FIRST INTERSTATE BANCSYSTEM INC
Form 10-Q
October 31, 2013

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

FORM 10-Q

ý Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 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, MT (Address of principal executive offices)	59116-0918 (Zip Code)

Registrant's telephone number, including area code: 406/255-5390

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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)
Yes ý No ¨
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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	ý
Non-accelerated filer	¨	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No ý
Indicate the number of shares outstanding of each of the Registrant's classes of common stock:

September 30, 2013 – Class A common stock	19,391,018
September 30, 2013 – Class B common stock	24,698,944

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
Quarterly Report on Form 10-Q
Index

2

Table of Contents

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)
(Unaudited)

	September 30, 2013	December 31, 2012
Assets		
Cash and due from banks	$150,085	$177,978
Federal funds sold	811	730
Interest bearing deposits in banks	391,447	622,624
Total cash and cash equivalents	542,343	801,332
Investment securities:		
Available-for-sale	1,939,806	1,995,258
Held-to-maturity (estimated fair values of $208,482 and $218,933 at September 30, 2013 and December 31, 2012, respectively)	205,277	208,223
Total investment securities	2,145,083	2,203,481
Loans held for investment	4,279,959	4,157,470
Mortgage loans held for sale	52,133	66,442
Total loans	4,332,092	4,223,912
Less allowance for loan losses	92,990	100,511
Net loans	4,239,102	4,123,401
Premises and equipment, net of accumulated depreciation	179,785	187,565
Goodwill	183,673	183,673
Company-owned life insurance	76,701	76,729
Other real estate owned (“OREO”)	18,537	32,571
Accrued interest receivable	30,384	28,869
Mortgage servicing rights, net of accumulated amortization and impairment reserve	13,518	12,653
Deferred tax asset, net	11,857	2,597
Core deposit intangibles, net of accumulated amortization	4,873	5,937
Other assets	54,244	62,953
Total assets	$7,500,100	$7,721,761
Liabilities and Stockholders’ Equity		
Deposits:		
Non-interest bearing	$1,503,969	$1,495,309
Interest bearing	4,604,656	4,745,102
Total deposits	6,108,625	6,240,411
Securities sold under repurchase agreements	428,110	505,785
Accounts payable and accrued expenses	45,523	48,208
Accrued interest payable	5,367	6,502
Long-term debt	37,128	37,160
Other borrowed funds	10	32
Preferred stock pending redemption	—	50,000
Subordinated debentures held by subsidiary trusts	82,477	82,477
Total liabilities	6,707,240	6,970,575
Stockholders’ equity:		
Nonvoting noncumulative preferred stock without par value; authorized 100,000 shares; no shares issued and outstanding as of September 30, 2013 and 5,000 shares issued and outstanding as of December 31, 2012	—	—

Common stock	283,352	271,335
Retained earnings	517,456	463,860
Accumulated other comprehensive income (loss), net	(7,948)	15,991
Total stockholders' equity	792,860	751,186
Total liabilities and stockholders' equity	$7,500,100	$7,721,761

See accompanying notes to unaudited consolidated financial statements.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Interest income:				
Interest and fees on loans	$54,901	$57,418	$165,247	$173,412
Interest and dividends on investment securities:				
Taxable	7,660	9,194	23,377	28,357
Exempt from federal taxes	1,153	1,223	3,594	3,667
Interest on deposits in banks	207	336	717	852
Interest on federal funds sold	8	4	17	11
Total interest income	63,929	68,175	192,952	206,299
Interest expense:				
Interest on deposits	3,821	5,414	12,214	17,455
Interest on securities sold under repurchase agreements	58	144	232	452
Interest on long-term debt	487	502	1,450	1,495
Interest on preferred stock pending redemption	—	—	159	—
Interest on subordinated debentures held by subsidiary trusts	607	1,110	1,904	4,084
Total interest expense	4,973	7,170	15,959	23,486
Net interest income	58,956	61,005	176,993	182,813
Provision for loan losses	(3,000)	9,500	(2,125)	32,750
Net interest income after provision for loan losses	61,956	51,505	179,118	150,063
Non-interest income:				
Income from the origination and sale of loans	7,934	11,665	28,652	29,469
Other service charges, commissions and fees	9,286	8,774	26,519	25,452
Service charges on deposit accounts	4,360	4,395	12,751	13,011
Wealth management revenues	4,581	3,557	12,735	10,655
Investment securities gains, net	30	66	26	295
Other income	1,416	1,725	5,322	5,344
Total non-interest income	27,607	30,182	86,005	84,226
Non-interest expense:				
Salaries and wages	22,806	23,341	69,681	66,545
Employee benefits	7,328	7,447	23,049	23,232
Occupancy, net	4,292	3,793	12,381	11,818
Furniture and equipment	3,147	3,231	9,362	9,558
Outsourced technology services	2,295	2,182	6,647	6,627
OREO expense, net of income	18	2,612	999	5,523
FDIC insurance premiums	1,205	1,622	3,938	4,818
Professional fees	1,135	1,050	3,398	2,985
Mortgage servicing rights amortization	629	879	2,187	2,591
Mortgage servicing rights impairment (recovery)	(62)	55	(121)	(761)
Core deposit intangibles amortization	355	355	1,064	1,066
Other expenses	9,431	10,497	31,699	37,801

Total non-interest expense	52,579	57,064	164,284	171,803
Income before income tax expense	36,984	24,623	100,839	62,486
Income tax expense	13,172	8,468	35,478	21,107
Net income	23,812	16,155	65,361	41,379
Preferred stock dividends	—	863	—	2,569
Net income available to common shareholders	$23,812	$15,292	$65,361	$38,810
Basic earnings per common share	$0.54	$0.36	$1.50	$0.90
Diluted earnings per common share	$0.54	$0.35	$1.49	$0.90

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	$23,812	$16,155	$65,361	$41,379
Other comprehensive income (loss), before tax:				
Investment securities available-for sale:				
Change in net unrealized gains/losses during period	1,794	931	(39,547)	(175)
Reclassification adjustment for net gains included in income	(30)	(66)	(26)	(295)
Defined benefit post-retirement benefits plans:				
Change in net actuarial loss	33	35	102	102
Other comprehensive income (loss), before tax	1,797	900	(39,471)	(368)
Deferred tax benefit (expense) related to other comprehensive income/loss	(707)	(354)	15,532	145
Other comprehensive income (loss), net of tax	1,090	546	(23,939)	(223)
Comprehensive income, net of tax	$24,902	$16,701	$41,422	$41,156

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands, except share and per share data)
(Unaudited)

	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
Comprehensive income:					
Net income	—	—	65,361	—	65,361
Other comprehensive loss, net of tax benefit	—	—	—	(23,939)	(23,939)
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	—	—	—	—	—
10,517 non-vested common shares forfeited	—	—	—	—	—
688,864 stock options exercised, net of 336,442 shares tendered in payment of option price and income tax withholding amounts	—	8,137	—	—	8,137
Tax benefit of stock-based compensation	—	1,578	—	—	1,578
Stock-based compensation expense	—	2,207	—	—	2,207
Cash dividends declared:					
Common ($0.27 per share)	—	—	(11,765)	—	(11,765)
Balance at September 30, 2013	$—	$283,352	$517,456	$(7,948)	$792,860
Balance at December 31, 2011	$50,000	$266,842	$435,144	$19,034	$771,020
Comprehensive income:					
Net income	—	—	41,379	—	41,379
Other comprehensive loss, net of tax benefit	—	—	—	(223)	(223)
Common stock transactions:					
18,333 common shares purchased and retired	—	(262)	—	—	(262)
23,973 common shares issued	—	—	—	—	—
122,912 non-vested common shares issued	—	—	—	—	—
4,689 non-vested common shares forfeited	—	—	—	—	—
144,346 stock options exercised, net of 102,213 shares tendered in payment of option price and income tax withholding amounts	—	1,326	—	—	1,326
Tax benefit of stock-based compensation	—	296	—	—	296
Stock-based compensation expense	—	2,351	—	—	2,351
Cash dividends declared:					
Common ($0.36 per share)	—	—	(15,448)	—	(15,448)
Preferred (6.75% per share)	—	—	(2,569)	—	(2,569)
Balance at September 30, 2012	$50,000	$270,553	$458,506	$18,811	$797,870

