

COLUMBIA BANKING SYSTEM INC
Form 10-K
March 02, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2006 or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-20288

COLUMBIA BANKING SYSTEM, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

91-1422237
(I.R.S. Employer
Identification Number)

1301 A Street

Tacoma, Washington 98402

(Address of principal executive offices) (Zip code)

Registrant's Telephone Number, Including Area Code: (253) 305-1900

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:

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Common Stock, No Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (17 C.F.R. 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (check one):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of Common Stock held by non-affiliates of the registrant at June 30, 2006 was \$575,306,422 based on the closing sale price of the Common Stock on that date.

The number of shares of registrant's Common Stock outstanding at January 31, 2007 was 16,100,632.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's definitive 2007 Annual Meeting Proxy Statement Dated March 19, 2007

Part III

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COLUMBIA BANKING SYSTEM, INC.

FORM 10-K ANNUAL REPORT

DECEMBER 31, 2006

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NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K may be deemed to include forward looking statements, which management believes to be a benefit to shareholders. These forward looking statements describe management's expectations regarding future events and developments such as future operating results, growth in loans and deposits, continued success of our style of banking and the strength of the local economy. The words will, believe, expect, should, and anticipate and words of similar construction are intended in part to help identify forward looking statements. Future events are difficult to predict, and the expectations described above are necessarily subject to risk and uncertainty that may cause actual results to differ materially and adversely. In addition to discussions about risks and uncertainties set forth from time to time in our filings with the SEC, factors that may cause actual results to differ materially from those contemplated by such forward looking statements include, among others, the following possibilities: (1) local, national, and international economic conditions are less favorable than expected or have a more direct and pronounced effect on us than expected and adversely affect our ability to continue internal growth at historical rates and maintain the quality of our earning assets; (2) changes in interest rates reduce interest margins more than expected and negatively affect funding sources; (3) projected business increases following strategic expansion or opening or acquiring new branches are lower than expected; (4) costs or difficulties related to the integration of acquisitions are greater than expected; (5) competitive pressure among financial institutions increases significantly; (6) legislation or regulatory requirements or changes adversely affect the businesses in which we are engaged; and (7) our ability to realize the efficiencies we expect to receive from our investments in personnel and infrastructure.

PART I

ITEM 1. BUSINESS

General

Columbia Banking System, Inc. (referred to in this report as we, our, and the Company) is a registered bank holding company whose wholly owned banking subsidiaries, Columbia State Bank (Columbia Bank) and Bank of Astoria (Astoria), conduct full-service commercial banking business in the states of Washington and Oregon, respectively. Headquartered in Tacoma, Washington, we provide a full range of banking services to small and medium-sized businesses, professionals and other individuals.

Our current organizational structure was put in place and additional management was brought on board in 1993 in order to take advantage of commercial banking business opportunities in our principal market area. At that time, increased consolidations of banks, primarily through acquisitions by out-of-state holding companies, created dislocation of customers and presented opportunities to capture market share. We have grown from four branch offices at January 1, 1993 to 40 branch offices at December 31, 2006.

Our largest wholly owned banking subsidiary, Columbia Bank, has 35 banking offices located in the Tacoma metropolitan area and contiguous parts of the Puget Sound region of Washington state, as well as the Longview and Woodland communities in southwestern Washington state. Substantially all of Columbia Bank's loans, loan commitments and core deposits are within its service areas. Columbia Bank is a Washington state-chartered commercial bank, the deposits of which are insured in whole or in part by the Federal Deposit Insurance Corporation (the FDIC). Columbia Bank is subject to regulation by the FDIC and the Washington State Department of Financial Institutions Division of Banks. Although Columbia Bank is not a member of the Federal Reserve System, the Board of Governors of the Federal Reserve System has certain supervisory authority over the Company, which can also affect Columbia Bank.

Prior Acquisition

On October 1, 2004, the Company completed its acquisition of Astoria, an Oregon state-chartered commercial bank headquartered in Astoria, Oregon. The acquisition was accounted for as a purchase and

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Astoria's results of operations are included in our results beginning October 1, 2004. Astoria operates as a separate banking subsidiary of the Company and has five full service branch offices located within Clatsop and Tillamook Counties, along the northern Oregon coast. The deposits of Astoria are insured in whole or in part by the FDIC. Astoria is subject to regulation by the FDIC and the State of Oregon Department of Consumer and Business Services Division of Finance and Corporate Securities. Although Astoria is not a member of the Federal Reserve System, the Board of Governors of the Federal Reserve System has certain supervisory authority over the Company, which can also affect Astoria. For more information on the acquisition, see Note 2 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Company Management

| Name | Principal Position |
|--------------------|--|
| Melanie J. Dressel | President & Chief Executive Officer |
| Andrew McDonald | Executive Vice President & Chief Credit Officer |
| Mark W. Nelson | Executive Vice President & Chief Banking Officer |
| Gary R. Schminkey | Executive Vice President & Chief Financial Officer |

Financial Information about Segments

Within Washington State, we are managed along three major lines of business: commercial banking, retail banking, and real estate lending. In Oregon, we operate as one segment through the Astoria banking subsidiary. Our treasury function, although not considered a line of business, is responsible for the management of investments and interest rate risk. Financial information about segments that conform with accounting principles generally accepted in the United States is presented in Note 19 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Business Overview

Our goal is to be the leading Pacific Northwest regional community banking company while consistently increasing earnings and shareholder value. We continue to build on our reputation for excellent customer service in order to be recognized in all markets we serve as the bank of choice for retail deposit customers, small to medium-sized businesses and affluent households.

We have established a network of 40 branches as of December 31, 2006 from which we intend to grow market share. All Washington branches operate as Columbia Bank and all Oregon branches operate as Bank of Astoria. Western Washington locations consist of twenty-two branches in Pierce County, eight in King County, three in Cowlitz County, and one each in Kitsap and Thurston Counties. Northern Oregon coastal area locations consist of four branches in Clatsop County and one in Tillamook County.

In order to fund our lending activities and to allow for increased contact with customers, we utilize a branch system to better serve retail and business customer depositors. We believe this approach will enable us to expand lending activities while attracting a stable core deposit base. In order to support our strategy of market penetration and increased profitability, while continuing our personalized banking approach and our commitment to asset quality, we have invested in experienced branch, lending and administrative personnel and have incurred related costs in the creation of our branch network. Many of these branches are becoming established within their markets. The resulting efficiencies will provide management with the ability to reallocate the resources previously consumed by these branches to new endeavors.

Business Strategy

Our business strategy is to provide our customers with the financial sophistication and breadth of products of a regional banking company while retaining the appeal and service level of a community bank. We continually

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evaluate our existing business processes while focusing on maintaining asset quality, expanding total revenue and controlling expenses in an effort to increase our return on average equity and gain operational efficiencies. We believe that as a result of our strong commitment to highly personalized, relationship-oriented customer service, our varied products, our strategic branch locations and the long-standing community presence of our managers, lending officers and branch personnel, we are well positioned to attract and retain new customers and to increase our market share of loans, deposits, and other financial services in the communities we serve. We are committed to increasing market share in the communities we serve by continuing to leverage our existing branch network, adding new branch locations and considering business combinations that are consistent with our expansion strategy throughout the Pacific Northwest.

Products & Services

We place the highest priority on customer service and assist our customers in making informed decisions when selecting from the products and services we offer. We continuously review our products and services to ensure that we provide our customers with the tools to meet their financial institution needs. A more complete listing of all the services and products available to our customers can be found on our website: www.columbiabank.com. Some of the core products and services we offer include:

Personal Banking
 Checking and Saving Accounts
 Online Banking
 Electronic Bill Pay
 Consumer Lending
 Residential Lending
 Visa Card Services
 Investment Services
 Private Banking

Business Banking
 Checking & Saving Accounts
 Online Banking
 Electronic Bill Pay
 Cash Management
 Commercial & Industrial Lending
 Real Estate and Real Estate Construction Lending
 Equipment Finance
 Small Business Services
 Visa Card Services
 Investment Services
 International Banking
 Merchant Card Services

Personal Banking: We offer our personal banking customers an assortment of checking and saving account products including non-interest and interest bearing checking, savings, money market and certificate of deposit accounts. Overdraft protection is also available with direct links to the customer's checking account. Our online banking service, Columbia Online provides our personal banking customers with the ability to safely and securely conduct their banking business 24 hours a day, 7 days a week. Personal banking customers are also provided with a variety of borrowing products including fixed and variable rate home equity loans and lines of credit, home mortgages for purchases and refinances, personal loans, and other consumer loans. Eligible personal banking customers with checking accounts are provided a VISA® Check Card which can be used to make purchases and also act as an ATM card. A variety of Visa® Credit Cards are also available to eligible personal banking customers.

Through CB Financial Services, personal banking customers are provided with a full range of investment options including mutual funds, stocks, bonds, retirement accounts, annuities, tax-favored investments, US Government securities as well as long-term care and life insurance policies. Qualified investment professionals are available to provide advisory services and assist customers with retirement and education planning.

Columbia Private Banking offers clientele requiring complex financial solutions and their businesses credit services, deposit and cash management services, and wealth management. Each private banker provides advisory services and coordinates a relationship team of experienced financial professionals to meet the unique needs of each discerning customer.

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Business Banking: We offer our business banking customers an assortment of checking and saving account products including checking, interest bearing money market and certificate of deposit accounts. Cash management customers can access, monitor and manage cash flows effectively and efficiently through a variety of tools, including account analysis, sweep accounts, ACH and other electronic banking services. Business customers, through Columbia Online, have the ability to save time and money through our custom eBusiness solutions products. Standard features of Columbia Online provide customers with the ability to tailor user access by individual, view balances, statements and checks as well as transfer funds, pay bills electronically and export transaction history to accounting software. In addition, we intend to launch our new remote deposit product in early April, providing current and potential business customers a convenient, cost-effective method of making deposits without needing to leave their place of business.

We offer a variety of loan products tailored to meet the various needs of business banking customers. Commercial loan products include accounts receivable, inventory and equipment financing as well as Small Business Administration financing. We also offer commercial real estate loan products for construction and development or permanent financing. Historically, lending activities have been primarily directed toward the origination of real estate and commercial loans. Real estate lending activities have been focused on construction and permanent loans for both owner occupants and investor oriented real estate properties. In addition, the bank has pursued construction and first mortgages on owner occupied, one- to four-family residential properties. Commercial banking has been directed toward meeting the credit and related deposit needs of various sized businesses and professional practice organizations operating in our primary market areas.

We offer our business banking customers a selection of Visa® Cards including the Business Check Card that works like a check where ever VISA® is accepted including ATMs; the Corporate Card which can be used all over the world; the Purchasing Card with established purchasing capabilities based on your business needs; and Business Edition® Plus that earns reward points with every purchase. Our Business ATM Cash Card is also available for fast, easy cash withdrawals 24 hours a day, 7 days a week.

Through CB Financial Services, our business customers are provided with an array of investment options and all the tools and resources necessary to assist them in reaching their investment goals. Some of the investment options available to our business customers include 401(k), Simple IRA, Simple Employee Pensions, Buy-Sell Agreements, Key-Man Insurance, Business Succession Planning and personal investments.

Our International Banking Department provides both large and small businesses with the ability to buy and sell foreign currencies as well as obtain letters of credit and wire funds to their customers and suppliers in foreign countries.

Business clients that utilize Columbia's Merchant Card Services have the ability to accept both Visa® and MasterCard® sales drafts for deposit directly into their business checking account. Merchants are provided with a comprehensive accounting system tailored to meet each merchant's needs, which includes month-to-date credit card deposit information on a transaction statement. Internet access is available to view merchant reports that allow business customers to review merchant statements, authorized, captured, cleared and settled transactions.

Competition

Our industry is highly competitive. Several other financial institutions, having greater resources, compete for banking business in our market areas. Among the advantages of some of these institutions are their ability to make larger loans, finance extensive advertising and promotion campaigns, access international financial markets and allocate their investment assets to regions of highest yield and demand. In addition to competition from other banking institutions, we continue to experience competition from non-banking companies such as credit unions, brokerage houses and other financial services companies. We compete for loans, deposits and other financial services by offering our customers with a similar breadth of products as our larger competitors while delivering a more personalized service level with faster transaction turnaround time.

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Market Areas

Washington: Nearly two-thirds of our total branches within Washington are located in Pierce County with an estimated population of 773,500 residents. At year end we operated twenty two branch locations in Pierce County that accounted for 16%⁽¹⁾ of the total deposit market share ranking second amongst our competition. Also located in Pierce County is our Company headquarters in the city of Tacoma and one nearby operational facility. Some of the most significant contributors to the Pierce County economy are the Port of Tacoma which accounts for more than 43,000 jobs, McChord Air Force Base and Fort Lewis Army Base that account for nearly 20% of the County's total employment and the manufacturing industry which supplies the Boeing Company.

We operate eight branch locations in King County, which is Washington's most highly populated county at approximately 1.8 million residents. King County, in particular the Seattle metropolitan area, is a market that has significant growth potential for our Company and will play a key role in our expansion strategy in the future. At year end our share of the King County deposit market was less than 1%⁽¹⁾, however, we have made significant inroads within this market through the strategic expansion of our banking team. The north King County economy is primarily made up of the aerospace, construction, computer software and biotechnology industries. South King County with its close proximity to Pierce County is considered a natural extension of our primary market area. The economy of south King County is primarily comprised of residential communities supported by light industrial, retail, aerospace and distributing and warehousing industries.

Some other market areas served by the Company include Cowlitz County where we operate three branch locations that account for 13%⁽¹⁾ of the deposit market share, and Kitsap and Thurston County where we operate one branch in each county.

Oregon: Through the acquisition of Astoria in October 2004, we added five branches located in the western portions of Clatsop and Tillamook Counties, in the northern Oregon coastal area. In Clatsop and Tillamook Counties we have 33%⁽¹⁾ and 6%⁽¹⁾ of the deposit market share, respectively. Oregon market areas provide a significant opportunity for expansion strategies in the future. Both Clatsop and Tillamook Counties are comprised primarily of forestry, commercial fishing, and tourism related businesses.

Employees

As of December 31, 2006 the Company and its banking subsidiaries employed approximately 657 full time equivalent employees. We value our employees and pride ourselves on providing a professional work environment accompanied by comprehensive benefit programs. We are committed to providing flexible and value-added benefits to our employees through a Total Compensation Philosophy which incorporates all compensation and benefits.

Available Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, periodic reports on Form 8-K, proxy statements and other information with the United States Securities and Exchange Commission (SEC). The public may obtain copies of these reports and any amendments at the SEC's Internet site, www.sec.gov. Additionally, reports filed with the SEC can be obtained through our website at www.columbiabank.com. These reports are available through our website as soon as reasonably practicable after they are filed electronically with the SEC. Information contained on our website is not intended to be incorporated by reference into this report.

Supervision and Regulation

General

The following discussion describes elements of the extensive regulatory framework applicable to the Company and the Bank. This regulatory framework is primarily designed for the protection of depositors, federal

⁽¹⁾ Source: FDIC Annual Summary of Deposit Report as of June 30, 2006.

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deposit insurance funds and the banking system as a whole, rather than specifically for the protection of shareholders. Due to the breadth of this regulatory framework, our costs of compliance continue to increase in order to monitor and satisfy these requirements.

To the extent that this section describes statutory and regulatory provisions, it is qualified in its entirety by reference to those provisions. These statutes and regulations, as well as related policies, are subject to change by Congress, state legislatures and federal and state regulators. Changes in statutes, regulations or regulatory policies applicable to us, including interpretation or implementation thereof, could have a material effect on our business or operations.

Federal Bank Holding Company Regulation

General. The Company is a bank holding company as defined in the Bank Holding Company Act of 1956, as amended (BHCA), and is therefore subject to regulation, supervision and examination by the Federal Reserve. In general, the BHCA limits the business of bank holding companies to owning or controlling banks and engaging in other activities closely related to banking. The Company must file reports with and provide the Federal Reserve such additional information as it may require. Under the Financial Services Modernization Act of 1999, a bank holding company may apply to the Federal Reserve to become a financial holding company, and thereby engage (directly or through a subsidiary) in certain expanded activities deemed financial in nature, such as securities brokerage and insurance underwriting.

Holding Company Bank Ownership. The BHCA requires every bank holding company to obtain the prior approval of the Federal Reserve before (i) acquiring, directly or indirectly, ownership or control of any voting shares of another bank or bank holding company if, after such acquisition, it would own or control more than 5% of such shares; (ii) acquiring all or substantially all of the assets of another bank or bank holding company; or (iii) merging or consolidating with another bank holding company.

Holding Company Control of Nonbanks. With some exceptions, the BHCA also prohibits a bank holding company from acquiring or retaining direct or indirect ownership or control of more than 5% of the voting shares of any company which is not a bank or bank holding company, or from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or providing services for its subsidiaries. The principal exceptions to these prohibitions involve certain non-bank activities that, by statute or by Federal Reserve regulation or order, have been identified as activities closely related to the business of banking or of managing or controlling banks.

Transactions with Affiliates. Subsidiary banks of a bank holding company are subject to restrictions imposed by the Federal Reserve Act on extensions of credit to the holding company or its subsidiaries, on investments in their securities and on the use of their securities as collateral for loans to any borrower. These regulations and restrictions may limit the Company's ability to obtain funds from its subsidiary banks for its cash needs, including funds for payment of dividends, interest and operational expenses.

Tying Arrangements. We are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, sale or lease of property or furnishing of services. For example, with certain exceptions, neither the Company nor its subsidiaries may condition an extension of credit to a customer on either (i) a requirement that the customer obtain additional services provided by us; or (ii) an agreement by the customer to refrain from obtaining other services from a competitor.

Support of Subsidiary Banks. Under Federal Reserve policy, the Company is expected to act as a source of financial and managerial strength to its subsidiary banks. This means that the Company is required to commit, as necessary, resources to support Columbia Bank and the Bank of Astoria. Any capital loans a bank holding company makes to its subsidiary banks are subordinate to deposits and to certain other indebtedness of those subsidiary banks.

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State Law Restrictions. As a Washington corporation, the Company is subject to certain limitations and restrictions under applicable Washington corporate law. For example, state law restrictions in Washington include limitations and restrictions relating to indemnification of directors, distributions to shareholders, transactions involving directors, officers or interested shareholders, maintenance of books, records, and minutes, and observance of certain corporate formalities.

Federal and State Regulation of Columbia State Bank and Astoria

General. The deposits of Columbia Bank, a Washington chartered commercial bank, and the Bank of Astoria, an Oregon chartered commercial bank, are insured by the FDIC. As a result, Columbia Bank is subject to supervision and regulation by the Washington Department of Financial Institutions, Division of Banks and the FDIC. The Bank of Astoria is primarily regulated by the Oregon Department of Consumer and Business Services and the FDIC. These agencies have the authority to prohibit banks from engaging in what they believe constitute unsafe or unsound banking practices.

Community Reinvestment. The Community Reinvestment Act of 1977 requires that, in connection with examinations of financial institutions within their jurisdiction, the Federal Reserve or the FDIC evaluate the record of the financial institution in meeting the credit needs of its local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. A bank's community reinvestment record is also considered by the applicable banking agencies in evaluating mergers, acquisitions and applications to open a branch or facility.

Insider Credit Transactions. Banks are also subject to certain restrictions imposed by the Federal Reserve Act on extensions of credit to executive officers, directors, principal shareholders or any related interests of such persons. Extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral, and follow credit underwriting procedures that are at least as stringent, as those prevailing at the time for comparable transactions with persons not covered above and who are not employees; and (ii) must not involve more than the normal risk of repayment or present other unfavorable features. Banks are also subject to certain lending limits and restrictions on overdrafts to insiders. A violation of these restrictions may result in the assessment of substantial civil monetary penalties, the imposition of a cease and desist order, and other regulatory sanctions.

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) prohibits management personnel of a bank from serving as a director 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. Federal law imposes certain non-capital safety and soundness standards upon banks. These standards cover, among other things, internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation and benefits. Additional standards apply to asset quality, earnings and stock valuation. An institution that fails to meet these standards must develop a plan acceptable to its regulators, specifying the steps that the institution will take to meet the standards. Failure to submit or implement such a plan may subject the institution to regulatory sanctions.

Interstate Banking And Branching

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (Interstate Act) permits relaxed prior interstate branching restrictions under federal law by permitting nationwide interstate banking and branching under certain circumstances. Generally, bank holding companies may purchase banks in any state, and states may not prohibit these purchases. Additionally, banks are permitted to merge with banks in other states, as

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long as the home state of neither merging bank has opted out under the legislation. 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.

Washington and Oregon have both enacted opting in legislation in accordance with the Interstate Act provisions allowing banks to engage in interstate merger transactions, subject to certain aging requirements. Under Washington law, an out-of-state bank may, subject to Department of Financial Institution approval, open de novo branches in Washington or acquire an in-state branch so long as the home state of the out-of-state bank has reciprocal laws with respect to de novo branching or branch acquisitions. In contrast, Oregon restricts an out-of-state bank from opening de novo branches, and no out-of-state bank may conduct banking business at a branch located in Oregon unless the out-of-state bank has converted from, has assumed all, or substantially all, of Oregon deposit liabilities of or has merged with an insured institution that, by itself or together with any predecessor, has been engaged in banking business in Oregon for at least three years.

Deposit Insurance

In February 2006, the President signed federal deposit insurance reform legislation. The legislation (i) required the FDIC to merge the Bank Insurance Fund and the Savings Association Insurance Fund into a newly created Deposit Insurance Fund, which was completed in 2006; (ii) increases the amount of deposit insurance coverage for retirement accounts; (iii) allows for deposit insurance coverage on individual accounts to be indexed for inflation starting in 2010; (iv) provides the FDIC more flexibility in setting and imposing deposit insurance assessments; and (v) provides eligible institutions credits on future assessments.

The Banks' deposits are currently insured to a maximum of \$100,000 per depositor through the Deposit Insurance Fund. The Banks are each required to pay deposit insurance premiums, which are assessed and paid regularly. The premium amount is based upon a risk classification system established by the FDIC. Banks with higher levels of capital and a low degree of supervisory concern are assessed lower premiums than banks with lower levels of capital or a higher degree of supervisory concern.

Dividends

The principal source of the Company's cash is from dividends received from its subsidiary banks, 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. Oregon and Washington law also limit a bank's ability to pay dividends that are greater than the bank's retained earnings without approval of the applicable banking agency.

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, surplus and undivided profits. Tier II capital generally consists of the allowance for loan losses, hybrid capital instruments, and 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.

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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 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.

In 2006, the federal banking agencies, including the FDIC and the Federal Reserve, provided notice of proposed rulemaking that would change the existing risk-based capital framework by enhancing its risk sensitivity. Whether such revisions are implemented or what effect they might have on us cannot be predicted at this time, but we do not expect our operations to be significantly impacted.

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.

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 Legislation

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 Securities and Exchange Commission (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

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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.

To deter wrongdoing, the Act (i) subjects bonuses issued to top executives to disgorgement if a restatement of a company's financial statements was due to corporate misconduct; (ii) prohibits an officer or director misleading or coercing an auditor; (iii) prohibits insider trades during pension fund blackout periods; (iv) imposes new criminal penalties for fraud and other wrongful acts; and (v) extends the period during which certain securities fraud lawsuits can be brought against a company or its officers.

As a publicly reporting company, we are subject to the requirements of the Act and related rules and regulations issued by the SEC and NASDAQ. After enactment, we updated our policies and procedures to comply with the Act's requirements and have found that such compliance, including compliance with Section 404 of the Act relating to management control over financial reporting, has resulted in significant additional expense for the Company. We anticipate that we will continue to incur such additional expense in our ongoing compliance.

