

ALEXION PHARMACEUTICALS INC
Form S-3/A
May 10, 2004
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As filed with the Securities and Exchange Commission on May 10, 2004

Registration No. 333-114449

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ALEXION PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

13-364831
(I.R.S. Employer
Identification Number)

352 Knotter Drive

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Cheshire, Connecticut 06410

(203) 272-2596

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Thomas I.H. Dubin, Esq.

352 Knotter Drive

Cheshire, Connecticut 06410

(203) 272-2596

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Merrill M. Kraines, Esq.

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666 Fifth Avenue

New York, New York 10103

(212) 318-3000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plan, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. " _____

_____ (Calculation table and footnotes on following page)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

Table of Contents*(Continued from cover page)***CALCULATION OF REGISTRATION FEE**

Title Of Each Class of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)(3)	Amount Of Registration Fee
Common Stock, \$.0001 par value per share (2)(5)				
Preferred Stock, \$.0001 par value per share (2)(4)				
Debt Securities (2)(4)				
Warrants (2)(4)				
Rights to purchase Junior Participating Cumulative Preferred Stock (5)				
Total (2)			\$150,000,000	(1)

- (1) These securities were previously registered on the registrant's Form S-3 Registration Statement, File No. 333-110828, declared effective on December 23, 2003 (including \$44,475,000 of securities carried forward from the registrant's prior Form S-3 Registration Statement, File No. 333-47594, declared effective on October 16, 2000) (such registration statements are collectively referred to as the Prior Registrations Statements), and are included herein pursuant to Rule 429 under the Securities Act of 1933, as amended. The filing fee relating to these securities is being carried forward and was paid with the Prior Registration Statements.
- (2) An indeterminate number of, or aggregate principal amount of, the securities is being registered as may at various times be issued at indeterminate prices, with an aggregate public offering price not to exceed \$150,000,000 or the equivalent thereof or, if any debt securities are issued at any original issuance discount, such greater amount as shall result in net proceeds of \$150,000,000 to the registrant.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
- (4) In addition to any Preferred Stock, Debt Securities or Warrants that may be issued directly under this Registration Statement, there are being registered hereunder an indeterminate number of shares of Common Stock as may be issued upon conversion or exchange of the Preferred Stock or Debt Securities or conversion of the Warrants, as the case may be. No separate consideration will be received for any shares of Common Stock so issued upon conversion or exchange.
- (5) The rights to purchase Junior Participating Cumulative Preferred Stock are attached to and trade with all common stock of the registrant, including each share of common stock previously registered on the Prior Registration Statements. Value attributable to such rights, if any, is reflected in the market price of the common stock.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued May 10, 2004

Common Stock

Preferred Stock

Debt Securities

Warrants

Alexion Pharmaceuticals, Inc. is offering securities of up to an aggregate of \$150,000,000.

From time to time, we may sell any of the securities listed above.

We will provide the specific terms of these securities in one or more supplements to this prospectus. You should read this prospectus, the information incorporated by reference in this prospectus and any prospectus supplement carefully before you invest.

Our common stock is listed on the Nasdaq National Market under the symbol ALXN. On May, 2004, the last sale price of our common stock was \$_____ per share.

Investing in these securities involves a high degree of risk. See Risk Factors beginning on page 9.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is _____, 2004.

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You should rely only on the information contained or incorporated by reference into this prospectus or any applicable prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer of the securities to be sold under this prospectus in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus or any applicable prospectus supplement is accurate as of any date other than the date on the front cover of this prospectus or the prospectus supplement, or that the information contained in any document incorporated by reference is accurate as of any date other than the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or any sale of a security.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this shelf registration process, we may sell common stock, preferred stock, debt securities and warrants, in one or more offerings up to a total dollar amount of \$150 million. This prospectus provides you with a general description of the securities we may offer. Each time we sell any securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the terms of those securities. We may also add, update or change in a prospectus supplement any of the information contained in this prospectus or in documents we have incorporated by reference into this prospectus. This prospectus, together with the applicable prospectus supplements and the documents incorporated by reference into this prospectus, includes all material information relating to this offering. You should carefully read both this prospectus and the applicable prospectus supplement together with the additional information described under **Where You Can Find More Information** before buying securities in this offering.

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SUMMARY

We are engaged in the discovery and development of therapeutic products aimed at treating patients with a wide array of severe disease states, including cardiovascular, autoimmune and hematologic disorders, inflammation and cancer. Since our incorporation in January 1992, we have devoted substantially all of our resources to drug discovery, research, and product and clinical development. Additionally, through our wholly owned subsidiary, Alexion Antibody Technologies, Inc., or AAT, we are engaged in the discovery and development of a portfolio of additional antibody therapeutics targeting severe unmet medical needs.

Our two lead product candidates are therapeutic antibodies that address specific diseases that arise when the human immune system produces inflammation in the human body. Antibodies are proteins that bind specifically to selected targets, or antigens, in the body. After the antibody binds to its target, it may activate the body's immune system against the target, block activities of the target or stimulate activities of the target. We are currently examining our two lead antibody product candidates in a variety of clinical development programs.

One of our antibody product candidates, pexelizumab, is an antibody fragment under development in acute cardiovascular disorders. We completed a Phase III clinical trial of pexelizumab, known as the PRIMO-CABG trial, in approximately 3,000 patients undergoing coronary artery bypass graft surgery, or CABG, with cardiopulmonary bypass, or CPB. The PRIMO-CABG trial was conducted in collaboration with Procter & Gamble Pharmaceuticals, or P&G. Although there was reduction in the primary endpoint, it was not achieved with statistical significance. The primary endpoint in this trial was a composite of the incidence of death or myocardial infarction, measured at 30 days post-procedure, in the subpopulation of patients undergoing CABG without concomitant valve surgery. However, key pre-specified secondary endpoints consisting of the same composite in the overall study population, which included all patients undergoing CABG with or without concomitant valve surgery, were achieved. We have discussed with the FDA the next steps required for the Phase III development of pexelizumab in patients undergoing CABG with CPB. We, along with P&G, are currently planning and expect to initiate this year a confirmatory pivotal Phase III trial in CABG patients, known as PRIMO-CABG2, to expand upon and confirm observations from the earlier PRIMO-CABG trial. In September 2000 the FDA granted Fast Track status for the development of pexelizumab in CPB. Fast Track designation provides for expedited development and application review for approval of a drug through the FDA.

In addition to our Phase III trial of pexelizumab in PRIMO-CABG, P&G and we have together concluded two Phase II studies with pexelizumab in acute myocardial infarction, or AMI: one study in patients receiving angioplasty, a procedure for opening up narrowed or blocked arteries that supply blood to the heart, and the other in patients receiving thrombolytic therapy, a procedure for dissolving clots that block heart vessels. Results from both studies, were reported at the November 2002 annual meeting of the American Heart Association. In both studies, the primary endpoint of a reduction of myocardial infarction, or death of heart muscle, was not reached; however in the angioplasty study, called COMMA, pexelizumab treatment was associated with a statistically significant, dose dependent reduction in death. We have discussed with the FDA the next steps required for the Phase III development of pexelizumab in AMI patients undergoing angioplasty. We, along with P&G, are currently planning and expect to initiate this year a pivotal Phase III trial, known as APEX-AMI, in AMI patients undergoing angioplasty.

Our other lead antibody product candidate, eculizumab, is in clinical development for the treatment of a variety of chronic inflammatory diseases. In particular, eculizumab is under evaluation in a Phase I extension study in paroxysmal nocturnal hemoglobinuria, or PNH, patients. PNH is a rare chronic blood disease characterized by severe anemia and risk of blood clotting or thrombosis. Preliminary results from the open-label three month PNH pilot study performed in the United Kingdom were presented at the American Society of Hematology, or ASH, meeting in December 2002. In this PNH study, eculizumab was well-tolerated and associated with a 71% reduction in the need for blood transfusions, up to 81% reduction in biochemical

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parameters of hemolysis or destruction of red cells, and 96% reduction in clinical paroxysms. An open-label extension trial that will help us evaluate long-term safety is ongoing in which all eleven PNH patients are participating.

We are currently in discussion with the Food and Drug Administration, or FDA, to determine the next steps required for the Phase III development of eculizumab in PNH. We are planning and expect to initiate this year a Phase III program, including a pivotal efficacy trial known as TRIUMPH, with eculizumab in PNH patients who require blood transfusions. We retain all rights to eculizumab in all indications worldwide. In 2003, the FDA and the European Medicines Evaluation Agency, or EMEA, granted Orphan Drug Status for the development of eculizumab in PNH.

Eculizumab is also under evaluation for the treatment of rheumatoid arthritis and membranous nephritis, a kidney disease. We recently announced preliminary results of our approximately 350 patient Phase IIb study of eculizumab in rheumatoid arthritis patients. The primary efficacy endpoint of the trial, improvement in ACR20 score after a six month treatment period, was achieved with statistical significance in the monthly dosing arm but not in the bimonthly dosing arm. After completing analysis of this Phase IIb rheumatoid arthritis trial, we anticipate presenting the results at an upcoming scientific conference and determining our plans for eculizumab in rheumatoid arthritis. In November 2002, preliminary results were reported at the American Society of Nephrology annual meeting from two clinical trials evaluating eculizumab in patients with membranous nephritis. Results from the first, randomized, placebo controlled double blind, membranous nephritis study showed that eculizumab was well tolerated, but did not reach its primary clinical efficacy endpoint of reduction in proteinuria, an abnormal loss of substantial amounts of protein in a patient's urine, after four months of therapy. In the second membranous nephritis study, both placebo and eculizumab treated patients from the four month study were treated in an open-label extension trial for an additional 12 months with eculizumab therapy. In this second study, eculizumab was well tolerated and was associated with an increased remission rate at 12 months and with significant improvements in proteinuria and other important components of nephrotic syndrome.

In January 2002, we completed a Phase I pilot safety trial in dermatomyositis, an inflammatory skin and muscle disorder, which indicated that eculizumab appeared to be safe and well tolerated in this patient population. We reviewed the clinical data with the FDA and after considering whether to initiate a Phase II clinical study for eculizumab in this disease, have elected not to pursue this program further at this time to more efficiently focus resources on other on-going eculizumab development programs.

Through AAT, our wholly owned subsidiary with extensive combinatorial human antibody library technologies and expertise, we have developed important additional capabilities to discover and develop additional antibody product candidates for the treatment of inflammatory diseases and cancer.

To date, we have not received any revenues from the sale of our products. We have incurred operating losses since our inception. As of January 31, 2004, we had an accumulated deficit of approximately \$304 million. We expect to incur substantial and increasing operating losses for the next several years due to expenses associated with product research and development, pre-clinical studies and clinical testing, regulatory activities, manufacturing development, scale-up and commercial manufacturing, pre-commercialization activities and developing a sales and marketing force. We will need to obtain additional financing to cover these costs. We have executed a large-scale product supply agreement with Lonza Biologics, plc, or Lonza, for the long-term commercial manufacture of eculizumab and P&G has executed a product supply agreement with a third party for the commercial manufacture of pexelizumab.

We plan to develop and commercialize on our own those product candidates for which the clinical trials and commercialization requirements can be funded and accomplished by our own resources. For those products which require greater resources, our strategy is to form corporate partnerships with major pharmaceutical companies for product development and commercialization, where we will still play a major role.

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Our principal executive offices are located at 352 Knotter Drive, Cheshire, Connecticut 06410 and our telephone number is (203) 272-2596.

Recent Developments

On March 16, 2004, we appointed Larry L. Mathis as a member of our Board of Directors. Since 1998, Mr. Mathis, who is 60 years old, has served as an executive consultant with D. Petersen & Associates providing counsel to select clients on leadership strategies, integrated systems and governance. Prior to joining D. Petersen & Associates, Mr. Mathis served for 27 years in various capacities within The Methodist Health Care System, in Houston, Texas, an organization comprising 16 corporations and 37 hospital affiliates in the U.S. and abroad. Mr. Mathis served as a consultant to the Chairman of the Board of The Methodist Health Care System from 1997 to 1998 and as President and Chief Executive Officer, as well as a member of the Board of Directors, from 1983 to 1997. Mr. Mathis holds a number of leadership positions in a number of organizations involved in influencing the future of U.S. healthcare delivery, including Chairman of the American Hospital Association, Chairman of the National Task Force of Health Care Technology Assessment and Chairman of the American College of Healthcare Executives. He holds a master's degree in health administration from the University of Washington.

On March 9, 2004, we announced that, at the Scientific Sessions of the American College of Cardiology in New Orleans, Louisiana, Dr. Pierre Th  roux, Professor of Medicine, University of Montr  al, and Department of Cardiology, Montr  al Heart Institute, presented results showing that pexelizumab treatment significantly reduced key measures of inflammation in acute myocardial infarction patients undergoing primary angioplasty. Further, baseline levels of inflammation were shown to be highly predictive of subsequent mortality in this patient population.

On March 8, 2004, we announced, at the Scientific Sessions of the American College of Cardiology in New Orleans, Louisiana, that Professor Frans Van de Werf, Chairman, Department of Cardiology at the Gasthuisberg Hospital, University of Leuven, Leuven, Belgium, presented results of a meta-analysis showing that the investigational drug pexelizumab significantly reduced 30-day mortality across multiple acute cardiovascular disease trials. The trials were conducted by us with our partner P&G.

On February 11, 2004, we announced the appointment of Carsten Boess as our Vice President and Chief Financial Officer. Mr. Boess, who is 37 years old, began his career at Novo Nordisk in 1991 as Corporate Controller and subsequently took on various assignments including Manager Investor Relations and Finance for Novo Nordisk North America, based in New York, as well as Senior Director Finance and Information Technology of Novozymes' North American operations. Mr. Boess holds Bachelor's and Master's degrees in economics and finance from the University of Odense, Denmark.

The Securities We May Offer

We may offer shares of our common stock and preferred stock, various series of debt securities and warrants to purchase any of such securities, with a total value of up to \$150 million from time to time under this prospectus at prices and on terms to be determined by market conditions at the time of offering. This prospectus provides you with a general description of the securities we may offer. Each time we offer a type or series of securities, we will provide a prospectus supplement that will describe the specific amounts, prices and other important terms of the securities, including, to the extent applicable:

designation or classification;

aggregate principal amount or aggregate offering price;

maturity;

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original issue discount, if any;

rates and times of payment of interest, dividends or other payments, if any;

redemption, conversion, exchange, settlement or sinking fund terms, if any;

conversion, exchange or settlement prices or rates, if any, and, if applicable, any provisions for changes to or adjustments in the conversion, exchange or settlement prices or rates and in the securities or other property receivable upon conversion, exchange or settlement;

ranking;

restrictive covenants, if any;

voting or other rights, if any; and

important federal income tax considerations.

The prospectus supplement also may add, update or change information contained in this prospectus or in documents we have incorporated by reference into this prospectus.

This prospectus may not be used to offer or sell any securities unless accompanied by a prospectus supplement.

We may sell the securities directly to or through underwriters, dealers or agents. We, and our underwriters or agents, reserve the right to accept or reject all or part of any proposed purchase of securities. If we do offer securities through underwriters or agents, we will include in the applicable prospectus supplement:

the names of those underwriters or agents;

applicable fees, discounts and commissions to be paid to them;

details regarding over-allotment options, if any; and

the net proceeds to us.

Common Stock. We may issue shares of our common stock from time to time. Holders of our common stock are entitled to one vote per share for the election of directors and on all other matters that require stockholder approval. Subject to any preferential rights of any outstanding preferred stock, in the event of our liquidation, dissolution or winding up, holders of our common stock are entitled to share ratably in the assets remaining

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after payment of liabilities and the liquidation preferences of any outstanding preferred stock. Our common stock does not carry any preemptive rights enabling a holder to subscribe for, or receive shares of, any class of our common stock or any other securities convertible into shares of any class of our common stock, or any redemption rights. All shares of common stock issued by us since March 6, 1997 have been issued with rights to purchase Junior Participating Cumulative Preferred Stock described in greater detail in this prospectus under Description of Capital Stock Preferred Stock Shareholder Rights Plan.

Preferred Stock. We may issue shares of our preferred stock from time to time, in one or more series. Under our certificate of incorporation, our board of directors has the authority, without further action by stockholders, to designate up to 5,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges, qualifications and restrictions granted to or imposed upon the preferred stock, including dividend rights, conversion rights, voting rights, rights and terms of redemption, liquidation preference and sinking fund terms, any or all of which may be greater than the rights of the common stock. To date, our board of directors has designated 120,000 of the 5,000,000 authorized shares of preferred stock as Junior Participating Cumulative Preferred Stock, which series is described in greater detail in this prospectus under Description of Capital Stock Preferred Stock Stockholder Rights Plan.

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We will fix the rights, preferences, privileges, qualifications and restrictions of the preferred stock of each series that we sell under this prospectus and applicable prospectus supplements in the certificate of designation relating to that series. We will incorporate by reference into the registration statement of which this prospectus is a part the form of any certificate of designation that describes the terms of the series of preferred stock we are offering before the issuance of the related series of preferred stock. We urge you to read the prospectus supplements related to the series of preferred stock being offered, as well as the complete certificate of designation that contains the terms of the applicable series of preferred stock.

Debt Securities. We may issue debt securities from time to time, in one or more series, as either senior or subordinated debt or as senior or subordinated convertible debt. Any series of debt securities will be unsecured. The senior debt securities will rank equally with any other unsubordinated debt that we may have. The subordinated debt securities will be subordinate and junior in right of payment to all of our other indebtedness, except any of our indebtedness the terms of which expressly provide that repayment of that indebtedness is subordinate and junior in right of payment to the subordinated debt securities. Any convertible debt securities that we issue will be convertible into or exchangeable for our common stock or other securities of ours. Conversion may be mandatory or at your option and would be at prescribed conversion rates.

The debt securities will be issued under one or more documents called indentures, which are contracts between us and a trustee for the holders of the debt securities. In this prospectus, we have summarized certain general features of the debt securities. We urge you, however, to read the prospectus supplements related to the series of debt securities being offered, as well as the complete indentures that contain the terms of the debt securities. Indentures for our senior debt securities and subordinated debt securities have been filed as exhibits to the registration statement of which this prospectus is a part, and supplemental indentures and forms of debt securities containing the terms of debt securities being offered will be incorporated by reference into the registration statement of which this prospectus is a part from reports we file with the SEC.

Warrants. We may issue warrants for the purchase of common stock, preferred stock and/or debt securities in one or more series, from time to time. We may issue warrants independently or together with common stock, preferred stock and/or debt securities, and the warrants may be attached to or separate from those securities.

The warrants will be evidenced by warrant certificates issued under one or more warrant agreements, which are contracts between us and an agent for the holders of the warrants. In this prospectus, we have summarized certain general features of the warrants. We urge you, however, to read the prospectus supplements related to the series of warrants being offered, as well as the complete warrant agreements and warrant certificates that contain the terms of the warrants. Complete warrant agreements and warrant certificates containing the terms of the warrants being offered will be incorporated by reference into the registration statement of which this prospectus is a part from reports we file with the SEC.

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RISK FACTORS

An investment in our securities is risky. Prior to making a decision about investing in our securities, you should carefully consider the specific risks discussed under Risk Factors in both the prospectus and the applicable prospectus supplement, together with all of the other information contained in this prospectus and the prospectus supplement or incorporated by reference in this prospectus. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us, or that we currently see as immaterial, may also harm our business. If any of the risks or uncertainties described below or any such additional risks and uncertainties actually occur, our business, results of operations and financial condition could be materially and adversely affected. In that case, the trading price of the securities being offered by this prospectus and the applicable prospectus supplements could decline, and you might lose all or part of your investment.

You should carefully consider the following risk factors before you decide to invest in our Company and our business because these risk factors may have a significant impact on our business, operating results, financial condition, and cash flows. If any of these risks actually occurs, our business, financial condition, operating results and/or cash flows could be harmed.

If we continue to incur operating losses, we may be unable to continue our operations.

We have incurred losses since we started our company in January 1992. As of January 31, 2004, we had an accumulated deficit of approximately \$304 million. If we continue to incur operating losses and fail to become a profitable company, we may be unable to continue our operations. Since we began our business, we have focused on research and development of product candidates. We have no products that are available for sale and do not know when we will have products available for sale, if ever. We expect to continue to operate at a net loss for at least the next several years as we continue our research and development efforts, continue to conduct clinical trials and develop manufacturing, sales, marketing and distribution capabilities. Our future profitability depends on our receiving regulatory approval of our product candidates and our ability to successfully manufacture and market approved drugs. The extent and the timing of our future losses and our profitability, if we are ever profitable, are highly uncertain.

We are subject to extensive government regulation; if we do not obtain regulatory approval for our drug products, we will not be able to sell our drug products.

We and our partners cannot sell or market our drugs without regulatory approval. If we or our partners do not obtain and maintain regulatory approval for our products, the value of our company and our results of operations will be harmed. In the United States, we or our partners must obtain and maintain approval from the U.S. Food and Drug Administration, or FDA, for each drug that we intend to sell. Obtaining FDA approval is typically a lengthy and expensive process, and approval is highly uncertain. Foreign governments also regulate drugs distributed outside the United States, whose approval can also be lengthy, expensive and highly uncertain. None of our product candidates has received regulatory approval to be marketed and sold in the United States or any other country. We may not receive regulatory approval for any of our product candidates for at least the next several years, if ever.

We and our partners, contract manufacturers and suppliers are subject to rigorous and extensive regulation by the FDA, other federal and state agencies, and governmental authorities in other countries. These regulations apply both before and after approval of our product candidates, if our product candidates are ever approved, and cover, among other things, testing, manufacturing, quality control, labeling, advertising, promotion, and export of biologics. Failure to comply with the laws, including statutes and regulations, administered by the FDA or other agencies could result in administrative and judicial sanctions, including, warning letters; fines and other civil penalties; delay in approving or

refusal to approve a product candidate; product recall or seizure; interruption of production; operating restrictions; injunctions; and criminal prosecution.

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The FDA has granted fast track status for pexelizumab for use during cardiopulmonary bypass and for treatment of acute myocardial infarction, and for eculizumab in treatment of membranous nephritis. Although fast track status may expedite development and FDA review of an application, there can be no assurance that pexelizumab or eculizumab will be reviewed more expeditiously for their fast-track indications than would otherwise have been the case or will be approved promptly, or at all. Further, the FDA could revoke fast track status for pexelizumab or eculizumab.

The FDA has granted orphan drug designation for eculizumab in the treatment of paroxysmal nocturnal hemoglobinuria and membranous nephritis. Orphan drug designation does not convey any advantage in, or shorten the duration of, the FDA review and approval process. If a product which has an orphan drug designation subsequently receives the first FDA approval for the indication for which it has such designation, the product is entitled to orphan exclusivity, i.e., the FDA may not approve any other applications to market the same drug for the same indication for a period of seven years, except in limited circumstances.

If our drug trials are delayed or achieve unfavorable results, we will have to delay or may be unable to obtain regulatory approval for our products.

We must conduct extensive testing of our product candidates before we can obtain regulatory approval for our products. We need to conduct both preclinical animal testing and clinical human trials. These tests and trials may not achieve favorable results. We would need to reevaluate any drug that did not test favorably and either alter the study, the drug or the dose and perform additional or repeat tests, or abandon the drug development project. In those circumstances, we would not be able to obtain regulatory approval on a timely basis, if ever. Even if approval is granted, the approval may require limitations on the indicated uses for which the drug may be marketed.

Clinical trials completed to date have not achieved their primary endpoints.

In December 1999 we completed a Phase IIb trial of pexelizumab, one of our two lead antibody product candidates, for the treatment of complications in patients after cardiopulmonary bypass surgery, including the reduction of the frequency and severity of myocardial infarctions, or heart attacks, and frequency of death. The primary therapeutic pre-set goal of the trial, referred to as the primary endpoint, was not achieved. However, in the pre-specified population that included approximately 90% of the patient population, (i.e. the 800 patients who had coronary artery bypass graft surgery without valve surgery), those that received pexelizumab at the highest dose level experienced a statistically significant reduction in larger post-surgical heart attacks. Based on these results, in January 2002, we commenced enrollment of a Phase III clinical trial of pexelizumab in patients undergoing coronary artery bypass graft surgery, or CABG, with cardiopulmonary bypass operations. This study completed the target patient enrollment of approximately 3,000 patients in February 2003. In August 2003, we disclosed preliminary results that indicated that the primary endpoint was not achieved with statistical significance. The primary endpoint in this Phase III trial was a composite of the incidence of death or myocardial infarction, measured at 30 days post-procedure, in patients undergoing CABG without concomitant valve surgery.

We are not currently able to predict the determination of the United States Food and Drug Administration and other regulatory agencies regarding the results of this Phase III trial of pexelizumab in CABG patients. Such determinations may include, but not be limited to, the view that the results may be sufficient for filing and approval of a Biologics License Application, or BLA, supportive of the filing and approval of a BLA together with additional studies, or not supportive of the filing or approval of a BLA.

We have also announced, in 2001, the completion of a Phase IIa trial of eculizumab, our other lead antibody product candidate, for the treatment of rheumatoid arthritis, or RA. The primary endpoint, or therapeutic pre-set goal, for this trial was met by the group of patients who received the

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mid-level dosing regimen of eculizumab. Patients who received higher or lower doses of eculizumab in the clinical trial did not achieve the primary endpoint. The primary endpoint in this Phase IIa trial was ACR 20 at 3.25 months.

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In January 2002, we initiated a Phase IIb multi-center study in RA patients. The trial is designed to assess safety and efficacy of eculizumab and to confirm the most efficacious dose regimen of the drug in RA patients. The trial consists of approximately 350 patients who are being treated concomitantly with disease-modifying anti-rheumatic drugs. We completed enrollment in January 2003 for this ongoing Phase IIb study. We expect to release the full results later in 2003 or during the first half of 2004. We are also conducting an on-going 12 month open-label extension study in RA which will continue to help us assess long-term safety.

Completion of these and other trials does not guarantee that we will initiate additional trials for our product candidates, that if the trials are initiated what the scope and phase of the trial will be or that they will be completed, or that if the trials are completed, the results will provide a sufficient basis to proceed with further trials or to apply for or receive regulatory approvals or to commercialize products. Results of trials could be inconclusive, requiring additional or repeat trials. If the results achieved in our clinical trials are insufficient to proceed to further trials or to regulatory approval of our product candidates our company could be materially adversely affected. Failure of a trial to achieve its prespecified primary endpoint generally increases the likelihood that additional studies will be required if the sponsoring company determines to continue development of the product candidate, and reduces the likelihood of timely development of and regulatory approval to market the product candidate.

There are many additional reasons why drug testing could be delayed or terminated.

For human trials, patients must be recruited and each product candidate must be tested at various doses and formulations for each clinical indication. Also, to ensure safety and effectiveness, the effect of drugs often must be studied over a long period of time, especially for the chronic diseases that we are studying. Unfavorable results or insufficient patient enrollment in our clinical trials could delay or cause us to abandon a product development program.

Additional factors that can cause delay or termination of our clinical trials include:

slow patient enrollment;

long treatment time required to demonstrate effectiveness;

lack of sufficient supplies of the product candidate;

adverse medical events or side effects in treated patients;

lack of effectiveness of the product candidate being tested; and

lack of sufficient funds.

We may expand our business through new acquisitions that could disrupt our business and harm our financial condition.

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Our business strategy includes expanding our products and capabilities, and we may seek acquisitions to do so. Acquisitions involve numerous risks, including:

substantial cash expenditures;

potentially dilutive issuance of equity securities;

incurrence of debt and contingent liabilities, some of which may be difficult or impossible to identify at the time of acquisition;

difficulties in assimilating the operations of the acquired companies;

diverting our management's attention away from other business concerns;

risks of entering markets in which we have limited or no direct experience; and

the potential loss of our key employees or key employees of the acquired companies.

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We cannot assure you that any acquisition will result in short-term or long-term benefits to us. We may incorrectly judge the value or worth of an acquired company or business. In addition, our future success would depend in part on our ability to manage the rapid growth associated with some of these acquisitions. We cannot assure you that we will be able to make the combination of our business with that of acquired businesses or companies work or be successful. Furthermore, the development or expansion of our business or any acquired business or companies may require a substantial capital investment by us. We may not have these necessary funds or they might not be available to us on acceptable terms or at all. We may also seek to raise funds by selling shares of our stock, which could dilute current shareholder's ownership interest in our company.

On September 22, 2000, we purchased all of the capital stock and other outstanding securities of Prolifaron, Inc., a privately held biopharmaceutical company that is developing therapeutic antibodies addressing multiple diseases, including cancer, for approximately 400,000 shares of our outstanding capital stock. The business of Prolifaron, now our wholly-owned subsidiary, Alexion Antibody Technologies, Inc., or AAT, is subject to many of the same risks that our business is subject to. We cannot assure you that AAT will successfully develop any products or that we will realize any benefits from the acquisition of Prolifaron.

If we fail to obtain the capital necessary to fund our operations, we will be unable to continue or complete our product development.

We believe we have sufficient capital to fund our operations and product development for at least twenty-four months. We may need to raise additional capital before or after that time to complete the development and commercialization of our product candidates. We are currently conducting or completing several clinical trials, including the Phase III trial of pexelizumab in CABG patients. Funding needs may shift between programs and potentially accelerate and increase if we initiate new pivotal trials for our product candidates, including any pivotal clinical trial of pexelizumab for acute myocardial infarction, or heart attack, patients undergoing angioplasty, a procedure for opening up narrowed or blocked arteries that supply blood to the heart. We rely heavily on Procter & Gamble to fund development of pexelizumab. If Procter & Gamble were to terminate the pexelizumab collaboration, we could have to raise additional capital or find new collaboration partners in order to continue the development of pexelizumab.

Additional financing could take the form of public or private debt or equity offerings, equity line facilities, bank loans, collaborative research and development arrangements with corporate partners and/or the sale or licensing of some of our property. The amount of capital we may need depends on many factors, including:

the existence, terms and status of collaborative arrangements and strategic partnerships, such as our collaboration with Procter & Gamble;

the progress, timing and scope of our research and development programs;

the progress, timing and scope of our preclinical studies and clinical trials;

the time and cost necessary to obtain regulatory approvals;

the time and cost necessary to further develop manufacturing processes, arrange for contract manufacturing or build manufacturing facilities and obtain the necessary regulatory approvals for those facilities;

the time and cost necessary to develop sales, marketing and distribution capabilities;

the cost necessary to sell, market and distribute our products, if any are approved;

changes in applicable governmental regulatory policies; and

any new collaborative, licensing and other commercial relationships that we may establish.

We may not get funding when we need it or funding may only be available on unfavorable terms. If we cannot raise adequate funds to satisfy our capital requirements, we may have to delay, scale-back or eliminate

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our research and development activities or future operations. We might have to license our technology to others. This could result in sharing revenues that we might otherwise retain for ourselves. Any of these actions would harm our business.

If our collaboration with Procter & Gamble is terminated or Procter & Gamble reduces its commitment to our collaboration, our ability to develop and commercialize pexelizumab in the time expected, or at all, would be harmed and our business would suffer accordingly.

We rely heavily on Procter & Gamble to perform development, obtain commercial manufacturing, and provide sales and marketing for pexelizumab. While we cannot assure you that pexelizumab will ever be successfully developed and commercialized, if Procter & Gamble does not perform its obligations in a timely manner, or at all, our ability to commercialize pexelizumab will be significantly adversely affected. We rely on Procter & Gamble, or P&G, to provide funding and additional resources for the development and commercialization of pexelizumab. These include funds and resources for:

clinical development and clinical and commercial manufacturing;

obtaining regulatory approvals; and

sales, marketing and distribution efforts worldwide.

P&G has rights to terminate the collaboration or sublicense its collaboration rights at any time. Termination of our agreement with Procter & Gamble would cause significant delays in the development of pexelizumab and result in significant additional development costs to us. If we were to continue development of pexelizumab following termination by P&G, we would need to fund the development and commercialization of pexelizumab on our own or identify a new development partner. We would need to develop or acquire replacement expertise in many areas necessary for the development and potential commercialization of pexelizumab, or enter into agreements with other companies with respect to those matters. We do not have the resources to replace some of the functions provided or funded by P&G. Accordingly, we might have to stop the development of pexelizumab or shift resources from other product development programs until alternative resources are obtained. Sublicense of its rights by P&G also could cause significant delays in the development of pexelizumab and result in substantial additional development costs to us. In addition, sublicense would introduce a new collaboration partner which could create new and additional risks to the development of pexelizumab that can not be identified at this time.

We cannot guarantee that Procter & Gamble will devote the resources necessary to successfully develop and commercialize pexelizumab in a timely manner, if at all. Furthermore, Procter & Gamble may devote the necessary resources, but we may still not successfully develop and commercialize pexelizumab. We might also have to repeat testing already completed with Procter & Gamble.

We are not currently able to predict the determination of P&G to regarding the results of the Phase III PRIMO-CABG trial of pexelizumab, including how those results may affect P&G's future plans for pexelizumab.

If we are unable to engage and retain third-party collaborators, our research and development efforts may be delayed.

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We depend upon third-party collaborators to assist us in the development of our product candidates. If any of our existing collaborators breaches or terminates its agreement with us or does not perform its development work under an agreement in a timely manner or at all, we would experience significant delays in the development or commercialization of our product candidates. We would also experience significant delays if we could not engage additional collaborators when required. In either event, we would be required to devote additional funds or other resources to these activities or to terminate them. This would divert funds or other resources from other parts of our business.

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We cannot assure you that:

current collaboration arrangements will be continued in their current form;

we will be able to negotiate acceptable collaborative agreements to develop or commercialize our product candidates;

any arrangements with third parties will be successful; or

current or potential collaborators will not pursue treatments for other diseases or seek other ways of developing treatments for our disease targets.

If the trading price of our common stock continues to fluctuate in a wide range, our stockholders will suffer considerable uncertainty with respect to an investment in our stock.

The trading price of our common stock has been volatile and may continue to be volatile in the future. Factors such as announcements of fluctuations in our or our competitors' operating results or clinical or scientific results, fluctuations in the trading prices or business prospects of our competitors and collaborators, including, but not limited to Procter & Gamble, changes in our prospects, and market conditions for biotechnology stocks in general could have a significant impact on the future trading prices of our common stock and our outstanding notes. In particular, the trading price of the common stock of many biotechnology companies, including ours, has experienced extreme price and volume fluctuations, which have at times been unrelated to the operating performance of the companies whose stocks were affected. This is due to several factors, including general market conditions, the announcement of the results of our clinical trials or product development and the results of our attempts to obtain FDA approval for our products. In particular, since August 1, 2001, the sales price of our common stock has ranged from a low of \$9.05 per share to a high of \$26.69 per share and since August 1, 1999, the sales price of our common stock has ranged from a low of \$9.05 per share to a high of \$119.88 per share. While we cannot predict our future performance, if our stock continues to fluctuate in a wide range, an investment in our stock or our outstanding notes may result in considerable uncertainty for an investor.

If we cannot protect the confidentiality and proprietary nature of our trade secrets, our business and competitive position will be harmed.

Our business requires using sensitive technology, techniques and proprietary compounds that we protect as trade secrets. However, since we are a small company, we also rely heavily on collaboration with suppliers, outside scientists and other drug companies. Collaboration presents a strong risk of exposing our trade secrets. If our trade secrets were exposed, it would help our competitors and adversely affect our business prospects.

In order to protect our drugs and technology more effectively, we need to obtain patents covering the drugs and technologies we develop. We may obtain patents through ownership or license. Our drugs are expensive and time-consuming to test and develop. Without patent protection, competitors may copy our methods, or the chemical structure or other aspects of our drugs. Even if we obtain patents, the patents may not be broad enough to protect our drugs from copycat products.

If we are found to be infringing on patents owned by others, we may be forced to obtain a license to continue the manufacture, sale or development of our drugs and/or pay damages. If we cannot obtain a license, we may be prevented from the sale or development of our

drugs.

Parts of our technology, techniques and proprietary compounds and potential drug candidates may conflict with patents owned by or granted to others. If we cannot resolve these conflicts, we may be liable for damages, be required to obtain costly licenses or be stopped from manufacturing, using or selling our products or conducting other activities. For example, we are aware of broad patents owned by others relating to the manufacture, use and sale of recombinant humanized antibodies, recombinant humanized single chain antibodies, recombinant human antibodies, and recombinant human single chain antibodies. Many of our product candidates are genetically engineered antibodies, including recombinant humanized antibodies, recombinant humanized single chain antibodies, recombinant human antibodies, and recombinant human single chain antibodies.

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We have received notices from the owners of some of these patents claiming that their patents may be relevant to the development, manufacture or sale of some of our drug candidates. In response to some of these notices, we have obtained licenses, or expect to obtain licenses. However, with regard to other patents, we have either determined in our judgment that:

our products do not infringe the patents;

we do not believe the patents are valid; or

we have identified and are testing various modifications that we believe should not infringe the patents and which should permit commercialization of our product candidates.

Any patent holders could sue us for damages and seek to prevent us from manufacturing, selling or developing our drugs. Legal disputes can be costly and time consuming to defend. If any of these actions are successful, we could be required to pay costly damages or to obtain a license to sell or develop our drugs. A required license may be costly or may not be available on acceptable terms, if at all.

If the testing or use of our products harms people, we could be subject to costly and damaging product liability claims.

The testing, manufacturing, marketing and sale of drugs for use in humans exposes us to product liability risks. Side effects and other problems from using our products could give rise to product liability claims against us. We might have to recall our products, if any, from the marketplace. Some of these risks are unknown at this time.

In addition, we may be sued by people who participate in our trials. A number of patients who participate in such trials are already very ill when they enter the trial. Any informed consents or waivers obtained from people who sign up for our trials may not protect us from liability or litigation. Our product liability insurance may not cover all potential liabilities or may not completely cover any covered liabilities. Moreover, we may not be able to maintain our insurance on acceptable terms. In addition, negative publicity relating to a product liability claim may make it more difficult, or impossible, for us to recruit patients for our clinical trials or to market and sell our products. As a result of these factors, a product liability claim, even if successfully defended, could have a material adverse effect on our business, financial condition or results of operations.

Use of C5 Inhibitors, such as pexelizumab and eculizumab, is associated with an increased risk for infection with Neisseria bacteria. One patient in our eculizumab membranous nephritis trials became infected with Neisseria bacteria. Serious cases of Neisseria infection can result in brain damage, loss of limbs or parts of limbs, kidney failure, or death.

If we cannot manufacture our drug candidates in sufficient amounts at acceptable costs and on a timely basis, we may be unable to have the necessary materials for product testing, and later for potential sale in the market. Either event would harm our business.

For our drug trials, we need to produce sufficient amounts of product for testing. Our small manufacturing plant cannot manufacture enough of our product candidates for later stage clinical development. In addition, we do not have the capacity to produce more than one product candidate at a time. We depend on a few outside suppliers for manufacturing. If we experience interruptions in the manufacture of our products for testing,

our drug development and commercialization efforts will be delayed. If any of our outside manufacturers stops manufacturing our products or reduces the amount manufactured, or is otherwise unable to manufacture our required amounts at our required quality, we will need to find other alternatives. If we are unable to find an acceptable outside manufacturer on reasonable terms, we will have to divert our own resources to manufacturing, which may not be sufficient to produce the necessary quantity or quality of product. As a result, our ability to conduct testing and drug trials and our plans for commercialization would be materially adversely affected. Submission of products and new development programs for regulatory approval, as well as our plans for commercialization, would be delayed. Our competitive position and our prospects for achieving profitability would be materially and adversely affected.

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Manufacture of drug products is highly regulated by the FDA and other domestic and foreign authorities, including the need to develop and utilize manufacturing processes that consistently produce our drug products to their required quality specifications. We cannot assure you that we or our third-party collaborators will successfully comply with all of those regulations, which would have a materially adverse effect on our business.

