior to closing. In addition, our minimum underwriting standards include lending limitations to prevent concentrations of credit in agricultural, commercial, real estate or consumer loans. Further, each minimum underwriting standard must be documented as part of the loan approval process.

While each loan must meet minimum underwriting standards established in our credit policies, lending officers are granted certain levels of authority in approving and pricing loans to assure that the banking offices are responsive to competitive issues and community needs in each market area. Lending authorities are established at individual, branch and market levels. Branch and market lending authorities are assigned annually by the Company's chief executive officer and chief credit officer based on the size of the branch or market's loan portfolio and the branch or market's historical credit performance. Individual lending limits are approved annually by branch or market management and are based on the credit ability and experience of each individual officer. Branch and market lending limits and aggregate lending relationships in excess of established limits, ranging from \$10 million to \$15 million depending on the risk characteristics of the relationship, are approved by the Bank's board of directors after review by the Credit Committee of the Company's board of directors.

### *Deposit Products*

We offer traditional depository products including checking, savings and time deposits. Deposits at the Bank are insured by the Federal Deposit Insurance Corporation, or FDIC, up to statutory limits. We also offer repurchase agreements primarily to commercial and municipal depositors. Under repurchase agreements, we sell investment securities held by the Bank to our customers under an agreement to repurchase the investment securities at a specified time or on demand. All outstanding repurchase agreements are due in one business day.

### *Wealth Management*

We provide a wide range of trust, employee benefit, investment management, insurance, agency and custodial services to individuals, businesses and nonprofit organizations. These services include the administration of estates and personal trusts; management of investment accounts for individuals, employee benefit plans and charitable foundations; and insurance planning. As of December 31, 2013, the estimated fair value of trust assets held in a fiduciary or agent capacity was in excess of \$4 billion.

### *Centralized Services*

We have centralized certain operational activities to provide consistent service levels to our customers company-wide, to gain efficiency in management of those activities and to ensure regulatory compliance. Centralized operational activities generally support our banking offices in the delivery of products and services to customers and include marketing; credit review; credit cards; mortgage loan sales and servicing; indirect consumer loan purchasing and processing; loan collections and, other operational activities. Additionally, specialized staff support services have been centralized to enable our branches to serve their markets more efficiently. These services include credit administration, finance, accounting, human resource management, internal audit, technology, risk management, compliance and other support services.

### **Competition**

Banking is highly competitive. We compete with other financial institutions located in Montana, Wyoming, South Dakota and adjoining states for deposits, loans and trust, employee benefit, investment and insurance accounts. We also compete with savings and loan associations, savings banks and credit unions for deposits and loans. In addition, we compete with large banks in major financial centers and other financial intermediaries, such as consumer finance companies, brokerage firms, mortgage banking companies, insurance companies, securities firms, mutual funds and certain government agencies as well as major retailers, all actively engaged in providing various types of loans and other financial services. We generally compete on the basis of customer service and responsiveness to customer needs, available loan and deposit products, rates of interest charged on loans, rates of interest paid for deposits and the availability and pricing of trust, employee benefit, investment and insurance services.

## **Employees**

At December 31, 2013, we employed 1,635 full-time equivalent employees, none of whom are represented by a collective bargaining agreement. We strive to be the employer of choice in the markets we serve and consider our employee relations to be good.

## **Regulation and Supervision**

### *Regulatory Authorities*

We are subject to extensive regulation under federal and state laws. A description of certain material laws and regulations applicable to us is summarized below. This description is not intended to include a summary of all laws and regulations applicable to us. In addition to laws and regulations, state and federal banking regulatory agencies may issue policy statements, interpretive letters and similar written guidance applicable to us. Those issuances may affect the conduct of our business or impose additional regulatory obligations.

As a financial and bank holding company, we are subject to regulation under the Bank Holding Company Act of 1956, as amended, or the Bank Holding Company Act, and to supervision, regulation and regular examination by the Federal Reserve. Because we are a public company, we are also subject to the disclosure and regulatory requirements of the Securities Exchange Act of 1934, as amended, or Exchange Act, as administered by the Securities and Exchange Commission, or SEC.

The Bank is subject to supervision and regular examination by its primary banking regulators, the Federal Reserve and the State of Montana, Department of Administration, Division of Banking and Financial Institutions, with respect to its activities in Wyoming the State of Wyoming, Department of Audit, and with respect to its activities in South Dakota, the State of South Dakota Department of Revenue & Regulation, Division of Banking.

The Bank's deposits are insured by the deposit insurance fund of the FDIC in the manner and to the extent provided by law. The Bank is subject to the Federal Deposit Insurance Act, or FDIA, and FDIC regulations relating to deposit insurance and may also be subject to supervision and examination by the FDIC.

The extensive regulation of the Bank limits both the activities in which the Bank may engage and the conduct of its permitted activities. Further, the laws and regulations impose reporting and information collection obligations on the Bank. The Bank incurs significant costs relating to compliance with various laws and regulations and the collection and retention of information.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enacts significant changes in federal statutes governing banks and bank holding companies generally as well as other entities. Although many of the significant changes are already in effect, additional significant changes will become effective in the near-term and other significant changes require action by federal banking agencies, including the Federal Reserve, the principal federal regulator of the Company. Except as otherwise noted, the following discussion assumes that provisions of the Dodd-Frank Act applicable to banks and bank holding companies to become effective in the near-term are currently in effect.

### *Financial and Bank Holding Company*

The Company is a bank holding company and has registered as a financial holding company under regulations issued by the Federal Reserve. Under federal law, including the Dodd-Frank Act, the Company is required to serve as a source of financial strength to the Bank, which may include providing financial assistance to the Bank if the Bank experiences financial distress. The federal banking agencies are required under the Dodd-Frank Act to issue joint rules to carry out the source of strength requirements. Under existing Federal Reserve source of strength policies, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank. The Federal Reserve may also determine that the bank holding company is engaging in unsafe and unsound practices if it fails to commit resources to such a subsidiary bank.

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We are required by the Bank Holding Company Act to obtain Federal Reserve approval prior to acquiring, directly or indirectly, ownership or control of voting shares of any bank, if, after such acquisition, we would own or control more than 5% of its voting stock. Under the Dodd-Frank Act, when acting on an application for approval the Federal Reserve is required to consider whether the transaction would result in greater or more concentrated risks to the United States banking or financial system. Under federal law and regulations, including the Dodd-Frank Act, a bank holding company may acquire banks in states other than its home state if the bank holding company is both 'well-capitalized' and 'well-managed' both before and after the acquisition. The interstate acquisitions are subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company's initial entry into the state, more than 30% of such deposits in the state, or such lesser or greater amount set by state law of such deposits in that state.

With additional changes made to federal statutes under the Dodd-Frank Act, banks are also permitted to establish new branches in a state if a bank located in that state could establish a new branch at the proposed location without regard to state laws limiting interstate de novo branching. Branch offices may not be established outside of a bank's home state primarily for the purpose of deposit production which is determined based on a state-by-state test. The prohibition and regulatory test may limit the Company's ability to establish de novo branches in states other than Montana.

Banks may also merge across state lines. A state can prohibit interstate mergers entirely or prohibit them if the continuing bank would control insured bank deposits in excess of a specified percentage of total insured bank deposits in the state, provided such prohibition does not discriminate against out-of-state banks. For example, under Montana law, banks, bank holding companies and their respective subsidiaries cannot acquire control of a bank located in Montana if, after the acquisition, the acquiring institution and its affiliates would directly or indirectly control, in the aggregate, more than 22% of the total deposits of insured depository institutions located in Montana.

We have voluntarily registered with the Federal Reserve as a financial holding company. As a financial holding company, we may engage in certain business activities that are determined by the Federal Reserve to be financial in nature or incidental to financial activities as well as all activities authorized to bank holding companies generally. In most circumstances, we must notify the Federal Reserve of our financial activities within a specified time period following our initial engagement in each business or activity. If the type of proposed business or activity has not been previously determined by the Federal Reserve to be financially related or incidental to financial activities, we must receive the prior approval of the Federal Reserve before engaging in the activity.

We may engage in authorized financial activities, such as providing investment services, provided that we remain a financial holding company and meet certain regulatory standards of being "well capitalized" and "well managed." If we fail to meet the "well capitalized" or "well managed" regulatory standards, we may be required to cease our financial holding company activities or, in certain circumstances, to divest of the Bank. We do not currently engage in significant financial holding company businesses or activities not otherwise permitted for bank holding companies generally. Should we engage in certain financial activities currently authorized to financial holding companies, we may become subject to additional laws, regulations, supervision and examination by regulatory agencies.

In order to assess the financial strength of the bank holding company, the Federal Reserve and the State of Montana also conducts throughout the year periodic onsite and offsite inspections and credit reviews of us. The federal banking agencies, including the Federal Reserve, may also require additional information and reports from us. In addition, the Federal Reserve may examine, and require reports and information regarding, any entity that we control, including entities other than banks or entities engaged in financial activities. In certain circumstances, the Federal Reserve may require us to divest of non-bank entities or limit the activities of those entities even if the activities are otherwise permitted to bank holding companies under governing law.

With limited exceptions and subject to certain limitations and requirements, banks and their affiliates are not permitted to engage in proprietary trading, or invest in, or serve as an advisor to, hedge funds or private equity funds. We have not historically engaged in any of those activities.



### *Restrictions on Transfers of Funds to Us and the Bank*

Dividends from the Bank are the primary source of funds for the payment of our expenses of operating and for the payment of dividends. Under both state and federal law, the amount of dividends that may be paid by the Bank from time to time is limited. In general, the Bank is limited to paying dividends that do not exceed the current year net profits together with retained earnings from the two preceding calendar years unless the prior consents of the Montana and federal banking regulators are obtained.

A state or federal banking regulator may impose, by regulatory order or agreement of the Bank, specific dividend limitations or prohibitions in certain circumstances. The Bank is not currently subject to a specific regulatory dividend limitation other than generally applicable limitations.

In general, banks are also prohibited from making capital distributions, including dividends and are prohibited from paying management fees to control persons if it would be “undercapitalized” under the regulatory framework for corrective action after making such payments. See “Capital Standards and Prompt Corrective Action.”

Also, under Montana corporate law, a dividend may not be paid if, after giving effect to the dividend: (1) the company would not be able to pay its debts as they become due in the usual course of business; or (2) the company's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the company were to be dissolved at the time of the dividend, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the dividend.

Furthermore, because we are a legal entity separate and distinct from the Bank, our right to participate in the distribution of assets of the Bank upon its liquidation or reorganization will be subject to the prior claims of the Bank's creditors. In the event of such a liquidation or other resolution, the claims of depositors and other general or subordinated creditors of the Bank are entitled to a priority of payment of the claims of holders of any obligation of the Bank to its shareholders, including us, or our shareholders or creditors.

### *Restrictions on Transactions with Affiliates, Directors and Officers*

Under the Federal Reserve Act, the Bank may not lend funds to, or otherwise extend credit to or for our benefit or the benefit of our affiliates, except on specified types and amounts of collateral and other terms required by state and federal law. The limitation on lending may limit our ability to obtain funds from the Bank for our cash needs, including funds for payment of dividends, interest and operational expenses.

The Federal Reserve also has authority to define and limit the transactions between banks and their affiliates. The Federal Reserve's Regulation W and relevant federal statutes, among other things, impose significant additional limitations on transactions in which the Bank may engage with us, with each other, or with other affiliates.

Federal Reserve Regulation O restricts loans to the Bank and Company insiders, which includes directors, officers and principal stockholders and their respective related interests. All extensions of credit to the insiders and their related interests must be on the same terms as, and subject to the same loan underwriting requirements as, loans to persons who are not insiders. In addition, Regulation O imposes lending limits on loans to insiders and their related interests and imposes, in certain circumstances, requirements for prior approval of the loans by the Bank board of directors.

### *Capital Standards and Prompt Corrective Action*

Banks and bank holding companies are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

Currently, the Federal Reserve Board and the FDIC have substantially similar risk-based capital ratio and leverage ratio guidelines for banks similar in asset size to the Bank. The guidelines are intended to ensure that banks have adequate capital given the risk levels of assets and off-balance sheet financial instruments. Under the guidelines, banking organizations are required to maintain minimum ratios for tier 1 capital and total capital to risk-weighted assets (including certain off-balance

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sheet items, such as letters of credit). For purposes of calculating the ratios, a banking organization's assets and some of its specified off-balance sheet commitments and obligations are assigned to various risk categories. Generally, under the applicable guidelines, a financial institution's capital is divided into two tiers. These tiers are:

*Core Capital (tier 1).* Tier 1 capital includes common equity, noncumulative perpetual preferred stock (excluding auction rate issues) and minority interests in equity accounts of consolidated subsidiaries, less both goodwill (adjusted for associated deferred tax liability) and, with certain limited exceptions, all other intangible assets. Bank holding companies, however, may include up to a limit of 25% of cumulative preferred stock in their tier 1 capital.

*Supplementary Capital (tier 2).* Tier 2 capital includes, among other things, cumulative and limited-life preferred stock, hybrid capital instruments, mandatory convertible securities, qualifying subordinated debt and the allowance for loan and lease losses, subject to certain limitations.

Institutions that must incorporate market risk exposure into their risk-based capital requirements may also have a third tier of capital in the form of restricted short-term subordinated debt.

The Dodd-Frank Act provisions relating to required minimum capital also limit, in certain circumstances, the use of hybrid capital instruments in meeting regulatory capital requirements, including instruments similar to those which we currently have issued and outstanding. However, because our total consolidated assets are substantially less than \$15 billion, the limitations on use of hybrid capital instruments are not expected to apply to us for the foreseeable future.

We, like other bank holding companies, are required under current guidelines to maintain tier 1 capital and total capital (the sum of tier 1 and tier 2 capital) equal to at least 4.0% and 8.0%, respectively, of our total risk-weighted assets. For a depository institution to be considered "well capitalized" under the regulatory framework for prompt corrective action its tier 1 and total capital ratios must be at least 6.0% and 10.0% on a risk-adjusted basis, respectively.

Bank holding companies and banks are also required to comply with minimum leverage ratio requirements. The leverage ratio is the ratio of a banking organization's tier 1 capital to its total adjusted quarterly average assets (as defined for regulatory purposes). The current guidelines require a minimum leverage ratio of 3.0% for financial holding companies and banks that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority's risk-adjusted capital measure for market risk. All other financial holding companies and banks are required to maintain a minimum leverage ratio of 4.0%, unless a different minimum is specified by an appropriate regulatory authority. For a depository institution to be considered "well capitalized" under the regulatory framework for prompt corrective action, its leverage ratio must be at least 5.0%.

The capital guidelines also provide that banking organizations experiencing significant internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets. In addition, the regulations of the bank regulators provide that concentration of credit risks, as well as an institution's ability to manage these risks, are important factors to be taken into account by regulatory agencies in assessing an organization's overall capital adequacy. The Federal Reserve has not advised us of any specific minimum leverage ratio applicable to us or the Bank.

The FDIA requires, among other things, the federal banking agencies to take "prompt corrective action" in respect of depository institutions that do not meet minimum capital requirements. The FDIA sets forth the following five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." A depository institution's capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The relevant capital measures are the total capital ratio, the tier 1 capital ratio and the leverage ratio.

Under the regulations adopted by the federal regulatory authorities, a bank will be: (1) "well capitalized" if the institution has a total risk-based capital ratio of 10.0% or greater, a tier 1 risk-based capital ratio of 6.0% or greater and a leverage ratio of 5.0% or greater and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure; (2) "adequately capitalized" if the institution has a total risk-based capital ratio of 8.0% or greater, a tier 1 risk-based capital ratio of 4.0% or greater and a leverage ratio of 4.0% or greater (3.0% in certain circumstances ) and is not "well capitalized"; (3) "undercapitalized" if the institution has a total risk-based capital ratio that is less than 8.0%, a tier 1 risk-based capital ratio of less than 4.0% or a leverage ratio of less than 4.0% (3.0% in

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certain circumstances); (4) “significantly undercapitalized” if the institution has a total risk-based capital ratio of less than 6.0%, a tier 1 risk-based capital ratio of less than 3.0% or a leverage ratio of less than 3.0%; and (5) “critically undercapitalized” if the institution's tangible equity is equal to or less than 2.0% of average quarterly tangible assets. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. Our regulatory capital ratios and those of the Bank are in excess of the levels established for “well capitalized” institutions. A bank's capital category is determined solely for the purpose of applying prompt corrective action regulations and the capital category may not constitute an accurate representation of the bank's overall financial condition or prospects for other purposes.

The FDIA generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be undercapitalized. Undercapitalized institutions are subject to growth limitations and are required to submit a capital restoration plan. The agencies may not accept such a plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. In addition, for a capital restoration plan to be acceptable, the depository institution's parent holding company must guarantee that the institution will comply with such capital restoration plan. The aggregate liability of the parent holding company is limited to the lesser of (1) an amount equal to 5.0% of the depository institution's total assets at the time it became undercapitalized and (2) the amount which is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.”

“Significantly undercapitalized” depository institutions may be subject to a number of requirements and restrictions, including mandated capital raising activities such as orders to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce total assets, restrictions for interest rates paid, removal of management and cessation of receipt of deposits from correspondent banks. “Critically undercapitalized” institutions are subject to the appointment of a receiver or conservator.

A bank that is not “well-capitalized” as defined by applicable regulations may, among other regulatory requirements or limitations, be prohibited under federal law and regulation from accepting or renewing brokered deposits.

In 2013, federal banking agencies established new minimum capital requirements for insured depository organizations under the Dodd-Frank Act. The Bank will be required to comply with the new minimum capital requirements beginning in January 2015. The minimum capital standards will require, among other things, that the Bank maintain a ratio of common equity Tier 1 capital to risk weighted assets of not less than 4.5% with a capital buffer of 2.5%, a ratio of Tier 1 capital to risk weighted assets of not less than 6% and a minimum leverage ratio of 4%. As of December 31, 2013, the Bank exceeds each of the foregoing minimum requirements. The provisions of the Dodd-Frank Act, together with actions taken by the Basel Committee for the Basel III accords, may also result in future regulatory minimum capital requirements that will exceed the regulatory minimum capital guidelines to which we are currently subject.

In 2013, the Federal Reserve issued several new rules and proposed rules applicable to complex bank holding companies and holding companies with consolidated assets in excess of \$10 billion or that are designated complex bank holding companies. Because the Company has consolidated assets of less than \$10 billion and has not been designated a complex holding company, the recently issued rules do not generally apply to us.

The capital stock of banks organized under Montana law, such as the Bank, may be subject to assessment upon the direction of the Montana Department of Administration under the Montana Bank Act. Under the Montana Bank Act, if the Department of Administration determines an impairment of a bank's capital exists, it may notify the bank's board of directors of the impairment and require the impairment be made good by an assessment on the bank stock. If the bank fails to make good the impairment, the Department of Administration may, among other things, take charge of the bank and proceed to liquidate the bank.

Under FDIA, the appropriate federal banking agency may take certain actions with respect to significantly or critically undercapitalized institutions. The actions may include requiring the sale of additional shares of the institution's stock or other actions deemed appropriate by the federal banking agency, which could include assessment on the institution's stock.

## *Safety and Soundness Standards and Other Enforcement Mechanisms*

The federal banking agencies have adopted guidelines establishing standards for safety and soundness, asset quality and earnings, internal controls and audit systems, among others, as required by the Federal Deposit Insurance Corporation Improvement Act, or FDICIA. These standards are designed to identify potential concerns and ensure that action is taken to address those concerns before they pose a risk to the deposit insurance fund, or DIF. If a federal banking agency determines that an institution fails to meet any of these standards, the agency may require the institution to submit an acceptable plan to achieve compliance with the standard. If the institution fails to submit an acceptable plan within the time allowed by the agency or fails in any material respect to implement an accepted plan, the agency must, by order, require the institution to correct the deficiency.

Federal banking agencies possess broad enforcement powers to take corrective and other supervisory action on an insured bank and its holding company. Moreover, federal laws require each federal banking agency to take prompt corrective action to resolve the problems of insured banks. Bank holding companies and insured banks are subject to a wide range of potential enforcement actions by federal regulators for violation of any law, rule, regulation, standard, condition imposed in writing by the regulator, or term of a written agreement with the regulator.

### *Deposit Insurance*

The FDIC is an independent federal agency that insures deposits, up to prescribed statutory limits, of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The FDIC insures our customer deposits through the DIF up to prescribed limits for each depositor. The maximum deposit insurance amount is \$250,000 per depositor. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors.

All FDIC-insured institutions are required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation, or FICO, an agency of the Federal government established to recapitalize the predecessor to the DIF. The FICO assessment rates are set at 0.00165% of total assets and will continue until the FICO bonds mature in 2017.

On November 17, 2009, the FDIC imposed a prepayment requirement on most insured depository organizations, requiring that the organizations prepay estimated quarterly risk-based assessments for the fourth quarter of 2009 and for each calendar quarter for calendar years 2010, 2011 and 2012. The Bank's prepayment of FDIC insurance premiums continued through March 31, 2013 and excess prepayments were refunded to the Bank on June 28, 2013. Beginning April 1, 2013, the Bank was again subject to assessments for FDIC insurance premiums. The premium amount for 2013 was approximately \$5.1 million.

The FDIC is also required to set its designated reserve ratio for each year at 1.35% of estimated insured deposits and take actions necessary to reach a reserve ratio of 1.35% of total estimated insured deposits by September 30, 2020. The FDIC may be required to increase deposit insurance premium assessments to meet the reserve ratio requirements. However, under the Dodd-Frank Act, the effects of any increases in deposit insurance premium assessments are to be offset for the benefit of depository institutions with total consolidated assets of less than \$10 billion. The Bank currently has total consolidated assets of less than \$10 billion.

### *Insolvency of an Insured Depository Institution*

If the FDIC is appointed the conservator or receiver of an insured depository institution upon its insolvency or in certain other events, the FDIC has the power, among other things: (1) to transfer any of the depository institution's assets and liabilities to a new obligor without the approval of the depository institution's creditors; (2) to enforce the terms of the depository institution's contracts pursuant to their terms; or (3) to repudiate or disaffirm any contract or lease to which the depository institution is a party, the performance of which is determined by the FDIC to be burdensome and the disaffirmation or repudiation of which is determined by the FDIC to promote the orderly administration of the depository institution.

### *Depositor Preference*

The FDIA provides that, in the event of the "liquidation or other resolution" of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution.

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If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, non-deposit creditors, including the parent bank holding company, with respect to any extensions of credit they have made to such insured depository institution.

### *Customer Privacy and Other Consumer Protections*

Federal law imposes customer privacy requirements on any company engaged in financial activities, including the Bank and us. Under these requirements, a financial company is required to protect the security and confidentiality of customer nonpublic personal information. In addition, for customers who obtain a financial product such as a loan for personal, family or household purposes, a financial holding company is required to disclose its privacy policy to the customer at the time the relationship is established and annually thereafter. The financial company must also disclose its policies concerning the sharing of the customer's nonpublic personal information with affiliates and third parties. Finally, a financial company is prohibited from disclosing an account number or similar item to a third party for use in telemarketing, direct mail marketing or marketing through electronic mail.

The Bank is subject to a variety of federal and state laws, regulations and reporting obligations aimed at protecting consumers and Bank customers. Failure to comply with these laws and regulations may, among other things, impair the collection of loans made in violation of the laws and regulations, provide borrowers or other customers certain rights and remedies or result in the imposition of penalties on the Bank.

The Equal Credit Opportunity Act generally prohibits discrimination in credit transactions on, among other things, the basis of race, color, religion, national origin, sex, marital status or age and, in certain circumstances, limits the Bank's ability to require co-obligors or guarantors as a condition to the extension of credit to an individual.

The Real Estate Settlement Procedures Act, or RESPA, requires certain disclosures be provided to borrowers in real estate loan closings or other real estate settlements. In addition, RESPA limits or prohibits certain settlement practices, fee sharing, kickbacks and similar practices that are considered to be abusive.

The Truth in Lending Act, or TILA, and Regulation Z require disclosures to borrowers and other parties in consumer loans including, among other things, disclosures relating to interest rates and other finance charges, payments and payment schedules and annual percentage rates. TILA provides remedies to borrowers upon certain failures in compliance by a lender.

The Fair Housing Act regulates, among other things, lending practices in residential lending and prohibits discrimination in housing related lending activities on the basis of race, color, religion, national origin, sex, handicap, disability or familial status.

The Home Mortgage Disclosure Act requires certain lenders and other firms engaged in the home mortgage industry to collect and report information relating to applicants, borrowers and home mortgage lending activities in which they engage in their market areas or communities. The information is used for, among other purposes, evaluation of discrimination or other impermissible acts in home mortgage lending.

The Home Ownership and Equity Protection Act regulates terms and disclosures of certain closed end home mortgage loans that are not purchase money loans and includes loans classified as "high cost loans."

The Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, generally limits lenders and other financial firms in their collection, use or dissemination of customer credit information, gives customers some access to, and control over, their credit information and requires financial firms to establish policies and procedures intended to deter identity theft and related frauds.

The Fair Debt Collection Practices Act regulates actions that may be taken in the collection of consumer debts and provides consumers with certain rights of access to information related to collection actions.

The Electronic Fund Transfer Act regulates fees and other terms on electronic funds transactions.

The Federal Reserve issued regulations relating to fees and charges in debit card transactions intended to implement provisions of the Dodd-Frank Act. Card issuers with consolidated assets of less than \$10 billion are exempt from the interchange

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fee standards but are subject to other rules addressing exclusivity and other requirements. The Bank is not subject to the interchange fee standards as its consolidated assets, together with affiliates, are less than \$10 billion.

Federal consumer protection laws have been expanded by the Dodd-Frank Act, pursuant to which a Consumer Financial Protection Bureau has been created with authority to regulate consumer financial products and services and to implement and enforce federal consumer financial laws. Although the Bureau is accorded examination and enforcement authority, the Bureau's authority does not generally extend to depository institutions with total assets of less than \$10 billion. The Bank currently has total assets of less than \$10 billion.

The Community Reinvestment Act, or CRA, generally requires the federal banking agencies to evaluate the record of a financial institution in meeting the credit needs of its local communities, including low and moderate income neighborhoods. In addition to substantial penalties and corrective measures that may be required for a violation of fair lending laws, the federal banking agencies may take compliance with such laws and the CRA into account when regulating and supervising our other activities or in authorizing new activities.

In connection with its assessment of CRA performance, the appropriate bank regulatory agency assigns a rating of “outstanding,” “satisfactory,” “needs to improve” or “substantial noncompliance.” The Bank received an “outstanding” rating on its most recent published examination. Although the Bank's policies and procedures are designed to achieve compliance with all fair lending and CRA requirements, instances of non-compliance are occasionally identified through normal operational activities. Management responds proactively to correct all instances of non-compliance and implement procedures to prevent further violations from occurring.

### *USA PATRIOT Act*

The USA PATRIOT Act of 2001 amended the Bank Secrecy Act of 1970 and the Money Laundering Control Act of 1986 and adopted additional measures requiring insured depository institutions, broker-dealers and certain other financial institutions to have policies, procedures and controls to detect, prevent and report money laundering and terrorist financing. The USA PATRIOT Act includes the International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001 and also amends laws relating to currency control and regulation. The laws and related regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counter-terrorism purposes. Federal banking regulators are required, when reviewing bank holding company acquisition or merger applications, to take into account the effectiveness of the anti-money laundering activities of the applicants. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing could have serious legal and reputational consequences for the institution. The USA PATRIOT Improvement and Reauthorization Act of 2005, among other things, made permanent or otherwise generally extended the effectiveness of provisions applicable to financial institutions.

### *Office of Foreign Asset Control*

The United States Treasury Office of Foreign Asset Control enforces economic and trade sanctions imposed by the United States on foreign persons and governments. Among other authorities, the Office of Foreign Asset Control may require United States financial institutions to block or “freeze” assets of identified foreign persons or governments which come within the control of the financial institution. Financial institutions are required to adopt procedures for identification of new and existing deposit accounts and other relationships with persons or governments identified by the Office of Foreign Asset Control and to timely report the accounts or relationships to the Office of Foreign Asset Control.

### **Website Access to SEC Filings**

All of our reports and statements filed or furnished electronically with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Proxy Statements, as well as amendments to these reports and statements filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are accessible at no cost through our website at [www.FIBK.com](http://www.FIBK.com) as soon as reasonably practicable after they have been filed with the SEC. These reports are also accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). The public may read and copy materials we file with the SEC at the public reference facilities maintained by the SEC at Room 1580, 100 F Street N.E., Washington, DC 20549. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Our website and the information contained therein or connected thereto is not intended to be incorporated into this report and should not be considered a part of this report.

## Item 1A. Risk Factors

*Like other financial and bank holding companies, we are subject to a number of risks, many of which are outside of our control. If any of the events or circumstances described in the following risk factors actually occurs, our business, financial condition, results of operations and prospects could be harmed. These risks are not the only ones that we may face. Other risks of which we are not aware, including those which relate to the banking and financial services industry in general and us in particular, or those which we do not currently believe are material, may harm our future business, financial condition, results of operations and prospects. Readers should consider carefully the following important factors in evaluating us, our business and an investment in our securities.*

### **Risks Relating to the Market and Our Business**

*Continued or worsening general business and economic conditions could materially and adversely affect us.*

In recent years, the U.S. economy has faced a severe economic crisis including a major recession from which it is slowly recovering. Business activity across a wide range of industries and regions in the U.S. remains reduced and local governments and many businesses continue to experience financial difficulty. While reflecting some improvement, unemployment levels remain elevated nationwide. There can be no assurance that these conditions will continue to improve and these conditions could worsen. In addition, on-going federal budget negotiations, the implementation of the Patient Protection and Affordable Care Act and the level of U.S. debt may have destabilizing effect on financial markets.

Our financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, as well as demand for loans and other products and services we offer, is highly dependent upon the business environment in the markets where we operate in Montana, Wyoming and South Dakota and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, efficient capital markets, low inflation, low unemployment, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment, natural disasters; or a combination of these or other factors.

Overall, during recent years, the business environment has been adverse for many households and businesses in the United States and worldwide. While economic conditions in Montana, Wyoming and South Dakota, the United States and worldwide have improved since the recession, there can be no assurance that this improvement will continue. Economic pressure on consumers and uncertainty regarding continuing economic improvement may result in changes in consumer and business spending, borrowing and savings habits. Such conditions could adversely affect the credit quality of our loans and out business, financial condition and results of operations.

*Adverse economic conditions affecting Montana, Wyoming and western South Dakota could harm our business.*

Our customers are located predominantly in Montana, Wyoming and western South Dakota. Because of the concentration of loans and deposits in these states, existing or future adverse economic conditions in Montana, Wyoming or western South Dakota could cause us to experience higher rates of loss and delinquency on our loans than if the loans were more geographically diversified. The recent economic recession has adversely affected the real estate and business environment in certain areas in Montana and Wyoming, especially in markets dependent upon resort communities and second homes such as Bozeman, Montana, Kalispell, Montana, and Jackson, Wyoming. In the future, adverse economic conditions, including inflation, recession and unemployment and other factors, such as regulatory or business developments, natural disasters, environmental contamination and other unfavorable conditions and events that affect these states, could reduce demand for credit or fee-based products and may delay or prevent borrowers from repaying their loans. Adverse conditions and other factors identified above could also negatively affect real estate and other collateral values, interest rate levels and the availability of credit to refinance loans at or prior to maturity. These results could adversely impact our business, financial condition, results of operations and cash flows. In addition, much of the economic improvement in our market area is due to the oil and gas drilling and production in the Bakken Formation. If oil prices decline or other events occur that result in a decline in drilling activity, there could be a material adverse effect on our business, financial position, results of operations, and cash flows.

***We may incur significant credit losses, particularly in light of recent and existing market conditions.***

We take on credit risk by virtue of making loans and extending loan commitments and letters of credit. Our credit standards, procedures and policies may not prevent us from incurring substantial credit losses, particularly in light of market developments in recent years. Weakening economic conditions, increasing unemployment rates and/or deterioration of housing markets could exert pressure on our loan customers resulting in higher delinquencies, repossession and losses, which would have an adverse impact on our business, financial condition, results of operations and prospects.

***We are subject to lending risk.***

There are inherent risks associated with our lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where we operate as well as those across Montana, Wyoming, western South Dakota and the United States. Increases in interest rates and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans. We are also subject to various laws and regulations that affect our lending activities. Failure to comply with applicable laws and regulations could subject us to regulatory enforcement action that could result in the assessment of significant civil money penalties against us.

At December 31, 2013, we had \$2.1 billion of commercial loans, including \$1.4 billion of commercial real estate loans, representing approximately 49% of our total loan portfolio. These loans are often larger and involve greater risks than other types of lending. Because payments on such loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans is more sensitive than other types of loans to adverse conditions in the real estate market or the general economy. Unlike residential mortgage loans, which generally are made on the basis of the borrowers' ability to make repayment from their employment and other income and which are secured by real property whose value tends to be more easily ascertainable, commercial loans typically are made on the basis of the borrowers' ability to make repayment from the cash flow of the commercial venture. If the cash flow from business operations is reduced, the borrower's ability to repay the loan may be impaired. Due to the larger average size of each commercial loan as compared with other loans such as residential loans, as well as the collateral which is generally less readily-marketable, losses incurred on a small number of commercial loans could have a material adverse impact on our business, financial condition and results of operations.

In addition, at December 31, 2013, we had \$1.4 billion of agricultural, construction, residential and other real estate loans, representing approximately 32% of our total loan portfolio. Deterioration in economic conditions or in the real estate market could result in increased delinquencies and foreclosures and could have an adverse effect on the collateral value for many of these loans and on the repayment ability of many of our borrowers. Deterioration in economic conditions or in the real estate market could reduce the number of loans we make to businesses in the construction and real estate industry, which could negatively impact our interest income and results of operations. Similarly, the occurrence of a natural or manmade disaster in our market areas could impair the value of the collateral we hold for real estate secured loans. Any one or a combination of the factors identified above could negatively impact our business, financial condition, results of operations and prospects.

***If we experience loan losses in excess of estimated amounts, our earnings will be adversely affected.***

The risk of credit losses on loans varies with, among other things, general economic conditions, the type of loan being made, the creditworthiness of the borrower over the term of the loan and, in the case of a collateralized loan, the value and marketability of the collateral for the loan. We maintain an allowance for loan losses based upon, among other things, historical experience, an evaluation of economic conditions and regular reviews of loan portfolio quality. Based upon such factors, our management makes various assumptions and judgments about the ultimate collectability of our loan portfolio and provides an allowance for loan losses. These assumptions and judgments are complex and difficult to determine given the significant uncertainty surrounding future conditions in the general economy and banking industry. If management's assumptions and judgments prove to be incorrect and the allowance for loan losses is inadequate, or if the banking authorities or regulations require us to increase the allowance for loan losses, our earnings, financial condition, results of operations and prospects could be significantly and adversely affected.



***Our goodwill may become impaired, which may adversely impact our results of operations and financial condition and may limit our Bank's ability to pay dividends to us, thereby causing liquidity issues.***

The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates that it is likely impairment has occurred. In testing for impairment, the fair value of net assets is estimated based on analyses of our market value, discounted cash flows and peer values. Consequently, the determination of the fair value of goodwill is sensitive to market-based economics and other key assumptions. Variability in market conditions or in key assumptions could result in impairment of goodwill, which is recorded as a noncash adjustment to income. An impairment of goodwill could have a material adverse effect on our business, financial condition and results of operations. As of December 31, 2013, we had goodwill of approximately \$184 million, or 23% of our total stockholders' equity. Furthermore, an impairment of goodwill could cause our Bank to be unable to pay dividends to us. If our Bank is unable to pay dividends to us, our cash flow and liquidity would be reduced. See below "Our Bank's ability to pay dividends to us is subject to regulatory limitations, which, to the extent we are not able to receive such dividends, may impair our ability to grow, pay dividends, cover operating expenses and meet debt service requirements."

***Changes in interest rates could negatively impact our net interest income, may weaken demand for our products and services or harm our results of operations and cash flows.***

Our earnings and cash flows are largely dependent upon net interest income, which is the difference between interest income earned on interest-earning assets such as loans and securities and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies, particularly the Federal Reserve. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but such changes could also adversely affect (1) our ability to originate loans and obtain deposits, (2) the fair value of our financial assets and liabilities, including mortgage servicing rights, (3) our ability to realize gains on the sale of assets and (4) the average duration of our mortgage-backed investment securities portfolio. An increase in interest rates may reduce customers' desire to borrow money from us as it increases their borrowing costs and may adversely affect the ability of borrowers to pay the principal or interest on loans which may lead to an increase in non-performing assets and a reduction of income recognized, which could harm our results of operations and cash flows. Further, because many of our variable rate loans contain interest rate floors, as market interest rates begin to rise, the interest rates on these loans may not increase correspondingly. In contrast, decreasing interest rates have the effect of causing customers to refinance mortgage loans faster than anticipated. This causes the value of assets related to the servicing rights on mortgage loans sold to be lower than originally recognized. If this happens, we may need to write down our mortgage servicing rights assets faster, which would accelerate expense and lower our earnings. Any substantial, unexpected or prolonged change in market interest rates could have a material adverse effect on our cash flows, financial condition and results of operations. If the current low interest rate environment continues for a prolonged period, our interest income could decrease, adversely impacting our financial condition, results of operations and cash flows.

***We may not continue to have access to low-cost funding sources.***

We depend on checking and savings, negotiable order of withdrawal, or NOW, and money market deposit account balances and other forms of customer deposits as our primary source of funding. Such account and deposit balances can decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return trade-off. If customers move money out of bank deposits and into other investments, we could lose a relatively low cost source of funds, increasing our funding costs and reducing our net interest income and net income.

***We are dependent upon the services of our management team and directors.***

Our future success and profitability is substantially dependent upon the management skills of our executive officers and directors, many of whom have held officer and director positions with us for many years. We do not currently have employment agreements or non-competition agreements with any of our key executives. The unanticipated loss or unavailability of key employees could harm our ability to operate our business or execute our business strategy. We cannot assure you that we will be successful in retaining these key employees or finding and integrating suitable successors in the event of their loss or unavailability.

***We may not be able to attract and retain qualified employees to operate our business effectively.***

There is substantial competition for qualified personnel in our markets. Although unemployment rates have been declining in Montana and Wyoming, and the surrounding region, it may still be difficult to attract and retain qualified employees at all management and staffing levels. Failure to attract and retain employees and maintain adequate staffing of qualified personnel could adversely impact our operations and our ability to execute our business strategy. Furthermore, relatively low unemployment rates in certain of our markets, compared with national unemployment rates, may lead to significant increases in salaries, wages and employee benefits expenses as we compete for qualified, skilled employees, which could negatively impact our results of operations and prospects.

***We are subject to significant governmental regulation and new or changes in existing regulatory, tax and accounting rules and interpretations could significantly harm our business.***

The financial services industry is extensively regulated. Federal and state banking regulations are designed primarily to protect the deposit insurance funds and consumers, not to benefit a financial company's stockholders. These regulations may impose significant limitations on operations. The significant federal and state banking regulations that affect us are described in this report under the heading "Regulation and Supervision." These regulations, along with the currently existing tax, accounting, securities, insurance, employment, monetary and other laws and regulations, rules, standards, policies and interpretations control the methods by which we conduct business, implement strategic initiatives and tax compliance and govern financial reporting and disclosures. These laws, regulations, rules, standards, policies and interpretations are undergoing significant review and changes, particularly given the recent market developments in the banking and financial services industries and the enactment of the Dodd-Frank Act in July 2010.

Other changes to statutes, regulations or regulatory policies or supervisory guidance, including changes in interpretation or implementation of statutes, regulations, policies, or supervisory guidance, could affect us in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with laws, regulations, policies or supervisory guidance could result in enforcement and other legal actions by Federal or state authorities, including criminal and civil penalties, the loss of FDIC insurance, the revocation of a banking charter, other sanctions by regulatory agencies, civil money penalties and/or reputation damage. In this regard, government authorities, including the bank regulatory agencies, are pursuing aggressive enforcement actions with respect to compliance and other legal matters involving financial activities, which heightens the risks associated with actual and perceived compliance failures. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

***We are dependent on our information technology and telecommunications systems and third-party servicers, and systems failures, interruptions or breaches of security could have a material adverse effect on us.***

Our business is highly dependent on the successful and uninterrupted functioning of our information technology and telecommunications systems and third-party servicers. We outsource many of our major systems, such as certain data processing, loan servicing and deposit processing systems. The failure of these systems, or the termination of a third-party software license or service agreement on which any of these systems is based, could interrupt our operations. Because our information technology and telecommunications systems interface with and depend on third-party systems, we could experience service denials or disruptions if demand for such services exceeds capacity or such third-party systems fail or experience interruptions. If significant, sustained or repeated, a system failure or service denial or disruption could compromise our ability to operate effectively, damage our reputation, result in a loss of customer business, and/or subject us to additional regulatory scrutiny and possible financial liability, any of which could have a material adverse effect on us, our financial condition, results of operations and cash flows.

In addition, we provide our customers with the ability to bank remotely, including online and over the telephone. The secure transmission of confidential information over the internet and other remote channels is a critical element of remote banking. Our network could be vulnerable to unauthorized access, computer viruses, phishing schemes and other internal and external security breaches. We may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses. To the extent that our activities or the activities of our customers involve the storage and transmission of confidential information, security breaches and viruses could expose us to claims, regulatory scrutiny, litigation and other possible liabilities. Any inability to prevent security breaches or computer viruses could also cause existing customers to lose confidence in our systems and could materially and adversely affect us, our financial condition, results of operations and cash flows.

***We are subject to liquidity risks.***

Liquidity is the ability to meet current and future cash flow needs on a timely basis at a reasonable cost. Our liquidity is used to make loans and to repay deposit liabilities as they become due or are demanded by customers. Potential alternative sources of liquidity include federal funds purchased and securities sold under repurchase agreements. We maintain a portfolio of investment securities that may be used as a secondary source of liquidity to the extent the securities are not pledged for collateral. Other potential sources of liquidity include the sale of loans, the utilization of available government and regulatory assistance programs, the ability to acquire national market, non-core deposits, the issuance of additional collateralized borrowings such as Federal Home Loan Bank, or FHLB, advances, the issuance of debt securities, issuance of equity securities and borrowings through the Federal Reserve's discount window. Without sufficient liquidity from these potential sources, we may not be able to meet the cash flow requirements of our depositors and borrowers.