Anti-terrorism Legislation

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). Certain provisions of the Patriot Act were made permanent and other sections were made subject to extended sunset provisions. 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. While the Patriot Act has had minimal affect on our record keeping and reporting expenses, we do not believe that the renewal and amendment will have a material adverse effect on our business or operations.

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.

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.

Economic downturns in the market areas we serve or a rapidly increasing interest rate environment could increase the credit risk within the loan portfolio.

Lending activities are our largest source of credit risk, which is the risk that a borrower will fail to meet their obligations in accordance with agreed upon terms. We manage the credit risk inherent in our loan portfolio through the establishment of sound underwriting policies and procedures. We maintain an allowance for loan and lease losses as well as an allowance for unfunded loan commitments and letters of credit to absorb anticipated future losses. Although we consider our allowance for loan and lease losses and allowance for unfunded loan commitments and letters of credit to be adequate at December 31, 2006, a significant downturn in the economy could result in higher delinquencies and defaults which would negatively impact our financial position. A substantial portion of the loans in our portfolio are variable rate. A rapidly increasing interest rate environment could impair our borrower's ability to service the interest portion of their obligations to us. This could result in decreased net income from increased provisions to the allowance for loan and lease losses as well as decreased interest income resulting from an increase in nonaccrual loans. For additional discussion see Risk Elements in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation of this report.

A rapid change in interest rates could negatively impact net interest income.

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. We utilize a number of measures to monitor and manage interest rate risk, such as income simulations and interest sensitivity (gap) analyses. A number of factors that impact interest rates are beyond our control such as general economic conditions as well as governmental and regulatory policies. The impact of rate changes to our net interest income is determined by the amount of change and the time horizon over which change occurs over. For additional discussion see Item 7A. Quantitative and Qualitative Disclosures about Market Risk of this report.

Competition

We face significant competition from other financial institutions for loans and deposits. We believe the most significant competitive factor is customer service, in addition to interest rates offered on loans and paid on deposits, fee structures, branch locations, and the range of banking services and products offered. Failure to maintain our service culture could increase the susceptibility of our customer base to our competitors marketing campaigns and thwart our efforts to expand our existing customer base. For additional discussion see Competition in Item 1. Business of this report.

Failure to hire or retain management and staff could impede our ability to maintain or grow earnings.

Maintaining our current customer base is reliant upon the retention of key management and personnel across all our business lines. We rely on these talented professionals to manage lines of business which are critical in the generation of operating revenue. In addition, the failure to attract new employees critical to the execution of our expansion plan could result in diminished returns on our investment in these initiatives.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

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ITEM 2. PROPERTIES

Locations

Washington: The Company's principal properties in Washington state include our corporate headquarters which is located at 13th & A Street, Tacoma, Washington, in Pierce County, where we occupy 62,000 square feet of office space and 750 square feet of branch space under various operating lease agreements, an operations facility in Lakewood, Washington, where we own 58,000 square feet of office space and an office facility in Tacoma, Washington, that includes a branch where we occupy 26,000 square feet under various operating lease agreements. All Washington state branches operate as Columbia Bank.

In Pierce County we conduct business in twenty additional branch locations, fourteen of which are owned and six of which are leased under various operating lease agreements. In King County we conduct business in eight branch locations, six of which are owned and two of which are leased. In Kitsap, Thurston and Cowlitz counties we conduct business in five branch locations, four of which are owned and one that is leased under various operating lease agreements.

Oregon: The Company's principal properties in Oregon are headquartered in Astoria, Oregon, in Clatsop County, where we own 20,000 square feet of branch and office space. We conduct business in three additional branches in Clatsop County and one branch in Tillamook County, all of which are owned. All Oregon branches operate as Bank of Astoria.

For additional information concerning our premises and equipment and lease obligations, see Note 8 and 16, 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 subsidiaries 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. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND 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 closing 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:

| 2006 | High | Low | Cash Dividend Declared |
|----------------|-------------|------------|-------------------------------|
| First quarter | \$ 35.49 | \$ 27.99 | \$ 0.13 |
| Second quarter | \$ 37.39 | \$ 31.75 | 0.14 |
| Third quarter | \$ 36.67 | \$ 29.91 | 0.15 |
| Fourth quarter | \$ 36.20 | \$ 30.90 | 0.15 |
| For the year | \$ 36.67 | \$ 27.99 | \$ 0.57 |

| 2005 | High | Low | Cash Dividend Declared |
|----------------|-------------|------------|-------------------------------|
| First quarter | \$ 25.83 | \$ 22.66 | \$ 0.07 |
| Second quarter | \$ 25.30 | \$ 22.57 | 0.09 |
| Third quarter | \$ 28.84 | \$ 22.67 | 0.11 |
| Fourth quarter | \$ 29.98 | \$ 24.51 | 0.12 |
| For the year | \$ 29.98 | \$ 22.57 | \$ 0.39 |

On December 31, 2006, the last sale price for our stock in the over-the-counter market was \$35.12. At January 31, 2007, the number of shareholders of record was 1,448. 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, 2006, a total of 335,397 stock options were outstanding. Additional information about stock options and other equity compensation plans is included in Note 13 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 by the Board of Directors. Our ability to pay future cash dividends is subject to certain regulatory requirements and restrictions which are discussed in the Supervision and Regulation section in Item 1. Business of this report.

Equity Compensation Plan Information

| Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1) | Year Ended December 31, 2006 Weighted-Average Exercise Price of Outstanding Options, Warrants and | Number of Shares Remaining Available for Future Issuance Under Equity Compensation |
|--|--|---|
|--|--|---|

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| | | Rights | Plans (2) |
|--|---------|---------------|------------------|
| Equity compensation plans approved by security holders | 335,397 | \$ 15.76 | 459,640 |
| Equity compensation plans not approved by security holders | | | |

- (1) Consists of shares that are subject to outstanding options.
- (2) Includes shares available for future issuance under the stock option plans and 87,953 shares available for purchase under the Employee Stock Purchase Plan as of December 31, 2006.

Table of Contents**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, 2001, and that all dividends were reinvested.

| Index | Period Ending | | | | | |
|-------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | December 31, 2001 | December 31, 2002 | December 31, 2003 | December 31, 2004 | December 31, 2005 | December 31, 2006 |
| Columbia Banking System, Inc. | 100.00 | 101.46 | 175.73 | 215.34 | 249.77 | 312.71 |
| NASDAQ Composite | 100.00 | 68.76 | 103.67 | 113.16 | 115.57 | 127.58 |
| Columbia Peer Group | 100.00 | 117.96 | 172.03 | 225.50 | 244.41 | 285.98 |

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA****Five-Year Summary of Selected Consolidated Financial Data (1)**

| | 2006 | 2005 | 2004 | 2003 | 2002 |
|---|--|--------------|--------------|--------------|--------------|
| | (in thousands, except per share amounts) | | | | |
| For the Year | | | | | |
| Total revenue | \$ 122,435 | \$ 115,698 | \$ 94,187 | \$ 86,651 | \$ 84,339 |
| Net interest income | \$ 97,763 | \$ 90,912 | \$ 71,943 | \$ 63,867 | \$ 64,289 |
| Provision for loan and lease losses | \$ 2,065 | \$ 1,520 | \$ 995 | \$ 2,850 | \$ 15,780 |
| Noninterest income | \$ 24,672 | \$ 24,786 | \$ 22,244 | \$ 22,784 | \$ 20,050 |
| Noninterest expense | \$ 76,134 | \$ 72,855 | \$ 61,326 | \$ 55,960 | \$ 53,653 |
| Net income | \$ 32,103 | \$ 29,631 | \$ 22,513 | \$ 19,522 | \$ 10,885 |
| Per Share | | | | | |
| Net Income (Basic) | \$ 2.01 | \$ 1.89 | \$ 1.55 | \$ 1.39 | \$ 0.79 |
| Net Income (Diluted) | \$ 1.99 | \$ 1.87 | \$ 1.52 | \$ 1.37 | \$ 0.78 |
| Book Value | \$ 15.71 | \$ 14.29 | \$ 13.03 | \$ 10.66 | \$ 9.48 |
| Averages | | | | | |
| Total Assets | \$ 2,473,404 | \$ 2,290,746 | \$ 1,919,134 | \$ 1,696,417 | \$ 1,601,061 |
| Interest-earning assets | \$ 2,265,393 | \$ 2,102,513 | \$ 1,769,470 | \$ 1,544,869 | \$ 1,454,714 |
| Loans | \$ 1,629,616 | \$ 1,494,567 | \$ 1,186,506 | \$ 1,128,941 | \$ 1,183,922 |
| Securities | \$ 623,631 | \$ 605,395 | \$ 552,742 | \$ 401,594 | \$ 246,995 |
| Deposits | \$ 1,976,448 | \$ 1,923,778 | \$ 1,690,513 | \$ 1,483,173 | \$ 1,360,968 |
| Core deposits | \$ 1,433,395 | \$ 1,423,862 | \$ 1,238,536 | \$ 1,017,126 | \$ 885,008 |
| Shareholders' equity | \$ 237,843 | \$ 214,612 | \$ 169,414 | \$ 141,129 | \$ 124,096 |
| Financial Ratios | | | | | |
| Net interest margin | 4.49% | 4.44% | 4.19% | 4.23% | 4.50% |
| Return on average assets | 1.30% | 1.29% | 1.17% | 1.15% | 0.68% |
| Return on average equity | 13.50% | 13.81% | 13.29% | 13.83% | 8.77% |
| Return on average tangible equity (2) | 15.88% | 16.63% | 14.02% | 13.83% | 8.77% |
| Efficiency ratio (3) | 58.95% | 61.20% | 63.20% | 62.86% | 64.46% |
| Average equity to average assets | 9.62% | 9.37% | 8.83% | 8.32% | 7.75% |
| At Year End | | | | | |
| Total assets | \$ 2,553,131 | \$ 2,377,322 | \$ 2,176,730 | \$ 1,744,347 | \$ 1,699,613 |
| Loans | \$ 1,708,962 | \$ 1,564,704 | \$ 1,359,743 | \$ 1,078,302 | \$ 1,175,853 |
| Allowance for loan and lease losses | \$ 20,182 | \$ 20,829 | \$ 19,881 | \$ 20,261 | \$ 19,171 |
| Securities | \$ 605,133 | \$ 585,332 | \$ 642,759 | \$ 523,864 | \$ 337,412 |
| Deposits | \$ 2,023,351 | \$ 2,005,489 | \$ 1,862,866 | \$ 1,544,626 | \$ 1,487,153 |
| Core deposits | \$ 1,473,701 | \$ 1,478,090 | \$ 1,381,073 | \$ 1,098,237 | \$ 980,709 |
| Shareholders' equity | \$ 252,347 | \$ 226,242 | \$ 203,154 | \$ 150,372 | \$ 132,384 |
| Full-time equivalent employees | 657 | 651 | 625 | 539 | 525 |
| Banking offices | 40 | 40 | 39 | 34 | 36 |
| Nonperforming assets | | | | | |
| Nonaccrual loans | \$ 2,414 | \$ 4,733 | \$ 8,222 | \$ 13,255 | \$ 16,918 |
| Restructured loans | 1,066 | 124 | 227 | | 187 |
| Other personal property owned | | | | 691 | 916 |
| Real estate owned | | 18 | 680 | 1,452 | 130 |
| Total nonperforming assets | \$ 3,480 | \$ 4,875 | \$ 9,129 | \$ 15,398 | \$ 18,151 |
| Nonperforming loans to year end loans | 0.20% | 0.31% | 0.62% | 1.23% | 1.45% |
| Nonperforming assets to year end assets | 0.14% | 0.21% | 0.42% | 0.88% | 1.07% |
| Allowance for loan and lease losses to year end loans | 1.18% | 1.33% | 1.46% | 1.88% | 1.63% |
| Allowance for loan and lease losses to nonperforming loans | 579.94% | 428.84% | 235.31% | 152.86% | 112.08% |
| Allowance for loan and lease losses to nonperforming assets | 579.94% | 427.26% | 217.78% | 131.58% | 105.62% |
| Net loan charge-offs | \$ 2,712 | \$ 572 | \$ 2,742 | \$ 1,760 | \$ 11,343 |
| Risk-Based Capital Ratios | | | | | |
| Total capital | 13.23% | 12.97% | 12.99% | 14.49% | 12.32% |
| Tier I capital | 12.21% | 11.82% | 11.75% | 13.24% | 11.07% |
| Leverage ratio | 9.86% | 9.54% | 8.99% | 10.03% | 9.18% |

-
- (1) These unaudited schedules provide selected financial information concerning the Company that should be read in conjunction with Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this report.
 - (2) Annualized net income, excluding core deposit intangible amortization, divided by average daily shareholders' equity, excluding average goodwill and average core deposit intangible asset.
 - (3) Noninterest expense divided by the sum of net interest income and noninterest income on a tax equivalent basis, excluding gains/losses on investment securities, net cost (gain) of OREO and mark-to-market adjustments of interest rate floor instruments.

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In managing our business, we review the efficiency ratio, on a fully taxable-equivalent basis (see definition in table below), which is not defined in accounting principles generally accepted in the United States (GAAP). The efficiency ratio is calculated by dividing noninterest expense by the sum of net interest income and noninterest income on a tax equivalent basis, excluding gains and losses on investment securities, net cost and gains of real estate acquired (OREO) and mark-to-market adjustments of interest rate floor instruments. Other companies may define or calculate this data differently. We believe this presentation provides investors with a more accurate picture of our operating efficiency. In this presentation, net interest income is adjusted to reflect tax-exempt interest income on an equivalent before-tax basis using the federal statutory tax rate of 35 percent for all years presented. Noninterest income and noninterest expense are adjusted for certain items. For additional information see the Noninterest Expense section in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation of this report.

Reconciliation of Selected Financial Data to GAAP Financial Measures (3)

| | Years ended December 31, | | | | |
|---|--------------------------|-----------|------------------------|-----------|-----------|
| | 2006 | 2005 | 2004 (in thousands) | 2003 | 2002 |
| Net interest income (1) | \$ 97,763 | \$ 90,912 | \$ 71,943 | \$ 63,867 | \$ 64,289 |
| Tax equivalent adjustment for non-taxable investment securities interest income (2) | 3,882 | 2,508 | 2,161 | 1,540 | 1,238 |
| Adjusted net interest income | \$ 101,645 | \$ 93,420 | \$ 74,104 | \$ 65,407 | \$ 65,527 |
| Noninterest income | \$ 24,672 | \$ 24,786 | \$ 22,244 | \$ 22,784 | \$ 20,050 |
| (Gain) loss on sale of securities, net | (36) | (6) | 6 | (222) | (610) |
| Tax equivalent adjustment for BOLI income (2) | 908 | 849 | 710 | 829 | 697 |
| Adjusted noninterest income | \$ 25,544 | \$ 25,629 | \$ 22,960 | \$ 23,391 | \$ 20,137 |
| Noninterest expense | \$ 76,134 | \$ 72,855 | \$ 61,326 | \$ 55,960 | \$ 53,653 |
| Net gain (cost) of OREO | 11 | 8 | 13 | (139) | 1,565 |
| Interest rate floor valuation adjustment | (1,164) | | | | |
| Adjusted noninterest expense | \$ 74,981 | \$ 72,863 | \$ 61,339 | \$ 55,821 | \$ 55,218 |
| Efficiency ratio | 61.3% | 63.0% | 65.1% | 64.6% | 63.6% |
| Efficiency ratio (fully taxable-equivalent) | 59.0% | 61.2% | 63.2% | 62.9% | 64.5% |
| Tax Rate | 35.0% | 35.0% | 35.0% | 35.0% | 35.0% |

- (1) Amount represents net interest income before provision for loan and lease losses.
- (2) Fully Taxable-equivalent basis: Non-taxable revenue is increased by the statutory tax rate to recognize the income tax benefit of the income realized.
- (3) These unaudited schedules provide selected financial information concerning the Company that should be read in conjunction with Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation of this report.

Table of Contents**Consolidated Five-Year Statements of Operations (1)**

| | 2006 | Years ended December 31, | | | 2002 |
|---|------------------|--|------------------|------------------|------------------|
| | | 2005 | 2004 | 2003 | |
| | | (in thousands, except per share amounts) | | | |
| Interest Income: | | | | | |
| Loans | \$ 123,998 | \$ 99,535 | \$ 68,908 | \$ 69,427 | \$ 80,003 |
| Taxable securities | 20,008 | 18,079 | 16,832 | 11,344 | 9,286 |
| Tax-exempt securities | 7,042 | 4,452 | 3,770 | 2,575 | 1,968 |
| Dividends on Federal Home Loan Bank stock | 10 | 56 | 219 | 409 | 566 |
| Federal funds sold and deposits with banks | 617 | 85 | 337 | 145 | 372 |
| Total interest income | 151,675 | 122,207 | 90,066 | 83,900 | 92,195 |
| Interest Expense: | | | | | |
| Deposits | 40,838 | 25,983 | 16,537 | 18,304 | 24,740 |
| Federal Home Loan Bank advances | 10,944 | 3,515 | 370 | 652 | 1,945 |
| Long-term obligations | 1,992 | 1,583 | 1,162 | 1,077 | 1,221 |
| Other borrowings | 138 | 214 | 54 | | |
| Total interest expense | 53,912 | 31,295 | 18,123 | 20,033 | 27,906 |
| Net Interest Income | 97,763 | 90,912 | 71,943 | 63,867 | 64,289 |
| Provision for loan and lease losses | 2,065 | 1,520 | 995 | 2,850 | 15,780 |
| Net interest income after provision for loan and lease losses | 95,698 | 89,392 | 70,948 | 61,017 | 48,509 |
| Noninterest income | 24,672 | 24,786 | 22,244 | 22,784 | 20,050 |
| Noninterest expense | 76,134 | 72,855 | 61,326 | 55,960 | 53,653 |
| Income before income tax | 44,236 | 41,323 | 31,866 | 27,841 | 14,906 |
| Provision for income tax | 12,133 | 11,692 | 9,353 | 8,319 | 4,021 |
| Net Income | \$ 32,103 | \$ 29,631 | \$ 22,513 | \$ 19,522 | \$ 10,885 |
| Net Income Per Common Share: | | | | | |
| Basic | \$ 2.01 | \$ 1.89 | \$ 1.55 | \$ 1.39 | \$ 0.79 |
| Diluted | \$ 1.99 | \$ 1.87 | \$ 1.52 | \$ 1.37 | \$ 0.78 |
| Average number of common shares outstanding (basic) | 15,946 | 15,708 | 14,558 | 14,039 | 13,823 |
| Average number of common shares outstanding (diluted) | 16,148 | 15,885 | 14,816 | 14,215 | 13,984 |
| Total assets at year end | \$ 2,553,131 | \$ 2,377,322 | \$ 2,176,730 | \$ 1,744,347 | \$ 1,699,613 |
| Long-term obligations | \$ 22,378 | \$ 22,312 | \$ 22,246 | \$ 22,180 | \$ 21,433 |
| Cash dividends declared | \$ 0.57 | \$ 0.39 | \$ 0.26 | \$ 0.15 | \$ |

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

Table of Contents**Selected Quarterly Financial Data (1)**

The following table presents selected unaudited consolidated quarterly financial data for each quarter of 2006 and 2005. 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) | | | | |
| 2006 | | | | | |
| Total interest income | \$ 35,069 | \$ 37,410 | \$ 39,166 | \$ 40,030 | \$ 151,675 |
| Total interest expense | 10,763 | 13,108 | 14,761 | 15,280 | 53,912 |
| Net interest income | 24,306 | 24,302 | 24,405 | 24,750 | 97,763 |
| Provision for loan and lease losses | 215 | 250 | 650 | 950 | 2,065 |
| Noninterest income | 5,973 | 6,267 | 6,108 | 6,324 | 24,672 |
| Noninterest expense | 18,340 | 21,136 | 18,098 | 18,560 | 76,134 |
| Income before income tax | 11,724 | 9,183 | 11,765 | 11,564 | 44,236 |
| Provision for income tax | 3,536 | 1,944 | 3,430 | 3,223 | 12,133 |
| Net income | \$ 8,188 | \$ 7,239 | \$ 8,335 | \$ 8,341 | \$ 32,103 |
| Net income per common share: | | | | | |
| Basic | \$ 0.52 | \$ 0.45 | \$ 0.52 | \$ 0.52 | \$ 2.01 |
| Diluted | \$ 0.51 | \$ 0.45 | \$ 0.52 | \$ 0.52 | \$ 1.99 |
| 2005 | | | | | |
| Total interest income | \$ 27,570 | \$ 29,929 | \$ 31,755 | \$ 32,953 | \$ 122,207 |
| Total interest expense | 6,269 | 7,583 | 8,424 | 9,019 | 31,295 |
| Net interest income | 21,301 | 22,346 | 23,331 | 23,934 | 90,912 |
| Provision for loan and lease losses | 890 | 370 | 245 | 15 | 1,520 |
| Noninterest income | 5,674 | 6,128 | 6,516 | 6,468 | 24,786 |
| Noninterest expense | 17,277 | 18,514 | 18,793 | 18,271 | 72,855 |
| Income before income tax | 8,808 | 9,590 | 10,809 | 12,116 | 41,323 |
| Provision for income tax | 2,510 | 2,792 | 2,857 | 3,533 | 11,692 |
| Net income | \$ 6,298 | \$ 6,798 | \$ 7,952 | \$ 8,583 | \$ 29,631 |
| Net income per common share: | | | | | |
| Basic | \$ 0.40 | \$ 0.44 | \$ 0.50 | \$ 0.55 | \$ 1.89 |
| Diluted | \$ 0.40 | \$ 0.43 | \$ 0.50 | \$ 0.54 | \$ 1.87 |

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

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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.

NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K may be deemed to include forward looking statements, which management believes to be a benefit to shareholders. These forward looking statements describe management's expectations regarding future events and developments such as future operating results, growth in loans and deposits, continued success of our style of banking and the strength of the local economy. The words "will," "believe," "expect," "should," and "anticipate" and words of similar construction are intended in part to help identify forward looking statements. Future events are difficult to predict, and the expectations described above are necessarily subject to risk and uncertainty that may cause actual results to differ materially and adversely. In addition to discussions about risks and uncertainties set forth from time to time in our filings with the SEC, factors that may cause actual results to differ materially from those contemplated by such forward looking statements include, among others, the following possibilities: (1) local, national, and international economic conditions are less favorable than expected or have a more direct and pronounced effect on us than expected and adversely affect our ability to continue internal growth at historical rates and maintain the quality of our earning assets; (2) changes in interest rates reduce interest margins more than expected and negatively affect funding sources; (3) projected business increases following strategic expansion or opening or acquiring new branches are lower than expected; (4) costs or difficulties related to the integration of acquisitions are greater than expected; (5) competitive pressure among financial institutions increases significantly; (6) legislation or regulatory requirements or changes adversely affect the businesses in which we are engaged; and (7) our ability to realize the efficiencies we expect to receive from our investments in personnel and infrastructure.

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 have identified the allowance for loan and lease losses (ALLL) as our most critical accounting policy. The 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 Statement of Financial Accounting Standards (SFAS) No. 5, Accounting for Contingencies , a specific valuation allowance in accordance with SFAS No. 114, Accounting by Creditors for Impairment of a Loan 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, collateral values, past-due and nonperforming loan 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 Loan and Lease Losses and

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Unfunded Loan 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.

