

### For Immediate Release

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## UNITED COMMUNITY BANKS, INC. ANNOUNCES THIRD QUARTER EARNINGS

Diluted earnings per share up 33 percent to 36 cents from third quarter 2015 Excluding merger-related charges, diluted operating EPS up 18 percent to 39 cents

- Return on assets of 1.00 percent; 1.08 percent, excluding merger-related charges
- Loan growth of \$133 million from second quarter, or 8 percent annualized
- Core transaction deposits up \$254 million from second quarter, or 19 percent annualized
- Fee revenue of \$26.4 million, up \$2.9 million from the second quarter
- Efficiency ratio of 60.8 percent; 57.8 percent, excluding merger-related charges

BLAIRSVILLE, GA – October 26, 2016 – United Community Banks, Inc. (NASDAQ: UCBI) ("United") today announced continued momentum in the third quarter with strong fee revenue and loan growth, as well as sound credit quality and capital management. Net income grew to \$25.9 million, or 36 cents per diluted share, compared with \$17.9 million, or 27 cents per diluted share, for the third quarter of 2015. Net income for the first nine months of 2016 was \$73.4 million, or \$1.02 per diluted share. This compares with net income of \$53.4 million, or 84 cents per diluted share, for the first nine months of 2015.

On an operating basis, net income rose to \$27.8 million for the third quarter of 2016 compared with \$21.7 million for the third quarter of 2015. Operating net income excludes pre-tax merger-related charges of \$3.15 million in the third quarter of 2016 and \$5.74 million in the third quarter of 2015. On a per diluted share basis, operating net income was 39 cents for the third quarter of 2016 compared with 33 cents for the third quarter of 2015. For the first nine months of 2016, operating net income was \$77.8 million, or \$1.08 per diluted share, compared with \$59.3 million, or 94 cents per diluted share, for the first nine months of 2015.

At September 30, 2016, preliminary regulatory capital ratios were as follows: Tier 1 Risk-Based of 11.1 percent; Total Risk-Based of 11.9 percent; Common Equity Tier 1 Risk-Based of 11.1 percent; and, Tier 1 Leverage of 8.4 percent.

"Our third quarter results underscore the positive momentum from our investments in new businesses and markets," said Jimmy Tallent, chairman and chief executive officer. "Our mortgage banking business continued to produce record quarterly results which, combined with strong performance from our SBA business and solid customer derivative sales, led to a 44 percent increase in fee revenue from a year ago."

The third quarter's return on assets was 1.00 percent including the effect of merger-related charges of \$3.15 million. Exclusive of these charges, the operating return on assets for the third quarter was 1.08 percent.

Tallent noted the positive impact of the Tidelands Bancshares acquisition, which was completed on July 1, 2016. "As expected, the acquisition was immediately accretive to earnings per share," he said. "Systems conversions are scheduled to take place in November, after which we expect to achieve the remaining targeted cost savings. The Tidelands acquisition is meeting or exceeding objectives consistent with our coastal South Carolina expansion strategy and I could not be more pleased with the results.

"Third quarter loan production was \$641 million," Tallent added. "Excluding acquired loans from Tidelands, linked-quarter growth of \$133 million, or 8 percent annualized, was within our 2016 loan growth target of mid-to-upper single-digit. Our community banks originated \$436 million in loans while specialized lending produced \$166 million. United's specialized lending area encompasses commercial real estate, middle market, SBA, builder finance and asset-based lending. Funding these loans was strong linked-quarter core transaction deposit growth of \$254 million, or 19 percent annualized, excluding Tidelands. Core deposits comprise 90 percent of total deposits, which is one of the best ratios in the country."

Third quarter net interest revenue totaled \$79.0 million, up \$4.1 million from the second quarter and up \$13.6 million from the third quarter of 2015. The increase from both periods reflects growth in the loan portfolio as well as net interest revenue from recent acquisitions.

The taxable-equivalent net interest margin of 3.34 percent, while one basis point lower than the second quarter, was up eight basis points from the third quarter of 2015. The decrease from second quarter was expected and resulted mostly from loan pricing competition.

The third quarter provision for credit losses was a recovery of \$300,000, equal to the second quarter of 2016. It was down from a provision charge of \$700,000 in the third quarter of 2015. Strong recoveries of previously charged-off loans continued to contribute to the low level of net charge-offs. Third quarter net charge-offs totaled \$1.4 million, compared with \$1.7 million in the second quarter and \$1.4 million in the third quarter of 2015. Nonperforming assets were .30 percent of total assets at September 30, 2016, compared with .28 percent at June 30, 2016 and .29 percent at September 30, 2015.

"The recoveries of our provisions reflect continued strong credit quality and a low overall level of net charge-offs," Tallent commented. "Our credit quality indicators are very favorable and our outlook is for positive credit quality in the fourth quarter and into 2017. This will result in low provision levels that we expect will gradually increase with loan growth through 2017, while slightly decreasing our allowance and the related ratio to total loans."

Third quarter fee revenue totaled \$26.4 million, an increase of \$2.86 million from the second quarter and up \$8.06 million from a year ago. Mortgage fees were up \$1.59 million from the second quarter and \$2.20 million from a year ago. Customer derivative fees also contributed to the increase in fee revenue from both prior periods. Gains from sales of SBA loans were up \$833,000 from a year ago, but down \$322,000 from the second quarter due to slightly lower premiums and loans sold.

"The increase in mortgage fees correlates to our strategic investment in additional mortgage lenders where we see opportunities to gain market share and higher spreads on loan sales," Tallent said. "Although production of SBA loans remained high, \$32 million of loans were sold

in the third quarter compared to \$33 million during the second quarter, but up from \$17.8 million during the third quarter of 2015."

Operating expenses were \$64.0 million for the third quarter, compared with \$58.1 million for the second quarter and \$54.3 million for the third quarter of 2015. Included in operating expenses were merger-related charges of \$3.15 million for the third quarter, \$1.18 million for the second quarter and \$5.74 million for the third quarter of 2015. Excluding these charges, third quarter operating expenses were \$60.9 million compared with \$56.9 million for the second quarter and \$48.5 million a year ago. The increases from the second quarter and a year ago reflect additional operating expenses following the acquisitions of Tidelands Bank on July 1, 2016 and The Palmetto Bank on September 1, 2015. The operating expenses of the acquired companies are included in United's financial results beginning on their respective acquisition dates.