Additionally, our access to funding sources in amounts adequate to finance our activities or on terms that are acceptable to us could be impaired by factors specific to us, the financial services industry or the economy in general. Factors that could reduce our access to liquidity sources include a downturn in our local or national economies, difficult or illiquid credit markets or adverse regulatory actions against us. A failure to maintain adequate liquidity could have a material adverse effect on our business, financial condition or results of operations.

***We may be unable to manage our growth due to acquisitions, which could have an adverse effect on our financial condition or results of operations.***

Acquisitions of other banks and financial institutions involve risks of changes in results of operations or cash flows, unforeseen liabilities relating to the acquired institution or arising out of the acquisition, asset quality problems of the acquired entity and other conditions not within our control, such as adverse personnel relations, loss of customers because of change of identity, deterioration in local economic conditions and other risks affecting the acquired institution. In addition, the process of integrating acquired entities will divert significant management time and resources. We may not be able to integrate successfully or operate profitably any financial institutions we may acquire. We may experience disruption and incur unexpected expenses in integrating acquisitions. There can be no assurance that any such acquisitions will enhance our cash flows, business, financial condition, results of operations or prospects and such acquisitions may have an adverse effect on our results of operations, particularly during periods in which the acquisitions are being integrated into our operations.

***Our systems of internal operating controls may not be effective.***

We establish and maintain systems of internal operational controls that provide us with critical information used to manage our business. These systems are subject to various inherent limitations, including cost, judgments used in decision-making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error and the risk of fraud. Moreover, controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, any system of internal operating controls may not be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management. From time to time, control deficiencies and losses from operational malfunctions or fraud have occurred and may occur in the future. Any future deficiencies, weaknesses or losses related to internal operating control systems could have an adverse effect on our business and, in turn, on our financial condition, results of operations and prospects.

***We may become liable for environmental remediation and other costs on repossessed properties, which could adversely impact our results of operations, cash flows and financial condition.***

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. If hazardous or toxic substances are found on these properties, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our cash flows, financial condition and results of operations.

***We face significant competition from other financial institutions and financial services providers.***

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and may have more financial resources, higher lending limits and large branch networks. Such competitors primarily include national, regional and community banks within the various markets we serve. We also face competition from many other types of financial institutions, including, without limitation, savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries. The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can merge under the umbrella of a financial holding company, which can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Increased competition among financial services companies due to the recent consolidation of certain competing financial institutions and the conversion of certain investment banks to bank holding companies may adversely affect our ability to market our products and services. Also, technology has lowered barriers to entry and made it possible for nonbanks to offer products and services traditionally provided by banks, such as automatic funds transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and may have lower cost structures. Additionally, due to their size, many competitors may offer a broader range of products and services as well as better pricing for those products and services than we can.

Our ability to compete successfully depends on a number of factors, including, among other things:

- the ability to develop, maintain and build upon long-term customer relationships based on quality service, high ethical standards and safe, sound assets;
- the ability to expand our market position;
- the scope, relevance and pricing of products and services offered to meet customer needs and demands;
- the rate at which we introduce new products and services relative to our competitors;
- customer satisfaction with our level of service; and
- industry and general economic trends.

Failure to perform in any of these areas could significantly weaken our competitive position, which could adversely affect our growth and profitability, which, in turn, could harm our business, financial condition, results of operations and cash flows.

***Our operations rely on certain external vendors.***

We are reliant upon certain external vendors to provide products and services necessary to maintain our day-to-day operations. In addition, we are subject to certain long-term vendor contracts that limit our flexibility and increase our dependence on third party vendors. Failure of certain external vendors to perform in accordance with contractual arrangements could be disruptive to our operations and limit our ability to provide certain products and services demanded by our customers, which could have material adverse impact on our financial condition or results of operations.

***We may be subject to claims and litigation pertaining to our fiduciary responsibilities.***

Some of the services we provide, such as trust and investment services, require us to act as fiduciaries for our customers and others. From time to time, third parties make claims and take legal action against us pertaining to the performance of our fiduciary responsibilities. If these claims and legal actions are not resolved in a manner favorable to us, we may be exposed to significant financial liability and/or our reputation could be damaged. Either of these results may adversely impact demand for our products and services or otherwise have a harmful effect on our business and, in turn, on our financial condition, results of operations and prospects.

***We may be adversely affected by the soundness of other financial institutions.***

Financial services companies are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties. For example, we execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to increased credit risk in the event of default of a counterparty or client.

***We may not effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.***

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to use technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, on our financial condition, results of operations and prospects.

***Our Bank's ability to pay dividends to us is subject to regulatory limitations, which, to the extent we are not able to receive such dividends, may impair our ability to grow, pay dividends, cover operating expenses and meet debt service requirements.***

We are a legal entity separate and distinct from the Bank, our only bank subsidiary. Since we are a holding company with no significant assets other than the capital stock of our subsidiaries, we depend upon dividends from the Bank for a substantial part of our revenue. Accordingly, our ability to grow, pay dividends, cover operating expenses and meet debt service requirements depends primarily upon the receipt of dividends or other capital distributions from the Bank. The Bank's ability to pay dividends to us is subject to, among other things, its earnings, financial condition and need for funds, as well as federal and state governmental policies and regulations applicable to us and the Bank, which limit the amount that may be paid as dividends without prior approval. For example, in general, the Bank is limited to paying dividends that do not exceed the current year net profits together with retained earnings from the two preceding calendar years unless the prior consents of the Montana and federal banking regulators are obtained.

***New lines of business or new products and services may subject us to additional risks.***

From time to time, we may implement new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

#### **Risks Relating to Our Common Stock**

***Our dividend policy may change.***

Although we have historically paid dividends to our stockholders, we have no obligation to continue doing so and may change our dividend policy at any time without notice to our stockholders. Holders of our common stock are only entitled to receive such cash dividends as our board of directors, or Board, may declare out of funds legally available for such payments. Furthermore, consistent with our strategic plans, growth initiatives, capital availability, projected liquidity needs and other factors, we have made and adopted and will continue to make and adopt, capital management decisions and policies that could adversely impact the amount of dividends paid to our stockholders.

***Our Class A common stock share price could be volatile and could decline.***

The market price of our Class A common stock is volatile and could be subject to wide fluctuations in price in response to various factors, some of which are beyond our control. These factors include:

- prevailing market conditions;
- our historical performance and capital structure;
- estimates of our business potential and earnings prospects;
- an overall assessment of our management;
- our Class B shareholders may convert their shares into Class A common stock and liquidate their holdings; and
- the consideration of these factors in relation to market valuation of companies in related businesses.

At times the stock markets, including the NASDAQ Stock Market, on which our Class A common stock is listed, may experience significant price and volume fluctuations. As a result, the market price of our Class A common stock is likely to be similarly volatile and investors in our Class A common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

***Future equity issuances could result in dilution, which could cause our Class A common stock price to decline.***

We are not restricted from issuing additional Class A common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, Class A common stock. We may issue additional Class A common stock in the future pursuant to current or future employee stock option plans or in connection with future acquisitions or financings. Should we choose to raise capital by selling shares of Class A common stock for any reason, the issuance would have a dilutive effect on the holders of our Class A common stock and could have a material negative effect on the market price of our Class A common stock.

***An investment in our Class A common stock is not an insured deposit.***

Our Class A common stock is not a bank savings account or deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or any other public or private entity. As a result, holders of our common stock could lose some or all of their investment.

***Holders of the Class B common stock have voting control of our company and are able to determine virtually all matters submitted to stockholders, including potential change in control transactions.***

Members of the Scott family control in excess of 80% of the voting power of our outstanding common stock. Due to their holdings of common stock, members of the Scott family are able to determine the outcome of virtually all matters submitted to stockholders for approval, including the election of directors, amendment of our articles of incorporation (except when a class vote is required by law), any merger or consolidation requiring common stockholder approval and the sale of all or substantially all of our assets. Accordingly, such holders have the ability to prevent change in control transactions as long as they maintain voting control of the company.

In addition, because these holders will have the ability to elect all of our directors they will be able to control our policies and operations, including the appointment of management, future issuances of our common stock or other securities, the payments of dividends on our common stock and entering into extraordinary transactions, and their interests may not in all cases be aligned with your interests. Further, because of our dual class structure, members of the Scott family will continue to be able to control all matters submitted to our stockholder for approval even if they come to own less than 50% of the total outstanding shares of our common stock. The Scott family members have entered into a stockholder agreement giving family members a right of first refusal to purchase shares of Class B common stock that are intended to be sold or transferred, subject to certain exceptions, by other family members. This agreement may have the effect of continuing ownership of the Class B common stock and control within the Scott family. This concentrated control will limit your ability to influence corporate matters. As a result, the market price of our Class A common stock could be adversely affected.

***“Anti-takeover” provisions and the regulations to which we are subject also may make it more difficult for a third party to acquire control of us, even if the change in control would be beneficial to stockholders.***

We are a financial and bank holding company incorporated in the State of Montana. Anti-takeover provisions in Montana law and our articles of incorporation and bylaws, as well as regulatory approvals that would be required under federal law, could make it more difficult for a third party to acquire control of us and may prevent stockholders from receiving a premium for their shares of our Class A common stock. These provisions could adversely affect the market price of our Class A common stock and could reduce the amount that stockholders might receive if we are sold.

Our articles of incorporation provide that our Board may issue up to 100,000 shares of preferred stock, in one or more series, without stockholder approval and with such terms, conditions, rights, privileges and preferences as the Board may deem appropriate. In addition, our articles of incorporation provide for staggered terms for our Board and limitations on persons authorized to call a special meeting of stockholders. In addition, certain provisions of Montana law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of our Class A common stock with the opportunity to realize a premium over the then-prevailing market price of such Class A common stock.

Further, the acquisition of specified amounts of our common stock (in some cases, the acquisition or control of more than 5% of our voting stock) may require certain regulatory approvals, including the approval of the Federal Reserve and one or more of our state banking regulatory agencies. The filing of applications with these agencies and the accompanying review process can take several months. Additionally, as discussed above, the holders of the Class B common stock will have voting control of our company. This and the other factors described above may hinder or even prevent a change in control of us, even if a change in control would be beneficial to our stockholders.

***We qualify as a “controlled company” under the NASDAQ Marketplace Rules and may rely on exemptions from certain corporate governance requirements.***

As a result of the combined voting power of the members of the Scott family described above, we qualify as a “controlled company” under the NASDAQ Marketplace Rules. As a controlled company, we may rely on exemptions from certain NASDAQ corporate governance standards that are available to controlled companies, including the requirements that:

- a majority of the board of directors consist of independent directors;
- the compensation of officers be determined, or recommended to the board of directors for determination, by a majority of the independent directors or a compensation committee comprised solely of independent directors; and
- director nominees be selected, or recommended for the board of directors' selection, by a majority of the independent directors or a nominating committee comprised solely of independent directors with a written charter or board resolution addressing the nomination process.

As a result, in the future, our compensation and governance & nominating committees may not consist entirely of independent directors. As long as we choose to rely on these exemptions from NASDAQ Marketplace Rules in the future, you will not have the same protections afforded to stockholders of companies that are subject to all of the NASDAQ corporate governance requirements.

***The Class A common stock is equity and is subordinate to our existing and future indebtedness***

Shares of our Class A common stock are equity interests and do not constitute indebtedness. As such, shares of our Class A common stock rank junior to all our indebtedness, including our subordinated term loans, the subordinated debentures held by trusts that have issued trust preferred securities and other non-equity claims on us with respect to assets available to satisfy claims on us. Additionally, holders of our Class A common stock are subject to the prior dividend and liquidation rights of any holders of Series A preferred stock then outstanding.

In the future, we may make additional offerings of debt or equity securities, including medium-term notes, trust preferred securities, senior or subordinated notes and preferred stock. Or, we may issue additional debt or equity securities as consideration for future mergers and acquisitions. Such additional debt and equity offerings may place restrictions on our ability to pay dividends on or repurchase our common stock, dilute the holdings of our existing stockholders or reduce the market price of our Class A common stock. Furthermore, acquisitions typically involve the payment of a premium over book

and market values and therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Holders of our Class A common stock are not entitled to preemptive rights or other protections against dilution.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 2. Properties**

Our principal executive offices and one of our banking offices are anchor tenants in an eighteen story commercial building located in Billings, Montana. The building is owned by a joint venture partnership in which the Bank is one of two partners, owning a 50% interest in the partnership. We lease approximately 99,623 square feet of office space in the building. We also own a 65,226 square foot building that houses our operations center in Billings, Montana. We provide banking services at 73 additional locations in Montana, Wyoming and western South Dakota, of which 17 properties are leased from independent third parties and 56 properties are owned by us. We believe each of our facilities is suitable and adequate to meet our current operational needs.

#### **Item 3. Legal Proceedings**

In the normal course of business, we are named or threatened to be named as a defendant in various lawsuits. Management, following consultation with legal counsel, does not expect the ultimate disposition of one or a combination of these matters to have a material adverse effect on our business.

#### **Item 4. Mine Safety Disclosures**

Not applicable.

### **PART II**

#### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

##### **Description of Our Capital Stock**

Our articles provide for two classes of common stock: Class A common stock, which has one vote per share, and Class B common stock, which has five votes per share. Class B common stock is convertible into Class A common stock as described below. Our common stock is uncertificated.

Our authorized capital stock consists of 200,100,000 shares, each with no par value per share, of which:

- 100,000,000 shares are designated as Class A common stock;
- 100,000,000 shares are designated as Class B common stock; and
- 100,000 shares are designated as preferred stock.

At December 31, 2013, we had issued and outstanding 19,868,018 shares of Class A common stock, 24,287,045 shares of Class B common stock. At December 31, 2013, we also had outstanding stock options to purchase an aggregate of 1,012,094 shares of our Class A common stock and 1,511,499 shares of our Class B common stock.

Members of the Scott family control in excess of 80% of the voting power of our outstanding common stock. The Scott family members have entered into a stockholder agreement giving family members a right of first refusal to purchase shares of Class B common stock that are intended to be sold or transferred, subject to certain exceptions, by other family members. This agreement may have the effect of continuing ownership of the Class B common stock and control of our Company within the Scott family.



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Due to the ownership and control of our Company by members of the Scott family, we are a “controlled company” as that term is used under the NASDAQ Marketplace Rules. As a “controlled company,” we may rely on exemptions from certain NASDAQ corporate governance requirements, including those regarding independent director requirements for the Board and committees of the Board.

### *Preferred Stock*

Our Board is authorized, without approval of the holders of Class A common stock or Class B common stock, to provide for the issuance of preferred stock from time to time in one or more series in such number and with such designations, preferences, powers and other special rights as may be stated in the resolution or resolutions providing for such preferred stock. Our Board may cause us to issue preferred stock with voting, conversion and other rights that could adversely affect the holders of Class A common stock or Class B common stock or make it more difficult to effect a change in control.

As of December 31, 2012, we had outstanding 5,000 shares of 6.75% Series A noncumulative redeemable preferred stock, which ranked senior to our Class A common stock and Class B common stock with respect to dividend and liquidation rights. Holders of the Series A preferred stock were entitled to receive, when and if declared by the Board, noncumulative cash dividends at an annual rate of \$675 per share (based on a 360 day year). The Series A preferred stock was redeemed by the Company on January 18, 2013, at a price of \$10,000 per share plus accrued but unpaid dividends at the redemption date. For additional information regarding the redemption of the Series A preferred stock, see "Notes to Consolidated Financial Statements — Capital Stock and Dividend Restrictions" included in Part IV, Item 15.

### *Common Stock*

The holders of our Class A common stock are entitled to one vote per share and the holders of our Class B common stock are entitled to five votes per share on any matter to be voted upon by the stockholders. Holders of Class A common stock and Class B common stock vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law.

The holders of common stock are not entitled to cumulative voting rights with respect to the election of directors, which means that the holders of a majority of the shares voted can elect all of the directors then standing for election. Directors are elected by a majority of the voting power present in person or represented by proxy at a shareholder meeting rather than by a plurality vote.

The holders of our Class A common stock and Class B common stock are entitled to share equally in any dividends that our Board may declare from time to time from legally available funds and assets, subject to limitations under Montana law and the preferential rights of holders of any outstanding shares of preferred stock. If a dividend is paid in the form of shares of common stock or rights to acquire shares of common stock, the holders of Class A common stock will be entitled to receive Class A common stock, or rights to acquire Class A common stock, as the case may be and the holders of Class B common stock will be entitled to receive Class B common stock, or rights to acquire Class B common stock, as the case may be.

Upon any voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of our company, the holders of our Class A common stock and Class B common stock are entitled to share equally, on a per share basis, in all our assets available for distribution, after payment to creditors and subject to any prior distribution rights granted to holders of any outstanding shares of preferred stock.

Our Class A common stock is not convertible into any other shares of our capital stock. Any holder of Class B common stock may at any time convert his or her shares into shares of Class A common stock on a share-for-share basis. The shares of Class B common stock will automatically convert into shares of Class A common stock on a share-for-share basis:

- when the aggregate number of shares of our Class B common stock is less than 20% of the aggregate number of shares of our Class A common stock and Class B common stock then outstanding; or
- upon any transfer, whether or not for value, except for transfers to the holder’s spouse, certain of the holder’s relatives, the trustees of certain trusts established for their benefit, corporations and partnerships wholly-owned by the holders and their relatives, the holder’s estate and other holders of Class B common stock.

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Once converted into Class A common stock, the Class B common stock cannot be reissued. No class of common stock may be subdivided or combined unless the other class of common stock concurrently is subdivided or combined in the same proportion and in the same manner.

Other than in connection with dividends and distributions, subdivisions or combinations, or certain other circumstances, we are not authorized to issue additional shares of Class B common stock.

Class A and Class B common stock do not have any preemptive rights.

The Class B common stock is not and will not be listed on the NASDAQ Stock Market or any other exchange. Therefore, no trading market is expected to develop in the Class B common stock. Class A common stock is listed on the NASDAQ Stock Market under the symbol "FIBK."

The table below sets forth, for each quarter in the past two years, the quarterly high and low closing sales prices per share of the Class A common stock, as reported by the NASDAQ Stock Market.

Quarter Ended	High	Low
March 31, 2012	\$15.00	\$13.12
June 30, 2012	14.94	13.32
September 30, 2012	15.49	13.54
December 31, 2012	15.64	13.52
March 31, 2013	19.34	15.69
June 30, 2013	20.82	18.00
September 30, 2013	24.81	20.72
December 31, 2013	29.21	23.25

As of December 31, 2013, we had 608 record shareholders, including the Wealth Management division of First Interstate Bank as trustee for 1,263,591 shares of Class A common stock held on behalf of 920 individual participants in the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., or the Savings Plan. The Savings Plan Trustee votes the shares based on the instructions of each participant. In the event the participant does not provide the Savings Plan Trustee with instructions, the Savings Plan Trustee votes those shares in accordance with voting instructions received from a majority of the participants in the plan.

#### *Dividends*

It is our policy to pay a dividend to all common shareholders quarterly. We currently intend to continue paying quarterly dividends; however, the Board may change or eliminate the payment of future dividends.

Recent quarterly dividends follow:

Dividend Payment	Amount Per Share	Total Cash Dividends
First quarter 2012	\$0.12	\$5,136,079
Second quarter 2012	0.12	5,154,213
Third quarter 2012	0.12	5,158,975
Fourth quarter 2012	0.12	5,162,138
Fourth quarter 2012 - accelerated	0.13	5,597,747
Second quarter 2013	0.13	5,647,175
Third quarter 2013	0.14	6,117,594
Fourth quarter 2013	0.14	6,144,825

*Dividend Restrictions*

For a description of restrictions on the payment of dividends, see Part I, Item 1, “Business — Regulation and Supervision — Restrictions on Transfers of Funds to Us and the Bank,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Capital Resources and Liquidity Management” included in Part II, Item 7 herein.

**Sales of Unregistered Securities**

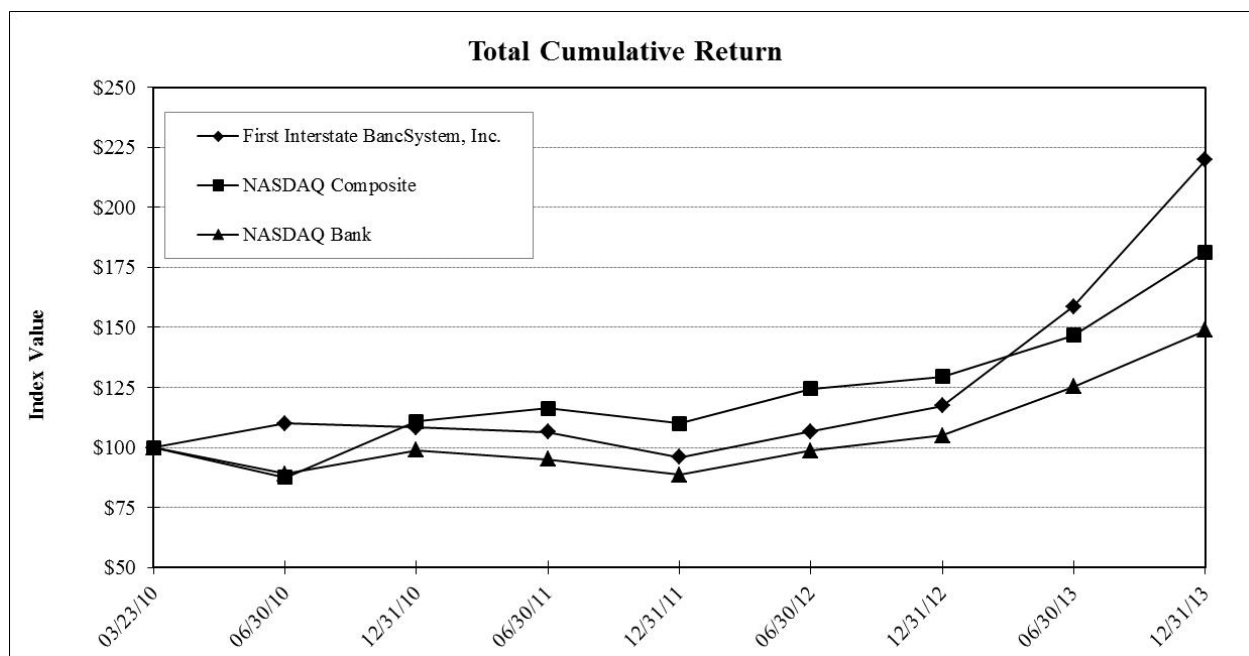
There were no issuances of unregistered securities during the three months ended December 31, 2013.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

There were no purchases made by or on behalf of us or any “affiliated purchasers” (as defined in Rule 10b-18(a)(3) under the Exchange Act) of our common stock during the three months ended December 31, 2013.

**Performance Graph**

The performance graph below compares the cumulative total shareholder return on our Class A common stock since our Class A common stock began trading on the Nasdaq Global Select Market on March 23, 2010, as compared with the cumulative total return on equity securities of companies included in the Nasdaq Composite Index and the Nasdaq Bank Index over the same period. The Nasdaq Bank Index is a comparative peer index comprised of financial companies, including banks, savings institutions and related holding companies that perform banking-related functions, listed on the Nasdaq Stock Market. The Nasdaq Composite Index is a comparative broad market index comprised of all domestic and international common stocks listed on the Nasdaq Stock Market. This graph assumes a \$100 investment in our common stock on the first day of trading, and reinvestment of dividends on the date of payment without commissions. The plot points on the graph were provided by SNL Financial LC, Charlottesville, VA. The performance graph represents past performance, which may not be indicative of the future performance of our common stock.



Index	Period Ending								
	3/23/10	6/30/10	12/31/10	12/31/11	6/30/12	12/31/12	6/30/13	12/31/13	
First Interstate BancSystem, Inc.	\$ 100.00	110.02	108.27	95.89	106.56	117.38	158.75	219.74	
NASDAQ Composite	100.00	87.56	110.78	109.92	124.56	129.43	146.81	181.43	
NASDAQ Bank	100.00	89.04	98.86	88.48	98.67	105.02	125.23	148.83	

## Item 6. Selected Consolidated Financial Data

The following selected consolidated financial data with respect to our consolidated financial position as of December 31, 2013 and 2012, and the results of our operations for the fiscal years ended December 31, 2013, 2012 and 2011, has been derived from our audited consolidated financial statements included in Part IV, Item 15. This data should be read in conjunction with Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and such consolidated financial statements, including the notes thereto. The selected consolidated financial data with respect to our consolidated financial position as of December 31, 2011, 2010 and 2009, and the results of our operations for the fiscal years ended December 31, 2010 and 2009, has been derived from our audited consolidated financial statements not included herein.

### Five Year Summary

(Dollars in thousands except share and per share data)

As of or for the year ended December 31,	2013	2012	2011	2010	2009
<i>Selected Balance Sheet Data:</i>					
Net loans	\$ 4,259,514	\$ 4,123,401	\$ 4,073,968	\$ 4,247,429	\$ 4,424,974
Investment securities	2,151,543	2,203,481	2,169,645	1,933,403	1,446,280
Total assets	7,564,651	7,721,761	7,325,527	7,500,970	7,137,653
Deposits	6,133,750	6,240,411	5,826,971	5,925,713	5,824,056
Securities sold under repurchase agreements	457,437	505,785	516,243	620,154	474,141
Long-term debt	36,917	37,160	37,200	37,502	73,353
Preferred stock pending redemption (1)	—	50,000	—	—	—
Subordinated debentures held by subsidiary trusts	82,477	82,477	123,715	123,715	123,715
Preferred stockholders’ equity (1)	—	—	50,000	50,000	50,000
Common stockholders’ equity	801,581	751,186	721,020	686,802	524,434
<i>Selected Income Statement Data:</i>					
Interest income	\$ 257,662	\$ 273,900	\$ 292,883	\$ 314,546	\$ 328,034
Interest expense	20,695	30,114	42,031	63,107	84,898
Net interest income	236,967	243,786	250,852	251,439	243,136
Provision for loan losses	(6,125)	40,750	58,151	66,900	45,300
Net interest income after provision for loan losses	243,092	203,036	192,701	184,539	197,836
Non-interest income	111,679	114,861	91,872	90,911	100,690
Non-interest expense	222,069	229,635	218,412	221,004	217,710
Income before income taxes	132,702	88,262	66,161	54,446	80,816
Income tax expense	46,566	30,038	21,615	17,090	26,953
Net income	86,136	58,224	44,546	37,356	53,863
Preferred stock dividends	—	3,300	3,422	3,422	3,422
Net income available to common shareholders	\$ 86,136	\$ 54,924	\$ 41,124	\$ 33,934	\$ 50,441
<i>Common Share Data:</i>					
Earnings per share:					
Basic	\$ 1.98	\$ 1.28	\$ 0.96	\$ 0.85	\$ 1.61
Diluted	1.96	1.27	0.96	0.85	1.59
Dividends per share	0.41	0.61	0.45	0.45	0.50
Book value per share (2)	18.15	17.35	16.77	16.05	16.73
Tangible book value per share (3)	13.89	12.97	12.33	11.55	10.53
Weighted average shares outstanding:					
Basic	43,566,681	42,965,987	42,749,526	39,907,640	31,335,668
Diluted	44,044,602	43,092,978	42,847,196	40,127,365	31,678,500

**Five Year Summary (continued)**

(Dollars in thousands except share and per share data)

As of or for the year ended December 31,	2013	2012	2011	2010	2009
<i>Financial Ratios:</i>					
Return on average assets	1.16%	0.79%	0.61%	0.52%	0.79%
Return on average common equity	11.05	7.46	5.86	5.22	9.98
Return on average tangible common equity (4)	14.59	10.07	8.06	7.43	15.78
Average stockholders' equity to average assets	10.49	10.57	10.25	9.67	8.16
Yield on average earning assets	3.84	4.10	4.43	4.85	5.44
Cost of average interest bearing liabilities	0.40	0.58	0.78	1.15	1.63
Interest rate spread	3.44	3.52	3.65	3.70	3.81
Net interest margin (5)	3.54	3.66	3.80	3.89	4.05
Efficiency ratio (6)	63.69	64.03	63.73	64.55	63.32
Common stock dividend payout ratio (7)	20.71	47.66	46.88	52.94	31.06
Loan to deposit ratio	70.84	67.69	71.85	73.71	77.75
<i>Asset Quality Ratios</i>					
Non-performing loans to total loans (8)	2.22%	2.61%	4.87%	4.51%	2.65%
Non-performing assets to total loans and other real estate owned (OREO) (9)	2.57	3.35	5.72	5.24	3.47
Non-performing assets to total assets	1.48	1.85	3.30	3.08	2.22
Allowance for loan losses to total loans	1.96	2.38	2.69	2.76	2.28
Allowance for loan losses to non-performing loans	88.28	91.31	55.16	61.10	85.86
Net charge-offs to average loans	0.21	1.26	1.54	1.10	0.63
<i>Capital Ratios:</i>					
Tangible common equity to tangible assets (10)	8.32%	7.46%	7.43%	6.76%	4.76%
Net tangible common equity to tangible assets (11)	9.14	8.26	8.28	7.59	5.63
Tier 1 common capital to total risk weighted assets (12)	13.31	11.94	11.04	10.12	6.43
Leverage ratio	10.08	8.81	9.84	9.27	7.30
Tier 1 risk-based capital	14.93	13.60	14.55	13.53	9.74
Total risk-based capital	16.75	15.59	16.54	15.50	11.68

- (1) On December 18, 2012, we provided notice to preferred stockholders of our intention to redeem the preferred stock on January 18, 2013. Upon notice to holders of the redemption, all preferred stock outstanding was reclassified from stockholder's equity to a liability.
- (2) For purposes of computing book value per share, book value equals common stockholders' equity.
- (3) Tangible book value per share is a non-GAAP financial measure that management uses to evaluate our capital adequacy. For purposes of computing tangible book value per share, tangible book value equals common stockholders' equity less goodwill, core deposit intangibles and other intangible assets (except mortgage servicing rights). Tangible book value per share is calculated as tangible common stockholders' equity divided by common shares outstanding, and its most directly comparable GAAP financial measure is book value per share. See below our reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures under the caption "—Non-GAAP Financial Measures" in this Part II, Item 6.
- (4) Return on average tangible common equity is a non-GAAP financial measure that management uses to evaluate our capital adequacy. For purposes of computing return on average tangible common equity, average tangible common equity equals average stockholders' equity less average goodwill, average core deposit intangibles and average other intangible assets (except mortgage servicing rights). Return on average tangible common equity is calculated as net income available to common shareholders divided by average tangible common equity, and its most comparable GAAP financial measure is return on average common stockholders' equity. See below our reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures under the caption "—Non-GAAP Financial Measures" in this Part II, Item 6.
- (5) Net interest margin ratio is presented on a fully taxable equivalent, or FTE, basis.
- (6) Efficiency ratio represents non-interest expense, excluding loan loss provision, divided by the aggregate of net interest income and non-interest income.
- (7) Common stock dividend payout ratio represents dividends per common share divided by basic earnings per common share.
- (8) Non-performing loans include non-accrual loans and loans past due 90 days or more and still accruing interest.
- (9) Non-performing assets include non-accrual loans, loans past due 90 days or more and still accruing interest and OREO.



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- (10) Tangible common equity to tangible assets is a non-GAAP financial measure that management uses to evaluate our capital adequacy. For purposes of computing tangible common equity to tangible assets, tangible common equity is calculated as common stockholders' equity less goodwill and other intangible assets (except mortgage servicing assets), and tangible assets is calculated as total assets less goodwill and other intangible assets (except mortgage servicing rights). See below our reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures under the caption "—Non-GAAP Financial Measures" in this Part II, Item 6.
- (11) Net tangible common equity to tangible assets is a non-GAAP financial measure that management uses to evaluate our capital adequacy. For purposes of computing net tangible common equity to tangible assets, net tangible common equity is calculated as common stockholders' equity less goodwill (adjusted for associated deferred tax liability) and other intangible assets (except mortgage servicing assets), and tangible assets is calculated as total assets less goodwill and other intangible assets (except mortgage servicing rights). See below our reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures under the caption "—Non-GAAP Financial Measures" in this Part II, Item 6.
- (12) For purposes of computing tier 1 common capital to total risk-weighted assets, tier 1 common capital excludes preferred stock and trust preferred securities.

### **Non-GAAP Financial Measures**

In addition to results presented in accordance with generally accepted accounting principals in the United States of America, or GAAP, this annual report contains the following non-GAAP financial measures that management uses to evaluate our capital adequacy: return on average tangible common equity, tangible book value per share, tangible common equity to tangible assets and net tangible common equity to tangible assets. Return on average tangible equity is calculated as net income available to common shareholders divided by average tangible common stockholders' equity. Tangible book value per share is calculated as tangible common stockholders' equity divided by common shares outstanding. Tangible assets is calculated as total assets less goodwill and other intangible assets (excluding mortgage servicing assets). Tangible common equity to tangible assets is calculated as tangible common stockholders' equity divided by tangible assets. Net tangible common equity to tangible assets is calculated as net tangible common stockholders' equity divided by tangible assets. These non-GAAP financial measures may not be comparable to similarly titled measures reported by other companies because other companies may not calculate these non-GAAP measures in the same manner. They also should not be considered in isolation or as a substitute for measures prepared in accordance with GAAP.

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The following table shows a reconciliation from ending stockholders' equity (GAAP) to ending tangible common stockholders' equity (non-GAAP) and ending net tangible common stockholders' equity (non-GAAP) and ending assets (GAAP) to ending tangible assets (non-GAAP), their most directly comparable GAAP financial measures, in each instance as of the periods presented.

**Non-GAAP Financial Measures - Five Year Summary**

*(Dollars in thousand except share and per share data)*

As of December 31,	2013	2012	2011	2010	2009
Total common stockholders' equity (GAAP)	\$ 801,581	\$ 751,186	\$ 721,020	\$ 686,802	\$ 524,434
Less goodwill and other intangible assets (excluding mortgage servicing rights)	188,214	189,637	191,065	192,518	194,273
Tangible common stockholders' equity (Non-GAAP)	613,367	561,549	529,955	494,284	330,161
Add deferred tax liability for deductible goodwill	60,499	60,499	60,499	60,499	60,499
Net tangible common stockholders' equity (Non-GAAP)	\$ 673,866	\$ 622,048	\$ 590,454	\$ 554,783	\$ 390,660
Total Assets (GAAP)	\$ 7,564,651	\$ 7,721,761	\$ 7,325,527	\$ 7,500,970	\$ 7,137,653
Less goodwill and other intangible assets (excluding mortgage servicing rights)	188,214	189,637	191,065	192,518	194,273
Tangible assets (Non-GAAP)	\$ 7,376,437	\$ 7,532,124	\$ 7,134,462	\$ 7,308,452	\$ 6,943,380
<b>Average Balances:</b>					
Total common stockholders' equity (GAAP)	\$ 779,530	\$ 735,984	\$ 702,321	\$ 650,405	\$ 505,263
Less goodwill and other intangible assets (excluding mortgage servicing rights)	188,954	190,381	191,823	193,429	185,628
Average tangible common stockholders' equity (Non-GAAP)	\$ 590,576	\$ 545,603	\$ 510,498	\$ 456,976	\$ 319,635
Common shares outstanding	44,155,063	43,290,323	42,981,174	42,800,694	31,349,588
Net income available to common shareholders	\$ 86,136	\$ 54,924	\$ 41,124	\$ 33,934	\$ 50,441
Book value per common share (GAAP)	\$ 18.15	\$ 17.35	\$ 16.77	\$ 16.05	\$ 16.73
Tangible book value per common share (Non-GAAP)	13.89	12.97	12.33	11.55	10.53
Tangible common equity to tangible assets (Non-GAAP)	8.32%	7.46%	7.43%	6.76%	4.76%
Net tangible common equity to tangible assets (Non- GAAP)	9.14	8.26	8.28	7.59	5.63
Return on average common tangible equity (Non-GAAP)	14.59	10.07	8.06	7.43	15.78

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Cautionary Note Regarding Forward-Looking Statements and Factors that Could Affect Future Results**

This report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder, that involve inherent risks and uncertainties. Any statements about our plans, objectives, expectations, strategies, beliefs, or future performance or events constitute forward-looking statements. Such statements are identified as those that include words or phrases such as "believes," "expects," "anticipates," "plans," "trend," "objective," "continue" or similar expressions or future or conditional verbs such as "will," "would," "should," "could," "might," "may" or similar expressions. Forward-looking statements involve known and unknown risks, uncertainties, assumptions, estimates



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and other important factors that could cause actual results to differ materially from any results, performance or events expressed or implied by such forward-looking statements.

The following factors, among others, may cause actual results to differ materially from current expectations in the forward-looking statements, including those set forth in this report:

- continuing or worsening business and economic conditions;
- adverse economic conditions affecting Montana, Wyoming and western South Dakota;
- credit losses;
- lending risk;
- adequacy of the allowance for loan losses;
- impairment of goodwill;
- changes in interest rates;
- access to low-cost funding sources;
- dependence on the Company's management team;
- ability to attract and retain qualified employees;
- governmental regulation and changes in regulatory, tax and accounting rules and interpretations;
- failure of technology;
- inability to meet liquidity requirements;
- failure to manage growth;
- competition;
- ineffective internal operational controls;
- environmental remediation and other costs;
- reliance on external vendors;
- litigation pertaining to fiduciary responsibilities;
- failure to effectively implement technology-driven products and services;
- soundness of other financial institutions;
- inability of our bank subsidiary to pay dividends;
- implementation of new lines of business or new product or service offerings;
- change in dividend policy;
- volatility of Class A common stock;
- decline in market price of Class A common stock;
- dilution as a result of future equity issuances;
- uninsured nature of any investment in Class A common stock;
- voting control of Class B stockholders;
- anti-takeover provisions;
- controlled company status; and,
- subordination of common stock to Company debt.

These factors are not necessarily all of the factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results.

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other

factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

## **Executive Overview**

We are a financial and bank holding company headquartered in Billings, Montana. As of December 31, 2013, we had consolidated assets of \$7.6 billion, deposits of \$6.1 billion, loans of \$4.3 billion and total stockholders' equity of \$802 million. We currently operate 74 banking offices, including detached drive-up facilities, in 41 communities located in Montana, Wyoming and western South Dakota. Through the Bank, we deliver a comprehensive range of banking products and services to individuals, businesses, municipalities and other entities throughout our market areas. We also offer internet and mobile banking services. Our customers participate in a wide variety of industries, including energy, tourism, agriculture, healthcare, professional services, education, governmental services, construction, mining, retail and wholesale trade.

### *Our Business*

Our principal business activity is lending to, accepting deposits from and conducting financial transaction for individuals, businesses, municipalities and other entities. We derive our income principally from interest charged on loans and, to a lesser extent, from interest and dividends earned on investments. We also derive income from non-interest sources such as fees received in connection with various lending and deposit services; trust, employee benefit, investment and insurance services; mortgage loan originations, sales and servicing; merchant and electronic banking services; and from time to time, gains on sales of assets. Our principal expenses include interest expense on deposits and borrowings, operating expenses, provisions for loan losses and income tax expense.

Our loan portfolio consists of a mix of real estate, consumer, commercial, agricultural and other loans, including fixed and variable rate loans. Our real estate loans comprise commercial real estate, construction (including residential, commercial and land development loans), residential, agricultural and other real estate loans. Fluctuations in the loan portfolio are directly related to the economies of the communities we serve. While each loan originated generally must meet minimum underwriting standards established in our credit policies, lending officers are granted discretion within pre-approved limits in approving and pricing loans to assure that the banking offices are responsive to competitive issues and community needs in each market area. We fund our loan portfolio primarily with the core deposits from our customers, generally without utilizing brokered deposits and with minimal reliance on wholesale funding sources. For additional information about our underwriting standards and loan approval process, see "Business—Lending Activities," included in Part I, Item 1 of this report.

## **Recent Trends and Developments**

### *Asset Quality*

Non-performing assets decreased to \$112 million, or 1.48% of total assets, as of December 31, 2013, from \$143 million, or 1.85% of total assets as of December 31, 2012, primarily due to the movement of lower quality loans out of the portfolio through charge-off or foreclosure and sales of OREO properties. Loan charge-offs, net of recoveries, totaled \$9 million during 2013, as compared to \$53 million during 2012. Our criticized loans decreased \$109 million, or 23.3%, to \$358 million as of December 31, 2013, from \$468 million as of December 31, 2012.

Continued improvement in and stabilization of our credit quality, as evidenced by declining levels of non-performing and criticized loans, and our assessment of the adequacy of our allowance for loan losses resulted in a reversal of provision for loan losses of \$6.1 million during 2013, compared to recording provisions of \$40.8 million during 2012.

### *Basel III Regulatory Capital Rule Revision*

On July 2, 2013, the Board of Governors of the Federal Reserve Bank, or the Federal Reserve Board, issued a final rule implementing a revised regulatory capital framework for U.S. banks in accordance with the Basel III international accord and satisfying related mandates under the Dodd-Frank Wall Street Reform and Consumer Protection Act. Under the final rule, minimum capital requirements will increase for both quantity and quality of capital held by banking organizations. The final rule includes a new common equity tier 1 minimum capital requirement of 4.5% of risk-weighted assets and increases the minimum tier 1 capital requirement from 4.0% to 6.0% of risk-weighted assets. The minimum total risk-based capital remains unchanged at 8.0% of total risk-weighted assets. In addition to the minimum common equity tier 1, tier 1 and total risk-based capital requirements, the final rule requires banking organizations to hold a buffer of common equity tier 1 capital in an amount above 2.5% of total risk-weighted assets to avoid restrictions on capital distributions and discretionary bonus payments to executive officers.

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The final rule also establishes a standardized approach for determining risk-weighted assets. Under the final rule, risk weights for residential mortgage loans that apply under current capital rules will continue to apply and banking organizations with less than \$15 billion in total assets may continue to include existing trust preferred securities as capital. The final rule allows banking organizations that are not subject to the advanced approaches rule, like us, to make a one-time election not to include most elements of accumulated other comprehensive income in regulatory capital and instead use the existing treatment under current capital rules.

The minimum regulatory capital requirements and compliance with a standardized approach for determining risk-weighted assets of the final rule will become effective for us on January 1, 2015. The capital conservation buffer framework transition period begins January 1, 2016, with full implementation effective January 1, 2019. Our initial calculations indicate that as of December 31, 2013, we would meet all fully phased-in Basel III capital adequacy requirements.

The final rule also enhances the risk-sensitivity of the advanced approaches risk-based capital rule, including among others, revisions to better address counterparty credit risk and interconnectedness among financial institutions and incorporation of the Federal Reserve Board's market risk rule into the integrated capital framework. These provisions of the final rule generally apply only to large, internationally active banking organizations or banking organizations with significant trading activity and do not directly impact us.

