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

FORM 10-Q/A

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

For the Quarterly Period Ended September 30, 2011

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 (State of Incorporation)	**58-1807304** (I.R.S. Employer Identification No.)
125 Highway 515 East **Blairsville, Georgia** Address of Principal Executive Offices	**30512** (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 Web site, 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, or a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	**Accelerated filer**	☒
Non-accelerated filer	☐ **(Do not check if a smaller reporting company)**	**Smaller Reporting Company**	☐

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 41,611,596 shares voting and 15,914,209 shares non-voting outstanding as of October 31, 2011

Explanatory Note

This Amendment to the Form 10-Q (this "Amendment") of United Community Banks, Inc. ("United") amends and restates United's Form 10-Q for the quarter ended September 30, 2011 that was originally filed with the Securities and Exchange Commission on November 8, 2011 (collectively with Amendment, this "Form 10-Q").

This Amendment is filed to reflect United's establishment of a full deferred tax asset valuation allowance as of December 31, 2010 and the effects thereof on certain related disclosures contained in this Form 10-Q, including (i) United's previously reported income tax expense, other comprehensive income in shareholders' equity and net loss for the first, second and third quarters of 2011 and full year 2010, tangible book value, tangible equity and tangible common equity to asset ratios, and regulatory capital ratios as of September 30, 2011, June 30, 2011, March 31, 2011 and December 31, 2010, and (ii) United's disclosure in Item 4—Controls and Procedures.

Unless otherwise indicated, this Amendment does not reflect events occurring after November 8, 2011.

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Part I – Financial Information

Item 1 – Financial Statements

UNITED COMMUNITY BANKS, INC.
Consolidated Statement of Operations *(Unaudited)*

(in thousands, except per share data)	Three Months Ended September 30, (As restated) 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, (As restated) 2011	Nine Months Ended September 30, 2010
Interest revenue:				
Loans, including fees	$ 59,294	$ 68,419	$ 181,359	$ 211,245
Investment securities, including tax exempt of $244, $279, $754 and $886	14,568	14,711	42,964	46,743
Federal funds sold, commercial paper and deposits in banks	261	719	1,832	2,416
Total interest revenue	74,123	83,849	226,155	260,404
Interest expense:				
Deposits:				
NOW	831	1,705	3,191	5,304
Money market	1,129	1,930	4,656	5,516
Savings	52	83	193	250
Time	9,086	16,099	31,813	54,015
Total deposit interest expense	11,098	19,817	39,853	65,085
Federal funds purchased, repurchase agreements and other short-term borrowings	1,081	1,068	3,197	3,162
Federal Home Loan Bank advances	441	796	1,601	2,747
Long-term debt	2,642	2,665	8,169	7,994
Total interest expense	15,262	24,346	52,820	78,988
Net interest revenue	58,861	59,503	173,335	181,416
Provision for loan losses	36,000	50,500	237,000	187,000
Net interest revenue after provision for loan losses	22,861	9,003	(63,665)	(5,584)
Fee revenue:				
Service charges and fees	7,534	7,648	21,862	23,088
Mortgage loan and other related fees	1,148	2,071	3,594	5,151
Brokerage fees	836	731	2,204	1,884
Securities gains, net	—	2,491	838	2,552
Loss from prepayment of debt	—	(2,233)	(791)	(2,233)
Other	1,980	2,153	9,534	5,664
Total fee revenue	11,498	12,861	37,241	36,106
Total revenue	34,359	21,864	(26,424)	30,522
Operating expenses:				
Salaries and employee benefits	25,262	24,891	76,622	72,841
Communications and equipment	3,284	3,620	10,006	10,404
Occupancy	3,794	3,720	11,673	11,370
Advertising and public relations	1,052	1,128	3,347	3,523
Postage, printing and supplies	1,036	1,019	3,239	3,009
Professional fees	2,051	2,117	7,731	6,238
Foreclosed property	2,813	19,752	69,603	45,105
FDIC assessments and other regulatory charges	2,603	3,256	11,660	10,448
Amortization of intangibles	748	793	2,270	2,389
Other	3,877	4,610	14,368	12,707
Goodwill impairment	—	210,590	—	210,590
Loss on sale of nonperforming assets	—	—	—	45,349
Total operating expenses	46,520	275,496	210,519	433,973
Loss from continuing operations before income taxes	(12,161)	(253,632)	(236,943)	(403,451)
Income tax benefit	(822)	(17,217)	(296)	(73,046)
Net loss from continuing operations	(11,339)	(236,415)	(236,647)	(330,405)
Loss from discontinued operations, net of income taxes	—	—	—	(101)
Gain from sale of subsidiary, net of income taxes and selling costs	—	—	—	1,266
Net loss	(11,339)	(236,415)	(236,647)	(329,240)
Preferred stock dividends and discount accretion	3,019	2,581	8,813	7,730
Net loss available to common shareholders	$ (14,358)	$ (238,996)	$ (245,460)	$ (336,970)
Loss from continuing operations per common share—Basic	$ (.25)	$ (12.62)	$ (7.23)	$ (17.89)
Loss from continuing operations per common share—Diluted	(.25)	(12.62)	(7.23)	(17.89)
Loss per common share—Basic	(.25)	(12.62)	(7.23)	(17.82)
Loss per common share—Diluted	(.25)	(12.62)	(7.23)	(17.82)
Weighted average common shares outstanding—Basic	57,599	18,936	33,973	18,905
Weighted average common shares outstanding—Diluted	57,599	18,936	33,973	18,905

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Balance Sheet

(in thousands, except share and per share data)	(As restated) September 30, 2011 (unaudited)	(As restated) December 31, 2010 (audited)	September 30, 2010 (unaudited)
ASSETS			
Cash and due from banks	$ 57,780	$ 95,994	$ 104,033
Interest-bearing deposits in banks	241,440	111,901	64,408
Federal funds sold, commercial paper and short-term investments	—	441,562	108,579
Cash and cash equivalents	299,220	649,457	277,020
Securities available for sale	1,769,083	1,224,417	1,053,518
Securities held to maturity (fair value $369,020, $267,988 and $263,012)	353,739	265,807	256,694
Mortgage loans held for sale	22,050	35,908	20,630
Loans, net of unearned income	4,109,875	4,604,126	4,759,504
Less allowance for loan losses	146,092	174,695	174,613
Loans, net	3,963,783	4,429,431	4,584,891
Assets covered by loss sharing agreements with the FDIC	83,623	131,887	144,581
Premises and equipment, net	176,839	178,239	178,842
Accrued interest receivable	19,744	24,299	24,672
Goodwill and other intangible assets	9,175	11,446	12,217
Foreclosed property	44,263	142,208	129,964
Net deferred tax asset	—	—	146,831
Other assets	152,754	183,160	183,189
Total assets	$ 6,894,273	$ 7,276,259	$ 7,013,049
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities:			
Deposits:			
Demand	$ 966,452	$ 793,414	$ 783,251
NOW	1,299,512	1,424,781	1,338,371
Money market	1,030,370	891,252	804,644
Savings	200,231	183,894	186,617
Time:			
Less than $100,000	1,393,559	1,496,700	1,498,379
Greater than $100,000	905,183	1,002,359	1,033,132
Brokered	209,998	676,772	354,243
Total deposits	6,005,305	6,469,172	5,998,637
Federal funds purchased, repurchase agreements, and other short-term borrowings	102,883	101,067	103,780
Federal Home Loan Bank advances	40,625	55,125	55,125
Long-term debt	120,206	150,146	150,126
Unsettled securities purchases	10,585	—	—
Accrued expenses and other liabilities	31,302	32,171	42,906
Total liabilities	6,310,906	6,807,681	6,350,574
Shareholders' equity:			
Preferred stock, $1 par value; 10,000,000 shares authorized;			
Series A; $10 stated value; 21,700 shares issued and outstanding	217	217	217
Series B; $1,000 stated value; 180,000 shares issued and outstanding	176,739	175,711	175,378
Series D; $1,000 stated value; 16,613 shares issued and outstanding	16,613	—	—
Common stock, $1 par value; 100,000,000 shares authorized;			
41,595,692, 18,937,001 and 18,886,660 shares issued and outstanding	41,596	18,937	18,887
Common stock, non-voting, $1 par value; 30,000,000 shares authorized; 15,914,209 shares issued and outstanding	15,914	—	—
Common stock issuable; 88,501, 67,287 and 61,119 shares	3,590	3,894	3,961
Capital surplus	1,053,565	741,244	740,151
Accumulated deficit	(737,736)	(492,276)	(316,587)
Accumulated other comprehensive income	12,869	20,851	40,468
Total shareholders' equity	583,367	468,578	662,475
Total liabilities and shareholders' equity	$ 6,894,273	$ 7,276,259	$ 7,013,049

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC.
Consolidated Statement of Changes in Shareholders' Equity *(Unaudited)*
For the Nine Months Ended September 30,

(in thousands, except share and per share data)	Preferred Stock Series A	Preferred Stock Series B	Preferred Stock Series D	Preferred Stock Series F	Preferred Stock Series G	Common Stock	Non-Voting Common Stock	Common Stock Issuable	Capital Surplus	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2009	$ 217	$ 174,408	$ —	$ —	$ —	$ 18,809	$ —	$ 3,597	$ 697,271	$ 20,384	$ 47,635	$ 962,321
Comprehensive income:												
Net loss										(329,240)		(329,240)
Other comprehensive income (loss):												
Unrealized holding gains on available for sale securities, net of reclassification adjustment											739	739
Unrealized losses on derivative financial instruments qualifying as cash flow hedges,											(7,906)	(7,906)
Comprehensive loss										(329,240)	(7,167)	(336,407)
Issuance of equity instruments in private equity transaction									39,813			39,813
Common stock issued to dividend reinvestment plan and employee benefit plans (72,281 shares)						73			1,326			1,399
Amortization of stock option and restricted stock									1,887			1,887
Vesting of restricted stock (2,112 shares issued, 8,304 shares deferred)						2		607	(609)			—
Deferred compensation plan, net, including dividend equivalents								227				227
Shares issued from deferred compensation plan (3,145 shares)						3		(470)	463			(4)
Dividends on Series A preferred stock										(11)		(11)
Dividends on Series B preferred stock		970								(7,720)		(6,750)
Balance, September 30, 2010	$ 217	$ 175,378	$ —	$ —	$ —	$ 18,887	$ —	$ 3,961	$ 740,151	$ (316,587)	$ 40,468	$ 662,475
Balance, December 31, 2010 (As restated)	$ 217	$ 175,711	$ —	$ —	$ —	$ 18,937	$ —	$ 3,894	$ 741,244	$ (492,276)	$ 20,851	$ 468,578
Comprehensive loss (As restated):												
Net loss (As restated)										(236,647)		(236,647)
Other comprehensive loss:												
Unrealized holding gains on available for sale securities, net of reclassification adjustment											4,588	4,588
Unrealized losses on derivative financial instruments qualifying as cash flow hedges											(12,570)	(12,570)
Comprehensive loss (As restated)										(236,647)	(7,982)	(244,629)
Penalty received on incomplete private equity transaction (As restated)									3,250			3,250
Preferred for common equity exchange related to tax benefits preservation plan (1,551,126 common shares)			16,613			(1,551)			(15,062)			—
Conversion of Series F and Series G Preferred Stock (20,618,156 voting and 15,914,209 non-voting common shares)				(195,872)	(151,185)	20,618	15,914		310,525			—
Common stock issued to dividend reinvestment plan and employee benefit plans (113,787 shares)						114			987			1,101
Common and preferred stock issued (3,467,699 common shares)				195,872	151,185	3,468			11,035			361,560
Amortization of stock options and restricted stock awards									1,485			1,485
Vesting of restricted stock (6,709 shares issued, 6,382 shares deferred)						7		54	(61)			—
Deferred compensation plan, net, including dividend equivalents								183				183
Shares issued from deferred compensation plan (3,466 shares)						3		(541)	538			—
Tax on option exercise and restricted stock vesting									(376)			(376)
Dividends on Series A preferred stock										(10)		(10)
Dividends on Series B preferred stock		1,028								(7,798)		(6,770)
Dividends on Series D preferred stock										(1,005)		(1,005)
Balance, September 30, 2011 (As restated)	$ 217	$ 176,739	$ 16,613	$ —	$ —	$ 41,596	$ 15,914	$ 3,590	$ 1,053,565	$ (737,736)	$ 12,869	$ 583,367

Comprehensive loss for the third quarters of 2011 and 2010 was $17.7 million and $241 million, respectively.

See accompanying notes to consolidated financial statements.

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

(in thousands)	Nine Months Ended September 30, (As restated) 2011	2010
Operating activities:		
Net loss	$ (236,647)	$ (329,240)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, amortization and accretion	14,670	11,961
Provision for loan losses	237,000	187,000
Goodwill impairment charge	—	210,590
Stock based compensation	1,485	1,887
Securities gains, net	(838)	(2,552)
Losses and write downs on sales of other real estate owned	61,473	33,477
Gain from sale of subsidiary	—	(2,110)
Loss on sale of nonperforming assets	—	45,349
Loss on prepayment of borrowings	791	2,233
Changes in assets and liabilities:		
Other assets and accrued interest receivable	59,841	(17,528)
Accrued expenses and other liabilities	(2,739)	(1,949)
Mortgage loans held for sale	13,858	9,596
Net cash provided by operating activities	148,894	148,714
Investing activities:		
Investment securities held to maturity:		
Proceeds from maturities and calls	52,520	81,384
Purchases	(142,777)	(24,128)
Investment securities available for sale:		
Proceeds from sales	106,603	75,528
Proceeds from maturities and calls	363,333	634,305
Purchases	(1,000,378)	(544,793)
Net decrease in loans	106,341	65,570
Proceeds from loan sales	99,298	24,723
Proceeds from sales of premises and equipment	636	81
Purchases of premises and equipment	(6,442)	(5,057)
Net cash received from sale of subsidiary	—	2,842
Net cash received from sale of nonperforming assets	—	20,618
Proceeds from sale of other real estate	70,951	110,459
Net cash (used in) provided by investing activities	(349,915)	441,532
Financing activities:		
Net change in deposits	(463,867)	(625,437)
Net change in federal funds purchased, repurchase agreements, and other short-term borrowings	1,816	2,391
Repayments of Federal Home Loan Bank advances	(15,291)	(61,181)
Repayments of long-term debt	(30,000)	—
Proceeds from issuance of common stock for dividend reinvestment and employee benefit plans	1,101	1,395
Proceeds from issuance of common and preferred stock, net of offering costs	361,560	—
Proceeds from penalty on incomplete private equity transaction	3,250	—
Cash dividends on preferred stock	(7,785)	(6,761)
Net cash used in financing activities	(149,216)	(689,593)
Net change in cash and cash equivalents	(350,237)	(99,347)
Cash and cash equivalents at beginning of period	649,457	376,367
Cash and cash equivalents at end of period	$ 299,220	$ 277,020
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 55,580	$ 89,359
Income taxes	179	(37,194)

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
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 of America ("GAAP") and general banking industry practices. The accompanying interim consolidated financial statements have not been audited. All material intercompany balances and transactions have been eliminated. A more detailed description of United's accounting policies is included in the 2010 annual report filed on Form 10-K.

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 presentation. The results for interim periods are not necessarily indicative of results for the full year or any other interim periods.

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 fair value, less cost to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to operating expenses. 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. Financed sales of foreclosed property are accounted for in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification Topic 360, Subtopic 20, *Real Estate Sales* ("ASC 360-20").

Note 2 – Restatement of Consolidated Financial Statements

Subsequent to filing United's quarterly report on Form 10-Q, for the period ended September 30, 2011, United determined that a full valuation allowance on its deferred tax asset should be recognized as of December 31, 2010. Management decided to establish a valuation allowance against the net deferred tax asset after reconsidering the positive and negative evidence regarding the ultimate realization of the net deferred tax asset. Realization of the net deferred tax asset is dependent upon United's ability to generate future taxable income. Management has concluded that the objective and verifiable negative evidence represented by United's recent losses outweighs the more subjective positive evidence. As a result of this conclusion, United has established a full valuation allowance against its deferred tax asset.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

Accordingly, the September 30, 2011 consolidated financial statements have been restated to account for this determination. The effect of this change in the consolidated financial statements was as follows *(in thousands except per share amounts)*.

	Three Months Ended September 30, 2011			Nine Months Ended September 30, 2011		
	As Reported	Adjustment	As Restated	As Reported	Adjustment	As Restated
Consolidated Statement of Operations						
Income tax benefit	$ (5,959)	$ 5,137	$ (822)	$ (95,872)	$ 95,576	$ (296)
Net income (loss) from continuing operations	(6,202)	(5,137)	(11,339)	(141,071)	(95,576)	(236,647)
Net income (loss)	(6,202)	(5,137)	(11,339)	(141,071)	(95,576)	(236,647)
Net income (loss) available to common shareholders	(9,221)	(5,137)	(14,358)	(149,884)	(95,576)	(245,460)
Income (loss) from continuing operations per common share—basic	(0.16)	(0.09)	(0.25)	(4.41)	(2.82)	(7.23)
Income (loss) from continuing operations per common share—diluted	(0.16)	(0.09)	(0.25)	(4.41)	(2.82)	(7.23)
Income (loss) per common share—basic	(0.16)	(0.09)	(0.25)	(4.41)	(2.82)	(7.23)
Income (loss) per common share—diluted	(0.16)	(0.09)	(0.25)	(4.41)	(2.82)	(7.23)
Consolidated Statement of Changes in Shareholders' Equity						
Net loss				$ (141,071)	$ (95,576)	$ (236,647)
Unrealized holding losses on available for sale securities				2,910	1,678	4,588
Unrealized losses on derivative financial instrument qualifying as cash flow hedges				(7,680)	(4,890)	(12,570)
Comprehensive loss				(145,841)	(98,788)	(244,629)
Consolidated Statement of Cash Flows						
Operating activities:						
Net loss				$ (141,071)	$ (95,576)	$ (236,647)
Net change in other assets and accrued interest receivable				(35,735)	95,576	59,841

	As of September 30, 2011			As of December 31, 2010		
	As Reported	Adjustment	As Restated	As Reported	Adjustment	As Restated
Consolidated Balance Sheet						
Net deferred tax asset	$ 264,275	$ (264,275)	$ —	$ 166,937	$ (166,937)	$ —
Other assets	153,329	(575)	152,754	183,160	—	183,160
Total assets	7,159,123	(264,850)	6,894,273	7,443,196	(166,937)	7,276,259
Capital surplus	1,052,690	875	1,053,565	741,244	—	741,244
(Accumulated deficit) retained earnings	(485,451)	(252,285)	(737,736)	(335,567)	(156,709)	(492,276)
Accumulated other comprehensive income	26,309	(13,440)	12,869	31,079	(10,228)	20,851
Total shareholders' equity	848,217	(264,850)	583,367	635,515	(166,937)	468,578
Total liabilities and shareholders' equity	7,159,123	(264,850)	6,894,273	7,443,196	(166,937)	7,276,259

Note 3 – Accounting Standards Updates

In July 2011, the FASB issued Accounting Standards Update No. 2011-06, *Fees Paid to the Federal Government by Health Insurers* ("ASU No. 2011-06"). ASU No. 2011-06 states that the liability for the annual fee for health insurers mandated by the Patient protection and Affordable Care Act as amended by the Health Care and Education Reconciliation Act, should be estimated and recorded in full once the entity provides qualifying health insurance. Along with the fee liability, a corresponding deferred cost should be recorded and amortized into expense, typically using a straight-line method. ASU No. 2011-06 is effective for calendar years beginning after December 31, 2013, and does not apply to United.

In July 2011, the FASB issued Accounting Standards Update No. 2011-07, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities* ("ASU No. 2011-07"). ASU No. 2011-07 requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue. Also, these entities are required to provide enhanced disclosure about their policies on recognizing revenue and assessing bad debts. The guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2012, and does not apply to United.

In September 2011, the FASB issued Accounting Standards Update No. 2011-08, *Testing Goodwill for Impairment* ("ASU No. 2011-08"). ASU No. 2011-08 allows an entity first to assess qualitatively whether it is necessary to perform step one of the two-step annual goodwill impairment test. An entity is required to perform step one only if the entity concludes that it is more likely than not that a reporting unit's fair value is less than its carrying amount (that is, a likelihood of more than 50 percent). This amends the existing guidance, which required entities to perform step one of the test, at least annually, by calculating and comparing the fair value of a reporting unit to its carrying amount. The revised standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. However, an entity can choose to early adopt the revised standard even if its annual test date is before September 15, 2011 (the date on which the revised standard was issued), provided that the entity has not yet issued its financial statements for the period that includes its annual test date. Since United has no goodwill balance, ASU No. 2011-08 will not currently have an impact on the Company's financial position, results of operation, or disclosures.

In September 2011, the FASB issued Accounting Standards Update No. 2011-09, *Disclosures about an Employer's Participation in a Multiemployer Plan* ("ASU No. 2011-09"). ASU No. 2011-09 is intended to provide more information about an employer's financial obligations to a multiemployer pension plan and, therefore help financial statement users better understand the financial health of all significant plans in which the employer participates. It is effective for public entities for fiscal years ending after December 15, 2011, with a one year deferral for non-public entities. United does not participate in a multiemployer plan, so this revised standard does not apply to the Company.

Note 4 – Mergers and Acquisitions

On June 19, 2009, United Community Bank ("UCB" or the "Bank") purchased substantially all the assets and assumed substantially all the liabilities of Southern Community Bank ("SCB") from the Federal Deposit Insurance Corporation ("FDIC"), as Receiver of SCB. UCB and the FDIC entered loss sharing agreements regarding future losses incurred on loans and foreclosed loan collateral existing at June 19, 2009. Under the terms of the loss sharing agreements, the FDIC will absorb 80 percent of losses and share 80 percent of loss recoveries on the first $109 million of losses and, absorb 95 percent of losses and share in 95 percent of loss recoveries on losses exceeding $109 million. The term for loss sharing on 1-4 Family loans is ten years, while the term for loss sharing on all other loans is five years.

Under the loss sharing agreement, the portion of the losses expected to be indemnified by the FDIC is considered an indemnification asset in accordance with ASC 805 *Business Combinations*. The indemnification asset, referred to as "estimated loss reimbursement from the FDIC," is included in the balance of "Assets covered by loss sharing agreements with the FDIC" on the Consolidated Balance Sheet. The indemnification asset was recognized at fair value, which was estimated at the acquisition date based on the terms of the loss sharing agreement. The indemnification asset is expected to be collected over a four-year average life. No valuation allowance was required.

Loans, foreclosed property and the estimated FDIC reimbursement resulting from the loss sharing agreements with the FDIC are reported as "Assets covered by loss sharing agreements with the FDIC" in the consolidated balance sheet.

The table below shows the components of covered assets at September 30, 2011 *(in thousands)*.