Manufacture of our drug products is highly technical and only a few third-parties have the ability and capacity to manufacture our drug products for our development and commercialization needs. We can not assure you that these potential third-party collaborators will agree to manufacture our products on our behalf on commercially reasonable terms, if at all. If we do achieve agreement from one or more third parties to manufacture our drug products, we can not assure you that they will be able or willing to honor the terms of the agreements, including any obligations to manufacture the drug products in accordance with regulatory requirements and to our specific quality specifications and volume requirements. Due to the highly technical requirements of manufacturing our drug products, our third-party collaborators and we may be unable to manufacture our drug products despite their and our efforts. Inability to contract with third-party manufacturers on commercially reasonable terms, or failure or delay by our third-party manufacturers, if any, in manufacturing our drug products in the volumes and quality required, would have a material adverse effect on our business.

We have no experience or capacity for manufacturing drug products in volumes that would be necessary to support commercial sales. If we are unable to establish and maintain commercial scale manufacturing within our planned time and cost parameters, sales of our products and our financial performance would be adversely affected.

Currently, we are relying on Procter & Gamble to retain appropriate commercial manufacturing for pexelizumab through one or more third-party manufacturers. P&G has contracted with one third-party manufacturer for the large-scale commercial manufacture of pexelizumab. The failure of Procter & Gamble to obtain appropriate commercial manufacturing for pexelizumab on a timely basis, or at all, may prevent or impede the commercialization of pexelizumab. We have executed a large-scale product supply agreement with Lonza Biologics, plc for the long-term manufacture of eculizumab. The failure of Lonza Biologics, plc to manufacture appropriate supplies of eculizumab on a timely basis, or at all, may prevent or impede the commercialization of eculizumab.

Due to the nature of the current market for third-party commercial manufacturing arrangements, many arrangements require substantial penalty payments by the customer for failure to use the manufacturing capacity contracted for. We could owe substantial penalty payments to Lonza Biologics, plc if we were not to use the manufacturing capacity contracted for with them. Also, we could be required to share on an equal basis with P&G substantial penalty payments owed by P&G for its failure to utilize the manufacturing capacity contracted for by it with a third-party manufacturer for supply of pexelizumab; or we could be solely liable for such potential penalty payments if P&G were to terminate our collaboration and if we were to assume such third-party manufacturing agreement. The payment of a substantial penalty would harm our financial condition.

If we are unable to establish sales, marketing and distribution capabilities, or to enter into agreements with third parties to do so, we will be unable to successfully market and sell future drug products.

We have no sales or distribution personnel or capabilities, and have only recently established core pre-commercial marketing capabilities. If we are unable to continue developing or contracting those capabilities, either by developing our own capabilities or entering into agreements with others, we will not be able to successfully sell our products. In that event, we will not be able to generate significant revenues. We cannot guarantee that we will be able to hire the qualified sales and marketing personnel we need. We may not be able to enter into any marketing or distribution agreements with third-party providers on acceptable terms, if at all. Currently, we are relying on Procter & Gamble for sales, marketing and distribution of pexelizumab. Procter & Gamble, or any future third-party collaborators, may not succeed at selling, marketing or distributing any of our future drug products.

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If we are unable to obtain reimbursement from government health administration authorities, private health insurers and other organizations for our future products, our products may be too costly for regular use and our ability to generate revenues would be harmed.

Our products, if commercialized, like similar products in the marketplace, may be significantly more expensive than traditional drug treatments. Our future revenues and profitability will be adversely affected if we cannot depend on governmental and private third-party payors to defray the cost of our products to the consumer. If these entities refuse to provide reimbursement with respect to our products or determine to provide an insufficient level of reimbursement, our products may be too costly for general use. Our profitability may be adversely impacted if we choose to offer our products at a reduced price. Any limitation on the use of our products or any decrease on the price of our products without a corresponding decrease in expenses will have a material adverse effect on our ability to achieve profitability.

If our competitors get to the marketplace before we do with better or cheaper drugs, our drugs may not be profitable to sell or to continue to develop.

Regulation of Management. Federal law (i) sets forth circumstances under which officers or directors of a bank may be removed by the institution's federal supervisory agency; (ii) places restraints on lending by a bank to its executive officers, directors, principal shareholders, and their related interests; and (iii) generally prohibits management personnel of a bank from serving as directors or in other management positions of another financial institution whose assets exceed a specified amount or which has an office within a specified geographic area.

Safety and Soundness Standards. Certain non-capital safety and soundness standards are also imposed upon banks. These standards cover internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, such other operational and managerial standards as the agency determines to be appropriate, and standards for asset quality, earnings and stock valuation. An institution that fails to meet these standards may be subject to regulatory sanctions.

Interstate Banking and Branching

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 ("Interstate Act") together with the Dodd-Frank Act relaxed prior interstate branching restrictions under federal law by permitting, subject to regulatory approval, state and federally chartered commercial banks to establish branches in states where the laws permit banks chartered in such states to establish branches. The Interstate Act requires regulators to consult with community organizations before permitting an interstate institution to close a branch in a low-income area. Federal banking agency regulations prohibit banks from using their interstate branches primarily for deposit production and the federal banking agencies have implemented a loan-to-deposit ratio screen to ensure compliance with this prohibition.

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Dividends

The principal source of the Company's cash is from dividends received from Columbia Bank, which are subject to government regulation and limitations. Regulatory authorities may prohibit banks and bank holding companies from paying dividends in a manner that would constitute an unsafe or unsound banking practice or would reduce the amount of its capital below that necessary to meet minimum applicable regulatory capital requirements. Washington law also limits a bank's ability to pay dividends that are greater than the bank's retained earnings without approval of the applicable banking agency. Additionally, current guidance from the Federal Reserve provides, among other things, that dividends per share on the Company's common stock generally should not exceed earnings per share, measured over the previous four fiscal quarters.

Capital Adequacy

Regulatory Capital Guidelines. Federal bank regulatory agencies use capital adequacy guidelines in the examination and regulation of bank holding companies and banks. The guidelines are “risk-based,” meaning that they are designed to make capital requirements more sensitive to differences in risk profiles among banks and bank holding companies.

Tier I and Tier II Capital. Under the guidelines, an institution's capital is divided into two broad categories, Tier I capital and Tier II capital. Tier I capital generally consists of common stockholders' equity (including surplus and undivided profits), qualifying non-cumulative perpetual preferred stock, and qualified minority interests in the equity accounts of consolidated subsidiaries. Tier I capital generally excludes goodwill and intangible assets, net unrealized gains and losses on available for sale securities and accumulated net gains and losses on cash flow hedges. Tier II capital generally consists of the allowance for loan losses, hybrid capital instruments and qualifying subordinated debt. The sum of Tier I capital and Tier II capital represents an institution's total capital. The guidelines require that at least 50% of an institution's total capital consist of Tier I capital.

Risk-based Capital Ratios. The adequacy of an institution's capital is gauged primarily with reference to the institution's risk-weighted assets. The guidelines assign risk weightings to an institution's assets in an effort to quantify the relative risk of each asset and to determine the minimum capital required to support that risk. An institution's risk-weighted assets are then compared with its Tier I capital and total capital to arrive at a Tier I risk-based ratio and a total risk-based ratio, respectively. The guidelines provide that an institution must have a minimum Tier I risk-based ratio of 4% and a minimum total risk-based ratio of 8%.

Leverage Ratio. The guidelines also employ a leverage ratio, which is Tier I capital as a percentage of average total assets, less intangibles. The principal objective of the leverage ratio is to constrain the maximum degree to which a bank holding company may leverage its equity capital base. The minimum leverage ratio is 3%; however, for all but the most highly rated bank holding companies and for bank holding companies seeking to expand, regulators expect an additional cushion of at least 1% to 2%.

Prompt Corrective Action. Under the guidelines, an institution is assigned to one of five capital categories depending on its total risk-based capital ratio, Tier I risk-based capital ratio, and leverage ratio, together with certain subjective factors. The categories range from “well capitalized” to “critically undercapitalized.” Institutions that are “undercapitalized” or lower are subject to certain mandatory supervisory corrective actions. At each successively lower capital category, an insured bank is subject to increased restrictions on its operations. During these challenging economic times, the federal banking regulators have actively enforced these provisions.

Regulatory Oversight and Examination

The Federal Reserve conducts periodic inspections of bank holding companies, which are performed both onsite and offsite. The supervisory objectives of the inspection program are to ascertain whether the financial strength of the bank holding company is being maintained on an ongoing basis and to determine the effects or consequences of transactions between a holding company or its non-banking subsidiaries and its subsidiary banks. For holding companies under \$10 billion in assets, the inspection type and frequency varies depending on asset size, complexity of the organization, and the holding company's rating at its last inspection.

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Banks are subject to periodic examinations by their primary regulators. Bank examinations have evolved from reliance on transaction testing in assessing a bank's condition to a risk-focused approach. These examinations are extensive and cover the entire breadth of operations of the bank. Generally, safety and soundness examinations occur on an 18-month cycle for banks under \$500 million in total assets that are well capitalized and without regulatory issues, and 12-months otherwise. Examinations alternate between the federal and state bank regulatory agency or may occur on a combined schedule. The frequency of consumer compliance and CRA examinations is linked to the size of the institution and its compliance and CRA ratings at its most recent examinations. However, the examination authority of the Federal Reserve and the FDIC allows them to examine supervised banks as frequently as deemed necessary based on the condition of the bank or as a result of certain triggering events.

Corporate Governance and Accounting

Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 (the "Act") addresses, among other things, corporate governance, auditing and accounting, enhanced and timely disclosure of corporate information, and penalties for non-compliance. Generally, the Act (i) requires chief executive officers and chief financial officers to certify to the accuracy of periodic reports filed with the SEC; (ii) imposes specific and enhanced corporate disclosure requirements; (iii) accelerates the time frame for reporting of insider transactions and periodic disclosures by public companies; (iv) requires companies to adopt and disclose information about corporate governance practices, including whether or not they have adopted a code of ethics for senior financial officers and whether the audit committee includes at least one "audit committee financial expert;" and (v) requires the SEC, based on certain enumerated factors, to regularly and systematically review corporate filings.

Anti-terrorism

USA Patriot Act of 2001. The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, intended to combat terrorism, was renewed with certain amendments in 2006 (the "Patriot Act"). The Patriot Act, in relevant part, (i) prohibits banks from providing correspondent accounts directly to foreign shell banks; (ii) imposes due diligence requirements on banks opening or holding accounts for foreign financial institutions or wealthy foreign individuals; (iii) requires financial institutions to establish an anti-money-laundering compliance program; and (iv) eliminates civil liability for persons who file suspicious activity reports. The Act also includes provisions providing the government with power to investigate terrorism, including expanded government access to bank account records.

Financial Services Modernization

Gramm-Leach-Bliley Act of 1999. The Gramm-Leach-Bliley Financial Services Modernization Act of 1999 brought about significant changes to the laws affecting banks and bank holding companies. Generally, the Act (i) repeals historical restrictions on preventing banks from affiliating with securities firms; (ii) provides a uniform framework for the activities of banks, savings institutions and their holding companies; (iii) broadens the activities that may be conducted by national banks and banking subsidiaries of bank holding companies; (iv) provides an enhanced framework for protecting the privacy of consumer information and requires notification to consumers of bank privacy policies; and (v) addresses a variety of other legal and regulatory issues affecting both day-to-day operations and long-term activities of financial institutions. Bank holding companies that qualify and elect to become financial holding companies can engage in a wider variety of financial activities than permitted under previous law, particularly with respect to insurance and securities underwriting activities.

Deposit Insurance

The Bank's deposits are insured under the Federal Deposit Insurance Act, up to the maximum applicable limits and are subject to deposit insurance assessments designed to tie what banks pay for deposit insurance to the risks they pose. The Dodd-Frank Act broadened the base for FDIC insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution. In addition, the Dodd-Frank Act raised the minimum designated reserve ratio (the FDIC is required to set the reserve ratio each year) of the Deposit Insurance Fund ("DIF") from 1.15% to 1.35%; required that the DIF meet that minimum ratio of insured deposits by 2020; and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds. The FDIC has established a higher reserve ratio of 2% as a long-term goal beyond what is required by statute. The deposit insurance assessments to be paid by Columbia Bank could increase as a result.

Insurance of Deposit Accounts. The Emergency Economic Stabilization Act of 2008 (the EESA") included a provision for a temporary increase from \$100,000 to \$250,000 per depositor in deposit insurance. The temporary increase was made permanent under the Dodd-Frank Act. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category. EESA also temporarily raised the limit on federal deposit insurance coverage to an unlimited amount for non-interest or low-interest bearing demand deposits. Unlimited coverage for non-interest transaction accounts expired December 31, 2012.

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Recent Legislation

As a result of the recent financial crises, on July 21, 2010 the Dodd-Frank Act was signed into law. The Dodd-Frank Act significantly changed the bank regulatory structure and is affecting the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies, including the Company and Columbia Bank. The full impact of the Dodd-Frank Act may not be known for years. Some of the provisions of the Dodd-Frank Act that may impact our business are summarized below.

Corporate Governance. The Dodd-Frank Act requires publicly traded companies to provide their shareholders with (i) a non-binding shareholder vote on executive compensation, (ii) a non-binding shareholder vote on the frequency of such vote, (iii) disclosure of “golden parachute” arrangements in connection with specified change in control transactions, and (iv) a non-binding shareholder vote on golden parachute arrangements in connection with these change in control transactions.

Prohibition Against Charter Conversions of Troubled Institutions. The Dodd-Frank Act generally prohibits a depository institution from converting from a state to federal charter, or vice versa, while it is the subject to an enforcement action unless the bank seeks prior approval from its regulator and complies with specified procedures to ensure compliance with the enforcement action.

Consumer Financial Protection Bureau. The Dodd-Frank Act created a new, independent federal agency called the Bureau of Consumer Financial Protection (“CFPB”). The CFPB has broad rulemaking, supervision and enforcement authority for a wide range of consumer protection laws applicable to banks and thrifts with greater than \$10 billion in assets. Smaller institutions are subject to certain rules promulgated by the CFPB but will continue to be examined and supervised by their federal banking regulators for compliance purposes.

Repeal of Demand Deposit Interest Prohibition. The Dodd-Frank Act repeals the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.

Proposed Legislation

General. Proposed legislation is introduced in almost every legislative session. Certain of such legislation could dramatically affect the regulation of the banking industry. We cannot predict if any such legislation will be adopted or if it is adopted how it would affect the business of Columbia Bank or the Company. Recent history has demonstrated that new legislation or changes to existing laws or regulations usually results in a greater compliance burden and therefore generally increases the cost of doing business.

Basel III. Basel III updates and revises significantly the current international bank capital accords (so-called “Basel I” and “Basel II”). Basel III is intended to be implemented by participating countries for large, internationally active banks. However, standards consistent with Basel III will be formally implemented in the United States through a series of regulations, some of which may apply to other banks. Among other things, Basel III creates “Tier 1 common equity,” a new measure of regulatory capital closer to pure tangible common equity than the present Tier 1 definition. Basel III also increases minimum capital ratios. Capital buffers are added to each capital ratio to enable banks to absorb losses during a stressed period while remaining above their regulatory minimum ratios. The full impact of the Basel III rules cannot be determined at this time as many regulations are still being written and the implementation date has not yet been finalized.

Effects of Government Monetary Policy

Our earnings and growth are affected not only by general economic conditions, but also by the fiscal and monetary policies of the federal government, particularly the Federal Reserve. The Federal Reserve implements national monetary policy for such purposes as curbing inflation and combating recession, but its open market operations in U.S. government securities, control of the discount rate applicable to borrowings from the Federal Reserve, and establishment of reserve requirements against certain deposits, influence the growth of bank loans, investments and deposits, and also affect interest rates charged on loans or paid on deposits. The nature and impact of future changes in monetary policies and their impact on us cannot be predicted with certainty.

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ITEM 1A. RISK FACTORS

Our business exposes us to certain risks. The following is a discussion of what we currently believe are the most significant risks and uncertainties that may affect our business, financial condition and future results.

A continued slow or fragile economic recovery could adversely affect our future results of operations or market price of our stock.

The national and global economy and the financial services sector in particular continue to face significant challenges, including the current uncertainty regarding sequestration. We cannot accurately predict how quickly or strongly the economy will recover from the recent recession, which has adversely impacted the markets we serve. The U.S. economy has also experienced substantial volatility in the financial markets. Any further deterioration in the economies of the nation as a whole or in our markets would have an adverse effect, which could be material, on our business, financial condition, results of operations and prospects, and could also cause the market price of our stock to decline. While it is impossible to predict how long challenging economic conditions may exist, a slow or fragile recovery could continue to present risks into the future for the industry and our company.

Economic conditions in the market areas we serve may adversely impact our earnings and could increase our credit risk associated with our loan portfolio and the value of our investment portfolio.

Substantially all of our loans are to businesses and individuals in Washington and Oregon, and continuing soft economies in these market areas could have a material adverse effect on our business, financial condition, results of operations and prospects. While housing prices have stabilized, unemployment remains relatively high in both Washington and Oregon. A deterioration in the market areas we serve could result in the following consequences, any of which could have an adverse impact, which could be material, on our business, financial condition, results of operations and prospects:

• loan delinquencies may increase;

• problem assets and foreclosures may increase;

• collateral for loans made may decline further in value, in turn reducing customers' borrowing power, reducing the value of assets and collateral associated with existing loans;

• certain securities within our investment portfolio could become other than temporarily impaired, requiring a write-down through earnings to fair value, thereby reducing equity;

• low cost or non-interest bearing deposits may decrease; and

• demand for our loan and other products and services may decrease.

Our loan portfolio mix, which has loans secured by real estate, could result in increased credit risk in a challenging economy.

Our loan portfolio is concentrated in commercial real estate and commercial business loans. These types of loans generally are viewed as having more risk of default than residential real estate loans or certain other types of loans or investments. In fact, the FDIC has issued pronouncements alerting banks of its concern about heavy loan concentrations. Because our loan portfolio contains commercial real estate and commercial business loans with relatively large balances, the deterioration of one or a few of these loans may cause a significant increase in our non-performing loans. An increase in non-performing loans could result in a loss of earnings from these loans, an increase in the provision for loan losses, or an increase in loan charge-offs, any of which could have a material adverse impact on our results of operations and financial condition.

Any downturn in the economies or real estate values in the markets we serve could have a material adverse effect on both borrowers' ability to repay their loans and the value of the real property securing such loans. Our ability to recover on defaulted loans would then be diminished, and we would be more likely to suffer losses on defaulted loans.

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Our Allowance for Loan and Lease Losses (“ALLL”) may not be adequate to cover future loan losses, which could adversely affect earnings.

We maintain an ALLL in an amount that we believe is adequate to provide for losses inherent in our loan portfolio. While we strive to carefully monitor credit quality and to identify loans that may become non-performing, at any time there are loans in the portfolio that could result in losses, but that have not been identified as non-performing or potential problem loans. We cannot be sure that we will be able to identify deteriorating loans before they become non-performing assets, or that we will be able to limit losses on those loans that have been identified. Additionally, the process for determining the ALLL requires different, subjective and complex judgments about the future impact from current economic conditions that might impair the ability of borrowers to repay their loans. As a result, future significant increases to the ALLL may be necessary.

Future increases to the ALLL may be required based on changes in the composition of the loans comprising the portfolio, deteriorating values in underlying collateral (most of which consists of real estate) and changes in the financial condition of borrowers, such as may result from changes in economic conditions, or as a result of actual future events differing from assumptions used by management in determining the ALLL. Additionally, banking regulators, as an integral part of their supervisory function, periodically review our ALLL. These regulatory agencies may require us to increase the ALLL. Any increase in the ALLL would have an adverse effect, which could be material, on our financial condition and results of operations.

Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition.

Our nonperforming assets adversely affect our net income in various ways. Until economic and market conditions improve to pre-recession levels, we expect to continue to incur additional losses relating to elevated levels of nonperforming loans. We do not record interest income on nonaccrual loans, thereby adversely affecting our income, and increasing loan administration costs. Assets acquired by foreclosure or similar proceedings are recorded at the lower of carrying value or fair value less estimated costs to sell. The valuation of these foreclosed assets is periodically updated and resulting losses, if any, are charged to earnings in the period in which they are identified. An increase in the level of nonperforming assets also increases our risk profile and may impact the capital levels our regulators believe is appropriate in light of such risks. We utilize various techniques such as loan sales, workouts, and restructurings to manage our problem assets. Decreases in the value of these problem assets, the underlying collateral, or in the borrowers’ performance or financial condition, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and staff, which can be detrimental to performance of their other responsibilities. We may experience further increases in nonperforming loans in the future.

The pending acquisition of West Coast Bancorp (“West Coast”) is subject to closing conditions that, if not satisfied or waived, could result in our inability to consummate the transaction, which may cause the price of our stock to decline. On September 25, 2012, we entered into an Agreement and Plan of Merger with West Coast. The closing of the transaction is subject to the satisfaction of certain customary conditions, including the receipt of required regulatory approvals and the approval of West Coast's and our respective shareholders. No assurance can be given as to when or whether these approvals will be received. If we do not complete this acquisition, the trading price of our stock may decline to the extent that the current prices reflect a market assumption that the acquisition will be completed.

Furthermore, if the merger agreement is terminated (i) due to our failure to obtain requisite approval from our shareholders or (ii) due to our failure to obtain regulatory approval, we will be required to pay West Coast a termination fee of \$5 million. In that regard, special shareholder meetings have been called by both Columbia and West Coast to be held March 18, 2013 to act on the transaction and the requisite applications have been filed with the Federal and State bank regulators, with an anticipated closing date of April 1, 2013.

We may fail to realize all of the anticipated benefits of our pending acquisition of West Coast.

The success of our pending acquisition of West Coast will depend on, among other things, the ability to successfully combine Columbia and the West Coast organizations. If we are not able to achieve this objective, the anticipated benefits of the acquisition may not be realized fully or at all, or may take longer than expected to be realized.

Columbia and West Coast have operated and, until the completion of the acquisition, will continue to operate, independently. The companies may have challenges integrating different standards, procedures and policies. It is also possible that clients, customers, depositors and counterparties of West Coast could choose to discontinue their relationships with the combined company post-acquisition, which could adversely affect our future anticipated performance. These transition matters could have an adverse effect on us during the pre-acquisition period and for an undetermined time after the completion of the acquisition.

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Our acquisitions and the integration of acquired businesses may not result in all of the benefits anticipated, and future acquisitions may be dilutive to current shareholders.

We have in the past and may in the future seek to grow our business by acquiring other businesses. Our acquisitions may not have the anticipated positive results, including results relating to: correctly assessing the asset quality of the assets being acquired; the total cost of integration including management attention and resources; the time required to complete the integration successfully; the amount of longer-term cost savings; being able to profitably deploy funds acquired in an acquisition; or the overall performance of the combined entity.

We also may encounter difficulties in obtaining required regulatory approvals and unexpected contingent liabilities can arise from the businesses we acquire. Integration of an acquired business can be complex and costly, sometimes including combining relevant accounting and data processing systems and management controls, as well as managing relevant relationships with employees, clients, suppliers and other business partners. Integration efforts could divert management attention and resources, which could adversely affect our operations or results.

Given the continued market volatility and uncertainty, notwithstanding our loss-sharing arrangements with the FDIC, we may experience increased credit costs or need to take additional markdowns and allowances for loan losses on the assets and loans acquired that could adversely affect our financial condition and results of operations in the future.

We may also experience difficulties in complying with the technical requirements of our loss-sharing agreements with the FDIC, which could result in some assets which we acquire in FDIC-assisted transactions losing their coverage under such agreements.

Acquisitions may also result in business disruptions that cause us to lose customers or cause customers to remove their accounts from us and move their business to competing financial institutions. It is possible that the integration process related to acquisitions could result in the disruption of our ongoing businesses or inconsistencies in standards, controls, procedures and policies that could adversely affect our ability to maintain relationships with clients, customers, depositors and employees. The loss of key employees in connection with an acquisition could adversely affect our ability to successfully conduct our business.

We may engage in future acquisitions involving the issuance of additional common stock and/or cash. Any such acquisitions and related issuances of stock may have a dilutive effect on earnings per share, book value per share or the percentage ownership of current shareholders. The use of cash as consideration in any such acquisitions could impact our capital position and may require us to raise additional capital.

Furthermore, notwithstanding our pending and recent acquisitions, we cannot provide any assurance as to the extent to which we can continue to grow through acquisitions as this will depend on the availability of prospective target opportunities at valuations we find attractive and the competition for such opportunities from other parties.

Our decisions regarding the fair value of assets acquired, including the FDIC loss-sharing assets, could be inaccurate, which could materially and adversely affect our business, financial condition, results of operations, and future prospects.

Management makes various assumptions and judgments about the collectability of the acquired loans, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of secured loans. In FDIC-assisted acquisitions that include loss-sharing agreements, we may record a loss-sharing asset which is accounted for on the same basis as the assets covered under the loss-sharing agreements. The FDIC loss-sharing asset primarily represents the present value of the cash flows the Company expects to collect from the FDIC under the loss-sharing agreements.

If our assumptions are incorrect, significant earnings volatility can occur and credit loss provisions may be needed to respond to different economic conditions or adverse developments in the acquired loan portfolio. Any increase in future loan losses could have a material adverse effect on our operating results.

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Our management of capital could adversely affect profitability measures, the market price of our common stock, and dilute the holders of our outstanding common stock.

Our capital ratios are significantly higher than regulatory minimums. We may lower our capital ratios through either selective acquisitions that meet our disciplined criteria, organic loan growth, investment in securities, or a combination of all three. Although we are periodically engaged in discussions with other potential acquisition candidates, we are not currently a party to any purchase or merger agreement other than our pending acquisition of West Coast. Following our pending acquisition of West Coast, there can be no assurance that we will be able to negotiate future acquisitions on terms acceptable to us.

Conversely, there may be circumstances under which it would be prudent to consider alternatives for raising capital to take advantage of significant acquisition opportunities or in response to changing economic conditions. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at the time, which are outside our control, and our financial performance. Any capital raising alternatives could dilute the holders of our outstanding common stock and may adversely affect the market price of our common stock.

If the goodwill we have recorded in connection with acquisitions becomes impaired, it could have an adverse impact on our earnings and shareholders' equity.

Accounting standards require that we account for acquisitions using the acquisition method of accounting. Under acquisition accounting, if the purchase price of an acquired company exceeds the fair value of its net assets, the excess is carried on the acquirer's balance sheet as goodwill. In accordance with generally accepted accounting principles, our goodwill is evaluated for impairment on an annual basis or more frequently if events or circumstances indicate that a potential impairment exists. Such evaluation may be based on a variety of factors, including the quoted price of our common stock, market prices of common stock of other banking organizations, common stock trading multiples, discounted cash flows, and data from comparable acquisitions. Future evaluations of goodwill may result in impairment and ensuing write-down, which could be material, resulting in an adverse impact on our earnings and shareholders' equity.

Fluctuating interest rates could adversely affect our business.

Significant increases in market interest rates on loans, or the perception that an increase may occur, could adversely affect both our ability to originate new loans and our ability to grow. Conversely, decreases in interest rates could result in an acceleration of loan prepayments. An increase in market interest rates could also adversely affect the ability of our floating-rate borrowers to meet their higher payment obligations. If this occurred, it could cause an increase in nonperforming assets and charge offs, which could adversely affect our business.

Further, our profitability is dependent to a large extent upon net interest income, which is the difference (or "spread") between the interest earned on loans, securities and other interest-earning assets and the interest paid on deposits, borrowings, and other interest-bearing liabilities. Because of the differences in maturities and repricing characteristics of our interest-earning assets and interest-bearing liabilities, changes in interest rates do not produce equivalent changes in interest income earned on interest-earning assets and interest paid on interest-bearing liabilities.

Accordingly, fluctuations in interest rates could adversely affect our interest rate spread, and, in turn, our profitability. The expiration of unlimited FDIC insurance on certain noninterest-bearing transaction accounts may increase our interest expense and reduce our liquidity.

On December 31, 2012, unlimited FDIC insurance on certain noninterest-bearing transaction accounts under the Transaction Account Guarantee ("TAG") program expired. Prior to its expiration, all funds under TAG in a noninterest-bearing transaction account were insured in full by the FDIC from December 31, 2010, through December 31, 2012. This temporary unlimited coverage was in addition to, and separate from, the coverage of at least \$250,000 available to depositors under the FDIC's general deposit insurance rules. The reduction in FDIC insurance on these noninterest-bearing transaction accounts to the standard \$250,000 maximum may cause depositors to move funds previously held in such noninterest-bearing accounts to interest-bearing accounts, which could increase our costs of funds and negatively impact our results of operations, or may cause depositors to withdraw their deposits and invest funds in other investments. This could reduce the Company's liquidity, or require us to pay higher interest rates to retain deposits in order to maintain our liquidity and could adversely affect the Company's earnings.

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We operate in a highly regulated environment and changes of or increases in, or supervisory enforcement of, banking or other laws and regulations or governmental fiscal or monetary policies could adversely affect us.

We are subject to extensive regulation, supervision and examination by federal and state banking authorities. In addition, as a publicly-traded company, we are subject to regulation by the Securities and Exchange Commission. Any change in applicable regulations or federal, state or local legislation or in policies or interpretations or regulatory approaches to compliance and enforcement, income tax laws and accounting principles could have a substantial impact on us and our operations. Changes in laws and regulations may also increase our expenses by imposing additional fees or taxes or restrictions on our operations. Additional legislation and regulations that could significantly affect our powers, authority and operations may be enacted or adopted in the future, which could have a material adverse effect on our financial condition and results of operations. Failure to appropriately comply with any such laws, regulations or principles could result in sanctions by regulatory agencies or damage to our reputation, all of which could adversely affect our business, financial condition or results of operations.

In that regard, the Dodd-Frank Wall Street Reform and Consumer Protection Act was enacted in July 2010. Among other provisions, the legislation (i) created a new Bureau of Consumer Financial Protection with broad powers to regulate consumer financial products such as credit cards and mortgages, (ii) created a Financial Stability Oversight Council comprised of the heads of other regulatory agencies, (iii) will lead to new capital requirements from federal banking agencies, (iv) places new limits on electronic debit card interchange fees and (v) requires the Securities and Exchange Commission and national stock exchanges to adopt significant new corporate governance and executive compensation reforms. The new legislation and regulations are expected to increase the overall costs of regulatory compliance.

Further, regulators have significant discretion and authority to prevent or remedy unsafe or unsound practices or violations of laws or regulations by financial institutions and holding companies in the performance of their supervisory and enforcement duties. Recently, these powers have been utilized more frequently due to the serious national, regional and local economic conditions we are facing. The exercise of regulatory authority may have a negative impact on our financial condition and results of operations. Additionally, our business is affected significantly by the fiscal and monetary policies of the U.S. federal government and its agencies, including the Federal Reserve Board.

We cannot accurately predict the full effects of recent legislation or the various other governmental, regulatory, monetary and fiscal initiatives which have been and may be enacted on the financial markets, on the Company and on the Bank. The terms and costs of these activities, or any worsening of current financial market and economic conditions, could materially and adversely affect our business, financial condition, results of operations, and the trading price of our common stock.

We may be required, in the future, to recognize impairment with respect to investment securities.

Our securities portfolio currently includes securities with unrecognized losses. We may continue to observe declines in the fair market value of these securities. Securities issued by certain states and municipalities have recently come under scrutiny due to concerns about credit quality. Although management believes the credit quality of the Company's state and municipal securities portfolio to be good, there can be no assurance that the credit quality of these securities will not decline in the future. We evaluate the securities portfolio for any other than temporary impairment each reporting period, as required by generally accepted accounting principles in the United States of America. There can be no assurance, however, that future evaluations of the securities portfolio will not require us to recognize further impairment charges with respect to these and other holdings. For example, it is possible that government-sponsored programs to allow mortgages to be refinanced to lower rates could materially adversely impact the yield on our portfolio of mortgage-backed securities, since a significant portion of our investment portfolio is composed of such securities.

Substantial competition in our market areas could adversely affect us.

Commercial banking is a highly competitive business. We compete with other commercial banks, savings and loan associations, credit unions, finance, insurance and other non-depository companies operating in our market areas. We also experience competition, especially for deposits, from Internet-based banking institutions, which have grown rapidly in recent years. We are subject to substantial competition for loans and deposits from other financial

institutions. Some of our competitors are not subject to the same degree of regulation and restriction as we are and/or have greater financial resources than we do. Some of our competitors have severe liquidity issues, which could impact the pricing of deposits in our marketplace. If we are unable to effectively compete in our market areas, our business, results of operations and prospects could be adversely affected.

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Changes in accounting standards could materially impact our financial statements.

From time to time the Financial Accounting Standards Board and the SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be very difficult to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements.

There can be no assurance as to the level of dividends we may pay on our common stock.

Holders of our common stock are only entitled to receive such dividends as our Board of Directors may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and there may be circumstances under which we would eliminate our common stock dividend in the future. This could adversely affect the market price of our common stock.

Significant legal or regulatory actions could subject us to substantial uninsured liabilities and reputational harm and have a material adverse effect on our business and results of operations.

We are from time to time subject to claims and proceedings related to our operations. These claims and legal actions, which could include supervisory or enforcement actions by our regulators, or criminal proceedings by prosecutorial authorities, could involve large monetary claims, including civil money penalties or fines imposed by government authorities, and significant defense costs. To mitigate the cost of some of these claims, we maintain insurance coverage in amounts and with deductibles that we believe are appropriate for our operations. However, our insurance coverage does not cover any civil money penalties or fines imposed by government authorities and may not cover all other claims that might be brought against us or continue to be available to us at a reasonable cost. As a result, we may be exposed to substantial uninsured liabilities, which could adversely affect our business, prospects, results of operations and financial condition. Substantial legal liability or significant regulatory action against us could have material adverse financial effects or cause significant reputational harm to us, which in turn could seriously harm our business prospects.

We are subject to a variety of operational risks, including reputational risk, legal risk and compliance risk, and the risk of fraud or theft by employees or outsiders, which may adversely affect our business and results of operations.

We are exposed to many types of operational risks, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders, and unauthorized transactions by employees or operational errors, including clerical or record-keeping errors or those resulting from faulty or disabled computer or telecommunications systems. If personal, non-public, confidential or proprietary information of customers in our possession were to be mishandled or misused, we could suffer significant regulatory consequences, reputational damage and financial loss. Such mishandling or misuse could include, for example, if such information were erroneously provided to parties who are not permitted to have the information, either by fault of our systems, employees, or counterparties, or where such information is intercepted or otherwise inappropriately taken by third parties.

Because the nature of the financial services business involves a high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our necessary dependence upon automated systems to record and process transactions and our large transaction volume may further increase the risk that technical flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. We also may be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control (for example, computer viruses or electrical or telecommunications outages, or natural disasters, disease pandemics or other damage to property or physical assets) which may give rise to disruption of service to customers and to financial loss or liability. We are further exposed to the risk that our external vendors may be unable to fulfill their contractual obligations (or will be subject to the same risk of fraud or operational errors by their respective employees as we are) and to the risk that we (or our vendors') business continuity and data security systems prove to be inadequate. The occurrence of any of these risks could result in a diminished ability of us to operate our business (for example, by requiring us to expend significant resources to correct the defect), as well as potential liability to clients, reputational damage and regulatory intervention, which could adversely affect our business, financial condition and results of operations, perhaps materially.

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A failure in or breach of our operational or security systems, or those of our third party service providers, including as a result of cyber attacks, could disrupt our business, result in unintentional disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses.

As a financial institution, our operations rely heavily on the secure processing, storage and transmission of confidential and other information on our computer systems and networks. Any failure, interruption or breach in security or operational integrity of these systems could result in failures or disruptions in our online banking system, customer relationship management, general ledger, deposit and loan servicing and other systems. The security and integrity of our systems could be threatened by a variety of interruptions or information security breaches, including those caused by computer hacking, cyber attacks, electronic fraudulent activity or attempted theft of financial assets. We cannot assure you that any such failures, interruption or security breaches will not occur, or if they do occur, that they will be adequately addressed. While we have certain protective policies and procedures in place, the nature and sophistication of the threats continue to evolve. We may be required to expend significant additional resources in the future to modify and enhance our protective measures.

Additionally, we face the risk of operational disruption, failure, termination or capacity constraints of any of the third parties that facilitate our business activities, including exchanges, clearing agents, clearing houses or other financial intermediaries. Such parties could also be the source of an attack on, or breach of, our operational systems. Any failures, interruptions or security breaches in our information systems could damage our reputation, result in a loss of customer business, result in a violation of privacy or other laws, or expose us to civil litigation, regulatory fines or losses not covered by insurance.

We have various anti-takeover measures that could impede a takeover.

Our articles of incorporation include certain provisions that could make it more difficult to acquire us by means of a tender offer, a proxy contest, merger or otherwise. These provisions include certain non-monetary factors that our board of directors may consider when evaluating a takeover offer, and a requirement that any "Business Combination" be approved by the affirmative vote of no less than 66 2/3% of the total shares attributable to persons other than a "Control Person." These provisions may have the effect of lengthening the time required for a person to acquire control of us through a tender offer, proxy contest or otherwise, and may deter any potentially hostile offers or other efforts to obtain control of us. This could deprive our shareholders of opportunities to realize a premium for their Columbia common stock, even in circumstances where such action is favored by a majority of our shareholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

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ITEM 2. PROPERTIES

The Company's principal Columbia Bank properties include our corporate headquarters which is located at 13th & A Street, Tacoma, Washington, and an operations facility in Lakewood, Washington.

The Company's branch network as of December 31, 2012 is made up of 99 branches located throughout several Washington and Oregon counties compared to 102 branches at December 31, 2011. The number of branches per county, as well as whether it is owned or operated under a lease agreement is detailed in the following table.

County	Number of Branches	Occupancy Type	
		Owned	Leased
Pierce	22	16	6
King	13	8	5
Kitsap	6	3	3
Snohomish	5	5	—
Skagit	3	3	—
Other Washington counties	25	20	5
Total Washington branches	74	55	19
Clatsop (dba Bank of Astoria)	4	4	—
Tillamook (dba Bank of Astoria)	2	2	—
Clackamas	4	—	4
Multnomah	2	1	1
Deschutes	4	3	1
Other Oregon counties	9	7	2
Total Oregon branches	25	17	8
Total Columbia Bank branches	99	72	27

For additional information concerning our premises and equipment and lease obligations, see Note 8 and 15, respectively, to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

ITEM 3. LEGAL PROCEEDINGS

The Company and its banking subsidiary are parties to routine litigation arising in the ordinary course of business. Management believes that, based on the information currently known to them, any liabilities arising from such litigation will not have a material adverse impact on the Company's financial condition, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

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PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND
5. ISSUER PURCHASES OF EQUITY SECURITIES

Quarterly Common Stock Prices and Dividends

Our common stock is traded on the NASDAQ Global Select Market under the symbol "COLB". Quarterly high and low sales prices and dividend information for the last two years are presented in the following table. The prices shown do not include retail mark-ups, mark-downs or commissions:

2012	High	Low	Cash Dividends Declared		
			Regular	Special	Total Cash Dividends Declared
First quarter	\$23.35	\$19.65	\$0.08	\$0.29	\$0.37
Second quarter	\$23.52	\$17.38	0.08	0.14	0.22
Third quarter	\$19.85	\$17.22	0.09	0.21	0.30
Fourth quarter	\$19.15	\$16.18	0.09	—	0.09
For the year	\$23.52	\$16.18	\$0.34	\$0.64	\$0.98

2011	High	Low	Cash Dividends Declared		
			Regular	Special	Total Cash Dividends Declared
First quarter	\$22.14	\$17.91	\$0.03	\$—	\$0.03
Second quarter	\$19.95	\$16.56	0.05	—	0.05
Third quarter	\$18.14	\$14.01	0.06	—	0.06
Fourth quarter	\$19.76	\$13.46	0.08	0.05	0.13
For the year	\$22.14	\$13.46	\$0.22	\$0.05	\$0.27

On December 31, 2012, the last sale price for our stock on the NASDAQ Global Select Market was \$17.94. At January 31, 2013, the number of shareholders of record was 2,135. This figure does not represent the actual number of beneficial owners of common stock because shares are frequently held in "street name" by securities dealers and others for the benefit of individual owners who may vote the shares.

