

Across Montana and Wyoming.



It's our home too.™



First Interstate Bank

2006 Report to the Community



THIS IS OUR ANNUAL REPORT

Sure, it's got the usual accomplishments. Vision for the future. And of course, a record of how we did last year.

But when you're a company as deeply rooted to its communities as we are, only reporting on the numbers seemed like, well, we could do a little more.

Our founder, Homer Scott, once said that "if you're going to be part of a place, take care of it." So this year's report shows a little more about the First Interstate Foundation and how we here at the Bank work with our sister organization to instill Homer's spirit of community involvement in all our branches and employees.


But more importantly, it tells the stories of the people we were able to help and the people who provided the help. Because at the end of the day, that's the report that counts. The report that makes us proud to say that Montana and Wyoming is our home too.



A young girl with long blonde hair in two pigtails is climbing a rope on a playground. She is wearing a red long-sleeved shirt under blue denim overalls. Her right hand is gripping the rope near the top, and her left hand is lower down. The background is a blurred green field.

Annual reports are good
at reporting the numbers.

But around here,
the bottom line means a little more.



Across Montana and Wyoming.
It's our home too.™

HOW WE MEASURE SUCCESS

How does a bank from Montana and Wyoming ultimately measure success? By growth and earnings? Through challenged and satisfied employees? Meeting customers' growing needs? Or by contributing to the places where we live and work? Here at First Interstate, it's all of these. Because when you're a company as deeply rooted to our two states as we are, there's no other way.

We achieved record earnings for the 18th consecutive year. Much of this can be attributed to our employees. It's why we strive to be the Employer of Choice, because extraordinary employees are the essence

of every favorable customer interaction. This year, we also introduced enhanced services and products to help manage personal, family and business finances. Lastly, we continued donating time and money to projects and organizations that make our communities better places to live and work.

Economically, it was a solid year for Montana and Wyoming. We experienced growth in almost every business sector. A regional economic boom boosted real estate, construction and housing industry investments. First Interstate supported this growth through loans, investments and community involvement.



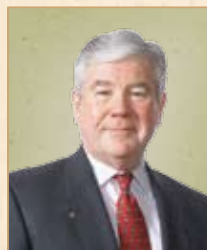
We are pleased to report that our communities continue to grow and prosper. On the following pages, we share the stories of people we were able to help through our community contributions, as well as the people who gave their time to help. You'll find a report devoted to the First Interstate Foundation created in 1990 as a charitable affiliate of First Interstate BancSystem. The Foundation

works closely with us to provide resources and leadership to community organizations across Montana and Wyoming.

In the year ahead, we'll continue to seek a wider level of growth, innovation and customer service. But for now, let's celebrate what we accomplished this year. It was a good one.

Thomas W. Scott

Thomas W. Scott
*Chairman of the Board,
First Interstate BancSystem, Inc.*



Lyle R. Knight

Lyle R. Knight
*President & Chief Executive Officer,
First Interstate BancSystem, Inc.*

Never mistake your street address
for the place where you actually live.



*Bank of Commerce opens
in Sheridan, Wyoming.*

1893

*Homer Scott, Sr. purchases
the Bank of Commerce in
Sheridan, Wyoming.*

1968

*Homer Scott, Sr. forms two holding
companies - one for Wyoming
banks and one for Montana banks.*

1971

*Franchise agreement with
First Interstate Bancorp to
use the First Interstate name
in Montana and Wyoming.*

1984

*The Montana and Wyoming
holding companies merge.*

1993


*Franchise agreement ends.
Right to sole use of First
Interstate name is secured.*

1996

*First Interstate Bank remains
independently owned with 49
branches in 27 communities across
Montana and Wyoming.*

Today

HISTORY AND HERITAGE

 Our zip code tells a story. Though, we too, like to tell it from time to time. In a nutshell, it's a story of independence. And how First Interstate Bank's brand of independent thinking and local management flourished outside the mainstream in places like Montana and Wyoming.

Our founder, Homer Scott, Sr., was a homegrown product of that culture, with a deep interest in hard work and the place he called home. Homer felt organizations and people were not known by what they say, but by what they do. As a rancher, resident and business owner in the area, he clearly understood challenges facing other business owners and the growing communities of our states.

Today, second and third generation members of the Scott family continue to lead First Interstate, guided by Homer's common sense, fair dealing and deep-seated belief in our communities. While we've grown to become the largest bank in Montana and Wyoming, we remain independently-owned and committed to a philosophy of local management and decision making at all 49 branches.

Because around here, our home is much more than a street address or zip code. Across Montana and Wyoming, it's a way of life.



BANKING PHILOSOPHY



The foundation of First Interstate has been built on a community banking philosophy based on local management and decision making, community involvement and helping neighbors.

We recognize the communities we serve differ in many ways. Though there's one thing that never will differ. All 49 branches are led by a President or Branch Manager who makes decisions based on the financial needs of his/her community. Each First Interstate market also has its own local Advisory Board, made up of recognized community and industry leaders. This allows us to emphasize personal service and a knowledge of our local

economy that a national bank can't easily get their arms around. Yet, we're big enough to provide customers with resources and technology not available at smaller banks.

As a bank that operates exclusively in Montana and Wyoming, First Interstate customers can be assured that their deposits are reinvested in their communities, sustaining economic development and improving quality of life. Because, to us, that's what banking is all about. So, whether it's a new home, a college education, a helping hand for small business or retirement planning, we're committed to providing extraordinary service to you.



We're not much for
grandiose mission statements,
bank jargon or flashy acronyms.

We prefer to let our way
of living define who we are.



The freedom to think outside
the fences is part of our culture.

The freedom to run a business where
antelope outnumber people is too.

TOOLS THAT HELP YOU LIVE YOUR LIFE

Through all of mankind's history in Montana and Wyoming, tools have played an integral part in making such tough landscapes a little more livable. Today's technological advancements are no exception. First Interstate's suite of online banking tools makes it easier to live where you want to live, go where you want to go and do business when and where you want to do business, all while staying connected to the global marketplace.


In 2006, we introduced Remote Deposit, a new online cash management service for businesses. Checks can be deposited electronically, via a check scanner and an Internet-connected computer. This eliminates a trip to the bank, lowers processing costs, and maximizes cash flow. In addition, we introduced an automated lockbox to help businesses automate their payment processing. These products represent a chance for businesses to get something back. Namely, free time.

We continue to break new ground with Internet banking. A secure, login procedure using an image and phrase helps you identify that you have logged on to www.firstinterstate.com. We also introduced a new sign-on feature for I-Pay, online bill payment. Customers no longer have to login separately for Internet banking and online bill pay. You now only have one password to remember!