Excluding merger-related charges of \$3.15 million in the third quarter, operating expenses were \$60.9 million and up \$3.99 million from the second quarter. The inclusion of Tidelands' \$2.76 million of operating expense accounted for 70 percent of the linked-quarter increase in operating expenses. The balance of the increase was primarily due to higher salary costs for commissions and incentives related to truing-up the quarter and year-to-date for performance targets.

"Our bankers continue to perform exceptionally well as we build on the successes of investing to grow our franchise and earnings," Tallent said. "We take tremendous pride that our bankers provide the best in customer service by treating customers the way we would want to be treated. This is at the foundation of our success and the core of everything we do. With strong earnings momentum and a high-quality balance sheet, I am optimistic about our future," Tallent concluded.

### Conference Call

United will hold a conference call today, Wednesday, October 26, 2016, at 11 a.m. ET to discuss the contents of this earnings release and to share business highlights for the quarter. To access the call, dial (877) 380-5665 and use the conference number 86742023. The conference call also

will be webcast and available for replay for 30 days by selecting "Events & Presentations" within the Investor Relations section of United's website at www.ucbi.com.

### About United Community Banks, Inc.

United Community Banks, Inc. (NASDAQ: UCBI) is a registered bank holding company based in Blairsville, Georgia, with \$10.3 billion in assets. The company's banking subsidiary, United Community Bank, is one of the Southeast region's largest full-service banks, operating 140 offices in Georgia, North Carolina, South Carolina and Tennessee. The bank specializes in providing personalized community banking services to individuals, small businesses and corporations. Services include a full range of consumer and commercial banking products, including mortgage, advisory, and treasury management. United Community Bank is consistently recognized for its outstanding customer service by respected national research firms. In 2014 and 2015, United Community Bank was ranked first in customer satisfaction in the southeast by J.D. Power and again in 2016 was ranked among the top 100 on the Forbes list of America's Best Banks. Additional information about the company and the bank's full range of products and services can be found at www.ucbi.com.

### Non-GAAP Financial Measures

This News Release contains financial information determined by methods other than in accordance with generally accepted accounting principles, or GAAP. This financial information includes certain operating performance measures, which exclude merger-related and other charges that are not considered part of recurring operations, such as "operating net income," "operating net income per diluted share," "tangible book value," "operating return on common equity," "operating return on tangible common equity," "operating return on assets," "operating dividend payout ratio," "operating efficiency ratio," "average tangible equity to average assets," "average tangible common equity to average assets" and "tangible common equity to risk-weighted assets." These non-GAAP measures are included because United believes they may provide useful supplemental information for evaluating United's underlying performance trends. These measures should be viewed in addition to, and not as an alternative to or substitute for, measures determined in accordance with GAAP, and are not necessarily comparable to non-GAAP measures that may be presented by other companies. To the extent applicable, reconciliations of these non-GAAP measures to the most directly comparable measures as

reported in accordance with GAAP are included with the accompanying financial statement tables.

### Safe Harbor

This News Release contains forward-looking statements, as defined by federal securities laws, including statements about United's financial outlook and business environment. These statements are based on current expectations and are provided to assist in the understanding of future financial performance. Such performance involves risks and uncertainties that may cause actual results to differ materially from those expressed or implied in any such statements. For a discussion of some of the risks and other factors that may cause such forward-looking statements to differ materially from actual results, please refer to United's filings with the Securities and Exchange Commission including its 2015 Annual Report on Form 10-K under the sections entitled "Forward-Looking Statements" and "Risk Factors." Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update or revise forward-looking statements.

