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

FORM 10-K

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

For the Fiscal Year Ended December 31, 2017

Commission File Number 001-35095

UNITED COMMUNITY BANKS, INC.

(Exact name of registrant as specified in its charter)

Georgia	**58-1807304**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
125 Highway 515 East, Blairsville, Georgia	**30512**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (706) 781-2265

Securities registered pursuant to Section 12(b) of the Act: None

Name of exchange on which registered: Nasdaq Global Select

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $1.00 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [X] No [ ]

Indicate by check mark if the registrant is not required to file reports pursuant to Sections 13 or 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data 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 [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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. (check one):

Large accelerated filer [X]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller Reporting Company [ ]
	Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $1,947,033,771 (based on shares held by non-affiliates at $27.80 per share, the closing stock price on the Nasdaq stock market on June 30, 2017).

As of February 1, 2018, 79,110,975 shares of common stock were issued and outstanding. Also outstanding were presently exercisable options to acquire 53,287 shares, presently exercisable warrants to acquire 219,909 shares and 599,932 shares issuable under United Community Banks, Inc.'s deferred compensation plan.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2018 Annual Meeting of Shareholders are incorporated herein into Part III by reference.

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PART I

ITEM 1. BUSINESS.

United Community Banks, Inc. ("United"), a bank holding company registered under the Bank Holding Company Act of 1956, as amended (the "BHC Act"), was incorporated under the laws of Georgia in 1987 and commenced operations in 1988 by acquiring 100% of the outstanding shares of Union County Bank, Blairsville, Georgia, now known as United Community Bank, Blairsville, Georgia (the "Bank").

Since the early 1990s, United has actively expanded its market coverage through organic growth complemented by selective acquisitions, primarily of banks whose managements share United's community banking and customer service philosophies. Although those acquisitions have directly contributed to United's growth, their contribution has primarily been to provide United access to new markets with attractive organic growth potential. Organic growth in assets includes growth through existing offices as well as growth at de novo locations and post-acquisition growth at acquired banking offices.

To emphasize its commitment to community banking, United conducts substantially all of its operations through a community-focused operating model of separate "community banks", which as of December 31, 2017, operated at 156 locations throughout markets in Georgia, South Carolina, North Carolina, and Tennessee. The community banks offer a full range of retail and corporate banking services, including checking, savings and time deposit accounts, secured and unsecured loans, wire transfers, brokerage services and other financial services, and are led by local bank presidents (referred to herein as the "Community Bank Presidents") and management with significant experience in, and ties to, their communities. Each of the Community Bank Presidents has authority, alone or with other local officers, to make most credit decisions. In recent years, United has developed a number of specialized lending areas focusing on asset-based lending, commercial real estate, middle market businesses, United States Small Business Administration ("SBA") and United States Department of Agriculture ("USDA") guaranteed loans, senior living, builder finance and renewable energy. Although the specialized lending areas have their own customers, they also work with the community banks to provide their specialized lending expertise to better serve their customers. This partnership helps United position itself as a community bank with large bank resources. Management believes that this operating model provides a competitive advantage.

The Bank, through its full-service retail mortgage lending division, United Community Mortgage Services ("UCMS"), is approved as a seller/servicer for the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") and provides fixed and adjustable-rate home mortgages. During 2017, the Bank originated $745 million of residential mortgage loans throughout its footprint in Georgia, North Carolina, Tennessee and South Carolina for the purchase of homes and to refinance existing mortgage debt. The majority of these mortgages were sold into the secondary market without recourse to the Bank, other than for breaches of warranties. With the acquisition of The Palmetto Bank in late 2015, United began retaining the servicing on most of its mortgage production. United's residential mortgage servicing portfolio included $847 million in loans at December 31, 2017.

The Bank owns an insurance agency, United Community Insurance Services, Inc. ("UCIS"), known as United Community Advisory Services, which is a subsidiary of the Bank. United also owns a captive insurance subsidiary, United Community Risk Management Services, Inc. ("UCRMSI") that provides risk management services for United's subsidiaries. Another Bank subsidiary, United Community Payment Systems, LLC ("UCPS"), provides payment processing services for the Bank's commercial and small business customers. UCPS is a joint venture with Security Card Services, LLC, a merchant services provider headquartered in Oxford, Mississippi and owned by First Data Corporation.

United produces fee revenue through its sale of non-deposit investment products. Those products are sold by employees of United who are licensed financial advisors doing business as United Community Advisory Services. United has an affiliation with a third party broker/dealer, Linsco Private Ledger, to facilitate this line of business.

Forward-Looking Statements

This Form 10-K 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, (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 following factors:

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

Additional information with respect to factors that may cause actual results to differ materially from those contemplated by such forward-looking statements may also be included in other reports that United files with the Securities and Exchange Commission (the "SEC"). United cautions that the foregoing list of factors is not exclusive, and not to place undue reliance on forward-looking statements. United does not intend to update any forward-looking statement, whether written or oral, relating to the matters discussed in this Form 10-K.

The financial statements and information contained herein have not been reviewed, or confirmed for accuracy or relevance, by the Federal Deposit Insurance Corporation (the "FDIC").

Monetary Policy and Economic Conditions

United's profitability depends to a substantial extent on the difference between interest revenue received from loans, investments, and other earning assets, and the interest paid on deposits and other liabilities. These rates are highly sensitive to many factors that are beyond the control of United, including national and international economic conditions and the monetary policies of various governmental and regulatory authorities, particularly the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The instruments of monetary policy employed by the Federal Reserve include open market operations in U.S. government securities, changes in the discount rate on bank borrowings and changes in reserve requirements against bank deposits.

Competition

The market for banking and bank-related services is highly competitive. United actively competes in its market areas, which include both rural and metropolitan parts of Georgia, North Carolina, Tennessee and South Carolina, with other providers of deposit and credit services. These competitors include other commercial banks, savings banks, savings and loan associations, credit unions, mortgage companies, financial technology companies and brokerage firms.

The tables on the following pages display the respective percentage of total bank and thrift deposits for the last five years in each county where the Bank has deposit operations. The tables also indicate the Bank's ranking by deposit size in each county. All information in the tables was obtained from the FDIC Summary of Deposits as of June 30 of each year. The following information only shows market share in deposit gathering, which may not be indicative of market presence in other areas.

Share of Local Deposit Markets by County - Banks and Savings Institutions

	Market Share					Rank in Market				
	2017	2016	2015	2014	2013	2017	2016	2015	2014	2013
Atlanta, Georgia MSA										
Bartow	8 %	8 %	9 %	11 %	11 %	6	5	5	3	3
Carroll	9	11	10	7	7	4	4	4	5	5
Cherokee	4	5	4	5	4	9	9	9	9	9
Cobb	3	2	2	3	3	8	13	13	12	11
Coweta	3	3	2	2	2	10	10	10	10	11
Dawson	38	36	33	34	36	1	1	1	1	1
DeKalb	1	1	1	1	1	17	16	16	16	18
Douglas	1	1	1	2	2	11	11	11	11	12
Fayette	8	8	7	7	7	5	6	7	6	5
Forsyth	6	6	7	8	7	8	8	5	4	6
Fulton	1	1	1	1	1	18	20	21	21	20
Gwinnett	2	3	3	3	3	9	7	7	7	7
Henry	8	7	7	7	6	6	6	6	6	6
Newton	3	3	3	3	3	7	7	8	8	8
Paulding	-	4	4	4	4	-	9	9	9	9
Pickens	7	6	7	7	6	5	5	5	4	5
Rockdale	9	9	9	9	12	5	5	5	6	4
Walton	2	2	2	1	2	10	10	10	10	10
Gainesville, Georgia MSA										
Hall	11	11	12	12	12	4	4	4	4	4
North Georgia										
Chattooga	42	42	43	44	43	1	1	1	1	1
Fannin	56	56	57	55	50	1	1	1	1	1
Floyd	10	16	15	15	15	3	3	3	3	4
Gilmer	33	35	27	27	26	1	1	2	2	2
Habersham	24	22	22	22	23	2	2	2	2	2
Jackson	8	8	8	8	7	6	5	5	6	7
Lumpkin	33	30	30	29	29	1	1	1	2	2
Rabun	18	17	16	15	14	3	3	3	3	3
Towns	56	54	50	53	50	1	1	1	1	1
Union	84	84	87	84	84	1	1	1	1	1
White	46	48	47	47	48	1	1	1	1	1

Share of Local Deposit Markets by County - Banks and Savings Institutions, continued

	Market Share					Rank in Market				
	2017	2016	2015	2014	2013	2017	2016	2015	2014	2013
Tennessee										
Blount	1	1	2	1	1	12	12	12	14	12
Bradley	5	5	7	5	5	9	8	7	8	7
Knox	1	1	1	1	1	14	15	11	27	30
Loudon	46	49	51	15	15	1	1	1	3	3
Monroe	3	2	3	3	3	7	7	7	8	8
Roane	8	9	9	9	9	6	5	6	6	5
Coastal Georgia										
Chatham	2	2	2	2	2	9	9	9	9	9
Glynn	10	10	7	14	12	5	4	7	2	2
Ware	4	4	3	4	3	8	8	9	9	9
North Carolina										
Avery	14	14	15	15	16	4	3	3	4	4
Cherokee	37	37	36	35	35	1	1	1	1	1
Clay	45	45	44	44	44	1	1	1	1	1
Duplin	9	-	-	-	-	4	-	-	-	-
Graham	74	74	74	75	71	1	1	1	1	1
Hartnett	2	-	-	-	-	9	-	-	-	-
Haywood	11	10	11	10	11	5	6	6	6	6
Henderson	5	5	4	3	3	9	9	9	10	10
Jackson	31	30	31	30	28	1	1	1	1	1
Johnston	20	-	-	-	-	2	-	-	-	-
Macon	5	5	4	6	7	6	5	6	6	5
Mitchell	58	42	41	36	34	1	1	1	1	1
Swain	19	17	15	15	17	2	2	2	2	2
Transylvania	18	17	17	16	14	3	3	3	3	3
Wake	1	-	-	-	-	15	-	-	-	-
Watauga	2	2	2	2	2	10	11	11	11	11
Yancey	19	19	19	19	20	3	2	2	3	2
South Carolina										
Abbeville	10	10	10	-	-	5	5	5	-	-
Anderson	4	4	4	-	-	10	10	10	-	-
Beaufort	1	2	-	-	-	17	16	-	-	-
Charleston	1	2	-	-	-	14	13	-	-	-
Cherokee	10	10	11	-	-	5	5	5	-	-
Dorchester	3	4	-	-	-	12	9	-	-	-
Greenville	4	4	4	1	-	9	9	9	27	-
Greenwood	10	11	11	-	-	5	4	5	-	-
Horry	7	2	-	-	-	5	15	-	-	-
Laurens	36	34	35	-	-	1	1	1	-	-
Oconee	1	1	2	-	-	11	11	11	-	-
Pickens	1	1	1	-	-	11	13	12	-	-
Spartanburg	3	3	3	-	-	8	10	11	-	-

Loans

The Bank makes both secured and unsecured loans to individuals and businesses. Secured loans include first and second real estate mortgage loans and commercial loans secured by non-real estate assets. The Bank also makes direct loans to consumers on both a secured and unsecured basis.