As we expand toward tomorrow, more and more customers are using our online banking. In 2006, nearly 16,000 customers signed up for I-Bank and more than 3,700 signed up for I-Pay. Enrollment in I-Corp, our online cash management service for businesses, grew by 21%.

Online banking with First Interstate allows you to take control of your finances by securely managing accounts online. From checking and loans to business banking and online cash management, people from Montana and Wyoming can access accounts anytime, anywhere.

REACHING YOUR FINANCIAL GOALS

 Helping your neighbors is simply part of life in Montana and Wyoming. At First Interstate, that includes helping you achieve your financial goals, whether it's buying a home, starting your own business or planning for your family's financial future.

First Interstate is proud to offer a comprehensive line of products and services, from traditional products such as checking, savings and market interest accounts, installment and mortgage loans to technology-based products, all designed to help our customers improve their quality of life and achieve their dreams.

New Banking Services

The use of electronic payment methods such as ACH, debit and credit cards continue to exceed the use of paper checks. In 2007, we will be expanding our line of card options to include prepaid cards, such as gift cards.


We will also introduce an exciting, new investment tool for you in 2007. Through participation in the Certificate of Deposit Account Registry Service (CDARS), you can obtain up to \$30 million in FDIC insurance on funds deposited with First Interstate. CDARS is the perfect solution for many of our customers who wish to invest more than \$100,000 in CDs and still be eligible for complete FDIC protection.

Managing Health Care Expenses

To help you take control of your health care expenses and save money at the same time, we were pleased to introduce the First Interstate Bank Health Savings Account, (HSA). An HSA is an account designed for people with high deductible health plans. It's a complement to traditional health insurance, enabling you to pay for current health expenses and save for future medical expenses. First Interstate offers two HSA options, a savings account option and an investment account option. Both offer convenient debit card access and unlimited check writing privileges.

Trust, Investments, Retirement Plans and Insurance

Comprehensive trust and investment services are provided by First Interstate Financial Services to help you take charge of your own financial future. Financial Service representatives will work with you to better develop your financial, estate, retirement or insurance plans. We are proud of our highly trained, professional workforce who has the expertise to understand your needs, analyze the individual situation and provide the best financial solution available. Financial Services has grown to become a leader in providing trust and investment services to the Montana and Wyoming market place. Currently, Financial Services manages over \$3 billion in customer assets.



A big sky demands

big dreams.

Montana and Wyoming's rich history has always been a beacon for community-based change and social motivation. First Interstate Bank has continued this tradition through the creation of the First Interstate Foundation in 1990.


As the charitable affiliate of First Interstate BancSystem, the Foundation is funded by the Bank and works closely together to distribute money across our two states where it's needed most. Often, the Foundation matches both time and money contributions made by the local bank branches.

It's simple really. Together, we help build homes, serve dinner at the local food bank, and contribute thousands of dollars for the places where we live. Lastly, we teach kids to save pennies. And in the process, teach ourselves the value of community.

To illustrate, we chose three stories. We kept it simple on purpose. Because while telling the story of every cause across Montana and Wyoming would be ideal, we wanted to show we can all do a little more.

 **First
Interstate** BancSystem
Foundation

*Supporting the communities
we live in and love.*

 The mission of the First Interstate Foundation is to assist the First Interstate Bank family in being the premier corporate citizen in the communities we serve. The Foundation achieves this by carrying out First Interstate's Commitment to Community. We provide resources and leadership to civic and community projects, education, arts and culture, health and human services and community development efforts.



First Interstate Foundation Programs



Charity comes from the Latin word *caritas*—which means love. That’s interesting because giving back to the places we live in is a love of ours. The Foundation focuses its giving in three main areas: financial education, matching the gifts of First Interstate Bank employees and outright grants. All areas have a local touch that is such a strong part of who we are. After all, we’re all about the *caritas*.

» Grants «

Community Development Grants are awarded to nonprofit organizations which provide services to low and moderate income (LMI) individuals and communities across Montana and Wyoming. First Interstate branches, the Foundation and a community development officer work together with those nonprofits toward the salient goal of community development. We provide expertise and resources to affordable housing projects, services targeted to LMI individuals, activities that revitalize or stabilize LMI geographies, and activities that promote economic development.

Our *Leadership Grants* give First Interstate employees the opportunity to become community stewards. The Foundation relies on local branch leadership to recommend the needs of their respective communities. From there, the local branch and Foundation grant dollars to the cause.

Since 1998, we’ve contributed \$97,000 to HomeWORD, a Billings and Missoula nonprofit that develops affordable and environmentally sound housing for those in need. A \$3.4 million restoration of Billings Acme Hotel preserved historic features while creating affordable housing and revitalizing the downtown corridor.

» Financial Education «

As a financial mentor with local roots, we believe education evolves into responsibility. Working with branches, we promote education through national events such as *American Bankers Association Education Foundation’s Teach Children to Save Day* in April and *Get Smart About Credit Day* in October. We’re also active in everything from piggy banks and investments to understanding credit and fraud prevention.

Mini Banks empower children to operate a school savings bank where any student can have an account. School personnel, local bank branches and the Foundation work together to provide the resources needed to operate the Mini Banks. But students set the rules, acting as tellers and the board of directors. Across Montana and Wyoming there are 15 Mini Banks with deposits of \$457,836. Together we assure that financial education, like the alphabet, is best taught sooner rather than later.

» Matching «

Good deeds should rarely go unnoticed. The First Interstate Foundation’s employee matching program ensures they never do. Through cash gifts and volunteer hours we make sure the bases are covered. And proceed to match them. We know actions speak louder than words. So get involved. We will too.

Our *Employee Matching* program matches the gifts of First Interstate Bank employees dollar for dollar. Anyone—from a teller and Vice President of Lending to First Interstate Advisory Board members—who makes a donation to a nonprofit which benefits Montana and Wyoming, can have their contribution matched by the Foundation. In fact, over 1,100 employees and directors had

their gifts matched in 2006. It’s a way to show that we care about causes close to the heart. Which in this case, is supporting causes close to yours.

Our *Volunteer Matching* program works in much the same way, but for Bank employees who prefer to donate time, we’ll match their effort with Foundation dollars at a rate of \$8 for every hour donated with a 20 hour minimum. Volunteer efforts include reading to children, organizing fundraisers and rescuing animals to name a few. Efforts are varied like the causes supported. One thing remains the same. It’s good people doing great things for the

In seven years, First Interstate employees have donated \$2.1 million dollars, matched dollar for dollar by the Foundation, to 990 nonprofits across Montana and Wyoming.