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

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

	Nine Months Ended September 30, 2013	2012
Cash flows from operating activities:		
Net income	$65,361	$41,379
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	(2,125)	32,750
Net gain on disposal of property and equipment	(224)	(490)
Depreciation and amortization	12,293	12,770
Net premium amortization on investment securities	11,426	7,913
Net gain on investment securities transactions	(26)	(295)
Net gain on sale of mortgage loans held for sale	(20,376)	(20,648)
Net gain on sale of OREO	(3,195)	(768)
Write-down of OREO and other assets pending disposal	3,180	3,457
Net reversal of impairment of mortgage servicing rights	(121)	(761)
Net gain on sale of mortgage servicing rights	—	(19)
Deferred income tax expense	6,302	8,013
Net decrease (increase) in cash surrender value of company-owned life insurance	28	(1,491)
Stock-based compensation expense	2,207	2,351
Tax benefits from stock-based compensation expense	1,578	296
Excess tax benefits from stock-based compensation expense	(1,488)	(187)
Originations of mortgage loans held for sale, net of sales	31,754	(2,055)
Changes in operating assets and liabilities:		
Increase in interest receivable	(1,515)	(1,442)
Decrease in other assets	9,434	7,381
Decrease in accrued interest payable	(1,135)	(1,417)
Decrease in accounts payable and accrued expenses	(2,622)	(1,800)
Net cash provided by operating activities	110,736	84,937
Cash flows from investing activities:		
Purchases of investment securities:		
Held-to-maturity	(13,915)	(44,283)
Available-for-sale	(564,448)	(787,697)
Proceeds from maturities and pay-downs of investment securities:		
Held-to-maturity	15,818	9,069
Available-for-sale	569,606	817,903
Capital distribution by unconsolidated subsidiary trust	—	1,238
Proceeds from sales of mortgage servicing rights	470	907
Extensions of credit to customers, net of repayments	(147,826)	(61,721)
Recoveries of loans charged-off	9,434	4,320
Proceeds from sales of OREO	25,185	31,800
Capital contribution to unconsolidated equity method investment	—	(900)
Capital expenditures, net of sales	(2,489)	(11,973)
Net cash used in investing activities	$(108,165)	$(41,337)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(In thousands)
(Unaudited)

	Nine Months Ended September 30, 2013	2012
Cash flows from financing activities:		
Net increase (decrease) in deposits	$(131,786)	$208,761
Net decrease in repurchase agreements	(77,675)	(55,438)
Net decrease in other borrowed funds	(22)	(1)
Repayment of junior subordinated debentures held by subsidiary trusts	—	(41,238)
Repayments of long-term debt	(32)	(30)
Redemption of preferred stock	(50,000)	—
Proceeds from issuance of common stock	8,680	1,326
Excess tax benefits from stock-based compensation expense	1,488	187
Purchase and retirement of common stock	(448)	(262)
Dividends paid to common stockholders	(11,765)	(15,448)
Dividends paid to preferred stockholders	—	(2,569)
Net cash provided by (used in) financing activities	(261,560)	95,288
Net increase (decrease) in cash and cash equivalents	(258,989)	138,888
Cash and cash equivalents at beginning of period	801,332	472,447
Cash and cash equivalents at end of period	$542,343	$611,335
Supplemental disclosures of cash flow information:		
Cash paid during the period for income taxes	$30,529	$12,740
Cash paid during the period for interest expense	17,094	24,903

See accompanying notes to unaudited consolidated financial statements.

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

(1) Basis of Presentation

In the opinion of management, the accompanying unaudited consolidated financial statements of First Interstate BancSystem, Inc. and subsidiaries (the "Company") contain all adjustments (all of which are of a normal recurring nature) necessary to present fairly the financial position of the Company at September 30, 2013 and December 31, 2012, and the results of operations for each of the three and nine month periods ended September 30, 2013 and 2012 and cash flows for the nine months ended September 30, 2013 and 2012, in conformity with U.S. generally accepted accounting principles. The balance sheet information at December 31, 2012 is derived from audited consolidated financial statements. Certain reclassifications, none of which were material, have been made to conform prior year financial statements to the September 30, 2013 presentation. These reclassifications did not change previously reported net income or stockholders' equity.

These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. Operating results for the three and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

(2) Investment Securities

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

September 30, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-Sale:				
Obligations of U.S. government agencies	$792,761	$1,576	$(9,862)	$784,475
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	1,157,281	14,836	(17,223)	1,154,894
Private mortgage-backed securities	431	9	(3)	437
Total	$1,950,473	$16,421	$(27,088)	$1,939,806

September 30, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Held-to-Maturity:				
State, county and municipal securities	$187,202	$5,011	$(1,861)	$190,352
Corporate securities	18,075	74	(19)	18,130
Total	$205,277	$5,085	$(1,880)	$208,482

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-Sale:				
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

Total	$1,966,417	$30,531	$(1,690)	$1,995,258

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

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

Gross realized gains and losses from the disposition of investment securities are summarized in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Gross realized gains	$30	$66	$42	$298
Gross realized losses	—	—	(16)	(3)

The following tables show 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 September 30, 2013 and December 31, 2012

	Less than 12 Months		12 Months or More		Total	
September 30, 2013	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available-for-Sale:						
Obligations of U.S. government agencies	$472,232	$(9,862)	$—	$—	$472,232	$(9,862)
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	712,122	(17,223)	—	—	712,122	(17,223)
Private mortgage-backed securities	—	—	110	(3)	110	(3)
Total	$1,184,354	$(27,085)	$110	$(3)	$1,184,464	$(27,088)

	Less than 12 Months		12 Months or More		Total	
September 30, 2013	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Held-to-Maturity:						
State, county and municipal securities	$51,606	$(1,833)	$468	$(28)	$52,074	$(1,861)
Corporate securities	7,312	(19)	—	—	7,312	(19)
Total	$58,918	$(1,852)	$468	$(28)	$59,386	$(1,880)

	Less than 12 Months		12 Months or More		Total	
December 31, 2012	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses

Available-for-Sale:						
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)
Total	$344,180	$(1,689)	$137	$(1)	$344,317	$(1,690)

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

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

The investment portfolio is evaluated quarterly for other-than-temporary declines in the market value of each individual investment security. The Company had 211 and 69 individual investment securities that were in an unrealized loss position as of September 30, 2013 and December 31, 2012, respectively. Unrealized losses as of September 30, 2013 and December 31, 2012 related primarily to fluctuations in the current interest rates. The Company does not have the intent to sell any of the available-for-sale securities in the above table and it is not likely that the Company will have to sell any such securities before a recovery in cost. No impairment losses were recorded during the three or nine months ended September 30, 2013 and 2012.

Maturities of investment securities at September 30, 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.

September 30, 2013	Available-for-Sale Amortized Cost	Available-for-Sale Estimated Fair Value	Held-to-Maturity Amortized Cost	Held-to-Maturity Estimated Fair Value
Within one year	$349,037	$348,410	$4,236	$4,269
After one year but within five years	1,177,551	1,174,066	57,128	57,800
After five years but within ten years	377,332	370,872	85,444	87,378
After ten years	46,553	46,458	58,469	59,035
Total	$1,950,473	$1,939,806	$205,277	$208,482

As of September 30, 2013, the Company had investment securities callable within one year with amortized costs and estimated fair values of $380,305 and $374,729, respectively, including callable structured notes with amortized costs and estimated fair values of $123,286 and $122,087, 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.

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

(3) Loans

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

	September 30, 2013	December 31, 2012
Real estate loans:		
Commercial	$1,441,297	$1,497,272
Construction:		
Land acquisition & development	210,153	220,196
Residential	68,362	49,274
Commercial	62,769	65,059
Total construction loans	341,284	334,529
Residential	841,707	708,339
Agricultural	176,594	177,244
Total real estate loans	2,800,882	2,717,384
Consumer:		
Indirect consumer	476,531	438,245
Other consumer	135,638	137,743
Credit card	60,015	60,806
Total consumer loans	672,184	636,794
Commercial	681,416	688,753
Agricultural	123,565	113,627
Other, including overdrafts	1,912	912
Loans held for investment	4,279,959	4,157,470
Mortgage loans held for sale	52,133	66,442
Total loans	$4,332,092	$4,223,912

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

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 dates indicated:

As of September 30, 2013	30 - 59 Days Past Due	60 - 89 Days Past Due	> 90 Days Past Due	Total Loans 30 or More Days Past Due	Current Loans	Non-accrual Loans	Total Loans
Real estate							
Commercial	$4,333	$4,124	$313	$8,770	$1,386,656	$45,871	$1,441,297
Construction:							
Land acquisition & development	6,652	925	—	7,577	185,841	16,735	210,153
Residential	41	—	—	41	66,831	1,490	68,362
Commercial	2,207	—	—	2,207	60,294	268	62,769
Total construction loans	8,900	925	—	9,825	312,966	18,493	341,284
Residential	2,970	996	875	4,841	830,616	6,250	841,707
Agricultural	272	4,949	48	5,269	161,544	9,781	176,594
Total real estate loans	16,475	10,994	1,236	28,705	2,691,782	80,395	2,800,882
Consumer:							
Indirect consumer	2,343	244	—	2,587	473,611	333	476,531
Other consumer	798	117	3	918	134,179	541	135,638
Credit card	364	262	469	1,095	58,900	20	60,015
Total consumer loans	3,505	623	472	4,600	666,690	894	672,184
Commercial	6,102	1,159	534	7,795	661,010	12,611	681,416
Agricultural	520	36	—	556	122,894	115	123,565
Other, including overdrafts		—	—	—	1,912	—	1,912
Loans held for investment	26,602	12,812	2,242	41,656	4,144,288	94,015	4,279,959
Mortgage loans originated for sale	—	—	—	—	52,133	—	52,133
Total loans	$26,602	$12,812	$2,242	$41,656	$4,196,421	$94,015	$4,332,092

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

As of December 31, 2012	30 - 59 Days Past Due	60 - 89 Days Past Due	> 90 Days Past Due	Total Loans 30 or More Days Past Due	Current Loans	Non-accrual Loans	Total Loans
Real estate							
Commercial	$5,449	$3,163	$2	$8,614	$1,438,142	$50,516	$1,497,272
Construction:							
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
Consumer:							
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 been approximately $1,216 and $1,821 for the three months ended September 30, 2013 and 2012, respectively and approximately $3,877 and $6,844 for the nine months ended September 30, 2013 and 2012, respectively.