(in thousands)	Purchased Impaired Loans	Other Purchased Loans	Other	Total
Commercial (secured by real estate)	$ —	$ 34,546	$ —	$ 34,546
Commercial (commercial and industrial)	—	2,485	—	2,485
Construction and land development	1,771	10,282	—	12,053
Residential mortgage	186	8,376	—	8,562
Installment	6	181	—	187
Total covered loans	1,963	55,870	—	57,833
Covered foreclosed property	—	—	11,488	11,488
Estimated loss reimbursement from the FDIC	—	—	14,302	14,302
Total covered assets	$ 1,963	$ 55,870	$ 25,790	$ 83,623

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Note 5 – Securities

Realized gains and losses are derived using the specific identification method for determining the cost of securities sold. The following table summarizes securities sales activity for the three and nine month periods ended September 30, 2011 and 2010 *(in thousands)*.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Proceeds from sales	$ —	$ 34,711	$ 106,603	$ 75,528
Gross gains on sales	$ —	$ 2,491	$ 1,169	$ 3,751
Gross losses on sales	—	—	331	249
Impairment losses	—	—	—	950
Net gains on sales of securities	$ —	$ 2,491	$ 838	$ 2,552
Income tax expense attributable to sales	$ —	$ 969	$ 326	$ 993

Substantially all securities with a carrying value of $1.89 billion, $1.43 billion, and $1.26 billion were pledged to secure public deposits, FHLB advances and other secured borrowings at September 30, 2011, December 31, 2010 and September 30, 2010, respectively.

Securities are classified as held to maturity when management has the positive intent and ability to hold them until maturity. Securities held to maturity are carried at amortized cost. The amortized cost, gross unrealized gains and losses and fair value of securities held to maturity at September 30, 2011, December 31, 2010 and September 30, 2010 are as follows *(in thousands)*.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of September 30, 2011				
U.S. Government agencies	$ 5,000	$ 17	$ —	$ 5,017
State and political subdivisions	50,185	3,721	22	53,884
Mortgage-backed securities (1)	298,554	11,871	306	310,119
Total	$ 353,739	$ 15,609	$ 328	$ 369,020
As of December 31, 2010				
U.S. Government agencies	$ 11,939	$ 79	$ —	$ 12,018
State and political subdivisions	47,007	416	1,005	46,418
Mortgage-backed securities (1)	206,861	2,700	9	209,552
Total	$ 265,807	$ 3,195	$ 1,014	$ 267,988
As of September 30, 2010				
U.S. Government agencies	$ 6,961	$ 124	$ —	$ 7,085
State and political subdivisions	30,752	1,271	—	32,023
Mortgage-backed securities (1)	218,981	4,929	6	223,904
Total	$ 256,694	$ 6,324	$ 6	$ 263,012

(1) All are residential type mortgage-backed securities

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The cost basis, unrealized gains and losses, and fair value of securities available for sale at September 30, 2011, December 31, 2010 and September 30, 2010 are presented below *(in thousands)*.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of September 30, 2011				
U.S. Government agencies	$ 33,597	$ 109	$ —	$ 33,706
State and political subdivisions	25,435	1,400	4	26,831
Mortgage-backed securities [1]	1,556,639	39,177	416	1,595,400
Corporate securities	119,066	—	8,424	110,642
Other	2,504	—	—	2,504
Total	$ 1,737,241	$ 40,686	$ 8,844	$ 1,769,083
As of December 31, 2010				
U.S. Government agencies	$ 99,969	$ 67	$ 1,556	$ 98,480
State and political subdivisions	27,600	878	36	28,442
Mortgage-backed securities [1]	963,475	29,204	1,671	991,008
Corporate securities	105,359	192	1,516	104,035
Other	2,452	—	—	2,452
Total	$ 1,198,855	$ 30,341	$ 4,779	$ 1,224,417
As of September 30, 2010				
U.S. Government agencies	$ 127,989	$ 714	$ —	$ 128,703
State and political subdivisions	29,209	1,434	6	30,637
Mortgage-backed securities [1]	762,322	35,060	61	797,321
Corporate securities	95,480	61	1,136	94,405
Other	2,452	—	—	2,452
Total	$ 1,017,452	$ 37,269	$ 1,203	$ 1,053,518

(1) All are residential type mortgage-backed securities

The following table summarizes held to maturity securities in an unrealized loss position as of September 30, 2011, December 31, 2010 and September 30, 2010 *(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 September 30, 2011						
State and political subdivisions	$ 354	$ 22	$ —	$ —	$ 354	$ 22
Mortgage-backed securities	9,828	306	—	—	9,828	306
Total unrealized loss position	$ 10,182	$ 328	$ —	$ —	$ 10,182	$ 328
As of December 31, 2010						
State and political subdivisions	$ 28,949	$ 1,005	$ —	$ —	$ 28,949	$ 1,005
Mortgage-backed securities	1,951	9	—	—	1,951	9
Total unrealized loss position	$ 30,900	$ 1,014	$ —	$ —	$ 30,900	$ 1,014
As of September 30, 2010						
Mortgage-backed securities	$ 1,964	$ 6	$ —	$ —	$ 1,964	$ 6
Total unrealized loss position	$ 1,964	$ 6	$ —	$ —	$ 1,964	$ 6

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The following table summarizes available for sale securities in an unrealized loss position as of September 30, 2011, December 31, 2010 and September 30, 2010 *(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 September 30, 2011						
State and political subdivisions	—	—	10	4	10	4
Mortgage-backed securities	255,896	416	—	—	255,896	416
Corporate securities	44,251	3,765	66,341	4,659	110,592	8,424
Total unrealized loss position	$ 300,147	$ 4,181	$ 66,351	$ 4,663	$ 366,498	$ 8,844
As of December 31, 2010						
U.S. Government agencies	$ 68,412	$ 1,556	$ —	$ —	$ 68,412	$ 1,556
State and political subdivisions	1,082	30	12	6	1,094	36
Mortgage-backed securities	59,505	1,630	2,799	41	62,304	1,671
Corporate securities	69,985	1,516	—	—	69,985	1,516
Other	—	—	—	—	—	—
Total unrealized loss position	$ 198,984	$ 4,732	$ 2,811	$ 47	$ 201,795	$ 4,779
As of September 30, 2010						
State and political subdivisions	$ —	$ —	$ 12	$ 6	$ 12	$ 6
Mortgage-backed securities	5,055	1	10,730	60	15,785	61
Corporate securities	59,864	1,136	—	—	59,864	1,136
Total unrealized loss position	$ 64,919	$ 1,137	$ 10,742	$ 66	$ 75,661	$ 1,203

At September 30, 2011, there were 32 available for sale securities and 2 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 September 30, 2011 were primarily attributable to changes in interest rates.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. 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 analyst's reports. During the nine months ended September 30, 2010, United recorded impairment losses of $950,000 on investments in financial institutions that showed evidence of other-than-temporary impairment. No impairment losses were identified in the first nine months of 2011.

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The amortized cost and fair value of held to maturity and available for sale securities at September 30, 2011, 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
U.S. Government agencies:				
5 to 10 years	$ 25,000	$ 25,047	$ —	$ —
More than 10 years	8,597	8,659	5,000	5,017
	33,597	33,706	5,000	5,017
State and political subdivisions:				
Within 1 year	4,357	4,398	—	—
1 to 5 years	14,291	15,198	4,821	5,081
5 to 10 years	5,939	6,344	19,483	21,132
More than 10 years	848	891	25,881	27,671
	25,435	26,831	50,185	53,884
Corporate securities:				
1 to 5 years	18,549	16,848	—	—
5 to 10 years	99,517	93,494	—	—
More than 10 years	1,000	300	—	—
	119,066	110,642	—	—
Other:				
More than 10 years	2,504	2,504	—	—
	2,504	2,504	—	—
Total securities other than mortgage-backed securities:				
Within 1 year	4,357	4,398	—	—
1 to 5 years	32,840	32,046	4,821	5,081
5 to 10 years	130,456	124,885	19,483	21,132
More than 10 years	12,949	12,354	30,881	32,688
Mortgage-backed securities	1,556,639	1,595,400	298,554	310,119
	$ 1,737,241	$ 1,769,083	$ 353,739	$ 369,020

Expected maturities may differ from contractual maturities because issuers and borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

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Note 6 – Loans and Allowance for Loan Losses

Major classifications of loans as of September 30, 2011, December 31, 2010 and September 30, 2010, are summarized as follows *(in thousands)*.

	September 30, 2011	December 31, 2010	September 30, 2010
Commercial (secured by real estate)	$ 1,771,101	$ 1,761,424	$ 1,781,271
Commercial construction	168,531	296,582	309,519
Commercial (commercial and industrial)	429,043	441,518	456,368
Total commercial	2,368,675	2,499,524	2,547,158
Residential construction	474,552	695,166	763,424
Residential mortgage	1,149,678	1,278,780	1,315,994
Consumer installment	116,970	130,656	132,928
Total loans	4,109,875	4,604,126	4,759,504
Less allowance for loan losses	146,092	174,695	174,613
Loans, net	$ 3,963,783	$ 4,429,431	$ 4,584,891

The Bank makes loans and extensions of credit to individuals and a variety of firms and corporations located primarily in counties in north Georgia, the Atlanta, Georgia MSA, the Gainesville, Georgia MSA, coastal Georgia, western North Carolina and east Tennessee. Although the Bank has a diversified loan portfolio, a substantial portion of the loan portfolio is collateralized by improved and unimproved real estate and is dependent upon the real estate market.

Changes in the allowance for loan losses for the three and nine months ended September 30, 2011 and 2010 are summarized as follows *(in thousands)*.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Balance beginning of period	$ 127,638	$ 174,111	$ 174,695	$ 155,602
Provision for loan losses	36,000	50,500	237,000	187,000
Charge-offs:				
Commercial (secured by real estate)	2,270	14,343	54,410	27,070
Commercial construction	1,705	1,989	52,400	5,660
Commercial (commercial and industrial)	866	1,458	5,832	7,776
Residential construction	7,668	25,661	106,692	111,632
Residential mortgage	6,399	8,043	47,742	19,435
Consumer installment	970	1,162	2,949	3,708
Total loans charged-off	19,878	52,656	270,025	175,281
Recoveries:				
Commercial (secured by real estate)	78	131	352	1,137
Commercial construction	80	17	191	22
Commercial (commercial and industrial)	446	251	849	1,592
Residential construction	1,287	1,727	1,544	3,083
Residential mortgage	289	348	660	672
Consumer installment	152	184	826	786
Total recoveries	2,332	2,658	4,422	7,292
Net charge-offs	17,546	49,998	265,603	167,989
Balance end of period	$ 146,092	$ 174,613	$ 146,092	$ 174,613

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At September 30, 2011, December 31, 2010 and September 30, 2010, loans with a carrying value of $1.37 billion, $1.02 billion and $1.10 billion were pledged as collateral to secure FHLB advances and other contingent funding sources.

The following table presents the balance and activity in the allowance for loan losses by portfolio segment and the recorded investment in loans by portfolio segment based on the impairment method as of September 30, 2011, December 31, 2010 and September 30, 2010 (*in thousands*).

	Commercial (Secured by Real Estate)	Commercial Construction	Commercial (Commercial and Industrial)	Residential Construction	Residential Mortgage	Consumer Installment	Unallocated	Total
Nine Months Ended September 30, 2011								
Allowance for loan losses:								
Beginning balance	$ 31,191	$ 6,780	$ 7,580	$ 92,571	$ 22,305	$ 3,030	$ 11,238	$ 174,695
Charge-offs	(54,410)	(52,400)	(5,832)	(106,692)	(47,742)	(2,949)	—	(270,025)
Recoveries	352	191	849	1,544	660	826	—	4,422
Provision	48,344	54,133	20,174	57,842	53,786	1,296	1,425	237,000
Ending balance	$ 25,477	$ 8,704	$ 22,771	$ 45,265	$ 29,009	$ 2,203	$ 12,663	$ 146,092
Ending allowance attributable to loans:								
Individually evaluated for impairment	$ 4,070	$ 4,038	$ 17,067	$ 7,267	$ 1,062	$ 37	$ —	$ 33,541
Collectively evaluated for impairment	21,407	4,666	5,704	37,998	27,947	2,166	12,663	112,551
Total ending allowance balance	$ 25,477	$ 8,704	$ 22,771	$ 45,265	$ 29,009	$ 2,203	$ 12,663	$ 146,092
Loans:								
Individually evaluated for impairment	$ 54,126	$ 23,844	$ 52,433	$ 44,189	$ 8,043	$ 95	$ —	$ 182,730
Collectively evaluated for impairment	1,716,975	144,687	376,610	430,363	1,141,635	116,875	—	3,927,145
Total loans	$ 1,771,101	$ 168,531	$ 429,043	$ 474,552	$ 1,149,678	$ 116,970	$ —	$ 4,109,875
December 31, 2010								
Allowance for loan losses:								
Ending allowance attributable to loans:								
Individually evaluated for impairment	$ 268	$ —	$ —	$ 644	$ 137	$ —	$ —	$ 1,049
Collectively evaluated for impairment	30,923	6,780	7,580	91,927	22,168	3,030	11,238	173,646
Total ending allowance balance	$ 31,191	$ 6,780	$ 7,580	$ 92,571	$ 22,305	$ 3,030	$ 11,238	$ 174,695
Loans:								
Individually evaluated for impairment	$ 41,818	$ 20,311	$ 5,874	$ 39,505	$ 15,468	$ —	$ —	$ 122,976
Collectively evaluated for impairment	1,719,606	276,271	435,644	655,661	1,263,312	130,656	—	4,481,150
Total loans	$ 1,761,424	$ 296,582	$ 441,518	$ 695,166	$ 1,278,780	$ 130,656	$ —	$ 4,604,126
Nine Months Ended September 30, 2010								
Allowance for loan losses:								
Beginning balance	$ 19,208	$ 5,861	$ 6,892	$ 93,585	$ 17,266	$ 2,545	$ 10,245	$ 155,602
Charge-offs	(27,070)	(5,660)	(7,776)	(111,632)	(19,435)	(3,708)	—	(175,281)
Recoveries	1,137	22	1,592	3,083	672	786	—	7,292
Provision	30,412	7,764	7,667	116,913	21,394	3,409	(559)	187,000
Ending balance	$ 23,687	$ 7,987	$ 8,375	$ 101,949	$ 19,897	$ 3,032	$ 9,686	$ 174,613
Ending allowance attributable to loans:								
Individually evaluated for impairment	$ 15	$ 578	$ —	$ 653	$ 20	$ —	$ —	$ 1,266
Collectively evaluated for impairment	23,672	7,409	8,375	101,296	19,877	3,032	9,686	173,347
Total ending allowance balance	$ 23,687	$ 7,987	$ 8,375	$ 101,949	$ 19,897	$ 3,032	$ 9,686	$ 174,613
Loans:								
Individually evaluated for impairment	$ 47,880	$ 15,156	$ 8,182	$ 60,691	$ 25,067	$ —	$ —	$ 156,976
Collectively evaluated for impairment	1,733,391	294,363	448,186	702,733	1,290,927	132,928	—	4,602,528
Total loans	$ 1,781,271	$ 309,519	$ 456,368	$ 763,424	$ 1,315,994	$ 132,928	$ —	$ 4,759,504

United reviews all loans that are on nonaccrual with a balance of $500,000 or greater for impairment. A loan is considered impaired when, based on current events and circumstances, it is probable that all amounts due, according to the contractual terms of the loan, will not be collected. All troubled debt restructurings are considered impaired regardless of accrual status. Impaired loans are measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, at the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. Interest payments received on impaired nonaccrual loans are applied as a reduction of the outstanding principal balance. Impairment amounts calculated for nonaccrual collateral-dependent loans $500,000 and greater are recorded quarterly. Specific reserves are recorded in the allowance for loan losses for impairment amounts calculated on nonaccrual, non-collateral-dependent loans $500,000 and greater, and all accruing troubled debt restructured loans.

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In the first quarter 2011, United's Board of Directors adopted an accelerated problem asset disposition plan which included the bulk sale of $267 million in classified loans. Those loans were classified as held for sale at the end of the first quarter and were written down to the expected proceeds from the sale. The charge-offs on the loans transferred to held for sale in anticipation of the bulk loan sale which closed on April 18, 2011, increased first quarter 2011 loan charge-offs by $186 million. The actual loss on the bulk loan sale at closing was less than the amount charged-off in the first quarter, resulting in a $7.27 million reduction of second quarter 2011 charge-offs.

The recorded investments in individually evaluated impaired loans at September 30, 2011, December 31, 2010 and September 30, 2010 were as follows (*in thousands*).

	September 30, 2011	December 31, 2010	September 30, 2010
Period-end loans with no allocated allowance for loan losses	$ 66,636	$ 115,338	$ 149,865
Period-end loans with allocated allowance for loan losses	116,094	7,638	7,111
Total	$ 182,730	$ 122,976	$ 156,976
Amount of allowance for loan losses allocated	$ 33,541	$ 1,049	$ 1,266

The average balances of impaired loans and income recognized on impaired loans while they were considered impaired is presented below for the three and nine months ended September 30, 2011 and 2010 (*in thousands*).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Average balance of individually evaluated impaired loans during period	$ 109,164	$ 159,271	$ 81,031	$ 180,531
Interest income recognized during impairment	797	—	797	—
Cash-basis interest income recognized	630	—	630	—

The following table presents loans individually evaluated for impairment by class of loans as of September 30, 2011, December 31, 2010 and September 30, 2010 *(in thousands)*.

	September 30, 2011			December 31, 2010			September 30, 2010		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	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:									
Commercial (secured by real estate)	$ 45,242	$ 38,242	$ —	$ 60,238	$ 39,588	$ —	$ 64,951	$ 46,179	$ —
Commercial construction	6,803	6,309	—	33,898	20,311	—	27,876	13,041	—
Commercial (commercial and industrial)	48	48	—	10,115	5,874	—	12,078	8,182	—
Total commercial	52,093	44,599	—	104,251	65,773	—	104,905	67,402	—
Residential construction	31,646	16,421	—	59,502	34,597	—	97,152	57,907	—
Residential mortgage	7,745	5,588	—	21,528	14,968	—	33,413	24,556	—
Consumer installment	28	28	—	—	—	—	—	—	—
Total with no related allowance recorded	91,512	66,636	—	185,281	115,338	—	235,470	149,865	—
With an allowance recorded:									
Commercial (secured by real estate)	16,173	15,884	4,070	2,230	2,230	268	2,283	1,701	15
Commercial construction	17,850	17,535	4,038	—	—	—	2,115	2,115	578
Commercial (commercial and industrial)	54,259	52,385	17,067	—	—	—	—	—	—
Total commercial	88,282	85,804	25,175	2,230	2,230	268	4,398	3,816	593
Residential construction	28,428	27,768	7,267	14,480	4,908	644	4,500	2,784	653
Residential mortgage	2,455	2,455	1,062	500	500	137	511	511	20
Consumer installment	67	67	37	—	—	—	—	—	—
Total with an allowance recorded	119,232	116,094	33,541	17,210	7,638	1,049	9,409	7,111	1,266
Total	$ 210,744	$ 182,730	$ 33,541	$ 202,491	$ 122,976	$ 1,049	$ 244,879	$ 156,976	$ 1,266

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There were no loans more than 90 days past due and still accruing interest at September 30, 2011, December 31, 2010 or September 30, 2010. Nonaccrual loans at September 30, 2011, December 31, 2010 and September 30, 2010 were $144 million, $179 million and $218 million, respectively. Nonaccrual loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually evaluated impaired loans with larger balances.

The following table presents the recorded investment (unpaid principal less amounts charged-off) in nonaccrual loans by loan class as of September 30, 2011, December 31, 2010 and September 30, 2010 *(in thousands)*.

	Nonaccrual Loans		
	September 30, 2011	December 31, 2010	September 30, 2010
Commercial (secured by real estate)	$ 21,998	$ 44,927	$ 53,646
Commercial construction	11,370	21,374	17,279
Commercial (commercial and industrial)	53,009	5,611	7,670
Total commercial	86,377	71,912	78,595
Residential construction	34,472	54,505	79,321
Residential mortgage	22,671	51,083	58,107
Consumer installment	964	1,594	1,743
Total	$ 144,484	$ 179,094	$ 217,766
Balance as a percentage of unpaid principal	77.8%(1)	67.2%	70.0%

(1) Excluding single loan relationship with $25 million special allowance classified as nonaccrual in the third quarter, the ratio is 62.2%.

The following table presents the aging of the recorded investment in past due loans as of September 30, 2011, December 31, 2010 and September 30, 2010 by class of loans *(in thousands)*.

	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
As of September 30, 2011						
Commercial (secured by real estate)	$ 4,587	$ 4,730	$ 10,594	$ 19,911	$ 1,751,190	$ 1,771,101
Commercial construction	149	173	2,107	2,429	166,102	168,531
Commercial (commercial and industrial)	1,141	1,507	691	3,339	425,704	429,043
Total commercial	5,877	6,410	13,392	25,679	2,342,996	2,368,675
Residential construction	2,685	2,403	14,546	19,634	454,918	474,552
Residential mortgage	13,979	3,308	12,471	29,758	1,119,920	1,149,678
Consumer installment	1,531	404	291	2,226	114,744	116,970
Total loans	$ 24,072	$ 12,525	$ 40,700	$ 77,297	$ 4,032,578	$ 4,109,875
As of December 31, 2010						
Commercial (secured by real estate)	$ 10,697	$ 3,672	$ 19,457	$ 33,826	$ 1,727,598	$ 1,761,424
Commercial construction	4,616	2,917	9,189	16,722	279,860	296,582
Commercial (commercial and industrial)	2,016	2,620	3,092	7,728	433,790	441,518
Total commercial	17,329	9,209	31,738	58,276	2,441,248	2,499,524
Residential construction	13,599	5,158	34,673	53,430	641,736	695,166
Residential mortgage	24,375	7,780	38,209	70,364	1,208,416	1,278,780
Consumer installment	2,104	462	808	3,374	127,282	130,656
Total loans	$ 57,407	$ 22,609	$ 105,428	$ 185,444	$ 4,418,682	$ 4,604,126
As of September 30, 2010						
Commercial (secured by real estate)	$ 11,121	$ 7,870	$ 34,918	$ 53,909	$ 1,727,362	$ 1,781,271
Commercial construction	3,399	2,009	9,310	14,718	294,801	309,519
Commercial (commercial and industrial)	1,941	1,166	4,824	7,931	448,437	456,368
Total commercial	16,461	11,045	49,052	76,558	2,470,600	2,547,158
Residential construction	13,025	25,330	46,626	84,981	678,443	763,424
Residential mortgage	24,911	9,262	40,155	74,328	1,241,666	1,315,994
Consumer installment	1,785	614	861	3,260	129,668	132,928
Total loans	$ 56,182	$ 46,251	$ 136,694	$ 239,127	$ 4,520,377	$ 4,759,504

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As of September 30, 2011 and December 31, 2010, $7.75 million and $173,000 of specific reserves were allocated to customers whose loan terms have been modified in troubled debt restructurings. There were no specific reserves established for loans considered to be troubled debt restructurings at September 30, 2010. United committed to lend additional amounts totaling up to $1.06 million, $1.17 million, and $256,000 as of September 30, 2011 and December 31, 2010, and September 30, 2010 respectively, to customers with outstanding loans that are classified as troubled debt restructurings.

The following table presents additional information on troubled debt restructurings including the number of loan contracts restructured and the pre and post modification recorded investment. *(dollars in thousands)*.