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		2016		20		Third Quarter	For th Month	YTD	
(in thousands, except per share data)	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	2016-2015 Change	Septen 2016	nber 30, 2015	2016-201 Change
INCOME SUMMARY	Quarter	Quarter	Quarter	Quarter	Quarter	Change	2010	2012	Change
Interest revenue	\$ 85,439	\$ 81,082	\$ 80,721	\$ 79,362	\$ 70,828		\$ 247,242	\$ 199,170	
Interest expense	6,450	6,164	5,769	5,598	5,402		18,383	15,511	
Net interest revenue	78,989	74,918		73,764	65,426	21 %	228,859	183,659	25 %
Provision for credit losses	(300)			300	700		(800)	3,400	
Fee revenue	26,361	23,497	18,606	21,284	18,297	44	68,464	51,245	34
Total revenue	105,650	98,715	93,758	94,748	83,023	27	298,123	231,504	29
Expenses	64,023	58,060	57,885	65,488	54,269	18	179,968	145,750	23
Income before income tax expense	41,627	40,655	35,873	29,260	28,754	45	118,155	85,754	38
Income tax expense	15,753	15,389	13,578	11,052	10,867	45	44,720	32,384	38
Net income	25,874	25,266	22,295	18,208	17,887	45	73,435	53,370	38
Preferred dividends	-	·	21	25	25		21	42	
Net income available to common shareholders	\$ 25,874	\$ 25,266	\$ 22,274	\$ 18,183	\$ 17,862	45	\$ 73,414	\$ 53,328	38
Merger-related and other charges	3,152	1,176	2,653	9,078	5,744		6,981	8,917	
Income tax benefit of merger-related and other charges  Net income available to common	(1,193)	(445)	(1,004)	(3,486)	(1,905)		(2,642)	(2,902)	
shareholders - operating (1)	\$ 27,833	\$ 25,997	\$ 23,923	\$ 23,775	\$ 21,701	28	\$ 77,753	\$ 59,343	31
PERFORMANCE MEASURES									
Per common share:	ф <del>-</del>	ф -	ф = :	ф <del>-</del> -	ф		φ	ф ~:	
Diluted net income - GAAP	\$ .36	\$ .35	\$ .31	\$ .25	\$ .27	33	\$ 1.02	\$ .84	21
Diluted net income - operating (1)	.39	.36	.33	.33	.33	18	1.08	.94	15
Cash dividends declared	.08	.07	.07	.06	.06		.22	.16	-
Book value	15.12	14.80	14.35	14.02	13.95	8	15.12	13.95	8
Tangible book value (3)	13.00	12.84	12.40	12.06	12.08	8	13.00	12.08	8
Key performance ratios:									
Return on common equity - GAAP (2)(4)	9.61	% 9.54	% 8.57	% 7.02 %	7.85	%	9.25	% 8.63	%
Return on common equity - operating (1)(2)(4)	10.34	9.81	9.20	9.18	9.54		9.79	9.60	
Return on tangible common equity - operating (1)(2)(3)(4)	12.45	11.56	10.91	10.87	10.29		11.64	10.00	
Return on assets - GAAP (4)	1.00	1.04	.93	.76	.82		.99	.88	
Return on assets - operating (1)(4)	1.08	1.07	1.00	.99	1.00		1.05	.98	
Dividend payout ratio - GAAP	22.22	20.00	22.58	24.00	22.22		21.57	19.05	
Dividend payout ratio - operating (1)	20.51	19.44	21.21	18.18	18.18		20.37	17.02	
Net interest margin (fully taxable equivalent) (4)									
	3.34	3.35	3.41	3.34	3.26		3.36	3.29	
Efficiency ratio - GAAP	60.78	59.02	61.94	68.97	64.65		60.56	61.94	
Efficiency ratio - operating (1)	57.79	57.82	59.10	59.41	57.81		58.21	58.15	
Average equity to average assets	10.38	10.72	10.72	10.68	10.39		10.60	10.11	
Average tangible equity to average assets (3) Average tangible common equity to	8.98	9.43	9.41	9.40	9.88		9.27	9.88	
average assets <sup>(3)</sup> Tangible common equity to risk-weighted	8.98	9.43	9.32	9.29	9.77		9.24	9.81	
assets (3)(5)	12.26	12.87	12.77	12.82	13.08		12.26	13.08	
ASSET QUALITY									
Nonperforming loans	\$ 21,572	\$ 21,348	\$ 22,419	\$ 22,653	\$ 20,064	8	\$ 21,572	\$ 20,064	8
Foreclosed properties	9,187	6,176		4,883	7,669	20	9,187	7,669	20
Total nonperforming assets (NPAs)	30,759	27,524	27,582	27,536	27,733	11	30,759	27,733	11
Allowance for loan losses	62,961	64,253	66,310	68,448	69,062	(9)	62,961	69,062	(9)
Net charge-offs	1,359	1,730	2,138	1,302	1,417	(4)	5,227	4,957	5
Allowance for loan losses to loans	0.94					%	0.94		%
Net charge-offs to average loans (4)	.08	.11	.14	.09	.10		.11	.13	
NPAs to loans and foreclosed properties	.46	.44	.45	.46	.46		.46	.46	
NPAs to total assets	.30	.28	.28	.29	.29		.30	.29	
AVERAGE BALANCES (\$ in millions)									
Loans	\$ 6,675	\$ 6,151	\$ 6,004	\$ 5,975	\$ 5,457	22	\$ 6,278	\$ 5,069	24
Investment securities	2,610	2,747	2,718	2,607	2,396	9	2,692	2,288	18
Earning assets	9,443	9,037	8,876	8,792	8,009	18	9,120	7,511	21
Total assets	10,281	9,809	9,634	9,558	8,634	19	9,909	8,093	22
Deposits	8,307	7,897	7,947	8,028	7,135	16	8,051	6,727	20
Shareholders' equity	1,067	1,051	1,033	1,021	897	19	1,051	818	28
Common shares - basic (thousands)	71,556	72,202	72,162	72,135	66,294	8	71,992	63,297	14
Common shares - diluted (thousands)	71,561	72,207	72,166	72,140	66,300	8	71,996	63,302	14
AT PERIOD END (\$ in millions)									
Loans	\$ 6,725	\$ 6,287	\$ 6,106	\$ 5,995	\$ 6,024	12	\$ 6,725	\$ 6,024	12
Investment securities	2,560	2,677	2,757	2,656	2,457	4	2,560	2,457	4
Total assets	10,298	9,928	9,781	9,616	9,404	10	10,298	9,404	10
Deposits	8,442	7,857	7,960	7,873	7,897	7	8,442	7,897	7
- Posta				1,013					
Shareholders' equity	1,079	1,060	1,034	1,018	1,013	7	1,079	1,013	7

<sup>(1)</sup> Excludes merger-related charges and fourth quarter impairment losses on surplus bank property. (2) Net income available to common shareholders, which is net of preferred stock dividends, divided by average realized common equity, which excludes accumulated other comprehensive income (loss). (3) Excludes effect of acquisition related intangibles and associated amortization. Annualized. (5) Third quarter 2016 ratio is preliminary.