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

The Company considers impaired loans to 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. The following tables present information on the Company's recorded investment in impaired loans as of dates indicated:

As of September 30, 2013	Unpaid Total Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
Real estate:					
Commercial	$62,453	$33,566	$26,993	$60,559	$4,897
Construction:					
Land acquisition & development	22,985	11,211	7,327	18,538	2,652
Residential	2,191	1,490	—	1,490	—
Commercial	442	360	48	408	48
Total construction loans	25,618	13,061	7,375	20,436	2,700
Residential	9,682	4,869	1,840	6,709	657
Agricultural	10,108	6,724	3,289	10,013	962
Total real estate loans	107,861	58,220	39,497	97,717	9,216
Commercial	15,645	8,493	5,250	13,743	4,126
Agricultural	167	27	89	116	19
Total	$123,673	$66,740	$44,836	$111,576	$13,361

As of December 31, 2012	Unpaid Total Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
Real estate:					
Commercial	$84,300	$39,049	$34,774	$73,823	$4,112
Construction:					
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
Total	$158,512	$82,232	$53,953	$136,185	$10,297

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

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

	Three Months Ended September 30,			
	2013		2012	
	Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
Real estate:				
Commercial	$62,208	$239	$81,313	$366
Construction:				
Land acquisition & development	17,614	19	36,206	30
Residential	1,513	—	3,151	—
Commercial	1,174	2	10,817	—
Total construction loans	20,301	21	50,174	30
Residential	7,770	6	12,416	1
Agricultural	9,995	—	5,173	9
Total real estate loans	100,274	266	149,076	406
Commercial	16,245	16	15,992	21
Agricultural	240	4	748	4
Total	$116,759	$286	$165,816	$431

	Nine Months Ended September 30,			
	2013		2012	
	Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
Real estate:				
Commercial	$65,726	$849	$82,689	$1,037
Construction:				
Land acquisition & development	19,923	475	49,528	76
Residential	1,949	—	8,591	—
Commercial	5,161	2	18,601	—
Total construction loans	27,033	477	76,720	76
Residential	8,882	15	14,667	22
Agricultural	7,751	8	7,090	41
Total real estate loans	109,392	1,349	181,166	1,176
Commercial	15,065	52	16,129	65
Agricultural	335	12	1,039	19
Total	$124,792	$1,413	$198,334	$1,260

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 would have been approximately $1,481 and $2,276 for the three months ended September 30, 2013 and 2012, respectively, and approximately $4,832 and $8,249 for the nine months ended September 30, 2013 and 2012, respectively.

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

Collateralized impaired loans are generally recorded at the fair value of the underlying collateral 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 concessions, 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 are typically 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.

The Company had loans renegotiated in troubled debt restructurings of $63,548 as of September 30, 2013, of which $41,609 were included in non-accrual loans and $21,939 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 tables present information on the Company's troubled debt restructurings that occurred during the three and nine months ended September 30, 2013:

		Type of Concession				
Three Months Ended September 30, 2013	Number of Notes	Interest only period	Extension of terms or maturity	Interest rate adjustment	Other (1)	Principal Balance at Restructure Date
Real estate:						
Commercial	3	$136	$863	$—	$—	$999
Construction:						
Land acquisition & development	4	408	6,974	155	—	7,537
Residential	1	—	—	—	79	79
Total real estate loans	8	544	7,837	155	79	8,615
Total loans restructured during period	8	$544	$7,837	$155	$79	$8,615

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

Nine Months Ended September 30, 2013	Number of Notes	Type of Concession Interest only period	Extension of terms or maturity	Interest rate adjustment	Other (1)	Principal Balance at Restructure Date
Real estate:						
Commercial	13	$136	$1,252	$5,345	$183	$6,916
Construction:						
Land acquisition & development	6	528	7,308	155	—	7,991
Residential	2	—	408	—	—	408
Total construction loans	8	528	7,716	155	—	8,399
Residential	4	—	463	—	79	542
Total real estate loans	25	664	9,431	5,500	262	15,857
Commercial	4	50	178	265	87	580
Total loans restructured during period	29	$714	$9,609	$5,765	$349	$16,437

(1) Other includes concessions that reduce or defer payments for a specified period of time and/or do not fit into other designated categories.

For troubled debt restructurings that were on non-accrual status or otherwise deemed impaired before the modification, a specific reserve may already be recorded. In periods subsequent to modification, the Company continues to evaluate all troubled debt restructurings for possible impairment and recognizes impairment through the allowance. Additionally these loans continue to work their way through the credit cycle through charge-off, pay-off or foreclosure. Financial effects of modifications of troubled debt restructurings may include principal loan forgiveness or other charge-offs directly related to the restructuring. The Company had no charge-offs directly related to modifying troubled debt restructurings during the three and nine months ended September 30, 2013 or 2012.

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

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	Number of Notes	Balance	Number of Notes	Balance
Real estate:				
Commercial	1	$136	1	$136
Construction:				
Residential	—	—	1	276
Total real estate loans	1	136	2	412
Commercial	—	0	1	15
Total	1	$136	3	$427

At September 30, 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.

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

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.

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 September 30, 2013	Other Assets Especially Mentioned	Substandard	Doubtful	Total Criticized Loans
Real estate:				
Commercial	$95,273	$101,381	$18,394	$215,048
Construction:				
Land acquisition & development	25,720	17,262	7,399	50,381
Residential	3,377	1,517	276	5,170
Commercial	—	360	48	408
Total construction loans	29,097	19,139	7,723	55,959
Residential	6,356	7,565	4,876	18,797
Agricultural	12,387	10,479	3,289	26,155
Total real estate loans	143,113	138,564	34,282	315,959
Consumer:				
Indirect consumer	815	1,558	132	2,505
Other consumer	549	838	352	1,739
Credit card	—	563	2,050	2,613
Total consumer loans	1,364	2,959	2,534	6,857
Commercial	33,096	25,037	5,510	63,643
Agricultural	3,276	1,718	89	5,083
Total	$180,849	$168,278	$42,415	$391,542

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

As of December 31, 2012	Other Assets Especially Mentioned	Substandard	Doubtful	Total Criticized Loans
Real estate:				
Commercial	$101,936	$135,282	$15,173	$252,391
Construction:				
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
Consumer:				
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

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.

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

(4) Allowance For Loan Losses

The following tables present a summary of changes in the allowance for loan losses by portfolio segment for the periods indicated.

Three Months Ended September 30, 2013	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Beginning balance	$71,503	$7,040	$19,442	$510	$33	$98,528
Provision charged to operating expense	(2,820)	289	(377)	(79)	(13)	(3,000)
Less loans charged-off	(2,129)	(1,083)	(1,703)	—	—	(4,915)
Add back recoveries of loans previously charged-off	1,399	484	474	20	—	2,377
Ending balance	$67,953	$6,730	$17,836	$451	$20	$92,990

Nine Months Ended September 30, 2013	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Beginning balance	$75,782	$7,140	$17,073	$504	$12	$100,511
Provision charged to operating expense	(4,864)	1,405	1,401	(75)	8	(2,125)
Less loans charged-off	(8,299)	(3,444)	(3,083)	(4)	—	(14,830)
Add back recoveries of loans previously charged-off	5,334	1,629	2,445	26	—	9,434
Ending balance	$67,953	$6,730	$17,836	$451	$20	$92,990

As of September 30, 2013	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Loans individually evaluated for impairment	$9,216	$—	$4,126	$19	$—	$13,361
Loans collectively evaluated for impairment	58,737	6,730	13,710	432	20	79,629
Allowance for loan losses	$67,953	$6,730	$17,836	$451	$20	$92,990

As of September 30, 2013	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Total loans:						
Individually evaluated for impairment	$97,717	$—	$13,743	$116	$—	$111,576
Collectively evaluated for impairment	2,755,298	672,184	667,673	123,449	1,912	4,220,516
Total loans	$2,853,015	$672,184	$681,416	$123,565	$1,912	$4,332,092

Three Months Ended September 30, 2012	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Beginning balance	$77,723	$7,274	$16,675	$1,122	$—	$102,794
Provision charged to operating expense	5,371	192	4,222	(285)	—	9,500
Less loans charged-off	(9,138)	(1,340)	(4,335)	—	—	(14,813)
Add back recoveries of loans previously charged-off	387	465	666	7	—	1,525
Ending balance	$74,343	$6,591	$17,228	$844	$—	$99,006

20

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

Nine Months Ended September 30, 2012	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Beginning balance	$87,396	$8,594	$15,325	$1,266	$—	$112,581
Provision charged to operating expense	22,172	385	10,530	(337)	—	32,750
Less loans charged-off	(36,645)	(3,862)	(10,028)	(110)	—	(50,645)
Add back recoveries of loans previously charged-off	1,420	1,474	1,401	25	—	4,320
Ending balance	$74,343	$6,591	$17,228	$844	$—	$99,006

As of September 30, 2012	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Allowance for loan losses:						
Loans individually evaluated for impairment	$11,348	$—	$2,924	$412	$—	$14,684
Loans collectively evaluated for impairment	62,995	6,591	14,304	432	—	84,322
Allowance for loan losses	$74,343	$6,591	$17,228	$844	$—	$99,006

As of September 30, 2012	Real Estate	Consumer	Commercial	Agriculture	Other	Total
Total loans:						
Individually evaluated for impairment	$140,460	$—	$13,408	$590	$—	$154,458
Collectively evaluated for impairment	2,600,908	629,757	658,692	134,877	1,359	4,025,593
Total loans	$2,741,368	$629,757	$672,100	$135,467	$1,359	$4,180,051

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 economic 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 conditions and the estimated impact of these factors on historical loss rates.