Specific risk elements associated with the Bank's lending categories include, but are not limited to:

Loan Type	Percentage of Portfolio	Risk Elements
Commercial real estate - owner occupied	25%	General economic conditions; consumer spending; effect of rising interest rates; market's loosening of credit underwriting standards and structures; and business confidence.
Commercial real estate - income producing	21%	Effect of rising interest rates, supply and demand of property type; consumer sentiment; business confidence; effect of financial markets, general economic conditions in the U.S and abroad and recovery of operating fundamentals.
Commercial and industrial	15%	Industry concentrations; inability to monitor the condition of collateral (inventory, accounts receivable and other non-real estate assets); use of specialized or obsolete equipment as collateral; insufficient cash flow from operations to service debt payments; declines in general economic conditions.
Commercial construction	9%	Effect of rising interest rates; changes in market demand for property; deterioration of operating fundamentals; market's loosening of credit underwriting standards and structures; and fluctuations in both the debt and equity markets.
Residential mortgage	13%	Loan portfolio concentrations; changes in general economic conditions or in the local economy; loss of borrower's employment; insufficient collateral value due to decline in property value; rising interest rates; and consumer sentiment.
Home equity lines of credit	9%	Unemployment and underemployment levels; rise in interest rates; household income growth; declining home values reducing the amount of equity; lines of credit nearing their "end-of-draw" period; effect of tax reform on interest deductibility.
Residential construction	2%	Inadequate long-term financing arrangements; inventory levels; cost overruns, changes in market demand for property; rising interest rates.
Consumer direct	2%	Consumer sentiment; elevated umemployment and underemployment in many of our local markets; household income stagnation; and increases in consumer prices.
Indirect auto	4%	Consumer sentiment; unemployment and underemployment levels; rise in interest rates; increases in consumer prices; decline in household income and loosening of credit structures; decline in vehicle values.

Lending Policy

The Bank makes loans primarily to persons or businesses that reside, work, own property, or operate in its primary market areas, except for specific lending strategies such as SBA and franchise lending. Unsecured loans are generally made only to persons who qualify for such credit based on their credit history, net worth, income and liquidity. Secured loans are made to persons who are well established and have the credit history, net worth, collateral, and cash flow to support the loan. Exceptions to the Bank's policies are permitted on a case-by-case basis. Major policy exceptions require an approving officer to document the reason for the exception. Loans exceeding a lending officer's credit limit must be approved through a credit approval process involving Regional Credit Managers. Consumer loans are approved through centralized consumer credit centers.

United's Credit Administration department provides each lending officer with written guidelines for lending activities as approved by the Bank's Board of Directors. Limited lending authority is delegated to lending officers as authorized by the Bank's Board of Directors. Loans in excess of individual officer credit authority must be approved by a senior officer with sufficient approval authority delegated by Credit Administration as authorized by the Bank's Board of Directors. The Senior Credit Committee approves loans where the total relationship exposure exceeds $8.5 million. At December 31, 2017, the Bank's secured legal lending limit was $293 million; however, the Board of Directors has established an internal lending guideline of $30 million and an individual real estate project guideline of $18 million.

Commercial Lending

United utilizes its Regional Credit Managers and Senior Credit Officers to provide credit administration support for commercial loans to the Bank as needed. The Regional Credit Managers have lending authority set by Credit Administration based on characteristics of the markets they serve. The Regional Credit Managers also provide credit underwriting support as needed by the community banks they serve. For commercial loans less than $250,000, United utilizes a centralized small business lending/underwriting department.

Consumer Credit Center

United has a centralized consumer credit center that provides underwriting, regulatory disclosure and document preparation for all consumer loan requests originated by the bank's market lenders. Applications are processed through an automated loan origination software platform and decisioned by the credit center underwriters.

Loan Review and Nonperforming Assets

United's Loan Review Department reviews, or engages an independent third party to review, the Bank's loan portfolio on an ongoing basis to identify any weaknesses in the portfolio and to assess the general quality of credit underwriting. The results of such reviews are presented to Executive Management, the Community Bankers, Commercial Banking Solutions, Credit Administration Management and the Risk Committee of the Board of Directors. If an individual borrower has a significant weakness identified during the review process, the risk rating of the loans to that borrower will be downgraded to the classification that most closely matches the current risk level. The review process also provides for the upgrade of loans that show improvement since the last review. Since each borrower in a credit relationship may have a different credit structure, source of repayment and guarantors, loans to different borrowers in a relationship can be assigned different risk ratings. United adopted a dual risk rating system for commercial loans whereby risk is defined at the obligor level and the facility level. The obligor risk rating assigns a rating based on qualitative and quantitative metrics that measure the financial viability of the borrower which is an estimate of the probability that the borrower will default. The facility risk rating considers the loss protection provided by assigned collateral factoring in control and the loan-to-value ratio. This rating estimates the probability of loss once the borrower has defaulted.

Under United's 10-tier loan grading system for commercial loans, grades 1 through 6 are considered "pass" (acceptable) credit risk, grade 7 is a "watch" rating, and grades 8 through 10 are "adversely classified" credits that require management's attention. The entire 10-grade rating scale provides for a higher numeric rating for increased risk. For example, a risk rating of 1 is the least risky of all credits and would be typical of an investment grade borrower. Risk ratings of 2 through 6 in the pass category each have incrementally more risk. The four criticized list credit ratings and rating definitions are:

7 (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.
8 (Substandard)	These loans are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged. Specific and well-defined weaknesses exist that may include poor liquidity and deterioration of financial ratios. The loan may be past due and related deposit accounts experiencing overdrafts. There is the distinct possibility that United will sustain some loss if deficiencies are not corrected. If possible, immediate corrective action is taken.
9 (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.
10 (Loss)	Loans categorized as Loss have the same characteristics as Doubtful, however, 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. Consumer loans are part of a pass / fail grading system designed to segment loans based upon the risk of default resulting in a loss to the Bank. Specifically, a failed credit will be a loan that has an increased risk of default that could result in a loss to the Bank.

In addition, Credit Administration, with supervision and input from the Accounting Department, prepares a quarterly analysis to determine the adequacy of the Allowance for Credit Losses ("ACL"). The ACL is comprised of the allowance for loan losses and the allowance for unfunded commitments. The allowance for loan losses analysis starts with total loans and subtracts loans fully secured by deposit accounts at the Bank and the portion of loans guaranteed by the SBA or USDA, which have minimal risk of loss other than fraud-related losses. Next, all loans that are considered individually impaired are reviewed and assigned a specific reserve if one is warranted. Most collateral dependent nonaccrual loans with specific reserves are charged down to net realizable value of the underlying collateral. The remaining loan balance for each major loan category is then multiplied by its respective estimated loss factor. Loss factors for these loans are estimated and determined based on historical loss experience by type of loan. United multiplies the annualized loss factor by the calculated loss emergence period in order to quantify the estimated incurred losses in the loan portfolio. The loss emergence period is determined for each category of loans based on the average length of time between when a loan first becomes more than 30 days past due and when that loan is ultimately charged off. Management's use of the loss emergence period is an estimate of the period of time from the first evidence of loss incurrence through the period of time until such losses are confirmed (or charged-off). Previously, United reported an unallocated portion of the allowance which was maintained due to imprecision in estimating loss factors and loss emergence periods, and economic and other conditions that cannot be entirely quantified in the analysis. With the incorporation of the loss emergence period into United's allowance methodology in the first quarter of 2014, the previously unallocated balance has been allocated to other components of the allowance for loan losses.

Asset/Liability Committee

United's Asset Liability Management Committee ("ALCO") is composed of executive and other officers and the Treasurer of United. ALCO's primary role is to balance asset growth and income generation with the prudent management of interest rate risk, market risk and liquidity risk and with the need to maintain appropriate levels of capital. ALCO directs the Bank's overall balance sheet strategy, including the acquisition and investment of funds. At regular meetings, ALCO reviews the interest rate sensitivity and liquidity positions, including stress scenarios, the net interest margin, the investment portfolio, the funding mix and other variables, such as regulatory changes, monetary policy adjustments and the overall state of the economy. A more comprehensive discussion of United's asset/liability management and interest rate risk is contained in the *Management's Discussion and Analysis* (Part II, Item 7) and *Quantitative and Qualitative Disclosures About Market Risk* (Part II, Item 7A) sections of this report.

Investment Policy

United's investment portfolio policy is to balance income generation with liquidity, interest rate sensitivity, pledging and regulatory needs. The Chief Financial Officer and the Treasurer of United administer the policy, and it is reviewed from time to time by United's ALCO and the Board of Directors. Portfolio activity, composition, and performance are reviewed and approved periodically by United's Board of Directors and Risk Committee thereof.

Employees

As of December 31, 2017, United and its subsidiaries had 2,137 full-time equivalent employees. Neither United nor any of its subsidiaries are a party to any collective bargaining agreement and management believes that employee relations are good.

Available Information

United's Internet website address is www.ucbi.com. United makes available free of charge through its website Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

Supervision and Regulation

The following is an explanation of the supervision and regulation of United and the Bank as financial institutions. This explanation does not purport to describe state, federal or Nasdaq Stock Market supervision and regulation of general business corporations or Nasdaq listed companies.

General. United is a registered bank holding company subject to regulation by the Federal Reserve under the BHC Act. United is required to file annual and quarterly financial information with the Federal Reserve and is subject to periodic examination by the Federal Reserve.