Executive Summary

At December 31, 2006, total loans were \$1.71 billion compared with \$1.56 billion in the prior year, an increase of \$144.3 million or 9%. We experienced the most significant growth in commercial business and real estate construction loans which increased \$52.0 million and \$77.1 million, respectively. Over the past five years our banking team has generated a compound annual growth rate for year end loans of 8%. The growth in our loan portfolio has been achieved while improving upon overall credit quality as our nonperforming loans represented 0.20% of total loans at December 31, 2006, our lowest levels to date. At year end our allowance for loan and lease losses was \$20.2 million compared to \$20.8 million a year ago. The allowance for loan and lease losses represented 1.18% of our total loan portfolio and 579.94% of total nonperforming loans at year end compared to 1.33% and 428.84%, respectively, one year ago. Net charge-offs increased \$2.1 million from the prior year to \$2.71 million during 2006. The net charge-offs coupled with the growth in our loan portfolio caused us to increase our provision for loan and lease losses to \$2.07 million during 2006 from \$1.52 million during 2005.

Deposits were essentially unchanged at \$2.02 billion on December 31, 2006 compared to \$2.01 billion one year earlier. Core deposits declined \$4.4 million or 3%, to \$1.47 billion at year end. Over the past five years core deposits have proven to be a stable source of funds with a compound annual growth rate of 12%. Money market demand accounts, noninterest bearing demand, and savings decreased \$47.6 million, \$23.5 million, and \$7.8 million respectively in the current year. These core deposit decreases were offset by an increase of \$74.5 million in interest bearing demand accounts. Short-term borrowings increased \$129.0 million from the prior year to \$226.0 million at December 31, 2006. The increase in borrowings was used to fund growth in the loan portfolio.

The composition and growth of our balance sheet and the effect of rising short-term interest rates generated record earnings for the year. Total revenues (net interest income plus noninterest income) increased 6% to \$122.4 million during 2006 as compared to \$115.7 million during 2005. Net interest income increased \$6.9 million to \$97.8 million from \$90.9 million in 2005. Noninterest income declined approximately \$114,000 to \$24.7 million from \$24.8 million in 2005. The decrease in noninterest income was primarily due to declining mortgage banking fees, which were down \$833,000 from the prior year. The decreased mortgage banking fees are attributed to declining volume due to a combination of market conditions and the effects of transitioning to a new residential mortgage lending platform during the second quarter.

Our net interest margin expanded 5 basis points to 4.49% during 2006 from 4.44% in the prior year. The yield on our average interest-earning assets has benefited from rising short-term interest rates as approximately 40% of our average loan portfolio contains variable or floating rates tied to prime or other indices allowing our loans to reprice faster than our liabilities. The yield on our average loan portfolio increased 95 basis points to 7.61% during 2006 as compared to 6.66% during the prior year. Much of the increase in loan yields was tempered by increased funding costs. The cost of average interest bearing deposits increased 92 basis points to 2.65% from 1.73% in the prior year while our average borrowing costs increased to 5.60% up from 4.00% in the prior year.

Our improved performance during 2006 resulted in higher earnings per diluted share but produced a lower return on average equity. The decline in our equity performance metrics is the result of marginally higher earnings coupled with a 10.8% increase in average shareholders' equity. Earnings per diluted share increased \$0.12 to \$1.99 during 2006 as compared to \$1.87 during 2005. Over the last five years our compounded growth rate of earnings per diluted share was 18%. Our return on average tangible equity, which removes from equity the impact of goodwill arising from acquisitions, was 15.88% for the year as compared to 16.63% in 2005. Return on average equity declined to 13.50% in 2006 from 13.81% in 2005.

During 2006 our noninterest expense increased 5% or \$3.3 million to \$76.1 million. This increase is primarily attributable to a valuation adjustment of \$1.2 million on our prime rate floor instruments, increased occupancy costs of \$653,000, increased employee compensation and benefits expense of \$1.5 million, and a \$604,000 increase in

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advertising and promotion expense. Approximately \$300,000 of the increase in advertising expense relates to the production of new television commercials. These expense increases were partially offset by lower legal and professional services fees which decreased \$1.4 million along with a decline in data processing expense of \$590,000.

Share-Based Payments: On January 1, 2006, we began recognizing compensation expense in our financial statements for share-based awards based upon the grant-date fair value of those awards in accordance with SFAS 123(R). Previous financial periods were not required to be revised to reflect this change. Pretax share-based compensation recognized under SFAS 123(R) for the twelve months ended December 31, 2006 was \$791,000. This charge reduced both basic and diluted earnings per share by \$0.05 for the twelve months ended December 31, 2006. Stock-based compensation recorded during this period related to awards of both share options and shares. We anticipate an additional \$2.0 million in pre-tax share-based compensation through 2011 for awards outstanding as of December 31, 2006. Additional impact resulting from adoption of this statement on our financial position and results of operations will be determined by share-based awards granted in future periods and the assumptions on which the value of those share-based awards is based.

Our efficiency ratio [noninterest expense divided by the sum of net interest income and noninterest income on a tax equivalent basis, excluding gain (loss) on sale of investment securities, net cost (gain) of OREO, and mark-to-market adjustments of interest rate floor instruments] was 58.95% for 2006 and 61.20% for 2005. The year over year improvement (decrease) in our efficiency ratio is due to revenues growing faster than expenses.

For the coming year we will continue to focus on actively managing our balance sheet in a manner that minimizes our exposure to potential contraction of our net interest margin in the event of changes in short-term interest rates. We will continue in our efforts to increase market share in all the communities we serve through leveraging our strong base of branches in both Washington and Oregon. As strategic opportunities are identified, we will consider new markets and branch locations that fit both our economic model and our corporate culture.

Results of Operations

Net income for the year increased to \$32.1 million compared to \$29.6 million in 2005 and \$22.5 million in 2004. On a diluted per share basis, net income for the year was \$1.99 per share, compared with \$1.87 per share in 2005, and \$1.52 per share in 2004. The increase in net income during 2006 was primarily a result of greater growth in net interest income, driven primarily by growth in the loan portfolio, compared to operating expenses.

Our results of operations are dependent to a large degree on net interest income. We also generate noninterest income through service charges and fees, merchant services fees, and income from mortgage banking operations. Our operating expenses consist primarily of compensation, employee benefits, and occupancy. Like most financial institutions, our interest income and cost of funds are affected significantly by general economic conditions, particularly changes in market interest rates, and by government policies and the actions of regulatory authorities. The operating results of Astoria were included in our operating results beginning October 1, 2004.

Net Interest Income

Net interest income is the single largest component of our total revenue. Over the past three years we have become more reliant on net interest income. In 2006 net interest income represented 80% of our total revenues compared to 79% and 76% for 2005 and 2004 respectively. We continue to grow our net interest income increasing it 8%, to \$97.8 million in 2006 as compared to \$90.9 million in 2005 and \$71.9 million in 2004. In the current year interest on loans was a key factor in the growth of our net interest income increasing 25% to \$124.0 million. This compares favorably to 2005 and 2004 loan interest earnings of \$99.5 million and \$68.9 million respectively. Conversely, interest expense increased \$22.6 million to \$53.9 million during 2006 as compared to \$31.3 million in 2005 and \$18.1 million in 2004. The upward trend in interest expense over the past two years is primarily due to an increased use of borrowings coupled with rising short-term interest rates. The increase in interest expense during 2005 as compared to 2004 was primarily due to growth in deposits and increased use of FHLB borrowings coupled with increasing short-term interest rates as well as 2005 including a full year of Astoria's results.

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In 2006, we began using derivative instruments to add stability to interest income and to assist in managing our exposure to changes in interest rates. We use interest rate floors as part of our cash flow hedging strategy. Interest rate floors designated as cash flow hedges protect us against movements in interest rates below the instrument's strike rate over the life of the agreement without exchange of the underlying principal amount. During 2006, the floors were used to hedge the variable cash flows associated with existing variable-rate assets. For additional information on our derivatives and hedging activities, see Note 18 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Average Balances and Net Interest Revenue

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:

| | 2006 | | | 2005 | | | 2004 | | |
|---|-------------------------|---------------------|-----------------|-------------------------|---------------------|-----------------|-------------------------|---------------------|-----------------|
| | Average Balances (1) | Average Interest | Average Rate | Average Balances (1) | Average Interest | Average Rate | Average Balances (1) | Average Interest | Average Rate |
| | (in thousands) | | | | | | | | |
| Interest-Earning Assets | | | | | | | | | |
| Loans: | | | | | | | | | |
| Commercial business | \$ 579,991 | \$ 47,111 | 8.12% | \$ 550,095 | \$ 38,393 | 6.98% | \$ 400,494 | \$ 22,243 | 5.55% |
| Lease Financing | 12,127 | 1,847 | 15.23% | 1,242 | 141 | 11.35% | | | |
| Real estate (2): | | | | | | | | | |
| One-to-four family residential | 110,343 | 8,736 | 7.92% | 87,263 | 5,698 | 6.53% | 79,606 | 4,481 | 5.63% |
| Commercial and five or more family residential properties | 778,783 | 54,344 | 6.98% | 718,601 | 45,791 | 6.37% | 587,993 | 35,296 | 6.00% |
| Consumer | 148,372 | 11,960 | 8.06% | 137,366 | 9,512 | 6.92% | 118,413 | 6,888 | 5.82% |
| Total loans | 1,629,616 | 123,998 | 7.61% | 1,494,567 | 99,535 | 6.66% | 1,186,506 | 68,908 | 5.81% |
| Securities (3) | 623,631 | 30,942 | 4.96% | 605,395 | 25,095 | 4.15% | 552,742 | 22,982 | 4.16% |
| Interest-earning deposits with banks | 12,146 | 617 | 5.08% | 2,551 | 85 | 3.33% | 30,222 | 337 | 1.12% |
| Total interest-earning assets | 2,265,393 | 155,557 | 6.87% | 2,102,513 | 124,715 | 5.93% | 1,769,470 | 92,227 | 5.21% |
| Other earning assets | 37,725 | | | 36,114 | | | 32,737 | | |
| Non-earning assets | 170,286 | | | 152,118 | | | 116,927 | | |
| Total assets | \$ 2,473,404 | | | \$ 2,290,745 | | | \$ 1,919,134 | | |
| Interest-Bearing Liabilities | | | | | | | | | |
| Certificates of deposit | \$ 543,053 | \$ 20,985 | 3.86% | \$ 499,916 | \$ 14,600 | 2.92% | \$ 451,977 | \$ 10,506 | 2.32% |
| Savings accounts | 115,802 | 436 | 0.38% | 113,160 | 409 | 0.36% | 92,743 | 320 | 0.35% |
| Interest-bearing demand and money market accounts | 879,774 | 19,417 | 2.21% | 889,457 | 10,974 | 1.23% | 796,124 | 5,711 | 0.72% |
| Total interest-bearing deposits | 1,538,629 | 40,838 | 2.65% | 1,502,533 | 25,983 | 1.73% | 1,340,844 | 16,537 | 1.23% |
| Federal Home Loan Bank advances | 208,593 | 10,944 | 5.25% | 107,651 | 3,515 | 3.27% | 20,675 | 370 | 1.79% |
| Long-term obligations | 22,343 | 1,992 | 8.92% | 22,277 | 1,583 | 7.11% | 22,211 | 1,162 | 5.23% |
| Other borrowings | 2,413 | 138 | 5.72% | 2,847 | 214 | 7.52% | 2,835 | 54 | 1.90% |
| Total interest-bearing liabilities | 1,771,978 | 53,912 | 3.04% | 1,635,308 | 31,295 | 1.91% | 1,386,565 | 18,123 | 1.31% |
| Demand and other noninterest-bearing deposits | 437,819 | | | 421,245 | | | 349,669 | | |
| Other noninterest-bearing liabilities | 25,764 | | | 19,580 | | | 13,486 | | |
| Shareholders' equity | 237,843 | | | 214,612 | | | 169,414 | | |
| Total liabilities and shareholders' equity | \$ 2,473,404 | | | \$ 2,290,745 | | | \$ 1,919,134 | | |

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| | | | |
|---|------------|-----------|-----------|
| Net interest income (3) | \$ 101,645 | \$ 93,420 | \$ 74,104 |
| Net interest spread | 3.83% | 4.02% | 3.90% |
| Net interest margin | 4.49% | 4.44% | 4.19% |
| Average interest-earning assets to average interest-bearing liabilities | 127.85% | 128.57% | 127.62% |

-
- (1) Nonaccrual loans were included in their respective loan categories. Amortized net deferred loan fees were included in the interest income calculations. The amortization of net deferred loan fees was \$2.1 million in 2006, \$1.9 million in 2005, \$1.2 million in 2004.
- (2) Real estate average balances include real estate construction loans.
- (3) Yields on fully taxable equivalent basis, based on a marginal tax rate of 35%

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A performance metric that we consistently use to evaluate our success in managing our interest-earning assets and interest-bearing liabilities is the level of our net interest margin. Our net interest margin (net interest income on a fully-taxable equivalent basis divided by average interest-earning assets) remained relatively stable during 2006 and 2005 increasing only 5 basis points [A basis point is 1/100th of 1%, alternatively 100 basis points equals 1.00]. The improvement in our net interest margin during 2006 was primarily due to growth in average loans and securities coupled with stable core deposits. The majority of the increase in average loans during 2006 resulted from the continued efforts of our expanded banking team in certain market areas. The increase in average loans for 2005 includes \$117.0 million of loans added through the acquisition of Astoria.

As the Federal Funds Target Rate stabilized our yield on average loans flattened during the second half of 2006. With a stable Federal Funds Target Rate the lag effect, where deposits reprice slower than interest earning assets in a rising rate environment, has diminished. Our cost of average interest bearing deposits steadily increased during 2006 resulting in a net interest margin of 4.43% during the fourth quarter of 2006. Our ability to maintain this level of margin throughout 2007 is dependent upon various economic factors and our ability to continue to attract low cost deposits. An unchanged or increasing net interest margin does not imply that our net income will continue to grow. For additional discussion on how we manage the interest rate risk associated with our interest-earning assets and interest-bearing liabilities see the Interest Rate Sensitivity section in Item 7A. Quantitative and Qualitative Disclosures about Market Risk of this report.

Net Interest Income Rate & Volume Analysis

The following table sets forth the total dollar amount of change in interest income and interest expense. The changes have been segregated for each major category of interest earning-earning assets and interest-bearing liabilities into amounts attributable to changes in volume, changes in rates and changes in rates multiplied by volume. 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:

| | 2006 Compared to 2005 | | | 2005 Compared to 2004 | | |
|---|----------------------------|------------------|------------------|----------------------------|------------------|------------------|
| | Increase (Decrease) Due to | | | Increase (Decrease) Due to | | |
| | Volume | Rate | Total | Volume | Rate | Total |
| | (in thousands) | | | | | |
| Interest Income | | | | | | |
| Loans (1) | \$ 10,276 | \$ 14,187 | \$ 24,463 | \$ 19,535 | \$ 11,091 | \$ 30,626 |
| Securities (TE) | 905 | 4,942 | 5,847 | 2,182 | (69) | 2,113 |
| Interest-earning deposits with banks | 488 | 44 | 532 | 207 | (458) | (251) |
| Total interest income (TE) | \$ 11,669 | \$ 19,173 | \$ 30,842 | \$ 21,924 | \$ 10,564 | \$ 32,488 |
| Interest Expense | | | | | | |
| Deposits: | | | | | | |
| Certificates of deposit | \$ 1,667 | \$ 4,718 | \$ 6,385 | \$ 1,198 | \$ 2,896 | \$ 4,094 |
| Savings accounts | 10 | 17 | 27 | 73 | 16 | 89 |
| Interest-bearing demand | (214) | 8,657 | 8,443 | 737 | 4,525 | 5,262 |
| Total interest on deposits | 1,463 | 13,392 | 14,855 | 2,008 | 7,437 | 9,445 |
| FHLB advances | 5,296 | 2,133 | 7,429 | 2,630 | 515 | 3,145 |
| Long-term subordinated debt & trust preferred obligations | 6 | 403 | 409 | 3 | 418 | 421 |
| Other borrowings | (25) | (51) | (76) | | 161 | 161 |
| Total interest expense | \$ 6,740 | \$ 15,877 | \$ 22,617 | \$ 4,641 | \$ 8,531 | \$ 13,172 |

TE = Taxable Equivalent

(1) Nonaccrual loans were included in their respective loan categories. Amortized net deferred loan fees were included in the interest income calculations. The amortization of net deferred loan fees was \$2.1 million in 2006, \$1.9 million in 2005, \$1.2 million in 2004.

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As evidenced by the table presented above, the \$30.8 million increase in total interest revenue during 2006, as compared to 2005, was primarily due to increased loan rates and volume coupled with increasing rates on securities. The \$22.6 million increase in total interest expense in 2006, as compared to 2005, was a result of increased rates paid on certificate of deposits and interest bearing demand accounts and increased use of short term borrowings such as FHLB advances. The \$32.5 million increase in total interest revenue during 2005, as compared to 2004, was primarily due to increased loan volume coupled with increasing rates on loans. The \$13.2 million increase in interest expense during 2005, as compared to 2004, is due to increased rates paid on certificates of deposits and interest bearing demand accounts and increased use of FHLB advances.

Provision for Loan and Lease Losses

Our contribution to the provision for loan and lease losses (the provision) was \$2.1 million for 2006, compared with \$1.5 million for 2005, and \$995,000 for 2004. For the years ended December 31, 2006, 2005, and 2004, net loan charge-offs amounted to \$2.7 million, \$572,000, and \$2.7 million, respectively. Expressed as a percentage of average loans, net charge-offs for the years ended December 31, 2006, 2005 and 2004 were 17 basis points, 4 basis points, and 23 basis points, respectively. The charge-offs during 2006, 2005 and 2004 were comprised of several loans. The increased provision in 2006 as compared to 2005 was primarily due to growth in our loan portfolio and the increase in net charge-offs. Net charge-offs in the fourth quarter of 2006 were \$1.7 million, compared to net recoveries of \$24,000 for the same period in 2005. The increase in net charge offs was primarily centered in one legacy credit originated in December of 1999, which was classified as non-performing in November of 2003. Based upon recently obtained information, management deemed it prudent to recognize a partial loss on the remaining portion of this loan as some of the assets assigned to the bank as additional collateral became impaired and reduced the book value of the loan to \$1.1 million from \$2.6 million during the quarter ended December 31, 2006. The provision is based on management's estimates resulting from ongoing modeling and qualitative analysis of the characteristics and composition of the loan portfolio. 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 Loan Commitments and Letters of Credit section of this discussion.

Noninterest Income

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

| | 2006 | \$ change | % change | Years ended December 31, | | | 2004 |
|---|-----------|--------------|-------------|--------------------------|--------------|-------------|-----------|
| | | | | 2005 | \$ change | % change | |
| | | | | (in thousands) | | | |
| Fees and other revenue: | | | | | | | |
| Service charges, loan fees and other fees | \$ 11,651 | \$ 341 | 3% | \$ 11,310 | \$ 763 | 7% | \$ 10,547 |
| Mortgage banking | 288 | (833) | (74)% | 1,121 | (302) | (20)% | 1,525 |
| Merchant services fees | 8,314 | (166) | (2)% | 8,480 | 1,221 | 17% | 7,259 |
| Gain (loss) on sale of securities, net | 36 | 30 | 500% | 6 | 12 | (200)% | (6) |
| Bank owned life insurance (BOLI) | 1,687 | 110 | 7% | 1,577 | 259 | 20% | 1,318 |
| Other income | 2,696 | 404 | 18% | 2,292 | 589 | 37% | 1,601 |
| Total noninterest income | \$ 24,672 | \$ (114) | 0% | \$ 24,786 | \$ 2,542 | 11% | \$ 22,244 |

The decrease in noninterest income during 2006 was primarily due to decreased mortgage banking revenue as well a decline in merchant service revenue. Mortgage banking revenue declined as a result of lower residential loan volumes during 2006. The gross volume for merchant services increased during 2006; however, the increased income attributable to volume was offset by higher net fees paid to the card associations and several

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correspondent banking relationships that were acquired and, hence, no longer using the service. Service charges, loan fees, and other fees were relatively flat during 2006, increasing just 3% over the prior year. The nominal year over year increase in fees is attributed to relatively flat deposit growth coupled with slower loan growth in the current year.

The \$2.5 million increase in noninterest income during 2005 was primarily a result of increased service charges and other fees and merchant service revenue. The increase in service charges and other fees was attributed to loan and core deposit growth. Merchant services revenue increased because of the addition of new merchants as well as increased volume from existing clients. In accordance with our investment strategy, we monitor market conditions with a view to realizing gains on our available for sale securities portfolio as market conditions allow. Investment securities sales in 2006 recorded net gains of \$36,000, compared to net gains of \$6,000 in 2005 and net losses of \$6,000 in 2004. There were no impairment charges realized in any of the years presented.

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, | | | | | | |
|---------------------------------------|--------------------------|---------------|-------------|------------------------|---------------|-------------|-----------------|
| | 2006 | \$ change | % change | 2005 (in thousands) | \$ change | % change | 2004 |
| Gain on disposal of assets | \$ 325 | \$ 26 | 9% | \$ 299 | \$ 212 | 244% | \$ 87 |
| Cash management 12-b1 fees | 328 | 41 | 14% | 287 | 40 | 16% | 247 |
| Stand-by letter of credit fees | 249 | 25 | 11% | 224 | 43 | 24% | 181 |
| Late charges | 232 | 21 | 10% | 211 | 13 | 7% | 198 |
| Currency exchange income | 266 | 43 | 19% | 223 | 43 | 24% | 180 |
| Commercial line of credit fees | 55 | (35) | (39)% | 90 | 2 | 2% | 88 |
| New Markets Tax Credit dividend | 92 | 32 | 53% | 60 | 60 | 100% | |
| Miscellaneous | 1,149 | 251 | 28% | 898 | 278 | 45% | 620 |
| Total other noninterest income | \$ 2,696 | \$ 404 | 18% | \$ 2,292 | \$ 691 | 43% | \$ 1,601 |

Much of the gain on the sale of assets during 2006 and 2005 consists of the amortized gain on the sale and lease-back of two buildings which occurred in September 2004. The resulting \$1.3 million gain on the sale was deferred and recognized over the life of the leases, the unamortized gain balance at December 31, 2006 and 2005 was \$784,000 and \$1.03 million, respectively, and is included in other liabilities on our consolidated balance sheets. During 2006 and 2005 the Company recognized amortized gains associated with the sale and lease-back transaction of \$246,000.

Table of Contents**Noninterest Expense**

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, | | | | | | 2004 |
|-------------------------------------|--------------------------|--------------|-------------|------------------------|--------------|-------------|-----------|
| | 2006 | \$ change | % change | 2005 (in thousands) | \$ change | % change | |
| Compensation | \$ 28,186 | \$ 479 | 2% | \$ 27,707 | \$ 3,759 | 16% | \$ 23,948 |
| Employee benefits | 10,583 | 1,005 | 10% | 9,578 | 1,298 | 16% | 8,280 |
| Occupancy | 10,760 | 653 | 6% | 10,107 | 1,670 | 20% | 8,437 |
| Merchant processing | 3,361 | 103 | 3% | 3,258 | 274 | 9% | 2,984 |
| Advertising and promotion | 2,582 | 604 | 31% | 1,978 | (24) | (1)% | 2,002 |
| Data processing | 2,314 | (590) | (20)% | 2,904 | 585 | 25% | 2,319 |
| Legal and professional services | 2,099 | (1,404) | (40)% | 3,503 | 191 | 6% | 3,312 |
| Taxes, licenses and fees | 2,499 | 481 | 24% | 2,018 | 383 | 23% | 1,635 |
| Supplies and postage | 2,437 | 147 | 6% | 2,290 | 228 | 11% | 2,062 |
| Net gain of other real estate owned | (11) | (3) | 38% | (8) | 5 | (38)% | (13) |
| Other | 11,324 | 1,804 | 19% | 9,520 | 3,160 | 50% | 6,360 |
| Total noninterest expense | \$ 76,134 | \$ 3,279 | 5% | \$ 72,855 | \$ 11,529 | 19% | \$ 61,326 |

The current year increase in noninterest expense is primarily attributed to increased employee compensation and benefit costs, higher occupancy expense, additional advertising expense, and the market valuation adjustment through earnings of our interest rate floor instruments. The increase in compensation and employee benefits for both periods was impacted by increased group medical costs, general wage increases, and expenses related to share based payments. The increase in occupancy expense during 2006 is a result of the first full year of expense for two new branches, the University Place and downtown Puyallup branches, opened in the second and third quarter of 2005, respectively. In addition, we incurred additional occupancy expense associated with the expansion of our King county lending team, increased rent, repairs, and higher depreciation expense. These above expense increases were partially offset by lower legal and professional service fees which decreased \$1.4 million due in part to the recovery of \$328,000 of previously incurred professional expenses, reduced need for legal services, and lower costs associated with the compliance requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (Sarbanes) during the current year.