#### **Non-GAAP Performance Measures Reconciliation**

### **Selected Financial Information**

				2016					015		For the Nine Months Ended				
		Third	Second		First			Fourth	Third		Septemb		nber		
(in thousands, except per share data)	Ç	uarter	(	)uarter	_(	<u>Quarter</u>	(	Quarter	_	Quarter		2016		2015	
Expense reconciliation															
Expenses (GAAP)	\$	64,023	\$	58,060	\$	57,885	\$	65,488	\$	54,269	\$	179,968	\$	145,750	
Merger-related and other charges	_	(3,152)		(1,176)	_	(2,653)	_	(9,078)	_	(5,744)	_	(6,981)	_	(8,917)	
Expenses - operating	\$	60,871	\$	56,884	\$	55,232	\$	56,410	\$	48,525	\$	172,987	\$	136,833	
Net income reconciliation															
Net income (GAAP)	\$	25,874	\$	25,266	\$	22,295	\$	18,208	\$	17,887	\$	73,435	\$	53,370	
Merger-related and other charges		3,152		1,176		2,653		9,078		5,744		6,981		8,917	
Income tax benefit of merger-related and other charges		(1,193)		(445)		(1,004)		(3,486)		(1,905)		(2,642)		(2,902)	
Net income - operating	\$	27,833	\$	25,997	\$	23,944	\$	23,800	\$	21,726	\$	77,774	\$	59,385	
Net income available to common shareholders reconciliation															
Net income available to common shareholders (GAAP)	\$	25,874	\$	25,266	\$	22,274	\$	18,183	\$	17,862	\$	73,414	\$	53,328	
Merger-related and other charges	Ψ	3,152	φ	1,176	Ψ	2,653	φ	9,078	φ	5,744	φ	6,981	Ψ	8,917	
Income tax benefit of merger-related and other charges		(1,193)		(445)		(1,004)		(3,486)		(1,905)		(2,642)		(2,902)	
Net income available to common shareholders - operating	\$	27,833	\$	25,997	\$	23,923	\$	23,775	\$	21,701	\$	77,753	\$	59,343	
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Diluted income per common share reconciliation	_		_		_		_		_		_		_	_	
Diluted income per common share (GAAP)	\$	.36	\$	.35	\$	.31	\$	.25	\$	.27	\$	1.02	\$	.84	
Merger-related and other charges		.03		.01	Φ.	.02	_	.08		.06	Φ.	1.02	_	.10	
Diluted income per common share - operating	\$	.39	\$	.36	\$	.33	\$	.33	\$	.33	\$	1.02	\$	.94	
Book value per common share reconciliation															
Book value per common share (GAAP)	\$	15.12	\$	14.80	\$	14.35	\$	14.02	\$	13.95	\$	15.12	\$	13.95	
Effect of goodwill and other intangibles		(2.12)		(1.96)		(1.95)		(1.96)		(1.87)		(2.12)		(1.87)	
Tangible book value per common share	\$	13.00	\$	12.84	\$	12.40	\$	12.06	\$	12.08	\$	13.00	\$	12.08	
D 4 4 21 24 22 4									-						
Return on tangible common equity reconciliation		0.61.6	n/	0.54 0	,	0.57 (	2/	7.02	n/	7.05 (	·/	0.25 0	,	0.62	
Return on common equity (GAAP)		9.61 9 .73	%	9.54 9	0	8.57 9 .63	<b>%</b> 0	7.02 2.16	%	7.85 9 1.69	<b>%</b> 0	9.25 %	0	8.63 .97	
Merger-related and other charges Return on common equity - operating		10.34		9.81		9.20		9.18	-	9.54		9.79	-	9.60	
Effect of goodwill and other intangibles		2.11		1.75		1.71		1.69		.75		1.85		.40	
Return on tangible common equity - operating	-	_	%	11.56 9	6	10.91	%		<u> </u>		%	11.64 %	<u> </u>	10.00	
			_		_		=				=				
Return on assets reconciliation		1.00	2.	104.0	,	00.	2.6	7.	0.1	02 /	.,	00.0	,	00	
Return on assets (GAAP)		1.00	%	1.04 9	б	.93	%	.76	%	.82	<b>%</b> 0	.99 %	Ó	.88	
Merger-related and other charges Return on assets - operating		1.08	%	1.07 9		1.00	%	.99	<u></u>	1.00	%	1.05 %		.10	
Return on assets - operating	=	1.06		1.07 7	·—	1.00		.77	<sup>70</sup> <u> </u>	1.00		1.05 7		.70	
Dividend payout ratio reconciliation															
Dividend payout ratio (GAAP)		22.22	%	20.00 9	6	22.58	%	24.00	%	22.22	%	21.57 %	ó	19.05	
Merger-related and other charges		(1.71)		(.56)		(1.37)		(5.82)		(4.04)		(1.20)		(2.03)	
Dividend payout ratio - operating	_	20.51	% <u> </u>	19.44 9	<sup>6</sup>	21.21	% <u> </u>	18.18	% <u> </u>	18.18	% <u> </u>	20.37 %	ó <u> </u>	17.02	
Efficiency ratio reconciliation															
Efficiency ratio (GAAP)		60.78	%	59.02 9	6	61.94	%	68.97	%	64.65	%	60.56 %	ó	61.94	
Merger-related and other charges		(2.99)		(1.20)	-	(2.84)		(9.56)		(6.84)		(2.35)	-	(3.79)	
Efficiency ratio - operating			%	57.82 9	6	59.10	%	59.41	%	57.81	%	58.21 %	<u></u>	58.15	
A															
Average equity to assets reconciliation		10.20	0.4	10.72	,	10.70	2/	10.60	0/	10.20	./	10.60.0	,	10.11	
Equity to assets (GAAP) Effect of goodwill and other intangibles		10.38	%	10.72 9	б	10.72	%	10.68	%	10.39	<b>%</b> 0	10.60 %	Ó	10.11	
Tangible equity to assets		(1.40) 8.98		9.43		9.41		9.40		9.88	_	9.27		9.88	
Effect of preferred equity		-		7.43		(.09)		(.11)		(.11)		(.03)		(.07)	
Tangible common equity to assets	-		%	9.43 9		9.32	<sub>%</sub>	9.29	<sub>%</sub>	9.77	<u>—</u>	9.24 %	<u> </u>	9.81	
		5.70	_	/	_		_	7.27	_		_		_	,.01	
Tangible common equity to risk-weighted assets reconciliation (1)															
Tier 1 capital ratio (Regulatory)		11.08	%	11.44 9	6	11.32	%	11.45	%	11.40	%	11.08 %	ó	11.40	
Effect of other comprehensive income		-		(.06)		(.25)		(.38)		(.23)		-		(.23)	
Effect of deferred tax limitation		1.50		1.63		1.85		2.05		2.24		1.50		2.24	
Effect of trust preferred		(.26)		(.08)		(.08)		(.08)		(.08)		(.26)		(.08)	
Effect of preferred equity		- (06)		-		- ( 07)		(.15)		(.15)		- (00)		(.15)	
Basel III intangibles transition adjustment		(.06)		(.06)		(.07)		(.10)		(.13)		(.06)		(.13)	
Basel III disallowed investments		12.26		10.07	,—	12.77		.03		.03		12.26	, —	.03	
Tangible common equity to risk-weighted assets		12.26	% <u></u>	12.87 9	0	12.77	70	12.82	%	13.08	//0	12.26 9	0	13.08	

 $<sup>^{(1)}</sup>$  Third quarter 2016 ratios are preliminary.