At December 31, 2012, a total of 25,952 stock options were outstanding. Additional information about stock options and other equity compensation plans is included in Note 19 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

The payment of future cash dividends is at the discretion of our Board and subject to a number of factors, including results of operations, general business conditions, growth, financial condition and other factors deemed relevant to capital management strategies by the Board of Directors. In addition, the payment of cash dividends is subject to Federal regulatory requirements for capital levels and other restrictions. In this regard, current guidance from the Federal Reserve provides, among other things, that dividends per share on the Company's common stock generally should not exceed earnings per share, measured over the previous four fiscal quarters.

Subsequent to year end, on January 24, 2013 the Company declared a quarterly cash dividend of \$0.10 per share payable on February 20, 2013, to shareholders of record at the close of business on February 6, 2013.

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Equity Compensation Plan Information

	Year ended December 31, 2012		
	Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1)(2)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (3)
Equity compensation plans approved by security holders	25,952	\$ 20.13	1,026,135
Equity compensation plans not approved by security holders	—	—	—

(1) Includes shares to be issued upon exercise of options under plans of Bank of Astoria, Mountain Bank Holding Company and Town Center Bancorp, which were assumed as a result of their acquisitions.

(2) Consists of shares that are subject to outstanding options.

(3) Includes 417,625 shares available for future issuance under the stock option and equity compensation plan and 608,510 shares available for purchase under the Employee Stock Purchase Plan as of December 31, 2012.

Five-Year Stock Performance Graph

The following graph shows a five-year comparison of the total return to shareholders of Columbia's common stock, the Nasdaq Composite Index (which is a broad nationally recognized index of stock performance by companies listed on the Nasdaq Stock Market) and the Columbia Peer Group (comprised of banks with assets of \$1 billion to \$5 billion, all of which are located in the western United States). The definition of total return includes appreciation in market value of the stock as well as the actual cash and stock dividends paid to shareholders. The graph assumes that the value of the investment in Columbia's common stock, the Nasdaq and the Columbia Peer Group was \$100 on December 31, 2007, and that all dividends were reinvested.

Index	Period Ending					
	12/31/2007	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012
Columbia Banking System, Inc.	100.00	41.29	56.38	73.53	68.32	66.87
NASDAQ Composite	100.00	60.02	87.24	103.08	102.26	120.42
SNL Columbia Peer Group	100.00	70.80	61.43	66.94	56.80	70.48

Source: SNL Financial LC, Charlottesville, VA

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ITEM 6. SELECTED FINANCIAL DATA

Five-Year Summary of Selected Consolidated Financial Data (1)

	2012	2011	2010	2009	2008
	(dollars in thousands except per share amounts)				
For the Year					
Interest income	\$248,504	\$251,271	\$185,879	\$143,035	\$175,060
Interest expense	\$9,577	\$14,535	\$21,092	\$27,683	\$55,547
Net interest income	\$238,927	\$236,736	\$164,787	\$115,352	\$119,513
Provision for loan and lease losses, excluding covered loans	\$13,475	\$7,400	\$41,291	\$63,500	\$41,176
Noninterest income (loss)	\$27,058	\$(9,283)	\$52,781	\$29,690	\$14,850
Noninterest expense	\$162,913	\$155,759	\$137,147	\$94,488	\$92,125
Net income (loss)	\$46,143	\$48,037	\$30,784	\$(3,968)	\$5,968
Net income (loss) applicable to common shareholders	\$46,143	\$48,037	\$25,837	\$(8,371)	\$5,498
Per Common Share					
Earnings (loss) (Basic)	\$1.16	\$1.22	\$0.73	\$(0.38)	\$0.30
Earnings (loss) (Diluted)	\$1.16	\$1.21	\$0.72	\$(0.38)	\$0.30
Book Value	\$19.25	\$19.23	\$17.97	\$16.13	\$18.82
Averages					
Total assets	\$4,826,283	\$4,509,010	\$4,248,590	\$3,084,421	\$3,134,054
Interest-earning assets	\$4,246,724	\$3,871,424	\$3,583,728	\$2,783,862	\$2,851,555
Loans, including covered loans	\$2,900,520	\$2,607,266	\$2,485,650	\$2,124,574	\$2,264,486
Securities	\$1,011,294	\$928,891	\$720,152	\$584,028	\$565,299
Deposits	\$3,875,666	\$3,541,399	\$3,270,923	\$2,378,176	\$2,382,484
Core deposits	\$3,609,467	\$3,218,425	\$2,828,246	\$1,945,039	\$1,911,897
Shareholders' equity	\$761,185	\$730,726	\$668,469	\$462,127	\$354,387
Financial Ratios					
Net interest margin	5.77	% 6.27	% 4.76	% 4.33	% 4.38
Return on average assets	0.96	% 1.07	% 0.72	% (0.13)	% 0.19
Return on average common equity	6.06	% 6.57	% 4.15	% (2.16)	% 1.59
Efficiency ratio (tax equivalent) (2)	69.17	% 70.68	% 67.56	% 61.53	% 59.88
Average equity to average assets	15.77	% 16.21	% 15.73	% 14.98	% 11.31
At Year End					
Total assets	\$4,906,335	\$4,785,945	\$4,256,363	\$3,200,930	\$3,097,079
Covered assets, net	\$407,648	\$560,055	\$531,504	\$—	\$—
Loans, excluding covered loans	\$2,525,710	\$2,348,371	\$1,915,754	\$2,008,884	\$2,232,332
Allowance for noncovered loan and lease losses	\$52,244	\$53,041	\$60,993	\$53,478	\$42,747
Securities	\$1,023,484	\$1,050,325	\$781,774	\$631,645	\$540,525
Deposits	\$4,042,085	\$3,815,529	\$3,327,269	\$2,482,705	\$2,382,151
Core deposits	\$3,802,366	\$3,510,435	\$2,998,482	\$2,072,821	\$1,941,047
Shareholders' equity	764,008	759,338	706,878	528,139	415,385
Nonperforming Assets, Excluding Covered Assets					
Nonaccrual loans	37,395	53,483	89,163	110,431	106,163
Other real estate owned and other personal property owned	11,108	31,905	30,991	19,037	2,874
	\$48,503	\$85,388	\$120,154	\$129,468	\$109,037

Total nonperforming assets, excluding covered assets						
Nonperforming loans to year end loans, excluding covered loans	1.48	% 2.28	% 4.65	% 5.50	% 4.76	%
Nonperforming assets to year end assets, excluding covered assets	1.08	% 2.02	% 3.23	% 4.04	% 3.52	%
Allowance for loan and lease losses to year end loans, excluding covered loans	2.07	% 2.26	% 3.18	% 2.66	% 1.91	%
Allowance for loan and lease losses to nonperforming loans, excluding covered loans	139.71	% 99.17	% 68.41	% 48.43	% 40.27	%
Net loan charge-offs	\$14,272	\$15,352	\$33,776	\$52,769	\$25,028	
Other nonfinancial data						
Full-time equivalent employees	1,198	1,256	1,092	715	735	
Banking branches	99	102	84	52	53	

These unaudited schedules provide selected financial information concerning the Company that should be read in (1) conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this report.

Noninterest expense, excluding net cost of operation of other real estate, FDIC clawback liability expense and acquisition related expenses, divided by the sum of net interest income, excluding incremental accretion income on (2) the acquired loan portfolio and prepayment expenses on FHLB advances, and noninterest income on a tax equivalent basis, excluding gain/loss investment securities, gain on bank acquisition, and the change in FDIC loss-sharing asset.

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Consolidated Five-Year Financial Data (1)

	Years ended December 31,				
	2012	2011	2010	2009	2008
	(in thousands, except per share amounts)				
Interest Income:					
Loans	\$219,433	\$218,420	\$157,292	\$117,062	\$147,830
Taxable securities	18,276	21,870	18,276	17,300	18,852
Tax-exempt securities	9,941	10,142	9,348	8,458	7,976
Federal funds sold and deposits with banks	854	839	963	215	402
Total interest income	248,504	251,271	185,879	143,035	175,060
Interest Expense:					
Deposits	5,887	10,478	16,733	23,250	45,307
Federal Home Loan Bank advances	2,608	2,980	2,841	2,759	7,482
Prepayment charge on Federal Home Loan Bank advances	603	—	—	—	—
Long-term obligations	—	579	1,029	1,197	1,800
Other borrowings	479	498	489	477	958
Total interest expense	9,577	14,535	21,092	27,683	55,547
Net Interest Income	238,927	236,736	164,787	115,352	119,513
Provision for noncovered loan and lease losses	13,475	7,400	41,291	63,500	41,176
Provision (recapture) for losses on covered loans	25,892	(1,648)	6,055	—	—
Net interest income after provision	199,560	230,984	117,441	51,852	78,337
Noninterest income (loss)	27,058	(9,283)	52,781	29,690	14,850
Noninterest expense	162,913	155,759	137,147	94,488	92,125
Income (loss) before income taxes	63,705	65,942	33,075	(12,946)	1,062
Provision (benefit) for income taxes	17,562	17,905	2,291	(8,978)	(4,906)
Net Income (Loss)	\$46,143	\$48,037	\$30,784	\$(3,968)	\$5,968
Less: Dividends on preferred stock	—	—	4,947	4,403	470
Net Income (Loss) Applicable to Common Shareholders	\$46,143	\$48,037	\$25,837	\$(8,371)	\$5,498
Per Common Share					
Earnings (loss) basic	\$1.16	\$1.22	\$0.73	\$(0.38)	\$0.30
Earnings (loss) diluted	\$1.16	\$1.21	\$0.72	\$(0.38)	\$0.30
Average number of common shares outstanding (basic)	39,260	39,103	35,209	21,854	17,914
Average number of common shares outstanding (diluted)	39,263	39,180	35,392	21,854	18,010
Total assets at year end	\$4,906,335	\$4,785,945	\$4,256,363	\$3,200,930	\$3,097,079
Long-term obligations	\$—	\$—	\$25,735	\$25,669	\$25,603
Cash dividends declared per common share	\$0.98	\$0.27	\$0.04	\$0.07	\$0.58

These unaudited schedules provide selected financial information concerning the Company that should be read in (1) conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation” of this report.

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Selected Quarterly Financial Data (1)

The following table presents selected unaudited consolidated quarterly financial data for each quarter of 2012 and 2011. The information contained in this table reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year Ended December 31,
	(in thousands, except per share amounts)				
2012					
Total interest income	\$69,712	\$62,114	\$59,469	\$57,209	\$248,504
Total interest expense	2,649	2,413	2,204	2,311	9,577
Net interest income	67,063	59,701	57,265	54,898	238,927
Provision for noncovered loan and lease losses	4,500	3,750	2,875	2,350	13,475
Provision (recapture) for losses on covered loans	15,685	11,688	(3,992)	2,511	25,892
Noninterest income (loss)	9,574	11,828	(911)	6,567	27,058
Noninterest expense	44,352	39,825	40,936	37,800	162,913
Income before income taxes	12,100	16,266	16,535	18,804	63,705
Provision for income taxes	3,198	4,367	4,655	5,342	17,562
Net income	\$8,902	\$11,899	\$11,880	\$13,462	\$46,143
Per Common Share ⁽²⁾					
Earnings (basic)	\$0.22	\$0.30	\$0.30	\$0.34	\$1.16
Earnings (diluted)	\$0.22	\$0.30	\$0.30	\$0.34	\$1.16
2011					
Total interest income	\$54,611	\$53,309	\$68,432	\$74,919	\$251,271
Total interest expense	4,162	3,934	3,644	2,795	14,535
Net interest income	50,449	49,375	64,788	72,124	236,736
Provision for noncovered loan and lease losses	—	2,150	500	4,750	7,400
Provision (recapture) for losses on covered loans	(422)	2,301	433	(3,960)	(1,648)
Noninterest income (loss)	(5,419)	3,542	2,196	(9,602)	(9,283)
Noninterest expense	37,346	37,164	39,935	41,314	155,759
Income before income taxes	8,106	11,302	26,116	20,418	65,942
Provision for income taxes	2,327	2,670	7,244	5,664	17,905
Net income	\$5,779	\$8,632	\$18,872	\$14,754	\$48,037
Per Common Share ⁽²⁾					
Earnings (basic)	\$0.15	\$0.22	\$0.48	\$0.37	\$1.22
Earnings (diluted)	\$0.15	\$0.22	\$0.48	\$0.37	\$1.21

These unaudited schedules provide selected financial information concerning the Company that should be read in (1) conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation” of this report.

(2) Due to averaging of shares, quarterly earnings per share may not add up to the totals reported for the full year.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

This discussion should be read in conjunction with our Consolidated Financial Statements and related notes in "Item 8. Financial Statements and Supplementary Data" of this report. In the following discussion, unless otherwise noted, references to increases or decreases in average balances in items of income and expense for a particular period and balances at a particular date refer to the comparison with corresponding amounts for the period or date for the previous year.

Critical Accounting Policies

We have established certain accounting policies in preparing our Consolidated Financial Statements that are in accordance with accounting principles generally accepted in the United States. Our significant accounting policies are presented in Note 1 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report. Certain of these policies require the use of judgments, estimates and economic assumptions which may prove inaccurate or are subject to variation that may significantly affect our reported results of operations and financial position for the periods presented or in future periods. Management believes that the judgments, estimates and economic assumptions used in the preparation of the Consolidated Financial Statements are appropriate given the factual circumstances at the time. We consider the following policies to be most critical in understanding the judgments that are involved in preparing our consolidated financial statements.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses ("ALLL") is established to absorb known and inherent losses in our loan and lease portfolio. Our methodology in determining the appropriate level of the ALLL includes components for a general valuation allowance in accordance with the Contingencies topic of the Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC"), a specific valuation allowance in accordance with the Receivables topic of the FASB ASC and an unallocated component. Both quantitative and qualitative factors are considered in determining the appropriate level of the ALLL. Quantitative factors include historical loss experience, delinquency and charge-off trends and the evaluation of specific loss estimates for problem loans. Qualitative factors include existing general economic and business conditions in our market areas as well as the duration of the current business cycle. Changes in any of the factors mentioned could have a significant impact on our calculation of the ALLL. Our ALLL policy and the judgments, estimates and economic assumptions involved are described in greater detail in the "Allowance for Noncovered Loan and Lease Losses and Unfunded Commitments and Letters of Credit" section of this discussion and in Note 1 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

Business Combinations

The Company applies the acquisition method of accounting for business combinations. Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the assets acquired and liabilities assumed at their acquisition date fair values. Management utilizes prevailing valuation techniques appropriate for the asset or liability being measured in determining these fair values. Any excess of the purchase price over amounts allocated to assets acquired, including identifiable intangible assets, and liabilities assumed is recorded as goodwill. Where amounts allocated to assets acquired and liabilities assumed is greater than the purchase price, a bargain purchase gain is recognized. Acquisition-related costs are expensed as incurred.

Acquired Impaired Loans

Loans acquired at a discount for which it is probable that all contractual payments will not be received are generally accounted for under ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality ("ASC 310-30"). In addition, certain acquired loans with evidence of deteriorated credit quality may be accounted for under this topic even if it is not yet probable that all contractual payments will not be received. These loans are recorded at fair value at the time of acquisition. Estimated credit losses are included in the determination of fair value, therefore, an allowance for loan losses is not recorded on the acquisition date. The excess of expected cash flows at acquisition over the initial investment in acquired loans ("accretable yield") is recorded as interest income over the life of the loans if the timing and amount of the future cash flows is reasonably estimable. Subsequent to acquisition, the Company aggregates individual loans with common risk characteristics into pools of loans. Increases in estimated cash flows

over those expected at the acquisition date are recognized as interest income, prospectively. Decreases in expected cash flows after the acquisition date are recognized by recording an allowance for loan losses.

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Loans accounted for under ASC 310-30 are generally considered accruing and performing loans as the loans accrete interest income over the estimated life of the loan when cash flows are reasonably estimable. Accordingly, acquired impaired loans that are contractually past due are still considered to be accruing and performing loans. If the timing and amount of future cash flows is not reasonably estimable, the loans may be classified as nonaccrual loans and the purchase price discount on those loans is not recorded as interest income until the timing and amount of future cash flows can be reasonably estimated.

FDIC Loss-sharing Asset

In conjunction with certain of the FDIC-assisted acquisitions, the Bank entered into loss-sharing agreements with the FDIC. At the date of the acquisitions, the Company elected to account for amounts receivable under the loss-sharing agreements as an indemnification asset in accordance with the Business Combinations topic of the FASB ASC.

Subsequent to initial recognition, the FDIC loss-sharing asset is reviewed quarterly and adjusted for any changes in expected cash flows. These adjustments are measured on the same basis as the related covered assets. Any decrease in expected cash flows due to an increase in expected credit losses will increase the FDIC loss-sharing asset and any increase in expected future cash flows due to a decrease in expected credit losses will decrease the FDIC loss-sharing asset. Increases and decreases to the FDIC loss-sharing asset are recorded as adjustments to noninterest income.

Valuation and Recoverability of Goodwill

Goodwill represented \$115.6 million of our \$4.91 billion in total assets and \$764.0 million in total shareholders' equity as of December 31, 2012. The Company has one, single reporting unit. We review goodwill for impairment annually, during the third quarter, and also test for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of our reporting unit below its carrying amount. Such events and circumstances may include among others: a significant adverse change in legal factors or in the general business climate; significant decline in our stock price and market capitalization; unanticipated competition; the testing for recoverability of a significant asset group within the reporting unit; and an adverse action or assessment by a regulator. Any adverse change in these factors could have a significant impact on the recoverability of goodwill and could have a material impact on our consolidated financial statements.

Under the Intangibles – Goodwill and Other topic of the FASB ASC, the testing for impairment may begin with an assessment of qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. When required, the goodwill impairment test involves a two-step process. We first test goodwill for impairment by comparing the fair value of the reporting unit with its carrying amount. If the fair value of the reporting unit exceeds the carrying amount of the reporting unit, goodwill is not deemed to be impaired, and no further testing is necessary. If the carrying amount of the reporting unit were to exceed the fair value of the reporting unit, we would perform a second test to measure the amount of impairment loss, if any. To measure the amount of any impairment loss, we would determine the implied fair value of goodwill in the same manner as if the reporting unit were being acquired in a business combination. Specifically, we would allocate the fair value of the reporting unit to all of the assets and liabilities of the reporting unit in a hypothetical calculation that would determine the implied fair value of goodwill. If the implied fair value of goodwill is less than the recorded goodwill, we would record an impairment charge for the difference.

The accounting estimates related to our goodwill require us to make considerable assumptions about fair values. Our assumptions regarding fair values require significant judgment about economic and industry factors, as well as our views regarding the growth and earnings prospects of the bank. Changes in these judgments, either individually or collectively, may have a significant effect on the estimated fair values.

Based on the results of the annual goodwill impairment test, we determined that no goodwill impairment charges were required and our single reporting unit was not at risk of failing step one. As of December 31, 2012 we determined there were no events or circumstances which would more likely than not reduce the fair value of our reporting unit below its carrying amount.

Even though we determined that there was no goodwill impairment during 2012, additional adverse changes in the operating environment for the financial services industry may result in a future impairment charge.

Please refer to Note 9 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report for further discussion.

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2012 Highlights

Consolidated net income for 2012 was \$46.1 million, or \$1.16 per diluted common share, compared with a net income of \$48.0 million, or \$1.21 per diluted common share, in 2011.

Net interest income for 2012 increased 1% to \$238.9 million compared to \$236.7 million for 2011. Interest income was \$248.5 million in 2012, compared to \$251.3 million in 2011. The decrease was due to the lower average yield on the noncovered loan portfolio. Interest expense decreased \$5.0 million due to the average cost of interest-bearing deposits falling 19 basis points.

Provision expense on noncovered loans was \$13.5 million in 2012, compared to \$7.4 million in 2011, an increase of 82%. Provision expense on covered loans was \$25.9 million in 2012, compared to a provision recapture of \$1.6 million in 2011. The noncovered loan provision for the current year approximates current year net charge-offs. The noncovered loan provision in 2011 approximated net charge-offs partially offset by an improvement in credit quality. The increase in the provision on covered loans was due to incremental loan losses incurred in the current period which were in excess of those expected from the remeasurement of cash flows during the prior period.

Noninterest income was \$27.1 million for 2012, an increase from a loss of \$9.3 million for 2011. The increase was primarily due to the decrease of \$25.0 million in the change in the FDIC loss-sharing asset, \$6.5 million in additional investment securities gains, and \$3.4 million in additional service charges and other fees.

Noninterest expense increased 5% to \$162.9 million for 2012 due to increases in staffing and occupancy costs related to the three FDIC-assisted transactions that occurred during mid 2011 as well as additional legal and professional expenses incurred in 2012 related to the pending acquisition of West Coast.

Total assets at December 31, 2012 were \$4.91 billion, up 3% from \$4.79 billion at the end of 2011. The increase from December 31, 2011 reflects the Company's noncovered loan growth as well as the increase in cash and cash equivalents in anticipation of payment of the cash portion of the West Coast Bancorp acquisition consideration.

Investment securities available for sale totaled \$1.00 billion at December 31, 2012 compared to \$1.03 billion at December 31, 2011.

Loans, excluding covered loans, were \$2.53 billion, up 8% from \$2.35 billion at the end of 2011. The increase from December 31, 2011 reflects additional loan volume arising from the Company's organic loan growth. Noncovered loan growth during 2012 was \$177.3 million and was centered mainly in commercial business and commercial and multifamily residential loans.

The allowance for noncovered loan and lease losses decreased to \$52.2 million at December 31, 2012 from \$53.0 million at December 31, 2011 due to improved loan quality. The Company's allowance amounts to 2.07% of total noncovered loans, compared with 2.26% at the end of 2011.

Nonperforming assets totaled \$48.5 million at December 31, 2012, significantly down from \$85.4 million at December 31, 2011. Net loan charge-offs were \$14.3 million in 2012, compared with \$15.4 million in 2011.

Nonaccrual loans decreased \$16.1 million to \$37.4 million and other real estate owned and other personal property owned decreased \$20.8 million to \$11.1 million.

Deposits totaled \$4.04 billion at December 31, 2012 compared to \$3.82 billion at December 31, 2011. Core deposits totaled \$3.80 billion at December 31, 2012, comprising 94% of total deposits compared to \$3.51 billion, or 92%, of total deposits at December 31, 2011.

The Company is well capitalized with a total risk-based capital ratio of 20.62% at December 31, 2012 compared to 21.05% at December 31, 2011.

The number of branches decreased by 3 from December 31, 2011 to December 31, 2012 as part of the Company's ongoing effort to improve efficiencies.

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Business Combinations

On August 5, 2011, the Bank acquired certain assets and assumed certain liabilities of the Bank of Whitman from the FDIC in an FDIC-assisted transaction. The Bank and the FDIC entered into a modified whole bank purchase and assumption agreement without loss share. The bank acquired approximately \$437.5 million in assets, including \$200.0 million in loans measured at fair value, and approximately \$401.1 million in deposits located in nine branches in eastern Washington. The Bank participated in a competitive bid process in which the accepted bid included no deposit premium on non-brokered deposits and a negative bid of \$30.0 million on net assets acquired.

On May 27, 2011, the Bank acquired certain assets and assumed certain liabilities of First Heritage Bank from the FDIC in an FDIC-assisted transaction. The Bank acquired approximately \$165.0 million in assets and approximately \$159.5 million in deposits located in five branches in the King and Snohomish counties of Washington. First Heritage Bank's loans and other real estate assets acquired of approximately \$89.7 million are subject to a loss-sharing agreement with the FDIC. The Bank participated in a competitive bid process in which the accepted bid included a 0.75% deposit premium on non-brokered deposits and a negative bid of \$10.5 million on net assets acquired.

On May 20, 2011, the Bank acquired certain assets and assumed certain liabilities of Summit Bank from the FDIC, in an FDIC-assisted transaction. The Bank acquired approximately \$131.1 million in assets and approximately \$123.3 million in deposits located in three branches in the northern Puget Sound region of Washington. Summit Bank's loans and other real estate assets acquired of approximately \$71.9 million are subject to a loss-sharing agreement with the FDIC. The Bank participated in a competitive bid process in which the accepted bid included a 0.75% deposit premium on non-brokered deposits and a negative bid of \$9.5 million on net assets acquired.

On January 29, 2010, the Bank acquired substantially all of the deposits and assets of American Marine Bank from the FDIC, which was appointed receiver of American Marine Bank. The Bank acquired approximately \$307.8 million in assets and approximately \$254.0 million in deposits located in 11 branches in the western Puget Sound region.

American Marine Bank's loans and other real estate assets acquired of approximately \$257.5 million are subject to a loss-sharing agreement with the FDIC. In addition, Columbia State Bank will continue to operate the Trust Division of American Marine Bank. The Bank participated in a competitive bid process in which the accepted bid included a 1% deposit premium on non-brokered deposits and a negative bid of \$23.0 million on net assets acquired.

On January 22, 2010, the Bank acquired all of the deposits and certain assets of Columbia River Bank from the FDIC, in an FDIC-assisted transaction. The Bank acquired approximately \$912.9 million in assets and approximately \$893.4 million in deposits located in 21 branches in Oregon and Washington. Columbia River Bank's loans and other real estate assets acquired of approximately \$696.1 million are subject to a loss-sharing agreement with the FDIC. The Bank participated in a competitive bid process in which the accepted bid included a 1% deposit premium on non-brokered deposits and a negative bid of \$43.9 million on net assets acquired.

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RESULTS OF OPERATIONS

Summary

A summary of the Company's results of operations for each of the last five years ended December 31 follows:

	Year	Increase		Year	Increase		Years ended December 31,		
	ended	(Decrease)		ended	(Decrease)		2010	2009	2008
	2012	Amount	%	2011	Amount	%			
(dollars in thousands, except per share amounts)									
Interest income	\$248,504	\$(2,767)	(1)	\$251,271	\$65,392	35	\$185,879	\$143,035	\$175,060
Interest expense	9,577	(4,958)	(34)	14,535	(6,557)	(31)	21,092	27,683	55,547
Net interest income	238,927	2,191	1	236,736	71,949	44	164,787	115,352	119,513
Provision for loan and lease losses	13,475	6,075	82	7,400	(33,891)	(82)	41,291	63,500	41,176
Provision (recapture) for losses on covered loans	25,892	27,540	(1,671)	(1,648)	(7,703)	(127)	6,055	—	—
Noninterest income (loss)	27,058	36,341	(391)	(9,283)	(62,064)	(118)	52,781	29,690	14,850
Noninterest expense:									
Compensation and employee benefits	85,434	3,882	5	81,552	11,772	17	69,780	47,275	49,315
Other expense	77,479	3,272	4	74,207	6,840	10	67,367	47,213	42,810
Total	162,913	7,154	5	155,759	18,612	14	137,147	94,488	92,125
Income (loss) before income taxes	63,705	(2,237)	(3)	65,942	32,867	99	33,075	(12,946)	1,062
Provision (benefit) for income taxes	17,562	(343)	(2)	17,905	15,614	682	2,291	(8,978)	(4,906)
Net income (loss)	\$46,143	\$(1,894)	(4)	\$48,037	\$17,253	56	\$30,784	\$(3,968)	\$5,968
Less:									
Dividends on preferred stock	—	—	—	—	(4,947)	(100)	4,947	4,403	470
Net income (loss) applicable to common shareholders	\$46,143	\$(1,894)	(4)	\$48,037	\$22,200	86	\$25,837	\$(8,371)	\$5,498
Earnings (loss) per common share, diluted	\$1.16	\$(0.05)	(4)	\$1.21	\$0.49	68	\$0.72	\$(0.38)	\$0.30
Net Interest Income									

Net interest income is the difference between interest income and interest expense. Net interest income on a fully taxable-equivalent basis expressed as a percentage of average total interest-earning assets is referred to as the net interest margin, which represents the average net effective yield on interest-earning assets.

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The following table sets forth the average balances of all major categories of interest-earning assets and interest-bearing liabilities, the total dollar amounts of interest income on interest-earning assets and interest expense on interest-bearing liabilities, the average yield earned on interest-earning assets and average rate paid on interest-bearing liabilities by category and in total, net interest income, net interest spread, net interest margin and the ratio of average interest-earning assets to interest-earning liabilities:

Net Interest Income Summary

	2012		2011		2010						
	Average Balances (1)	Interest Earned/ Paid	Average Rate	Average Balances (1)	Interest Earned/ Paid (3)	Average Rate	Average Balances (1)	Interest Earned/ Paid (3)	Average Rate		
	(dollars in thousands)										
ASSETS											
Loans, excluding covered loans, net ⁽¹⁾⁽²⁾	\$2,413,307	\$131,413	5.45 %	\$2,064,568	\$126,520	6.13 %	\$2,103,964	\$109,039	5.18 %		
Covered loans, net ⁽¹⁾	487,213	88,785	18.22 %	542,698	92,467	17.04 %	381,686	48,796	12.78 %		
Taxable securities	740,418	18,276	2.47 %	675,010	21,870	3.24 %	491,306	18,276	3.72 %		
Tax exempt securities ⁽²⁾	270,876	15,423	5.69 %	253,881	15,736	6.20 %	228,846	14,505	6.34 %		
Interest-earning deposits with banks and federal funds sold	334,910	854	0.26 %	335,267	839	0.25 %	377,926	963	0.25 %		
Total interest-earning assets	4,246,724	254,751	6.00 %	3,871,424	257,432	6.65 %	3,583,728	191,579	5.35 %		
Other earning assets	76,327			57,518			51,446				
Noninterest-earning assets	503,232			580,068			613,416				
Total assets	\$4,826,283			\$4,509,010			\$4,248,590				
LIABILITIES AND SHAREHOLDERS' EQUITY											
Certificates of deposit	\$543,349	\$3,257	0.60 %	\$636,074	\$5,093	0.80 %	\$763,829	\$8,705	1.14 %		
Savings accounts	298,223	77	0.03 %	247,073	152	0.06 %	199,117	287	0.14 %		
Interest-bearing demand	790,887	869	0.11 %	704,484	1,393	0.20 %	637,983	2,157	0.34 %		
Money market accounts	1,051,171	1,684	0.16 %	969,548	3,840	0.40 %	851,673	5,584	0.66 %		
Total interest-bearing deposits	2,683,630	5,887	0.22 %	2,557,179	10,478	0.41 %	2,452,602	16,733	0.68 %		
Federal Home Loan Bank advances ⁽⁴⁾	100,337	3,211	3.20 %	120,419	2,980	2.47 %	122,860	2,841	2.31 %		
Long-term subordinated debt	—	—	— %	14,746	579	3.93 %	25,701	1,029	4.00 %		
Other borrowings and interest-bearing liabilities	25,000	479	1.92 %	24,899	498	2.00 %	24,881	489	1.96 %		

Total interest-bearing liabilities	2,808,967	9,577	0.34 %	2,717,243	14,535	0.53 %	2,626,044	21,092	0.80 %
Noninterest-bearing deposits	1,192,036			984,220			818,321		
Other noninterest-bearing liabilities	64,095			76,821			135,756		
Shareholders' equity	761,185			730,726			668,469		
Total liabilities & shareholders' equity	\$4,826,283			\$4,509,010			\$4,248,590		
Net interest income		\$245,174			\$242,897			\$170,487	
Net interest spread			5.66 %			6.12 %			4.55 %
Net interest margin			5.77 %			6.27 %			4.76 %
Average interest-earning assets to average interest-bearing liabilities			151.18 %			142.48 %			136.47 %

Nonaccrual loans were included in loans. Amortized net deferred loan fees and net unearned discounts on certain acquired loans were included in the interest income calculations. The amortization of net deferred loan fees was (1) \$2.1 million in 2012, \$1.3 million in 2011 and \$2.1 million in 2010. The amortization of net unearned discounts on certain acquired loans was \$5.9 million in 2012 and \$14.3 million in 2011. There was no amortization of net unearned discounts in 2010.

Yields on fully taxable equivalent basis, based on a marginal tax rate of 35%. The tax equivalent yield adjustment to interest earned on noncovered loans was \$765 thousand, \$567 thousand and \$543 thousand for the years ended (2) December 31, 2012, 2011, and 2010, respectively. The tax equivalent yield adjustment to interest earned on tax exempt securities was \$5.5 million, \$5.6 million and \$5.2 million for the years ended December 31, 2012, 2011, and 2010, respectively.

(3) Reclassified to conform to the current period's presentation.

(4) Federal Home Loan Bank advances includes prepayment charge of \$603 thousand in 2012.

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Net interest income is impacted by the volume (changes in volume multiplied by prior rate), interest rate (changes in rate multiplied by prior volume) and the mix of interest-earning assets and interest-bearing liabilities. The following table shows changes in net interest income on a fully taxable-equivalent basis between 2012 and 2011, as well as between 2011 and 2010 broken down between volume and rate. Changes attributable to the combined effect of volume and interest rates have been allocated proportionately to the changes due to volume and the changes due to interest rates:

Changes in Net Interest Income

	2012 Compared to 2011 Increase (Decrease) Due to			2011 Compared to 2010 Increase (Decrease) Due to		
	Volume	Rate	Total	Volume (1)	Rate (1)	Total
(in thousands)						
Interest Income						
Loans, excluding covered loans, net	\$19,937	\$(15,044)	\$4,893	\$(2,076)	\$19,558	\$17,482
Covered loans, net	(9,845)	6,163	(3,682)	24,412	19,258	43,670
Taxable securities	1,973	(5,567)	(3,594)	6,178	(2,584)	3,594
Tax-exempt securities	1,015	(1,328)	(313)	1,558	(327)	1,231
Interest earning deposits with banks and federal funds sold	(1)	16	15	(107)	(17)	(124)
Interest income	\$13,079	\$(15,760)	\$(2,681)	\$29,965	\$35,888	\$65,853
Interest Expense						
Deposits:						
Certificates of deposit	\$(674)	\$(1,162)	\$(1,836)	\$(1,300)	\$(2,312)	\$(3,612)
Savings accounts	27	(102)	(75)	57	(192)	(135)
Interest-bearing demand	155	(679)	(524)	206	(970)	(764)
Money market accounts	299	(2,455)	(2,156)	694	(2,438)	(1,744)
Total interest on deposits	(193)	(4,398)	(4,591)	(343)	(5,912)	(6,255)
Federal Home Loan Bank and Federal Reserve Bank borrowings	(550)	781	231	(57)	196	139
Long-term subordinated debt	(579)	—	(579)	(431)	(19)	(450)
Other borrowings and interest-bearing liabilities	—	(19)	(19)	2	7	9
Interest expense	\$(1,322)	\$(3,636)	\$(4,958)	\$(829)	\$(5,728)	\$(6,557)
	\$14,401	\$(12,124)	\$2,277	\$30,794	\$41,616	\$72,410

(1) Reclassified to conform to the current period's presentation.

Comparison of 2012 with 2011

Taxable-equivalent net interest income totaled \$245.2 million in 2012, compared with \$242.9 million for 2011. The increase in net interest income during 2012 resulted from the increase in the size of the noncovered loan portfolio as well as lower rates paid on deposits. These increases were partially offset by lower incremental accretion on covered loans and lower yields on the loan and securities portfolios. The incremental accretion income represents the amount of income recorded on the acquired loans above the contractual rate stated in the individual loan rates. The additional income stems from the discount established at the time these loan portfolios were acquired, and increases net interest income and the net interest margin. The incremental accretion income had a positive impact of approximately 144 basis points on the 2012 net interest margin compared to a positive impact of 174 basis points on the 2011 net interest margin.

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The following table shows the effect on the net interest income resulting from accretion of income on acquired impaired loans and loans acquired in the Bank of Whitman transaction:

	Year ended December 31, 2012	Year ended December 31, 2011
	(in thousands)	
Interest income as recorded	\$98,583	\$109,580
Interest income at stated note rate	37,406	42,220
Incremental accretion income	\$61,177	\$67,360
Incremental accretion income due to:		
Acquired impaired loans	\$55,305	\$53,079
Other acquired loans	5,872	14,281
Incremental accretion income	\$61,177	\$67,360

For discussion over the methodologies used by management in recording interest income on loans please see "Critical Accounting Policies" section of this discussion and Note 1 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

Comparison of 2011 with 2010

Taxable-equivalent net interest income totaled \$242.9 million in 2011, compared with \$170.5 million for 2010. The significant increase in net interest income during 2011 resulted primarily from income accretion on the acquired loan portfolios. The incremental accretion income represents the amount of income recorded on the acquired loans above the contractual rate stated in the individual loan rates. The additional income increases net interest income and the net interest margin.

Provision for Loan and Lease Losses

The Company accounts for the credit risk associated with lending activities through its allowance for loan and lease losses and provision for loan and lease losses. The provision is the expense recognized in the consolidated statements of income to adjust the allowance to the levels deemed appropriate by management, as determined through its application of the Company's allowance methodology procedures. Impairment valuation adjustments and allowance for loan and lease losses on acquired loans, including those subject to the Company's loss-share agreements with the FDIC, are accounted for separately from the allowance for loan and lease losses. For discussion over the methodology used by management in determining the adequacy of the ALLL see the following "Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit" and "Critical Accounting Policies" sections of this discussion. For noncovered loans, the Company recorded expense of \$13.5 million and \$7.4 million through the provision for loan and lease losses in 2012 and 2011, respectively. The provision recorded in 2012 reflects management's ongoing assessment of the credit quality of the Company's noncovered loan portfolio, which is impacted by various economic trends, including the slow recovery of the Pacific Northwest economy. Additional factors affecting the provision include credit quality migration, size and composition of the loan portfolio and changes in the economic environment during the period. See "Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit" section of this discussion for further information on factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for loan and lease losses.

The Company recorded expense of \$25.9 million through the provision for losses on covered loans in 2012 compared to a recapture of \$1.6 million through the provision for losses on covered loans in 2011. The provision recorded in 2012 was due to incremental loan losses incurred in the current period which were in excess of those expected from the remeasurement of cash flows during the prior period. These incremental loan losses reduced expected future cash flows and, when discounted at current yields, resulted in impairment. The \$25.9 million in provision expense is partially offset by a \$20.7 million favorable adjustment to the change in FDIC loss-sharing asset.

For the years ended December 31, 2012, 2011 and 2010, net noncovered loan charge-offs amounted to \$14.3 million, \$15.4 million, and \$33.8 million, respectively. Loans in the commercial business portfolio accounted for 60% of the 2012 net charge-offs, while loans in the commercial and multifamily residential real estate portfolio accounted for 27% of the 2012 net charge-offs compared to 35% and 21%, respectively, in 2011.

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Noninterest Income (Loss)

The following table presents the significant components of noninterest income (loss) and the related dollar and percentage change from period to period:

	Years ended December 31,						
	2012	\$	%	2011	\$	%	2010
	Change		Change		Change	Change	
	(dollars in thousands)						
Service charges and other fees	\$29,998	\$3,366	13	% \$26,632	\$1,934	8	% \$24,698
Gain on bank acquisitions, net of tax	—	(1,830)	(100)	% 1,830	(7,988)	(81)	% 9,818
Merchant services fees	8,154	769	10	% 7,385	(117)	(2)	% 7,502
Investment securities gains (losses)	3,733	6,549	(233)	% (2,816)	(2,874)	(4,955)	% 58
Bank owned life insurance (BOLI)	2,861	673	31	% 2,188	147	7	% 2,041
Change in FDIC loss-sharing asset	(24,467)	25,029	(51)	% (49,496)	(54,404)	(1,108)	% 4,908
Other	6,779	1,785	36	% 4,994	1,238	33	% 3,756
Total noninterest income	\$27,058	\$36,341	(391)	% \$(9,283)	\$(62,064)	(118)	% \$52,781

Comparison of 2012 with 2011

The increase in noninterest income from the prior year was primarily due to the decrease of \$25.0 million in the change in the FDIC loss-sharing asset, the \$6.5 million in additional investment securities gains, and the \$3.4 million in additional service charges and other fees. These increases were partially offset by the net of tax gain on bank acquisition of \$1.8 million recorded in 2011, with no gain recorded in 2012.