A Grantee Story - Special Olympics Montana



» *Chris Prichard*
Customer Service
First Interstate Bank Whitefish

Yes, people actually take a chilly winter jump into Whitefish Lake to benefit Special Olympics Montana. And yes, they jump out more quickly than they jump in. “You’re in and out in 30 seconds” said one plunger. Chris Prichard tries not to focus on the freezing water but rather on those who benefit from what another plunger describes as “constructive craziness.”

People often ask Chris what possessed her to support such a thing. “I do it because it’s a good cause. These athletes, they go through a lifetime of disabilities. It’s five minutes of being cold to help someone else.” Every February, First Interstate employees and local law enforcement across the Flathead Valley work together to stage the Penguin Plunge. Monies raised help Special Olympics athletes pay for registration fees, equipment grants and other costs associated with competition.

This year, First Interstate volunteers will contribute hundreds of hours to the cause – from serving on Special Olympics Montana’s board of directors, winter and summer games coordination to ordering complimentary sweatshirts for plungers. Since 1998, First Interstate has sponsored the annual Breakfast with Champions contributing \$85,000 from the First Interstate BancSystem and Foundation. Because in the end, supporting a local cause like this makes our towns better places to live. Remember that next time someone tells you to go jump in a lake.





A Grantee Story – Sheridan County YMCA

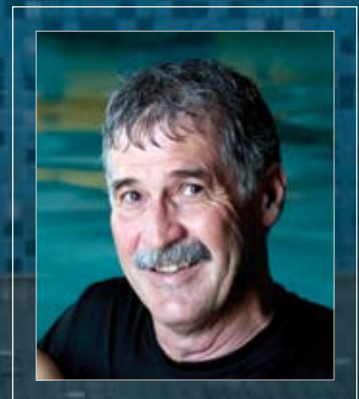


It's easy to teach a group of kids how to backfloat. But to use swimming to create a greater sense of community? That's another story. A story Jay McGinis loves to tell.

The Sheridan County YMCA is more than a pool and a gym. It's the heart of a town. Over 300 kids participate in the YMCA's after-school programs. For a small Wyoming town, that's rare. Equally rare, are the myriad of nontraditional programs offered. Everything from visual and performing arts to soccer and, well, backfloating. Rarer yet, is Jay. You know the guy. The Executive Director–Bus Driver–Swim Instructor–Guy. Jay's a big reason why Sheridan (Pop. 15,980) has 5,000 full-time Y members.

The Sheridan Y dates back to 1959, when First Interstate founder and local resident Homer Scott was instrumental in its founding. First Interstate's gifting came full circle during the recent endowment campaign for the facility. First Interstate Sheridan donated \$50,000, matched dollar for dollar by the Foundation. Large gifts like this often inspire other organizations to pitch in for a local cause. The fact is, Sheridan, Wyoming, is a special place. Particularly when viewed through swim goggles.

» *Jay McGinis*
Executive Director
Sheridan County YMCA





A Grantee Story - CLIMB Wyoming



» *Valerie Giddens*
CLIMB Wyoming Participant

Wyoming history has often represented opportunity for the fairer sex. When Wyoming gained statehood in 1890, the state constitution guaranteed equal rights for women. In 1924, Wyoming elected the nation's first woman governor, Nellie Tayloe Ross.

But even in the Equality State it isn't easy on single mothers to make ends meet. That's why Valerie Giddens decided it was time to confront Wyoming's economy with intuition and a little machismo. "I had to make a man's wage, so I took a man's job."

She enlisted in Gillette, Wyoming's CLIMB program. CLIMB is a nonprofit organization that trains single mothers, who are heads of households, in non-traditional occupations such as construction and truck driving. Ten women participated in Campbell County's eight-week training program. Five women graduated from the program with a Commercial Drivers License. Valerie was one. She now works driving a semi truck, hauling a double trailer across Wyoming to various road construction projects.

Last year, Valerie bought her first car and is now able to support her family more sufficiently thanks to CLIMB. First Interstate Bank branches across Wyoming gave CLIMB a \$10,000 donation that was subsequently matched dollar for dollar by the First Interstate Foundation.

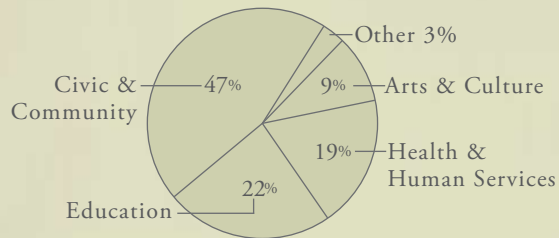
We're best reminded by women like Valerie, that women share the spotlight in the Equality State too.

First Interstate Foundation Giving

» *How's the Foundation funded?*

First Interstate branches agree to contribute 2% of pretax earnings to charitable organizations and activities in the communities they serve. This is achieved by providing the Foundation with 1.5% of pretax earnings for its programs. The company also allocates another .5% of pretax earnings for the branches, affiliates and holding company to donate. This gives us a combined contribution of 2%.

» *Grants broken down by category:*



» *Board of Directors*

Randy Scott - Chairman, Ralph Cook, Lyle R. Knight, James R. Scott, Jennifer Scott, Lynette Scott, Thomas W. Scott, Sandra Scott Suzor and Steve Wheeler.

	Total Company Giving	% of Earnings
2006	\$2,535,917.14	2.17%
2005	\$2,342,334.83	2.79%
2004	\$1,745,704.22	2.52%
2003	\$1,852,252.07	2.94%
2002	\$2,282,673.45	4.02%
2001	\$1,854,792.89	3.56%
2000	\$1,323,976.00	2.63%
Total	\$13,937,650.60	2.95%



Left to right: Homer Scott, Jr., James R. Scott, Susan Scott Heyneman, Dan Scott, Thomas W. Scott.

"We're committed to making our region a better place to live and work. It dates back to our parents, Homer and Mildred Scott of Sheridan, Wyoming, who taught us, 'If you are part of a place, take care of it.'"