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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, | | | | | | 2004 |
|--|--------------------------|-----------------|-------------|------------------------|-----------------|-------------|-----------------|
| | 2006 | \$ change | % change | 2005 (in thousands) | \$ change | % change | |
| Losses on investments in affordable housing partnerships (1) | \$ 770 | \$ 55 | 8% | \$ 715 | \$ 715 | 100% | \$ |
| Core deposit intangible amortization (CDI) | 452 | (85) | (16)% | 537 | 398 | 286% | 139 |
| Software support & maintenance | 720 | 53 | 8% | 667 | 378 | 131% | 289 |
| Federal Reserve Bank processing fees | 840 | 181 | 27% | 659 | 268 | 69% | 391 |
| Telephone & network communications | 1,120 | 48 | 4% | 1,072 | 181 | 20% | 891 |
| Recovery of operational and loan commitment losses | | 50 | (100)% | (50) | 146 | (74)% | (196) |
| Sponsorships & charitable contributions | 661 | (38) | (5)% | 699 | 136 | 24% | 563 |
| Travel | 338 | 31 | 10% | 307 | 91 | 42% | 216 |
| Investor relations | 169 | (19) | (10)% | 188 | 72 | 62% | 116 |
| Insurance | 473 | 3 | 1% | 470 | 65 | 16% | 405 |
| Regulatory premiums | 269 | (49) | (15)% | 318 | 29 | 10% | 289 |
| Director expenses | 442 | 16 | 4% | 426 | 3 | 7% | 423 |
| Employee expenses | 580 | 58 | 11% | 522 | (67) | (11)% | 589 |
| ATM Network | 593 | 88 | 17% | 505 | (136) | (21)% | 641 |
| Miscellaneous | 3,897 | 1,412 | 57% | 2,485 | 881 | 55% | 1,604 |
| Total other noninterest expense | \$ 11,324 | \$ 1,804 | 19% | \$ 9,520 | \$ 3,160 | 50% | \$ 6,360 |

(1) Losses on investment in affordable housing partnerships, future losses are not projected to continue at this level. Losses are offset by tax credits which reduce our income tax liability.

Our ability to control noninterest expense in relation to the level of net total revenue (net interest income plus noninterest income) is measured by the efficiency ratio and indicates the percentage of net total revenue that is used to cover expenses. We calculate our efficiency ratio on a tax equivalent basis and exclude certain income and expense items, such as gains/losses on investment securities, mark-to-market adjustments of interest rate floor instruments, and net cost (gain) of OREO. See our Reconciliation of Selected Financial Data to GAAP Financial Measures in Item 6. Selected Financial Data of this report for our calculation. For the years ended 2006, 2005 and 2004, our efficiency ratio was 58.95%, 61.20% and 63.20%, respectively. Our efficiency ratio improved (lowered) during 2006 due to growth in total revenue exceeding growth in other expenses. The higher efficiency ratio during 2004 was primarily due to Sarbanes implementation expenditures. Continued improvement of the efficiency ratio will depend on loan growth, increases in net interest income, growth of noninterest income and continued expense control.

Income Tax

For the years ended December 31, 2006, 2005, and 2004, we recorded income tax provisions of \$12.1 million, \$11.7 million, and \$9.4 million, respectively. The effective tax rate was 27% in 2006, 28% in 2005 and 29% in 2004. Our income tax provision has increased over the last three years due to increased pre-tax income. Our effective tax rate is less than our statutory rate of 35% and has exhibited a declining trend over the past three years. This decline is primarily due to a significant increase in 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. For additional information, see Note 12 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

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Financial Condition

Our total assets grew 7% to \$2.55 billion at December 31, 2006 from \$2.38 billion at December 31, 2005. Our increase in total assets was primarily due to growth in our loan portfolio which increased 9% or \$144.3 million to \$1.71 billion. Our investment portfolio increased 3% or \$19.8 million due to the purchase of tax-exempt municipals, collateralized mortgage obligations, and mortgage pass through securities that were a good fit with our asset mix. Deposits balances were essentially flat, increasing 1% or \$17.9 million to \$2.02 billion. Noninterest bearing deposits decreased \$23.5 million to \$432.3 million while interest bearing deposits increased \$41.4 million to \$1.59 billion. Short-term borrowings increased 133% or \$129.0 million to \$226.0 million. The increased borrowing was used to fund loan growth and securities purchases during 2006. Total equity increased 12% or \$26.1 million to \$252.3 million due to \$32.1 million in net income for 2006.

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. Our investment purchases during 2006 were a component of a strategy for mitigating the impact of a potential decline in short-term rates on our net interest margin. Consistent with our investment strategy, during the upcoming year we may purchase or sell securities in response to changes in interest rates or prepayment characteristics.

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 that we believe the securities could be sold for as of the dates indicated. As of December 31, 2006 we had 144 available for sale securities in an unrealized loss position. Based on past experience with these types of securities and our own financial performance, we have the ability and intent to hold these investments to maturity or until fair value recovers above cost. We review these investments for other-than-temporary impairment on an ongoing basis. While our review did not result in an other-than-temporary impairment adjustment as of December 31, 2006, we will continue to review these investments for possible adjustment in the future.

Purchases during 2006 totaled \$177.8 million while maturities and repayments totaled \$110.8 million compared to purchases of \$33.0 million and maturities and repayments of \$58.7 million during 2005. We sold \$43.1 million of securities for net realized gains of \$36,000 during 2006, as compared to \$19.6 million of securities sold for net realized gains of \$6,000 during 2005. At December 31, 2006 U.S. Government agency mortgage-backed securities (MBS) and U.S. Government agency collateralized mortgage obligations (CMO) comprised 56% of our investment portfolio, state and municipal securities were 31%, and U.S. government agency securities were 13%. All of our MBS and CMO holdings are agency backed. There was no impairment charge recognized during 2006, 2005 or 2004. Approximately 99% of our investment portfolio consists of available for sale securities carried at their fair values. The average duration of our investment portfolio was 4 years and 7 months at December 31, 2006. For further information on our investment portfolio see Note 4 of the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

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

Securities Available for Sale

| | December 31, 2006 | | |
|--|-------------------|---------------------------------|-------|
| | Amortized Cost | Fair Value (in thousands) | Yield |
| U.S. Government agency | | | |
| Due through 1 year | \$ 15,581 | \$ 15,481 | 3.00% |
| Over 1 through 5 years | 61,341 | 59,971 | 3.93% |
| Total | \$ 76,922 | \$ 75,452 | 3.74% |
| U.S. Government agency mortgage-backed securities & collateralized mortgage obligations (1) | | | |
| Over 1 through 5 years | \$ 832 | \$ 816 | 3.58% |
| Over 5 through 10 years | 112,348 | 109,171 | 4.50% |
| Over 10 years | 219,555 | 215,109 | 5.15% |
| Total | \$ 332,735 | \$ 325,096 | 4.93% |
| State and municipal securities (2) | | | |
| Due through 1 year | \$ 1,988 | \$ 1,969 | 2.82% |
| Over 1 through 5 years | 3,534 | 3,455 | 3.40% |
| Over 5 through 10 years | 21,297 | 21,309 | 5.29% |
| Over 10 years | 159,827 | 163,225 | 6.18% |
| Total | \$ 186,646 | \$ 189,958 | 6.00% |
| Other securities | | | |
| Due through 1 year | \$ 1,400 | \$ 1,400 | 4.95% |
| After 10 years | 1,000 | 952 | 5.13% |
| Total | \$ 2,400 | \$ 2,352 | 4.87% |

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

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

Securities Held to Maturity

| | December 31, 2006 | | |
|---------------------------------------|-------------------|---------------------------------|-----------|
| | Amortized Cost | Fair Value (in thousands) | Yield (1) |
| State and municipal securities | | | |
| Due through 1 year | \$ 250 | \$ 250 | 6.60% |
| Over 1 through 5 years | 1,274 | 1,274 | 6.06% |
| Over 10 years | 298 | 347 | 9.65% |
| Total | \$ 1,822 | \$ 1,871 | 6.72% |

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

Table of Contents**Loan Portfolio**

We are a full service commercial bank, which originates a wide variety of loans, and concentrates 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:

| | % of | | % of | | December 31, | | % of | | % of | |
|---|--------------|--------|--------------|--------|--------------|--------|--------------|--------|--------------|--------|
| | 2006 | Total | 2005 | Total | 2004 | Total | 2003 | Total | 2002 | Total |
| Commercial business | \$ 608,636 | 35.6% | \$ 556,589 | 35.6% | \$ 488,157 | 35.9% | \$ 381,658 | 35.4% | \$ 460,169 | 39.1% |
| Lease financing | 9,263 | 0.5 | 14,385 | 0.9 | | | | | | |
| Real estate: | | | | | | | | | | |
| One-to-four family residential | 51,277 | 3.0 | 74,930 | 4.8 | 49,580 | 3.7 | 47,430 | 4.4 | 50,119 | 4.3 |
| Commercial and five or more family residential properties | 687,635 | 40.3 | 651,393 | 41.6 | 595,775 | 43.8 | 472,836 | 43.8 | 447,662 | 38.1 |
| Total real estate | 738,912 | 43.3 | 726,323 | 46.4 | 645,355 | 47.5 | 520,266 | 48.2 | 497,781 | 42.4 |
| Real estate construction: | | | | | | | | | | |
| One-to-four family residential | 92,124 | 5.4 | 41,033 | 2.6 | 26,832 | 2.0 | 15,577 | 1.4 | 17,968 | 1.5 |
| Commercial and five or more family residential properties | 115,185 | 6.8 | 89,134 | 5.7 | 70,108 | 5.1 | 58,998 | 5.5 | 93,490 | 7.9 |
| Total real estate construction | 207,309 | 12.2 | 130,167 | 8.3 | 96,940 | 7.1 | 74,575 | 6.9 | 111,458 | 9.4 |
| Consumer | 147,782 | 8.6 | 140,110 | 9.0 | 132,130 | 9.7 | 104,240 | 9.7 | 109,070 | 9.3 |
| Subtotal | 1,711,902 | 100.2 | 1,567,574 | 100.2 | 1,362,582 | 100.2 | 1,080,739 | 100.2 | 1,178,478 | 100.2 |
| Less deferred loan fees and other | (2,940) | (0.2) | (2,870) | (0.2) | (2,839) | (0.2) | (2,437) | (0.2) | (2,625) | (0.2) |
| Total loans | \$ 1,708,962 | 100.0% | \$ 1,564,704 | 100.0% | \$ 1,359,743 | 100.0% | \$ 1,078,302 | 100.0% | \$ 1,175,853 | 100.0% |
| Loans held for sale | \$ 933 | | \$ 1,850 | | \$ 6,019 | | \$ 10,640 | | \$ 22,102 | |

At December 31, 2006, total loans were \$1.71 billion compared with \$1.56 billion in the prior year, an increase of \$144.3 million or 9%. We experienced significant growth in commercial business, commercial real estate, and real estate construction loans. Total loans at December 31, 2006 represented 67% of total assets up from 66% at December 31, 2005. The compound annual growth rate of our loan portfolio over the last five years is 8%.

Commercial Business Loans: Commercial loans increased \$52.0 million, or 9%, to \$608.6 million from year-end 2005, representing 36% of total loans at year end. We are committed to providing competitive commercial banking in our primary market areas. We believe increases in commercial lending during 2006 were due to the continued confidence of business owners in the sustainability of our local economy. We expect our commercial lending focus to center around building new customer relationships while continuing to build on already established banking relationships with businesses, and business owners.

Lease Financing: Equipment leasing is the result of a portfolio acquisition made in late 2005. The bulk of the portfolio, approximately 96%, consists of titled transportation type equipment while the remainder of the portfolio is comprised of miscellaneous non-titled equipment. At the present time we are not contemplating any activities that would make lease financing a significant portion of our lending activities.

Real Estate Loans: Residential one to four family loans are used by us to collateralize advances from the FHLB. Our underwriting standards require that one-to-four family portfolio loans generally be owner-occupied and that loan amounts not exceed 80% (90% with private mortgage insurance) of the appraised value or cost, whichever is lower, of the underlying collateral at origination. During 2006 we migrated to an outsourced residential lending underwriting platform. Residential loans are originated on a pre-sold basis provided they meet the underwriting

criteria established by our third party provider. If circumstances warrant, we may originate and

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retain loans that fall outside the scope of our third party provider's underwriting guidelines. The decline in residential real estate loans held in our portfolio is a reflection of lower new originations combined with our new outsourced origination platform.

Commercial and five or more family residential real estate loans reflect a mix of owner occupied and income property transactions. Generally, these loans are made to borrowers who have existing banking relationships with us. Our underwriting standards generally require that the loan-to-value ratio for these loans not exceed 75% of appraised value or cost, whichever is lower, 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. One-to-four family residential construction loans are originated for the construction of custom homes (where the home buyer is the borrower) and provides financing to builders for the construction of pre-sold homes and speculative residential construction. The increase in real estate construction loans resulted from the origination of several large development loans to well established builders. We endeavor to limit our construction lending risk through adherence to strict underwriting procedures.

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

Foreign Outstanding: We are not involved with loans to foreign companies and foreign countries.

For additional information on our loan portfolio, including amounts pledged as collateral on borrowings, see Note 6 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 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, 2006:

| (in thousands) | Due Through | Maturing | | Total |
|--------------------------------------|-------------------|-------------------|------------------|-------------------|
| | | Over 1 Through | Over 5 Years | |
| Commercial business | \$ 411,837 | \$ 151,440 | \$ 45,359 | \$ 608,636 |
| Real estate construction | 154,166 | 29,429 | 23,714 | 207,309 |
| Total | \$ 566,003 | \$ 180,869 | \$ 69,073 | \$ 815,945 |
| Fixed rate loans due after 1 year | | \$ 140,148 | \$ 64,801 | \$ 204,949 |
| Variable rate loans due after 1 year | | 40,721 | 4,272 | 44,993 |
| Total | | \$ 180,869 | \$ 69,073 | \$ 249,942 |

Risk Elements

The extension of credit in the form of loans or other credit substitutes to individuals and businesses is one of our principal business 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.

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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, private banking, 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 non-accrual 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 Loan 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 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 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 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 collectibility of principal or interest; (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) real estate owned; and (iv) personal property owned. Nonperforming assets totaled \$3.5 million, or 0.14% of year-end assets at December 31, 2006, compared to \$4.9 million or 0.21% of year end assets at December 31, 2005.

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

| | 2006 | 2005 | December 31, 2004 (in thousands) | 2003 | 2002 |
|--|-----------------|-----------------|--|------------------|------------------|
| Nonaccrual: | | | | | |
| Commercial business | \$ 1,562 | \$ 4,316 | \$ 6,587 | \$ 9,987 | \$ 13,767 |
| Leases | 215 | | | | |
| Real Estate | | | | | |
| One-to-four family residential | 366 | 376 | 375 | 365 | 139 |
| Commercial and five or more family residential real estate | 217 | | 440 | 1,245 | 1,842 |
| Real Estate Construction | | | | | |
| One-to-four family residential | | | | 663 | 920 |
| Consumer | 54 | 41 | 820 | 995 | 250 |
| Total nonaccrual loans | 2,414 | 4,733 | 8,222 | 13,255 | 16,918 |
| Restructured: | | | | | |
| Commercial business | 1,066 | 124 | 227 | | |
| One-to-four family residential construction | | | | | 187 |
| Total restructured loans | 1,066 | 124 | 227 | | 187 |
| Total nonperforming loans | 3,480 | 4,857 | 8,449 | 13,255 | 17,105 |
| Real estate owned | | 18 | 680 | 1,452 | 130 |
| Other personal property owned | | | | 691 | 916 |
| Total nonperforming assets | \$ 3,480 | \$ 4,875 | \$ 9,129 | \$ 15,398 | \$ 18,151 |
| Accruing loans past-due 90 days or more | \$ | \$ | \$ 4 | \$ 4 | \$ 7 |
| Foregone interest on nonperforming loans | \$ 497 | \$ 106 | \$ 920 | \$ 1,338 | \$ 1,664 |
| Interest recognized on nonperforming loans | \$ 202 | \$ 45 | \$ 101 | \$ 386 | \$ 568 |
| Potential problem loans | \$ 2,288 | \$ 2,269 | \$ 2,321 | \$ 1,342 | \$ 2,818 |
| Allowance for loan losses | \$ 20,182 | \$ 20,829 | \$ 19,881 | \$ 20,261 | \$ 19,171 |
| Allowance for loan losses to nonperforming loans | 579.94% | 428.84% | 235.31% | 152.86% | 112.08% |
| Allowance for loan losses to nonperforming assets | 579.94% | 427.26% | 217.78% | 131.58% | 105.62% |
| Nonperforming loans to year end loans | 0.20% | 0.31% | 0.62% | 1.23% | 1.45% |
| Nonperforming assets to year end assets | 0.14% | 0.21% | 0.42% | 0.88% | 1.07% |

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 collectibility 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.

Nonperforming loans and other nonperforming assets are centered in a number of lending relationships which we consider adequately reserved. Generally, these relationships are well collateralized though loss of principal on certain of these loans will remain in question until the loans are paid or collateral is liquidated. We will continue our collection efforts and liquidation of collateral to recover as large a portion of the nonperforming assets as possible. Substantially, all nonperforming loans are to borrowers within Washington state market areas.

Other Real Estate Owned: As of December 31, 2006 there were no other real estate owned assets, which is comprised of property from foreclosed real estate loans. This reflects a current year decrease of \$18,000 compared to a decrease of \$662,000 to \$18,000 at December 31, 2005.

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Other Personal Property Owned: Other personal property owned (OPPO) is comprised of other, non-real estate property from foreclosed loans. There were no OPPO assets at December 31, 2006 and 2005

Potential Problem Loans: Potential problem loans are loans which are currently performing and are not nonaccrual, restructured or impaired loans, but about which there are sufficient 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 \$2.3 million at year end 2006 and 2005.

For additional information on our nonperforming loans see Note 6 to our Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Allowance for Loan and Lease Losses and Unfunded Loan 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 SFAS No. 5, Accounting for Contingencies.
2. Criticized/classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with SFAS No. 114, Accounting by Creditors for Impairment of a Loan.
3. 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 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:

1. Existing general economic and business conditions affecting our market place
2. Credit quality trends, including trends in nonperforming loans
3. Collateral values
4. Seasoning of the loan portfolio
5. Bank regulatory examination results
6. Findings of internal credit examiners

7. Duration of current business cycle

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, unforeseen 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 loan 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 loan commitments and letters of credit, see Note 7 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Table of Contents**Analysis of the ALLL**

The following table provides an analysis of our loss experience by loan type for the last five years:

| | 2006 | 2005 | December 31, 2004 (in thousands) | 2003 | 2002 |
|---|--------------|--------------|--|--------------|--------------|
| Total loans, net at year end (1) | \$ 1,708,962 | \$ 1,564,704 | \$ 1,359,743 | \$ 1,078,302 | \$ 1,175,853 |
| Daily average loans | \$ 1,629,616 | \$ 1,494,567 | \$ 1,186,506 | \$ 1,128,941 | \$ 1,183,922 |
| Balance of ALLL at beginning of period | \$ 20,829 | \$ 19,881 | \$ 20,261 | \$ 19,171 | \$ 14,734 |
| Balance acquired through acquisition | | | 1,367 | | |
| Charge-offs | | | | | |
| Commercial business | (2,077) | (386) | (2,490) | (2,210) | (6,870) |
| Real Estate: | | | | | |
| One-to-four family residential | | | | (1) | (6) |
| Commercial and 5 or more family residential properties | (9) | | | | (3,500) |
| Real Estate Construction: | | | | | |
| One-to-four family residential construction | | | | (26) | (855) |
| Commercial and five or more family residential properties | | (665) | (260) | | |
| Consumer | (1,109) | (221) | (292) | (315) | (857) |
| Total charge-offs | (3,195) | (1,272) | (3,042) | (2,552) | (12,088) |
| Recoveries | | | | | |
| Commercial business | 233 | 218 | 124 | 728 | 158 |
| Real Estate: | | | | | |
| One-to-four family residential | 20 | | 1 | | 23 |
| Commercial and 5 or more family residential properties | 83 | | | | 3 |
| Real Estate Construction: | | | | | |
| One-to-four family residential construction | 7 | | 25 | 5 | 538 |
| Commercial and five or more family residential properties | | 326 | | | |
| Consumer | 140 | 156 | 150 | 59 | 23 |
| Total recoveries | 483 | 700 | 300 | 792 | 745 |
| Net charge-offs | (2,712) | (572) | (2,742) | (1,760) | (11,343) |
| Provision charged to expense | 2,065 | 1,520 | 995 | 2,850 | 15,780 |
| Balance of ALLL at year end | \$ 20,182 | \$ 20,829 | \$ 19,881 | \$ 20,261 | \$ 19,171 |
| Net charge-offs to average loans outstanding | 0.17% | 0.04% | 0.23% | 0.16% | 0.96% |
| Allowance for loan losses to year end loans (1) | 1.18% | 1.33% | 1.46% | 1.88% | 1.63% |

(1) Excludes loans held for sale

The increase in the provision during 2006 was due primarily to loan growth coupled with higher net charge-offs during the year. The 2005 provision was a function of loan growth.

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We have used the same methodology for ALLL calculations during 2006, 2005 and 2004. Adjustments to the percentages of the ALLL allocated to loan categories are made based on trends with respect to delinquencies

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and problem loans within each pool of loans. There were no significant changes during 2006 in estimation methods or assumptions that affected our methodology for assessing the appropriateness of the ALLL. We maintain a conservative approach to credit quality and will continue to prudently add to our ALLL as necessary in order to maintain adequate reserves. Our credit quality measures improved during 2006 and are among the strongest in our history. We carefully monitor the loan portfolio and continue to emphasize the importance of credit quality while continuously strengthening our 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: | 2006 | | 2005 | | December 31, 2004 | | 2003 | | 2002 | |
|--|-----------|-------------------------|-----------|-------------------------|----------------------|-------------------------|-----------|-------------------------|-----------|-------------------------|
| | Amount | % of Total Loans* | Amount | % of Total Loans* | Amount | % of Total Loans* | Amount | % of Total Loans* | Amount | % of Total Loans* |
| | | | | | (in thousands) | | | | | |
| Commercial business | \$ 9,135 | 35.6% | \$ 11,744 | 35.6% | \$ 10,222 | 35.9% | \$ 12,940 | 35.4% | \$ 13,292 | 39.1% |
| Lease financing | 493 | 0.5 | 316 | 0.9 | | | | | | |
| Real estate and construction: | | | | | | | | | | |
| One-to-four family residential | 1,134 | 8.4 | 809 | 7.4 | 678 | 5.7 | 895 | 5.8 | 508 | 5.8 |
| Commercial and five or more family residential properties | 8,841 | 46.9 | 6,663 | 47.1 | 7,995 | 48.8 | 5,140 | 49.1 | 4,623 | 45.8 |
| Consumer | 281 | 8.6 | 677 | 9.0 | 985 | 9.7 | 1,376 | 9.7 | 941 | 9.3 |
| Unallocated | 298 | | 620 | | 1 | | (90) | | (193) | |
| Total | \$ 20,182 | 100.0% | \$ 20,829 | 100.0% | \$ 19,881 | 100.0% | \$ 20,261 | 100.0% | \$ 19,171 | 100.0% |

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

As discussed previously, management maintains a conservative approach in determining the adequacy of the ALLL. The unallocated amount at December 31, 2006 reflects recent loan growth in less seasoned relationships which will require aging to determine the probability of default and the level of loss given default.