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

(5) Other Real Estate Owned

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Beginning balance	$22,782	$53,817	$32,571	$37,452
Additions	1,952	3,816	10,507	36,933
Capitalized improvements	—	—	13	75
Valuation adjustments	—	(2,310)	(2,564)	(3,457)
Dispositions	(6,197)	(15,352)	(21,990)	(31,032)
Ending balance	$18,537	$39,971	$18,537	$39,971

(6) Capital Stock

The Company had 19,391,018 and 17,635,369 shares of Class A common stock outstanding as of September 30, 2013 and December 31, 2012, respectively.

The Company had 24,698,944 and 25,654,954 shares of Class B common stock outstanding as of September 30, 2013 and December 31, 2012, respectively.

On December 31, 2012, the Company provided notice to holders of the Series A noncumulative redeemable preferred stock ("Series A Preferred Stock") of its intention to redeem the Series A Preferred Stock on January 18, 2013. Upon notice to holders of the redemption, the Series A Preferred Stock was reclassified from stockholders' equity to a liability. The aggregate redemption price for the Series A Preferred Stock was $50,150.

(7) 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 share for the three and nine month periods ended September 30, 2013 and 2012.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	$23,812	$16,155	$65,361	$41,379
Less preferred stock dividends	—	863	—	2,569
Net income available to common shareholders, basic and diluted	$23,812	$15,292	$65,361	$38,810
Weighted average common shares outstanding for basic earnings per share computation	43,699,566	42,989,564	43,458,309	42,943,588

Dilutive effects of stock-based compensation	585,278	130,513	384,980	102,968
Weighted average common shares outstanding for diluted earnings per common share computation	44,284,844	43,120,077	43,843,289	43,046,556
Basic earnings per common share	$0.54	$0.36	$1.50	$0.90
Diluted earnings per common share	$0.54	$0.35	$1.49	$0.90

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

The Company had 875,714 and 2,814,277 stock options outstanding as of September 30, 2013 and 2012, respectively, that were not included in the computation of diluted earnings per common share because their effect would be anti-dilutive. The Company had 54,402 and 48,196 shares of unvested restricted stock as of September 30, 2013 and 2012, respectively, that were not included in the computation of diluted earnings per common share because performance conditions for vesting had not been met.

(8) Regulatory Capital

The Company is subject to the regulatory capital requirements administered by federal banking regulators and the Federal Reserve. 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. 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 September 30, 2013 and December 31, 2012, the Company exceeded all capital adequacy requirements to which it is subject.

Actual capital amounts and ratios and selected minimum regulatory thresholds for the Company and its bank subsidiary, First Interstate Bank ("FIB"), as of September 30, 2013 and December 31, 2012 are presented in the following tables:

	Actual			Adequately Capitalized			Well Capitalized		
	Amount	Ratio		Amount	Ratio		Amount	Ratio	
September 30, 2013									
Total risk-based capital:									
Consolidated	$811,392	16.7	%	$389,080	8.0	%	NA	NA	
FIB	721,266	14.9		387,003	8.0		$483,754	10.0	%
Tier 1 risk-based capital:									
Consolidated	722,201	14.8		194,540	4.0		NA	NA	
FIB	648,395	13.4		193,502	4.0		$290,252	6.0	
Leverage capital ratio:									
Consolidated	722,201	10.0		288,486	4.0		NA	NA	
FIB	648,395	9.0		287,443	4.0		$359,304	5.0	

	Actual			Adequately Capitalized			Well Capitalized		
	Amount	Ratio		Amount	Ratio		Amount	Ratio	
December 31, 2012									
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

23

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

(9) Commitments and Contingencies

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 agreements of $4,122 as of September 30, 2013.

(10) 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. 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. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. At September 30, 2013, commitments to extend credit to existing and new borrowers approximated $1,225,762 which included $382,263 on unused credit card lines and $279,752 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. At September 30, 2013, the Company had outstanding standby letters of credit of $47,338. The estimated fair value of the obligation undertaken by the Company in issuing the standby letters of credit is included in other liabilities in the Company’s consolidated balance sheet.

(11) Supplemental Disclosures to Consolidated Statement of Cash Flows

The Company transferred loans of $10,507 and $36,933 to OREO during the nine months ended September 30, 2013 and 2012, respectively.

The Company transferred internally originated mortgage servicing rights of $2,931 and $3,344 from loans to mortgage servicing assets during the nine months ended September 30, 2013 and 2012, respectively.

The Company reclassified tax credit investments with a carrying value of $429 from held-to-maturity investment securities to other assets during the nine months ended September 30, 2013.

The Company transferred bank buildings and land pending disposal with book values of $1,448 and $566 to other assets during the nine months ended September 30, 2013 and 2012, respectively.

(12) Other Comprehensive Income

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

	Pre-tax		Tax Expense (Benefit)		Net of Tax	
Three Months Ended September 30,	2013	2012	2013	2012	2013	2012

Investment securities available-for sale:						
Change in net unrealized gains/losses during period	$1,794	$931	$706	$366	$1,088	$565
Reclassification adjustment for net losses (gains) included in net income	(30)	(66)	(12)	(26)	(18)	(40)
Defined benefits post-retirement benefit plan:						
Change in net actuarial loss	33	35	13	14	20	21
Total other comprehensive loss	$1,797	$900	$707	$354	$1,090	$546

24

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

	Pre-tax		Tax Expense (Benefit)		Net of Tax	
Nine Months Ended September 30,	2013	2012	2013	2012	2013	2012
Investment securities available-for sale:						
Change in net unrealized gains/losses during period	$(39,547)	$(175)	$(15,562)	$(69)	$(23,985)	$(106)
Reclassification adjustment for net gains included in net income	(26)	(295)	(10)	(116)	(16)	(179)
Defined benefits post-retirement benefit plan:						
Change in net actuarial loss	102	102	40	40	62	62
Total other comprehensive loss	$(39,471)	$(368)	$(15,532)	$(145)	$(23,939)	$(223)

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

	September 30, 2013	December 31, 2012
Net unrealized gain (loss) on investment securities available-for-sale	$(6,464)	$17,537
Net actuarial loss on defined benefit post-retirement benefit plans	(1,484)	(1,546)
Net accumulated other comprehensive income (loss)	$(7,948)	$15,991

(13) Fair Value Measurements

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

		Fair Value Measurements at Reporting Date Using		
As of September 30, 2013	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investment securities available-for-sale:				
Obligations of U.S. government agencies	$784,475	$—	$784,475	$—
U.S. agencies mortgage-backed securities & collateralized mortgage obligations	1,154,894	—	1,154,894	—
Private mortgage-backed securities	437	—	437	—
Mortgage servicing rights	24,944	—	24,944	—

		Fair Value Measurements at Reporting Date Using		
As of December 31, 2012	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investment securities available-for-sale:				
Obligations of U.S. government agencies	$754,856	$—	$754,856	$—

U.S. agencies 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	—

There were no transfers between levels of the fair value hierarchy during the nine months ended September 30, 2013 or 2012.

Table of Contents
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share and per share data)

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.

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

		Fair Value Measurements at Reporting Date Using		
As of September 30, 2013	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$53,327	$—	$—	$53,327
Other real estate owned	5,344	—	—	5,344
Long-lived assets to be disposed of by sale	1,327	—	—	1,327

		Fair Value Measurements at Reporting Date Using		
As of December 31, 2012	Balance	Quoted Prices in	Significant Other	Significant

		Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Impaired loans	$74,623	$—	$—	$74,623
Other real estate owned	15,745	—	—	15,745
Long-lived assets to be disposed of by sale	496	—	—	496

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 September 30, 2013, certain impaired loans with a carrying value of $78,786 were reduced by specific valuation allowance allocations of $13,361 and partial loan charge-offs of $12,098 resulting in a reported fair value of $53,327. 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. Write-downs of $2,564 during the nine months ended September 30, 2013 included $196 directly related to receipt of updated appraisals and $2,368 based on management estimates of the current fair value of properties. Write-downs of $3,457 during the nine months ended September 30, 2012 included adjustments of $625 directly related to receipt of updated appraisals and $2,832 based on management estimates of the current fair value of properties.

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 September 30, 2013, the Company had long-lived assets to be disposed of by sale with a carrying value of $2,014 that had been reduced by write-downs of $687 resulting in a reported fair value of $1,327. As of December 31, 2012, the Company had a long-lived asset to be disposed of by sale with a carrying value of $566 that was reduced by write-downs of $70 charged to other expense resulting in a 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 September 30, 2013 and December 31, 2012, all mortgage loans held for sale were recorded at cost.

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.