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
As of September 30, 2011			
Commercial (secured by real estate)	31	$ 41,177	$ 38,177
Commercial construction	7	14,123	14,123
Commercial (commercial and industrial)	7	304	304
Total commercial	45	55,604	52,604
Residential construction	46	21,369	20,374
Residential mortgage	16	2,792	2,635
Consumer installment	3	95	95
Total loans	110	$ 79,860	$ 75,708
As of December 31, 2010			
Commercial (secured by real estate)	41	$ 40,649	$ 36,759
Commercial construction	16	37,980	37,067
Commercial (commercial and industrial)	7	645	364
Total commercial	64	79,274	74,190
Residential construction	63	22,012	20,782
Residential mortgage	43	6,574	6,285
Consumer installment	7	124	124
Total loans	177	$ 107,984	$ 101,381
As of September 30, 2010			
Commercial (secured by real estate)	40	$ 31,142	$ 27,145
Commercial construction	10	11,499	10,587
Commercial (commercial and industrial)	7	193	193
Total commercial	57	42,834	37,925
Residential construction	57	22,640	20,954
Residential mortgage	38	7,016	6,492
Consumer installment	5	944	944
Total loans	157	$ 73,434	$ 66,315

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The following table presents the number of contracts and the recorded investment for those trouble debt restructurings that have subsequently defaulted which we define as 90 days or more past due *(dollars in thousands)*.

	Troubled Debt Restructurings That Have Subsequently Defaulted			
	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Commercial (secured by real estate)	—	$ —	3	$ 1,337
Commercial construction	—	—	—	—
Commercial (commercial and industrial)	—	—	1	44
Total commercial	—	—	4	1,381
Residential construction	4	679	7	1,242
Residential mortgage	1	56	2	402
Consumer installment	—	—	1	28
Total loans	5	$ 735	14	$ 3,053

Risk Ratings

United categorizes loans 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, 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 continuous 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 the Company will sustain some loss if deficiencies are not corrected. Immediate corrective action is necessary.

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.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. Loans listed as not rated are generally deposit account overdrafts that have not been assigned a grade.

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As of September 30, 2011, December 31, 2010 and September 30, 2010, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows *(in thousands)*.

	Pass	Watch	Substandard	Doubtful / Loss	Not Rated	Total
As of September 30, 2011						
Commercial (secured by real estate)	$ 1,520,604	$ 94,147	$ 156,350	$ —	$ —	$ 1,771,101
Commercial construction	115,021	15,611	37,899	—	—	168,531
Commercial (commercial and industrial)	337,796	6,986	83,381	—	880	429,043
Total commercial	1,973,421	116,744	277,630	—	880	2,368,675
Residential construction	320,567	43,340	110,645	—	—	474,552
Residential mortgage	1,012,423	37,892	99,363	—	—	1,149,678
Consumer installment	112,457	847	3,666	—	—	116,970
Total loans	$ 3,418,868	$ 198,823	$ 491,304	$ —	$ 880	$ 4,109,875
As of December 31, 2010						
Commercial (secured by real estate)	$ 1,476,974	$ 82,762	$ 201,688	$ —	$ —	$ 1,761,424
Commercial construction	174,049	10,413	112,120	—	—	296,582
Commercial (commercial and industrial)	402,969	15,153	22,379	—	1,017	441,518
Total commercial	2,053,992	108,328	336,187	—	1,017	2,499,524
Residential construction	398,926	82,973	213,267	—	—	695,166
Residential mortgage	1,103,487	38,378	136,915	—	—	1,278,780
Consumer installment	125,134	650	4,872	—	—	130,656
Total loans	$ 3,681,539	$ 230,329	$ 691,241	$ —	$ 1,017	$ 4,604,126
As of September 30, 2010						
Commercial (secured by real estate)	$ 1,487,855	$ 82,530	$ 210,886	$ —	$ —	$ 1,781,271
Commercial construction	176,933	12,715	119,871	—	—	309,519
Commercial (commercial and industrial)	375,433	49,954	29,921	—	1,060	456,368
Total commercial	2,040,221	145,199	360,678	—	1,060	2,547,158
Residential construction	418,571	88,156	256,697	—	—	763,424
Residential mortgage	1,125,651	45,993	144,350	—	—	1,315,994
Consumer installment	126,102	878	5,948	—	—	132,928
Total loans	$ 3,710,545	$ 280,226	$ 767,673	$ —	$ 1,060	$ 4,759,504

Note 7 – Foreclosed Property

Major classifications of foreclosed properties at September 30, 2011, December 31, 2010 and September 30, 2010 are summarized as follows *(in thousands)*.

	September 30, 2011	December 31, 2010	September 30, 2010
Commercial real estate	$ 11,873	$ 25,893	$ 16,557
Commercial construction	5,862	17,808	15,679
Total commercial	17,735	43,701	32,236
Residential construction	42,295	91,385	82,538
Residential mortgage	9,397	23,687	27,482
Total foreclosed property	69,427	158,773	142,256
Less valuation allowance	25,164	16,565	12,292
Foreclosed property, net	$ 44,263	$ 142,208	$ 129,964
Balance as a percentage of original loan unpaid principal	33.4%	64.4%	65.9%

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Activity in the valuation allowance for foreclosed property is presented in the following table *(in thousands)*.

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Balance at beginning of year	$ 30,386	$ 8,572	$ 16,565	$ 7,433
Additions charged to expense	1,772	7,051	53,475	17,724
Direct write downs	(6,994)	(3,331)	(44,876)	(12,865)
Balance at end of period	$ 25,164	$ 12,292	$ 25,164	$ 12,292

Expenses related to foreclosed assets include *(in thousands)*.

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Net (gain) loss on sales	$ (804)	$ 7,137	$ 7,998	$ 15,753
Provision for unrealized losses	1,772	7,051	53,475	17,724
Operating expenses, net of rental income	1,845	5,564	8,130	11,628
Total foreclosed property expense	$ 2,813	$ 19,752	$ 69,603	$ 45,105

Note 8 – Earnings Per Share

United is required to report on the face of the consolidated statement of operations, earnings (loss) per common share with and without the dilutive effects of potential common stock issuances from instruments such as options, convertible securities and warrants. Basic earnings per common share is based on the weighted average number of common shares outstanding during the period while the effects of potential common shares outstanding during the period are included in diluted earnings per common share. During the three and nine months ended September 30, 2011 and 2010, United accrued dividends on preferred stock, including accretion of discounts, as shown in the following table *(in thousands)*.

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Series A—6% fixed	$ 3	$ 3	$ 10	$ 10
Series B—5% fixed until December 6, 2013, 9% thereafter	2,598	2,578	7,798	7,720
Series D—LIBOR plus 9.6875%, resets quarterly	418	—	1,005	—
Total preferred stock dividends	$ 3,019	$ 2,581	$ 8,813	$ 7,730

All preferred stock dividends are payable quarterly.

Series B preferred stock was issued at a discount. Dividend amounts shown include discount accretion for each period.

There is no dilution from potentially dilutive securities for the three and nine months ended September 30, 2011 and the three and nine months ended September 30, 2010, due to the antidilutive effect of the net loss for those periods.

The following table sets forth the computation of basic and diluted loss per share for the three and nine months ended September 30, 2011 and 2010 *(in thousands, except per share data)*.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	(As restated) 2011	2010	(As restated) 2011	2010
Net loss available to common shareholders	$ (14,358)	$ (238,996)	$ (245,460)	$ (336,970)
Weighted average shares outstanding:				
Basic	57,599	18,936	33,973	18,905
Effect of dilutive securities				
Convertible securities	—	—	—	—
Stock options	—	—	—	—
Warrants	—	—	—	—
Diluted	57,599	18,936	33,973	18,905
Loss per common share:				
Basic	$ (.25)	$ (12.62)	$ (7.23)	$ (17.82)
Diluted	$ (.25)	$ (12.62)	$ (7.23)	$ (17.82)

At September 30, 2011, United had a number of potentially dilutive securities outstanding including a warrant to purchase 219,909 common shares at $61.40 per share issued to the U.S. Treasury in connection with the issuance of United's Series B preferred stock; 129,670 shares issuable upon exercise of warrants attached to trust preferred securities with an exercise price of $100 per share; 585,829 shares issuable upon exercise of stock options granted to employees with a weighted average exercise price of $94.33; 404,644 shares issuable upon completion of vesting of restricted stock awards; 1,411,765 shares issuable upon exercise of warrants exercisable at $21.25 per share granted to Fletcher International in connection with a 2010 asset purchase and sale agreement; 2,476,191 shares issuable upon conversion of preferred stock if Fletcher International exercises its option to purchase $65 million in convertible preferred stock, convertible at $26.25 per share; 1,162,791 shares issuable upon exercise of warrants, exercisable at $30.10 per share to be granted to Fletcher International upon exercise of its option to acquire preferred stock; and 1,551,126 shares issuable upon exercise of warrants owned by Elm Ridge Off Shore Fund and Elm Ridge Value Fund, exercisable at $12.50 per share.

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 debt 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. United's derivative financial instruments are used to manage differences in the amount, timing, and duration of United's known or expected cash receipts and its known or expected cash payments principally related to United's loans and wholesale borrowings.

As of September 30, 2011, December 31, 2010 and September 30, 2010 United had no active derivative instruments outstanding.

Cash Flow Hedges of Interest Rate Risk

United's objectives in using interest rate derivatives are to add stability to net interest revenue and to manage its exposure to interest rate movements. To accomplish this objective, United primarily uses interest rate swaps as part of its interest rate risk management strategy. For United's variable-rate loans, interest rate swaps designated as cash flow hedges 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 exchange of the underlying notional amount. Interest rate floors designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty if interest rates fall below the strike rate on the contract in exchange for an up front premium. United had no active derivative contracts outstanding at September 30, 2011, December 31, 2010 or September 30, 2010 that were designated as cash flow hedges of interest rate risk however, United had unrecognized gains from terminated derivative contracts that are being amortized, straight line, over the original instruments' remaining contractual terms.

The effective portion of changes in the fair value of derivatives designated, and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Such derivatives were originally used to hedge the variable cash flows associated with existing prime-based, variable-rate loans. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three and nine months ended September 30, 2011, $575,000 and $4.69 million, respectively, in hedge ineffectiveness was recognized in other fee revenue. During the three and nine months ended September 30, 2010, $327,000 and $970,000, respectively, in hedge ineffectiveness was recognized in other fee revenue.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest revenue as interest payments are received on United’s prime-based, variable-rate loans. At September 30, 2011, the amount included in other comprehensive income represents deferred gains from terminated cash flow hedges where the forecasted hedging transaction is expected to remain effective over the remaining unexpired term of the original contract. Such gains are being deferred and recognized over the remaining life of the contract on a straight line basis. During the next twelve months, United estimates that an additional $5.33 million of the deferred gains on terminated cash flow hedging positions will be reclassified as an increase to interest revenue.

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 LIBOR, a benchmark interest rate. United uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the benchmark interest rate. Interest rate swaps designated as fair value hedges 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. As of September 30, 2011, December 31, 2010 and September 30, 2010, United had no active derivatives designated as fair value hedges of interest rate risk.

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 line item as the offsetting loss or gain on the related derivatives. During the three and nine months ended September 30, 2010, United recognized net gains of $9,000 and $215,000, respectively, related to ineffectiveness of the fair value hedging relationships. There were no active fair value hedges during the first nine months of 2011.

Tabular Disclosure of the Effect of Derivative Instruments on the Income Statement

The tables below present the effect of United’s derivative financial instruments on the consolidated statement of operations for the three and nine months ended September 30, 2011 and 2010.

Derivatives in Fair Value Hedging Relationships *(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	
	2011	2010	2011	2010
Three Months Ended September 30,				
Other fee revenue	$ —	$ (1,167)	$ —	$ 1,176
Nine Months Ended September 30,				
Other fee revenue	$ —	$ (3,760)	$ —	$ 3,975

Derivatives in Cash Flow Hedging Relationships *(in thousands).*

	Amount of Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion)		Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Income (Effective Portion)		
	2011	2010	Location	2011	2010
Three Months Ended September 30,					
			Interest revenue	$ 2,373	$ 3,349
			Other income	575	327
Interest rate products	$ —	$ —	Total	$ 2,948	$ 3,676
Nine Months Ended September 30,					
			Interest revenue	$ 7,885	$ 14,283
			Other income	4,687	970
Interest rate products	$ —	$ 2,314	Total	$ 12,572	$ 15,253

Credit-risk-related Contingent Features

United manages its credit exposure on derivatives transactions by entering into a bi-lateral 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. At September 30, 2011, United had no active derivative positions and therefore no credit support agreements remained in effect.

Note 10 – Stock-Based Compensation

United has an equity compensation plan that allows for grants of incentive stock options, nonqualified stock options, restricted stock 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 option and restricted stock awards provide for accelerated vesting if there is a change in control (as defined in the plan). As of September 30, 2011, 328,505 additional awards could be granted under the plan, subject to shareholder approval of a 612,488 increase in shares available under the plan. Through September 30, 2011, incentive stock options, nonqualified stock options, restricted stock awards and units and base salary stock grants had been granted under the plan.

The following table shows stock option activity for the first nine months of 2011.

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinisic Value ($000)
Outstanding at December 31, 2010	678,313	$ 92.99		
Granted	10,000	11.20		
Forfeited	(6,527)	42.59		
Expired	(95,957)	79.75		
Outstanding at September 30, 2011	585,829	94.33	4.4	$ —
Exercisable at September 30, 2011	518,815	100.63	4.0	—

The fair value of each option is estimated on the date of grant using the Black-Scholes model. Because United's option plan has not been in place long enough to gather sufficient information about exercise patterns to establish an expected life, United uses the formula provided by the SEC in Staff Accounting Bulletin ("SAB") No. 107 to determine the expected life of options.

The weighted average assumptions used to determine the fair value of stock options are presented in the table below.

	Nine Months Ended September 30,	
	2011	2010
Expected volatility	33.00%	52.36%
Expected dividend yield	0.00%	0.00%
Expected life (in years)	5.00	6.15
Risk-free rate	2.05%	3.10%

Compensation expense relating to stock options of $651,000 and $1.55 million was included in earnings for the nine months ended September 30, 2011 and 2010, respectively. Deferred tax benefits of $253,000 and $603,000, respectively, were included in the determination of income tax benefit for the nine month periods ended September 30, 2011 and 2010. The amount of compensation expense for both periods was determined based on the fair value of the options at the time of grant, multiplied by the number of options granted that are expected to vest, which was then amortized over the vesting period. The forfeiture rate for options is estimated to be approximately 3% per year. No options were exercised during the first nine months of 2011 or 2010.

The table below presents the activity in restricted stock awards for the first nine months of 2011.

Restricted Stock	Shares	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2010	23,214	$ 59.67
Granted	394,519	10.26
Vested	(13,089)	34.53
Outstanding at September 30, 2011	404,644	12.31

Compensation expense for restricted stock is based on the fair value of restricted stock awards at the time of grant, which is equal to the value of United's common stock on the date of grant. The value of restricted stock grants that are expected to vest is amortized into expense over the vesting period. For the nine months ended September 30, 2011 and 2010, compensation expense of $779,000 and $360,000, respectively, was recognized related to restricted stock awards. The total intrinsic value of the restricted stock was $3.44 million at September 30, 2011.

As of September 30, 2011, there was $4.70 million of unrecognized compensation cost related to non-vested stock options and restricted stock awards granted under the plan. That cost is expected to be recognized over a weighted-average period of 2.4 years. The aggregate grant date fair value of options and restricted stock awards that vested during the nine months ended September 30, 2011, was $2.05 million.

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 the company. The DRIP also allows participants to automatically reinvest their quarterly dividends in additional shares of common stock without a commission. United's 401(k) retirement plan regularly purchases shares of United's common stock directly from United. In addition, United has an Employee Stock Purchase Program ("ESPP") that allows eligible employees to purchase shares of common stock at a 5% discount, with no commission charges. For the nine months ended September 30, 2011 and 2010, United issued 113,787 and 72,281 shares, respectively, and increased capital by $1.10 million and $1.40 million, respectively, through these programs. The DRIP program has been suspended until 2012 when United expects to regain its S-3 filing status.

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United offers its common stock as an investment option in its deferred compensation plan. 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. At September 30, 2011 and 2010, 88,501 and 61,119 shares, respectively, were issuable under the deferred compensation plan.

On February 22, 2011, United entered into a share exchange agreement (the “Share Exchange Agreement”) with Elm Ridge Offshore Master Fund, Ltd. and Elm Ridge Value Partners, L.P. (collectively referred to as “Elm Ridge Parties”). Under the Share Exchange Agreement, the Elm Ridge Parties agreed to transfer to the Company 1,551,126 shares of the Company’s common stock in exchange for 16,613 shares of the Company’s cumulative perpetual preferred stock, Series D, and warrants to purchase 1,551,126 common shares with an exercise price of $12.50 per share that expires on August 22, 2013. This exchange transaction did not result in a net increase or decrease to total shareholder’s equity for the nine months ended September 30, 2011.

During the first quarter of 2011, United entered into investment agreements (the “Investment Agreements”) with Corsair Georgia, L.P. (“Corsair”) and a group of institutional investors (the “Additional Investors”). United issued 3,467,699 of the Company’s common stock for $9.50 per share, 195,872 shares of mandatorily convertible cumulative non-voting perpetual preferred stock, Series F (the “Series F Preferred Stock”), and 151,185 shares of mandatorily convertible cumulative non-voting perpetual preferred stock, Series G (the “Series G Preferred Stock”). Under the terms of the Investment Agreements and following receipt of required shareholder approvals which were received on June 16, 2011, at United’s annual shareholders’ meeting, the Series F Preferred Stock converted into 20,618,156 shares of voting common stock and the Series G Preferred Stock converted into 15,914,209 shares of non-voting common stock. This private placement transaction resulted in an increase to shareholders’ equity of $362 million, net of $18.4 million in issuance costs. Following conversion of the convertible preferred stock, Corsair owned approximately 22.5% of United’s total outstanding common stock. The Additional Investors owned approximately 47.2% of United’s total outstanding common stock.

Note 12 – Reclassifications and Reverse Stock Split

Certain 2010 amounts have been reclassified to conform to the 2011 presentation. On June 17, 2011, United completed a 1-for-5 reverse stock split, whereby each 5 shares of United’s common stock was reclassified into one share of common stock, and each 5 shares of United’s non-voting common stock was reclassified into one share of non-voting common stock. All share and per share amounts for all periods presented have been adjusted to reflect the reverse split as though it had occurred prior to the earliest period presented.

Note 13 – Discontinued Operations

On March 31, 2010, United completed the sale of its consulting subsidiary, Brintech, Inc. (“Brintech”). The sales price was $2.9 million with United covering certain costs related to the sale transaction resulting in a net, pre-tax gain of $2.1 million. As a result of the sale, Brintech is presented in the consolidated financial statements as a discontinued operation with all revenue and expenses related to the sold operations deconsolidated from the consolidated statement of operations for all periods presented. The net results of operations from Brintech are reported on a separate line on the consolidated statement of operations titled “Loss from discontinued operations, net of income taxes.” The gain from the sale, net of income taxes and selling costs, is presented on a separate line titled “Gain from sale of subsidiary, net of income taxes and selling costs.”

Note 14 – Transaction with Fletcher International

On April 1, 2010, United entered into a securities purchase agreement with Fletcher International, Ltd. and the Bank entered into an asset purchase and sale agreement with Fletcher International, Inc. and certain affiliates thereof. Under the terms of the agreements, the Bank sold $103 million in nonperforming commercial and residential mortgage loans and foreclosed properties to Fletcher’s affiliates with a nominal aggregate sales price equal to the Bank’s carrying amount. The nonperforming assets sale transaction closed on April 30, 2010. The consideration for the sale consisted of $20.6 million in cash and a loan for $82.4 million. Fletcher formed six affiliated LLCs to purchase the nonperforming assets from United. A separate loan was made to each of the affiliated LLCs with the assets of each LLC cross pledged as collateral to each of the six loans. The loans each have a five year term with principal and interest payments required according to a 20-year amortization table. Interest accrues at a fixed rate of 3.5%. Additional principal payments are required prior to the release of properties serving as collateral for the loans as those properties are sold. The loans have paid according to their contractual terms since their inception.

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As part of the agreement, Fletcher received a warrant to acquire 1,411,765 shares of United's common stock at a price of $21.25 per share. The warrant has a nine year term and expires on May 26, 2019. To date, the warrant has not been exercised. In accordance with the terms of the securities purchase agreement, Fletcher has the right during the next two years to purchase up to $65 million in United's Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock pays a dividend equal to the lesser of 8% or LIBOR plus 4%. The Series C Convertible Preferred Stock is convertible by Fletcher into common stock at $26.25 per share (2,476,191 shares). If Fletcher had not purchased all of the Series C Convertible Preferred Stock by May 29, 2011, it was required to pay United 5% of the commitment amount not purchased by such date, and it must pay United an additional 5% of the commitment amount not purchased by May 29, 2012. Fletcher paid United $3.25 million as it had not purchased the Series C Convertible Preferred Stock as of May 29, 2011. The payment was recorded directly in shareholders' equity, net of applicable income tax effects. Fletcher will receive an additional warrant to purchase $35 million in common stock at $30.10 per share (1,162,791 shares) when it purchases the last $35 million of Series C Convertible Preferred Stock. All of the warrants settle on a cashless exercise basis and the net shares to be delivered upon cashless exercise will be less than what would have been issuable if the warrant had been exercised for cash.

All of the components of the transaction, including all equity instruments issued under the securities purchase agreement and the notes receivable received as consideration from the sale of nonperforming assets were recorded at fair value. Because the value of the equity instruments and assets exchanged in the transaction exceeded the value of the cash and notes receivable received, United recorded a loss of $45.3 million on the transaction with Fletcher in the second quarter of 2010.

The table below presents a summary of the assets and equity instruments transferred and received at their respective fair values *($ in thousands, except per share amounts)*.

	Valuation Approach	Fair Value Heirarchy	Fair Value
Warrants Issued / Assets Transferred to Fletcher at Fair Value:			
Warrant to purchase $30 million in common stock at $21.25 per share	Black-Scholes	Level 3	$ 17,577
Option to purchase convertible preferred stock and warrant	Monte-Carlo Simulation	Level 3	22,236
Fair value of equity instruments recognized in capital surplus			39,813
Foreclosed properties transferred under Asset Purchase Agreement	Appraised Value	Level 2	33,434
Nonperforming loans transferred under Asset Purchase Agreement	Collateral Appraised Value	Level 2	69,655
Total nonperforming assets transferred			103,089
Total value of assets and equity instruments transferred			142,902
Less—Cash and Notes Receivable Received in Exchange at Fair Value:			
Cash down payment received from asset sale	NA	NA	20,618
Notes receivable (par value $82,471, net of $4,531 discount)	Discounted Cash Flows	Level 3	77,940
Total value of cash and notes receivable received			98,558
Fair value of assets and equity instruments transferred in excess of cash and notes received			44,344
Transaction fees			1,005
Loss recognized on Fletcher transaction			$ 45,349

The $17.6 million value of the warrant to purchase $30 million in common stock was determined as of April 1, 2010, the date the terms were agreed to. The following modeling assumptions were used: dividend yield—0%; risk-free interest rate—3.89%; current stock price—$23.85; term—9 years; and volatility—33%. Although most of the modeling assumptions were based on observable data, because of the subjectivity involved in estimating expected volatility, the valuation is considered Level 3.