# **Financial Highlights**

# Loan Portfolio Composition at Period-End

				2016				20	)15		Linked		Year over	
	-	Third	S	econd		First	F	ourth	7	Third		ıarter		ear
(in millions)	Q	uarter	Q	uarter	Q	uarter	Q	uarter	Q	uarter	Ch	nange	Ch	nange
LOANS BY CATEGORY														
Owner occupied commercial RE	\$	1,512	\$	1,450	\$	1,434	\$	1,494	\$	1,479	\$	62	\$	33
Income producing commercial RE		1,105		919		880		824		818		186		287
Commercial & industrial		994		926		855		785		890		68		104
Commercial construction		389		384		354		342		319		5		70
Total commercial		4,000		3,679		3,523		3,445		3,506		321		494
Residential mortgage		1,056		1,035		1,032		1,029		1,062		21		(6)
Home equity lines of credit		698		623		604		598		585		75		113
Residential construction		378		351		348		352		334		27		44
Consumer installment		593		599		599		571		537		(6)		56
Total loans	\$	6,725	\$	6,287	\$	6,106	\$	5,995	\$	6,024		438		701
						_		_						
LOANS BY MARKET														
North Georgia	\$	1,110	\$	1,097	\$	1,097	\$	1,125	\$	1,130		13		(20)
Atlanta MSA		1,332		1,314		1,257		1,259		1,266		18		66
North Carolina		548		543		543		549		546		5		2
Coastal Georgia		565		541		543		537		506		24		59
Gainesville MSA		236		240		248		254		252		(4)		(16)
East Tennessee		506		509		495		504		511		(3)		(5)
South Carolina		1,199		862		821		819		783		337		416
Specialized Lending		763		706		628		492		609		57		154
Indirect auto		466		475		474		456		421		(9)		45
Total loans	\$	6,725	\$	6,287	\$	6,106	\$	5,995	\$	6,024		438		701

	Third Quarter 2016					Second Quarter 2016						First Quarter 2016						
		erforming		reclosed		Total		erforming		reclosed		Total	•	erforming		reclosed		Total
(in thousands)		Loans	Pr	operties		NPAs		Loans	Pr	operties		NPAs	1	Loans	Pr	operties		NPAs
NONPERFORMING ASSETS B	Y CATEG	ORY																
Owner occupied CRE	\$	6,454	\$	3,188	\$	9,642	\$	6,681	\$	3,096	\$	9,777	\$	6,775	\$	2,864	\$	9,639
Income producing CRE		949		765		1,714		1,017		1,554		2,571		2,959		-		2,959
Commercial & industrial		1,079		-		1,079		949		-		949		978		-		978
Commercial construction		98		1,274		1,372		199				199		266		152		418
Total commercial		8,580		5,227		13,807		8,846		4,650		13,496		10,978		3,016		13,994
Residential mortgage		8,152		1,211		9,363		8,667		1,160		9,827		8,037		1,587		9,624
Home equity lines of credit		1,194		514		1,708		1,308		83		1,391		1,198		125		1,323
Residential construction		2,248		2,235		4,483		1,578		283		1,861		1,122		435		1,557
Consumer installment		1,398		-		1,398		949		-		949		1,084		-		1,084
Total NPAs	\$	21,572	\$	9,187	\$	30,759	\$	21,348	\$	6,176	\$	27,524	\$	22,419	\$	5,163	\$	27,582
NONPERFORMING ASSETS B	Y MARKI	ET																
North Georgia	\$	5,356	\$	653	\$	6,009	\$	6,219	\$	1,086	\$	7,305	\$	5,353	\$	1,233	\$	6,586
Atlanta MSA		979		1,530		2,509		1,140		2,041		3,181		2,796		902		3,698
North Carolina		5,216		543		5,759		4,762		224		4,986		4,860		559		5,419
Coastal Georgia		1,606		47		1,653		1,186		168		1,354		1,696		121		1,817
Gainesville MSA		222		-		222		234		-		234		250		-		250
East Tennessee		3,281		160		3,441		3,616		247		3,863		3,470		351		3,821
South Carolina		2,015		6,254		8,269		1,271		2,410		3,681		935		1,997		2,932
Specialized Lending		1,597		-		1,597		2,108		-		2,108		2,186		-		2,186
Indirect auto		1,300		-		1,300		812		-		812		873		-		873
Total NPAs	\$	21,572	\$	9,187	\$	30,759	\$	21,348	\$	6,176	\$	27,524	\$	22,419	\$	5,163	\$	27,582
NONPERFORMING ASSETS A	CTIVITY																	
Beginning Balance	\$	21,348	\$	6,176	\$	27,524	\$	22,419	\$	5,163	\$	27,582	\$	22,653	\$	4,883	\$	27,536
Acquisitions		-		7,495		7,495		-		(497)		(497)		-		-		-
Loans placed on non-accrual		6,680		-		6,680		6,786		-		6,786		4,771		-		4,771
Payments received		(3,938)		-		(3,938)		(4,201)		-		(4,201)		(1,812)		-		(1,812)
Loan charge-offs		(1,236)		-		(1,236)		(1,803)		-		(1,803)		(1,679)		-		(1,679)
Foreclosures		(1,282)		2,335		1,053		(1,853)		2,722		869		(1,514)		1,590		76
Capitalized costs		-		3		3		-		98		98		-		-		-
Property sales		-		(6,553)		(6,553)		-		(1,424)		(1,424)		-		(1,524)		(1,524)
Write downs		-		(53)		(53)		-		(73)		(73)		-		(7)		(7)
Net gains (losses) on sales		-		(216)		(216)				187		187				221		221
Ending Balance	\$	21,572	\$	9,187	\$	30,759	\$	21,348	\$	6,176	\$	27,524	\$	22,419	\$	5,163	\$	27,582

	Third Qu	arter 2016	Second Qu	arter 2016	First Quarter 2016				
		Net Charge-		Net Charge-		Net Charge-			
		Offs to		Offs to		Offs to			
	Net	Average	Net	Average	Net	Average			
(in thousands)	Charge-Offs	Loans (1)	Charge-Offs	Loans (1)	Charge-Offs	Loans (1)			
NET CHARGE-OFFS BY CATEGO	ORY								
Owner occupied CRE	\$ 168	.04 %	\$ 564	.16 %	\$ 304	.08 %			
Income producing CRE	157	.06	(23)	(.01)	211	.10			
Commercial & industrial	453	.18	(392)	(.18)	283	.14			
Commercial construction	(86)	(.09)	22	.02	286	.33			
Total commercial	692	.07	171	.02	1,084	.13			
Residential mortgage	(256)	(.09)	829	.32	50	.02			
Home equity lines of credit	267	.16	253	.17	632	.43			
Residential construction	134	.14	(8)	(.01)	(103)	(.12)			
Consumer installment	522	.34	485	.33	475	.33			
Total	\$ 1,359	.08	\$ 1,730	.11	\$ 2,138	.14			
			<u> </u>						
NET CHARGE-OFFS BY MARKET	Г								
North Georgia	\$ 68	.02 %	\$ 428	.16 %	\$ 913	.33 %			
Atlanta MSA	398	.12	1	-	(25)	(.01)			
North Carolina	329	.24	575	.43	382	.28			
Coastal Georgia	432	.31	177	.13	196	.15			
Gainesville MSA	15	.03	(87)	(.14)	98	.16			
East Tennessee	(69)	(.05)	346	.28	378	.31			
South Carolina	(66)	(.02)	49	.02	(16)	(.01)			
Specialized Lending	69	.04	(18)	(.01)	4	-			
Indirect auto	183	.15	259	.22	208	.19			
Total	\$ 1,359	.08	\$ 1,730	.11	\$ 2,138	.14			

<sup>(1)</sup> Annualized.