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

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 fixed and floating rate subordinated debentures, floating rate subordinated term loan, notes payable to the FHLB, fixed rate subordinated term debt, 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 approximated fair value due to the short-term nature of the 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.

The estimated fair values of financial instruments that are reported in the Company's consolidated balance sheets, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value, are as follows:

			Fair Value Measurements at Reporting Date Using		
As of September 30, 2013	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	$542,343	$542,343	$—	$542,343	$—
Investment securities available-for-sale	1,939,806	1,939,806	—	1,939,806	—
Investment securities held-to-maturity	205,277	208,482	—	208,482	—
Accrued interest receivable	30,384	30,384	—	30,384	—
Mortgage servicing rights, net	13,518	24,944	—	24,944	—
Net loans	4,239,102	4,192,135	—	4,138,808	53,327
Total financial assets	$6,970,430	$6,938,094	$—	$6,884,767	$53,327
Financial liabilities:					
Total deposits, excluding time deposits	$4,870,793	$4,870,793	$—	$4,870,793	$—
Time deposits	1,237,832	1,244,919	—	1,244,919	—
Securities sold under repurchase agreements	428,110	428,110	—	428,110	—
Other borrowed funds	10	10	—	10	—
Accrued interest payable	5,367	5,367	—	5,367	—
Long-term debt	37,128	34,712	—	34,712	—
Subordinated debentures held by subsidiary trusts	82,477	70,727	—	70,727	—
Total financial liabilities	$6,661,717	$6,654,638	$—	$6,654,638	$—

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

			Fair Value Measurements at Reporting Date Using		
As of December 31, 2012	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	$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
Total financial assets	$7,169,736	$7,203,191	$—	$7,128,568	$74,623
Financial liabilities:					
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	—
Total financial liabilities	$6,922,367	$6,909,162	$—	$6,909,162	$—

(14) Recent 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.

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.

(15) 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 October 21, 2013, the Company declared a quarterly dividend to common shareholders of $0.14 per share, to be paid on November 15, 2013 to shareholders of record as of November 1, 2013. No other events requiring recognition or disclosure were identified.

Table of Contents

Item 2.

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

The following discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012, including the audited financial statements contained therein, filed with the Securities and Exchange Commission, or SEC.

When we refer to "we," "our," and "us" in this report, we mean First Interstate BancSystem, Inc. and our consolidated subsidiaries, unless the context indicates that we refer only to the parent company, First Interstate BancSystem, Inc.

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 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 weak or worsening economic conditions, adverse economic conditions affecting Montana, Wyoming and western South Dakota, credit losses, concentrations of real estate loans, commercial loan risk, adequacy of the allowance for loan losses, impairment of goodwill, changes in interest rates, access to low-cost funding sources, increases in deposit insurance premiums, repurchases of mortgage loans from or reimbursements to investors due to contractual or warranty breach, inability to grow business, governmental regulation and changes in regulatory, tax and accounting rules and interpretations, sweeping changes in regulation of financial institutions due to passage of the Dodd-Frank Act, changes in or noncompliance with governmental regulations, effects of recent legislative and regulatory efforts to stabilize financial markets, dependence on the Company's management team, ability to attract and retain qualified employees, failure of technology, reliance on external vendors, inability to meet liquidity requirements, lack of acquisition candidates, failure to manage growth, competition, inability to manage risks in turbulent and dynamic market conditions, ineffective internal operational controls, environmental remediation and other costs, litigation pertaining to fiduciary responsibilities, failure to effectively implement technology-driven products and services, capital required to support the Company's bank subsidiary, soundness of other financial institutions, impact of proposed Basel III capital standards for U.S. banks, inability of our bank subsidiary to pay dividends, implementation of new lines of business or new product or service offerings, change in dividend policy, lack of public market for our Class A common stock, volatility of Class A common stock, voting control of Class B stockholders, 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, anti-takeover provisions, controlled company status and subordination of common stock to Company debt.

A more detailed discussion of each of the foregoing risks is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, filed March 1, 2013. These factors and the other risk factors described in the Company's periodic and current reports filed with the SEC from time to time, however, are not necessarily all of the important factors that could cause the Company's actual results, performance or achievements to differ materially from those expressed in or implied by any of the Company's forward-looking statements. Other unknown or unpredictable factors also could harm the Company's results. Investors and others are encouraged to read the more detailed discussion of the Company's risks contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Table of Contents

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 September 30, 2013, we had consolidated assets of $7,500 million, deposits of $6,109 million, loans of $4,332 million and total stockholders' equity of $793 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. 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 and accepting deposits from 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.

Recent Trends and Developments

Asset Quality

Non-performing assets decreased to $115 million, or 2.64% of total loans and OREO, as of September 30, 2013, from $143 million, or 3.35% of total loans and OREO as of December 31, 2012, primarily due to the sale of OREO properties with carrying values aggregating $22 million and the movement of non-accrual loans out of the loan portfolio through pay-off, charge-off or foreclosure. Criticized loans also decreased to $392 million as of September 30, 2013, from $468 million as of December 31, 2012. As of September 30, 2013, both non-performing assets and criticized loans were at their lowest quarterly levels since 2008.

Continued improvement in and stabilization of credit quality, as evidenced by continuing declining levels of non-performing assets and criticized loans, combined with continued improvement in local and national economies, resulted in reversals of provision for loan losses of $3.0 million and $2.1 million during the three and nine months ended September 30, 2013, respectively. This compares to recording provisions for loan losses of $9.5 million and $32.8 million during the same respective periods in 2012.

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.

Table of Contents

Basel III Regulatory Capital Rule Revision

On July 2, 2013, the Board of Governors of the Federal Reserve Bank, or the 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.

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 September 30, 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 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.

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. 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 grow 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 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.

Table of Contents

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. The most significant accounting policies we follow are summarized in Note 1 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

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. Note 1 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012 describes 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 "Asset Quality."

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. Note 1 of the Notes to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012 describes our accounting policy with regard to goodwill.

Table of Contents

Our annual evaluation of goodwill for impairment is performed as of July 1st each year. Upon completion of the most recent evaluation, it was determined that the estimated fair value of net assets was greater than the carrying value of the Company. We will continue to monitor our performance and evaluate our goodwill for impairment annually or more frequently as needed.

Results of Operations

The following discussion and analysis is intended to provide greater details of the results of our operations and financial condition.

Net Interest Income. During third quarter 2013, our net interest income on a fully-taxable equivalent, or FTE, basis decreased $2.1 million, or 3.4%, to $60.1 million, as compared to $62.2 million during the same period in 2012, and our net FTE interest margin ratio decreased 11 basis points to 3.52%, as compared to 3.63% during the same period in 2012. For the nine months ended September 30, 2013, our net FTE interest income decreased $6.0 million, or 3.2%, to $180.4 million, as compared to $186.3 million during the same period in 2012, and our net FTE interest margin ratio decreased 16 basis points to 3.54%, as compared to 3.70% during the same period in 2012. Declines in yields earned on our loan and investment portfolios during the three and nine months ended September 30, 2013 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. Offsetting the impact of lower asset yields during the three and nine months ended September 30, 2013, as compared to the same periods in 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 rates averaging 2.60% over LIBOR.

Table of Contents

The following tables present, 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)	Three Months Ended September 30,							
	2013				2012			
	Average Balance	Interest	Average Rate		Average Balance	Interest	Average Rate	
Interest earning assets:								
Loans (1) (2)	$4,327,995	$55,345	5.07	%	$4,183,016	$57,872	5.50	%
Investment securities (2)	2,115,301	9,479	1.78		2,098,576	11,123	2.11	
Interest bearing deposits in banks	323,781	207	0.25		525,149	336	0.25	
Federal funds sold	4,772	8	0.67		3,006	4	0.53	
Total interest earnings assets	6,771,849	65,039	3.81		6,809,747	69,335	4.05	
Non-earning assets	602,316				633,551			
Total assets	$7,374,165				$7,443,298			
Interest bearing liabilities:								
Demand deposits	$1,748,317	$504	0.11	%	$1,613,136	$589	0.15	%
Savings deposits	1,568,744	601	0.15		1,523,347	873	0.23	
Time deposits	1,260,452	2,716	0.85		1,452,688	3,952	1.08	
Repurchase agreements	418,561	58	0.05		501,640	144	0.11	
Other borrowed funds	10	—	—		6	—	—	
Long-term debt	37,132	487	5.20		37,174	502	5.37	
Subordinated debentures held by by subsidiary trusts	82,477	607	2.92		82,477	1,110	5.35	
Total interest bearing liabilities	5,115,693	4,973	0.39		5,210,468	7,170	0.55	
Non-interest bearing deposits	1,428,099				1,399,585			
Other non-interest bearing liabilities	51,564				43,511			
Stockholders’ equity	$778,809				$789,734			
Total liabilities and stockholders’ equity	7,374,165				7,443,298			
Net FTE interest income		60,066				62,165		
Less FTE adjustments (2)		$(1,110)				$(1,160)		
Net interest income from consolidated statements of income		58,956				61,005		
Interest rate spread			3.42	%			3.50	%
Net FTE interest margin (3)			3.52	%			3.63	%
Cost of funds, including non-interest bearing demand deposits (4)			0.30	%			0.43	%

(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 FTE basis.