The Scotts

2006 List of Grantees



Action for Eastern Montana
Advocacy and Resource Center
Advocacy of Visual Arts
American Cancer Society
American Red Cross
Beartooth Hospital and Health Center Foundation
Big Brothers Big Sisters
Big Horn Arts & Crafts Association
Big Horn County Historical Society
Big Horn County Hospice
Billings Public Education Foundation
Bitterroot Youth Homes
Boys and Girls Clubs
Campbell County Higher Education Foundation
Carbon County Domestic and Sexual Violence Services
Carroll College Foundation
CASA of Natrona County
Casper Family YMCA
Central Wyoming College Foundation
Central Wyoming Rescue Mission
Cheyenne Children Services
Child Development Center of Natrona County, Inc.
Children's Center
City of Billings
Colstrip Food Bank
Community Medical Center Foundation
Consumer Credit Counseling Services of MT
Corporation for Northern Rockies
Corvallis High School
Counterpoint Inc.
Eagle Mount
Eastern Montana CASA/GAL, Inc.
Evergreen School District
Flathead Valley Community College Foundation
Fort Caspar Museum
Foundation for Laramie
Fremont County Good Samaritan Center
Friendship Center of Helena
Garden City Harvest
Great Falls Development Authority
Habitat for Humanity
Hamilton Volunteer Firefighter's Association
Helena Food Share, Inc.
Help for Health
Helping Hands in Hardin
homeWORD, Inc.
Human Resource Development Council of District IX
Humane Society of Northwest Montana
Innerphase, Inc.
Institute for Peace Studies
Jason's Friends Foundation
Johnson County Family YMCA
Junior Achievement
Lander Community Concerts Association
Laramie Community Foundation
Little Seeds Early Childhood Center
Livingston Braves American Legion Baseball
March of Dimes
Marcus Daly Hospice
Miles City Community College Foundation
Miles City Historic Preservation Commission
Missoula Food Bank
Montana Chamber Foundation
Montana Council of Economic Education
Montana Department of Commerce
Montana Fish, Wildlife and Parks Foundation
Montana Homeownership Network
Montana Nonprofit Association
Montana Registry of Interpreters for the Deaf
Montana State University Extension Services
Mother Seaton Housing, Inc.
Mountain Home Montana, Inc.
MSU-Billings College of Technology
MSU-Bozeman College of Agriculture
Multiple Sclerosis Society
Museum of the American West
Museum of the Rockies
Natrona County Senior Citizens Services
North East Wyoming Economic Development Foundation
North Missoula Community Development Corporation
Northwest Community Action Programs of Wyoming
Our Families Our Future
People's Partners for Community Development
Red Lodge Area Community Foundation
Red Lodge Public Schools
RENEW Foundation
Rimrock Opera Company
Riverton Depot Foundation
Riverton Recreation Department
Rocky Mountain College
Ronald McDonald House Charities of MT
Salish Kootenai College
Schoolhouse History and Art Center
Sheridan Arts Council
Sheridan County YMCA
Sheridan on Skates
Southeastern Montana Development Corporation
Special K Ranch
Special Olympics Montana
Special Olympics Wyoming
St. John's Foundation
St. Patrick Hospital & Health Foundation
St. Vincent Healthcare Foundation
Swim Missoula, Inc.
The Greater Ravalli Foundation
The Science Zone
Tobacco Valley Community Development Council
Town of Bearcreek
Tri-County Network Against Domestic & Sexual Violence
United Way
University of Montana Foundation
University of Wyoming Foundation
Vital Ground Foundation
Watson's Children Shelter
WLRA Education Foundation
Women's Resource Center of Northeast Wyoming
WTI Foundation
Wyoming Business Leadership Network
Wyoming Children's Access Network
Wyoming Community Foundation
Wyoming Heritage Foundation
Wyoming Senior Olympics
Youth Emergency Services, Inc.
Youth Homes

*For a complete list of First Interstate
Foundation grantees, applications and
guidelines visit www.firstinterstate.com.*





Big dreams should always have



a place to call home.

It can be a rough and tumble world out there.

That's why we'll help just about anyone
good at thinking on their toes.



COMMUNITY INVOLVEMENT

Great stories are a big part of what makes Montana and Wyoming, well, Montana and Wyoming. And here at First Interstate, getting involved in our communities is a big part of our story. In 2006, we volunteered time, provided leadership and supported countless organizations. Here are three areas we focus on:

Community Reinvestment

We believe that improving our economies will ultimately benefit the people who live here too. In 2006, we provided \$588 million in single-family real estate loans, \$16 million in multi-family real estate loans and volunteered employee efforts at home buyer seminars across both states.

The newly formed Montana Indian Business Alliance (MBIA) chaired by Maria Valandra, Vice President of Community Development at First Interstate, helped foster economic development within Montana's indigenous communities. Collaborating with a host of tribal organizations and Montana Governor

Schweitzer's office, they provided resources necessary to accelerate opportunity and development for Native American businesses.

Leadership Development

First Interstate is proud to sponsor Leadership Montana and Leadership Wyoming. Participants in this program combine energy and foresight to address business issues close to home. Our employees are active participants year in and year out. Chairman of the First Interstate BancSystem Board of Directors, Tom Scott, was instrumental in the creation of Leadership Montana and serves as Chair of the Governing Board. Gary Negich, President of First Interstate Bank in Laramie, serves on Leadership Wyoming's Governing Board.

Economic Development

Lastly, to ensure business owners have access to the latest economic forecasts and trends, First Interstate was once again pleased to sponsor Economic Outlook Seminars in Montana and Wyoming. More than 1,200 local business professionals attended.

ONE CLASS AT A TIME

Describe a class in which students read aloud to a dog and you'll hear: You're joking, right? But after some explanation, the value of the program becomes very clear. Reading Education Assistance Dogs motivate children to practice reading aloud. By learning in a non-threatening environment, children improve skills and build confidence in their ability.



*Mountain View Elementary
Red Lodge, Montana*

This particular class, and their dog Sonny, were funded by One Class at a Time — a partnership between KTVQ Television and First Interstate. One Class at a Time makes one \$250 award a week from applications submitted by teachers all over eastern Montana and northern Wyoming. In four years, 85 awards totaling \$21,250 have been made. One Class at a Time is just one more way First Interstate helps make our communities better places to live. After all, you can't go wrong with kids. And dogs.



Around here, folks will always
give you fifteen minutes.

Even if it takes an hour.



OUR EMPLOYEES

At its core, banking shouldn't be about flashy products or quick deals. Around here, it's about one-on-one relationships. The kind our employees build and our customers count on.

Other banks might offer similar products and services, but none have First Interstate's unique corporate culture. We're all about serving customers. Because in Montana and Wyoming, if we're serving customers, we're serving neighbors.

Our employees take a personal approach to banking based on old-fashioned values. They listen to customers. They understand their needs and are able to select products and services to meet those individual needs. Simply, they know their customers. In fact, more than 10% of our 1,711 employees have served First Interstate customers for over 25 years.