The change in the FDIC loss-sharing asset recognizes the decreased amount that Columbia expects to collect from the FDIC under the terms of its loss-sharing agreements. The Company remeasures contractual and expected cash flows of covered loans on a quarterly basis. When the quarterly remeasurement results in an increase in expected future cash flows due to a decrease in expected credit losses the nonaccretable difference decreases and the accretable yield of the related loan pool is increased and recognized as interest income over the life of the loan portfolio. As a result of the improved expected cash flows, the FDIC loss-sharing asset is reduced first by the amount of any impairment previously recorded and, second, by increased amortization over the remaining life of the related loan portfolio. For additional information on the FDIC loss-sharing asset, please see the “Loss-sharing Asset” section of Management’s Discussion and Analysis and Note 7 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

The increase in investment securities gains was primarily due to the \$3.0 million impairment charge recorded during 2011 on a single municipal obligation for which we received full repayment during 2012, resulting in a gain of approximately \$3.0 million. The increase in service charges and other fees was primarily due to a larger customer base.

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Other Noninterest Income: The following table presents selected items of “other noninterest income” and the related dollar and percentage change from period to period:

	Years ended December 31,				2011			2010
	2012	\$ Change	% Change		(1)	\$ Change	% Change		(1)
	(dollars in thousands)							
Gain on disposal of assets	\$91	\$2	2	%	\$89	\$(29)	(25)%	\$118
Mortgage banking	1,226	497	68	%	729	460	171	% 269
Small Business Administration premiums	607	556	1,090	%	51	(130)	(72)%	181
Cash management 12b-1 fees	5	—	—	%	5	(6)	(55)%	11
Letter of credit fees	392	(23)	(6)%		415	(17)	(4)%	432
Late charges	457	95	26	%	362	(94)	(21)%	456
Currency exchange income	364	18	5	%	346	(14)	(4)%	360
New Markets Tax Credit dividend	2	(50)	(96)%		52	(19)	(27)%	71
Miscellaneous fees on loans	1,854	180	11	%	1,674	690	70	% 984
Interest rate swap income	522	189	57	%	333	(95)	(22)%	428
Credit card fees	325	65	25	%	260	77	42	% 183
Miscellaneous	934	256	38	%	678	415	158	% 263
Total other noninterest income	\$6,779	\$1,785	36	%	\$4,994	\$1,238	33	% \$3,756

(1) Reclassified to conform to the current period’s presentation.

The increase in other noninterest income was due in part to the increases in mortgage banking income and Small Business Administration premiums. We have grown our mortgage services division and had increased volume in our mortgage loan sales during 2012. During 2012, we had a large increase in the volume of our Small Business Association loan sales.

Comparison of 2011 with 2010

Noninterest income for the year ended December 31, 2011 was a loss of \$9.3 million, a decrease of \$62.1 million from 2010. The decrease in noninterest income from the prior year was primarily due to the \$54.4 million decrease in the change in FDIC loss-sharing asset and the \$3.0 million impairment charge on investment securities. In addition, in 2011 the Company recorded a gain on bank acquisition of \$1.8 million compared to a gain on acquisition of \$9.8 million in the prior year. For additional information on the FDIC loss-sharing asset, please see the “Loss-sharing Asset” section of Management’s Discussion and Analysis and Note 7 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

Noninterest Expense

Noninterest expense was \$162.9 million in 2012, an increase of \$7.2 million, or 5%, over 2011. Noninterest expense increased \$18.6 million, or 14%, in 2011 over 2010.

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The following table presents the significant components of noninterest expense and the related dollar and percentage change from period to period:

	Years ended December 31,							
	2012	\$ Change	% Change	2011	\$ Change	% Change	2010	
	(dollars in thousands)							
Compensation and employee benefits	\$85,434	\$3,882	5	% \$81,552	\$11,772	17	% \$69,780	
All other noninterest expense:								
Occupancy	20,031	1,068	6	% 18,963	2,149	13	% 16,814	
Merchant processing	3,612	(86)	(2)	% 3,698	(666)	(15)	% 4,364	
Advertising and promotion	3,650	(36)	(1)	% 3,686	605	20	% 3,081	
Data processing	9,714	1,230	14	% 8,484	(285)	(3)	% 8,769	
Legal and professional services	8,915	2,429	37	% 6,486	802	14	% 5,684	
Taxes, license and fees	4,736	290	7	% 4,446	1,588	56	% 2,858	
Regulatory premiums	3,384	(953)	(22)	% 4,337	(2,148)	(33)	% 6,485	
Net cost of operation of noncovered other real estate owned	4,766	(2,650)	(36)	% 7,416	1,721	30	% 5,695	
Net benefit of operation of covered other real estate owned	(6,735)	1,703	(20)	% (8,438)	(3,530)	72	% (4,908)	
Amortization of intangibles	4,445	126	3	% 4,319	397	10	% 3,922	
FDIC clawback expense (recovery)	(54)	(3,710)	(101)	% 3,656	3,656	100	% —	
Other	21,015	3,861	23	% 17,154	2,551	17	% 14,603	
Total all other noninterest expense	77,479	3,272	4	% 74,207	6,840	10	% 67,367	
Total noninterest expense	\$162,913	\$7,154	5	% \$155,759	\$18,612	14	% \$137,147	

Comparison of 2012 with 2011

Compensation and employee benefits expense increased to \$85.4 million, or 5%, in 2012 from \$81.6 million in 2011 reflecting a full year of staffing increases in the current year related to the three FDIC-assisted acquisitions that occurred in 2011.

The remaining noninterest expense categories increased \$3.3 million, or 4%, between 2011 and 2012. The increase was primarily due to the \$2.4 million increase in legal and professional, which includes \$1.8 million of costs related to the recently announced acquisition of West Coast. Occupancy and data processing increased \$1.1 million and \$1.2 million due to the increase in number of branch locations in operation during 2012 compared to 2011. Though the period end number of branches decreased slightly between 2011 and 2012, the number of branches in operation throughout the year was larger in 2012 due to the three acquisitions that occurred in mid 2011. These increases were partially offset by a reduction of \$3.7 million in the FDIC clawback expense. The Company's Purchase & Assumption agreements with the FDIC require the Company to reimburse the FDIC at the conclusion of the loss share agreement period, February 2020 for the Columbia River Bank and American Marine Bank transactions, a calculated amount if total losses on the acquired loan portfolios fail to reach a minimum threshold level. The \$3.7 million recorded in 2011 represented the net present value of management's clawback liability estimate of \$5.5 million at December 31, 2011. There has not been a material change in this estimate during 2012.

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Other Noninterest Expense: The following table presents selected items of “other noninterest expense” and the related dollar and percentage change from period to period:

	Years ended December 31,			2011	\$	%	2010
	2012	\$ Change	% Change				
	(dollars in thousands)						
CRA partnership investment expense	\$609	\$11	2 %	\$598	\$329	122 %	\$269
Software support & maintenance	1,574	212	16 %	1,362	305	29 %	1,057
Federal Reserve Bank processing fees	216	(118)	(35)%	334	6	2 %	328
Supplies	1,132	(144)	(11)%	1,276	(171)	(12)%	1,447
Postage	2,088	(43)	(2)%	2,131	362	20 %	1,769
Sponsorships & charitable contributions	780	(343)	(31)%	1,123	359	47 %	764
Travel	1,368	120	10 %	1,248	286	30 %	962
Investor relations	178	4	2 %	174	(6)	(3)%	180
Insurance	1,030	194	23 %	836	55	7 %	781
Director expenses	551	94	21 %	457	16	4 %	441
Employee expenses	739	103	16 %	636	164	35 %	472
ATM Network	1,131	73	7 %	1,058	216	26 %	842
Miscellaneous	9,619	3,698	62 %	5,921	630	12 %	5,291
Total other noninterest expense	\$21,015	\$3,861	23 %	\$17,154	\$2,551	17 %	\$14,603

Other noninterest expense increased \$3.9 million primarily due to the increase of \$3.7 million in miscellaneous noninterest expense, which was primarily driven by \$2.0 million recorded in other personal property (“OPPO”) costs in 2012 compared to \$1.1 million recorded in OPPO benefit in 2011.

Comparison of 2011 with 2010

Compensation and employee benefits expense increased to \$81.6 million, or 17% in 2011 from \$69.8 million in 2010 reflecting staffing increases in 2011 related to the three FDIC-assisted acquisitions. Full-time equivalent staff increased to 1,256 at December 31, 2011 from 1,092 at December 31, 2010.

The remaining noninterest expense categories increased \$6.8 million, or 10%, between 2010 and 2011. Occupancy increased \$2.1 million due to the increase in branch locations during 2011. Also contributing to the remaining increase in noninterest expense was the Company recording \$3.7 million to FDIC clawback expense to create the FDIC clawback liability. The remaining noninterest expense increase was partially offset by a decrease in regulatory premiums of \$2.1 million due to a decrease in the assessment rate utilized in calculating premiums due.

Income Tax

For the years ended December 31, 2012, 2011 and 2010 we recorded income tax provisions of \$17.6 million, \$17.9 million and \$2.3 million, respectively. The effective tax rate was 28% in 2012, 27% in 2011 and 7% in 2010. For additional information, see Note 20 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report. Our effective tax rate continues to be less than our federal statutory rate of 35% primarily due to the amount of tax-exempt municipal securities held in the investment portfolio, tax-exempt earnings on bank owned life insurance, and tax credits received on investments in affordable housing partnerships.

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Financial Condition

Our total assets increased 3% to \$4.91 billion at December 31, 2012 from \$4.79 billion at December 31, 2011. Interest-earning deposits with banks increased \$186.4 million as the Company accumulated cash in overnight funds in anticipation of payment of the cash portion of the West Coast acquisition consideration. Our investment portfolio decreased \$26.4 million or 3%. Though the net loan portfolio increased only 1% or \$37.5 million to \$2.86 billion, the noncovered loan portfolio increased \$177.3 million or 8%. The increase in the noncovered loan portfolio can be attributed to increases in commercial business loans of \$123.4 million and commercial and multifamily residential real estate loans of \$63.0 million. The FDIC loss-sharing asset decreased \$78.7 million or 45% to \$96.4 million at December 31, 2012. The decrease in the FDIC loss-sharing asset was due to \$54.6 million in cash received from the FDIC as well as \$42.9 million in amortization, partially offset by \$20.7 million in loan impairment. Premises and equipment, net increased \$10.8 million or 10%, as we purchased 6 branch buildings in 2012 that we had previously leased nearby locations. Deposit balances increased \$226.6 million or 6% to \$4.04 billion and FHLB advances decreased 94% to \$6.6 million. The decrease in FHLB advances is due to the early repayment of \$106.4 million during the fourth quarter of 2012.

Investment Portfolio

We invest in securities to generate revenues for the Company, to manage liquidity while minimizing interest rate risk and to provide collateral for certain public deposits and short-term borrowings. The amortized cost amounts represent the Company's original cost for the investments, adjusted for accumulated amortization or accretion of any yield adjustments related to the security. The estimated fair values are the amounts we believe the securities could be sold for as of the dates indicated. As of December 31, 2012 we had 38 available for sale securities in an unrealized loss position. Based on past experience with these types of securities and our own financial performance, we do not currently intend to sell any impaired securities nor does available evidence suggest it is more likely than not that management will be required to sell any impaired securities before the recovery of the amortized cost basis. We review these investments for other-than-temporary impairment on an ongoing basis.

During the fourth quarter of 2012, the Company received full payment on a municipal bond that was determined to be other-than-temporarily impaired during December 2011. The \$2.95 million gain related to this security was recorded in the line item Investment securities gains (losses), net in the Consolidated Statements of Income.

Purchases during 2012 totaled \$322.3 million while maturities, repayments and sales totaled \$328.2 million compared to purchases of \$453.0 million and maturities, repayments and sales of \$221.0 million during 2011. At December 31, 2012 U.S. government agency and government-sponsored enterprise mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMO") comprised 57% of our investment portfolio, state and municipal securities were 29%, government agency and government-sponsored enterprise securities were 12%, and government securities were 2%. Our entire investment portfolio is categorized as available for sale and carried on our balance sheet at fair value. The average duration of our investment portfolio was approximately 3 years and 8 months at December 31, 2012.

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The following table presents the contractual maturities and weighted average yield of our investment portfolio:

	December 31, 2012		Yield	
	Amortized Cost	Fair Value		
(dollars in thousands)				
U.S. government agency and government-sponsored enterprise mortgage-backed securities & collateralized mortgage obligations (1)				
Over 1 through 5 years	\$18,044	\$18,825	4.41	%
Over 5 through 10 years	85,280	89,070	3.27	%
Over 10 years	457,752	464,474	2.60	%
Total	\$561,076	\$572,369	2.77	%
State and municipal securities (2)				
Due through 1 year	\$25,063	\$25,440	6.14	%
Over 1 through 5 years	36,836	38,954	4.52	%
Over 5 through 10 years	56,953	59,917	4.82	%
Over 10 years	146,218	161,264	6.22	%
Total	\$265,070	\$285,575	5.69	%
U.S. government agency and government-sponsored enterprise securities (1)				
Over 1 through 5 years	\$73,091	\$73,925	0.84	%
Over 5 through 10 years	46,994	46,576	1.13	%
Total	\$120,085	\$120,501	0.96	%
U.S. government securities (1)				
Over 5 through 10 years	\$19,804	\$19,828	1.15	%
Total	\$19,804	\$19,828	1.15	%

The maturities reported for mortgage-backed securities, collateralized mortgage obligations, government agency, (1) government-sponsored enterprise, and government securities are based on contractual maturities and principal amortization.

(2) Yields on fully taxable equivalent basis, based on a marginal tax rate of 35%.

For further information on our investment portfolio see Note 3 of the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

FHLB Stock

As a condition of membership in the Federal Home Loan Bank of Seattle (“FHLB”), the Company is required to purchase and hold a certain amount of FHLB stock. Our stock purchase requirement is based, in part, upon the outstanding principal balance of advances from the FHLB and is calculated in accordance with the Capital Plan of the FHLB. Our FHLB stock has a par value of \$100 and is redeemable at par for cash.

FHLB stock is carried at cost and is subject to recoverability testing per the Financial Services – Depository and Lending topic of the FASB ASC. The FHLB is currently classified as adequately capitalized by the Federal Housing Finance Agency (“Finance Agency”). Accordingly, as of December 31, 2012 we did not recognize an impairment charge related to our FHLB stock holdings. We will continue to monitor the financial condition of the FHLB as it relates to, among other things, the recoverability of our investment.

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Loan Portfolio

We are a full service commercial bank, which originates a wide variety of loans, and focuses its lending efforts on originating commercial business and commercial real estate loans. The following table sets forth our loan portfolio by type of loan for the dates indicated:

	December 31,											
	2012	% of Total	2011	% of Total	2010	% of Total	2009	% of Total	2008	% of Total	2007	% of Total
	(dollars in thousands)											
Commercial business	\$1,155,158	45.7 %	\$1,031,721	43.9 %	\$795,369	41.5 %	\$744,440	37.1 %	\$810,922	36.3 %	\$810,922	36.3 %
Real estate:												
One-to-four family residential	43,922	1.7 %	64,491	2.8 %	49,383	2.6 %	63,364	3.1 %	57,237	2.6 %	57,237	2.6 %
Commercial and multifamily residential	1,061,201	42.0 %	998,165	42.5 %	794,329	41.5 %	856,260	42.6 %	862,595	38.6 %	862,595	38.6 %
Total real estate	1,105,123	43.7 %	1,062,656	45.3 %	843,712	43.9 %	919,624	45.7 %	919,832	41.2 %	919,832	41.2 %
Real estate construction:												
One-to-four family residential	50,602	2.0 %	50,208	2.1 %	67,961	3.5 %	107,620	5.4 %	209,682	9.4 %	209,682	9.4 %
Commercial and multifamily residential	65,101	2.7 %	36,768	1.6 %	30,185	1.6 %	41,829	2.1 %	81,176	3.6 %	81,176	3.6 %
Total real estate construction	115,703	4.7 %	86,976	3.7 %	98,146	5.2 %	149,449	7.5 %	290,858	13.0 %	290,858	13.0 %
Consumer	157,493	6.2 %	183,235	7.8 %	182,017	9.5 %	199,987	10.0 %	214,753	9.7 %	214,753	9.7 %
Subtotal	2,533,477	100.3 %	2,364,588	100.7 %	1,919,244	100.2 %	2,013,500	100.2 %	2,236,365	100.2 %	2,236,365	100.2 %
Less deferred loan fees and other	(7,767)	(0.3 %)	(16,217)	(0.7 %)	(3,490)	(0.2 %)	(4,616)	(0.2 %)	(4,033)	(0.2 %)	(4,033)	(0.2 %)
Total loans not covered under FDIC loss-share agreements, net of deferred fees												
Loans covered under FDIC loss-share	2,525,710	100.0 %	2,348,371	100.0 %	1,915,754	100.0 %	2,008,884	100.0 %	2,232,332	100.0 %	2,232,332	100.0 %

agreements					
Covered loans	391,337	531,929	517,061	—	—
Total loans, net (before Allowance for Loan and Lease Losses)					
Loans held for sale	\$2,917,047	\$2,880,300	\$2,432,815	\$2,008,884	\$2,232,332
Loans held for sale	\$2,563	\$2,148	\$754	\$—	\$1,964

At December 31, 2012, total loans were \$2.92 billion compared with \$2.88 billion in the prior year, an increase of \$36.7 million or 1%. The noncovered loan portfolio increased \$177.3 million, or 8% from the previous year. The increase in the noncovered loan portfolio was primarily due to increases in commercial business loans of \$123.4 million and commercial and multifamily residential real estate loans of \$63.0 million. Net covered loans were \$391.3 million at December 31, 2012 compared with \$531.9 million in the prior year, a decrease of \$140.6 million or 27%. Total loans represented 58% and 59% of total assets at December 31, 2012 and 2011, respectively.

Commercial Business Loans: Commercial business loans increased \$123.4 million, or 12%, to \$1.16 billion from year-end 2011, representing 46% of total loans at year end. We are committed to providing competitive commercial lending in our primary market areas. Management expects a continued focus within its commercial lending products and to emphasize, in particular, relationship banking with businesses, and business owners.

Real Estate Loans: One-to-four family residential loans are secured by properties located within our primary market areas and, typically, have loan-to-value ratios of 80% or lower at origination. Our underwriting standards for commercial and multifamily residential loans generally require that the loan-to-value ratio for these loans not exceed 75% of appraised value, cost, or discounted cash flow value, as appropriate, and that commercial properties maintain debt coverage ratios (net operating income divided by annual debt servicing) of 1.2 or better. However, underwriting standards can be influenced by competition and other factors. We endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

Real Estate Construction Loans: We originate a variety of real estate construction loans. Underwriting guidelines for these loans vary by loan type but include loan-to-value limits, term limits and loan advance limits, as applicable. Our underwriting guidelines for commercial and multifamily residential real estate construction loans generally require that the loan-to-value ratio not exceed 75% and stabilized debt coverage ratios (net operating income divided by annual debt

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servicing) of 1.2 or better. As noted above, underwriting standards can be influenced by competition and other factors. However, we endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

Consumer Loans: Consumer loans include automobile loans, boat and recreational vehicle financing, home equity and home improvement loans and miscellaneous personal loans.

Foreign Loans: The Company has no material foreign activities. Substantially all of the Company's loans and unfunded commitments are geographically concentrated in its service areas within the states of Washington and Oregon.

Covered Loans: Covered loans are comprised of loans and loan commitments acquired in connection with the 2011 FDIC-assisted acquisitions of First Heritage Bank and Summit Bank, as well as the 2010 FDIC-assisted acquisitions of Columbia River Bank and American Marine Bank. These loans are generically referred to as covered because they are generally subject to one of the loss-sharing agreements between the Company and the FDIC. The loss-sharing agreements relating to the 2010 FDIC-assisted transactions limit the Company's losses to 20% of the contractual balance outstanding up to a stated threshold amount of \$206.0 million for Columbia River Bank and \$66.0 million for American Marine Bank. If losses exceed the stated threshold, the Company's share of the remaining losses decreases to 5%. The loss-sharing agreements relating to the 2011 FDIC-assisted transactions limit the Company's losses to 20% of the contractual balance outstanding. The loss-sharing provisions of the 2011 agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the acquisition dates and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition dates.

The following table is a rollforward of acquired, impaired loans accounted for under ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality for the year ended December 31, 2012:

	Contractual Cash Flows (in thousands)	Nonaccretable Difference	Accretable Yield	Carrying Amount
Balance at January 1, 2012	\$835,556	\$(91,317)	\$(259,669)	\$484,570
Principal reductions and interest payments	(175,837)	—	—	(175,837)
Accretion of loan discount	—	—	86,671	86,671
Changes in contractual and expected cash flows due to remeasurement	(73,483)	51,084	(6,746)	(29,145)
Reduction due to removals	(30,128)	2,862	12,856	(14,410)
Balance at December 31, 2012	\$556,108	\$(37,371)	\$(166,888)	\$351,849

For additional information on our loan portfolio, including amounts pledged as collateral on borrowings, see Note 4 and Note 7 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

Maturities and Sensitivities of Loans to Changes in Interest Rates

The following table presents the maturity distribution of our covered and noncovered commercial and real estate construction loan portfolios and the sensitivity of these loans due after one year to changes in interest rates as of December 31, 2012:

	Maturing Due Through 1 Year (in thousands)	Over 1 Through 5 Years	Over 5 Years	Total
Commercial business	\$510,755	\$296,309	\$345,385	\$1,152,449
Real estate construction	75,247	23,795	16,660	115,702
Total	\$586,002	\$320,104	\$362,045	\$1,268,151
Fixed rate loans due after 1 year		\$151,557	\$204,688	\$356,245
Variable rate loans due after 1 year		168,547	157,357	325,904
Total		\$320,104	\$362,045	\$682,149

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The extension of credit in the form of loans or other credit substitutes to individuals and businesses is one of our principal commerce activities. Our policies, applicable laws, and regulations require risk analysis as well as ongoing portfolio and credit management. We manage our credit risk through lending limit constraints, credit review, approval policies, and extensive, ongoing internal monitoring. We also manage credit risk through diversification of the loan portfolio by type of loan, type of industry, type of borrower, and by limiting the aggregation of debt to a single borrower.

In analyzing our existing portfolio, we review our consumer and residential loan portfolios by their performance as a pool of loans, since no single loan is individually significant or judged by its risk rating, size or potential risk of loss. In contrast, the monitoring process for the commercial business, real estate construction, and commercial real estate portfolios includes periodic reviews of individual loans with risk ratings assigned to each loan and performance judged on a loan by loan basis.

We review these loans to assess the ability of our borrowers to service all interest and principal obligations and, as a result, the risk rating may be adjusted accordingly. In the event that full collection of principal and interest is not reasonably assured, the loan is appropriately downgraded and, if warranted, placed on nonaccrual status even though the loan may be current as to principal and interest payments. Additionally, we assess whether an impairment of a loan warrants specific reserves or a write-down of the loan. For additional discussion on our methodology in managing credit risk within our loan portfolio see the following “Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit” section and Note 1 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

Loan policies, credit quality criteria, portfolio guidelines and other controls are established under the guidance of our Chief Credit Officer and approved, as appropriate, by the Board. Credit Administration, together with the management loan committee, has the responsibility for administering the credit approval process. As another part of its control process, we use an independent internal credit review and examination function to provide reasonable assurance that loans and commitments are made and maintained as prescribed by our credit policies. This includes a review of documentation when the loan is initially extended and subsequent on-site examination to ensure continued performance and proper risk assessment.

Nonperforming Loans: The Consolidated Financial Statements are prepared according to the accrual basis of accounting. This includes the recognition of interest income on the loan portfolio, unless a loan is placed on nonaccrual status, which occurs when there are serious doubts about the collectability of principal or interest. Our policy is generally to discontinue the accrual of interest on all loans past due 90 days or more and place them on nonaccrual status. Covered loans accounted for under ASC 310-30 are generally considered accruing and performing as the loans accrete interest income over the estimated lives of the loans when cash flows are reasonably estimable. Accordingly, covered impaired loans contractually past due are still considered to be accruing and performing loans.

Nonperforming Assets: Nonperforming assets consist of: (i) nonaccrual loans, which generally are loans placed on a nonaccrual basis when the loan becomes past due 90 days or when there are otherwise serious doubts about the collectability of principal or interest within the existing terms of the loan; (ii) in most cases restructured loans, for which concessions, including the reduction of interest rates below a rate otherwise available to that borrower or the deferral of interest or principal, have been granted due to the borrower’s weakened financial condition (interest on restructured loans is accrued at the restructured rates when it is anticipated that no loss of original principal will occur); (iii) other real estate owned; and (iv) other personal property owned, if applicable. Nonperforming assets totaled \$48.5 million, or 1.08% of year-end assets at December 31, 2012, compared to \$85.4 million, or 2.02% of year end assets at December 31, 2011.

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The following table sets forth information with respect to our noncovered, nonperforming loans, other real estate owned, other personal property owned, total nonperforming assets, accruing loans past-due 90 days or more, and potential problem loans:

	December 31,		2010	2009	2008				
	2012	2011							
	(dollars in thousands)								
Nonaccrual:									
Commercial business	\$9,299	\$10,243	\$32,367	\$18,979	\$2,976				
Real estate:									
One-to-four family residential	2,349	2,696	2,996	1,860	905				
Commercial and multifamily residential	19,204	19,485	23,192	24,354	5,710				
Real estate construction:									
One-to-four family residential	4,900	10,785	18,004	47,653	69,668				
Commercial and multifamily residential	—	7,067	7,584	16,230	25,752				
Consumer	1,643	3,207	5,020	1,355	1,152				
Total nonaccrual loans:	37,395	53,483	89,163	110,431	106,163				
Noncovered real estate owned and other personal property owned	11,108	31,905	30,991	19,037	2,874				
Total nonperforming assets	\$48,503	\$85,388	\$120,154	\$129,468	\$109,037				
Accruing loans past-due 90 days or more	\$—	\$—	\$—	\$—	\$—				
Forgone interest on nonperforming loans	\$3,388	\$5,326	\$6,389	\$7,637	\$4,072				
Interest recognized on nonperforming loans	\$1,114	\$1,017	\$2,035	\$2,437	\$4,550				
Potential problem loans	\$5,915	\$10,618	\$3,793	\$11,423	\$17,736				
Allowance for loan and lease losses	\$52,244	\$53,041	\$60,993	\$53,478	\$42,747				
Allowance for loan and lease losses to nonperforming loans	139.71	% 99.17	% 68.41	% 48.43	% 40.27				%
Nonperforming loans to year end loans	1.48	% 2.28	% 4.65	% 5.50	% 4.76				%
Nonperforming assets to year end assets	1.08	% 2.02	% 3.23	% 4.04	% 3.52				%

At December 31, 2012 nonperforming loans decreased to 1.48% of year end loans, down from 2.28% of year end loans at December 31, 2011. Nonperforming commercial business loans declined from \$10.2 million, or 19% of nonperforming loans at December 31, 2011 to \$9.3 million or 25% of nonperforming loans at year end 2012. The nonperforming residential construction loan sector declined to \$4.9 million during 2012, down from \$10.8 million, or 20% of nonperforming loans at December 31, 2011. Nonperforming commercial real estate loans improved as well, declining from \$26.6 million at December 31, 2011 to \$19.2 million at year end 2012.

Other Real Estate Owned: As of December 31, 2012 there was \$10.7 million in noncovered other real estate owned (“OREO”) which is comprised of property from foreclosed real estate loans, a decrease of \$12.2 million from \$22.9 million at December 31, 2011. Additionally, as of December 31, 2012 the Company held \$16.3 million in OREO covered under FDIC loss-sharing agreements which are excluded from nonperforming assets. Properties acquired by foreclosure or deed in lieu of foreclosure are transferred to OREO and are recorded at fair value less estimated costs to sell, at the date of transfer of the property. If the carrying value exceeds the fair value at the time of the transfer, the difference is charged to the allowance for loan and lease losses. The fair value of the OREO property is based upon current appraisal. Subsequent losses that result from the ongoing periodic valuation of these properties are charged to the net cost of operation of OREO expense in the period in which they are identified. In general, improvements to the OREO are capitalized and holding costs are charged to the net cost of operation of OREO as incurred.

Potential Problem Loans: Potential problem loans are loans which are currently performing and are not on nonaccrual status, restructured or impaired, but about which there are significant doubts as to the borrower’s future ability to comply with repayment terms and which may later be included in nonaccrual, past due, restructured or impaired loans. Potential problem loans totaled \$5.9 million at year end 2012, compared to \$10.6 million at year end 2011.

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The following table summarizes activity in noncovered, nonperforming loans for the period indicated:

	Years Ended December 31,	
	2012	2011
	(in thousands)	
Balance, beginning of period	\$53,483	\$89,163
Loans placed on nonaccrual or restructured	32,325	34,747
Advances	827	1,687
Charge-offs	(12,572)	(15,107)
Loans returned to accrual status	(6,700)	(7,840)
Repayments (including interest applied to principal)	(23,452)	(26,168)
Transfers to OREO/OPPO	(6,516)	(22,999)
Balance, end of period	\$37,395	\$53,483

Loans are considered impaired when based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement or when a loan has been modified in a troubled debt restructuring. A loan is classified as a troubled debt restructuring when a borrower is experiencing financial difficulties that lead to a restructuring of the loan, and the Company grants concessions to the borrower in the restructuring that it would not otherwise consider. These concessions may include interest rate reductions, principal forgiveness, extension of maturity date and other actions intended to minimize potential losses. Generally, a nonaccrual loan that is restructured remains on nonaccrual status for a period of six months to demonstrate that the borrower can meet the restructured terms. If the borrower's performance under the new terms is not reasonably assured, the loan remains classified as a nonaccrual loan.

The assessment for impairment occurs when and while such loans are designated as classified per the Company's internal risk rating system or when and while such loans are on nonaccrual. All nonaccrual loans greater than \$500,000 are considered impaired and analyzed individually on a quarterly basis. Classified loans with an outstanding balance greater than \$500,000 are evaluated for potential impairment on a quarterly basis. The Company's policy is to record cash receipts on impaired loans first as reductions in principal and then as interest income.

The following table summarizes noncovered, impaired loan financial data at December 31, 2012 and 2011:

	December 31,	
	2012	2011
	(in thousands)	
Impaired loans	\$34,661	\$58,288
Impaired loans with specific allocations	\$4,405	\$5,226
Amount of the specific allocations	\$1,395	\$1,484

Impaired loans with a carrying amount of \$34.7 million at December 31, 2012 were subject to specific allocations of allowance for loan and lease losses of \$1.4 million and partial charge-offs of \$3.1 million during the year. Collateral dependent impaired loans without specific allocations at December 31, 2012 and 2011 either had collateral which exceeded the carrying value of the loans or reflected a partial charge-off to the market value of collateral (less costs to sell), as of the most recent appraisal date. Restructured loans accruing interest totaled \$8.5 million and \$8.4 million at December 31, 2012 and 2011, respectively.

When a loan with unique risk characteristics has been identified as being impaired, the amount of impairment will be measured by the Company using discounted cash flows, except when it is determined that the primary (remaining) source of repayment for the loan is the operation or liquidation of the underlying collateral. In these cases, the current fair value of the collateral, reduced by costs to sell, will be used in place of discounted cash flows. As a final alternative, the observable market price of the debt may be used to assess impairment. Predominately, the Company uses the fair value of collateral approach based upon a reliable valuation.

When a loan secured by real estate migrates to nonperforming and impaired status and it does not have a market valuation less than one year old, the Company secures an updated market valuation by a third-party appraiser that is reviewed by the Company's on-staff appraiser. Subsequently, the asset will be appraised annually by a third-party

appraiser or the Company's on-staff appraiser. The evaluation may occur more frequently if management determines that there has been increased market deterioration within a specific geographical location. Upon receipt and verification of the market valuation,

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the Company will record the loan at the lower of cost or market (less costs to sell) by recording a charge-off to the allowance for loan and lease losses or by designating a specific reserve in accordance with accounting principles generally accepted in the United States.

For additional information on our nonperforming loans see Note 5 to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit

We maintain an allowance for loan and lease losses (“ALLL”) to absorb losses inherent in the loan portfolio. The size of the ALLL is determined through quarterly assessments of the probable estimated losses in the loan portfolio. Our methodology for making such assessments and determining the adequacy of the ALLL includes the following key elements:

1. General valuation allowance consistent with the Contingencies topic of the FASB ASC.
2. Classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with the Receivables topic of the FASB ASC.
The unallocated allowance provides for other credit losses inherent in our loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally
3. comprises less than 5% of the allowance. The unallocated amount is reviewed periodically based on trends in credit losses, the results of credit reviews and overall economic trends.

On a quarterly basis our Chief Credit Officer reviews with Executive Management and the Board of Directors the various additional factors that management considers when determining the adequacy of the ALLL, including economic and business condition reviews. Factors which influenced management’s judgment in determining the amount of the additions to the ALLL charged to operating expense include the following as of the applicable balance sheet dates:

- Existing general economic and business conditions affecting our market place
- Credit quality trends
- Historical loss experience
- Seasoning of the loan portfolio
- Bank regulatory examination results
- Findings of internal credit examiners
- Duration of current business cycle
- Specific loss estimates for problem loans

The ALLL is increased by provisions for loan and lease losses (“provision”) charged to expense, and is reduced by loans charged off, net of recoveries. While we believe the best information available is used by us to determine the ALLL, changes in market conditions could result in adjustments to the ALLL, affecting net income, if circumstances differ from the assumptions used in determining the ALLL.

In addition to the ALLL, we maintain an allowance for unfunded commitments and letters of credit. We report this allowance as a liability on our Consolidated Balance Sheet. We determine this amount using estimates of the probability of the ultimate funding and losses related to those credit exposures. This methodology is similar to the methodology we use for determining the adequacy of our ALLL. For additional information on our allowance for unfunded commitments and letters of credit, see Note 6 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

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Analysis of the ALLL

The following table provides an analysis of our noncovered loan loss experience by loan type for the last five years: Changes in Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit

	December 31,					
	2012	2011	2010	2009	2008	
	(dollars in thousands)					
Beginning balance	\$53,041	\$60,993	\$53,478	\$42,747	\$26,599	
Charge-offs:						
Commercial business	(10,173)	(7,909)	(14,879)	(12,930)	(2,819)	
Real estate:						
One-to-four family residential	(549)	(717)	(406)	(395)	(46)	
Commercial and multifamily residential	(5,474)	(3,687)	(6,173)	(1,309)	(966)	
Real estate construction:						
One-to-four family residential	(1,606)	(2,487)	(10,856)	(27,711)	(18,340)	
Commercial and multifamily residential	(93)	(2,213)	(3,107)	(9,297)	(2,169)	
Consumer	(2,534)	(3,918)	(3,982)	(2,879)	(1,647)	
Total charge-offs	(20,429)	(20,931)	(39,403)	(54,521)	(25,987)	
Recoveries:						
Commercial business	1,548	2,598	2,389	750	272	
Real estate:						
One-to-four family residential	285	80	15	68	—	
Commercial and multifamily residential	1,599	459	125	25	304	
Real estate construction:						
One-to-four family residential	1,488	2,091	1,673	833	16	
Commercial and multifamily residential	66	—	775	—	—	
Consumer	1,171	351	650	76	367	
Total recoveries	6,157	5,579	5,627	1,752	959	
Net charge-offs	(14,272)	(15,352)	(33,776)	(52,769)	(25,028)	
Provision for loan and lease losses	13,475	7,400	41,291	63,500	41,176	
Ending balance	\$52,244	\$53,041	\$60,993	\$53,478	\$42,747	
Loans outstanding at end of period (1)	\$2,525,710	\$2,348,371	\$1,915,754	\$2,008,884	\$2,232,332	
Average amount of loans outstanding (1)	\$2,411,493	\$2,065,014	\$2,102,863	\$2,124,574	\$2,264,486	
Allowance for loan and lease losses to period-end loans	2.07	% 2.26	% 3.18	% 2.66	% 1.91	%
Net charge-offs to average loans outstanding	0.59	% 0.74	% 1.61	% 2.48	% 1.11	%
Allowance for unfunded commitments and letters of credit						
Beginning balance	\$1,535	\$1,165	\$775	\$500	\$349	
Net changes in the allowance for unfunded commitments and letters of credit	380	370	390	275	151	

Ending balance	\$1,915	\$1,535	\$1,165	\$775	\$500
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(1) Excludes loans held for sale and covered loans.

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We have used the same methodology for ALLL calculations during 2012, 2011 and 2010. Adjustments to the percentages of the ALLL allocated to loan categories are made based on trends with respect to delinquencies and problem loans within each loan class. The Bank reviews the ALLL quantitative and qualitative methodology on a quarterly basis and makes adjustments when appropriate. The Bank maintains a conservative approach to credit quality and will continue to prudently add to our ALLL as necessary in order to maintain adequate reserves. The Bank carefully monitors the loan portfolio and continues to emphasize the importance of credit quality while continuously strengthening loan monitoring systems and controls.

Allocation of the ALLL

The table below sets forth the allocation of the ALLL by loan category:

Balance at End of Period Applicable to:	December 31, 2012		2011		2010		2009		2008	
	Amount	% of Total Loans*	Amount	% of Total Loans*	Amount	% of Total Loans*	Amount	% of Total Loans*	Amount	% of Total Loans*
(dollars in thousands)										
Commercial business	\$28,023	45.6 %	\$25,434	43.9 %	\$22,549	41.5 %	\$21,969	37.1 %	\$12,759	36.3 %
Real estate and construction:										
One-to-four family residential	2,500	3.7 %	3,849	4.9 %	7,161	6.1 %	9,087	8.5 %	16,781	12.0 %
Commercial and multifamily residential	18,273	44.5 %	20,345	43.4 %	25,880	42.8 %	19,703	44.4 %	11,983	42.1 %
Consumer	2,437	6.2 %	2,719	7.8 %	2,120	9.5 %	1,282	10.0 %	935	9.6 %
Unallocated	1,011	— %	694	— %	3,283	— %	1,437	— %	289	— %
Total	\$52,244	100.0%	\$53,041	100.0%	\$60,993	100.0%	\$53,478	100.0%	\$42,747	100.0%

* Represents the total of all outstanding loans in each category as a percent of total loans outstanding.

FDIC Loss-sharing Asset

The Company has elected to account for amounts receivable under loss-sharing agreements with the FDIC as an indemnification asset in accordance with the Business Combinations topic of the FASB ASC. The FDIC indemnification asset is initially recorded at fair value, based on the discounted expected future cash flows under the loss-sharing agreements.

Subsequent to initial recognition, the FDIC indemnification asset is reviewed quarterly and adjusted for any changes in expected cash flows. These adjustments are measured on the same basis as the related covered loans. Any decrease in expected cash flows on the covered loans due to an increase in expected credit losses will increase the FDIC indemnification asset and any increase in expected future cash flows on the covered loans due to a decrease in expected credit losses will decrease the FDIC indemnification asset. Changes in the estimated cash flows on covered assets that are immediately recognized in income generally result in a similar immediate adjustment to the loss-sharing asset while changes in expected cash flows on covered assets that are accounted for as an adjustment to yield generally result in adjustments to the amortization or accretion rate for the loss-sharing asset. Increases and decreases to the FDIC loss-sharing asset are recorded as adjustments to noninterest income.