The $22.2 million value of the option to purchase convertible preferred stock and warrant was determined by an independent valuation firm using a Monte Carlo Simulation method appropriate for valuing complex securities with derivatives. The model uses 50,000 simulations of daily stock price paths using geometric Brownian motion and incorporates in a unified way all conversion, exercise and contingency conditions. Because of the significant assumptions involved in the valuation process, not all of which were based on observable data, the valuation is considered to be Level 3.

The $103 million of nonperforming assets sold were transferred at United's carrying amount which had previously been written down to appraised value. Because the appraisals were based on sales of similar assets (observable data), the valuation is considered to be Level 2.

The $82.5 million of notes receivable were recorded at their estimated fair value of $77.9 million, net of a $4.5 million interest discount, which was determined based on discounted expected cash flows over the term at a rate commensurate with the credit risk inherent in the notes. The contractual rate on the notes is fixed at 3.5% for five years. The discount rate used for purposes of determining the fair value of the notes was 5.48% based on the terms, structure and risk profile of the notes. Note prepayments were estimated based on the expected marketing time for the underlying collateral since the notes require that principal be reduced as the underlying assets are sold. The valuation is considered Level 3 due to estimated prepayments which have a significant impact on the value and are not based on observable data.

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Note 15 – Assets and Liabilities Measured at Fair Value

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 September 30, 2011, December 31, 2010 and September 30, 2010, aggregated by the level in the fair value hierarchy within which those measurements fall *(in thousands)*.

September 30, 2011	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	$ —	$ 33,706	$ —	$ 33,706
State and political subdivisions	—	26,831	—	26,831
Mortgage-backed securities	—	1,591,604	3,796	1,595,400
Corporate securities	—	110,292	350	110,642
Other	—	2,504	—	2,504
Deferred compensation plan assets	2,659	—	—	2,659
Total	$ 2,659	$ 1,764,937	$ 4,146	$ 1,771,742
Liabilities				
Deferred compensation plan liability	$ 2,659	$ —	$ —	$ 2,659
Total liabilities	$ 2,659	$ —	$ —	$ 2,659

December 31, 2010	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	$ —	$ 98,480	$ —	$ 98,480
State and political subdivisions	—	28,442	—	28,442
Mortgage-backed securities	—	986,074	4,934	991,008
Corporate securities	—	103,685	350	104,035
Other	—	2,452	—	2,452
Deferred compensation plan assets	3,252	—	—	3,252
Total	$ 3,252	$ 1,219,133	$ 5,284	$ 1,227,669
Liabilities				
Deferred compensation plan liability	$ 3,252	$ —	$ —	$ 3,252
Total liabilities	$ 3,252	$ —	$ —	$ 3,252

September 30, 2010	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	$ —	$ 98,708	$ 29,995	$ 128,703
State and political subdivisions	—	30,637	—	30,637
Mortgage-backed securities	—	791,946	5,375	797,321
Corporate securities	—	64,055	30,350	94,405
Other	—	2,452	—	2,452
Deferred compensation plan assets	2,973	—	—	2,973
Total	$ 2,973	$ 987,798	$ 65,720	$ 1,056,491
Liabilities				
Deferred compensation plan liability	$ 2,973	$ —	$ —	$ 2,973
Total liabilities	$ 2,973	$ —	$ —	$ 2,973

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

	Securities Available for Sale
Balance at December 31, 2010	$ 5,284
Amounts included in earnings	(18)
Paydowns	(1,120)
Balance at September 30, 2011	$ 4,146

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 include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. The table below presents United's assets and liabilities measured at fair value on a nonrecurring basis as of September 30, 2011, December 31, 2010 and September 30, 2010, aggregated by the level in the fair value hierarchy within which those measurements fall *(in thousands)*.

	Level 1	Level 2	Level 3	Total
September 30, 2011				
Assets				
Loans	$ —	$ —	$ 140,577	$ 140,577
Foreclosed properties	—	—	38,823	38,823
Total	$ —	$ —	$ 179,400	$ 179,400
December 31, 2010				
Assets				
Loans	$ —	$ —	$ 106,904	$ 106,904
Foreclosed properties	—	—	85,072	85,072
Total	$ —	$ —	$ 191,976	$ 191,976
September 30, 2010				
Assets				
Loans	$ —	$ —	$ 121,257	$ 121,257
Foreclosed properties	—	—	81,436	81,436
Total	$ —	$ —	$ 202,693	$ 202,693

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.

The short maturity of United's assets and liabilities results in having a significant number of financial instruments whose fair value equals or closely approximates carrying value. Such financial instruments are reported in the following balance sheet captions: cash and cash equivalents, mortgage loans held for sale, federal funds purchased, repurchase agreements and other short-term borrowings. The fair value of securities available for sale equals the balance sheet value. United did not have any active derivative contracts outstanding at September 30, 2011, December 31, 2010 or September 30, 2010.

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. Because no ready market exists for a significant portion of United's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. 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 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) are generally short-term and at variable rates. Therefore, both the carrying amount and the estimated fair value associated with these instruments are immaterial.

The carrying amount and fair values for other financial instruments that are not measured at fair value on a recurring basis in United's balance sheet at September 30, 2011, December 31, 2010, and September 30, 2010 are as follows *(in thousands)*.

	September 30, 2011		December 31, 2010		September 30, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:						
Securities held to maturity	$ 353,739	$ 369,020	$ 265,807	$ 267,988	$ 256,694	$ 263,012
Loans, net	3,963,783	3,787,214	4,429,431	4,196,142	4,584,891	4,272,201
Liabilities:						
Deposits	6,005,305	5,998,994	6,469,172	6,481,867	5,998,637	6,003,543
Federal Home Loan Bank advances	40,625	43,685	55,125	59,498	55,125	60,215
Long-term debt	120,206	114,673	150,146	93,536	150,126	124,964

Note 16 – Bulk Sale of Loans

On April 18, 2011, United completed the bulk sale of $80.6 million of loans that were reported as held for sale at March 31, 2011. The proceeds from the bulk sale were $87.9 million which resulted in a reduction of charge-offs in the second quarter of 2011.

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, (the "Securities Act"), 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" or 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, 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 experience may materially differ from those contained in any forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience 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, 2010, as well as the following:

- our ability to maintain profitability;
- our ability to fully realize our deferred tax asset balances, including net operating loss carryforwards;
- the condition of the banking system and financial markets;
- the results of our most recent internal credit stress test may not accurately predict the impact on our financial condition if the economy was to continue to deteriorate;
- our ability to raise capital as may be necessary;
- 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 concentrations of residential and 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;
- the accounting and reporting policies of United;
- if our allowance for loan losses is not sufficient to cover actual loan losses;
- we may be subject to losses due to fraudulent and negligent conduct of our loan customers, third party service providers or employees;
- competition from financial institutions and other financial service providers;
- the United States Department of Treasury may change the terms of our Series B Preferred Stock;
- risks with respect to future expansion and acquisitions;
- conditions in the stock market, the public debt market and other capital markets deteriorate;
- the impact of the Dodd-Frank Act and related regulations and other changes in financial services laws and regulations;
- the failure of other financial institutions;
- a special assessment that may be imposed by the Federal Deposit Insurance Corporation ("FDIC") on all FDIC-insured institutions in the future, similar to the assessment in 2009 that decreased our earnings; and
- regulatory or judicial proceedings, board resolutions, informal memorandums of understanding or formal enforcement actions imposed by regulators, or any such proceedings or enforcement actions that is more severe than we anticipate.

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. 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.

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 the consolidated financial statements and accompanying notes.

United is a bank holding company registered with 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 September 30, 2011 United had total consolidated assets of $6.89 billion, total loans of $4.11 billion, excluding the loans acquired from Southern Community Bank ("SCB") that are covered by loss sharing agreements and therefore have a different risk profile. United also had total deposits of $6.01 billion and stockholders' equity of $583 million.

United's activities are primarily conducted by its wholly owned Georgia banking subsidiary (the "Bank"). The Bank operations are conducted under a community bank model that operates 27 "community banks" with local bank presidents and boards in north Georgia, the Atlanta-Sandy Springs-Marietta, Georgia metropolitan statistical area (the "Atlanta MSA"), the Gainesville, Georgia metropolitan statistical area (the "Gainesville MSA"), coastal Georgia, western North Carolina, and east Tennessee.

Operating income (loss) from continuing operations and operating income (loss) from continuing operations per diluted share are non-GAAP (accounting principles generally accepted in the United States of America ("GAAP")) performance measures. United's management believes that operating performance is useful in analyzing United's financial performance trends since it excludes items that are non-recurring in nature and therefore most of the discussion in this section will refer to operating performance measures. A reconciliation of these operating performance measures to GAAP performance measures is included in the table on page 39.

United reported a net loss from continuing operations of $11.3 million for the third quarter of 2011. This compared to a net operating loss from continuing operations of $25.8 million for the third quarter of 2010. The 2010 net operating loss from continuing operations excluded goodwill impairment charges of $211 million. The loss for the third quarter of 2011 was due to the classification of United's largest lending relationship which resulted in the recording of a $25.0 million provision for loan losses. Diluted operating loss from continuing operations per common share was $.25 for the third quarter of 2011, compared to a diluted operating loss from continuing operations per common share of $1.50 for the third quarter of 2010. The noncash goodwill impairment charges added $11.12 per share to the diluted operating loss from continuing operations for the third quarter of 2010 bringing the total net loss per share from continuing operations for the third quarter of 2010 to $12.62.

For the nine months ended September 30, 2011, United reported a net operating loss from continuing operations of $237 million, which primarily reflects the credit losses taken in the first quarter associated with the Problem Asset Disposition Plan. This compared to a net operating loss from continuing operations of $120 million for the first nine months of 2010, which included the $30.0 million after-tax loss from the Fletcher transaction and excluded the $211 million goodwill impairment charge. Net loss for the nine months ended September 30, 2010, which includes discontinued operations and goodwill impairment, totaled $329 million. Diluted operating loss from continuing operations per common share was $7.23 for the nine months ended September 30, 2011, compared with diluted operating loss from continuing operations per common share of $6.75 for the same period in 2010. The diluted operating loss per share from continuing operations for the first nine months of 2010 excluded $11.14 per share in loss related to the third quarter 2010 goodwill impairment charge bringing the total net loss from continuing operations per share for the first nine months of 2010 to $17.89.

United's operating provision for loan losses was $36.0 million for the three months ended September 30, 2011, compared to $50.5 million for the same period in 2010. The third quarter 2011 loan loss provision included a $25.0 million loan loss allocation established for United's largest lending relationship. Net charge-offs for the third quarter of 2011 were $17.5 million, compared to $50.0 million for the third quarter of 2010. For the nine months ended September 30, 2011, United's operating provision for loan losses was $237 million, compared to $187 million for the same period of 2010. Net charge-offs for the first nine months of 2011 were $266 million, compared to $168 million for the first nine months of 2010. During the first quarter of 2011, performing substandard loans with a pre-charge down carrying amount of $166 million and nonperforming loans with a pre-charge down carrying amount of $101 million were collectively written down to the expected sales proceeds of $80.6 million, in conjunction with a bulk transaction (the "Bulk Loan Sale"). United recognized net charge-offs of $186 million related to the transfer of loans to the held for sale classification in the first quarter. The Bulk Loan Sale was completed on April 18, 2011. Proceeds from the sale were greater than originally estimated, resulting in a reduction of second quarter charge-offs of $7.27 million. As of September 30, 2011, United's allowance for loan losses was $146 million, or 3.55% of loans, compared to $175 million, or 3.67% of loans, at September 30, 2010. Nonperforming assets of $189 million, which excludes assets of Southern Community Bank ("SCB") that are covered by loss sharing agreements with the FDIC, decreased to 2.74% of total assets at September 30, 2011, compared to 4.42% as of December 31, 2010 and 4.96% as of September 30, 2010. The decrease in this ratio was due to the execution of a plan to sell approximately $293 million in substandard and nonperforming loans, and to accelerate the disposition of approximately $142 million in foreclosed properties (the "Problem Asset Disposition Plan") as well as a general improving trend in credit quality indicators. During the third quarter of 2011, United classified its largest lending relationship of $76.6 million, which caused nonperforming assets to increase from 1.66% of total assets at June 30, 2011.

Taxable equivalent net interest revenue was $59.3 million for the third quarter of 2011, compared to $60.0 million for the same period of 2010. The decrease in net interest revenue was primarily the result of a decrease in average loan balances and a 2 basis point decrease in the net interest margin. Average loans for the quarter declined $702 million from the third quarter of 2010. The impact of the decrease in average loan balances was substantially offset by lower deposit rates. Net interest margin decreased from 3.57% for the three months ended September 30, 2010 to 3.55% for the same period in 2011. For the nine months ended September 30, 2011, taxable equivalent net interest revenue was $175 million, compared to $183 million for the same period of 2010. Net interest margin decreased from 3.56% for the nine months ended September 30, 2010 to 3.42% for the same period in 2011. Interest reversals on performing loans that were moved to held for sale during the first quarter 2011 accounted for 4 basis points of the 14 basis points decrease. Over the past year, United has maintained above normal levels of liquidity. The level of excess liquidity peaked in 2011 and lowered the margin by approximately 49 basis points in the first quarter, 76 basis points in the second quarter and 67 basis points in the third quarter. In order to reduce the amount of excess liquidity, United has called its callable brokered deposits. Additionally, United has lowered rates on retail certificates of deposit and other deposit products, which is expected to result in some balance attrition.

Operating fee revenue decreased $1.36 million, or 11%, from the third quarter of 2010 and increased $1.14 million, or 3%, from the first nine months of 2010. The quarterly decrease was due to a decline in overdraft fees, which were down $886,000 for the three months ended September 30, 2011, due to regulatory changes. The year-to-date increase was primarily attributable to the acceleration of deferred gains related to the ineffectiveness of terminated cash flow hedges, especially during the second quarter of 2011.

For the third quarter of 2011, operating expenses of $46.5 million were down $18.4 million from the third quarter of 2010. This comparison excludes the $211 million goodwill impairment charge in the third quarter of 2010. Lower foreclosed property costs accounted for $16.9 million of the decrease. For the nine months ended September 30, 2011, operating expenses of $211 million were up $32.5 million from the same period of 2010. This comparison excludes the $45.3 million loss on the sale of nonperforming assets in the second quarter of 2010 and the $211 million goodwill impairment charge in the third quarter of 2010. The increase was primarily due to an increase in foreclosed property costs in anticipation of the Bulk Loan Sale and other accelerated asset dispositions. Foreclosed property costs were up $24.5 million from the first nine months of 2010.

Recent Developments

On June 16, 2011 shareholders approved the conversion of $195.9 million of Series F and $151.2 million of Series G Mandatorily Convertible Perpetual Preferred Stock into 20,618,156 shares of United’s common stock and 15,914,209 shares of United’s non-voting common stock, respectively. The conversion occurred as of the close of business on June 20, 2011 pursuant to the March 30, 2011 private placement agreements with a group of institutional investors.

On June 17, 2011, United completed a 1-for-5 reverse stock split, whereby each 5 shares of United’s common stock was reclassified into one share of common stock, and each 5 shares of United’s non-voting common stock was reclassified into one share of non-voting common stock. All prior periods presented have been adjusted to reflect the reclassification.

On February 22, 2011, the Company entered into a share exchange agreement with Elm Ridge Offshore Master Fund, Ltd. and Elm Ridge Value Partners, L.P. (collectively, the “Elm Ridge Parties”). Under the share exchange agreement, the Elm Ridge Parties agreed to transfer to the Company 1,551,126 shares of the Company’s common stock in exchange for 16,613 shares of the Company’s cumulative perpetual preferred stock, Series D and warrants to purchase 1,551,126 common shares. See Note 10 to the consolidated financial statements for further details of the share exchange agreement.

Also during the first quarter of 2011, the Board of Directors approved the Problem Asset Disposition Plan. Accordingly, substandard and nonperforming loans were sold by the Bank for an aggregate purchase price of approximately $87.9 million in the Bulk Loan Sale on April 18, 2011 pursuant to an asset purchase and sale agreement (the “Asset Purchase Agreement”) entered into by the Bank, CF Southeast LLC (“CF Southeast”) and CF Southeast Trust 2011-1 (“CF Trust” and together with CF Southeast, the “Purchasers”).

Critical Accounting Policies

The accounting and reporting policies of United are in accordance with 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. In particular, United’s accounting policies related to allowance for loan losses, fair value measurements and income taxes involve the use of estimates and require significant judgment 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 non-GAAP financial measures, which are performance measures determined by methods other than in accordance with GAAP. Such non-GAAP financial measures include, among others the following: operating provision for loan losses, operating fee revenue, operating revenue, operating expense, operating (loss) income from continuing operations, operating (loss) income, operating earnings (loss) from continuing operations per share, operating earnings (loss) per share, operating earnings (loss) from continuing operations per diluted share and operating earnings (loss) per diluted share. Management uses these non-GAAP financial measures because it believes they are useful for evaluating our operations and performance over periods of time, as well as in managing and evaluating our business and in discussions about our operations and performance. Management believes these non-GAAP financial measures provide users of our financial information with a meaningful measure for assessing our financial results and credit trends, as well as comparison to financial results for prior periods. These non-GAAP financial measures should not be considered as a substitute for operating results determined in accordance with GAAP and may not be comparable to other similarly titled financial measures used by other companies. A reconciliation of these operating performance measures to GAAP performance measures is included in on the table on page 39.

Discontinued Operations

Effective March 31, 2010, United sold its Brintech, Inc. (“Brintech”) subsidiary. As a result, the operations of Brintech are being accounted for as a discontinued operation. All revenue, including the gain from the sale, expenses and income taxes relating to Brintech have been deconsolidated from the consolidated statement of operations and are presented on one line titled “Loss from discontinued operations” for all periods presented. Because Brintech’s assets, liabilities and cash flows were not material to the consolidated balance sheet and statement of cash flows, no such adjustments have been made to those financial statements.

Transaction with Fletcher International

Description of Transaction

On April 1, 2010, the Bank entered into an asset purchase and sale agreement (the “Asset Purchase Agreement”) with Fletcher International Inc. (“Fletcher Inc.”) and five separate limited liability companies (“LLCs”) affiliates of Fletcher Inc. for the purpose of acquiring nonperforming assets under the Asset Purchase Agreement. United has no ownership interest in the LLCs. The asset sale transaction was completed on April 30, 2010 with the Bank transferring nonperforming commercial and residential construction loans and foreclosed properties having a carrying value of $103 million in exchange for cash of $20.6 million and notes receivable for $82.5 million.

The loans made to the LLCs in connection with their respective purchases are the same for all six loans. The loans have an initial term of five years and principal and interest payments are based on a 20-year amortization schedule. The assets in the LLCs are all cross-pledged as collateral on all six loans. Correspondingly, prepayments on the loans are required as properties are sold in order for the collateral to be released upon sale. The interest rate during the loan term is fixed at 3.50% for all loans and, accordingly, each loan was recorded at a discount as the interest rate was considered below market. At the time the LLCs were formed, they were capitalized with sufficient cash to make the required 20% down payment on the purchase and 17.5% of the purchase price in cash and securities to cover the first three years of required cash flows. According to the terms of the agreements, at least one year of estimated cash flow requirements must be held in cash. These funds are held in escrow as additional collateral on the loans and cannot be removed by Fletcher Inc. without United’s consent. The securities that can be held by the LLCs are marketable equity securities and funds managed by Fletcher affiliates. Carrying costs include debt service payments, servicing fees and other direct costs associated with holding and managing the underlying properties. Cash flow from expected sales of underlying assets (loans/foreclosed real estate) is expected to provide sufficient cash flow to service the loans for another five to six quarters. While recent news articles and other sources have questioned the financial health of Fletcher and its affiliates, the loans to the LCCs have performed according to their contractual terms since inception. However, during the third quarter of 2011, United determined that the ultimate repayment of the $76.6 million loan relationship through the sale of the underlying collateral is unlikely due to the lack of sales activity and further decline in real estate values. As a result, United recorded a loan loss provision of $25.0 million for the three months ended September 30, 2011. The Company plans to obtain updated appraisals for the underlying collateral associated with this relationship during the fourth quarter of 2011.

Also on April 1, 2010, United and Fletcher International Ltd (“Fletcher Ltd”, together with Fletcher Inc. and their affiliates, “Fletcher”), entered into a securities purchase agreement (the “Securities Purchase Agreement”) pursuant to which Fletcher Ltd. agreed to purchase from United, and United agreed to issue and sell to Fletcher Ltd., 65,000 shares of United’s Series C convertible preferred stock, par value $1.00 per share (the “Convertible Preferred Stock”), at a purchase price of $1,000 per share, for an aggregate purchase price of $65 million. The Convertible Preferred Stock will bear interest at an annual rate equal to the lesser of 8% or LIBOR + 4%. If all conditions precedent to Fletcher Ltd.’s obligations to purchase the Convertible Preferred Stock have been satisfied and Fletcher Ltd. had not purchased all of the Convertible Preferred Stock by May 29, 2011, it was required to pay United

5% of the commitment amount not purchased by such date, and it must pay United an additional 5% of any commitment amount not purchased by May 29, 2012. Fletcher has paid United $3.25 million as it had not purchased the Series C Convertible Preferred Stock as of May 29, 2011. As such penalty payment is associated with Fletcher's option to purchase preferred stock and is therefore considered an equity transaction, it was recorded as an increase to capital surplus in shareholders' equity.

The Convertible Preferred Stock is redeemable by Fletcher Ltd. at any time into common stock or non-voting Common Stock Equivalent Junior Preferred Stock ("Junior Preferred Stock") of United, at an equivalent price of $26.25 per share of common stock (equal to 2,476,190 shares of common stock), subject to certain adjustments. After May 26, 2015, if the closing stock price for United's common stock is above $60.20, United has the right to require conversion and it is United's intent to convert all of the then outstanding Convertible Preferred Stock into an equivalent amount of common stock or Junior Preferred Stock.

Concurrently with the payment of the $10 million deposit under the Asset Purchase Agreement by Fletcher, United granted a warrant to Fletcher to purchase Junior Preferred Stock. The warrant was initially equal to $15 million and was increased to $30 million upon the completion of the asset sale pursuant to the Asset Purchase Agreement. An additional $35 million warrant will be issued on a dollar for dollar basis by the aggregate dollar amount of the Convertible Preferred Stock purchased under the Securities Purchase Agreement in excess of $30 million. The $30 million warrant price is equivalent to $21.25 per common share (cash exercise equal to 1,411,765 shares of common stock). The warrant has a nine year term and expires on May 26, 2019. To date, the warrant has not been exercised. The $35 million warrant price is equivalent to $30.10 per common share (cash exercise equal to 1,162,791 shares of common stock). The warrants may only be exercised by net share settlement (cashless exercise) and are exercisable for nine years from May 26, 2010, subject to limited extension upon certain events specified in the warrant agreement. All of the warrants settle on a cashless basis and the net shares to be issued to Fletcher Ltd. upon exercise of the warrants will be less than the total shares that would have been issuable if the warrants had been exercised for cash payments.