Table of Contents**Deposits**

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

| | Years ended December 31, | | | | | |
|---------------------------------------|--------------------------|-------|------------------|-------|------------------|-------|
| | 2006 | | 2005 | | 2004 | |
| | Average Deposits | Rate | Average Deposits | Rate | Average Deposits | Rate |
| Interest bearing demand (1) | \$ 879,774 | 2.21% | \$ 889,457 | 1.23% | \$ 796,124 | 0.72% |
| Savings | 115,802 | 0.38% | 113,160 | 0.35% | 92,743 | 0.35% |
| Certificates of deposit | 543,053 | 3.86% | 499,916 | 2.92% | 451,977 | 2.32% |
| Total interest-bearing deposits | 1,538,629 | 2.65% | 1,502,533 | 1.73% | 1,340,844 | 1.23% |
| Demand and other non-interest bearing | 437,819 | | 421,245 | | 349,669 | |
| Total average deposits | \$ 1,976,448 | | \$ 1,923,778 | | \$ 1,690,513 | |

(1) Interest-bearing demand deposits include interest-bearing checking accounts and money market accounts.

During 2006 our total average deposits increased \$52.7 million, or 3% as compared to \$233.3 million or 14% during 2005. Our focus in increasing our deposit base is centered on core deposit growth, which includes interest and non-interest bearing demand, money market, and savings accounts. Average core deposits increased \$9.5 million during 2006 and \$185.3 million during 2005.

We believe the stability in average core deposits is due to our strong franchise built through providing our customers with superior customer service. The nominal growth in core deposits compelled us to increase our offering rates in an effort to attract funds at a lower cost than short-term borrowings. As the equity markets continue to improve, the banking industry in general is experiencing lower deposit growth than realized during the past several years. We anticipate continued growth in our deposits with the addition of new customers and expansion of relationships with our existing customer base.

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:

| | December 31, 2006 | | | |
|--------------------------|---|----------------------------------|--|-------------------|
| | Time Certificates of Deposit of \$100,000 or More | Percent | Other Time Deposits of \$100,000 or More | Percent |
| Amounts maturing in: | Amount | of Total Deposits (in thousands) | Amount | of Total Deposits |
| Three months of less | \$ 188,105 | 9% | \$ | % |
| Over 3 through 6 months | 38,571 | 2% | | |
| Over 6 through 12 months | 36,435 | 2% | | |
| Over 12 months | 48,181 | 2% | 10,531 | 1% |
| Total | \$ 311,292 | 15% | \$ 10,531 | 1% |

Other time deposits of \$100,000 or more set forth in the table above represent brokered and wholesale deposits. We use 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.

Short-Term Borrowings

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Our short-term borrowings consist of FHLB advances and securities repurchase agreements. We utilize these borrowings as a supplement to our funding sources. FHLB advances are secured by one-to-four family real

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estate mortgages, investment securities, and certain other assets. Securities repurchase agreements are secured by investments. We anticipate we will continue to rely on the same funding sources in the future, and will use those funds primarily to make loans and purchase securities.

The following table sets forth the details of FHLB advances:

| | Years ended December 31, | | |
|---|--------------------------|------------|-----------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| FHLB Advances | | | |
| Balance at year end | \$ 205,800 | \$ 94,400 | \$ 68,700 |
| Average balance during the year | \$ 208,594 | \$ 107,651 | \$ 20,675 |
| Maximum month-end balance during the year | \$ 303,000 | \$ 194,200 | \$ 68,700 |
| Weighted average rate during the year | 5.25% | 3.27% | 1.79% |
| Weighted average rate at December 31, | 5.56% | 4.33% | 2.34% |

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

Long-Term Borrowings

During 2001, we participated in a pooled trust preferred offering through our subsidiary trust (the Trust), whereby the trust issued \$22.0 million of 30 year floating rate capital securities. The capital securities constitute guaranteed preferred beneficial interests in debentures issued by the trust. The debentures had an initial rate of 7.29% and a rate of 8.96% at December 31, 2006. The floating rate is based on the 3-month LIBOR plus 3.58% and is adjusted quarterly. Through the Trust we may call the debt at ten years at par, allowing us to retire the debt early if conditions are favorable. Effective December 31, 2003, we adopted Financial Accounting Standards Board Interpretation No. 46 Consolidation of Variable Interest Entities whereby the Trust was deconsolidated with the result being that the trust preferred obligations were reclassified as long-term subordinated debt on our December 31, 2003 Consolidated Balance Sheets and our related investment in the Trust was recorded in other assets on the Consolidated Balance Sheets.

Additionally, we have a \$20.0 million line of credit with a large commercial bank with an interest rate indexed to LIBOR. At December 31, 2006 and 2005, the outstanding balance was \$0 and \$2.5 million, respectively. In the event of discontinuance of the line by either party, we have up to two years to repay any outstanding balance. For additional information on our borrowings, see Note 11 to the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

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, 2006 | | | | |
|------------------------------|--|----------|----------|-----------|------------|
| | Due after | | | | Total |
| | 0-12 | 1-3 | 4-5 | Five | |
| | Months | Years | Years | Years | |
| | (in thousands) | | | | |
| Operating & equipment leases | \$ 3,112 | \$ 5,391 | \$ 5,052 | \$ 10,942 | \$ 24,497 |
| Capital lease | 138 | 4 | | | 142 |
| FHLB advances | 205,800 | | | | 205,800 |
| Other borrowings | 20,198 | | | | 20,198 |
| Long-term subordinated debt | | | | 22,378 | 22,378 |
| Total | \$ 229,248 | \$ 5,395 | \$ 5,052 | \$ 33,320 | \$ 273,015 |

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At December 31, 2006, we had commitments to extend credit of \$764.3 million compared to \$698.6 million at December 31, 2005. For additional information regarding future financial commitments, see Note 16 to our Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report.

Liquidity and Sources of Funds

Our primary sources of funds are net income, loan repayments, maturities and principal payments on available for sale investments, 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 a large commercial bank of \$180.5 million and \$20.0 million, respectively, at December 31, 2006, that are available to us as a supplemental funding source. The holding company's sources of funds are dividends from its banking subsidiaries which are used to fund dividends to shareholders and cover operating expenses.

Capital Expenditures

Capital expenditures, primarily consisting of the addition of two new branches, are anticipated to be approximately \$8.9 million during 2007.

See the Statement of Cash Flows of the Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data of this report for additional information regarding our sources and uses of funds during 2006 and 2005.

Capital

Our shareholders' equity increased to \$252.3 million at December 31, 2006, from \$226.2 million at December 31, 2005. The increase is due primarily to net income for the year of \$32.1 million. Shareholders' equity was 9.88% and 9.52% of total assets at December 31, 2006 and 2005.

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 and trust preferred obligations, less goodwill and certain identifiable intangible assets, while Tier II capital includes the allowance for loan losses and subordinated debt, both 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 subsidiaries qualify as well-capitalized at December 31, 2006 and 2005.

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The following table sets forth the Company's and its banking subsidiaries capital ratios at December 31, 2006 and 2005:

| | Company | | Columbia Bank | | Astoria | | Requirements | |
|---------------------------------|---------|--------|---------------|--------|---------|--------|------------------------|------------------|
| | 2006 | 2005 | 2006 | 2005 | 2006 | 2005 | Adequately capitalized | Well-capitalized |
| Total risk-based capital ratio | 13.23% | 12.97% | 12.50% | 12.52% | 11.98% | 14.79% | 8% | 10% |
| Tier 1 risk-based capital ratio | 12.21% | 11.82% | 11.48% | 11.38% | 10.93% | 13.61% | 4% | 6% |
| Leverage ratio | 9.86% | 9.54% | 9.32% | 9.32% | 8.48% | 10.23% | 4% | 5% |

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, | | |
|---------------------------------|--------------------------|---------|---------|
| | 2006 | 2005 | 2004 |
| Dividends paid per common share | \$ 0.57 | \$ 0.39 | \$ 0.26 |
| Dividend payout ratio | 0.28% | 0.21% | 0.17% |

For quarterly detail of dividends declared during 2006 and 2005 see Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities of this report.

Applicable federal, Washington state and Oregon regulations restrict capital distributions, including dividends, by the Company's banking subsidiaries. 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 subsidiaries.

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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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, 2006. 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.

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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.

| December 31, 2006 | Estimated Maturity or Repricing | | | | Total |
|--|---------------------------------|-------------------|-----------------------------|-------------------|---------------------|
| | 0-3 months | 4-12 months | Over 1 year through 5 years | Due after 5 years | |
| Interest-Earning Assets | | | | | |
| Interest-earning deposits | \$ 13,979 | \$ | \$ | \$ | \$ 13,979 |
| Federal funds sold | 14,000 | | | | 14,000 |
| Loans, net of deferred fees | 781,362 | 182,821 | 630,471 | 114,308 | 1,708,962 |
| Loans held for sale | 933 | | | | 933 |
| Investments | 23,887 | 43,083 | 241,864 | 296,299 | 605,133 |
| Total interest-earning assets | \$ 834,161 | \$ 225,904 | \$ 872,335 | \$ 410,607 | 2,343,007 |
| Allowance for loan and lease losses | | | | | (20,182) |
| Cash and due from banks | | | | | 76,365 |
| Premises | | | | | 44,635 |
| Other assets | | | | | 109,306 |
| Noninterest-earning assets | | | | | 210,124 |
| Total assets | | | | | \$ 2,553,131 |
| Interest-Bearing Liabilities | | | | | |
| Interest bearing non-maturity deposits | \$ 515,566 | \$ | \$ | \$ 525,842 | \$ 1,041,408 |
| Time deposits | 272,192 | 167,230 | 110,220 | 8 | 549,650 |
| Borrowings | 225,998 | | | | 225,998 |
| Long-term subordinated debt | 22,378 | | | | 22,378 |
| Total interest-bearing liabilities | \$ 1,036,134 | \$ 167,230 | \$ 110,220 | \$ 525,850 | 1,839,434 |
| Other liabilities | | | | | 461,350 |
| Total liabilities | | | | | 2,300,784 |
| Shareholders' equity | | | | | 252,347 |
| Total liabilities and shareholders' equity | | | | | \$ 2,553,131 |
| Interest-bearing liabilities as a percent of total interest-earning assets | | | | | |
| Rate sensitivity gap | 44.22% | 7.14% | 4.70% | 22.44% | |
| Cumulative rate sensitivity gap | \$ (201,973) | \$ 58,674 | \$ 762,115 | \$ (115,243) | \$ 503,573 |
| Rate sensitivity gap as a percentage of interest-earning assets | \$ (201,973) | \$ (143,299) | \$ 618,816 | \$ 503,573 | |
| Cumulative rate sensitivity gap as a percentage of interest-earning assets | (8.62)% | 2.50% | 32.53% | (4.92)% | |
| Interest Rate Sensitivity on Net Interest Income | (8.62)% | (6.12)% | 26.41% | 21.49% | |

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A number of measures are used to monitor and manage interest rate risk, including income simulations and interest sensitivity (gap) analyses. 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

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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, 2006, we would expect a decrease in net interest income of \$1.6 million and an increase of \$0.2 million if interest rates gradually increase or decrease, respectively, from current rates by 200 basis points over a twelve-month period. The simulation analysis assumes rates on core deposits lag changes in loan rates by 3 months.

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 subsidiaries (the Company) as of December 31, 2006 and 2005, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. 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 financial statements present fairly, in all material respects, the financial position of Columbia Banking System, Inc. and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, 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 effectiveness of the Company's internal control over financial reporting as of December 31, 2006, 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 March 1, 2007, expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Seattle, Washington

March 1, 2007

Table of Contents**COLUMBIA BANKING SYSTEM, INC.****CONSOLIDATED STATEMENTS OF INCOME**

| | Years ended December 31, | | |
|--|---------------------------------|------------------|------------------|
| | 2006 | 2005 | 2004 |
| | (in thousands except per share) | | |
| Interest Income | | | |
| Loans | \$ 123,998 | \$ 99,535 | \$ 68,908 |
| Taxable securities | 20,008 | 18,079 | 16,832 |
| Tax-exempt securities | 7,042 | 4,452 | 3,770 |
| Dividends on Federal Home Loan Bank Stock | 10 | 56 | 219 |
| Federal funds sold and deposits with banks | 617 | 85 | 337 |
| Total interest income | 151,675 | 122,207 | 90,066 |
| Interest Expense | | | |
| Deposits | 40,838 | 25,983 | 16,537 |
| Federal Home Loan Bank advances | 10,944 | 3,515 | 370 |
| Long-term obligations | 1,992 | 1,583 | 1,162 |
| Other borrowings | 138 | 214 | 54 |
| Total interest expense | 53,912 | 31,295 | 18,123 |
| Net Interest Income | 97,763 | 90,912 | 71,943 |
| Provision for loan and lease losses | 2,065 | 1,520 | 995 |
| Net interest income after provision for loan and lease losses | 95,698 | 89,392 | 70,948 |
| Noninterest Income | | | |
| Service charges and other fees | 11,651 | 11,310 | 10,547 |
| Mortgage banking | 288 | 1,121 | 1,525 |
| Merchant services fees | 8,314 | 8,480 | 7,259 |
| Gain (loss) gain on sale of securities available for sale, net | 36 | 6 | (6) |
| Bank owned life insurance (BOLI) | 1,687 | 1,577 | 1,318 |
| Other | 2,696 | 2,292 | 1,601 |
| Total noninterest income | 24,672 | 24,786 | 22,244 |
| Noninterest Expense | | | |
| Compensation and employee benefits | 38,769 | 37,285 | 32,228 |
| Occupancy | 10,760 | 10,107 | 8,437 |
| Merchant processing | 3,361 | 3,258 | 2,984 |
| Advertising and promotion | 2,582 | 1,978 | 2,002 |
| Data processing | 2,314 | 2,904 | 2,319 |
| Legal and professional services | 2,099 | 3,503 | 3,312 |
| Taxes, licenses and fees | 2,499 | 2,018 | 1,635 |
| Supplies and postage | 2,437 | 2,290 | 2,062 |
| Net (gain) cost of other real estate owned | (11) | (8) | (13) |
| Other | 11,324 | 9,520 | 6,360 |
| Total noninterest expense | 76,134 | 72,855 | 61,326 |
| Income before income taxes | 44,236 | 41,323 | 31,866 |
| Provision for income taxes | 12,133 | 11,692 | 9,353 |
| Net Income | \$ 32,103 | \$ 29,631 | \$ 22,513 |

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Net Income Per Common Share:

| | | | |
|---|---------|---------|---------|
| Basic | \$ 2.01 | \$ 1.89 | \$ 1.55 |
| Diluted | \$ 1.99 | \$ 1.87 | \$ 1.52 |
| Dividends paid per common share | \$ 0.57 | \$ 0.39 | \$ 0.26 |
| Average number of common shares outstanding | 15,946 | 15,708 | 14,558 |
| Average number of diluted common shares outstanding | 16,148 | 15,885 | 14,816 |

See accompanying notes to the Consolidated Financial Statements.

Table of Contents**COLUMBIA BANKING SYSTEM, INC.****CONSOLIDATED BALANCE SHEETS**

| | December 31, | |
|---|---------------------|---------------------|
| | 2006 | 2005 |
| | (in thousands) | |
| ASSETS | | |
| Cash and due from banks | \$ 76,365 | \$ 96,787 |
| Interest-earning deposits with banks | 13,979 | 3,619 |
| Federal funds sold | 14,000 | |
| Total cash and cash equivalents | 104,344 | 100,406 |
| Securities available for sale at fair value (amortized cost of \$598,703 and \$576,619, respectively) | 592,858 | 572,355 |
| Securities held to maturity (fair value of \$1,871 and \$2,587, respectively) | 1,822 | 2,524 |
| Federal Home Loan Bank stock at cost | 10,453 | 10,453 |
| Loans held for sale | 933 | 1,850 |
| Loans, net of deferred loan fees of (\$2,940) and (\$2,870), respectively | 1,708,962 | 1,564,704 |
| Less: allowance for loan and lease losses | 20,182 | 20,829 |
| Loans, net | 1,688,780 | 1,543,875 |
| Interest receivable | 12,549 | 11,671 |
| Premises and equipment, net | 44,635 | 44,690 |
| Real estate owned | | 18 |
| Goodwill | 29,723 | 29,723 |
| Other | 67,034 | 59,757 |
| Total Assets | \$ 2,553,131 | \$ 2,377,322 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Deposits: | | |
| Noninterest-bearing | \$ 432,293 | \$ 455,838 |
| Interest-bearing | 1,591,058 | 1,549,651 |
| Total deposits | 2,023,351 | 2,005,489 |
| Short term borrowings: | | |
| Federal Home Loan Bank advances | 205,800 | 94,400 |
| Securities sold under agreements to repurchase | 20,000 | |
| Other borrowings | 198 | 2,572 |
| Total short-term borrowings | 225,998 | 96,972 |
| Long-term subordinated debt | 22,378 | 22,312 |
| Other liabilities | 29,057 | 26,307 |
| Total liabilities | 2,300,784 | 2,151,080 |
| Commitments and contingent liabilities | | |
| Shareholders' equity: | | |
| Preferred stock (no par value) | | |
| Authorized, 2 million shares; none outstanding | | |
| | December 31, | |
| | 2006 | 2005 |
| Common stock (no par value) | | |

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| | | | | |
|--|--------|--------|--------------|--------------|
| Authorized shares | 63,034 | 63,034 | | |
| Issued and outstanding | 16,060 | 15,831 | 166,763 | 162,973 |
| Retained earnings | | | 89,037 | 66,051 |
| Accumulated other comprehensive loss | | | (3,453) | (2,782) |
| Total shareholders' equity | | | 252,347 | 226,242 |
| Total Liabilities and Shareholders' Equity | | | \$ 2,553,131 | \$ 2,377,322 |

See accompanying notes to Consolidated Financial Statements.

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COLUMBIA BANKING SYSTEM, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

| | Common stock | | Retained Earnings | Deferred Compensation (in thousands) | Accumulated Other Comprehensive Income (Loss) | Total Shareholders Equity |
|---|------------------|------------|-------------------|---|---|---------------------------|
| | Number of Shares | Amount | | | | |
| Balance at January 1, 2004 | 14,105 | \$ 112,675 | \$ 38,210 | \$ | \$ (513) | \$ 150,372 |
| Comprehensive income: | | | | | | |
| Net income | | | 22,513 | | | 22,513 |
| Reclassification of net losses on securities available for sale included in net income, net of tax of \$2 | | | | | 4 | 4 |
| Unrealized gains on securities available for sale, net of tax of \$743 | | | | | 1,418 | 1,418 |
| Total comprehensive income | | | | | | 23,935 |
| Issuance of stock under stock option and other plans | 211 | 2,910 | | | | 2,910 |
| Issuance of stock in acquisition | 1,278 | 29,305 | | | | 29,305 |
| Issuance of shares of common stock 5% stock dividend | | 14,461 | (14,461) | | | |
| Tax benefit associated with stock options | | 342 | | | | 342 |
| Cash dividends paid on common stock | | | (3,710) | | | (3,710) |
| Balance at December 31, 2004 | 15,594 | 159,693 | 42,552 | | 909 | 203,154 |
| Comprehensive income: | | | | | | |
| Net income | | | 29,631 | | | 29,631 |
| Reclassification of net gains on securities available for sale included in net income, net of tax of \$2 | | | | | (4) | (4) |
| Unrealized losses on securities available for sale, net of tax of \$1949 | | | | | (3,687) | (3,687) |
| Total comprehensive income | | | | | | 25,940 |
| Issuance of stock under stock option and other plans | 221 | 2,208 | | | | 2,208 |
| Issuance of stock under restricted stock plan | 16 | 389 | | (389) | | |
| Amortization of deferred compensation restricted stock | | | | 297 | | 297 |
| Tax benefit associated with stock options | | 775 | | | | 775 |
| Cash dividends paid on common stock | | | (6,132) | | | (6,132) |
| Balance at December 31, 2005 | 15,831 | 163,065 | 66,051 | (92) | (2,782) | 226,242 |
| Comprehensive income: | | | | | | |
| Net income | | | 32,103 | | | 32,103 |
| Reclassification of net gains on securities available for sale included in net income, net of tax of \$13 | | | | | (23) | (23) |
| Unrealized losses on securities available for sale, net of tax of \$572 | | | | | (1,009) | (1,009) |
| Unrealized gains from cash flow hedging instruments, net of tax of \$197 | | | | | 361 | 361 |
| Total comprehensive income | | | | | | 31,432 |
| Transition adjustment related to adoption of SFAS 123(R) | | (92) | | 92 | | |
| Issuance of stock under stock option and other plans | 148 | 2,090 | | | | 2,090 |
| Stock award compensation expense | 81 | 567 | | | | 567 |
| Stock option compensation expense | | 226 | | | | 226 |
| Tax benefit associated with exercise of stock options | | 907 | | | | 907 |
| Cash dividends paid on common stock | | | (9,117) | | | (9,117) |

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| | | | | | | | |
|-------------------------------------|--------|------------|-----------|----|----|---------|------------|
| Balance at December 31, 2006 | 16,060 | \$ 166,763 | \$ 89,037 | \$ | \$ | (3,453) | \$ 252,347 |
|-------------------------------------|--------|------------|-----------|----|----|---------|------------|

See accompanying notes to Consolidated Financial Statements.