**Consolidated Statement of Income** (Unaudited)

Interest revenue:         2015         2015           Loans, including fees         \$69,440         \$57,174         \$196,888           Investment securities, including tax exempt of \$134, \$177, \$449 and \$516         15,418         12,801         48,039           Deposits in banks and short-term investments         \$85,439         70,828         247,242           Interest expense:           Deposits:           Deposits         8         452         337         1,381           Money market         1,347         981         3,661           Savings         452         337         1,381           Time         667         830         2,052           Time         667         830         2,052           Total deposit interest expense         2,599         2,173         7,196           Short-term borrowings         9         9         278           Federal Home Loan Bank advances         1,015         461         2731           Long-term debt         2,889         64,50         8,178           Total interest expense         6,450         5,402         18,383           Net interest expense         6,450         5,402         18,383           Pr	\$ 159,814 36,896 2,460 199,170
Loans, including fees   \$69,40   \$7,174   \$196,888   Investment securities, including tax exempt of \$134, \$177, \$449 and \$516   \$15,418   \$12,801   \$48,039   \$20,4242   \$20,4	36,896 2,460
Deposits in banks and short-term investments   S81   S81   S81   S21	36,896 2,460
Deposits in banks and short-term investments         581         853         2.315           Total interest revenue         70,826         247,242           Interest revenue         2         247,242           Deposits:         8         337         1.381           Money market         1,347         981         3,661           Savings         43         25         102           Time         667         280         2,052           Total deposit interest expense         2,509         2,173         1,96           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,711           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         228,859           Provision for credit losses         300         700         0,800           Net interest revenue after provision for credit losses         300         700         0,800           Net interest revenue after provision for credit losses         10,819         9,335         31,460           Mortgage loan and other related fees         10,819         9,335         31,460           Brokex	2,460
Deposits in banks and short-term investments         581         853         2,315           Total interest revenue         70,222         247,242           Interest expense:           Deposits:           NOW         452         337         1,381           Money market         1,347         981         3,661           Savings         43         25         102           Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,311           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         228,859           Provision for credit losses         300         700         880           Ne interest revenue after provision for credit losses         10,819         9,335         31,460           Mortgage loan and other related fees         10,819         9,335         31,460           Brokerage fee         1,199         9,435         32,40           Gains from sales of go	
Deposits:	199,170
Deposits:         NOW         452         337         1,381           Money market         1,347         981         3,661           Savings         43         25         102           Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,262         228,859           Provision for credit losses         3(300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue         5         2,926         22,885         26,609         22,659           Fee revenue         10,819         9,335         31,460         31,460         31,460         31,460         31,460         31,460         31,460         31,460         32,479         1,646         6,517 <td< td=""><td></td></td<>	
Deposits:         NOW         452         337         1,381           Money market         1,347         981         3,661           Savings         43         25         102           Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,262         228,859           Provision for credit losses         3(300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:         5         200         700         800           Net interest revenue after provision for credit losses         6,039         3,840         13,776           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039 <t< td=""><td></td></t<>	
NOW         452         337         1,381           Money market         1,347         981         3,661           Savings         43         25         102           Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         79,289         65,426         228,859           Provision for credit losses         6,039         3,840         13,776           Bradition form sales of government guaranteed loss         2,049         1,646         6,517      <	
Savings         43         25         102           Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         79,289         65,426         229,659           Fee revenue         79,289         64,726         229,659           Fee revenue         10,819         9,335         31,460           Mortage loan and other related fees         10,819         1,200         3,369 <td>1,079</td>	1,079
Time         667         830         2,052           Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         2,738           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         (300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue         8         6,039         3,840         13,776           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         3,25         222           Other         5,564 <t< td=""><td>2,460</td></t<>	2,460
Total deposit interest expense         2,509         2,173         7,196           Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         (300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:         8         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361 <td>71</td>	71
Short-term borrowings         98         99         278           Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,262         228,859           Provision for credit losses         79,289         64,262         228,659           Prote teverue         8         6,039         3,840         13,746           Mortgage loan and other related fees         6,039         3,840         13,746           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt<	2,834
Federal Home Loan Bank advances         1,015         461         2,731           Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         (300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Feer venue:         8         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Coccupancy         5,132         4	6,444
Long-term debt         2,828         2,669         8,178           Total interest expense         6,450         5,402         18,383           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         (300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,760           Brokerage fees         1,199         1,200         3,69           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         26         32         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602	279
Total interest expense         6,450         5,402         18,838           Net interest revenue         78,989         65,426         228,859           Provision for credit losses         79,289         64,726         229,659           Fee revenue:         79,289         64,726         229,659           Fee revenue:         80,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and equipment         4,919         3,63         136,2	1,307
Net interest revenue         78,989         65,426         228,859           Provision for credit losses         3000         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         33,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132	7,481
Provision for credit losses         (300)         700         (800)           Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:         8         4,726         229,659           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,696           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         26         325         922           Loss from prepayment of debt         -         (256)         -         2,260         12,420           Other         5,564         2,207         12,420	15,511
Net interest revenue after provision for credit losses         79,289         64,726         229,659           Fee revenue:         Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Prof	183,659
Fee revenue:           Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           Portices seessments and other regulatory charges         1,412         1,136         4,453           Amorti	3,400
Service charges and fees         10,819         9,335         31,460           Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (2,56)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136	180,259
Mortgage loan and other related fees         6,039         3,840         13,776           Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         12,207           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152	
Brokerage fees         1,199         1,200         3,369           Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merge	25,325
Gains from sales of government guaranteed loans         2,479         1,646         6,517           Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Other         6,112         4,828         17,958           Other	10,302
Securities gains, net         261         325         922           Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:         Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Total operating expenses         64,023	3,983
Loss from prepayment of debt         -         (256)         -           Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Net income before income taxes         41,627         28,754         118,155           Income ta	4,281
Other         5,564         2,207         12,420           Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           I	1,877
Total fee revenue         26,361         18,297         68,464           Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           Income tax expense         15,753         10,867         44,720 <td>(1,294)</td>	(1,294)
Total revenue         105,650         83,023         298,123           Operating expenses:           Salaries and employee benefits         36,478         29,342         103,112           Communications and equipment         4,919         3,963         13,602           Occupancy         5,132         4,013         14,393           Advertising and public relations         1,088         812         3,275           Postage, printing and supplies         1,451         1,049         4,029           Professional fees         3,160         2,668         9,049           FDIC assessments and other regulatory charges         1,412         1,136         4,453           Amortization of intangibles         1,119         714         3,116           Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           Income tax expense         15,753         10,867         44,720	6,771
Operating expenses:         Salaries and employee benefits       36,478       29,342       103,112         Communications and equipment       4,919       3,963       13,602         Occupancy       5,132       4,013       14,393         Advertising and public relations       1,088       812       3,275         Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	51,245
Salaries and employee benefits       36,478       29,342       103,112         Communications and equipment       4,919       3,963       13,602         Occupancy       5,132       4,013       14,393         Advertising and public relations       1,088       812       3,275         Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	231,504
Communications and equipment       4,919       3,963       13,602         Occupancy       5,132       4,013       14,393         Advertising and public relations       1,088       812       3,275         Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	
Occupancy       5,132       4,013       14,393         Advertising and public relations       1,088       812       3,275         Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	83,749
Advertising and public relations       1,088       812       3,275         Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	10,538
Postage, printing and supplies       1,451       1,049       4,029         Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	10,706
Professional fees       3,160       2,668       9,049         FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	2,689
FDIC assessments and other regulatory charges       1,412       1,136       4,453         Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	2,980
Amortization of intangibles       1,119       714       3,116         Merger-related and other charges       3,152       5,744       6,981         Other       6,112       4,828       17,958         Total operating expenses       64,023       54,269       179,968         Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	6,844
Merger-related and other charges         3,152         5,744         6,981           Other         6,112         4,828         17,958           Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           Income tax expense         15,753         10,867         44,720	3,643
Other         6,112         4,828         17,958           Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           Income tax expense         15,753         10,867         44,720	1,403
Total operating expenses         64,023         54,269         179,968           Net income before income taxes         41,627         28,754         118,155           Income tax expense         15,753         10,867         44,720	8,917
Net income before income taxes       41,627       28,754       118,155         Income tax expense       15,753       10,867       44,720	14,281
Income tax expense 15,753 10,867 44,720	145,750
	85,754
	32,384
Net income 25,874 17,887 73,435	53,370
Preferred stock dividends and discount accretion-2521Net income available to common shareholders\$ 25,874\$ 17,862\$ 73,414	\$ 53,328
Earnings per common share:	
Basic \$ .36 \$ .27 \$ 1.02	\$ .84
Diluted .36 .27 1.02	.84
Weighted average common shares outstanding:	
Basic 71,556 66,294 71,992	63,297
Diluted 71,561 66,300 71,996	63,302

