UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2018

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from ___________ to ___________

Commission file number 001-35095

UNITED COMMUNITY BANKS, INC.

(Exact name of registrant as specified in its charter)

Georgia	**58-1807304**
(State of Incorporation)	**(I.R.S. Employer Identification No.)**
125 Highway 515 East Blairsville, Georgia	**30512**
Address of Principal Executive Offices	**(Zip Code)**

(706) 781-2265
(Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ **Accelerated filer ☐**

Non-accelerated filer ☐ (Do not check if a smaller reporting company) **Smaller reporting company ☐**

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

YES ☐ NO ☒

Common stock, par value $1 per share 79,125,271 shares outstanding as of April 30, 2018.

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Part I – Financial Information

UNITED COMMUNITY BANKS, INC.
Consolidated Statements of Income *(Unaudited)*

(in thousands, except per share data)	Three Months Ended March 31, 2018	2017
Interest revenue:		
Loans, including fees	$ 96,469	$ 72,727
Investment securities, including tax exempt of $972 and $279	18,295	17,712
Deposits in banks and short-term investments	526	519
Total interest revenue	115,290	90,958
Interest expense:		
Deposits:		
NOW	1,113	597
Money market	2,175	1,426
Savings	49	27
Time	2,956	1,008
Total deposit interest expense	6,293	3,058
Short-term borrowings	300	40
Federal Home Loan Bank advances	2,124	1,430
Long-term debt	3,288	2,876
Total interest expense	12,005	7,404
Net interest revenue	103,285	83,554
Provision for credit losses	3,800	800
Net interest revenue after provision for credit losses	99,485	82,754
Fee revenue:		
Service charges and fees	8,925	10,604
Mortgage loan and other related fees	5,359	4,424
Brokerage fees	872	1,410
Gains from sales of SBA/USDA loans	1,778	1,959
Securities losses, net	(940)	(2)
Other	6,402	3,679
Total fee revenue	22,396	22,074
Total revenue	121,881	104,828
Operating expenses:		
Salaries and employee benefits	42,875	36,691
Communications and equipment	4,632	4,918
Occupancy	5,613	4,949
Advertising and public relations	1,515	1,061
Postage, printing and supplies	1,637	1,370
Professional fees	4,044	3,044
FDIC assessments and other regulatory charges	2,476	1,283
Amortization of intangibles	1,898	973
Merger-related and other charges	2,054	2,054
Other	6,731	6,483
Total operating expenses	73,475	62,826
Net income before income taxes	48,406	42,002
Income tax expense	10,748	18,478
Net income	$ 37,658	$ 23,524
Net income available to common shareholders	$ 37,381	$ 23,524
Earnings per common share:		
Basic	$ .47	$ .33
Diluted	.47	.33
Weighted average common shares outstanding:		
Basic	79,205	71,700
Diluted	79,215	71,708

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Statements of Comprehensive Income *(Unaudited)*

(in thousands)	Three Months Ended March 31, 2018			Three Months Ended March 31, 2017		
	Before-tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before-tax Amount	Tax (Expense) Benefit	Net of Tax Amount
Net income	$ 48,406	$ (10,748)	$ 37,658	$ 42,002	$ (18,478)	$ 23,524
Other comprehensive income (loss):						
Unrealized gains (losses) on available-for-sale securities:						
Unrealized holding gains (losses) arising during period	(29,265)	7,155	(22,110)	6,508	(2,464)	4,044
Reclassification adjustment for losses included in net income	940	(221)	719	2	(1)	1
Net unrealized gains (losses)	(28,325)	6,934	(21,391)	6,510	(2,465)	4,045
Amortization of losses included in net income on available-for-sale securities transferred to held-to- maturity	222	(54)	168	310	(116)	194
Amortization of losses included in net income on terminated derivative financial instruments that were previously accounted for as cash flow hedges	147	(38)	109	413	(161)	252
Reclassification of disproportionate tax effect related to terminated cash flow hedges	-	-	-	-	3,400	3,400
Net cash flow hedge activity	147	(38)	109	413	3,239	3,652
Net actuarial loss on defined benefit pension plan	(5)	1	(4)	(800)	312	(488)
Amortization of prior service cost and actuarial losses included in net periodic pension cost for defined benefit pension plan	227	(58)	169	200	(79)	121
Net defined benefit pension plan activity	222	(57)	165	(600)	233	(367)
Total other comprehensive income (loss)	(27,734)	6,785	(20,949)	6,633	891	7,524
Comprehensive income	$ 20,672	$ (3,963)	$ 16,709	$ 48,635	$ (17,587)	$ 31,048

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Balance Sheets *(Unaudited)*

(in thousands, except share and per share data)	March 31, 2018	December 31, 2017
ASSETS		
Cash and due from banks	$ 136,201	$ 129,108
Interest-bearing deposits in banks	216,052	185,167
Cash and cash equivalents	352,253	314,275
Securities available for sale	2,419,049	2,615,850
Securities held to maturity (fair value $308,007 and $321,276)	312,080	321,094
Loans held for sale (includes $26,493 and $26,252 at fair value)	26,493	32,734
Loans and leases, net of unearned income	8,184,249	7,735,572
Less allowance for loan and lease losses	(61,085)	(58,914)
Loans and leases, net	8,123,164	7,676,658
Premises and equipment, net	208,243	208,852
Bank owned life insurance	189,759	188,970
Accrued interest receivable	31,349	32,459
Net deferred tax asset	86,520	88,049
Derivative financial instruments	27,202	22,721
Goodwill and other intangible assets	328,328	244,397
Other assets	159,815	169,401
Total assets	$ 12,264,255	$ 11,915,460
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Demand	$ 3,226,111	$ 3,087,797
NOW	2,106,145	2,131,939
Money market	2,052,486	2,016,748
Savings	677,020	651,742
Time	1,520,931	1,548,460
Brokered	410,747	371,011
Total deposits	9,993,440	9,807,697
Short-term borrowings	-	50,000
Federal Home Loan Bank advances	434,574	504,651
Long-term debt	325,955	120,545
Derivative financial instruments	33,236	25,376
Accrued expenses and other liabilities	120,295	103,857
Total liabilities	10,907,500	10,612,126
Shareholders' equity:		
Common stock, $1 par value; 150,000,000 shares authorized; 79,122,620 and 77,579,561 shares issued and outstanding	79,123	77,580
Common stock issuable; 612,831 and 607,869 shares	9,392	9,083
Capital surplus	1,496,307	1,451,814
Accumulated deficit	(181,877)	(209,902)
Accumulated other comprehensive loss	(46,190)	(25,241)
Total shareholders' equity	1,356,755	1,303,334
Total liabilities and shareholders' equity	$ 12,264,255	$ 11,915,460

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Statement of Changes in Shareholders' Equity *(Unaudited)*
For the Three Months Ended March 31,

(in thousands, except share and per share data)	Common Stock	Common Stock Issuable	Capital Surplus	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
Balance, December 31, 2016	$ 70,899	$ 7,327	$ 1,275,849	$ (251,857)	$ (26,483)	$ 1,075,735
Net income				23,524		23,524
Other comprehensive income					7,524	7,524
Common stock issued to dividend reinvestment plan and employee benefit plans (4,239 shares)	4		106			110
Amortization of stock option and restricted stock awards			1,321			1,321
Vesting of restricted stock, net of shares surrendered to cover payroll taxes (37,121 shares issued, 58,553 shares deferred)	38	883	(1,551)			(630)
Deferred compensation plan, net, including dividend equivalents		117				117
Shares issued from deferred compensation plan, net of shares surrendered to cover payroll taxes (32,279 shares)	32	(368)	229			(107)
Common stock dividends ($.09 per share)				(6,488)		(6,488)
Cumulative effect of change in accounting principle				437		437
Balance, March 31, 2017	$ 70,973	$ 7,959	$ 1,275,954	$ (234,384)	$ (18,959)	$ 1,101,543
Balance, December 31, 2017	$ 77,580	$ 9,083	$ 1,451,814	$ (209,902)	$ (25,241)	$ 1,303,334
Net income				37,658		37,658
Other comprehensive income					(20,949)	(20,949)
Common stock issued to dividend reinvestment plan and employee benefit plans (5,204 shares)	5		139			144
Common stock issued for acquisition (1,443,987 shares)	1,444		44,302			45,746
Amortization of stock option and restricted stock awards			1,148			1,148
Vesting of restricted stock and exercise of stock options, net of shares surrendered to cover payroll taxes (48,310 shares issued, 46,074 shares deferred)	48	850	(1,725)			(827)
Deferred compensation plan, net, including dividend equivalents		143				143
Shares issued from deferred compensation plan, net of shares surrendered to cover payroll taxes (45,558 shares)	46	(684)	629			(9)
Common stock dividends ($.12 per share)				(9,633)		(9,633)
Balance, March 31, 2018	$ 79,123	$ 9,392	$ 1,496,307	$ (181,877)	$ (46,190)	$ 1,356,755

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Statements of Cash Flows *(Unaudited)*

(in thousands)	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Operating activities:		
Net income	$ 37,658	$ 23,524
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	10,487	6,394
Provision for credit losses	3,800	800
Stock based compensation	1,148	1,321
Deferred income tax expense	10,225	19,059
Securities losses, net	940	2
Gains from sales of SBA/USDA loans	(1,778)	(1,959)
Net losses and write downs on sales of other real estate owned	188	373
Changes in assets and liabilities:		
Other assets and accrued interest receivable	(385)	4,784
Accrued expenses and other liabilities	1,371	(5,115)
Loans held for sale	8,833	13,387
Net cash provided by operating activities	72,487	62,570
Investing activities:		
Investment securities held to maturity:		
Proceeds from maturities and calls of securities held to maturity	13,832	13,351
Purchases of securities held to maturity	(4,781)	(13,433)
Investment securities available for sale:		
Proceeds from sales of securities available for sale	113,961	24,197
Proceeds from maturities and calls of securities available for sale	85,331	137,312
Purchases of securities available for sale	(30,161)	(147,614)
Net increase in loans	(79,404)	(15,873)
Purchase of bank owned life insurance	-	(10,000)
Proceeds from sales of premises and equipment	195	5
Purchases of premises and equipment	(6,107)	(3,404)
Net cash paid for acquisition	(56,800)	-
Proceeds from sale of other real estate	957	3,077
Net cash provided by (used in) investing activities	37,023	(12,382)
Financing activities:		
Net change in deposits	186,089	114,828
Net change in short-term borrowings	(264,923)	(5,000)
Repayments of long-term debt	(12,309)	-
Proceeds from FHLB advances	760,000	1,510,000
Repayments of FHLB advances	(830,000)	(1,650,000)
Proceeds from issuance of subordinated debt, net of issuance costs	98,188	-
Proceeds from issuance of common stock for dividend reinvestment and employee benefit plans	144	110
Cash paid for shares withheld to cover payroll taxes upon vesting of restricted stock	(836)	(737)
Cash dividends on common stock	(7,885)	(5,764)
Net cash used in financing activities	(71,532)	(36,563)
Net change in cash and cash equivalents, including restricted cash	37,978	13,625
Cash and cash equivalents, including restricted cash, at beginning of period	314,275	217,348
Cash and cash equivalents, including restricted cash, at end of period	$ 352,253	$ 230,973
Supplemental disclosures of cash flow information:		
Interest paid	$ 13,069	$ 8,089
Income taxes paid	811	680
Significant non-cash investing and financing transactions:		
Unsettled security purchases	4,790	14,000
Unsettled government guaranteed loan purchases	-	14,674
Unsettled government guaranteed loan sales	14,240	16,115
Transfers of loans to foreclosed properties	625	561
Acquisitions:		
Assets acquired	480,679	-
Liabilities assumed	350,433	-
Net assets acquired	130,246	-
Common stock issued in acquisitions	45,746	-

See accompanying notes to consolidated financial statements.

Note 1 – Accounting Policies

The accounting and financial reporting policies of United Community Banks, Inc. ("United") and its subsidiaries conform to accounting principles generally accepted in the United States ("GAAP") and reporting guidelines of banking regulatory authorities and regulators. The accompanying interim consolidated financial statements have not been audited. All material intercompany balances and transactions have been eliminated. In addition to those items mentioned below, a more detailed description of United's accounting policies is included in its Annual Report on Form 10-K for the year ended December 31, 2017.

In management's opinion, all accounting adjustments necessary to accurately reflect the financial position and results of operations on the accompanying financial statements have been made. These adjustments are normal and recurring accruals considered necessary for a fair and accurate statement. The results for interim periods are not necessarily indicative of results for the full year or any other interim periods.

Cash and Cash Equivalents

Restricted Cash

The terms of securitizations acquired with NLFC Holdings Corp. ("NLFC") require various restricted cash accounts. These cash accounts were funded from either a portion of the proceeds from the issuance of notes or from the collections on leases and loans that were conveyed in the securitization. These restricted cash accounts provide additional collateral to the note holders under specific provisions of the securitizations which govern when funds in these accounts may be released as well as conditions under which collections on contracts transferred to the securitizations may be used to fund deposits into the restricted cash accounts. At March 31, 2018, these restricted cash accounts totaled $11.8 million and were included in interest-bearing deposits in banks on the consolidated balance sheet.

Loans and Leases

Equipment Financing Lease Receivables

Equipment financing lease receivables are recorded as the sum of the future minimum lease payments, initial deferred costs and estimated or contractual residual values less unearned income. The determination of residual value is derived from a variety of sources including equipment valuation services, appraisals, and publicly available market data on recent sales transactions on similar equipment. The length of time until contract termination, the cyclical nature of equipment values and the limited marketplace for re-sale of certain leased assets are important variables considered in making this determination. Interest income is recognized as earned using the effective interest method. Direct fees and costs associated with the origination of leases are deferred and included as a component of equipment financing receivables. Net deferred fees or costs are recognized as an adjustment to interest income over the contractual life of the lease using the effective interest method.

Note 2 –Accounting Standards Updates and Recently Adopted Standards

Accounting Standards Updates

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. This update requires a lessee to recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election not to recognize lease assets and lease liabilities. For public entities, this update is effective for fiscal years beginning after December 15, 2018, with modified retrospective application to prior periods presented. Upon adoption, United expects to report higher assets and liabilities as a result of including leases on the consolidated balance sheet. At December 31, 2017, future minimum lease payments amounted to $27.1 million. United does not expect the new guidance to have a material impact on the consolidated statements of income or the consolidated statements of shareholders' equity.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The new guidance replaces the incurred loss impairment methodology in current GAAP with an expected credit loss methodology and requires consideration of a broader range of information to determine credit loss estimates. Financial assets measured at amortized cost will be presented at the net amount expected to be collected by using an allowance for credit losses. Purchased credit impaired loans will receive an allowance account at the acquisition date that represents a component of the purchase price allocation. Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses, with such allowance limited to the amount by which fair value is below amortized cost. Application of this update will primarily be on a modified retrospective approach, although the guidance for debt securities for which an other-than-temporary impairment has been recognized before the effective date and for loans previously covered by ASC 310-30, *Receivables – Loans and Debt Securities Acquired with Deteriorated Credit Quality* will be applied on a prospective basis. For public entities, this update is effective for fiscal years beginning after December 15, 2019. Upon adoption, United expects that the allowance for credit losses will be higher given the change to estimated losses for the estimated life of the financial asset, however management is still in the process of determining the magnitude of the increase. Management has formed a steering committee and has completed a gap assessment that will become the basis for a full project plan. United expects to run parallel for the four quarters leading up to the effective date to ensure it is prepared for implementation by the effective date.

Recently Adopted Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*. This ASU provides guidance on the recognition of revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance was effective for public entities for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, and was applied retrospectively either to each prior reporting period or with a cumulative effect recognized at the date of initial application. Because the guidance does not apply to revenue associated with financial instruments, including loans and securities, and revenue sources within scope were not materially affected, the new revenue recognition guidance did not have a material impact on the consolidated financial statements. United used the modified retrospective approach to adopting this guidance.

In January 2016, the FASB issued ASU 2016-1, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities*. The guidance in this update requires that equity investments (except those accounted for under the equity method of accounting) be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The guidance also simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. In addition, the guidance addresses various disclosure and presentation issues related to financial instruments. For public entities, this update was effective for fiscal years beginning after December 15, 2017 with early application permitted. The adoption of this update did not have a material impact on the consolidated financial statements. There was no opening balance sheet adjustment as a result of the adoption and the remainder of the standard was applied prospectively.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)*. This ASU requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. This guidance was effective for public entities for fiscal years beginning after December 15, 2017, including interim periods within that reporting period, and was applied retrospectively to each period presented. The adoption of this update did not have a material impact on the consolidated financial statements. There was no adjustment to prior periods as a result of the adoption.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. This ASU requires that an employer disaggregate the service cost component from the other components of net benefit cost. The amendments also provide explicit guidance on how to present the service cost component and the other components of net benefit cost and allow only the service cost component to be eligible for capitalization. For public entities, this update was effective for fiscal years beginning after December 15, 2017, with retrospective presentation of the service cost and other components and prospective application for any capitalization of service cost. The adoption of this update did not have a material impact on the consolidated financial statements.

Note 3 – Acquisitions

Acquisition of NLFC Holdings Corp.

On February 1, 2018, United completed the acquisition of NLFC and its wholly-owned subsidiary, Navitas Credit Corp ("Navitas"). Navitas is a specialty lending company providing equipment finance credit services to small and medium-sized businesses nationwide. In connection with the acquisition, United acquired $394 million of assets and assumed $350 million of liabilities. Under the terms of the merger agreement, NLFC shareholders received $130 million in total consideration, $84.5 million of which was paid in cash and $45.7 million was paid in United common stock. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $87.0 million, representing the intangible value of NLFC's business and reputation within the markets it served. None of the goodwill recognized is expected to be deductible for income tax purposes.

United's operating results for the period ended March 31, 2018 include the operating results of the acquired assets and assumed liabilities for the period subsequent to the acquisition date of February 1, 2018.

The purchased assets and assumed liabilities were recorded at their acquisition date fair values and are summarized in the table below *(in thousands)*.

	As Recorded by NLFC	Fair Value Adjustments [1]	As Recorded by United
Assets			
Cash and cash equivalents	$ 27,700	$ -	$ 27,700
Loans and leases, net	365,533	(6,655)	358,878
Premises and equipment, net	628	(304)	324
Net deferred tax asset	-	2,737	2,737
Other assets	5,117	(1,066)	4,051
Total assets acquired	$ 398,978	$ (5,288)	$ 393,690
Liabilities			
Short-term borrowings	$ 214,923	$ -	$ 214,923
Long-term debt	119,402	-	119,402
Other liabilities	17,059	(951)	16,108
Total liabilities assumed	351,384	(951)	350,433
Excess of assets acquired over liabilities assumed	$ 47,594		
Aggregate fair value adjustments		$ (4,337)	
Total identifiable net assets			$ 43,257
Consideration transferred			
Cash			84,500
Common stock issued (1,443,987 shares)			45,746
Total fair value of consideration transferred			130,246
Goodwill			$ 86,989

(1) Fair values are preliminary and are subject to refinement for a period not to exceed one year after the closing date of an acquisition as information relative to closing date fair values becomes available.

The following table presents additional information related to the acquired loan and lease portfolio at the acquisition date *(in thousands)*:

		February 1, 2018
Accounted for pursuant to ASC 310-30:		
Contractually required principal and interest	$	22,164
Non-accretable difference		4,418
Cash flows expected to be collected		17,746
Accretable yield		1,830
Fair value	$	15,916
Excluded from ASC 310-30:		
Fair value	$	342,962
Gross contractual amounts receivable		391,998
Estimate of contractual cash flows not expected to be collected		9,171

In January 2018, after announcement of its intention to acquire NLFC but prior to the completion of the acquisition, United purchased $19.9 million in loans from NLFC in a transaction separate from the business combination.

Pro forma information

The following table discloses the impact of the merger with NLFC since the acquisition date through March 31, 2018. The table also presents certain pro forma information as if NLFC had been acquired on January 1, 2017. These results combine the historical results of the acquired entity with United's consolidated statement of income and, while adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not necessarily indicative of what would have occurred had the acquisition taken place in earlier years.

Merger-related costs from the NLFC acquisition of $4.71 million have been excluded from the three months 2018 pro forma information presented below and included in the three months 2017 pro forma information below. The actual results and pro forma information were as follows *(in thousands)*:

	Three Months Ended March 31,			
		Revenue		Net Income
2018				
Actual NLFC results included in statement of income since acquisition date	$	3,613	$	810
Supplemental consolidated pro forma as if NLFC had been acquired January 1, 2017		124,831		39,065
2017				
Supplemental consolidated pro forma as if NLFC had been acquired January 1, 2017	$	108,506	$	20,880

Acquisition of Four Oaks Fincorp, Inc.

On November 1, 2017, United completed the acquisition of Four Oaks FinCorp, Inc. ("FOFN") and its wholly-owned bank subsidiary, Four Oaks Bank & Trust Company. Information related to the fair value of assets and liabilities acquired from FOFN is included in United's Annual Report on Form 10-K for the year ended December 31, 2017. During first quarter 2018, within the one-year measurement period, United received additional information regarding the acquisition date fair values of loans held for sale and servicing assets. As a result, the provisional values assigned to the acquired loans held for sale and servicing assets have been adjusted to $10.7 million and $65,000, respectively, which represent an increase of $2.59 million and a decrease of $354,000, respectively, from amounts previously disclosed. The tax effect of these adjustments was reflected as a decrease to the deferred tax asset of $1.08 million, with the net amount of $1.16 million reflected as a decrease to goodwill.