Also, as part of the transaction, United and Fletcher entered into a servicing agreement whereby United will act as servicer of the nonperforming assets for Fletcher in exchange for a servicing fee of 20 basis points. Because the servicing arrangement is considered a normal servicing arrangement and the fee is appropriate for the services provided, United did not recognize a servicing asset or liability related to the servicing agreement.

Accounting Treatment

Although the Asset Purchase Agreement and the Securities Purchase Agreement are two separate agreements, they were accounted for as part of one transaction because they were entered into simultaneously and the Securities Purchase Agreement was dependent upon the sale of nonperforming assets. United evaluated this transaction to determine whether the transfer should be accounted for as a sale or a secured borrowing and whether the Fletcher LLCs should be consolidated with United. When evaluating whether the transfer should be accounted for as a sale, United primarily evaluated whether control had been surrendered, the rights of Fletcher to exchange and pledge the assets, and whether United retains effective control, which included evaluating any continuing involvement in the assets. Based on the evaluation, the transfer of assets under the Asset Purchase Agreement meets the definition as a sale under current accounting standards and was accounted for as such. United further evaluated whether the Fletcher LLCs should be consolidated which included evaluating whether United has a controlling financial interest and is therefore the primary beneficiary. This evaluation principally included determining whether United directs the activities that have the most significant impact on the LLCs economic performance and whether United has an obligation to absorb losses or the right to receive benefits that could be significant to the LLCs. Based on that evaluation, the LLCs have not been included as part of the consolidated group of subsidiaries in United's consolidated financial statements.

In addition to evaluating the accounting for the transfer of assets, United considered whether the warrant and the option to purchase convertible preferred stock with an additional warrant should be accounted for as liabilities or equity instruments. In making this evaluation, United considered whether Fletcher or any subsequent holders of the instruments could require settlement of the instruments in cash or other assets rather than common or preferred stock. Because the transaction was structured so that the warrants and option to purchase convertible preferred stock and the additional warrant can only be settled through the issuance of common or preferred stock, United concluded that the warrant and option to purchase convertible preferred stock with an additional warrant should be accounted for as equity instruments.

All of the components of the transaction, including all equity instruments issued under the Securities Purchase Agreement and the notes receivable received as consideration from the sale of nonperforming assets were recorded at fair value. Because the value of the equity instruments and assets exchanged in the transaction exceeded the value of the cash and notes receivable received, United recorded a loss of $45.3 million on the transaction with Fletcher.

The table below presents a summary of the assets and equity instruments transferred and received at their respective fair values *($ in thousands, except per share amounts)*.

	Valuation Approach	Fair Value Heirarchy	Fair Value
Warrants Issued / Assets Transferred to Fletcher at Fair Value:			
Warrant to purchase $30 million in common stock at $21.25 per share	Black-Scholes	Level 3	$ 17,577[1]
Option to purchase convertible preferred stock and warrant	Monte-Carlo Simulation	Level 3	22,236[2]
Fair value of equity instruments recognized in capital surplus			39,813
Foreclosed properties transferred under Asset Purchase Agreement	Appraised Value	Level 2	33,434[3]
Nonperforming loans transferred under Asset Purchase Agreement	Collateral Appraised Value	Level 2	69,655[3]
Total nonperforming assets transferred			103,089
Total value of assets and equity instruments transferred			142,902
Cash and Notes Receivable Received in Exchange at Fair Value:			
Cash down payment received from asset sale	NA	NA	20,618
Notes receivable (par value $82,471, net of $4,531 discount)	Discounted Cash Flows	Level 3	77,940[4]
Total value of cash and notes receivable received			98,558
Fair value of assets and equity instruments transferred in excess of cash and notes received			44,344
Transaction fees			1,005
Loss recognized on Fletcher transaction			$ 45,349

Notes

(1) The $17.6 million value of the $30 million warrant was determined as of April 1, 2010, the date the terms were agreed to and signed. The following modeling assumptions were used: dividend yield—0%; risk-free interest rate—3.89%; current stock price—$23.85; term—9 years; and volatility—33%. Although most of the modeling assumptions were based on observable data, because of the subjectivity involved in estimating expected volatility, the valuation is considered Level 3.

(2) The $22.2 million value of the option to purchase convertible preferred stock and warrant was determined by an independent valuation firm using a Monte Carlo Simulation method appropriate for valuing complex securities with derivatives. The model uses 50,000 simulations of daily stock price paths using geometric Brownian motion and incorporates in a unified way all conversion, exercise and contingency conditions. Because of the significant assumptions involved in the valuation process, not all of which were based on observable data, the valuation is considered to be Level 3.

(3) The $103 million of nonperforming assets sold were transferred at United's carrying value which had been written down to appraised value. Because the appraisals were based on sales of similar assets (observable data), the valuation is considered to be Level 2.

(4) The $82.5 million of notes receivable were recorded at their estimated fair value of $77.9 million, net of a $4.5 million interest discount, which was determined based on discounted expected cash flows over the term at a rate commensurate with the credit risk inherent in the notes. The contractual rate on the notes is fixed at 3.5% for five years. The discount rate used for purposes of determining the fair value of the notes was 5.48% based on the terms, structure and risk profile of the notes. Note prepayments were estimated based on the expected marketing times for the underlying collateral since the notes require that principal be reduced as the underlying assets are sold. The valuation is considered Level 3 due to estimated prepayments which have a significant impact on the value and are not based on observable data.

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Table 1—Financial Highlights
Selected Financial Information

(in thousands, except per share data; taxable equivalent)	2011 (As restated) Third Quarter	2011 (As restated) Second Quarter	2011 (As restated) First Quarter	2010 Fourth Quarter	2010 Third Quarter	Third Quarter 2011-2010 Change	For the Nine Months Ended (As restated) 2011	For the Nine Months Ended 2010	YTD 2011-2010 Change
INCOME SUMMARY									
Interest revenue	$ 74,543	$ 76,931	$ 75,965	$ 81,215	$ 84,360		$ 227,439	$ 261,908	
Interest expense	15,262	17,985	19,573	21,083	24,346		52,820	78,988	
Net interest revenue	59,281	58,946	56,392	60,132	60,014	(1)%	174,619	182,920	(5)%
Operating provision for loan losses [1]	36,000	11,000	190,000	47,750	50,500		237,000	187,000	
Fee revenue [2]	11,498	13,905	11,838	12,442	12,861	(11)	37,241	36,106	3
Total operating revenue [1][2]	34,779	61,851	(121,770)	24,824	22,375		(25,140)	32,026	
Operating expenses [3]	46,520	48,728	115,271	64,918	64,906	(28)	210,519	178,034	18
Loss on sale of nonperforming assets	—	—	—	—	—		—	45,349	
Operating income (loss) from continuing operations before income taxes	(11,741)	13,123	(237,041)	(40,094)	(42,531)		(235,659)	(191,357)	
Operating income tax expense (benefit)	(402)	1,095	295	144,760	(16,706)		988	(71,542)	
Net operating income (loss) from continuing operations [1][2][3]	(11,339)	12,028	(237,336)	(184,854)	(25,825)		(236,647)	(119,815)	
Noncash goodwill impairment charges	—	—	—	—	(210,590)		—	(210,590)	
Partial reversal of fraud loss provision, net of income tax	—	—	—	11,750	—		—	—	
Loss from discontinued operations, net of income tax	—	—	—	—	—		—	(101)	
Gain from sale of subsidiary, net of income tax	—	—	—	—	—		—	1,266	
Net income (loss)	(11,339)	12,028	(237,336)	(173,104)	(236,415)		(236,647)	(329,240)	
Preferred dividends and discount accretion	3,019	3,016	2,778	2,586	2,581		8,813	7,730	
Net income (loss) available to common shareholders	$ (14,358)	$ 9,012	$ (240,114)	$ (175,690)	$ (238,996)		$ (245,460)	$ (336,970)	
PERFORMANCE MEASURES									
Per common share:									
Diluted operating income (loss) from continuing operations [1][2][3]	$ (.25)	$ .16	$ (13.00)	$ (9.87)	$ (1.50)		$ (7.23)	$ (6.75)	
Diluted income (loss) from continuing operations	(.25)	.16	(13.00)	(9.25)	(12.62)		(7.23)	(17.89)	
Diluted income (loss)	(.25)	.16	(13.00)	(9.25)	(12.62)		(7.23)	(17.82)	
Book value	6.77	7.11	2.20	15.40	25.70	(74)	6.77	25.70	(74)
Tangible book value [5]	6.61	6.94	1.69	14.80	25.26	(74)	6.61	25.26	(74)
Key performance ratios:									
Return on equity [4][6]	(15.06)%	42.60%	(526.54)%	(196.10)%	(148.04)%		(151.32)%	(65.69)%	
Return on assets [6]	(.64)	.66	(13.04)	(9.47)	(12.47)		(4.37)	(5.70)	
Net interest margin [6]	3.55	3.41	3.30	3.58	3.57		3.42	3.56	
Operating efficiency ratio from continuing operations [2][3]	65.73	66.88	169.08	89.45	89.38		99.39	102.14	
Equity to assets	8.55	8.06	6.15	7.80	11.37		7.58	11.70	
Tangible equity to assets [5]	8.42	7.93	6.01	7.64	9.19		7.47	9.28	
Tangible common equity to assets [5]	5.65	1.37	2.70	5.22	6.78		3.23	6.94	
Tangible common equity to risk-weighted assets [5]	8.52	8.69	0.75	5.64	9.60		8.52	9.60	
ASSET QUALITY *									
Non-performing loans	$ 144,484	$ 71,065	$ 83,769	$ 179,094	$ 217,766		$ 144,484	$ 217,766	
Foreclosed properties	44,263	47,584	54,378	142,208	129,964		44,263	129,964	
Total non-performing assets (NPAs)	188,747	118,649	138,147	321,302	347,730		188,747	347,730	
Allowance for loan losses	146,092	127,638	133,121	174,695	174,613		146,092	174,613	
Operating net charge-offs [1]	17,546	16,483	231,574	47,668	49,998		265,603	167,989	
Allowance for loan losses to loans	3.55%	3.07%	3.17%	3.79%	3.67%		3.55%	3.67%	
Operating net charge-offs to average loans [1][6]	1.68	1.58	20.71	4.03	4.12		8.28	4.54	
NPAs to loans and foreclosed properties	4.54	2.82	3.25	6.77	7.11		4.54	7.11	
NPAs to total assets	2.74	1.66	1.79	4.42	4.96		2.74	4.96	
AVERAGE BALANCES *($ in millions)*									
Loans	$ 4,194	$ 4,266	$ 4,599	$ 4,768	$ 4,896	(14)	$ 4,352	$ 5,026	(13)
Investment securities	2,150	2,074	1,625	1,354	1,411	52	1,952	1,487	31
Earning assets	6,630	6,924	6,902	6,680	6,676	(1)	6,817	6,870	(1)
Total assets	7,000	7,363	7,379	7,254	7,522	(7)	7,246	7,723	(6)
Deposits	6,061	6,372	6,560	6,294	6,257	(3)	6,329	6,399	(1)
Shareholders' equity	598	594	454	566	855	(30)	549	904	(39)
Common shares—basic *(thousands)*	57,599	25,427	18,466	18,984	18,936		33,973	18,905	
Common shares—diluted *(thousands)*	57,599	57,543	18,466	18,984	18,936		33,973	18,905	
AT PERIOD END *($ in millions)*									
Loans *	$ 4,110	$ 4,163	$ 4,194	$ 4,604	$ 4,760	(14)	$ 4,110	$ 4,760	(14)
Investment securities	2,123	2,188	1,884	1,490	1,310	62	2,123	1,310	62
Total assets	6,894	7,152	7,709	7,276	7,013	(2)	6,894	7,013	(2)
Deposits	6,005	6,183	6,598	6,469	5,999	—	6,005	5,999	—
Shareholders' equity	583	603	586	469	662	(12)	583	662	(12)
Common shares outstanding *(thousands)*	57,510	57,469	20,903	18,937	18,887		57,510	18,887	

(1) Excludes the partial reversal of a previously established provision for fraud-related loan losses of $11.8 million in the fourth quarter of 2010. Operating charge-offs also exclude the $11.8 million related partial recovery of the previously charged off amount. (2) Excludes revenue generated by discontinued operations in the first quarter of 2010. (3) Excludes the goodwill impairment charge of $211 million in the third quarter of 2010 and expenses relating to discontinued operations in the first quarter of 2010. (4) Net loss available to common shareholders, which is net of preferred stock dividends, divided by average realized common equity, which excludes accumulated other comprehensive income (loss). (5) Excludes effect of acquisition related intangibles and associated amortization. (6) Annualized.

* Excludes loans and foreclosed properties covered by loss sharing agreements with the FDIC.

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Table 1 Continued—Operating Earnings to GAAP Earnings Reconciliation
Selected Financial Information

(in thousands, except per share data; taxable equivalent)	2011 (As restated) Third Quarter	2011 (As restated) Second Quarter	2011 (As restated) First Quarter	2010 Fourth Quarter	2010 Third Quarter	For the Nine Months Ended (As restated) 2011	For the Nine Months Ended 2010
Interest revenue reconciliation							
Interest revenue—taxable equivalent	$ 74,543	$ 76,931	$ 75,965	$ 81,215	$ 84,360	$ 227,439	$ 261,908
Taxable equivalent adjustment	(420)	(429)	(435)	(497)	(511)	(1,284)	(1,504)
Interest revenue (GAAP)	$ 74,123	$ 76,502	$ 75,530	$ 80,718	$ 83,849	$ 226,155	$ 260,404
Net interest revenue reconciliation							
Net interest revenue—taxable equivalent	$ 59,281	$ 58,946	$ 56,392	$ 60,132	$ 60,014	$ 174,619	$ 182,920
Taxable equivalent adjustment	(420)	(429)	(435)	(497)	(511)	(1,284)	(1,504)
Net interest revenue (GAAP)	$ 58,861	$ 58,517	$ 55,957	$ 59,635	$ 59,503	$ 173,335	$ 181,416
Provision for loan losses reconciliation							
Operating provision for loan losses	$ 36,000	$ 11,000	$ 190,000	$ 47,750	$ 50,500	$ 237,000	$ 187,000
Partial reversal of special fraud-related provision for loan loss	—	—	—	(11,750)	—	—	—
Provision for loan losses (GAAP)	$ 36,000	$ 11,000	$ 190,000	$ 36,000	$ 50,500	$ 237,000	$ 187,000
Total revenue reconciliation							
Total operating revenue	$ 34,779	$ 61,851	$ (121,770)	$ 24,824	$ 22,375	$ (25,140)	$ 32,026
Taxable equivalent adjustment	(420)	(429)	(435)	(497)	(511)	(1,284)	(1,504)
Partial reversal of special fraud-related provision for loan loss	—	—	—	11,750	—	—	—
Total revenue (GAAP)	$ 34,359	$ 61,422	$ (122,205)	$ 36,077	$ 21,864	$ (26,424)	$ 30,522
Expense reconciliation							
Operating expense	$ 46,520	$ 48,728	$ 115,271	$ 64,918	$ 64,906	$ 210,519	$ 223,383
Noncash goodwill impairment charge	—	—	—	—	210,590	—	210,590
Operating expense (GAAP)	$ 46,520	$ 48,728	$ 115,271	$ 64,918	$ 275,496	$ 210,519	$ 433,973
Income (loss) from continuing operations before taxes reconciliation							
Operating income (loss) from continuing operations before taxes	$ (11,741)	$ 13,123	$ (237,041)	$ (40,094)	$ (42,531)	$ (235,659)	$ (191,357)
Taxable equivalent adjustment	(420)	(429)	(435)	(497)	(511)	(1,284)	(1,504)
Noncash goodwill impairment charge	—	—	—	—	(210,590)	—	(210,590)
Partial reversal of special fraud-related provision for loan loss	—	—	—	11,750	—	—	—
Income (loss) from continuing operations before taxes (GAAP)	$ (12,161)	$ 12,694	$ (237,476)	$ (28,841)	$ (253,632)	$ (236,943)	$ (403,451)
Income tax expense (benefit) reconciliation							
Operating income tax expense (benefit)	$ (402)	$ 1,095	$ 295	$ 144,760	$ (16,706)	$ 988	$ (71,542)
Taxable equivalent adjustment	(420)	(429)	(435)	(497)	(511)	(1,284)	(1,504)
Income tax expense (benefit) (GAAP)	$ (822)	$ 666	$ (140)	$ 144,263	$ (17,217)	$ (296)	$ (73,046)
Diluted earnings (loss) from continuing operations per common share reconciliation							
Diluted operating earnings (loss) from continuing operations per common share	$ (.25)	$ .16	$ (13.00)	$ (9.87)	$ (1.50)	$ (7.23)	$ (6.75)
Noncash goodwill impairment charge	—	—	—	—	(11.12)	—	(11.14)
Partial reversal of special fraud-related provision for loan loss	—	—	—	.62	—	—	—
Diluted earnings (loss) from continuing operations per common share (GAAP)	$ (.25)	$ .16	$ (13.00)	$ (9.25)	$ (12.62)	$ (7.23)	$ (17.89)
Book value per common share reconciliation							
Tangible book value per common share	$ 6.61	$ 6.94	$ 1.69	$ 14.80	$ 25.26	$ 6.61	$ 25.26
Effect of goodwill and other intangibles	.16	.17	.51	.60	.44	.16	.44
Book value per common share (GAAP)	$ 6.77	$ 7.11	$ 2.20	$ 15.40	$ 25.70	$ 6.77	$ 25.70
Efficiency ratio from continuing operations reconciliation							
Operating efficiency ratio from continuing operations	65.73%	66.88%	169.08%	89.45%	89.38%	99.39%	102.14%
Noncash goodwill impairment charge	—	—	—	—	290.00	—	96.29
Efficiency ratio from continuing operations (GAAP)	65.73%	66.88%	169.08%	89.45%	379.38%	99.39%	198.43%
Average equity to assets reconciliation							
Tangible common equity to assets	5.65%	1.37%	2.70%	5.22%	6.78%	3.23%	6.94%
Effect of preferred equity	2.77	6.56	3.31	2.42	2.41	4.24	2.34
Tangible equity to assets	8.42	7.93	6.01	7.64	9.19	7.47	9.28
Effect of goodwill and other intangibles	.13	.13	.14	.16	2.18	.11	2.42
Equity to assets (GAAP)	8.55%	8.06%	6.15%	7.80%	11.37%	7.58%	11.70%
Actual tangible common equity to risk-weighted assets reconciliation							
Tangible common equity to risk-weighted assets	8.52%	8.69%	.75%	5.64%	9.60%	8.52%	9.60%
Effect of other comprehensive income	(.29)	(.42)	(.32)	(.42)	(.81)	(.29)	(.81)
Effect of deferred tax limitation	—	—	—	—	(2.94)	—	(2.94)
Effect of trust preferred	1.19	1.15	1.13	1.06	1.06	1.19	1.06
Effect of preferred equity	4.33	4.20	5.87	3.53	3.51	4.33	3.51
Tier I capital ratio (Regulatory)	13.75%	13.62%	7.43%	9.81%	10.42%	13.75%	10.42%
Net charge-offs reconciliation							
Operating net charge-offs	$ 17,546	$ 16,483	$ 231,574	$ 47,668	$ 49,998	$ 265,603	$ 167,989
Subsequent partial recovery of fraud-related charge-off	—	—	—	(11,750)	—	—	—
Net charge-offs (GAAP)	$ 17,546	$ 16,483	$ 231,574	$ 35,918	$ 49,998	$ 265,603	$ 167,989
Net charge-offs to average loans reconciliation							
Operating net charge-offs to average loans	1.68%	1.58%	20.71%	4.03%	4.12%	8.28%	4.54%
Subsequent partial recovery of fraud-related charge-off	—	—	—	(1.00)	—	—	—
Net charge-offs to average loans (GAAP)	1.68%	1.58%	20.71%	3.03%	4.12%	8.28%	4.54%

Results of Operations

United reported a net operating loss from continuing operations of $11.3 million for the third quarter of 2011. This compared to a net operating loss from continuing operations of $25.8 million for the same period in 2010, which excluded a goodwill impairment charge of $211 million. Including the goodwill impairment charge, the net loss for the third quarter of 2010 was $236 million. The loss for the third quarter of 2011 was due to the classification of United's largest lending relationship which resulted in the recording of a $25.0 million provision for loan losses. For the third quarter of 2011, diluted operating loss from continuing operations per share was $.25. This compared to diluted operating loss from continuing operations per share of $1.50 for the third quarter of 2010, which excluded $11.12 in loss per share related to goodwill impairment bringing the total loss from continuing operations per share to $12.62. For the nine months ended September 30, 2011, United reported a net operating loss from continuing operations of $237 million compared to a net operating loss from continuing operations of $120 million for the same period in 2010, which excludes the $211 million charge for goodwill impairment in 2010. The operating loss for the nine months ended September 30, 2011 reflects the Board of Directors' decision in the first quarter to adopt the Problem Asset Disposition Plan to quickly dispose of problem assets following United's successful private placement at the end of the first quarter. Diluted operating loss from continuing operations per common share was $7.23 for the nine months ended September 30, 2011, compared with diluted operating loss from continuing operations per common share of $6.75 for the same period in 2010. The diluted operating loss per share from continuing operations for the first nine months of 2010 excluded $11.14 in loss per share related to the third quarter 2010 goodwill impairment charge bringing the total loss from continuing operations per share to $17.89. See schedule on page 39 for a reconciliation of operating performance measures to the most closely related performance measures calculated in accordance with GAAP.

Net Interest Revenue (Taxable Equivalent)

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. United actively manages this revenue source to provide optimal levels of revenue while balancing interest rate, credit and liquidity risks. Taxable equivalent net interest revenue for the three months ended September 30, 2011 was $59.3 million, down $733,000, or 1%, from the third quarter of 2010. The decrease in net interest revenue for the third quarter of 2011 compared to the third quarter of 2010 was mostly due to lower average loan balances which was substantially offset by lower rates on deposits and a more favorable deposit mix. United continues its intense focus on loan and deposit pricing, in an effort to maintain a steady level of net interest revenue.

Average loans decreased $702 million, or 14%, from the third quarter of last year. The decrease in the loan portfolio was primarily the result of weak loan demand as well as the Bulk Loan Sale completed in April 2011. Loan charge-offs, foreclosure activity and management's efforts to rebalance the loan portfolio by reducing the concentration of residential construction loans have also contributed to declining loan balances. While loan balances have declined, United continues to make new loans. During the third quarter of 2011, United funded $87.8 million in new loans, primarily commercial and small business loans in north Georgia, the Atlanta MSA and coastal Georgia.