### *Shelf Registration Statement*

On May 24, 2013, we filed a shelf registration statement on Form S-3, which was subsequently declared effective by the Securities and Exchange Commission. The registration statement is designed to provide us with greater flexibility to raise additional capital for general corporate purposes, including, but not limited to, repayment or refinancing of outstanding debt and the acquisition of additional businesses or technologies. The registration statement permits us to offer and sell up to \$160 million of our Class A common shares in one or more future public offerings. At the present time, we have no specific plans to offer any of the securities covered by the registration statement.

### *Final Settlement of Visa Interchange Litigation*

On December 13, 2013, a federal court approved the settlement of a class-action lawsuit involving Visa, MasterCard and U.S. financial institution defendants, alleging collusion between the defendant banks and the credit card companies to maintain higher credit card interchange fees. Under the terms of the settlement, class merchants will receive, among other things, a distribution equal to 10 basis points of default interchange for a period of eight months, which will reduce interchange fees received by credit card issuers, like us, during that time. Based on current transaction volumes, a 10 basis point reduction in credit interchange fees will not have a material impact on our consolidated financial statements, results of operations or liquidity.

## **Primary Factors Used in Evaluating Our Business**

As a banking institution, we manage and evaluate various aspects of both our financial condition and our results of operations. We monitor our financial condition and performance on a monthly basis, at our holding company, at the Bank and at each banking office. We evaluate the levels and trends of the line items included in our balance sheet and statements of income, as well as various financial ratios that are commonly used in our industry. We analyze these ratios and financial trends against both our own historical levels and the financial condition and performance of comparable banking institutions in our region and nationally.

### *Results of Operations*

Principal factors used in managing and evaluating our results of operations include return on average assets, net interest income, non-interest income, non-interest expense and net income. Net interest income is affected by the level of interest rates, changes in interest rates and changes in the volume and composition of interest earning assets and interest bearing liabilities. The most significant impact on our net interest income between periods is derived from the interaction of changes in the rates earned or paid on interest earning assets and interest bearing liabilities, which we refer to as interest rate spread. The volume of loans, investment securities and other interest earning assets, compared to the volume of interest bearing deposits and indebtedness, combined with the interest rate spread, produces changes in our net interest income between periods. Non-interest bearing sources of funds, such as demand deposits and stockholders' equity, also support earning assets.

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The impact of free funding sources is captured in the net interest margin, which is calculated as net interest income divided by average earning assets. We evaluate our net interest income on factors that include the yields on our loans and other earning assets, the costs of our deposits and other funding sources, the levels of our net interest spread and net interest margin and the provisions for loan losses required to maintain our allowance for loan losses at an adequate level.

We seek to increase our non-interest income over time and we evaluate our non-interest income relative to the trends of the individual types of non-interest income in view of prevailing market conditions.

We manage our non-interest expenses in consideration of growth opportunities and our community banking model that emphasizes customer service and responsiveness. We evaluate our non-interest expense on factors that include our non-interest expense relative to our average assets, our efficiency ratio and the trends of the individual categories of non-interest expense.

Finally, we seek to increase our net income and provide favorable shareholder returns over time, and we evaluate our net income relative to the performance of other bank holding companies on factors that include return on average assets, return on average equity, total shareholder return and growth in earnings.

### *Financial Condition*

Principal areas of focus in managing and evaluating our financial condition include liquidity, the diversification and quality of our loans, the adequacy of our allowance for loan losses, the diversification and terms of our deposits and other funding sources, the re-pricing characteristics and maturities of our assets and liabilities, including potential interest rate exposure and the adequacy of our capital levels. We seek to maintain sufficient levels of cash and investment securities to meet potential payment and funding obligations, and we evaluate our liquidity on factors that include the levels of cash and highly liquid assets relative to our liabilities, the quality and maturities of our investment securities, the ratio of loans to deposits and any reliance on brokered certificates of deposit or other wholesale funding sources.

We seek to maintain a diverse and high quality loan portfolio and evaluate our asset quality on factors that include the allocation of our loans among loan types, credit exposure to any single borrower or industry type, non-performing assets as a percentage of total loans and OREO, and loan charge-offs as a percentage of average loans. We seek to maintain our allowance for loan losses at a level adequate to absorb probable losses inherent in our loan portfolio at each balance sheet date, and we evaluate the level of our allowance for loan losses relative to our overall loan portfolio and the level of non-performing loans and potential charge-offs.

We seek to fund our assets primarily using core customer deposits spread among various deposit categories, and we evaluate our deposit and funding mix on factors that include the allocation of our deposits among deposit types, the level of our non-interest bearing deposits, the ratio of our core deposits (i.e. excluding time deposits above \$100,000) to our total deposits and our reliance on brokered deposits or other wholesale funding sources, such as borrowings from other banks or agencies. We seek to manage the mix, maturities and re-pricing characteristics of our assets and liabilities to maintain relative stability of our net interest rate margin in a changing interest rate environment, and we evaluate our asset-liability management using models to evaluate the changes to our net interest income under different interest rate scenarios.

Finally, we seek to maintain adequate capital levels to absorb unforeseen operating losses and to help support the growth of our balance sheet. We evaluate our capital adequacy using the regulatory and financial capital ratios including leverage capital ratio, tier 1 risk-based capital ratio, total risk-based capital ratio, tangible common equity to tangible assets and tier 1 common capital to total risk-weighted assets.

### **Critical Accounting Estimates and Significant Accounting Policies**

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the industries in which we operate. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. Our significant accounting policies are summarized in “Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies” included in financial statements included Part IV, Item 15 of this report.

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Our critical accounting estimates are summarized below. Management considers an accounting estimate to be critical if: (1) the accounting estimate requires management to make particularly difficult, subjective and/or complex judgments about matters that are inherently uncertain and (2) changes in the estimate that are reasonably likely to occur from period to period, or the use of different estimates that management could have reasonably used in the current period, would have a material impact on our consolidated financial statements, results of operations or liquidity.

### *Allowance for Loan Losses*

The provision for loan losses creates an allowance for loan losses known and inherent in the loan portfolio at each balance sheet date. The allowance for loan losses represents management's estimate of probable credit losses inherent in the loan portfolio.

We perform a quarterly assessment of the risks inherent in our loan portfolio, as well as a detailed review of each significant loan with identified weaknesses. Based on this analysis, we record a provision for loan losses in order to maintain the allowance for loan losses at appropriate levels. In determining the allowance for loan losses, we estimate losses on specific loans, or groups of loans, where the probable loss can be identified and reasonably determined. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of subjective measurements, including management's assessment of the internal risk classifications of loans, historical loan loss rates, changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends 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 possible and may have a material impact on our allowance, and therefore our consolidated financial statements or results of operations. The allowance for loan losses is maintained at an amount we believe is sufficient to provide for estimated losses inherent in our loan portfolio at each balance sheet date, and fluctuations in the provision for loan losses result from management's assessment of the adequacy of the allowance for loan losses. Management monitors qualitative and quantitative trends in the loan portfolio, including changes in the levels of past due, internally classified and non-performing loans. See "Notes to Consolidated Financial Statements — Summary of Significant Accounting Policies" for a description of the methodology used to determine the allowance for loan losses. A discussion of the factors driving changes in the amount of the allowance for loan losses is included herein under the heading "—Financial Condition—Allowance for Loan Losses." See also Part I, Item 1A, "Risk Factors—Risks Relating to the Market and Our Business."

### *Goodwill*

The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates that it is likely impairment has occurred. In any given year, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is in excess of its carrying value. If it is not more likely than not that the fair value of the reporting unit is in excess of the carrying value, or if the Company elects to bypass the qualitative assessment, a two-step quantitative impairment test is performed. In performing a quantitative test for impairment, the fair value of net assets is estimated based on an analysis of our market value, discounted cash flows and peer values. Determining the fair value of goodwill is considered a critical accounting estimate because of its sensitivity to market-based economics. In addition, any allocation of the fair value of goodwill to assets and liabilities requires significant management judgment and the use of subjective measurements. Variability in market conditions and key assumptions or subjective measurements used to estimate and allocate fair value are reasonably possible and could have a material impact on our consolidated financial statements or results of operations.

Our annual goodwill impairment test is performed each year as of July 1<sup>st</sup>. Upon completion of this year's test, the estimated fair value of net assets was greater than carrying value of the Company. We will continue to monitor our performance and evaluate our goodwill for impairment annually or more frequently as needed.

For additional information regarding goodwill, see "Notes to Consolidated Financial Statements-Summary of Significant Accounting Policies," included in Part IV, Item 15 of this report and "Risk Factors-Risks Relating to the Market and Our Business," included in Part I, Item 1A of this report.

## **Results of Operations**

The following discussion of our results of operations compares the years ended December 31, 2013 to December 31, 2012 and the years ended December 31, 2012 to December 31, 2011.

### *Net Interest Income*

Net interest income, the largest source of our operating income, is derived from interest, dividends and fees received on interest earning assets, less interest expense incurred on interest bearing liabilities. Interest earning assets primarily include loans and investment securities. Interest bearing liabilities include deposits and various forms of indebtedness. Net interest income is affected by the level of interest rates, changes in interest rates and changes in the composition of interest earning assets and interest bearing liabilities.

The most significant impact on our net interest income between periods is derived from the interaction of changes in the volume of and rates earned or paid on interest earning assets and interest bearing liabilities. The volume of loans, investment securities and other interest earning assets, compared to the volume of interest bearing deposits and indebtedness, combined with the interest rate spread, produces changes in the net interest income between periods.

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The following table presents, for the periods indicated, condensed average balance sheet information, together with interest income and yields earned on average interest earning assets and interest expense and rates paid on average interest bearing liabilities.

**Average Balance Sheets, Yields and Rates**

(Dollars in thousands)

	Year Ended December 31,								
	2013			2012			2011		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
<i>Interest earning assets:</i>									
Loans (1) (2)	\$ 4,281,673	\$ 222,450	5.20%	\$ 4,176,439	\$ 232,724	5.57%	\$ 4,275,128	\$ 247,492	5.79%
Investment securities (2)	2,151,495	38,695	1.80	2,123,231	44,613	2.10	2,026,192	48,795	2.41
Federal funds sold	2,852	18	0.63	2,341	13	0.56	2,231	13	0.58
Interest bearing deposits in banks	391,515	992	0.25	486,203	1,235	0.25	414,375	1,050	0.25
Total interest earnings assets	6,827,535	262,155	3.84	6,788,214	278,585	4.10	6,717,926	297,350	4.43
Non-earning assets	600,919			627,498			618,454		
Total assets	\$ 7,428,454			\$ 7,415,712			\$ 7,336,380		
<i>Interest bearing liabilities:</i>									
Demand deposits	\$ 1,751,990	\$ 1,963	0.11%	\$ 1,624,687	\$ 2,390	0.15%	\$ 1,269,676	\$ 3,057	0.24%
Savings deposits	1,566,211	2,445	0.16	1,496,254	3,562	0.24	1,714,294	6,448	0.38
Time deposits	1,289,108	11,392	0.88	1,473,501	16,354	1.11	1,737,401	24,028	1.38
Repurchase agreements	456,840	294	0.06	501,192	579	0.12	500,882	695	0.14
Other borrowed funds (3)	10	—	—	16	—	—	5,582	—	—
Long-term debt	37,102	1,936	5.22	37,185	1,981	5.33	37,442	1,975	5.27
Preferred stock pending redemption	2,329	159	6.83	1,913	131	6.85	—	—	—
Subordinated debentures held by by subsidiary trusts	82,477	2,506	3.04	102,307	5,117	5.00	123,715	5,828	4.71
Total interest bearing liabilities	5,186,067	20,695	0.40	5,237,055	30,114	0.58	5,388,992	42,031	0.78
Non-interest bearing deposits	1,411,270			1,346,787			1,146,535		
Other non-interest bearing liabilities	51,587			47,799			48,532		
Stockholders' equity	779,530			784,071			752,321		
Total liabilities and stockholders' equity	\$ 7,428,454			\$ 7,415,712			\$ 7,336,380		
Net FTE interest income		\$ 241,460			\$ 248,471			\$ 255,319	
Less FTE adjustments (2)		(4,493)			(4,685)			(4,467)	
Net interest income from consolidated statements of income		\$ 236,967			\$ 243,786			\$ 250,852	
Interest rate spread			3.44%			3.52%			3.65%
Net FTE interest margin (4)			3.54%			3.66%			3.80%
Cost of funds, including non-interest bearing demand deposits (5)			0.31%			0.46%			0.64%

- (1) Average loan balances include non-accrual loans. Interest income on loans includes amortization of deferred loan fees net of deferred loan costs, which is not material.
- (2) Interest income and average rates for tax exempt loans and securities are presented on a fully taxable equivalent, or FTE, basis.
- (3) Includes interest on federal funds purchased and other borrowed funds. Excludes long-term debt.
- (4) Net FTE interest margin during the period equals (i) the difference between interest income on interest earning assets and the interest expense on interest bearing liabilities, divided by (ii) average interest earning assets for the period.
- (5) Cost of funds including non-interest bearing demand deposits equals (i) interest expense on interest bearing liabilities, divided by (ii) the sum of average interest bearing liabilities and average non-interest bearing demand deposits.





Our FTE net interest income decreased \$7.0 million, or 2.8%, to \$241.5 million in 2013, compared to \$248.5 million in 2012, and our net interest margin ratio decreased 12 basis points to 3.54% in 2013, as compared to 3.66% in 2012. The decrease in net FTE interest income was primarily due to lower yields earned on our loan and investment portfolios. Declines in yields earned on our loan and investment portfolios during 2013, as compared to 2012, were partially offset by increases in average outstanding loans and investment securities, reductions in the cost of interest bearing liabilities and lower average outstanding time deposits. Also offsetting the impact of lower asset yields in 2013, as compared to 2012, was the December 2012 contractual repricing of \$46 million of junior subordinated debentures from a weighted average fixed interest rate of 7.07% to variable interest rates averaging 2.60% over LIBOR, or 3.11% during 2013.

Our FTE net interest income decreased \$6.8 million, or 2.7%, to \$248.5 million in 2012, compared to \$255.3 million in 2011, and our net FTE interest margin ratio decreased 14 basis points to 3.66% in 2012, compared to 3.80% in 2011. The decrease in our net FTE interest income and compression in our net FTE interest margin ratio were attributable to lower outstanding loan balances and lower yields earned on our loan and investment portfolios, which were partially offset by reductions in the cost of interest bearing liabilities combined with a continued shift away from higher-costing savings and time deposits to lower-costing demand deposits. Management expects further compression in the net FTE interest margin ratio in future periods resulting from the continuing low interest rate environment.

The table below sets forth, for the periods indicated, a summary of the changes in interest income and interest expense resulting from estimated changes in average asset and liability balances (volume) and estimated changes in average interest rates (rate). Changes which are not due solely to volume or rate have been allocated to these categories based on the respective percent changes in average volume and average rate as they compare to each other.

#### Analysis of Interest Changes Due To Volume and Rates

(Dollars in thousands)

	Year Ended December 31, 2013 compared with December 31, 2012			Year Ended December 31, 2012 compared with December 31, 2011			Year Ended December 31, 2011 compared with December 31, 2010		
	Volume	Rate	Net	Volume	Rate	Net	Volume	Rate	Net
<i>Interest earning assets:</i>									
Loans (1)	\$ 5,864	\$ (16,138)	\$ (10,274)	\$ (5,713)	\$ (9,055)	\$ (14,768)	\$ (12,395)	\$ (8,392)	\$ (20,787)
Investment Securities (1)	594	(6,512)	(5,918)	2,846	(7,028)	(4,182)	10,378	(11,209)	(831)
Federal funds sold	3	2	5	1	(1)	—	(14)	5	(9)
Interest bearing deposits in banks	(241)	(2)	(243)	182	3	185	(39)	(4)	(43)
Total change	6,220	(22,650)	(16,430)	(2,684)	(16,081)	(18,765)	(2,070)	(19,600)	(21,670)
<i>Interest bearing liabilities:</i>									
Demand deposits	187	(614)	(427)	855	(1,522)	(667)	406	(779)	(373)
Savings deposits	167	(1,284)	(1,117)	(820)	(2,066)	(2,886)	1,071	(3,557)	(2,486)
Time deposits	(2,047)	(2,915)	(4,962)	(3,650)	(4,024)	(7,674)	(7,885)	(9,672)	(17,557)
Repurchase agreements	(51)	(234)	(285)	—	(116)	(116)	38	(222)	(184)
Borrowings (2)	—	—	—	—	—	—	—	(3)	(3)
Long-term debt	(4)	(41)	(45)	(14)	20	6	(454)	(4)	(458)
Preferred stock pending redemption	159	(131)	28	131	—	131	—	—	—
Subordinated debentures held by subsidiary trusts	(992)	(1,619)	(2,611)	(1,008)	297	(711)	—	(15)	(15)
Total change	(2,581)	(6,838)	(9,419)	(4,506)	(7,411)	(11,917)	(6,824)	(14,252)	(21,076)
Increase (decrease) in FTE net interest income (1)	\$ 8,801	\$ (15,812)	\$ (7,011)	\$ 1,822	\$ (8,670)	\$ (6,848)	\$ 4,754	\$ (5,348)	\$ (594)

- (1) Interest income and average rates for tax exempt loans and securities are presented on a FTE basis.
- (2) Includes interest on federal funds purchased and other borrowed funds.

### *Provision for Loan Losses*

The provision for loan losses supports the allowance for loan losses known and inherent in the loan portfolio at each balance sheet date. We perform a quarterly assessment of the risks inherent in our loan portfolio, as well as a detailed review of each significant loan with identified weaknesses. Based on this analysis, we record a provision for loan losses in order to maintain the allowance for loan losses at appropriate levels. In determining the allowance for loan losses, we estimate losses on specific loans, or groups of loans, where the probable loss can be identified and reasonably determined. The balance of the allowance for loan losses is based on internally assigned risk classifications of loans, historical loan loss rates, changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, current economic factors and the estimated impact of current economic conditions on certain historical loan loss rates. Fluctuations in the provision for loan losses result from management's assessment of the adequacy of the allowance for loan losses. Ultimate loan losses may vary from current estimates. For additional information concerning the provision for loan losses, see “—Critical Accounting Estimates and Significant Accounting Policies” included herein.

Fluctuations in the provision for loan losses reflect management's estimate of possible loan losses based upon evaluation of the borrowers' ability to repay, collateral underlying loans, loan loss trends and estimated effects of current economic conditions on our loan portfolio. Continued improvement in and stabilization of our credit quality in 2013, as evidenced by declining levels of non-performing assets and criticized loans, and our assessment of the adequacy of our allowance for loan losses resulted in a reversal of provision for loan losses of \$6.1 million during 2013, compared to recording provisions of \$40.8 million during 2012. Our provision for loan losses decreased \$17.4 million, or 29.9%, to \$40.8 million in 2012, as compared to \$58.2 million in 2011 due to declining levels of non-performing and criticized loans, as compared to 2011. For additional information concerning non-performing assets, see “—Financial Condition—Non-Performing Assets” herein.

### *Non-interest Income*

Our principal sources of non-interest income include income from the origination and sale of loans; other service charges, commissions and fees; service charges on deposit accounts; and wealth management revenues. Non-interest income decreased \$3.2 million, or 2.8%, to \$111.7 million in 2013, as compared to \$114.9 million in 2012, and increased \$23.0 million, or 25.0%, to \$114.9 million in 2012, as compared to \$91.9 million in 2011. Significant components of these fluctuations are discussed below.

Other service charges, commissions and fees primarily include debit and credit card interchange income, mortgage servicing fees, insurance and other commissions and ATM service charge revenues. Other service charges, commissions and fees increased \$1.8 million, or 5.1%, to \$36.0 million in 2013, as compared to \$34.2 million in 2012, primarily due to increases in mortgage loan servicing fee income and higher debit and credit card interchange fees resulting from higher transaction volumes. Other service charges, commissions and fees increased \$2.5 million, or 8.0%, to \$34.2 million in 2012, as compared to \$31.7 million in 2011, primarily due to higher debit and credit card interchange fee revenue resulting from higher transaction volumes.

Income from the origination and sale of loans includes origination and processing fees on residential real estate loans held for sale and gains on residential real estate loans sold to third parties. Fluctuations in market interest rates have a significant impact on revenues generated from the origination and sale of loans. Higher interest rates can reduce the demand for home loans and loans to refinance existing mortgages. Conversely, lower interest rates generally stimulate refinancing and home loan origination. During 2013, mortgage interest rates increased from record low rates experienced in 2012, resulting in lower loan demand primarily for refinancing loans. Our mortgage loan production volume decreased 23% in 2013, as compared to 2012, with refinancing loan production volumes declining by 45%. Driven by lower production volume, our income from the origination and sale of loans decreased \$7.5 million, or 18.0%, to \$34.3 million in 2013, as compared to \$41.8 million in 2012. During 2012, record low mortgage interest rates continued to spur residential mortgage loan originations in our market areas resulting in higher income from the origination and sale of loans, which increased \$20.6 million, or 97.6%, to \$41.8 million in 2012, as compared to \$21.2 million in 2011. Refinancing activity accounted for 46% of our residential mortgage loan origination production in 2013, as compared to 65% in 2012.

Wealth management revenues are principally comprised of fees earned for management of trust assets and investment services revenues. Wealth management revenues increased \$2.8 million, or 19.4%, to \$17.1 million in 2013, as compared to \$14.3 million in 2012, and \$739 thousand, or 5.4%, to \$14.3 million in 2012, as compared to \$13.6 million in 2011, primarily due to the addition of new wealth management customers and increases in the market values of new and existing assets under trust management. Also contributing to the increase in wealth management revenues in 2013 as compared to 2012, were revenues from the sale of two multi-million dollar life insurance policies aggregating \$370 thousand recorded during third quarter 2013.

Other income primarily includes company-owned life insurance revenues, net gains or losses on securities held under deferred compensation plans, check printing income, agency stock dividends and gains on sales of miscellaneous assets. Other income increased \$754 thousand, or 11.1%, to \$7.5 million in 2013, as compared to \$6.8 million in 2012, primarily due to increases of \$697 thousand in earnings on securities held under deferred compensation plans and \$680 thousand in income from life insurance policies. These increases were partially offset by a non-recurring gain on the sale of a bank building recorded in 2012, as discussed below.

Other income increased \$507 thousand, or 8.1%, to \$6.8 million in 2012, as compared to \$6.3 million in 2011, primarily due to increases in the values of securities held under deferred compensation plans. During 2012, market value adjustments for securities held under deferred compensation plans resulted in increases in other income of \$648 thousand, as compared to reductions in other income of \$161 thousand in 2011. In addition, during second quarter 2012, we recorded a one-time gain of \$581 thousand on the sale of a bank building. These increases were partially offset by decreases in company-owned life insurance revenues during 2012, as compared to 2011.

#### *Non-interest Expense*

Non-interest expense decreased \$7.6 million, or 3.3%, to \$222.1 million in 2013, as compared to \$229.6 million in 2012, and increased \$11.2 million, or 5.1%, to \$229.6 million in 2012, as compared to \$218.4 million in 2011. Significant components of these fluctuations are discussed below.

Salaries and wages increased \$4.2 million, or 4.6%, to \$94.0 million in 2013, as compared to \$89.8 million in 2012, primarily due to higher incentive compensation resulting from our improved financial performance. Salaries and wages increased \$6.3 million, or 7.5%, to \$89.8 million in 2012, as compared to \$83.6 million in 2011, primarily due to inflationary wage increases, higher incentive bonus accruals reflective of our improved performance, and increases in commissions and overtime related to the substantial volume of residential real estate loan activity in 2012.

Employee benefits increased \$993 thousand, or 3.4%, to \$30.3 million in 2013, as compared to \$29.3 million in 2012, primarily due to the combined effects of increases in the market value of securities held under deferred compensation plans, higher stock-based compensation expense and increases in group health insurance expense.

Employee benefits increased \$1.6 million, or 5.6%, to \$29.3 million in 2012, as compared to \$27.8 million in 2011, primarily due to increases in the market value of securities held under deferred compensation plans, higher stock-based compensation expense and increases in profit sharing accruals reflective of our improved performance in 2012. These increases were partially offset by a \$1.0 million reduction in group health insurance expense reflecting favorable claims experience in 2012.

FDIC insurance premiums decreased \$1.4 million, or 21.8%, to \$5.1 million in 2013, as compared to \$6.5 million in 2012, and \$863 thousand, or 11.8%, to \$6.5 million in 2012, as compared to \$7.3 million in 2011. These decreases were primarily due to lower assessment rates reflective of improved credit quality combined with a lower assessment base.

OREO expense is recorded net of OREO income. Variations in net OREO expense between periods are primarily due to fluctuations in write-downs of the estimated fair value of OREO properties, net gains and losses recorded on the sale of OREO properties and carrying costs and/or operating expenses of OREO properties. Net OREO expense decreased \$7.1 million, or 75.6%, to \$2.3 million in 2013, as compared to \$9.4 million in 2013, primarily due to a reduction in the number of OREO properties held. In 2013, we recorded net gains on the sale of OREO properties of \$3.2 million, wrote-down the value of OREO properties by \$3.5 million and had recorded net operating expenses of \$2.0 million. This compares to net gains of \$1.0 million, fair value write-downs \$6.7 million and net operating expenses of \$3.7 million in 2012.

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Net OREO expense increased \$748 thousand, or 8.6%, to \$9.4 million in 2012, as compared to \$8.7 million in 2011, primarily due to additional carrying costs of OREO properties foreclosed in 2012.

Mortgage servicing rights are amortized in proportion to and over the period of estimated net servicing income. Mortgage servicing rights amortization decreased \$714 thousand, or 20.4%, to \$2.8 million in 2013, as compared to \$3.5 million in 2012, primarily due to declines in prepayment rates and the resulting extension in the estimated period over which net servicing income is expected to be received. Mortgage servicing rights amortization expense increased \$276 thousand, or 8.6%, to \$3.5 million in 2012, as compared to \$3.2 million in 2011.

Mortgage servicing rights are evaluated quarterly for impairment based on the fair value of the mortgage servicing rights. The fair value of mortgage servicing rights is estimated by discounting the expected future cash flows, taking into consideration the estimated level of prepayments based on current industry expectations and the predominant risk characteristics of the underlying loans. Impairment adjustments are recorded through a valuation allowance. The valuation allowance is adjusted for changes in impairment through a charge to current period earnings. Fluctuations in the fair value of mortgage servicing rights are primarily due to changes in assumptions regarding prepayments of the underlying mortgage loans, which typically correspond with changes in market interest rates. During 2013, we reversed previously recorded impairment of \$99 thousand, compared to the reversal of previously recorded impairment of \$771 thousand in 2012 and the recording of additional impairment of \$1.3 million in 2011.

Other expenses primarily include advertising and public relations costs; office supply, postage, freight, telephone and travel expenses; donations expense; debit and credit card expenses; board of director fees; and other losses. Other expense decreased \$5.6 million, or 11.4%, to \$43.3 million in 2013, as compared to \$48.9 million in 2012, primarily due to non-recurring charges recorded in 2012. During 2012, we recorded as other expense \$3.0 million of estimated loan collection and settlement costs related to one borrower, \$1.5 million of donations expense in conjunction with the sale of a bank building to a charitable organization and \$428 thousand of unamortized issuance costs associated with the redemption of junior subordinated debentures.

Other expenses increased \$5.2 million, or 11.9%, to \$48.9 million in 2012, as compared to \$43.7 million in 2011, primarily due to non-recurring expenses described above that were recorded during the first and second quarters of 2012. In addition, debit card processing expenses increased \$1.4 million in 2012, as compared to 2011, due to changes in per transaction processing costs and higher transaction volumes.

### *Income Tax Expense*

Our effective federal tax rate was 30.8% for the year ended December 31, 2013, 29.6% for the year ended December 31, 2012 and 28.1% for the year ended December 31, 2011. Increases in effective federal income tax rates are primarily due to higher levels of taxable income without a proportional increase in tax exempt interest income on loan and investment securities.

State income tax applies primarily to pretax earnings generated within Montana and South Dakota. Our effective state tax rate was 4.3% for the year ended December 31, 2013, 4.4% for the year ended December 31, 2012 and 4.6% for the year ended December 31, 2011.

### *Net Income Available to Common Shareholders*

Net income available to common shareholders was \$86.1 million, or \$1.96 per diluted shares in 2013, as compared to \$54.9 million, or \$1.27 per diluted share, in 2012 and \$41.1 million, or \$0.96 per diluted share, in 2011.

**Summary of Quarterly Results**

The following table presents unaudited quarterly results of operations for the fiscal years ended December 31, 2013 and 2012.

**Quarterly Results**

(Dollars in thousands except per share data)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
<i>Year Ended December 31, 2013:</i>					
Interest income	\$ 65,067	\$ 63,956	\$ 63,929	\$ 64,710	\$ 257,662
Interest expense	5,790	5,196	4,973	4,736	20,695
Net interest income	59,277	58,760	58,956	59,974	236,967
Provision for loan losses	500	375	(3,000)	(4,000)	(6,125)
Net interest income after provision for loan losses	58,777	58,385	61,956	63,974	243,092
Non-interest income	28,819	29,579	27,607	25,674	111,679
Non-interest expense	56,685	55,020	52,579	57,785	222,069
Income before income taxes	30,911	32,944	36,984	31,863	132,702
Income tax expense	10,867	11,439	13,172	11,088	46,566
Net income available to common shareholders	\$ 20,044	\$ 21,505	\$ 23,812	\$ 20,775	\$ 86,136
Basic earnings per common share	\$ 0.46	\$ 0.49	\$ 0.54	\$ 0.47	\$ 1.98
Diluted earnings per common share	0.46	0.49	0.54	0.47	1.96
Dividends paid per common share	—	0.13	0.14	0.14	0.41

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
<i>Year Ended December 31, 2012:</i>					
Interest income	\$ 69,057	\$ 69,067	\$ 68,175	\$ 67,601	\$ 273,900
Interest expense	8,423	7,893	7,170	6,628	30,114
Net interest income	60,634	61,174	61,005	60,973	243,786
Provision for loan losses	11,250	12,000	9,500	8,000	40,750
Net interest income after provision for loan losses	49,384	49,174	51,505	52,973	203,036
Non-interest income	26,382	27,662	30,182	30,635	114,861
Non-interest expense	57,440	57,299	57,064	57,832	229,635
Income before income taxes	18,326	19,537	24,623	25,776	88,262
Income tax expense	6,112	6,527	8,468	8,931	30,038
Net income	12,214	13,010	16,155	16,845	58,224
Preferred stock dividends	853	853	863	731	3,300
Net income available to common shareholders	\$ 11,361	\$ 12,157	\$ 15,292	\$ 16,114	\$ 54,924
Basic earnings per common share	\$ 0.26	\$ 0.28	\$ 0.36	\$ 0.37	\$ 1.28
Diluted earnings per common share	0.26	0.28	0.35	0.37	1.27
Dividends paid per common share	0.12	0.12	0.12	0.25	0.61

## Financial Condition

Total assets decreased \$157 million, or 2.0%, to \$7,565 million as of December 31, 2013, from \$7,722 million as of December 31, 2012, due to lower outstanding funding sources, including deposits and repurchase agreements. Total assets increased \$396 million, or 5.4%, to \$7,722 million as of December 31, 2012, from \$7,326 million as of December 31, 2011, due to deposit growth.

### Loans

Our loan portfolio consists of a mix of real estate, consumer, commercial, agricultural and other loans, including fixed and variable rate loans. Fluctuations in the loan portfolio are directly related to the economies of the communities we serve. While each loan originated generally must meet minimum underwriting standards established in our credit policies, lending officers are granted certain levels of authority in approving and pricing loans to assure that the banking offices are responsive to competitive issues and community needs in each market area. For additional information regarding our underwriting standards and loan approval policies, see "Community Banking—Lending Activities", included in Part I, Item I of this report.

Total loans increased \$121 million, or 2.9%, to \$4,345 million as of December 31, 2013, from \$4,224 million as of December 31, 2012, with the most notable growth occurring in residential real estate loans. Total loans increased \$37 million, or less than 1.0%, to \$4,224 million as of December 31, 2012, from \$4,187 million as of December 31, 2011. During 2012, modest growth in residential real estate, agricultural and indirect consumer loans was partially offset by decreases in commercial real estate and land acquisition and development loans.

The following table presents the composition of our loan portfolio as of the dates indicated:

### Loans Outstanding

(Dollars in thousands)

	As of December 31,									
	2013	Percent	2012	Percent	2011	Percent	2010	Percent	2009	Percent
<b>Loans</b>										
Real estate:										
Commercial	\$ 1,449,174	33.3%	\$ 1,497,272	35.4%	\$ 1,553,155	37.1%	\$ 1,565,665	35.8%	\$ 1,556,273	34.4%
Construction	351,635	8.1	334,529	7.9	400,773	9.6	527,458	12.1	636,892	14.1
Residential	867,912	20.0	708,339	16.8	571,943	13.7	549,604	12.6	539,098	11.9
Agricultural	173,534	4.0	177,244	4.2	175,302	4.2	182,794	4.2	195,045	4.3
Consumer	671,587	15.5	636,794	15.1	616,071	14.7	646,580	14.8	677,548	14.9
Commercial	676,544	15.6	688,753	16.3	693,261	16.6	730,471	16.7	750,647	16.6
Agricultural	111,872	2.6	113,627	2.8	119,710	2.8	116,546	2.7	134,470	3.0
Other loans	1,734	—	912	—	2,813	—	2,383	0.1	1,601	—
Mortgage loans held for sale	40,861	0.9	66,442	1.3	53,521	1.3	46,408	1.0	36,430	0.8
Total loans	4,344,853	100.0%	4,223,912	100.0%	4,186,549	100.0%	4,367,909	100.0%	4,528,004	100.0%
Less allowance for loan losses	85,339		100,511		112,581		120,480		103,030	
Net loans	\$ 4,259,514		\$ 4,123,401		\$ 4,073,968		\$ 4,247,429		\$ 4,424,974	
Ratio of allowance to total loans	1.96%		2.38%		2.69%		2.76%		2.28%	

**Real Estate Loans.** We provide interim construction and permanent financing for both single-family and multi-unit properties, medium-term loans for commercial, agricultural and industrial property and/or buildings and equity lines of credit secured by real estate.

**Commercial real estate loans.** Commercial real estate loans include loans for property and improvements used commercially by the borrower or for lease to others for the production of goods or services. Approximately 53% and 57% of our commercial real estate loans were owner occupied as of December 31, 2013 and 2012, respectively. Commercial real estate loans decreased \$48 million, or 3.2%, to \$1,449 million as of December 31, 2013, from \$1,497 million as of December 31, 2012, and decreased

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\$56 million, or 3.6%, to \$1,497 million as of December 31, 2012, from \$1,553 million as of December 31, 2011. Management attributes these decreases to weak loan demand combined with the movement of lower quality loans out of the portfolio through charge-off, pay-off and foreclosure.

**Construction loans.** Construction loans are primarily to commercial builders for residential lot development and the construction of single-family residences and commercial real estate properties. Construction loans are generally underwritten pursuant to pre-approved permanent financing. During the construction phase the borrower pays interest only. As of December 31, 2013, our construction loan portfolio was divided among the following categories: approximately \$77 million, or 21.9%, residential construction; approximately \$69 million, or 19.6%, commercial construction; and, approximately \$206 million, or 58.5%, land acquisition and development. As of December 31, 2012, our construction loan portfolio was divided among the following categories: approximately \$49 million, or 14.7%, residential construction; approximately \$65 million, or 19.4%, commercial construction; and, approximately \$220 million, or 65.9%, land acquisition and development.

Construction loans increased \$17 million, or 5.1%, to \$352 million as of December 31, 2013, from \$335 million as of December 31, 2012, primarily due to increased housing demand in our market areas during 2013. Construction loans decreased \$66 million, or 16.5%, to \$335 million as of December 31, 2012, from \$401 million as of December 31, 2011, primarily due to movement of lower quality loans out of the loan portfolio through charge-off and foreclosure.

**Residential real estate loans.** Residential real estate loans increased \$160 million, or 22.5%, to \$868 million as of December 31, 2013, from \$708 million as of December 31, 2012, due to our continued retention of certain residential loans combined with increased housing demand in our market areas. Residential real estate loans increased \$136 million, or 23.8%, to \$708 million as of December 31, 2012, from \$572 million as of December 31, 2011, due to retention of certain residential real estate loans. Retained residential real estate loans are typically secured by first liens on the financed property and generally mature in less than fifteen years. Included in residential real estate loans were home equity loans and lines of credit of \$272 million as of December 31, 2013 and \$274 million as of December 31, 2012.

**Consumer Loans.** Our consumer loans include direct personal loans, credit card loans and lines of credit; and indirect loans created when we purchase consumer loan contracts advanced for the purchase of automobiles, boats and other consumer goods from the consumer product dealer network within the market areas we serve. Personal loans and indirect dealer loans are generally secured by automobiles, recreational vehicles, boats and other types of personal property and are made on an installment basis. Credit cards are offered to customers in our market areas. Lines of credit are generally floating rate loans that are unsecured or secured by personal property. Approximately 70.9% and 68.8% of our consumer loans as of December 31, 2013 and 2012, respectively, were indirect consumer loans.

Consumer loans increased \$35 million, or 5.5%, to \$672 million as of December 31, 2013, from \$637 million as of December 31, 2012 and \$21 million, or 3.4%, to \$637 million as of December 31, 2012, from \$616 million as of December 31, 2011, due to expansion of our indirect lending program within our existing market areas.

**Commercial Loans.** We provide a mix of variable and fixed rate commercial loans. The loans are typically made to small and medium-sized manufacturing, wholesale, retail and service businesses for working capital needs and business expansions. Commercial loans generally include lines of credit, business credit cards and loans with maturities of five years or less. The loans are generally made with business operations as the primary source of repayment, but also include collateralization by inventory, accounts receivable, equipment and/or personal guarantees.

Commercial loans decreased \$12 million, or 1.8%, to \$677 million as of December 31, 2013, from \$689 million as of December 31, 2012, and \$5 million, or less than 1.0%, to \$689 million as of December 31, 2012, from \$693 million as of December 31, 2011. Management attributes these decreases to weak loan demand combined with the movement of lower quality loans out of the loan portfolio through charge-off, pay-off or foreclosure and low loan demand.

**Agricultural Loans.** Our agricultural loans generally consist of short and medium-term loans and lines of credit that are primarily used for crops, livestock, equipment and general operations. Agricultural loans are ordinarily secured by assets such as livestock or equipment and are repaid from the operations of the farm or ranch. Agricultural loans generally have maturities of five years or less, with operating lines for one production season. Agricultural loans decreased \$2 million, or 1.5%, to \$112 million as of December 31, 2013, from \$114 million as of December 31, 2012 and \$6 million, or 5.1%, to \$114 million as of December 31, 2012, from \$120 million as of December 31, 2011.



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The following table presents the maturity distribution of our loan portfolio and the sensitivity of the loans to changes in interest rates as of December 31, 2013:

**Maturities and Interest Rate Sensitivities**

(Dollars in thousands)

	Within One Year	One Year to Five Years	After Five Years	Total
Real estate	\$ 952,162	\$ 1,238,318	\$ 651,775	\$ 2,842,255
Consumer	226,585	395,466	49,536	671,587
Commercial	386,184	222,251	68,109	676,544
Agricultural	91,705	19,295	872	111,872
Other	1,734	—	—	1,734
Mortgage loans held for sale	40,861	—	—	40,861
<b>Total loans</b>	<b>\$ 1,699,231</b>	<b>\$ 1,875,330</b>	<b>\$ 770,292</b>	<b>\$ 4,344,853</b>
Loans at fixed interest rates	\$ 1,024,681	\$ 1,375,277	\$ 310,327	\$ 2,710,285
Loans at variable interest rates	674,550	500,053	365,526	1,540,129
Non-accrual loans	—	—	94,439	94,439
<b>Total loans</b>	<b>\$ 1,699,231</b>	<b>\$ 1,875,330</b>	<b>\$ 770,292</b>	<b>\$ 4,344,853</b>

*Non-Performing Assets*

Non-performing assets include non-performing loans and OREO. The following table sets forth information regarding non-performing assets as of the dates indicated:

**Non-Performing Assets and Troubled Debt Restructurings**

(Dollars in thousands)

As of December 31,	2013	2012	2011	2010	2009
<b>Non-performing loans:</b>					
Nonaccrual loans	\$ 94,439	\$ 107,799	\$ 199,983	\$ 195,342	\$ 115,030
Accruing loans past due 90 days or more	2,232	2,277	4,111	1,852	4,965
<b>Total non-performing loans</b>	<b>96,671</b>	<b>110,076</b>	<b>204,094</b>	<b>197,194</b>	<b>119,995</b>
<b>OREO</b>	<b>15,504</b>	<b>32,571</b>	<b>37,452</b>	<b>33,632</b>	<b>38,400</b>
<b>Total non-performing assets</b>	<b>\$ 112,175</b>	<b>\$ 142,647</b>	<b>\$ 241,546</b>	<b>\$ 230,826</b>	<b>\$ 158,395</b>
<b>Troubled debt restructurings not included above (1)</b>	<b>\$ 21,780</b>	<b>\$ 31,932</b>	<b>\$ 37,376</b>	<b>\$ 13,490</b>	<b>\$ 4,683</b>
<b>Non-performing loans to total loans (2)</b>	<b>2.22%</b>	<b>2.61%</b>	<b>4.87%</b>	<b>4.51%</b>	<b>2.65%</b>
<b>Non-performing assets to total loans and OREO (3)</b>	<b>2.57</b>	<b>3.35</b>	<b>5.72</b>	<b>5.24</b>	<b>3.47</b>
<b>Non-performing assets to total assets (4)</b>	<b>1.48</b>	<b>1.85</b>	<b>3.30</b>	<b>3.08</b>	<b>2.22</b>
<b>Allowance for loan losses to non-performing loans (5)</b>	<b>88.28</b>	<b>91.31</b>	<b>55.16</b>	<b>61.10</b>	<b>85.86</b>

(1) Effective January 1, 2013, accruing loans modified in troubled debt restructurings are no longer presented as non-performing loans. While still considered impaired under applicable accounting guidance, these loans are performing as agreed under their modified terms and management expects performance to continue. Prior period balances and ratios have been adjusted to reflect the current year presentation.

(2) Including accruing troubled debt restructurings described in footnote 1, the ratio of non-performing loans to total loans would be 2.73%, 3.36%, 5.77%, 4.82% and 2.75% as of December 31, 2013, 2012, 2011, 2010 and 2009, respectively.