At December 31, 2012, the FDIC loss-sharing asset was \$96.4 million which was comprised of a \$87.8 million FDIC indemnification asset and a \$8.6 million FDIC receivable. The FDIC receivable represents amounts due from the FDIC for claims related to covered losses the Company has incurred less amounts due back to the FDIC relating to

shared recoveries.

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The following table summarizes the activity related to the FDIC loss-sharing asset for the twelve months ended December 31, 2012 and 2011:

	Year Ended	
	December 31,	2011
	2012	
	(in thousands)	
Balance at beginning of period	\$ 175,071	\$ 205,991
Adjustments not reflected in income:		
Established through acquisitions	—	68,734
Cash received from the FDIC	(54,649)	(54,200)
FDIC reimbursable losses, net	399	4,042
Adjustments reflected in income:		
Amortization, net	(42,940)	(46,049)
Loan impairment (recapture)	20,714	(1,318)
Sale of other real estate	(7,789)	(4,346)
Write-downs of other real estate	5,190	1,474
Other	358	743
Balance at end of period	\$ 96,354	\$ 175,071

For additional information on the FDIC loss-sharing asset, please see Note 7 to the Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

Deposits

The following table sets forth the composition of the Company’s deposits by significant category:

	December 31,		
	2012	2011	2010
	(in thousands)		
Core deposits:			
Demand and other noninterest-bearing	\$ 1,321,171	\$ 1,156,610	\$ 895,671
Interest-bearing demand	870,821	735,340	672,307
Money market	1,043,459	1,031,664	920,831
Savings	314,371	283,416	210,995
Certificates of deposit less than \$100,000	252,544	303,405	298,678
Total core deposits	3,802,366	3,510,435	2,998,482
Certificates of deposit greater than \$100,000	212,924	262,731	266,708
Certificates of deposit insured through CDARS®	26,720	42,080	38,312
Wholesale certificates of deposit	—	—	23,155
Subtotal	4,042,010	3,815,246	3,326,657
Premium resulting from acquisition date fair value adjustment	75	283	612
Total deposits	\$ 4,042,085	\$ 3,815,529	\$ 3,327,269

Deposits totaled \$4.04 billion at December 31, 2012 compared to \$3.82 billion at December 31, 2011. Core deposits, which include noninterest-bearing deposits and interest-bearing deposits excluding time deposits of \$100,000 and over, provide a stable source of low cost funding. Core deposits increased to \$3.80 billion at December 31, 2012 compared with \$3.51 billion at December 31, 2011. We anticipate continued growth in our core deposits through both the addition of new customers and our current client base.

At December 31, 2012 brokered and other wholesale deposits (excluding public deposits) totaled \$26.7 million or 1% of total deposits compared to \$42.1 million or 1% of total deposits, at year-end 2011. The decrease in brokered deposits is attributed to a decrease in participation in the Certificate of Deposit Account Registry Service (“CDARS®”) program. CDARS® is a network that allows participating banks to offer extended FDIC deposit insurance coverage on certificates of deposit. Unlike traditional brokered deposits, the Company generally makes CDARS® available only to

existing customers who desire additional deposit insurance coverage rather than as a means of generating additional liquidity.

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At December 31, 2012 public deposits held by the Company totaled \$297.8 million compared to \$229.5 million at December 31, 2011. Uninsured public deposit balances increased from \$179.5 million at December 31, 2011 to \$232.7 million at December 31, 2012. The Company is required to fully collateralize Washington state public deposits and 50% of Oregon state public deposits.

The following table sets forth the amount outstanding of time certificates of deposit and other time deposits in amounts of \$100,000 or more by time remaining until maturity and percentage of total deposits:

Amounts maturing in:	December 31, 2012					
	Time Certificates of Deposit of \$100,000 or More			Other Time Deposits of \$100,000 or More		
	Amount	Percent of		Amount	Percent of	
		Total Deposits	Total Deposits		Total Deposits	Total Deposits
	(dollars in thousands)					
Three months or less	\$61,585	1.5	%	\$21,767	0.5	%
Over 3 through 6 months	47,559	1.2	%	805	—	%
Over 6 through 12 months	48,518	1.2	%	3,275	0.1	%
Over 12 months	55,262	1.4	%	—	—	%
Total	\$212,924	5.3	%	\$25,847	0.6	%

Other time deposits of \$100,000 or more set forth in the table above represent CDARS®. We use CDARS®, brokered and other wholesale deposits as part of our strategy for funding growth. In the future, we anticipate continuing the use of such deposits to fund loan demand or treasury functions.

The following table sets forth the average amount of and the average rate paid on each significant deposit category:

	Years ended December 31,								
	2012		2011		2010				
	Average Deposits	Rate	Average Deposits	Rate	Average Deposits	Rate			
	(dollars in thousands)								
Interest bearing demand	\$790,887	0.11	%	\$704,484	0.20	%	\$637,983	0.34	%
Money market	1,051,171	0.16	%	969,548	0.40	%	851,673	0.66	%
Savings	298,223	0.03	%	247,073	0.06	%	199,117	0.14	%
Certificates of deposit	543,349	0.60	%	636,074	0.80	%	763,829	1.14	%
Total interest-bearing deposits	2,683,630	0.22	%	2,557,179	0.41	%	2,452,602	0.68	%
Demand and other non-interest bearing	1,192,036			984,220			818,321		
Total average deposits	\$3,875,666			\$3,541,399			\$3,270,923		

Borrowings

Borrowed funds provide an additional source of funding for loan growth. Our borrowed funds consist primarily of borrowings from the Federal Home Loan ("FHLB") and Federal Reserve Bank ("FRB") as well as securities repurchase agreements. FHLB and FRB borrowings are secured by our loan portfolio and investment securities. Securities repurchase agreements are secured by investment securities and commercial loans.

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The Company has not had FRB borrowings in the last three years. The following table sets forth the details of FHLB advances:

	Years ended December 31,					
	2012		2011		2010	
	(dollars in thousands)					
FHLB Advances						
Balance at end of year	\$6,644		\$119,009		\$119,405	
Average balance during the year	\$100,337		\$120,419		\$123,685	
Maximum month-end balance during the year	\$118,967		\$127,426		\$154,916	
Weighted average rate during the year	2.79	%	2.76	%	2.75	%
Weighted average rate at December 31	5.42	%	2.81	%	2.81	%

For additional information on our borrowings, including amounts pledged as collateral, see Notes 11 and 12 to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report.

Off-Balance Sheet Arrangements

In the normal course of business, the Company is a party to financial instruments with off-balance sheet risk. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount reflected in the consolidated balance sheets.

Exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company evaluates each client's creditworthiness on a case-by-case basis.

Commitments to extend credit are agreements to lend to a client as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since a portion of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

The Company had off-balance sheet loan commitments aggregating \$888.5 million at December 31, 2012, an increase from \$709.9 million at December 31, 2011. Standby letters of credit were \$19.5 million and \$30.9 million at December 31, 2012 and 2011, respectively. In addition, commitments under commercial letters of credit used to facilitate customers' trade transactions amounted to \$46 thousand and \$243 thousand at December 31, 2012 and 2011, respectively.

Contractual Obligations & Commitments

We are party to many contractual financial obligations, including repayment of borrowings, operating and equipment lease payments, and commitments to extend credit. The table below presents certain future financial obligations of the Company:

	Payments due within time period at December 31, 2012				
	0-12 Months	1-3 Years	4-5 Years	Due after Five Years	Total
	(in thousands)				
Operating & equipment leases	\$4,309	\$7,472	\$3,500	\$7,329	\$22,610
Total deposits ⁽¹⁾	3,928,679	86,175	26,879	352	4,042,085
Federal Home Loan Bank advances ⁽¹⁾	—	—	—	6,000	6,000
Other borrowings ⁽¹⁾	—	—	—	25,000	25,000
Total	\$3,932,988	\$93,647	\$30,379	\$38,681	\$4,095,695

(1) In the banking industry, interest-bearing obligations are principally used to fund interest-earning assets. As such, interest charges on contractual obligations were excluded from reported amounts, as the potential cash outflows would have corresponding cash inflows from interest-earning assets.

For additional information regarding future financial commitments, see Note 15 to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report.

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Liquidity and Sources of Funds

In general, our primary sources of funds are net income, loan repayments, maturities and principal payments on investment securities, customer deposits, advances from the FHLB, securities repurchase agreements and other borrowings. These funds are used to make loans, purchase investments, meet deposit withdrawals and maturing liabilities and cover operational expenses. Scheduled loan repayments and core deposits have proved to be a relatively stable source of funds while other deposit inflows and unscheduled loan prepayments are influenced by interest rate levels, competition and general economic conditions. We manage liquidity through monitoring sources and uses of funds on a daily basis and had unused credit lines with the FHLB and the Federal Reserve Bank of \$435.2 million and \$59.5 million, respectively, at December 31, 2012, that are available to us as a supplemental funding source. The holding company's sources of funds are dividends from its banking subsidiary which are used to fund dividends to shareholders and cover operating expenses.

Capital

Our shareholders' equity increased to \$764.0 million at December 31, 2012, from \$759.3 million at December 31, 2011. Shareholders' equity was 15.57% and 15.87% of total assets at December 31, 2012 and 2011.

Regulatory Capital. Banking regulations require bank holding companies to maintain a minimum "leverage" ratio of core capital to adjusted quarterly average total assets of at least 3%. In addition, banking regulators have adopted risk-based capital guidelines, under which risk percentages are assigned to various categories of assets and off-balance sheet items to calculate a risk-adjusted capital ratio. Tier I capital generally consists of common shareholders' equity, less goodwill and certain identifiable intangible assets, while Tier II capital includes the allowance for loan losses, subject to certain limitations. Regulatory minimum risk-based capital guidelines require Tier I capital of 4% of risk-adjusted assets and total capital (combined Tier I and Tier II) of 8% to be considered "adequately capitalized". Federal Deposit Insurance Corporation regulations set forth the qualifications necessary for a bank to be classified as "well capitalized", primarily for assignment of FDIC insurance premium rates. To qualify as "well capitalized," banks must have a Tier I risk-adjusted capital ratio of at least 6%, a total risk-adjusted capital ratio of at least 10%, and a leverage ratio of at least 5%. Failure to qualify as "well capitalized" can negatively impact a bank's ability to expand and to engage in certain activities. The Company and its banking subsidiary qualified as "well-capitalized" at December 31, 2012 and 2011.

The following table sets forth the Company's and its banking subsidiary's capital ratios at December 31, 2012 and 2011:

	Company		Columbia Bank		Requirements	
	2012	2011	2012	2011	Adequately capitalized	Well-Capitalized
Total risk-based capital ratio	20.62 %	21.05 %	17.87 %	18.55 %	8 %	10 %
Tier 1 risk-based capital ratio	19.35 %	19.79 %	16.60 %	17.29 %	4 %	6 %
Leverage ratio	12.78 %	12.96 %	11.07 %	11.45 %	4 %	5 %

Stock Repurchase Program

In October 2011, the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 2 million shares of its outstanding shares of common stock. The Company may purchase the shares from time to time in the open market or in private transactions, under conditions which allow such repurchases to be accretive to earnings per share while maintaining capital ratios that exceed the guidelines for a well-capitalized financial institution. This repurchase program supersedes and replaces the prior stock repurchase program adopted in February 2002.

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Dividends

The following table sets forth the dividends paid per common share and the dividend payout ratio (dividends paid per common share divided by basic earnings per share):

	Years ended December 31,		
	2012	2011	2010
Dividends paid per common share	\$0.98	\$0.27	\$0.04
Dividend payout ratio (1)	84	% 22	% 6

(1) Dividends paid per common share as a percentage of earnings per diluted common share

For quarterly detail of dividends declared during 2012 and 2011, including special one-time dividends declared, see “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” of this report.

Subsequent to year end, on January 24, 2013 the Company declared a regular quarterly cash dividend of \$0.10 per share payable on February 20, 2013, to shareholders of record at the close of business on February 6, 2013.

Applicable federal, Washington state and Oregon state regulations restrict capital distributions, including dividends, by the Company’s banking subsidiary. Such restrictions are tied to the institution’s capital levels after giving effect to distributions. Our ability to pay cash dividends is substantially dependent upon receipt of dividends from our banking subsidiary. In addition, the payment of cash dividends is subject to Federal regulatory requirements for capital levels and other restrictions. In this regard, current guidance from the Federal Reserve provides, among other things, that dividends per share on the Company’s common stock generally should not exceed earnings per share, measured over the previous four fiscal quarters.

Reference “Item 6. Selected Financial Data” of this report for our return on average assets, return on average equity and average equity to average assets ratios for all reported periods.

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Non-GAAP Financial Measures

In addition to capital ratios defined by banking regulators, the Company considers various measures when evaluating capital utilization and adequacy, including:

- ▣ Tangible common equity to tangible assets, and
- ▣ Tangible common equity to risk-weighted assets.

The Company believes these measures are important because they reflect the level of capital available to withstand unexpected market conditions. Additionally, presentation of these measures allows readers to compare certain aspects of the Company's capitalization to other organizations. These ratios differ from capital measures defined by banking regulators principally in that the numerator excludes shareholders' equity associated with preferred securities, the nature and extent of which varies across organizations. Additionally, these measures present capital adequacy inclusive and exclusive of accumulated other comprehensive income. These calculations are intended to complement the capital ratios defined by banking regulators for both absolute and comparative purposes.

Because generally accepted accounting principles in the United States of America ("GAAP") do not include capital ratio measures, the Company believes there are no comparable GAAP financial measures to these tangible common equity ratios. The following table reconciles the Company's calculation of these measures to amounts reported under GAAP. Despite the importance of these measures to the Company, there are no standardized definitions for them and, as a result, the Company's calculations may not be comparable with other organizations. Also, there may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider its consolidated financial statements in their entirety and not to rely on any single financial measure.

	December 31, 2012		December 31, 2011	
	(dollars in thousands)			
Shareholders' equity	\$764,008		\$759,338	
Goodwill	(115,554	)	(115,554)
Core deposit intangible	(15,721	)	(20,166)
Tangible common equity (a)	632,733		623,618	
Total assets	4,906,335		4,785,945	
Goodwill	(115,554	)	(115,554)
Core deposit intangible	(15,721	)	(20,166)
Tangible assets (b)	\$4,775,060		\$4,650,225	
Risk-weighted assets, determined in accordance with prescribed regulatory requirements (c)	\$3,165,528		\$3,024,442	
Ratios				
Tangible common equity to tangible assets (a)/(b)	13.25	%	13.41	%
Tangible common equity to risk-weighted assets (a)/(c)	19.99	%	20.62	%

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

We are exposed to interest rate risk, which is the risk that changes in prevailing interest rates will adversely affect assets, liabilities, capital, income and expenses at different times or in different amounts. Generally, there are four sources of interest rate risk as described below:

Repricing risk—Repricing risk is the risk of adverse consequences from a change in interest rates that arises because of differences in the timing of when those interest rate changes affect an institution's assets and liabilities.

Basis risk—Basis risk is the risk of adverse consequence resulting from unequal changes in the spread between two or more rates for different instruments with the same maturity.

Yield curve risk—Yield curve risk is the risk of adverse consequence resulting from unequal changes in the spread between two or more rates for different maturities for the same instrument.

Option risk—In banking, option risks are known as borrower options to prepay loans and depositor options to make deposits, withdrawals, and early redemptions. Option risk arises whenever bank products give customers the right, but not the obligation, to alter the quantity or the timing of cash flows.

We maintain an asset/liability management policy that provides guidelines for controlling exposure to interest rate risk. The guidelines direct management to assess the impact of changes in interest rates upon both earnings and capital. The guidelines further provide that in the event of an increase in interest rate risk beyond pre-established limits, management will consider steps to reduce interest rate risk to acceptable levels.

The analysis of an institution's interest rate gap (the difference between the repricing of interest-earning assets and interest-bearing liabilities during a given period of time) is one standard tool for the measurement of the exposure to interest rate risk. We believe that because interest rate gap analysis does not address all factors that can affect earnings performance. It should be used in conjunction with other methods of evaluating interest rate risk.

The table on the following page sets forth the estimated maturity or repricing, and the resulting interest rate gap of our interest-earning assets and interest-bearing liabilities at December 31, 2012. The amounts in the table are derived from our internal data and are based upon regulatory reporting formats. Therefore, they may not be consistent with financial information appearing elsewhere herein that has been prepared in accordance with accounting principles generally accepted in the United States. The amounts could be significantly affected by external factors such as changes in prepayment assumptions, early withdrawal of deposits and competition. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while other types may lag changes in market interest rates.

Additionally, certain assets, such as adjustable-rate mortgages, have features that restrict changes in the interest rates of such assets both on a short-term basis and over the lives of such assets. Further, in the event of a change in market interest rates, prepayment and early withdrawal levels could deviate significantly from those assumed in calculating the tables. Finally, the ability of many borrowers to service their adjustable-rate debt may decrease in the event of a substantial increase in market interest rates.

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December 31, 2012	Estimated Maturity or Repricing				Total
	0-3 months	4-12 months	Over 1 year through 5 years	Due after 5 years	
	(dollars in thousands)				
Interest-Earning Assets					
Interest-earning deposits	\$389,353	\$—	\$—	\$—	\$389,353
Loans, net of deferred fees	1,292,849	320,535	1,127,010	176,653	2,917,047
Loans held for sale	2,563	—	—	—	2,563
Investments	85,756	125,830	481,294	330,604	1,023,484
Total interest-earning assets	\$1,770,521	\$446,365	\$1,608,304	\$507,257	4,332,447
Allowance for loan and lease losses					(52,244)
Cash and due from banks					124,573
Premises and equipment, net					118,708
Other assets					382,851
Total assets					\$4,906,335
Interest-Bearing Liabilities					
Interest-bearing non-maturity deposits	\$1,043,460	\$—	\$—	\$1,185,191	\$2,228,651
Time deposits	150,194	227,396	113,054	1,619	492,263
Borrowings	—	—	—	31,644	31,644
Total interest-bearing liabilities	\$1,193,654	\$227,396	\$113,054	\$1,218,454	2,752,558
Other liabilities					1,389,769
Total liabilities					4,142,327
Shareholders' equity					764,008
Total liabilities and shareholders' equity					\$4,906,335
Interest-bearing liabilities as a percent of total interest-earning assets	27.55	% 5.25	% 2.61	% 28.12	%
Rate sensitivity gap	\$576,867	\$218,969	\$1,495,250	\$(711,197)	
Cumulative rate sensitivity gap	\$576,867	\$795,836	\$2,291,086	\$1,579,889	
Rate sensitivity gap as a percentage of interest-earning assets	13.32	% 5.05	% 34.51	% (16.42)	%
Cumulative rate sensitivity gap as a percentage of interest-earning assets	13.32	% 18.37	% 52.88	% 36.47	%

Interest Rate Sensitivity on Net Interest Income

A number of measures are used to monitor and manage interest rate risk, including income simulations and interest sensitivity (gap) analysis. An income simulation model is the primary tool used to assess the direction and magnitude of changes in net interest income resulting from changes in interest rates. Key assumptions in the model include prepayment speeds on mortgage-related assets, cash flows and maturities of other investment securities, loan and deposit volumes and pricing. These assumptions are inherently uncertain and, as a result, the model cannot precisely estimate net interest income or precisely predict the impact of higher or lower interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes and changes in market conditions and management strategies, among other factors.

Based on the results of the simulation model as of December 31, 2012, we would expect a decrease in net interest income of \$1.7 million if interest rates gradually decrease from current rates by 100 basis points and an increase in net interest income of \$9.2 million if interest rates gradually increase from current rates by 200 basis points over a twelve-month period.

Impact of Inflation and Changing Prices

The impact of inflation on our operations is increased operating costs. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates generally have a

more significant impact on a financial institution's performance than the effect of general levels of inflation. Although interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services, increases in inflation generally have resulted in increased interest rates.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Columbia Banking System, Inc.
Tacoma, Washington

We have audited the accompanying consolidated balance sheets of Columbia Banking System, Inc. and its subsidiary (the “Company”) as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Columbia Banking System, Inc. and its subsidiary as of December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2013 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ Deloitte & Touche LLP
Seattle, Washington
February 28, 2013

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CONSOLIDATED BALANCE SHEETS

	December 31, 2012	December 31, 2011
	(in thousands)	
ASSETS		
Cash and due from banks	\$ 124,573	\$ 91,364
Interest-earning deposits with banks	389,353	202,925
Total cash and cash equivalents	513,926	294,289
Securities available for sale at fair value (amortized cost of \$969,359 and \$987,560, respectively)	1,001,665	1,028,110
Federal Home Loan Bank stock at cost	21,819	22,215
Loans held for sale	2,563	2,148
Loans, excluding covered loans, net of unearned income of (\$7,767) and (\$16,217), respectively	2,525,710	2,348,371
Less: allowance for loan and lease losses	52,244	53,041
Loans, excluding covered loans, net	2,473,466	2,295,330
Covered loans, net of allowance for loan losses of (\$30,056) and (\$4,944), respectively	391,337	531,929
Total loans, net	2,864,803	2,827,259
FDIC loss-sharing asset	96,354	175,071
Interest receivable	14,268	15,287
Premises and equipment, net	118,708	107,899
Other real estate owned (\$16,311 and \$28,126 covered by FDIC loss-share, respectively)	26,987	51,019
Goodwill	115,554	115,554
Core deposit intangible, net	15,721	20,166
Other assets	113,967	126,928
Total assets	\$ 4,906,335	\$ 4,785,945
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing	\$ 1,321,171	\$ 1,156,610
Interest-bearing	2,720,914	2,658,919
Total deposits	4,042,085	3,815,529
Federal Home Loan Bank advances	6,644	119,009
Securities sold under agreements to repurchase	25,000	25,000
Other liabilities	68,598	67,069
Total liabilities	4,142,327	4,026,607
Commitments and contingent liabilities (Note 15)		
Shareholders' equity:		
	December 31, 2012	December 31, 2011
Common stock (no par value)		
Authorized shares	63,033	63,033
Issued and outstanding	39,686	39,506
Retained earnings	162,388	155,069
Accumulated other comprehensive income	20,149	25,133
Total shareholders' equity	764,008	759,338

Total liabilities and shareholders' equity	\$4,906,335	\$4,785,945
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See accompanying Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENTS OF INCOME

	Years ended December 31,		
	2012	2011	2010
	(in thousands except per share)		
Interest Income			
Loans	\$219,433	\$218,420	\$157,292
Taxable securities	18,276	21,870	18,276
Tax-exempt securities	9,941	10,142	9,348
Federal funds sold and deposits in banks	854	839	963
Total interest income	248,504	251,271	185,879
Interest Expense			
Deposits	5,887	10,478	16,733
Federal Home Loan Bank advances	2,608	2,980	2,841
Prepayment charge on Federal Home Loan Bank advances	603	—	—
Long-term obligations	—	579	1,029
Other borrowings	479	498	489
Total interest expense	9,577	14,535	21,092
Net Interest Income	238,927	236,736	164,787
Provision for loan and lease losses	13,475	7,400	41,291
Provision (recapture) for losses on covered loans	25,892	(1,648)	6,055
Net interest income after provision (recapture) for loan and lease losses	199,560	230,984	117,441
Noninterest Income (Loss)			
Service charges and other fees	29,998	26,632	24,698
Gain on bank acquisitions, net of tax	—	1,830	9,818
Merchant services fees	8,154	7,385	7,502
Investment securities gains (losses), net	3,733	(2,816)	58
Bank owned life insurance	2,861	2,188	2,041
Change in FDIC loss-sharing asset	(24,467)	(49,496)	4,908
Other	6,779	4,994	3,756
Total noninterest income (loss)	27,058	(9,283)	52,781
Noninterest Expense			
Compensation and employee benefits	85,434	81,552	69,780
Occupancy	20,031	18,963	16,814
Merchant processing	3,612	3,698	4,364
Advertising and promotion	3,650	3,686	3,081
Data processing	9,714	8,484	8,769
Legal and professional fees	8,915	6,486	5,684
Taxes, licenses and fees	4,736	4,446	2,858
Regulatory premiums	3,384	4,337	6,485
Net cost (benefit) of operation of other real estate owned	(1,969)	(1,022)	787
Amortization of intangibles	4,445	4,319	3,922
FDIC clawback liability expense (recovery)	(54)	3,656	—
Other	21,015	17,154	14,603
Total noninterest expense	162,913	155,759	137,147
Income before income taxes	63,705	65,942	33,075
Provision for income taxes	17,562	17,905	2,291
Net Income	\$46,143	\$48,037	\$30,784
Net Income Applicable to Common Shareholders	\$46,143	\$48,037	\$25,837

Earnings Per Common Share

Basic	\$1.16	\$1.22	\$0.73
Diluted	\$1.16	\$1.21	\$0.72
Dividends paid per common share	\$0.98	\$0.27	\$0.04
Weighted average number of common shares outstanding	39,260	39,103	35,209
Weighted average number of diluted common shares outstanding	39,263	39,180	35,392

See accompanying Notes to Consolidated Financial Statements.

Table of ContentsCOLUMBIA BANKING SYSTEM, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years ended December 31,		
	2012	2011	2010
	(in thousands)		
Net income	\$46,143	\$48,037	\$30,784
Other comprehensive income, net of tax:			
Unrealized gain from securities:			
Net unrealized holding gain (loss) from available for sale securities arising during the period, net of tax of \$1,902, (\$7,462) and (\$1,047)	(2,609)	13,285	1,587
Reclassification adjustment of net gain from sale of available for sale securities included in income, net of tax of \$1,316, \$48 and \$20	(2,417)	(85)	(38)
Net unrealized gain (loss) from securities, net of reclassification adjustment	(5,026)	13,200	1,549
Cash flow hedging instruments:			
Reclassification adjustment of net gain included in income, net of tax of \$0, \$79, and \$625	—	(143)	(1,134)
Net change in cash flow hedging instruments	—	(143)	(1,134)
Pension plan liability adjustment:			
Unrecognized net actuarial gain (loss) during the period, net of tax of \$0, \$154 and (\$12)	—	(260)	23
Less: amortization of unrecognized net actuarial gains and losses included in net periodic pension cost, net of tax of (\$38), (\$31) and (\$15)	42	55	27
Pension plan liability adjustment, net	42	(205)	50
Other comprehensive income (loss)	(4,984)	12,852	465
Comprehensive income	\$41,159	\$60,889	\$31,249

See accompanying Notes to Consolidated Financial Statements.

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COLUMBIA BANKING SYSTEM, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Preferred Stock		Common Stock		Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
	Number of Shares	Amount	Number of Shares	Amount			
	(in thousands)						
Balance at January 1, 2010	77	\$74,301	28,129	\$348,706	\$93,316	\$ 11,816	\$528,139
Net income	—	—	—	—	30,784	—	30,784
Other comprehensive income	—	—	—	—	—	465	465
Redemption of preferred stock and common stock warrant	(77)	(76,898)	—	(3,302)	—	—	(80,200)
Accretion of preferred stock discount	—	2,597	—	—	(2,597)	—	—
Issuance of common stock, net of offering costs	—	—	11,040	229,129	—	—	229,129
Issuance of common stock - stock option and other plans	—	—	69	923	—	—	923
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	100	1,424	—	—	1,424
Tax benefit associated with share-based compensation	—	—	—	25	—	—	25
Preferred dividends	—	—	—	—	(2,350)	—	(2,350)
Cash dividends paid on common stock	—	—	—	—	(1,461)	—	(1,461)
Balance at December 31, 2010	—	\$—	39,338	\$576,905	\$117,692	\$ 12,281	\$706,878
Net income	—	—	—	—	48,037	—	48,037
Other comprehensive income	—	—	—	—	—	12,852	12,852
Issuance of common stock - stock option and other plans	—	—	51	848	—	—	848
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	119	1,635	—	—	1,635
Tax benefit deficiency associated with share-based compensation	—	—	—	(220)	—	—	(220)
Purchase and retirement of common stock	—	—	(2)	(32)	—	—	(32)
Cash dividends paid on common stock	—	—	—	—	(10,660)	—	(10,660)
	—	\$—	39,506	\$579,136	\$155,069	\$ 25,133	\$759,338

Balance at December 31, 2011							
Net income	—	—	—	—	46,143	—	46,143
Other comprehensive loss	—	—	—	—	—	(4,984)	(4,984)
Issuance of common stock - stock option and other plans	—	—	40	713	—	—	713
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	140	1,622	—	—	1,622
Cash dividends paid on common stock	—	—	—	—	(38,824)	—	(38,824)
Balance at December 31, 2012	—	\$—	39,686	\$581,471	\$162,388	\$20,149	\$764,008

See accompanying Notes to Consolidated Financial Statements.

Table of ContentsCOLUMBIA BANKING SYSTEM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Cash Flows From Operating Activities			
Net Income	\$46,143	\$48,037	\$30,784
Adjustments to reconcile net income to net cash provided by operating activities			
Provision for loan and lease losses and losses on covered loans	39,367	5,752	47,346
Stock-based compensation expense	1,622	1,635	1,424
Depreciation, amortization and accretion	57,305	46,121	11,352
Gain on FDIC-assisted bank acquisitions	—	(1,830)	(9,818)
Investment securities (gain) loss, net	(3,733)	2,816	(58)
Net realized (gain) loss on sale of other assets	(456)	79	(33)
Net realized gain on sale of other real estate owned	(11,634)	(9,310)	(5,253)
Gain on termination of cash flow hedging instruments	—	(222)	(1,759)
Write-down on other real estate owned	8,300	6,307	5,144
Deferred income tax expense (benefit)	(3,656)	(3,783)	15,838
Net change in:			
Loans held for sale	(415)	(1,394)	(754)
Interest receivable	1,019	(1,243)	4,472
Interest payable	(629)	(403)	(784)
Other assets	(2,113)	(19,248)	18,419
Other liabilities	3,779	13,110	7,816
Net cash provided by operating activities	134,899	86,424	124,136
Cash Flows From Investing Activities			
Loans originated and acquired, net of principal collected	(92,088)	(110,577)	164,084
Purchases of:			
Securities available for sale	(322,342)	(453,043)	(179,332)
Premises and equipment	(17,137)	(15,088)	(36,503)
Proceeds from:			
FDIC reimbursement on loss-sharing asset	54,649	54,200	—
Sales of securities available for sale	95,165	72,523	69,328
Principal repayments and maturities of securities available for sale	236,749	148,583	92,840
Sales of loans held for investment and other assets	4,414	46	902
Sales of covered other real estate owned	33,315	20,619	17,890
Sales of other real estate and other personal property owned	15,689	12,278	4,800
Termination of trust subsidiaries	—	774	—
Capital improvements on other real estate properties	(11)	(735)	(1,720)
Increase (decrease) in Small Business Administration secured borrowings	—	(642)	642
Net cash acquired in business combinations	—	247,792	145,534
Net cash provided by (used in) investing activities	8,403	(23,270)	278,465
Cash Flows From Financing Activities			
Net increase (decrease) in deposits	226,556	(204,586)	(302,758)
Proceeds from:			
Issuance of common stock	—	—	229,129
Exercise of stock options	713	848	923

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Federal Home Loan Bank advances	100	100	—
Federal Reserve Bank borrowings	100	100	—
Payments for:			
Repayment of Federal Home Loan Bank advances	(112,210)	(42,989)	(36,276)
Repayment of Federal Reserve Bank borrowings	(100)	(100)	—
Preferred stock dividends	—	—	(2,841)
Common stock dividends	(38,824)	(10,660)	(1,461)
Repayment of long-term subordinated debt	—	(25,774)	—
Repurchase of preferred stock and common stock warrant	—	—	(80,200)
Purchase and retirement of common stock	—	(32)	—
Excess tax benefit from stock-based compensation	—	98	25
Net decrease in other borrowings	—	—	(86)
Net cash provided by (used in) financing activities	76,335	(282,995)	(193,545)
Increase (decrease) in cash and cash equivalents	219,637	(219,841)	209,056
Cash and cash equivalents at beginning of period	294,289	514,130	305,074
Cash and cash equivalents at end of period	\$513,926	\$294,289	\$514,130
Supplemental Information:			
Cash paid during the year for:			
Cash paid for interest	\$10,206	\$14,938	\$21,876
Cash paid for income tax	\$11,927	\$23,025	\$6,895
Non-cash investing activities			
Assets acquired in FDIC-assisted acquisitions (excluding cash and cash equivalents)	\$—	\$485,870	\$1,075,166
Liabilities assumed in FDIC-assisted acquisitions	\$—	\$731,832	\$1,210,882
Loans transferred to other real estate owned	\$21,627	\$24,357	\$29,864

See accompanying Notes to Consolidated Financial Statements.

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COLUMBIA BANKING SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended December 31, 2012, 2011 and 2010

1. Summary of Significant Accounting Policies

Organization

Columbia Banking System, Inc. (the “Corporation”) is the holding company for Columbia State Bank (the “Bank”). The Bank provides a full range of financial services through 99 branch locations, including 74 in the State of Washington and 25 in Oregon. Because the Bank comprises substantially all of the business of the Corporation, references to the “Company” mean the Corporation and the Bank together. The Corporation is approved as a bank holding company pursuant to the Gramm-Leach-Bliley Act of 1999.

The Company’s accounting and reporting policies conform to accounting principles generally accepted in the United States of America (“GAAP”) and practices in the financial services industry. To prepare the financial statements in conformity with GAAP, management must make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and income and expenses during the reporting period.

Circumstances and events that differ significantly from those underlying our estimates and assumptions could cause actual financial results to differ from our estimates. The most significant estimates included in the financial statements relate to the allowance for loan and lease losses, business combinations, acquired impaired loans, Federal Deposit Insurance Corporation loss sharing asset and goodwill impairment.

The Company has applied its accounting policies and estimation methods consistently in all periods presented in these financial statements (to the periods in which they applied), except for certain estimates related to the measurement of expected future cash flows on acquired impaired loans. For those certain estimates, in 2011 the Company began utilizing actual historical loan data rather than industry data, which had been utilized in 2010. The results of operations reflect any adjustments, all of which are of a normal recurring nature, and which, in the opinion of management, are necessary for a fair presentation of the results of the periods presented.

Consolidation

The consolidated financial statements of the Company include the accounts of the Corporation and the Bank.

Intercompany balances and transactions have been eliminated in consolidation.

Cash and cash equivalents

Cash and cash equivalents include cash and due from banks, and interest bearing balances due from correspondent banks and the Federal Reserve Bank. Cash and cash equivalents have a maturity of 90 days or less at the time of purchase.

Securities

Securities are classified based on management’s intention on the date of purchase. All securities are classified as available for sale and are presented at fair value. Unrealized gains or losses on securities available for sale are excluded from net income but are included as separate components of other comprehensive income, net of taxes. Purchase premiums or discounts on securities available for sale are amortized or accreted into income using the interest method over the terms of the individual securities. The Company performs a quarterly assessment to determine whether a decline in fair value below amortized cost is other-than-temporary. Amortized cost includes adjustments made to the cost of an investment for accretion, amortization, collection of cash and previous other-than temporary impairment recognized in earnings. Other-than-temporary impairment exists when it is probable that the Company will be unable to recover the entire amortized cost basis of the security. If the decline in fair value is judged to be other than temporary, the security is written down to fair value which becomes the new cost basis and an impairment loss is recognized.

In performing the quarterly assessment for debt securities, management considers whether or not the Company expects to recover the entire amortized cost basis of the security. In addition, management also considers whether it is more likely than not that it will not have to sell the security before recovery of its cost basis. If the Company intends to sell a security or it is more likely than not it will be required to sell a security prior to recovery of its cost basis, the entire amount of impairment is recognized in earnings. If the Company does not intend to sell the security or it is not more likely than not it will be required to sell the security prior to recovery of its cost basis, the credit loss component

of impairment is recognized in earnings and impairment associated with non-credit factors, such as market liquidity, is recognized in other comprehensive income net of tax. A credit loss is the difference between the cost basis of the security and the present value of cash flows expected to be collected, discounted at the security's effective interest rate at the date of acquisition. The cost basis of an other-than-

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temporarily impaired security is written down by the amount of impairment recognized in earnings. The new cost basis is not adjusted for subsequent recoveries in fair value. However, the difference between the new amortized cost basis and the cash flows expected to be collected is accreted as interest income. The total other-than-temporary impairment is presented in the consolidated statements of income with a reduction for the amount of other-than-temporary impairment that is recognized in other comprehensive income, if any.

Realized gains or losses on sales of securities available for sale are recorded using the specific identification method.

Federal Home Loan Bank Stock

The Company's investment in Federal Home Loan Bank ("FHLB") stock is carried at par value because the shares can only be redeemed with the FHLB at par. The Company is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages and FHLB advances. Stock redemptions are at the discretion of the FHLB or of the Company, upon five years' prior notice for FHLB Class B stock or six months notice for FHLB Class A stock to the FHLB. FHLB stock is carried at cost and is subject to recoverability testing per the Financial Services—Depository and Lending topic of the FASB Accounting Standards Codification ("ASC").

Loans

Loans are generally carried at the unpaid principal balance, net of premiums, unearned discounts and net deferred loan fees. Net deferred loan fees include deferred unamortized fees less direct incremental loan origination costs. Net deferred loan fees, premiums and unearned discounts on loans are recognized in interest income using either the interest method or straight-line method over the terms of the loans, adjusted for actual prepayments. Interest income is accrued as earned. Fees related to lending activities other than the origination or purchase of loans are recognized as noninterest income during the period the related services are performed.

Nonaccrual loans—Loans are placed on nonaccrual status when a loan becomes contractually past due 90 days with respect to interest or principal unless the loan is both well secured and in the process of collection, or if full collection of interest or principal becomes uncertain. When a loan is placed on nonaccrual status, any accrued and unpaid interest receivable is reversed and the recognition of net deferred loan fees, premiums and unearned discounts ceases. Thereafter, interest collected on the loan is accounted for on the cash collection or cost recovery method until qualifying for return to accrual status. Generally, a loan may be returned to accrual status when the delinquent principal and interest are brought current in accordance with the terms of the loan agreement for a minimum period of six months and future payments are reasonably assured.

Impaired loans—Loans are considered impaired when based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement or when a loan has been modified in a troubled debt restructuring. The assessment for impairment occurs when and while such loans are designated as classified per the Company's internal risk rating system or when and while such loans are on nonaccrual. All nonaccrual loans greater than \$500,000 are considered impaired and analyzed individually on a quarterly basis. Classified loans with an outstanding balance greater than \$500,000 are evaluated for potential impairment on a quarterly basis.

When a loan with unique risk characteristics has been identified as being impaired, the amount of impairment will be measured by the Company using discounted cash flows, except when it is determined that the primary (remaining) source of repayment for the loan is the operation or liquidation of the underlying collateral. In these cases, the current fair value of the collateral, reduced by costs to sell, will be used in place of discounted cash flows. As a final alternative, the observable market price of the debt may be used to assess impairment. Predominantly, the Company uses the fair value of collateral approach based upon a reliable valuation.

When the measurement of the impaired loan is less than the recorded amount of the loan, an impairment is recognized by recording a charge-off to the allowance for loan and lease losses or by designating a specific reserve. The Company's policy is to record cash receipts received on impaired loans first as reductions to principal and then to interest income.

Restructured Loans—A loan is classified as a troubled debt restructuring when a borrower is experiencing financial difficulties that lead to a restructuring of the loan, and the Company grants concessions to the borrower in the restructuring that it would not otherwise consider. These concessions may include interest rate reductions, principal forgiveness, extension of maturity date and other actions intended to minimize potential losses. Generally, a

nonaccrual loan that is restructured remains on nonaccrual status for a period of six months to demonstrate that the borrower can meet the restructured terms. If the borrower's performance under the new terms is not reasonably assured, the loan remains classified as a nonaccrual loan.

Acquired Impaired Loans—Loans acquired with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are accounted for under Accounting Standards Codification

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(“ASC”) 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, formerly SOP 03-3 Accounting for Certain Loans or Debt Securities Acquired in a Transfer. In addition, because of the significant discounts associated with certain of the acquired loan portfolios, the Company elected to account for those certain acquired loans under ASC 310-30.