The BHC Act requires every bank holding company to obtain the Federal Reserve's prior approval before (1) it may acquire direct or indirect ownership or control of more than 5% of the voting shares of any bank that it does not already control; (2) it or any of its non-bank subsidiaries may acquire all or substantially all of the assets of a bank; and (3) it may merge or consolidate with any other bank holding company. In addition, a bank holding company is generally prohibited from engaging in, or acquiring, direct or indirect control of the voting shares of any company engaged in non-banking activities. This prohibition does not apply to activities listed in the BHC Act or found by the Federal Reserve, by order or regulation, to be closely related to banking or managing or controlling banks as to be a proper incident thereto.

Some of the activities that the Federal Reserve has determined by regulation or order to be closely related to banking are:

- making or servicing loans and certain types of leases;
- performing certain data processing services;

- acting as fiduciary or investment or financial advisor;
- providing brokerage services;
- underwriting bank eligible securities;
- underwriting debt and equity securities on a limited basis through separately capitalized subsidiaries; and
- making investments in corporations or projects designed primarily to promote community welfare.

Although the activities of bank holding companies have traditionally been limited to the business of banking and activities closely related or incidental to banking (as discussed above), the Gramm-Leach-Bliley Act (the "GLB Act") relaxed the previous limitations and permitted bank holding companies to engage in a broader range of financial activities. Specifically, bank holding companies may elect to become financial holding companies which may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. Among the activities that are deemed "financial in nature" include:

- lending, exchanging, transferring, investing for others or safeguarding money or securities;
- insuring, guaranteeing, or indemnifying against loss, harm, damage, illness, disability, or death, or providing and issuing annuities, and acting as principal, agent, or broker with respect thereto;
- providing financial, investment, or economic advisory services, including advising an investment company;
- issuing or selling instruments representing interests in pools of assets permissible for a bank to hold directly; and
- underwriting, dealing in or making a market in securities.

Under this legislation, the Federal Reserve serves as the primary "umbrella" regulator of financial holding companies with supervisory authority over each parent company and limited authority over its subsidiaries. The primary regulator of each subsidiary of a financial holding company will depend on the type of activity conducted by the subsidiary. For example, broker-dealer subsidiaries will be regulated largely by securities regulators and insurance subsidiaries will be regulated largely by insurance authorities.

United has no current plans to register as a financial holding company.

United must also register with the Georgia Department of Banking and Finance (the "DBF") and file periodic information with the DBF. As part of such registration, the DBF requires information with respect to the financial condition, operations, management and intercompany relationship of United and the Bank and related matters. The DBF may also require such other information as is necessary to keep itself informed concerning compliance with Georgia law and the regulations and orders issued thereunder by the DBF, and the DBF may examine United and the Bank. Although the Bank operates branches in North Carolina, Tennessee and South Carolina; neither the North Carolina Banking Commission, the Tennessee Department of Financial Institutions, nor the South Carolina Commissioner of Banking examines or directly regulates out-of-state holding companies.

United is an "affiliate" of the Bank under the Federal Reserve Act, which imposes certain restrictions on (1) loans by the Bank to United, (2) investments in the stock or securities of United by the Bank, (3) the Bank taking the stock or securities of an "affiliate" as collateral for loans by the Bank to a borrower, and (4) the purchase of assets from United by the Bank. Further, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services.

The Bank and each of its subsidiaries are regularly examined by the FDIC. The Bank, as a state banking association organized under Georgia law, is subject to the supervision of, and is regularly examined by, the DBF. Both the FDIC and the DBF must grant prior approval of any merger, consolidation or other corporation reorganization involving the Bank.

The Dodd-Frank Act was enacted in 2010, and resulted in sweeping changes in the regulation of financial institutions aimed at strengthening the sound operation of the financial services sector. In 2017, both the House of Representatives and the Senate introduced legislation that would repeal or modify provisions of the Dodd-Frank Act and significantly impact financial services regulation. Although the bills vary in content, certain key aspects include revisions to rules related to mortgage loans, delayed implementation of rules related to the Home Mortgage Disclosure Act, reform and simplification of certain Volcker Rule requirements, and raising the threshold for applying enhanced prudential standards to bank holding companies with total consolidated assets equal to or greater than $50 billion to those with total consolidated assets equal to or greater than $250 billion.

Payment of Dividends. United is a legal entity separate and distinct from the Bank. Most of the revenue of United results from dividends paid to it by the Bank. There are statutory and regulatory requirements applicable to the payment of dividends by the Bank, as well as by United to its shareholders.

Under the regulations of the DBF, a state bank with an accumulated deficit (negative retained earnings) may declare dividends (reduction in capital) by first obtaining the written permission of the DBF and FDIC. If a state bank has positive retained earnings, it may declare a dividend without DBF approval if it meets all the following requirements:

(a) total classified assets as of the most recent examination of the bank do not exceed 80% of equity capital (as defined by regulation);

(b) the aggregate amount of dividends declared or anticipated to be declared in the calendar year does not exceed 50% of the net profits after taxes but before dividends for the previous calendar year; and
(c) the ratio of equity capital to adjusted assets is not less than 6%.

The payment of dividends by United and the Bank may also be affected or limited by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending upon the financial condition of the bank, could include the payment of dividends), such authority may require, after notice and hearing, that such bank cease and desist from such practice. The FDIC has issued a policy statement providing that insured banks should generally only pay dividends out of current operating earnings. In addition to the formal statutes and regulations, regulatory authorities consider the adequacy of the Bank's total capital in relation to its assets, deposits and other such items. Capital adequacy considerations could further limit the availability of dividends from the Bank.

Under the Federal Reserve's Comprehensive Capital Analysis and Review ("CCAR") Rules, bank holding companies with $50 billion or more of total assets are required to submit annual capital plans to the Federal Reserve and generally may pay dividends and repurchase stock only under a capital plan as to which the Federal Reserve has not objected. The CCAR rules will not apply to United for so long as our total consolidated assets remain below $50 billion. However, it is anticipated that United's capital ratios will be important factors considered by the Federal Reserve in evaluating whether proposed payments of dividends or stock repurchases may be an unsafe or unsound practice.

Due to its accumulated deficit, the Bank must receive pre-approval from the DBF and FDIC to pay cash dividends (reduction in capital) to United in 2018. In 2017, 2016 and 2015, the Bank paid a cash dividend of $103 million, $41.5 million and $77.5 million, respectively, to United after the approval of the DBF and FDIC. The dividends were paid out of capital surplus rather than the accumulated deficit. At December 31, 2017, the remaining accumulated deficit for the Bank was $162 million. United declared cash dividends on its common stock in 2017, 2016 and 2015 of 38 cents, 30 cents and 22 cents per share, respectively.

Capital Adequacy. Banks and bank holding companies are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines involve quantitative measures of assets, liabilities and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

The Federal Reserve and the FDIC have implemented substantially identical risk-based rules for assessing bank and bank holding company capital adequacy. These regulations establish minimum capital standards in relation to assets and off-balance sheet exposures as adjusted for credit risk. "Total capital" is composed of Tier 1 capital and Tier 2 capital. "Tier 1 capital" includes common equity, retained earnings, qualifying non-cumulative perpetual preferred stock, a limited amount of qualifying cumulative perpetual stock at the holding company level, minority interests in equity accounts of consolidated subsidiaries, less goodwill, most intangible assets and certain other assets. "Tier 2 capital" includes, among other things, perpetual preferred stock and related surplus not meeting the Tier 1 capital definition, qualifying mandatorily convertible debt securities, qualifying subordinated debt and allowances for possible loan and lease losses, subject to limitations. The Federal Reserve and the FDIC use the leverage ratio in tandem with the risk-based ratio to assess the capital adequacy of banks and bank holding companies. The Federal Reserve will require a bank holding company to maintain a leverage ratio well above minimum levels if it is experiencing or anticipating significant growth or is operating with less than well-diversified risks in the opinion of the Federal Reserve. The FDIC, the Office of the Comptroller of the Currency (the "OCC") and the Federal Reserve also require banks to maintain capital well above minimum levels.

In July 2013, the Federal Reserve published the Basel III Capital Rules establishing a new comprehensive capital framework applicable to all depository institutions, bank holding companies with total consolidated assets of $500 million or more and all and savings and loan holding companies except for those that are substantially engaged in insurance underwriting or commercial activities (collectively, "banking organizations"). The rules implement the December 2010 framework proposed by the Basel Committee on Banking Supervision (the "Basel Committee"), known as "Basel III", for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act.

The Basel III Capital Rules substantially revised the risk-based capital requirements applicable to bank holding companies and depository institutions, including United and the Bank, compared to the prior U.S. risk-based capital rules. The Basel III Capital Rules:

- defined the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios;
- addressed risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replaced the prior risk-weighting approach, which was derived from the Basel I capital accords of the Basel Committee, with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee's 2004 "Basel II" capital accords;
- introduced a new capital measure called "common equity Tier 1" ("CET1");

- specified that Tier 1 capital consists of CET1 and "additional Tier 1 capital" instruments meeting specified requirements; and
- implemented the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules.

The Basel III Capital Rules became effective for United and the Bank on January 1, 2015, subject to a phase in period.

The Basel III Capital Rules require United and the Bank to maintain:

- a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in over four years to 2.5%, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7% upon full implementation);
- a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6%, plus the capital conservation buffer (which is added to the 6% Tier 1 capital ratio as that buffer is phased in over four years to 2.5%, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation);
- a minimum ratio of total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8%, plus the capital conservation buffer (which is added to the 8% total capital ratio as that buffer is phased in over four years to 2.5%, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation); and
- a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to average assets.

In addition, Section 38 of the Federal Deposit Insurance Act implemented the prompt corrective action provisions that Congress enacted as a part of the Federal Deposit Insurance Corporation Improvement Act of 1991 (the "1991 Act"). The "prompt corrective action" provisions set forth five regulatory zones in which all banks are placed largely based on their capital positions. Regulators are permitted to take increasingly harsh action as a bank's financial condition declines. The FDIC is required to resolve a bank when its ratio of tangible equity to total assets reaches 2%. Better capitalized institutions are generally subject to less onerous regulation and supervision than banks with lesser amounts of capital.