(3) Including accruing troubled debt restructurings described in footnote 1, the ratio of non-performing assets to total loans and OREO would be 3.07%, 4.10%, 6.60%, 5.55% and 3.57% as of December 31, 2013, 2012, 2011, 2010 and 2009, respectively.

(4) Including accruing troubled debt restructurings described in footnote 1, the ratio of non-performing assets to total assets would be 1.77%, 2.26%, 3.81%, 3.26% and 2.28% as of December 31, 2013, 2012, 2011, 2010 and 2009, respectively.

(5) Including accruing troubled debt restructurings described in footnote 1, the ratio of allowance for loan losses to non-performing loans would be 72.05%, 70.78%, 46.62%, 57.19% and 82.64% as of December 31, 2013, 2012, 2011, 2010 and 2009, respectively.

**Non-performing loans.** Non-performing loans include non-accrual loans and loans contractually past due 90 days or more and still accruing interest. Impaired loans include all loans risk rated doubtful, loans placed on non-accrual status and loans renegotiated in troubled debt restructurings, with the exception of consumer loans. We monitor and evaluate collateral values on impaired loans quarterly. Appraisals are required on all impaired loans every 18-24 months, or sooner as conditions necessitate. We monitor real estate values by market for our larger market areas. Based on trends in real estate values, adjustments may be made to the appraised value based on time elapsed between the appraisal date and the impairment analysis or a new appraisal may be ordered. Appraised values in our smaller market areas may be adjusted based on trends identified through discussions with local realtors and appraisers. Appraisals are also adjusted for selling costs. The adjusted appraised value is then compared to the loan balance and any resulting shortfall is recorded in the allowance for loan losses as a specific valuation allowance. Overall increases in specific valuation allowances will result in higher provisions for loan losses. Provisions for loan losses are also impacted by changes in the historical or general valuation elements of the allowance for loan losses as well.

The following table sets forth the allocation of our non-performing loans among our different types of loans as of the dates indicated.

**Non-Performing Loans by Loan Type**

*(Dollars in thousands)*

As of December 31,	2013	2012	2011	2010	2009
Real estate	\$ 82,709	\$ 97,005	\$ 182,709	\$ 161,484	\$ 97,113
Consumer	1,350	1,727	2,054	2,705	2,240
Commercial	12,487	10,819	18,462	31,912	19,754
Agricultural	125	525	869	1,093	888
<b>Total non-performing loans</b>	<b>\$ 96,671</b>	<b>\$ 110,076</b>	<b>\$ 204,094</b>	<b>\$ 197,194</b>	<b>\$ 119,995</b>

As of December 31, 2013, our non-performing real estate loans were divided among the following categories: \$16 million, or 19.7%, land and land development; \$49 million, or 59.2%, commercial; \$2 million, or 1.9% residential construction; \$7 million, or 8.8%, residential; and, \$9 million, or 10.4%, agricultural.

As of December 31, 2012, our non-performing real estate loans were divided among the following categories: \$20 million, or 20.2%, land and land development; \$50 million, or 52.1%, commercial; \$2 million, or 2.2% residential construction; \$12 million, or 11.9%, residential; \$8 million, or 8.4% commercial construction; and, \$5 million, or 5.2%, agricultural.

Total non-performing loans decreased \$13 million, or 12.2%, to \$97 million as of December 31, 2013, from \$110 million as of December 31, 2012, and \$94 million, or 46.1%, to \$110 million as of December 31, 2012, from \$204 million as of December 31, 2011. Non-accrual loans, the largest component of non-performing loans, decreased \$14 million, or 12.4%, to \$94 million as of December 31, 2013, from \$108 million as of December 31, 2012, and \$92 million, or 46.1%, to \$108 million as of December 31, 2012, from \$200 million as of December 31, 2011, primarily due to movement of lower quality loans out of the loan portfolio through charge-off, pay-off or foreclosure. As of December 31, 2013, approximately 52% of our non-accrual loans were commercial real estate loans and approximately 17% were land acquisition and development loans.

We generally place loans on non-accrual when they become 90 days past due, unless they are well secured and in the process of collection. When a loan is placed on non-accrual status, any interest previously accrued but not collected is reversed from income. Approximately \$4.6 million, \$8.5 million and \$12.5 million of gross interest income would have been accrued if all loans on non-accrual had been current in accordance with their original terms for the years ended December 31, 2013, 2012 and 2011, respectively.

Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and when, in the opinion of management, the loans are estimated to be fully collectible as to both principal and interest. Loans returned to accrual status are no longer considered impaired.

For additional information regarding non-performing loans, see “Notes to Consolidated Financial Statements—Loans” included in financial statements included Part IV, Item 15 of this report.

**OREO.** OREO consists of real property acquired through foreclosure on the collateral underlying defaulted loans. We initially record OREO at fair value less estimated selling costs. Any excess of loan carrying value over the fair value of the real estate acquired is recorded as charge against the allowance for loan losses. Estimated losses that result from the ongoing periodic valuation of these properties are charged to earnings in the period in which they are identified. The fair values of OREO properties are estimated using appraisals and management estimates of current market conditions. OREO properties are appraised every 18-24 months unless deterioration in local market conditions indicates the need to obtain new appraisals sooner. OREO properties are evaluated by management quarterly to determine if additional write-downs are appropriate or necessary based on current market conditions. Quarterly evaluations include a review of the most recent appraisal of the property and reviews of recent appraisals and comparable sales data for similar properties in the same or adjacent market areas. Commercial and agricultural OREO properties are listed with unrelated third party professional real estate agents or brokers local to the areas where the marketed properties are located. Residential properties are typically listed with local realtors, after any redemption period has expired. We rely on these local real estate agents and/or brokers to list the properties on the local multiple listing system, to provide marketing materials and advertisements for the properties and to conduct open houses.

OREO decreased \$17 million, or 52.4%, to \$16 million as of December 31, 2013, from \$33 million as of December 31, 2012. During 2013, the Company recorded additions to OREO of \$12 million, wrote down the fair value of OREO properties by \$4 million and sold OREO with a book value of \$25 million. Approximately 39% of OREO sales in 2013 were of residential real estate and approximately 33% were commercial properties. As of December 31, 2013, 59% of our OREO balance related to land and land development properties, 25% to commercial properties, 15% to residential real estate properties and 1% to agricultural real estate properties.

OREO decreased \$5 million, or 13.0%, to \$33 million as of December 31, 2012, from \$37 million as of December 31, 2011. During 2012, the Company recorded additions to OREO of \$44 million, wrote down the fair value of OREO properties by \$7 million and sold OREO with a book value of \$42 million. As of December 31, 2012, 45% of our OREO balance related to land and land development properties, 32% to commercial properties, 22% to residential real estate properties and 1% to agricultural real estate properties.

**Troubled Debt Restructurings.** Modifications of performing loans are made in the ordinary course of business and are completed on a case-by-case basis as negotiated with the borrower. Loan modifications typically include interest rate concessions, interest-only periods, short-term payment deferrals and extension of amortization periods to provide payment relief. A loan modification is considered a troubled debt restructuring if the borrower is experiencing financial difficulties and we, for economic or legal reasons, grant a concession to the borrower that we would not otherwise consider. Those modifications deemed to be troubled debt restructurings are monitored centrally to ensure proper classification as a troubled debt restructuring and if or when the loan may be placed on accrual status.

As of December 31, 2013, we had loans renegotiated in troubled debt restructurings of \$60 million, of which \$38 million were reported as non-accrual loans in the non-performing asset and troubled debt restructuring and non-performing loan tables above. The remaining \$22 million were on accrual status and are reported as troubled debt restructurings in the non-performing asset and troubled debt restructuring table above.

As of December 31, 2012, we had loans renegotiated in troubled debt restructurings of \$77 million, of which \$45 million were reported as non-accrual loans in the non-performing asset and troubled debt restructuring and non-performing loan tables above. The remaining \$32 million were on accrual status and are reported as troubled debt restructurings in the non-performing asset and troubled debt restructuring table above.

For additional information regarding loans modified in troubled debt restructurings, see “Notes to Consolidated Financial Statements—Loans” included in financial statements included Part IV, Item 15 of this report.

### *Allowance for Loan Losses*

The Company performs a quarterly assessment of the adequacy of its allowance for loan losses in accordance with generally accepted accounting principles. The methodology used to assess the adequacy is consistently applied to the Company's loan portfolio. The allowance for loan losses is established through a provision for loan losses based on our evaluation of known and inherent risk in our loan portfolio at each balance sheet date. In determining the allowance for loan losses, we estimate losses on specific loans, or groups of loans, where the probable loss can be identified and reasonably determined. The balance of the allowance for loan losses is based on internally assigned risk classifications of loans, historical loan loss rates, changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, current economic factors and the estimated impact of current economic conditions on certain historical loan loss rates. See the discussion under "Critical Accounting Estimates and Significant Accounting Policies — Allowance for Loan Losses" above.

The allowance for loan losses is increased by provisions charged against earnings and reduced by net loan charge-offs. Loans, or portions thereof, are charged-off when management believes that the collectibility of the principal is unlikely or, with respect to consumer installment and credit card loans, according to established delinquency schedules.

The allowance for loan losses consists of three elements:

- (1) Specific valuation allowances associated with impaired loans. Specific valuation allowances are determined based on assessment of the fair value of the collateral underlying the loans as determined through independent appraisals, the present value of future cash flows, observable market prices and any relevant qualitative or environmental factors impacting the loan. No specific valuation allowances are recorded for impaired loans that are adequately secured.
- (2) Historical valuation allowances based on loan loss experience for similar loans with similar characteristics and trends. Historical valuation allowances are determined by applying percentage loss factors to the credit exposures from outstanding loans. For commercial, agricultural and real estate loans, loss factors are applied based on the internal risk classifications of these loans. For consumer loans, loss factors are applied on a portfolio basis. For commercial, agriculture and real estate loans, loss factor percentages are based on a migration analysis of our historical loss experience, designed to account for credit deterioration. For consumer loans, loss factor percentages are based on a one-year loss history.
- (3) General valuation allowances determined based on changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, general economic conditions and other qualitative risk factors both internal and external to us.

Based on the assessment of the adequacy of the allowance for loan losses, management records provisions for loan losses to maintain the allowance for loan losses at appropriate levels.

Loans, or portions thereof, are charged-off against the allowance for loan losses when management believes that the collectability of the principal is unlikely, or, with respect to consumer installment loans, according to an established delinquency schedule. Generally, loans are charged-off when (1) there has been no material principal reduction within the previous 90 days and there is no pending sale of collateral or other assets, (2) there is no significant or pending event which will result in principal reduction within the upcoming 90 days, (3) it is clear that we will not be able to collect all or a portion of the loan, (4) payments on the loan are sporadic, will result in an excessive amortization or are not consistent with the collateral held and (5) foreclosure or repossession actions are pending. Loan charge-offs do not directly correspond with the receipt of independent appraisals or the use of observable market data if the collateral value is determined to be sufficient to repay the principal balance of the loan.

If the impaired loan is adequately collateralized, a specific valuation allowance is not recorded. As such, significant changes in impaired and non-performing loans do not necessarily correspond proportionally with changes in the specific valuation component of the allowance for loan losses. Additionally, management expects the timing of charge-offs will vary between quarters and will not necessarily correspond proportionally to changes in the allowance for loan losses or changes in non-performing or impaired loans due to timing differences among the initial identification of an impaired loan, recording of a specific valuation allowance for the impaired loan and any resulting charge-off of uncollectible principal.

Based on declines in national, regional and local economies which began in 2008, we recorded additional general valuation allowances based on management's estimation of the probable impact that the declines would have on our loan portfolio. Accordingly, we recorded significantly higher provisions for loan losses in 2009, 2010 and the first half of 2011 to maintain the allowance for loan losses at appropriate levels. Impaired and non-performing loans peaked in mid-2011 and our provision for loan losses, which began decreasing during the last half of 2011, continued to decrease through 2013, with negative provisions recorded during the third and fourth quarters of 2013. Management expects that non-performing and impaired loans will continue to decline as previously identified problem loans make their way through the credit cycle and the volume of newly identified non-performing and impaired loans decreases as economic conditions in our market areas improve.

The following table sets forth information concerning our allowance for loan losses as of the dates and for the periods indicated.

**Allowance for Loan Losses**

*(Dollars in thousands)*

As of and for the year ended December 31,	2013	2012	2011	2010	2009
Balance at the beginning of period	\$ 100,511	\$ 112,581	\$ 120,480	\$ 103,030	\$ 87,316
Charge-offs:					
Real estate					
Commercial	4,430	13,014	13,227	8,980	5,156
Construction	3,515	25,510	26,125	19,989	14,153
Residential	2,177	4,879	6,199	3,511	1,086
Agricultural	102	103	213	2,238	11
Consumer	4,612	5,320	6,043	7,577	8,134
Commercial	5,672	11,990	19,332	10,023	3,346
Agricultural	5	120	142	21	92
Total charge-offs	20,513	60,936	71,281	52,339	31,978
Recoveries:					
Real estate					
Commercial	3,644	907	293	34	108
Construction	2,010	2,022	1,641	213	7
Residential	424	310	201	132	38
Agricultural	9	2	—	—	—
Consumer	2,059	1,945	1,739	2,053	1,850
Commercial	3,293	2,905	1,344	436	328
Agricultural	27	25	13	21	61
Total recoveries	11,466	8,116	5,231	2,889	2,392
Net charge-offs	9,047	52,820	66,050	49,450	29,586
Provision for loan losses	(6,125)	40,750	58,151	66,900	45,300
Balance at end of period	\$ 85,339	\$ 100,511	\$ 112,581	\$ 120,480	\$ 103,030
Period end loans	\$ 4,344,853	\$ 4,223,912	\$ 4,186,549	\$ 4,367,909	\$ 4,528,004
Average loans	4,281,673	4,176,439	4,275,128	4,482,218	4,660,189
Net charge-offs to average loans	0.21%	1.26%	1.54%	1.10%	0.63%
Allowance to period-end loans	1.96%	2.38%	2.69%	2.76%	2.28%

The allowance for loan losses was \$85 million, or 1.96% of period-end loans, at December 31, 2013, compared to \$101 million, or 2.38% of period-end loans, at December 31, 2012, and \$113 million, or 2.69% of period-end loans, at December 31, 2011. Decreases in the allowance for loan losses as a percentage of total loans as of December 31, 2013, compared to December 31, 2012, and December 31, 2012, as compared to December 31, 2011, were primarily due to decreases in specific reserves on impaired loans and lower general reserves reflective of decreases in past due, non-performing and internally risk classified loans.

Net charge-offs in 2013 decreased \$44 million, or 82.9%, to \$9 million, or 0.21% of average loans, from \$53 million, or 1.26% of average loans in 2012. Net charge-offs in 2012 decreased \$13 million, or 20.0%, to \$53 million, or 1.26% of average loans, from \$66 million, or 1.54% of average loans in 2011. Approximately 53% of the loans charged-off in 2012 were related to sixteen borrowers.

Although we believe that we have established our allowance for loan losses in accordance with accounting principles generally accepted in the United States and that the allowance for loan losses was adequate to provide for known and inherent losses in the portfolio at all times during the five-year period ended December 31, 2013, future provisions will be subject to on-going evaluations of the risks in the loan portfolio. If the economy declines or asset quality deteriorates, material additional provisions could be required.

The allowance for loan losses is allocated to loan categories based on the relative risk characteristics, asset classifications and actual loss experience of the loan portfolio. The following table provides a summary of the allocation of the allowance for loan losses for specific loan categories as of the dates indicated. The allocations presented should not be interpreted as an indication that charges to the allowance for loan losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each loan category represents the total amount available for future losses that may occur within these categories. The unallocated portion of the allowance for loan losses and the total allowance are applicable to the entire loan portfolio.

### Allocation of the Allowance for Loan Losses

(Dollars in thousands)

As of December 31,	2013		2012		2011		2010		2009	
	Allocated Reserves	% of Loan Category to Total Loans	Allocated Reserves	% of Loan Category to Total Loans	Allocated Reserves	% of Loan Category to Total Loans	Allocated Reserves	% of Loan Category to Total Loans	Allocated Reserves	% of Loan Category to Total Loans
Real estate	\$ 63,923	65.4%	\$ 75,782	64.3%	\$ 87,396	64.6%	\$ 84,181	64.7%	\$ 76,357	64.7%
Consumer	6,193	15.5	7,141	15.1	8,594	14.7	9,332	14.8	6,220	14.9
Commercial	14,747	15.6	17,085	16.3	15,325	16.6	25,354	16.7	18,608	16.6
Agricultural	476	2.6	503	2.7	1,266	2.8	1,613	2.7	1,845	3.0
Other loans	—	—	—	—	—	—	—	0.1	—	—
Mortgage loans held for sale	—	0.9	—	1.6	—	1.3	—	1.0	—	0.8
Unallocated	—	N/A	—	N/A	—	N/A	—	N/A	—	N/A
Totals	\$ 85,339	100.0%	\$ 100,511	100.0%	\$ 112,581	100.0%	\$ 120,480	100.0%	\$ 103,030	100.0%

The allowance for loan losses allocated to real estate loans decreased 15.6% to \$64 million as of December 31 2013, from \$76 million as of December 31, 2012, primarily due to improvement in real estate values and housing demand in our market areas combined with the charge-off of \$4 million of non-performing real estate loans in 2013. The allowance for loan losses allocated to real estate loans decreased 13.3% to \$76 million as of December 31 2012, from \$87 million as of December 31, 2011, primarily due to the charge-off of \$40 million of non-performing real estate loans. The allowance for loan losses allocated to commercial loans decreased 39.6% to \$15 million as of December 31, 2011, from \$25 million as of December 31, 2010, primarily due to the charge-off of non-performing loans.

### Investment Securities

We manage our investment portfolio to obtain the highest yield possible, while meeting our risk tolerance and liquidity guidelines and satisfying the pledging requirements for deposits of state and political subdivisions and securities sold under repurchase agreements. Our portfolio principally comprises U.S. government agency residential mortgage-backed securities and collateralized mortgage obligations, U.S. government agency securities and tax exempt securities. Federal funds sold and interest bearing deposits in bank are additional investments that are classified as cash equivalents rather than as investment securities. Investment securities classified as available-for-sale are recorded at fair value, while investment securities classified as held-to-maturity are recorded at amortized cost. Unrealized gains or losses, net of the deferred tax effect, on available-for-sale securities are reported as increases or decreases in accumulated other comprehensive income or loss, a component of stockholders' equity.

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Investment securities decreased \$52 million, or 2.4%, to \$2,152 million as of December 31, 2013, from \$2,203 million as of December 31, 2012. As of December 31, 2013, the estimated duration of our investment portfolio was 3.7 years, as compared to 2.5 years as of December 31, 2012. The weighted average yield on investment securities decreased 30 basis points to 1.80% in 2013, from 2.10% in 2012, and 31 basis points to 2.10% in 2012, from 2.41% in 2011.

Investment securities increased \$34 million, or 1.6%, to \$2,203 million as of December 31, 2012, from \$2,170 million as of December 31, 2011. During 2012, excess liquidity was primarily invested into available-for-sale U.S. government agency residential mortgage-backed securities.

As of December 31, 2013, investment securities with amortized costs and fair values of \$1,289 million and \$1,279 million, respectively, were pledged to secure public deposits and securities sold under repurchase agreements, as compared to \$1,319 million and \$1,344 million, respectively, as of December 31, 2012.

For additional information concerning securities sold under repurchase agreements, see “—Securities Sold Under Repurchase Agreements” included herein.

The following table sets forth the book value, percentage of total investment securities and weighted average yields on investment securities as of December 31, 2013. Weighted-average yields have been computed on a fully taxable-equivalent basis using a tax rate of 35%.

**Securities Maturities and Yield**

(Dollars in thousands)

	Book Value	% of Total Investment Securities	Weighted Average FTE Yield
<i>U.S. Government agency securities</i>			
Maturing within one year	\$ 35,717	1.65 %	1.05%
Maturing in one to five years	552,424	25.68	0.96
Maturing in five to ten years	185,914	8.64	1.51
Mark-to-market adjustments on securities available-for-sale	(10,817)	(0.50)	NA
Total	763,238	35.47	1.10
<i>Mortgage-backed securities</i>			
Maturing within one year	227,563	10.58	2.88
Maturing in one to five years	670,714	31.17	1.68
Maturing in five to ten years	215,586	10.02	2.48
Maturing after ten years	83,839	3.90	3.09
Mark-to-market adjustments on securities available-for-sale	(13,234)	(0.62)	NA
Total	1,184,468	55.05	2.15
<i>Tax exempt securities</i>			
Maturing within one year	4,190	0.20	5.19
Maturing in one to five years	39,841	1.85	3.71
Maturing in five to ten years	87,703	4.08	4.93
Maturing after ten years	54,084	2.51	4.84
Mark-to-market adjustments on securities available-for-sale	NA	NA	NA
Total	185,818	8.64	4.65
<i>Corporate securities</i>			
Maturing in one to five years	18,019	0.84	1.17
Mark-to-market adjustments on securities available-for-sale	NA	NA	NA
Total	18,019	0.84	1.20
<b>Total</b>	<b>\$ 2,151,543</b>	<b>100.00 %</b>	<b>2.00%</b>

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Maturities of U.S. government agency securities noted above reflect \$308 million of investment securities at their final maturities although they have call provisions within the next year. Based on current market interest rates, management expects approximately \$123 million of these securities will be called in 2014.

Mortgage-backed securities, and to a limited extent other securities, have uncertain cash flow characteristics that present additional interest rate risk in the form of prepayment or extension risk primarily caused by changes in market interest rates. This additional risk is generally rewarded in the form of higher yields. Maturities of mortgage-backed securities presented above have been adjusted to reflect shorter maturities based upon estimated prepayments of principal. As of December 31, 2013, the carrying value of our investments in non-agency mortgage-backed securities totaled \$415 thousand. All other mortgage-backed securities included in the table above were issued by U.S. government agencies and corporations. As of December 31, 2013, there were no significant concentrations of investments (greater than 10% of stockholders' equity) in any individual security issuer, except for U.S. government or agency-backed securities.

As of December 31, 2013, approximately 79% of our tax-exempt securities were general obligation securities, of which 51% were issued by political subdivisions or agencies within the states of Montana, Wyoming and South Dakota.

As of December 31, 2012, we had U.S. government agency securities with carrying values of \$755 million and a weighted average yield of 0.92%; mortgage-backed securities with carrying values of \$1,240 million and a weighted average yield of 2.32%; tax exempt securities with carrying values of \$193 million and a weighted average yield of 4.89%; corporate securities with carrying values of \$15 million and a weighted average yield of 1.20%; and, other securities with carrying values of \$373 thousand with no weighted average yield.

As of December 31, 2011, we had U.S. government agency securities with carrying values of \$1,138 million and a weighted average yield of 0.92%; mortgage-backed securities with carrying values of \$879 million and a weighted average yield of 2.99%; tax exempt securities with carrying values of \$153 million and a weighted average yield of 5.65%; and, other securities with carrying values of \$162 thousand with no weighted average yield.

We evaluate our investment portfolio quarterly for other-than-temporary declines in the market value of individual investment securities. This evaluation includes monitoring credit ratings; market, industry and corporate news; volatility in market prices; and, determining whether the market value of a security has been below its cost for an extended period of time. As of December 31, 2013, we had investment securities with fair values of \$241 million that had been in a continuous loss position more than twelve months. Gross unrealized losses on these securities totaled \$10 million as of December 31, 2013, and were primarily attributable to changes in interest rates. No impairment losses were recorded during 2013, 2012 or 2011.

For additional information concerning investment securities, see "Notes to Consolidated Financial Statements — Investment Securities" included in Part IV, Item 15.

### *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold for one day periods and interest bearing deposits in banks with original maturities of less than three months. Cash and cash equivalents decreased \$267 million, or 33.3%, to \$535 million as of December 31, 2013, from \$801 million as of December 31, 2012, and increased \$329 million, or 69.6%, to \$801 million as of December 31, 2012, from \$472 million as of December 31, 2011. Fluctuations in cash and cash equivalents occurred during the normal course of business and are not reflective of changes in business plan or strategy.

### *Company-Owned Life Insurance*

Company-owned life insurance increased \$45 million, or 59.2%, to \$122 million as of December 31, 2013, from \$77 million as of December 31, 2012. During fourth quarter 2013, we purchased \$45 million of life insurance covering select officers of our bank subsidiary. For additional information regarding our company-owned life insurance, see "Notes to Consolidated Financial Statements — Company-Owned Life Insurance" included in Part IV, Item 15.



*Deferred Tax Asset/Liability*

Our net deferred tax asset increased \$10 million, or 368.0%, to \$12 million as of December 31, 2013, from \$3 million as of December 31, 2012, primarily due to increases in deferred tax assets related to net unrealized losses on available-for-sale investment securities. Our net deferred tax asset decreased \$7 million, or 73.0%, to \$3 million as of December 31, 2012, from \$10 million as of December 31, 2011. This decrease was primarily due to tax amortization of goodwill and core deposits intangibles and loan charge-offs, which are deductible currently for income tax purposes.

*Deposits*

We emphasize developing relationships with our customers in order to increase our core deposit base, which is our primary funding source. Our deposits consist of non-interest bearing and interest bearing demand, savings, individual retirement and time deposit accounts.

The following table summarizes our deposits as of the dates indicated:

**Deposits**

*(Dollars in thousands)*

As of December 31,	2013	Percent	2012	Percent	2011	Percent	2010	Percent	2009	Percent
Non-interest bearing demand	\$ 1,491,683	24.3%	\$ 1,495,309	24.0%	\$ 1,271,709	21.8%	\$ 1,063,869	18.0%	\$ 1,026,584	17.6%
Interest bearing:										
Demand	1,848,806	30.2	1,811,905	29.0	1,306,509	22.4	1,218,078	20.5	1,197,254	20.6
Savings	1,602,544	26.1	1,547,713	24.8	1,691,413	29.0	1,718,521	29.0	1,362,410	23.4
Time, \$100 or more	492,051	8.0	594,712	9.5	681,047	11.7	908,044	15.3	996,839	17.1
Time, other	698,666	11.4	790,772	12.7	876,293	15.1	1,017,201	17.2	1,240,969	21.3
Total interest bearing	4,642,067	75.7	4,745,102	76.0	4,555,262	78.2	4,861,844	82.0	4,797,472	82.4
Total deposits	\$ 6,133,750	100.0%	\$ 6,240,411	100.0%	\$ 5,826,971	100.0%	\$ 5,925,713	100.0%	\$ 5,824,056	100.0%

Total deposits decreased \$107 million, or 1.7%, to \$6,134 million as of December 31, 2013, from \$6,240 million as of December 31, 2012., and increased \$413 million, or 7.1%, to \$6,240 million as of December 31, 2012, from \$5,827 million as of December 31, 2011. Total deposits were at historically high levels as of December 31, 2012 and have now returned to a more normalized level of \$6,134 million as of December 31, 2013. During 2013, the mix of deposits continued to shift from higher-costing time deposits to lower-costing savings and demand deposits.

**Non-Interest Bearing Demand.** Non-interest bearing demand deposits decreased \$4 million, or less than 1.0%, to \$1,492 million as of December 31 2013, from \$1,495 million as of December 31, 2012. Non-interest bearing deposits increased \$224 million, or 17.6%, to \$1,495 million as of December 31, 2012, from \$1,272 million as of December 31, 2011. Management attributes this increase to changes in customer liquidity combined with low interest rates offered on alternative interest earning deposit products.

**Interest Bearing Demand.** Interest bearing demand deposits increased \$37 million, or 2.0%, to \$1,849 million as of December 31, 2013, from \$1,812 million as of December 31, 2012, and \$505 million, or 38.7%, to \$1,812 million as of December 31, 2012, from \$1,307 million as of December 31, 2011. As a result of a regulatory change allowing businesses to receive interest on checking accounts, during first quarter 2012 we discontinued our savings sweep product, which resulted in a shift of approximately \$300 million from savings deposits into interest bearing demand deposits during first quarter 2012.

**Savings Deposits.** Savings deposits increased \$55 million, or 3.5%, to \$1,603 million as of December 31, 2013, from \$1,548 million as of December 31 2013. Savings deposits decreased \$144 million, or 8.5%, to \$1,548 million as of December 31, 2012, from \$1,691 million as of December 31, 2011, primarily due to the discontinuation of our savings sweep product during first quarter 2012, as described above.

**Time deposits of \$100,000 or more.** Time deposits of \$100,000 or more decreased \$103 million, or 17.3%, to \$492 million as of December 31, 2013, from \$595 million as of December 31, 2012, with the largest decrease occurring in time deposits maturing in over twelve months. Time deposits of \$100,000 or more decreased \$86 million, or 12.7%, to \$595 million as of December 31, 2012, from \$681 million as of December 31, 2011. As of December 31, 2013 and 2012, we had no certificates of deposit issued in brokered transactions.

The following table presents the maturities of time deposits of \$100,000 or more as of December 31, 2013.

**Maturities of Time Deposits of \$100,000 or More**

(Dollars in thousands)

Maturing in 3 months or less	\$ 117,243
Maturing in 3-6 months	207,920
Maturing in 6-12 months	111,996
Maturing in over 12 months	54,892
<b>Total time deposits of \$100,000 or more</b>	<b>\$ 492,051</b>

**Other time deposits.** Other time deposits decreased \$92 million, or 11.6%, to \$699 million as of December 31, 2013, from \$791 million as of December 31 2012, and decreased \$86 million, or 9.8%, to \$791 million as of December 31, 2012, from \$876 million as of December 31, 2011. We had Certificate of Deposit Account Registry Service, or CDARS, deposits of \$52 million as of December 31, 2013, and \$72 million as of December 31, 2012.

For additional information concerning customer deposits, including the use of repurchase agreements, see “Business—Community Banking—Deposit Products,” included in Part I, Item 1 and “Notes to Consolidated Financial Statements—Deposits,” included in Part IV, Item 15 of this report.

*Securities Sold Under Repurchase Agreements*

Under repurchase agreements with commercial and municipal depositors, customer deposit balances are invested in short-term U.S. government agency securities overnight and are then repurchased the following day. All outstanding repurchase agreements are due in one day. Repurchase agreement balances decreased \$48 million, or 9.6%, to \$457 million as of December 31, 2013, from \$506 million as of December 31, 2012, and decreased \$10 million, or 2.0%, to \$506 million as of December 31, 2012, from \$516 million as of December 31, 2011. Fluctuations in repurchase agreement balances correspond with fluctuations in the liquidity of our customers.

The following table sets forth certain information regarding securities sold under repurchase agreements as of the dates indicated:

**Securities Sold Under Repurchase Agreements**

(Dollars in thousands)

As of and for the year ended December 31,	2013	2012	2011
<b>Securities sold under repurchase agreements:</b>			
Balance at period end	\$ 457,437	\$ 505,785	\$ 516,243
Average balance	456,840	501,192	500,882
Maximum amount outstanding at any month-end	533,965	541,032	560,515
<b>Average interest rate:</b>			
During the year	0.06%	0.12%	0.14%
At period end	0.07	0.09	0.12

*Preferred Stock Redemption*

On December 18, 2012, we provided notice to preferred stockholders of our intent to redeem our perpetual preferred stock on January 18, 2013. Upon notice to holders of the redemption, the preferred stock was reclassified from stockholder's equity to a liability in accordance with generally accepted accounting principles. The preferred stock was redeemed on January 18, 2013 at an aggregate redemption price of \$50 million, which represented par value of the preferred stock plus unpaid and accrued dividends to the redemption date.

*Subordinated Debentures Held by Subsidiary Trusts*

Subordinated debentures held by subsidiary trusts remained flat at \$82 million as of December 31, 2013 and 2012, and decreased \$41 million, or 33.3%, to \$82 million as of December 31, 2012, from \$124 million as of December 31, 2011. During second quarter 2012, we redeemed \$41 million of junior subordinated deferrable interest debentures, or subordinated

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debentures, maturing March 26, 2033, and bearing a cumulative floating interest rate equal to LIBOR plus 3.15% per annum. Redemption of the subordinated debentures caused a mandatory redemption of \$40 million of floating rate mandatorily redeemable capital trust preferred securities, or trust preferred securities, and all common securities issued by First Interstate Statutory Trust I, a wholly-owned unconsolidated business trust sponsored by us. A loss of \$428 thousand on the early extinguishment of the junior subordinated debentures, comprised solely of unamortized debt issuance costs, was included in other expense in the accompanying consolidated statement of income. Subordinated debentures held by subsidiary trusts were \$124 million as of December 31, 2011. For additional information regarding the Subordinated Debentures, see “Notes to Consolidated Financial Statements—Subordinated Debentures Held by Subsidiary Trusts,” included in Part IV, Item 15 of this report.

*Accounts Payable and Accrued Expenses*

Accounts payable and accrued expenses remained flat at \$48 million as of December 31, 2013 and 2012, and increased \$6 million, or 14.1%, to \$48 million as of December 31, 2012, from \$42 million as of December 31, 2011, primarily due to the timing and amounts of corporate tax payments.

*Contractual Obligations*

Contractual obligations as of December 31, 2013 are summarized in the following table.

**Contractual Obligations**

*(Dollars in thousands)*

	Payments Due					Total
	Within One Year	One Year to Three Years	Three Years to Five Years	After Five Years		
Deposits without a stated maturity	\$ 4,943,033	\$ —	\$ —	\$ —	\$ —	\$ 4,943,033
Time deposits	790,643	263,205	136,869	—	—	1,190,717
Securities sold under repurchase agreements	457,437	—	—	—	—	457,437
Other borrowed funds (1)	3	—	—	—	—	3
Long-term debt obligations (2)	—	225	35,000	—	—	35,225
Capital lease obligations	49	125	148	1,370	—	1,692
Operating lease obligations	3,161	4,078	1,496	3,660	—	12,395
Purchase obligations (3)	3,062	—	—	—	—	3,062
Subordinated debentures held by subsidiary trusts (4)	—	—	—	82,477	—	82,477
<b>Total contractual obligations</b>	<b>\$ 6,197,388</b>	<b>\$ 267,633</b>	<b>\$ 173,513</b>	<b>\$ 87,507</b>	<b>\$ —</b>	<b>\$ 6,726,041</b>

- (1) Included in other borrowed funds are tax deposits made by customers pending subsequent withdrawal by the federal government. For additional information concerning other borrowed funds, see “Notes to Consolidated Financial Statements — Long Term Debt and Other Borrowed Funds” included in Part IV, Item 15.
- (2) Long-term debt obligations consists of a fixed rate note payable to FHLB bearing interest of 4.86% and maturing on October 31, 2015; a fixed rate subordinated term loan bearing interest of 6.81% and maturing January 9, 2018; and a variable rate subordinated term loan maturing February 28, 2018. For additional information concerning long-term debt, see “Notes to Consolidated Financial Statements — Long Term Debt and Other Borrowed Funds” included in Part IV, Item 15.
- (3) Purchase obligations relate to obligations under construction contracts to build or renovate banking offices.
- (4) The subordinated debentures are unsecured, with various interest rates and maturities from December 15, 2037 through April 1, 2038. Interest distributions are payable quarterly; however, we may defer interest payments at any time for a period not exceeding 20 consecutive quarters. For additional information concerning the subordinated debentures, see “Notes to Consolidated Financial Statements — Subordinated Debentures Held by Subsidiary Trusts” included in Part IV, Item 15.

We also have obligations under a postretirement healthcare benefit plan. These obligations represent actuarially determined future benefit payments to eligible plan participants. See “Notes to Consolidated Financial Statements — Employee Benefit Plans” included in Part IV, Item 15.

### *Off-Balance Sheet Arrangements*

We have entered into various arrangements not reflected on the consolidated balance sheet that have or are reasonably likely to have a current or future effect on our financial condition, results of operations or liquidity. These include guarantees, commitments to extend credit and standby letters of credit.

We guarantee the distributions and payments for redemption or liquidation of capital trust preferred securities issued by our wholly-owned subsidiary business trusts to the extent of funds held by the trusts. Although the guarantees are not separately recorded, the obligations underlying the guarantees are fully reflected on our consolidated balance sheets as subordinated debentures held by subsidiary trusts. The subordinated debentures currently qualify as tier 1 capital under the Federal Reserve capital adequacy guidelines. For additional information regarding the subordinated debentures, see “Notes to Consolidated Financial Statements — Subordinated Debentures Held by Subsidiary Trusts” included in Part IV, Item 15.

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit and standby letters of credit. For additional information regarding our off-balance sheet arrangements, see “Notes to Consolidated Financial Statements — Financial Instruments with Off-Balance Sheet Risk” included in Part IV, Item 15.

### **Capital Resources and Liquidity Management**

#### *Capital Resources*

Stockholders’ equity is influenced primarily by earnings, dividends, sales and redemptions of common or preferred stock and changes in the unrealized holding gains or losses, net of taxes, on available-for-sale investment securities. Stockholders’ equity increased \$50 million, or 6.7%, to \$802 million as of December 31, 2013 from \$751 million as of December 31, 2012, due primarily to the retention of earnings, which was partially offset by increases in net unrealized losses on available-for-sale investment securities. We paid aggregate cash dividends of \$17.9 million to common shareholders during 2013. On January 23, 2014, we declared a quarterly dividend to common stockholders of \$0.16 per share to be paid on February 14, 2014 to shareholders of record as of February 4, 2014.

Stockholders’ equity decreased \$20 million, or 2.6%, to \$751 million as of December 31, 2012, from \$771 million as of December 31, 2011. On December 18, 2012, we provided notice to preferred stockholders of our intent to redeem \$50 million of perpetual preferred stock. Upon notice to holders of the planned redemption, we reclassified the preferred stock from stockholder's equity to a liability. Exclusive of this reclassification, stockholders’ equity would have increased \$30 million, or 3.9%, to \$801 million as of December 31, 2012 from \$771 million as of December 31, 2011, due primarily to the retention of earnings. During fourth quarter 2012, we declared and paid an accelerated aggregate quarterly cash dividend of \$5.6 million, or \$0.13 per share, to common shareholders. This accelerated dividend, paid on December 17, 2012, was in lieu of the quarterly dividend which would have been declared and paid in January 2013. We paid aggregate cash dividends of \$26.2 million to common shareholders and \$3.4 million to preferred shareholders during 2012.

On May 24, 2013, we filed a shelf registration statement on Form S-3, which was subsequently declared effective by the SEC. The registration statement permits us to offer and sell up to \$160 million of our Class A common shares in one or more future public offerings. At the present time, we have no specific plans to offer any of the securities covered by the registration statement. For additional information regarding the registration statement, see “Recent Trends and Developments – Shelf Registration Statement” included herein.

On November 25, 2013, our Board adopted a stock repurchase program authorizing us to repurchase up to 2 million shares of our Class A common stock in open market or privately negotiated transactions through November 14, 2014. As of December 31, 2013, no shares had been repurchased pursuant to this program.

Pursuant to the FDICIA, the Federal Reserve and FDIC have adopted regulations setting forth a five-tier system for measuring the capital adequacy of the financial institutions they supervise. At December 31, 2013 and 2012, our Bank had capital levels that, in all cases, exceeded the well capitalized guidelines. For additional information concerning our capital levels, see “Notes to Consolidated Financial Statements—Regulatory Capital” contained in Part IV, Item 15 of this report.

On July 2, 2013, the Federal Reserve Board issued a final rule implementing a revised regulatory capital framework for U.S. banks in accordance with the Basel III international accord and satisfying related mandates under the Dodd-Frank Wall Street Reform and Consumer Protection Act. For additional information regarding the impact of this final rule, see "Recent Trends and Developments – Basel III Regulatory Capital Rule Revision" included herein.

### *Liquidity*

Liquidity measures our ability to meet current and future cash flow needs on a timely basis and at a reasonable cost. We manage our liquidity position to meet the daily cash flow needs of customers, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of our shareholders. Our liquidity position is supported by management of liquid assets and liabilities and access to alternative sources of funds. Liquid assets include cash, interest bearing deposits in banks, federal funds sold, available-for-sale investment securities and maturing or prepaying balances in our held-to-maturity investment and loan portfolios. Liquid liabilities include core deposits, federal funds purchased, securities sold under repurchase agreements and borrowings. Other sources of liquidity include the sale of loans, the ability to acquire additional national market, non-core deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities, additional borrowings through the Federal Reserve's discount window and the issuance of preferred or common securities. We do not engage in derivatives or hedging activities to support our liquidity position.

Our short-term and long-term liquidity requirements are primarily to fund on-going operations, including payment of interest on deposits and debt, extensions of credit to borrowers, capital expenditures and shareholder dividends. These liquidity requirements are met primarily through cash flow from operations, redeployment of prepaying and maturing balances in our loan and investment portfolios, debt financing and increases in customer deposits. For additional information regarding our operating, investing and financing cash flows, see "Consolidated Financial Statements—Consolidated Statements of Cash Flows," included in Part IV, Item 15 of this report.

As a holding company, we are a corporation separate and apart from our subsidiary Bank and, therefore, we provide for our own liquidity. Our main sources of funding include management fees and dividends declared and paid by our subsidiaries and access to capital markets. There are statutory, regulatory and debt covenant limitations that affect the ability of our Bank to pay dividends to us. Management believes that such limitations will not impact our ability to meet our ongoing short-term cash obligations. For additional information regarding dividend restrictions, see "—Financial Condition—Capital Resources and Liquidity Management" above and "Business—Regulation and Supervision—Restrictions on Transfers of Funds to Us and the Bank" and "Risk Factors—Our Bank's ability to pay dividends to us is subject to regulatory limitations, which, to the extent we are not able to receive such dividends, may impair our ability to grow, pay dividends, cover operating expenses and meet debt service requirements."

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our primary market risk exposure is interest rate risk. Our business and the composition of our balance sheet consists of investments in interest earning assets (principally loans and investment securities) which are primarily funded by interest bearing liabilities (deposits and indebtedness). Such financial instruments have varying levels of sensitivity to changes in market interest rates. Interest rate risk results when, due to different maturity dates and repricing intervals, interest rate indices for interest earning assets decrease relative to interest bearing liabilities, thereby creating a risk of decreased net earnings and cash flow.

Although we characterize some of our interest-sensitive assets as securities available-for-sale, such securities are not purchased with a view to sell in the near term. Rather, such securities may be sold in response to or in anticipation of changes in interest rates and resulting prepayment risk. See "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies" included in Part IV, Item 15 of this report.

### **Asset Liability Management**

The goal of asset liability management is the prudent control of market risk, liquidity and capital. Asset liability management is governed by policies, goals and objectives adopted and reviewed by the Bank's board of directors. Development of asset liability management strategies is the responsibility of the Asset Liability Committee, or ALCO, which is composed of members of senior management.