Note 4 – Balance Sheet Offsetting and Repurchase Agreements Accounted for as Secured Borrowings

United enters into reverse repurchase agreements in order to invest short-term funds. In addition, United enters into repurchase agreements and reverse repurchase agreements with the same counterparty in transactions commonly referred to as collateral swaps that are subject to master netting agreements under which the balances are netted in the balance sheet in accordance with ASC 210-20, *Offsetting.*

The following table presents a summary of amounts outstanding under reverse repurchase agreements and derivative financial instruments including those entered into in connection with the same counterparty under master netting agreements as of the dates indicated *(in thousands)*.

March 31, 2018	**Gross Amounts of Recognized Assets**	**Gross Amounts Offset on the Balance Sheet**	**Net Asset Balance**	**Gross Amounts not Offset in the Balance Sheet**		**Net Amount**
				Financial Instruments	**Collateral Received**	
Repurchase agreements / reverse repurchase agreements	$ 50,000	$ (50,000)	$ -	$ -	$ -	$ -
Derivatives	27,202	-	27,202	(4,065)	(12,069)	11,068
Total	$ 77,202	$ (50,000)	$ 27,202	$ (4,065)	$ (12,069)	$ 11,068
Weighted average interest rate of reverse repurchase agreements	2.25%					

	Gross Amounts of Recognized Liabilities	**Gross Amounts Offset on the Balance Sheet**	**Net Liability Balance**	**Gross Amounts not Offset in the Balance Sheet**		**Net Amount**
				Financial Instruments	**Collateral Pledged**	
Repurchase agreements / reverse repurchase agreements	$ 50,000	$ (50,000)	$ -	$ -	$ -	$ -
Derivatives	33,236	-	33,236	(4,065)	(18,461)	10,710
Total	$ 83,236	$ (50,000)	$ 33,236	$ (4,065)	$ (18,461)	$ 10,710
Weighted average interest rate of repurchase agreements	1.50%					

December 31, 2017	**Gross Amounts of Recognized Assets**	**Gross Amounts Offset on the Balance Sheet**	**Net Asset Balance**	**Gross Amounts not Offset in the Balance Sheet**		**Net Amount**
				Financial Instruments	**Collateral Received**	
Repurchase agreements / reverse repurchase agreements	$ 100,000	$ (100,000)	$ -	$ -	$ -	$ -
Derivatives	22,721	-	22,721	(1,490)	(6,369)	14,862
Total	$ 122,721	$ (100,000)	$ 22,721	$ (1,490)	$ (6,369)	$ 14,862
Weighted average interest rate of reverse repurchase agreements	1.95%					

	Gross Amounts of Recognized Liabilities	**Gross Amounts Offset on the Balance Sheet**	**Net Liability Balance**	**Gross Amounts not Offset in the Balance Sheet**		**Net Amount**
				Financial Instruments	**Collateral Pledged**	
Repurchase agreements / reverse repurchase agreements	$ 100,000	$ (100,000)	$ -	$ -	$ -	$ -
Derivatives	25,376	-	25,376	(1,490)	(17,190)	6,696
Total	$ 125,376	$ (100,000)	$ 25,376	$ (1,490)	$ (17,190)	$ 6,696
Weighted average interest rate of repurchase agreements	1.20%					

At March 31, 2018, United recognized the right to reclaim cash collateral of $18.5 million and the obligation to return cash collateral of $12.1 million. At December 31, 2017, United recognized the right to reclaim cash collateral of $17.2 million and the obligation to return cash collateral of $6.37 million. The right to reclaim cash collateral and the obligation to return cash collateral were included in the consolidated balance sheets in other assets and other liabilities, respectively.

The following table presents additional detail regarding repurchase agreements accounted for as secured borrowings and the securities underlying these agreements as of the dates indicated *(in thousands)*.

	Remaining Contractual Maturity of the Agreements				
As of March 31, 2018	**Overnight and Continuous**	**Up to 30 Days**	**30 to 90 Days**	**91 to 110 days**	**Total**
Mortgage-backed securities	$ -	$ -	$ -	$ 50,000	$ 50,000
Total	$ -	$ -	$ -	$ 50,000	$ 50,000
Gross amount of recognized liabilities for repurchase agreements in offsetting disclosure					$ 50,000
Amounts related to agreements not included in offsetting disclosure					$ -

	Remaining Contractual Maturity of the Agreements				
As of December 31, 2017	**Overnight and Continuous**	**Up to 30 Days**	**30 to 90 Days**	**91 to 110 days**	**Total**
Mortgage-backed securities	$ -	$ -	$ 100,000	$ -	$ 100,000
Total	$ -	$ -	$ 100,000	$ -	$ 100,000
Gross amount of recognized liabilities for repurchase agreements in offsetting disclosure					$ 100,000
Amounts related to agreements not included in offsetting disclosure					$ -

United is obligated to promptly transfer additional securities if the market value of the securities falls below the repurchase agreement price. United manages this risk by maintaining an unpledged securities portfolio that it believes is sufficient to cover a decline in the market value of the securities sold under agreements to repurchase.

Note 5 – Securities

The amortized cost basis, unrealized gains and losses and fair value of securities held-to-maturity as of the dates indicated are as follows *(in thousands)*.

	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
As of March 31, 2018				
State and political subdivisions	$ 67,258	$ 1,118	$ 633	$ 67,743
Mortgage-backed securities (1)	244,822	1,372	5,930	240,264
Total	$ 312,080	$ 2,490	$ 6,563	$ 308,007
As of December 31, 2017				
State and political subdivisions	$ 71,959	$ 1,574	$ 178	$ 73,355
Mortgage-backed securities (1)	249,135	2,211	3,425	247,921
Total	$ 321,094	$ 3,785	$ 3,603	$ 321,276

The cost basis, unrealized gains and losses, and fair value of securities available-for-sale as of the dates indicated are presented below *(in thousands)*.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of March 31, 2018				
U.S. Treasuries	$ 122,156	$ -	$ 2,570	$ 119,586
U.S. Government agencies	25,955	265	319	25,901
State and political subdivisions	203,430	228	2,634	201,024
Mortgage-backed securities (1)	1,693,380	3,721	34,125	1,662,976
Corporate bonds	199,412	773	1,635	198,550
Asset-backed securities	210,445	992	482	210,955
Other	57	-	-	57
Total	$ 2,454,835	$ 5,979	$ 41,765	$ 2,419,049
As of December 31, 2017				
U.S. Treasuries	$ 122,025	$ -	$ 912	$ 121,113
U.S. Government agencies	26,129	269	26	26,372
State and political subdivisions	195,663	2,019	396	197,286
Mortgage-backed securities (1)	1,738,056	7,089	17,934	1,727,211
Corporate bonds	305,265	1,513	425	306,353
Asset-backed securities	236,533	1,078	153	237,458
Other	57	-	-	57
Total	$ 2,623,728	$ 11,968	$ 19,846	$ 2,615,850

(1) All are residential type mortgage-backed securities or U.S. government agency commercial mortgage backed securities.

Securities with a carrying value of $876 million and $1.04 billion were pledged to secure public deposits, derivatives and other secured borrowings at March 31, 2018 and December 31, 2017, respectively.

The following table summarizes held-to-maturity securities in an unrealized loss position as of the dates indicated (*in thousands)*.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of March 31, 2018						
State and political subdivisions	$ 37,160	$ 633	$ -	$ -	$ 37,160	$ 633
Mortgage-backed securities	110,751	3,012	62,629	2,918	173,380	5,930
Total unrealized loss position	$ 147,911	$ 3,645	$ 62,629	$ 2,918	$ 210,540	$ 6,563
As of December 31, 2017						
State and political subdivisions	$ 8,969	$ 178	$ -	$ -	$ 8,969	$ 178
Mortgage-backed securities	95,353	1,448	65,868	1,977	161,221	3,425
Total unrealized loss position	$ 104,322	$ 1,626	$ 65,868	$ 1,977	$ 170,190	$ 3,603

The following table summarizes available-for-sale securities in an unrealized loss position as of the dates indicated *(in thousands)*.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of March 31, 2018						
U.S. Treasuries	$ 119,586	$ 2,570	$ -	$ -	$ 119,586	$ 2,570
U.S. Government agencies	19,895	303	1,640	16	21,535	319
State and political subdivisions	155,125	2,549	5,066	85	160,191	2,634
Mortgage-backed securities	1,065,689	21,354	312,916	12,771	1,378,605	34,125
Corporate bonds	117,081	1,535	900	100	117,981	1,635
Asset-backed securities	68,962	478	5,053	4	74,015	482
Total unrealized loss position	$ 1,546,338	$ 28,789	$ 325,575	$ 12,976	$ 1,871,913	$ 41,765
As of December 31, 2017						
U.S. Treasuries	$ 121,113	$ 912	$ -	$ -	$ 121,113	$ 912
U.S. Government agencies	1,976	13	1,677	13	3,653	26
State and political subdivisions	61,494	365	5,131	31	66,625	396
Mortgage-backed securities	964,205	8,699	328,923	9,235	1,293,128	17,934
Corporate bonds	55,916	325	900	100	56,816	425
Asset-backed securities	28,695	126	5,031	27	33,726	153
Total unrealized loss position	$ 1,233,399	$ 10,440	$ 341,662	$ 9,406	$ 1,575,061	$ 19,846

At March 31, 2018, there were 276 available-for-sale securities and 67 held-to-maturity securities that were in an unrealized loss position. United does not intend to sell nor believes it will be required to sell securities in an unrealized loss position prior to the recovery of their amortized cost basis. Unrealized losses at March 31, 2018 were primarily attributable to changes in interest rates.

Management evaluates securities for other-than-temporary impairment on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, among other factors. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and industry analysts' reports. No impairment charges were recognized during the three months ended March 31, 2018 or 2017.

Realized gains and losses are derived using the specific identification method for determining the cost of securities sold. The following table summarizes available-for-sale securities sales activity for the three months ended March 31, 2018 and 2017 *(in thousands)*.

	Three Months Ended March 31,	
	2018	2017
Proceeds from sales	$ 113,961	$ 24,197
Gross gains on sales	$ 417	$ 98
Gross losses on sales	(1,357)	(100)
Net losses on sales of securities	$ (940)	$ (2)
Income tax benefit attributable to sales	$ (221)	$ (1)

The amortized cost and fair value of held-to-maturity and available-for-sale securities at March 31, 2018, by contractual maturity, are presented in the following table *(in thousands)*.

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	**Fair Value**	**Amortized Cost**	**Fair Value**
US Treasuries:				
1 to 5 years	$ 74,495	$ 72,916	$ -	$ -
5 to 10 years	47,661	46,670	-	-
	122,156	119,586	-	-
US Government agencies:				
1 to 5 years	18,859	18,588	-	-
5 to 10 years	1,990	1,945	-	-
More than 10 years	5,106	5,368	-	-
	25,955	25,901	-	-
State and political subdivisions:				
Within 1 year	1,500	1,503	5,431	5,475
1 to 5 years	45,297	44,826	13,075	13,497
5 to 10 years	27,558	27,167	10,509	11,160
More than 10 years	129,075	127,528	38,243	37,611
	203,430	201,024	67,258	67,743
Corporate bonds:				
1 to 5 years	181,136	180,705	-	-
5 to 10 years	17,276	16,945	-	-
More than 10 years	1,000	900	-	-
	199,412	198,550	-	-
Asset-backed securities:				
1 to 5 years	5,842	5,995	-	-
5 to 10 years	48,479	48,643	-	-
More than 10 years	156,124	156,317	-	-
	210,445	210,955	-	-
Other:				
More than 10 years	57	57	-	-
	57	57	-	-
Total securities other than mortgage-backed securities:				
Within 1 year	1,500	1,503	5,431	5,475
1 to 5 years	325,629	323,030	13,075	13,497
5 to 10 years	142,964	141,370	10,509	11,160
More than 10 years	291,362	290,170	38,243	37,611
Mortgage-backed securities	1,693,380	1,662,976	244,822	240,264
	$ 2,454,835	$ 2,419,049	$ 312,080	$ 308,007

Expected maturities may differ from contractual maturities because issuers and borrowers may have the right to call or prepay obligations.

Note 6 – Loans and Leases and Allowance for Credit Losses

Major classifications of the loan and lease portfolio (collectively referred to as the "loan portfolio" or "loans") are summarized as of the dates indicated as follows *(in thousands)*.

	March 31, 2018	December 31, 2017
Owner occupied commercial real estate	$ 1,897,826	$ 1,923,993
Income producing commercial real estate	1,677,300	1,595,174
Commercial & industrial	1,142,428	1,130,990
Commercial construction	690,530	711,936
Equipment financing	422,532	-
Total commercial	5,830,616	5,362,093
Residential mortgage	992,111	973,544
Home equity lines of credit	712,275	731,227
Residential construction	189,662	183,019
Consumer direct	143,737	127,504
Indirect auto	315,848	358,185
Total loans	8,184,249	7,735,572
Less allowance for loan losses	(61,085)	(58,914)
Loans, net	$ 8,123,164	$ 7,676,658

At March 31, 2018 and December 31, 2017, loans totaling $3.84 billion and $3.73 billion, respectively, were pledged as collateral to secure Federal Home Loan Bank advances, securitized notes payable and other contingent funding sources.

At March 31, 2018, the carrying value and outstanding balance of purchased credit impaired ("PCI") loans accounted for under ASC 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*, were $101 million and $146 million, respectively. At December 31, 2017, the carrying value and outstanding balance of PCI loans were $98.5 million and $142 million, respectively. The following table presents changes in the value of the accretable yield for PCI loans for the periods indicated *(in thousands)*:

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Balance at beginning of period	$ 17,686	$ 7,981
Additions due to acquisitions	1,830	-
Accretion	(2,546)	(1,690)
Reclassification from nonaccretable difference	591	889
Changes in expected cash flows that do not affect nonaccretable difference	475	582
Balance at end of period	$ 18,036	$ 7,762

In addition to the accretable yield on PCI loans, the fair value adjustments on purchased loans outside the scope of ASC 310-30 are also accreted to interest revenue over the life of the loans. At March 31, 2018 and December 31, 2017, the remaining accretable fair value discount on loans acquired through a business combination and not accounted for under ASC 310-30 were $4.97 million and $14.7 million, respectively. In addition, indirect auto loans purchased at a premium outside of a business combination have a remaining premium of $6.55 million and $7.84 million, respectively, as of March 31, 2018 and December 31, 2017. During the three months ended March 31, 2018, United did not purchase any indirect auto loans. During the three months ended March 31, 2017, United purchased indirect auto loans of $39.8 million.

At March 31, 2018, equipment financing assets included leases of $24.9 million. The components of the net investment in leases are presented below *(in thousands)*.

	March 31, 2018
Minimum future lease payments receivable	$ 26,098
Estimated residual value of leased equipment	3,480
Initial direct costs	111
Security deposits	(1,184)
Purchase accounting premium	1,388
Unearned income	(4,949)
Net investment in leases	$ 24,944

Minimum future lease payments expected to be received from lease contracts as of March 31, 2018 are as follows *(in thousands)*:

Year	
Remainder of 2018	$ 8,469
2019	8,337
2020	5,504
2021	2,656
2022	1,053
Thereafter	79
Total	$ 26,098

Allowance for Credit Losses

The allowance for loan losses represents management's estimate of probable incurred losses in the loan portfolio as of the end of the period. The allowance for unfunded commitments is included in other liabilities in the consolidated balance sheet. Combined, the allowance for loan losses and allowance for unfunded commitments are referred to as the allowance for credit losses.

The following table presents the balance and activity in the allowance for credit losses by portfolio segment for the periods indicated *(in thousands)*.

Three Months Ended March 31, 2018	Beginning Balance	Charge-Offs	Recoveries	(Release) Provision	Ending Balance
Owner occupied commercial real estate	$ 14,776	$ (60)	$ 103	$ (258)	$ 14,561
Income producing commercial real estate	9,381	(657)	235	817	9,776
Commercial & industrial	3,971	(384)	389	99	4,075
Commercial construction	10,523	(363)	97	(223)	10,034
Equipment financing	-	(139)	97	2,333	2,291
Residential mortgage	10,097	(70)	123	71	10,221
Home equity lines of credit	5,177	(124)	35	(156)	4,932
Residential construction	2,729	-	64	251	3,044
Consumer direct	710	(651)	160	514	733
Indirect auto	1,550	(436)	80	224	1,418
Total allowance for loan losses	58,914	(2,884)	1,383	3,672	61,085
Allowance for unfunded commitments	2,312	-	-	128	2,440
Total allowance for credit losses	$ 61,226	$ (2,884)	$ 1,383	$ 3,800	$ 63,525

Three Months Ended March 31, 2017	Beginning Balance	Charge-Offs	Recoveries	(Release) Provision	Ending Balance
Owner occupied commercial real estate	$ 16,446	$ (25)	$ 237	$ (989)	$ 15,669
Income producing commercial real estate	8,843	(897)	27	905	8,878
Commercial & industrial	3,810	(216)	368	(237)	3,725
Commercial construction	13,405	(202)	572	(985)	12,790
Residential mortgage	8,545	(542)	12	1,056	9,071
Home equity lines of credit	4,599	(471)	49	353	4,530
Residential construction	3,264	-	9	(6)	3,267
Consumer direct	708	(442)	207	136	609
Indirect auto	1,802	(420)	55	567	2,004
Total allowance for loan losses	61,422	(3,215)	1,536	800	60,543
Allowance for unfunded commitments	2,002	-	-	-	2,002
Total allowance for credit losses	$ 63,424	$ (3,215)	$ 1,536	$ 800	$ 62,545

The following table represents the recorded investment in loans by portfolio segment and the balance of the allowance for loan losses assigned to each segment based on the method of evaluating the loans for impairment as of the dates indicated *(in thousands)*.

	Allowance for Credit Losses							
	March 31, 2018				December 31, 2017			
	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance
Owner occupied commercial real estate	$ 1,686	$ 12,875	$ -	$ 14,561	$ 1,255	$ 13,521	$ -	$ 14,776
Income producing commercial real estate	631	9,085	60	9,776	562	8,813	6	9,381
Commercial & industrial	61	4,014	-	4,075	27	3,944	-	3,971
Commercial construction	151	9,775	108	10,034	156	10,367	-	10,523
Equipment financing	-	2,291	-	2,291	-	-	-	-
Residential mortgage	1,151	9,070	-	10,221	1,174	8,919	4	10,097
Home equity lines of credit	90	4,842	-	4,932	-	5,177	-	5,177
Residential construction	73	2,962	9	3,044	75	2,654	-	2,729
Consumer direct	7	724	2	733	7	700	3	710
Indirect auto	35	1,383	-	1,418	-	1,550	-	1,550
Total allowance for loan losses	3,885	57,021	179	61,085	3,256	55,645	13	58,914
Allowance for unfunded commitments	-	2,440	-	2,440	-	2,312	-	2,312
Total allowance for credit losses	$ 3,885	$ 59,461	$ 179	$ 63,525	$ 3,256	$ 57,957	$ 13	$ 61,226

	Loans Outstanding							
	March 31, 2018				December 31, 2017			
	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance
Owner occupied commercial real estate	$ 24,051	$ 1,853,032	$ 20,743	$ 1,897,826	$ 21,823	$ 1,876,411	$ 25,759	$ 1,923,993
Income producing commercial real estate	16,320	1,621,347	39,633	1,677,300	16,483	1,533,851	44,840	1,595,174
Commercial & industrial	2,536	1,139,101	791	1,142,428	2,654	1,126,894	1,442	1,130,990
Commercial construction	3,910	676,727	9,893	690,530	3,813	699,266	8,857	711,936
Equipment financing	-	408,935	13,597	422,532	-	-	-	-
Residential mortgage	14,921	964,665	12,525	992,111	14,193	946,210	13,141	973,544
Home equity lines of credit	341	709,853	2,081	712,275	101	728,235	2,891	731,227
Residential construction	1,571	187,642	449	189,662	1,577	180,978	464	183,019
Consumer direct	268	142,090	1,379	143,737	270	126,114	1,120	127,504
Indirect auto	1,355	314,493	-	315,848	1,396	356,789	-	358,185
Total loans	$ 65,273	$ 8,017,885	$ 101,091	$ 8,184,249	$ 62,310	$ 7,574,748	$ 98,514	$ 7,735,572

Impaired Loans

Management considers all non-PCI relationships that are on nonaccrual with a balance of $500,000 or greater and all troubled debt restructurings (“TDRs”) to be impaired. A loan is considered impaired when, based on current events and circumstances, it is probable that all amounts due according to the original contractual terms of the loan will not be collected. All TDRs are considered impaired regardless of accrual status. Impairment is measured based on the present value of expected future cash flows, discounted at the loan’s effective interest rate, the loan’s observable market price, or the fair value of the collateral if the loan is collateral dependent. A specific reserve is established for impaired loans for the amount of calculated impairment. Interest payments received on impaired nonaccrual loans are applied as a reduction of the recorded investment in the loan. For impaired loans not on nonaccrual status, interest is accrued according to the terms of the loan agreement. Loans are evaluated for impairment quarterly and specific reserves are established in the allowance for loan losses for any measured impairment.

Each quarter, management prepares an analysis of the allowance for credit losses to determine the appropriate balance that measures and quantifies the amount of probable incurred losses in the loan portfolio and unfunded loan commitments. The allowance is comprised of specific reserves on individually impaired loans, which are determined as described above, and general reserves which are determined based on historical loss experience as adjusted for current trends and economic conditions multiplied by a loss emergence period factor.