The FDIC has adopted regulations implementing the prompt corrective action provisions of the 1991 Act, as revised by the Basel III Capital Rules effective January 1, 2015, which place financial institutions in the following five categories based upon capitalization ratios: (1) a "well-capitalized" institution has a Total risk-based capital ratio of at least 10%, a Tier 1 risk-based ratio of at least 8%, a CET1 risk-based ratio of 6.5% and a leverage ratio of at least 5%; (2) an "adequately capitalized" institution has a Total risk-based capital ratio of at least 8%, a Tier 1 risk-based ratio of at least 6%, a CET1 risk-based ratio of 4.5% and a leverage ratio of at least 4%; (3) an "undercapitalized" institution has a Total risk-based capital ratio of under 8%, a Tier 1 risk-based ratio of under 6%, a CET1 risk-based ratio of under 4.5% or a leverage ratio of under 4%; (4) a "significantly undercapitalized" institution has a Total risk-based capital ratio of under 6%, a Tier 1 risk-based ratio of under 4%, a CET1 risk-based ratio of under 3% or a leverage ratio of under 3%; and (5) a "critically undercapitalized" institution has a ratio of tangible equity to total assets of 2% or less. Institutions in any of the three undercapitalized categories would be prohibited from declaring dividends or making capital distributions. The FDIC regulations also allow it to "downgrade" an institution to a lower capital category based on supervisory factors other than capital.

As of December 31, 2017, the FDIC categorized the Bank as "well-capitalized" under current regulations.

The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Under prior capital standards, the effects of accumulated other comprehensive income items included in capital were excluded for the purposes of determining regulatory capital ratios. Under the Basel III Capital Rules, the effects of certain accumulated other comprehensive items are not excluded; however, certain banking organizations, including United and the Bank, may make a one-time permanent election to continue to exclude these items. United and the Bank made this election in first quarter 2015 in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of United's available-for-sale securities portfolio. The Basel III Capital Rules also eliminate the inclusion of certain instruments, such as trust preferred securities, from Tier 1 capital of bank holding companies. Instruments issued prior to May 19, 2010 are grandfathered for bank holding companies with consolidated assets of $15 billion or less (subject to the 25% of Tier 1 capital limit).

The "capital conservation buffer" is designed to absorb losses during periods of economic stress. Banking organizations with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a four-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019.

The Basel III Capital Rules prescribe a standardized approach for risk weightings that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Consistent with the Dodd-Frank Act, the Basel III Capital Rules replace the ratings-based approach to securitization exposures, which is based on external credit ratings, with the simplified supervisory formula approach in order to determine the appropriate risk weights for these exposures. Alternatively, banking organizations may use the existing gross-up approach to assign securitization exposures to a risk weight category or choose to assign such exposures a 1,250% risk weight. In addition, the Basel III Capital Rules provide more advantageous risk weights for derivatives and repurchase-style transactions cleared through a qualifying central counterparty and increase the scope of eligible guarantors and eligible collateral for purposes of credit risk mitigation.

Management believes that, as of December 31, 2017, United and the Bank would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if such requirements were currently in effect.

In November 2017, the federal banking agencies adopted a final rule to extend the regulatory capital treatment applicable during 2017 under the capital rules for certain items, including regulatory capital deductions, risk weights, and certain minority interest limitations. The relief provided under the final rule applies to banking organizations that are not subject to the capital rules' advanced approaches, such as United. Specifically, the final rule extends the current regulatory capital treatment of mortgage servicing assets, deferred tax assets arising from temporary differenes that could not be realized through net operating loss carrybacks, significant investments in the capital of unconsolidated financial institutions in the form of common stock, non-significant investments in the capital of unconsolidated financial institutions, significant investments in the capital of unconsolidated financial institutions that are not in the form of common stock, and common equity tier 1 minority interest, tier 1 minority interest, and total capital minority interest exceeding the capital rules' minority interest limitations.

In December 2017, the Basel Committee on Banking Supervision published the last version of the Basel III accord, generally referred to as "Basel IV." The Basel Committee stated that a key objective of the revisions incorporated into the framework is to reduce excessive variability of risk-weighted assets ("RWA"), which will be accomplished by enhancing the robustness and risk sensitivity of the standardized approaches for credit risk and operational risk, which will facilitate the comparability of banks' capital ratios; constraining the use of internally modeled approaches; and complementing the risk-weighted capital ratio with a finalized leverage ratio and a revised and robust capital floor. Leadership of the federal banking agencies who are tasked with implementing Basel IV, supported the revisions. Although it is uncertain at this time, we anticipate some, if not all, of the Basel IV accord may be incorporated into the capital requirements framework applicable to United.

Consumer Protection Laws. The Dodd-Frank Act centralized responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau ("CFPB"), and giving it the power to promulgate and enforce federal consumer protection laws. Depository institutions are subject to the CFPB's rule writing authority, and existing federal bank regulatory agencies retain examination and enforcement authority for such institutions. The CFPB and United's existing federal regulator, the FDIC, are focused on the following:

- risks to consumers and compliance with the federal consumer financial laws;
- the markets in which firms operate and risks to consumers posed by activities in those markets;
- depository institutions that offer a wide variety of consumer financial products and services;
- depository institutions with a more specialized focus; and
- non-depository companies that offer one or more consumer financial products or services.

The CFPB experienced a leadership change in late 2017, which is subject to ongoing litigation and may impact the CFPB's policies and supervision and enforcement efforts.

FDIC Insurance Assessments. The Bank's deposits are insured by the FDIC through the Deposit Insurance Fund and therefore the Bank is subject to deposit insurance assessments as determined by the FDIC. The FDIC imposes a risk-based deposit premium assessment system, which was amended pursuant to the Federal Deposit Insurance Reform Act of 2005 and further amended by the Dodd-Frank Act. Under the risk-based deposit premium assessment system, the assessment rates for an insured depository institution are calculated based on a number of factors to measure the risk each institution poses to the Deposit Insurance Fund. The assessment rate is applied to total average assets less tangible equity. Under the current system, premiums are assessed quarterly and could increase if, for example, criticized loans and/or other higher risk assets increase or balance sheet liquidity decreases.

Effective July 2016, the FDIC published final rules to increase the Deposit Insurance Fund to the statutorily required minimum level of 1.35% by imposing on financial institutions with at least \$10 billion in assets a surcharge of 4.5 cents per \$100 of their assessment base (after making certain adjustments), to be assessed over a period of eight quarters. As of December 31, 2016, United's total assets exceeded \$10 billion and, accordingly, the Bank became subject to this surcharge in the third quarter of 2017. If this surcharge is insufficient to increase the Deposit Insurance Fund reserve ratio to 1.35 percent by December 31, 2018, a one-time shortfall assessment will be imposed on financial institutions with total consolidated assets of $10 billion or more on March 31, 2019.

In addition to ordinary assessments described above, the FDIC has the ability to impose special assessments in certain instances. The FDIC may also terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Stress Testing. As required by the Dodd-Frank Act, the federal bank regulatory agencies have implemented stress testing requirements for certain financial institutions, including bank holding companies and state chartered banks, with total consolidated assets between $10 billion and $50 billion. Under these requirements, an applicable financial institution must conduct and publish annual stress tests that consider such institution's interest rate risk management, commercial real estate concentrations and other credit-related information, and funding and liquidity management during this analysis of adverse outcomes. United must comply with these stress test requirements beginning with its formal filing in July 2018, and is currently preparing for such compliance.

Volcker Rule. The Dodd-Frank Act amended the BHC Act to require the federal bank regulatory agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (defined as hedge funds and private equity funds). The statutory provision is commonly called the "Volcker Rule". The Federal Reserve adopted final rules implementing the Volcker Rule on December 10, 2013. United became subject to the Volcker Rule in 2017 without a material effect on its operations and the operations of its subsidiaries, including the Bank, as United does not engage in businesses prohibited by the Volcker Rule. United may incur costs to adopt additional policies and systems to ensure compliance with the Volcker Rule.

Durbin Amendment. The Dodd-Frank Act included provisions which restrict interchange fees to those which are "reasonable and proportionate" for certain debit card issuers and limits the ability of networks and issuers to restrict debit card transaction routing. This statutory provision is known as the "Durbin Amendment". In the Federal Reserve's final rules implementing the Durbin Amendment, interchange fees for debit card transactions were capped at $0.21 plus five basis points in order to be eligible for a safe harbor such that the fee is conclusively determined to be reasonable and proportionate. Another related rule also permits an additional $0.01 per transaction "fraud prevention adjustment" to the interchange fee if certain Federal Reserve standards are implemented, including an annual review of fraud prevention policies and procedures. With respect to network exclusivity and merchant routing restrictions, it is now required that all debit cards participate in at least two unaffiliated networks so that the transactions initiated using those debit cards will have at least two independent routing channels. The interchange fee restrictions contained in the Durbin Amendment, and the rules promulgated thereunder, apply to debit card issuers with $10 billion or more in total consolidated assets. United became subject to the interchange fee restrictions and other requirements contained in the Durbin Amendment on July 1, 2017.

Incentive Compensation. The federal bank regulatory agencies have issued guidance on incentive compensation policies (the "Incentive Compensation Guidance") intended to ensure that the incentive compensation policies of financial institutions do not undermine the safety and soundness of such institutions by encouraging excessive risk-taking. The Incentive Compensation Guidance, which covers all employees that have the ability to materially affect the risk profile of an institution, either individually or as part of a group, is based upon the key principles that a financial institution's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the institution's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the institution's board of directors.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of financial institutions, such as United, that are not "large, complex banking organizations." These reviews will be tailored to each financial institution based on the scope and complexity of the institution's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the financial institution's supervisory ratings, which can affect the institution's ability to make acquisitions and take other actions. Enforcement actions may be taken against a financial institution if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the institution's safety and soundness and the institution is not taking prompt and effective measures to correct the deficiencies.

The scope and content of federal bank regulatory agencies' policies on executive compensation are continuing to develop and are likely to continue evolving in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect United's ability to hire, retain and motivate its key employees.

Cybersecurity. Recent cyber attacks against banks and other financial institutions that resulted in unauthorized access to confidential customer information have prompted the federal bank regulatory agencies to issue extensive guidance on cybersecurity. These agencies are likely to devote more resources to this part of their safety and soundness examination than they may have in the past.

