

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Glacier Bancorp, Inc.</b>		2 Issuer's employer identification number (EIN) <b>81-0519541</b>	
3 Name of contact for additional information <b>Ronald J. Copher, CFO/EVP</b>	4 Telephone No. of contact <b>(406) 751-7706</b>	5 Email address of contact <b>RCopher@glacierbancorp.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>49 Commons Loop</b>		7 City, town, or post office, state, and Zip code of contact <b>Kalispell, MT 59901</b>	
8 Date of action <b>August 31, 2014</b>	9 Classification and description <b>common stock</b>		
10 CUSIP number <b>37637Q105</b>	11 Serial number(s)	12 Ticker symbol <b>GBCI</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶  
Pursuant to the terms and conditions of a Plan and Agreement of Merger ("Merger Agreement"), dated May 8, 2014, FNBR Holding Corporation ("FNBR") merged into Glacier Bancorp, Inc. ("GBCI") on August 31, 2014 ("Holdco Merger"), and immediately thereafter First National Bank of the Rockies, a wholly owned subsidiary of FNBR, merged into Glacier Bank, a wholly owned subsidiary of GBCI ("Subsidiary Merger"). As a result of the Holdco Merger, GBCI was the surviving entity and FNBR ceased to exist; and as a result of the Subsidiary Merger, Glacier Bank was the surviving entity and First National Bank of the Rockies ceased to exist. In the Holdco Merger, each share of FNBR common stock was converted into the right to receive Merger Consideration, as described in Section 1.2 of the Merger Agreement, consisting of stock and cash.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶  
The aggregate tax basis of GBCI common stock received by FNBR shareholders in the Holdco Merger is generally the same as the aggregate tax basis of the FNBR common stock surrendered therefor. However, such basis is decreased by the amount of cash treated as received in the Holdco Merger (excluding cash received in lieu of fractional shares of GBCI common stock) and by the portion of the basis allocable to fractional shares and increased by the amount of gain, if any, recognized in the Holdco Merger (excluding any gain recognized with respect to cash received in lieu of fractional shares of GBCI common stock).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶  
Pursuant to the Holdco Merger, each share of FNBR common stock was converted into the right to receive 3.3262 shares of GBCI common stock and \$97.8193 in cash. Cash was paid in lieu of fractional shares. Former FNBR shareholders must allocate their basis (determined as described in question 15 above) among the GBCI shares received.  
If FNBR common stock was acquired in separate and distinct blocks, then the tax basis of GBCI common stock may have to be determined by reference to each block of FNBR common stock. Each FNBR shareholder's actual tax basis will differ based on the specific facts surrounding his or her situation. Therefore, former FNBR shareholders should consult with their own tax advisors with respect to the manner in which basis is determined and allocated among the GBCI common stock received in the Holdco Merger.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
The Holdco Merger and Subsidiary Merger qualified as reorganizations within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Code"). In general, the U.S. federal income tax consequences to the former shareholders of FNBR are determined under Code Sections 354, 356, 358, 1001, 1221 and the U.S. Treasury regulations promulgated thereunder.

18 Can any resulting loss be recognized? ▶  
FNBR shareholders will not recognize loss for U.S. federal income tax purposes by reason of the Holdco Merger, except that an FNBR shareholder who receives cash in lieu of a fraction share of GBCI common stock may recognize a loss if the amount of cash so received is less than his or her basis in the fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The Holdco Merger and the Subsidiary Merger became effective on August 31, 2014. The reportable tax year is therefore 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
 Signature ▶ Ronald J. Copher Date ▶ 10/13/14  
 Print your name ▶ Ronald J. Copher Title ▶ CFO/EVP

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Mark S. Munro</u>	<u>Mark S. Munro</u>	<u>10/13/2014</u>		<u>P01788901</u>
	Firm's name ▶ <u>Garlington, Lohn &amp; Robinson, PLLP</u>	Firm's EIN ▶ <u>81-0173853</u>			
	Firm's address ▶ <u>PO Box 7909, 350 Ryman Street, Missoula, MT 59807-7909</u>	Phone no. <u>(406) 523-2567</u>			

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054