Management calculates the loss emergence period for each pool in the loan portfolio based on the weighted average length of time between the date a loan first exceeds 30 days past due and the date the loan is charged off.

On junior lien home equity loans, management has limited ability to monitor the delinquency status of the first lien unless the first lien is also held by United. As a result, management applies the weighted average historical loss factor for this category and appropriately adjusts it to reflect the increased risk of loss from these credits.

Management carefully reviews the resulting loss factors for each category of the loan portfolio and evaluates whether qualitative adjustments are necessary to take into consideration recent credit trends such as increases or decreases in past due, nonaccrual, criticized and classified loans, and other macro environmental factors such as changes in unemployment rates, lease vacancy rates and trends in property values and absorption rates.

Management believes that its method of determining the balance of the allowance for credit losses provides a reasonable and reliable basis for measuring and reporting losses that are incurred in the loan portfolio as of the reporting date.

When a loan officer determines that a loan is uncollectible, he or she is responsible for recommending that the loan be placed on nonaccrual status, evaluating the loan for impairment, and, if necessary, fully or partially charging off the loan or establishing a specific reserve. Full or partial charge-offs may also be recommended by the Collections Department, the Special Assets Department, the Loss Mitigation Department and the Foreclosure/OREO Department. Nonaccrual real estate loans are generally charged down to fair value less costs to sell at the time they are placed on nonaccrual status.

Commercial and consumer asset quality committees meet monthly to review charge-offs that have occurred during the previous month. Participants include the Chief Credit Officer, Senior Risk Officers and Senior Credit Officers.

Generally, closed-end retail loans (installment and residential mortgage loans) past due 90 cumulative days are written down to their collateral value less estimated selling costs. Open-end (revolving) unsecured retail loans which are past due 90 cumulative days from their contractual due date are generally charged-off.

The following table presents loans individually evaluated for impairment by class as of the dates indicated *(in thousands)*.

	March 31, 2018			December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:						
Owner occupied commercial real estate	$ 6,804	$ 5,880	$ -	$ 1,238	$ 1,176	$ -
Income producing commercial real estate	7,632	7,610	-	2,177	2,165	-
Commercial & industrial	248	134	-	1,758	1,471	-
Commercial construction	130	130	-	134	134	-
Equipment financing	-	-	-	-	-	-
Total commercial	14,814	13,754	-	5,307	4,946	-
Residential mortgage	3,587	3,404	-	2,661	2,566	-
Home equity lines of credit	550	234	-	393	101	-
Residential construction	455	395	-	405	330	-
Consumer direct	23	23	-	29	29	-
Indirect auto	62	61	-	1,396	1,396	-
Total with no related allowance recorded	19,491	17,871	-	10,191	9,368	-
With an allowance recorded:						
Owner occupied commercial real estate	18,912	18,171	1,686	21,262	20,647	1,255
Income producing commercial real estate	8,979	8,710	631	14,419	14,318	562
Commercial & industrial	2,869	2,402	61	1,287	1,183	27
Commercial construction	4,028	3,780	151	3,917	3,679	156
Equipment financing	-	-	-	-	-	-
Total commercial	34,788	33,063	2,529	40,885	39,827	2,000
Residential mortgage	11,961	11,517	1,151	12,086	11,627	1,174
Home equity lines of credit	116	107	90	-	-	-
Residential construction	1,262	1,176	73	1,325	1,247	75
Consumer direct	251	245	7	244	241	7
Indirect auto	1,295	1,294	35	-	-	-
Total with an allowance recorded	49,673	47,402	3,885	54,540	52,942	3,256
Total	$ 69,164	$ 65,273	$ 3,885	$ 64,731	$ 62,310	$ 3,256

As of March 31, 2018 and December 31, 2017, $3.89 million and $3.26 million, respectively, of specific reserves were allocated to customers whose loan terms have been modified in TDRs. United committed to lend additional amounts totaling up to $82,000 and $75,000 as of March 31, 2018 and December 31, 2017, respectively, to customers with outstanding loans that are classified as TDRs.

The modification of the TDR terms included one or a combination of the following: a reduction of the stated interest rate of the loan or an extension of the amortization period that would not otherwise be considered in the current market for new debt with similar risk characteristics; a restructuring of the borrower's debt into an "A/B note structure" where the A note would fall within the borrower's ability to pay and the remainder would be included in the B note; a mandated bankruptcy restructuring; or interest-only payment terms greater than 90 days where the borrower is unable to amortize the loan. Modified PCI loans are not accounted for as TDRs because they are not separated from the pools, and as such are not classified as impaired loans.

Loans modified under the terms of a TDR during the three months ended March 31, 2018 and 2017 are presented in the table below. In addition, the following table presents loans modified under the terms of a TDR that defaulted (became 90 days or more delinquent) during the periods presented and were initially restructured within one year prior to default *(dollars in thousands)*.

	New TDRs						TDRs Modified Within the Previous Twelve Months That Have Subsequently Defaulted during the Three Months Ended March 31,	
		Pre-Modification Outstanding	Post-Modification Outstanding Recorded Investment by Type of Modification					
Three Months Ended March 31, 2018	Number of Contracts	Recorded Investment	Rate Reduction	Structure	Other	Total	Number of Contracts	Recorded Investment
Owner occupied commercial real estate	3	$ 994	$ -	$ 978	$ -	$ 978	2	$ 1,586
Income producing commercial real estate	-	-	-	-	-	-	-	-
Commercial & industrial	1	81	-	5	-	5	-	-
Commercial construction	-	-	-	-	-	-	-	-
Equipment financing	-	-	-	-	-	-	-	-
Total commercial	4	1,075	-	983	-	983	2	1,586
Residential mortgage	2	340	-	340	-	340	-	-
Home equity lines of credit	-	-	-	-	-	-	-	-
Residential construction	-	-	-	-	-	-	-	-
Consumer direct	-	-	-	-	-	-	-	-
Indirect auto	-	-	-	-	-	-	-	-
Total loans	$ 6	$ 1,415	$ -	$ 1,323	$ -	$ 1,323	2	$ 1,586
Three Months Ended March 31, 2017								
Owner occupied commercial real estate	-	$ -	$ -	$ -	$ -	$ -	-	$ -
Income producing commercial real estate	-	-	-	-	-	-	-	-
Commercial & industrial	1	25	-	25	-	25	-	-
Commercial construction	-	-	-	-	-	-	-	-
Total commercial	1	25	-	25	-	25	-	-
Residential mortgage	7	353	-	353	-	353	2	655
Home equity lines of credit	-	-	-	-	-	-	-	-
Residential construction	1	40	40	-	-	40	-	-
Consumer direct	1	6	-	6	-	6	-	-
Indirect auto	-	-	-	-	-	-	-	-
Total loans	10	$ 424	$ 40	$ 384	$ -	$ 424	2	$ 655

TDRs that subsequently default and are placed on nonaccrual are charged down to the fair value of the collateral consistent with United's policy for nonaccrual loans.

The average balances of impaired loans and income recognized on impaired loans while they were considered impaired are presented below for the periods indicated *(in thousands)*.

	2018			2017		
Three Months Ended March 31,	**Average Balance**	**Interest Revenue Recognized During Impairment**	**Cash Basis Interest Revenue Received**	**Average Balance**	**Interest Revenue Recognized During Impairment**	**Cash Basis Interest Revenue Received**
Owner occupied commercial real estate	$ 24,658	$ 245	$ 280	$ 29,858	$ 345	$ 336
Income producing commercial real estate	16,433	210	235	28,410	351	345
Commercial & industrial	2,596	40	42	1,939	27	28
Commercial construction	3,936	51	52	5,001	53	53
Equipment financing	-	-	-	-	-	-
Total commercial	47,623	546	609	65,208	776	762
Residential mortgage	14,993	149	150	13,608	138	143
Home equity lines of credit	344	4	4	63	1	1
Residential construction	1,590	24	24	1,619	23	23
Consumer direct	291	5	5	287	5	6
Indirect auto	1,378	18	18	1,122	14	14
Total	$ 66,219	$ 746	$ 810	$ 81,907	$ 957	$ 949

Nonaccrual loans include both homogeneous loans that are collectively evaluated for impairment and individually evaluated impaired loans. United's policy is to place loans on nonaccrual status when, in the opinion of management, the principal and interest on a loan is not likely to be repaid in full or when the loan becomes 90 days past due and is not well secured and in the process of collection. When a loan is classified on nonaccrual status, interest previously accrued but not collected is reversed against current interest revenue. Principal and interest payments received on a nonaccrual loan are applied to reduce the loan's recorded investment.

PCI loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. However, these loans are considered to be performing, even though they may be contractually past due, as any non-payment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and is included in the resulting recognition of current period loan loss provision or future period yield adjustments. The accrual of interest is discontinued on PCI loans if management can no longer reliably estimate future cash flows on the loan. No PCI loans were classified as nonaccrual at March 31, 2018 or December 31, 2017 as the carrying value of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest revenue, through accretion of the difference between the carrying value of the loans and the expected cash flows, is being recognized on all PCI loans.

The gross additional interest revenue that would have been earned if the loans classified as nonaccrual had performed in accordance with the original terms was approximately $342,000 and $277,000 for the three months ended March 31, 2018 and 2017, respectively.

The following table presents the recorded investment in nonaccrual loans by loan class as of the dates indicated *(in thousands)*.

	March 31, 2018	**December 31, 2017**
Owner occupied commercial real estate	$ 6,757	$ 4,923
Income producing commercial real estate	3,942	3,208
Commercial & industrial	1,917	2,097
Commercial construction	574	758
Equipment financing	428	-
Total commercial	13,618	10,986
Residential mortgage	8,724	8,776
Home equity lines of credit	2,149	2,024
Residential construction	378	192
Consumer direct	146	43
Indirect auto	1,225	1,637
Total	$ 26,240	$ 23,658

Excluding PCI loans, substantially all loans more than 90 days past due were on nonaccrual status at March 31, 2018 and December 31, 2017. The following table presents the aging of the recorded investment in past due loans by class of loans as of the dates indicated *(in thousands)*.

	Loans Past Due				Loans Not		
As of March 31, 2018	**30 - 59 Days**	**60 - 89 Days**	**> 90 Days**	**Total**	**Past Due**	**PCI Loans**	**Total**
Owner occupied commercial real estate	$ 2,515	$ 3,034	$ 2,295	$ 7,844	$ 1,869,239	$ 20,743	$ 1,897,826
Income producing commercial real estate	518	732	2,865	4,115	1,633,552	39,633	1,677,300
Commercial & industrial	1,591	762	165	2,518	1,139,119	791	1,142,428
Commercial construction	643	261	316	1,220	679,417	9,893	690,530
Equipment financing	1,227	171	426	1,824	407,111	13,597	422,532
Total commercial	6,494	4,960	6,067	17,521	5,728,438	84,657	5,830,616
Residential mortgage	4,040	2,325	3,373	9,738	969,848	12,525	992,111
Home equity lines of credit	2,405	236	759	3,400	706,794	2,081	712,275
Residential construction	1,031	75	246	1,352	187,861	449	189,662
Consumer direct	724	92	85	901	141,457	1,379	143,737
Indirect auto	425	278	1,004	1,707	314,141	-	315,848
Total loans	15,119	7,966	11,534	34,619	8,048,539	101,091	8,184,249

	Loans Past Due				Loans Not		
As of December 31, 2017	**30 - 59 Days**	**60 - 89 Days**	**> 90 Days**	**Total**	**Past Due**	**PCI Loans**	**Total**
Owner occupied commercial real estate	$ 3,810	$ 1,776	$ 1,530	$ 7,116	$ 1,891,118	$ 25,759	$ 1,923,993
Income producing commercial real estate	1,754	353	1,939	4,046	1,546,288	44,840	1,595,174
Commercial & industrial	2,139	869	1,133	4,141	1,125,407	1,442	1,130,990
Commercial construction	568	132	158	858	702,221	8,857	711,936
Total commercial	8,271	3,130	4,760	16,161	5,265,034	80,898	5,362,093
Residential mortgage	6,717	1,735	3,438	11,890	948,513	13,141	973,544
Home equity lines of credit	3,246	225	578	4,049	724,287	2,891	731,227
Residential construction	885	105	93	1,083	181,472	464	183,019
Consumer direct	739	133	-	872	125,512	1,120	127,504
Indirect auto	1,152	459	1,263	2,874	355,311	-	358,185
Total loans	$ 21,010	$ 5,787	$ 10,132	$ 36,929	$ 7,600,129	$ 98,514	$ 7,735,572

Risk Ratings

United categorizes commercial loans, with the exception of equipment financing receivables, into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current industry and economic trends, among other factors. United analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a continual basis. United uses the following definitions for its risk ratings:

Watch. Loans in this category are presently protected from apparent loss; however, weaknesses exist that could cause future impairment, including the deterioration of financial ratios, past due status and questionable management capabilities. These loans require more than the ordinary amount of supervision. Collateral values generally afford adequate coverage, but may not be immediately marketable.

Substandard. These loans are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged. Specific and well-defined weaknesses exist that may include poor liquidity and deterioration of financial ratios. The loan may be past due and related deposit accounts experiencing overdrafts. There is the distinct possibility that United will sustain some loss if deficiencies are not corrected. If possible, immediate corrective action is taken.

Doubtful. Specific weaknesses characterized as Substandard that are severe enough to make collection in full highly questionable and improbable. There is no reliable secondary source of full repayment.

Loss. Loans categorized as Loss have the same characteristics as Doubtful; however, probability of loss is certain. Loans classified as Loss are charged off.

Equipment Financing Receivables and Consumer Purpose Loans. United applies a pass / fail grading system to all equipment financing receivables and consumer purpose loans. Under the pass / fail grading system, loans that become past due 90 days or are in bankruptcy are classified as "fail" and all other loans are classified as "pass". For reporting purposes, loans in these categories that are classified as "fail" are reported in the substandard column and all other loans are reported in the "pass" column.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

Based on the most recent analysis performed, the risk category of loans by class of loans as of the dates indicated is as follows *(in thousands)*.

	Pass	Watch	Substandard	Doubtful / Loss	Total
As of March 31, 2018					
Owner occupied commercial real estate	$ 1,807,564	$ 31,628	$ 37,891	$ -	$ 1,877,083
Income producing commercial real estate	1,596,626	17,825	23,216	-	1,637,667
Commercial & industrial	1,108,779	20,129	12,729	-	1,141,637
Commercial construction	653,223	22,459	4,955	-	680,637
Equipment financing	408,509	-	426	-	408,935
Total commercial	5,574,701	92,041	79,217	-	5,745,959
Residential mortgage	959,613	37	19,936	-	979,586
Home equity lines of credit	703,199	-	6,995	-	710,194
Residential construction	187,382	-	1,831	-	189,213
Consumer direct	140,783	595	980	-	142,358
Indirect auto	313,124	-	2,724	-	315,848
Total loans, excluding PCI loans	$ 7,878,802	$ 92,673	$ 111,683	$ -	$ 8,083,158
Owner occupied commercial real estate	$ 4,816	$ 4,970	$ 10,957	$ -	$ 20,743
Income producing commercial real estate	13,695	20,265	5,673	-	39,633
Commercial & industrial	330	270	191	-	791
Commercial construction	4,166	1,722	4,005	-	9,893
Equipment financing	13,183	-	414	-	13,597
Total commercial	36,190	27,227	21,240	-	84,657
Residential mortgage	8,555	395	3,575	-	12,525
Home equity lines of credit	1,436	-	645	-	2,081
Residential construction	396	-	53	-	449
Consumer direct	891	193	295	-	1,379
Indirect auto	-	-	-	-	-
Total PCI loans	$ 47,468	$ 27,815	$ 25,808	$ -	$ 101,091
As of December 31, 2017					
Owner occupied commercial real estate	$ 1,833,469	$ 33,571	$ 31,194	$ -	$ 1,898,234
Income producing commercial real estate	1,495,805	30,780	23,749	-	1,550,334
Commercial & industrial	1,097,907	18,052	13,589	-	1,129,548
Commercial construction	693,873	2,947	6,259	-	703,079
Total commercial	5,121,054	85,350	74,791	-	5,281,195
Residential mortgage	939,706	-	20,697	-	960,403
Home equity lines of credit	721,142	-	7,194	-	728,336
Residential construction	180,567	-	1,988	-	182,555
Consumer direct	125,860	-	524	-	126,384
Indirect auto	354,788	-	3,397	-	358,185
Total loans, excluding PCI loans	$ 7,443,117	$ 85,350	$ 108,591	$ -	$ 7,637,058
Owner occupied commercial real estate	$ 2,400	$ 8,163	$ 15,196	$ -	$ 25,759
Income producing commercial real estate	13,392	21,928	9,520	-	44,840
Commercial & industrial	383	672	387	-	1,442
Commercial construction	3,866	2,228	2,763	-	8,857
Total commercial	20,041	32,991	27,866	-	80,898
Residential mortgage	9,566	173	3,402	-	13,141
Home equity lines of credit	1,579	427	885	-	2,891
Residential construction	423	-	41	-	464
Consumer direct	1,076	10	34	-	1,120
Indirect auto	-	-	-	-	-
Total PCI loans	$ 32,685	$ 33,601	$ 32,228	$ -	$ 98,514

Note 7 – Reclassifications Out of Accumulated Other Comprehensive Income

The following table presents the details regarding amounts reclassified out of accumulated other comprehensive income for the periods indicated *(in thousands)*.

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income For the three months ended March 31, 2018	2017	Affected Line Item in the Statement Where Net Income is Presented
Realized losses on available-for-sale securities:			
	$ (940)	$ (2)	Securities losses, net
	221	1	Income tax benefit
	$ (719)	$ (1)	Net of tax
Amortization of losses included in net income on available-for-sale securities transferred to held to maturity:			
	$ (222)	$ (310)	Investment securities interest revenue
	54	116	Income tax benefit
	$ (168)	$ (194)	Net of tax
Amortization of losses included in net income on derivative financial instruments accounted for as cash flow hedges:			
Amortization of losses on de-designated positions	$ (147)	$ (149)	Money market deposit interest expense
Amortization of losses on de-designated positions	-	(264)	Federal Home Loan Bank advances interest expense
	(147)	(413)	Total before tax
	38	161	Income tax benefit
	$ (109)	$ (252)	Net of tax
Reclassification of disproportionate tax effect related to terminated cash flow hedges:			
	$ -	$ (3,400)	Income tax expense
Amortization of prior service cost and actuarial losses included in net periodic pension cost for defined benefit pension plan:			
Prior service cost	$ (167)	$ (140)	Salaries and employee benefits expense
Actuarial losses	(60)	(60)	Salaries and employee benefits expense
	(227)	(200)	Total before tax
	58	79	Income tax benefit
	$ (169)	$ (121)	Net of tax
Total reclassifications for the period	$ (1,165)	$ (3,968)	Net of tax

Amounts shown above in parentheses reduce earnings.

Note 8 – Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated *(in thousands, except per share data)*.

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Net income	$ 37,658	$ 23,524
Dividends and undistributed earnings allocated to unvested shares	(277)	-
Net income available to common shareholders	$ 37,381	$ 23,524
Weighted average shares outstanding:		
Basic	79,205	71,700
Effect of dilutive securities		
Stock options	10	8
Diluted	79,215	71,708
Net income per common share:		
Basic	$ .47	$ .33
Diluted	$ .47	$ .33

At March 31, 2018, United had the following potentially dilutive stock options and warrants outstanding: a warrant to purchase 219,909 shares of common stock at $61.40 per share; 32,464 shares of common stock issuable upon exercise of stock options granted to employees with a weighted average exercise price of $31.50.

At March 31, 2017, United had the following potentially dilutive stock options and warrants outstanding: a warrant to purchase 219,909 shares of common stock at $61.40 per share; 64,942 shares of common stock issuable upon exercise of stock options granted to employees with a weighted average exercise price of $28.34; and 575,835 shares of common stock issuable upon the vesting of restricted stock unit awards.

Note 9 – Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

United is exposed to certain risks arising from both its business operations and economic conditions. United principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. United manages interest rate risk primarily by managing the amount, sources, and duration of its investment securities portfolio and wholesale funding and through the use of derivative financial instruments. Specifically, United enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Derivative financial instruments are used to manage differences in the amount, timing, and duration of known or expected cash receipts and known or expected cash payments principally related to loans, investment securities, wholesale borrowings and deposits.

In conjunction with the FASB's fair value measurement guidance, United made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a gross basis.

The table below presents the fair value of derivative financial instruments as of the dates indicated as well as their classification on the consolidated balance sheet *(in thousands)*.

Interest Rate Products	Balance Sheet Location	March 31, 2018	December 31, 2017
Fair value hedge of corporate bonds	Derivative assets	$ -	$ 336
		$ -	$ 336
Fair value hedge of brokered CD's	Derivative liabilities	$ 2,377	$ 2,053
		$ 2,377	$ 2,053

Derivatives not designated as hedging instruments under ASC 815

Interest Rate Products	Balance Sheet Location	Fair Value March 31, 2018	Fair Value December 31, 2017
Customer derivative positions	Derivative assets	$ 993	$ 2,659
Dealer offsets to customer derivative positions	Derivative assets	12,332	6,867
Mortgage banking - loan commitment	Derivative assets	1,733	1,150
Mortgage banking - forward sales commitment	Derivative assets	-	13
Bifurcated embedded derivatives	Derivative assets	12,144	11,057
Interest rate caps	Derivative assets	-	639
		$ 27,202	$ 22,385
Customer derivative positions	Derivative liabilities	$ 14,942	$ 7,032
Dealer offsets to customer derivative positions	Derivative liabilities	273	1,551
Risk participations	Derivative liabilities	23	20
Mortgage banking - forward sales commitment	Derivative liabilities	233	49
Dealer offsets to bifurcated embedded derivatives	Derivative liabilities	14,935	14,279
De-designated hedges	Derivative liabilities	453	392
		$ 30,859	$ 23,323

Customer derivative positions are between United and certain commercial loan customers with offsetting positions to dealers under a back-to-back swap/cap program. United also has three interest rate swap contracts that are not designated as hedging instruments but are economic hedges of market-linked brokered certificates of deposit. The market-linked brokered certificates of deposit contain embedded derivatives that are bifurcated from the host instruments and are marked to market through earnings. The fair value marks on the market linked swaps and the bifurcated embedded derivatives tend to move in opposite directions with changes in 90-day London Interbank Offered Rate ("LIBOR") and therefore provide an economic hedge.