**Consolidated Balance Sheet** (Unaudited)

(in thousands, except share and per share data)	September 30, 2016	December 31, 2015
	2010	
ASSETS		
Cash and due from banks	\$ 94,744	\$ 86,912
Interest-bearing deposits in banks	131,415	153,451
Cash and cash equivalents	226,159	240,363
Securities available for sale	2,215,113	2,291,511
Securities held to maturity (fair value \$357,550 and \$371,658)	344,917	364,696
Mortgage loans held for sale (includes \$279 and \$0 at fair value)	30,814	24,231
Loans, net of unearned income	6,725,110	5,995,441
Less allowance for loan losses	(62,961)	(68,448)
Loans, net	6,662,149	5,926,993
Premises and equipment, net	189,302	178,165
Bank owned life insurance	123,129	105,493
Accrued interest receivable	26,494	25,786
Net deferred tax asset	156,408	197,613
Derivative financial instruments	25,463	20,082
Goodwill and other intangible assets	157,288	147,420
Other assets	140,379	94,075
Total assets	\$ 10,297,615	\$ 9,616,428
LIABILITIES AND SHAREHOLDERS' EQUITY		:
Liabilities:		
Deposits:		
Demand	\$ 2,568,756	\$ 2,204,755
NOW	1,821,353	1,975,884
Money market	1,798,548	1,599,637
Savings	544,029	471,129
Time	1,349,543	1,282,803
Brokered		
	359,370	338,985
Total deposits	8,441,599	7,873,193
Short-term borrowings	35,050	16,640
Federal Home Loan Bank advances	449,407	430,125
Long-term debt	174,959	163,836
Derivative financial instruments	32,548	28,825
Accrued expenses and other liabilities	84,759	85,524
Total liabilities	9,218,322	8,598,143
Shareholders' equity:		
Preferred stock, \$1 par value; 10,000,000 shares authorized;		
Series H; \$1,000 stated value; 0 and 9,992 shares issued and outstanding	=	9,992
Common stock, \$1 par value; 150,000,000 shares authorized;		
70,861,025 and 66,198,477 shares issued and outstanding	70,861	66,198
Common stock, non-voting, \$1 par value; 26,000,000 shares authorized;		
0 and 5,285,516 shares issued and outstanding	-	5,286
Common stock issuable; 520,014 and 458,953 shares	7,179	6,779
Capital surplus	1,274,909	1,286,361
Accumulated deficit	(273,314)	(330,879)
Accumulated other comprehensive loss	(342)	(25,452)
Total shareholders' equity	1,079,293	1,018,285
Total liabilities and shareholders' equity	\$ 10,297,615	\$ 9,616,428