*Interest Rate Risk*

Interest rate risk is the risk of loss of future earnings or long-term value due to changes in interest rates. Our primary source of earnings is the net interest margin, which is affected by changes in interest rates, the relationship between rates on interest bearing assets and liabilities, the impact of interest rate fluctuations on asset prepayments and the mix of interest bearing assets and liabilities.

The ability to optimize the net interest margin is largely dependent upon the achievement of an interest rate spread that can be managed during periods of fluctuating interest rates. Interest sensitivity is a measure of the extent to which net interest income will be affected by market interest rates over a period of time. Interest rate sensitivity is related to the difference between amounts of interest earning assets and interest bearing liabilities which either reprice or mature within a given period of time. The difference is known as interest rate sensitivity gap.

The following table shows interest rate sensitivity gaps and the earnings sensitivity ratio for different intervals as of December 31, 2013. The information presented in the table is based on our mix of interest earning assets and interest bearing liabilities and historical experience regarding their interest rate sensitivity.

**Interest Rate Sensitivity Gaps**

*(Dollars in thousands)*

	Projected Maturity or Repricing				
	Three Months or Less	Three Months to One Year	One Year to Five Years	After Five Years	Total
<i>Interest earning assets:</i>					
Loans (1)	\$ 1,399,123	\$ 806,691	\$ 1,754,182	\$ 290,418	\$ 4,250,414
Investment securities (2)	216,175	354,341	1,230,285	350,742	2,151,543
Interest bearing deposits in banks	392,492	—	—	—	392,492
Federal funds sold	672	—	—	—	672
<b>Total interest earning assets</b>	<b>\$ 2,008,462</b>	<b>\$ 1,161,032</b>	<b>\$ 2,984,467</b>	<b>\$ 641,160</b>	<b>\$ 6,795,121</b>
<i>Interest bearing liabilities:</i>					
Interest bearing demand accounts (3)	\$ 497,142	\$ 311,554	\$ 1,040,110	\$ —	\$ 1,848,806
Savings deposits (3)	800,073	319,309	483,162	—	1,602,544
Time deposits, \$100 or more	117,243	319,916	54,892	—	492,051
Other time deposits	206,279	410,409	81,977	1	698,666
Securities sold under repurchase agreements	457,437	—	—	—	457,437
Other borrowed funds	3	—	—	—	3
Long-term debt	15,011	37	20,499	1,370	36,917
Subordinated debentures held by subsidiary trusts	82,477	—	—	—	82,477
<b>Total interest bearing liabilities</b>	<b>\$ 2,175,665</b>	<b>\$ 1,361,225</b>	<b>\$ 1,680,640</b>	<b>\$ 1,371</b>	<b>\$ 5,218,901</b>
<b>Rate gap</b>	<b>\$ (167,203)</b>	<b>\$ (200,193)</b>	<b>\$ 1,303,827</b>	<b>\$ 639,789</b>	<b>\$ 1,576,220</b>
<b>Cumulative rate gap</b>	<b>(167,203)</b>	<b>(367,396)</b>	<b>936,431</b>	<b>1,576,220</b>	
<b>Cumulative rate gap as a percentage of total interest earning assets</b>	<b>-2.46 %</b>	<b>-5.41 %</b>	<b>13.78%</b>	<b>23.20%</b>	<b>23.20%</b>

- (1) Does not include non-accrual loans of \$94 million. Variable rate loans are included in the three months or less category in the above table although certain of these loans have reached interest rate floors and may not immediately reprice.
- (2) Adjusted to reflect: (a) expected shorter maturities based upon our historical experience of early prepayments of principal, and (b) the redemption of callable securities on their next call date.

- (3) Interest bearing demand and savings deposits, while technically subject to immediate withdrawal, actually display sensitivity characteristics that generally fall within one to five years. Their allocation is presented based on those sensitivity characteristics. If these deposits were included in the three month or less category, the above table would reflect a negative three month gap of \$2.3 million, a negative cumulative one year gap of \$1.9 million and a positive cumulative one to five year gap of \$936 million.

#### *Net Interest Income Sensitivity*

We believe net interest income sensitivity provides the best perspective of how day-to-day decisions affect our interest rate risk profile. We monitor net interest margin sensitivity by utilizing an income simulation model to subject twelve month net interest income to various rate movements. Simulations modeled quarterly include scenarios where market rates change suddenly up or down in a parallel manner and scenarios where market rates gradually change up resulting in a change in the slope of the yield curve. Estimates produced by our income simulation model are based on numerous assumptions including, but not limited to, the nature and timing of changes in interest rates, prepayments of loans and investment securities, volume of loans originated, level and composition of deposits, ability of borrowers to repay adjustable or variable rate loans and reinvestment opportunities for cash flows. Given these various assumptions, the actual effect of interest rate changes on our net interest margin may be materially different than estimated.

We target a mix of interest earning assets and interest bearing liabilities such that no more than 5% of the net interest margin will be at risk over a one-year period should interest rates shift up or down 2%. As of December 31, 2013, our income simulation model predicted net interest income would decrease \$5.1 million, or 2.1%, assuming a 0.5% increase in interest rates during each of the next four consecutive quarters. This scenario predicts that our interest bearing liabilities reprice slightly faster than our interest earning assets. We have not engaged in derivatives or hedging activities to manage our interest rate risk.

We did not simulate a decrease in interest rates due to the extremely low rate environment as of December 31, 2013. Prime rate has historically been set at a rate of 300 basis points over the targeted federal funds rate, which is currently set between 0 and 25 basis points. Our income simulation model has an assumption that prime will continue to be set at a rate of 300 basis points over the targeted federal funds rate. Additionally, rates that are currently below 2% are modeled not to fall below 0% with an overall decrease of 2% in interest rates. Although we did not simulate a decrease in interest rates due to the extremely low rate environment as of December 31, 2013, a further decline in interest rates would result in an acceleration of the compression of our net interest margin.

The preceding interest rate sensitivity analysis does not represent a forecast and should not be relied upon as being indicative of expected operating results. In addition, if the actual prime rate falls below a 300 basis point spread to targeted federal funds rates, we could experience a continued decrease in net interest income as a result of falling yields on earning assets tied to prime rate.

#### **Recent Accounting Pronouncements**

The expected impact of accounting standards recently issued but not yet adopted are discussed in “Notes to Consolidated Financial Statements—Authoritative Accounting Guidance” included in Part IV, Item 15 of this report.

#### **Item 8. Financial Statements and Supplementary Data**

The following consolidated financial statements of First Interstate BancSystem, Inc. and subsidiaries are contained in Part IV, Item 15 of this report and are incorporated herein by reference.

Report of McGladrey LLP, Independent Registered Public Accounting Firm  
Consolidated Balance Sheets — December 31, 2013 and 2012  
Consolidated Statements of Income — Years Ended December 31, 2013, 2012 and 2011  
Consolidated Statements of Comprehensive Income — Years Ended December 31, 2013, 2012 and 2011  
Consolidated Statements of Stockholders’ Equity — Years Ended December 31, 2013, 2012 and 2011  
Consolidated Statements of Cash Flows — Years Ended December 31, 2013, 2012 and 2011  
Notes to Consolidated Financial Statements

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no disagreements with accountants on accounting and financial disclosure.

### **Item 9A. Controls and Procedures**

#### **Disclosure Controls and Procedures**

We have established and maintain disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act. As of December 31, 2013, our management evaluated, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of December 31, 2013, were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods required by the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our system of internal control over financial reporting within the meaning of Rules 13a-15(f) and 15d-15(f) of the Exchange Act is designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of our published financial statements in accordance with U.S. generally accepted accounting principles. Our management, including the Chief Executive Officer and the Chief Financial Officer, assessed the effectiveness of our system of internal control over financial reporting as of December 31, 2013. In making this assessment, we used the criteria set forth in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on our assessment, we believe that, as of December 31, 2013, our system of internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

McGladrey LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2013. The report, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2013, is included below.

#### **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders  
First Interstate BancSystem, Inc.

We have audited First Interstate BancSystem Inc. and subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. First Interstate BancSystem, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.



A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, First Interstate BancSystem, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of First Interstate BancSystem, Inc. and subsidiaries as of December 31, 2013 and 2012 and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2013 and our report dated February 28, 2014 expressed an unqualified opinion.

/s/ MCGLADREY LLP  
Des Moines, Iowa  
February 28, 2014

#### **Item 9B. Other Information**

There were no items required to be disclosed in a report on Form 8-K during the fourth quarter of 2013 that were not reported.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

Information concerning "Directors, Executive Officers and Corporate Governance" is set forth under the heading "Directors and Executive Officers" in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference.

Information concerning "Compliance With Section 16(a) of the Securities Exchange Act of 1934" is set forth under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference.

#### **Item 11. Executive Compensation**

Information concerning "Executive Compensation" is set forth under the headings "Compensation of Executive Officers Compensation Discussion and Analysis" and "Compensation of Executive Officers and Directors" in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information concerning "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" is set forth under the heading "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance under Equity Compensation Plans" in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference.

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

Information concerning “Certain Relationships and Related Transactions and Director Independence” is set forth under the headings “Directors and Executive Officers” and “Certain Relationships and Related Transactions” in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference. In addition, see “Notes to Consolidated Financial Statements — Related Party Transactions” included in Part IV, Item 15.

### **Item 14. Principal Accountant Fees and Services**

Information concerning “Principal Accountant Fees and Services” is set forth under the heading “Directors and Executive Officers — Principal Accounting Fees and Services” in our Proxy Statement relating to our 2014 annual meeting of shareholders and is herein incorporated by reference.

## **PART IV**

### **Item 15. Exhibits and Financial Statement Schedules**

- (a) 1. Our audited consolidated financial statements follow.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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To the Board of Directors and Shareholders  
First Interstate BancSystem, Inc.

We have audited the accompanying consolidated balance sheets of First Interstate BancSystem, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Interstate BancSystem, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), First Interstate BancSystem, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992, and our report dated February 28, 2014 expressed an unqualified opinion on the effectiveness of First Interstate BancSystem Inc. and subsidiaries' internal control over financial reporting.

/s/ MCGLADREY LLP  
Des Moines, Iowa  
February 28, 2014

**FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

December 31,	2013	2012
<b>Assets</b>		
Cash and due from banks	\$ 141,663	\$ 177,978
Federal funds sold	672	730
Interest bearing deposits in banks	392,492	622,624
Total cash and cash equivalents	534,827	801,332
Investment securities:		
Available-for-sale	1,947,706	1,995,258
Held-to-maturity (estimated fair values of \$205,926 and \$218,933 at December 31, 2013 and 2012, respectively)	203,837	208,223
Total investment securities	2,151,543	2,203,481
Loans held for investment	4,303,992	4,157,470
Mortgage loans held for sale	40,861	66,442
Total loans	4,344,853	4,223,912
Less allowance for loan losses	85,339	100,511
Net loans	4,259,514	4,123,401
Premises and equipment, net of accumulated depreciation	179,690	187,565
Goodwill	183,673	183,673
Company-owned life insurance	122,175	76,729
Other real estate owned ("OREO")	15,504	32,571
Accrued interest receivable	26,450	28,869
Mortgage servicing rights, net of accumulated amortization and impairment reserve	13,546	12,653
Deferred tax asset, net	12,154	2,597
Core deposit intangibles, net of accumulated amortization	4,519	5,937
Other assets	61,056	62,953
Total assets	\$ 7,564,651	\$ 7,721,761
<b>Liabilities and Stockholders' Equity</b>		
<b>Deposits:</b>		
Non-interest bearing	\$ 1,491,683	\$ 1,495,309
Interest bearing	4,642,067	4,745,102
Total deposits	6,133,750	6,240,411
Securities sold under repurchase agreements	457,437	505,785
Accounts payable and accrued expenses	47,523	48,208
Accrued interest payable	4,963	6,502
Long-term debt	36,917	37,160
Other borrowed funds	3	32
Preferred stock pending redemption	—	50,000
Subordinated debentures held by subsidiary trusts	82,477	82,477
Total liabilities	6,763,070	6,970,575
<b>Stockholders' equity:</b>		
Nonvoting noncumulative preferred stock without par value; authorized 100,000 shares; no shares issued or outstanding as of December 31, 2013; 5,000 shares issued and outstanding as of December 31, 2012	—	—
Common stock	285,535	271,335
Retained earnings	532,087	463,860
Accumulated other comprehensive income (loss), net	(16,041)	15,991
Total stockholders' equity	801,581	751,186
Total liabilities and stockholders' equity	\$ 7,564,651	\$ 7,721,761

See accompanying notes to consolidated financial statements.



**FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share data)

Year Ended December 31,	2013	2012	2011
<b>Interest income:</b>			
Interest and fees on loans	\$ 220,687	\$ 230,882	\$ 245,767
<b>Interest and dividends on investment securities:</b>			
Taxable	31,237	36,847	41,304
Exempt from federal taxes	4,728	4,923	4,749
Interest on deposits in banks	992	1,235	1,050
Interest on federal funds sold	18	13	13
<b>Total interest income</b>	<b>257,662</b>	<b>273,900</b>	<b>292,883</b>
<b>Interest expense:</b>			
Interest on deposits	15,800	22,306	33,533
Interest on securities sold under repurchase agreements	294	579	695
Interest on long-term debt	1,936	1,981	1,975
Interest on preferred stock pending redemption	159	131	—
Interest on subordinated debentures held by subsidiary trusts	2,506	5,117	5,828
<b>Total interest expense</b>	<b>20,695</b>	<b>30,114</b>	<b>42,031</b>
<b>Net interest income</b>	<b>236,967</b>	<b>243,786</b>	<b>250,852</b>
<b>Provision for loan losses</b>	<b>(6,125)</b>	<b>40,750</b>	<b>58,151</b>
<b>Net interest income after provision for loan losses</b>	<b>243,092</b>	<b>203,036</b>	<b>192,701</b>
<b>Non-interest income:</b>			
Other service charges, commissions and fees	35,977	34,226	31,689
Income from the origination and sale of loans	34,254	41,790	21,153
Wealth management revenues	17,085	14,314	13,575
Service charges on deposit accounts	16,837	17,412	17,647
Investment securities gains, net	1	348	1,544
Other income	7,525	6,771	6,264
<b>Total non-interest income</b>	<b>111,679</b>	<b>114,861</b>	<b>91,872</b>
<b>Non-interest expense:</b>			
Salaries and wages	94,002	89,833	83,560
Employee benefits	30,338	29,345	27,792
Occupancy, net	16,587	15,786	16,223
Furniture and equipment	12,554	12,859	12,562
Outsourced technology services	9,029	8,826	8,933
FDIC insurance premiums	5,057	6,470	7,333
Professional fees	4,773	4,044	3,676
OREO expense, net of income	2,291	9,400	8,652
Mortgage servicing rights amortization	2,787	3,501	3,225
Mortgage servicing rights impairment (recovery)	(99)	(771)	1,275
Core deposit intangibles amortization	1,418	1,420	1,446
Other expenses	43,332	48,922	43,735
<b>Total non-interest expense</b>	<b>222,069</b>	<b>229,635</b>	<b>218,412</b>
<b>Income before income tax expense</b>	<b>132,702</b>	<b>88,262</b>	<b>66,161</b>
<b>Income tax expense</b>	<b>46,566</b>	<b>30,038</b>	<b>21,615</b>
<b>Net income</b>	<b>86,136</b>	<b>58,224</b>	<b>44,546</b>
<b>Preferred stock dividends</b>	<b>—</b>	<b>3,300</b>	<b>3,422</b>
<b>Net income available to common shareholders</b>	<b>\$ 86,136</b>	<b>\$ 54,924</b>	<b>\$ 41,124</b>
<b>Basic earnings per common share</b>	<b>\$ 1.98</b>	<b>\$ 1.28</b>	<b>\$ 0.96</b>

Diluted earnings per common share	1.96	1.27	0.96
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*See accompanying notes to consolidated financial statements.*

**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

*(In thousands)*

Year ended December 31,	2013	2012	2011
Net income	\$ 86,136	\$ 58,224	\$ 44,546
Other comprehensive income (loss) before tax:			
Investment securities available-for-sale:			
Change in net unrealized gains (losses) during the period	(52,949)	(4,648)	17,168
Reclassification adjustment for net gains included in income	(1)	(348)	(1,544)
Unamortized premium on available-for-sale securities transferred into held-to-maturity	—	56	389
Defined benefit post-retirement benefit plans:			
Change in the net actuarial loss	137	(77)	135
Other comprehensive income (loss), before tax	(52,813)	(5,017)	16,148
Deferred tax benefit (expense) related to other comprehensive income (loss)	20,781	1,974	(6,489)
Other comprehensive income (loss), net of tax	(32,032)	(3,043)	9,659
Comprehensive income	\$ 54,104	\$ 55,181	\$ 54,205

*See accompanying notes to consolidated financial statements.*



**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(In thousands, except share and per share data)

	Preferred Stock	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2010	\$ 50,000	\$ 264,174	\$ 413,253	\$ 9,375	\$ 736,802
Net income	—	—	44,546	—	44,546
Other comprehensive income, net of tax	—	—	—	9,659	9,659
Common stock transactions:					
17,926 common shares purchased and retired	—	(248)	—	—	(248)
15,440 common shares issued	—	205	—	—	205
130,904 non-vested common shares issued	—	—	—	—	—
27,963 non-vested common shares forfeited or canceled	—	—	—	—	—
Non-vested liability awards vesting during period	—	204	—	—	204
83,025 stock options exercised, net of 174,583 shares tendered in payment of option price and income tax withholding amounts	—	216	—	—	216
Tax benefit of stock-based compensation	—	385	—	—	385
Stock-based compensation expense	—	1,906	—	—	1,906
Cash dividends declared:					
Common (\$0.45 per share)	—	—	(19,233)	—	(19,233)
Preferred (6.75% per share)	—	—	(3,422)	—	(3,422)
Balance at December 31, 2011	50,000	266,842	435,144	19,034	771,020
Net income	—	—	58,224	—	58,224
Other comprehensive loss, net of tax	—	—	—	(3,043)	(3,043)
Common stock transactions:					
18,351 common shares purchased and retired	—	(263)	—	—	(263)
23,991 common shares issued	—	299	—	—	299
122,912 non-vested common shares issued	—	—	—	—	—
15,232 non-vested common shares forfeited or canceled	—	—	—	—	—
192,829 stock options exercised, net of 183,805 shares tendered in payment of option price and income tax withholding amounts	—	1,612	—	—	1,612
Tax benefit of stock-based compensation	—	360	—	—	360
Stock-based compensation expense	—	2,485	—	—	2,485
Preferred stock transactions:					
5,000 preferred shares called for redemption	(50,000)	—	—	—	(50,000)
Cash dividends declared:					
Common (\$0.61 per share)	—	—	(26,208)	—	(26,208)
Preferred (6.75% per share)	—	—	(3,300)	—	(3,300)
Balance at December 31, 2012	\$ —	\$ 271,335	\$ 463,860	\$ 15,991	\$ 751,186

**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (CONTINUED)**

*(In thousands, except share and per share data)*

	Preferred Stock	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2012	\$ —	\$ 271,335	\$ 463,860	\$ 15,991	\$ 751,186
Net income	—	—	86,136	—	86,136
Other comprehensive loss, net of tax	—	—	—	(32,032)	(32,032)
Common stock transactions:					
25,677 common shares purchased and retired	—	(448)	—	—	(448)
26,096 common shares issued	—	543	—	—	543
120,873 non-vested common shares issued	—	—	—	—	—
30,648 non-vested common shares forfeited or canceled	—	—	—	—	—
774,096 stock options exercised, net of 392,411 shares tendered in payment of option price and income tax withholding amounts	—	9,271	—	—	9,271
Tax benefit of stock-based compensation	—	1,898	—	—	1,898
Stock-based compensation expense	—	2,936	—	—	2,936
Cash dividends declared:					
Common (\$0.41 per share)	—	—	(17,909)	—	(17,909)
Balance at December 31, 2013	\$ —	\$ 285,535	\$ 532,087	\$ (16,041)	\$ 801,581

*See accompanying notes to consolidated financial statements.*

**FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

Year Ended December 31,	2013	2012	2011
<b>Cash flows from operating activities:</b>			
Net income	\$ 86,136	\$ 58,224	\$ 44,546
<b>Adjustments to reconcile net income from operations to net cash provided by operating activities:</b>			
Provision for loan losses	(6,125)	40,750	58,151
Net loss (gain) on disposal of property and equipment	(217)	(424)	28
Depreciation and amortization	16,245	17,112	17,368
Net premium amortization on investment securities	14,655	11,700	10,353
Net gain on investment securities transactions	(1)	(348)	(1,544)
Net gain on sales of mortgage loans held for sale	(24,482)	(29,606)	(14,443)
Net gain on sale of mortgage servicing rights	—	(19)	—
Net gain on sale of OREO	(3,232)	(1,041)	(552)
Write-down of OREO	3,512	6,724	7,464
Loss on early extinguishment of debt	—	428	—
Mortgage servicing rights impairment (recovery)	(99)	(771)	1,275
Deferred income tax expense	11,276	8,762	2,405
Net increase in cash surrender value of company-owned life insurance policies	(446)	(1,849)	(1,824)
Stock-based compensation expense	2,936	2,485	2,111
Tax benefits from stock-based compensation	1,898	360	204
Excess tax benefits from stock-based compensation	(2,031)	(273)	(124)
Originations of loans held for sale	(1,557,288)	(1,197,744)	(897,773)
Proceeds from sale of loans held for sale	1,603,770	1,209,866	902,239
<b>Changes in operating assets and liabilities:</b>			
Decrease in accrued interest receivable	2,419	3,105	1,654
Decrease in other assets	3,440	4,089	13,039
Decrease in accrued interest payable	(1,539)	(1,621)	(5,055)
Increase (decrease) in accounts payable and accrued expenses	(602)	5,913	3,579
<b>Net cash provided by operating activities</b>	<b>150,225</b>	<b>135,822</b>	<b>143,101</b>
<b>Cash flows from investing activities:</b>			
<b>Purchases of investment securities:</b>			
Held-to-maturity	(16,370)	(68,305)	(18,846)
Available-for-sale	(741,579)	(1,246,068)	(1,166,364)
<b>Proceeds from maturities, paydowns and calls of investment securities:</b>			
Held-to-maturity	19,465	12,192	12,682
Available-for-sale	722,447	1,252,266	943,490
Purchase of company-owned life insurance	(45,000)	—	—
Proceeds from sales of mortgage servicing rights	470	907	596
Extensions of credit to customers, net of repayments	(178,580)	(128,919)	90,548
Recoveries of loans charged-off	11,466	8,116	5,231
Proceeds from sales of OREO	28,397	42,814	15,896
Capital contribution to equity method investment	—	(900)	—
Capital distribution from unconsolidated subsidiary	—	1,238	—
Capital expenditures, net of proceeds from sales	(5,653)	(14,420)	(9,172)
<b>Net cash used in investing activities</b>	<b>\$ (204,937)</b>	<b>\$ (141,079)</b>	<b>\$ (125,939)</b>

**INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)***(In thousands)*

Year Ended December 31,	2013	2012	2011
<b>Cash flows from financing activities:</b>			
Net increase (decrease) in deposits	\$ (106,661)	\$ 413,440	\$ (98,742)
Net decrease in repurchase agreements	(48,348)	(10,458)	(103,911)
Net increase (decrease) in short-term borrowings	(29)	25	(4,984)
Repayments of long-term debt	(243)	(40)	(302)
Redemption of preferred stock	(50,000)	—	—
Repayment of junior subordinated debentures held by subsidiary trusts	—	(41,238)	—
Proceeds from issuance of common stock	9,814	1,911	385
Excess tax benefits from stock-based compensation	2,031	273	124
Purchase and retirement of common stock	(448)	(263)	(248)
Dividends paid to common stockholders	(17,909)	(26,208)	(19,233)
Dividends paid to preferred stockholders	—	(3,300)	(3,422)
Net cash provided by (used in) financing activities	(211,793)	334,142	(230,333)
Net increase (decrease) in cash and cash equivalents	(266,505)	328,885	(213,171)
Cash and cash equivalents at beginning of year	801,332	472,447	685,618
Cash and cash equivalents at end of year	\$ 534,827	\$ 801,332	\$ 472,447
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the year for income taxes	\$ 39,879	\$ 17,540	\$ 16,640
Cash paid during the year for interest expense	22,234	31,735	47,086

*See accompanying notes to consolidated financial statements.*

**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*(Dollars in thousands, except share and per share data)*

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business.** First Interstate BancSystem, Inc. (the “Parent Company” and collectively with its subsidiaries, the “Company”) is a financial and bank holding company that, through the branch offices of its bank subsidiary, provides a comprehensive range of banking products and services to individuals, businesses, municipalities and other entities throughout Montana, Wyoming and western South Dakota. In addition to its primary emphasis on commercial and consumer banking services, the Company also offers trust, employee benefit and investment and insurance services through its bank subsidiary. The Company is subject to competition from other financial institutions and nonbank financial companies, and is also subject to the regulations of various government agencies and undergoes periodic examinations by those regulatory authorities.

**Basis of Presentation.** The Company’s consolidated financial statements include the accounts of the Parent Company and its operating subsidiaries. As of December 31, 2013, the Company had one significant subsidiary, First Interstate Bank (“FIB”). All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications, none of which were material, have been made in the consolidated financial statements for 2012 and 2011 to conform to the 2013 presentation. These reclassifications did not change previously reported net income or stockholders’ equity.

**Equity Method Investments.** The Company has an investment in a real estate joint venture that is not consolidated because the Company does not own a majority voting interest, control the operations or receive a majority of the losses or earnings of the joint venture. This joint venture is accounted for using the equity method of accounting whereby the Company initially records its investment at cost and then subsequently adjusts the cost for the Company’s proportionate share of distributions and earnings or losses of the joint venture.

**Variable Interest Entities.** The Company’s wholly-owned business trusts, FI Statutory Trust I (“Trust I”), FI Capital Trust II (“Trust II”), FI Statutory Trust III (“Trust III”), FI Capital Trust IV (“Trust IV”), FI Statutory Trust V (“Trust V”) and FI Statutory Trust VI (“Trust VI”) are variable interest entities for which the Company is not a primary beneficiary. Accordingly, the accounts of Trust I, Trust II, Trust III, Trust IV, Trust V and Trust VI are not included in the accompanying consolidated financial statements, and are instead accounted for using the equity method of accounting.

**Assets Held in Fiduciary or Agency Capacity.** The Company holds certain trust assets in a fiduciary or agency capacity. The Company also purchases and sells federal funds as an agent. These and other assets held in an agency or fiduciary capacity are not assets of the Company and, accordingly, are not included in the accompanying consolidated financial statements.

**Use of Estimates.** The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and income and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses and the valuation of goodwill.

**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*(Dollars in thousands, except share and per share data)*

**Cash and Cash Equivalents.** For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold for one day periods and interest bearing deposits in banks with original maturities of less than three months. As of December 31, 2013 and 2012, the Company had cash of \$392,413 and \$622,152, respectively, on deposit with the Federal Reserve Bank. In addition, the Company maintained compensating balances with the Federal Reserve Bank of approximately \$1,412 and \$1,057 as of December 31, 2013 and 2012 to reduce service charges for check clearing services.

**Investment Securities.** Investments in debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and carried at amortized cost. Investments in debt securities that may be sold in response to or in anticipation of changes in interest rates and resulting prepayment risk, or other factors, and marketable equity securities are classified as available-for-sale and carried at fair value. The unrealized gains and losses on these securities are reported, net of applicable income taxes, as a separate component of stockholders' equity and comprehensive income. Management determines the appropriate classification of securities at the time of purchase and at each reporting date management reassesses the appropriateness of the classification.

The amortized cost of debt securities classified as held-to-maturity or available-for-sale is adjusted for accretion of discounts to maturity and amortization of premiums over the estimated average life of the security, or in the case of callable securities, through the first call date, using the effective yield method. Such amortization and accretion is included in interest income. Realized gains and losses are included in investment securities gains (losses). Declines in the fair value of securities below their cost that are judged to be other-than-temporary are included in other expenses if the decline is related to credit losses. Other-than-temporary impairment losses related to other factors are recognized in other comprehensive income, net of income taxes. In estimating other-than-temporary impairment losses, the Company considers, among other things, the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer and the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. The cost of securities sold is based on the specific identification method.

The Company invests in securities on behalf of certain officers and directors of the Company who have elected to participate in the Company's deferred compensation plans. These securities are included in other assets and are carried at their fair value based on quoted market prices. Net realized and unrealized holding gains and losses are included in other non-interest income and employee benefits expense.

**Loans.** Loans are reported at the principal amount outstanding. Interest income on loans is calculated using the simple interest method on the daily balance of the principal amount outstanding. Loan origination fees and certain direct origination costs are deferred, and the net amount is amortized as an adjustment of the related loan's yield using a level yield method over the expected lives of the related loans.

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payment obligations as they become due or when a loan becomes contractually past due ninety days or more with respect to interest or principal, unless such past due loan is well secured and in the process of collection. When interest accrual is discontinued, all unpaid accrued interest is reversed against current period interest income. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and when, in the opinion of management, the loans are estimated to be fully collectible as to both principal and interest.

A loan is considered impaired when, based upon current information and events, it is probable that the Company will be unable to collect, on a timely basis, all amounts due according to the contractual terms of the loan's original agreement. The amount of the impairment is measured using cash flows discounted at the loan's effective interest rate, except when it is determined that the primary source of repayment for the loan is the operation or liquidation of the underlying collateral. In such cases, the current fair value of the collateral, reduced by anticipated selling costs, is used to measure impairment. The Company considers impaired loans to include all loans risk rated doubtful and non-consumer loans on which interest accrual has been discontinued or have been renegotiated in a troubled debt restructuring. Interest payments received on impaired loans are applied based on whether they are on accrual or non-accrual status. Interest income recognized by the Company on impaired loans primarily relate to loans modified in a troubled debt restructuring that remain on accrual status. Interest payments received on non-accrual impaired loans are applied to principal. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due.

**FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**  
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A loan is considered a troubled debt restructuring when a borrower is experiencing financial difficulties that leads to a restructuring of the loan and the Company grants concessions to the borrower in the restructuring that it would not otherwise consider. These concessions may include rate reductions, principal forgiveness, extension of maturity date and other actions to minimize potential losses. Certain troubled debt restructurings are on non-accrual status at the time of restructuring and are returned to accrual status only after considering the borrower's sustained repayment performance in accordance with the restructuring agreement for a reasonable period of at least six months and management is reasonably assured of future performance. If the troubled debt restructuring meets these performance criteria and the interest rate granted at the modification is equal to or greater than the rate that the Company was willing to accept at the time of the restructuring for a new loan with comparable risk, then the loan will no longer be disclosed as a troubled debt restructuring although they continue to be individually evaluated for impairment and disclosed as impaired loans.

Included in loans are certain residential mortgage loans originated for sale. These loans are carried at the lower of aggregate cost or estimated market value. Market value is estimated based on binding contracts or quotes or bids from third party investors. Residential mortgages held for sale were \$40,861 and \$66,442 as of December 31, 2013 and 2012, respectively. Gains and losses on sales of mortgage loans are determined using the specific identification method and are included in income from the origination and sale of loans.

**Allowance for Loan Losses.** The allowance for loan losses is established through a provision for loan losses which is charged to expense. Loans, or portions thereof, are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely or, with respect to consumer installment and credit card loans, according to established delinquency schedules. The allowance balance is an amount that management believes will be adequate to absorb known and inherent losses in the loan portfolio based upon quarterly analyses of the current risk characteristics of the loan portfolio, an assessment of individual problem loans and actual loss experience, industry concentrations and current economic factors and the estimated impact of current economic and environmental conditions on historical loss rates.

**Goodwill.** The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates that it is likely impairment has occurred. Goodwill impairment is determined by comparing the fair value of a reporting unit to its carrying amount. In any given year the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is in excess of its carrying value. If it is not more likely than not that the fair value of the reporting unit is in excess of the carrying value, or if the Company elects to bypass the qualitative assessment, a two-step quantitative impairment test is performed. In performing a quantitative test for impairment, the fair value of net assets is estimated based on analyses of the Company's market value, discounted cash flows and peer values. The determination of goodwill impairment is sensitive to market-based economics and other key assumptions used in determining or allocating fair value. Variability in the market and changes in assumptions or subjective measurements used to allocate fair value are reasonably possible and may have a material impact on our consolidated financial statements or results of operations.

**Core Deposit Intangibles.** Core deposit intangibles represent the intangible value of depositor relationships resulting from deposit liabilities assumed and are amortized using an accelerated method based on the estimated weighted average useful lives of the related deposits of 9.5 years. Accumulated core deposit intangibles amortization was \$22,401 as of December 31, 2013 and \$20,983 as of December 31, 2012. Amortization expense related to core deposit intangibles recorded as of December 31, 2013 is expected to total \$1,417, \$1,417, \$1,380 and \$305 in 2014, 2015, 2016, and 2017, respectively.

**Mortgage Servicing Rights.** The Company recognizes the rights to service mortgage loans for others, whether acquired or internally originated. Mortgage servicing rights are initially recorded at fair value based on comparable market data and are amortized in proportion to and over the period of estimated net servicing income. Mortgage servicing rights are evaluated quarterly for impairment by discounting the expected future cash flows, taking into consideration the estimated level of prepayments based on current industry expectations and the predominant risk characteristics of the underlying loans including loan type, note rate and loan term. Impairment adjustments, if any, are recorded through a valuation allowance.

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**Premises and Equipment.** Buildings, furniture and equipment are stated at cost less accumulated depreciation. Depreciation expense is computed using straight-line methods over estimated useful lives of 5 to 45 years for buildings and improvements and 4 to 15 years for furniture and equipment. Leasehold improvements and assets acquired under capital lease are amortized over the shorter of their estimated useful lives or the terms of the related leases. Land is recorded at cost.

**Company-Owned Life Insurance.** Key executive and group life insurance policies are recorded at their cash surrender value. Separate account group life insurance policies are subject to a stable value contract that offsets the impact of interest rate fluctuations on the market value of the policies and are recorded at the stabilized investment value. Increases in the cash surrender or stabilized investment value of insurance policies, as well as insurance proceeds received, are recorded as other non-interest income, and are not subject to income taxes.

**Impairment of Long-Lived Assets.** Long-lived assets, including premises and equipment and certain identifiable intangibles, are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. The amount of the impairment loss, if any, is based on the asset's fair value. Impairment losses of \$616 and \$70 were recognized in other non-interest expense in 2013 and 2012, respectively. No impairment losses were recognized during 2011.

**Other Real Estate Owned.** Real estate acquired in satisfaction of loans is initially carried at current fair value less estimated selling costs. Any excess of loan carrying value over the fair value of the real estate acquired is recorded as a charge to the allowance for loan losses. Subsequent declines in fair value less estimated selling costs are included in OREO expense. Subsequent increases in fair value less estimated selling costs are recorded as a reduction in OREO expense to the extent of recognized losses. Operating expenses, net of related income, and gains or losses on sales are included in OREO expense. Write-downs of \$3,512, \$6,724 and \$7,464 were recorded in 2013, 2012 and 2011 respectively.

**Restricted Equity Securities.** The Company, as a member of the Federal Reserve Bank and the Federal Home Loan Bank ("FHLB"), is required to maintain investments in each of the organization's capital stock. As of December 31, 2013, restricted equity securities of the Federal Reserve Bank and the Federal Home Loan Bank of \$13,357 and \$7,003, respectively, were included in other assets at cost. As of December 31, 2012, restricted equity securities of the Federal Reserve Bank and the Federal Home Loan Bank were \$13,357 and \$6,687, respectively. No ready market exists for these restricted equity securities, and they have no quoted market values. Restricted equity securities are periodically reviewed for impairment based on ultimate recovery of par value. The determination of whether a decline affects the ultimate recovery of par value is influenced by the significance of the decline compared to the cost basis of the restricted equity securities, the length of time a decline has persisted, the impact of legislative and regulatory changes on the issuing organizations and the liquidity positions of the issuing organizations. Based on management's assessment, no impairment losses were recorded on restricted equity securities during 2013, 2012 or 2011.

**Income from Fiduciary Activities.** Consistent with industry practice, income for trust services is recognized on the basis of cash received. However, use of this method in lieu of accrual basis accounting does not materially affect reported earnings.

**Income Taxes.** The Parent Company and its subsidiaries have elected to be included in a consolidated federal income tax return. For state income tax purposes, the combined taxable income of the Parent Company and its subsidiaries is apportioned among the states in which operations take place. Federal and state income taxes attributable to the subsidiaries, computed on a separate return basis, are paid to or received from the Parent Company.

The Company accounts for income taxes using the liability method. Under the liability method, deferred tax assets and liabilities are determined based on enacted income tax rates which will be in effect when the differences between the financial statement carrying values and tax bases of existing assets and liabilities are expected to be reported in taxable income.



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Positions taken in the Company's tax returns may be subject to challenge by the taxing authorities upon examination. Uncertain tax positions are initially recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. The Company provides for interest and, in some cases, penalties on tax positions that may be challenged by the taxing authorities. Interest expense is recognized beginning in the first period that such interest would begin accruing. Penalties are recognized in the period that the Company claims the position in the tax return. Interest and penalties on income tax uncertainties are classified within income tax expense in the income statement. With few exceptions, the Company is no longer subject to U.S. federal and state examinations by tax authorities for years before 2010. The Company had no accrued interest or penalties as of December 31, 2013 or 2012.

**Earnings Per Common Share.** Basic and diluted earnings per common share are calculated using a two-class method. Under the two-class method, basic earnings per common share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period, excluding outstanding participating securities. Participating securities include non-vested restricted stock awards. Diluted earnings per common share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding determined for the basic earnings per share calculation plus the dilutive effect of stock compensation using the treasury stock method.

**Comprehensive Income.** Comprehensive income includes net income, as well as other changes in stockholders' equity that result from transactions and economic events other than those with shareholders. In addition to net income, the Company's comprehensive income includes the after tax effect of changes in unrealized gains and losses on available-for-sale investment securities and changes in net actuarial gains and losses on defined benefit post-retirement benefits plans.

**Segment Reporting.** An operating segment is defined as a component of a business for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and evaluate performance. The Company has one operating segment, community banking, which encompasses commercial and consumer banking services offered to individuals, businesses, municipalities and other entities.

**Advertising Costs.** Advertising costs are expensed as incurred. Advertising expense was \$3,532, \$3,555, and \$3,048 in 2013, 2012 and 2011, respectively.

**Transfers of Financial Assets.** Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Company; the transferee obtains the right, free of conditions that constrain it from taking advantage of that right, to pledge or exchange the transferred assets; and, the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

**Stock-Based Compensation.** Compensation cost for all stock-based awards is measured at fair value on the date of grant and is recognized over the requisite service period for awards expected to vest. Stock-based compensation expense of \$2,936, \$2,485 and \$1,906 for the years ended December 31, 2013, 2012 and 2011, respectively, is included in benefits expense in the Company's consolidated statements of income. Related income tax benefits recognized for the years ended December 31, 2013, 2012 and 2011 were \$1,122, \$950 and \$728, respectively. All compensation cost for stock-based awards is expensed at the Parent Company.

**Fair Value Measurements.** In general, fair value measurements are based upon quoted market prices, where available. If quoted market prices are not available, fair value measurements are estimated using relevant market information and other assumptions. Fair value estimates involve uncertainties and require some degree of judgment regarding interest rates, credit risk, prepayments and other factors. The use of different assumptions or estimation techniques may have a significant effect on the fair value amounts reported.

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**(2) INVESTMENT SECURITIES**

The amortized cost and approximate fair values of investment securities are summarized as follows:

December 31, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>Available-for-Sale</i>				
Obligations of U.S. government agencies	\$ 774,055	\$ 1,432	\$ (12,249)	\$ 763,238
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	1,197,295	11,905	(25,147)	1,184,053
Private mortgage-backed securities	407	9	(1)	415
<b>Total</b>	<b>\$ 1,971,757</b>	<b>\$ 13,346</b>	<b>\$ (37,397)</b>	<b>\$ 1,947,706</b>

December 31, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>Held-to Maturity</i>				
State, county and municipal securities	\$ 185,818	\$ 4,043	\$ (2,049)	\$ 187,812
Corporate securities	18,019	103	(8)	18,114
<b>Total</b>	<b>\$ 203,837</b>	<b>\$ 4,146</b>	<b>\$ (2,057)</b>	<b>\$ 205,926</b>

Gross gains of \$49 and gross losses of \$48 were realized on the disposition of available-for-sale securities in 2013.

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>Available-for-Sale</i>				
Obligations of U.S. government agencies	\$ 751,501	\$ 3,518	\$ (163)	\$ 754,856
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	1,214,377	27,000	(1,526)	1,239,851
Private mortgage-backed securities	539	13	(1)	551
<b>Total</b>	<b>\$ 1,966,417</b>	<b>\$ 30,531</b>	<b>\$ (1,690)</b>	<b>\$ 1,995,258</b>

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>Held-to Maturity</i>				
State, county and municipal securities	\$ 192,875	\$ 10,835	\$ (176)	\$ 203,534
Corporate securities	14,975	64	(13)	15,026
Other securities	373	—	—	373
<b>Total</b>	<b>\$ 208,223</b>	<b>\$ 10,899</b>	<b>\$ (189)</b>	<b>\$ 218,933</b>

Gross gains of \$351 and \$1,544 were realized on the disposition of available-for-sale securities in 2012 and 2011, respectively. Gross losses of \$3 were realized on the disposition of available-for-sale securities in 2012. No gross losses were realized on the disposition of available -for-sale securities in 2011.

As of December 31, 2013, the Company had general obligation securities with amortized costs of \$147,443 included in state, county and municipal securities, of which \$75,337 were issued by political subdivisions or agencies within the states of Montana, Wyoming and South Dakota.