Average interest-earning assets for the third quarter of 2011 decreased $45.8 thousand, or 1%, from the same period in 2010. Average loans decreased $702 million from the third quarter of 2010, however this decrease was offset by a $739 million increase in average investment securities. The increase in the securities portfolio was due to purchases of floating rate mortgage-backed securities in an effort to temporarily invest excess liquidity, including the proceeds from the new capital raised at the end of the first quarter of 2011. Average interest-bearing liabilities decreased $387 million, or 7%, from the third quarter of 2010 due to the rolling off of higher-cost brokered deposits and certificates of deposit as funding needs decreased. The average yield on interest earning assets for the three months ended September 30, 2011, was 4.47%, down 55 basis points from 5.02% for the same period of 2010. A significant contributing factor to the decrease in the yield on interest earning assets was due to the build-up of excess liquidity resulting in a shift in earning asset mix from loans, which generally yield a higher rate than other asset classes, to temporary investments which have relatively low yields. The change in mix more than offset a 7 basis point increase in the average loan yield from the third quarter of 2010. In light of the weak economic environment, in late 2010, United sought to maintain above normal levels of liquidity by entering into brokered deposit arrangements and temporarily investing the proceeds in floating rate mortgage-backed securities at a slightly negative spread. Liquidity levels increased further as a result of the first quarter capital transaction. Following the capital transaction, management has sought to reduce liquidity levels and will continue to do so.

The average cost of interest-bearing liabilities for the third quarter of 2011 was 1.12% compared to 1.66% for the same period of 2010, reflecting United's ability to reduce deposit pricing. Also contributing to the overall lower rate on interest-bearing liabilities was a shift in the mix of deposits away from more expensive time deposits toward lower-rate transaction deposits. United's shrinking balance sheet also permitted the reduction of more expensive wholesale borrowings.

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 investments, 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 customers' non-interest bearing deposits and stockholders' equity.

For the three months ended September 30, 2011 and 2010, the net interest spread was 3.35% and 3.36%, respectively, while the net interest margin was 3.55% and 3.57%, respectively. The reduction in average loan balances negatively impacted the margin.

For the first nine months of 2011, net interest revenue was $175 million, a decrease of $8.30 million, or 5%, from the first nine months of 2010. Average earning assets decreased $52.8 million, or 1%, during the first nine months of 2011 compared to the same period a year earlier. The yield on earning assets decreased 63 basis points from 5.09% for the nine months ended September 30, 2010 to 4.46% for the nine months ended September 30, 2011 due to declining average loan balances, an increase in excess liquidity invested in short-term low rate assets, and interest reversals on performing loans classified as held for sale as part of the Bulk Loan Sale. The transfer reduced net interest margin by 4 basis points in the first nine months of 2011. The cost of interest bearing liabilities over the same period decreased 53 basis points. The combined effect of the lower yield on interest-earning assets, partially offset by the lower cost of interest-bearing liabilities resulted in the net interest margin decreasing 14 basis points from the nine months ended September 30, 2010 to the nine months ended September 30, 2011. The buildup of excess liquidity also contributed to the decrease in the net interest margin.

The following table shows the relationship between interest revenue and expense, and the average amounts of interest-earning assets and interest-bearing liabilities for the three months ended September 30, 2011 and 2010.

Table 2—Average Consolidated Balance Sheets and Net Interest Analysis
For the Three Months Ended September 30,

	2011			2010		
(dollars in thousands, taxable equivalent)	Average Balance (As restated)	Interest	Avg. Rate	Average Balance	Interest	Avg. Rate
Assets:						
Interest-earning assets:						
Loans, net of unearned income [(1)(2)]	$ 4,193,951	$ 59,394	5.62%	$ 4,896,471	$ 68,540	5.55%
Taxable securities [(3)]	2,125,154	14,324	2.70	1,384,682	14,431	4.17
Tax-exempt securities [(1)(3)]	24,675	399	6.47	26,481	459	6.93
Federal funds sold and other interest-earning assets	286,194	426	.60	368,108	930	1.01
Total interest-earning assets	6,629,974	74,543	4.47	6,675,742	84,360	5.02
Non-interest-earning assets:						
Allowance for loan losses	(128,654)			(194,300)		
Cash and due from banks	53,500			107,825		
Premises and equipment	177,798			179,839		
Other assets [(3)]	267,349			752,780		
Total assets	$ 6,999,967			$ 7,521,886		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW	$ 1,258,929	831	.26	$ 1,318,779	1,705	.51
Money market	1,024,559	1,129	.44	781,903	1,930	.98
Savings	199,793	52	.10	186,123	83	.18
Time less than $100,000	1,448,024	4,539	1.24	1,541,772	7,190	1.85
Time greater than $100,000	940,864	3,456	1.46	1,065,789	5,506	2.05
Brokered	260,423	1,091	1.66	573,606	3,403	2.35
Total interest-bearing deposits	5,132,592	11,098	.86	5,467,972	19,817	1.44
Federal funds purchased and other borrowings	103,850	1,081	4.13	104,370	1,068	4.06
Federal Home Loan Bank advances	40,625	441	4.31	80,220	796	3.94
Long-term debt	138,457	2,642	7.57	150,119	2,665	7.04
Total borrowed funds	282,932	4,164	5.84	334,709	4,529	5.37
Total interest-bearing liabilities	5,415,524	15,262	1.12	5,802,681	24,346	1.66
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	928,788			789,231		
Other liabilities	57,427			74,482		
Total liabilities	6,401,739			6,666,394		
Shareholders' equity	598,228			855,492		
Total liabilities and shareholders' equity	$ 6,999,967			$ 7,521,886		
Net interest revenue		$ 59,281			$ 60,014	
Net interest-rate spread			3.35%			3.36%
Net interest margin [(4)]			3.55%			3.57%

(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 39%, 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 gains of $37.9 million in 2011 and $45.4 million in 2010 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.

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The following table shows the relationship between interest revenue and expense, and the average amounts of interest-earning assets and interest-bearing liabilities for the nine months ended September 30, 2011 and 2010.

Table 3—Average Consolidated Balance Sheets and Net Interest Analysis
For the Nine Months Ended September 30,

(dollars in thousands, taxable equivalent)	2011 Average Balance (As restated)	2011 Interest	2011 Avg. Rate	2010 Average Balance	2010 Interest	2010 Avg. Rate
Assets:						
Interest-earning assets:						
Loans, net of unearned income [1][2]	$ 4,351,524	$ 181,422	5.57%	$ 5,025,739	$ 211,399	5.62%
Taxable securities [3]	1,926,365	42,210	2.92	1,458,120	45,857	4.19
Tax-exempt securities [1][3]	25,178	1,234	6.53	28,470	1,450	6.79
Federal funds sold and other interest-earning assets	514,392	2,573	.67	357,881	3,202	1.19
Total interest-earning assets	6,817,459	227,439	4.46	6,870,210	261,908	5.09
Non-interest-earning assets:						
Allowance for loan losses	(145,689)			(191,888)		
Cash and due from banks	102,251			104,446		
Premises and equipment	178,694			180,936		
Other assets [3]	293,386			758,903		
Total assets	$ 7,246,101			$ 7,722,607		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW	$ 1,313,752	3,191	.32	$ 1,335,034	5,304	.53
Money market	977,863	4,656	.64	750,685	5,516	.98
Savings	194,433	193	.13	184,420	250	.18
Time less than $100,000	1,509,753	14,980	1.33	1,612,691	23,968	1.99
Time greater than $100,000	973,335	11,480	1.58	1,110,195	18,378	2.21
Brokered	475,687	5,353	1.50	650,588	11,669	2.40
Total interest-bearing deposits	5,444,823	39,853	.98	5,643,613	65,085	1.54
Federal funds purchased and other borrowings	102,711	3,197	4.16	103,697	3,162	4.08
Federal Home Loan Bank advances	49,442	1,601	4.33	100,727	2,747	3.65
Long-term debt	146,221	8,169	7.47	150,098	7,994	7.12
Total borrowed funds	298,374	12,967	5.81	354,522	13,903	5.24
Total interest-bearing liabilities	5,743,197	52,820	1.23	5,998,135	78,988	1.76
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	884,417			755,845		
Other liabilities	69,131			64,622		
Total liabilities	6,696,745			6,818,602		
Shareholders' equity	549,356			904,005		
Total liabilities and shareholders' equity	$ 7,246,101			$ 7,722,607		
Net interest revenue		$ 174,619			$ 182,920	
Net interest-rate spread			3.23%			3.33%
Net interest margin [4]			3.42%			3.56%

(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 39%, 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 gains of $32.4 million in 2011 and $44.1 million in 2010 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 4—Change in Interest Revenue and Expense on a Taxable Equivalent Basis
(in thousands)

	Three Months Ended September 30, 2011 Compared to 2010 Increase (decrease) Due to Changes in			Nine Months Ended September 30, 2011 Compared to 2010 Increase (decrease) Due to Changes in		
	Volume	Rate	Total	Volume	Rate	Total
Interest-earning assets:						
Loans	$ (9,940)	$ 794	$ (9,146)	$ (28,125)	$ (1,852)	$ (29,977)
Taxable securities	6,075	(6,182)	(107)	12,429	(16,076)	(3,647)
Tax-exempt securities	(30)	(30)	(60)	(163)	(53)	(216)
Federal funds sold and other interest-earning assets	(177)	(327)	(504)	1,093	(1,722)	(629)
Total interest-earning assets	(4,072)	(5,745)	(9,817)	(14,766)	(19,703)	(34,469)
Interest-bearing liabilities:						
NOW accounts	(74)	(800)	(874)	(83)	(2,030)	(2,113)
Money market accounts	480	(1,281)	(801)	1,398	(2,258)	(860)
Savings deposits	6	(37)	(31)	13	(70)	(57)
Time deposits less than $100,000	(415)	(2,236)	(2,651)	(1,448)	(7,540)	(8,988)
Time deposits greater than $100,000	(591)	(1,459)	(2,050)	(2,070)	(4,828)	(6,898)
Brokered deposits	(1,503)	(809)	(2,312)	(2,647)	(3,669)	(6,316)
Total interest-bearing deposits	(2,097)	(6,622)	(8,719)	(4,837)	(20,395)	(25,232)
Federal funds purchased & other borrowings	(5)	18	13	(30)	65	35
Federal Home Loan Bank advances	(424)	69	(355)	(1,590)	444	(1,146)
Long-term debt	(215)	192	(23)	(210)	385	175
Total borrowed funds	(644)	279	(365)	(1,830)	894	(936)
Total interest-bearing liabilities	(2,741)	(6,343)	(9,084)	(6,667)	(19,501)	(26,168)
Decrease in net interest revenue	$ (1,331)	$ 598	$ (733)	$ (8,099)	$ (202)	$ (8,301)

Provision for Loan Losses

The provision for loan losses is based on management's evaluation of losses inherent in the loan portfolio and corresponding analysis of the allowance for loan losses at quarter-end. The provision for loan losses was $36.0 million and $237 million for the third quarter and the first nine months of 2011, respectively, compared to $50.5 million and $187 million for the same periods in 2010. The amount of provision recorded in the third quarter was the amount required such that the total allowance for loan losses reflected the appropriate balance, in the estimation of management, and was sufficient to cover inherent losses in the loan portfolio. During the third quarter of 2011, United recorded a loan loss allocation of $25.0 million related to the classification of its largest lending relationship. For the nine months ended September 30, 2011, the increase in the provision for loan losses compared to a year ago was primarily due to the increased level of charge-offs in the first quarter of 2011 recorded in conjunction with the Problem Asset Disposition Plan and transfer of loans to the held for sale category in anticipation of the Bulk Loan Sale. This also had the impact of lowering the second quarter 2011 provision for loan losses due to the lower level of nonperforming loans and net charge-offs. For the three and nine months ended September 30, 2011, net loan charge-offs as an annualized percentage of average outstanding loans were 1.68% and 8.28%, compared to 4.12% and 4.54%, respectively, for the same periods in 2010.

As the residential construction and housing markets have struggled, it has been difficult for many builders and developers to obtain cash flow needed to service debt from selling lots and houses. This deterioration of the residential construction and housing market was the primary factor that resulted in higher credit losses and increases in non-performing assets over the last three years. Although a majority of the charge-offs have been within the residential construction and development portion of the portfolio, credit quality deterioration has migrated to other loan categories as pressure resulting from economic conditions has persisted and unemployment levels have remained high throughout United's markets. 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 49.

Fee Revenue

Operating fee revenue for the three and nine months ended September 30, 2011 was $11.5 million and $37.2 million, respectively, a decrease of $1.36 million, or 11%, compared to third quarter 2010, and an increase of $1.14 million, or 3%, from the year-to-date period of 2010. Fee revenue from continuing operations excludes consulting fees earned by United's Brintech subsidiary which was sold on March 31, 2010.

The following table presents the components of fee revenue for the third quarters and first nine months of 2011 and 2010.

Table 5—Fee Revenue
(dollars in thousands)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
Overdraft fees	$ 3,541	$ 4,427	(20)%	$ 10,709	$ 13,396	(20)%
ATM and debit card fees	3,302	2,517	31	9,111	7,465	22
Other service charges and fees	691	704	(2)	2,042	2,227	(8)
Service charges and fees	7,534	7,648	(1)	21,862	23,088	(5)
Mortgage loan and related fees	1,148	2,071	(45)	3,594	5,151	(30)
Brokerage fees	836	731	14	2,204	1,884	17
Securities gains, net	—	2,491		838	2,552	
Losses from prepayment of borrowings	—	(2,233)		(791)	(2,233)	
Hedge ineffectiveness	575	336		4,687	1,185	
Other	1,405	1,817	(23)	4,847	4,479	8
Total fee revenue	$ 11,498	$ 12,861	(11)	$ 37,241	$ 36,106	3

Service charges and fees of $7.5 million were down $114,000, or 1%, from the third quarter of 2010. For the first nine months of 2011, service charges and fees of $21.9 million were down $1.23 million, or 5%, from the same period in 2010. The decrease was primarily due to a 20% decline in overdraft fees resulting from decreased utilization of our courtesy overdraft services with the changes to Regulation E in 2010 requiring customers to opt in to such services. The decrease in overdraft fees was partially offset by higher ATM and debit card interchange revenue.

Mortgage loans and related fees for the third quarter and first nine months of 2011 were down $923,000, or 45%, and $1.56 million, or 30%, respectively, from the same periods in 2010. In the third quarter of 2011, United closed 387 loans totaling $57.4 million compared with 582 loans totaling $99.7 million in the third quarter of 2010. Origination volumes were driven by the changing interest rate environment which had a significant impact on refinancing activity. Year-to-date mortgage production in 2011 amounted to 1,217 loans totaling $182 million, compared to 1,469 loans totaling $235 million for the same period in 2010.

United recognized net securities gains of $838,000 for the nine months ended September 30, 2011. Net securities gains totaled $2.49 million in the third quarter of 2010 and $2.55 million for the first nine months of 2010. No securities gains were recognized in the third quarter of 2011. The 2010 net gain included $950,000 in impairment charges on trust preferred securities of a bank whose financial condition had deteriorated. The impairment charge was more than offset by realized gains from securities sales. United also recognized losses from the prepayment of Federal Home Loan Bank advances in the first nine months of 2011 and 2010, and the third quarter of 2010. The losses were part of the same balance sheet management activities that resulted in the securities gains. The securities gains and prepayment losses are mostly offsetting and had little net impact on financial results in the periods incurred.

In the third quarter of 2011, United recognized $575,000 in income from hedge ineffectiveness compared with $336,000 in income from hedge ineffectiveness in the third quarter of 2010. For the first nine months of 2011, United recognized $4.69 million in income from hedge ineffectiveness compared with $1.19 million in income for the same period of 2010. Most of the hedge ineffectiveness in 2010 and all of the hedge ineffectiveness in 2011 relates to terminated cash flow hedges where the gains realized on the terminated positions are being deferred over the original term of the derivative instrument. The ineffectiveness, which is caused by a decrease in qualifying prime-based loans, results in the accelerated recognition of the deferred gains.

Other fee revenue of $1.41 million for the third quarter of 2011 was down $412,000, or 23%, due to a $657,000 change in the value of deferred compensation plan assets. The mark to market adjustments on deferred compensation plan assets are completely offset by the mark to market adjustment on United's deferred compensation plan liability. The offsetting mark to market adjustment on the deferred compensation plan liability is included in salaries and employee benefits expense.

Operating Expenses

The following table presents the components of operating expenses for the three and nine months ended September 30, 2011 and 2010.

Table 6—Operating Expenses
(dollars in thousands)

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Change	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010	Change
Salaries and employee benefits	$ 25,262	$ 24,891	1%	$ 76,622	$ 72,841	5%
Communications and equipment	3,284	3,620	(9)	10,006	10,404	(4)
Occupancy	3,794	3,720	2	11,673	11,370	3
Advertising and public relations	1,052	1,128	(7)	3,347	3,523	(5)
Postage, printing and supplies	1,036	1,019	2	3,239	3,009	8
Professional fees	2,051	2,117	(3)	7,731	6,238	24
FDIC assessments and other regulatory charges	2,603	3,256	(20)	11,660	10,448	12
Amortization of intangibles	748	793	(6)	2,270	2,389	(5)
Other	3,877	4,610	(16)	14,368	12,707	13
Total excluding foreclosed property expenses and loss on NPA sale	43,707	45,154	(3)	140,916	132,929	6
Net (gains) losses on sales of foreclosed properties	(804)	7,137		7,998	15,753	
Foreclosed property write downs	1,772	7,051		53,475	17,724	
Foreclosed property maintenance expenses	1,845	5,564	(67)	8,130	11,628	(30)
Loss on sale of nonperforming assets	—	—		—	45,349	
Goodwill impairment	—	210,590		—	210,590	
Total operating expenses	$ 46,520	$ 275,496	(83)	$ 210,519	$ 433,973	(51)

Operating expenses for the third quarter of 2011 totaled $46.5 million, down $229 million, or 83%, from the third quarter of 2010. For the nine months ended September 30, 2011, operating expenses totaled $210.5 million, down $223 million, or 51%, from the same period in 2010, mostly due to a goodwill impairment charge of $211 million incurred in the third quarter of 2010. An increase in foreclosed property losses incurred in connection with United's Problem Asset Disposition Plan was reflected in the nine months ended September 30, 2011. Excluding goodwill impairment, foreclosed property costs and the loss on sale of nonperforming assets in the second quarter of 2010, total operating expenses were $43.7 million, and $141 million for the three and nine months ended September 30, 2011, down $1.45 million, or 3%, from the third quarter of 2010 and up $7.99 million, or 6%, from a year ago.

Salaries and employee benefits for the third quarter of 2011 were $25.3 million, up $371,000, or 1%, from the same period of 2010. For the first nine months of 2011, salaries and employee benefits of $76.6 million were up $3.78 million, or 5%, from the first nine months of 2010. Severance costs for eliminated staff positions accounted for $1.20 million of the year-to-date increase. The increase was also due to higher group medical insurance costs, a lower level of deferred direct loan origination costs and higher equity compensation expense. Headcount totaled 1,762 at September 30, 2011, compared to 1,812 at September 30, 2010.

Occupancy expense of $3.79 million and $11.7 million, respectively, for the third quarter and first nine months of 2011 was up $74,000, or 2%, and up $303,000, or 3%, respectively, compared to the same periods of 2010. The increase was due to higher costs for utilities, real estate taxes and insurance premiums.

Advertising and public relations expense for the third quarter of 2011 totaled $1.05 million, down $76,000, or 7%, from the third quarter of 2010. For the nine months ended September 30, 2011 and 2010, advertising and public relations expense totaled $3.35 million and $3.52 million, respectively. The decrease for both periods is due to a discontinuance of direct mail programs and efforts to reduce discretionary spending.

Postage, printing and supplies expense for the third quarter of 2011 totaled $1.04 million, up $17,000, or 2%, from the same period of 2010. For the nine months ended September 30, 2011 and 2010, postage, printing and supplies expense totaled $3.24 million and $3.01 million, respectively. The increase was primarily due to higher postage costs and outside courier expenses.

Professional fees for the third quarter of 2011 of $2.05 million were down $66,000, or 3%, from the same period in 2010. For the nine months ended September 30, 2011 professional fees of $7.73 million were up $1.49 million, or 24%, primarily due to professional service costs associated with the Bulk Loan Sale.

FDIC assessments and other regulatory charges of $2.60 million and $11.7 million for the third quarter and first nine months of 2011, decreased $653,000, or 20%, from the third quarter of 2010 and increased $1.21 million, or 12%, compared to the first nine months of 2010. The year-to-date increase was due to an increase in United's assessment rate beginning in the first quarter as well as an increase in insured deposits. The assessment rate came down effective April 1, 2011, due to the FDIC's change to an asset based formula which was more favorable to United. United's assessment rate was reduced further late in the second quarter.

Other expense of $3.88 million for the third quarter of 2011 decreased $733,000 from the third quarter of 2010. Year-to-date, other expense of $14.4 million increased $1.66 million from the first nine months of 2010. The year-to-date increase was primarily due to $2.60 million of property taxes and other loan collateral costs incurred to prepare loans for the Bulk Loan Sale. The decrease for the quarter is primarily due to lower loan collection costs.

Gains on sale of foreclosed property totaled $804,000 for the third quarter of 2011, compared to losses on sale of $7.14 million for the third quarter of 2010. For the nine months ended September 30, 2011, losses on sale were $8.00 million compared to losses on sale of $15.8 million for the same period of the prior year. Foreclosed property write-downs for the third quarter and first nine months of 2011 were $1.77 million and $53.5 million compared to $7.05 million and $17.7 million a year ago. The year to date increase reflected higher write downs in the first half of 2011 on foreclosed properties to expedite sales under the Problem Asset Disposition Plan. Foreclosed property maintenance expenses include legal fees, property taxes, marketing costs, utility services, maintenance and repair charges that totaled $1.85 million and $8.13 million, respectively, for the third quarter and first nine months of 2011 compared with $5.56 million and $11.6 million, respectively, a year ago. Foreclosed property costs in general are down in the third quarter from a year ago due to lower balances of foreclosed property after execution of United's Problem Asset Disposition Plan beginning in the first quarter of 2011.

Income Taxes

Income tax benefit for the third quarter of 2011 was $822,000 million as compared with income tax benefit of $17.2 million for the third quarter of 2010, representing an effective tax rate of approximately 6.76% and 6.79%, respectively. The third quarter 2011 tax benefit included the reversal of previously established reserves for uncertain tax positions of $1.09 million as the tax returns upon which the tax positions were claimed are no longer subject to audit as a result of statute expiration. Absent the reversal of the reserves and the increase to the valuation allowance for deferred tax assets for the current period tax benefit, the effective tax rate for the third quarter would have been 40%. Excluding the goodwill impairment charges in 2010, which had a very limited tax impact, the effective tax rate for the third quarter of 2010 was 40.0%. For the first nine months of 2011, income tax expense was $95.9 million as compared with income tax benefit of $73.0 million for the same period in 2010, representing an effective tax rate of 40.5% and 18.1%, respectively. The effective tax rates were different from the statutory tax rates primarily due to interest revenue on certain investment securities and loans that are exempt from income taxes, tax exempt fee revenue, tax credits received on affordable housing investments, and the change in valuation allowance on deferred tax assets as discussed below.

The change from a pre-tax loss to pre-tax earnings will affect the effective tax rate going forward. Because in aggregate, United's permanent tax differences are generally in United's favor, they tend to reduce the effective tax rate below the blended statutory rate of 38.9% when United has pre-tax earnings and they increase the effective tax rate above the blended statutory rate when United has a pre-tax loss. The effective tax rates can be volatile as earnings or losses approach a break-even point since United would report a tax benefit even if it were to break even as a result of the permanent tax differences. Therefore some volatility in the effective tax rate is expected as United moves from a loss position to positive earnings.

