

North Cascades Bancshares, Inc. (Private; Chelan, WA) has agreed to merge with Glacier Bancorp, Inc. (NASDAQ: GBCI; Kalispell, MT)

Deal Value: \$29.3 million

Sandler O'Neill served as financial advisor and provided a fairness opinion to North Cascades Bancshares, Inc. in this transaction. This transaction represents Sandler O'Neill's 72<sup>nd</sup> bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.<sup>1</sup>

North Cascades Bancshares, Inc., the parent company of North Cascades National Bank ("NCNB"), today announced the signing of a definitive agreement to merge with and into Glacier Bancorp, Inc. ("Glacier") of Kalispell, Montana. NCNB will be merged into Glacier Bank and operate as a separate bank doing business under its existing name. The NCNB board, management, and employees will remain in place.

The boards of Glacier and North Cascades Bancshares, Inc. unanimously approved the transaction, which is subject to regulatory approval, approval of North Cascades Bancshares, Inc.'s shareholders and other customary conditions of closing. Based on the closing price of \$18.85 for Glacier shares on March 27, 2013, the transaction would result in the delivery of 834,774 shares and \$13.55 million in cash consideration for an aggregate value of \$29.3 million. The aggregate consideration is subject to adjustment based on Glacier's stock price closer to the time of closing and other adjustments outlined in the merger agreement.

The combination provides Glacier with a platform in the Central Washington market for further organic and acquisition growth in the region. It will also help NCNB to better serve customers and grow through Glacier's expanded service offerings and higher lending limits.

Financial Highlights

	North Cascades National Bank	Glacier Bancorp
Total Assets	\$346	\$7,747
Net Loans	\$216	\$3,412
Deposits	\$300	\$5,364
Equity	\$41.1	\$901

Notes:

Dollars in millions

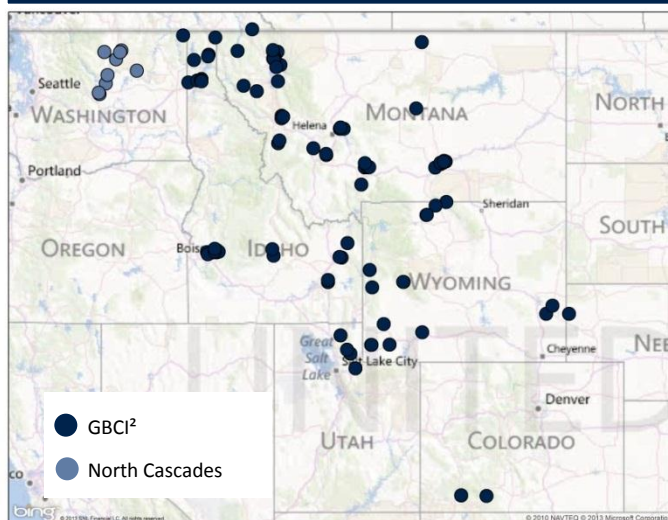
Financial data as of December 31, 2012

<sup>1</sup>Excludes terminated transactions, self-advisory roles and does not combine the results of advisors which have merged until the date such merger was completed

<sup>2</sup>Includes the pending Wheatland Bankshares, Inc. acquisition

Source: SNL Financial

Pro Forma Branch Network



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