(3) Net FTE interest margin during the period equals (i) the difference between annualized interest income on interest earning assets and the annualized interest expense on interest bearing liabilities, divided by (ii) average interest earning assets for the period.

(4) Calculated by dividing total annualized interest on interest bearing liabilities by the sum of total interest bearing liabilities plus non-interest bearing deposits.

37

Table of Contents

Average Balance Sheets, Yields and Rates

(Dollars in thousands)	Nine Months Ended September 30,							
	2013				2012			
	Average Balance	Interest	Average Rate		Average Balance	Interest	Average Rate	
Interest earning assets:								
Loans (1) (2)	$4,267,576	$166,530	5.22	%	$4,169,311	$174,809	5.60	%
Investment securities (2)	2,157,373	29,045	1.80		2,112,005	34,141	2.16	
Interest bearing deposits in banks	378,239	717	0.25		447,865	852	0.25	
Federal funds sold	3,547	17	0.64		2,430	11	0.60	
Total interest earnings assets	6,806,735	196,309	3.86		6,731,611	209,813	4.16	
Non-earning assets	600,556				628,732			
Total assets	$7,407,291				$7,360,343			
Interest bearing liabilities:								
Demand deposits	$1,733,161	$1,453	0.11	%	$1,597,397	$1,842	0.15	%
Savings deposits	1,554,581	1,853	0.16		1,485,330	2,821	0.25	
Time deposits	1,312,465	8,908	0.91		1,496,531	12,792	1.14	
Repurchase agreements	465,415	232	0.07		502,828	452	0.12	
Other borrowed funds	9	—	—		24	—	—	
Long-term debt	37,142	1,450	5.22		37,184	1,495	5.37	
Preferred stock pending redemption	3,114	159	6.83		—	—	—	
Subordinated debentures held by by subsidiary trusts	82,477	1,904	3.09		108,966	4,084	5.01	
Total interest bearing liabilities	5,188,364	15,959	0.41		5,228,260	23,486	0.60	
Non-interest bearing deposits	1,394,468				1,303,535			
Other non-interest bearing liabilities	51,557				47,108			
Stockholders’ equity	$772,902				$781,440			
Total liabilities and stockholders’ equity	7,407,291				7,360,343			
Net FTE interest income		180,350				186,327		
Less FTE adjustments (2)		$(3,357)				$(3,514)		
Net interest income from consolidated statements of income		176,993				182,813		
Interest rate spread			3.46	%			3.56	%
Net FTE interest margin (3)			3.54	%			3.70	%
Cost of funds, including non-interest bearing demand deposits (4)			0.32	%			0.48	%

(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 FTE basis.

(3) Net FTE interest margin during the period equals (i) the difference between annualized interest income on interest earning assets and the annualized interest expense on interest bearing liabilities, divided by (ii) average interest earning assets for the period.

(4) Calculated by dividing total annualized interest on interest bearing liabilities by the sum of total interest bearing liabilities plus non-interest bearing deposits.

Table of Contents

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)	Three Months Ended September 30, 2013 compared with Three Months Ended September 30, 2012			Nine Months Ended September 30, 2013 compared with Nine Months Ended September 30, 2012		
	Volume	Rate	Net	Volume	Rate	Net
Interest earning assets:						
Loans (1)	$2,006	$(4,533)	$(2,527)	$4,120	$(12,399)	$(8,279)
Investment securities (1)	89	(1,733)	(1,644)	733	(5,829)	(5,096)
Interest bearing deposits in banks	(129)	—	(129)	(132)	(3)	(135)
Federal funds sold	2	2	4	5	1	6
Total change	1,968	(6,264)	(4,296)	4,726	(18,230)	(13,504)
Interest bearing liabilities:						
Demand deposits	49	(134)	(85)	157	(546)	(389)
Savings deposits	26	(298)	(272)	132	(1,100)	(968)
Time deposits	(523)	(713)	(1,236)	(1,573)	(2,311)	(3,884)
Repurchase agreements	(24)	(62)	(86)	(34)	(186)	(220)
Long-term debt	(1)	(14)	(15)	(2)	(43)	(45)
Preferred stock pending redemption	—	—	—	159	—	159
Subordinated debentures	—	(503)	(503)	(993)	(1,187)	(2,180)
Total change	(473)	(1,724)	(2,197)	(2,154)	(5,373)	(7,527)
Increase (decrease) in FTE net interest income	$2,441	$(4,540)	$(2,099)	$6,880	$(12,857)	$(5,977)

(1)Interest income for tax exempt loans and securities are presented on a FTE basis.

Provision for Loan Losses. During the three and nine months ended September 30, 2013, we reversed provision for loan losses of $3.0 million and $2.1 million, respectively. This compares to recording provisions for loan losses of $9.5 million and $32.8 million during the same respective periods in 2012. Reversal of provision for loan losses during the three and nine months ended September 30, 2013 is reflective of continued improvement in and stabilization of credit quality as evidenced by continuing declining levels of non-performing assets and criticized loans combined with continued improvement in local and national economic trends. For information regarding our non-performing loans, see “Non-Performing Assets” included herein.

Non-interest Income. Our principal sources of non-interest income include other service charges, commissions and fees; income from the origination and sale of loans; service charges on deposit accounts; and, wealth management revenues. Non-interest income decreased $2.6 million, or 8.5%, to $27.6 million for the three months ended September 30, 2013, as compared to $30.2 million for the same period in 2012, and increased $1.8 million, or 2.1%, to $86.0 million during the nine months ended September 30, 2013, as compared to $84.0 million during the same period in 2012. Significant components of these fluctuations are discussed below.

Fluctuations in market interest rates have a significant impact on the level of income 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 activity. Income from the origination and sale of loans decreased $3.7 million, or 32.0%, to $7.9 million during the three months ended September 30, 2013, compared to $11.7 million during the same period in 2012, and $817 thousand, or 2.8%, to $28.7 million during the nine months ended September 30, 2013, as compared to $29.5 million during the same period in 2012, primarily due to lower demand for refinancing loans. Our total mortgage loans production decreased approximately 33% and 12% during the three and nine

Table of Contents

months ended September 30, 2013, respectively, as compared to the same respective periods in 2012. Loans originated for home purchases accounted for approximately 72% of our mortgage loan production during the three months ended September 30, 2013, as compared to approximately 38% during the same period in 2012. For the nine months ended September 30, 2013, loans originated for home purchases accounted for approximately 51% of our mortgage loan production, as compared to 36% during the same period in 2012.

Other service charges, commissions and fees primarily include debit and credit card interchange income, mortgage loan servicing fee income, insurance and other commissions and ATM service charge revenues. Other service charges, commissions and fees increased $512 thousand, or 5.8%, to $9.3 million during the three months ended September 30, 2013, as compared to $8.8 million during the same period in 2012, and $1.1 million, or 4.2%, to $26.5 million during the nine months ended September 30, 2013, as compared to $25.5 million during the same period in 2012, primarily due to higher mortgage loan servicing fee income and increases in credit and debit card interchange revenue due to higher transaction volumes. Increases in loan servicing fee income were partially offset by lower insurance commission revenues.

Wealth management revenues are comprised principally of fees earned for management of trust assets and investment services revenues. Fees earned for management of trust assets are generally based on the market value of assets managed. Wealth management revenues increased $1.0 million, or 28.8%, to $4.6 million during the three months ended September 30, 2013, as compared to $3.6 million during the same period in 2012, and increased $2.1 million, or 19.5%, to $12.7 million during the nine months ended September 30, 2013, as compared to $10.7 million during the same period in 2012. During third quarter 2013, we recorded revenues from the sale of two multi-million dollar life insurance policies aggregating approximately $370 thousand. The remainder of the quarter-to-date and year-to-date increases were primarily due to the addition of new wealth management customers and increases in the market values of new and existing assets under trust management.

Non-interest Expense. Non-interest expense decreased $4.5 million, or 7.9%, to $52.6 million for the three months ended September 30, 2013, as compared to $57.1 million for the same period in 2012, and $7.5 million, or 4.4%, to $164.3 million for the nine months ended September 30, 2013, as compared to $171.8 million for the same period in 2012. Significant components of these decreases are discussed below.

Salaries and wages decreased $535 thousand, or 2.3%, to $22.8 million during the three months ended September 30, 2013, as compared to $23.3 million during the same period in 2012, and increased $3.1 million, or 4.7%, to $69.7 million during the nine months ended September 30, 2013, as compared to $66.5 million during the same period in 2012. Salaries expense, the largest component of salaries and wages, increased $186 thousand, or less than 1.0%, to $21.1 million during third quarter 2013, as compared to $20.9 million during third quarter 2012, and $758 thousand, or 1.2%, to $62.8 million during the nine months ended September 30, 2013, as compared to $62.0 million during the same period in 2012. During the three and nine months ended September 30, 2013, as compared to the same periods in 2012, we recorded higher incentive bonus accruals reflective of our improved performance. Increases in salaries expense and incentive bonus accruals during third quarter 2013 were offset by increases in deferred loan costs.