Commercial Real Estate. The federal bank regulatory agencies, including the FDIC, restrict concentrations in commercial real estate lending and have noted that recent increases in banks' commercial real estate concentrations have created safety and soundness concerns. The regulatory guidance mandates certain minimal risk management practices and categorizes banks with defined levels of such concentrations as banks requiring elevated examiner scrutiny. The Bank has concentrations in commercial real estate loans in excess of those defined levels. Although management believes that United's credit processes and procedures meet the risk management standards dictated by this guidance, regulatory outcomes could effectively limit increases in the real estate concentrations in the Bank's loan portfolio and require additional credit administration and management costs associated with those portfolios.

Source of Strength Doctrine. Federal Reserve regulations and policy requires bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. Under this policy, United is expected to commit resources to support the Bank.

Loans. Inter-agency guidelines adopted by federal bank regulatory agencies mandate that financial institutions establish real estate lending policies with maximum allowable real estate loan-to-value limits, subject to an allowable amount of non-conforming loans as a percentage of capital.

Transactions with Affiliates. Under federal law, all transactions between and among a state nonmember bank and its affiliates, which include holding companies, are subject to Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder. Generally, these requirements limit these transactions to a percentage of the bank's capital and require all of them to be on terms at least as favorable to the bank as transactions with non-affiliates. In addition, a bank may not lend to any affiliate engaged in non-banking activities not permissible for a bank holding company or acquire shares of any affiliate that is not a subsidiary. The FDIC is authorized to impose additional restrictions on transactions with affiliates if necessary to protect the safety and soundness of a bank. The regulations also set forth various reporting requirements relating to transactions with affiliates.

Financial Privacy. In accordance with the GLB Act, federal banking regulatory agencies adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

Anti-Money Laundering Initiatives and the USA Patriot Act. A major focus of governmental policy on financial institutions in recent years has been aimed at combating terrorist financing. This has generally been accomplished by amending existing anti-money laundering laws and regulations. The U.S. Department of the Treasury ("Treasury") has issued a number of implementing regulations which apply various requirements of the USA Patriot Act of 2001 to the Bank. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Failure of a financial institution to maintain and implement adequate programs to combat terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

Future Legislation. Various legislation affecting financial institutions and the financial industry is from time to time introduced in Congress. Such legislation may change banking statutes and the operating environment of United and its subsidiaries in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending upon whether any of this potential legislation will be enacted, and if enacted, the effect that it or any implementing regulations would have on the financial condition or results of operations of United or any of its subsidiaries. The nature and extent of future legislative and regulatory changes affecting financial institutions is not known at this time.

The Tax Act. On December 22, 2017, the Tax Act was signed into law. The Tax Act includes a number of provisions that affect United, including the following:

- Tax Rate. The Tax Act replaces the graduated corporate tax rates applicable under prior law, which imposed a maximum tax rate of 35%, with a reduced 21% flat tax rate. Although the reduced tax rate generally should be favorable to us by resulting in increased earnings and capital, it will decrease the value of our existing deferred tax assets. Accounting principles generally accepted in the United States of America ("GAAP") requires that the impact of the provisions of the Tax Act be accounted for in the period of enactment. Accordingly, the incremental income tax expense recorded by United in the fourth quarter of 2017 related to the Tax Act was $38.2 million, resulting primarily from a remeasurement of United's deferred tax assets which now total $88.0 million.
- FDIC Insurance Premiums. The Tax Act prohibits taxpayers with consolidated assets over $50 billion from deducting any FDIC insurance premiums and prohibits taxpayers with consolidated assets between $10 and $50 billion, such as the Bank, from deducting the portion of their FDIC premiums equal to the ratio, expressed as a percentage, that (i) the taxpayer's total consolidated assets over $10 billion, as of the close of the taxable year, bears to (ii) $40 billion. As a result, the Bank's ability to deduct its FDIC premiums will now be limited.
- Employee Compensation. A "publicly held corporation" is not permitted to deduct compensation in excess of $1 million per year paid to certain employees. The Tax Act eliminates certain exceptions to the $1 million limit applicable under prior to law related

to performance-based compensation, such as equity grants and cash bonuses that are paid only on the attainment of performance goals. As a result, our ability to deduct certain compensation paid to our most highly compensated employees will now be limited.

- Business Asset Expensing. The Tax Act allows taxpayers immediately to expense the entire cost (instead of only 50%, as under prior law) of certain depreciable tangible property and real property improvements acquired and placed in service after September 27, 2017 and before January 1, 2023 (with an additional year for certain property). This 100% “bonus” depreciation is phased out proportionately for property placed in service on or after January 1, 2023 and before January 1, 2027 (with an additional year for certain property).
- Interest Expense. The Tax Act limits a taxpayer’s annual deduction of business interest expense to the sum of (i) business interest income and (ii) 30% of “adjusted taxable income,” defined as a business’s taxable income without taking into account business interest income or expense, net operating losses, and, for 2018 through 2021, depreciation, amortization and depletion. Because we generate significant amounts of net interest income, we do not expect to be impacted by this limitation.

The foregoing description of the impact of the Tax Act on us should be read in conjunction with Note 17 to United’s consolidated financial statements.

Executive Officers of United

Senior executives of United are elected by the Board of Directors annually and serve at the pleasure of the Board of Directors.

The senior executive officers of United, and their ages, positions with United, past five year employment history and terms of office as of February 1, 2018, are as follows:

Name (age)	Position with United and Employment History	Officer of United Since
Jimmy C. Tallent (65)	Chairman and Chief Executive Officer (2015 - present); President, Chief Executive Officer and Director (1988 - 2015)	1988
H. Lynn Harton (56)	President and Chief Operating Officer and Director (2015 - present); Executive Vice President and Chief Operating Officer (2012 - 2015)	2012
Jefferson L. Harralson (52)	Executive Vice President and Chief Financial Officer (2017 - present); prior to joining United was Managing Director at Keefe, Bruyette and Woods (2002 – 2017)	2017
Bill M. Gilbert (65)	President, Community Banking (2015-present); Director of Banking (2013 - 2015); Regional President of North Georgia and Coastal Georgia (2011 - 2013)	2000
Bradley J. Miller (47)	Executive Vice President, Chief Risk Officer and General Counsel (2015 - present); Senior Vice President and General Counsel (2007 - 2015)	2007
Robert A. Edwards (53)	Executive Vice President and Chief Credit Officer (2015 - present); prior to joining United was Senior Vice President and Executive Credit Officer of Toronto-Dominion Bank (2010 - 2015)	2015
Richard W. Bradshaw (56)	President, Commercial Banking Solutions (2014 - present); prior to joining United was Senior Vice President, Head of United States SBA Programs of Toronto-Dominion Bank (2010 - 2014)	2014

None of the above officers are related and there are no arrangements or understandings between them and any other person pursuant to which any of them was elected as an officer, other than arrangements or understandings with directors or officers of United acting solely in their capacities as such.

ITEM 1A. RISK FACTORS.

An investment in United's common stock involves risk. Investors should carefully consider the risks described below and all other information contained in this Form 10-K and the documents incorporated by reference before deciding to purchase common stock. It is possible that risks and uncertainties not listed below may arise or become material in the future and affect United's business.

As a financial services company, adverse conditions in the general business or economic environment could have a material adverse effect on our financial condition and results of operations.

Adverse changes in business and economic conditions generally or specifically in the markets in which we operate could adversely impact our business, including causing one or more of the following negative developments:

- a decrease in the demand for loans and other products and services offered by us;
- a decrease in the value of our loans secured by residential or commercial real estate;
- a permanent impairment of our assets, such as our deferred tax assets; or
- an increase in the number of customers or other counterparties who default on their loans or other obligations to us, which could result in a higher level of nonperforming assets, net charge-offs and provision for loan losses.

For example, if we are unable to continue to generate sufficient taxable income in the future, then we may not be able to fully realize the benefits of our deferred tax assets. Such a development or one or more other negative developments resulting from adverse conditions in the general business or economic environment, some of which are described above, could have a material adverse effect on our financial condition and results of operations.

The results of our most recent internal credit stress test may not accurately predict the impact on our financial condition if the economy were to deteriorate.

We perform credit stress testing on our capital position no less than annually. Under the stress test, we estimate our loan losses (loan charge-offs), resources available to absorb those losses and any necessary additions to capital that would be required under the "more adverse" stress test scenario.

The results of these stress tests involve many assumptions about the economy and future loan losses and default rates, and may not accurately reflect the impact on our financial condition if the economy were to deteriorate. Any deterioration of the economy could result in credit losses significantly higher, with a corresponding impact on our financial condition and capital, than those predicted by our internal stress test.

Our industry and business may be adversely affected by conditions in the financial markets and economic conditions generally.

A return of recessionary conditions and/or a deterioration of national economic conditions could adversely affect the financial condition and operating performance of financial institutions. Specifically, declines in real estate values and sales volumes and increased unemployment levels may result in higher than expected loan delinquencies, increases in levels of non-performing and classified assets and a decline in demand for products and services offered by financial institutions. Uncertainty regarding economic conditions may also result in changes in consumer and business spending, borrowing and savings habits, which could cause us to incur losses and may adversely affect our results of operations and financial condition.

Our ability to raise additional capital may be limited, which could affect our liquidity and be dilutive to existing shareholders.

We may be required or choose to raise additional capital, including for strategic, regulatory or other reasons. Depending on the capital markets, traditional sources of capital may not be available to us on reasonable terms if we needed to raise additional capital. In such case, there is no guarantee that we will be able to successfully raise additional capital at all or on terms that are favorable or otherwise not dilutive to existing shareholders.

Capital resources and liquidity are essential to our businesses and could be negatively impacted by disruptions in our ability to access other sources of funding.

Capital resources and liquidity are essential to the Bank. We depend on access to a variety of sources of funding to provide us with sufficient capital resources and liquidity to meet our commitments and business needs, and to accommodate the transaction and cash management needs of our customers. Sources of funding available to us, and upon which we rely as regular components of our liquidity and funding management strategy, include traditional and brokered deposits, inter-bank borrowings, Federal Funds purchased, repurchase agreements and Federal Home Loan Bank advances. We also raise funds from time to time in the form of either short-or long-term borrowings or equity issuances.