Table of Contents**COLUMBIA BANKING SYSTEM, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Years ended December 31, | | |
|---|--------------------------|-------------|-----------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Cash Flows From Operating Activities | | | |
| Net income | \$ 32,103 | \$ 29,631 | \$ 22,513 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Provision for loan and lease losses | 2,065 | 1,520 | 995 |
| Deferred income tax (benefit) expense | (1,988) | (1,244) | 926 |
| Tax benefit associated with stock options | | 775 | 342 |
| Excess tax benefit from stock-based compensation | (117) | | |
| Stock-based compensation expense | 793 | 297 | |
| (Gains) losses on other real estate owned and other personal property owned | (11) | (8) | (33) |
| Depreciation, amortization & accretion | 7,467 | 8,927 | 9,260 |
| Net realized gains on sale of assets | (96) | (221) | (48) |
| Decrease in loans held for sale | 917 | 4,169 | 4,621 |
| Increase in interest receivable | (878) | (2,089) | (2,942) |
| Increase in interest payable | 744 | 624 | 45 |
| Stock dividends from Federal Home Loan Bank stock | | (43) | (386) |
| Net changes in other assets and liabilities | (1,848) | 1,674 | 933 |
| Net cash provided by operating activities | 39,151 | 44,012 | 36,226 |
| Cash Flows From Investing Activities | | | |
| Proceeds from sales of securities available for sale | 43,099 | 19,643 | 33,555 |
| Proceeds from maturities of securities available for sale | 110,144 | 58,144 | 80,710 |
| Purchase of securities available for sale | (177,797) | (32,969) | (187,767) |
| Proceeds from maturities of securities held to maturity | 703 | 578 | 1,448 |
| Proceeds from sale of Federal Home Loan Bank stock | | 2,917 | |
| Purchase of Federal Home Loan Bank stock | | (2,566) | |
| Loans originated and acquired, net of principal collected | (147,040) | (204,513) | (179,898) |
| Purchases of premises and equipment | (4,455) | (4,751) | (2,385) |
| Proceeds from disposal of premises and equipment | 126 | 780 | 10,231 |
| Purchase of subsidiary, net of cash acquired | | | (9,503) |
| Proceeds from sale of real estate owned and other personal property owned | 29 | 1,003 | 1,532 |
| Net cash used in investing activities | (175,191) | (161,734) | (252,077) |
| Cash Flows From Financing Activities | | | |
| Net increase in deposits | 17,862 | 142,607 | 169,755 |
| Net increase in other borrowings | 17,626 | | 2,500 |
| Proceeds from Federal Home Loan Bank advances | 2,873,249 | 1,163,630 | 538,750 |
| Repayment of Federal Home Loan Bank advances | (2,761,849) | (1,137,930) | (491,050) |
| Cash dividends paid on common stock | (9,117) | (6,132) | (3,710) |
| Proceeds from issuance of common stock, net | 2,090 | 2,208 | 2,910 |
| Excess tax benefit from stock-based compensation | 117 | | |
| Other, net | | (91) | (102) |
| Net cash provided by financing activities | 139,978 | 164,292 | 219,053 |
| Increase in cash and cash equivalents | 3,938 | 46,570 | 3,202 |
| Cash and cash equivalents at beginning of year | 100,406 | 53,836 | 50,634 |
| Cash and cash equivalents at end of year | \$ 104,344 | \$ 100,406 | \$ 53,836 |

Supplemental information:

| | | | |
|----------------------------|-----------|-----------|-----------|
| Cash paid for interest | \$ 53,168 | \$ 30,671 | \$ 18,077 |
| Cash paid for income taxes | \$ 14,575 | \$ 11,111 | \$ 8,623 |

Noncash investing and financing activities:

| | | | |
|--|----|----------|------------|
| Investment in affordable housing partnerships | \$ | \$ 6,900 | \$ |
| Loans foreclosed and transferred to real estate owned or other personal property owned | \$ | \$ 333 | \$ 36 |
| Issuance of stock in acquisition (Note 2) | \$ | \$ | \$ 29,305 |
| Fair value of assets acquired in acquisition | \$ | \$ | \$ 193,600 |
| Fair value of liabilities assumed in acquisition | \$ | \$ | \$ 154,792 |

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, 2006, 2005 and 2004

Columbia Banking System, Inc. (the Company), through its wholly owned banking subsidiaries, provides a full range of banking services to small and medium-sized businesses, professionals and other individuals generally based in western Washington state and the northern Oregon coastal area. At December 31, 2006, the Company conducted its banking services in 40 office locations with the majority of its loans, loan commitments and core deposits geographically concentrated in the Puget Sound region of Washington state.

In Washington state, the Company conducts a full-service commercial banking business through its wholly owned banking subsidiary, Columbia State Bank (Columbia bank). In Oregon, the Company conducts a full-service commercial banking business through its wholly owned banking subsidiary, Bank of Astoria (Astoria), which was acquired on October 1, 2004. Astoria's results of operations were included in the Company's results beginning on the acquisition date. Unaudited Pro Forma Condensed Consolidated Results of Operations had the acquisition taken place on January 1, 2004 are presented in Note 2.

1. Summary of Significant Accounting Policies

Principles of Consolidation

The Consolidated Financial Statements of the Company include the accounts of the Company and its wholly owned banking subsidiaries, Columbia bank and Astoria. All significant intercompany balances and transactions have been eliminated in consolidation.

Business Combinations

Statement of Financial Accounting Standards No. 141, *Business Combinations* (SFAS 141), requires that all business combinations initiated after June 30, 2001 be accounted for using the purchase method. The purchase method of accounting requires that the cost of an acquired entity be allocated to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The difference between the fair values and the purchase price is recorded to Goodwill. Also, under SFAS 141, identified intangible assets acquired in a purchase business combination must be separately valued and recognized on the balance sheet if they meet certain requirements. See Note 2 for further discussion.

Securities

Debt securities that management has the positive intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Securities not classified as held to maturity, including equity securities with readily determinable fair values, are classified as available for sale and recorded at fair value, with unrealized gains and losses excluded from earnings and reported net of tax as other comprehensive income (loss) in the Consolidated Statements of Changes in Shareholders' Equity.

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other-than-temporary are reflected in earnings as realized losses. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. In estimating other-than-temporary impairment losses, management considers (1) the reasons for the decline, (2) the length of time and the extent to which the fair value has been less than cost and not as a result of changes in interest rates, (3) the financial condition and near-term prospects of the issuer, and (4) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses on the sale of securities are determined using the specific identification method.

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Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by aggregate outstanding commitments from investors or current investor yield requirements. The amount by which cost exceeds market for loans held for sale is accounted for as a valuation allowance, and changes in the allowance are included in the determination of net income in the period in which the change occurs. Gains and losses on sales of mortgage loans are recognized based on the difference between the selling price and the carrying value of the related mortgage loans sold; the servicing rights on such loans are not retained.

Loans

Loans are stated at their outstanding unpaid principal balance adjusted for charge-offs, the allowance for loan losses, and any deferred loan fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees and direct loan origination costs are deferred and the net amount is recognized as an adjustment to yield over the contractual life of the related loans. 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.

The policy of the Company is to discontinue the accrual of interest on all loans past due 90 days or more and place them on nonaccrual status. In all cases, loans are placed on non-accrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses is established as losses are estimated to have occurred through a provision for loan and lease losses charged to earnings. Loan and lease losses are charged against the allowance when management believes the collectibility 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 collectibility 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 non-classified loans and is based on historical loss experience adjusted for qualitative factors. The specific component relates to loans that are classified as doubtful, substandard or special mention. For such loans that are also classified as impaired, 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.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the

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contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrowers, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

Allowance for Unfunded Loan Commitments and Letters of Credit

The allowance for unfunded loan 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 loan commitments is included in other liabilities on the Consolidated Balance Sheets, with changes to the balance charged against noninterest expense.

Derivatives and Hedging Activities

Statement of Financial Accounting Standards No. 133 *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), as amended and interpreted, establishes accounting and reporting standards for derivative instruments. Generally, derivatives are financial instruments with little or no initial net investment in comparison to their notional amount and whose value is based upon an underlying asset, index, reference rate or other variable. As required by SFAS 133, all derivatives are reported at their fair value on the Consolidated Balance Sheets

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 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) not formally designated as part of qualifying hedging relationships under SFAS 133.

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.

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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 SFAS 133. The changes in fair value of these instruments are recognized immediately in earnings.

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

Premises and Equipment

Land, buildings, leasehold improvements and equipment are carried at amortized cost. Buildings and equipment are depreciated over their estimated useful lives using the straight-line method. Leasehold improvements are amortized over the shorter of their useful lives or lease terms. Gains or losses on dispositions are reflected in operations. Expenditures for improvements and major renewals are capitalized, and ordinary maintenance, repairs and small purchases are charged to operations as incurred.

Other Real Estate Owned and Other Personal Property Owned

All other real estate and other personal property acquired in satisfaction of a loan are considered held for disposal and reported as other real estate owned and other personal property owned. Other personal property owned is included in other assets in the Consolidated Balance Sheets. Real estate owned and personal property owned is carried at the lower of cost or fair value less estimated cost of disposal.

Federal Home Loan Bank Stock

The Company's investment in Federal Home Loan Bank (FHLB) stock is carried at par value, which reasonably approximates its fair value. The Company is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets or FHLB advances. Stock redemptions are at the discretion of the FHLB.

Goodwill and Other 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 if events or circumstances indicate a potential impairment, at the reporting unit level. The impairment test is performed in two phases. The first step of the goodwill impairment test compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired; however, if the carrying amount of the reporting unit exceeds its fair value, an additional procedure must be performed. That additional procedure compares the implied fair value of the reporting unit's goodwill (as defined in SFAS No. 142, Goodwill and Other Intangible Assets) with the carrying amount of that goodwill. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value.

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, 2006, intangible assets included on the Consolidated Balance Sheets consist of a core deposit intangible that is amortized using an accelerated method with an original estimated life of approximately 10 years. See Note 2 for further discussion.

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Securities Sold Under Agreements to Repurchase

The Company pledges certain financial instruments it owns to collateralize the sales of securities that are subject to an obligation to repurchase the same or similar securities (repurchase agreements). Under these arrangements, the Company transfers the assets but still retains effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, repurchase agreements are accounted for as collateralized financing arrangements and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Consolidated Balance Sheets while the securities underlying the agreements remain in the respective asset accounts.

Share-Based Payment

The Company maintains a share-based compensation plan (the Plan) as described in Note 13 that provides for the granting of share options and shares to eligible employees and directors. Prior to 2006, the Company applied the intrinsic value method, as outlined in Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) and related interpretations, as permitted by SFAS No. 123, *Accounting for Stock Based Compensation* (SFAS 123) in accounting for share options. Under the intrinsic value method, compensation expense is recognized only to the extent an option s exercise price is less than the market value of the underlying stock at the date of grant. Accordingly, prior to 2006, no compensation expense was recognized in the accompanying consolidated statements of income on share options granted to employees, since all options granted under the Plan had an exercise price equal to the market value of the underlying common stock on the date of grant.

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment* (SFAS 123R). This statement replaces SFAS 123 and supersedes APB 25. SFAS 123R requires that all share-based compensation be recognized as an expense in the financial statement and that such cost be measured at the fair value of the award on the grant date. This statement was adopted using the modified prospective method of application, which requires the Company to recognize compensation expense on a prospective basis. Therefore, prior period financial statements have not been restated. Under this method, in addition to reflecting compensation expense for new share-based awards, expense is also recognized to reflect the remaining service period of awards that had been included in pro forma disclosures in prior periods.

Income Tax

The provision for income tax is based on income and expense reported for financial statement purposes, using the asset and liability method for accounting for deferred income tax. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. 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. A valuation allowance is recorded against any deferred tax assets for which it is more likely than not that the deferred tax asset will not be realized.

Earnings Per Share

Earnings per share (EPS) are computed using the weighted average number of common and diluted common shares outstanding during the period. Basic EPS is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The only reconciling items affecting the calculation of earnings per share are the inclusion of stock options and restricted stock awards increasing the shares outstanding in diluted earnings per share by 202,000, 177,000, and 258,000 in 2006, 2005, and 2004, respectively.

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Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are used in determining the level of the allowance for loan losses and valuation allowance on deferred tax assets.

Statements of Cash Flows

For purposes of the Consolidated Statements of Cash Flows, cash and cash equivalents include cash and due from banks, interest-earning deposits with banks and federal funds sold with maturities of 90 days or less.

Reclassifications

Certain amounts in the 2005 and 2004 Consolidated Financial Statements have been reclassified to conform to the 2006 presentation. These reclassifications had no effect on net income.

New Accounting Pronouncements

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainties in Incomes Taxes, an Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective with the Company's fiscal year beginning January 1, 2007. The Company expects that the financial impact, if any, of applying the provisions of FIN 48 to all tax positions will not be material upon the initial adoption of FIN 48.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157). This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This Statement applies whenever assets or liabilities are required or permitted to be measured at fair value under currently existing standards. No additional fair value measurements are required under this Statement. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company plans to apply the disclosure provisions of SFAS 157 to all fair value measurements.

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). The intent of SAB 108 is to reduce diversity in practice for the method companies use to quantify financial statement misstatements, including the effect of prior year uncorrected errors. SAB 108 establishes an approach that requires quantification of financial statement errors using both an income statement and a cumulative balance sheet approach. SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of this statement did not have a material effect on our financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159), which permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Earlier adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements*. The Company is currently evaluating the impact of SFAS 159, but does not expect the adoption of SFAS 159 to have a material impact on its consolidated financial position, results of operations or cash flows.

Table of Contents**2. Acquisition**

On October 1, 2004, the Company acquired 100 percent of the outstanding common shares of Astoria. Astoria's results of operations were included in the Company's results beginning October 1, 2004. Astoria operates as a separate subsidiary of the Company and has five full service branch offices located within the western portions of Clatsop and Tillamook Counties, Oregon, in the northern Oregon coastal area. The main branch is located in Astoria, with additional branches located in the cities of Warrenton, Seaside, Cannon Beach, and Manzanita. The purchase of Astoria provided the Company with an opportunity to expand its geographical footprint outside of Washington and into Oregon. The aggregate purchase price was \$48.0 million, including \$18.7 million in cash and common stock valued at \$29.3 million. The acquisition was accounted for as a purchase in accordance with SFAS 141. Accordingly, the purchase price was allocated to the assets acquired and the liabilities assumed based on their estimated fair values at the acquisition date as summarized in the following table:

(in thousands)

| | |
|---|------------------|
| Purchase Price: | |
| Total value of the Company's common stock exchanged | \$ 29,305 |
| Cash portion of purchase price and direct acquisition costs | 18,651 |
| Total purchase price | \$ 47,956 |
| Allocation of purchase price: | |
| Astoria's shareholder equity | 15,166 |
| Estimated adjustments to reflect assets acquired and liabilities assumed at fair value: | |
| Loans | 771 |
| Core deposit intangible | 4,072 |
| Other assets | (86) |
| Deposits | 27 |
| Other liabilities | (1,710) |
| Estimated fair value of net assets acquired | 18,240 |
| Goodwill resulting from acquisition | \$ 29,716 |

The acquired core deposit intangible asset has a useful life of approximately 10 years. The \$29.7 million of goodwill acquired was assigned to the Astoria business segment and none of it is deductible for tax purposes.

The fair values of assets and liabilities of Astoria at the date of acquisition are presented below:

| | |
|--|-----------|
| Cash | \$ 9,148 |
| Securities available for sale | 50,711 |
| Loans, net of allowance for loan losses of \$1,367 | 101,793 |
| Premises and equipment, net | 3,725 |
| Other assets | 3,583 |
| Core deposit intangible | 4,072 |
| Goodwill | 29,716 |
| Total assets | 202,748 |
| Deposits | (148,485) |
| Federal Home Loan Bank advances | (4,500) |
| Other liabilities | (1,807) |
| Total liabilities | (154,792) |
| Net assets acquired | \$ 47,956 |

Table of Contents**Unaudited Pro Forma Condensed Consolidated Financial Information**

The following Unaudited Pro Forma Condensed Consolidated Financial Information presents the results of operations of the Company had the acquisition taken place at January 1, 2004:

| | For the year ended December 31, 2004 (in thousands except per common share information) | |
|--|--|--------|
| Net interest income | \$ | 77,642 |
| Provision for loan losses | | 1,070 |
| Noninterest income | | 23,178 |
| Noninterest expense | | 65,175 |
| Income before income tax | | 34,575 |
| Net income | | 23,850 |
| Per common share information: | | |
| Earnings | \$ | 1.54 |
| Diluted earnings | | 1.51 |
| Average common shares issued and outstanding | | 15,515 |
| Average diluted common shares issued and outstanding | | 15,772 |

The pro forma results presented above include amortization of purchase premiums and discounts of approximately \$661,000 for the year ended December 31, 2004. Excluded from the pro forma results are acquisition related expenses of approximately \$757,000 paid by Astoria prior to the acquisition date.

3. Cash and Due From Banks

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, 2006 and 2005 was approximately \$17.6 million and \$13.7 million, respectively, and was met by holding cash and maintaining an average balance with the Federal Reserve Bank.

4. Securities

At December 31, 2006, the Company's securities portfolio primarily consisted of securities issued by the U.S. Government and its agencies and corporations, the Company did not have any 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:

Securities Available for Sale

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-----------------------|-------------------------------|--------------------------------|-------------------|
| | | (in thousands) | | |
| December 31, 2006: | | | | |
| U.S. Government agency | \$ 76,922 | \$ | \$ (1,470) | \$ 75,452 |
| U.S. Government agency mortgage-backed securities & collateralized mortgage obligations | 332,735 | 595 | (8,234) | 325,096 |
| State & municipal securities | 186,646 | 3,829 | (517) | 189,958 |
| Other securities | 2,400 | | (48) | 2,352 |

| | | | | |
|-------|------------|----------|-------------|------------|
| Total | \$ 598,703 | \$ 4,424 | \$ (10,269) | \$ 592,858 |
|-------|------------|----------|-------------|------------|

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| | Amortized Cost | Gross Unrealized Gains (in thousands) | Gross Unrealized Losses (in thousands) | Fair Value |
|---|-------------------|--|---|------------|
| December 31, 2005: | | | | |
| U.S. Government agency | \$ 157,325 | \$ | \$ (2,465) | \$ 154,860 |
| U.S. Government agency mortgage-backed securities & collateralized mortgage obligations | 294,201 | 809 | (6,220) | 288,790 |
| State & municipal securities | 123,293 | 4,021 | (363) | 126,951 |
| Other securities | 1,800 | | (46) | 1,754 |
| Total | \$ 576,619 | \$ 4,830 | \$ (9,094) | \$ 572,355 |

Gross realized losses amounted to \$504,000, \$0 and \$11,000, respectively. Gross realized gains amounted to \$540,000, \$6,000 and \$5,000, respectively.

The following table summarizes the amortized cost and fair value of securities available for sale by contractual maturity groups:

| | December 31, 2006 | |
|--|-------------------------------------|---------------|
| | Amortized Cost (in thousands) | Fair Value |
| U.S. Government agency | | |
| Due through 1 year | \$ 15,581 | \$ 15,481 |
| Over 1 through 5 years | 61,341 | 59,971 |
| Total | \$ 76,922 | \$ 75,452 |
| U.S. Government agency mortgage-backed securities & collateralized mortgage obligations (1) | | |
| Over 1 through 5 years | \$ 832 | \$ 816 |
| Over 5 through 10 years | 112,348 | 109,171 |
| Over 10 years | 219,555 | 215,109 |
| Total | \$ 332,735 | \$ 325,096 |
| State and municipal securities | | |
| Due through 1 year | \$ 1,988 | \$ 1,969 |
| Over 1 through 5 years | 3,534 | 3,455 |
| Over 5 through 10 years | 21,297 | 21,309 |
| Over 10 years | 159,827 | 163,225 |
| Total | \$ 186,646 | \$ 189,958 |
| Other securities | | |
| Due through 1 year | \$ 1,400 | \$ 1,400 |
| After 10 years | 1,000 | 952 |
| Total | \$ 2,400 | \$ 2,352 |

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

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The following table summarizes the amortized cost, gross unrealized gains and losses, and the resulting fair value of securities held to maturity:

Securities Held To Maturity

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| | (in thousands) | | | |
| December 31, 2006: | | | | |
| State and municipal securities | \$ 1,822 | \$ 49 | \$ | \$ 1,871 |
| December 31, 2005: | | | | |
| State and municipal securities | \$ 2,524 | \$ 63 | \$ | \$ 2,587 |

There were no purchases of securities held to maturity during the years ended December 31, 2006 and 2005, nor were there any sales of such securities during the years ended December 31, 2006, 2005 and 2004.

The following table summarizes the amortized cost and fair value of securities held to maturity by contractual maturity groups:

| | December 31, 2006 Amortized Cost | Fair Value |
|---------------------------------------|--|-----------------|
| | (in thousands) | |
| State and municipal securities | | |
| Due through 1 year | \$ 250 | \$ 250 |
| Over 1 through 5 years | 1,274 | 1,274 |
| Over 10 years | 298 | 347 |
| Total | \$ 1,822 | \$ 1,871 |

At December 31, 2006 and 2005, available for sale and held to maturity securities with a fair value of \$358.8 million and \$450.7 million, respectively, were pledged to secure public deposits, Federal Home Loan Bank borrowings, and for other purposes as required or permitted by law.

The following table summarizes information pertaining to securities with gross unrealized losses at December 31, 2006, aggregated by investment category and length of time that individual securities have been in a continuous loss position:

| | Less than 12 Months Fair | | 12 Months of More Fair | | Total Fair | |
|---|-----------------------------|----------------------|---------------------------|----------------------|-------------------|----------------------|
| | Value | Unrealized Losses | Value | Unrealized Losses | Value | Unrealized Losses |
| | (in thousands) | | | | | |
| U.S. Government agency | \$ | \$ | \$ 75,452 | \$ (1,470) | \$ 75,452 | \$ (1,470) |
| U.S. Government agency mortgage-backed securities & collateralized mortgage obligations | 90,608 | (2,525) | 197,395 | (5,709) | 288,003 | (8,234) |
| State and municipal securities | 20,536 | (158) | 23,008 | (359) | 43,544 | (517) |
| Other securities | | | 1,000 | (48) | 952 | (48) |
| Total | \$ 111,144 | \$ (2,683) | \$ 296,855 | \$ (7,586) | \$ 407,951 | \$ (10,269) |

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At December 31, 2006, there were 18 U.S. Government agency securities in an unrealized loss position, all of which were in a continuous loss position for 12 months or more. The unrealized losses on U.S. Government agency securities were caused by interest rate increases subsequent to the purchase of the individual securities. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than par.

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Because the Company has the ability and intent to hold these investments until a recovery of market value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2006.

At December 31, 2006, there were 68 state and municipal government securities in an unrealized loss position, of which 53 were in a continuous loss position for 12 months or more. The unrealized losses on state and municipal securities were caused by interest rate increases subsequent to the purchase of the individual securities. Management monitors published credit ratings of these securities for adverse changes. As of December 31, 2006 none of the obligations of state and local government entities held by the Company had an adverse credit rating. Because the decline in fair value is attributable to changes in interest rates rather than credit quality, and because the Company has the ability and intent to hold these investments until a recovery of market value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2006.

At December 31, 2006, there were 66 U.S. Government agency mortgage-backed securities & collateralized mortgage obligations securities in an unrealized loss position, of which 52 were in a continuous loss position for 12 months or more. The unrealized losses on U.S. Government agency mortgage-backed securities & collateralized mortgage obligations were caused by interest rate increases subsequent to the purchase of the securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates rather than credit quality, and because the Company has the ability and intent to hold these investments until a recovery of market value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2006.

At December 31, 2006, there was one other security, a mortgage-backed securities fund, which was in a continuous loss position for 12 months or more. The unrealized loss on this security was caused by interest rate increases subsequent to the purchase of the security. It is expected that this security would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates rather than credit quality, and because the Company has the ability and intent to hold these investments until a recovery of market value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2006.