To accommodate customers, United occasionally enters into credit risk participation agreements with counterparty banks to accept a portion of the credit risk related to interest rate swaps. This allows customers to execute an interest rate swap with one bank while allowing for the distribution of the credit risk among participating members. Credit risk participation agreements arise when United contracts with other financial institutions, as a guarantor, to share credit risk associated with certain interest rate swaps. These agreements provide for reimbursement of losses resulting from a third party default on the underlying swap. These transactions are typically executed in conjunction with a participation in a loan with the same customer. Collateral used to support the credit risk for the underlying lending relationship is also available to offset the risk of the credit risk participation.

In addition, United originates certain residential mortgage loans with the intention of selling these loans. Between the time United enters into an interest-rate lock commitment to originate a residential mortgage loan that is to be held for sale and the time the loan is funded and eventually sold, United is subject to the risk of variability in market prices. United enters into forward sale agreements to mitigate risk and to protect the expected gain on the eventual loan sale. Most of this hedging activity is executed on a matched basis, with a loan sale commitment hedging a specific loan. The commitments to originate residential mortgage loans and forward loan sales commitments are freestanding derivative instruments. United accounts for most newly originated mortgage loans at fair value pursuant to the fair value option, and these loans are not reflected in the table above. Fair value adjustments on these derivative instruments are recorded within mortgage loan and other related fee income in the consolidated statement of income.

Cash Flow Hedges of Interest Rate Risk

At March 31, 2018 and December 31, 2017 United did not have any active cash flow hedges. Changes in balance sheet composition and interest rate risk position made cash flow hedges no longer necessary as protection against rising interest rates. The loss remaining in other comprehensive income on the de-designated swaps is being amortized into earnings over the original term of the swaps as the forecasted transactions that the swaps were originally designated to hedge are still expected to occur. United expects that $454,000 will be reclassified as an increase to interest expense over the next twelve months related to these cash flow hedges.

The table below presents the effect of cash flow hedges on the consolidated statements of income for the periods indicated *(in thousands)*.

	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Income (Effective Portion)		
	Location	**2018**	**2017**
Three Months Ended March 31,			
Interest rate swaps	Interest expense	$ (147)	$ (413)

Fair Value Hedges of Interest Rate Risk

United is exposed to changes in the fair value of certain of its fixed-rate obligations due to changes in interest rates. United uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in interest rates. Interest rate swaps designated as fair value hedges of brokered deposits involve the receipt of fixed-rate amounts from a counterparty in exchange for United making variable rate payments over the life of the agreements without the exchange of the underlying notional amount. Interest rate swaps designated as fair value hedges of fixed-rate investments involve the receipt of variable-rate payments from a counterparty in exchange for United making fixed-rate payments over the life of the instrument without the exchange of the underlying notional amount. At March 31, 2018, United had four interest rate swaps with a notional amount of $40.7 million that were designated as fair value hedges of interest rate risk and were pay-variable / receive-fixed swaps hedging the changes in the fair value of fixed-rate brokered time deposits resulting from changes in interest rates. At December 31, 2017, United had four interest rate swaps with an aggregate notional amount of $40.7 million that were designated as fair value hedges of interest rate risk and was pay-variable / receive-fixed, hedging the changes in the fair value of fixed-rate brokered time deposits resulting from changes in interest rates. Also at December 31, 2017, United had one interest rate swap with a notional value of $30 million that was designated as a pay-fixed / receive-variable fair value hedge of changes in the fair value of a fixed-rate corporate bond.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. United includes the gain or loss on the hedged items in the same income statement line item as the offsetting loss or gain on the related derivatives. During the three months ended March 31, 2018 and 2017, United recognized net losses of $79,000 and net losses of $125,000, respectively, related to ineffectiveness in the fair value hedging relationships. United also recognized a net increase in interest expense of $14,000 and a net reduction in interest expense of $32,000, respectively, for the three months ended March 31, 2018 and 2017 related to fair value hedges of brokered time deposits, which includes net settlements on the derivatives. United recognized an increase in interest revenue on securities of $17,000 and a reduction of interest revenue on securities of $93,000 during the three months ended March 31, 2018 and 2017, respectively, related to fair value hedges of corporate bonds.

The table below presents the effect of derivatives in fair value hedging relationships on the consolidated statement of income for the periods indicated *(in thousands)*.

	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative		Amount of Gain (Loss) Recognized in Income on Hedged Item	
		2018	**2017**	**2018**	**2017**
Three Months Ended March 31,					
Fair value hedges of brokered CDs	Interest expense	$ (693)	$ (274)	$ 545	$ 189
Fair value hedges of corporate bonds	Interest revenue	(336)	106	405	(146)
		$ (1,029)	$ (168)	$ 950	$ 43

In certain cases, the estate of deceased brokered certificate of deposit holders may put the certificate of deposit back to United at par upon the death of the holder. When these estate puts occur, a gain or loss is recognized for the difference between the fair value and the par amount of the deposits put back. The change in the fair value of brokered time deposits that are being hedged in fair value hedging relationships reported in the table above includes gains and losses from estate puts and such gains and losses are included in the amount of reported ineffectiveness gains or losses.

Derivatives Not Designated as Hedging Instruments under ASC 815

The table below presents the gains and losses recognized in income on derivatives not designated as hedging instruments under ASC 815 for the periods indicated *(in thousands)*.

	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative 2018	2017
Three Months Ended March 31,			
Customer derivatives and dealer offsets	Other fee revenue	$ 772	$ 475
Bifurcated embedded derivatives and dealer offsets	Other fee revenue	370	63
Interest rate caps	Other fee revenue	276	-
De-designated hedges	Other fee revenue	(67)	-
Mortgage banking derivatives	Mortgage loan revenue	1,264	124
Risk participations	Other fee revenue	(2)	4
		$ 2,613	$ 666

Credit-Risk-Related Contingent Features

United manages its credit exposure on derivatives transactions by entering into a bilateral credit support agreement with each counterparty. The credit support agreements require collateralization of exposures beyond specified minimum threshold amounts. The details of these agreements, including the minimum thresholds, vary by counterparty. As of March 31, 2018, collateral totaling $18.5 million was pledged toward derivatives in a liability position.

United's agreements with each of its derivative counterparties contain a provision where if either party defaults on any of its indebtedness, then it could also be declared in default on its derivative obligations. The agreements with derivatives counterparties also include provisions that if not met, could result in United being declared in default. United has agreements with certain of its derivative counterparties that contain a provision where if United fails to maintain its status as a well-capitalized institution or is subject to a prompt corrective action directive, the counterparty could terminate the derivative positions and United would be required to settle its obligations under the agreements. As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), all newly eligible derivatives entered into are cleared through a central clearinghouse. Derivatives that are centrally cleared do not have credit-risk-related features that require additional collateral if our credit rating were downgraded.

Note 10 – Stock-Based Compensation

United has an equity compensation plan that allows for grants of incentive stock options, nonqualified stock options, restricted stock and restricted stock unit awards (also referred to as "nonvested stock" awards), stock awards, performance share awards or stock appreciation rights. Options granted under the plan can have an exercise price no less than the fair market value of the underlying stock at the date of grant. The general terms of the plan include a vesting period (usually four years) with an exercisable period not to exceed ten years. Certain options, restricted stock and restricted stock unit awards provide for accelerated vesting if there is a change in control (as defined in the plan). Through March 31, 2018, incentive stock options, nonqualified stock options, restricted stock and restricted stock unit awards, base salary stock grants and performance share awards have been granted under the plan. As of March 31, 2018, 1.93 million additional awards remained available for grant under the plan.

The following table shows stock option activity for the first three months of 2018.

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinisic Value ($000)
Outstanding at December 31, 2017	60,287	$ 24.12		
Exercised	(7,000)	12.31		
Outstanding at March 31, 2018	53,287	25.67	2.7	$ 318
Exercisable at March 31, 2018	50,787	26.12	2.5	281

The fair value of each option is estimated on the date of grant using the Black-Scholes model. No stock options were granted during the three months ended March 31, 2018 and 2017.

United recognized $6,000 and $7,000 in compensation expense related to stock options during each of the three months ended March 31, 2018 and 2017, respectively. The amount of compensation expense was determined based on the fair value of the options at the time of grant, multiplied by the number of options granted that were expected to vest, which was then amortized over the vesting period.

The table below presents restricted stock units activity for the first three months of 2018.

Restricted Stock Unit Awards	Shares	Weighted-Average Grant-Date Fair Value	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinisic Value ($000)
Outstanding at December 31, 2017	663,817	$ 22.40		
Granted	7,507	28.94		
Vested	(115,899)	18.34		$ 3,713
Cancelled	(3,170)	21.45		
Outstanding at March 31, 2018	552,255	23.34	2.8	17,479

Compensation expense for restricted stock units is based on the fair value of restricted stock unit awards at the time of grant, which is equal to the value of United's common stock on the date of grant. United recognizes the impact of forfeitures as they occur. The value of restricted stock unit awards is amortized into expense over the vesting period. For the three months ended March 31, 2018 and 2017, compensation expense of $1.07 million and $1.26 million, respectively, was recognized related to restricted stock unit awards. In addition, for the three months ended March 31, 2018 and 2017, $68,000 and $52,000, respectively, was recognized in other operating expense for restricted stock unit awards granted to members of United's board of directors.

A deferred income tax benefit related to expense for options and restricted stock of $296,000 and $514,000 was included in the determination of income tax expense for the three months ended March 31, 2018 and 2017, respectively. As of March 31, 2018, there was $10.1 million of unrecognized expense related to non-vested stock options and restricted stock unit awards granted under the plan. That cost is expected to be recognized over a weighted-average period of 2.8 years.

Note 11 – Common and Preferred Stock Issued / Common Stock Issuable

United sponsors a Dividend Reinvestment and Share Purchase Plan ("DRIP") that allows participants who already own United's common stock to purchase additional shares directly from United. The DRIP also allows participants to automatically reinvest their quarterly dividends in additional shares of common stock without a commission. In the three months ended March 31, 2018 and 2017, 1,411 shares and 904 shares, respectively, were issued through the DRIP.

In addition, United has an Employee Stock Purchase Program ("ESPP") that allows eligible employees to purchase shares of common stock at a 10% discount, with no commission charges. During the first three months of 2018 and 2017, United issued 3,793 shares and 3,335 shares, respectively, through the ESPP.

United offers its common stock as an investment option in its deferred compensation plan. United also allows for the deferral of restricted stock unit awards. The common stock component of the deferred compensation plan is accounted for as an equity instrument and is reflected in the consolidated financial statements as common stock issuable. The deferred compensation plan does not allow for diversification once an election is made to invest in United's common stock and settlement must be accomplished in shares at the time the deferral period is completed. At March 31, 2018 and December 31, 2017, 612,831 and 607,869 shares of common stock, respectively, were issuable under the deferred compensation plan.

On March 22, 2016, United announced that its Board of Directors had authorized a program to repurchase up to $50 million of United's outstanding common stock through December 31, 2017. In November 2017, the Board of Directors extended this program to December 31, 2018. Under the program, the shares may be repurchased periodically in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased under the program depends on a number of factors, including the market price of United's common stock, general market and economic conditions, and applicable legal requirements. During the first three months of 2018 and 2017, United did not repurchase any shares under the program. As of March 31, 2018, $36.3 million of United's outstanding common stock may be repurchased under the program.

Note 12 – Income Taxes

The income tax provision for the three months ended March 31, 2018 and 2017 was $10.7 million and $18.5 million, respectively, which represents an effective tax rate of 22.2% and 44.0%, respectively, for each period. Upon reversal of United's former full deferred tax valuation allowance in 2013, certain disproportionate tax effects were retained in accumulated other comprehensive income (loss). During the first quarter of 2017, with the maturity and termination of certain dedesignated cash flow hedges, the disproportionate tax effect associated with these hedges was reversed and recorded as a tax expense of $3.40 million, which was the primary reason for the increase in the effective tax rate for that period.

At March 31, 2018 and December 31, 2017, United maintained a valuation allowance on its net deferred tax asset of $4.57 million and $4.41 million, respectively. Management assesses the valuation allowance recorded against its net deferred tax asset at each reporting period. The determination of whether a valuation allowance for its net deferred tax asset is appropriate is subject to considerable judgment and requires an evaluation of all the positive and negative evidence.

United evaluated the need for a valuation allowance at March 31, 2018. Based on the assessment of all the positive and negative evidence, management concluded that it is more likely than not that nearly all of its net deferred tax asset will be realized based upon future taxable income. The remaining valuation allowance of $4.57 million is related to specific state income tax credits that have short carryforward periods and are expected to expire unused.

The valuation allowance could fluctuate in future periods based on the assessment of the positive and negative evidence. Management's conclusion at March 31, 2018 that it was more likely than not that the net deferred tax asset of $86.5 million will be realized is based upon management's estimate of future taxable income. Management's estimate of future taxable income is based on internal forecasts that consider historical performance, various internal estimates and assumptions, as well as certain external data all of which management believes to be reasonable although inherently subject to significant judgment. If actual results differ significantly from the current estimates of future taxable income, even if caused by adverse macro-economic conditions, the valuation allowance may need to be increased for some or all of its net deferred tax asset. Such an increase to the net deferred tax asset valuation allowance could have a material adverse effect on United's financial condition and results of operations.

United is subject to income taxation in the United States and various state jurisdictions. United's federal and state income tax returns are filed on a consolidated basis. Currently, no years for which United filed a federal income tax return are under examination by the IRS, and there are no state tax examinations currently in progress. United is no longer subject to income tax examinations from state and local income tax authorities for years before 2014. Although it is not possible to know the ultimate outcome of future examinations, management believes that the liability recorded for uncertain tax positions is appropriate. At March 31, 2018 and December 31, 2017, unrecognized income tax benefits totaled $3.27 million and $3.16 million, respectively.

Note 13 – Assets and Liabilities Measured at Fair Value

Fair value measurements are determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, United uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). United has processes in place to review the significant valuation inputs and to reassess how the instruments are classified in the valuation framework.

Fair Value Hierarchy

Level 1 Valuation is based upon quoted prices (unadjusted) in active markets for identical assets or liabilities that United has the ability to access.

Level 2 Valuation is based upon quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption based on unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. United's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following is a description of the valuation methodologies used for assets and liabilities recorded at fair value.

Securities Available-for-Sale

Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, United States Department of Treasury ("Treasury") securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds, corporate debt securities and asset-backed securities and are valued based on observable inputs that include: quoted market prices for similar assets, quoted market prices that are not in an active market, or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the securities. Securities classified as Level 3 include asset-backed securities in less liquid markets. Securities classified as Level 3 are valued based on estimates obtained from broker-dealers and are not directly observable.

Deferred Compensation Plan Assets and Liabilities

Included in other assets in the consolidated balance sheet are assets related to employee deferred compensation plans. The assets associated with these plans are invested in mutual funds and classified as Level 1. Deferred compensation liabilities, also classified as Level 1, are carried at the fair value of the obligation to the employee, which mirrors the fair value of the invested assets and is included in other liabilities in the consolidated balance sheet.

Mortgage Loans Held for Sale

United has elected the fair value option for most of its newly originated mortgage loans held for sale in order to reduce certain timing differences and better match changes in fair values of the loans with changes in the value of derivative instruments used to economically hedge them. The fair value of mortgage loans held for sale is determined using quoted prices for a similar asset, adjusted for specific attributes of that loan (Level 2).

Loans

United does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for credit losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price, or the fair value of the collateral if repayment of the loan is dependent upon the sale of the underlying collateral.

Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. In accordance with ASC 820, *Fair Value Measures and Disclosures*, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, United records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, United records the impaired loan as nonrecurring Level 3.

Derivative Financial Instruments

United uses interest rate swaps and interest rate floors to manage its interest rate risk. The valuation of these instruments is typically determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts and the discounted expected variable cash payments. The variable cash payments are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. United also uses best effort and mandatory delivery forward loan sale commitments to hedge risk in its mortgage lending business.

To comply with the provisions of ASC 820, United incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, United has considered the effect of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although management has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of March 31, 2017, management had assessed the significance of the effect of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. Derivatives classified as Level 3 included structured derivatives for which broker quotes, used as a key valuation input, were not observable consistent with a Level 2 disclosure. The fair value of risk participations incorporates Level 3 inputs to evaluate the likelihood of customer default. The fair value of interest rate lock commitments, which is related to mortgage loan commitments, is categorized as Level 3 based on unobservable inputs for commitments that United does not expect to fund.

Servicing Rights for SBA/USDA Loans

United recognizes servicing rights upon the sale of SBA/USDA loans sold with servicing retained. Management has elected to carry this asset at fair value. Given the nature of the asset, the key valuation inputs are unobservable and management classifies this asset as Level 3.

Residential Mortgage Servicing Rights

United recognizes servicing rights upon the sale of residential mortgage loans sold with servicing retained. Effective January 1, 2017, management elected to carry this asset at fair value. Given the nature of the asset, the key valuation inputs are unobservable and management classifies this asset as Level 3.

Pension Plan Assets

For information on the fair value of pension plan assets, see Note 18 in the Annual Report on Form 10-K for the year ended December 31, 2017.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The table below presents United's assets and liabilities measured at fair value on a recurring basis as of the dates indicated, aggregated by the level in the fair value hierarchy within which those measurements fall *(in thousands)*.

March 31, 2018	Level 1	Level 2	Level 3	Total
Assets:				
Securities available for sale:				
U.S. Treasuries	$ 119,586	$ -	$ -	$ 119,586
U.S. Agencies	-	25,901	-	25,901
State and political subdivisions	-	201,024	-	201,024
Mortgage-backed securities	-	1,662,976	-	1,662,976
Corporate bonds	-	197,650	900	198,550
Asset-backed securities	-	210,955	-	210,955
Other	-	57	-	57
Mortgage loans held for sale	-	26,493	-	26,493
Deferred compensation plan assets	6,168	-	-	6,168
Servicing rights for SBA/USDA loans	-	-	7,470	7,470
Residential mortgage servicing rights	-	-	9,718	9,718
Derivative financial instruments	-	13,325	13,877	27,202
Total assets	$ 125,754	$ 2,338,381	$ 31,965	$ 2,496,100
Liabilities:				
Deferred compensation plan liability	$ 6,168	$ -	$ -	$ 6,168
Derivative financial instruments	-	15,448	17,788	33,236
Total liabilities	$ 6,168	$ 15,448	$ 17,788	$ 39,404

December 31, 2017	Level 1	Level 2	Level 3	Total
Assets:				
Securities available for sale				
U.S. Treasuries	$ 121,113	$ -	$ -	$ 121,113
U.S. Agencies	-	26,372	-	26,372
State and political subdivisions	-	197,286	-	197,286
Mortgage-backed securities	-	1,727,211	-	1,727,211
Corporate bonds	-	305,453	900	306,353
Asset-backed securities	-	237,458	-	237,458
Other	-	57	-	57
Mortgage loans held for sale	-	26,252	-	26,252
Deferred compensation plan assets	5,716	-	-	5,716
Servicing rights for SBA/USDA loans	-	-	7,740	7,740
Residential mortgage servicing rights	-	-	8,262	8,262
Derivative financial instruments	-	10,514	12,207	22,721
Total assets	$ 126,829	$ 2,530,603	$ 29,109	$ 2,686,541
Liabilities:				
Deferred compensation plan liability	$ 5,716	$ -	$ -	$ 5,716
Derivative financial instruments	-	8,632	16,744	25,376
Total liabilities	$ 5,716	$ 8,632	$ 16,744	$ 31,092

The following table shows a reconciliation of the beginning and ending balances for the periods indicated for assets measured at fair value on a recurring basis using significant unobservable inputs that are classified as Level 3 values *(in thousands)*.

	Derivative Asset	Derivative Liability	Servicing rights for SBA/USDA loans	Residential mortgage servicing rights	Securities Available-for-Sale
Three Months Ended March 31, 2018					
Balance at beginning of period	$ 12,207	$ 16,744	$ 7,740	$ 8,262	$ 900
Business combinations	-	-	(354)	-	-
Additions	-	-	479	926	-
Sales and settlements	(1,029)	(1,347)	(91)	(80)	-
Amounts included in earnings - fair value adjustments	2,699	2,391	(304)	610	-
Balance at end of period	$ 13,877	$ 17,788	$ 7,470	$ 9,718	$ 900
Three Months Ended March 31, 2017					
Balance at beginning of period	$ 11,777	$ 16,347	$ 5,752	$ -	$ 675
Transfer from amortization method to fair value	-	-	-	5,070	-
Additions	-	-	553	866	-
Sales and settlements	(384)	(550)	(263)	(40)	-
Amounts included in earnings - fair value adjustments	1,256	783	(45)	75	-
Balance at end of period	$ 12,649	$ 16,580	$ 5,997	$ 5,971	$ 675

The following table presents quantitative information about Level 3 fair value measurements for fair value on a recurring basis as of the dates indicated *(in thousands)*.