Our capital resources and liquidity could be negatively impacted by disruptions in our ability to access these sources of funding. The cost of brokered and other out-of-market deposits and potential future regulatory limits on the interest rate we pay for brokered deposits could make them unattractive sources of funding. Further, factors that we cannot control, such as disruption of the financial markets or negative views about the financial services industry generally, could impair our ability to access sources of funds. Other financial institutions may be unwilling to extend credit to banks because of concerns about the banking industry and the economy generally and there may not be a viable market for raising short or long-term debt or equity capital. In addition, our ability to raise funding could be impaired if lenders develop a negative perception of our long-term or short-term financial prospects. Such negative perceptions could be developed if we are downgraded or put on (or remain on) negative watch by the rating agencies, we suffer a decline in the level of our business activity or regulatory authorities take significant action against us, among other reasons.

Among other things, if we fail to remain "well-capitalized" for bank regulatory purposes, because we do not qualify under the minimum capital standards or the FDIC otherwise downgrades our capital category, it could affect customer confidence, our ability to grow, our costs of funds and FDIC insurance costs, our ability to pay dividends on common and preferred stock and trust preferred securities, and our ability to make acquisitions, and we would not be able to accept brokered deposits without prior FDIC approval. To be "well-capitalized", a bank must generally maintain a common equity Tier 1 capital ratio of 6.5%, Tier 1 leverage capital ratio of 5%, Tier 1 risk-based capital ratio of 8% and total risk-based capital ratio of 10%. In addition, our regulators may require us to maintain higher capital levels. Our failure to remain "well-capitalized" or to maintain any higher capital requirements imposed on us could negatively affect our business, results of operations and financial condition.

If we are unable to raise funds using the methods described above, we would likely need to finance or liquidate unencumbered assets to meet maturing liabilities. We may be unable to sell some of our assets, or we may have to sell assets at a discount from market value, either of which could adversely affect our results of operations and financial condition.

In addition, United is a legal entity separate and distinct from the Bank and depends on subsidiary service fees and dividends from the Bank to fund its payment of dividends to its common and preferred shareholders and of interest and principal on its outstanding debt and trust preferred securities. The Bank is also subject to other laws that authorize regulatory authorities to prohibit or reduce the flow of funds from the Bank to United and the Bank's negative retained earnings position requires written consent of the Bank's regulators before it can pay a dividend. Any inability of United to pay its obligations, or need to defer the payment of any such obligations, could have a material adverse effect on our business, operations, financial condition, and the value of our common stock.

Changes in the cost and availability of funding due to changes in the deposit market and credit market, or the way in which we are perceived in such markets, may adversely affect financial condition or results of operations.

In general, the amount, type and cost of our funding, including from other financial institutions, the capital markets and deposits, directly impacts our operating costs and our asset growth and therefore, can positively or negatively affect our financial condition or results of operations. A number of factors could make funding more difficult, more expensive or unavailable on any terms, including, but not limited to, our operating losses, our ability to remain "well capitalized," events that adversely impact our reputation, enforcement actions, disruptions in the capital markets, events that adversely impact the financial services industry, changes affecting our assets, interest rate fluctuations, general economic conditions and the legal, regulatory, accounting and tax environments. Also, we compete for funding with other financial institutions, many of which are substantially larger, and have more capital and other resources than we do. In addition, as some of these competitors consolidate with other financial institutions, their competitive advantages may increase. Competition from these institutions may also increase the cost of funds.

Our business is subject to the success of the local economies and real estate markets in which we operate.

Our success significantly depends on the growth in population, income levels, loans and deposits and on stability in real estate values in our markets. If the communities in which we operate do not grow or if prevailing economic conditions locally or nationally do not improve significantly, our business may be adversely affected. If market and economic conditions deteriorate, this may lead to valuation adjustments on our loan portfolio and losses on defaulted loans and on the sale of other real estate owned. Additionally, such adverse economic conditions in our market areas, specifically decreases in real estate property values due to the nature of our loan portfolio, more than 79% of which is secured by real estate, could reduce our growth rate, affect the ability of our customers to repay their loans and generally affect our financial condition and results of operations. We are less able than a larger institution to spread the risks of unfavorable local economic conditions across a large number of more diverse economies.

Our concentration of commercial purpose construction and development loans is subject to unique risks that could adversely affect our results of operations and financial condition.

Our commercial purpose construction and development loan portfolio was $712 million at December 31, 2017, comprising 9% of total loans. Commercial purpose construction and development loans are often riskier than other loans because of the lack of ongoing income supporting the asset being financed. Consequently, economic downturns adversely affect the ability of real estate developer borrowers' ability to repay these loans and the value of property used as collateral for such loans in a more dramatic fashion. A sustained weak economy could also result in higher levels of nonperforming loans in other categories, such as commercial and industrial loans, which may result in additional losses. As a result, these loans could represent higher risk due to slower sales and reduced cash flow that affect the borrowers' ability to repay on a timely basis which could result in a sharp increase in our total net charge-offs and require us to significantly increase our allowance for loan losses, any of which could have a material adverse effect on our financial condition or results of operations.

Our concentration of commercial real estate loans is subject to risks that could adversely affect our results of operations and financial condition.

Our commercial real estate loan portfolio was $3.52 billion at December 31, 2017, comprising 46% of total loans. Commercial real estate loans typically involve larger loan balances than compared to residential mortgage loans. The repayment of loans secured by commercial real estate is dependent upon both the successful operation of the commercial project and the business operated out of that commercial real estate site, as over half of the commercial real estate loans are for owner-occupied properties. If the cash flows from the project are reduced or if the borrower's business is not successful, a borrower's ability to repay the loan may be impaired. This cash flow shortage may result in the failure to make loan payments. In such cases, we may be compelled to modify the terms of the loan. In addition, the nature of these loans is such that they are generally less predictable and more difficult to evaluate and monitor. As a result, repayment of these loans may be subject to adverse conditions in the real estate market or economy. In addition, many economists believe that the potential for deterioration in income producing commercial real estate may occur through rising vacancy rates or declining absorption rates of existing square footage and/or units. As a result, these loans could represent higher risk due to slower sales and reduced cash flow that affect the borrowers' ability to repay on a timely basis, could result in a sharp increase in our total net charge-offs and could require us to significantly increase our allowance for loan losses, any of which could have a material adverse effect on our financial condition or results of operations.

Changes in prevailing interest rates may negatively affect net income and the value of our assets.

Changes in prevailing interest rates may negatively affect the level of our net interest revenue, the primary component of our net income. Federal Reserve policies, including interest rate policies, determine in large part our cost of funds for lending and investing and the return we earn on those loans and investments, both of which affect our net interest revenue. In a period of changing interest rates, interest expense may increase at different rates than the interest earned on assets. Accordingly, changes in interest rates could decrease net interest revenue. Changes in the interest rates may also negatively affect the value of our assets and our ability to realize gains or avoid losses from the sale of those assets, all of which also ultimately affect earnings. In addition, an increase in interest rates may decrease the demand for loans.

United's reported financial results depend on the accounting and reporting policies of United, the application of which requires significant assumptions, estimates and judgments.

United's accounting and reporting policies are fundamental to the methods by which we record and report our financial condition and results of operations. United's management must make significant assumptions and estimates and exercise significant judgment in selecting and applying many of these accounting and reporting policies so they comply with GAAP and reflect management's judgment of the most appropriate manner to report United's financial condition and results. In some cases, management must select a policy from two or more alternatives, any of which may be reasonable under the circumstances, which may result in United reporting materially different results than would have been reported under a different alternative.

Certain accounting policies are critical to presenting United's financial condition and results. They require management to make difficult, subjective and complex assumptions, estimates and judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions and estimates. These critical accounting policies relate to the allowance for loan losses, fair value measurement, and income taxes. Because of the uncertainty of assumptions and estimates involved in these matters, United may be required to do one or more of the following: significantly increase the allowance for loan losses and/or sustain credit losses that are significantly higher than the reserve provided; significantly decrease the carrying value of loans, foreclosed property or other assets or liabilities to reflect a reduction in their fair value; or, significantly increase or decrease accrued taxes and the value of our deferred tax assets.

If our allowance for credit losses is not sufficient to cover actual loan losses, earnings would decrease.

Our loan customers may not repay their loans according to their terms and the collateral securing the payment of these loans may be insufficient to assure repayment. We may experience significant loan losses which would have a material adverse effect on our operating results. Our management makes various assumptions and judgments about the collectability of the loan portfolio, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. We maintain an allowance for credit losses in an attempt to cover any probable incurred loan losses in the loan portfolio. In determining the size of the allowance, our management relies on an analysis of the loan portfolio based on historical loss experience, volume and types of loans, trends in classification, volume and real estate values, trends in delinquencies and non-accruals, national and local economic conditions and other pertinent information. As a result of these considerations, we have from time to time increased our allowance for credit losses. For the year ended December 31, 2017, we recorded provision expense of $3.80 million compared to a release of provision for credit losses of $800,000 and provision expense of $3.70 million for the years ended December 31, 2016 and 2015, respectively. If those assumptions are incorrect, the allowance may not be sufficient to cover future loan losses and adjustments may be necessary to allow for different economic conditions or adverse developments in the loan portfolio.

Reductions in interchange fees could reduce our non-interest income.

The Durbin Amendment to the Dodd-Frank Act has limited the amount of interchange fees that may be charged on certain debit card transactions. Beginning in July 2017, the Durbin Amendment became applicable to United because our total consolidated assets exceeded $10 billion at December 31, 2016. Complying with the Durbin Amendment will reduce United’s non-interest income from interchange fees.

We may be subject to losses due to fraudulent and negligent conduct of our loan customers, third party service providers and employees.

When we make loans to individuals or entities, we rely upon information supplied by borrowers and other third parties, including information contained in the applicant’s loan application, property appraisal reports, title information and the borrower’s net worth, liquidity and cash flow information. While we attempt to verify information provided through available sources, we cannot be certain all such information is correct or complete. Our reliance on incorrect or incomplete information could have a material adverse effect on our financial condition or results of operations.

Competition from financial institutions and other financial service providers may adversely affect our profitability.

The banking business is highly competitive and we experience competition in each of our markets from many other financial institutions. We compete with banks, credit unions, savings and loan associations, mortgage banking firms, securities brokerage firms, insurance companies, money market funds and other mutual funds, as well as community, super-regional, national and international financial institutions that operate offices in our market areas and elsewhere. We compete with these institutions both in attracting deposits and in making loans. Many of our competitors are well-established, larger financial institutions that are able to operate profitably with a narrower net interest margin and have a more diverse revenue base. We may face a competitive disadvantage as a result of our smaller size, more limited geographic diversification and inability to spread costs across broader markets. Although we compete by concentrating marketing efforts in our primary markets with local advertisements, personal contacts and greater flexibility and responsiveness in working with local customers, customer loyalty can be easily influenced by a competitor’s new products and our strategy may or may not continue to be successful. We may also be affected by the marketplace loosening of credit underwriting standards and structures.