Variations in net OREO income or expense between periods were primarily due to fluctuations in write-downs of the estimated fair value of OREO properties, net gains and losses recorded on the sales of OREO properties and carrying costs and/or operating expenses of OREO properties. OREO expense, net of income, decreased $2.6 million, or 99.3%, to $18 thousand during the three months ended September 30, 2013, as compared to $2.6 million during the same period in 2012, and $4.5 million, or 81.9%, to $999 thousand during the nine months ended September 30, 2013, as compared to $5.5 million for the same period in 2012. Reductions in net OREO expense during the three and nine months ended September 30, 2013, as compared to the same periods in 2012, were primarily due to lower operating expenses reflective of a reduction in the number of OREO properties held and decreases in fair value write-downs.

During the three months ended September 30, 2013, net OREO expense included $543 thousand of net operating expenses, which were offset by net gains on the sale of properties of $525 thousand. This compares to $1.1 million of net operating expenses, $2.3 million of fair value write-downs and net gains of $775 thousand recorded during the same period in 2012. During the nine months ended September 30, 2013, net OREO expense included $1.6 million of net operating expenses, $2.6 million of fair value write-downs and net gains of $3.2 million on the sale of OREO properties. This compares to $2.8 million of net operating expenses, $3.5 million of fair value write-downs and net gains of $769 thousand during the same period in 2012.

Table of Contents

FDIC insurance premiums decreased $417 thousand, or 25.7%, to $1.2 million during the three months ended September 30, 2013, as compared to $1.6 million for the same period in 2012, and decreased $880 thousand, or 18.3%, to $3.9 million during the nine months ended September 30, 2013, as compared to $4.8 million during the same period in 2012. These decreases were primarily due to lower assessment rates reflective of improved credit quality combined with a lower assessment base.

Mortgage servicing rights are amortized in proportion to and over the period of estimated net servicing income. Mortgage servicing rights amortization decreased $250 thousand, or 28.4%, to $629 thousand during the three months ended September 30, 2013, as compared to $879 thousand during the same period in 2012, and $404 thousand, or 15.6%, to $2.2 million during the nine months ended September 30, 2013, as compared to $2.6 million during the same period in 2012, primarily due to declines in prepayment rates and the resulting extension in the estimation of the period over which net servicing income will be received.

Mortgage servicing rights are evaluated quarterly for impairment. 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 third quarter 2013, we reversed impairment of $62 thousand, as compared to recording impairment charges of $55 thousand during third quarter 2012. During the nine months ended September 30, 2013, we reversed impairment of $121 thousand, as compared to an impairment reversal of $761 thousand during the same period in 2012.

Other expenses primarily include advertising and public relations costs; office supply, postage, freight and telephone expenses; travel expense; donations expense; debit and credit card expenses; board of director fees; and other losses. Other expenses decreased $1.1 million, or 10.2%, to $9.4 million for the three months ended September 30, 2013, as compared to $10.5 million during the same period in 2012, primarily due to fluctuations in the timing of expense recognition in the ordinary course of business. Other expenses decreased $6.1 million, or 16.1%, to $31.7 million during the nine months ended September 30, 2013, as compared to $37.8 million during the same period in 2012, primarily due to non-recurring charges recorded in 2012. During second quarter 2012, we recorded donation expense of $1.5 million associated with the sale of a bank building to a charitable organization and wrote-off $428 thousand of unamortized issuance costs associated with redeemed junior subordinated debentures. In addition, during first quarter 2012, we accrued $3.0 million of collection and settlement costs related to one borrower.

Income Tax Expense. Our effective federal income tax rate was 30.9% for the nine months ended September 30, 2013 and 29.2% for the nine months ended September 30, 2012. State income tax applies primarily to pretax earnings generated within Montana and South Dakota. Our effective state tax rate was 4.3% for the nine months ended September 30, 2013 and 4.6% for the nine months ended September 30, 2012. Changes in the effective federal income tax rates were primarily due to fluctuations in tax exempt interest income as a percentage of total income.

Financial Condition

Total assets decreased $222 million, or 2.9%, to $7,500 million as of September 30, 2013, from $7,722 million as of December 31, 2012.

Loans. Total loans increased $108 million, or 2.6%, to $4,332 million as of September 30, 2013, from $4,224 million as of December 31, 2012, with the most notable growth occurring in residential real estate and consumer loans. Residential real estate loans increased to $842 million as of September 30, 2013, from $708 million as of December 31, 2012, due primarily to continued retention of certain residential loans with contractual terms of fifteen years or less combined with increased housing demand in our market areas.

Consumer loans grew to $673 million as of September 30, 2013, from $637 million as of December 31, 2012. Growth in consumer loans occurred primarily in indirect loans, which increased to $477 million as of September 30, 2013, from $438 million as of December 31, 2012, due to expansion of our indirect lending program within our existing market areas.

Table of Contents

Commercial and commercial real estate loans decreased as of September 30, 2013, as compared to December 31, 2012. Commercial loans decreased to $681 million as of September 30, 2013, from $689 million as of December 31, 2012, and commercial real estate loans decreased to $1,441 million as of September 30, 2013, from $1,497 million as of December 31, 2012, primarily due to weak loan demand combined with the movement of lower quality loans out of the portfolio through charge-off, pay-off and foreclosure.

Non-performing Assets. Non-performing assets include non-accrual loans, loans contractually past due 90 days or more and still accruing interest and OREO. The following table sets forth information regarding non-performing assets as of the dates indicated:

Nonperforming Assets

(Dollars in thousands)	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012
Non-performing loans:					
Non-accrual loans	$94,015	$103,729	$98,594	$107,799	$122,931
Accruing loans past due 90 days or more	2,188	1,742	1,941	2,277	4,339
Total non-performing loans	96,203	105,471	100,535	110,076	127,270
OREO	18,537	22,782	32,470	32,571	39,971
Total non-performing assets	$114,740	$128,253	$133,005	$142,647	$167,241
Non-performing loans to total loans	2.22 %	2.45 %	2.38 %	2.61 %	3.04 %
Non-performing assets to total loans and OREO	2.64 %	2.97 %	3.12 %	3.35 %	3.96 %
Non-performing assets to total assets	1.53 %	1.76 %	1.79 %	1.85 %	2.24 %

Non-performing loans. Non-performing loans include non-accrual loans and loans contractually past due 90 days or more. We monitor and evaluate collateral values on non-performing loans quarterly. Appraisals are required on all non-performing 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.

Table of Contents

The following table sets forth the allocation of our non-performing loans among our various loan categories as of the dates indicated:

Non-Performing Loans by Loan Type

(Dollars in thousands)	September 30, 2013	Percent of Total		December 31, 2012	Percent of Total	
Real estate:						
Commercial	$46,185	48.1	%	$50,517	45.8	%
Construction:		.				
Land acquisition and development	16,733	17.4	%	19,628	17.8	%
Commercial	268	0.3	%	8,126	7.4	%
Residential	1,490	1.5	%	2,175	2.0	%
Total construction	18,491	19.2	%	29,929	27.2	%
Residential	7,125	7.4	%	11,511	10.5	%
Agricultural	9,829	10.2	%	5,048	4.6	%
Total real estate	81,630	84.9	%	97,005	88.1	%
Consumer	1,339	1.4	%	1,727	1.6	%
Commercial	13,119	13.6	%	10,812	9.8	%
Agricultural	115	0.1	%	525	0.5	%
Other	—	—	%	7	—	%
Total non-performing loans	$96,203	100.0	%	$110,076	100.0	%

Non-accrual 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. If all loans on non-accrual had been current in accordance with their original terms, gross income of approximately $1.2 million and $1.8 million would have been accrued for the three months ended September 30, 2013 and 2012, respectively. If all loans on non-accrual had been current in accordance with their original terms, gross income of approximately $3.9 million and $6.8 million would have been accrued for the nine months ended September 30, 2013 and 2012, respectively.

Non-accrual loans, the largest component of non-performing loans, decreased $14 million, or 12.8%, to $94 million at September 30, 2013, from $108 million at December 31, 2012, primarily due to movement of non-accrual loans out of the loan portfolio due to pay-off, charge-off or foreclosure.

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 a 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.

Table of Contents

OREO decreased $14 million, or 43.1%, to $19 million as of September 30, 2013, from $33 million as of December 31, 2012. During the first nine months of 2013, we recorded additions to OREO of $11 million, wrote down the fair value of OREO properties by $3 million and sold OREO with a book value of $22 million at a net gain of $3.2 million, compared to additions of $37 million, fair value write-downs of $3 million and sales of $31 million at a net gain of $768 thousand during the same period in 2012. As of September 30, 2013, 59% of the carrying value of our OREO was related to land and land development properties, 22% to commercial properties and 19% to residential properties.

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.

Table of Contents

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.