In situations where such loans have similar risk characteristics, loans are aggregated into pools to estimate cash flows. A pool is accounted for as a single asset with a single interest rate, cumulative loss rate and cash flow expectation. Expected cash flows at the acquisition date in excess of the fair value of loans are considered to be accretable yield, which is recognized as interest income over the life of the loan pool using a level yield method if the timing and amount of the future cash flows of the pool is reasonably estimable. Subsequent to the acquisition date, any increases in cash flow over those expected at purchase date in excess of fair value are recorded as interest income prospectively. Any subsequent decreases in cash flow over those expected at purchase date due to credit deterioration are recognized by recording an allowance for losses on covered loans. Any disposals of loans, including sales of loans, payments in full or foreclosures result in the removal of the loan from the loan pool at the carrying amount.

Covered Loans—The term covered loans refers to acquired loans that are covered under a loss-sharing agreement with the FDIC. The bulk of covered loans are accounted for under ASC 310-30. See Acquired Impaired Loans for further discussion.

Unfunded loan commitments—Unfunded commitments are generally related to providing credit facilities to clients of the Bank and are not actively traded financial instruments. These unfunded commitments are disclosed as financial instruments with off-balance sheet risk in Note 15 in the Notes to Consolidated Financial Statements.

Allowance for Loan and Lease Losses

The Company accounts for the credit risk associated with lending activities through its allowance for loan and lease losses and provision for loan and lease losses. The provision is the expense recognized in the consolidated statements of income to adjust the allowance to the levels deemed appropriate by management, as determined through application of the Company’s allowance methodology procedures. The provision for loan and lease losses reflects management’s judgment of the adequacy of the allowance for loan and lease losses. Loan and lease losses are charged against the allowance when management believes the collectability of a loan balance is unlikely. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan and lease losses is evaluated on a regular basis by management and is based upon management’s periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of general, specific, and unallocated components. The general component covers loans not specifically measured for impairment and is based on historical loss experience adjusted for qualitative factors. The specific component relates to loans that are impaired. For impaired loans an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The unallocated allowance provides for other credit losses inherent in the Company’s loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally comprises less than 5% of the allowance. The unallocated amount is reviewed periodically based on trends in credit losses, the results of credit reviews and overall economic trends.

Allowance for Unfunded Commitments and Letters of Credit

The allowance for unfunded commitments is maintained at a level believed by management to be sufficient to absorb estimated probable losses related to these unfunded credit facilities. The determination of the adequacy of the allowance is based on periodic evaluations of the unfunded credit facilities including an assessment of the probability of commitment usage, credit risk factors for loans outstanding to these same customers, and the terms and expiration dates of the unfunded credit facilities. The allowance for unfunded commitments is included in other liabilities on the consolidated balance sheets, with changes to the balance charged against noninterest expense.

Allowance for Loan Losses on Covered Loans

The Company updates its cash flow projections for covered loans accounted for under ASC 310-30 on a quarterly basis. Assumptions utilized in this process include projections related to probability of default, loss severity, prepayment and recovery lag. Projections related to probability of default and prepayment are calculated utilizing a loan migration analysis. The loan migration analysis is a matrix of probability that is used to estimate the probability of a loan pool transitioning into a particular delinquency state given its delinquency state at the remeasurement date. Loss severity factors are based upon either actual

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charge-off data within the loan pools or industry averages and recovery lags are based upon the collateral within the loan pools.

Any decreases in expected cash flows after the acquisition date and subsequent measurement periods are recognized by recording a provision for loan losses. See Acquired Impaired Loans for further discussion.

Premises and Equipment

Land, buildings, leasehold improvements and equipment are stated at cost less accumulated depreciation and amortization. Gains or losses on dispositions are reflected in current operations. Expenditures for improvements and major renewals are capitalized, and ordinary maintenance, repairs and small purchases are charged to operating expenses. Depreciation and amortization are computed based on the straight-line method over the estimated useful lives of the various classes of assets. The ranges of useful lives for the principal classes of assets are as follows:

Buildings and building improvements	5 to 39 years
Leasehold improvements	Term of lease or useful life, whichever is shorter
Furniture, fixtures and equipment	3 to 7 years
Vehicles	5 years
Computer software	3 to 5 years

Software

Capitalized software is stated at cost, less accumulated amortization. Amortization is computed on a straight-line basis and charged to expense over the estimated useful life of the software which is generally three years. Capitalized software is included in Premises and equipment, net in the Consolidated Balance Sheets.

Other Real Estate Owned

Other real estate owned (“OREO”) is composed of real estate acquired in satisfaction of loans. Properties acquired by foreclosure or deed in lieu of foreclosure are transferred to OREO and are recorded at fair value less estimated costs to sell, at the date of transfer of the property. If the carrying value exceeds the fair value at the time of the transfer, the difference is charged to the allowance for loan and lease losses. The fair value of the OREO property is based upon current appraisal. Losses that result from the ongoing periodic valuation of these properties are charged to the net cost of operation of OREO in the period in which they are identified. Improvements to the OREO are capitalized and holding costs are charged to the net cost of operation of OREO as incurred.

Covered OREO—Covered OREO includes acquired OREO that is covered under a loss-sharing agreement with the FDIC. These assets were recorded at their fair value on acquisition date. Covered OREO is reported in Other real estate owned in the Consolidated Balance Sheets. Covered OREO is reported exclusive of expected reimbursement cash flows from the FDIC. Upon transferring covered loan collateral to covered OREO status, valuation adjustments arising from acquisition accounting on the related loan are also transferred to covered OREO. Valuation adjustments arising from acquisition accounting on covered OREO result in a reduction of the covered OREO carrying amount and a corresponding increase in the expected FDIC reimbursement, with the estimated net loss to the Company, if any, charged against earnings.

FDIC Loss-sharing Asset

The acquisition date fair value of the reimbursement the Company expected to receive from the FDIC under loss-sharing agreements was recorded in the FDIC loss-sharing asset on the Consolidated Balance Sheet. Subsequent to initial recognition, the FDIC loss-sharing asset is reviewed quarterly and adjusted for any changes in expected cash flows. These adjustments are measured on the same basis as the related covered assets. Any decrease in expected cash flows for the covered assets due to an increase in expected credit losses will increase the FDIC loss-sharing asset and any increase in expected future cash flows for the covered assets due to a decrease in expected credit losses will decrease the FDIC loss-sharing asset. Changes in the estimated cash flows on covered assets that are immediately recognized in income generally result in a similar immediate adjustment to the loss-sharing asset while changes in expected cash flows on covered assets that are accounted for as an adjustment to yield generally result in adjustments to the amortization or accretion rate for the loss-sharing asset. Increases and decreases to the FDIC loss-sharing asset are recorded as adjustments to noninterest income.

Goodwill and Intangibles

Net assets of companies acquired in purchase transactions are recorded at fair value at the date of acquisition. Identified intangibles are amortized on an accelerated basis over the period benefited. Goodwill is not amortized but is reviewed for potential impairment during the third quarter on an annual basis or, more frequently, if events or circumstances indicate a

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potential impairment, at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment for which discrete financial information is available and regularly reviewed by management. The Company consists of a single reporting unit. If the fair value of the reporting unit, including goodwill, is determined to be less than the carrying amount of the reporting unit, a further test is required to measure the amount of impairment. If an impairment loss exists, the carrying amount of goodwill is adjusted to a new cost basis. Subsequent reversal of a previously recognized goodwill impairment loss is prohibited.

Intangible assets are evaluated for impairment if events and circumstances indicate a possible impairment. Such evaluation of other intangible assets is based on undiscounted cash flow projections. At December 31, 2012, intangible assets included on the consolidated balance sheets consist of a core deposit intangible amortized using an accelerated method with an original estimated life of approximately 10 years .

Income Taxes

The provision for income taxes includes current and deferred income tax expense on net income adjusted for permanent and temporary differences such as interest income on state and municipal securities and affordable housing credits. Deferred tax assets and liabilities are recognized for the expected future tax consequences of existing temporary differences between the financial reporting and tax reporting basis of assets and liabilities using enacted tax laws and rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. On a quarterly basis, management evaluates deferred tax assets to determine if these tax benefits are expected to be realized in future periods. This determination is based on facts and circumstances, including the Company's current and future tax outlook. To the extent a deferred tax asset is no longer considered "more likely than not" to be realized, a valuation allowance is established.

Advertising

Advertising costs are generally expensed as incurred.

Earnings per Common Share

The Company calculates earnings per common share ("EPS") using the two-class method in accordance with the Earnings per Share topic of the FASB ASC. The two-class method requires the Company to present EPS as if all of the earnings for the period are distributed to common shareholders and any participating securities, regardless of whether any actual dividends or distributions are made. Under authoritative guidance, all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends are considered participating securities. The Company grants restricted shares under a share-based compensation plan that qualifies as participating securities. Restricted shares issued under the Company's share-based compensation plan are entitled to dividends at the same rate as common stock.

Basic EPS are computed by dividing distributed and undistributed earnings available to common shareholders by the weighted average number of common shares outstanding for the period. Distributed and undistributed earnings available to common shareholders represent net income reduced by preferred stock dividends and distributed and undistributed earnings available to participating securities. Common shares outstanding include common stock and vested restricted stock awards. Diluted EPS reflect the assumed conversion of all potential dilutive securities.

Share-Based Payment

The Company accounts for stock options and stock awards in accordance with the Compensation—Stock Compensation topic of the FASB ASC. Authoritative guidance requires the Company to measure the cost of employee services received in exchange for an award of equity instruments, such as stock options or stock awards, based on the fair value of the award on the grant date. This cost must be recognized in the consolidated statements of income over the vesting period of the award.

The Company issues restricted stock awards which generally vest over a four- or five-year period during which time the holder receives dividends and has full voting rights. Restricted stock is valued at the closing price of the Company's stock on the date of an award.

Derivatives and Hedging Activities

In accordance with the Derivatives and Hedging topic of the FASB ASC, the Company recognizes derivatives as assets or liabilities on the consolidated balance sheets at their fair value. The treatment of changes in the fair value of derivatives depends on the character of the transaction.

The Company enters into derivative contracts to add stability to interest income and to manage its exposure to changes in interest rates. On the date the Company enters into a derivative contract, the derivative instrument is designated as:
(1) a hedge

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of the fair value of a recognized asset or liability or of an unrecognized firm commitment (a “fair value” hedge); (2) a hedge of the variability in expected future cash flows associated with an existing recognized asset or liability or a probable forecasted transaction (a “cash flow” hedge); or (3) held for other economic purposes (an “economic” hedge) and not formally designated as part of qualifying hedging relationships under authoritative guidance.

In a fair value hedge, changes in the fair value of the hedging derivative are recognized in earnings and offset by recognizing changes in the fair value of the hedged item attributable to the risk being hedged. To the extent that the hedge is ineffective, the changes in fair value will not offset and the difference is reflected in earnings.

In a cash flow hedge, the effective portion of the change in the fair value of the hedging derivative is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings during the same period in which the hedged item affects earnings. The change in fair value of any ineffective portion of the hedging derivative is recognized immediately in earnings. When a cash flow hedge is discontinued, the net derivative gain or loss continues to be reported in accumulated other comprehensive income unless it is probable that the forecasted transactions will not occur by the end of the originally specified time period. The net derivative gain or loss from a discontinued cash flow hedge is reclassified into earnings during the originally specified time period in which the forecasted transactions were to occur.

The Company formally documents the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategy before initiating a hedge. To qualify for hedge accounting, the derivatives and related hedged items must be designated as a hedge. For hedging relationships in which effectiveness is measured, the correlations between the hedging instruments and hedged items are assessed at inception of the hedge and on an ongoing basis, which includes determining whether the hedge relationship is expected to be highly effective in offsetting changes in fair value or cash flows of hedged items.

Derivatives used for other economic purposes are used as economic hedges in which the Company has not attempted to achieve the highly effective hedge accounting standard under authoritative guidance. The changes in fair value of these instruments are recognized immediately in earnings.

Accounting Pronouncements

During the year ended December 31, 2012, the following Accounting Standards Updates (“ASU”) were issued or became effective:

In October 2012, the FASB issued ASU 2012-06, Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution. ASU 2012-06 clarifies that when a reporting entity recognizes an indemnification asset as a result of a government-assisted acquisition of a financial institution and there is a subsequent change in the amount of cash flows expected to be collected on the indemnified asset, the reporting entity should subsequently measure the indemnification asset on the same basis as the underlying loans by taking into account the contractual limitations of the Loss-Sharing Agreement (“LSA”). For amortization of changes in value, the reporting entity should use the term of the LSA if it is shorter than the term of the acquired loans. ASU 2012-06 is effective for interim and annual periods beginning after December 15, 2012. Early adoption is permitted. Based upon the most recent measurement of expected losses covered under loss-sharing agreements, adoption of the new guidance is expected to result in an additional \$6.2 million of indemnification asset amortization over the remaining life of the loss-sharing agreements.

In December 2011, the FASB issued ASU 2011-11, Disclosures about Offsetting Assets and Liabilities (Topic 210). ASU 2011-11 requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU 2011-11 is effective for interim and annual periods beginning on or after January 1, 2013 and should be applied retrospectively for all comparative periods presented. Subsequent to December 31, 2012, the FASB issued ASU 2013-01 which clarifies the scope of ASU 2011-11. Adoption of the new guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income (Topic 220). ASU 2011-05 attempts to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The effective date of ASU 2011-05 was the first interim or fiscal period beginning after December 15, 2011 and should be applied retrospectively. Early adoption was

permitted. In December 2011, the FASB issued ASU 2011-11, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. ASU 2011-11 deferred the effective date for certain amendments related to the presentation of reclassification of items out of accumulated other comprehensive income. The Company early adopted the remaining applicable amendments in ASU 2011-05 during 2011 and the adoption of this ASU had no impact on the Company's financial condition or results of operations. Subsequent to December 31, 2012, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive

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Income. The Update requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component and to present either on the face of the statement where net income is presented, 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 to be reclassified to net income in its entirety in the same reporting period. The amendments are effective for annual and interim reporting periods beginning on or after December 15, 2012. The Company is currently in the process of evaluating the ASU but does not expect it will have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. Generally Accepted Accounting Principles ("GAAP") and International Financial Reporting Standards ("IFRS") (Topic 820). ASU 2011-04 developed common requirements between GAAP and IFRS for measuring fair value and for disclosing information about fair value measurements. The effective date of ASU 2011-04 will be during interim or annual period beginning after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company adopted this ASU during the current period with no impact on the Company's financial condition or results of operations.

2. Cash and Cash Equivalents

The Company is required to maintain an average reserve balance with the Federal Reserve Bank or maintain such reserve balance in the form of cash. The average required reserve balance for the years ended December 31, 2012 and 2011 was approximately \$28.6 million and \$27.0 million, respectively, and was met by holding cash and maintaining an average balance with the Federal Reserve Bank.

3. Securities

At December 31, 2012 the Company's securities portfolio primarily consisted of securities issued by the U.S. government, U.S. government agencies, U.S. government-sponsored enterprises and state and municipalities. All of the Company's mortgage-backed securities and collateralized mortgage obligations are issued by U.S. government agencies and U.S. government-sponsored enterprises and are implicitly guaranteed by the U.S. government. The Company had no other issuances in its portfolio which exceeded ten percent of shareholders' equity.

The following table summarizes the amortized cost, gross unrealized gains and losses and the resulting fair value of securities available for sale:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2012	(in thousands)			
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$561,076	\$16,719	\$(5,426)	\$572,369
State and municipal securities	265,070	20,893	(388)	285,575
U.S. government agency and government-sponsored enterprise securities	120,085	851	(435)	120,501
U.S. government securities	19,804	39	(15)	19,828
Other securities	3,324	104	(36)	3,392
Total	\$969,359	\$38,606	\$(6,300)	\$1,001,665
December 31, 2011				
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$678,631	\$19,323	\$(2,000)	\$695,954
State and municipal securities	263,075	22,746	(58)	285,763
U.S. government agency and government-sponsored enterprise securities	42,558	505	—	43,063
Other securities	3,296	64	(30)	3,330

Total	\$987,560	\$42,638	\$(2,088))	\$1,028,110
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Gross realized losses amounted to \$714 thousand, \$250 thousand, and \$148 thousand for the years ended December 31, 2012, 2011 and 2010, respectively. Gross realized gains amounted to \$4.4 million, \$384 thousand, and \$206 thousand for the years ended December 31, 2012, 2011 and 2010, respectively. The following table summarizes the amortized cost and fair value of securities available for sale by contractual maturity groups:

	December 31, 2012	
	Amortized Cost	Fair Value
	(in thousands)	
Due within one year	\$25,062	\$25,440
Due after one year through five years	127,971	131,704
Due after five years through ten years	209,031	215,390
Due after ten years	603,971	625,739
Other securities with no stated maturity	\$3,324	\$3,392
Total investment securities available-for-sale	\$969,359	\$1,001,665

The following table summarizes, as of December 31, 2012 and 2011, the carrying value of securities pledged as collateral to secure public deposits, borrowings and other purposes as permitted or required by law:

	December 31, 2012	December 31, 2011
	(in thousands)	
To Washington and Oregon State to secure public deposits	\$281,006	\$225,345
To Federal Home Loan Bank to secure advances	—	91,097
To Federal Reserve Bank to secure borrowings	47,634	56,347
Other securities pledged	46,090	47,454
Total securities pledged as collateral	\$374,730	\$420,243

The following tables show the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2012 and 2011:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(in thousands)					
December 31, 2012						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$167,739	\$(5,090)	\$12,204	\$(336)	\$179,943	\$(5,426)
State and municipal securities	20,413	(383)	210	(5)	20,623	(388)
U.S. government agency and government-sponsored enterprise securities	56,600	(435)	—	—	56,600	(435)
U.S. government securities	9,914	(15)	—	—	9,914	(15)
Other securities	—	—	964	(36)	964	(36)
Total	\$254,666	\$(5,923)	\$13,378	\$(377)	\$268,044	\$(6,300)
December 31, 2011						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$238,875	\$(1,999)	\$196	\$(1)	\$239,071	\$(2,000)
State and municipal securities	3,820	(24)	950	(34)	4,770	(58)
Other securities	—	—	970	(30)	970	(30)
Total	\$242,695	\$(2,023)	\$2,116	\$(65)	\$244,811	\$(2,088)

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At December 31, 2012, there were 17 U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations securities in an unrealized loss position, of which one was in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2012.

At December 31, 2012, there were 14 state and municipal government securities in an unrealized loss position, of which one was in a continuous loss position for 12 months or more. The unrealized losses on state and municipal securities were caused by interest rate changes or widening of market spreads subsequent to the purchase of the individual securities. Management monitors published credit ratings of these securities for adverse changes. As of December 31, 2012 none of the rated obligations of state and local government entities held by the Company had an adverse credit rating. Because the credit quality of these securities are investment grade and the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2012.

At December 31, 2012, there were five U.S. government agency and government-sponsored enterprise securities in an unrealized loss position, of which none were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2012.

At December 31, 2012, there was one U.S. government security in an unrealized loss position, which was not in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell this security nor does the Company consider it more likely than not that it will be required to sell this security before the recovery of amortized cost basis, which may be maturity, the Company does not consider this investment to be other-than-temporarily impaired at December 31, 2012.

At December 31, 2012, there was one other security, a mortgage-backed securities fund in a continuous unrealized loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates and the additional risk premium investors are demanding for investment securities with these characteristics. The Company does not consider this investment to be other-than-temporarily impaired at December 31, 2012 as it has the intent and ability to hold the investment for sufficient time to allow for recovery in the market value.

Securities Deemed to be Other-Than-Temporarily Impaired

During the fourth quarter of 2012, the Company received full payment on a municipal bond that was determined to be other-than-temporarily impaired during 2011 for which the Company recorded impairment of \$3.0 million in 2011. The prior year impairment and the current year gain related to this security are recorded in the line item Investment securities gains (losses), net in the Consolidated Statements of Income.

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4. Noncovered Loans

Noncovered loans include loans originated through our branch network and loan departments as well as acquired loans that are not subject to FDIC loss-share agreements.

The following is an analysis of the noncovered loan portfolio by major types of loans (net of unearned income):

	December 31, 2012	December 31, 2011
	(in thousands)	
Noncovered loans:		
Commercial business	\$1,155,158	\$1,031,721
Real estate:		
One-to-four family residential	43,922	64,491
Commercial and multifamily residential	1,061,201	998,165
Total real estate	1,105,123	1,062,656
Real estate construction:		
One-to-four family residential	50,602	50,208
Commercial and multifamily residential	65,101	36,768
Total real estate construction	115,703	86,976
Consumer	157,493	183,235
Less: Net unearned income	(7,767)	(16,217)
Total noncovered loans, net of unearned income	2,525,710	2,348,371
Less: Allowance for loan and lease losses	(52,244)	(53,041)
Total noncovered loans, net	\$2,473,466	\$2,295,330
Loans held for sale	\$2,563	\$2,148

At December 31, 2012 and 2011, the Company had no material foreign activities. Substantially all of the Company's loans and unfunded commitments are geographically concentrated in its service areas within the states of Washington and Oregon.

The Company has granted loans to officers and directors of the Company and related interests. These loans are made on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and do not involve more than the normal risk of collectability. The aggregate dollar amount of these loans was \$14.2 million and \$9.0 million at December 31, 2012 and 2011, respectively. During 2012, advances on related party loans were \$7.7 million and repayments totaled \$2.5 million.

At December 31, 2012 and 2011, \$443.4 million and \$462.0 million of commercial and residential real estate loans were pledged as collateral on Federal Home Loan Bank advances. The Company has also pledged \$13.8 million and \$351.3 million of commercial loans to the Federal Reserve Bank for additional borrowing capacity at December 31, 2012 and 2011, respectively.

Nonaccrual loans totaled \$37.4 million and \$53.5 million at December 31, 2012 and 2011, respectively. The amount of interest income foregone as a result of these loans being placed on nonaccrual status totaled \$3.4 million for 2012, \$5.3 million for 2011 and \$6.4 million for 2010. There were no loans 90 days past due and still accruing interest as of December 31, 2012 and December 31, 2011. At December 31, 2012 and 2011, there were \$346 thousand and \$2.0 million, respectively, of commitments of additional funds for loans accounted for on a nonaccrual basis.

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The following is an analysis of noncovered, nonaccrual loans as of December 31, 2012 and 2011:

	December 31, 2012		December 31, 2011	
	Recorded Investment Nonaccrual Loans (in thousands)	Unpaid Principal Balance Nonaccrual Loans	Recorded Investment Nonaccrual Loans	Unpaid Principal Balance Nonaccrual Loans
Noncovered loans:				
Commercial business:				
Secured	\$9,037	\$ 17,821	\$10,124	\$ 16,820
Unsecured	262	262	119	719
Real estate:				
One-to-four family residential	2,349	2,672	2,696	3,011
Commercial and multifamily residential:				
Commercial land	4,076	7,491	3,739	7,230
Income property	8,520	10,815	6,775	9,265
Owner occupied	6,608	7,741	8,971	10,932
Real estate construction:				
One-to-four family residential:				
Land and acquisition	3,084	6,704	7,799	16,703
Residential construction	1,816	2,431	2,986	5,316
Commercial and multifamily residential:				
Income property	—	—	7,067	14,912
Owner occupied	—	—	—	—
Consumer	1,643	1,940	3,207	3,960
Total	\$37,395	\$ 57,877	\$53,483	\$ 88,868

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The following is an aging of the recorded investment of the noncovered loan portfolio as of December 31, 2012 and 2011:

	Current Loans	30 - 59 Days Past Due	60 - 89 Days Past Due	Total Past Due	Nonaccrual Loans	Total Loans
December 31, 2012	(in thousands)					
Noncovered loans:						
Commercial business:						
Secured	\$1,091,770	\$4,259	\$1,485	\$5,744	\$9,037	\$1,106,551
Unsecured	44,817	252	12	264	262	45,343
Real estate:						
One-to-four family residential	41,508	193	142	335	2,349	44,192
Commercial and multifamily residential:						
Commercial land	42,818	311	122	433	4,076	47,327
Income property	603,339	2,726	227	2,953	8,520	614,812
Owner occupied	387,525	1,040	—	1,040	6,608	395,173
Real estate construction:						
One-to-four family residential:						
Land and acquisition	15,412	—	—	—	3,084	18,496
Residential construction	29,848	—	—	—	1,816	31,664
Commercial and multifamily residential:						
Income property	28,342	—	—	—	—	28,342
Owner occupied	36,211	—	—	—	—	36,211
Consumer	155,207	387	362	749	1,643	157,599
Total	\$2,476,797	\$9,168	\$2,350	\$11,518	\$37,395	\$2,525,710
	Current Loans	30 - 59 Days Past Due	60 - 89 Days Past Due	Total Past Due	Nonaccrual Loans	Total Loans
December 31, 2011	(in thousands)					
Noncovered loans:						
Commercial business:						
Secured	\$966,563	\$1,741	\$2,989	\$4,730	\$10,124	\$981,417
Unsecured	46,880	407	—	407	119	47,406
Real estate:						
One-to-four family residential	60,764	603	—	603	2,696	64,063
Commercial and multifamily residential:						
Commercial land	46,161	781	—	781	3,739	50,681
Income property	524,225	2,872	121	2,993	6,775	533,993
Owner occupied	394,691	829	298	1,127	8,971	404,789
Real estate construction:						
One-to-four family residential:						
Land and acquisition	17,249	153	—	153	7,799	25,201
Residential construction	19,555	1,390	—	1,390	2,986	23,931
Commercial and multifamily residential:						

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Income property	13,810	—	—	—	7,067	20,877
Owner occupied	12,790	—	—	—	—	12,790
Consumer	179,753	141	122	263	3,207	183,223
Total	\$2,282,441	\$8,917	\$3,530	\$12,447	\$53,483	\$2,348,371

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The following is an analysis of impaired loans (see Note 1) as of December 31, 2012 and 2011:

	Recorded	Recorded	Impaired Loans With			Impaired Loans	
	Investment	Investment	Recorded Allowance			Without	
	of Loans	of Loans	Recorded	Unpaid	Related	Recorded	Unpaid
	Collectively Measured	Individually	Investment	Principal	Allowance	Investment	Principal
	for	Measured for		Balance			Balance
	Contingency	Specific					
	Provision	Impairment					
	(in thousands)						
December 31, 2012							
Noncovered loans:							
Commercial business:							
Secured	\$1,101,689	\$ 4,862	\$690	\$ 1,994	\$ 113	\$4,172	\$6,769
Unsecured	45,251	92	92	92	92	—	—
Real estate:							
One-to-four family residential:							
Commercial and multifamily residential:							
Commercial land	44,672	2,655	—	—	—	2,655	5,727
Income property	606,656	8,156	2,670	2,727	1,040	5,486	7,860
Owner occupied	383,269	11,904	608	610	38	11,296	14,642
Real estate construction:							
One-to-four family residential:							
Land and acquisition	15,677	2,819	—	—	—	2,819	4,813
Residential construction	29,707	1,957	—	—	—	1,957	2,570
Commercial and multifamily residential:							
Income property	28,342	—	—	—	—	—	—
Owner occupied	36,211	—	—	—	—	—	—
Consumer	157,472	127	—	—	—	127	127
Total	\$2,491,049	\$ 34,661	\$4,405	\$ 5,787	\$ 1,395	\$30,256	\$44,410

	Recorded	Recorded	Impaired Loans With			Impaired Loans	
	Investment	Investment	Recorded Allowance			Without	
	of Loans	of Loans	Recorded	Unpaid	Related	Recorded	Unpaid
	Collectively Measured	Individually	Investment	Principal	Allowance	Investment	Principal
	for	Measured for		Balance			Balance
	Contingency	Specific					
	Provision	Impairment					
	(in thousands)						
December 31, 2011							
Noncovered loans:							
Commercial business:							
Secured	\$972,531	\$ 8,886	\$2,926	\$ 2,927	\$ 954	\$5,960	\$12,109
Unsecured	47,309	97	97	97	97	—	—
Real estate:							
One-to-four family residential:							
Commercial and multifamily residential:							
One-to-four family residential	61,584	2,479	582	590	96	1,897	2,136

Commercial and multifamily residential:							
Commercial land	46,882	3,799	—	—	—	3,799	6,773
Income property	527,362	6,631	687	759	63	5,944	7,700
Owner occupied	390,225	14,564	274	274	185	14,290	18,524
Real estate construction:							
One-to-four family residential							
Land and acquisition	17,813	7,388	450	948	—	6,938	11,978
Residential construction	18,847	5,084	59	1,509	59	5,025	5,116
Commercial and multifamily residential:							
Income property	13,810	7,067	—	—	—	7,067	14,947
Owner occupied	12,790	—	—	—	—	—	—
Consumer	180,930	2,293	151	225	30	2,142	2,639
Total	\$2,290,083	\$ 58,288	\$5,226	\$ 7,329	\$ 1,484	\$53,062	\$81,922

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The following table provides additional information on impaired loans for the years ended December 31, 2012 and 2011:

	Year ended December 31, 2012		Year Ended December 31, 2011	
	Average Recorded Investment Impaired Loans (in thousands)	Interest Recognized on Impaired Loans	Average Recorded Investment Impaired Loans	Interest Recognized on Impaired Loans
Noncovered loans:				
Commercial business:				
Secured	\$8,978	\$9	\$15,578	\$511
Unsecured	113	6	138	—
Real estate:				
One-to-four family residential	2,130	—	2,494	—
Commercial & multifamily residential:				
Commercial land	3,124	—	4,263	—
Income property	7,895	77	8,881	59
Owner occupied	13,315	1,004	15,254	18
Real estate construction:				
One-to-four family residential				
Land and acquisition	4,465	—	8,972	116
Residential construction	3,223	11	4,535	—
Commercial & multifamily residential:				
Income property	3,169	—	7,065	—
Owner occupied	—	—	—	—
Consumer	1,112	7	3,880	15
Total	\$47,524	\$1,114	\$71,060	\$719

The average recorded investment in impaired loans for the year ended December 31, 2010 was \$102.6 million. There was no interest income recognized on impaired loans for the year ended December 31, 2010.

The following is an analysis of loans classified as Troubled Debt Restructurings ("TDR") for the years ended December 31, 2012 and 2011:

	Year ended December 31, 2012			Year Ended December 31, 2011		
	Number of TDR Modifications	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of TDR Modifications	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Noncovered loans:						
Commercial business:						
Secured	1	\$ 195	\$ 194	6	\$ 659	\$ 659
Real estate:						
One-to-four family residential	—	—	—	1	369	369
Commercial and multifamily residential:						
Income property	1	4,279	2,650	2	1,280	1,280
Real estate construction:						
One-to-four family residential:						
Residential construction	—	—	—	1	36	36

Total	2	\$ 4,474	\$ 2,844	10	\$ 2,344	\$ 2,344
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The Company's loans classified as TDR are loans that have been modified or the borrower has been granted special concessions due to financial difficulties, that if not for the challenges of the borrower, the Company would not otherwise consider. The Company had commitments to lend \$236 thousand and \$535 thousand of additional funds on loans classified as TDR as of December 31, 2012 and 2011, respectively. The TDR modifications or concessions are made to increase the likelihood that these borrowers with financial difficulties will be able to satisfy their debt obligations as amended. Credit losses for loans classified as TDR are measured on the same basis as impaired loans. For impaired loans, an allowance is established when the collateral value less selling costs (or discounted cash flows or observable market price) of the impaired loan is lower than the recorded investment of that loan. The Company did not have any loans modified as TDR that have defaulted during the years ended December 31, 2012 and 2011.

5. Allowance for Noncovered Loan and Lease Losses and Unfunded Commitments and Letters of Credit

We maintain an allowance for loan and lease losses (“ALLL”) to absorb losses inherent in the loan portfolio. The size of the ALLL is determined through quarterly assessments of the probable estimated losses in the loan portfolio. Our methodology for making such assessments and determining the adequacy of the ALLL includes the following key elements:

1. General valuation allowance consistent with the Contingencies topic of the FASB ASC.
2. Classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with the Receivables topic of the FASB ASC.
3. The unallocated allowance provides for other factors inherent in our loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally comprises less than 5% of the allowance. The unallocated amount is reviewed quarterly based on trends in credit losses, the results of credit reviews and overall economic trends.

The general valuation allowance is systematically calculated quarterly using quantitative and qualitative information about specific loan classes. The minimum required level an entity develops a methodology to determine its allowance for loan and lease losses is by general categories of loans, such as commercial business, real estate, and consumer. However, the Company's methodology in determining its allowance for loan and lease losses is prepared in a more detailed manner at the loan class level, utilizing specific categories such as commercial business secured, commercial business unsecured, real estate commercial land, and real estate income property multifamily. The quantitative information uses historical losses from a specific loan class and incorporates the loan's risk rating migration from origination to the point of loss based upon the consideration of an appropriate look back period.

A loan's risk rating is primarily determined based upon the borrower's ability to fulfill its debt obligation from a cash flow perspective. In the event there is financial deterioration of the borrower, the borrower's other sources of income or repayment are also considered, including recent appraisal values for collateral dependent loans. The qualitative information takes into account general economic and business conditions affecting our marketplace, seasoning of the loan portfolio, duration of the business cycle, etc. to ensure our methodologies reflect the current economic environment and other factors as using historical loss information exclusively may not give an accurate estimate of inherent losses within the Company's loan portfolio.

When a loan is deemed to be impaired, the Company has to determine if a specific valuation allowance is required for that loan. The specific valuation allowance is a reserve, calculated at the individual loan level, for each loan determined to be both, impaired and containing a value less than its recorded investment. The Company measures the impairment based on the discounted expected future cash flows, observable market price, or the fair value of the collateral less selling costs if the loan is collateral dependent or if foreclosure is probable. The specific reserve for each loan is equal to the difference between the recorded investment in the loan and its determined impairment value. The ALLL is increased by provisions for loan and lease losses (“provision”) charged to expense, and is reduced by loans charged off, net of recoveries. While the Company's management believes the best information available is used to determine the ALLL, changes in market conditions could result in adjustments to the ALLL, affecting net income, if circumstances differ from the assumptions used in determining the ALLL.

We have used the same methodology for ALLL calculations during 2012, 2011 and 2010. Adjustments to the percentages of the ALLL allocated to loan categories are made based on trends with respect to delinquencies and

problem loans within each class of loans. The Company reviews the ALLL quantitative and qualitative methodology on a quarterly basis and makes adjustments when appropriate. The Company continues to strive towards maintaining a conservative approach to credit quality and will continue to prudently adjust our ALLL as necessary in order to maintain adequate reserves. The Company carefully monitors the loan portfolio and continues to emphasize the importance of credit quality.

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Once it is determined that all or a portion of a loan balance is uncollectable, and the amount can be reasonably estimated, the uncollectable portion of the loan is charged-off.

The following tables show a detailed analysis of the allowance for loan and lease losses for noncovered loans for the years ended December 31, 2012, 2011 and 2010:

	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Year ended December 31, 2012	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$24,745	\$(10,029)	\$1,354	\$11,200	\$27,270	\$113	\$27,157
Unsecured	689	(144)	194	14	753	92	661
Real estate:							
One-to-four family residential	654	(549)	285	304	694	112	582
Commercial and multifamily residential:							
Commercial land	488	(526)	63	435	460	—	460
Income property	9,551	(4,030)	905	4,607	11,033	1,040	9,993
Owner occupied	9,606	(918)	631	(2,957)	6,362	38	6,324
Real estate construction:							
One-to-four family residential:							
Land and acquisition	2,331	(989)	1,059	(1,230)	1,171	—	1,171
Residential construction	864	(617)	429	(41)	635	—	635
Commercial and multifamily residential:							
Income property	665	(93)	66	(322)	316	—	316
Owner occupied	35	—	—	67	102	—	102
Consumer	2,719	(2,534)	1,171	1,081	2,437	—	2,437
Unallocated	694	—	—	317	1,011	—	1,011
Total	\$53,041	\$(20,429)	\$6,157	\$13,475	\$52,244	\$1,395	\$50,849
	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Year Ended December 31, 2011	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$21,811	\$(7,270)	\$1,154	\$9,050	\$24,745	\$954	\$23,791
Unsecured	738	(639)	1,444	(854)	689	97	592
Real estate:							
One-to-four family residential	1,100	(717)	80	191	654	96	558
Commercial and multifamily residential:							
Commercial land	634	(660)	12	502	488	—	488
Income property	15,210	(1,407)	414	(4,666)	9,551	63	9,488
Owner occupied	9,692	(1,620)	33	1,501	9,606	185	9,421
Real estate construction:							
One-to-four family residential:							
Land and acquisition	3,769	(1,419)	1,978	(1,997)	2,331	—	2,331
Residential construction	2,292	(1,068)	113	(473)	864	59	805
Commercial and multifamily residential:							

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Income property	274	(2,213) —	2,604	665	—	665
Owner occupied	70	—	—	(35) 35	—	35
Consumer	2,120	(3,918) 351	4,166	2,719	30	2,689
Unallocated	3,283	—	—	(2,589) 694	—	694
Total	\$60,993	\$(20,931) \$5,579	\$ 7,400	\$53,041	\$1,484	\$51,557

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Year ended December 31, 2010	Beginning Balance (in thousands)	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Noncovered loans:							
Commercial business:							
Secured	\$20,409	\$(12,779)	\$1,218	\$12,963	\$21,811	\$600	\$21,211
Unsecured	1,560	(2,100)	1,171	107	738	75	663
Real estate:							
One-to-four family residential							
Commercial and multifamily residential:	1,072	(406)	15	419	1,100	—	1,100
Commercial land	664	(2,165)	—	2,135	634	—	634
Income property	9,860	(1,969)	124	7,195	15,210	59	15,151
Owner occupied	6,690	(2,039)	2	5,039	9,692	—	9,692
Real estate construction:							
One-to-four family residential:							
Land and acquisition	5,711	(8,409)	1,199	5,268	3,769	3	3,766
Residential construction	2,304	(2,447)	474	1,961	2,292	62	2,230
Commercial and multifamily residential:							
Income property	2,453	(3,107)	775	153	274	175	99
Owner occupied	36	—	—	34	70	—	70
Consumer	1,282	(3,982)	649	4,171	2,120	—	2,120
Unallocated	1,437	—	—	1,846	3,283	—	3,283
Total	\$53,478	\$(39,403)	\$5,627	\$41,291	\$60,993	\$974	\$60,019

Changes in the allowance for unfunded commitments and letters of credit are summarized as follows:

	Years Ended December 31,		
	2012	2011	2010
Beginning balance	\$1,535	\$1,165	\$775
Net changes in the allowance for unfunded commitments and letters of credit	380	370	390
Ending balance	\$1,915	\$1,535	\$1,165

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Risk Elements

The extension of credit in the form of loans to individuals and businesses is one of our principal commerce activities. Our policies and applicable laws and regulations require risk analysis as well as ongoing portfolio and credit management. We manage our credit risk through lending limit constraints, credit review, approval policies and extensive, ongoing internal monitoring. We also manage credit risk through diversification of the loan portfolio by type of loan, type of industry, type of borrower and by limiting the aggregation of debt to a single borrower. The monitoring process for the loan portfolio includes periodic reviews of individual loans with risk ratings assigned to each loan. Based on the analysis, loans are given a risk rating of 1-10 based on the following criteria:

- ratings of 1-3 indicate minimal to low credit risk,
- ratings of 4-5 indicate an average credit risk with adequate repayment capacity when prolonged periods of adversity do not exist,
- rating of 6 indicates higher than average risk requiring greater than routine attention by bank personnel due to conditions affecting the borrower, the borrower's industry or economic environment,
- rating of 7 indicates potential weaknesses that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Company's credit position at some future date,
- rating of 8 indicates a loss is possible if loan weaknesses are not corrected,
- rating of 9 indicates loss is highly probable; however, the amount of loss has not yet been determined,
- and a rating of 10 indicates the loan is uncollectable, and when identified is charged-off.