5. Comprehensive Income

The components of comprehensive income are as follows:

| | Years Ended December 31, | | |
|---|--------------------------|------------------|------------------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Net income as reported | \$ 32,103 | \$ 29,631 | \$ 22,513 |
| Unrealized holding gains (losses) on securities available for sale: | | | |
| Unrealized holding gains (losses) arising during the period | (1,581) | (5,636) | 2,161 |
| Tax (expense) benefit | 572 | 1,949 | (743) |
| Net unrealized holding gains (losses) on securities available for sale, net of tax | (1,009) | (3,687) | 1,418 |
| Less: reclassification adjustment of realized (gains) losses on securities available for sale | (36) | (6) | 6 |
| Tax expense (benefit) | 13 | 2 | (2) |
| Net realized (gains) losses on sale of securities available for sale, net of tax | (23) | (4) | 4 |
| Unrealized gains from cash flow hedging instruments: | | | |
| Unrealized holding gains arising during the period | 558 | | |
| Tax expense | (197) | | |
| Net unrealized gains on cash flow hedging instruments, net of tax | 361 | | |
| Total comprehensive income | \$ 31,432 | \$ 25,940 | \$ 23,935 |

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The following is an analysis of the loan portfolio by major types of loans (net of deferred loan fees):

| | December 31, | |
|---|----------------|--------------|
| | 2006 | 2005 |
| | (in thousands) | |
| Commercial business | \$ 608,636 | \$ 556,589 |
| Lease financing | 9,263 | 14,385 |
| Real estate: | | |
| One-to-four family residential | 51,277 | 74,930 |
| Commercial and five or more family residential properties | 687,635 | 651,393 |
| Total real estate | 738,912 | 726,323 |
| Real estate construction: | | |
| One-to-four family residential | 92,124 | 41,033 |
| Commercial and five or more family residential properties | 115,185 | 89,134 |
| Total real estate construction | 207,309 | 130,167 |
| Consumer | 147,782 | 140,110 |
| Subtotal | 1,711,902 | 1,567,574 |
| Less deferred loan fees, net | (2,940) | (2,870) |
| Total loans, net of deferred loan fees | \$ 1,708,962 | \$ 1,564,704 |
| Loans held for sale | \$ 933 | \$ 1,850 |

Non-accrual loans totaled \$2.4 million and \$4.7 million at December 31, 2006 and 2005, respectively. The amount of interest income foregone as a result of these loans being placed on non-accrual status totaled \$497,000 for 2006, \$106,000 for 2005 and \$920,000 for 2004. At December 31, 2006 and 2005, there were no commitments of additional funds for loans accounted for on a non-accrual basis.

At December 31, 2006 and 2005, the recorded investment in impaired loans was \$2.1 million and \$3.8 million, respectively, with a specific valuation allowance of \$190,000 for 2006 and \$936,000 for 2005. The average recorded investment in impaired loans for the years ended December 31, 2006, 2005, and 2004, was \$5.2 million, \$6.3 million, and \$6.1 million, respectively. Interest income recognized on impaired loans was \$51,000 in 2006, \$45,000 in 2005, and \$102,000 in 2004.

At December 31, 2006 and 2005, the Company had no loans to foreign domiciled businesses or foreign countries, or loans related to highly leveraged transactions.

Substantially all of the Company's loans and loan commitments are geographically concentrated in its service areas within Washington and Oregon.

During 2005, the Company purchased vehicle and equipment leases from a company in which a Director of the Company has a significant ownership interest for an aggregate purchase price of \$14.8 million. Prior to entering into the agreement, the Company obtained an independent fair value assessment of the lease portfolio. Based on the independent fair value assessment and an internal credit review of the leases, management believes the transaction was made on substantially the same terms as those prevailing at the time for comparable transactions with other persons who are not affiliated with the Company and did not involve more than the normal risk of repayment or present other unfavorable terms. At December 31, 2006, the balance of the lease financing portfolio was \$9.3 million.

The Company and its banking subsidiaries have granted loans to officers and directors of the Company and related interests. These loans are made on substantially 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

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normal risk of collectibility. The aggregate dollar amount of these loans was \$12.0 million and \$10.5 million at December 31, 2006 and 2005, respectively. During 2006, \$6.5 million of related party loans were made and repayments totaled \$5.0 million. During 2005, \$6.0 million related party loans were made and repayments totaled \$15.4 million.

At December 31, 2006 and 2005 \$91.3 million and \$84.7 million of residential real estate loans were pledged as collateral on FHLB borrowings.

7. Allowances for Loan and Lease Losses and Unfunded Loan Commitments and Letters of Credit

Changes in the allowance for loan and lease losses are summarized as follows:

| | Years Ended December 31, | | |
|---------------------------------|--------------------------|-----------|-----------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Balance at beginning of year | \$ 20,829 | \$ 19,881 | \$ 20,261 |
| Loans charged off | (3,195) | (1,272) | (3,042) |
| Recoveries | 483 | 700 | 300 |
| Net charge-offs | (2,712) | (572) | (2,742) |
| Balance acquired in acquisition | | | 1,367 |
| Provision charged to expense | 2,065 | 1,520 | 995 |
| Balance at end of year | \$ 20,182 | \$ 20,829 | \$ 19,881 |

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

| | Years Ended December 31, | | |
|--|--------------------------|--------|--------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Balance at beginning of year | \$ 339 | \$ 289 | \$ |
| Net changes in the allowance for unfunded loan commitments and letters of credit | | 50 | 289 |
| Balance at end of year | \$ 339 | \$ 339 | \$ 289 |

The allowance for unfunded loan commitments and letters of credit was established by the Company during 2004.

8. Premises and Equipment

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

| | December 31, | |
|-------------------------------|----------------|----------|
| | 2006 | 2005 |
| | (in thousands) | |
| Land | \$ 9,825 | \$ 9,821 |
| Buildings | 32,754 | 31,099 |
| Leasehold improvements | 2,042 | 2,138 |
| Equipment under capital lease | 538 | 538 |
| Furniture and equipment | 23,297 | 23,497 |

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| | | |
|--|-----------|-----------|
| Vehicles | 376 | 367 |
| Computer software | 8,414 | 7,586 |
| Total cost | 77,246 | 75,046 |
| Less accumulated depreciation and amortization | (32,611) | (30,356) |
| Total | \$ 44,635 | \$ 44,690 |

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Total depreciation and amortization expense on buildings and furniture and equipment was \$4.4 million, \$4.0 million, and \$3.6 million, for the years ended December 31, 2006, 2005, and 2004, respectively.

9. Goodwill and Other Intangibles

The Company recorded \$29.7 million of goodwill and \$4.1 million of core deposit intangible assets (CDI) as a result of the acquisition of Astoria on October 1, 2004. Both the goodwill and the CDI are part of the Astoria segment. There were no acquisitions during 2006 or 2005. In accordance with SFAS 142, *Goodwill and Other Intangible Assets*, no amortization expense related to goodwill was recognized during the years presented in this report.

The following table summarizes the changes in the Company's goodwill and core deposit intangible asset for the years ended December 31, 2006 and 2005:

| | Goodwill | CDI |
|------------------------------|----------------|----------|
| | (in thousands) | |
| Balance at December 31, 2004 | \$ 29,723 | \$ 3,933 |
| Additions | | |
| Amortization | | 537 |
| Balance at December 31, 2005 | 29,723 | 3,396 |
| Additions | | |
| Amortization | | 452 |
| Balance at December 31, 2006 | \$ 29,723 | \$ 2,944 |

Amortization expense on the CDI was \$452,000 in 2006, \$537,000 in 2005 and \$139,000 in 2004. The Company estimates that aggregate amortization expense on the CDI will be \$383,000 for 2007, and \$379,000 for 2008, 2009, 2010 and 2011.

10. Deposits

Year-end deposits are summarized in the following table:

| | December 31, | |
|--|----------------|--------------|
| | 2006 | 2005 |
| | (in thousands) | |
| Demand and other noninterest-bearing | \$ 432,293 | \$ 455,838 |
| Interest-bearing demand | 414,198 | 339,686 |
| Money market | 516,415 | 563,973 |
| Savings | 110,795 | 118,604 |
| Certificates of deposit less than \$100,000 | 227,827 | 224,940 |
| Certificates of deposit \$100,000 or greater | 321,823 | 302,448 |
| Total | \$ 2,023,351 | \$ 2,005,489 |

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

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| Year Ending December 31, | (in thousands) |
|--------------------------|----------------|
| 2007 | \$ 263,111 |
| 2008 | 27,317 |
| 2009 | 15,692 |
| 2010 | 6,712 |
| 2011 | 8,991 |
| Thereafter | |
| Total | \$ 321,823 |

Table of Contents**11. Borrowings**

The Company had FHLB advances of \$125.8 million and \$94.4 million at December 31, 2006 and 2005, respectively, which represents overnight borrowings. In addition, the Company had FHLB advances of \$80.0 million at December 31, 2006 which represents term borrowings that matured in January 2007. Penalties are generally required for prepayments of certain long-term FHLB advances. FHLB advances are at the following interest rates:

| | December 31, 2006 2005 (in thousands) | |
|-----------------------|--|---------------|
| Interest Rates | | |
| 5.63% | \$ 125,800 | \$ |
| 5.49% | 30,000 | |
| 5.44% | 50,000 | |
| 4.33% | | \$ 94,400 |
| Total | \$ 205,800 | \$ 94,400 |

FHLB advances are collateralized by the following:

| | December 31, 2006 2005 (in thousands) | |
|---|--|----------------|
| Collateral on FHLB Borrowings | | |
| Fair value of investment securities | \$ 307,530 | \$ 398,604 |
| Recorded value of blanket pledge on residential real estate loans | 91,326 | 84,660 |
| Total | \$ 398,856 | \$ 483,264 |
| FHLB Borrowing Capacity | \$ 180,522 | \$ 388,864 |

At December 31, 2006, the Company held \$20.0 million in wholesale repurchase agreements with an interest rate of 5.45%. The agreements to repurchase are secured by mortgage-backed securities with a carrying value of \$19.8 million at December 31, 2006. The broker holds the security while the Company continues to receive the principal and interest payments from the security. Upon maturity of the agreement, the pledged securities will be returned to the Company.

At December 31, 2006 and 2005, the Company held \$22.4 million and \$22.3 million, respectively, in debt arising from the trust preferred offering described below. Additionally, The Company has a \$20.0 million unsecured line of credit with a large commercial bank with an interest rate indexed to LIBOR. At December 31, 2006 and 2005, the outstanding balance was \$0 and \$2.5 million, respectively with an interest rate of 6.07% at December 31, 2005. In the event of discontinuance of the line by either party, the Company has up to two years to repay any outstanding balance.

During 2001, the Company, through its subsidiary trust (the Trust) participated in a pooled trust preferred offering, whereby the trust issued \$22.0 million of 30 year floating rate capital securities. The capital securities constitute guaranteed preferred beneficial interests in debentures issued by the trust. The debentures had an initial rate of 7.29% and a rate of 8.96% at December 31, 2006. The floating rate is based on the 3-month LIBOR plus 3.58% and is adjusted quarterly. The Company through the Trust may call the debt after ten years at par, allowing the Company to retire the debt early if conditions are favorable. At December 31, 2003, the Company adopted FIN No. 46 (as revised),

Consolidation of Variable Interest Entities, whereby the Trust was deconsolidated with the result being that the trust preferred obligations were reclassified as long-term

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subordinated debt on the Company's December 31, 2003 Consolidated Balance Sheet and the Company's related investment in the Trust of \$681,000 was recorded in other assets. At December 31, 2006 and 2005, the balance of the Company's investment in the Trust remained at \$681,000. The subordinated debt payable to the Trust is on the same interest and payment terms as the trust preferred obligations issued by the Trust.

12. Income Tax

The components of income tax expense are as follows:

| | Years Ended December 31, | | |
|----------------------------|--------------------------|------------------|-----------------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Current tax expense | \$ 14,121 | \$ 12,936 | \$ 8,427 |
| Deferred (benefit) expense | (1,988) | (1,244) | 926 |
| Total | \$ 12,133 | \$ 11,692 | \$ 9,353 |

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

| | December 31, | |
|---|-----------------|-----------------|
| | 2006 | 2005 |
| | (in thousands) | |
| Deferred tax assets: | | |
| Allowance for loan and lease losses | \$ 7,124 | \$ 7,353 |
| Unrealized loss on investment securities available for sale | 2,062 | 1,505 |
| Supplemental executive retirement plan | 2,500 | 1,440 |
| Stock option and restricted stock | 211 | |
| Other | 539 | 217 |
| Total deferred tax assets | 12,436 | 10,515 |
| Deferred tax liabilities: | | |
| FHLB stock dividends | (1,949) | (1,956) |
| Purchase accounting | (1,149) | (1,379) |
| Section 481 adjustment deferred fees | (144) | (289) |
| Unrealized gain on cash flow hedging instruments | (197) | |
| Depreciation | (529) | (771) |
| Total deferred tax liabilities | (3,968) | (4,395) |
| Net deferred tax assets | \$ 8,468 | \$ 6,120 |

A reconciliation of the Company's effective income tax rate with the federal statutory tax rate is as follows:

| | Years Ended December 31, | | | | | |
|------------------------------------|--------------------------|---------|-----------|---------|-----------|---------|
| | 2006 | | 2005 | | 2004 | |
| | Amount | Percent | Amount | Percent | Amount | Percent |
| | (in thousands) | | | | | |
| Income tax based on statutory rate | \$ 15,483 | 35% | \$ 14,463 | 35% | \$ 11,153 | 35% |

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Increase (reduction) resulting from:

| | | | | | | |
|---------------------------|-----------|-----|-----------|-----|----------|-----|
| Tax credits | (566) | (1) | (412) | (1) | (131) | (0) |
| Tax exempt instruments | (2,484) | (6) | (2,208) | (6) | (1,753) | (6) |
| Other nondeductible items | (300) | (1) | (151) | 0 | 84 | 0 |
| Income tax | \$ 12,133 | 27% | \$ 11,692 | 28% | \$ 9,353 | 29% |

Table of Contents**13. Share-Based Payments**

At December 31, 2006, 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. A maximum of 2,191,482 shares were authorized under the plan, of which a net 1,819,795 were granted, 1,401,223 have been exercised, and 371,687 were available for future grants.

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.

As part of the terms of the acquisition of Astoria, the Company added Astoria's existing share option plan. The share options outstanding under Astoria's plan at the acquisition date were exchanged for the option to buy Company shares in accordance with the provisions of the acquisition. At December 31, 2004, 158,645 options were outstanding under Astoria's plan, the options vested during 2004 and 2005 leaving no options outstanding at December 31, 2006. No additional options will be granted under this plan. The options in Astoria's plan have been included in the applicable tables presented below.

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.

There were no stock options granted by the Company during the year ended December 31, 2006. Assumptions utilized in the Black-Scholes option valuation model and fair value for options granted during the years ended December 31, 2005 and 2004 are summarized as follows:

| | For The Twelve Months Ended | For The Twelve Months Ended |
|--|--------------------------------|--------------------------------|
| | 12/31/2005 | 12/31/2004 |
| Expected Life (in years) | 5.16 | 6.00 |
| Expected Volatility | 35.12% | 37.78% |
| Weighted Average Risk-free Interest Rate | 4.21% | 3.73% |
| Expected Annual Dividend Yield | 0.38% | 0.28% |
| Weighted Average Fair Value | \$ 9.00 | \$ 10.20 |

A summary of option activity under the Plan as of December 31, 2006, 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 January 1, 2006 | 477,672 | \$ 15.33 | | |
| Granted | | | | |
| Forfeited | (2,000) | 23.29 | | |
| Exercised | (140,275) | 14.18 | | |
| Balance at December 31, 2006 | 335,397 | \$ 15.76 | 3.8 | \$ 5,286 |

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| | | | | | |
|--|---------|----|-------|-----|----------|
| Total Exercisable at December 31, 2006 | 264,822 | \$ | 13.38 | 3.2 | \$ 3,544 |
|--|---------|----|-------|-----|----------|

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The weighted average grant-date fair value of options granted during the years 2006, 2005 and 2004 was \$0, \$9.00 and \$10.20, respectively. The total intrinsic value of options exercised during the years ended December 31, 2006, 2005, and 2004 was \$2.7 million, \$3.6 million, and \$2.0 million, respectively.

As of December 31, 2006, 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 |
|----------------------------------|--------------------------------|--|---|--|---|
| \$ 7.73 10.29 | 18,269 | 1.7 | \$ 9.82 | 18,269 | \$ 9.82 |
| 10.30 12.87 | 151,900 | 2.4 | 11.52 | 151,900 | 11.52 |
| 12.88 15.44 | 44,476 | 4.8 | 14.11 | 44,476 | 14.11 |
| 15.45 18.02 | 7,350 | 4.7 | 17.25 | 7,350 | 17.25 |
| 18.03 20.59 | 26,193 | 7.2 | 18.63 | 26,193 | 18.63 |
| 20.60 23.17 | 23,209 | 2.5 | 22.14 | 16,634 | 22.37 |
| 23.18 25.75 | 64,000 | 6.0 | 24.99 | | |
| | 335,397 | 3.8 years | \$ 15.76 | 264,822 | \$ 13.38 |

The Plan also provides for the grant of shares to its executives and directors. Share awards are made at the discretion of the Board of Directors, except with regard to awards to the Company's Section 16 officers, which are made at the discretion of the Board's Compensation Committee. The purpose of such awards is to reward the executives and directors for prior service to the Company and to provide incentive to such executives and directors to continue to serve the Company in the future. 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 five years of continual service. Recipients of restricted shares do not pay any cash consideration to the Company for the shares, and 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.

A summary of the status of the Company's nonvested shares as of December 31, 2006, 2005 and 2004 and changes during the years then ended is presented below:

| Nonvested Shares | Shares | Weighted-Average Grant-Date Fair Value |
|--------------------------------|---------------|---|
| Balance at January 1, 2004 | | \$ |
| Granted | | |
| Vested | | |
| Forfeited | | |
| Nonvested at December 31, 2004 | | |
| Granted | 16,000 | 24.34 |
| Vested | (8,000) | |
| Forfeited | | |
| Nonvested at December 31, 2005 | 8,000 | 24.34 |
| Granted | 87,025 | 28.53 |
| Vested | (6,000) | 27.74 |
| Forfeited | (5,850) | 33.10 |

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| | | | |
|--------------------------------|--------|----|-------|
| Nonvested at December 31, 2006 | 83,175 | \$ | 27.87 |
|--------------------------------|--------|----|-------|

As of December 31, 2006, there was \$2.0 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized

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over a weighted average period of 4.1 years. The total fair value of shares vested during the years ended December 31, 2006, 2005, and 2004 was \$166,000, \$195,000, and \$0, respectively.

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, 2006, the Company recognized pre-tax compensation expense related to share options and shares of \$226,000 and \$567,000, respectively. The following table illustrates the effect on net income and earnings per share if the fair value based method established in SFAS 123R had been applied to all outstanding and unvested awards prior to the adoption SFAS 123R.

| | Year Ended December 31, | |
|---|--|------------------|
| | 2005 | 2004 |
| | (in thousands except per share) | |
| Net income attributable to common stock: | | |
| As reported | \$ 29,631 | \$ 22,513 |
| Add: Restricted share compensation expense included in reported net income, net of related tax effects | 193 | |
| Deduct: Total share-based employee compensation expense, including restricted share and share options, determined under fair value method, net of related tax effects | (873) | (504) |
| Pro forma | \$ 28,951 | \$ 22,009 |
| Net income per common share: | | |
| Basic: | | |
| As reported | \$ 1.89 | \$ 1.55 |
| Pro forma | 1.84 | 1.51 |
| Diluted: | | |
| As reported | \$ 1.87 | \$ 1.52 |
| Pro forma | 1.82 | 1.49 |

14. Regulatory Capital Requirements

The Company (on a consolidated basis) and its banking subsidiaries 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 subsidiaries' financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and its banking subsidiaries 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 subsidiaries 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, 2006 and 2005, that the Company, Columbia Bank and Astoria met all capital adequacy requirements to which they are subject.

As of December 31, 2006, the most recent notification from the Federal Reserve Insurance Corporation categorized Columbia Bank and Astoria 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

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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 or Astoria's category. The Company and its banking subsidiaries' actual capital amounts and ratios as of December 31, 2006 and 2005, are also presented in the following table.

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provision | |
|---|------------|--------|-------------------------------|-------|---|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of December 31, 2006: | | | | | | |
| Total Capital (to risk-weighted assets): | | | | | | |
| The Company | \$ 265,654 | 13.23% | \$ 160,665 | 8.0% | N/A | N/A |
| Columbia Bank | \$ 231,969 | 12.50% | \$ 148,432 | 8.0% | \$ 185,540 | 10.0% |
| Astoria | \$ 18,047 | 11.98% | \$ 12,052 | 8.0% | \$ 15,066 | 10.0% |
| Tier 1 Capital (to risk-weighted assets): | | | | | | |
| The Company | \$ 245,133 | 12.21% | \$ 80,332 | 4.0% | N/A | N/A |
| Columbia Bank | \$ 213,034 | 11.48% | \$ 74,216 | 4.0% | \$ 111,324 | 6.0% |
| Astoria | \$ 16,461 | 10.93% | \$ 6,026 | 4.0% | \$ 9,039 | 6.0% |
| Tier 1 Capital (to average assets): | | | | | | |
| The Company | \$ 245,133 | 9.86% | \$ 99,407 | 4.0% | N/A | N/A |
| Columbia Bank | \$ 213,034 | 9.32% | \$ 91,428 | 4.0% | \$ 114,285 | 5.0% |
| Astoria | \$ 16,461 | 8.48% | \$ 7,768 | 4.0% | \$ 9,710 | 5.0% |
| As of December 31, 2005: | | | | | | |
| Total Capital (to risk-weighted assets): | | | | | | |
| The Company | \$ 239,073 | 12.97% | \$ 147,439 | 8.0% | N/A | N/A |
| Columbia Bank | \$ 213,869 | 12.52% | \$ 136,612 | 8.0% | \$ 170,765 | 10.0% |
| Astoria | \$ 19,761 | 14.79% | \$ 10,689 | 8.0% | \$ 13,361 | 10.0% |
| Tier 1 Capital (to risk-weighted assets): | | | | | | |
| The Company | \$ 217,905 | 11.82% | \$ 73,719 | 4.0% | N/A | N/A |
| Columbia Bank | \$ 194,271 | 11.38% | \$ 68,306 | 4.0% | \$ 102,459 | 6.0% |
| Astoria | \$ 18,190 | 13.61% | \$ 5,344 | 4.0% | \$ 8,017 | 6.0% |
| Tier 1 Capital (to average assets): | | | | | | |
| The Company | \$ 217,905 | 9.54% | \$ 91,341 | 4.0% | N/A | N/A |
| Columbia Bank | \$ 194,271 | 9.32% | \$ 83,412 | 4.0% | \$ 104,265 | 5.0% |
| Astoria | \$ 18,190 | 10.23% | \$ 7,113 | 4.0% | \$ 8,891 | 5.0% |

15. Employee Benefit Plans

The Company maintains defined contribution and profit sharing plans in conformity with the provisions of section 401(k) of the Internal Revenue Code at Columbia Bank and Astoria. 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. The Astoria 401(k) Plan permits eligible employees, those who are at least 18 years of age and have completed six months of service, to contribute a portion of their salary to the 401(k) Plan. The Company is required to match 50% of employee contributions up to 5% 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 \$867,000 during 2006, \$800,000 during 2005, and \$543,000 during 2004, in matching funds to the 401(k) Plan. The Company's discretionary profit sharing contributions were \$1.2 million during 2006 and 2005 and \$1.0 million during 2004.

