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ATTORNEYS

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58147.00002

via First Class Mail

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, DC 20210

Re: Glacier Bancorp, Inc. Deferred Compensation Plan

Dear Sir or Madam:

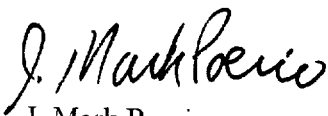
Please be advised that on February 23, 2005, Glacier Bancorp, Inc. ("Glacier Bancorp") approved and became the sponsor of the above-referenced plan (the "Plan"), which became effective as of January 1, 2005. Under Section 104(a)(3) of the Employee Retirement Income Security Act ("ERISA"), we intend that this letter satisfy the disclosure requirements applicable to the Plan under Part 1 of Title I of ERISA (in accordance with 29 CFR §2520.104-23).

The Plan is maintained primarily for the purpose of providing benefits to a select group of management or highly compensated employees. There are currently 70 directors eligible for Plan participation. There are currently 34 other employees eligible for Plan participation. Plan benefits are payable from the general assets of Glacier Bancorp.

As required by Section 104(a)(1) of ERISA, relevant documents will be provided to you upon your request to Glacier Bancorp, Inc., care of the 2005 Deferred Compensation Plan Administrator, at the following address: 49 Commons Loop, Kalispell, Montana 59901. The Plan's employer identification number is 81-0519541.

If you have any questions, please do not hesitate to contact me.

Best regards,



J. Mark Poerio
for PAUL, HASTINGS, JANOFSKY & WALKER LLP

cc: Michael J. Blodnick, Glacier Bancorp, Inc.

WDC/301274.1

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