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The following table shows the gross unrealized losses and fair values of investment securities, aggregated by investment category, and the length of time individual investment securities have been in a continuous unrealized loss position, as of December 31, 2013 and 2012.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2013						
<i>Available-for-Sale</i>						
Obligations of U.S. government agencies	\$ 458,385	\$ (10,355)	\$ 59,362	\$ (1,894)	\$ 517,747	\$ (12,249)
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	634,199	(17,273)	166,930	(7,874)	801,129	(25,147)
Private mortgage-backed securities	—	—	104	(1)	104	(1)
<b>Total</b>	<b>\$ 1,092,584</b>	<b>\$ (27,628)</b>	<b>\$ 226,396</b>	<b>\$ (9,769)</b>	<b>\$ 1,318,980</b>	<b>\$ (37,397)</b>

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2013						
<i>Held-to-Maturity</i>						
State, county and municipal securities	\$ 37,550	\$ (1,319)	\$ 14,296	\$ (730)	\$ 51,846	\$ (2,049)
Corporate securities	7,294	(8)	—	—	7,294	(8)
<b>Total</b>	<b>\$ 44,844</b>	<b>(1,327)</b>	<b>\$ 14,296</b>	<b>(730)</b>	<b>\$ 59,140</b>	<b>(2,057)</b>

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2012						
<i>Available-for-Sale</i>						
Obligations of U.S. government agencies	\$ 93,982	\$ (163)	\$ —	\$ —	\$ 93,982	\$ (163)
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	250,198	(1,526)	—	—	250,198	(1,526)
Private mortgage-backed securities	—	—	137	(1)	137	(1)
<b>Total</b>	<b>\$ 344,180</b>	<b>\$ (1,689)</b>	<b>\$ 137</b>	<b>(1)</b>	<b>\$ 344,317</b>	<b>(1,690)</b>

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2012						
<i>Held-to-Maturity</i>						
State, county and municipal securities	\$ 19,389	\$ (168)	\$ 557	\$ (8)	\$ 19,946	\$ (176)
Corporate securities	\$ 9,312	\$ (13)	\$ —	\$ —	\$ 9,312	\$ (13)
<b>Total</b>	<b>\$ 28,701</b>	<b>(181)</b>	<b>\$ 557</b>	<b>(8)</b>	<b>\$ 29,258</b>	<b>(189)</b>

The investment portfolio is evaluated quarterly for other-than-temporary declines in the market value of each individual investment security. Consideration is given to the length of time and the extent to which the fair value has been less than cost; the financial condition and near term prospects of the issuer; and, the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. As of December 31, 2013, the Company had 229 individual investment securities that were in an unrealized loss position. As of December 31, 2012, the Company had 69 individual investment securities that were in an unrealized loss position. Unrealized losses as of December 31, 2013 and 2012 related primarily to fluctuations in the current interest rates. The

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fair value of these investment securities is expected to recover as the securities approach their maturity or repricing date or if market yields for such investments decline. As of December 31, 2013, the Company had the intent and ability to hold these investment securities for a period of time sufficient to allow for an anticipated recovery. Furthermore, the Company does not have the intent to sell any of the available-for-sale securities in the above table and it is more likely than not that the Company will not have to sell any such securities before a recovery in cost. No impairment losses were recorded during 2013, 2012 or 2011.

Maturities of investment securities at December 31, 2013 are shown below. Maturities of mortgage-backed securities have been adjusted to reflect shorter maturities based upon estimated prepayments of principal. All other investment securities maturities are shown at contractual maturity dates.

December 31, 2013	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Within one year	\$ 263,280	\$ 261,054	\$ 4,190	\$ 4,244
After one year but within five years	1,223,138	1,211,243	57,860	58,494
After five years but within ten years	401,500	392,496	87,703	89,168
After ten years	83,839	82,913	54,084	54,020
Total	\$ 1,971,757	\$ 1,947,706	\$ 203,837	\$ 205,926

At December 31, 2013, the Company had investment securities callable within one year with amortized costs and estimated fair values of \$307,946 and \$303,193, respectively. These investment securities are primarily classified as available-for-sale and included in the after one year but within five years category in the table above.

At December 31, 2013, the Company had callable structured notes with amortized costs and estimated fair values of \$79,658 and \$78,665, respectively. These callable structured notes, which are classified as available-for-sale and included in the after one year but within five years category in the table above, have fixed interest rates that increase at various intervals as market rates increase.

Maturities of securities do not reflect rate repricing opportunities present in adjustable rate mortgage-backed securities. At December 31, 2013 and 2012, the Company had variable rate mortgage-backed securities with amortized costs of \$46,315 and \$29,105, respectively, classified as available-for-sale in the table above.

There are no significant concentrations of investments at December 31, 2013, (greater than 10 percent of stockholders' equity) in any individual security issuer, except for U.S. government or agency-backed securities. As of December 31, 2013 and 2012, all mortgage-backed securities were residential in nature.

Investment securities with amortized cost of \$1,288,750 and \$1,318,807 at December 31, 2013 and 2012, respectively, were pledged to secure public deposits and securities sold under repurchase agreements. The approximate fair value of securities pledged at December 31, 2013 and 2012 was \$1,278,663 and \$1,344,220, respectively. All securities sold under repurchase agreements are with customers and mature on the next banking day. The Company retains possession of the underlying securities sold under repurchase agreements.

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**(3) LOANS**

The following table presents loans by class as of the dates indicated:

December 31,	2013	2012
<b>Real estate loans:</b>		
Commercial	\$ 1,449,174	\$ 1,497,272
<b>Construction:</b>		
Land acquisition & development	205,911	220,196
Residential	76,488	49,274
Commercial	69,236	65,059
Total construction loans	351,635	334,529
Residential	867,912	708,339
Agricultural	173,534	177,244
Total real estate loans	2,842,255	2,717,384
<b>Consumer:</b>		
Indirect consumer	476,012	438,245
Other consumer	133,039	137,743
Credit card	62,536	60,806
Total consumer loans	671,587	636,794
Commercial	676,544	688,753
Agricultural	111,872	113,627
Other, including overdrafts	1,734	912
Loans held for investment	4,303,992	4,157,470
Mortgage loans held for sale	40,861	66,442
<b>Total loans</b>	<b>\$ 4,344,853</b>	<b>\$ 4,223,912</b>

The Company has lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and internally risk-classified loans.

Real estate loans include construction and permanent financing for both single-family and multi-unit properties, term loans for commercial, agricultural and industrial property and/or buildings and home equity loans and lines of credit secured by real estate. Longer-term residential real estate loans are generally sold in the secondary market. Those residential real estate loans not sold are typically secured by first liens on the financed property and generally mature in less than fifteen years. Home equity loans and lines of credit are typically secured by first or second liens on residential real estate and generally do not exceed a loan to value ratio of 80%. The Company had home equity loans and lines of credit of \$272,415 and \$273,739 as of December 31, 2013 and 2012, respectively. Commercial and agricultural real estate loans are generally secured by first liens on income-producing real estate and generally mature in less than 5 years.

Construction loans are primarily to commercial builders for residential lot development and the construction of single-family residences and commercial real estate properties. Construction loans are generally underwritten pursuant to pre-approved permanent financing. During the construction phase the borrower pays interest only.

Consumer loans include direct personal loans, credit card loans and lines of credit; and indirect dealer loans for the purchase of automobiles, recreational vehicles, boats and other consumer goods. Personal loans and indirect dealer loans are generally secured by automobiles, boats and other types of personal property and are made on an installment basis. Credit cards are offered to individuals in our market areas. Lines of credit are generally floating rate loans that are unsecured or secured by personal property.

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Commercial loans include a mix of variable and fixed rate loans made to small and medium-sized manufacturing, wholesale, retail and service businesses for working capital needs and business expansions. Commercial loans generally include lines of credit, business credit cards and loans with maturities of five years or less. The loans are generally made with business operations as the primary source of repayment, but also include collateralization by inventory, accounts receivable, equipment and/or personal guarantees.

Agricultural loans generally consist of short and medium-term loans and lines of credit that are primarily used for crops, livestock, equipment and general operations. Agricultural loans are ordinarily secured by assets such as livestock or equipment and are repaid from the operations of the farm or ranch. Agricultural loans generally have maturities of five years or less, with operating lines for one production season.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. The following tables present the contractual aging of the Company's recorded investment in past due loans by class as of the period indicated:

As of December 31, 2013	Total Loans				Current Loans	Non-accrual Loans	Total Loans
	30 - 59 Days Past Due	60 - 89 Days Past Due	> 90 Days Past Due	30 or More Days Past Due			
<b>Real estate</b>							
Commercial	\$ 5,924	\$ 2,472	\$ 22	\$ 8,418	\$ 1,391,823	\$ 48,933	\$ 1,449,174
<b>Construction:</b>							
Land acquisition & development	1,062	468	38	1,568	188,074	16,269	205,911
Residential	933	250	—	1,183	73,933	1,372	76,488
Commercial	584	—	—	584	68,427	225	69,236
Total construction loans	2,579	718	38	3,335	330,434	17,866	351,635
Residential	3,630	206	1,162	4,998	856,800	6,114	867,912
Agricultural	328	646	—	974	163,986	8,574	173,534
Total real estate loans	12,461	4,042	1,222	17,725	2,743,043	81,487	2,842,255
<b>Consumer:</b>							
Indirect consumer	3,303	430	9	3,742	471,906	364	476,012
Other consumer	925	130	1	1,056	131,508	475	133,039
Credit card	364	187	515	1,066	61,451	19	62,536
Total consumer loans	4,592	747	525	5,864	664,865	858	671,587
Commercial	2,791	1,186	563	4,540	660,035	11,969	676,544
Agricultural	453	672	—	1,125	110,622	125	111,872
Other, including overdrafts	—	—	—	—	1,734	—	1,734
Loans held for investment	20,297	6,647	2,310	29,254	4,180,299	94,439	4,303,992
Mortgage loans originated for sale	—	—	—	—	40,861	—	40,861
Total loans	\$ 20,297	\$ 6,647	\$ 2,310	\$ 29,254	\$ 4,221,160	\$ 94,439	\$ 4,344,853

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As of December 31, 2012	30 - 59	60 - 89	> 90	Total Loans		Current Loans	Non-accrual Loans	Total Loans
	Days Past Due	Days Past Due	Days Past Due	30 or More Days Past Due				
<b>Real estate</b>								
Commercial	\$ 5,449	\$ 3,163	\$ 2	\$ 8,614	\$ 1,438,142	\$ 50,516	\$ 1,497,272	
<b>Construction:</b>								
Land acquisition & development	3,371	2,121	318	5,810	195,077	19,309	220,196	
Residential	283	—	—	283	46,816	2,175	49,274	
Commercial	—	—	—	—	56,933	8,126	65,059	
Total construction loans	3,654	2,121	318	6,093	298,826	29,610	334,529	
Residential	3,896	969	1,085	5,950	691,963	10,426	708,339	
Agricultural	1,187	—	218	1,405	171,009	4,830	177,244	
Total real estate loans	14,186	6,253	1,623	22,062	2,599,940	95,382	2,717,384	
<b>Consumer:</b>								
Indirect consumer	3,218	512	32	3,762	434,200	283	438,245	
Other consumer	1,044	104	31	1,179	135,574	990	137,743	
Credit card	409	278	392	1,079	59,704	23	60,806	
Total consumer loans	4,671	894	455	6,020	629,478	1,296	636,794	
Commercial	5,463	1,064	216	6,743	671,414	10,596	688,753	
Agricultural	1,710	361	—	2,071	111,031	525	113,627	
Other, including overdrafts	—	—	—	—	912	—	912	
Loans held for investment	26,030	8,572	2,294	36,896	4,012,775	107,799	4,157,470	
Mortgage loans originated for sale	—	—	—	—	66,442	—	66,442	
Total loans	\$ 26,030	\$ 8,572	\$ 2,294	\$ 36,896	\$ 4,079,217	\$ 107,799	\$ 4,223,912	

If interest on non-accrual loans had been accrued, such income would have approximated \$4,630, \$8,537 and \$12,508 during the years ended December 31, 2013, 2012 and 2011, respectively.

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The Company considers impaired loans to include all non-consumer loans risk rated doubtful, loans placed on non-accrual status and accruing and non-accruing loans renegotiated in troubled debt restructurings. The following tables present information on the Company's recorded investment in impaired loans as of dates indicated:

December 31, 2013					
	Unpaid Total Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
<b>Real estate:</b>					
Commercial	\$ 64,780	\$ 29,216	\$ 33,937	\$ 63,153	\$ 5,210
<b>Construction:</b>					
Land acquisition & development	23,906	9,901	7,226	17,127	1,434
Residential	1,816	1,095	277	1,372	26
Commercial	397	279	84	363	85
Total construction loans	26,119	11,275	7,587	18,862	1,545
Residential	9,448	5,081	967	6,048	249
Agricultural	8,895	6,429	2,370	8,799	335
Total real estate loans	109,242	52,001	44,861	96,862	7,339
Commercial	15,448	10,684	2,901	13,585	1,504
Agricultural	177	39	86	125	86
<b>Total</b>	<b>\$ 124,867</b>	<b>\$ 62,724</b>	<b>\$ 47,848</b>	<b>\$ 110,572</b>	<b>\$ 8,929</b>

December 31, 2012					
	Unpaid Total Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
<b>Real estate:</b>					
Commercial	\$ 84,300	\$ 39,049	\$ 34,774	\$ 73,823	\$ 4,112
<b>Construction:</b>					
Land acquisition & development	28,558	15,891	7,173	23,064	1,457
Residential	3,018	1,976	710	2,686	251
Commercial	10,447	7,785	340	8,125	69
Total construction loans	42,023	25,652	8,223	33,875	1,777
Residential	13,271	6,152	4,495	10,647	1,677
Agricultural	5,559	1,834	3,227	5,061	784
Total real estate loans	145,153	72,687	50,719	123,406	8,350
Commercial	12,770	9,036	3,206	12,242	1,919
Agricultural	589	509	28	537	28
<b>Total</b>	<b>\$ 158,512</b>	<b>\$ 82,232</b>	<b>\$ 53,953</b>	<b>\$ 136,185</b>	<b>\$ 10,297</b>



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	December 31, 2011					
	Unpaid Total Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	
<b>Real estate:</b>						
Commercial	\$ 97,745	\$ 62,769	\$ 23,218	\$ 85,987	\$ 6,741	
<b>Construction:</b>						
Land acquisition & development	73,258	22,300	39,131	61,431	12,084	
Residential	13,721	10,427	2,044	12,471	312	
Commercial	26,647	3,510	21,026	24,536	5,042	
Total construction loans	113,626	36,237	62,201	98,438	17,438	
Residential	18,305	2,678	15,626	18,304	3,844	
Agricultural	8,018	7,470	—	7,470	—	
Total real estate loans	237,694	109,154	101,045	210,199	28,023	
Commercial	26,348	7,354	12,284	19,638	4,664	
Agricultural	759	496	263	759	151	
Total	\$ 264,801	\$ 117,004	\$ 113,592	\$ 230,596	\$ 32,838	

The following tables present the average recorded investment in and income recognized on impaired loans for the periods indicated:

	Year Ended December 31,					
	2013		2012		2011	
	Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
<b>Real estate:</b>						
Commercial	\$ 66,330	\$ 1,092	\$ 78,670	\$ 1,339	\$ 85,702	\$ 633
<b>Construction:</b>						
Land acquisition & development	19,523	487	44,457	110	57,675	96
Residential	1,893	—	8,431	4	19,769	384
Commercial	3,936	4	16,401	—	20,676	—
Total construction loans	25,352	491	69,289	114	98,120	480
Residential	8,104	17	13,703	26	15,768	258
Agricultural	8,230	8	6,936	41	6,188	167
Total real estate loans	108,016	1,608	168,598	1,520	205,778	1,538
Commercial	15,047	68	15,741	84	31,490	121
Agricultural	313	16	942	27	907	—
Total	\$ 123,376	\$ 1,692	\$ 185,281	\$ 1,631	\$ 238,175	\$ 1,659

The amount of interest income recognized by the Company within the period that the loans were impaired was primarily related to loans modified in a troubled debt restructuring that remained on accrual status. Interest payments received on non-accrual impaired loans are applied to principal. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. If interest on impaired loans had been accrued, interest income on impaired loans during 2013, 2012 and 2011 would have been approximately \$5,786, \$8,463 and \$12,358, respectively.

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Collateral dependent impaired loans are recorded at the fair value of the underlying collateral determined using discounted cash flows, independent appraisals and management estimates based upon current market conditions. For loans measured under the present value of cash flows method, the change in present value attributable to the passage of time, if applicable, is recognized in the provision for loan losses and thus no interest income is recognized.

Modifications of performing loans are made in the ordinary course of business and are completed on a case-by-case basis as negotiated with the borrower. Loan modifications typically include interest rate changes, interest only periods of less than twelve months, short-term payment deferrals and extension of amortization periods to provide payment relief. A loan modification is considered a troubled debt restructuring if the borrower is experiencing financial difficulties and the Company, for economic or legal reasons, grants a concession to the borrower that it would not otherwise consider. Certain troubled debt restructurings are on non-accrual status at the time of restructuring and may be returned to accrual status after considering the borrower's sustained repayment performance in accordance with the restructuring agreement for a period of at least six months and management is reasonably assured of future performance. If the troubled debt restructuring meets these performance criteria and the interest rate granted at the modification is equal to or greater than the rate that the Company was willing to accept at the time of the restructuring for a new loan with comparable risk, then the loan will return to performing status and the accrual of interest will resume, although they continue to be individually evaluated for impairment and disclosed as impaired loans.

The Company had loans renegotiated in troubled debt restructurings of \$59,792 as of December 31, 2013, of which \$38,011 were included in non-accrual loans and \$21,781 were on accrual status. The Company had loans renegotiated in troubled debt restructurings of \$76,597 as of December 31, 2012, of which \$44,665 were included in non-accrual loans and \$31,932 were on accrual status.

The following table presents information on the Company's troubled debt restructurings that occurred during the periods indicated:

Year Ended December 31, 2013	Number of Notes	Type of Concession				Principal Balance at Restructure Date
		Interest only period	Extension of terms or maturity	Interest rate adjustment	Other	
Real estate:						
Commercial	19	\$ 543	\$ 1,378	\$ 11,420	\$ 2,310	\$ 15,651
Construction:						
Land acquisition & development	8	528	7,308	1,952	—	9,788
Residential	3	—	408	411	—	819
Total construction loans	11	528	7,716	2,363	—	10,607
Residential	5	—	708	—	79	787
Agriculture	1	—	—	188	—	188
Total real estate loans	36	1,071	9,802	13,971	2,389	27,233
Other consumer	1	—	—	27	—	27
Commercial	6	613	178	265	87	1,143
Total	43	\$ 1,684	\$ 9,980	\$ 14,263	\$ 2,476	\$ 28,403

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Year ended December 31, 2012	Number of Notes	Type of Concession				Principal Balance at Restructure Date
		Interest only period	Extension of terms or maturity	Interest rate adjustment	Other	
Real estate:						
Commercial	16	\$ —	\$ 959	\$ 4,504	\$ 8,611	\$ 14,074
Construction:						
Commercial	1	—	—	—	3,155	3,155
Land acquisition & development	5	—	1,000	1,757	623	3,380
Residential	2	—	280	233	—	513
Total construction loans	8	—	1,280	1,990	3,778	7,048
Residential	2	568	25	—	—	593
Agriculture	1	—	154	—	—	154
Total real estate loans	27	568	2,418	6,494	12,389	21,869
Other consumer	1	—	69	—	—	69
Commercial	10	387	217	—	218	822
Total	38	\$ 955	\$ 2,704	\$ 6,494	\$ 12,607	\$ 22,760

Year ended December 31, 2011	Number of Notes	Type of Concession				Principal Balance at Restructure Date
		Interest only period	Extension of terms or maturity	Interest rate adjustment	Other	
Real estate:						
Commercial	60	\$ 23,982	\$ 4,444	\$ 3,131	\$ 7,364	\$ 38,921
Construction:						
Land acquisition & development	9	995	4,124	680	408	6,207
Residential	5	7,749	878	234	—	8,861
Total construction loans	14	8,744	5,002	914	408	15,068
Residential	6	9,771	364	223	590	10,948
Agriculture	7	3,594	517	189	240	4,540
Total real estate loans	87	46,091	10,327	4,457	8,602	69,477
Consumer:						
Indirect consumer	2	—	—	—	29	29
Other consumer	3	17	11	—	50	78
Total consumer loans	5	17	11	—	79	107
Commercial	40	11,727	428	662	2,555	15,372
Agriculture	5	—	24	—	163	187
Total	137	\$ 57,835	\$ 10,790	\$ 5,119	\$ 11,399	\$ 85,143

Other concessions include payment reductions or deferrals for a specified period of time or the extension of amortization schedules. A specific reserve may have been previously recorded for loans modified in troubled debt restructurings that were on non-accrual status or otherwise deemed impaired before the modification. In periods subsequent to modification, the Company continues to evaluate all loans modified in troubled debt restructurings for possible impairment, which is recognized through the allowance for loan losses. Financial effects of modifications may include principal loan forgiveness or other charge-offs directly related to the restructuring.

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The Company had no charge-offs directly related to loans modified in troubled debt restructurings taken at the time of restructuring during 2013, 2012 or 2011.

The Company considers a payment default to occur on loans modified in troubled debt restructurings when the loan is 90 days or more past due or was placed on non-accrual status after the modification. The following table presents information on the Company's troubled debt restructurings within the previous 12 months for which there was a payment default during the period.

As of December 31,	2013		2012		2011	
	Number of Notes	Balance	Number of Notes	Balance	Number of Notes	Balance
<b>Real estate:</b>						
Commercial	1	\$ 135	—	\$ —	9	\$ 2,747
<b>Construction:</b>						
Land acquisition & development	—	—	1	468	1	1,135
Residential	—	—	—	—	1	170
Total construction loans	—	—	1	468	2	1,305
Residential	—	—	2	635	—	—
Agriculture	—	—	—	—	1	33
Total real estate loans	1	135	3	1,103	12	4,085
Commercial	—	—	—	—	6	213
Agricultural	—	—	—	—	2	24
Total	1	\$ 135	3	\$ 1,103	20	\$ 4,322

As of December 31, 2013, and 2012, all of the loans modified in troubled debt restructurings with payment defaults during the previous twelve months were on non-accrual status.

At December 31, 2013, there were no material commitments to lend additional funds to borrowers whose existing loans have been renegotiated or are classified as non-accrual.

As part of the on-going and continuous monitoring of the credit quality of the Company's loan portfolio, management tracks internally assigned risk classifications of loans. The Company adheres to a Uniform Classification System developed jointly by the various bank regulatory agencies to internally risk rate loans. The Uniform Classification System defines three broad categories of criticized assets, which the Company uses as credit quality indicators:

*Other Assets Especially Mentioned* — includes loans that exhibit weaknesses in financial condition, loan structure or documentation, which if not promptly corrected, may lead to the development of abnormal risk elements.

*Substandard* — includes loans that are inadequately protected by the current sound worth and paying capacity of the borrower. Although the primary source of repayment for a Substandard is not currently sufficient; collateral or other sources of repayment are sufficient to satisfy the debt. Continuance of a Substandard loan is not warranted unless positive steps are taken to improve the worthiness of the credit.

*Doubtful* — includes loans that exhibit pronounced weaknesses to a point where collection or liquidation in full, on the basis of currently existing facts, conditions and values, is highly questionable and improbable. Doubtful loans are required to be placed on non-accrual status and are assigned specific loss exposure.

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The following tables present the Company's recorded investment in criticized loans by class and credit quality indicator based on the most recent analysis performed as of the dates indicated:

As of December 31, 2013	Other Assets Especially Mentioned	Substandard	Doubtful	Total Criticized Loans
<b>Real estate:</b>				
Commercial	\$ 79,747	\$ 86,426	\$ 24,840	\$ 191,013
<b>Construction:</b>				
Land acquisition & development	13,211	19,677	7,329	40,217
Residential	1,859	1,649	277	3,785
Commercial	—	409	84	493
Total construction loans	15,070	21,735	7,690	44,495
Residential	7,500	7,188	4,184	18,872
Agricultural	13,597	10,245	2,370	26,212
Total real estate loans	115,914	125,594	39,084	280,592
<b>Consumer:</b>				
Indirect consumer	875	1,524	115	2,514
Other consumer	573	969	268	1,810
Credit card	—	392	2,010	2,402
Total consumer loans	1,448	2,885	2,393	6,726
Commercial	33,318	23,833	3,745	60,896
Agricultural	8,401	1,788	86	10,275
Total	\$ 159,081	\$ 154,100	\$ 45,308	\$ 358,489

As of December 31, 2012	Other Assets Especially Mentioned	Substandard	Doubtful	Total Criticized Loans
<b>Real estate:</b>				
Commercial	\$ 101,936	\$ 135,282	\$ 15,173	\$ 252,391
<b>Construction:</b>				
Land acquisition & development	28,137	25,884	4,739	58,760
Residential	2,531	2,427	1,143	6,101
Commercial	3,000	795	7,383	11,178
Total construction loans	33,668	29,106	13,265	76,039
Residential	9,542	11,680	4,511	25,733
Agricultural	18,490	6,737	3,228	28,455
Total real estate loans	163,636	182,805	36,177	382,618
<b>Consumer:</b>				
Indirect consumer	793	1,764	114	2,671
Other consumer	684	1,395	628	2,707
Credit card	—	415	2,085	2,500
Total consumer loans	1,477	3,574	2,827	7,878
Commercial	42,223	27,184	3,428	72,835
Agricultural	2,596	1,625	28	4,249
Total	\$ 209,932	\$ 215,188	\$ 42,460	\$ 467,580

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The Company maintains a credit review function, which is independent of the credit approval process, to assess assigned internal risk classifications and monitor compliance with internal lending policies and procedures. Written action plans with firm target dates for resolution of identified problems are maintained and reviewed on a quarterly basis for all categories of criticized loans.

**(4) ALLOWANCE FOR LOAN LOSSES**

The following table presents a summary of changes in the allowance for loan losses by portfolio segment:

Year ended December 31, 2013	Real Estate	Consumer	Commercial	Agriculture	Other	Total
<b>Allowance for loan losses:</b>						
Beginning balance	\$ 75,782	\$ 7,141	\$ 17,085	\$ 503	\$ —	\$ 100,511
Provision charged (credited) to operating expense	(7,722)	1,605	41	(49)	—	(6,125)
Less loans charged-off	(10,224)	(4,612)	(5,672)	(5)	—	(20,513)
Add back recoveries of loans previously charged-off	6,087	2,059	3,293	27	—	11,466
Ending balance	\$ 63,923	\$ 6,193	\$ 14,747	\$ 476	\$ —	\$ 85,339
Individually evaluated for impairment	\$ 7,339	\$ —	\$ 1,504	\$ 86	\$ —	\$ 8,929
Collectively evaluated for impairment	56,584	6,193	13,243	390	—	76,410
Ending balance	\$ 63,923	\$ 6,193	\$ 14,747	\$ 476	\$ —	\$ 85,339
<b>Total loans:</b>						
Individually evaluated for impairment	\$ 96,862	\$ —	\$ 13,585	\$ 125	\$ —	\$ 110,572
Collectively evaluated for impairment	2,786,254	671,587	662,959	111,747	1,734	4,234,281
Total loans	\$ 2,883,116	\$ 671,587	\$ 676,544	\$ 111,872	\$ 1,734	\$ 4,344,853
<b>Year ended December 31, 2012</b>						
<b>Allowance for loan losses:</b>						
Beginning balance	\$ 87,396	\$ 8,594	\$ 15,325	\$ 1,266	\$ —	\$ 112,581
Provision charged (credited) to operating expense	28,651	1,922	10,845	(668)	—	40,750
Less loans charged-off	(43,506)	(5,320)	(11,990)	(120)	—	(60,936)
Add back recoveries of loans previously charged-off	3,241	1,945	2,905	25	—	8,116
Ending balance	\$ 75,782	\$ 7,141	\$ 17,085	\$ 503	\$ —	\$ 100,511
Individually evaluated for impairment	\$ 8,350	\$ —	\$ 1,919	\$ 28	\$ —	\$ 10,297
Collectively evaluated for impairment	67,432	7,141	15,166	475	—	90,214
Ending balance	\$ 75,782	\$ 7,141	\$ 17,085	\$ 503	\$ —	\$ 100,511
<b>Total loans:</b>						
Individually evaluated for impairment	\$ 123,406	\$ —	\$ 12,242	\$ 537	\$ —	\$ 136,185
Collectively evaluated for impairment	2,660,420	636,794	676,511	113,090	912	4,087,727
Total loans	\$ 2,783,826	\$ 636,794	\$ 688,753	\$ 113,627	\$ 912	\$ 4,223,912

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Year ended December 31, 2011	Real Estate	Consumer	Commercial	Agriculture	Other	Total
<b>Allowance for loan losses:</b>						
Beginning balance	\$ 84,181	\$ 9,332	\$ 25,354	\$ 1,613	\$ —	\$ 120,480
Provision charged (credited) to operating expense	46,844	3,566	7,959	(218)	—	58,151
Less loans charged-off	(45,764)	(6,043)	(19,332)	(142)	—	(71,281)
Add back recoveries of loans previously charged-off	2,135	1,739	1,344	13	—	5,231
Ending balance	\$ 87,396	\$ 8,594	\$ 15,325	\$ 1,266	\$ —	\$ 112,581
<b>Individually evaluated for impairment</b>						
	\$ 28,023	\$ —	\$ 4,664	\$ 151	\$ —	\$ 32,838
<b>Collectively evaluated for impairment</b>						
	59,373	8,594	10,661	1,115	—	79,743
Ending balance	\$ 87,396	\$ 8,594	\$ 15,325	\$ 1,266	\$ —	\$ 112,581
<b>Total loans:</b>						
Individually evaluated for impairment	\$ 210,199	\$ —	\$ 19,638	\$ 759	\$ —	\$ 230,596
Collectively evaluated for impairment	2,544,495	616,071	673,623	118,951	2,813	3,955,953
Total loans	\$ 2,754,694	\$ 616,071	\$ 693,261	\$ 119,710	\$ 2,813	\$ 4,186,549

The Company performs a quarterly assessment of the adequacy of its allowance for loan losses in accordance with generally accepted accounting principles. The methodology used to assess the adequacy is consistently applied to the Company's loan portfolio and consists of three elements: (1) specific valuation allowances based on probable losses on impaired loans; (2) historical valuation allowances based on loan loss experience for similar loans with similar characteristics and trends; and (3) general valuation allowances determined based on changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, general economic conditions and other qualitative risk factors both internal and external to the Company.

Specific allowances are established for loans where management has determined that probability of a loss exists by analyzing the borrower's ability to repay amounts owed, collateral deficiencies and any relevant qualitative or environmental factors impacting the loan. Historical valuation allowances are determined by applying percentage loss factors to the credit exposures from outstanding loans. For commercial, agricultural and real estate loans, loss factors are applied based on the internal risk classifications of these loans. For consumer loans, loss factors are applied on a portfolio basis. For commercial, agriculture and real estate loans, loss factor percentages are based on a migration analysis of our historical loss experience, designed to account for credit deterioration. For consumer loans, loss factor percentages are based on a one-year loss history. General valuation allowances are determined by evaluating, on a quarterly basis, changes in the nature and volume of the loan portfolio, overall portfolio quality, industry concentrations, current economic and regulatory factors and the estimated impact of current economic, environmental and regulatory conditions on historical loss rates.

**(5) PREMISES AND EQUIPMENT**

Premises and equipment and related accumulated depreciation are as follows:

December 31,	2013	2012
Land	\$ 37,581	\$ 38,917
Buildings and improvements	196,950	195,549
Furniture and equipment	68,870	68,688
	303,401	303,154
Less accumulated depreciation	(123,711)	(115,589)
Premises and equipment, net	\$ 179,690	\$ 187,565

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The Parent Company and a FIB branch office lease premises from an affiliated partnership. See Note 15—Commitments and Contingencies.

**(6) COMPANY-OWNED LIFE INSURANCE**

Company-owned life insurance consists of the following:

December 31,	2013	2012
Key executive, principal shareholder	\$ 3,660	\$ 4,858
Key executive split dollar	4,628	4,538
Group life	113,887	67,333
Total	\$ 122,175	\$ 76,729

The Company maintains key executive life insurance policies on certain principal shareholders. Under these policies, the Company receives benefits payable upon the death of the insured. The net cash surrender value of key executive, principal shareholder insurance policies was \$3,660 and \$4,858 at December 31, 2013 and 2012, respectively.

The Company also has life insurance policies covering selected other key officers. The net cash surrender value of these policies was \$4,628 and \$4,538 at December 31, 2013 and 2012, respectively. Under these policies, the Company receives benefits payable upon death of the insured. An endorsement split dollar agreement has been executed with the selected key officers whereby a portion of the policy death benefit is payable to their designated beneficiaries. The endorsement split dollar agreement will provide post-retirement coverage for those selected key officers meeting specified retirement qualifications. The Company expenses the earned portion of the post-employment benefit through the vesting period.

The Company has group life insurance policies covering selected officers of FIB. The net cash surrender value of these policies was \$113,887 and \$67,333 at December 31, 2013 and 2012, respectively. Under these policies, the Company receives benefits payable upon death of the insured. The Company has entered into either an endorsement split dollar agreement or a survivor income benefit agreement with each insured officer. Under the endorsement split dollar agreements, a portion of the policy death benefit is payable to the insured's designated beneficiary if the insured is employed by the Company at the time of death. Under the survivor income benefit agreements, the Company makes a lump-sum payment to the insured's designated beneficiary if the insured is employed by the Company at the time of death.

**(7) OTHER REAL ESTATE OWNED**

Information with respect to the Company's other real estate owned follows:

Year Ended December 31,	2013	2012	2011
Balance at beginning of year	\$ 32,571	\$ 37,452	\$ 33,632
Additions	11,545	43,541	26,644
Capitalized improvements	65	75	14
Valuation adjustments	(3,512)	(6,724)	(7,464)
Dispositions	(25,165)	(41,773)	(15,374)
Balance at end of year	\$ 15,504	\$ 32,571	\$ 37,452

Write-downs of \$3,512 during 2013 included adjustments of \$1,083 directly related to receipt of updated appraisals and adjustments of \$2,429 based on other sources, including management estimates of the current fair value of properties. Write-downs of \$6,724 during 2012 included adjustments of \$702 directly related to receipt of updated appraisals and adjustments of \$6,022 based on other sources, including management estimates of the current fair value of properties. Write-downs of \$7,464 during 2011 included adjustments of \$4,197 directly related to receipt of updated



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appraisals and adjustments of \$3,267 based on other sources, including management estimates of the current fair value of properties.

**(8) MORTGAGE SERVICING RIGHTS**

Information with respect to the Company's mortgage servicing rights follows:

Year Ended December 31,	2013	2012	2011
Balance at beginning of year	\$ 13,224	\$ 13,450	\$ 13,811
Sales of mortgage servicing rights	—	(735)	—
Originations of mortgage servicing rights	3,581	4,563	2,864
Amortization expense	(2,787)	(3,501)	(3,225)
Write-off of permanent impairment	—	(553)	—
Balance at end of year	14,018	13,224	13,450
Less valuation reserve	(472)	(571)	(1,895)
Balance at end of year	\$ 13,546	\$ 12,653	\$ 11,555
Principal balance of serviced loans underlying mortgage servicing rights	\$ 2,416,621	\$ 2,146,351	\$ 1,803,303
Mortgage servicing rights as a percentage of serviced loans	0.56%	0.59%	0.64%

At December 31, 2013, the estimated fair value and weighted average remaining life of the Company's mortgage servicing rights were \$25,698 and 7.3 years, respectively. The fair value of mortgage servicing rights was determined using discount rates ranging from 9.8% to 21.0% and monthly prepayment speeds ranging from 0.5% to 3.0% depending upon the risk characteristics of the underlying loans. The Company reversed impairment of \$99 and \$771 in 2013 and 2012, respectively, and recorded additional impairment of \$1,275 in 2011. Permanent impairment of \$553 was charged against the carrying value of mortgage servicing rights in 2012. No permanent impairment was recorded in 2013 or 2011.

During 2012, the Company sold mortgage servicing rights with carrying values aggregating \$735. A gain of \$19 on the sale was recorded as other income. In conjunction with the sale, the Company entered into an agreement with the purchaser whereby the Company continues to sub-service the loans underlying the sold mortgage servicing rights.

**(9) DEPOSITS**

Deposits are summarized as follows:

December 31,	2013	2012
Non-interest bearing demand	\$ 1,491,683	\$ 1,495,309
Interest bearing:		
Demand	1,848,806	1,811,905
Savings	1,602,544	1,547,713
Time, \$100 and over	492,051	594,712
Time, other	698,666	790,772
Total interest bearing	4,642,067	4,745,102
Total deposits	\$ 6,133,750	\$ 6,240,411

The Company had no brokered time deposits as of December 31, 2013 and 2012.

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Other time deposits include deposits obtained through the Company's participation in the Certificate of Deposit Account Registry Service ("CDARS"). CDARS deposits totaled \$51,526 and \$72,062 as of December 31, 2013 and 2012, respectively.

Maturities of time deposits at December 31, 2013 are as follows:

	Time, \$100 and Over	Total Time
2014	\$ 325,162	\$ 790,643
2015	77,068	180,871
2016	34,928	82,334
2017	35,652	85,051
2018	19,241	51,818
Total	\$ 492,051	\$ 1,190,717

Interest expense on time deposits of \$100 or more was \$4,880, \$6,951 and \$10,377 for the years ended December 31, 2013, 2012 and 2011, respectively.

**(10) LONG-TERM DEBT AND OTHER BORROWED FUNDS**

A summary of long-term debt follows:

December 31,	2013	2012
<b>Parent Company:</b>		
6.81% subordinated term loan maturing January 9, 2018, principal due at maturity, interest payable quarterly	\$ 20,000	\$ 20,000
<b>Subsidiaries:</b>		
Variable rate subordinated term loan maturing February 28, 2018, principal due at maturity, interest payable quarterly (rate of 2.24% at December 31, 2013)	15,000	15,000
4.86% note payable to FHLB, maturing October 31, 2015	225	425
8.00% capital lease obligation with term ending October 25, 2029	1,692	1,735
Total long-term debt	\$ 36,917	\$ 37,160

Maturities of long-term debt at December 31, 2013 are as follows:

2014	\$ 49
2015	285
2016	65
2017	71
2018	35,077
Thereafter	1,370
Total	\$ 36,917

On January 10, 2008, the Company borrowed \$20,000 on a 6.81% unsecured subordinated term loan maturing January 9, 2018, with interest payable quarterly and principal due at maturity. The unsecured subordinated term loan qualifies as tier 2 capital under regulatory capital adequacy guidelines.

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During February 2008, the Company borrowed \$15,000 on a variable rate unsecured subordinated term loan maturing February 28, 2018, with interest payable quarterly and principal due at maturity. The Company may elect at various dates either prime or LIBOR plus 2.00%. The interest rate on the subordinated term loan was 2.24% as of December 31, 2013. The unsecured subordinated term loan qualifies as tier 2 capital under regulatory capital adequacy guidelines.

The note payable to FHLB is secured by a blanket assignment of the Company's qualifying residential and commercial real estate loans. The Company has available lines of credit with the FHLB of approximately \$683,011, subject to collateral availability. As of December 31, 2013 and 2012, FHLB advances of \$225 and \$425, respectively, were included in long-term debt. As of December 31, 2013 and 2012 there were no short-term advances outstanding with the FHLB.

The Company has a capital lease obligation on a banking office. The balance of the obligation was \$1,692 and \$1,735 as of December 31, 2013 and 2012, respectively. Assets acquired under capital lease, consisting solely of a building and leasehold improvements, are included in premises and equipment and are subject to depreciation.

The Company had other borrowed funds of \$3 and \$32 as of December 31, 2013 and 2012, respectively, consisting of demand notes issued to the United States Treasury, secured by investment securities and bearing no interest.

The Company has federal funds lines of credit with third parties amounting to \$115,000, subject to funds availability. These lines are subject to cancellation without notice. The Company also has a line of credit with the Federal Reserve Bank for borrowings up to \$348,984 secured by a blanket pledge of indirect consumer loans.

**(11) SUBORDINATED DEBENTURES HELD BY SUBSIDIARY TRUSTS**

The Company sponsors six wholly-owned business trusts, Trust I, Trust II, Trust III, Trust IV, Trust V and Trust VI (collectively, the "Trusts"). The Trusts were formed for the exclusive purpose of issuing an aggregate of \$80,000 of 30-year floating rate mandatorily redeemable capital trust preferred securities ("Trust Preferred Securities") to third-party investors. The Trusts also issued, in aggregate, \$2,477 of common equity securities to the Parent Company. Proceeds from the issuance of the Trust Preferred Securities and common equity securities were invested in 30-year junior subordinated deferrable interest debentures ("Subordinated Debentures") issued by the Parent Company.

A summary of Subordinated Debenture issuances follows:

Issuance	Maturity Date	Principal Amount Outstanding as of December 31,	
		2013	2012
October 2007	January 1, 2038	\$ 10,310	\$ 10,310
November 2007	December 15, 2037	15,464	15,464
December 2007	December 15, 2037	20,619	20,619
December 2007	April 1, 2038	15,464	15,464
January 2008	April 1, 2038	10,310	10,310
January 2008	April 1, 2038	10,310	10,310
Total subordinated debentures held by subsidiary trusts		\$ 82,477	\$ 82,477

In October 2007, the Company issued \$10,310 of Subordinated Debentures to Trust II. The Subordinated Debentures bear a cumulative floating interest rate equal to LIBOR plus 2.25% per annum. As of December 31, 2013 the interest rate on the Subordinated Debentures was 2.50%.

In November 2007, the Company issued \$15,464 of Subordinated Debentures to Trust I. The Subordinated Debentures bore interest at a fixed rate of 7.50% for five years after issuance until December 16, 2012, and thereafter at a variable rate equal to LIBOR plus 2.75% per annum. As of December 31, 2013, the interest rate on the Subordinated Debentures was 2.99%.

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In December 2007, the Company issued \$20,619 of Subordinated Debentures to Trust III. The Subordinated Debentures bore interest at a fixed rate of 6.88% for five years after issuance until December 15, 2012, and thereafter at a variable rate equal to LIBOR plus 2.40% per annum. As of December 31, 2013, the interest rate on the Subordinated Debentures was 2.64%.

In December 2007, the Company issued \$15,464 of Subordinated Debentures to Trust IV. The Subordinated Debentures bear a cumulative floating interest rate equal to LIBOR plus 2.70% per annum. As of December 31, 2013 the interest rate on the Subordinated Debentures was 2.95%.

In January 2008, the Company issued \$10,310 of Subordinated Debentures to Trust V. The Subordinated Debentures bore interest at a fixed rate of 6.78% for five years after issuance until April 1, 2013, and thereafter at a variable rate equal to LIBOR plus 2.75% per annum. As of December 31, 2013 the interest rate on the Subordinated Debentures was 3.00%.

In January 2008, the Company issued \$10,310 of Subordinated Debentures to Trust VI. The Subordinated Debentures bear a cumulative floating interest rate equal to LIBOR plus 2.75% per annum. As of December 31, 2013, the interest rate on the Subordinated Debentures was 3.00%.