Loans with a risk rating of 1-6 are considered Pass loans and loans with risk ratings of 7, 8, 9 and 10 are considered Special Mention, Substandard, Doubtful and Loss, respectively. Loans with a risk rating of Substandard or worse are reported as classified loans in our allowance for loan and lease losses analysis. We review these loans to assess the ability of our borrowers to service all interest and principal obligations and, as a result, the risk rating may be adjusted accordingly. Risk ratings are reviewed and updated whenever appropriate, with more periodic reviews as the risk and dollar value of loss on the loan increases. In the event full collection of principal and interest is not reasonably assured, the loan is appropriately downgraded and, if warranted, placed on nonaccrual status even though the loan may be current as to principal and interest payments. Additionally, we assess whether an impairment of a loan warrants specific reserves or a write-down of the loan.

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The following is an analysis of the credit quality of our noncovered loan portfolio as of December 31, 2012 and 2011:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2012	(in thousands)					
Noncovered loans:						
Commercial business:						
Secured	\$1,011,722	\$29,222	\$65,607	\$—	\$—	\$1,106,551
Unsecured	44,788	26	529	—	—	45,343
Real estate:						
One-to-four family residential	40,346	406	3,440	—	—	44,192
Commercial and multifamily residential:						
Commercial land	43,401	—	3,926	—	—	47,327
Income property	581,671	3,688	29,453	—	—	614,812
Owner occupied	357,063	1,848	36,262	—	—	395,173
Real estate construction:						
One-to-four family residential:						
Land and acquisition	12,741	1,351	4,404	—	—	18,496
Residential construction	28,705	1,142	1,817	—	—	31,664
Commercial and multifamily residential:						
Income property	28,342	—	—	—	—	28,342
Owner occupied	36,211	—	—	—	—	36,211
Consumer	151,049	75	6,475	—	—	157,599
Total	\$2,336,039	\$37,758	\$151,913	\$—	\$—	2,525,710
Less:						
Allowance for loan losses						52,244
Noncovered loans, net						\$2,473,466
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2011	(in thousands)					
Noncovered loans:						
Commercial business:						
Secured	\$908,883	\$18,703	\$53,447	\$384	\$—	\$981,417
Unsecured	46,732	318	356	—	—	47,406
Real estate:						
One-to-four family residential	58,517	2,040	3,506	—	—	64,063
Commercial and multifamily residential:						
Commercial land	44,166	5	6,510	—	—	50,681
Income property	492,922	16,002	25,069	—	—	533,993
Owner occupied	351,928	13,590	39,266	—	5	404,789
Real estate construction:						
One-to-four family residential:						
Land and acquisition	12,349	2,684	10,168	—	—	25,201
Residential construction	16,764	1,649	5,518	—	—	23,931
Commercial and multifamily residential:						

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Income property	12,812	—	8,065	—	—	20,877
Owner occupied	12,790	—	—	—	—	12,790
Consumer	176,304	859	6,060	—	—	183,223
Total	\$2,134,167	\$55,850	\$157,965	\$384	\$5	2,348,371
Less:						
Allowance for loan losses						53,041
Noncovered loans, net						\$2,295,330

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6. Noncovered Other Real Estate Owned

The following table sets forth activity in noncovered OREO for the period:

	December 31, 2012 (in thousands)	December 31, 2011
Noncovered OREO:		
Balance, beginning of period	\$22,893	\$30,991
Transfers in, net of write-downs (\$205 and \$315, respectively)	7,461	8,834
OREO improvements	11	730
Additional OREO write-downs	(4,816)	(5,641)
Proceeds from sale of OREO property	(15,689)	(12,278)
Net gain on sale of OREO	816	257
Total noncovered OREO, end of period	\$10,676	\$22,893

7. Covered Assets and FDIC Loss-sharing Asset

Covered Assets

Covered assets consist of loans and OREO acquired in certain FDIC-assisted acquisitions during 2010 and 2011, for which the Bank entered into loss-sharing agreements, whereby the FDIC will cover a substantial portion of future losses on loans (and related unfunded loan commitments), OREO and certain accrued interest on loans during the terms of the agreements. Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries up to specified amounts. With respect to loss-sharing agreements for two acquisitions completed in 2010, after those specified amounts, the FDIC will absorb 95% of losses and share in 95% of loss recoveries. The loss-sharing provisions of the agreements for commercial and single-family mortgage loans are in effect for five and ten years, respectively, from the acquisition dates and the loss recovery provisions are in effect for eight and ten years, respectively, from the acquisition dates.

Ten years and forty-five days after the acquisition dates, the Bank shall pay to the FDIC a clawback in the event the losses from the acquisitions fail to reach stated levels. The amount of the clawback is determined by a formula specified in each individual loss-sharing agreement. As of December 31, 2012 and 2011, the net present value of the Bank's estimated clawback liability is \$3.6 million and \$3.7 million, respectively, which is included in other liabilities on the Consolidated Balance Sheet.

The following is an analysis of our covered loans, net of related allowance for losses as of December 31, 2012 and 2011:

	December 31, 2012 (dollars in thousands)	December 31, 2011
Covered loans:		
Commercial business	\$125,373	\$195,737
Real estate:		
One-to-four family residential	57,150	79,328
Commercial and multifamily residential	233,106	311,308
Total real estate	290,256	390,636
Real estate construction:		
One-to-four family residential	25,398	54,402
Commercial and multifamily residential	15,251	23,661
Total real estate construction	40,649	78,063
Consumer	44,516	56,877
Subtotal of covered loans	500,794	721,313
Less:		
Valuation discount resulting from acquisition accounting	79,401	184,440
Allowance for loan losses	30,056	4,944
Covered loans, net of valuation discounts and allowance for loan losses	\$391,337	\$531,929

Acquired impaired loans are accounted for under ASC 310-30 and initially measured at fair value based on expected future cash flows over the life of the loans. Acquired loans that have common risk characteristics are aggregated into pools. The Company remeasures contractual and expected cash flows, at the pool-level, on a quarterly basis.

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Contractual cash flows are calculated based upon the loan pool terms after applying a prepayment factor. Calculation of the applied prepayment factor for contractual cash flows is the same as described below for expected cash flows. Inputs to the determination of expected cash flows include cumulative default and prepayment data as well as loss severity and recovery lag information. Cumulative default and prepayment data are calculated via a transition matrix. The transition matrix is a matrix of probability values that specifies the probability of a loan pool transitioning into a particular delinquency state (e.g. 0-30 days past due, 31 to 60 days, etc.) given its delinquency state at the remeasurement date. Loss severity factors are based upon either actual charge-off data within the loan pools or industry averages and recovery lags are based upon the collateral within the loan pools.

Acquired impaired loans are also subject to the Company's internal and external credit review and are risk rated using the same criteria as loans originated by the Company. However, risk ratings are not a clear indicator of losses on acquired loans as the loans were acquired with a significant discount and a majority of the losses are recoverable from the FDIC under the loss-sharing agreements.

Losses attributable to draws on acquired loans, advanced subsequent to the loan acquisition date, are accounted for under ASC 450-20 and those amounts are also subject to the Company's internal and external credit review. An allowance for loan losses is estimated in a similar manner as the originated loan portfolio, and a provision for loan losses is charged to earnings as necessary.

The excess of cash flows expected to be collected over the initial fair value of acquired impaired loans is referred to as the accretable yield and is accreted into interest income over the estimated life of the acquired loans using the effective yield method. Other adjustments to the accretable yield include changes in the estimated remaining life of the acquired loans, changes in expected cash flows and changes of indices for acquired loans with variable interest rates.

The following table shows the changes in accretable yield for acquired loans for the years ended December 31, 2012, 2011, and 2010:

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Balance at beginning of period	\$259,669	\$256,572	\$—
Additions resulting from acquisitions	—	59,810	122,705
Accretion	(86,671)	(90,378)	(45,956)
Disposals	(12,856)	(31,483)	(9,014)
Reclassifications from nonaccretable difference	6,746	65,148	188,837
Balance at end of period	\$166,888	\$259,669	\$256,572

During the year ended December 31, 2012, the Company recorded a provision for losses on covered loans of \$25.9 million. Of this amount, \$29.4 million was impairment calculated in accordance with ASC 310-30 and \$3.5 million was a provision recapture to adjust the allowance for loss calculated under ASC 450-20 for draws on acquired loans. The impact to earnings of the \$25.9 million of provision recapture for covered loans was substantially offset through noninterest income by an increase in the FDIC loss-sharing asset. For the year ended December 31, 2011, the Company recorded a provision recapture for loan losses of \$1.6 million which was partially offset by a decrease to the FDIC loss-sharing asset and for the year ended December 31, 2010, the Company recorded a provision for losses on covered loans of \$6.1 million which was partially offset by an increase to the FDIC loss-sharing asset.

The changes in the ALLL for covered loans for the years ended December 31, 2012, 2011, and 2010 are summarized as follows:

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Balance at beginning of year	\$4,944	\$6,055	\$—
Loans charged off	(5,112)	(1,488)	—
Recoveries	4,332	2,025	—
Provision charged to expense	25,892	(1,648)	6,055

Balance at end of year	\$30,056	\$4,944	\$6,055
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The following is an analysis of the credit quality of our covered loan portfolio as of December 31, 2012 and 2011:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2012	(in thousands)					
Covered loans:						
Commercial business:						
Secured	\$71,621	\$1,823	\$45,150	\$—	\$—	\$118,594
Unsecured	4,988	—	1,791	—	—	6,779
Real estate:						
One-to-four family residential	44,782	1,344	11,024	—	—	57,150
Commercial and multifamily residential:						
Commercial land	16,336	—	10,292	—	—	26,628
Income property	81,205	864	23,315	—	—	105,384
Owner occupied	82,222	3,318	15,554	—	—	101,094
Real estate construction:						
One-to-four family residential:						
Land and acquisition	4,817	3,273	5,743	—	—	13,833
Residential construction	6,050	—	5,515	—	—	11,565
Commercial and multifamily residential:						
Income property	4,419	—	7,901	—	—	12,320
Owner occupied	1,107	—	1,824	—	—	2,931
Consumer	38,973	381	5,162	—	—	44,516
Total	\$356,520	\$11,003	\$133,271	\$—	\$—	500,794
Less:						
Valuation discount resulting from acquisition accounting						79,401
Allowance for loan losses						30,056
Covered loans, net						\$391,337
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2011	(in thousands)					
Covered loans:						
Commercial business:						
Secured	\$103,472	\$6,239	\$73,793	\$1,209	\$1	\$184,714
Unsecured	7,608	741	2,659	15	—	11,023
Real estate:						
One-to-four family residential	56,948	2,210	20,170	—	—	79,328
Commercial and multifamily residential:						
Commercial land	21,947	1,213	21,027	—	—	44,187
Income property	109,339	4,013	35,567	—	—	148,919
Owner occupied	89,555	3,673	24,974	—	—	118,202
Real estate construction:						
One-to-four family residential:						
Land and acquisition	4,834	1,535	17,646	1,289	—	25,304
Residential construction	8,264	371	20,463	—	—	29,098
Commercial and multifamily residential:						

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Income property	2,928	2,779	13,657	—	—	19,364
Owner occupied	1,142	—	3,155	—	—	4,297
Consumer	48,067	255	8,150	357	48	56,877
Total	\$454,104	\$23,029	\$241,261	\$2,870	\$49	721,313
Less:						
Valuation discount resulting from acquisition accounting						184,440
Allowance for loan losses						4,944
Covered loans, net						\$531,929

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The Company did not acquire any loans accounted for under ASC 310-30 during 2012. The following table shows loans acquired during 2011 for which it was probable at acquisition that all contractually required payments would not be collected:

	First Heritage Bank May 27, 2011 (in thousands)	Summit Bank May 20, 2011
Contractually required payments of interest and principal	\$ 151,611	\$ 127,823
Nonaccretable difference	(34,052)	(34,301)
Cash flows expected to be collected(1)	117,559	93,522
Accretable yield	(36,071)	(23,739)
Carrying value of acquired loans	\$ 81,488	\$ 69,783

(1) Represents undiscounted expected principal and interest cash flows

The following table sets forth activity in covered OREO at carrying value for the years ended December 31, 2012 and 2011:

	December 31, 2012 (in thousands)	December 31, 2011
Covered OREO:		
Balance, beginning of period	\$ 28,126	\$ 14,443
Established through acquisitions	—	10,387
Transfers in	14,166	15,522
OREO improvements	—	5
Additional OREO write-downs	(3,484)	(666)
Proceeds from sale of OREO property	(33,315)	(20,619)
Net gain on sale of OREO	10,818	9,054
Total covered OREO, end of period	\$ 16,311	\$ 28,126

The covered OREO is covered by loss-sharing agreements with the FDIC in which the FDIC will assume 80% of additional write-downs and losses on covered OREO sales, or 95%, if applicable, of additional write-downs and losses on covered OREO sales if the minimum loss share thresholds are met.

FDIC Loss-sharing Asset

At December 31, 2012 and 2011, the FDIC loss-sharing asset is comprised of an FDIC indemnification asset of \$87.7 million and \$157.5 million, respectively, and an FDIC receivable of \$8.6 million and \$17.6 million, respectively. The indemnification represents the cash flows the Company expects to collect from the FDIC under the loss-sharing agreements and the FDIC receivable represents the reimbursable amounts from the FDIC that have not yet been received.

For covered loans, the Company remeasures contractual and expected cash flows on a quarterly basis. When the quarterly remeasurement process results in a decrease in expected cash flows due to an increase in expected credit losses, impairment is recorded. As a result of this impairment, the indemnification asset is increased to reflect anticipated future cash to be received from the FDIC. Consistent with the loss-sharing agreements between the Company and the FDIC, the amount of the increase to the indemnification asset is measured as 80% of the resulting impairment.

Alternatively, when the quarterly remeasurement results in an increase in expected future cash flows due to a decrease in expected credit losses, the nonaccretable difference decreases and the effective yield of the related loan portfolio is increased. As a result of the improved expected cash flows, the indemnification asset would be reduced first by the amount of any impairment previously recorded and, second, by increased amortization over the remaining life of the

related loss-sharing agreement.

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The following table shows a detailed analysis of the FDIC-loss sharing asset for the years ending December 31, 2012 and 2011:

	2012 (in thousands)	2011 (1)
Balance at beginning of period	\$175,071	\$205,991
Adjustments not reflected in income:		
Established through acquisitions	—	68,734
Cash received from the FDIC	(54,649	) (54,200
FDIC reimbursable losses, net	399	4,042
Adjustments reflected in income:		
Amortization, net	(42,940	) (46,049
Loan impairment (recapture)	20,714	(1,318
Sale of other real estate	(7,789	) (4,346
Write-downs of other real estate	5,190	1,474
Other	358	743
Balance at end of period	\$96,354	\$175,071

(1) Reclassified to conform to the current period's presentation.

8. Premises and Equipment

Land, buildings, and furniture and equipment, less accumulated depreciation and amortization, were as follows:

	December 31, 2012 (in thousands)	2011
Land	\$39,441	\$34,240
Buildings	84,407	78,165
Leasehold improvements	2,684	2,735
Furniture and equipment	24,110	23,097
Vehicles	438	428
Computer software	13,783	12,043
Total Cost	164,863	150,708
Less accumulated depreciation and amortization	(46,155	) (42,809
Total	\$118,708	\$107,899

Total depreciation and amortization expense was \$6.3 million, \$5.7 million, and \$5.2 million, for the years ended December 31, 2012, 2011, and 2010, respectively.

9. Goodwill and Intangible Assets

In accordance with the Intangibles – Goodwill and Other topic of the FASB ASC, goodwill is not amortized but is reviewed for potential impairment at the reporting unit level. Management analyzes its goodwill for impairment on an annual basis and between annual tests in certain circumstances such as material adverse changes in legal, business, regulatory and economic factors. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value.

During the third quarter of 2012, the Company changed its annual goodwill impairment testing date from September 30 to July 31, which did not result in any delay, acceleration or avoidance of impairment. The Company believes this date for the annual goodwill impairment test is preferable because it provides more time to complete the impairment testing as it occurs earlier within a quarterly reporting cycle. The additional time is preferable as it would allow more time before the quarterly reporting deadline to estimate the implied fair value of goodwill for comparison with its carrying value, if necessary. This change was applied prospectively beginning on July 31, 2012. Retrospective application to prior periods is impracticable as the Company is unable to objectively determine, without the use of hindsight, the assumptions that would have been used in those earlier periods. In connection with this change, the

Company performed an impairment assessment as of July 31, 2012 and

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concluded that there was no impairment.

The core deposit intangible (“CDI”) is evaluated for impairment if events and circumstances indicate a possible impairment. The CDI is amortized on an accelerated basis over an estimated life of approximately 10 years.

The following table sets forth activity for goodwill and intangible assets for the period:

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Total goodwill, beginning of period	\$ 115,554	\$ 109,639	\$ 95,519
Established through acquisitions	—	5,915	14,120
Total goodwill, end of period	115,554	115,554	109,639
Gross core deposit intangible balance, beginning of period	32,441	26,652	8,896
Accumulated amortization, beginning of period	(12,275)	(7,956)	(4,033)
Core deposit intangible, net, beginning of period	20,166	18,696	4,863
Established through acquisitions	—	5,789	17,755
CDI current period amortization	(4,445)	(4,319)	(3,922)
Total core deposit intangible, end of period	15,721	20,166	18,696
Total goodwill and intangible assets, end of period	\$ 131,275	\$ 135,720	\$ 128,335

The following table provides the estimated future amortization expense of core deposit intangibles for the succeeding five years:

Years Ending December 31,	(in thousands)
2013	\$3,964
2014	3,397
2015	2,645
2016	2,184
2017	1,627

10. Deposits

Year-end deposits are summarized in the following table:

	December 31,	2011
	2012	
	(in thousands)	
Core deposits:		
Demand and other noninterest-bearing	\$ 1,321,171	\$ 1,156,610
Interest-bearing demand	870,821	735,340
Money market	1,043,459	1,031,664
Savings	314,371	283,416
Certificates of deposit less than \$100,000	252,544	303,405
Total core deposits	3,802,366	3,510,435
Certificates of deposit greater than \$100,000	212,924	262,731
Certificates of deposit insured through CDARS®	26,720	42,080
Subtotal	4,042,010	3,815,246
Valuation adjustment resulting from acquisition accounting	75	283
Total deposits	\$ 4,042,085	\$ 3,815,529

Overdrafts of \$528 thousand and \$10.1 million were reclassified as loan balances at December 31, 2012 and 2011, respectively.

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The following table shows the amount and maturity of time deposits that had balances of \$100,000 or greater:

Years Ending December 31,	(in thousands)
2013	\$183,509
2014	26,989
2015	14,245
2016	10,399
2017	3,524
Thereafter	105
Total	\$238,771

11. Federal Home Loan Bank and Federal Reserve Bank Borrowings

FEDERAL HOME LOAN BANK

The Company has entered into borrowing arrangements with the FHLB of Seattle to borrow funds under a short-term floating rate cash management advance program and fixed-term loan agreements. All borrowings are secured by stock of the FHLB, certain pledged available for sale investment securities and a blanket pledge of qualifying loans receivable. At December 31, 2012 FHLB advances were scheduled to mature as follows:

	Federal Home Loan Bank Advances	
	Fixed rate advances	
	Wtd Avg Rate	Amount
	(dollars in thousands)	
Over 5 through 10 years	5.66	% 1,000
Due after 10 years	5.37	% 5,000
Total		6,000
Valuation adjustment from acquisition accounting		644
Total		\$6,644

The maximum, average outstanding and year-end balances and average interest rates on advances from the FHLB were as follows for the years ended December 31, 2012, 2011 and 2010:

	Years ended December 31,				
	2012	2011	2010		
	(dollars in thousands)				
Balance at end of year	\$6,644	\$119,009	\$119,405		
Average balance during the year	\$100,337	\$120,419	\$123,685		
Maximum month-end balance during the year	\$118,967	\$127,426	\$154,916		
Weighted average rate during the year	2.79	% 2.76	% 2.75	%	%
Weighted average rate at December 31	5.42	% 2.81	% 2.81	%	%

FHLB advances are collateralized by the following:

	December 31,	
	2012	2011
	(in thousands)	
Fair value of investment securities	\$—	\$77,414
Recorded value of blanket pledge on loans receivable	443,419	462,040
Total	\$443,419	\$539,454
FHLB borrowing capacity	\$435,189	\$419,115

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FEDERAL RESERVE BANK

The Company is also eligible to borrow under the Federal Reserve Bank's primary credit program, including the Term Auction Facility auctions. All borrowings are secured by certain pledged available for sale investment securities.

Although the Company has not had FRB borrowings in the last three years, the Company pledges securities and loans for borrowing capacity at the Federal Reserve Bank.

The following table shows amounts pledged to the Federal Reserve Bank:

	December 31,	
	2012	2011
	(in thousands)	
Fair value of investment securities	\$45,641	\$53,122
Recorded value of pledged commercial loans	13,815	351,322
Total	\$59,456	\$404,444
Federal Reserve Bank borrowing capacity	\$59,456	\$404,444

12. Other Borrowings

Securities Sold Under Agreements to Repurchase

The Company has entered into wholesale repurchase agreements with certain brokers. At December 31, 2012 and 2011, the Company held \$25.0 million in wholesale repurchase agreements with an interest rate of 1.88%. Securities available for sale with a carrying amount of \$28.1 million at December 31, 2012 were pledged as collateral for the repurchase agreement borrowings. The broker holds the securities while the Company continues to receive the principal and interest payments from the securities. Upon maturity of the agreement, the pledged securities will be returned to the Company.

13. Derivatives and Hedging Activities

The Company periodically enters into certain commercial loan interest rate swap agreements in order to provide commercial loan customers the ability to convert from variable to fixed interest rates. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to a swap agreement. This swap agreement effectively converts the customer's variable rate loan into a fixed rate. The Company then enters into a corresponding swap agreement with a third party in order to offset its exposure on the variable and fixed components of the customer agreement. As the interest rate swap agreements with the customers and third parties are not designated as hedges under the Derivatives and Hedging topic of the FASB ASC, the instruments are marked to market in earnings. The notional amount of open interest rate swap agreements at December 31, 2012 and 2011 was \$177.0 million and \$160.3 million, respectively. There was no impact to the statement of operations for the years ending December 31, 2012, 2011 and 2010.

The following table presents the fair value and balance sheet classification of derivatives not designated as hedging instruments at December 31, 2012 and 2011:

	Asset Derivatives				Liability Derivatives			
	2012		2011		2012		2011	
(in thousands)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate contracts	Other assets	\$ 14,921	Other assets	\$ 16,302	Other liabilities	\$ 14,921	Other liabilities	\$ 16,302

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14. Employee Benefit Plans

401(k) Plan

The Company maintains defined contribution and profit sharing plans in conformity with the provisions of section 401(k) of the Internal Revenue Code. The Columbia Bank 401(k) and Profit Sharing Plan (the “401(k) Plan”), permits eligible Columbia Bank employees, those who are at least 18 years of age and have completed six months of service, to contribute up to 75% of their eligible compensation to the 401(k) Plan. On a per pay period basis the Company is required to match 50% of employee contributions up to 3% of each employee’s eligible compensation. Additionally, as determined annually by the Board of Directors of the Company, the 401(k) Plan provides for a non-matching discretionary profit sharing contribution. The Company contributed \$1.4 million during 2012, \$1.2 million during 2011, and \$866 thousand during 2010, in matching funds to the 401(k) Plan. The Company’s discretionary profit sharing contributions were \$2.9 million during 2012, \$2.6 million during 2011 and \$1.2 million during 2010.

Employee Stock Purchase Plan

The Company maintains an “Employee Stock Purchase Plan” (the “ESP Plan”) in which substantially all employees of the Company are eligible to participate. The ESP Plan provides participants the opportunity to purchase common stock of the Company at a discounted price. Under the ESP Plan, participants can purchase common stock of the Company for 90% of the lowest price on either the first or last day in each of two six month look-back periods. The look-back periods are January 1st through June 30th and July 1st through December 31st of each calendar year. The 10% discount is recognized by the Company as compensation expense and does not have a material impact on net income or earnings per common share. Participants of the ESP Plan purchased 39,393 shares for \$725 thousand in 2012, 39,989 shares for \$690 thousand in 2011 and 35,806 shares for \$614 thousand in 2010. At December 31, 2012 there were 608,510 shares available for purchase under the ESP plan.

Supplemental Compensation Plan

The Company maintains supplemental compensation arrangements (“Unit Plans”) to provide benefits for certain employees. The Unit Plans generally vest over a 4-10 year period and provide a fixed annual benefit over a 5-10 year period. At December 31, 2012 and 2011 the liability associated with these plans was \$4.7 million and \$4.4 million, respectively. Expense associated with these plans for the years ended December 31, 2012, 2011 and 2010 was \$677 thousand, \$655 thousand and \$750 thousand, respectively.

Supplemental Executive Retirement Plan

The Company maintains a supplemental executive retirement plan (the “SERP”), a nonqualified deferred compensation plan that provides retirement benefits to certain highly compensated executives. The SERP is unsecured and unfunded and there are no program assets. The SERP projected benefit obligation, which represents the vested net present value of future payments to individuals under the plan is accrued over the estimated remaining term of employment of the participants and has been determined by actuarial valuation using the “RP-2000 Annuity Mortality Table” for the mortality assumptions and discount rates of 5.10% and 5.30% in 2012 and 2011, respectively. Additional assumptions and features of the plan are a normal retirement age of 65 and a 2% annual cost of living benefit adjustment. The projected benefit obligation is included in other liabilities on the Consolidated Balance Sheets.

The following table reconciles the accumulated liability for the projected benefit obligation:

	December 31,	
	2012	2011
	(in thousands)	
Balance at beginning of year	\$11,237	\$10,363
Change in actuarial loss	(80	) 329
Benefit expense	1,017	987
Benefit payments	(558) (442
Balance at end of year	\$11,616	\$11,237

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The benefits expected to be paid in conjunction with the SERP are presented in the following table:

Years Ending December 31,	(in thousands)
2013	\$763
2014	758
2015	780
2016	917
2017	1,049
2018 through 2022	6,583
Total	\$10,850

15. Commitments and Contingent Liabilities

Lease Commitments: The Company leases locations as well as equipment under various non-cancellable operating leases that expire between 2013 and 2045. The majority of the leases contain renewal options and provisions for increases in rental rates based on an agreed upon index or predetermined escalation schedule. As of December 31, 2012, minimum future rental payments, exclusive of taxes and other charges, of these leases were:

Years Ending December 31,	(in thousands)
2013	\$4,309
2014	4,018
2015	3,454
2016	2,032
2017	1,468
Thereafter	7,329
Total minimum payments	\$22,610

Total rental expense on buildings and equipment, net of rental income of \$639 thousand, \$655 thousand and \$591 thousand, was \$4.5 million, \$4.6 million and \$4.5 million, for the years ended December 31, 2012, 2011 and 2010, respectively.

Financial Instruments with Off-Balance Sheet Risk: In the normal course of business, the Company makes loan commitments (typically unfunded loans and unused lines of credit) and issues standby letters of credit to accommodate the financial needs of its customers.

Standby letters of credit commit the Company to make payments on behalf of customers under specified conditions. Historically, no significant losses have been incurred by the Company under standby letters of credit. Both arrangements have credit risk essentially the same as that involved in extending loans to customers and are subject to the Company's normal credit policies, including collateral requirements, where appropriate. At December 31, 2012 and 2011, the Company's loan commitments amounted to \$888.5 million and \$709.9 million, respectively. Standby letters of credit were \$19.5 million and \$30.9 million at December 31, 2012 and 2011, respectively. In addition, commitments under commercial letters of credit used to facilitate customers' trade transactions amounted to \$46 thousand and \$243 thousand at December 31, 2012 and 2011, respectively.

Pending acquisition: On September 25, 2012, we entered into an Agreement and Plan of Merger with West Coast Bancorp ("West Coast"). The closing of the transaction is subject to the satisfaction of certain customary conditions, including the receipt of required regulatory approvals and the approval of West Coast's and our respective shareholders. Under the terms of the merger agreement, the aggregate merger consideration payable by Columbia will consist of 12,809,525 shares of Columbia common stock and \$264.5 million in cash (subject to increase under certain circumstances). If the merger agreement is terminated (i) due to our failure to obtain requisite approval from our shareholders or (ii) due to our failure to obtain regulatory approval, we will be required to pay West Coast a termination fee of \$5.0 million.

Legal Proceedings: The Company and its subsidiary are from time to time defendants in and are threatened with various legal proceedings arising from their regular business activities. Management, after consulting with legal counsel, is of the opinion that the ultimate liability, if any, resulting from these pending or threatened actions and proceedings will not have a material effect on the financial statements of the Company.

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16. Shareholders' Equity

On January 26, 2012, the Company declared a quarterly cash dividend of \$0.08 per share and a special, one-time cash dividend of \$0.29, payable on February 22, 2012 to shareholders of record as of the close of business on February 8, 2012. On April 25, 2012 the Company declared a quarterly cash dividend of \$0.08 per share and a special, one-time cash dividend of \$0.14, payable on May 23, 2012 to shareholders of record at the close of business May 9, 2012. On July 26, 2012 the Company declared a quarterly cash dividend of \$0.09 per share and a special, one-time cash dividend of \$0.21, payable on August 22, 2012 to shareholders of record at the close of business August 8, 2012. On October 25, 2012 the Company declared a quarterly cash dividend of \$0.09 per share payable on November 21, 2012 to shareholders of record at the close of business November 7, 2012. Subsequent to year end, on January 24, 2013 the Company declared a quarterly cash dividend of \$0.10 per share payable on February 20, 2013, to shareholders of record at the close of business on February 6, 2013.

The payment of cash dividends is subject to Federal regulatory requirements for capital levels and other restrictions. In addition, the cash dividends paid by Columbia Bank to the Company are subject to both Federal and State regulatory requirements.

Stock Repurchase Program

In October 2011, the Board of Directors authorized the repurchase of 2 million shares of Columbia common stock. The Company may purchase the shares from time to time in the open market or in private transactions, under conditions which allow such repurchases to be accretive to earnings per share while maintaining capital ratios that exceed the guidelines for a well-capitalized financial institution. No shares were repurchased under the stock repurchase program during 2012 or 2011.

17. Fair Value Accounting and Measurement

The Fair Value Measurements and Disclosures topic of the FASB ASC defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value. We hold fixed and variable rate interest-bearing securities, investments in marketable equity securities and certain other financial instruments, which are carried at fair value. Fair value is determined based upon quoted prices when available or through the use of alternative approaches, such as matrix or model pricing, when market quotes are not readily accessible or available. The valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our own market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices for identical instruments in active markets that are accessible at the measurement date.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

Fair values are determined as follows:

Securities at fair value are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors. These fair value calculations are considered a Level 2 input method under the provisions of the Fair Value Measurements and Disclosures topic of the FASB ASC for all securities other than U.S. Treasury notes, which are considered a Level 1 input method.

Interest rate contract positions are valued in models, which use as their basis, readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

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The following table sets forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis at December 31, 2012 and 2011 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Fair value at December 31, 2012 (in thousands)	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Assets				
Securities available for sale				
U.S. government agency and sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$572,369	\$—	\$572,369	\$—
State and municipal securities	285,575	—	285,575	—
U.S. government agency and government-sponsored enterprise securities	120,501	—	120,501	—
U.S. government securities	19,828	19,828	—	—
Other securities	3,392	—	3,392	—
Total securities available for sale	\$1,001,665	\$19,828	\$981,837	\$—
Other assets (Interest rate contracts)	\$14,921	\$—	\$14,921	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$14,921	\$—	\$14,921	\$—
	Fair value at December 31, 2011 (in thousands)	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Assets				
Securities available for sale				
U.S. government agency and sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$695,954	\$—	\$695,954	\$—
State and municipal debt securities	285,763	—	285,763	—
U.S. government agency and government-sponsored enterprise securities	43,063	—	43,063	—
Other securities	3,330	—	3,330	—
Total securities available for sale	\$1,028,110	\$—	\$1,028,110	\$—
Other assets (Interest rate contracts)	\$16,302	\$—	\$16,302	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$16,302	\$—	\$16,302	\$—

There were no transfers between Level 1 and Level 2 of the valuation hierarchy during the years ended December 31, 2012 and 2011. The Company recognizes transfers between levels of the valuation hierarchy based on the valuation level at the end of the reporting period.

Nonrecurring Measurements

Certain assets and liabilities are measured at fair value on a nonrecurring basis after initial recognition such as loans measured for impairment and OREO. The following methods were used to estimate the fair value of each such class of financial instrument:

Impaired loans—A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, a loan's observable market price, or the fair market value of the collateral

if the loan is a collateral-dependent loan. Generally, the Company utilizes the fair market value of the collateral to measure impairment. The impairment evaluations are performed in conjunction with the ALLL process on a quarterly basis by officers in the Special Credits group,

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which reports to the Chief Credit Officer. The Real Estate Appraisal Services Department ("REASD"), which also reports to the Chief Credit Officer, is responsible for obtaining appraisals from third-parties or performing internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness.

Other real estate owned and other personal property owned ("OPPO")—OREO and OPPO is real and personal property that the Bank has taken ownership of in partial or full satisfaction of a loan or loans. OREO and OPPO are generally measured based on the item's fair market value as indicated by an appraisal or a letter of intent to purchase. OREO and OPPO are recorded at the lower of the carrying amount or fair value less estimated costs to sell. This amount becomes the property's new basis. Any write-downs based on the property fair value less estimated cost to sell at the date of acquisition are charged to the allowance for loan and lease losses. Management periodically reviews OREO and OPPO in an effort to ensure the property is carried at the lower of its new basis or fair value, net of estimated costs to sell. Any write-downs subsequent to acquisition are charged to earnings. The initial and subsequent write-down evaluations are performed by officers in the Special Credits group, which reports to the Chief Credit Officer. The REASD obtains appraisals from third-parties for OREO and OPPO and performs internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness.

The following table sets forth the Company's assets that were measured using fair value estimates on a nonrecurring basis at December 31, 2012 and 2011:

	Fair value at December 31, 2012	Fair Value Measurements at Reporting Date Using Losses During the			Year Ended December 31, 2012
		Level 1	Level 2	Level 3	
	(in thousands)				
Impaired loans	\$10,599	\$—	\$—	\$10,599	\$3,891
Noncovered OREO	10,970	—	—	10,970	3,788
Covered OREO	2,663	—	—	2,663	1,032
Noncovered OPPO	210	—	—	210	39
	\$24,442	\$—	\$—	\$24,442	\$8,750
	Fair value at December 31, 2011	Fair Value Measurements at Reporting Date Using Losses During			the Year Ended
	(in thousands)	Level 1	Level 2	Level 3	December 31, 2011
Impaired loans	\$17,755	\$—	\$—	\$17,755	\$5,841
Noncovered OREO	11,233	—	—	11,233	3,089
Covered OREO	2,442	—	—	2,442	644
	\$31,430	\$—	\$—	\$31,430	\$9,574

The losses on impaired loans disclosed above represent the amount of the specific reserve and/or charge-offs during the period applicable to loans held at period end. The amount of the specific reserve is included in the allowance for loan and lease losses. The losses on noncovered OREO disclosed above represent the write-downs taken at foreclosure that were charged to the allowance for loan and lease losses, as well as subsequent write-downs from updated appraisals that were charged to earnings.

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Quantitative information about Level 3 fair value measurements

The range and weighted-average of the significant unobservable inputs used to fair value our Level 3 nonrecurring assets during 2012, along with the valuation techniques used, are shown in the following table:

	Fair value at December 31, 2012 (dollars in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average) (1)
Impaired loans - real estate collateral	\$ 10,099	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)
Impaired loans - other collateral (3)	500	Fair Market Value of Collateral	Adjustment to Stated Value	N/A (2)
Noncovered OREO	10,970	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)
Covered OREO	2,663	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)
Noncovered OPPO	210	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)

(1) Discount applied to appraisal value, letter of intent to purchase, or stated value (in the case of accounts receivable and inventory).

(2) Quantitative disclosures are not provided for impaired loans collateralized by real estate, impaired loans collateralized by non real estate collateral, noncovered OREO, covered OREO and noncovered OPPO because there were no adjustments made to the appraisal value during the current period.

(3) Other collateral consists of accounts receivable and inventory.

Fair value of financial instruments

Because broadly traded markets do not exist for most of the Company's financial instruments, the fair value calculations attempt to incorporate the effect of current market conditions at a specific time. These determinations are subjective in nature, involve uncertainties and matters of significant judgment and do not include tax ramifications; therefore, the results cannot be determined with precision, substantiated by comparison to independent markets and may not be realized in an actual sale or immediate settlement of the instruments. There may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results. For all of these reasons, the aggregation of the fair value calculations presented herein do not represent, and should not be construed to represent, the underlying value of the Company.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and due from banks and interest-earning deposits with banks—The fair value of financial instruments that are short-term or repriced frequently and that have little or no risk are considered to have a fair value that approximates carrying value (Level 1).

Securities available for sale—Securities at fair value, other than U.S. Treasury Notes, are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors (Level 2). U.S. Treasury Notes are priced using quotes in active markets (Level 1).

Federal Home Loan Bank stock—The fair value is based upon the par value of the stock which equates to its carrying value (Level 2).

Loans—Loans are not recorded at fair value on a recurring basis. Nonrecurring fair value adjustments are periodically recorded on impaired loans that are measured for impairment based on the fair value of collateral. For most performing loans, fair value is estimated using expected duration and lending rates that would have been offered on December 31, 2012 or 2011 for loans which mirror the attributes of the loans with similar rate structures and average maturities. The fair values resulting from these calculations are reduced by an amount representing the change in estimated fair value attributable to changes in borrowers' credit quality since the loans were originated. For

nonperforming loans, fair value is estimated by applying a valuation discount based upon loan sales data from the FDIC. For covered loans, fair value is estimated by discounting the expected future cash flows using a lending rate that would have been offered on December 31, 2012 (Level 3).

FDIC loss-sharing asset —The fair value of the FDIC loss-sharing asset is estimated based on discounting the expected

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future cash flows using an estimated market rate (Level 3).

Interest rate contracts—Interest rate contracts are valued in models, which use as their basis, readily observable market parameters (Level 2).

Deposits—For deposits with no contractual maturity, the fair value is equal to the carrying value (Level 1). The fair value of fixed maturity deposits is based on discounted cash flows using the difference between the deposit rate and current market rates for deposits of similar remaining maturities (Level 2).

FHLB advances—The fair value of FHLB advances is estimated based on discounting the future cash flows using the market rate currently offered (Level 2).

Repurchase agreements—The fair value of securities sold under agreement to repurchase is estimated based on discounting the future cash flows using the market rate currently offered (Level 2).

Other Financial Instruments—The majority of our commitments to extend credit and standby letters of credit carry current market interest rates if converted to loans, as such, carrying value is assumed to equal fair value.

The following table summarizes carrying amounts and estimated fair values of selected financial instruments:

	December 31, 2012					December 31, 2011	
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	Carrying Amount	Fair Value
	(in thousands)						
Assets							
Cash and due from banks	\$ 124,573	\$ 124,573	\$ 124,573	\$—	\$—	\$ 91,364	\$ 91,364
Interest-earning deposits with banks	389,353	389,353	389,353	—	—	202,925	202,925
Securities available for sale	1,001,665	1,001,665	19,828	981,837	—	1,028,110	1,028,110
FHLB stock	21,819	21,819	—	21,819	—	22,215	22,215
Loans held for sale	2,563	2,563	—	2,563	—	2,148	2,148
Loans	2,864,803	2,944,317	—	—	2,944,317	2,827,259	2,957,345
FDIC loss-sharing asset	96,354	26,543	—	—	26,543	175,071	71,788
Interest rate contracts	14,921	14,921	—	14,921	—	16,302	16,302
Liabilities							
Deposits	\$ 4,042,085	\$ 4,043,221	\$ 3,549,821	\$ 493,400	\$—	\$ 3,815,529	\$ 3,817,013
FHLB advances	6,644	5,894	—	5,894	—	119,009	119,849
Repurchase agreements	25,000	26,464	—	26,464	—	25,000	26,580
Interest rate contracts	14,921	14,921	—	14,921	—	16,302	16,302

18. Earnings per Common Share

The Company applies the two-class method of computing basic and diluted EPS. Under the two-class method, EPS is determined for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. The Company grants restricted shares under share-based compensation plans that qualify as participating securities.