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

Allowance for Loan Losses

(Dollars in thousands)	Three Months Ended				
	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012
Balance at beginning of period	$98,528	$97,904	$100,511	$99,006	$102,794
Provision charged to operating expense	(3,000)	375	500	8,000	9,500
Charge offs:					
Real estate					
Commercial	1,319	1,251	1,098	2,914	3,058
Construction	385	449	1,723	3,355	4,477
Residential	424	324	1,226	590	1,603
Agricultural	2	3	96	2	1
Consumer	1,083	1,299	1,062	1,458	1,340
Commercial	1,703	569	811	1,963	4,334
Agricultural	—	—	4	9	—
Total charge-offs	4,916	3,895	6,020	10,291	14,813
Recoveries:					
Real estate					
Commercial	500	2,140	714	318	24
Construction	878	593	325	1,443	260
Residential	20	134	22	59	102
Agricultural	1	6	1	—	2
Consumer	484	672	473	471	465
Commercial	474	596	1,375	1,504	665
Agricultural	21	3	3	1	7
Total recoveries	2,378	4,144	2,913	3,796	1,525
Net charge-offs	2,538	(249)	3,107	6,495	13,288
Balance at end of period	$92,990	$98,528	$97,904	$100,511	$99,006
Period end loans	$4,332,092	$4,297,364	$4,224,559	$4,223,912	$4,180,051
Average loans	4,327,995	4,256,579	4,216,934	4,197,665	4,183,016
Net loans charged-off to average loans, annualized	0.23%	(0.02)%	0.30%	0.62%	1.26%
Allowance to period end loans	2.15%	2.29%	2.32%	2.38%	2.37%

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, 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.

Table of Contents

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. Investment securities decreased $58 million, or 2.7%, to $2,145 million, or 28.6% of total assets, as of September 30, 2013, from $2,203 million, or 28.5% of total assets, as of December 31, 2012. As of September 30, 2013, the estimated duration of our investment portfolio was 3.6 years, as compared to 2.5 years as of December 31, 2012.

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 September 30, 2013, we had investment securities with fair values aggregating $578 thousand that had been in a continuous loss position more than twelve months. Gross unrealized losses on these securities totaled $31 thousand as of September 30, 2013, and were attributable to changes in interest rates. No impairment losses were recorded during the three or nine months ended September 30, 2013 and 2012.

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 $259 million, or 32.3%, to $542 million as of September 30, 2013, from $801 million as of December 31, 2012. Fluctuations in cash and cash equivalents occur in the normal course of our business.

Deferred Tax Asset. Our net deferred tax asset increased $9 million, or 356.6%, to $12 million as of September 30, 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.

Deposits. Our deposits consist of non-interest bearing and interest bearing demand, savings, individual retirement and time deposit accounts. Total deposits decreased $132 million, or 2.1%, to $6,109 million as of September 30, 2013, from $6,240 million December 31, 2012, with a slight shift in the mix of deposits away from time deposits to savings and demand deposits. Total deposits were at historically high levels as of December 31, 2012 and are now at a more normalized level of $6,109 million as of September 30, 2013.

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

Deposits

(Dollars in thousands)	September 30, 2013	Percent of Total		December 31, 2012	Percent of Total	
Non-interest bearing demand	$1,503,969	24.6	%	$1,495,309	24.0	%
Interest bearing:						
Demand	1,795,136	29.5		1,811,905	29.0	
Savings	1,571,688	25.7		1,547,713	24.8	
Time, $100 and over	515,917	8.4		594,712	9.5	
Time, other (1)	721,915	11.8		790,772	12.7	
Total interest bearing	4,604,656	75.4		4,745,102	76.0	
Total deposits	$6,108,625	100.0	%	$6,240,411	100.0	%

(1) Included in Time, other are Certificate of Deposit Account Registry Service, or CDAR, deposits of $59 million as of September 30, 2013 and $72 million as of December 31, 2012.

Repurchase Agreements. In addition to deposits, repurchase agreements with commercial depositors, which include municipalities, provide an additional source of funds. Under repurchase agreements, deposits 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 agreements decreased $78 million, or 15.4%, to $428 million as of September 30, 2013, from $506 million as of December 31, 2012, due to fluctuations in the liquidity of our customers.

Table of Contents

Preferred Stock Redemption. On January 18, 2013, we redeemed $50 million of outstanding 6.75% Series A noncumulative redeemable preferred stock, or preferred stock. The aggregate redemption price was $50 million, which represented par value plus unpaid and accrued dividends to the date of redemption. The preferred stock was reclassified from stockholders' equity to a liability upon notice of the redemption to preferred stockholders in December 2012.

Capital Resources and Liquidity Management

Stockholders’ equity is influenced primarily by earnings, dividends, changes in the unrealized holding gains or losses, net of taxes, on available-for-sale investment securities and sales and redemptions of common stock. Stockholders’ equity increased $42 million, or 5.5%, to $793 million as of September 30, 2013, from $751 million as of December 31, 2012, primarily due to the retention of earnings. This increase was partially offset by a shift in net unrealized gains and losses on available-for-sale investment securities, net of tax, from a net gain of $18 million as of December 31, 2012, to a net loss of $6 million as of September 30, 2013.

During the nine months ended September 30, 2013, we paid aggregate cash dividends of $11.8 million, or $0.27 per share, to common stockholders, as compared to aggregate cash dividends of $15.4 million, or $0.36 per share, to common shareholders during the same period in 2012. 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. On October 21, 2013, we declared a quarterly dividend to common stockholders of $0.14 per share to be paid on November 15, 2013 to shareholders of record as of November 1, 2013.

Pursuant to the Federal Deposit Insurance Corporation Improvement Act, 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. As of September 30, 2013 and December 31, 2012, the Bank had capital levels that, in all cases, exceeded the well-capitalized guidelines. As of September 30, 2013, we had consolidated leverage, tier 1 and total risk-based capital ratios of 10.01%, 14.85% and 16.68%, respectively, as compared to 8.81%, 13.60% and 15.59%, respectively, as of December 31, 2012. For additional information regarding our capital levels, see “Note 8 – Regulatory Capital” in the accompanying “Notes to Unaudited Consolidated Financial Statements” included in this report.

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 July 2, 2013, the 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.

Table of Contents

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 the unaudited “Consolidated Statements of Cash Flows,” included in Part I, Item 1.

As a holding company, we are a corporation separate and apart from the Bank and, therefore, we provide for our own liquidity. Our main sources of funding include management fees and dividends declared and paid by the Bank and access to capital markets. There are statutory, regulatory and debt covenant limitations that affect the ability of our subsidiary bank to pay dividends to us. Management believes that such limitations will not impact our ability to meet our ongoing short-term cash obligations.

Management continuously monitors our liquidity position and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Our management is not aware of any events that are reasonably likely to have a material adverse effect on our liquidity, capital resources or operations. In addition, our management is not aware of any regulatory recommendations regarding liquidity, which if implemented, would have a material adverse effect on us.

Recent Accounting Pronouncements

See “Note 14 – Recent Authoritative Accounting Guidance” in the accompanying “Notes to Unaudited Consolidated Financial Statements” included in this report for details of recently issued accounting pronouncements and their expected impact on our financial statements.

Table of Contents

Item 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES
ABOUT MARKET RISK

As of September 30, 2013, there have been no material changes in the quantitative and qualitative information about market risk provided pursuant to Item 305 of Regulation S-K as presented in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 4.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act. As of September 30, 2013, an evaluation was performed, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of 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 September 30, 2013, were effective in ensuring that information required to be disclosed in our reports filed or submitted 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.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting for the quarter ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, such control.

Limitations on Controls and Procedures

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including cost limitations, 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, projections of any evaluation of effectiveness to future periods are subject to the risk that 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 disclosure controls and procedures or internal control over financial reporting 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.

PART II.

OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material changes in legal proceedings as described in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 1A. Risk Factors

There have been no material changes in risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2012.

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

(a) There were no unregistered sales of equity securities during the three months ended September 30, 2013.
(b) Not applicable.

Table of Contents

(c) No purchases were 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 September 30, 2013.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable or required.

Item 6. Exhibits

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 3.1 of the Company's Current Report on Form 8-K/A filed on February 3, 2011)
4.1	Specimen of Series A preferred stock certificate of First Interstate BancSystem, Inc. (incorporated herein by reference to Exhibit 4.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
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 (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 (incorporated herein by reference to Appendix A of the Company's 2006 Definitive Proxy Statement of Schedule 14A)

10.8†	Amendment to First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed on March 22, 2010)
10.9†	Second Amendment to First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.9 of the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010)
10.10†	Third Amendment to the First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.10 of the Company’s Quarterly Report on Form 10-Q filed on May 1, 2013)
10.11†	Fourth Amendment to the First Interstate BancSystem, Inc. 2006 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.11 of the Company’s Quarterly Report on Form 10-Q filed on July 31, 2013)
10.12†	Form of First Interstate BancSystem, Inc. 2006 Equity Compensation Plan Restricted Stock Agreement (Time) for Certain Executive Officers, (incorporated herein by reference to Exhibit 10.13 of the Company's Annual Report on form 10-K for the fiscal year ended December 31, 2008)

Table of Contents

10.13†	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)
10.14	Trademark License Agreements between Wells Fargo & Company and First Interstate BancSystem, Inc. (incorporated herein by reference to Exhibit 10.11 of the Company’s Registration Statement on Form S-1, No. 333-25633 filed on April 22, 1997)
31.1*	Certification of Quarterly Report on Form 10-Q pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer
31.2*	Certification of Quarterly Report on Form 10-Q pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer
32*	Certification of Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	Interactive data file

† Management contract or compensatory 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.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	FIRST INTERSTATE BANCSYSTEM, INC.
Date: October 31, 2013	/S/ ED GARDING Ed Garding President and Chief Executive Officer
Date: October 31, 2013	/S/ KEVIN P. RILEY Kevin P. Riley Executive Vice President and Chief Financial Officer