The Subordinated Debentures are unsecured with interest distributions payable quarterly. The Company may defer the payment of interest at any time provided that the deferral period does not extend past the stated maturity. During any such deferral period, distributions on the Trust Preferred Securities will also be deferred and the Company's ability to pay dividends on its common and preferred shares is restricted. The Subordinated Debentures may be redeemed, subject to approval by the Federal Reserve Bank, at the Company's option on or after five years from the date of issue, or at any time in the event of unfavorable changes in laws or regulations. Debt issuance costs consisting primarily of underwriting discounts and professional fees were capitalized and are being amortized through maturity to interest expense using the straight-line method, which approximates level yield.

The terms of the Trust Preferred Securities are identical to those of the Subordinated Debentures. The Trust Preferred Securities are subject to mandatory redemption upon repayment of the Subordinated Debentures at their stated maturity dates or earlier redemption in an amount equal to their liquidation amount plus accumulated and unpaid distributions to the date of redemption. The Company guarantees the payment of distributions and payments for redemption or liquidation of the Trust Preferred Securities to the extent of funds held by the Trusts.

Subject to certain limitations, the Trust Preferred Securities qualify as tier 1 capital of the Parent Company under the Federal Reserve Board's capital adequacy guidelines. Proceeds from the issuance of the Trust Preferred Securities were used to fund acquisitions.

On June 26, 2012, the Company redeemed \$41,238 of Subordinated Debentures bearing a cumulative floating interest rate equal to LIBOR plus 3.15% per annum. The redemption price of \$41,238 was equal to the \$1 liquidation amount of each debenture plus all accrued and unpaid distributions to the date of redemption. Unamortized issuance costs of \$428 were charged to other expense on the date of redemption. The redemption of the Subordinated Debentures caused a mandatory redemption of \$40,000 of Trust Preferred Securities and \$1,238 of common equity securities.

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**(12) CAPITAL STOCK AND DIVIDEND RESTRICTIONS**

As of December 31, 2012, the Company had 5,000 shares of 6.75% Series A noncumulative redeemable preferred stock ("Series A Preferred Stock") issued with an aggregate value of \$50,000. The Series A Preferred Stock ranked senior to the Company's common stock with respect to dividend and liquidation rights and had no voting rights. Holders of the Series A Preferred Stock were entitled to receive, if and when declared, noncumulative dividends at an annual rate of \$675 per share, based on a 360 day year. The Company redeemed all of the Series A Preferred Stock on January 18, 2013 at an aggregate redemption price of \$50,150, or \$10,000 per share plus all accrued and unpaid dividends. Upon notice to holders of the redemption in December 2012, the Series A Preferred Stock was reclassified from stockholders' equity to a liability.

The Company's authorized common stock consists of 200,000,000 shares, of which, 100,000,000 shares are designated as Class A common stock and 100,000,000 are designated as Class B common stock. The Class A common stock has one vote per share. The Class B common stock has five votes per share and is convertible to Class A common stock on a share-for-share basis at any time.

The Company had 19,868,018 shares of Class A common stock and 24,287,045 shares of Class B common stock outstanding as of December 31, 2013. The Company had 17,635,369 shares of Class A common stock and 25,654,954 shares of Class B common stock outstanding as of December 31, 2012.

The payment of dividends by subsidiary banks is subject to various federal and state regulatory limitations. In general, a bank is limited, without the prior consent of its regulators, to paying dividends that do not exceed current year net profits together with retained earnings from the two preceding calendar years. The Company's debt instruments also include limitations on the payment of dividends.

**(13) EARNINGS PER COMMON SHARE**

Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period presented, excluding unvested restricted stock. Diluted earnings per share is calculated by dividing net income by the weighted average number of common shares determined for the basic earnings per share computation plus the dilutive effects of stock-based compensation using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per common share:

Year Ended December 31,	2013	2012	2011
Net income	\$ 86,136	\$ 58,224	\$ 44,546
Less preferred stock dividends	—	3,300	3,422
Net income available to common shareholders, basic and diluted	\$ 86,136	\$ 54,924	\$ 41,124
Weighted average common shares outstanding for basic earnings per share computation	43,566,681	42,965,987	42,749,526
Dilutive effects of stock-based compensation	477,921	126,991	97,670
Weighted average common shares outstanding for diluted earnings per common share computation	44,044,602	43,092,978	42,847,196
Basic earnings per common share	\$ 1.98	\$ 1.28	\$ 0.96
Diluted earnings per common share	\$ 1.96	\$ 1.27	\$ 0.96

The Company had 21,372, 2,427,823 and 2,865,832 stock options outstanding as of December 31, 2013, 2012 and 2011, respectively, that were not included in the computation of diluted earnings per common share because their effect would be anti-dilutive. The Company had 37,734, 41,240 and 9,427 shares of unvested restricted stock as of December 31, 2013, 2012 and 2011, respectively, that were not included in the computation of diluted earnings per common share because performance conditions for vesting had not been met.

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**(14) REGULATORY CAPITAL**

The Company is subject to the regulatory capital requirements administered by federal banking regulators and the Federal Reserve. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Parent Company, like all bank holding companies, is not subject to the prompt corrective action provisions. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and tier 1 capital to risk-weighted assets, and of tier 1 capital to average assets, as defined in the regulations. As of December 31, 2013, the Company exceeded all capital adequacy requirements to which it is subject.

The Company's actual capital amounts and ratios and selected minimum regulatory thresholds and prompt corrective action provisions as of December 31, 2013 and 2012 are presented in the following table:

	Actual		Adequately Capitalized		Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>December 31, 2013</i>						
Total risk-based capital:						
Consolidated	\$ 829,443	16.8%	\$ 396,210	8.0%	NA	NA
FIB	723,955	14.7	394,038	8.0	\$ 492,548	10.0%
Tier 1 risk-based capital:						
Consolidated	739,246	14.9	198,105	4.0	NA	NA
FIB	650,093	13.2	197,019	4.0	\$ 295,529	6.0
Leverage capital ratio:						
Consolidated	739,246	10.1	293,414	4.0	NA	NA
FIB	650,093	8.9	292,199	4.0	\$ 365,248	5.0

	Actual		Adequately Capitalized		Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>December 31, 2012</i>						
Total risk-based capital:						
Consolidated	\$ 748,431	15.6%	\$ 384,014	8.0%	NA	NA
FIB	697,695	14.6	382,245	8.0	\$ 477,806	10.0%
Tier 1 risk-based capital:						
Consolidated	652,929	13.6	192,007	4.0	NA	NA
FIB	622,466	13.0	191,122	4.0	\$ 286,683	6.0
Leverage capital ratio:						
Consolidated	652,929	8.8	296,559	4.0	NA	NA
FIB	622,466	8.4	296,061	4.0	\$ 370,077	5.0

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In the normal course of business, the Company is involved in various claims and litigation. In the opinion of management, following consultation with legal counsel, the ultimate liability or disposition thereof is not expected to have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

The Company had commitments under construction contracts of \$3,062 as of December 31, 2013.

The Company leases certain premises and equipment from third parties under operating leases. Total rental expense to third parties was \$1,403 in 2013, \$1,423 in 2012 and \$2,030 in 2011.

The total future minimum rental commitments, exclusive of maintenance and operating costs, required under operating leases that have initial or remaining noncancelable lease terms in excess of one year at December 31, 2013, are as follows:

	Third Parties	Related Partnership	Total
For the year ending December 31:			
2014	\$ 1,145	\$ 2,016	\$ 3,161
2015	1,144	1,589	2,733
2016	1,036	309	1,345
2017	706	204	910
2018	511	75	586
Thereafter	3,660	—	3,660
Total	\$ 8,202	\$ 4,193	\$ 12,395

The Parent Company and the Billings office of FIB are the anchor tenants in a building owned by a partnership in which FIB is one of two partners, and has a 50% partnership interest.

In conjunction with the sale of its Class B shares of Visa, Inc. common stock ("Visa common shares") in 2009, the Company entered into a derivative contract with the purchaser whereby the Company will make or receive payments based on subsequent changes in the conversion rate of Class B Visa common shares in Class A Visa common shares. The conversion rate is dependent upon the resolution of certain specifically defined litigation against Visa, U.S.A.. On December 13, 2013, the court granted final approval of a settlement agreement resolving all claims associated with the specifically defined litigation. As of December 31, 2013, and 2012, all estimated amounts due under the derivative liability contract were paid.

Residential mortgage loans sold to investors in the secondary market are sold with varying recourse provisions. Essentially all of the loan sales agreements require the repurchase of a mortgage loan by the seller in situations such as breach of representation, warranty or covenant; untimely document delivery; false or misleading statements; failure to obtain certain certificates or insurance; unmarketability; etc. Certain loan sales agreements contain repurchase requirements based on payment-related defects that are defined in terms of the number of days or months since the purchase, the sequence number of the payment, and/or the number of days of payment delinquency. Based on the specific terms stated in the agreements, the Company had \$5,871 and \$19,877 of sold residential mortgage loans with recourse provisions still in effect as of December 31, 2013 and 2012, respectively. The Company did not repurchase any significant amount of loans from secondary market investors under the terms of loan sales agreements during the years ended December 31, 2013, 2012 and 2011. In the opinion of management, the risk of recourse and the subsequent requirement of loan repurchase to the Company is not significant, and accordingly no liabilities have been established related to such. In addition, the Company made various representations and warranties associated with the sale of loans. The Company has not incurred significant losses resulting from these provisions.

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**(16) FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK**

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of amounts recorded in the consolidated balance sheet. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies but may include accounts receivable, inventory, premises and equipment, and income-producing commercial properties.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the commitment contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Generally, commitments to extend credit are subject to annual renewal. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Commitments to extend credit to borrowers approximated \$1,238,269 at December 31, 2013, which included \$401,021 on unused credit card lines and \$304,789 with commitment maturities beyond one year. Commitments to extend credit to borrowers approximated \$1,144,695 at December 31, 2012, which included \$337,532 on unused credit card lines and \$253,130 with commitment maturities beyond one year.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Most commitments extend for no more than two years and are generally subject to annual renewal. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. At December 31, 2013 and 2012, the Company had outstanding stand-by letters of credit of \$53,508 and \$66,702, respectively. The estimated fair value of the obligation undertaken by the Company in issuing standby letters of credit is included in accounts payable and accrued expenses in the Company's consolidated balance sheets.

**(17) INCOME TAXES**

Income tax expense consists of the following:

Year ended December 31,	2013	2012	2011
<b>Current:</b>			
Federal	\$ 30,757	\$ 18,458	\$ 16,451
State	4,533	2,818	2,759
Total current	35,290	21,276	19,210
<b>Deferred:</b>			
Federal	10,056	7,697	2,131
State	1,220	1,065	274
Total deferred	11,276	8,762	2,405
<b>Total income tax expense</b>	<b>\$ 46,566</b>	<b>\$ 30,038</b>	<b>\$ 21,615</b>

Total income tax expense differs from the amount computed by applying the statutory federal income tax rate of 35 percent in 2013, 2012 and 2011 to income before income taxes as a result of the following:

Year ended December 31,	2013	2012	2011
Tax expense at the statutory tax rate	\$ 46,446	\$ 30,892	\$ 23,156
Increase (decrease) in tax resulting from:			
Tax-exempt income	(3,620)	(3,498)	(3,578)
State income tax, net of federal income tax benefit	3,741	2,524	1,972
Other, net	(1)	120	65
Tax expense at effective tax rate	\$ 46,566	\$ 30,038	\$ 21,615



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The tax effects of temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities that give rise to significant portions of the net deferred tax asset (liability) relate to the following:

December 31,	2013	2012
<b>Deferred tax assets:</b>		
Loans, principally due to allowance for loan losses	\$ 30,903	\$ 38,688
Investment securities, unrealized losses	9,473	—
Employee benefits	6,813	7,041
Other real estate owned write-downs and carrying costs	4,731	6,850
Deferred gain on sale of subsidiary	484	750
Deferred revenue on contract	545	—
Other	299	385
<b>Deferred tax assets</b>	<b>53,248</b>	<b>53,714</b>
<b>Deferred tax liabilities:</b>		
Fixed assets, principally differences in bases and depreciation	(4,227)	(4,711)
Investment securities, unrealized gains	—	(11,360)
Investment in joint venture partnership, principally due to differences in depreciation of partnership assets	(700)	(782)
Prepaid amounts	(1,247)	(1,052)
Government agency stock dividends	(1,965)	(2,060)
Goodwill and core deposit intangibles	(28,167)	(25,815)
Mortgage servicing rights	(4,337)	(4,418)
Other	(451)	(919)
<b>Deferred tax liabilities</b>	<b>(41,094)</b>	<b>(51,117)</b>
<b>Net deferred tax assets</b>	<b>\$ 12,154</b>	<b>\$ 2,597</b>

The Company had a current net income tax receivable of \$2,968 at December 31, 2013 and income tax payable of \$3,691 at December 31, 2012, which are included in accounts payable and accrued expenses.

**(18) STOCK-BASED COMPENSATION**

The Company has equity awards outstanding under two stock-based compensation plans; the 2006 Equity Compensation Plan (the “2006 Plan”) and the 2001 Stock Option Plan. These plans were primarily established to enhance the Company’s ability to attract, retain and motivate employees. The Company’s Board of Directors or, upon delegation, the Compensation Committee of the Board of Directors (“Compensation Committee”) has exclusive authority to select employees, advisors and others, including directors, to receive awards and to establish the terms and conditions of each award made pursuant to the Company’s stock-based compensation plans.

The 2006 Plan, approved by the Company’s shareholders in May 2006, was established to consolidate into one plan the benefits available under the 2001 Stock Option Plan and all other then existing share-based award plans (collectively, the “Previous Plans”). The Previous Plans continue with respect to awards made prior to May 2006. All shares of common stock available for future grant under the Previous Plans were transferred into the 2006 Plan. At December 31, 2013, there were 647,313 common shares available for future grant under the 2006 Plan. All awards granted subsequent to March 29, 2010 are for shares of Class A common stock. All awards granted prior to March 29, 2010 are for shares of Class B common stock.

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**Stock Options.** All options granted have an exercise price equal to fair market value, which is currently defined as the closing sales price for the stock as quoted on the NASDAQ Stock Market for the last market trading day preceding the date that the Company's Board of Directors awards the benefit. Options may be subject to vesting as determined by the Company's Board of Directors or Compensation Committee, and can be exercised for periods of up to ten years from the date of grant.

Compensation expense related to stock option awards of \$1,390, \$1,276 and \$915 was included in benefits on the Company's consolidated income statements for the years ended December 31, 2013, 2012 and 2011, respectively. Related income tax benefits recognized for the years ended December 31, 2013, 2012 and 2011 were \$531, \$488 and \$349, respectively.

The weighted average grant date fair value of options granted was \$3.54, \$4.06 and \$4.30 during the years ended December 31, 2013, 2012 and 2011, respectively. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the option pricing model for the periods indicated:

Years ended December 31,	2013	2012	2011
Expected volatility	30.61%	37.46%	36.36%
Expected dividend yield	3.00%	3.35%	3.17%
Risk-free interest rate	0.88%	1.99%	3.05%
Expected life of options (in years)	5.52	7.85	7.97

Expected dividend yield is based on the Company's annualized expected dividends per share divided by the average common stock price. Risk-free interest rate is based on the U.S. treasury constant maturity yield for treasury securities with maturities approximating the expected life of the options granted on the date of grant. The expected life of options is based on the Company's historical exercise and post-vesting termination behaviors. Beginning in 2013, the Company used its own historical volatility of common stock for the expected volatility assumption. Prior to that and subsequent to the Company's initial public offering ("IPO"), which concluded on March 29, 2010, the Company expected the historical volatility of its common stock would not be indicative of future volatility. As such, in 2012 and 2011 the Company estimated expected volatility based on the share price volatility of a peer group of publicly-traded regional banks of similar size and performance as the Company over the expected life of options.

The following table summarizes stock option activity under the Company's active stock option plans for the year ended December 31, 2013:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contract Life
Outstanding options, beginning of year	3,373,655	\$ 16.60	
Granted	450,633	17.37	
Exercised	(1,166,507)	15.42	
Forfeited	(26,911)	15.74	
Expired	(107,277)	18.70	
Outstanding options, end of year	2,523,593	\$ 17.20	4.98 years
Outstanding options exercisable, end of year	1,789,687	\$ 17.67	4.21 years

The total intrinsic value of fully-vested stock options outstanding as of December 31, 2013 was \$19,145. The total intrinsic value of options exercised was \$7,108, \$1,158 and \$764 during the years ended December 31, 2013, 2012 and 2011, respectively. The actual tax benefit realized for the tax deduction from option exercises totaled \$1,963, \$397 and \$285 for the years ended December 31, 2013, 2012 and 2011, respectively. The Company received cash of \$9,271, \$1,612 and \$385 from stock option exercises during the years ended December 31, 2013, 2012 and 2011, respectively.

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The Company redeemed common stock with aggregate values of \$8,721, \$2,675 and \$2,381 tendered in payment for stock option exercises during the years ended December 31, 2013, 2012 and 2011, respectively.

Information with respect to the Company's nonvested stock options as of and for the year ended December 31, 2013 follows:

	Number of Shares	Weighted- Average Grant Date Fair Value
Nonvested stock options, beginning of year	617,214	\$ 4.20
Granted	450,633	3.54
Vested	(307,030)	4.28
Forfeited	(26,911)	3.82
Nonvested stock options, end of year	733,906	\$ 3.78

As of December 31, 2013, there was \$1,602 of unrecognized compensation cost related to nonvested stock options granted under the Company's active stock option plans. That cost is expected to be recognized over a weighted-average period of 1.58 years. The total fair value of shares vested during 2013 was \$1,306.

**Restricted Stock Awards.** Common stock issued under the Company's restricted stock plan may not be sold or otherwise transferred until restrictions have lapsed or performance objectives have been obtained. During the vesting periods, participants have voting rights and receive dividends on the restricted shares. Upon termination of employment, common shares upon which restrictions have not lapsed must be returned to the Company.

Based on the substantive terms of each award, restricted shares are classified as equity or liability awards. The fair value of equity-classified restricted stock awards is being amortized as compensation expense on a straight-line basis over the period restrictions lapse or performance goals are met. Compensation cost for liability-classified awards is expensed each period from the date of grant to the measurement date based on the fair value of the Company's common stock at the end of each period. Compensation expense related to restricted stock awards of \$1,546, \$1,209 and \$991 was included in benefits on the Company's consolidated statements of income for the years ended December 31, 2013, 2012 and 2011, respectively. Related income tax benefits recognized for the years ended December 31, 2013, 2012 and 2011 were \$591, \$462 and \$379, respectively.

The following table presents information regarding the Company's restricted stock as of December 31, 2013:

	Number of Shares	Weighted- Average Measurement Date Fair Value
Restricted stock, beginning of year	230,730	\$ 14.38
Granted	120,873	17.72
Vested	(94,946)	14.51
Forfeited	(12,198)	15.35
Canceled	(18,934)	14.20
Restricted stock, end of year	225,525	\$ 16.08

During 2013, the Company issued 120,873 restricted common shares. The 2013 restricted share awards included 20,520 performance restricted shares of which 6,840 vest in varying percentages upon achievement of defined return on asset performance goals, 6,840 vest in varying percentages upon achievement of defined return on equity performance goals and 6,840 vest in varying percentages upon achievement of defined total return to shareholder goals. Vesting of the performance restricted shares is also contingent on employment as of December 31, 2015.

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Additionally, 100,353 time-restricted shares were issued during 2013 that vest one-third on each annual anniversary of the grant date through February 15, 2016, contingent on continued employment through the vesting date.

As of December 31, 2013, there was \$2,298 of unrecognized compensation cost related to nonvested restricted stock awards expected to be recognized over a period of 1.53 years.

**(19) EMPLOYEE BENEFIT PLANS**

**Profit Sharing Plan.** The Company has a noncontributory profit sharing plan. All employees, other than temporary employees, working 20 hours or more per week are eligible to participate in the profit sharing plan. The Company's Board of Directors authorize contributions to the profit sharing plan that are not to exceed, on an individual basis, the lesser of 100% of compensation or \$40 annually. Participants become 100% vested upon the completion of three years of vesting service. The Company accrued contribution expense for this plan of \$1,555, \$2,063 and \$1,480 in 2013, 2012 and 2011, respectively.

**Savings Plan.** In addition, the Company has a contributory employee savings plan. Eligibility requirements for this plan are the same as those for the profit sharing plan discussed in the preceding paragraph. Employee participation in the plan is at the option of the employee. The Company contributes \$1.25 for each \$1.00 of employee contributions up to 4% of the participating employee's compensation. The Company accrued contribution expense for this plan of \$4,067, \$4,034 and \$3,905 in 2013, 2012 and 2011, respectively.

**Postretirement Healthcare Plan.** The Company sponsors a contributory defined benefit healthcare plan (the "Plan") for active employees and employees and directors retiring from the Company at the age of at least 55 years and with at least 15 years of continuous service. Retired Plan participants contribute the full cost of benefits based on the average per capita cost of benefit coverage for both active employees and retired Plan participants.

The Plan's unfunded benefit obligation of \$4,870 and \$4,432 as of December 31, 2013 and 2012, respectively, is included in accounts payable and accrued expenses in the Company's consolidated balance sheets. Net periodic benefit costs of \$571, \$561 and \$507 for the years ended December 31, 2013, 2012 and 2011, respectively, are included in employee benefits expense in the Company's consolidated statements of income.

Weighted average actuarial assumptions used to determine the postretirement benefit obligation at December 31, 2013 and 2012, and the net periodic benefit costs for the year then ended, included a discount rate of 4.3% and a 5.0% annual increase in the per capita cost of covered healthcare benefits. The estimated effect of a one percent increase or a one percent decrease in the assumed healthcare cost trend rate would not significantly impact the service and interest cost components of the net periodic benefit cost or the accumulated postretirement benefit obligation. Future benefit payments are expected to be \$175, \$163, \$149, \$181, \$213 and \$1,252 for 2014, 2015, 2016, 2017, 2018, and 2019 through 2023, respectively.

At December 31, 2013, the Company had accumulated other comprehensive loss related to the Plan of \$2,412, or \$1,463 net of related income tax benefit, comprised of net actuarial losses of \$2,045 and unamortized transition asset of \$367. The Company estimates \$147 will be amortized from accumulated other comprehensive loss into net period benefit costs in 2014.

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**(20) OTHER COMPREHENSIVE INCOME**

The gross amounts of each component of other comprehensive income and the related tax effects for the periods indicated are as follows:

Year ended December 31, 2013	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount
<b>Investment securities available-for sale:</b>			
Change in net unrealized gain during period	\$ (52,949)	\$ (20,835)	\$ (32,114)
Reclassification adjustment for net gains included in net income	(1)	—	(1)
Unamortized premium on available-to-sale securities transferred into held-for-maturity	—	—	—
<b>Defined benefits post-retirement benefit plan:</b>			
Change in net actuarial loss	137	54	83
<b>Total other comprehensive loss</b>	<b>\$ (52,813)</b>	<b>\$ (20,781)</b>	<b>\$ (32,032)</b>

Year ended December 31, 2012	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount
<b>Investment securities available-for sale:</b>			
Change in net unrealized gain during period	\$ (4,648)	\$ (1,829)	\$ (2,819)
Reclassification adjustment for net gains included in net income	(348)	(137)	(211)
Unamortized premium on available-to-sale securities transferred into held-for-maturity	56	22	34
<b>Defined benefits post-retirement benefit plan:</b>			
Change in net actuarial loss	(77)	(30)	(47)
<b>Total other comprehensive loss</b>	<b>\$ (5,017)</b>	<b>\$ (1,974)</b>	<b>\$ (3,043)</b>

Year ended December 31, 2011	Before Tax Amount	Tax Expense (Benefit)	Net of Tax Amount
<b>Investment securities available-for sale:</b>			
Change in net unrealized gain during period	\$ 17,168	\$ 6,899	\$ 10,269
Reclassification adjustment for net gains included in net income	(1,544)	(620)	(924)
Unamortized premium on available-to-sale securities transferred into held-for-maturity	389	156	233
<b>Defined benefits post-retirement benefit plan:</b>			
Change in net actuarial loss	135	54	81
<b>Total other comprehensive income</b>	<b>\$ 16,148</b>	<b>\$ 6,489</b>	<b>\$ 9,659</b>

The components of accumulated other comprehensive income, net of income taxes, are as follows:

Year ended December 31,	2013	2012
Net unrealized gain on investment securities available-for-sale	\$ (14,578)	\$ 17,537
Net actuarial loss on defined benefit post-retirement benefit plans	(1,463)	(1,546)
<b>Net accumulated other comprehensive income (loss)</b>	<b>\$ (16,041)</b>	<b>\$ 15,991</b>

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The Company transferred loans of \$11,545, \$43,541 and \$26,644 to other real estate owned in 2013, 2012 and 2011, respectively.

The Company transferred internally originated mortgage servicing assets of \$3,581, \$4,563 and \$2,864 from loans to mortgage servicing assets in 2013, 2012 and 2011, respectively.

The Company transferred real property pending disposal of \$1,448 and \$566 to other assets in 2013 and 2012, respectively.

The Company reclassified tax credit investments of \$429 from held-to-maturity investment securities to other assets during 2013.

During 2012, the Company reclassified \$50,000 of perpetual preferred stock pending redemption from equity to a liability.

The Company transferred accrued liabilities of \$216 to common stock in conjunction with the vesting of liability-classified non-vested stock awards during 2011.

**(22) CONDENSED FINANCIAL INFORMATION (PARENT COMPANY ONLY)**

Following is condensed financial information of First Interstate BancSystem, Inc.

December 31,	2013	2012
<i>Condensed balance sheets:</i>		
Cash and cash equivalents	\$ 105,274	\$ 95,407
Investment in subsidiaries, at equity:		
Bank subsidiary	793,892	802,270
Nonbank subsidiaries	1,980	1,969
Total investment in subsidiaries	795,872	804,239
Advances from subsidiaries, net	—	697
Other assets	26,809	25,815
<b>Total assets</b>	<b>\$ 927,955</b>	<b>\$ 926,158</b>
Other liabilities	\$ 17,602	\$ 22,495
Advances to subsidiaries, net	6,295	—
Long-term debt	20,000	20,000
Preferred stock pending redemption	—	50,000
Subordinated debentures held by subsidiary trusts	82,477	82,477
Total liabilities	126,374	174,972
Stockholders' equity	801,581	751,186
<b>Total liabilities and stockholders' equity</b>	<b>\$ 927,955</b>	<b>\$ 926,158</b>

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Years Ended December 31,	2013	2012	2011
<i>Condensed statements of income:</i>			
Dividends from subsidiaries	\$ 71,400	\$ 40,000	\$ 30,000
Other interest income	34	92	118
Other income, primarily management fees from subsidiaries	12,809	10,042	10,617
<b>Total income</b>	<b>84,243</b>	<b>50,134</b>	<b>40,735</b>
Salaries and benefits	15,914	13,205	13,975
Interest expense	4,098	6,691	7,273
Other operating expenses, net	7,546	7,150	6,903
<b>Total expenses</b>	<b>27,558</b>	<b>27,046</b>	<b>28,151</b>
Earnings before income tax benefit	56,685	23,088	12,584
Income tax benefit	(5,703)	(6,222)	(6,518)
Income before undistributed earnings of subsidiaries	62,388	29,310	19,102
Undistributed earnings of subsidiaries	23,748	28,914	25,444
<b>Net income</b>	<b>\$ 86,136</b>	<b>\$ 58,224</b>	<b>\$ 44,546</b>

Years Ended December 31,	2013	2012	2011
<i>Condensed statements of cash flows:</i>			
Cash flows from operating activities:			
Net income	\$ 86,136	\$ 58,224	\$ 44,546
Adjustments to reconcile net income to cash provided by operating activities:			
Undistributed earnings of subsidiaries	(23,748)	(28,914)	(25,444)
Stock-based compensation expense	2,936	2,485	2,111
Tax benefits from stock-based compensation	1,898	360	204
Excess tax benefits from stock-based compensation	(2,031)	(273)	(124)
Other, net	(5,804)	3,327	2,600
<b>Net cash provided by operating activities</b>	<b>59,387</b>	<b>35,209</b>	<b>23,893</b>
Cash flows from investing activities:			
Capital expenditures, net of sales	—	1	(3)
<b>Net cash provided by (used in) investing activities</b>	<b>\$ —</b>	<b>\$ 1</b>	<b>\$ (3)</b>

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Years Ended December 31,	2013	2012	2011
<i>Condensed statements of cash flows (continued):</i>			
Cash flows from financing activities:			
Net (decrease) increase in advances from nonbank subsidiaries	\$ 6,992	\$ (2,838)	\$ (2,913)
Redemption of preferred stock	(50,000)	—	—
Repayment of junior subordinated debentures held by subsidiary trusts	—	(41,238)	—
Proceeds from issuance of common stock	9,814	1,911	385
Excess tax benefits from stock-based compensation	2,031	273	124
Purchase and retirement of common stock	(448)	(263)	(248)
Dividends paid to common stockholders	(17,909)	(26,208)	(19,233)
Dividends paid to preferred stockholders	—	(3,300)	(3,422)
Net cash used in financing activities	(49,520)	(71,663)	(25,307)
Net change in cash and cash equivalents	9,867	(36,453)	(1,417)
Cash and cash equivalents, beginning of year	95,407	131,860	133,277
Cash and cash equivalents, end of year	\$ 105,274	\$ 95,407	\$ 131,860

*Noncash Investing and Financing Activities* — During 2012, the Company reclassified \$50,000 of perpetual preferred stock pending redemption from equity to a liability. The Company transferred accrued liabilities of \$216 to common stock in conjunction with the vesting of liability-classified non-vested stock awards during 2011.

**(23) FAIR VALUE MEASUREMENTS**

Financial assets and financial liabilities measured at fair value on a recurring basis are as follows:

As of December 31, 2013	Balance	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>Investment securities available-for-sale:</i>				
Obligations of U.S. government agencies	\$ 763,238	\$ —	\$ 763,238	\$ —
U.S. agency mortgage-backed securities & collateralized mortgage obligations	1,184,053	—	1,184,053	—
Private mortgage-backed securities	415	—	415	—
Mortgage servicing rights	25,698	—	25,698	—



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As of December 31, 2012	Balance	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Investment securities available-for-sale:</b>				
Obligations of U.S. government agencies	\$ 754,856	\$ —	\$ 754,856	\$ —
U.S. agency mortgage-backed securities & collateralized mortgage obligations	1,239,851	—	1,239,851	—
Private mortgage-backed securities	551	—	551	—
Mortgage servicing rights	16,373	—	16,373	—

During the twelve months ended December 31, 2012, the Company remitted all cash payments due under a derivative liability contract, which was measured at fair value on a recurring basis using significant unobservable (Level 3) inputs. No additional amounts were due under the derivative liability contract as of December 31, 2013 or 2012.

The methodologies used by the Company in determining the fair values of each class of financial instruments are based primarily on the use of independent, market-based data to reflect a value that would be reasonably expected in an orderly transaction between market participants at the measurement date. The Company obtains fair value measurements for investment securities from an independent pricing service and evaluates mortgage servicing rights for impairment using an independent valuation service. The vendors chosen by the Company are widely recognized vendors whose evaluations support the pricing functions of financial institutions, investment and mutual funds, and portfolio managers. The Company has documented and evaluated the pricing methodologies used by the vendors and maintains internal processes that regularly test valuations. These internal processes include obtaining and reviewing available reports on internal controls, evaluating the prices for reasonableness given market changes, obtaining and evaluating the inputs used in the model for a sample of securities, investigating anomalies and confirming determinations through discussions with the vendor. For investment securities, if needed, a broker may be utilized to determine the reported fair value. Further details on the methods used to estimate the fair value of each class of financial instruments above are discussed below:

*Investment Securities Available-for-Sale.* The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the investment's terms and conditions, among other things.

*Mortgage Servicing Rights.* Mortgage servicing rights are initially recorded at fair value based on comparable market quotes and are amortized in proportion to and over the period of estimated net servicing income. Mortgage servicing rights are evaluated quarterly for impairment using an independent valuation service. The valuation service utilizes discounted cash flow modeling techniques, which consider observable data that includes market consensus prepayment speeds and the predominant risk characteristics of the underlying loans including loan type, note rate and loan term. Management believes the significant inputs utilized in the valuation model are observable in the market.

Additionally, from time to time, certain assets are measured at fair value on a non-recurring basis. Adjustments to fair value generally result from the application of lower-of-cost-or-market accounting or write-downs of individual assets due to impairment.

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The following table presents information about the Company's assets and liabilities measured at fair value on a non-recurring basis.

As of December 31, 2013	Total	Fair Value Measurements at Reporting Date Using			Total Gains (Losses)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans	\$ 57,302	\$ —	\$ —	\$ 57,302	\$ (23,224)
Other real estate owned	8,502	—	—	8,502	(14,441)
Long-lived assets to be disposed of by sale	1,186	—	—	1,186	(599)

As of December 31, 2012	Total	Fair Value Measurements at Reporting Date Using			Total Gains (Losses)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Impaired loans	\$ 74,623	\$ —	\$ —	\$ 74,623	\$ (32,624)
Other real estate owned	15,745	—	—	15,745	(20,797)
Long-lived assets to be disposed of by sale	496	—	—	496	(70)

*Impaired Loans.* Collateralized impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from collateral. The impaired loans are reported at fair value through specific valuation allowance allocations. In addition, when it is determined that the fair value of an impaired loan is less than the recorded investment in the loan, the carrying value of the loan is adjusted to fair value through a charge to the allowance for loan losses. Collateral values are estimated using independent appraisals and management estimates of current market conditions. As of December 31, 2013, certain impaired loans with a carrying value of \$80,526 were reduced by specific valuation allowance allocations of \$8,929 and partial loan charge-offs of \$14,295 resulting in a reported fair value of \$57,302. As of December 31, 2012, certain impaired loans with a carrying value of \$107,247 were reduced by specific valuation allowance allocations of \$10,297 and partial loan charge-offs of \$22,327 resulting in a reported fair value of \$74,623.

*OREO.* The fair values of OREO are estimated using independent appraisals and management estimates of current market conditions. Upon initial recognition, write-downs based on the foreclosed asset's fair value at foreclosure are reported through charges to the allowance for loan losses. Periodically, the fair value of foreclosed assets is remeasured with any subsequent write-downs charged to OREO expense in the period in which they are identified.

*Long-lived Assets to be Disposed of by Sale.* Long-lived assets to be disposed of by sale are carried at the lower of carrying value or fair value less estimated costs to sell. The fair values of long-lived assets to be disposed of by sale are based upon observable market data and management estimates of current market conditions. As of December 31, 2013, long-lived assets to be disposed of by sale with carrying values of \$1,785 that were reduced by write-downs of \$599 charged to other expense resulting in a reported fair value of \$1,186. As of December 31, 2012, the Company had long-lived assets to be disposed of by sale of \$566 that were reduced by write-downs of \$70 charged to other expense resulting in a reported fair value of \$496.

In addition, mortgage loans held for sale are required to be measured at the lower of cost or fair value. The fair value of mortgage loans held for sale is based upon binding contracts or quotes or bids from third party investors. As of December 31, 2013 and 2012, all mortgage loans held for sale were recorded at cost.

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The Company is required to disclose the fair value of financial instruments for which it is practical to estimate fair value. The methodologies for estimating the fair value of financial instruments that are measured at fair value on a recurring or non-recurring basis are discussed above. The methodologies for estimating the fair value of other financial instruments are discussed below. For financial instruments bearing a variable interest rate where no credit risk exists, it is presumed that recorded book values are reasonable estimates of fair value.

*Financial Assets.* Carrying values of cash, cash equivalents and accrued interest receivable approximate fair values due to the liquid and/or short-term nature of these instruments. Fair values for investment securities held-to-maturity are obtained from an independent pricing service, which considers observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the investment's terms and conditions, among other things. Fair values of fixed rate loans and variable rate loans that reprice on an infrequent basis are estimated by discounting future cash flows using current interest rates at which similar loans with similar terms would be made to borrowers of similar credit quality. Carrying values of variable rate loans that reprice frequently, and with no change in credit risk, approximate the fair values of these instruments.

*Financial Liabilities.* The fair values of demand deposits, savings accounts, securities sold under repurchase agreements and accrued interest payable are the amounts payable on demand at the reporting date. The fair values of fixed-maturity certificates of deposit are estimated using external market rates currently offered for deposits with similar remaining maturities. The carrying values of the interest bearing demand notes to the United States Treasury are deemed an approximation of fair values due to the frequent repayment and repricing at market rates. The floating rate subordinated debenture, floating rate subordinated term loan, notes payable to the FHLB, fixed rate subordinated term debt, fixed rate subordinated debentures and capital lease obligation are estimated by discounting future cash flows using current rates for advances with similar characteristics. The carrying value of the preferred stock pending redemption approximates fair value due to the short-term nature of this instrument.

*Commitments to Extend Credit and Standby Letters of Credit.* The fair value of commitments to extend credit and standby letters of credit, based on fees currently charged to enter into similar agreements, is not significant.

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A summary of the estimated fair values of financial instruments follows:

As of December 31, 2013	Carrying Amount	Estimated Fair Value	Fair Value Measurements at Reporting Date Using		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 534,827	\$ 534,827	\$ —	\$ 534,827	\$ —
Investment securities available-for-sale	1,947,706	1,947,706	—	1,947,706	—
Investment securities held-to-maturity	203,837	205,926	—	205,926	—
Accrued interest receivable	26,450	26,450	—	26,450	—
Mortgage servicing rights, net	13,546	25,698	—	25,698	—
Net loans	4,259,514	4,246,539	—	4,189,237	57,302
<b>Total financial assets</b>	<b>\$ 6,985,880</b>	<b>\$ 6,987,146</b>	<b>\$ —</b>	<b>\$ 6,929,844</b>	<b>\$ 57,302</b>
<b>Financial liabilities:</b>					
Total deposits, excluding time deposits	\$ 4,943,033	\$ 4,943,033	\$ —	\$ 4,943,033	\$ —
Time deposits	1,190,717	1,196,250	—	1,196,250	—
Securities sold under repurchase agreements	457,437	457,437	—	457,437	—
Other borrowed funds	3	3	—	3	—
Accrued interest payable	4,963	4,963	—	4,963	—
Long-term debt	36,917	34,508	—	34,508	—
Subordinated debentures held by subsidiary trusts	82,477	72,045	—	72,045	—
<b>Total financial liabilities</b>	<b>\$ 6,715,547</b>	<b>\$ 6,708,239</b>	<b>\$ —</b>	<b>\$ 6,708,239</b>	<b>\$ —</b>

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As of December 31, 2012	Carrying Amount	Estimated Fair Value	Fair Value Measurements at Reporting Date Using		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 801,332	\$ 801,332	\$ —	\$ 801,332	\$ —
Investment securities available-for-sale	1,995,258	1,995,258	—	1,995,258	—
Investment securities held-to-maturity	208,223	218,933	—	218,933	—
Accrued interest receivable	28,869	28,869	—	28,869	—
Mortgage servicing rights, net	12,653	16,373	—	16,373	—
Net loans	4,123,401	4,142,426	—	4,067,803	74,623
<b>Total financial assets</b>	<b>\$ 7,169,736</b>	<b>\$ 7,203,191</b>	<b>\$ —</b>	<b>\$ 7,128,568</b>	<b>\$ 74,623</b>
<b>Financial liabilities:</b>					
Total deposits, excluding time deposits	\$ 4,854,927	\$ 4,854,927	\$ —	\$ 4,854,927	\$ —
Time deposits	1,385,484	1,394,403	—	1,394,403	—
Securities sold under repurchase agreements	505,785	505,785	—	505,785	—
Other borrowed funds	32	32	—	32	—
Accrued interest payable	6,502	6,502	—	6,502	—
Long-term debt	37,160	35,104	—	35,104	—
Preferred stock pending redemption	50,000	50,000	—	50,000	—
Subordinated debentures held by subsidiary trusts	82,477	62,409	—	62,409	—
<b>Total financial liabilities</b>	<b>\$ 6,922,367</b>	<b>\$ 6,909,162</b>	<b>\$ —</b>	<b>\$ 6,909,162</b>	<b>\$ —</b>

**(24) RELATED PARTY TRANSACTIONS**

The Company conducts banking transactions in the ordinary course of business with related parties, including directors, executive officers, shareholders and their associates, on the same terms as those prevailing at the same time for comparable transactions with unrelated persons and that do not involve more than a normal risk of collectibility or present other unfavorable features.

Certain executive officers, directors and greater than 5% shareholders of the Company and certain entities and individuals related to such persons, incurred indebtedness in the form of loans, as customers, of \$24,669 and \$36,067 at December 31, 2013 and 2012, respectively. During 2013, new loans and advances on existing loans of \$16,067 were funded and loan repayments totaled \$20,058. These loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Company and are allowable under the Sarbanes Oxley Act of 2002. Additionally, during 2013, net loans of \$7,407 were removed due to changes in related parties from the prior year.

The Company purchases property, casualty and other insurance through an agency in which a director of the Company, whose term as a director ended in May 2013, has a controlling ownership interest. The Company paid insurance premiums to the agency of \$764, \$839, and \$1,328 in 2013, 2012 and 2011, respectively.

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*(Dollars in thousands, except share and per share data)*

The Company leases an aircraft from an entity wholly-owned by the chairman of the Company's Board of Directors. Under the terms of the lease, the Company pays a fee for each flight hour plus certain third party operating expenses related to the aircraft. During 2013, 2012 and 2011, the Company paid total fees and operating expenses of \$309, \$262 and \$311, respectively, for its use of the aircraft. In addition, the Company leases a portion of its hanger and provides pilot services to the related entity. During 2013, 2012 and 2011, the Company received payments from the related entity of \$61, \$47 and \$70, respectively, for hanger use, pilot fees and reimbursement of certain third party operating expenses related to the chairman's personal use of the aircraft.

The Company purchases services from an entity in which one greater than 5% shareholder and six directors of the Company, including the chairman and executive vice chairman of the Board of Directors, have an aggregate ownership interest of 18%, and in which one director is the chairman and the executive vice chairman and one director are members of the board of such entity. Services provided for the Company's benefit include shareholder education and communication, strategic enterprise planning and corporate governance consultation. During 2013, 2012 and 2011, the Company paid \$224, \$243 and \$250, respectively, for these services.

During 2012, the Company entered into a contract with an entity wholly-owned by a director of the Company to provide construction management and advisory services related to the construction of a bank office building. Under the terms of the agreement, the entity will receive payments equal to the lesser of a fixed price of \$180 or 4% of the actual construction contract price, with an initial payment of \$60 due upon execution of the agreement and the remainder due in two equal installments over a two year period. Under the terms of the contract, the Company paid the entity \$60 during each of 2013 and 2012.