Level 3 Assets and Liabilities	Fair Value March 31, 2018	Fair Value December 31, 2017	Valuation Technique	Unobservable Inputs	Weighted Average March 31, 2018	Weighted Average December 31, 2017
Servicing rights for SBA/USDA loans	$ 7,470	$ 7,740	Discounted cash flow	Discount rate	12.8%	12.5%
				Prepayment rate	9.2%	8.3%
Residential mortgage servicing rights	9,718	8,262	Discounted cash flow	Discount rate	10.0%	10.0%
				Prepayment rate	8.4%	9.5%
Corporate bonds	900	900	Indicative bid provided by a broker	Multiple factors, including but not limited to, current operations, financial condition, cash flows, and recently executed financing transactions related to the company	N/A	N/A
Derivative assets – mortgage	1,733	1,150	Internal model	Pull through rate	81.5%	80%
Derivative assets - other	12,144	11,057	Dealer priced	Dealer priced	N/A	N/A
Derivative liabilities - risk participations	23	20	Internal model	Probable exposure rate	.5%	.4%
				Probability of default rate	1.8%	1.8%
Derivative liabilities - other	17,765	16,724	Dealer priced	Dealer priced	N/A	N/A

Fair Value Option

At March 31, 2018, mortgage loans held for sale for which the fair value option was elected had an aggregate fair value and outstanding principal balance of $26.5 million and $25.7 million, respectively. At December 31, 2017, mortgage loans held for sale for which the fair value option was elected had an aggregate fair value and outstanding principal balance of $26.3 million and $25.4 million, respectively. Interest income on these loans is calculated based on the note rate of the loan and is recorded in interest revenue. During the first quarters of 2018 and 2017, changes in fair value of these loans resulted in net losses of $72,000 and net gains of $252,000, respectively, which were recorded in mortgage loan and other related fees. These changes in fair value were mostly offset by hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

United may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of the lower of the amortized cost or fair value accounting or write-downs of individual assets due to impairment. The following table presents the fair value hierarchy and carrying value of all assets that were still held as of March 31, 2018 and December 31, 2017, for which a nonrecurring fair value adjustment was recorded during the year-to-date periods presented *(in thousands)*.

	Level 1	Level 2	Level 3	Total
March 31, 2018				
Loans	$ -	$ -	$ 5,913	$ 5,913
December 31, 2017				
Loans	$ -	$ -	$ 6,905	$ 6,905

Loans that are reported above as being measured at fair value on a nonrecurring basis are generally impaired loans that have either been partially charged off or have specific reserves assigned to them. Nonaccrual impaired loans that are collateral dependent are generally written down to 80% of appraised value which considers the estimated costs to sell. Specific reserves are established for impaired loans based on appraised value of collateral or discounted cash flows, although only those specific reserves based on the fair value of collateral are considered nonrecurring fair value adjustments.

Assets and Liabilities Not Measured at Fair Value

For financial instruments that have quoted market prices, those quotes are used to determine fair value. Financial instruments that have no defined maturity, have a remaining maturity of 180 days or less, or reprice frequently to a market rate, are assumed to have a fair value that approximates reported book value, after taking into consideration any applicable credit risk. If no market quotes are available, financial instruments are valued by discounting the expected cash flows using an estimated current market interest rate for the financial instrument. For off-balance sheet derivative instruments, fair value is estimated as the amount that United would receive or pay to terminate the contracts at the reporting date, taking into account the current unrealized gains or losses on open contracts.

Cash and cash equivalents and repurchase agreements have short maturities and therefore the carrying value approximates fair value. Due to the short-term settlement of accrued interest receivable and payable, the carrying amount closely approximates fair value.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect the premium or discount on any particular financial instrument that could result from the sale of United’s entire holdings. All estimates are inherently subjective in nature. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include the mortgage banking operation, brokerage network, deferred income taxes, premises and equipment and goodwill. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

Off-balance sheet instruments (commitments to extend credit and standby letters of credit) for which draws can be reasonably predicted are generally short-term in maturity and are priced at variable rates. Therefore, the estimated fair value associated with these instruments is immaterial.

The carrying amount and fair values as of the dates indicated for other financial instruments that are not measured at fair value on a recurring basis are as follows *(in thousands)*.

	Carrying Amount	Fair Value Level Level 1	Level 2	Level 3	Total
March 31, 2018					
Assets:					
Securities held to maturity	$ 312,080	$ -	$ 308,007	$ -	$ 308,007
Loans and leases, net	8,123,164	-	-	8,093,286	8,093,286
Liabilities:					
Deposits	9,993,440	-	9,992,805	-	9,992,805
Federal Home Loan Bank advances	434,574	-	434,422	-	434,422
Long-term debt	325,955	-	-	339,117	339,117
December 31, 2017					
Assets:					
Securities held to maturity	$ 321,094	$ -	$ 321,276	$ -	$ 321,276
Loans, net	7,676,658	-	-	7,674,460	7,674,460
Loans held for sale	6,482	-	6,514	-	6,514
Liabilities:					
Deposits	9,807,697	-	9,809,264	-	9,809,264
Federal Home Loan Bank advances	504,651	-	504,460	-	504,460
Long-term debt	120,545	-	-	123,844	123,844

Note 14 – Commitments and Contingencies

United is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The contract amounts of these instruments reflect the extent of involvement United has in particular classes of financial instruments. The exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and letters of credit written is represented by the contractual amount of these instruments. United uses the same credit policies in making commitments and conditional obligations as it uses for underwriting on-balance sheet instruments. In most cases, collateral or other security is required to support financial instruments with credit risk.

The following table summarizes the contractual amount of off-balance sheet instruments as of the dates indicated *(in thousands)*.

	March 31, 2018	December 31, 2017
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$ 1,955,259	$ 1,910,777
Letters of credit	25,212	28,075

United's wholly-owned bank subsidiary, United Community Bank (the "Bank"), holds minor investments in certain limited partnerships for Community Reinvestment Act purposes. As of March 31, 2018, the Bank had committed to fund an additional $4.94 million related to future capital calls that has not been reflected in the consolidated balance sheet.

United, in the normal course of business, is subject to various pending and threatened lawsuits in which claims for monetary damages are asserted. Although it is not possible to predict the outcome of these lawsuits, or the range of any possible loss, management, after consultation with legal counsel, does not anticipate that the ultimate aggregate liability, if any, arising from these lawsuits will have a material adverse effect on United's financial position or results of operations.

Note 15 – Goodwill and Other Intangible Assets

The carrying amount of goodwill and other intangible assets as of the dates indicated is summarized below *(in thousands)*:

	March 31, 2018	December 31, 2017
Core deposit intangible	$ 62,652	$ 62,652
Less: accumulated amortization	(42,532)	(41,229)
Net core deposit intangible	20,120	21,423
Noncompete agreement	3,144	3,144
Less: accumulated amortization	(1,355)	(761)
Net noncompete agreement	1,789	2,383
Total intangibles subject to amortization, net	21,909	23,806
Goodwill	306,419	220,591
Total goodwill and other intangible assets, net	$ 328,328	$ 244,397

The following is a summary of changes in the carrying amounts of goodwill *(in thousands)*:

	For the Three Months Ended March 31,		
2018	**Goodwill**	**Accumulated Impairment Losses**	**Goodwill, net of Accumulated Impairment Losses**
Balance, beginning of period	$ 526,181	$ (305,590)	$ 220,591
Acquisition of NLFC	86,989	-	86,989
Measurement period adjustments	(1,161)	-	(1,161)
Balance, end of period	$ 612,009	$ (305,590)	$ 306,419
2017			
Balance, beginning of period	$ 447,615	$ (305,590)	$ 142,025
Measurement period adjustments	-	-	-
Balance, end of period	$ 447,615	$ (305,590)	$ 142,025

The estimated aggregate amortization expense for future periods for core deposit intangibles and noncompete agreements is as follows *(in thousands)*:

Year	
Remainder of 2018	$ 4,949
2019	4,551
2020	3,315
2021	2,557
2022	1,982
Thereafter	4,555
Total	$ 21,909

Note 16 - Long-term Debt

Long-term debt consisted of the following *(in thousands)*:

	March 31, 2018	December 31, 2017	Issue Date	Stated Maturity Date	Earliest Call Date	Interest Rate
Obligations of the Bank and its Subsidiaries:						
NER 15-1 Class B notes	$ 3,290	$ -	2015	2019	n/a	3.400%
NER 15-1 Class C notes	7,560	-	2015	2019	n/a	4.500%
NER 15-1 Class D notes	3,421	-	2015	2021	n/a	5.750%
NER 16-1 Class A-2 notes	57,801	-	2016	2021	n/a	2.200%
NER 16-1 Class B notes	25,489	-	2016	2021	n/a	3.220%
NER 16-1 Class C notes	6,319	-	2016	2021	n/a	5.050%
NER 16-1 Class D notes	3,213	-	2016	2023	n/a	7.870%
Total securitized notes payable	107,093	-				
Obligations of the Holding Company:						
2022 senior debentures	$ 50,000	$ 50,000	2015	2022	2020	5.000% through August 13, 2020, 3-month LIBOR plus 3.814% thereafter
2027 senior debentures	35,000	35,000	2015	2027	2025	5.500% through August 13, 2025 3-month LIBOR plus 3.71% thereafter
Total senior debentures	85,000	85,000				
2028 subordinated debentures	100,000	-	2018	2028	2023	4.500% through January 30, 2023 3-month LIBOR plus 2.12% thereafter
2025 subordinated debentures	11,500	11,500	2015	2025	2020	6.250%
Total subordinated debentures	111,500	11,500				
Southern Bancorp Capital Trust I	4,382	4,382	2004	2034	2009	Prime + 1.00%
United Community Statutory Trust III	1,238	1,238	2008	2038	2013	Prime + 3.00%
Tidelands Statutory Trust I	8,248	8,248	2006	2036	2011	3-month LIBOR plus 1.38%
Tidelands Statutory Trust II	6,186	6,186	2008	2038	2013	3-month LIBOR plus 5.075%
Four Oaks Statutory Trust I	12,372	12,372	2006	2036	2011	3-month LIBOR plus 1.35%
Total trust preferred securities	32,426	32,426				
Less discount	(10,064)	(8,381)				
Total long-term debt	$ 325,955	$ 120,545				

Interest is currently paid semiannually or quarterly for all senior and subordinated debentures and trust preferred securities.

Senior Debentures

The 2022 senior debentures are redeemable, in whole or in part, on or after August 14, 2020 at a redemption price equal to 100% of the principal amount to be redeemed plus any accrued and unpaid interest, and will mature on February 14, 2022 if not redeemed prior to that date. The 2027 senior debentures are redeemable, in whole or in part, on or after August 14, 2025 at a redemption price equal to 100% of the principal amount to be redeemed plus any accrued and unpaid interest, and will mature on February 14, 2027 if not redeemed prior to that date.

Subordinated Debentures

United acquired, as part of the FOFN acquisition, $11.5 million aggregate principal amount of subordinated debentures. The notes are due on November 30, 2025. United may prepay the notes at any time after November 30, 2020, subject to compliance with applicable laws. In January 2018, United issued $100 million fixed to floating rate subordinated notes due January 30, 2028. The subordinated debentures qualify as Tier 2 regulatory capital.

Securitized Notes Payable

United acquired, as part of the NLFC acquisition, Navitas Equipment Receivables LLC 2015-1 (“NER 15-1”) and Navitas Equipment Receivables LLC 2016-1 (“NER 16-1”), which are bankruptcy-remote special purpose entities (“SPEs”) whose sole purpose is to receive loans to secure financings. Each of these SPEs provided financing by issuing notes to investors through a private offering of Receivable-Backed Notes under Rule 144A of the Securities and Exchange Act of 1934. These notes are collateralized by specific qualifying loans and by cash placed in restricted cash accounts. These notes will continue amortizing sequentially based on collections on the underlying loans available to pay the note holders at each monthly payment date after payment of certain amounts as specified in the securitization documents including fees to various parties to the securitizations, interest due to the note holders and certain other payments. Sequentially, each subsequent class of note holders receive principal payments until paid down in full prior to the remaining subsequent class of note holders receiving principal payments. In addition to the pay downs on these notes, they also have legal final maturity dates as reflected in the table above.

Trust Preferred Securities

Trust preferred securities qualify as Tier 1 capital under risk based capital guidelines subject to certain limitations. The trust preferred securities are mandatorily redeemable upon maturity, or upon earlier redemption as provided in the indentures.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-looking Statements

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), about United and its subsidiaries. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, and can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "projects", "plans", "goal", "targets", "potential", "estimates", "pro forma", "seeks", "intends", or "anticipates", the negative thereof or comparable terminology. Forward-looking statements include discussions of strategy, financial projections, guidance and estimates (including their underlying assumptions), statements regarding plans, objectives, expectations or consequences of various transactions or events, and statements about the future performance, operations, products and services of United and its subsidiaries. We caution our shareholders and other readers not to place undue reliance on such statements.

Our businesses and operations are and will be subject to a variety of risks, uncertainties and other factors. Consequently, actual results and experiences may differ materially from those contained in any forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experiences to differ from those projected include, but are not limited to, the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2017 as well as the following factors:

- the condition of the general business and economic environment;
- the results of our internal credit stress tests may not accurately predict the impact on our financial condition if the economy were to deteriorate;
- our ability to maintain profitability;
- our ability to fully realize the balance of our net deferred tax asset, including net operating loss carryforwards;
- the impact of lower federal income tax rates on the carrying amount of our deferred tax asset;
- the impact of the Tax Cuts and Jobs Act of 2017 and related regulations (the "Tax Act");
- the condition of the banking system and financial markets;
- our ability to raise capital;
- our ability to maintain liquidity or access other sources of funding;
- changes in the cost and availability of funding;
- the success of the local economies in which we operate;
- our lack of geographic diversification;
- our concentrations of commercial construction and development loans and commercial real estate loans are subject to unique risks that could adversely affect our earnings;
- changes in prevailing interest rates may negatively affect our net income and the value of our assets and other interest rate risks;
- our accounting and reporting policies;
- if our allowance for loan losses is not sufficient to cover actual loan losses;
- losses due to fraudulent and negligent conduct of our loan customers, third party service providers or employees;
- risks related to our communications and information systems, including risks with respect to cybersecurity breaches;
- our reliance on third parties to provide key components of our business infrastructure and services required to operate our business;
- competition from financial institutions and other financial service providers;
- risks with respect to our ability to successfully expand and complete acquisitions and integrate businesses and operations that are acquired;
- deteriorating conditions in the stock market, the public debt market and other capital markets;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and related regulations (the "Dodd-Frank Act");
- changes in laws and regulations or failures to comply with such laws and regulations;
- changes in regulatory capital and other requirements;
- the costs and effects of litigation, examinations, investigations, or similar matters, or adverse facts and developments related thereto;
- possible regulatory or judicial proceedings, board resolutions, informal memorandums of understanding or formal enforcement actions imposed by regulators;
- changes in tax laws, regulations and interpretations or challenges to our income tax provision; and
- our ability to maintain effective internal controls over financial reporting and disclosure controls and procedures.

Additional information with respect to factors that may cause actual results to differ materially from those contemplated by such forward-looking statements may also be included in other reports that United files with the Securities and Exchange Commission (the "SEC"). United cautions that the foregoing list of factors is not exclusive and not to place undue reliance on forward-looking statements. United does not intend to update any forward-looking statement, whether written or oral, relating to the matters discussed in this Form 10-Q. The financial statements and information contained herein have not been reviewed, or confirmed for accuracy or relevance, by the Federal Deposit Insurance Corporation.

Overview

The following discussion is intended to provide insight into the results of operations and financial condition of United Community Banks, Inc. ("United") and its subsidiaries and should be read in conjunction with United's consolidated financial statements and accompanying notes.

United is a bank holding company registered with the Board of Governors of the Federal Reserve under the Bank Holding Company Act of 1956 that was incorporated under the laws of the State of Georgia in 1987 and commenced operations in 1988. At March 31, 2018, United had total consolidated assets of $12.3 billion, total loans of $8.18 billion, total deposits of $9.99 billion, and shareholders' equity of $1.36 billion.

United conducts substantially all of its operations through its wholly-owned Georgia bank subsidiary, United Community Bank (the "Bank"), which as of March 31, 2018, operated at 151 locations throughout markets in Georgia, South Carolina, North Carolina, and Tennessee.

Since March 31, 2017, United has completed the following acquisitions (the "Acquisitions"):

Entity	**Date Acquired**
NLFC Holdings Corp. ("NLFC")	February 1, 2018
Four Oaks Fincorp, Inc. ("FOFN")	November 1, 2017
HCSB Financial Corporation ("HCSB")	July 31, 2017

The acquired entities' results are included in United's consolidated results beginning on the respective acquisition dates.

United reported net income of $37.7 million, or $.47 per diluted share, for the first quarter of 2018, compared to net income of $23.5 million, or $.33 per diluted share, for the first quarter of 2017.

Net interest revenue increased to $103 million for the first quarter of 2018, compared to $83.6 million for the first quarter of 2017, primarily due to higher loan volume, much of which resulted from the Acquisitions. Net interest margin increased to 3.80% for the three months ended March 31, 2018 from 3.45% for the same period in 2017 due to the effect of rising interest rates on floating rate loans and investment securities and a more favorable earning asset mix due to the Acquisitions.

The provision for credit losses was $3.80 million for the first quarter of 2018, compared to $800,000 for the first quarter of 2017. Net charge-offs for the first quarter of 2018 were $1.50 million, compared to $1.68 million for the first quarter of 2017. Since credit quality remained stable, the increase in the provision reflects growth in the loan and lease portfolio (collectively referred to as the "loan portfolio" or "loans"), including a $2.29 million increase resulting from including NLFC's loans in the allowance for loan losses model. Because NLFC's loans were recorded at a premium of approximately $5.62 million, the allowance for loan losses model required us to establish an allowance for loan losses sufficient to cover estimated credit losses inherent in the NLFC loan portfolio.

As of March 31, 2018, United's allowance for loan losses was $61.1 million, or .75% of loans, compared to $58.9 million, or .76% of loans, at December 31, 2017 reflecting continued asset quality improvement. Nonperforming assets of $29.0 million were .24% of total assets at March 31, 2018, up from ..23% at December 31, 2017. During the first quarter of 2018, $7.46 million in loans were placed on nonaccrual compared with $3.17 million in the first quarter of 2017.

Fee revenue of $22.4 million for the first quarter of 2018 was up $322,000, or 1%, from the first quarter of 2017. Service charges and fees decreased 16% compared to the first quarter of 2017 due mainly to the effect of the Durbin Amendment of the Dodd-Frank Act (the "Durbin Amendment"), which took effect for United in the third quarter of 2017 and limited the amount of interchange fees earned on debit card transactions. Mortgage fees of $5.36 million for the first quarter of 2018 increased from $4.42 million in the first quarter of 2017. The increase was due to United's emphasis on growing its mortgage business by recruiting lenders in metropolitan markets.

For the first quarter of 2018, operating expenses of $73.5 million were up $10.6 million from the first quarter of 2017, primarily due to the addition of operating expenses related to the Acquisitions. Salaries and benefits expense increased $6.18 million from a year ago mostly due to the Acquisitions and investment in additional staff and new teams to expand the Commercial Banking Solutions area as well as higher incentive compensation in connection with increased lending activities and improvement in earnings performance.

Critical Accounting Policies

The accounting and reporting policies of United are in accordance with accounting principles generally accepted in the United States ("GAAP") and conform to general practices within the banking industry. The more critical accounting and reporting policies include United's accounting for the allowance for loan losses, fair value measurements, and income taxes which involve the use of estimates and require significant judgments to be made by management. Different assumptions in the application of these policies could result in material changes in United's consolidated financial position or consolidated results of operations. See "Asset Quality and Risk Elements" herein for additional discussion of United's accounting methodologies related to the allowance for loan losses.

GAAP Reconciliation and Explanation

This Form 10-Q contains financial information determined by methods other than in accordance with GAAP. Such non-GAAP financial information includes the following measures: “tangible book value per common share,” “average tangible equity to average assets,” “tangible equity to assets,” “average tangible common equity to average assets,” “tangible common equity to assets” and “tangible common equity to risk-weighted assets.” In addition, management presents non-GAAP operating performance measures, which exclude merger-related and other items that are not part of United’s ongoing business operations. Operating performance measures include “expenses – operating,” “net income – operating,” “net income available to common shareholders – operating,” “diluted net income per common share – operating,” “return on common equity – operating,” “return on tangible common equity – operating,” “return on assets – operating,” “dividend payout ratio – operating” and “efficiency ratio – operating.” Management has developed internal processes and procedures to accurately capture and account for merger-related and other charges and those charges are reviewed with the audit committee of United’s Board of Directors each quarter. Management uses these non-GAAP measures because it believes they may provide useful supplemental information for evaluating United’s operations and performance over periods of time, as well as in managing and evaluating United’s business and in discussions about United’s operations and performance. Management believes these non-GAAP measures may also provide users of United’s financial information with a meaningful measure for assessing United’s financial results and credit trends, as well as a comparison to financial results for prior periods. These non-GAAP 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 other similarly titled measures used 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 in the table on page 45.