At September 30, 2011, United had net deferred tax assets with a carrying amount of zero, net of the valuation allowance of $269 million. Accounting Standards Codification Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realizability. Based on the weighting of the evidence, management has determined that the objective negative evidence outweighs the more subjective positive evidence. As a result, management has established a full valuation allowance against its net deferred tax assets.

As of February 22, 2011, United adopted a tax benefits preservation plan designed to protect its ability to utilize its substantial tax assets. Those tax assets include net operating losses that it could utilize in certain circumstances to offset taxable income and reduce its federal income tax liability and the future tax benefits from potential net unrealized built in losses. United's ability to use its tax benefits would be substantially limited if it were to experience an ownership change as defined under Section 382. In general, an ownership change would occur if United's "5-percent shareholders," as defined under Section 382, collectively increase their ownership in United by more than 50% over a rolling three-year period. The tax benefits preservation plan is designed to reduce the likelihood that United will experience an ownership change by discouraging any person or group from becoming a beneficial owner of 4.99% or more of United's common stock then outstanding.

In connection with the tax benefits preservation plan, on February 22, 2011, United entered into a share exchange agreement with the Elm Ridge Parties to transfer to the Company 1,551,126 shares of United's common stock, in exchange for 16,613 shares of the Company's series D preferred shares and warrants to purchase 1,551,126 shares of common stock. Prior to entering into the share exchange agreement, collectively, the Elm Ridge Parties were United's largest shareholder. By exchanging the Elm Ridge Parties' common stock for the Series D Preferred Shares and warrants, United eliminated its only "5-percent shareholder" and, as a result, obtained further protection against an ownership change under Section 382.

Additional information regarding income taxes can be found in Note 15 to the consolidated financial statements filed with United's 2010 Form 10-K.

Balance Sheet Review

Total assets at September 30, 2011, December 31, 2010 and September 30, 2010 were $6.89 billion, $7.28 billion and $7.01 billion, respectively. Average total assets for the third quarter of 2011 were $7.00 billion, down from $7.52 billion in the third quarter of 2010.

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Loans

The following table presents a summary of the loan portfolio.

Table 7—Loans Outstanding (excludes loans covered by loss share agreement)
(dollars in thousands)

	September 30, 2011	December 31, 2010	September 30, 2010
By Loan Type			
Commercial (secured by real estate)	$ 1,771,101	$ 1,761,424	$ 1,781,271
Commercial construction	168,531	296,582	309,519
Commercial (commercial and industrial)	429,043	441,518	456,368
Total commercial	2,368,675	2,499,524	2,547,158
Residential construction	474,552	695,166	763,424
Residential mortgage	1,149,678	1,278,780	1,315,994
Installment	116,970	130,656	132,928
Total loans	$ 4,109,875	$ 4,604,126	$ 4,759,504
As a percentage of total loans:			
Commercial (secured by real estate)	43%	38%	36%
Commercial construction	4	6	7
Commercial (commercial and industrial)	10	10	10
Total commercial	57	54	53
Residential construction	12	15	16
Residential mortgage	28	28	28
Installment	3	3	3
Total	100%	100%	100%
By Geographic Location			
Atlanta MSA	$ 1,192,496	$ 1,310,222	$ 1,364,823
Gainesville MSA	271,705	312,049	316,499
North Georgia	1,478,179	1,688,586	1,754,541
Western North Carolina	607,284	701,798	718,948
Coastal Georgia	315,597	335,020	344,901
East Tennessee	244,614	256,451	259,792
Total loans	$ 4,109,875	$ 4,604,126	$ 4,759,504

Substantially all of United’s loans are to customers (including customers who have a seasonal residence in United’s market areas) located in the immediate market areas of its community banks in Georgia, North Carolina, and Tennessee, and more than 85% of the loans are secured by real estate. At September 30, 2011, total loans, excluding loans acquired from SCB that are covered by loss sharing agreements with the FDIC, were $4.11 billion, a decrease of $650 million, or 14%, from September 30, 2010. The rate of loan growth began to decline in the first quarter of 2007 and the balances have continued to decline. The decrease in the loan portfolio began with deterioration in the residential construction and housing markets. This deterioration resulted in part in an oversupply of lot inventory, houses and land within United’s markets, which further slowed construction activities and acquisition and development projects. The resulting recession that began in the housing market led to high rates of unemployment that resulted in stress in the other segments of United’s loan portfolio. Despite the weak economy and lack of loan demand, United has continued to pursue lending opportunities which resulted in $87.8 million in new loans that were funded in the third quarter of 2011.

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, establishing credit policies and procedures and enforcing the consistent application of these policies and procedures among all of the community banks. Additional information on the credit administration function is included in Item 1 under the heading *Loan Review and Non-performing Assets* in United’s Annual Report on Form 10-K.

United classifies performing loans as "substandard" when there is a well-defined weakness or weaknesses that jeopardize the repayment by the borrower and there is a distinct possibility that United could sustain some loss if the deficiency is not corrected. The table below presents performing substandard loans for the last five quarters.

Table 8—Performing Substandard Loans
(dollars in thousands)

	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010
By Category					
Commercial (sec. by RE)	$ 134,356	$ 117,525	$ 119,651	$ 156,765	$ 157,245
Commercial construction	26,530	31,347	34,887	90,745	102,592
Commercial & industrial	24,868	16,645	16,425	16,767	22,251
Total commercial	185,754	165,517	170,963	264,277	282,088
Residential construction	76,179	74,277	80,534	158,770	177,381
Residential mortgage	76,707	70,396	69,119	86,143	86,239
Installment	2,703	2,923	2,352	2,957	4,218
Total	$ 341,343	$ 313,113	$ 322,968	$ 512,147	$ 549,926
By Market					
Atlanta MSA	$ 97,906	$ 97,931	$ 100,200	$ 185,327	$ 214,676
Gainesville MSA	19,615	14,957	17,417	33,962	27,097
North Georgia	156,063	140,886	148,228	212,992	229,845
North Carolina	36,724	30,202	27,280	42,335	37,085
Coastal Georgia	23,966	22,945	23,104	29,223	32,341
East Tennessee	7,069	6,192	6,739	8,308	8,882
Total loans	$ 341,343	$ 313,113	$ 322,968	$ 512,147	$ 549,926

At September 30, 2011, performing substandard loans totaled $341 million and increased $28.2 million from the prior quarter-end, and decreased $209 million from a year ago. Most of the decrease from a year ago occurred in United's Atlanta and north Georgia markets and was primarily the result of our Bulk Loan Sale which was completed on April 18, 2011. Residential construction and commercial construction loans showed the most significant decreases as they represented more than 60% of the pre-charge down carrying amount of the aggregate loans included in the loan sale. The increase from the second quarter was primarily in the commercial secured by real estate category, primarily in north Georgia and North Carolina markets.

Reviews of substandard performing and non-performing loans, troubled debt restructures, past due loans and larger credits, are conducted on a regular basis with management each quarter and are designed to identify risk migration and potential charges to the allowance for loan losses. These reviews are performed by the responsible lending officers and the loan review department and also consider such factors as the financial strength of borrowers, the value of the applicable collateral, past loan loss experience, anticipated loan losses, changes in risk profile, prevailing economic conditions and other factors. In addition to United's internal loan review, United also uses external loan review to ensure the independence of the loan review process.

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The following table presents a summary of the changes in the allowance for loan losses for the three and nine months ended September 30, 2011 and 2010.

Table 9—Allowance for Loan Losses
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,			
	2011	2010	2011			2010
	Total	Total	Problem (1) Asset Disposition Plan	Other	Total	Total
Balance beginning of period	$ 127,638	$ 174,111			$ 174,695	$ 155,602
Provision for loan losses	36,000	50,500			237,000	187,000
Charge-offs:						
Commercial (secured by real estate)	2,270	14,343	$ 44,052	$ 10,358	54,410	27,070
Commercial construction	1,705	1,989	47,237	5,163	52,400	5,660
Commercial (commercial and industrial)	866	1,458	3,411	2,421	5,832	7,776
Residential construction	7,668	25,661	78,653	28,039	106,692	111,632
Residential mortgage	6,399	8,043	30,139	17,603	47,742	19,435
Consumer installment	970	1,162	297	2,652	2,949	3,708
Total loans charged-off	19,878	52,656	203,789	66,236	270,025	175,281
Recoveries:						
Commercial (secured by real estate)	78	131	—	352	352	1,137
Commercial construction	80	17	—	191	191	22
Commercial (commercial and industrial)	446	251	—	849	849	1,592
Residential construction	1,287	1,727	—	1,544	1,544	3,083
Residential mortgage	289	348	—	660	660	672
Consumer installment	152	184	—	826	826	786
Total recoveries	2,332	2,658	—	4,422	4,422	7,292
Net charge-offs	17,546	49,998	$ 203,789	$ 61,814	265,603	167,989
Balance end of period	$ 146,092	$ 174,613			$ 146,092	$ 174,613
Total loans: *						
At period-end	$ 4,109,875	$ 4,759,504			$ 4,109,875	$ 4,759,504
Average	4,132,526	4,818,924			4,286,260	4,947,209
Allowance as a percentage of period-end loans	3.55%	3.67%			3.55	3.67%
As a percentage of average loans:						
Net charge-offs	1.68	4.12			8.28	4.54
Provision for loan losses	3.46	4.16			7.39	5.05
Allowance as a percentage of non-performing loans	101	80			101	80

* Excludes loans covered by loss sharing agreements with the FDIC

(1) United's Problem Asset Dispostion Plan resulted in charge-offs in the first nine months of 2011 totaling $179 million related to the Bulk Loan Sale that closed on April 18, 2011. Also in the first nine months of 2011 related to United's Problem Asset Disposition Plan was an additional $9.5 million in charge-offs related to other bulk loan sales that were completed in the first quarter of 2011 and $15.6 million in charge-offs on foreclosed properties related to the Problem Asset Disposition Plan. Total losses related to the Problem Asset Disposition Plan for the first six months of 2011 were $203.8 million.

The provision for loan losses charged to earnings was based upon management's judgment of the amount necessary to maintain the allowance at a level appropriate to absorb losses inherent 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 decreases in the provision and the stabilization of the level of the allowance for loan losses compared to the previous periods reflects stabilizing trends in substandard loans, leading to an expectation that charge-off levels may continue to decline.

At September 30, 2011 the allowance for loan losses was $146 million, or 3.55% of loans, compared with $175 million, or 3.79% of loans, at December 31, 2010 and $175 million, or 3.67% of loans, at September 30, 2010. The decrease in the allowance for loan losses is consistent with the decrease in classified loans resulting from the execution of the Problem Asset Disposition Plan, including the Bulk Loan Sale which reduced the amount of loss remaining in the loan portfolio. During the third quarter of 2011, United recorded a loan loss allocation of $25.0 million due to the classification of its largest lending relationship.

Management believes that the allowance for loan losses at September 30, 2011 reflects the losses inherent in the loan portfolio. This assessment involves uncertainty and judgment; therefore, the adequacy of the allowance for loan losses cannot be determined with
precision and may be 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 loan losses in future periods if, in their opinion, the results of their review warrant such additions. See the "Critical Accounting Policies" section in United's Annual Report on Form 10-K for additional information on the allowance for loan losses.

Nonperforming Assets

The table below summarizes nonperforming assets, excluding SCB's assets covered by the loss-sharing agreement with the FDIC. Those assets have been excluded from nonperforming assets, as the loss-sharing agreement with the FDIC and purchase price adjustments to reflect credit losses effectively eliminate the likelihood of recognizing any losses on the covered assets.

Table 10—Nonperforming Assets
(dollars in thousands)

	September 30, 2011 (As restated)	December 31, 2011 (As restated)	September 30, 2010
Nonperforming loans*	$ 144,484	$ 179,094	$ 217,766
Foreclosed properties (OREO)	44,263	142,208	129,964
Total nonperforming assets	$ 188,747	$ 321,302	$ 347,730
Nonperforming loans as a percentage of total loans	3.52%	3.89%	4.58%
Nonperforming assets as a percentage of total loans and OREO	4.54	6.77	7.11
Nonperforming assets as a percentage of total assets	2.74	4.42	4.96

* There were no loans 90 days or more past due that were still accruing at period end.

At September 30, 2011, nonperforming loans were $144 million, compared to $179 million at December 31, 2010 and $218 million at September 30, 2010. The ratio of nonperforming loans to total loans decreased from December 31, 2010 and September 30, 2010 due to the Bulk Loan Sale in April 2011, which included performing and nonperforming substandard loans. Nonperforming assets, which include nonperforming loans and foreclosed real estate, totaled $189 million at September 30, 2011, compared with $321 million at December 31, 2010 and $348 million at September 30, 2010. United sold $13.8 million and $87.3 million, respectively, of foreclosed properties during the third quarter and first nine months of 2011. Both of these events helped lower the balance of foreclosed properties by 66% compared to September 30, 2010.

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 accordance with the loan terms 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 outstanding principal.

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The following table summarizes non-performing assets by category and market. As with Tables 7, 8 and 10, assets covered by the loss-sharing agreement with the FDIC, related to the acquisition of SCB, are excluded from this table.

Table 11—Nonperforming Assets by Quarter [(1)]
(in thousands)

	September 30, 2011			December 31, 2010			September 30, 2010		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
BY CATEGORY									
Commercial (sec. by RE)	$ 21,998	$ 8,880	$ 30,878	$ 44,927	$ 23,659	$ 68,586	$ 53,646	$ 14,838	$ 68,484
Commercial construction	11,370	5,862	17,232	21,374	17,808	39,182	17,279	15,125	32,404
Commercial & industrial	53,009	—	53,009	5,611	—	5,611	7,670	—	7,670
Total commercial	86,377	14,742	101,119	71,912	41,467	113,379	78,595	29,963	108,558
Residential construction	34,472	21,561	56,033	54,505	78,231	132,736	79,321	73,206	152,527
Residential mortgage	22,671	7,960	30,631	51,083	22,510	73,593	58,107	26,795	84,902
Consumer / installment	964	—	964	1,594	—	1,594	1,743	—	1,743
Total NPAs	$ 144,484	$ 44,263	$ 188,747	$ 179,094	$ 142,208	$ 321,302	$ 217,766	$ 129,964	$ 347,730
Balance as a % of Unpaid Principal	77.8% [(2)]	33.4%	59.3% [(2)]	67.2%	64.4%	65.9%	70.0%	65.9%	68.4%
BY MARKET									
Atlanta MSA	$ 13,350	$ 12,971	$ 26,321	$ 48,289	$ 41,154	$ 89,443	$ 65,304	$ 32,785	$ 98,089
Gainesville MSA	5,311	2,495	7,806	5,171	9,273	14,444	11,905	5,685	17,590
North Georgia	105,078	17,467	122,545	83,551	66,211	149,762	92,295	67,439	159,734
Western North Carolina	13,243	7,941	21,184	25,832	11,553	37,385	31,545	11,559	43,104
Coastal Georgia	5,600	2,354	7,954	11,145	11,901	23,046	10,611	10,951	21,562
East Tennessee	1,902	1,035	2,937	5,106	2,116	7,222	6,106	1,545	7,651
Total NPAs	$ 144,484	$ 44,263	$ 188,747	$ 179,094	$ 142,208	$ 321,302	$ 217,766	$ 129,964	$ 347,730

(1) Excludes non-performing loans and foreclosed properties covered by the loss-sharing agreement with the FDIC, related to the acquisition of SCB.

(2) These amounts were significantly impacted by the placing of United's largest lending relationship on nonaccrual status. Excluding that loan relationship which has a $25 million special allowance allocation, the balance of nonaccrual loans and total nonperforming assets as a percentage of unpaid principal is 62.2% and 46.4%, respectively.

In April 2011, United sold nonperforming loans in the Bulk Loan Sale with a pre-write down carrying amount of $101 million and performing substandard loans with a pre-write down carrying amount of $166 million. Nonperforming assets in the residential construction category were $56.0 million at September 30, 2011, compared with $153 million at September 30, 2010, a decrease of $96.5 million, or 63%. Commercial nonperforming assets decreased from $109 million at September 30, 2010 to $101 million at September 30, 2011. Residential mortgage non-performing assets of $30.6 million decreased $54.3 million from September 30, 2010. While United experienced a reduction in nonperforming assets across all markets, the execution of the Problem Asset Disposition Plan, which included the Bulk Loan Sale and the write down of foreclosed properties, contributed to a decline in the North Georgia market and Atlanta MSA, where nonperforming asset levels had been particularly elevated.

At September 30, 2011, December 31, 2010, and September 30, 2010 United had $75.7 million, $101 million and $66.3 respectively, in loans with terms that have been modified in a troubled debt restructuring ("TDR"). Included therein were $5.91 million, $17.3 million and $16.7 million of TDRs that were not performing in accordance with their modified terms and were included in nonperforming loans. The remaining TDRs with an aggregate balance of $69.8 million, $83.7 million and $49.6 million, respectively, were performing according to their modified terms and are therefore not considered to be nonperforming assets.

At September 30, 2011, December 31, 2010, and September 30, 2010, there were $183 million, $123 million and $157 million, respectively, of loans classified as impaired under the Accounting Standards Codification. Included in impaired loans at September 30, 2011, December 31, 2010 and September 30, 2010, was $62.7 million, $115 million and $150 million, respectively that did not require specific reserves or had previously been charged down to net realizable value. The balance of impaired loans at September 30, 2011, December 31, 2010 and September 30, 2010, of $120 million, $7.64 million and $7.1 million, respectively, had specific reserves that totaled $33.5 million, $1.05 million and $1.27 million, respectively. During the third quarter of 2011, United classified its largest lending relationship of $76.6 million as impaired and recorded a specific reserve of $25.0 million. The average recorded investment in impaired loans for the third quarters of 2011 and 2010 was $109 million and $159 million, respectively. For the three and nine months ended September 30, 2011, United recognized $797,000 in interest income on impaired loans. There was no interest revenue recognized on loans while they were impaired for the first nine months of 2010. United's policy is to discontinue the recognition of interest revenue for loans classified as impaired under the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 310-10-35, *Receivables*, when a loan meets the criteria for nonaccrual status.

The table below summarizes activity in non-performing assets by quarter. Assets covered by loss sharing agreements with the FDIC, related to the acquisition of SCB, are not included in this table.

Table 12—Activity in Nonperforming Assets by Quarter
(in thousands)

	Third Quarter 2011 [1]			Third Quarter 2010 [1]		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
Beginning Balance	$ 71,065	$ 47,584	$ 118,649	$ 224,335	$ 123,910	$ 348,245
Loans placed on non-accrual [2]	103,365	—	103,365	119,783	—	119,783
Payments received	(3,995)	—	(3,995)	(11,469)	—	(11,469)
Loan charge-offs	(15,335)	—	(15,335)	(52,647)	—	(52,647)
Foreclosures	(10,616)	10,616	—	(59,844)	59,844	—
Capitalized costs	—	818	818	—	601	601
Note / property sales	—	(13,787)	(13,787)	(2,392)	(40,203)	(42,595)
Write downs	—	(1,772)	(1,772)	—	(7,051)	(7,051)
Net gains (losses) on sales	—	804	804	—	(7,137)	(7,137)
Ending Balance	$ 144,484	$ 44,263	$ 188,747	$ 217,766	$ 129,964	$ 347,730

	First Nine Months 2011 [1][3]			First Nine Months 2010 [1]		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
Beginning Balance	$ 179,094	$ 142,208	$ 321,302	$ 264,092	$ 120,770	$ 384,862
Loans placed on non-accrual [2]	194,006	—	194,006	413,820	—	413,820
Payments received	(15,247)	—	(15,247)	(29,391)	—	(29,391)
Loan charge-offs	(78,192)	—	(78,192)	(174,237)	—	(174,237)
Foreclosures	(49,693)	49,693	—	(176,071)	176,071	—
Capitalized costs	—	1,108	1,108	—	1,226	1,226
Note / property sales	(11,400)	(87,273)	(98,673)	(80,447)	(134,626)	(215,073)
Loans transferred to held for sale	(74,084)	—	(74,084)	—	—	—
Write downs	—	(53,475)	(53,475)	—	(17,724)	(17,724)
Net losses on sales	—	(7,998)	(7,998)	—	(15,753)	(15,753)
Ending Balance	$ 144,484	$ 44,263	$ 188,747	$ 217,766	$ 129,964	$ 347,730

(1) Excludes non-performing loans and foreclosed properties covered by the loss-sharing agreement with the FDIC, related to the acquisition of SCB.

(2) Includes $76.6 million from United's largest loan relationship that was placed on nonaccrual in the third quarter of 2011.

(3) The NPA activity shown for the first nine months of 2011 is presented with all activity related to loans transferred to the held for sale classification on one line as if those loans were transferred to held for sale at the beginning of the period. During the first quarter of 2011, $27.1 million in loans transferred to held for sale were placed on nonaccrual, $1.1 million in payments were received on nonaccrual loans transferred to held for sale and $66.6 million in charge-offs were recorded on nonaccrual loans transferred to held for sale to mark them down to the expected proceeds from the sale.

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 fair value, less estimated costs to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to foreclosed property costs. 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. Financed sales of foreclosed property are accounted for in accordance with ASC 360-20, *Real Estate Sales*. For the third quarter and first nine months of 2011, United transferred $10.6 million and $49.7 million, respectively, of loans into foreclosed property. During the same periods, proceeds from sales of foreclosed property were $13.8 million and $87.3 million, respectively, which includes $3.1 million and $16.3 million of sales that were financed by United, respectively. During the first quarter of 2011, United recorded $48.6 million in write-downs on foreclosed property in order to expedite sales in the second and third quarter.

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. Total investment securities at September 30, 2011 increased $813 million from a year ago. The increase in the securities portfolio was a result of a buildup of liquidity resulting partially from strong core deposit growth with little loan demand to invest the proceeds. In addition, United had previously sought to maintain above normal amounts of liquidity due to the uncertain economy. United invested the proceeds from deposits in floating rate mortgage-backed securities. United chose floating rate securities because they have less market risk in the event rates begin to rise.

At September 30, 2011, United had securities held to maturity with a carrying value of $354 million and securities available for sale totaling $1.77 billion. At September 30, 2011, December 31, 2010, and September 30, 2010, the securities portfolio represented approximately 31%, 20%, and 19% of total assets, respectively.

The investment securities portfolio primarily consists of U.S. Government sponsored agency mortgage-backed securities, non-agency mortgage-backed securities, U.S. Government agency securities, corporate securities, and municipal 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 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 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.

Goodwill and Other Intangible Assets

Goodwill represents the premium paid for acquired companies above the fair value of the assets acquired and liabilities assumed, including separately identifiable intangible assets. As a result of the significant drop in United's stock price during the third quarter of 2010, United conducted an interim goodwill impairment test to determine if the stock price decline might indicate goodwill was impaired. United's third quarter interim 2010 impairment test indicated that goodwill was in fact impaired and United recorded a charge to earnings for the entire remaining balance of $211 million. In performing the interim impairment test, United engaged the services of a national third party valuation expert who employed commonly used valuation techniques including an earnings approach that considered discounted future expected cash earnings and three market approaches.