In conjunction with an acquisition in 2008, the Company assumed certain existing deferred compensatory agreements. Under the terms of one such agreement, the Company is required to make cash payments to a director of the Company for the promotion of growth and development of new business through December 31, 2011. The total amount due under the agreement was fixed prior to the acquisition date at \$577, with a portion to be paid over 4 years and the remaining balance due in January 2012. As additional consideration under the agreement, the director provided, among other things, a covenant not to compete. Under the terms of the agreement, the Company made cash payments of \$424 during 2012 and \$38 during 2011.

A director of the Company was party to an agreement to guarantee the payment of interest on loans between FIB and an unrelated third party borrower through December 31, 2012. Under the terms of the interest guaranty agreement, the director made interest payments to FIB on behalf of the borrower of \$815 in 2012 and \$954 in 2011. In addition, the director pledged to FIB collateral for the loans of the unrelated third party borrower. During 2012, the collateral was liquidated and proceeds of \$7,998 were applied to the outstanding principal balances of the loans.

**(25) AUTHORITATIVE ACCOUNTING GUIDANCE**

**ASU 2011-11, "Balance Sheet (Topic 210) - Disclosures about Offsetting Assets and Liabilities."** ASU 2011-11 amends Topic 210-Balance Sheet to require an entity to disclose both gross and net information about financial instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. In January 2013, the Financial Accounting Standards Board, or FASB, issued ASU 2013-01, "Clarifying the Scope and Disclosures about Offsetting Assets and Liabilities," to clarify that the scope of ASU 2011-11 applies to derivatives accounted for in accordance with Topic 815, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset or subject to an enforceable master netting arrangement or similar agreement. ASU 2013-01 also clarifies that other types of financial assets and financial liabilities subject to a master netting arrangement or similar agreement are not subject to the provisions of ASU 2011-11. ASU 2011-11 and ASU 2013-01 became effective for the Company on January 1, 2013, and did not have a significant impact on the Company's consolidated financial statements, results of operations or liquidity.

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**ASU 2013-02 “Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.”** ASU 2013-02 requires entities to provide information about amounts reclassified out of accumulated other comprehensive income by component. The amendments in ASU 2013-02 require entities to present, either on the face of the income statement or in the notes significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required by U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, entities are required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 became effective for the Company on January 1, 2013, and did not have a significant impact on the Company's consolidated financial statements, results of operations or liquidity.

**ASU 2013-04 "Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date."** ASU 2013-04 requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date as the sum of (a) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (b) any additional amount the reporting entity expects to pay on behalf of its co-obligors. The amendments in ASU 2013-04 also requires an entity to disclose the nature, amount and other information about those obligations. ASU 2013-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, and is applied retrospectively to all prior periods presented. The Company does not expect amendments in ASU 2013-04 to impact the Company's consolidated financial statements, results of operations or liquidity.

**ASU 2013-07 "Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting."** ASU 2013-07 clarifies when an entity should apply the liquidation basis of accounting. ASU 2013-07 also provides principles for the recognition and measurement of assets and liabilities and requirements for financial statements prepared using the liquidation basis of accounting. ASU 2013-07 is effective for fiscal years and interim periods within those years beginning after December 15, 2013. The Company does not expect amendments in ASU 2013-07 to impact the Company's consolidated financial statements, results of operations or liquidity.

**ASU 2013-10 "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes."** The amendments in ASU 2013-10 permit the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to interest rates on direct treasury obligations of the United States and the London Interbank Offered Rate. ASU 2013-10 is effective prospectively for qualifying new or redesigned hedging relationships entered into on or after July 17, 2013. The Company does not currently engage in derivatives or hedging activities; therefore, the amendments in ASU 2013-10 will not impact the Company's consolidated financial statements, results of operations or liquidity.

**ASU 2013-11 “Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.”** ASU 2013-11 provides explicit guidance on the presentation of unrecognized tax benefits to better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments in ASU 2013-11 are effective for fiscal years and interim periods with those years, beginning after December 15, 2013. The adoption of the amendments in ASU 2013-11 on January 1, 2014, did not impact the Company's consolidated financial statements, results of operations or liquidity.

**ASU 2013-12 “Definition of a Public Business Entity: An Addition to the Master Glossary.”** ASU 2013-12 provides a single definition of the term “public business entity” for use in future financial accounting and reporting guidance. The amendments in ASU 2013-12 specify, among other things, that a public business entity is an entity, like the Company, that is required to file or furnish financial statements with the Securities and Exchange Commission.

**FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**  
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**ASU 2014-01 “Investments-Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects.”** ASU 2014-01 permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. The evaluation of whether conditions have been met to apply the proportional amortization method is conducted at the time of initial investment and subsequently reevaluated if there is a change in the nature of the investment or a change in the relationship with the limited liability entity that could result in the conditions no longer being met. The decision to apply the proportional amortization method of accounting should be applied consistently to all qualifying affordable housing project investments rather than on an individual investment basis. Under the proportional amortization method, an entity amortized the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognized the net investment performance in the income statement as a component of income tax expense or benefit. The amendments in ASU 2014-01 are effective for the Company for annual reporting periods and interim reporting periods within those annual periods, beginning after December 15, 2014. As of December 31, 2013, the Company had investments in qualified affordable housing projects of \$3,178. The Company does not expect the amendments in ASU 2014-01 to have a material impact on the Company’s consolidated financial statements, results of operations or liquidity.

**ASU 2014-04 “Receivables-Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.”** ASU 2014-04 clarify that an in substance repossession or foreclosures occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan upon either (i) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (ii) the borrower conveying all interest in the residential real estate property to the creditor to satisfy the loan through completion of a deed in lieu of foreclosures or through a similar legal agreement. ASU 2014-04 also requires interim and annual disclosure of both (i) the amount of foreclosed residential real estate property held by the creditor and (ii) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The amendments in ASU 2014-04 are effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2014 using either a modified retrospective transition method or a prospective transition method. The Company does not expect the amendments in ASU 2014-04 to have a material impact on the Company’s consolidated financial statements, results of operations or liquidity.

**(26) SUBSEQUENT EVENTS**

Subsequent events have been evaluated for potential recognition and disclosure through the date financial statements were filed with the Securities and Exchange Commission. On January 23, 2014, the Company declared a quarterly dividend to common shareholders of \$0.16 per share, to be paid on February 14, 2014 to shareholders of record as of February 4, 2014 .

On January 24, 2014, the Company filed a Registration Statement on Form S-8 to register an additional 1,500,000 share of Class A common stock to be issued pursuant to the Company's 2006 Equity Compensation Plan, as amended and restated.

On February 10, 2014, the Company entered into an agreement and plan of merger to acquire all of the outstanding stock of Mountain West Financial Corp ("Mountain West"), a Montana-based bank holding company that operates one wholly-owned subsidiary bank, Mountain West Bank, NA, with branches located in five of the Company's current market areas in Montana.

Under the terms of the agreement and plan of merger, each outstanding share of Mountain West common stock will be canceled and converted into the right to receive 0.2552 shares of the Company's Class A common stock plus \$7.125 in cash, or, if a Mountain West stockholder properly elects and subject to the limitations contained within the agreement and plan of merger, an amount in all cash or all stock intended to be substantially equal in value to the above described combination of stock and cash merger consideration. The value received by Mountain West stockholders in the aggregate and on a per share of Mountain West common stock basis will fluctuate prior to the completion of the merger based on the prevailing market price of the Company's Class A common stock at the time the transaction is consummated.



**FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**  
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The merger is expected to close in mid-2014, subject to several conditions, including, among other things, receipt of applicable regulatory approval and approval by the stockholders of Mountain West. The Company anticipates that within six months following the consummation of the merger, Mountain West Bank, NA will be merged with and into FIB.

No other events requiring recognition or disclosure were identified.

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(a) 2. Financial statement schedules

All other schedules to the consolidated financial statements of the Registrant are omitted since the required information is either not applicable, deemed immaterial, or is shown in the respective financial statements or in notes thereto.

(a)3. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
2.1	Agreement and Plan of Merger between First Interstate BancSystem, Inc. and Mountain West Financial Corp dated February 10, 2014 (incorporated herein reference to Exhibit 2.1 of the Company's Registration Statement on Form S-4, No. 333- , dated February , 2014)
3.1	Amended and Restated Articles of Incorporation dated March 5, 2010 (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K/A filed on March 10, 2010)
3.2	Second Amended and Restated Bylaws dated January 27, 2011 (incorporated herein by reference to Exhibit 3.8 of the Company's Current Report on Form 8-K filed on February 3, 2011)
10.1	Credit Agreement Re: Subordinated Term Note dated as of January 10, 2008, between First Interstate BancSystem, Inc. and First Midwest Bank (incorporated herein by reference to Exhibit 10.24 of the Company's Current Report on Form 8-K filed on January 16, 2008)
10.2	Lease Agreement between Billings 401 Joint Venture and First Interstate Bank Montana dated September 20, 1985 and addendum thereto (incorporated herein by reference to Exhibit 10.4 of the Company's Post-Effective Amendment No. 3 to Registration Statement on Form S-1, No. 033-84540, filed on September 29, 1994)
10.3†	First Interstate BancSystem's Deferred Compensation Plan dated December 1, 2006 (incorporated herein by reference to Exhibit 10.9 of the Company's Pre-Effective Amendment No. 3 to Registration Statement on Form S-1, No. 333-164380, filed on March 23, 2010)
10.4†	First Amendment to the First Interstate BancSystem's Deferred Compensation Plan dated October 24, 2008 (incorporated herein by reference to Exhibit 10.10 of the Company's Pre-Effective Amendment No. 3 to Registration Statement on Form S-1, No. 333-164380, filed on March 23, 2010)
10.5†	2001 Stock Option Plan, as amended (incorporated herein by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-8, No. 333-106495, filed on June 25, 2003)
10.6†	Second Amendment to 2001 Stock Option Plan (incorporated herein by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010)
10.7†	First Interstate BancSystem, Inc. 2006 Equity Compensation Plan, amended and restated as of November 21, 2013 (incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8, No. 333-193543, filed January 24, 2014 )
10.8†*	Form of First Interstate BancSystem, Inc. 2006 Equity Compensation Plan Restricted Stock Agreement (Performance-ROA) for Certain Executive Officers
10.9†*	Form of First Interstate BancSystem, Inc. 2006 Equity Compensation Plan Restricted Stock Agreement (Performance-ROE) for Certain Executive Officers
10.10†	Form of First Interstate BancSystem, Inc. 2006 Equity Compensation Plan Restricted Stock Agreement (Performance) for Certain Executive Officers (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on February 13, 2013)
10.11	Trademark License Agreements between Wells Fargo & Company and First Interstate BancSystem, Inc. (incorporated herein by reference to Exhibit 10.11 of the Registration Statement on Form S-1, filed on April 22, 1997)

- 14.1 Code of Ethics for Chief Executive Officer and Senior Financial Officers (incorporated herein by reference to Exhibit 14.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010)

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<b>Exhibit Number</b>	<b>Description</b>
21.1*	Subsidiaries of First Interstate BancSystem, Inc.
23.1*	Consent of McGladrey LLP Independent Registered Public Accounting Firm
31.1*	Certification of Annual Report on Form 10-K pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer
31.2*	Certification of Annual Report on Form 10-K pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer
32*	Certification of Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	Interactive data file

† Management contract or compensatory plan or arrangement.

\* Filed herewith.

\*\* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

(b) Exhibits

See Item 15(a)3 above.

(c) Financial Statements Schedules

See Item 15(a)2 above.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

First Interstate BancSystem, Inc.

By: /s/ ED GARDING February 28, 2014  
Ed Garding Date  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ THOMAS W. SCOTT February 28, 2014  
Thomas W. Scott, Chairman of the Board Date

By: /s/ JAMES R. SCOTT February 28, 2014  
James R. Scott, Vice Chairman of the Board Date

By: /s/ STEVEN J. CORNING February 28, 2014  
Steven J. Corning, Director Date

By: /s/ DAVID H. CRUM February 28, 2014  
David H. Crum, Director Date

By: /s/ WILLIAM B. EBZERY February 28, 2014  
William B. Ebzery, Director Date

By: /s/ CHARLES E. HART, M.D., M.S. February 28, 2014  
Charles E. Hart, M.D., M.S., Director Date

By: /s/ JAMES W. HAUGH February 28, 2014  
James W. Haugh, Director Date

By: /s/ CHARLES M. HEYNEMAN February 28, 2014  
Charles M. Heyneman, Director Date

By: /s/ JOHN M. HEYNEMAN, JR. February 28, 2014  
John M. Heyneman, Jr., Director Date

By: /s/ DAVID L. JAHNKE February 28, 2014  
David L. Jahnke, Director Date

By: /s/ ROSS E. LECKIE February 28, 2014  
Ross E. Leckie, Director Date

By: /s/ JONATHAN R. SCOTT February 28, 2014  
Jonathan R. Scott, Director Date

By: /s/ RANDALL I. SCOTT February 28, 2014  
Randall I. Scott, Director Date

By: /s/ MICHAEL J. SULLIVAN February 28, 2014  
Michael J. Sullivan, Director Date

By: /s/ TERESA A. TAYLOR February 28, 2014

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Teresa A. Taylor, Director Date

By: /s/ THEODORE H. WILLIAMS February 28, 2014  

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Theodore H. Williams, Director Date

By: /s/ ED GARDING February 28, 2014  
Ed Garding Date  
President, Chief Executive Officer and Director  
(Principal executive officer)

By: /s/ KEVIN P. RILEY February 28, 2014  
Kevin P. Riley Date  
Executive Vice President and Chief Financial Officer  
(Principal financial and accounting officer)

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## Section 2: EX-10.8 (FORM OF PERFORMANCE ROA EQUITY COMPENSATION AWARDS)

**Exhibit 10.8**

### **First Interstate BancSystem, Inc. 2006 Equity Compensation Plan Restricted Stock Grant Agreement**

This Restricted Stock Grant Agreement (“Agreement”) is made and entered into as of **February 17, 2012** between First Interstate BancSystem, Inc., a Montana corporation (the “Company”), and the named Participant, an employee of the Company.

The Company and Participant agree as follows:

1. Precedence of Plan. This Agreement is subject to and shall be construed in accordance with the terms and conditions of the First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (the “Plan”), as now or hereinafter in effect. Any capitalized terms that are used in this Agreement without being defined and that are defined in the Plan shall have the meaning specified in the Plan.
2. Grant of Restricted Stock Benefit. Participant is hereby granted a Restricted Stock Benefit of the shares listed of Common Stock (the “Shares”).
3. Vesting.
  - a. *Performance Vesting.* The Restricted Stock Benefit shall vest on December 31, 2014 (the “Vesting Date”) based on the twelve quarters ending September 30, 2014 average percentile rank of the Company’s return on assets (“ROA”) as compared to the SNL Index of Bank Holding Companies valued between \$4B and \$12B (the “SNL Index”), rounded to the nearest whole percentage:
    - i. If the percentile rank of the Company’s ROA to the SNL Index is less than 51%, 0% of the Restricted Stock Benefit will vest on the Vesting Date. As of the Vesting Date, the Shares shall be forfeited to the Company.
    - ii. If the percentile rank of the Company’s ROA to the SNL Index is greater than or equal to 51% and less than 61%, 50% of the Restricted Stock Benefit will vest on the Vesting Date.
    - iii. If the percentile rank of the Company’s ROA to the SNL Index is greater than or equal to 61% and less than 71%, 75% of the Restricted Stock Benefit will vest on the Vesting Date.
    - iv. If the percentile rank of the Company’s ROA to the SNL Index is greater than or equal to 71% and less than 81%, 100% of the Restricted Stock Benefit will vest on the Vesting Date.
    - v. If the percentile rank of the Company’s ROA to the SNL Index is greater than or equal to 81% and less than 91%, 100% of the Restricted Stock Benefit will vest on the Vesting Date. In addition, Participant shall be issued \_\_\_\_\_ additional shares of Common Stock (15% of the original amount of this Restricted Stock Award) as of the Vesting Date.
    - vi. If the percentile rank of the Company’s ROA to the SNL Index is 91% or greater, 100% of the Restricted Stock Benefit will vest on the Vesting Date. In addition, Participant shall be issued \_\_\_\_\_ additional shares of Common Stock (25% of the

original amount of this Restricted Stock Award) as of the Vesting Date.

- b. *Death, Disability or Retirement of Participant.* Upon the death, disability, or retirement at or after age 65 of the Participant; 100% of the Restricted Stock Benefit shall vest with payout to occur based on performance restrictions attained at the end of the performance period (unless previously forfeited).
  - c. *Dissolution or Change in Control.* As provided in the Plan, if FIBS is Dissolved or if FIBS is a party to a merger, reorganization, or consolidation in which FIBS is not the surviving corporation (a "Change in Control"), 100% of the Restricted Stock Benefit shall vest and become exercisable (unless previously forfeited).
4. Unvested Shares Subject to Forfeiture. In the event that Participant terminates service with the Company prior to the Vesting Date and prior to age 65, including voluntary or involuntary termination of employment, any unvested portion of the Shares shall be forfeited to the Company as of the date of termination of service.
5. Stock Register and Certificates. The Shares shall be recorded in the stock register of the Company in the name of Participant. A stock certificate or certificates representing the Shares shall be registered in the name of Participant, but



such certificates shall remain in the custody of the Company. Participant shall deposit with the Company a Stock Assignment Separate from Certificate in the form attached below as Exhibit A, endorsed in blank, so as to permit retransfer to the Company of all or a portion of the Shares that shall be forfeited or otherwise not become vested in accordance with the Plan and this Agreement.

6. Rights with Respect to Shares. Participant shall have the right to vote the Shares (to the extent of the voting rights of said Shares, if any), to receive and retain all regular cash dividends and such other distributions as the Board of Directors of the Company may, in its discretion, designate, pay or distribute on such Shares, and to exercise all other rights, powers and privileges of a holder of Common Stock with respect to such Shares, except as set forth in this Agreement and the Plan.

Notwithstanding the foregoing, Participant shall not have the right to vote any additional shares of Common Stock that may be awardable under paragraph 3(a)(v) or (vi) ("Additional Shares"), unless and until such Additional Shares are awarded on the Vesting Date. In addition, Participant shall not, with respect to Additional Shares, have the right to exercise any other rights, powers and privileges of a holder of Common Stock with respect to the Additional Shares, except as specifically set forth in this Agreement and the Plan.

With respect to the Additional Shares, any regular cash dividends and such other distributions as the Board of Directors of the Company may, in its discretion, designate, pay or distribute on such Additional Shares from the Date of Grant until the Vesting Date shall be paid to Participant as deferred compensation on the Vesting Date, but only to the extent Participant is actually issued Additional Shares on the Vesting Date.

7. Responsibility for Taxes. Participant may complete and file with the Internal Revenue Service an election in substantially the form attached hereto as Exhibit B pursuant to Section 83(b) of the Internal Revenue Code ("Code") to be taxed currently on the fair market value of the Shares, without regard to the vesting restrictions set forth in this Agreement. Participant shall be responsible for all taxes associated with the acceptance of the Restricted Stock Benefit, including any tax liability associated with the representation of fair market value if the election is made pursuant to Code Section 83(b).

8. Shareholders' Agreement. Coincident with the vesting of the Shares and as a condition precedent to the Company's obligation to deliver the Shares to Participant, Participant shall execute and deliver to the Company Participant's agreement to be bound by the terms of the current form of applicable Shareholder's Agreement utilized by the Company.

9. General Provisions.

a. *Withholding*. Participant shall reimburse the Company, in cash, by certified or bank cashier's check, or any other form of legal payment permitted by the Company for any federal, state or local taxes required by law to be withheld with respect to the vesting of the Shares. The Company shall have the right to deduct from any salary or other payments to be made to Participant any federal, state or local taxes required by law to be so withheld. The Company's obligation to deliver a certificate to Participant representing the Shares upon vesting of the Shares is subject to the payment by Participant of any applicable federal, state and local withholding tax.

b. *Receipt of Plan*. By entering into this Agreement, Participant acknowledges (i) that he or she has received and read a copy of the Plan and (ii) that this Agreement is subject to and shall be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.

c. *Legends*. Certificates representing the Shares prior to vesting shall contain the following legend or a legend similar thereto:

THIS CERTIFICATE AND THE SHARES OF STOCK REPRESENTED HEREBY ARE SUBJECT TO THE PROVISIONS OF THE COMPANY'S 2006 EQUITY COMPENSATION PLAN AND AN AGREEMENT BETWEEN THE COMPANY AND THE REGISTERED HOLDER WHEREBY THE TRANSFER IN ANY MANNER OF SUCH SHARES OF STOCK OR ANY INTEREST THEREIN IS RESTRICTED AND THE SHARES OF STOCK ARE SUBJECT TO FORFEITURE. A COPY OF SAID PLAN AND SAID AGREEMENT MAY BE INSPECTED AT THE PRINCIPAL OFFICE OF THE COMPANY.

Certificates may also contain such other legends and transfer restrictions as the Company shall deem reasonably necessary or desirable, including, without limitation, legends restricting transfer of the Common Stock until there has been compliance with federal and state securities laws.

- d. *Not an Employment Contract.* This Agreement is not an employment contract and nothing in this Agreement shall be deemed to create in any way whatsoever any obligation on the part of Participant to remain in the Service of the Company, or of the Company to continue Participant in the Service of the Company.
- e. *Specific Enforcement.* Because of the unique value of the Shares, in addition to any other remedies that the Company may have upon the breach of the agreements contained herein, the obligations of Participant shall be specifically enforceable.
- f. *Costs of Enforcement.* In any action at law or in equity to enforce any of the provisions or rights under this Agreement, the unsuccessful party of such litigation, as determined by any court of competent jurisdiction in a final judgment or decree, shall pay the successful party or parties all costs, expenses and reasonable attorneys' fees incurred therein by such party or parties (including without limitation such costs, expenses and fees on any appeals), and if such successful party shall recover judgment in any action or proceeding, such costs, expenses and attorneys' fees shall be included as part of the judgment.
- g. *Further Action.* The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. *Interpretation.* The interpretations and constructions of any provision of and determinations on any question arising under the Plan or this Agreement shall be made by the Company, and all such interpretations, constructions and determinations shall be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement between the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity or unenforceability of any provision hereof shall in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which shall be deemed to be one and the same instrument, and it shall be sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement in any way.
- i. *Assignment.* This Agreement shall be binding upon the parties and their respective legal representatives, beneficiaries, successors and assigns.
- j. *Notices.* All notices or other communications that are required to be given or may be given to either party pursuant to the terms of this Agreement shall be in writing and shall be delivered personally or by registered or certified mail, postage prepaid, to the address of the parties as set forth following the signature of such party. Notice shall be deemed given on the date of delivery in the case of personal delivery or on the delivery or refusal date as specified on the return receipt in the case of registered or certified mail. Either party may change its address for such communications by giving notice thereof to the other party in conformity with this section.
- k. *Governing Law; Venue.* This Agreement and the rights and obligations of the parties hereto shall be governed by and construed in accordance with the laws of the State of Montana. The parties agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement shall be brought in, and each party agrees to, and does hereby, submit to the jurisdiction and venue of, the appropriate state or federal court for the district of Montana.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement on \_\_\_\_\_, effective as of the date of grant.

FIRST INTERSTATE BANCSYSTEM, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

<Street Address>

<City, ST Zip>

PARTICIPANT

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Address:

\_\_\_\_\_

**Exhibit A**

**Stock Assignment Separate From Certificate**

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto First Interstate BancSystem, Inc., a Montana corporation (the "Company") \_\_\_\_\_ (\_\_\_\_\_) shares of Common Stock of the Company, standing in the undersigned's name on the books of said corporation represented by Certificate No. \_\_\_\_\_, and does hereby irrevocably constitute and appoint the Secretary of the Company as attorney to transfer the said stock on the books of the said corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

**Exhibit B**

**Election to Include Value of Restricted Property in Gross Income  
Pursuant to Section 83(b) of the Internal Revenue Code**

*This election form is to be filed with the IRS Service Center with which the Participant files his or her return. It should be mailed "Certified Mail" and postmarked by the post office to establish proof of timely filing. Timely filing requires such mailing to occur within thirty (30) days following the date of the grant. One copy must be provided to the Company and one copy must be filed with the Participant's tax return for the taxable year of exercise. Participant may also wish to determine the relevant state tax procedure for the state in which Participant resides.*

Pursuant to the Restricted Stock Grant Agreement entered into by and between the undersigned Participant and First Interstate BancSystem, Inc., a Montana corporation (the "Company"), as of \_\_\_\_\_, 20\_\_ (the "Award Agreement"), Participant has acquired \_\_\_\_\_ shares of Common Stock of the Company (the "Shares") which are subject to a substantial risk of forfeiture under the Award Agreement. Participant desires to make an election to have the Shares taxed under the provisions of Section 83(b) of the Internal Revenue Code of 1986, as amended (the "Code") at the time Participant acquired the Shares.

Therefore, pursuant to Code Section 83(b) and Treasury Regulation Section 1.83-2, Participant hereby makes an election to report as taxable income in \_\_\_\_\_ [YEAR] the Shares' fair market value on \_\_\_\_\_ [DATE], the date on which Participant acquired the Shares (or any subsequent date that may be determined to be the date of transfer for purposes of the Code).

The following information is supplied in accordance with Treasury Regulation Section 1.83-2(e):

1. The name, address and social security number of Participant:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. A description of the property with respect to which the election is being made:

Shares of Common Stock of First Interstate BancSystem, Inc., a Montana corporation.

3. The date on which the property was transferred: \_\_\_\_\_.

The taxable year for which such election is made: Calendar Year \_\_\_\_\_.

4. The restrictions to which the property is subject:

The Shares are subject to forfeiture to the Company for no consideration should Participant's employment with the Company terminate or should other specified events occur. Shares vest only upon the passage of time. Upon any transfer by Participant, the Shares will be subject to the same restrictions.

5. The fair market value on \_\_\_\_\_, 20\_\_\_\_, of the property with respect to which the election is being made, determined without regard to any lapse restrictions: \$\_\_\_\_\_.

6. The amount paid for such property: \$\_\_\_\_\_.

7. A copy of this election has been furnished to the Secretary of the Company pursuant to Treasury Regulations Section 1.83-2(e)(7).

\_\_\_\_\_  
Signature  
Print Name: \_\_\_\_\_

\_\_\_\_\_  
Date

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**Section 3: EX-10.9 (FORM OF PERFORMANCE ROE EQUITY  
COMPENSATION AWARDS)**

**First Interstate BancSystem, Inc. 2006 Equity Compensation Plan  
Restricted Stock Grant Agreement**

This Restricted Stock Grant Agreement (“Agreement”) is made and entered into as of **February 17, 2012** between First Interstate BancSystem, Inc., a Montana corporation (the “Company”), and the above named Participant, an employee of the Company.

The Company and Participant agree as follows:

1. Precedence of Plan. This Agreement is subject to and shall be construed in accordance with the terms and conditions of the First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (the “Plan”), as now or hereinafter in effect. Any capitalized terms that are used in this Agreement without being defined and that are defined in the Plan shall have the meaning specified in the Plan.
2. Grant of Restricted Stock Benefit. Participant is hereby granted a Restricted Stock Benefit of shares listed of Common Stock (the “Shares”).
3. Vesting.
  - a. *Performance Vesting*. The Restricted Stock Benefit shall vest on December 31, 2014 (the “Vesting Date”) based on the twelve quarters ending September 30, 2014 average percentile rank of the Company’s return on equity (“ROE”) as compared to the SNL Index of Bank Holding Companies valued between \$4B and \$12B (the “SNL Index”), rounded to the nearest whole percentage:
    - i. If the percentile rank of the Company’s ROE to the SNL Index is less than 51%, 0% of the Restricted Stock Benefit will vest on the Vesting Date. As of the Vesting Date, the Shares shall be forfeited to the Company.
    - ii. If the percentile rank of the Company’s ROE to the SNL Index is greater than or equal to 51% and less than 61%, 50% of the Restricted Stock Benefit will vest on the Vesting Date.
    - iii. If the percentile rank of the Company’s ROE to the SNL Index is greater than or equal to 61% and less than 71%, 75% of the Restricted Stock Benefit will vest on the Vesting Date.
    - iv. If the percentile rank of the Company’s ROE to the SNL Index is greater than or equal to 71% and less than 81%, 100% of the Restricted Stock Benefit will vest on the Vesting Date.
    - v. If the percentile rank of the Company’s ROE to the SNL Index is greater than or equal to 81% and less than 91%, 100% of the Restricted Stock Benefit will vest on the Vesting Date. In addition, Participant shall be issued \_\_\_\_\_ additional shares of Common Stock (15% of the original amount of this Restricted Stock Award) as of the Vesting Date.
    - vi. If the percentile rank of the Company’s ROE to the SNL Index is 91% or greater, 100% of the Restricted Stock Benefit will vest on the Vesting Date. In addition, Participant shall be issued \_\_\_\_\_ additional shares of Common Stock (25% of the original amount of this Restricted Stock Award) as of the Vesting Date.
  - b. *Death, Disability or Retirement of Participant*. Upon the death, disability, or retirement at or after age 65 of the Participant; 100% of the Restricted Stock Benefit shall vest with payout to occur based on performance restrictions attained at the end of the performance period (unless previously forfeited).
  - c. *Dissolution or Change in Control*. As provided in the Plan, if FIBS is Dissolved or if FIBS is a party to a merger, reorganization, or consolidation in which FIBS is not the surviving corporation (a “Change in Control”), 100% of the Restricted Stock Benefit shall vest and become exercisable (unless previously forfeited).
4. Unvested Shares Subject to Forfeiture. In the event that Participant terminates service with the Company prior to the Vesting Date and prior to age 65, including voluntary or involuntary termination of employment, any unvested portion of the Shares shall be forfeited to the Company as of the date of termination of service.

5. Stock Register and Certificates. The Shares shall be recorded in the stock register of the Company in the name of Participant. A stock certificate or certificates representing the Shares shall be registered in the name of Participant, but such certificates shall remain in the custody of the Company. Participant shall deposit with the Company a Stock Assignment Separate from Certificate in the form attached below as Exhibit A, endorsed in blank, so as to permit retransfer to the Company of all or a portion of the Shares that shall be forfeited or otherwise not become vested in accordance with the Plan and this Agreement.
6. Rights with Respect to Shares. Participant shall have the right to vote the Shares (to the extent of the voting rights of said Shares, if any), to receive and retain all regular cash dividends and such other distributions as the Board of Directors of the Company may, in its discretion, designate, pay or distribute on such Shares, and to exercise all other rights, powers and privileges of a holder of Common Stock with respect to such Shares, except as set forth in this Agreement and the Plan.

Notwithstanding the foregoing, Participant shall not have the right to vote any additional shares of Common Stock that may be awardable under paragraph 3(a)(v) or (vi) ("Additional Shares"), unless and until such Additional Shares are awarded on the Vesting Date. In addition, Participant shall not, with respect to Additional Shares, have the right to exercise any other rights, powers and privileges of a holder of Common Stock with respect to the Additional Shares, except as specifically set forth in this Agreement and the Plan.

With respect to the Additional Shares, any regular cash dividends and such other distributions as the Board of Directors of the Company may, in its discretion, designate, pay or distribute on such Additional Shares from the Date of Grant until the Vesting Date shall be paid to Participant as deferred compensation on the Vesting Date, but only to the extent Participant is actually issued Additional Shares on the Vesting Date.

7. Responsibility for Taxes. Participant may complete and file with the Internal Revenue Service an election in substantially the form attached hereto as Exhibit B pursuant to Section 83(b) of the Internal Revenue Code ("Code") to be taxed currently on the fair market value of the Shares, without regard to the vesting restrictions set forth in this Agreement. Participant shall be responsible for all taxes associated with the acceptance of the Restricted Stock Benefit, including any tax liability associated with the representation of fair market value if the election is made pursuant to Code Section 83(b).
8. Shareholders' Agreement. Coincident with the vesting of the Shares and as a condition precedent to the Company's obligation to deliver the Shares to Participant, Participant shall execute and deliver to the Company Participant's agreement to be bound by the terms of the current form of applicable Shareholder's Agreement utilized by the Company.
9. General Provisions.
  - a. *Withholding.* Participant shall reimburse the Company, in cash, by certified or bank cashier's check, or any other form of legal payment permitted by the Company for any federal, state or local taxes required by law to be withheld with respect to the vesting of the Shares. The Company shall have the right to deduct from any salary or other payments to be made to Participant any federal, state or local taxes required by law to be so withheld. The Company's obligation to deliver a certificate to Participant representing the Shares upon vesting of the Shares is subject to the payment by Participant of any applicable federal, state and local withholding tax.
  - b. *Receipt of Plan.* By entering into this Agreement, Participant acknowledges (i) that he or she has received and read a copy of the Plan and (ii) that this Agreement is subject to and shall be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
  - c. *Legends.* Certificates representing the Shares prior to vesting shall contain the following legend or a legend similar thereto:

THIS CERTIFICATE AND THE SHARES OF STOCK REPRESENTED HEREBY ARE SUBJECT TO THE PROVISIONS OF THE COMPANY'S 2006 EQUITY COMPENSATION PLAN AND AN AGREEMENT BETWEEN THE COMPANY AND THE REGISTERED HOLDER WHEREBY THE TRANSFER IN ANY MANNER OF SUCH SHARES OF STOCK OR ANY INTEREST THEREIN IS RESTRICTED AND THE SHARES OF STOCK ARE SUBJECT TO FORFEITURE. A COPY OF SAID PLAN AND SAID AGREEMENT MAY BE INSPECTED AT THE PRINCIPAL OFFICE OF THE COMPANY.

Certificates may also contain such other legends and transfer restrictions as the Company shall deem reasonably necessary or desirable, including, without limitation, legends restricting transfer of the Common Stock until there has been compliance with federal and state securities laws.

- d. *Not an Employment Contract.* This Agreement is not an employment contract and nothing in this Agreement shall be deemed to create in any way whatsoever any obligation on the part of Participant to remain in the Service of the Company, or of the Company to continue Participant in the Service of the Company.
- e. *Specific Enforcement.* Because of the unique value of the Shares, in addition to any other remedies that the Company may have upon the breach of the agreements contained herein, the obligations of Participant shall be specifically enforceable.
- f. *Costs of Enforcement.* In any action at law or in equity to enforce any of the provisions or rights under this Agreement, the unsuccessful party of such litigation, as determined by any court of competent jurisdiction in a final judgment or decree, shall pay the successful party or parties all costs, expenses and reasonable attorneys' fees incurred therein by such party or parties (including without limitation such costs, expenses and fees on any appeals), and if such successful party shall recover judgment in any action or proceeding, such costs, expenses and attorneys' fees shall be included as part of the judgment.
- g. *Further Action.* The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. *Interpretation.* The interpretations and constructions of any provision of and determinations on any question arising under the Plan or this Agreement shall be made by the Company, and all such interpretations, constructions and determinations shall be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement between the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity or unenforceability of any provision hereof shall in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which shall be deemed to be one and the same instrument, and it shall be sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement in any way.
- i. *Assignment.* This Agreement shall be binding upon the parties and their respective legal representatives, beneficiaries, successors and assigns.
- j. *Notices.* All notices or other communications that are required to be given or may be given to either party pursuant to the terms of this Agreement shall be in writing and shall be delivered personally or by registered or certified mail, postage prepaid, to the address of the parties as set forth following the signature of such party. Notice shall be deemed given on the date of delivery in the case of personal delivery or on the delivery or refusal date as specified on the return receipt in the case of registered or certified mail. Either party may change its address for such communications by giving notice thereof to the other party in conformity with this section.
- k. *Governing Law; Venue.* This Agreement and the rights and obligations of the parties hereto shall be governed by and construed in accordance with the laws of the State of Montana. The parties agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement shall be brought in, and each party agrees to, and does hereby, submit to the jurisdiction and venue of, the appropriate state or federal court for the district of Montana.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement on \_\_\_\_\_, effective as of the date of grant.

FIRST INTERSTATE BANCSYSTEM, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

<Street Address>

<City, ST Zip>

PARTICIPANT

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

Address: \_\_\_\_\_

\_\_\_\_\_

**Exhibit A**

**Stock Assignment Separate From Certificate**

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto First Interstate BancSystem, Inc., a Montana corporation (the "Company") \_\_\_\_\_ (\_\_\_\_\_) shares of Common Stock of the Company, standing in the undersigned's name on the books of said corporation represented by Certificate No. \_\_\_\_\_, and does hereby irrevocably constitute and appoint the Secretary of the Company as attorney to transfer the said stock on the books of the said corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name



**Exhibit B**

**Election to Include Value of Restricted Property in Gross Income  
Pursuant to Section 83(b) of the Internal Revenue Code**

*This election form is to be filed with the IRS Service Center with which the Participant files his or her return. It should be mailed "Certified Mail" and postmarked by the post office to establish proof of timely filing. Timely filing requires such mailing to occur within thirty (30) days following the date of the grant. One copy must be provided to the Company and one copy must be filed with the Participant's tax return for the taxable year of exercise. Participant may also wish to determine the relevant state tax procedure for the state in which Participant resides.*

Pursuant to the Restricted Stock Grant Agreement entered into by and between the undersigned Participant and First Interstate BancSystem, Inc., a Montana corporation (the "Company"), as of \_\_\_\_\_, 20\_\_ (the "Award Agreement"), Participant has acquired \_\_\_\_\_ shares of Common Stock of the Company (the "Shares") which are subject to a substantial risk of forfeiture under the Award Agreement. Participant desires to make an election to have the Shares taxed under the provisions of Section 83(b) of the Internal Revenue Code of 1986, as amended (the "Code") at the time Participant acquired the Shares.

Therefore, pursuant to Code Section 83(b) and Treasury Regulation Section 1.83-2, Participant hereby makes an election to report as taxable income in \_\_\_\_\_ [YEAR] the Shares' fair market value on \_\_\_\_\_ [DATE], the date on which Participant acquired the Shares (or any subsequent date that may be determined to be the date of transfer for purposes of the Code).

The following information is supplied in accordance with Treasury Regulation Section 1.83-2(e):

1. The name, address and social security number of Participant:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. A description of the property with respect to which the election is being made:

Shares of Common Stock of First Interstate BancSystem, Inc., a Montana corporation.

3. The date on which the property was transferred: \_\_\_\_\_.

The taxable year for which such election is made: Calendar Year \_\_\_\_\_.

4. The restrictions to which the property is subject:

The Shares are subject to forfeiture to the Company for no consideration should Participant's employment with the Company terminate or should other specified events occur. Shares vest only upon the passage of time. Upon any transfer by Participant, the Shares will be subject to the same restrictions.

5. The fair market value on \_\_\_\_\_, 20\_\_\_\_, of the property with respect to which the election is being made, determined without regard to any lapse restrictions: \$\_\_\_\_\_.

6. The amount paid for such property: \$\_\_\_\_\_.

7. A copy of this election has been furnished to the Secretary of the Company pursuant to Treasury Regulations Section 1.83-2(e)(7).

\_\_\_\_\_  
Signature  
Print Name: \_\_\_\_\_  
\_\_\_\_\_  
Date

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**Section 4: EX-21.1 (SUBSIDIARIES OF FIRST INTERSTATE  
BANCSYSTEM, INC.)**

**Subsidiaries of First Interstate BancSystem, Inc.**

Subsidiary	State of Incorporation or Jurisdiction of Organization	Business Name
First Interstate Bank	Montana	First Interstate Bank
First Western Data, Inc.	South Dakota	First Western Data, Inc.
First Interstate Statutory Trust	Delaware	First Interstate Statutory Trust
FI Statutory Trust I	Connecticut	FI Statutory Trust I
FI Capital Trust II	Delaware	FI Capital Trust II
FI Statutory Trust III	Delaware	FI Statutory Trust III
FI Capital Trust IV	Delaware	FI Capital Trust IV
FI Statutory Trust V	Delaware	FI Statutory Trust V
FI Statutory Trust VI	Delaware	FI Statutory Trust VI
Commerce Financial, Inc.	Montana	Commerce Financial, Inc.
First Interstate Insurance Agency, Inc.	Montana	First Interstate Insurance Agency, Inc.
FIBCT, LLC	Montana	Crytech
FIB, LLC	Montana	FIB, LLC

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## **Section 5: EX-23.1 (CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM)**

Exhibit 23.1

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-106495 and Form S-8 No. 333-69490) pertaining to the First Interstate BancSystem, Inc. 2001 Stock Option Plan, as amended; Registration Statements (Form S-8 No. 333-133837 and Form S-8 No. 333-193543) pertaining to the First Interstate BancSystem, Inc. 2006 Equity Compensation Plan, as amended and restated effective November 21, 2013; and Registration Statement (Form S-3 No. 333-188865) pertaining to a shelf registration, of our reports dated February 28, 2014, relating to our audits of the consolidated financial statements and internal control over financial reporting which appear in the Annual Report on Form 10-K of First Interstate BancSystem, Inc. for the year ended December 31, 2013.

/s/ MCGLADREY LLP

Des Moines, Iowa

February 28, 2014

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## **Section 6: EX-31.1 (CERTIFICATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302)**

**CERTIFICATION OF ANNUAL REPORT ON FORM 10-K  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ed Garding, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2013 of First Interstate BancSystem, Inc.,
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

DATE: February 28, 2014

/s/ ED GARDING

Ed Garding  
President and Chief Executive Officer

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**Section 7: EX-31.2 (CERTIFICATION BY CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302)**

**CERTIFICATION OF ANNUAL REPORT ON FORM 10-K  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kevin P. Riley, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2013 of First Interstate BancSystem, Inc.,
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

DATE: February 28, 2014

/s/ KEVIN P. RILEY

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Kevin P. Riley  
Executive Vice President and  
Chief Financial Officer

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## **Section 8: EX-32 (CERTIFICATION PURSUANT TO SECTION 902)**

The undersigned are the Chief Executive Officer and the Chief Financial Officer of First Interstate BancSystem, Inc. (the "Registrant"). This Certification is made pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This Certification accompanies the Annual Report on Form 10-K of the Registrant for the year ended December 31, 2013.

We certify to the best of our knowledge that such Annual Report on Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant for the periods presented therein.

This Certification is executed as of February 28, 2014.

/s/ ED GARDING

Ed Garding

President and Chief Executive Officer

/s/ KEVIN P. RILEY

Kevin P. Riley

Executive Vice President and  
Chief Financial Officer

*The forgoing certification is being furnished solely pursuant to Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code in accordance with Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.*

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