## **Average Consolidated Balance Sheets and Net Interest Analysis**

For the Three Months Ended September 30,

			2016		2015				
		Average		Avg.	Average		Avg.		
(dollars in thousands, fully taxable equivalent (FTE))		Balance	Interest	Rate	Balance	Interest	Rate		
Assets:									
Interest-earning assets:									
Loans, net of unearned income (FTE) (1)(2)	\$	6,675,328	\$ 69,427	4.14 %	\$ 5,457,158	\$ 57,258	4.16 %		
Taxable securities (3)		2,588,037	15,284	2.36	2,367,417	12,624	2.13		
Tax-exempt securities (FTE) (1)(3)		22,113	219	3.96	28,889	290	4.02		
Federal funds sold and other interest-earning assets		157,972	754	1.91	155,957	948	2.43		
Total interest-earning assets (FTE)		9,443,450	85,684	3.61	8,009,421	71,120	3.53		
Non-interest-earning assets:									
Allowance for loan losses		(63,874)			(71,090)				
Cash and due from banks		100,775			80,678				
Premises and equipment		198,234			179,463				
Other assets (3)		602,690			435,060				
Total assets	\$	10,281,275			\$ 8,633,532				
Liabilities and Shareholders' Equity:									
Interest-bearing liabilities:									
Interest-bearing deposits:									
NOW	\$	1,744,473	452	.10	\$ 1,491,801	337	.09		
Money market		1,997,165	1,347	.27	1,737,740	981	.22		
Savings		537,447	43	.03	386,254	25	.03		
Time  Problems demosits		1,375,706	833	.24	1,277,829	1,155	.36		
Brokered time deposits  Total interest-bearing deposits	_	162,255 5,817,046	2,509	(.41) .17	268,716 5,162,340	(325)	(.48) .17		
• •									
Federal funds purchased and other borrowings Federal Home Loan Bank advances		42,234	98	.92 .69	72,909	99 461	.54 .65		
Long-term debt		583,312 177,333	1,015 2,828	6.34	281,429 152,105	2,669	.63 6.96		
Total borrowed funds		802,879	3,941	1.95	506,443	3,229	2.53		
Total interest-bearing liabilities  Non-interest-bearing liabilities:		6,619,925	6,450	.39	5,668,783	5,402	.38		
Non-interest-bearing deposits		2,490,019			1,972,291				
Other liabilities		103,859			95,342				
Total liabilities		9,213,803			7,736,416				
Shareholders' equity		1,067,472			897,116				
Total liabilities and shareholders' equity	\$	10,281,275			\$ 8,633,532				
Net interest revenue (FTE)			\$ 79,234			\$ 65,718			
Net interest-rate spread (FTE)				3.22 %			3.15 %		
			-			-			

<sup>(1)</sup> Interest revenue on tax-exempt securities and loans has been increased to reflect comparable interest on taxable securities and loans. The rate used was 39%, reflecting the statutory federal income tax rate and the federal tax adjusted state income tax rate.

<sup>(2)</sup> Included in the average balance of loans outstanding are loans where the accrual of interest has been discontinued and loans that are held for sale.

<sup>(3)</sup> Securities available for sale are shown at amortized cost. Pretax unrealized gains of \$30.4 million in 2016 and \$8.56 million in 2015 are included in other assets for purposes of this presentation.

<sup>(4)</sup> Net interest margin is taxable equivalent net-interest revenue divided by average interest-earning assets.

## **Average Consolidated Balance Sheets and Net Interest Analysis**

For the Nine Months Ended September 30,

		2016		2015				
	Average		Avg.	Average		Avg.		
(dollars in thousands, fully taxable equivalent (FTE))	Balance	Interest	Rate	Balance	Interest	Rate		
Assets:								
Interest-earning assets:								
Loans, net of unearned income (FTE) (1)(2)	\$ 6,277,972	\$ 196,956	4.19 %	\$ 5,069,270	\$ 160,204	4.23 %		
Taxable securities (3)	2,665,272	47,590	2.38	2,263,907	36,380	2.14		
Tax-exempt securities (FTE) (1)(3)	26,415	735	3.71	23,649	845	4.76		
Federal funds sold and other interest-earning assets	150,146	2,719	2.41	154,392	2,734	2.36		
Total interest-earning assets (FTE)	9,119,805	248,000	3.63	7,511,218	200,163	3.56		
Non-interest-earning assets:								
Allowance for loan losses	(66,142)			(71,425)				
Cash and due from banks	93,802			78,948				
Premises and equipment	187,019			169,037				
Other assets (3)	574,870			405,101				
Total assets	\$ 9,909,354			\$ 8,092,879				
Liabilities and Shareholders' Equity:								
Interest-bearing liabilities:								
Interest-bearing deposits:								
NOW	\$ 1,795,372	1,381	.10	\$ 1,462,344	1,079	.10		
Money market	1,901,903	3,661	.26	1,605,098	2,460	.20		
Savings	505,337	102	.03	340,878	71	.03		
Time	1,280,503	2,325	.24	1,253,047	3,816	.41		
Brokered time deposits	194,199	(273)	(.19)	272,688	(982)	(.48)		
Total interest-bearing deposits	5,677,314	7,196	.17	4,934,055	6,444	.17		
Federal funds purchased and other borrowings	29,427	278	1.26	52,385	279	.71		
Federal Home Loan Bank advances	506,524	2,731	.72	270,260	1,307	.65		
Long-term debt	168,955	8,178	6.47	131,338	7,481	7.62		
Total borrowed funds	704,906	11,187	2.12	453,983	9,067	2.67		
Total interest-bearing liabilities	6,382,220	18,383	.38	5,388,038	15,511	.38		
Non-interest-bearing liabilities:								
Non-interest-bearing deposits	2,374,076			1,793,181				
Other liabilities	102,421			93,218				
Total liabilities	8,858,717			7,274,437				
Shareholders' equity	1,050,637			818,442				
Total liabilities and shareholders' equity	\$ 9,909,354			\$ 8,092,879				
Net interest revenue (FTE)		\$ 229,617			\$ 184,652			
Net interest-rate spread (FTE)			3.25 %			3.18 %		
Net interest margin (FTE) (4)			3.36 %			3.29 %		
- · · · · · · · · · · · · · · · · · · ·		=	3.30 /0		:	3.27		

<sup>(1)</sup> Interest revenue on tax-exempt securities and loans has been increased to reflect comparable interest on taxable securities and loans. The rate used was 39%, reflecting the statutory federal income tax rate and the federal tax adjusted state income tax rate.

<sup>(2)</sup> Included in the average balance of loans outstanding are loans where the accrual of interest has been discontinued and loans that are held for sale.

<sup>(3)</sup> Securities available for sale are shown at amortized cost. Pretax unrealized gains of \$15.1 million in 2016 and \$12.7 million in 2015 are included in other assets for purposes of this presentation.

<sup>(4)</sup> Net interest margin is taxable equivalent net-interest revenue divided by average interest-earning assets.