Results of Operations

United reported net income of $37.7 million for the first quarter of 2018. This compared to net income of $23.5 million for the same period in 2017. For the first quarter of 2018, diluted earnings per common share were $.47 compared to $.33 for the first quarter of 2017.

United reported operating net income of $39.7 million and $28.2 million, respectively, for the first quarters of 2018 and 2017. For the first quarter of 2018, operating net income excludes merger-related and branch closure charges of $2.02 million, net of tax. For the first quarter of 2017, operating net income excludes merger-related and branch closure charges and the release from accumulated other comprehensive income of the disproportionate tax effect related to cash flow hedges, which, net of tax, totaled $1.30 million and $3.40 million, respectively.

UNITED COMMUNITY BANKS, INC.
Table 1 - Financial Highlights
Selected Financial Information

(in thousands, except per share data)	2018 First Quarter	2017 Fourth Quarter	2017 Third Quarter	2017 Second Quarter	2017 First Quarter	First Quarter 2018-2017 Change
INCOME SUMMARY						
Interest revenue	$ 115,290	$ 106,757	$ 98,839	$ 93,166	$ 90,958	
Interest expense	12,005	9,249	9,064	8,018	7,404	
Net interest revenue	103,285	97,508	89,775	85,148	83,554	24%
Provision for credit losses	3,800	1,200	1,000	800	800	
Fee revenue	22,396	21,928	20,573	23,685	22,074	1
Total revenue	121,881	118,236	109,348	108,033	104,828	16
Expenses	73,475	75,882	65,674	63,229	62,826	17
Income before income tax expense	48,406	42,354	43,674	44,804	42,002	15
Income tax expense	10,748	54,270	15,728	16,537	18,478	(42)
Net income	37,658	(11,916)	27,946	28,267	23,524	60
Merger-related and other charges	2,646	7,358	3,420	1,830	2,054	
Income tax benefit of merger-related and other charges	(628)	(1,165)	(1,147)	(675)	(758)	
Impact of remeasurement of deferred tax asset resulting from 2017 Tax Cuts and Jobs Act	-	38,199	-	-	-	
Release of disproportionate tax effects lodged in OCI	-	-	-	-	3,400	
Net income - operating [1]	**$ 39,676**	**$ 32,476**	**$ 30,219**	**$ 29,422**	**$ 28,220**	41
PERFORMANCE MEASURES						
Per common share:						
Diluted net income - GAAP	$ .47	$ (.16)	$ .38	$ .39	$ .33	42
Diluted net income - operating [1]	.50	.42	.41	.41	.39	28
Cash dividends declared	.12	.10	.10	.09	.09	33
Book value	17.02	16.67	16.50	15.83	15.40	11
Tangible book value [3]	12.96	13.65	14.11	13.74	13.30	(3)
Key performance ratios:						
Return on common equity - GAAP [2][4]	11.11%	(3.57)%	9.22%	9.98%	8.54%	
Return on common equity - operating [1][2][4]	11.71	9.73	9.97	10.39	10.25	
Return on tangible common equity - operating [1][2][3][4]	15.26	11.93	11.93	12.19	12.10	
Return on assets - GAAP [4]	1.26	(.40)	1.01	1.06	.89	
Return on assets - operating [1][4]	1.33	1.10	1.09	1.10	1.07	
Dividend payout ratio - GAAP	25.53	(62.50)	26.32	23.08	27.27	
Dividend payout ratio - operating [1]	24.00	23.81	24.39	21.95	23.08	
Net interest margin (fully taxable equivalent) [4]	3.80	3.63	3.54	3.47	3.45	
Efficiency ratio - GAAP	57.83	63.03	59.27	57.89	59.29	
Efficiency ratio - operating [1]	55.75	56.92	56.18	56.21	57.35	
Average equity to average assets	11.03	11.21	10.86	10.49	10.24	
Average tangible equity to average assets [3]	8.82	9.52	9.45	9.23	8.96	
Average tangible common equity to average assets [3]	8.82	9.52	9.45	9.23	8.96	
Tangible common equity to risk-weighted assets [3]	11.26	12.05	12.80	12.44	12.07	
ASSET QUALITY						
Nonperforming loans	$ 26,240	$ 23,658	$ 22,921	$ 23,095	$ 19,812	32
Foreclosed properties	2,714	3,234	2,736	2,739	5,060	(46)
Total nonperforming assets (NPAs)	28,954	26,892	25,657	25,834	24,872	16
Allowance for loan losses	61,085	58,914	58,605	59,500	60,543	1
Net charge-offs	1,501	1,061	1,635	1,623	1,679	(11)
Allowance for loan losses to loans	.75%	.76%	.81%	.85%	.87%	
Net charge-offs to average loans [4]	.08	.06	.09	.09	.10	
NPAs to loans and foreclosed properties	.35	.35	.36	.37	.36	
NPAs to total assets	.24	.23	.23	.24	.23	
AVERAGE BALANCES ***($ in millions)***						
Loans	$ 7,993	$ 7,560	$ 7,149	$ 6,980	$ 6,904	16
Investment securities	2,870	2,991	2,800	2,775	2,822	2
Earning assets	11,076	10,735	10,133	9,899	9,872	12
Total assets	12,111	11,687	10,980	10,704	10,677	13
Deposits	9,759	9,624	8,913	8,659	8,592	14
Shareholders’ equity	1,336	1,310	1,193	1,123	1,093	22

Common shares - basic *(thousands)*	79,205	76,768	73,151	71,810	71,700	10
Common shares - diluted *(thousands)*	79,215	76,768	73,162	71,820	71,708	10
AT PERIOD END *($ in millions)*						
Loans	$ 8,184	$ 7,736	$ 7,203	$ 7,041	$ 6,965	18
Investment securities	2,731	2,937	2,847	2,787	2,767	(1)
Total assets	12,264	11,915	11,129	10,837	10,732	14
Deposits	9,993	9,808	9,127	8,736	8,752	14
Shareholders' equity	1,357	1,303	1,221	1,133	1,102	23
Common shares outstanding *(thousands)*	79,123	77,580	73,403	70,981	70,973	11

(1) Excludes merger-related and other charges which includes amortization of certain executive change of control benefits, the fourth quarter 2017 impact of remeasurement of United's deferred tax assets following the passage of tax reform legislation and a first quarter 2017 release of disproportionate tax effects lodged in OCI. (2) Net income less 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. (4) Annualized.

UNITED COMMUNITY BANKS, INC.
Table 1 (Continued) - Non-GAAP Performance Measures Reconciliation
Selected Financial Information

	2018	2017			
(in thousands, except per share data)	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Expense reconciliation					
Expenses (GAAP)	$ 73,475	$ 75,882	$ 65,674	$ 63,229	$ 62,826
Merger-related and other charges	(2,646)	(7,358)	(3,420)	(1,830)	(2,054)
Expenses - operating	$ 70,829	$ 68,524	$ 62,254	$ 61,399	$ 60,772
Net income reconciliation					
Net income (GAAP)	$ 37,658	$ (11,916)	$ 27,946	$ 28,267	$ 23,524
Merger-related and other charges	2,646	7,358	3,420	1,830	2,054
Income tax benefit of merger-related and other charges	(628)	(1,165)	(1,147)	(675)	(758)
Impact of tax reform on remeasurement of deferred tax asset	-	38,199	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	-	3,400
Net income - operating	$ 39,676	$ 32,476	$ 30,219	$ 29,422	$ 28,220
Diluted income per common share reconciliation					
Diluted income per common share (GAAP)	$ .47	$ (.16)	$ .38	$ .39	$ .33
Merger-related and other charges	.03	.08	.03	.02	.01
Impact of tax reform on remeasurement of deferred tax asset	-	.50	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	-	.05
Diluted income per common share - operating	$ .50	$ .42	$ .41	$ .41	$ .39
Book value per common share reconciliation					
Book value per common share (GAAP)	$ 17.02	$ 16.67	$ 16.50	$ 15.83	$ 15.40
Effect of goodwill and other intangibles	(4.06)	(3.02)	(2.39)	(2.09)	(2.10)
Tangible book value per common share	$ 12.96	$ 13.65	$ 14.11	$ 13.74	$ 13.30
Return on tangible common equity reconciliation					
Return on common equity (GAAP)	11.11%	(3.57)%	9.22%	9.98%	8.54%
Merger-related and other charges	.60	1.86	.75	.41	.47
Impact of tax reform on remeasurement of deferred tax asset	-	11.44	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	-	1.24
Return on common equity - operating	11.71	9.73	9.97	10.39	10.25
Effect of goodwill and other intangibles	3.55	2.20	1.96	1.80	1.85
Return on tangible common equity - operating	15.26%	11.93%	11.93%	12.19%	12.10%
Return on assets reconciliation					
Return on assets (GAAP)	1.26%	(.40)%	1.01%	1.06%	.89%
Merger-related and other charges	.07	.20	.08	.04	.05
Impact of tax reform on remeasurement of deferred tax asset	-	1.30	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	-	.13
Return on assets - operating	1.33%	1.10%	1.09%	1.10%	1.07%
Dividend payout ratio reconciliation					
Dividend payout ratio (GAAP)	25.53%	(62.50)%	26.32%	23.08%	27.27%
Merger-related and other charges	(1.53)	12.04	(1.93)	(1.13)	(.98)
Impact of tax reform on remeasurement of deferred tax asset	-	74.27	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	-	(3.21)
Dividend payout ratio - operating	24.00%	23.81%	24.39%	21.95%	23.08%
Efficiency ratio reconciliation					
Efficiency ratio (GAAP)	57.83%	63.03%	59.27%	57.89%	59.29%
Merger-related and other charges	(2.08)	(6.11)	(3.09)	(1.68)	(1.94)
Efficiency ratio - operating	55.75%	56.92%	56.18%	56.21%	57.35%
Average equity to assets reconciliation					
Equity to assets (GAAP)	11.03%	11.21%	10.86%	10.49%	10.24%
Effect of goodwill and other intangibles	(2.21)	(1.69)	(1.41)	(1.26)	(1.28)
Tangible equity to assets	8.82	9.52	9.45	9.23	8.96
Effect of preferred equity	-	-	-	-	-
Tangible common equity to assets	8.82%	9.52%	9.45%	9.23%	8.96%
Tangible common equity to risk-weighted assets reconciliation					
Tier 1 capital ratio (Regulatory)	11.68%	12.24%	12.27%	11.91%	11.46%

Effect of other comprehensive income	(.51)	(.29)	(.13)	(.15)	(.24)
Effect of deferred tax limitation	.43	.51	.94	.95	1.13
Effect of trust preferred	(.34)	(.36)	(.24)	(.25)	(.25)
Basel III intangibles transition adjustment	-	(.05)	(.04)	(.02)	(.03)
Tangible common equity to risk-weighted assets	11.26%	12.05%	12.80%	12.44%	12.07%

Net Interest Revenue

Net interest revenue (the difference between the interest earned on assets and the interest paid on deposits and borrowed funds) is the single largest component of total revenue. Management seeks to optimize this revenue while balancing interest rate, credit and liquidity risks. Net interest revenue for the first quarter of 2018 was $103 million, compared to $83.6 million for the first quarter of 2017. Taxable equivalent net interest revenue for the first quarter of 2018 was $104 million, which represents an increase of $19.8 million from the same period in 2017. The combination of the larger earning asset base from the acquisitions of NLFC, FOFN and HCSB, growth in the loan portfolio and a wider net interest margin were responsible for the increase in net interest revenue.

Average loans increased $1.09 billion, or 16%, from the first quarter of last year, while the yield on loans increased 62 basis points, reflecting the effect of rising interest rates on the floating rate loans in the portfolio and the acquisition of higher yielding loans from NLFC and FOFN.

Average interest-earning assets for the first quarter of 2018 increased $1.20 billion, or 12%, from the first quarter of 2017, which was due primarily to the increase in loans, including the acquisition of NLFC, FOFN and HCSB loans. Average investment securities for the first quarter of 2018 increased $47.7 million from a year ago, partially due to the Acquisitions. The average yield on the taxable investment portfolio increased three basis points from a year ago, primarily due to the impact of higher short-term interest rates on the floating rate portion of the securities portfolio.

Average interest-bearing liabilities of $7.53 billion for the first quarter of 2018 increased $705 million from the first quarter of 2017. Average non-interest-bearing deposits increased $452 million from the first quarter of 2017 to $3.10 billion for the first quarter of 2018. The average cost of interest-bearing liabilities for the first quarter of 2018 was .65% compared to .44% for the same period in 2017, reflecting higher average rates on interest-bearing deposits and short-term borrowings. Although the fed funds rate has increased 75 basis points since March 31, 2017, United’s cost of interest-bearing deposits has increased only 17 basis points over that same time period, which has contributed to margin expansion and increase in net interest revenue.

The banking industry uses two ratios to measure relative profitability of net interest revenue. The net interest spread measures the difference between the average yield on interest-earning assets and the average rate paid on interest-bearing liabilities. The interest rate spread eliminates the effect of non-interest-bearing deposits and gives a direct perspective on the effect of market interest rate movements. The net interest margin is an indication of the profitability of a company’s balance sheet, and is defined as net interest revenue as a percent of average total interest-earning assets, which includes the positive effect of funding a portion of interest-earning assets with non-interest-bearing deposits and stockholders’ equity.

For the first quarters of 2018 and 2017, the net interest spread was 3.58% and 3.30%, respectively, while the net interest margin was 3.80% and 3.45%, respectively. The increase in the net interest margin reflects the impact of higher short-term interest rates on floating-rate loans and securities while the pricing on interest-bearing liabilities increased slightly from the prior year. Additionally, United was able to improve its overall yield on interest-earning assets through growth in the loan portfolio, which had a positive impact on the composition of interest-earning assets, and higher yields on fixed rate investments.

The following tables show the relationship between interest revenue and expense, and the average amounts of interest-earning assets and interest-bearing liabilities for the periods indicated.

Table 2 - Average Consolidated Balance Sheets and Net Interest Analysis
For the Three Months Ended March 31,

(dollars in thousands, fully taxable equivalent (FTE))	2018 Average Balance	2018 Interest	2018 Avg. Rate	2017 Average Balance	2017 Interest	2017 Avg. Rate
Assets:						
Interest-earning assets:						
Loans, net of unearned income (FTE) [1][2]	$ 7,993,339	$ 96,389	4.89%	$ 6,903,860	$ 72,741	4.27%
Taxable securities [3]	2,722,977	17,323	2.54	2,779,625	17,433	2.51
Tax-exempt securities (FTE) [1][3]	146,531	1,309	3.57	42,180	457	4.33
Federal funds sold and other interest-earning assets	213,055	698	1.31	146,027	664	1.82
Total interest-earning assets (FTE)	11,075,902	115,719	4.23	9,871,692	91,295	3.74
Non-interest-earning assets:						
Allowance for loan losses	(59,144)			(61,668)		
Cash and due from banks	160,486			99,253		
Premises and equipment	216,723			190,096		
Other assets [3]	717,385			577,168		
Total assets	$ 12,111,352			$ 10,676,541		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW	$ 2,083,703	1,113	.22	$ 1,959,678	597	.12
Money market	2,230,620	2,175	.40	2,065,449	1,426	.28
Savings	655,746	49	.03	560,634	27	.02
Time	1,535,216	2,241	.59	1,263,946	815	.26
Brokered time deposits	158,358	715	1.83	98,340	193	.80
Total interest-bearing deposits	6,663,643	6,293	.38	5,948,047	3,058	.21
Federal funds purchased and other borrowings	78,732	300	1.55	19,031	40	.85
Federal Home Loan Bank advances	511,727	2,124	1.68	681,117	1,430	.85
Long-term debt	274,480	3,288	4.86	175,142	2,876	6.66
Total borrowed funds	864,939	5,712	2.68	875,290	4,346	2.01
Total interest-bearing liabilities	7,528,582	12,005	.65	6,823,337	7,404	.44
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	3,095,405			2,643,630		
Other liabilities	150,955			116,752		
Total liabilities	10,774,942			9,583,719		
Shareholders' equity	1,336,410			1,092,822		
Total liabilities and shareholders' equity	$ 12,111,352			$ 10,676,541		
Net interest revenue (FTE)		$ 103,714			$ 83,891	
Net interest-rate spread (FTE)			3.58%			3.30%
Net interest margin (FTE) [4]			3.80%			3.45%

(1) Interest revenue on tax-exempt securities and loans has been increased to reflect comparable interest on taxable securities and loans. The rate used was 26% in 2018 and 39% in 2017, reflecting the statutory federal income tax rate and the federal tax adjusted state income tax rate.
(2) 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.
(3) Securities available for sale are shown at amortized cost. Pretax unrealized losses of $28.3 million in 2018 and $5.38 million in 2017 are included in other assets for purposes of this presentation.
(4) Net interest margin is taxable equivalent net-interest revenue divided by average interest-earning assets.

The following table shows the relative effect on net interest revenue for changes in the average outstanding amounts (volume) of interest-earning assets and interest-bearing liabilities and the rates earned and paid on such assets and liabilities (rate). Variances resulting from a combination of changes in rate and volume are allocated in proportion to the absolute dollar amounts of the change in each category.

Table 3 - Change in Interest Revenue and Expense on a Taxable Equivalent Basis
(in thousands)

	Three Months Ended March 31, 2018 Compared to 2017 Increase (decrease) Due to Changes in		
	Volume	**Rate**	**Total**
Interest-earning assets:			
Loans (FTE)	$ 12,345	$ 11,303	$ 23,648
Taxable securities	(358)	248	(110)
Tax-exempt securities (FTE)	945	(93)	852
Federal funds sold and other interest-earning assets	252	(218)	34
Total interest-earning assets (FTE)	13,184	11,240	24,424
Interest-bearing liabilities:			
NOW accounts	40	476	516
Money market accounts	122	627	749
Savings deposits	5	17	22
Time deposits	207	1,219	1,426
Brokered deposits	167	355	522
Total interest-bearing deposits	541	2,694	3,235
Federal funds purchased & other borrowings	206	54	260
Federal Home Loan Bank advances	(426)	1,120	694
Long-term debt	1,332	(920)	412
Total borrowed funds	1,112	254	1,366
Total interest-bearing liabilities	1,653	2,948	4,601
Increase in net interest revenue (FTE)	$ 11,531	$ 8,292	$ 19,823

Provision for Credit Losses

The provision for credit losses is based on management's evaluation of probable incurred losses in the loan portfolio and corresponding analysis of the allowance for credit losses at quarter-end. Provision for credit losses was $3.80 million for the first quarter of 2018, compared to $800,000 in the first quarter of 2017. The amount of provision recorded in each period was the amount required such that the total allowance for loan losses reflected the appropriate balance, in the estimation of management, sufficient to cover incurred losses in the loan portfolio. In accordance with the accounting guidance for business combinations, there was no allowance for loan losses brought forward on loans acquired from NLFC on February 1, 2018. At March 31, 2018, United included the performing non-impaired loans acquired from NLFC in its general allowance calculation in order to reflect the necessary allowance for incurred losses, which accounted for a majority of the increase in the provision expense. For the three months ended March 31, 2018, net loan charge-offs as an annualized percentage of average outstanding loans were .08% compared to .10% for the same period in 2017.

The allowance for unfunded commitments represents probable incurred losses on unfunded loan commitments that are expected to result in outstanding loan balances. The allowance for unfunded loan commitments was established through the provision for credit losses.

Additional discussion on credit quality and the allowance for loan losses is included in the "Asset Quality and Risk Elements" section of this report on page 54.

Fee Revenue

Fee revenue for the three months ended March 31, 2018 was $22.4 million, an increase of $322,000, or 1%, compared to the first quarter of 2017. The following table presents the components of fee revenue for the periods indicated.

Table 4 - Fee Revenue
(in thousands)

	Three Months Ended March 31,		Change	
	2018	**2017**	**Amount**	**Percent**
Overdraft fees	$ 3,652	$ 3,397	$ 255	8
ATM and debit card fees	3,271	5,388	(2,117)	(39)
Other service charges and fees	2,002	1,819	183	10
Service charges and fees	8,925	10,604	(1,679)	(16)
Mortgage loan and related fees	5,359	4,424	935	21
Brokerage fees	872	1,410	(538)	(38)
Gains on sales of SBA/USDA loans	1,778	1,959	(181)	(9)
Customer derivatives	772	478	294	62
Securities losses, net	(940)	(2)	(938)	
Other	5,630	3,201	2,429	76
Total fee revenue	$ 22,396	$ 22,074	$ 322	1

Service charges and fees of $8.93 million for the first quarter of 2018 were down $1.68 million, or 16%, from the first quarter of 2017. The decrease is primarily due to the effect of the Durbin Amendment, which took effect for United in the third quarter of 2017 and limited the amount of interchange fees earned on debit card transactions.

Mortgage loan and related fees for the first quarter of 2018 were up $935,000, or 21%, from the same period in 2017. The increase reflects United's focus on growing the mortgage business by recruiting new mortgage lenders in key metropolitan markets and an increase in purchase and refinancing activity. In the first quarter of 2018, United closed 799 loans totaling $191 million compared with 697 loans totaling $151 million in the first quarter of 2017. United had $104 million in home purchase mortgage originations in the first quarter, which accounted for 56% of production volume, compared with $93.4 million, or 62% of production volume, for the same period a year ago.

Brokerage fees in the first quarter of 2018 decreased 38% compared to the first quarter of 2017, reflecting downtime associated with transitioning to a new third-party broker dealer.