To provide the best in customer service, we must employ the best. That's why we strive to be the Employer of Choice across Montana and Wyoming. We provide training, education, outstanding health and retirement benefits and a childcare subsidy program to help offset the rising cost of childcare. To us, this helps define the best place to work in the best place to live.

And it's what separates us from being just another bank. Because the truth of the matter is we're not. We're a Montana and Wyoming bank.

OUR BANCSYSTEM

OUR STRATEGIC VISION

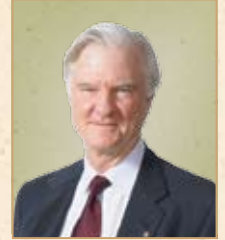
- To provide a range of financial services which meet or exceed market expectations and which sustain, enhance and/or create our competitive advantage.
- To be recognized as clearly superior to our competitors – in the quality of our service and the satisfaction of our customers' needs.
- To exercise business leadership through a highly professional and dedicated team of owners, managers and employees who are able to adapt strategically and dynamically to external change.
- To assist in making our communities better places to live and work.



Thomas W. Scott
*Chairman of the Board,
First Interstate BancSystem, Inc.*



Lyle R. Knight
*President & Chief Executive
Officer, First Interstate
BancSystem, Inc.*



James R. Scott
*Vice Chairman of the Board,
First Interstate BancSystem, Inc.*



David Crum
Crum Electric Supply Co., Inc.



James Haugh
American Capital, LLC



Charles Heyneman
*First Interstate Bank-
I.T. Architecture*



Terry Payne
*Payne Financial Group, Inc. &
Hoiness LaBar Insurance, Inc.*



Jon Scott
Crytech, LLC



Julie Scott
*Director, First Interstate
BancSystem, Inc.*

BOARD OF DIRECTORS



Homer Scott, Jr.
*Chairman Emeritus of the Board,
First Interstate BancSystem, Inc.,
Sugarland Enterprises, Powder
Horn Golf Course*



Randy Scott
*Chair, First Interstate
BancSystem, Inc., Foundation*



Elouise Cobell
*Blackfeet Reservation
Development Fund, Inc.,
Native American Bank*



Bill Ebzery
*Cypress Capital
Management, LLC*



Rick Dorn
*Dorn Property X-change,
Dorn Realty & Family Farm*



Robert Nance
Nance Petroleum Corporation



Mike Sullivan
*Rothgerber Johnson &
Lyons, LLP*



Martin White
*Retired-Chariman
President & CEO, MDU
Resources, Inc.*

EXECUTIVE OFFICERS & DEPARTMENT HEADS

Lyle R. Knight
*President &
Chief Executive Officer*

Ed Garding
*Executive Vice President &
Chief Credit Officer*

Robert A. Jones
*Executive Vice President &
Chief Administrative Officer*

Terrill R. Moore
*Executive Vice President &
Chief Financial Officer*

Ralph Cook
*Senior Vice President &
Branch Administrator*

Phil Gaglia
Senior Vice President - Audit

Kevin Guenther
*Senior Vice President
of Operations & Chief
Information Officer*

Neil Klusmann
*Senior Vice President &
Chief Marketing Officer*

Keith Cook
Regional President - Billings

Mike Hickey
Regional President - Missoula

Bill Huppert
Regional President - Sheridan

Ron Pasco
Regional President - Casper

Richard Smith
President - i_Tech

— ADVISORY BOARD OF DIRECTORS —

Each First Interstate market has its own local Advisory Board, made up of recognized community and industry leaders. Our Advisory Board Directors understand and support the mission and objectives of First Interstate, help address community needs and define our role in supporting those needs.

Billings

Keith Cook
Eric Anderson
Henry Bedford
Timothy Brocopp
Mike Eastwood
Karen Fagg
Chuck Gainan
Jim Haar
John (Hans) Hansen, Jr.
Mike Schaar
Mike Schmechel

Billings Heights

Bob Nicholson
Jim Jussila
Brian Linde
Dick Paasch
Van Pittack
Richard Schaff
Randy Scott
Dennis Whitmore

Billings West

Mike Palmer
Rodger Bell
Rick Dorn
M.C. Kastrop
Frank Kolendich
Harry Miller
Merton Musser
Dan Stockton, Jr.

Bozeman

Steve Wheeler
Brad Daws
Richard Harte
Duncan MacNab
Tom McCoy
Phil Rotherham
Steve Sparks

Buffalo

Lynne Michelena
Dennis Dobbin
David Harness
Bill Joy
Dennis Lawrence
John Pearson
Frank Rotellini
Greg Smith

Casper

Ron Pasco
Mike Ballard
David Crum
Ken Erickhoff
Mike Harris
Robert Hendry

Tom Lockhart
Phillip Schmidt
Mike Sullivan
Peter Wold

Cheyenne

Matt Pope
Pete Anderson
Mike Coughlin
Bill Dale
Jerri Donahue
Bill Edwards
Pete Illoway
Mike Sullivan
Pat Vialpando

Colstrip

Les Mahon
Neil Dennehy
Rick Harbin
Terry Sprenger
Terry Taylor

Flathead Valley

Bob Schneider
Roger Claridge
Bart DePratu
William Hileman, Jr.
Jerry Hoadley
Lisa Stack
Larry Viano
Paul Wachholz
Catherine Workman

Gillette

Mitch Maycock
Max Cox
Tad Daly
Karla Fiebelkorn
Kerry Hayden
Arlyn Magnuson
Bruce Schilling
Larry Suchor

Great Falls

Bill Weber
Rick Bourne
William (Bill) Coyle
Susan Humble
Owen Robinson
Gregory (Greg) Schwandt
Glen Stewart
Leslie Oakland Thomas

Hamilton

Monte Drake
Royce A. McCarty, Jr.
Terry J. Parke
Chip Pigman
Dana Tompkins

Hardin

Bill Fisher
Walter Egged
Nick Forrester
Theo Hugs
David Reisig
Rusty Rokita

Helena

Phil Johnson
Sandi Conroy
Loren Davis
William Pierce
David Simkins
Susan Witte

Jackson

Jim Moses
Juliann Flacey
Sara Flitner
Carolynn Hawtin
William Healey
Arne Jorgenson
Larry Jorgenson
John Tozzi

Lander

Richard Roller
Mickey Asbell
Sharon Dunlap
Andy Gramlich
Catherine Keene
Mike Weideman

Laramie

Gary Negich
Irene Devin
Mike Fortman
Francis (Frank) Galey
Trent Kaufman
Danette Keadle
James Rinehart

