

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Glacier Bancorp, Inc.		2 Issuer's employer identification number (EIN) 81-0519541	
3 Name of contact for additional information Ronald J. Copher, CFO/EVP	4 Telephone No. of contact (406) 751-7706	5 Email address of contact RCopher@glacierbancorp.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 49 Commons Loop		7 City, town, or post office, state, and Zip code of contact Kalispell, MT 59901	
8 Date of action May 31, 2013		9 Classification and description common stock	
10 CUSIP number 37637Q105	11 Serial number(s)	12 Ticker symbol GBCI	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 February 25, 2013, Wheatland Bankshares, Inc. ("WBI") merged into Glacier Bancorp, Inc. ("GBCI") on May 31, 2013 ("Holdco Merger"), and immediately thereafter First State Bank, a wholly-owned subsidiary of WBI, 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 WBI ceased to exist; and as a result of the Subsidiary Merger, Glacier Bank was the surviving entity and First State Bank ceased to exist. In the Holdco Merger, each share of WBI common stock was converted into the right to receive 20.1318 shares of GBCI common stock and \$146.91 in cash. Cash was paid in lieu of fractional shares.

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 WBI shareholders in the Holdco Merger is generally the same as the aggregate tax basis of the WBI 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 increased by the amount of gain, if any, recognized in the Holdco Merger (excluding any cash received in lieu of fractional shares of GBCI common stock). Each WBI shareholder's actual tax basis will differ based on the specific facts surrounding his or her situation. Therefore, each such shareholder is urged to consult with his or her own tax advisor with respect to the manner in which basis is determined and allocated among the GBCI common stock received in the Holdco Merger.

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 ▶

See Question 15 above. Pursuant to the Merger Agreement, GBCI agreed to pay a total of \$10,620,000 in cash ("Cash Consideration") and issue 1,652,000 shares of GBCI common stock ("Stock Consideration") in exchange for all of the issued and outstanding shares of stock in WBI. The Cash Consideration was subject to adjustment based on the closing capital of WBI. In addition, the Stock Consideration was subject to adjustment based on whether the GBCI common stock was trading either higher or lower than specified prices during a specified period prior to the closing of the Holdco Merger, as described in the Merger Agreement. The total Stock Consideration was finally determined to be 1,455,256 shares of GBCI common stock.

Based on the foregoing, the consideration received for each share of WBI common stock was determined to be 20.1318 shares of GBCI common stock and \$146.91 in cash. Cash was paid in lieu of fractional shares.

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 WBI are determined under Code Sections 354, 356, 358, 1221 and the U.S. Treasury regulations promulgated thereunder.

18 Can any resulting loss be recognized? ▶ WBI shareholders will not recognize loss for U.S. federal income tax purposes by reason of the Holdco Merger, except that a WBI 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 exceeds 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 at the close of business on May 31, 2013. The reportable tax year is therefore 2013.

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 ▶ 7/10/13

Print your name ▶ Ronald J. Copher Title ▶ CFO/Executive Vice-President

Paid Preparer Use Only

Print/Type preparer's name <u>Denny F. Wong</u>	Preparer's signature <u>Denny F. Wong</u>	Date <u>7/10/13</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P01695891</u>
Firm's name ▶ <u>Graham & Dunn PC</u>	Firm's EIN ▶ <u>91-1120750</u>		Phone no. <u>(206) 340-9612</u>	
Firm's address ▶ <u>Pier 70, 2801 Alaskan Way 98121-1128</u>				