Other intangible assets, primarily core deposit intangibles representing the value of United's acquired deposit base, 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 United's other intangible assets.

Deposits

United initiated several programs in early 2009 to improve core earnings by growing customer transaction deposit accounts and lowering overall pricing on deposit accounts to improve its net interest margin and increase net interest revenue. The programs were very successful in increasing core transaction deposit accounts and reducing more costly time deposit balances as United's funding needs decreased due to lower loan demand. United has continued to pursue customer transaction deposits by stressing its high customer satisfaction scores.

Total deposits as of September 30, 2011 were $6.01 billion, an increase of $6.7 million from September 30, 2010. Total non-interest-bearing demand deposit accounts of $966 million increased $183 million, or 23%, due to the success of core deposit programs. Also impacted by the programs were NOW, money market and savings accounts of $2.53 billion which increased $200 million, or 9%, from September 30, 2010.

Total time deposits, excluding brokered deposits, as of September 30, 2011 were $2.30 billion, down $233 million from September 30, 2010. Time deposits less than $100,000 totaled $1.39 billion, a decrease of $105 million, or 7%, from a year ago. Time deposits of $100,000 and greater totaled $905 million as of September 30, 2011, a decrease of $128 million, or 12%, from September 30, 2010. United continued to offer low rates on certificates of deposit, allowing balances to decline as United's funding needs declined due to weak loan demand.

Wholesale Funding

The Bank is a shareholder in the Federal Home Loan Bank ("FHLB") of Atlanta. Through this affiliation, FHLB secured advances totaled $40.6 million and $55.1 million as of September 30, 2011 and 2010, respectively. United anticipates continued use of this short and long-term source of funds. FHLB advances outstanding at September 30, 2011 had fixed interest rates ranging up to 4.49%. During the second quarter of 2011 and the third quarter of 2010, United prepaid approximately $14.5 million and $50.0 million, respectively, of fixed-rate advances and incurred prepayment charges of $791,000 and $2.23 million, respectively. Additional information regarding FHLB advances is provided in Note 11 to the consolidated financial statements included in United's 2010 Form 10-K.

At September 30, 2011 and 2010, United had $103 million and $104 million, respectively, in repurchase agreements and other short-term borrowings outstanding. United takes advantage of these additional sources of liquidity when rates are favorable compared to other forms of short-term borrowings, such as FHLB advances and brokered deposits.

Interest Rate Sensitivity Management

The absolute level and volatility of interest rates can have a significant effect on United's profitability. The objective of interest rate risk management is to identify and manage the sensitivity of net interest revenue to changing interest rates, in order to achieve 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 manages its exposure to fluctuations in interest rates through policies established by the Asset/Liability Management Committee ("ALCO"). ALCO meets periodically and has responsibility for approving asset/liability management policies, formulating and implementing strategies to improve balance sheet positioning and/or earnings, and reviewing United's interest rate sensitivity.

One of the tools management uses to estimate 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 the level of balance sheet growth, loan and deposit repricing characteristics and the rate of prepayments. The ALCO regularly reviews the assumptions for accuracy 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 gradually rising and falling rate scenarios, which are compared to this base scenario. Another commonly analyzed scenario is a most-likely scenario that projects the expected change in rates based on the slope of the yield curve. Other scenarios analyzed may include rate shocks, narrowing or widening spreads, and yield curve steepening or flattening. While 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 ramps that increase 200 basis points and decrease 200 basis points from the base scenario. In the ramp scenarios, rates change 25 basis points per month over the initial eight months. The policy limits the change in net interest revenue over the first 12 months to a 10% decrease in either scenario. The policy ramp and base scenarios assume a static balance sheet. Historically low rates on September 30, 2011 and 2010 made use of the down 200 basis points scenario problematic. At September 30, 2011 United's simulation model indicated that a 200 basis point increase in rates would cause an approximate 1.83% increase in net interest revenue over twelve months, and a 25 basis point decrease would cause an approximate .47% increase in net interest revenue over twelve months. At September 30, 2010, United's simulation model indicated that a 200 basis point increase in rates would cause an approximate .48% decrease in net interest revenue and a 25 basis point decrease in rates over twelve months would cause an approximate .33% increase in net interest revenue.

Interest rate sensitivity is a function of the repricing characteristics of the portfolio of assets and liabilities. These repricing 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, repricing or maturity during the life of the instruments. Interest rate sensitivity management focuses on the maturity structure of assets and liabilities and their repricing 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 within an acceptable timeframe, thereby minimizing the effect of interest rate changes on net interest revenue.

United may have some discretion in the extent and timing of deposit repricing 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 repricing for both the asset and the liability remains the same, due to the two instruments repricing according to different indices.

Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities that are not reflected in an interest rate sensitivity gap analysis. These prepayments may have significant effect on the net interest margin. Because of these limitations, an interest sensitivity gap analysis alone generally does not provide an accurate assessment of exposure to changes in interest rates.

In order to manage its interest rate sensitivity, United periodically enters into off-balance sheet contracts that are considered derivative financial instruments. Derivative financial instruments can be a cost-effective and capital-effective means of modifying the repricing characteristics of on-balance sheet assets and liabilities. These contracts generally consist of interest rate swaps under which United pays a variable rate and receives a fixed rate and interest rate floor contracts where United pays a premium up front to a counterparty for the right to be compensated if a specified rate index falls below a pre-determined floor rate.

United's derivative financial instruments 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 currently 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. At September 30, 2011, United did not have any active derivative contracts outstanding.

From time to time, United will terminate swap or floor positions when conditions change and the position is no longer necessary to manage United's overall sensitivity to changes in interest rates. In those situations where the terminated swap or floor 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 swap or floor, 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. For floor contracts, the gain or loss is amortized over the remaining original contract term based on the original floorlet schedule. At September 30, 2011, United had $7.16 million in gains from terminated derivative positions included in other comprehensive income that will be amortized into earnings over their remaining original contract terms. Approximately $5.33 million is expected to be reclassified into interest revenue over the next twelve months.

United's policy requires all 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 minimal and should not have any material unintended effect on our 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 securities as collateral to cover the net exposure.

Liquidity Management

The objective of liquidity management is to ensure that sufficient funding is available, at reasonable cost, to meet the 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. 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 United's ability to meet the daily cash flow requirements of the Bank's customers, both depositors and borrowers. In addition, because United is a separate entity and apart from the Bank, it must provide for its own liquidity. United is responsible for the payment of dividends declared for its common and preferred shareholders, and interest and principal on any outstanding debt or trust preferred securities.

Two key objectives of asset/liability management are to provide for adequate liquidity in order to meet the needs of customers and to maintain an optimal balance between interest-sensitive assets and interest-sensitive liabilities to optimize net interest revenue. Daily monitoring of the sources and uses of funds is necessary to maintain a position that meets both requirements.

The asset portion of the balance sheet provides liquidity primarily through loan principal repayments and the maturities and sales of securities, as well as the ability to use these as collateral for borrowings on a secured basis. We also maintain excess funds in short-term interest-bearing assets that provide additional liquidity. Mortgage loans held for sale totaled $22.1 million at September 30, 2011, and typically turn over every 45 days as the closed loans are sold to investors in the secondary market. In addition, at September 30, 2011 United held $826 million in excess liquidity including $230 million in cash equivalent balances, primarily balances in excess of reserve requirements at the Federal Reserve Bank and $596 million in floating rate securities.

The liability section of the balance sheet provides liquidity through interest-bearing and noninterest-bearing deposit accounts. Federal funds purchased, Federal Reserve short-term borrowings, FHLB advances and securities sold under agreements to repurchase are additional sources of liquidity and represent United's incremental borrowing capacity. 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.

Substantially all of the parent company's liquidity is obtained from subsidiary service fees and dividends from the Bank, which is limited by applicable law.

At September 30, 2011, United had sufficient qualifying collateral to increase FHLB advances by $1.39 billion and Federal Reserve discount window capacity of $405 million. United's internal policy limits brokered deposits to 25% of total assets. At September 30, 2011, United had the capacity to increase brokered deposits by $1.51 billion, subject to certain regulatory approvals, and still remain within this limit. In addition to these wholesale sources, United has the ability to attract retail deposits at any time by competing more aggressively on pricing.

As disclosed in United's consolidated statement of cash flows, net cash provided by operating activities was $149 million for the nine months ended September 30, 2011. The net loss of $237 million for the nine month period included non-cash expenses for the provision for loan losses of $237 million and losses and write downs on foreclosed property of $61.5 million. In addition, other assets decreased $59.8 million. Net cash used in investing activities of $350 million consisted primarily of purchases of securities of $1.14 billion and purchases of premises and equipment of $6.44 million, that were offset by proceeds from sales of securities of $107 million, maturities and calls of investment securities of $416 million, net proceeds from sales of other real estate of $71.0 million, proceeds from note sales of $99.3 million, and a net decrease in loans of $106 million. Net cash used in financing activities of $149 million consisted primarily of the proceeds of $362 million from the issuance of common and preferred stock offset by a net decrease in deposits of $464 million. United also paid $15.3 million to settle FHLB advances and repaid $30.0 million in long-term debt. In the opinion of management, United had a significant excess liquidity position at September 30, 2011, which was sufficient to meet its expected cash flow requirements.

Capital Resources and Dividends

Shareholders' equity at September 30, 2011 was $583 million, an increase of $115 million from December 31, 2010. Accumulated other comprehensive income, which includes unrealized gains and losses on securities available for sale and the unrealized gains and losses on derivatives qualifying as cash flow hedges, is excluded in the calculation of regulatory capital adequacy ratios. Excluding the change in the accumulated other comprehensive income, shareholders' equity increased $123 million from December 31, 2010.

During the first quarter of 2011, United closed the Private Placement. Pursuant to the Private Placement, the Investors purchased and United issued $32.9 million of the Company's existing common stock, consisting of 3,467,699 shares, for $9.50 per share and issued $347 million in preferred stock consisting of $196 million of Series F Preferred Stock, and $151 million of Series G Preferred Stock. Under the terms of the Private Placement Agreement and following receipt of required shareholder approvals, which were received on June 16, 2011 at United's annual shareholders' meeting, the Series F Preferred Stock converted into 20,618,156 shares of voting common stock and the Series G Preferred Stock converted into 15,914,209 shares of non-voting common stock. Following such conversion, the Investors owned an aggregate of 24,085,855 shares of common stock and 15,914,209 shares of non-voting common stock. The Private Placement resulted in an increase to shareholders' equity of $362 million, net of transaction costs.

On February 22, 2011, the Company entered into the Share Exchange Agreement with the Elm Ridge Parties. Under the Share Exchange Agreement, the Elm Ridge Parties agreed to transfer to the Company 1,551,126 shares of the Company's common stock in exchange for 16,613 Series D Preferred Shares and warrants to purchase 1,551,126 common shares.

United accrued $3.02 million and $8.81 million, respectively, in dividends, including accretion of discounts, on Series A, Series B and Series D preferred stock in the third quarter and first nine months of 2011.

In November 2011, United entered into an informal memorandum of understanding with the Federal Reserve Bank of Atlanta and the Georgia Department of Finance (the "Holding Company MOU") that superseded the board resolution previously requested by the Federal Reserve. The Holding Company MOU provides, similar to the superseded resolution, that United may not incur additional indebtedness, pay cash dividends, make payments on our trust preferred securities or subordinated indebtedness or repurchase outstanding stock without prior approval of the Federal Reserve. We were not given permission to pay interest on our trust preferred securities and dividends on our preferred stock during the first quarter of 2011. Effective April 15, 2011, United received approval to make payments for currently payable and previously deferred dividends and interest on its preferred stock and trust preferred securities. Since then, United has continued to receive quarterly approvals of all payments, including the fourth quarter of 2011. Additionally, the Holding Company MOU requires, among other things, that United ensures that the Bank functions in a safe and sound manner. United believes it is in compliance with all requirements of the Holding Company MOU.

The Bank is currently subject to an informal memorandum of understanding with the Federal Deposit Insurance Corporation and the Georgia Department of Banking and Finance (the "Bank MOU") which requires, among other things, that the Bank maintain its Tier 1 leverage ratio at not less than 8% and its total risk-based capital ratio at not less than 10% during the life of the Bank MOU. Additionally, the Bank MOU requires, among other things, that prior to declaring or paying any cash dividends to United, the Bank must obtain the written consent of its regulators. The Bank believes it is in compliance with all requirements of the Bank MOU.

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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 2011 and 2010.

Table 13—Stock Price Information

	2011				2010			
	High	Low	Close	Avg Daily Volume	High	Low	Close	Avg Daily Volume
First quarter	$ 11.85	$ 5.95	$ 11.65	227,321	$ 25.00	$ 16.05	$ 22.05	176,585
Second quarter	14.65	9.80	10.56	139,741	31.00	19.30	19.75	169,997
Third quarter	11.33	7.67	8.49	214,303	20.50	10.20	11.20	162,032
Fourth quarter					13.00	5.50	9.75	216,916

The stock price information shown above has been adjusted to reflect United's 1 for 5 reverse stock split as though it had occurred at the beginning of the earliest reported period.

The Board of Governors of the Federal Reserve System has issued guidelines for the implementation of risk-based capital requirements by U.S. banks and bank holding companies. These risk-based capital guidelines take into consideration risk factors, as defined by regulators, associated with various categories of assets, both on and off-balance sheet. Under the guidelines, capital strength is measured in two tiers that are used in conjunction with risk-weighted assets to determine the risk-based capital ratios. The guidelines require an 8% total risk-based capital ratio, of which 4% must be Tier I capital. However, to be considered well-capitalized under the guidelines, a 10% total risk-based capital ratio is required, of which 6% must be Tier I capital.

Under the risk-based capital guidelines, assets and credit equivalent amounts of derivatives and off-balance sheet items are assigned to one of several broad risk categories according to the obligor, or, if relevant, the guarantor or the nature of the collateral. The aggregate dollar amount in each risk category is then multiplied by the risk weight associated with the category. The resulting weighted values from each of the risk categories are added together, and generally this sum is the company's total risk weighted assets. Risk-weighted assets for purposes of United's capital ratios are calculated under these guidelines.

A minimum leverage ratio is required in addition to the risk-based capital standards and is defined as Tier I capital divided by average assets adjusted for goodwill and deposit-based intangibles. Although a minimum leverage ratio of 3% is required, the Federal Reserve Board requires a bank holding company to maintain a leverage ratio greater than 3% if it is experiencing or anticipating significant growth or is operating with less than well-diversified risks in the opinion of the Federal Reserve Board. The Federal Reserve Board uses the leverage and risk-based capital ratios to assess capital adequacy of banks and bank holding companies.

The following table shows United's capital ratios, as calculated under regulatory guidelines, at September 30, 2011, December 31, 2010 and September 30, 2010.

Table 14—Capital Ratios
(dollars in thousands)

	Regulatory Guidelines		United Community Banks, Inc. (Consolidated)			United Community Bank		
	Minimum	Well Capitalized	(As restated) September 30, 2011	(As restated) December 31, 2010	September 30, 2010	(As restated) September 30, 2011	(As restated) December 31, 2010	September 30, 2010
Risk-based ratios:								
Tier I capital	4.0%	6.0%	13.75%	9.81%	10.42%	13.54%	10.85%	11.40%
Total capital	8.0	10.0	15.63	12.25	12.99	14.82	12.61	13.16
Leverage ratio	3.0	5.0	8.79	6.76	7.32	8.66	7.45	7.94
Tier I capital			$ 614,382	$ 489,279	$ 520,367	$ 604,420	$ 540,183	$ 567,428
Total capital			698,436	611,098	648,363	661,322	627,829	655,047

United's Tier I capital excludes other comprehensive income, and consists of shareholders' equity and qualifying capital securities, less goodwill and deposit-based intangibles. Tier II capital components include supplemental capital items such as a qualifying allowance for loan losses and qualifying subordinated debt. Tier I capital plus Tier II capital components is referred to as Total Risk-Based capital.

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.

United's 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 quantitative and qualitative disclosures about market risk as of September 30, 2011 from that presented in the Annual Report on Form 10-K for the year ended December 31, 2010. The interest rate sensitivity position at September 30, 2011 is included in management's discussion and analysis on page 56 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 the Company's disclosure controls and procedures as of September 30, 2011. Based on, and as of the date of that evaluation, United's Chief Executive Officer and Chief Financial Officer initially 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 Securities and Exchange Commission'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 Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Because of management's subsequent decision to establish a full deferred tax asset valuation allowance as of December 31, 2010, and the resulting restatement of United's consolidated financial statements described in more detail elsewhere in this Amendment, management has re-evaluated the effectiveness of United's disclosure controls and procedures as of September 30, 2011. As a result of such re-evaluation, management, including the Chief Executive Officer and Chief Financial Officer, has determined that the restatement indicates there was a material weakness in United's internal control over financial reporting as of September 30, 2011 and that United's disclosure controls and procedures were not effective as of such date.

Specifically, management has determined that its application of ASC 740, *Accounting for Income Taxes*, was incorrect and that United did not have adequate controls in place to enable management to sufficiently analyze, evaluate and validate the positive and negative evidence supporting the valuation of our deferred tax assets. This deficiency, which resulted in the misstatement in United's consolidated financial statements as of December 31, 2010, was a material weakness in United's internal control over financial reporting as of December 31, 2010 and as of September 30, 2011. As a result, to address the above deficiency, management is currently evaluating specific additional procedures designed to increase the level of analysis, evaluation and validation of United's valuation of deferred tax assets. No changes were made to United's internal control over financial reporting during the third quarter of 2011 that materially affected, or are reasonably likely to materially affect, United's internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

In the ordinary course of operations, United and the Bank are defendants in various legal proceedings. In the opinion of management, there is no pending or threatened proceeding in which an adverse decision could result in a material adverse change in the consolidated financial condition or results of operations of United.

Item 1A. Risk Factors

Our ability to use our deferred tax asset balances may be materially impaired.

As of September 30, 2011, our net deferred tax asset balance was approximately $264 million, which includes approximately $212 million resulting from federal and state net operating losses, and we currently have a full valuation allowance against such deferred tax assets.

Our ability to use these tax benefits would be substantially limited if we were to experience an "ownership change" as defined under Section 382 of the Internal Revenue Code of 1986, as amended, and related Internal Revenue Service pronouncements. As a result of the Private Placement we did not incur an "ownership change", but are close to the threshold. In general, an "ownership change" would occur if our "5-percent shareholders", as defined under Section 382, collectively increased their ownership in United by more than 50% over a rolling three-year period. A corporation that experiences an ownership change will generally be subject to an annual limitation on the use of its pre-ownership change deferred tax assets equal to the equity value of the corporation immediately before the ownership change, multiplied by the long-term tax-exempt rate, which was 4.55% for ownership changes occurring in March 2011, the month in which United completed the Private Placement.

While we have taken measures to reduce the likelihood that future transactions in our stock will result in an ownership change, there can be no assurance that an ownership change will not occur in the future or that a there will not be a change in applicable law that may result in an ownership change. More specifically, while our Tax Benefits Preservation Plan provides an economic disincentive for any one person or group to become a Threshold Holder (as defined in the plan) and for any existing Threshold Holder to acquire more than a specified amount of additional shares, there can be no assurance that the Tax Benefits Preservation Plan will deter a shareholder from increasing its ownership interests beyond the limits set by the plan. Such an increase could adversely affect our ownership change calculations.

Enforcement actions could have a material negative effect on our business, operations, financial condition, results of operations or the value of our common stock.

Pursuant to the Holding Company MOU, United has agreed to not incur additional indebtedness, pay cash dividends, make payments on our trust preferred securities or subordinated indebtedness or repurchase outstanding stock without prior regulatory approval. Additionally, the Holding Company MOU requires, among other things, that United ensures that the Bank functions in a safe and sound manner. The Bank MOU requires, among other things, that the Bank maintain its Tier 1 leverage ratio at not less than 8% and its total risk-based capital ratio at not less than 10% during the life of the Bank MOU and that, prior to declaring or paying any cash dividends to United, the Bank must obtain the written consent of its regulators.

If we are unable to comply with the Holding Company MOU or Bank MOU, then we could become subject to additional, heightened enforcement actions and orders, possibly including cease and desist or consent orders, written agreements and/or other regulatory enforcement actions. If our regulators were to take such additional enforcement actions, then we could, among other things, become subject to significant restrictions on our ability to develop any new business, as well as restrictions on our existing business, and we could be required to raise additional capital, dispose of certain assets and liabilities within a prescribed period of time, or both. The terms of any such enforcement action could have a material negative effect on our business, operations, financial condition, results of operations or the value of our common stock. Further, as long as either memorandum of understanding is in place, it is unlikely that United or the Bank could participate in negotiated purchases, mergers or FDIC-assisted transactions.

Other than the risk factors mentioned above, there have been no material changes from the risk associated with our business and industry, as well as the risks related to legislative and regulatory events, contained in the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds – None

Item 3. Defaults upon Senior Securities – None

Item 4. (Removed and Reserved)

Item 5. Other Information – None

Item 6. Exhibits

Exhibit No.	Description
3.1	Restated Articles of Incorporation of United Community Banks, Inc., as amended (incorporated by reference to Exhibit 3.1 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q/A for the period ended June 30, 2011, filed with the SEC on August 9, 2011).
3.2	Amended and Restated Bylaws of United Community Banks, Inc., as amended (incorporated herein by reference to Exhibit 3.2 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2011, filed with the SEC on May 4, 2011).
4.1	See Exhibits 3.1 and 3.2 for provisions of the Restated Articles of Incorporation of United Community Banks, Inc., as amended, and the Amended and Restated Bylaws, as amended, of United Community Banks, Inc., which define the rights of security holders.
4.2	Second Amendment to Tax Benefits Preservation Plan, dated as of June 17, 2011 (incorporated herein by reference to Exhibit 1.1 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the SEC on June 21, 2011).
10.1	Asset Purchase and Sale Agreement, dated as of April 18, 2011, among United Community Bank, CF Southeast, LLC and CF Southeast Trust 2011-1 (incorporated herein by reference to Exhibit 10.3 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2011, filed with the SEC on May 4, 2011).
31.1	Certification by Jimmy C. Tallent, President and Chief Executive Officer of United Community Banks, Inc., as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Rex S. Schuette, Executive Vice President and Chief Financial Officer of United Community Banks, Inc., 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

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to the Report to be signed on its behalf by the undersigned thereunto duly authorized.

UNITED COMMUNITY BANKS, INC.

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

/s/ Rex S. Schuette
Rex S. Schuette
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

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

Date: February 9, 2012

Exhibit 31.1

I, Jimmy C. Tallent, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A 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 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
President and Chief Executive Officer
of the Registrant

Date: February 9, 2012

Exhibit 31.2

I, Rex S. Schuette, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A 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 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/ Rex S. Schuette***
Rex S. Schuette
Executive Vice President and Chief Financial
Officer of the Registrant

Date: February 9, 2012

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/A for the period ending September 30, 2011 filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jimmy C. Tallent, President and Chief Executive Officer of United, and I, Rex S. Schuette, 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
President and Chief Executive Officer

By: ***/s/ Rex S. Schuette***
Rex S. Schuette
Executive Vice President and
Chief Financial Officer

Date: February 9, 2012