In the first quarter of 2018, United realized $1.78 million in gains from the sales of the guaranteed portion of Small Business Administration ("SBA") and United States Department of Agriculture ("USDA") loans, compared to $1.96 million in the same period of 2017. United's SBA/USDA lending strategy includes selling a portion of the loan production each quarter. United retains the servicing rights on the sold loans and earns a fee for servicing the loans. In the first quarter of 2017, United sold the guaranteed portion of loans in the amount of $22.2 million, compared to $23.4 million for the same period a year ago.

Customer derivative fees were up $294,000 from the first quarter of 2017 due to higher demand for this product in the current rate environment.

United recognized net securities losses of $940,000 in the first quarter of 2018. The securities losses were part of a larger balance sheet management strategy that included the cancellation of $289 million notional in interest rate caps as well as the partial cancellation of other hedging instruments. The derivative cancellations resulted in gains of $1.16 million, which are included in other fee revenue. The securities losses and gains from derivative activities are mostly offsetting. The remaining increase in other fee revenue reflects volume driven increases in earnings on bank owned life insurance, increases in miscellaneous banking fees and increases in the value of equity investments held by United as well as approximately $800,000 in fees from the equipment finance business which came through the acquisition of NLFC on February 1, 2018.

Operating Expenses

The following table presents the components of operating expenses for the periods indicated.

Table 5 - Operating Expenses
(in thousands)

	Three Months Ended March 31,		Change	
	2018	**2017**	**Amount**	**Percent**
Salaries and employee benefits	$ 42,875	$ 36,691	$ 6,184	17
Communications and equipment	4,632	4,918	(286)	(6)
Occupancy	5,613	4,949	664	13
Advertising and public relations	1,515	1,061	454	43
Postage, printing and supplies	1,637	1,370	267	19
Professional fees	4,044	3,044	1,000	33
FDIC assessments and other regulatory charges	2,476	1,283	1,193	93
Amortization of intangibles	1,898	973	925	95
Other	6,731	6,483	248	4
Total excluding merger-related and other charges	71,421	60,772	10,649	18
Merger-related and other charges	2,054	2,054	-	
Total operating expenses	$ 73,475	$ 62,826	$ 10,649	17

Operating expenses for the first quarter of 2018 totaled $73.5 million, up $10.6 million, or 17%, from the first quarter of 2017. The increase reflects the inclusion of the operating expenses of Acquisitions.

Salaries and employee benefits for the first quarter of 2018 were $42.9 million, up $6.18 million, or 17%, from the first quarter of 2017. The increase was due to a number of factors including investments in additional staff and new teams to expand Commercial Banking Solutions and other key areas and additional staff resulting from the Acquisitions. Full time equivalent headcount totaled 2,288 at March 31, 2018, up from 1,915 at March 31, 2017.

Occupancy expenses increased primarily due to higher depreciation and lease rental charges for the expanded branch network resulting from the Acquisitions. Professional fees for the first quarter of 2018 of $4.04 million were up $1.0 million, or 33%, from the first quarter of 2017. The increase was due primarily to the Acquisitions and increased legal fees associated with loan growth.

Amortization of intangibles of $1.90 million in the first quarter of 2018 increased relative to the same period in 2017 due to the additional amortization resulting from intangibles related to the HCSB and FOFN acquisitions.

In the first quarter of 2018, merger-related and other charges of $2.05 million consisted primarily of severance, conversion costs, branch closure costs and legal and professional fees. In the first quarter of 2017, merger-related and other charges of $2.05 million consisted primarily of severance, branch closure costs and technology equipment write offs.

Income Taxes

The income tax provision for the three months ended March 31, 2018 and 2017 was $10.7 million and $18.5 million, respectively, which represents an effective tax rate of 22.2% and 44.0%, respectively, for each period. The effective tax rate for the first quarter of 2018 reflects the lower federal income tax rate enacted following the passage of the Tax Act in the fourth quarter of 2017. The effective tax rate in the first quarter of 2017 was affected by the release of disproportionate tax effects. Upon reversal of United’s former full deferred tax valuation allowance in 2013, certain disproportionate tax effects were retained in accumulated other comprehensive income (loss). During the first quarter of 2017, with the maturity and termination of certain dedesignated cash flow hedges, the disproportionate tax effect associated with these hedges was reversed and recorded as a tax expense of $3.40 million, which increased the effective tax rate.

At March 31, 2018 and December 31, 2017, United maintained a valuation allowance on its net deferred tax asset of $4.57 million and $4.41 million, respectively. Management assesses the valuation allowance recorded against its net deferred tax asset at each reporting period. The determination of whether a valuation allowance for its net deferred tax asset is appropriate is subject to considerable judgment and requires an evaluation of all the positive and negative evidence.

Based on all evidence considered as of March 31, 2018, management concluded that it is more likely than not that nearly all of its net deferred tax asset will be realized based upon future taxable income. The remaining valuation allowance of $4.57 million is related to specific state income tax credits that have short carryforward periods and are expected to expire unused.

The valuation allowance could fluctuate in future periods based on the assessment of the positive and negative evidence. Management's conclusion at March 31, 2018 that it was more likely than not that the net deferred tax asset of $86.5 million will be realized is based upon management's estimate of future taxable income. Management's estimate of future taxable income is based on internal forecasts that consider historical performance, various internal estimates and assumptions, as well as certain external data all of which management believes to be reasonable although inherently subject to significant judgment. If actual results differ significantly from the current estimates of future taxable income, the valuation allowance may need to be increased for some or all of its net deferred tax asset. Such an increase to the net deferred tax asset valuation allowance could have a material adverse effect on United's financial condition and results of operations.

United is subject to income taxation in the United States and various state jurisdictions. United's federal and state income tax returns are filed on a consolidated basis. Currently, no years for which United filed a federal income tax return are under examination by the IRS, and there are no state tax examinations currently in progress. United is no longer subject to income tax examinations from state and local income tax authorities for years before 2014. Although it is not possible to know the ultimate outcome of future examinations, management believes that the liability recorded for uncertain tax positions is appropriate.

Additional information regarding income taxes, including a reconciliation of the differences between the recorded income tax provision and the amount of income tax computed by applying the statutory federal income tax rate to income before income taxes, can be found in Note 17 to the consolidated financial statements filed with United's Annual Report on Form 10-K for the year ended December 31, 2017.

Balance Sheet Review

Total assets at March 31, 2018 and December 31, 2017 were $12.3 billion and $11.9 billion, respectively. Average total assets for the first quarter of 2018 were $12.1 billion, up from $10.7 billion in the first quarter of 2017.

The following table presents a summary of the loan portfolio.

Table 6 - Loans Outstanding
(in thousands)

	March 31, 2018	December 31, 2017
By Loan Type		
Owner occupied commercial real estate	$ 1,897,826	$ 1,923,993
Income producing commercial real estate	1,677,300	1,595,174
Commercial & industrial	1,142,428	1,130,990
Commercial construction	690,530	711,936
Equipment financing	422,532	-
Total commercial	5,830,616	5,362,093
Residential mortgage	992,111	973,544
Home equity lines of credit	712,275	731,227
Residential construction	189,662	183,019
Consumer direct	143,737	127,504
Indirect auto	315,848	358,185
Total loans	$ 8,184,249	$ 7,735,572
As a percentage of total loans:		
Owner occupied commercial real estate	23%	25%
Income producing commercial real estate	21	21
Commercial & industrial	14	15
Commercial construction	8	9
Equipment financing	5	-
Total commercial	71	70
Residential mortgage	12	13
Home equity lines of credit	9	9
Residential construction	2	2
Consumer direct	2	2
Indirect auto	4	4
Total	100%	100%
By Geographic Location		
North Georgia	$ 1,004,362	$ 1,018,945
Atlanta MSA	1,513,098	1,510,067
North Carolina	1,036,674	1,049,592
Coastal Georgia	635,427	629,919
Gainesville MSA	230,587	248,060
East Tennessee	473,368	474,515
South Carolina	1,537,124	1,485,632
Commercial Banking Solutions	1,437,761	960,657
Indirect auto	315,848	358,185
Total loans	$ 8,184,249	$ 7,735,572

Substantially all of United's loans are to customers located in the immediate market areas of its community banks in Georgia, North Carolina, South Carolina and Tennessee, including customers who have a seasonal residence in United's market areas, or are generated by the Commercial Banking Solutions division that focuses on specific commercial loan businesses, such as SBA and franchise lending. More than 75% of the loans were secured by real estate. Total loans averaged $7.99 billion in the first quarter of 2018, compared with $6.90 billion in the first quarter of 2017, an increase of 16% which includes the Acquisitions. At March 31, 2018, total loans were $8.18 billion, an increase of $449 million from December 31, 2017, of which $359 million came through the acquisition of NLFC.

United’s home equity lines generally require the payment of interest only for a set period after origination. After this initial period, the outstanding balance begins amortizing and requires the payment of both principal and interest. At March 31, 2018 and December 31, 2017, the funded portion of home equity lines totaled $712 million and $731 million, respectively. Approximately 3% of the home equity lines at March 31, 2018 were amortizing. Of the $712 million in balances outstanding at March 31, 2018, $394 million, or 55%, were secured by first liens. At March 31, 2018, 54% of the total available home equity lines were drawn upon.

United monitors the performance of its home equity loans and lines secured by second liens similar to other consumer loans and utilizes assumptions specific to these loans in determining the necessary allowance. United also receives notification when the first lien holder is in the process of foreclosure and upon that notification, management reviews current valuations to determine if any charge-offs are warranted and whether it is in United’s best interest to pay off the first lien creditor.

Asset Quality and Risk Elements

United manages asset quality and controls credit risk through review and oversight of the loan portfolio as well as adherence to policies designed to promote sound underwriting and loan monitoring practices. United’s credit administration function is responsible for monitoring asset quality and Board of Directors approved portfolio limits, establishing credit policies and procedures and enforcing the consistent application of these policies and procedures among all lending units. Additional information on the credit administration function is included in Item 1 under the heading *Loan Review and Nonperforming Assets* in United’s Annual Report on Form 10-K for the year ended December 31, 2017.

United classifies commercial performing loans as “substandard” when there is a well-defined weakness or weaknesses that jeopardizes the repayment by the borrower and there is a distinct possibility that United could sustain some loss if the deficiency is not corrected. United classifies consumer performing loans as “substandard” when the loan is in bankruptcy.

The table below presents performing classified loans for the last five quarters.

Table 7 - Performing Classified Loans
(in thousands)

	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
By Category					
Owner occupied commercial real estate	$ 42,096	$ 41,467	$ 37,147	$ 34,427	$ 41,536
Income producing commercial real estate	24,984	30,061	20,922	22,457	24,143
Commercial & industrial	11,003	11,879	10,740	7,247	10,372
Commercial construction	8,422	8,264	6,213	4,808	8,564
Equipment financing	414	-	-	-	-
Total commercial	86,919	91,671	75,022	68,939	84,615
Residential mortgage	14,824	15,323	15,914	12,929	14,632
Home equity	5,491	6,055	5,603	5,733	5,789
Residential construction	1,506	1,837	1,754	1,822	1,858
Consumer direct	1,142	515	508	627	657
Indirect auto	1,498	1,760	1,685	1,697	1,288
Total	$ 111,380	$ 117,161	$ 100,486	$ 91,747	$ 108,839
By Market					
North Georgia	$ 26,243	$ 30,952	$ 30,049	$ 34,638	$ 38,092
Atlanta MSA	12,145	9,358	9,936	10,384	14,258
North Carolina	27,186	30,670	11,341	11,916	10,022
Coastal Georgia	3,075	3,322	2,791	3,062	6,957
Gainesville MSA	662	750	456	475	698
East Tennessee	12,402	10,953	10,620	7,089	6,781
South Carolina	26,800	27,212	31,123	21,763	30,612
Commercial Banking Solutions	1,369	2,184	2,485	723	131
Indirect auto	1,498	1,760	1,685	1,697	1,288
Total loans	$ 111,380	$ 117,161	$ 100,486	$ 91,747	$ 108,839

At March 31, 2018, performing classified loans totaled $111 million and decreased $5.78 million from the prior quarter-end, and increased $2.54 million from a year ago.

Reviews of classified performing and non-performing loans, past due loans and larger credits are conducted on a regular basis and are designed to identify risk migration and potential charges to the allowance for loan losses. These reviews are presented by the responsible lending officers or respective credit officer and specific action plans are discussed along with the financial strength of borrowers, the value of the applicable collateral, past loan loss experience, anticipated loan losses, changes in risk profile, the effect of prevailing economic conditions on the borrower and other factors specific to the borrower and its industry. In addition to the reviews mentioned above, United also has an internal loan review team which directly reviews the portfolio in conjunction with external loan review to ensure the objectivity of the loan review process.

The following table presents a summary of the changes in the allowance for credit losses for the periods indicated.

Table 8 - Allowance for Credit Losses
(in thousands)

	Three Months Ended March 31,	
	2018	2017
Allowance for loan and lease losses at beginning of period	$ 58,914	$ 61,422
Charge-offs:		
Owner occupied commercial real estate	60	25
Income producing commercial real estate	657	897
Commercial & industrial	384	216
Commercial construction	363	202
Equipment financing	139	-
Residential mortgage	70	542
Home equity lines of credit	124	471
Residential construction	-	-
Consumer direct	651	442
Indirect auto	436	420
Total loans charged-off	2,884	3,215
Recoveries:		
Owner occupied commercial real estate	103	237
Income producing commercial real estate	235	27
Commercial & industrial	389	368
Commercial construction	97	572
Equipment financing	97	-
Residential mortgage	123	12
Home equity lines of credit	35	49
Residential construction	64	9
Consumer direct	160	207
Indirect auto	80	55
Total recoveries	1,383	1,536
Net charge-offs	1,501	1,679
Provision for loan and lease losses	3,672	800
Allowance for loan and lease losses at end of period	$ 61,085	$ 60,543
Allowance for unfunded commitments at beginning of period	$ 2,312	$ 2,002
Provision for losses on unfunded commitments	128	-
Allowance for unfunded commitments at end of period	2,440	2,002
Allowance for credit losses	$ 63,525	$ 62,545
Total loans and leases:		
At period-end	$ 8,184,249	$ 6,964,990
Average	7,993,339	6,903,860
Allowance for loan and lease losses as a percentage of period-end loans and leases	.75%	.87%
As a percentage of average loans (annualized):		
Net charge-offs	.08	.10
Provision for loan and lease losses	.19	.05

The provision for credit losses charged to earnings is based upon management's judgment of the amount necessary to maintain the allowance at a level appropriate to absorb probable incurred losses in the loan portfolio at the balance sheet date. The amount each quarter is dependent upon many factors, including growth and changes in the composition of the loan portfolio, net charge-offs, delinquencies, management's assessment of loan portfolio quality, the value of collateral, and other macro-economic factors and trends. The evaluation of these factors is performed quarterly by management through an analysis of the appropriateness of the allowance for loan losses.

The allowance for credit losses, which includes a portion related to unfunded commitments, totaled $63.5 million at March 31, 2018, compared with $61.2 million at December 31, 2017. At March 31, 2018, the allowance for loan losses was $61.1 million, or .75% of loans, compared with $58.9 million, or ..76% of total loans, at December 31, 2017.

Management believes that the allowance for credit losses at March 31, 2018 reflects the probable incurred losses in the loan portfolio and unfunded loan commitments. This assessment involves uncertainty and judgment and is subject to change in future periods. The amount of any changes could be significant if management's assessment of loan quality or collateral values change substantially with respect to one or more loan relationships or portfolios. In addition, bank regulatory authorities, as part of their periodic examination of the Bank, may require adjustments to the provision for credit losses in future periods if, in their opinion, the results of their review warrant such additions.

Nonperforming Assets

The table below summarizes nonperforming assets.

Table 9 - Nonperforming Assets
(in thousands)

	March 31, 2018	December 31, 2017
Nonperforming loans	$ 26,240	$ 23,658
Foreclosed properties/other real estate owned (OREO)	2,714	3,234
Total nonperforming assets	$ 28,954	$ 26,892
Nonperforming loans as a percentage of total loans and leases	.32%	.31%
Nonperforming assets as a percentage of total loans and OREO	.35	.35
Nonperforming assets as a percentage of total assets	.24	.23

At March 31, 2018, nonperforming loans were $26.4 million compared to $23.7 million at December 31, 2017. Nonperforming assets, which include nonperforming loans and foreclosed real estate, totaled $29.0 million at March 31, 2018 and $26.9 million at December 31, 2017.

United's policy is to place loans on nonaccrual status when, in the opinion of management, the principal and interest on a loan is not likely to be repaid in full or when the loan becomes 90 days past due. When a loan is classified on nonaccrual status, interest previously accrued but not collected is reversed against current interest revenue. Principal and interest payments received on a nonaccrual loan are applied to reduce the loan's recorded investment.

Purchased credit impaired ("PCI") loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. However, these loans are considered as performing, even though they may be contractually past due, as any non-payment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and is included in the resulting recognition of current period covered loan loss provision or future period yield adjustments. The accrual of interest is discontinued on PCI loans if management can no longer reliably estimate future cash flows on the loan. No PCI loans were classified as nonaccrual at March 31, 2018 or December 31, 2017 as the carrying value of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest revenue, through accretion of the difference between the carrying value of the loans and the expected cash flows, is being recognized on all PCI loans.

The following table summarizes nonperforming assets by category and market as of the dates indicated.

Table 10 - Nonperforming Assets by Category and Market
(in thousands)

	March 31, 2018			December 31, 2017		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
BY CATEGORY						
Owner occupied commercial real estate	$ 6,757	$ 1,121	$ 7,878	$ 4,923	$ 1,955	$ 6,878
Income producing commercial real estate	3,942	368	4,310	3,208	244	3,452
Commercial & industrial	1,917	-	1,917	2,097	-	2,097
Commercial construction	574	658	1,232	758	884	1,642
Equipment financing	428	-	428	-	-	-
Total commercial	13,618	2,147	15,765	10,986	3,083	14,069
Residential mortgage	8,724	232	8,956	8,776	136	8,912
Home equity lines of credit	2,149	335	2,484	2,024	15	2,039
Residential construction	378	-	378	192	-	192
Consumer direct	146	-	146	43	-	43
Indirect auto	1,225	-	1,225	1,637	-	1,637
Total NPAs	$ 26,240	$ 2,714	$ 28,954	$ 23,658	$ 3,234	$ 26,892
BY MARKET						
North Georgia	$ 8,519	$ 85	$ 8,604	$ 7,310	$ 94	$ 7,404
Atlanta MSA	1,138	132	1,270	1,395	279	1,674
North Carolina	5,006	1,271	6,277	4,543	1,213	5,756
Coastal Georgia	1,887	-	1,887	2,044	20	2,064
Gainesville MSA	574	163	737	739	-	739
East Tennessee	1,511	10	1,521	1,462	-	1,462
South Carolina	3,443	483	3,926	3,433	1,059	4,492
Commercial Banking Solutions	2,937	570	3,507	1,095	569	1,664
Indirect auto	1,225	-	1,225	1,637	-	1,637
Total NPAs	$ 26,240	$ 2,714	$ 28,954	$ 23,658	$ 3,234	$ 26,892

At March 31, 2018 and December 31, 2017, United had $60.4 million and $58.1 million, respectively, in loans with terms that have been modified in TDRs. Included therein were $7.44 million and $5.50 million, respectively, of TDRs that were classified as nonaccrual and were included in nonperforming loans. The remaining TDRs with an aggregate balance of $53.0 million and $52.6 million, respectively, were performing according to their modified terms and are therefore not considered to be nonperforming assets.

At March 31, 2018 and December 31, 2017, there were $65.3 million and $62.3 million, respectively, of loans classified as impaired under the definition outlined in the Accounting Standards Codification, including TDRs which are by definition considered impaired. Included in impaired loans at March 31, 2018 and December 31, 2017 was $17.9 million and $9.37 million, respectively, that did not require specific reserves or had previously been charged down to net realizable value. The balance of impaired loans at March 31, 2018 and December 31, 2017 of $47.4 million and $52.9 million, respectively, had specific reserves that totaled $3.89 million and $3.26 million, respectively. The average recorded investment in impaired loans for the first quarters of 2018 and 2017 was $66.2 million and $81.9 million, respectively. For the three months ended March 31, 2018, United recognized $746,000 in interest revenue on impaired loans compared to $957,000 for the same period of the prior year.

The table below summarizes activity in nonperforming assets for the periods indicated.

Table 11 - Activity in Nonperforming Assets
(in thousands)

	First Quarter 2018			First Quarter 2017		
	Nonaccrual Loans	**Foreclosed Properties**	**Total NPAs**	**Nonaccrual Loans**	**Foreclosed Properties**	**Total NPAs**
Beginning Balance	$ 23,658	$ 3,234	$ 26,892	$ 21,539	$ 7,949	$ 29,488
Acquisitions	428	-	428	-	-	-
Loans placed on non-accrual	7,463	-	7,463	3,172	-	3,172
Payments received	(3,534)	-	(3,534)	(3,046)	-	(3,046)
Loan charge-offs	(1,150)	-	(1,150)	(1,292)	-	(1,292)
Foreclosures	(625)	625	-	(561)	561	-
Property sales	-	(957)	(957)	-	(3,077)	(3,077)
Write downs	-	(72)	(72)	-	(480)	(480)
Net gains (losses) on sales	-	(116)	(116)	-	107	107
Ending Balance	$ 26,240	$ 2,714	$ 28,954	$ 19,812	$ 5,060	$ 24,872

Foreclosed property is initially recorded at fair value, less estimated costs to sell. If the fair value, less estimated costs to sell at the time of foreclosure is less than the loan balance, the deficiency is charged against the allowance for loan losses. If the lesser of fair value, less estimated costs to sell or the listed selling price, less the costs to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to foreclosed property expense. When the foreclosed property is sold, a gain or loss is recognized on the sale for the difference between the sales proceeds and the carrying amount of the property. For the first quarter of 2018, United transferred $625,000 of loans into foreclosed property through foreclosures. During the same period, proceeds from sales of foreclosed property were $957,000.