Livingston

Darwin Rabenberg
Bob Gersack
Dean Holmes
Donald Laubach
John Mabie
Dennis Noteboom
Christian Salacinski
Doug Truex
Sharon Walker

Miles City

Terry Wagner
Mac Robert Fraser
Rod Heitschmidt
Les Hirsch

Raymond Schmidt, Jr.
Charles Steadman
Mike Stevenson

Missoula

Mike Hickey
Fran Albrecht
Kent Bray
Gary Bryan
Dave Calahan
Kevin Gordon
Jan Parks
Terry Payne
Mike Peissig
Dirk Visser
Keith Ward

Polson

Dan Barz
Rod Johnson
Dan Lake
John Mercer
Jerry Whealon

Red Lodge

Rich Bruner
Sandy Brajcich
Richard Gessling
Suzanne Kadous
Peder Nees
Jim Noe
Myrna Wright

Riverton

Mike Edelman
Mickey Asbell
Marlene Brodrick
Michael James Ford
Jonathan Gunnison
Gary Jennings
Darla Paskett
George Piplica
Joe Stanbury

Sheridan

Bill Huppert
Troy Baker
Robert Berger
Bill Ebzery
George Fletcher
Bruce Garber
Vicki Jorgenson
Bruce King
R. Scott Ludwig
Joseph Meyer
Tom Neighbors
Jack Pelissier

FIRST INTERSTATE BANK
PERIOD END BALANCE SHEET — DECEMBER 31, 2006
(in thousands)

Assets

Cash and due from banks	\$ 187,538
Federal funds sold	55,427
Interest bearing deposits in banks	12,704
Investment securities	1,124,544
Loans	3,310,363
Less allowance for loan losses	47,452

Net Loans	\$ 3,262,911
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Premises and equipment	112,850
Goodwill	36,057
Core deposit intangibles	432
Mortgage servicing rights	22,644
Bank owned life insurance	57,462
Other assets	77,386

Total Assets	\$ 4,949,955
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Liabilities and Stockholders' Equity

Deposits:

Noninterest bearing	\$ 889,180
Interest bearing	2,848,732

Total Deposits	\$ 3,737,912
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Securities sold under repurchase agreements	731,828
Other borrowed funds	5,694
Long-term debt	21,601
Accounts payable and accrued expenses	35,392

Total Liabilities	\$ 4,532,427
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Stockholders' equity:

Common stock	50,000
Surplus	147,434
Retained earnings	227,235
Accumulated other comprehensive loss	(7,141)

Total Stockholders' Equity	\$ 417,528
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Total Liabilities and Stockholders' Equity	\$ 4,949,955
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FIRST INTERSTATE BANK OFFICES

MONTANA



Belgrade

Albertsons
6999 Jackrabbit Lane
Belgrade, MT 59714
406-388-0917

Billings

401 N 31st St
Billings, MT 59101
406-255-5000

2501 Central Ave
Billings, MT 59102
406-255-6100

730 Main St
Billings, MT 59105
406-255-5800

3199 Grand Ave
Billings, MT 59102
406-255-6090

Bozeman

202 W Main
Bozeman, MT 59715
406-556-4900

2800 W Main
Bozeman, MT 59718
406-586-4555

Gallatin Center
2023 Burke Street
Bozeman, MT 59718
406-556-1058

MSU Bozeman
Strand Union Building
228 Strand Union Bldg
Bozeman, MT 59717
406-586-0757

Colstrip

6210 Main St
Colstrip, MT 59323
406-748-2840

Eureka

900 Hwy 93 N
Eureka, MT 59917
406-297-3116

Gardiner

U.S. Hwy 89
Gardiner, MT 59030
406-848-7474

Great Falls

425 1st Ave N
Great Falls, MT 59401
406-454-6200

1401 Market Place Dr
Great Falls, MT 59404
406-454-6300

Hamilton

1501 N 1st St
Hamilton, MT 59840
406-363-0900

Hardin

402 N Center
Hardin, MT 59034
406-665-3822

Helena

3401 N Montana Ave
Helena, MT 59602
406-457-7171

Kalispell

2 Main St
Kalispell, MT 59904
406-756-5200

100 E Cottonwood Dr
Kalispell, MT 59903
406-758-7600

Opening Summer 2007

100 Hutton Ranch Rd
Kalispell, MT 59901

Lame Deer

502 Cheyenne Ave
Lame Deer, MT 59043
406-477-8911

Livingston

207 W Callender
Livingston, MT 59047
406-222-2950

Miles City

1115 Main St
Miles City, MT 59301
406-232-5590

Missoula

101 E Front St
Missoula, MT 59807
406-523-4200

3502 Brooks
Missoula, MT 59801
406-523-4470

2500 N Reserve
Missoula, MT 59802
406-523-4431

Albertsons
3800 S Russell
Missoula, MT 59801
406-523-4200

Polson

49573 US Hwy 93
Polson, MT 59860
406-883-8800

Red Lodge

602 N Broadway
Red Lodge, MT 59068
406-446-1422

Whitefish

306 Spokane Ave
Whitefish, MT 59937
406-863-8888





Elevations are high.
Distances are long.
And the wind's a little brisk.

Luckily, 49 branches
and over 150 ATMs
are tucked in between.

— WYOMING —



Buffalo
40 E Hart
Buffalo, WY 82602
307-684-2581

Town Square
120 E Broadway
Jackson, WY 83002
307-732-7887

Casper
104 S Wolcott St
Casper, WY 82602
307-235-4201

Lander
8118 Hwy 789
Lander, WY 82520
307-332-7500

521 SE Wyoming Blvd
Casper, WY 82609
307-235-4384

Mr. D's
735 Main St
Lander, WY 82520
307-335-6060

CY Albertsons
1076 CY Ave
Casper, WY 82604
307-235-4297

Laramie
221 Ivinson
Laramie, WY 82073
307-721-4600

300 SW Wyoming Blvd
Mills, WY 82644
307-235-4448

1771 Snowy Range
Laramie, WY 82070
307-721-4600

Cheyenne
401 W 19th St
Cheyenne, WY 82001
307-633-8400

UW Laramie
Student Union Building
PO Box 1307
Laramie, WY 82073
307-721-4600

4612 Rue Terre
Cheyenne, WY 82009
307-633-8478

Gillette
222 S Gillette
Gillette, WY 82716
307-682-5144

Riverton
323 E Main
Riverton, WY 82501
307-856-2211

2201 S Douglas
Gillette, WY 82716
307-682-5144

Sheridan
Downtown
4 S Main
Sheridan, WY 82801
307-674-7411

Jackson
842 W Broadway
Jackson, WY 83002
307-734-7373

1613 Coffeen Ave
Sheridan, WY 82801
307-672-1501

Albertsons
105 Buffalo Way
Jackson, WY 83002
307-732-0194

*A big sky demands
big dreams.*

Montana and Wyoming's rich history has always been a beacon for community-based change and social innovation. First Interstate Bank has preserved this tradition through the creation of the First Interstate Foundation in 1990.