We may face risks with respect to future expansion and acquisitions.

We may engage in de novo branch expansion and seek to acquire other financial institutions or parts of those institutions. These involve a number of risks, including:

- the potential inaccuracy of the estimates and judgments used to evaluate asset values and credit, operations, management and market risks with respect to an acquired branch or institution, a new branch office or a new market;
- the time and costs of evaluating new markets, hiring or retaining experienced local management and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;
- the incurrence and possible impairment of goodwill associated with an acquisition and possible adverse effects on results of operations;
- the loss of key employees and customers of an acquired branch or institution;
- the difficulty or failure to successfully integrate the acquired financial institution or portion of the institution; and
- the temporary disruption of our business or the business of the acquired institution.

Changes in laws and regulations or failures to comply with such laws and regulations may adversely affect our financial condition and results of operations.

We and our subsidiary bank are heavily regulated by federal and state authorities. This regulation is designed primarily to protect depositors, federal deposit insurance funds and the banking system as a whole, but not shareholders. Congress and state legislatures and federal and state regulatory authorities continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including interpretation and implementation of statutes, regulations or policies could affect us in substantial and unpredictable ways, including limiting the types of financial services and products we may offer or increasing the ability of non-banks to offer competing financial services and products. Any regulatory changes or scrutiny could increase or decrease the cost of doing business, limit or expand our permissible activities, or affect the competitive balance among banks, credit unions, savings and loan associations and other institutions. We cannot predict whether new legislation will be enacted and, if enacted, the effect that it, or any regulations, would have on our business, financial condition, or results of operations.

Federal and state regulators have the ability to impose or request that we consent to substantial sanctions, restrictions and requirements on our banking and nonbanking subsidiaries if they determine, upon examination or otherwise, violations of laws, rules or regulations with which we or our subsidiaries must comply, or weaknesses or failures with respect to general standards of safety and soundness. Such enforcement may be formal or informal and can include directors' resolutions, memoranda of understanding, cease and desist or consent orders, civil money penalties and termination of deposit insurance and bank closures. Enforcement actions may be taken regardless of the capital level of the institution. In particular, institutions that are not sufficiently capitalized in accordance with regulatory standards may also face capital directives or prompt corrective action. Enforcement actions may require certain corrective steps (including staff additions or changes), impose limits on activities (such as lending, deposit taking, acquisitions or branching), prescribe lending parameters (such as loan types, volumes and terms) and require additional capital to be raised, any of which could adversely affect our financial condition and results of operations. Enforcement actions, including the imposition of monetary penalties, may have a material impact on our financial condition or results of operations, and damage to our reputation, and loss of our holding company status. In addition, compliance with any such action could distract management's attention from our operations, cause us to incur significant expenses, restrict us from engaging in potentially profitable activities, and limit our ability to raise capital. Closure of the Bank would result in a total loss of your investment.

In 2017, both Chambers of Congress proposed comprehensive financial regulatory reform bills that would amend the Dodd-Frank Act and that could affect the banking industry as a whole, including our business and results of operations, in ways that are difficult to predict. Although the bills vary in content, certain key aspects include revisions to rules related to mortgage loans, delayed implementation of rules related to the Home Mortgage Disclosure Act, reform and simplification of certain Volcker Rule requirements, and raising the threshold for applying enhanced prudential standards to bank holding companies with total consolidated assets equal to or greater than $50 billion to those with total consolidated assets equal to or greater than $250 billion. At this time, a timeline for presentment and enactment of such regulatory relief is uncertain and adoption of any such legislation may not result in a meaningful reduction of our regulatory burden and attendant costs. The failure to adopt financial reform regulation would result in our continuing to be subject to significant regulatory compliance costs, which would increase as our asset size comes closer to $50 billion.

The financial services industry is experiencing leadership changes at the federal banking agencies, which may impact regulations and government policy applicable to us.

In 2017 and early 2018, Congress confirmed a new Chairman of the Federal Reserve and a new Vice Chairman for Supervision at the Federal Reserve. In addition, the President nominated a new Chairwoman of the FDIC, and the Director of the CFPB resigned and was replaced by an interim Director. The President, senior members of Congress, and many among this new leadership group have advocated for significant reduction of financial services regulation, which may cause broader economic changes due to changes in governing ideology and governing style. As a result of the changes and impending changes in agency leadership, new regulatory initiatives may be stalled and certain previously enacted regulations may be revisited. New appointments to the Board of Governors of the Federal Reserve could affect monetary policy and interest rates, and changes in fiscal policy could affect broader patterns of trade and economic growth. At this time, further impact of these leadership changes and the potential impact on the regulatory requirements applicable to us and our supervision by these agencies is uncertain.

We face a risk of noncompliance with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The federal Bank Secrecy Act, USA Patriot Act of 2001 and other laws and regulations require financial institutions, among other duties, to institute and maintain effective anti-money laundering programs and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network, established by the Treasury to administer the Bank Secrecy Act, is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal bank regulatory agencies, as well as the U.S. Department of Justice, Drug Enforcement Administration and Internal Revenue Service. Federal bank regulatory agencies and state bank regulators also have begun to focus on compliance with Bank Secrecy Act and anti-money laundering regulations. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions such as restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, which would negatively impact our business, financial condition and results of operations.

The short-term and long-term impact of the changing regulatory capital requirements is uncertain.

The Basel III Capital Rules include new minimum risk-based capital and leverage ratios, which are being phased in and modify the capital and asset definitions for purposes of calculating those ratios. Among other things, the Basel III Capital Rules established a new common equity Tier 1 minimum capital requirement of 4.5%, a higher minimum Tier 1 capital to risk-weighted assets requirement of 6% and a higher total capital to risk-weighted assets of 8%. In addition, the Basel III Capital Rules provide, to be considered "well-capitalized", a new common equity Tier 1 capital requirement of 6.5% and a higher Tier 1 capital to risk-weighted assets requirement of 8%. Moreover, the Basel III Capital Rules limit a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of an additional 2.5% of common equity Tier 1 capital in addition to the 4.5% minimum common equity Tier 1 requirement and the other amounts necessary to the minimum risk-based capital requirements that will be phased in and fully effective in 2019.

The application of the more stringent capital requirements described above could, among other things, result in lower returns on invested capital, require the raising of additional capital, and result in additional regulatory actions if we were to be unable to comply with such requirements. Furthermore, the imposition of liquidity requirements under the Basel III Capital Rules could result in our having to lengthen the term of our funding, restructure our business models, and/or increase our holdings of liquid assets. Implementation of changes to asset risk weightings for risk based capital calculations, items included or deducted in calculating regulatory capital and/or additional capital conservation buffers could result in us modifying our business strategy and could limit our ability to pay dividends.

Our ability to fully utilize deferred tax assets could be impaired.

We reported a net deferred tax asset of $88.0 million as of December 31, 2017, which includes approximately $4.41 million of deferred tax benefits related to federal and state operating loss carry-forwards. Our ability to use such assets is dependent on our ability to generate future earnings within the operating loss carry-forward periods, which are generally 20 years. If we do not realize taxable earnings within the carry-forward periods, our deferred tax asset would be permanently impaired. Additionally, our ability to use such assets to offset future tax liabilities could be permanently impaired if cumulative common stock transactions over a rolling three-year period resulted in an ownership change under Section 382 of the Internal Revenue Code. There is no guarantee that our tax benefits preservation plan will prevent us from experiencing an ownership change under Section 382. Our inability to utilize these deferred tax assets (benefits) would have a material adverse effect on our financial condition and results of operations.

We could be subject to changes in tax laws, regulations and interpretations or challenges to our income tax provision.

We compute our income tax provision based on enacted tax rates in the jurisdictions in which we operate. Any change in enacted tax laws, rules or regulatory or judicial interpretations, any adverse outcome in connection with tax audits in any jurisdiction or any change in the pronouncements relating to accounting for income taxes could adversely affect our effective tax rate, tax payments and results of operations. In addition, changes in enacted tax laws, such as adoption of a lower income tax rate in any of the jurisdictions in which we operate, could impact our ability to obtain the future tax benefits represented by our deferred tax assets.

The Tax Act may have negative effects on our financial performance. For example, the Tax Act enacted limitations on certain deductions, such as the deduction of FDIC deposit insurance premiums, which will partially offset the anticipated increase in net earnings from a lower tax rate. In addition, as a result of the lower corporate tax rate, we were required under GAAP to record a tax expense due to remeasurement in the fourth quarter of 2017 with respect to our deferred tax asset amounting to $38.2 million. The impact of the Tax Act may differ from the foregoing, possibly materially, due to changes in interpretations or in assumptions that we have made, guidance or regulations that may be promulgated, and other actions that we may take as a result of the Tax Act. Similarly, the Bank's customers are likely to experience varying effects from both the individual and business tax provisions of the Tax Act and such effects, whether positive or negative, may have a corresponding impact on our business and the economy as a whole.

System failure or cybersecurity breaches of our network security could subject us to increased operating costs as well as litigation and other potential losses.

We rely heavily on communications and information systems to conduct our business. The computer systems and network infrastructure we use could be vulnerable to unforeseen hardware and cybersecurity issues. Our operations are dependent upon our ability to protect our computer equipment against damage from fire, power loss, telecommunications failure or a similar catastrophic event. Any damage or failure that causes an interruption in our operations could have an adverse effect on our financial condition and results of operations. In addition, our operations are dependent upon our ability to protect the computer systems and network infrastructure we use, including our Internet banking activities, against damage from physical break-ins, cybersecurity breaches and other disruptive problems caused by the Internet or users. Such problems could jeopardize the security of our customers' personal information and other information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability to us, subject us to additional regulatory scrutiny, damage our reputation, result in a loss of customers, or inhibit current and potential customers from our Internet banking services, any of all of which could have a material adverse effect on our results of operations and financial condition. Although we have security measures designed to mitigate the possibility of break-ins, breaches and other disruptive problems, including firewalls and penetration testing, there can be no assurance that such security measures will be effective in preventing such problems.