Investment Securities

The composition of the investment securities portfolio reflects United's investment strategy of maintaining an appropriate level of liquidity while providing a relatively stable source of revenue. The investment securities portfolio also provides a balance to interest rate risk and credit risk in other categories of the balance sheet while providing a vehicle for the investment of available funds, furnishing liquidity, and supplying securities to pledge as required collateral for certain deposits and borrowings, including repurchase agreements.

At March 31, 2018 and December 31, 2017, United had securities held-to-maturity with a carrying amount of $312 million and $321 million, respectively, and securities available-for-sale totaling $2.42 billion and $2.62 billion, respectively. At March 31, 2018 and December 31, 2017, the securities portfolio represented approximately 22% and 25%, respectively, of total assets.

The investment securities portfolio primarily consists of Treasury securities, U.S. government agency securities, U.S. government sponsored agency mortgage-backed securities, non-agency mortgage-backed securities, corporate securities, municipal securities and asset-backed securities. Mortgage-backed securities rely on the underlying pools of mortgage loans to provide a cash flow of principal and interest. The actual maturities of these securities will usually differ from contractual maturities because loans underlying the securities can prepay. Decreases in interest rates will generally cause an acceleration of prepayment levels. In a declining or prolonged low interest rate environment, United may not be able to reinvest the proceeds from these prepayments in assets that have comparable yields. In a rising rate environment, the opposite occurs - prepayments tend to slow and the weighted average life extends. This is referred to as extension risk which can lead to lower levels of liquidity due to the delay of cash receipts and can result in the holding of a below market yielding asset for a longer period of time. United's asset-backed securities include collateralized loan obligations and securities backed by student loans.

Management evaluates its securities portfolio each quarter to determine if any security is considered to be other than temporarily impaired. In making this evaluation, management considers its ability and intent to hold securities to recover current market losses. Losses on United's fixed income securities at March 31, 2018 primarily reflect the effect of changes in interest rates. United did not recognize any other than temporary impairment losses on its investment securities during the first quarter of 2018 or 2017.

At March 31, 2018 and December 31, 2017, 14% and 15%, respectively, of the securities portfolio was invested in floating-rate securities or fixed-rate securities that were swapped to floating rates in order to manage exposure to rising interest rates.

Goodwill and Core Deposit Intangibles

Goodwill represents the premium paid for acquired companies above the fair value of the assets acquired and liabilities assumed, including separately identifiable intangible assets.

Core deposit intangibles, representing the value of acquired deposit relationships, and noncompete agreements are amortizing intangible assets that are required to be tested for impairment only when events or circumstances indicate that impairment may exist. There were no events or circumstances that led management to believe that any impairment exists in goodwill or other intangible assets.

Deposits

Total customer deposits, excluding brokered deposits, as of March 31, 2018 were $9.58 billion, compared to $9.44 billion at December 31, 2017. Total core transaction deposits (demand, NOW, money market and savings deposits, excluding public funds deposits) of $6.91 billion at March 31, 2018 increased $139 million since December 31, 2017. United's high level of service, as evidenced by its strong customer satisfaction scores, has been instrumental in attracting and retaining core transaction deposit accounts.

Total time deposits, excluding brokered deposits, as of March 31, 2018 were $1.52 billion, down $27.5 million from December 31, 2017. United has allowed some attrition of certificates of deposit, as funding needs have been met with lower cost transaction account deposits.

Brokered deposits totaled $411 million as of March 31, 2018, an increase of $39.7 million from December 31, 2017 due to an increase in the balance of lower-cost brokered NOW deposits and brokered time deposits which are generally swapped to LIBOR.

Borrowing Activities

The Bank is a shareholder in the Federal Home Loan Bank of Atlanta ("FHLB"). Through this affiliation, FHLB secured advances totaled $435 million and $505 million, respectively, as of March 31, 2018 and December 31, 2017. United anticipates continued use of this short and long-term source of funds. Additional information regarding FHLB advances is provided in Note 13 to the consolidated financial statements included in United's Annual Report on Form 10-K for the year ended December 31, 2017.

Contractual Obligations

There have not been any material changes to United's contractual obligations since December 31, 2017.

Off-Balance Sheet Arrangements

United is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of customers. These financial instruments include commitments to extend credit, letters of credit and financial guarantees.

A commitment to extend credit is an agreement to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Letters of credit and financial guarantees are conditional commitments issued to guarantee a customer's performance to a third party and have essentially the same credit risk as extending loan facilities to customers. Those commitments are primarily issued to local businesses.

The exposure to credit loss in the event of nonperformance by the other party to the commitments to extend credit, letters of credit and financial guarantees is represented by the contractual amount of these instruments. United uses the same credit underwriting procedures for making commitments, letters of credit and financial guarantees, as it uses for underwriting on-balance sheet instruments. Management evaluates each customer's creditworthiness on a case-by-case basis and the amount of the collateral, if deemed necessary, is based on the credit evaluation. Collateral held varies, but may include unimproved and improved real estate, certificates of deposit, personal property or other acceptable collateral.

All of these instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The total amount of these instruments does not necessarily represent future cash requirements because a significant portion of these instruments expire without being used. United is not involved in off-balance sheet contractual relationships, other than those disclosed in this report, that could result in liquidity needs or other commitments, or that could significantly affect earnings. See Note 14 to the consolidated financial statements for additional information on off-balance sheet arrangements.

Interest Rate Sensitivity Management

The absolute level and volatility of interest rates can have a significant effect on profitability, primarily in United's core community banking activities of extending loans and accepting deposits. The objective of interest rate risk management is to identify and manage the sensitivity of net interest revenue to changing interest rates, consistent with United's overall financial goals. Based on economic conditions, asset quality and various other considerations, management establishes tolerance ranges for interest rate sensitivity and manages within these ranges.

United's net interest revenue, and the fair value of its financial instruments, are influenced by changes in the level of interest rates. United limits its exposure to fluctuations in interest rates through policies developed by the Asset/Liability Management Committee ("ALCO") and approved by the Board of Directors. ALCO meets periodically and has responsibility for formulating and recommending asset/liability management policies to the Board of Directors, formulating and implementing strategies to improve balance sheet positioning and/or earnings, and reviewing interest rate sensitivity.

One of the tools management uses to estimate and manage the sensitivity of net interest revenue to changes in interest rates is an asset/liability simulation model. Resulting estimates are based upon a number of assumptions for each scenario, including loan and deposit re-pricing characteristics and the rate of prepayments. ALCO periodically reviews the assumptions for reasonableness based on historical data and future expectations; however, actual net interest revenue may differ from model results. The primary objective of the simulation model is to measure the potential change in net interest revenue over time using multiple interest rate scenarios. The base scenario assumes rates remain flat and is the scenario to which all others are compared in order to measure the change in net interest revenue. Policy limits are based on immediate rate shock scenarios, as well as gradually rising and falling rate scenarios, which are all compared to the base scenario. Another commonly analyzed scenario is a most-likely scenario that projects the expected change in rates based on the slope of the forward yield curve. Other scenarios analyzed may include delayed rate shocks, yield curve steepening or flattening, or other variations in rate movements. While the primary policy scenarios focus on a twelve-month time frame, longer time horizons are also modeled.

United’s policy is based on the 12-month impact on net interest revenue of interest rate shocks and ramps that increase from 100 to 400 basis points or decrease 100 basis points from the base scenario. In the shock scenarios, rates immediately change the full amount at the scenario onset. In the ramp scenarios, rates change by 25 basis points per month. United’s policy limits the projected change in net interest revenue over the first 12 months to a 5% decrease for each 100 basis point change in the increasing and decreasing rate ramp and shock scenarios. The following table presents United’s interest sensitivity position at the dates indicated.

Table 12 - Interest Sensitivity

	Increase (Decrease) in Net Interest Revenue from Base Scenario at			
	March 31, 2018		December 31, 2017	
Change in Rates	**Shock**	**Ramp**	**Shock**	**Ramp**
100 basis point increase	(0.1)%	(0.6)%	0.1%	(0.3)%
100 basis point decrease	(6.4)	(4.9)	(7.4)	(6.2)

Interest rate sensitivity is a function of the re-pricing characteristics of the portfolio of assets and liabilities. These re-pricing characteristics are the time frames within which the interest-earning assets and interest-bearing liabilities are subject to change in interest rates either at replacement, re-pricing or maturity. Interest rate sensitivity management focuses on the maturity structure of assets and liabilities and their re-pricing characteristics during periods of changes in market interest rates. Effective interest rate sensitivity management seeks to ensure that both assets and liabilities respond to changes in interest rates on a net basis within an acceptable timeframe, thereby minimizing the potentially adverse effect of interest rate changes on net interest revenue.

United has some discretion in the extent and timing of deposit re-pricing depending upon the competitive pressures in the markets in which it operates. Changes in the mix of earning assets or supporting liabilities can either increase or decrease the net interest margin without affecting interest rate sensitivity. The interest rate spread between an asset and its supporting liability can vary significantly even when the timing of re-pricing for both the asset and the liability remains the same, due to the two instruments re-pricing according to different indices. This is commonly referred to as basis risk.

In order to manage interest rate sensitivity, management uses derivative financial instruments. Derivative financial instruments can be a cost-effective and capital-effective means of modifying the re-pricing characteristics of on-balance sheet assets and liabilities. These contracts generally consist of interest rate swaps under which United pays a variable rate (or fixed rate, as the case may be) and receives a fixed rate (or variable rate, as the case may be). In addition to derivative instruments, management uses a variety of balance sheet instruments to manage interest rate risk such as investment securities, wholesale funding, and bank-issued deposits.

Derivative financial instruments that are designated as accounting hedges are classified as either cash flow or fair value hedges. The change in fair value of cash flow hedges is recognized in other comprehensive income. Fair value hedges recognize in earnings both the effect of the change in the fair value of the derivative financial instrument and the offsetting effect of the change in fair value of the hedged asset or liability associated with the particular risk of that asset or liability being hedged. United has other derivative financial instruments that are not designated as accounting hedges but are used for interest rate risk management purposes and as effective economic hedges. Derivative financial instruments that are not accounted for as accounting hedges are marked to market through earnings.

From time to time, United will terminate hedging positions when conditions change and the position is no longer necessary to manage overall sensitivity to changes in interest rates. In those situations where the terminated contract was in an effective hedging relationship at the time of termination and the hedging relationship is expected to remain effective throughout the original term of the contract, the resulting gain or loss is amortized over the remaining life of the original contract. For swap contracts, the gain or loss is amortized over the remaining original contract term using the straight line method of amortization. United expects that $454,000 will be reclassified as an increase to interest expense from other comprehensive income over the next twelve months related to these terminated cash flow hedges.

United’s policy requires all non-customer facing derivative financial instruments be used only for asset/liability management through the hedging of specific transactions or positions, and not for trading or speculative purposes. Management believes that the risk associated with using derivative financial instruments to mitigate interest rate risk sensitivity is appropriately monitored and controlled and will not have any material adverse effect on financial condition or results of operations. In order to mitigate potential credit risk, from time to time United may require the counterparties to derivative contracts to pledge cash and/or securities as collateral to cover the net exposure.

Liquidity Management

The objective of liquidity management is to ensure that sufficient funding is available, at a reasonable cost, to meet ongoing operational cash needs and to take advantage of revenue producing opportunities as they arise. While the desired level of liquidity will vary depending upon a variety of factors, it is the primary goal of United to maintain a sufficient level of liquidity in all expected economic environments. To assist in determining the adequacy of its liquidity, United performs a variety of liquidity stress tests including idiosyncratic, systemic and combined scenarios for both moderate and severe events. Liquidity is defined as the ability to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management involves maintaining the ability to meet the daily cash flow requirements of customers, both depositors and borrowers. United maintains an unencumbered liquid asset reserve to help ensure its ability to meet its obligations under normal conditions for at least a 12-month period and under severely adverse liquidity conditions for a minimum of 30 days.

An important part of the Bank's liquidity resides in the asset portion of the balance sheet, which provides liquidity primarily through loan interest and principal repayments and the maturities and sales of securities, as well as the ability to use these assets as collateral for borrowings on a secured basis. The Bank also maintains excess funds in short-term interest-bearing assets that provide additional liquidity.

The Bank's main source of liquidity is customer interest-bearing and noninterest-bearing deposit accounts. Liquidity is also available from wholesale funding sources consisting primarily of Federal funds purchased, FHLB advances, brokered deposits and securities sold under agreements to repurchase. These sources of liquidity are generally short-term in nature and are used as necessary to fund asset growth and meet other short-term liquidity needs.

In addition, because United's holding company is a separate entity and apart from the Bank, it must provide for its own liquidity. United's holding company is responsible for the payment of dividends declared for its common shareholders, and interest and principal on any outstanding debt or trust preferred securities. United's holding company currently has internal capital resources to meet these obligations. While United's holding company has access to the capital markets, the ultimate source of holding company liquidity is subsidiary service fees and dividends from the Bank, which are limited by applicable law and regulations.

At March 31, 2018, United had cash and cash equivalent balances of $352 million and had sufficient qualifying collateral to increase FHLB advances by $863 million and Federal Reserve discount window borrowing capacity of $1.27 billion. United also has the ability to raise substantial funds through brokered deposits. In addition to these wholesale sources, United has the ability to attract retail deposits by competing more aggressively on pricing.

As disclosed in the consolidated statement of cash flows, net cash provided by operating activities was $72.5 million for the three months ended March 31, 2018. Net income of $37.7 million for the three-month period included non-cash expenses for the following: deferred income tax expense of $10.2 million, depreciation, amortization and accretion of $10.5 million, provision expense of $3.80 million and stock-based compensation expense of $1.15 million. Other sources of cash from operating activities included an increase in accrued expenses and other liabilities of $1.37 million and a decrease in loans held for sale of $8.83 million. Net cash provided by investing activities of $37.0 million consisted primarily of $13.8 million in proceeds from maturities and calls of investment securities held-to-maturity, $114 million in proceeds from the sale of investment securities available-for-sale and $85.3 million in proceeds from maturities and calls of investment securities available-for-sale. These sources of cash were partially offset by a $79.4 million net increase in loans, purchases of investment securities available-for-sale totaling $30.2 million and cash paid for acquisitions of $56.8 million. Net cash used in financing activities of $71.5 million consisted primarily of a net decrease in short-term borrowings of $265 million and a net decrease in FHLB advances of $70.0 million, partially offset by a net increase in deposits of $186 million and issuance of subordinated debt of $98.2 million. In the opinion of management, United's liquidity position at March 31, 2018, was sufficient to meet its expected cash flow requirements.

Capital Resources and Dividends

Shareholders' equity at March 31, 2018 was $1.36 billion, an increase of $53.4 million from December 31, 2017 due to shares issued for the NLFC acquisition plus year-to-date earnings less dividends declared and a decrease in the value of available-for-sale securities. Accumulated other comprehensive loss, which includes unrealized gains and losses on securities available-for-sale, the unrealized gains and losses on derivatives qualifying as cash flow hedges and unamortized prior service cost and actuarial gains and losses on United's modified retirement plan, is excluded in the calculation of regulatory capital adequacy ratios.

The following table shows United's capital ratios, as calculated under applicable regulatory guidelines, at March 31, 2018 and December 31, 2017. As of March 31, 2018, capital levels remained characterized as "well-capitalized" under the Basel III Capital Rules in effect at the time.

Table 13 – Capital Ratios
(dollars in thousands)

	Basel III Guidelines		United Community Banks, Inc. (Consolidated)		United Community Bank	
	Minimum	Well Capitalized	March 31, 2018	December 31, 2017	March 31, 2018	December 31, 2017
Risk-based ratios:						
Common equity tier 1 capital	4.5%	6.5%	11.34%	11.98%	13.43%	12.93%
Tier I capital	6.0	8.0	11.68	12.24	13.43	12.93
Total capital	8.0	10.0	13.59	13.06	14.13	13.63
Leverage ratio	4.0	5.0	9.10	9.44	10.47	9.98
Common equity tier 1 capital			$ 1,036,836	$ 1,053,983	$ 1,226,544	$ 1,135,728
Tier I capital			1,068,286	1,076,465	1,226,544	1,135,728
Total capital			1,243,446	1,149,191	1,290,069	1,196,954
Risk-weighted assets			9,146,981	8,797,387	9,129,882	8,781,177
Average total assets			11,745,243	11,403,248	11,713,088	11,385,716

United's common stock trades on the Nasdaq Global Select Market under the symbol "UCBI". Below is a quarterly schedule of high, low and closing stock prices and average daily volume for 2018 and 2017.

Table 14 - Stock Price Information

	2018				2017			
	High	Low	Close	Avg Daily Volume	High	Low	Close	Avg Daily Volume
First quarter	$ 33.60	$ 27.73	$ 31.65	529,613	$ 30.47	$ 25.29	$ 27.69	459,018
Second quarter					28.57	25.39	27.80	402,802
Third quarter					29.02	24.47	28.54	365,102
Fourth quarter					29.60	25.76	28.14	365,725

Effect of Inflation and Changing Prices

A bank's asset and liability structure is substantially different from that of an industrial firm in that primarily all assets and liabilities of a bank are monetary in nature with relatively little investment in fixed assets or inventories. Inflation has an important effect on the growth of total assets and the resulting need to increase equity capital at higher than normal rates in order to maintain an appropriate equity to assets ratio.

Management believes the effect of inflation on financial results depends on United's ability to react to changes in interest rates, and by such reaction, reduce the inflationary effect on performance. United has an asset/liability management program to manage interest rate sensitivity. In addition, periodic reviews of banking services and products are conducted to adjust pricing in view of current and expected costs.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

There have been no material changes in United's market risk as of March 31, 2018 from that presented in the Annual Report on Form 10-K for the year ended December 31, 2017. The interest rate sensitivity position at March 31, 2018 is included in management's discussion and analysis on page 60 of this report.

Item 4. Controls and Procedures

United's management, including the Chief Executive Officer and Chief Financial Officer, supervised and participated in an evaluation of United's disclosure controls and procedures as of March 31, 2018. Based on, and as of the date of that evaluation, United's Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective in accumulating and communicating information to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures of that information under the SEC's rules and forms and that the disclosure controls and procedures are designed to ensure that the information required to be disclosed in reports that are filed or submitted by United under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no significant changes in the internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

Part II. Other Information

Item 1. Legal Proceedings

In the ordinary course of operations, United and the Bank are defendants in various legal proceedings. Additionally, in the ordinary course of business, United and the Bank are subject to regulatory examinations and investigations. Based on our current knowledge and advice of counsel, in the opinion of management there is no such pending or threatened legal matter which would result in a material adverse change in the consolidated financial condition or results of operations of United.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in United's Annual Report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table contains information for shares repurchased during the first quarter of 2018.

(Dollars in thousands, except for per share amounts)	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs [(1)]**
January 1, 2018 - January 31, 2018	-	$ -	-	$ 36,342
February 1, 2018 - February 28, 2018	-	-	-	36,342
March 1, 2018 - March 31, 2018	-	-	-	36,342
Total	-	$ -	-	$ 36,342

(1) On March 22, 2016, United announced that its Board of Directors had authorized a program to repurchase up to $50 million of United's outstanding common stock through December 31, 2017. In November of 2017, the Board of Directors extended this program through December 31, 2018. Under the program, the shares may be repurchased periodically in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased under the program depends on a number of factors, including the market price of United's common stock, general market and economic conditions, and applicable legal requirements. As of March 31, 2018, the remaining authorization was $36.3 million.

Item 3. Defaults upon Senior Securities – None

Item 4. Mine Safety Disclosures – None

Item 5. Other Information – None

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification by Jimmy C. Tallent, Chairman and Chief Executive Officer of United Community Banks, Inc., pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Jefferson L. Harralson, Executive Vice President and Chief Financial Officer of United Community Banks, Inc., pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

UNITED COMMUNITY BANKS, INC.

/s/ Jimmy C. Tallent
Jimmy C. Tallent
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Jefferson L. Harralson
Jefferson L. Harralson
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Alan H. Kumler
Alan H. Kumler
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Date: May 8, 2018

Exhibit 31.1

I, Jimmy C. Tallent, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United Community Banks, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a - 15(f) and 15d - 15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Jimmy C. Tallent
Jimmy C. Tallent
Chairman and Chief Executive Officer of the Registrant

Date: May 8, 2018

Exhibit 31.2

I, Jefferson L. Harralson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United Community Banks, Inc. (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a - 15(f) and 15d - 15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors:

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

By: /s/ Jefferson L. Harralson
Jefferson L. Harralson
Executive Vice President and Chief Financial Officer
of the Registrant

Date: May 8, 2018

Exhibit 32

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of United Community Banks, Inc. (“United”) on Form 10-Q for the period ending March 31, 2018 filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jimmy C. Tallent, Chairman and Chief Executive Officer of United, and I, Jefferson L. Harralson, Executive Vice President and Chief Financial Officer of United, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of United.

By: /s/ Jimmy C. Tallent
Jimmy C. Tallent
Chairman and Chief Executive Officer

By: /s/ Jefferson L. Harralson
Jefferson L. Harralson
Executive Vice President and Chief Financial Officer

Date: May 8, 2018