As the charitable affiliate of First Interstate BancSystem, the Foundation is funded by the Bank and works closely together to distribute money across our two states to help the world move. Often, the Foundation matches both time and money contributions made by the local bank branches.

It's simple really. Together, we help build homes, serve dinner at the local food bank, and contribute thousands of dollars for the places where we live. Lastly, we teach kids to save pennies. And in the process, each realizes the value of community.

In Montana, we chose three stories. We kept it simple on purpose. Because while telling the story of every cause across Montana and Wyoming would be ideal, we wanted to show we can all do a little more.



*Big the communities
we live in and love.*

The First Interstate Foundation is so proud to assist the First Interstate Bank in helping the premier corporate citizen in the Northwest in Community. We provide resources and support for community programs, education, arts and culture, and community development efforts.



INSIDE SPREAD



A Grantee Story - CLIMB Wyoming



Wyoming history has often represented opportunity for the fairer sex. When Wyoming gained statehood in 1890, the state constitution guaranteed equal rights for women. In 1924, Wyoming elected the nation's first woman governor, Nellie Taylor Ross.

But even in the Equality State it isn't easy for single mothers to make ends meet. That's why Valerie Giddens decided it was time to confront Wyoming's economy with innovation and a little machismo. "I had to make a man's wage, so I took a man's job."

Valerie Giddens
CLIMB Wyoming Participant

She enrolled in Gillett, Wyoming's CLIMB program. CLIMB is a nonprofit organization that trains single mothers, who are heads of households, in non-traditional occupations such as construction and truck driving. Ten women participated in Campbell County's eight-week training program. Five women graduated from the program with a Commercial Drivers License. Valerie was one. She now works driving a semi truck, hauling a double trailer across Wyoming to various road construction projects.

Last year, Valerie bought her first car and is now able to support her family more sufficiently thanks to CLIMB. Five Interstate Bank branches across Wyoming gave CLIMB a \$10,000 donation that was subsequently matched dollar for dollar by the First Interstate Foundation.

We're best reminded by women like Valerie, that women share the spotlight in the Equality State too.

First Interstate Foundation Giving

- How's the Foundation funded?
Five Interstate branches agree to contribute 2% of pretax earnings to charitable organizations and activities in the communities they serve. This is achieved by providing the Foundation with 1% of pretax earnings for its programs. The company also allocates another .5% of pretax earnings for the branches, affiliates and holding company to donate. This gives us a combined contribution of 2%.
- Grants broken down by category:



Year	Total Company Giving	% of Earnings
2006	\$2,535,317.14	2.17%
2007	\$2,342,334.83	2.79%
2008	\$4,745,704.22	2.52%
2009	\$1,812,252.87	3.94%
2010	\$2,282,673.45	4.02%
2011	\$1,854,702.89	3.56%
2012	\$1,323,876.00	2.63%
Total	\$13,917,830.60	2.95%

- Board of Directors
Buddy Scott - Chairman, Ralph Cook, Lyle R. Knight, James R. Scott, Franklin Scott, Lester Scott, Thomas W. Scott, Sandra Scott Stone and Steve Winkler.



Left to right: Pinner Scott, Jr., James R. Scott, Susan Scott Hyman, Ditz Scott, Thomas W. Scott.

"We're committed to making our region a better place to live and work. It starts back in our parents, Homer and Mildred Scott of Sheridan, Wyoming, who taught us, "If you are part of a place, take care of it."
-The Scotts

INSIDE SPREAD

A Grantee Story -
Special Olympics Montana



Chris Prichard
Customer Service
First Interstate Bank Whitefish

When people actually take a chilly winter jump run, Whitefish Lake in Montana's Special Olympics Montana. And yes, they jump out more quickly than they jump in. "We're in and out in 30 seconds" and one jumper, Chris Prichard, often has to focus on the landing water but rather on those who benefit from what another jumper describes as "amateur status."

People often ask Chris what persuaded her to support such a thing. "I do it because it's a good cause. These athletes, they go through a lifetime of disabilities. It's five minutes of being cold to help someone else." Every February, First Interstate employees and local bus volunteers across the Whitefish Valley work together to raise the Oregon Champ. Money raised helps Special Olympics athletes pay for registration fees, equipment grants and other costs associated with competition.

This year, First Interstate volunteers will contribute hundreds of hours to the cause - from serving as Special Olympics Montana's board of directors, winter and summer game coordination to ordering complimentary meals for the athletes. Since 1998, First Interstate has sponsored the annual Breakout with Champions, contributing \$95,000 from the First Interstate Bank-Savings and Foundation. Because in the end, supporting a local cause like this makes our town better places to live. Remember that next time someone tells you to go jump in a lake.



A Grantee Story - Sheridan County YMCA

It's easy to teach a group of kids how to backfloat. But to use swimming to create a greater sense of community? That's another story. A story Jay McGinnis loves to tell.

The Sheridan County YMCA is more than a pool and a gym. It's the heart of a town. Over 300 kids participate in the YMCA's after-school programs. For a small Wyoming town, that's true. Equally rare are the myriad of nontraditional programs offered. Everything from visual and performing arts to soccer and, well, backfloating. Rattle you, it Jay. You know the guy. The Executive Director - Bus Driver - Swim Instructor - Guy. Jay's a big reason why Sheridan (Pop. 15,900) has 5,000 full-time Y members.

The Sheridan Y dates back to 1939, when First Interstate founder and local resident Homer Scott was instrumental in its founding. First Interstate's prime came full circle during the recent endowment campaign for the facility. First Interstate Sheridan donated \$50,000, matched dollar for dollar by the Foundation. Large gifts like this often inspire other organizations to pitch in for a local cause. The fact is, Sheridan, Wyoming, is a special place. Particularly when viewed through swim goggles.