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The following table sets forth the computation of basic and diluted earnings per share for the periods indicated:

	Year Ended December 31,		
	2012	2011	2010
	(in thousands except per share)		
Basic EPS:			
Net income	\$46,143	\$48,037	\$30,784
Less: Preferred dividends and accretion of issuance discount for preferred stock	—	—	(4,947)
Net income applicable to common shareholders	\$46,143	\$48,037	\$25,837
Less: Earnings allocated to participating securities	(443)	(450)	(244)
Earnings allocated to common shareholders	\$45,700	\$47,587	\$25,593
Weighted average common shares outstanding	39,260	39,103	35,209
Basic earnings per common share	\$1.16	\$1.22	\$0.73
Diluted EPS:			
Earnings allocated to common shareholders (1)	\$45,700	\$47,588	\$25,593
Weighted average common shares outstanding	39,260	39,103	35,209
Dilutive effect of equity awards and warrants	3	77	183
Weighted average diluted common shares outstanding	39,263	39,180	35,392
Diluted earnings per common share	\$1.16	\$1.21	\$0.72
Potentially dilutive share options that were not included in the computation of diluted EPS because to do so would be anti-dilutive	9	53	54

(1) Earnings allocated to common shareholders for basic and diluted EPS may differ under the two-class method as a result of adding common stock equivalents for options and warrants to dilutive shares outstanding, which alters the ratio used to allocate earnings to common shareholders and participating securities for the purposes of calculating diluted EPS.

19. Share-Based Payments

At December 31, 2012, the Company had one equity compensation plan (the “Plan”), which is shareholder approved, that provides for the granting of share options and shares to eligible employees and directors up to 2,891,482 shares. Share Awards: Restricted share awards provide for the immediate issuance of shares of Company common stock to the recipient, with such shares held in escrow until certain service conditions are met, generally four years of continual service. Recipients of restricted shares do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant, and receive all dividends with respect to such shares, whether or not the shares have vested. The fair value of share awards is equal to the fair market value of the Company’s common stock on the date of grant.

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A summary of changes in the Company's nonvested shares and related information for the years ended December 31, 2012, 2011 and 2010 is presented below:

Nonvested Shares	Shares	Weighted Average Grant-Date Fair Value
Nonvested at January 1, 2010	278,504	\$21.34
Granted	108,075	\$20.68
Vested	(25,521)	\$21.38
Forfeited	(7,775)	\$20.77
Nonvested at December 31, 2010	353,283	\$21.14
Granted	133,350	\$19.45
Vested	(109,033)	\$25.72
Forfeited	(14,925)	\$18.86
Nonvested at December 31, 2011	362,675	\$19.24
Granted	180,841	\$21.32
Vested	(118,511)	\$21.65
Forfeited	(40,915)	\$18.60
Nonvested at December 31, 2012	384,090	\$19.54

As of December 31, 2012, there was \$5.8 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted average period of 2.3 years. The total fair value of shares vested during the years ended December 31, 2012, 2011, and 2010 was \$2.5 million, \$2.2 million, and \$546 thousand, respectively.

Share Options: Option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards generally vest based on three years of continual service and are exercisable for a five-year period after vesting. Option awards granted have a 10-year maximum term.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model. The fair value of all options is amortized on a straight-line basis over the requisite service periods, which are generally the vesting periods. The expected life of options granted represents the period of time that they are expected to be outstanding. The expected life is determined based on historical experience with similar awards, giving consideration to the contractual terms and vesting schedules. Expected volatilities of our common stock are estimated at the date of grant based on the historical volatility of the stock. The volatility factor is based on historical stock prices over the most recent period commensurate with the estimated expected life of the award. The risk-free interest rate is based on the U.S. Treasury curve in effect at the time of the award. The expected dividend yield is based on dividend trends and the market value of the Company's stock price at the time of the award.

A summary of option activity under the Plan as of December 31, 2012, and changes during the year then ended is presented below:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (\$000)
Balance at December 31, 2011	64,912	\$22.76		
Granted	—	\$—		
Forfeited	(1,000)	\$23.29		
Expired	(37,444)	\$24.71		

Exercised	(516	)	\$12.21		
Balance at December 31, 2012	25,952		\$20.13	1.3	\$27
Total Exercisable at December 31, 2012	25,952		\$20.13	1.3	\$27

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The total intrinsic value of options exercised during the years ended December 31, 2012, 2011, and 2010 was \$5 thousand, \$65 thousand, and \$154 thousand, respectively. No options were granted in 2012, 2011 and 2010. As of December 31, 2012, outstanding stock options consist of the following:

Ranges of Exercise Prices	Number of Option Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price of Option Shares	Number of Exercisable Option Shares	Weighted Average Exercise Price of Exercisable Option Shares
12.35 - 15.43	6,395	0.8	\$ 14.04	6,395	\$ 14.04
15.44 - 18.51	3,240	0.4	\$ 17.28	3,240	\$ 17.28
18.52 - 21.60	7,266	1.3	\$ 18.61	7,266	\$ 18.61
21.61 - 24.68	5,000	0.2	\$ 23.29	5,000	\$ 23.29
27.78 - 30.86	4,051	4.1	\$ 30.86	4,051	\$ 30.86
	25,952	1.3	\$ 20.13	25,952	\$ 20.13

It is the Company's policy to issue new shares for share option exercises and share awards. The Company expenses awards of share options and shares on a straight-line basis over the related vesting term of the award. For the 12 months ended December 31, 2012, 2011 and 2010, the Company recognized pre-tax share-based compensation expense for nonvested share awards of \$1.6 million, \$1.6 million and \$1.4 million, respectively.

20. Income Tax

The components of income tax expense (benefit) are as follows:

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Current tax (benefit) expense	\$21,218	\$21,688	\$(13,547)
Deferred tax expense (benefit)	(3,656)	(3,783)	15,838
Total	\$17,562	\$17,905	\$2,291

Significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2012	2011
	(in thousands)	
Deferred tax assets:		
Allowance for loan and lease losses	\$30,027	\$20,910
Supplemental executive retirement plan	6,967	6,564
Stock option and restricted stock	682	989
OREO costs	3,801	3,209
Nonaccrual interest	193	222
Security impairment	—	1,041
Other	557	632
Total deferred tax assets	42,227	33,567
Deferred tax liabilities:		
Asset purchase tax basis difference	(19,408)	(14,812)
FHLB stock dividends	(1,963)	(1,977)
Purchase accounting	(745)	(1,030)
Deferred loan fees	(1,755)	(1,517)
Unrealized gain on investment securities	(11,150)	(14,291)
Depreciation	(1,870)	(1,517)
Total deferred tax liabilities	(36,891)	(35,144)

Net deferred tax asset (liability)	\$5,336	\$(1,577)
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A reconciliation of the Company's effective income tax rate with the federal statutory tax rate is as follows:

	Years Ended December 31,					
	2012		2011		2010	
	Amount	Percent	Amount	Percent	Amount	Percent
	(dollars in thousands)					
Income tax based on statutory rate	\$22,297	35 %	\$23,080	35 %	\$11,576	35 %
Reduction resulting from:						
Tax credits	(504)	(1)%	(608)	(1)%	(808)	(2)%
Tax exempt instruments	(3,906)	(6)%	(3,824)	(6)%	(3,744)	(11)%
Life insurance proceeds	(1,001)	(2)%	(766)	(1)%	(735)	(2)%
Bargain purchase	—	— %	(1,036)	(2)%	(5,383)	(16)%
Other, net	676	1 %	1,059	2 %	1,385	3 %
Income tax provision	\$17,562	27 %	\$17,905	27 %	\$2,291	7 %

As of December 31, 2012 and 2011, we had no unrecognized tax benefits. Our policy is to recognize interest and penalties on unrecognized tax benefits in "Provision for income taxes" in the Consolidated Statements of Income. There were no amounts related to interest and penalties recognized for the years ended December 31, 2012 and 2011. The tax years subject to examination by federal and state taxing authorities are the years ending December 31, 2011, 2010, and 2009.

21. Regulatory Capital Requirements

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

Quantitative measures established by regulation to ensure capital adequacy require the Company and its banking subsidiary to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital to risk-weighted assets (as defined in the regulations) and of Tier 1 capital to average assets (as defined in the regulations). Management believes, as of December 31, 2012 and 2011, that the Company and Columbia Bank met all capital adequacy requirements to which they are subject.

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As of December 31, 2012, the most recent notification from the Federal Deposit Insurance Corporation categorized Columbia Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed Columbia Bank's category. The Company and its banking subsidiary's actual capital amounts and ratios as of December 31, 2012 and 2011, are also presented in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provision	
	Amount (dollars in thousands)	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2012						
Total Capital (to risk-weighted assets):						
The Company	\$652,704	20.62 %	\$253,242	8.0 %	N/A	N/A
Columbia Bank	\$565,677	17.87 %	\$253,244	8.0 %	\$316,556	10.0 %
Tier 1 Capital (to risk-weighted assets):						
The Company	\$612,584	19.35 %	\$126,621	4.0 %	N/A	N/A
Columbia Bank	\$525,556	16.60 %	\$126,622	4.0 %	\$189,933	6.0 %
Tier 1 Capital (to average assets):						
The Company	\$612,584	12.78 %	\$191,778	4.0 %	N/A	N/A
Columbia Bank	\$525,556	11.07 %	\$189,986	4.0 %	\$237,483	5.0 %
As of December 31, 2011						
Total Capital (to risk-weighted assets):						
The Company	\$636,559	21.05 %	\$241,955	8.0 %	N/A	N/A
Columbia Bank	\$561,216	18.55 %	\$242,028	8.0 %	\$302,535	10.0 %
Tier 1 Capital (to risk-weighted assets):						
The Company	\$598,485	19.79 %	\$120,978	4.0 %	N/A	N/A
Columbia Bank	\$523,131	17.29 %	\$121,014	4.0 %	\$181,521	6.0 %
Tier 1 Capital (to average assets):						
The Company	\$598,485	12.96 %	\$184,780	4.0 %	N/A	N/A
Columbia Bank	\$523,131	11.45 %	\$182,747	4.0 %	\$228,434	5.0 %

22. Business Combinations**Bank of Whitman**

On August 5, 2011 the Bank acquired certain assets and assumed certain liabilities of the Bank of Whitman from the FDIC in an FDIC-assisted transaction. The Bank and the FDIC entered into a modified whole bank purchase and assumption agreement without loss share.

The Bank of Whitman was a full service community bank headquartered in Colfax, Washington. We entered into this transaction to acquire 9 branches total in Adams, Asotin, Grant, Spokane, Walla Walla, and Whitman counties to assist us with filling in our geographic footprint in eastern Washington. We believe participating with the FDIC in this assisted transaction was, from an economical standpoint, advantageous to expansion through de novo branching.

The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting (formerly the purchase method). The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the August 5, 2011 acquisition date. The application of the acquisition method of accounting resulted in the recognition of a bargain purchase gain, net of tax, of \$1.8 million, which is included in the Gain on bank acquisition line item in the Consolidated Statements of Income, and a core deposit intangible of \$3.9 million. The bargain purchase gain represents the excess of the estimated fair value of the assets acquired over the

estimated fair value of the liabilities assumed and is influenced significantly by the FDIC-assisted transaction process. The core deposit intangible asset recognized is deductible for income tax purposes. The operating results of the Company include the operating results produced by the acquired assets and assumed liabilities for the period August 6, 2011 to December 31, 2011. Due to the exclusion of the majority of the non-performing

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loans and 11 branch locations, as well as the significant amount of fair value adjustments, historical results of the Bank of Whitman are not meaningful to the Company's results and thus no proforma information is presented. The table below displays the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed:

	August 5, 2011 (in thousands)
Assets	
Cash and due from banks	\$52,072
Investment securities	16,298
Federal Reserve Bank and Federal Home Loan Bank stock	3,977
Acquired loans	200,041
Accrued interest receivable	1,975
Premises and equipment	86
FDIC receivable	156,710
Core deposit intangible	3,943
Other assets	2,447
Total assets acquired	\$437,549
Liabilities	
Deposits	\$401,127
Federal Home Loan Bank advances	32,949
Accrued interest payable	213
Deferred tax liability	1,034
Other liabilities	396
Total liabilities assumed	435,719
Net assets acquired (after tax gain)	\$1,830

First Heritage Bank

On May 27, 2011 the Bank acquired certain assets and assumed certain liabilities of First Heritage Bank from the FDIC in an FDIC-assisted transaction. As part of the Purchase and Assumption Agreement, the Bank and the FDIC entered into loss-sharing agreements (each, a “loss-sharing agreement” and collectively, the “loss-sharing agreements”), whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), OREO and certain accrued interest on loans for up to 90 days. We refer to the acquired loans and OREO subject to the loss-sharing agreements collectively as “covered assets.” Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries. The loss-sharing provisions of the agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the May 27, 2011 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

First Heritage Bank was a full service community bank headquartered in Snohomish, Washington that operated five branch locations in King and Snohomish Counties. We entered into this transaction to assist us with filling in our geographic footprint between Seattle and Bellingham, Washington and to support our recently expanded Bellingham banking team. We believe participating with the FDIC in this assisted transaction was, from an economical standpoint, advantageous to expansion through de novo branching.

The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting (formerly the purchase method). The assets and liabilities, both tangible and intangible, were initially provisionally recorded at their estimated fair values as of the May 27, 2011 acquisition date pending completion of valuation adjustments related to acquired loans, OREO, the indemnification asset, and other assets. The initial amounts recorded for acquired loans, OREO, the indemnification asset, and other assets were \$81.9 million, \$8.3 million, \$38.1 million, and \$1.7 million, respectively. At December 31, 2011 these amounts were retrospectively adjusted resulting in a \$369 thousand decrease to acquired loans, a \$61 thousand decrease to OREO, a \$427 thousand increase to the indemnification asset, and a \$1.9 million increase to other assets. The application of the acquisition method of

accounting resulted in the recognition of \$4.0 million of goodwill and a core deposit intangible of \$1.3 million. The goodwill represents the excess of the estimated fair value of the liabilities assumed over the estimated fair value of the assets acquired and is influenced significantly by the FDIC-assisted transaction process.

The operating results of the Company include the operating results produced by the acquired assets and assumed liabilities for the period May 28, 2011 to December 31, 2011. Due primarily to the significant amount of fair value adjustments and the FDIC loss-sharing agreements put in place, historical results of First Heritage Bank are not meaningful to the Company's results and thus no proforma information is presented.

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The table below displays the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed:

	May 27, 2011 (in thousands)
Assets	
Cash and due from banks	\$4,688
Interest-earning deposits with banks	6,689
Investment securities	5,303
Federal Home Loan Bank stock	477
Acquired loans	81,488
Accrued interest receivable	476
Premises and equipment	5,339
FDIC receivable	4,751
Other real estate owned covered by loss sharing	8,225
Goodwill	4,023
Core deposit intangible	1,337
FDIC indemnification asset	38,531
Other assets	3,657
Total assets acquired	\$ 164,984
Liabilities	
Deposits	\$ 159,525
Federal Home Loan Bank advances	5,003
Accrued interest payable	421
Other liabilities	35
Total liabilities assumed	\$ 164,984

Summit Bank

On May 20, 2011 the Bank acquired certain assets and assumed certain liabilities of Summit Bank from the Federal Deposit Insurance Corporation (“FDIC”) in an FDIC-assisted transaction. As part of the Purchase and Assumption Agreement, the Bank and the FDIC entered into loss-sharing agreements (each, a “loss-sharing agreement” and collectively, the “loss-sharing agreements”), whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), OREO and certain accrued interest on loans for up to 90 days. We refer to the acquired loans and OREO subject to the loss-sharing agreements collectively as “covered assets.” Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries. The loss-sharing provisions of the agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the May 20, 2011 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

Summit Bank was a full service community bank headquartered in Burlington, Washington that operated three branch locations in Skagit County. We entered into this transaction to assist us with filling in our geographic footprint between Seattle and Bellingham, Washington and to support our recently expanded Bellingham banking team. We believe participating with the FDIC in this assisted transaction was, from an economical standpoint, advantageous to expansion through de novo branching.

The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting (formerly the purchase method). The assets and liabilities, both tangible and intangible, were initially provisionally recorded at their estimated fair values as of the May 20, 2011 acquisition date pending completion of valuation adjustments related to acquired loans, OREO, the indemnification asset, and other assets. The initial amounts recorded for acquired loans, OREO, the indemnification asset, and other assets were \$71.4 million, \$2.7 million, \$27.2 million, and \$786 thousand, respectively. At December 31, 2011 these amounts were retrospectively adjusted resulting in a

\$1.7 million decrease to acquired loans, a \$509 thousand decrease to OREO, a \$3.0 million increase to the indemnification asset, and a \$1.0 million increase to other assets. The application of the acquisition method of accounting resulted in the recognition of \$1.9 million of goodwill and a core deposit intangible of \$509 thousand. The goodwill represents the excess of the estimated fair value of the liabilities assumed over the estimated fair value of the assets acquired and is influenced significantly by the FDIC-assisted transaction process.

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The operating results of the Company include the operating results produced by the acquired assets and assumed liabilities for the period May 21, 2011 to December 31, 2011. Due primarily to the significant amount of fair value adjustments and the FDIC loss-sharing agreements put in place, historical results of Summit Bank are not meaningful to the Company's results and thus no pro forma information is presented.

The table below displays the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed:

	May 20, 2011 (in thousands)
Assets	
Cash and due from banks	\$ 1,837
Interest-earning deposits with banks and federal funds sold	14,198
Investment securities	871
Federal Home Loan Bank stock	406
Acquired loans	69,783
Accrued interest receivable	429
Premises and equipment	42
FDIC receivable	6,984
Other real estate owned covered by loss sharing	2,162
Goodwill	1,892
Core deposit intangible	509
FDIC indemnification asset	30,203
Other assets	1,813
Total assets acquired	\$ 131,129
Liabilities	
Deposits	\$ 123,279
Federal Home Loan Bank advances	7,772
Accrued interest payable	71
Other liabilities	7
Total liabilities assumed	\$ 131,129

American Marine Bank

On January 29, 2010, the Bank acquired certain assets and assumed certain liabilities of American Marine Bank from the FDIC, which had been appointed receiver of the institution. As part of the Purchase and Assumption Agreement, the Bank and the FDIC entered into loss-sharing agreements whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), OREO and certain accrued interest on loans. Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries on the first \$66 million on covered assets and absorb 95% of losses and share in 95% of loss recoveries exceeding \$66 million. The loss-sharing agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the January 29, 2010 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

The Bank acquired assets with an acquisition date fair value of approximately \$307.8 million, including \$176.3 million of loans, an FDIC loss sharing asset of \$70.4 million, \$28.6 million of investment securities, \$14.5 million of cash and cash equivalents and federal funds sold and \$18.0 million of other assets. The Bank assumed liabilities with an acquisition date fair value of approximately \$292.6 million, including \$254.0 million of insured and uninsured deposits, \$37.7 million of FHLB advances and \$974 thousand of other liabilities. American Marine Bank was a full service commercial bank headquartered on Bainbridge Island, Washington that operated 11 branch locations in western Washington. In addition, as part of this acquisition, the Bank received regulatory approval to exercise trust powers and intends to continue to operate the Trust and Wealth Management Division of American Marine Bank. We

made this acquisition to expand our geographic footprint.

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The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the January 29, 2010 acquisition date. The application of the acquisition method of accounting resulted in the recognition of a bargain purchase gain, net of tax, of \$9.8 million, which is included in the Gain on bank acquisition line item in the Consolidated Condensed Statements of Income, and a core deposit intangible of \$4.3 million. The transaction resulted in a bargain purchase gain as the fair value of assets acquired exceeded the fair value of liabilities assumed.

The operating results of the Company for the year ended December 31, 2010 include the operating results produced by the acquired assets and assumed liabilities for the period January 30, 2010 to December 31, 2010. Due primarily to the Company acquiring only certain assets and liabilities of American Marine Bank, the significant amount of fair value adjustments and the FDIC loss-sharing agreements now in place, historical results of American Marine Bank are not meaningful to the Company's results and thus no pro forma information is presented.

The table below displays the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed:

	January 29, 2010 (in thousands)
Assets	
Cash and cash equivalents	\$14,215
Federal funds sold	267
Investment securities	28,592
Federal Home Loan Bank stock	3,257
Loans covered by loss-sharing	176,278
Accrued interest receivable	1,280
Other real estate owned covered by loss-sharing	8,680
Core deposit intangible	4,313
FDIC loss-sharing asset	70,442
Other assets	498
Total assets acquired	\$307,822
Liabilities	
Deposits	\$253,965
Federal Home Loan Bank advances	37,682
Accrued interest payable	337
Deferred tax liability, net	5,383
Other liabilities	637
Total liabilities assumed	\$298,004
Net assets acquired	\$9,818

Columbia River Bank

On January 22, 2010 the Bank acquired certain assets and assumed certain liabilities of Columbia River Bank from the FDIC in an FDIC-assisted transaction. As part of the Purchase and Assumption Agreement, the Bank and the FDIC entered into loss-sharing agreements (each, a “loss-sharing agreement” and collectively, the “loss-sharing agreements”), whereby the FDIC will cover a substantial portion of any future losses on loans (and related unfunded commitments), OREO and certain accrued interest on loans. We refer to the acquired loans and OREO subject to the loss-sharing agreements collectively as “covered assets.” Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries on the first \$206 million on covered assets and absorb 95% of losses and share in 95% of loss recoveries exceeding \$206 million. The loss-sharing agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the January 22, 2010 acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date.

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The Bank acquired assets with an acquisition date fair value of approximately \$912.9 million, including \$480.3 million of loans, an FDIC loss sharing asset of \$189.8 million, \$100.7 million of investment securities, \$98.1 million of cash and cash equivalents and \$44.0 million of other assets. The Bank assumed liabilities with an acquisition date fair value of approximately \$912.9 million, including \$893.4 million of insured and uninsured deposits, \$18.4 million of Federal Home Loan Bank (“FHLB”) advances and \$1.1 million of other liabilities. Columbia River Bank was a full service commercial bank headquartered in The Dalles, Oregon that operated 21 branch locations, including 14 in the state of Oregon and seven in the State of Washington. We made this acquisition to expand our geographic footprint.

The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting (formerly the purchase method). The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the January 22, 2010 acquisition date. The application of the acquisition method of accounting resulted in the recognition in \$14.1 million of goodwill and a core deposit intangible of \$13.4 million. The goodwill represents the excess of the estimated fair value of the liabilities assumed over the estimated fair value of the assets acquired and is influenced significantly by the FDIC-assisted transaction process. All of the goodwill and core deposit intangible assets recognized are deductible for income tax purposes.

The operating results of the Company for the year ended December 31, 2010 include the operating results produced by the acquired assets and assumed liabilities for the period January 23, 2010 to December 31, 2010. Due primarily to the Company acquiring only certain assets and liabilities of Columbia River Bank, the significant amount of fair value adjustments and the FDIC loss-sharing agreements now in place, historical results of Columbia River Bank are not meaningful to the Company's results and thus no pro forma information is presented.

The table below displays the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed:

	January 22, 2010 (in thousands)
Assets	
Cash and due from banks	\$33,222
Interest-earning deposits with banks	64,921
Investment securities	100,650
Federal Home Loan Bank stock	3,045
Acquired loans	480,306
Accrued interest receivable	4,021
Other real estate owned covered by loss sharing	8,714
Goodwill	14,120
Core deposit intangible	13,442
FDIC loss-sharing asset	189,822
Other assets	615
Total assets acquired	\$912,878
Liabilities	
Deposits	\$893,356
Federal Home Loan Bank advances	18,428
Accrued interest payable	524
Other liabilities	570
Total liabilities assumed	\$912,878

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23. Parent Company Financial Information

Condensed Statements of Income—Parent Company Only

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Income			
Dividend from banking subsidiary	\$48,950	\$—	\$—
Interest-earning deposits	153	712	1,319
Other income	—	17	31
Total income	49,103	729	1,350
Expense			
Compensation and employee benefits	182	88	96
Long-term obligations	—	579	1,029
Other expense	1,193	1,114	1,066
Total expenses	1,375	1,781	2,191
Income (loss) before income tax expense (benefit) and equity in undistributed net income of subsidiaries	47,728	(1,052)	(841)
Income tax expense (benefit)	(435)	91	(778)
Income (loss) before equity in undistributed net income of subsidiaries	48,163	(1,143)	(63)
Equity in undistributed net income (loss) of subsidiaries	(2,020)	49,180	30,847
Net income	\$46,143	\$48,037	\$30,784

Condensed Balance Sheets—Parent Company Only

	December 31,	
	2012	2011
	(in thousands)	
Assets		
Cash and due from banking subsidiary	\$1,729	\$3,220
Interest-earning deposits	84,915	72,014
Total cash and cash equivalents	86,644	75,234
Investment in banking subsidiary	676,974	683,977
Other assets	649	510
Total assets	\$764,267	\$759,721
Liabilities and Shareholders' Equity		
Other liabilities	\$259	\$383
Total liabilities	259	383
Shareholders' equity	764,008	759,338
Total liabilities and shareholders' equity	\$764,267	\$759,721

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Condensed Statements of Cash Flows—Parent Company Only

	Years Ended December 31,		
	2012	2011	2010
	(in thousands)		
Operating Activities			
Net income	\$46,143	\$48,037	\$30,784
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed loss (earnings) of subsidiaries	2,020	(49,180)	(30,847)
Stock-based compensation expense	1,622	1,635	1,424
Net changes in other assets and liabilities	(264)	315	(769)
Net cash provided by operating activities	49,521	807	592
Investing Activities			
Proceeds from termination of trust subsidiaries	—	774	—
Net cash provided by investing activities	—	774	—
Financing Activities			
Cash dividends paid	(38,824)	(10,660)	(4,302)
Repayment of long-term subordinated debt	—	(25,774)	—
Issuance of common stock, net of offering costs	—	—	229,129
Purchase and retirement of common stock	—	(32)	—
Proceeds from exercise of stock options	713	848	948
Downstream stock offering proceeds to the Bank	—	(50,000)	(70,000)
Excess tax benefit associated with share-based compensation	—	98	—
Purchase and retirement of preferred stock	—	—	(80,200)
Net cash provided by (used in) financing activities	(38,111)	(85,520)	75,575
Increase (decrease) in cash and cash equivalents	11,410	(83,939)	76,167
Cash and cash equivalents at beginning of year	75,234	159,173	83,006
Cash and cash equivalents at end of year	\$86,644	\$75,234	\$159,173

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24. Summary of Quarterly Financial Information (Unaudited)

Quarterly financial information for the years ended December 31, 2012 and 2011 is summarized as follows:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year Ended December 31,
	(in thousands, except per share amounts)				
2012					
Total interest income	\$69,712	\$62,114	\$59,469	\$57,209	\$248,504
Total interest expense	2,649	2,413	2,204	2,311	9,577
Net interest income	67,063	59,701	57,265	54,898	238,927
Provision for loan and lease losses	4,500	3,750	2,875	2,350	13,475
Provision (recapture) for losses on covered loans	15,685	11,688	(3,992)	2,511	25,892
Noninterest income (loss)	9,574	11,828	(911)	6,567	27,058
Noninterest expense	44,352	39,825	40,936	37,800	162,913
Income before income taxes	12,100	16,266	16,535	18,804	63,705
Provision for income taxes	3,198	4,367	4,655	5,342	17,562
Net income	\$8,902	\$11,899	\$11,880	\$13,462	\$46,143
Per common share (1)					
Earnings (basic)	\$0.22	\$0.30	\$0.30	\$0.34	\$1.16
Earnings (diluted)	\$0.22	\$0.30	\$0.30	\$0.34	\$1.16
2011					
Total interest income	\$54,611	\$53,309	\$68,432	\$74,919	\$251,271
Total interest expense	4,162	3,934	3,644	2,795	14,535
Net interest income	50,449	49,375	64,788	72,124	236,736
Provision for loan and lease losses	—	2,150	500	4,750	7,400
Provision (recapture) for losses on covered loans	(422)	2,301	433	(3,960)	(1,648)
Noninterest income	(5,419)	3,542	2,196	(9,602)	(9,283)
Noninterest expense	37,346	37,164	39,935	41,314	155,759
Income before income taxes	8,106	11,302	26,116	20,418	65,942
Provision (benefit) for income taxes	2,327	2,670	7,244	5,664	17,905
Net income	\$5,779	\$8,632	\$18,872	\$14,754	\$48,037
Per common share (1)					
Earnings (basic)	\$0.15	\$0.22	\$0.48	\$0.37	\$1.22
Earnings (diluted)	\$0.15	\$0.22	\$0.48	\$0.37	\$1.21

(1) Due to averaging of shares, quarterly earnings per share may not add up to the totals reported for the full year.

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ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND
9. FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based on that evaluation, the CEO and CFO have concluded that as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that the information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is (i) accumulated and communicated to our management (including the CEO and CFO) to allow timely decisions regarding required disclosure, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Internal Control Over Financial Reporting

Management's Annual Report On Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The internal control system has been designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of the Company's published financial statements. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect the Company's transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of the Company's financial statements; providing reasonable assurance that receipts and expenditures are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on the Company's financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of the Company's financial statements would be prevented or detected.

Management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2012 based on the control criteria established in a report entitled Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, management has concluded that the Company's internal control over financial reporting is effective as of December 31, 2012. There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recently completed fiscal year that materially affected or are reasonably likely to materially affect internal control over financial reporting.

Our independent registered public accounting firm has issued an attestation report on our internal control over financial reporting, which appears in this annual report on Form 10-K.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Columbia Banking System, Inc.
Tacoma, Washington

We have audited the internal control over financial reporting of Columbia Banking System, Inc. and its subsidiary (the “Company”) as of December 31, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because management’s assessment and our audit were conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management’s assessment and our audit of the Company’s internal control over financial reporting included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Consolidated Reports of Condition and Income for Schedules RC, RI, and RI-A. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report On Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have not examined and, accordingly, we do not express an opinion or any other form of assurance on management’s statement referring to compliance with laws and regulations.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2012 of the Company and our report dated February 28, 2013 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP
Seattle, Washington
February 28, 2013

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ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding “Directors, Executive Officers and Corporate Governance” is set forth under the headings “Proposal No.1: Election of Directors”, “Management—Executive Officers Who are Not Directors” and “Corporate Governance” in the Company’s 2013 Annual Proxy Statement (“Proxy Statement”) and is incorporated herein by reference.

Information regarding “Compliance with Section 16(a) of the Exchange Act” is set forth under the section “Section 16(a) Beneficial Ownership Reporting Compliance” of the Company’s Proxy Statement and is incorporated herein by reference. Information regarding the Company’s audit committee financial expert is set forth under the heading “Board Structure and Compensation—What Committees has the Board Established” in our Proxy Statement and is incorporated by reference.

On February 25, 2004, consistent with the requirements of the Sarbanes-Oxley Act of 2002, the Company adopted a Code of Ethics applicable to senior financial officers including the principal executive officer. The Code of Ethics was filed as Exhibit 14 to our 2003 Form 10-K Annual Report and can be accessed electronically by visiting the Company’s website at www.columbiabank.com.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding “Executive Compensation” is set forth under the headings “Board Structure and Compensation” and “Executive Compensation” of the Company’s Proxy Statement and is incorporated herein by reference.

ITEM SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND

12. RELATED STOCKHOLDER MATTERS

Information regarding “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” is set forth under the heading “Stock Ownership” of the Company’s Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information regarding “Certain Relationships and Related Transactions, and Director Independence” is set forth under the headings “Certain Relationships and Related Transactions” and “Corporate Governance—Director Independence” of the Company’s Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information regarding “Principal Accounting Fees and Services” is set forth under the heading “Independent Registered Public Accounting Firm” of the Company’s Proxy Statement and is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements:

The Consolidated Financial Statements and related documents set forth in “Item 8. Financial Statements and Supplementary Data” of this report are filed as part of this report.

(2) Financial Statements Schedules:

All other schedules to the Consolidated Financial Statements required by Regulation S-X are omitted because they are not applicable, not material or because the information is included in the Consolidated Financial Statements and related notes in “Item 8. Financial Statements and Supplementary Data” of this report.

(3) Exhibits:

The response to this portion of Item 15 is submitted as a separate section of this report appearing immediately following the signature page and entitled “Index to Exhibits.”

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 28th day of February 2013.

COLUMBIA BANKING SYSTEM, INC.
(Registrant)

By: /s/ MELANIE J. DRESSEL
Melanie J. Dressel
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated, on the 28th day of February 2013.

Principal Executive Officer:

By: /s/ MELANIE J. DRESSEL
Melanie J. Dressel
President and Chief Executive Officer

Principal Financial and Accounting Officer:

By: /s/ CLINT E. STEIN
Clint E. Stein
Executive Vice President and Chief Financial Officer

Melanie J. Dressel, pursuant to a power of attorney that is being filed with the Annual Report on Form 10-K, has signed this report on February 28, 2013 as attorney in fact for the following directors who constitute a majority of the Board.

[John P. Folsom]
[Frederick M. Goldberg]
[Thomas M. Hulbert]
[Michelle M. Lantow]
[Thomas L. Matson]

[S. Mae Numata]
[Daniel C. Regis]
[Donald Rodman]
[William T. Weyerhaeuser]
[James M. Will]

/s/ MELANIE J. DRESSEL
Melanie J. Dressel
Attorney-in-fact

February 28, 2013

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INDEX TO EXHIBITS

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger between the Company and West Coast Bancorp dated as of September 25, 2012 (1)
3.1	Amended and Restated Articles of Incorporation (2)
3.2	Amended and Restated Bylaws (3)
4.1	Specimen of common stock certificate (4)
4.2	Pursuant to Item 601(b) (4) (iii) (A) of Regulation S-K, copies of instruments defining the rights of holders of long-term debt and preferred securities are not filed. The Company agrees to furnish a copy thereof to the Securities and Exchange Commission upon request
10.1*	Amended and Restated Stock Option and Equity Compensation Plan (5)
10.2*	Form of Stock Option Agreement (6)
10.3*	Form of Restricted Stock Agreement (6)
10.4*	Form of Stock Appreciation Right Agreement (6)
10.5*	Form of Restricted Stock Unit Agreement (6)
10.6*	Form of Long Term Restricted Stock Agreement (7)
10.7*	Amended and Restated Employee Stock Purchase Plan (8)
10.8	Office Lease, dated as of December 15, 1999, between the Company and Haub Brothers Enterprises Trust (9)
10.9*	Employment Agreement between the Bank, the Company and Melanie J. Dressel effective August 1, 2004 (10)
10.10*	Amendment to Employment Agreement between the Bank, the Company and Melanie J. Dressel effective February 1, 2009 (11)
10.11*	Amendment to Employment Agreement effective December 31, 2008 among the Bank, the Company and Melanie J. Dressel (12)
10.12*	Change in Control Agreement between the Bank and Gary R. Schminkey effective November 15, 2010 (13)
10.13*	Form of Change in Control Agreement between the Bank and Andrew McDonald dated June 1, 2009 (6)

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- 10.14* Change in Control Agreement between the Bank and Kent L. Roberts dated December 4, 2011 (13)
- 10.15* Change in Control Agreement between the Bank and Mark Nelson dated as of October 23, 2012 (14)
- 10.16* Change in Control Agreement between the Bank and Clint Stein dated as of October 24, 2012 (14)
- 10.17* Form of Long-Term Care Agreement between the Bank, the Company, and each of the following directors: Mr. Folsom, Mr. Hulbert, Mr. Matson, Mr. Rodman, Mr. Weyerhaeuser and Mr. Will (15)

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Exhibit No. Exhibit

10.18*	Amended and Restated Executive Supplemental Compensation Agreements dated as of May 27, 2009 among the Company, Columbia State Bank and Melanie J. Dressel, Gary R. Schminkey and Mark W. Nelson, respectively (16)
10.19*	Amended and Restated 401 Plus Plan (Deferred Compensation Plan) dated December 14, 2011 for directors and key employees (13)
10.20*	Form of Supplemental Compensation Agreement between the Bank and Mr. Andrew McDonald (6)
10.21*	Form of Amendment to Supplemental Compensation Agreement effective December 31, 2008 between the Bank and Andrew L. McDonald (12)
10.22*	Form of Indemnification Agreement between the Company and its directors (12)
10.23*	Town Center Bancorp 2004 Stock Incentive Plan (17)
10.24*	Town Center Bancorp Form of Restricted Stock Award Agreement (17)
10.25*	Mountain Bank Holding Company Director Stock Option Plan (18)
10.26*	Mountain Bank Holding Company Form of Non-employee Director Stock Option Agreement (18)
10.27*	Mountain Bank Holding Company 1999 Employee Stock Option Plan (18)
10.28*	Mountain Bank Holding Company Form of Employee Stock Option Agreement (18)
10.29*	Mt. Rainier National Bank 1990 Stock Option Plan (18)
14	Code of Ethics (19)
21+	Subsidiaries of the Company
23+	Consent of Deloitte & Touche LLP
24+	Power of Attorney
31.1+	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2+	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32+	Certification Filed Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	The following financial information from Columbia Banking System, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012 is formatted in XBRL: (i) Audited Consolidated Balance Sheets, (ii) Audited Consolidated Statements of Income, (iii) Audited Consolidated Statements of

Comprehensive Income, (iv) Audited Consolidated Statements of Changes in Shareholders' Equity, (v) Audited Consolidated Statements of Cash Flows, and (vi) Notes to Audited Consolidated Financial Statements.**

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- (1) Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed October 25, 2012
- (2) Incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008
- (3) Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on February 2, 2010
- (4) Incorporated by reference to Exhibit 4.3 of the Company's S-3 Registration Statement (File No. 333-156350) filed December 19, 2008
- (5) Incorporated by reference to Exhibit 99.1 of the Company's S-8 Registration Statement (File No. 333-160370) filed July 1, 2009
- (6) Incorporated by reference to Exhibits 10.2-10.5, 10.10 and 10.16 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007
- (7) Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed January 5, 2010
- (8) Incorporated by reference to Exhibit 10.7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010
- (9) Incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K for the year ended December 31, 2000
- (10) Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004
- (11) Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 19, 2009
- (12) Incorporated by reference to Exhibits 10.2-10.4 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009
- (13) Incorporated by reference to Exhibits 10.10, 10.14 and 10.15 of the Company's Annual Report on Form 10-K for the year ended December 31, 2011
- (14) Incorporated by reference to Exhibits 10.1 and 10.2 of the Company's Current Report on Form 8-K filed October 29, 2012
- (15) Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001
- (16) Incorporated by reference to Exhibits 10.1, 10.2 and 10.3 of the Company's Current Report on Form 8-K filed on June 2, 2009
- (17) Incorporated by reference to Exhibits 10.1 and 10.2 of the Company's S-8 Registration Statement (File No. 333-145207) filed August 7, 2007
- (18) Incorporated by reference to Exhibits 99.1-99.5 of the Company's S-8 Registration Statement (File No. 333-144811) filed July 24, 2007
- (19) Incorporated by reference to Exhibit 14 of the Company's Annual Report on Form 10-K for the year ended December 31, 2003

* Management contract or compensatory plan or arrangement

+ Filed herewith

** Furnished herewith