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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 within a six month look-back period. 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 share. Participants of the ESP Plan purchased 18,952 shares for \$542,000 in 2006, 22,031 shares for \$486,000 in 2005 and 15,029 shares for \$289,000 in 2004. At December 31, 2006 there were 87,953 shares available for purchase under the ESP 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. Associated with the SERP benefit is a death benefit for each participant's beneficiary. Beneficiaries are entitled to a split dollar share of proceeds from life insurance policies purchased by the Company. 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 an independent actuarial firm using Income Tax Regulation 1.72-9, Table 1 Ordinary Life Annuities, for the mortality assumptions and a discount rate of 5.75% in 2006 and 6.0% in 2005, in accordance with SFAS No. 87, Employers Accounting for Pensions. 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, | |
|-----------------------------------|-----------------------|-----------------|
| | 2006 | 2005 |
| | (in thousands) | |
| Balance at beginning of year | \$ 3,285 | \$ 2,451 |
| Benefit expense | 1,005 | 924 |
| Additions related to acquisitions | | |
| Benefit payments | (108) | (90) |
| Balance at end of year | \$ 4,182 | \$ 3,285 |

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

| Years Ending | |
|---------------------|-----------------------|
| December 31, | (in thousands) |
| 2007 | \$ 283 |
| 2008 | 289 |
| 2009 | 294 |
| 2010 | 380 |
| 2011 | 386 |
| 2012 through 2016 | 2,145 |
| Total | \$ 3,777 |

Table of Contents**16. Commitments and Contingent Liabilities**

Lease Commitments: The Company leases locations as well as equipment under various non-cancelable operating leases that expire between 2007 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, 2006, minimum future rental payments, exclusive of taxes and other charges, of these leases were:

Years Ending

| December 31, | (in thousands) |
|-------------------------------|-----------------------|
| 2007 | \$ 3,112 |
| 2008 | 2,730 |
| 2009 | 2,661 |
| 2010 | 2,543 |
| 2011 | 2,509 |
| Thereafter | 10,942 |
| Total minimum payments | \$ 24,497 |

Total rental expense on buildings and equipment was \$3.5 million, \$3.7 million, and \$3.0 million, for the years ended December 31, 2006, 2005, and 2004, respectively.

On September 30, 2004, the Company sold its Broadway and Longview locations. The Company maintains a substantial continuing involvement in the locations through various noncancellable operating leases that do not contain renewal options. The resulting gain on sale of \$1.3 million was deferred using the financing method in accordance with SFAS No. 13, *Accounting for Leases* and is being amortized over the life of the respective leases. At December 31, 2006 and 2005, the deferred gain was \$784,000 and \$1.0 million, respectively, and is included in *other liabilities* on the Consolidated Balance Sheets.

Financial Instruments with Off-Balance Sheet Risk: In the normal course of business, the Company makes loan commitments (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, 2006 and 2005, the Company's loan commitments amounted to \$743.5 million and \$678.2 million, respectively. Standby letters of credit were \$20.8 million and \$20.4 million at December 31, 2006 and 2005, respectively. In addition, commitments under commercial letters of credit used to facilitate customers' trade transactions amounted to \$517,000 and \$577,000 at December 31, 2006 and 2005, respectively.

Legal Proceedings: The Company and its subsidiaries 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 position or results of operations of the Company.

Table of Contents**17. Fair Value of Financial Instruments**

The following table summarizes carrying amounts and estimated fair values of selected financial instruments as well as assumptions used by the Company in estimating fair value:

| | Assumptions Used in Estimating Fair Value | 2006 | | December 31, 2005 | |
|--------------------------------------|--|-----------------|--------------|-------------------|--------------|
| | | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| (in thousands) | | | | | |
| Assets | | | | | |
| Cash and due from banks | Approximately equal to carrying value | \$ 76,365 | \$ 76,365 | \$ 96,787 | \$ 96,787 |
| Interest-earning deposits with banks | Approximately equal to carrying value | 13,979 | 13,979 | 3,619 | 3,619 |
| Federal funds sold | Approximately equal to carrying value | 14,000 | 14,000 | | |
| Securities available for sale | Quoted market prices | 592,858 | 592,858 | 572,355 | 572,355 |
| Securities held to maturity | Quoted market prices | 1,822 | 1,871 | 2,524 | 2,587 |
| Loans held for sale | Discounted expected future cash flows | 933 | 933 | 1,850 | 1,869 |
| Loans | Discounted expected future cash flows, net of allowance for loan losses | 1,688,780 | 1,680,658 | 1,543,875 | 1,544,111 |
| Liabilities | | | | | |
| Deposits | Fixed-rate certificates of deposit: Discounted expected future cash flows All other deposits: Approximately equal to carrying value | \$ 2,023,351 | \$ 2,018,573 | \$ 2,005,489 | \$ 2,000,247 |
| FHLB advances | Discounted expected future cash flows | 205,800 | 205,800 | 94,400 | 94,400 |
| Repurchase agreements | Discounted expected future cash flows | 20,000 | 20,000 | | |
| Other borrowings | Discounted expected future cash flows | 198 | 198 | 2,572 | 2,572 |
| Long-term obligations | Discounted expected future cash flows | 22,378 | 22,378 | 22,312 | 22,312 |

Off-Balance-Sheet Financial Instruments: The fair value of commitments, guarantees, and letters of credit at December 31, 2006 and 2005, approximates the recorded amounts of the related fees, which are not material. The fair value is estimated based upon fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed rate commitments, the fair value estimation takes into consideration an interest rate risk factor. The fair value of guarantees and letters of credit is based on fees currently charged for similar agreements.

18. Derivatives and Hedging Activities

Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), as amended and interpreted, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As required by SFAS 133, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or

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firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. The Company assesses the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged transactions.

The Company's objective in using derivatives is to add stability to interest income and to manage its exposure to changes in interest rates. To accomplish this objective, the Company uses interest rate floors as part of its cash flow hedging strategy. Interest rate floors designated as cash flow hedges protect the Company against movements in interest rates below the instrument's strike rate over the life of the agreement without exchange of the underlying principal amount. During 2006, the floors were used to hedge the variable cash flows associated with existing variable-rate assets.

As of December 31, 2006, no derivatives were designated as fair value hedges. Additionally, the Company does not use derivatives for trading or speculative purposes and does not currently have any derivatives that are not designated as hedges. During 2006 the Company's interest rate floors were initially used as economic hedges and not formally designated as part of qualifying hedging relationships under SFAS 133. The floors were designated for accounting purposes on July 26, 2006. Prior to the designation date, the floors changed in value by \$1.2 million resulting in a loss to current period income.

At December 31, 2006, derivatives designated as cash flow hedges with a fair value of \$2.5 million were included in other assets. The change in net unrealized gains of \$558,000 (net of income tax expense of \$197,000) in 2006 for derivatives designated as cash flow hedges is separately disclosed in the statement of changes in shareholders' equity. No hedge ineffectiveness on cash flow hedges was recognized during 2006.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest income as interest payments are received on the Company's variable-rate assets. The net unrealized gains on cash flow hedges reflects a reclassification of a nominal amount of net unrealized gains from accumulated other comprehensive income to interest income during 2006. During 2007, the Company estimates that \$120,978 will be reclassified.

19. Business Segment Information

Within Washington State, the Company is managed along three major lines of business: commercial banking, retail banking, and real estate lending. In Oregon, the Company operates as one segment through the Astoria banking subsidiary. The treasury function of the Company, although not considered a line of business, is responsible for the management of investments and interest rate risk.

The principal activities conducted by commercial banking are the origination of commercial business loans and private banking services. Retail banking includes all deposit products, with their related fee income, and all consumer loan products as well as commercial loan products offered in the Company's branch offices. Real estate lending offers single-family residential, multi-family residential, and commercial real estate loans, with their associated loan servicing activities.

The Company generates segment results that include balances directly attributable to business line activities. The financial results of each segment are derived from the Company's general ledger system. Overhead, including sales and back office support functions, and other indirect expenses are not allocated to the major lines of business. Since the Company is not specifically organized around lines of business, most reportable segments comprise more than one operating activity. The organizational structure of the Company and its business line financial results are not necessarily comparable across companies. As such, the Company's business line

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performance may not be directly comparable with similar information from other financial institutions. Significant portions of the changes in net interest income and total assets for 2005 as compared to 2004 reflect transfers of loans from retail banking to commercial banking. Financial highlights by lines of business:

Condensed Statement of Operations

| | Year Ended December 31, 2006 | | | | | Total |
|---|------------------------------|-----------------------|-------------------|------------------------|-------------|--------------|
| | Oregon | Commercial Banking | Retail Banking | Washington | Other | |
| | Astoria | | | Real Estate Lending | | |
| | (in thousands) | | | | | |
| Net interest income after provision for loan and lease losses | \$ 8,620 | \$ 19,397 | \$ 70,746 | \$ 3,473 | \$ (6,538) | \$ 95,698 |
| Other income | 1,539 | 1,443 | 6,161 | 633 | 14,896 | 24,672 |
| Other expense | (5,854) | (8,682) | (19,788) | (1,515) | (40,295) | (76,134) |
| Contribution to overhead and profit | \$ 4,305 | \$ 12,158 | \$ 57,119 | \$ 2,591 | \$ (31,937) | 44,236 |
| Income taxes | | | | | | (12,133) |
| Net income | | | | | | \$ 32,103 |
| Total assets | \$ 223,944 | \$ 968,050 | \$ 458,085 | \$ 236,219 | \$ 666,833 | \$ 2,553,131 |

| | Year Ended December 31, 2005 | | | | | Total |
|---|------------------------------|-----------------------|-------------------|------------------------|-------------|--------------|
| | Oregon | Commercial Banking | Retail Banking | Washington | Other | |
| | Astoria | | | Real Estate Lending | | |
| | (in thousands) | | | | | |
| Net interest income after provision for loan and lease losses | \$ 8,199 | \$ 20,065 | \$ 55,083 | \$ 6,758 | \$ (713) | \$ 89,392 |
| Other income | 1,192 | 1,159 | 6,324 | 1,402 | 14,709 | 24,786 |
| Other expense | (5,760) | (7,247) | (18,215) | (2,144) | (39,489) | (72,855) |
| Contribution to overhead and profit | \$ 3,631 | \$ 13,977 | \$ 43,192 | \$ 6,016 | \$ (25,493) | 41,323 |
| Income taxes | | | | | | (11,692) |
| Net income | | | | | | \$ 29,631 |
| Total assets | \$ 209,932 | \$ 757,370 | \$ 510,543 | \$ 267,599 | \$ 631,878 | \$ 2,377,322 |

| | Year Ended December 31, 2004 | | | | | Total |
|---|------------------------------|-----------------------|-------------------|------------------------|----------|-----------|
| | Oregon | Commercial Banking | Retail Banking | Washington | Other | |
| | Astoria | | | Real Estate Lending | | |
| | (in thousands) | | | | | |
| Net interest income after provision for loan and lease losses | \$ 1,942 | \$ 17,299 | \$ 33,614 | \$ 10,294 | \$ 7,799 | \$ 70,948 |
| Other income | 421 | 889 | 6,604 | 1,739 | 12,591 | 22,244 |
| Other expense | (1,171) | (4,423) | (18,201) | (1,858) | (35,673) | (61,326) |

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| | | | | | | |
|-------------------------------------|------------|------------|------------|------------|-------------|--------------|
| Contribution to overhead and profit | \$ 1,192 | \$ 13,765 | \$ 22,017 | \$ 10,175 | \$ (15,283) | 31,866 |
| Income taxes | | | | | | (9,353) |
| Net income | | | | | | \$ 22,513 |
| Total assets | \$ 204,605 | \$ 592,558 | \$ 478,789 | \$ 245,718 | \$ 655,060 | \$ 2,176,730 |

Table of Contents**20. Parent Company Financial Information****Condensed Statements of Operations Parent Company Only**

| | Years Ended December 31, | | |
|---|--------------------------|------------------|------------------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Income | | | |
| Dividend from bank subsidiary | \$ 17,200 | \$ 6,000 | \$ 18,000 |
| Interest on loans | | 1 | 26 |
| Interest on securities available for sale | 53 | 120 | 120 |
| Interest-earning deposits: | | | |
| Unrelated banks | 435 | 2 | 4 |
| Other interest income | | 48 | 35 |
| Other income | 79 | | |
| Total Income | 17,767 | 6,171 | 18,185 |
| Expense | | | |
| Compensation and employee benefits | 436 | 402 | 85 |
| Long-term obligations | 1,992 | 1,712 | 1,199 |
| Other expense | 889 | 814 | 842 |
| Total Expenses | 3,317 | 2,928 | 2,126 |
| Income before income tax benefit and equity in undistributed net income of subsidiaries | 14,450 | 3,243 | 16,059 |
| Income tax benefit | (1,070) | (953) | (679) |
| Income before equity in undistributed net income of subsidiaries | 15,520 | 4,196 | 16,738 |
| Equity in undistributed net income of subsidiaries | 16,583 | 25,435 | 5,775 |
| Net Income | \$ 32,103 | \$ 29,631 | \$ 22,513 |

Condensed Balance Sheets Parent Company Only

| | December 31, | |
|--|-------------------|-------------------|
| | 2006 | 2005 |
| | (in thousands) | |
| Assets | | |
| Cash and due from subsidiary bank | \$ 3,631 | \$ 125 |
| Interest-earning deposits with unrelated banks | 11,719 | 2,617 |
| Total cash and cash equivalents | 15,350 | 2,742 |
| Securities available for sale | | 4,948 |
| Loans | | |
| Investment in banking subsidiaries | 259,384 | 243,503 |
| Other assets | 130 | 97 |
| Total Assets | \$ 274,864 | \$ 251,290 |
| Liabilities and Shareholders Equity | | |
| Long-term subordinated debt | \$ 22,378 | \$ 22,312 |
| Other borrowings | | 2,500 |
| Other liabilities | 139 | 236 |

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| | | |
|--|------------|------------|
| Total liabilities | 22,517 | 25,048 |
| Shareholders' equity | 252,347 | 226,242 |
| Total Liabilities and Shareholders' Equity | \$ 274,864 | \$ 251,290 |

Table of Contents**Condensed Statements of Cash Flows Parent Company Only**

| | Years Ended December 31, | | |
|--|--------------------------|-----------|-----------|
| | 2006 | 2005 | 2004 |
| | (in thousands) | | |
| Operating Activities | | | |
| Net income | \$ 32,103 | \$ 29,631 | \$ 22,513 |
| Adjustments to reconcile net income to net cash provided (used) by operating activities: | | | |
| Equity in undistributed earnings of subsidiaries | (16,583) | (25,435) | (5,775) |
| Tax benefit associated with stock options | | 775 | 342 |
| Excess tax benefit from stock-based compensation | (117) | | |
| Stock-based compensation expense | 185 | 297 | |
| Provision for depreciation and amortization | (4) | (9) | 5 |
| Net changes in other assets and liabilities | 1,368 | (58) | (47) |
| Net cash provided by operating activities | 16,952 | 5,201 | 17,038 |
| Investing Activities | | | |
| Proceeds from maturities of securities available for sale | 5,000 | | |
| Loan principal collected | | 76 | 449 |
| Acquisition of subsidiary | | | (18,651) |
| Net cash provided by (used in) investing activities | 5,000 | 76 | (18,202) |
| Financing Activities | | | |
| Net increase (decrease) in short-term borrowings | (2,500) | | 2,500 |
| Cash dividends paid | (9,117) | (6,132) | (3,710) |
| Proceeds from issuance of common stock, net | 2,090 | 2,208 | 2,910 |
| Excess tax benefit from stock-based compensation | 117 | | |
| Other, net | 66 | 66 | 66 |
| Net cash (used in) provided by financing activities | (9,344) | (3,858) | 1,766 |
| Increase in cash and cash equivalents | 12,608 | 1,419 | 602 |
| Cash and cash equivalents at beginning of year | 2,742 | 1,323 | 721 |
| Cash and cash equivalents at end of year | \$ 15,350 | \$ 2,742 | \$ 1,323 |
| Supplemental Non-Cash Investing & Financing Activities | | | |
| Issuance of stock in acquisition | \$ | \$ | \$ 29,305 |

Table of Contents**21. Summary Of Quarterly Financial Information (Unaudited)**

Quarterly financial information for the years ended December 31, 2006 and 2005 is summarized as follows:

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | Year Ended December 31, |
|-------------------------------------|--|-------------------|------------------|-------------------|----------------------------|
| | (in thousands, except per share amounts) | | | | |
| 2006 | | | | | |
| Total interest income | \$ 35,069 | \$ 37,410 | \$ 39,166 | \$ 40,030 | \$ 151,675 |
| Total interest expense | 10,763 | 13,108 | 14,761 | 15,280 | 53,912 |
| Net interest income | 24,306 | 24,302 | 24,405 | 24,750 | 97,763 |
| Provision for loan and lease losses | 215 | 250 | 650 | 950 | 2,065 |
| Noninterest income | 5,973 | 6,267 | 6,108 | 6,324 | 24,672 |
| Noninterest expense | 18,340 | 21,136 | 18,098 | 18,560 | 76,134 |
| Income before income tax | 11,724 | 9,183 | 11,765 | 11,564 | 44,236 |
| Provision for income tax | 3,536 | 1,944 | 3,430 | 3,223 | 12,133 |
| Net income | \$ 8,188 | \$ 7,239 | \$ 8,335 | \$ 8,341 | \$ 32,103 |
| Net income per common share: | | | | | |
| Basic | \$ 0.52 | \$ 0.45 | \$ 0.52 | \$ 0.52 | \$ 2.01 |
| Diluted | \$ 0.51 | \$ 0.45 | \$ 0.52 | \$ 0.52 | \$ 1.99 |
| 2005 | | | | | |
| Total interest income | \$ 27,570 | \$ 29,929 | \$ 31,755 | \$ 32,953 | \$ 122,207 |
| Total interest expense | 6,269 | 7,583 | 8,424 | 9,019 | 31,295 |
| Net interest income | 21,301 | 22,346 | 23,331 | 23,934 | 90,912 |
| Provision for loan and lease losses | 890 | 370 | 245 | 15 | 1,520 |
| Noninterest income | 5,674 | 6,128 | 6,516 | 6,468 | 24,786 |
| Noninterest expense | 17,277 | 18,514 | 18,793 | 18,271 | 72,855 |
| Income before income tax | 8,808 | 9,590 | 10,809 | 12,116 | 41,323 |
| Provision for income tax | 2,510 | 2,792 | 2,857 | 3,533 | 11,692 |
| Net income | \$ 6,298 | \$ 6,798 | \$ 7,952 | \$ 8,583 | \$ 29,631 |
| Net income per common share: | | | | | |
| Basic | \$ 0.40 | \$ 0.44 | \$ 0.50 | \$ 0.55 | \$ 1.89 |
| Diluted | \$ 0.40 | \$ 0.43 | \$ 0.50 | \$ 0.54 | \$ 1.87 |

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND 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 required by Rule 13a-15(b) 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

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this report, our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and timely reported as provided in the SEC's rules and forms. No changes occurred since the quarter ended September 30, 2006 in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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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.

Reasonable assurance includes the understanding that there is a remote likelihood that material misstatements will not be prevented or detected on a timely basis.

Management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2006 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, 2006.

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

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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 management's assessment, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, that Columbia Banking System, Inc. and subsidiaries (the Company) maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. 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. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of 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, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

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, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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, 2006, of the Company and our report dated March 1, 2007, expressed an unqualified opinion on those financial statements.

Seattle, Washington

March 1, 2007

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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: Election of Directors , Management Executive Officers Who are Not Directors and Corporate Governance in the Company s 2007 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 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND 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 Interest of Management in Certain 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 Public Accountants 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 2nd day of March 2007.

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 2nd day of March 2007.

Principal Executive Officer:

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

Principal Financial Officer:

By: /s/ GARY R. SCHMINKEY
Gary R. Schminkey
Executive Vice President and Chief Financial Officer

Principal Accounting Officer:

By: /s/ CLINT E. STEIN
Clint E. Stein
Senior Vice President and Chief Accounting 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 March 2, 2007 as attorney in fact for the following directors who constitute a majority of the Board.

[John P. Folsom]
[Frederick M. Goldberg]
[Thomas M. Hulbert]
[Thomas L. Matson]
[Daniel C. Regis]

[Donald Rodman]
[William T. Weyerhaeuser]
[James M. Will]

/s/ MELANIE J. DRESSEL
Melanie J. Dressel
Attorney-in-fact

March 2, 2007

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INDEX TO EXHIBITS

Exhibit No.

| | |
|-------|---|
| 3.1 | Amended and Restated Articles of Incorporation ⁽¹⁾ |
| 3.2 | Restated Bylaws ⁽¹⁾ |
| 4.1 | Specimen of common stock certificate ⁽²⁾ |
| 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 ⁽³⁾ |
| 10.2 | Form of Stock Option Agreement ⁽³⁾ |
| 10.3 | Form of Restricted Stock Agreement ⁽³⁾ |
| 10.4 | Form of Stock Appreciation Right Agreement ⁽³⁾ |
| 10.5 | Form of Restricted Stock Unit Agreement ⁽³⁾ |
| 10.6 | Amended and Restated Employee Stock Purchase Plan ⁽⁴⁾ |
| 10.7 | Office Lease, dated as of December 15, 1999, between the Company and Haub Brothers Enterprises Trust ⁽²⁾ |
| 10.8 | Employment Agreement between the Bank, the Company and Melanie J. Dressel effective August 1, 2004 ⁽⁵⁾ |
| 10.9 | Severance Agreement between the Bank, and Evans Q. Whitney effective July 1, 2004 ⁽⁵⁾ |
| 10.10 | Severance Agreement between the Company and Mr. Gary R. Schminkey effective November 15, 2005 ⁽⁶⁾ |
| 10.11 | Form of Severance Agreement between the Bank, and Mark W. Nelson and Andrew McDonald ⁽⁷⁾ |
| 10.12 | 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 ⁽⁸⁾ |
| 10.13 | Form of Supplemental Executive Retirement Plan between Columbia Banking System, Inc., Columbia State Bank, its wholly owned banking subsidiary, and each of the following executive officers effective August 1, 2001: Melanie J. Dressel, Gary R. Schminkey, and Evans Q. Whitney and for Mark W. Nelson, whose agreement is effective July 1, 2003 ⁽⁸⁾ |
| 10.14 | Form of Amended and Restated Split Dollar Life Insurance Agreement between Columbia Banking System, Inc., Columbia State Bank, its wholly owned banking subsidiary, and each of the following officers: Melanie J. Dressel, Gary R. Schminkey, Evans Q. Whitney and Mark W. Nelson ⁽⁹⁾ |
| 10.15 | Deferred Compensation Plan (401 Plus Plan) dated December 17, 2003 for directors and key employees ⁽⁸⁾ |
| 10.16 | Non-Management Director Compensation Summary ⁽¹⁰⁾ |
| 14 | Code of Ethics ⁽¹¹⁾ |
| 21 | Subsidiaries of the Company |
| 23 | Consent of Deloitte & Touche LLP |
| 24 | Power of Attorney |

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Exhibit No.

| | |
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| 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 |

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- (1) Incorporated by reference to Exhibits 3.1 and 3.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005
 - (2) Incorporated by reference to Exhibits 4.1, 10.4 and 10.5 of the Company's Annual Report on Form 10-K for the year ended December 31, 2000
 - (3) Incorporated by reference to Exhibits 99.1-99.5 of the Company's S-8 Registration Statement (File No. 333-125298) filed May 27, 2005
 - (4) Incorporated by reference to Exhibit 99.1 of the Company's S-8 Registration Statement (File No. 333-135439) filed June 29, 2006
 - (5) Incorporated by reference to Exhibit 10.1 and 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004
 - (6) Incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2005
 - (7) Incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004
 - (8) Incorporated by reference to Exhibits 10.1-10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001
 - (9) Incorporated by reference to Exhibit 10.20 of the Company's Annual Report on Form 10-K for the year ended December 31, 2001
 - (10) Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006
 - (11) Incorporated by reference to Exhibits 10.18 and 14 of the Company's Annual Report on Form 10-K for the year ended December 31, 2003