Jay McGinnis
Executive Director
Sheridan County YMCA

2006 List of Grantees

- Actives for Justice Montana
- Advocacy and Resource Center
- Advocates of Visual Arts
- American Cancer Society
- American Red Cross
- Beaumont Hospital and Health Center Foundation
- Big Brothers Big Sisters
- Big Horn Area R. Crafts Association
- Big Horn County Historical Society
- Big Horn County Hospital
- Billings Public Education Foundation
- Blommond Youth Homes
- Boys and Girls Clubs
- Campbell County Higher Education Foundation
- Cascade County Domestic and Sexual Violence Services
- Catholic College Foundation
- CAAA of Montana County
- Casper Family YMCA
- Central Wyoming College Foundation
- Central Wyoming Rescue Mission
- Children's Children's Services
- Child Development Center of Northern Counties, Inc.
- Chronic Center
- City of Billings
- City Food Bank
- Community Medical Center Foundation
- Consumer Credit Counseling Services of MT
- Foundation for Northern Rockies
- Gravels High School
- Interpreters, Inc.
- Interstate
- Interstate Montana CASAGAL, Inc.
- Interstate School District
- Interstate Valley Community College Foundation
- Interstate Museum
- Interstate for Learning
- Interstate County Local Sanitation Center
- Interstate Center of Health
- Interstate City Harvest
- Interstate Child Development Authority
- Interstate for Humanity
- Interstate Volunteer Firefighter's Association
- Interstate Food Bank, Inc.
- Interstate Health
- Interstate Hands in Healds
- Interstate WOODS, Inc.
- Interstate Resource Development Center of District DC
- Interstate Society of Northern Montana
- Interstate, Inc.
- Interstate for Peace Studies
- Interstate Friends Foundation
- Interstate County Family YMCA
- Interstate Achievement
- Interstate Community Concerns Association
- Interstate Community Foundation
- Interstate Early Childhood Center
- Interstate Evans American Legion Baseball
- Interstate of Utah
- Interstate Day Hospital
- Interstate Community College Foundation
- Interstate Mission, Preservation Commission
- Interstate Food Bank
- Interstate Chamber Foundation
- Interstate Council of Economic Education
- Interstate Department of Commerce
- Montana Fish, Wildlife and Parks Foundation
- Montana Homeownership Network
- Montana Nonprofit Association
- Montana Registry of Interpreters for the Deaf
- Montana State University Extension Services
- Mother Simon Housing, Inc.
- Mountain Home Montana, Inc.
- MSU-Billings College of Technology
- MSU-Butte Montana College of Agriculture
- Multiple Sclerosis Society
- Museum of the American West
- Museum of the Rockies
- Northern County Senior Citizens Services
- North East Wyoming Economic Development Foundation
- North Montana Community Development Corporation
- Northwest Community Action Programs of Wyoming
- Our Families Our Future
- People's Partners for Community Development
- Red Lodge Area Community Foundation
- Red Lodge Public Schools
- RENTEW Foundation
- Riverton Opera Company
- Riverton Opera Foundation
- Riverton Recreation Department
- Rocky Mountain College
- Ronald McDonald House Chapter of MT
- Salt Lake Community College
- Schoolhouse History and Art Center
- Shoshone Arts Council
- Shoshone County YMCA
- Shoshone on Values
- Southwestern Montana Development Corporation
- Special K Ranch
- Special Olympics Montana
- Special Olympics Wyoming
- St. John's Foundation
- St. Patrick Hospital & Health Foundation
- St. Vincent's Healthcare Foundation
- Sumo Minerals, Inc.
- The Greater Faithful Foundation
- The Science Zone
- Teton Valley Community Development Council
- Town of Butte
- Tro-Country Network Against Domestic & Sexual Violence
- United Way
- University of Montana Foundation
- University of Wyoming Foundation
- Visual Cultural Foundation
- Watershed Children's Shelter
- WELFA Education Foundation
- Western Montana Center of Northern Wyoming
- WCT Foundation
- Wyoming Business Leadership Network
- Wyoming Children's Action Network
- Wyoming Community Foundations
- Wyoming Heritage Foundation
- Wyoming Justice Olympics
- Wyoming Emergency Services, Inc.
- Youth Homes

For a complete list of First Interstate Foundation grantees, applications and guidelines visit www.firstinterstate.com



First Interstate BancSystem Foundation • P.O. Box 7113 • Billings, MT • 59103 • www.firstinterstate.com • 406-295-5300

First Interstate Foundation Programs

Charity comes from the Latin word *cari*-which means love. That's interesting because going back to the places we live in is a love of our. The Foundation focuses its giving in those main areas: financial education, matching the gifts of First Interstate Bank employees and nonprofit grants. All areas have a local touch that is such a strong part of who we are. After all, we're all about the culture.

• Grants •

Community Development Grants are awarded to nonprofit organizations which provide services to low and moderate income (LMI) individuals and communities across Montana and Wyoming. First Interstate branches, the Foundation and community development offices work together with these nonprofits toward the culture goal and a community development office work together with these nonprofits and resources to affordable housing projects, services targeted to LMI individuals, activities that revitalize or stabilize LMI neighborhoods, and activities that promote economic development.

Since 1998, we've contributed \$5,000 to MontWORLD, a Billings and Montana nonprofit that develops affordable and environmentally sound housing for those in need. A \$1.4 million renovation of Billings' first three-story apartment building which created affordable housing and revitalized the downtown corridor.

• Financial Education •

As a financial institution with local roots, we believe education fosters true responsibility. Working with branches, we promote education through national events such as American Bankers Association Education Foundation's Teach Children to Save Day in April and Get Smart About Credit Day in October. We're also active in everything from piggy banks and investments to understanding credit and fraud prevention.

• Matching •

Good deeds should rarely go unrecruited. The First Interstate Foundation's employee matching program ensures they never do. Through cash gifts and volunteer hours we make sure the best are covered. And proved successful. We know across the state that our work. So go involved. We will too.

Our Employee Matching program matches the gifts of First Interstate Bank employees dollar for dollar. Anyone from a Board member who makes a donation in a nonprofit which benefits Montana and Wyoming can have their contribution matched by the Foundation. In fact, over 1,000 employees and directors had their gifts matched in 2006. It's a way to show that we care about causes close to the heart. Which in this case, it's supporting causes close to yours.

Our Volunteer Matching program works in much the same way, but for Bank employees who prefer to donate their time, we'll match their efforts with Foundation dollars at a rate of \$8 for every hour donated with a 20 hour maximum. Volunteer efforts include working with children, organizing fundraisers and securing animals to name a few. Efforts are varied like the causes supported. Our thing remains the same. It's good people doing good things for the

BACK COVER



First Interstate *Bank*

Across Montana and Wyoming. It's our home too.™