Our lack of geographic diversification increases our risk profile.

Our operations are located principally in Georgia, North Carolina, east Tennessee and South Carolina. As a result of this geographic concentration, our results depend largely upon economic and business conditions in this area. Deterioration in economic and business conditions in our service area could have a material adverse impact on the quality of our loan portfolio and the demand for our products and services, which in turn may have a material adverse effect on our results of operations.

Our interest-only home equity lines of credit expose us to increased lending risk.

At December 31, 2017, we had $731 million of home equity line of credit loans, which represented 9% of our loan portfolio as of that date. Historically, United's home equity lines of credit generally had a 35 month or 10 year draw period with interest-only payment requirements for the term of the loan, a balloon payment requirement at the end of the draw period. Since June 2012, new home equity lines of credit generally have a 10 year interest only draw period followed by a 15 year amortized repayment period for any outstanding balance at the 10 year conversion date. United continues to offer a home equity line of credit with a 35 month draw period with interest-only payment requirements for the term of the loan with a balloon payment requirement at the end of the draw period. All home equity line of credit products, historically and currently available, have a maximum 80% combined loan to value ratio. Loan to value ratios are established on a case by case basis considering the borrower's credit profile and the collateral type – primary or secondary residence. These loans are also secured by a first or second lien on the underlying home.

In the case of interest-only loans, a borrower's monthly payment is subject to change when the loan converts to fully-amortizing status. Since the borrower's monthly payment may increase by a substantial amount even without an increase in prevailing market interest rates, the borrower might not be able to afford the increased monthly payment. In addition, interest-only loans have a large, balloon payment at the end of the loan term, which the borrower may be unable to pay. Also, real estate values may decline, dramatically reducing or even eliminating the borrower's equity, and credit standards may tighten in concert with the higher payment requirement, making it difficult for borrowers to sell their homes or refinance their loans to pay off their mortgage obligations. The risks can be magnified by United's limited ability to monitor the delinquency status of the first lien on the collateral. For these reasons, home equity lines of credit are considered to have an increased risk of delinquency, default and foreclosure than conforming loans and may result in higher levels of losses. The Bank mitigates these risks in its underwriting by calculating the fully amortizing principal and interest payment assuming 100% utilization and using that amount to determine the borrower's ability to pay.

We rely on third parties to provide key components of our business infrastructure.

Third parties provide key components of our business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While we have selected these third party vendors carefully, we do not control their actions. Any problems caused by these third parties, including those resulting from disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, cyber attacks and security breaches at a vendor, failure of a vendor to provide services for any reason or poor performance of services, could adversely affect our ability to deliver products and services to our customers and otherwise conduct our business. Financial or operational difficulties of a third party vendor could also hurt our operations if those difficulties interfere with the vendor's ability to serve us. Furthermore, our vendors could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to our business operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

There are no unresolved comments from the SEC staff regarding United's periodic or current reports under the Exchange Act.

ITEM 2. PROPERTIES.

The executive offices of United are located at 125 Highway 515 East, Blairsville, Georgia. United owns this property. The Bank conducts business from facilities primarily owned by the Bank or its subsidiaries, all of which are in a good state of repair and appropriately designed for use as banking facilities. The Bank provides services or performs operational functions at 171 locations, of which 139 are owned and 32 are leased under operating leases. Note 8 to United's consolidated financial statements includes additional information regarding amounts invested in premises and equipment.

ITEM 3. LEGAL PROCEEDINGS.

In the ordinary course of operations, United and the Bank are defendants in various legal proceedings. Additionally, in the ordinary course of business, United and the Bank are subject to regulatory examinations and investigations. Based on our knowledge and advice of counsel, in the opinion of management, there is no such pending or threatened legal matter in which an adverse decision will result in a material adverse change in the consolidated financial condition or results of operations of United. No material proceedings terminated in the fourth quarter of 2017.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR UNITED'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Stock. United's common stock trades on the Nasdaq Global Select Market under the symbol "UCBI". The closing price for the period ended December 31, 2017 was $28.14. Below is a schedule of high, low and closing stock prices and average daily volume for all quarters in 2017 and 2016.

	2017				2016			
	High	Low	Close	Avg Daily Volume	High	Low	Close	Avg Daily Volume
First quarter	$ 30.47	$ 25.29	$ 27.69	459,018	$ 19.27	$ 15.74	$ 18.47	440,759
Second quarter	28.57	25.39	27.80	402,802	20.60	17.07	18.29	771,334
Third quarter	29.02	24.47	28.54	365,102	21.13	17.42	21.02	379,492
Fourth quarter	29.60	25.76	28.14	365,725	30.22	20.26	29.62	532,944

At February 1, 2018, there were 8,329 record shareholders and approximately 17,728 beneficial shareholders of United's common stock.

Dividends. United declared cash dividends of $.38 and $.30 per share on its common stock in 2017 and 2016, respectively. Federal and state laws and regulations impose restrictions on the ability of the Bank to pay dividends to United without prior approvals.

Additional information regarding dividends is included in Note 20 to the consolidated financial statements, under the heading of "Supervision and Regulation" in Part I of this report and in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Resources and Dividends."

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

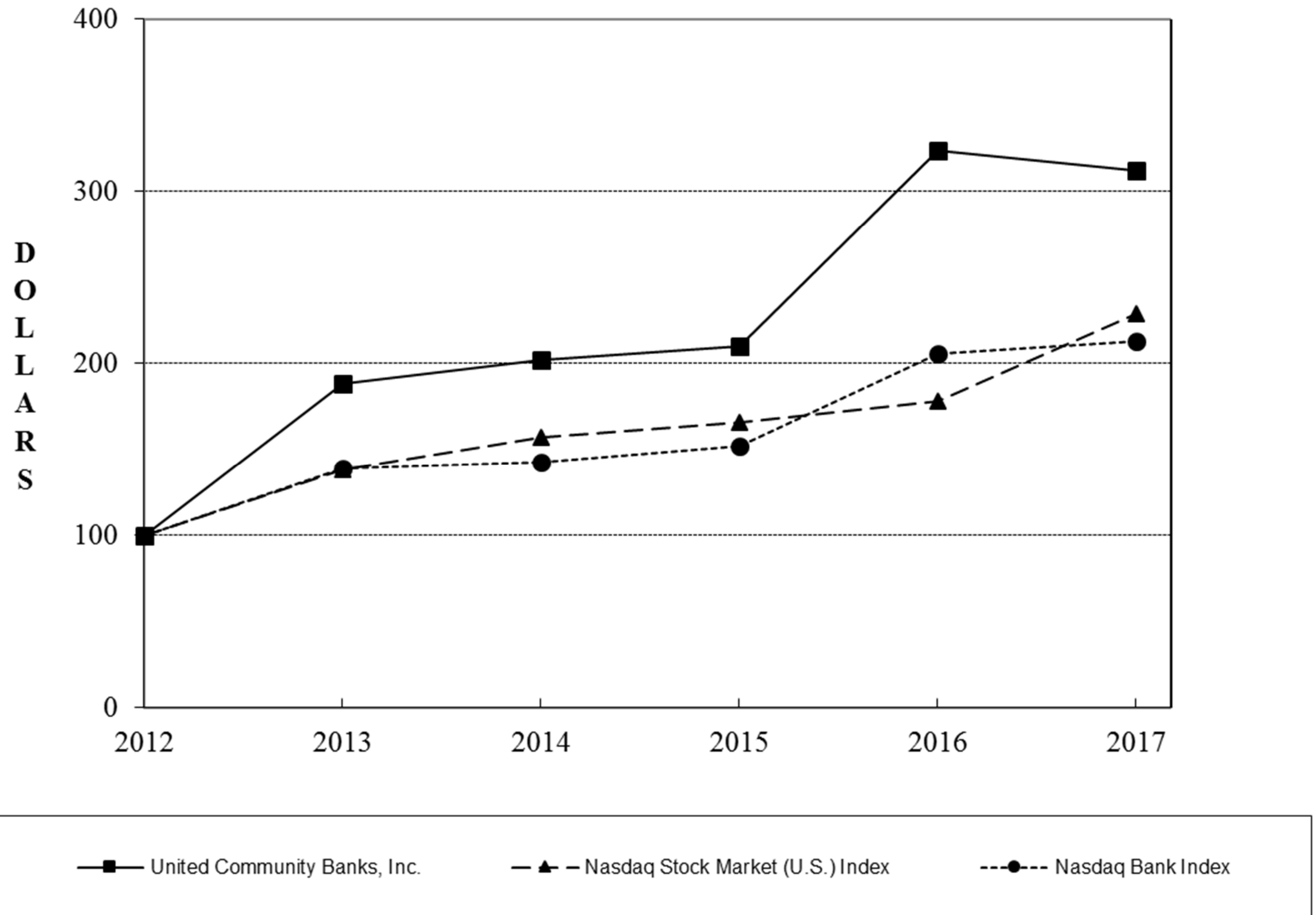
The following table contains information for shares repurchased during the fourth quarter of 2017.

(Dollars in thousands, except for per share amounts)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2017 - October 31, 2017	-	$ -	-	$ 36,342
November 1, 2017 - November 30, 2017	-	-	-	36,342
December 1, 2017 - December 31, 2017	-	-	-	36,342
Total	-	$ -	-	$ 36,342

United's Amended and Restated 2000 Key Employee Stock Option Plan allows option holders to exercise stock options by delivering previously acquired shares having a fair market value equal to the exercise price provided that the shares delivered must have been held by the option holder for at least six months. In addition, United may withhold a sufficient number of restricted stock shares at the time of vesting to cover payroll tax withholdings at the election of the restricted stock recipient. In 2017 and 2016, 62,386 and 57,628 shares, respectively, were withheld to cover payroll taxes owed at the time of restricted stock vesting. No shares were delivered to exercise stock options in 2017 or 2016.

Performance Graph. Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on United's common stock against the cumulative total return on the Nasdaq Stock Market (U.S. Companies) Index and the Nasdaq Bank Stocks Index for the five-year period commencing December 31, 2012 and ending on December 31, 2017.

FIVE YEAR CUMULATIVE TOTAL RETURNS*
COMPARISON OF UNITED COMMUNITY BANKS, INC.,
NASDAQ STOCK MARKET (U.S.) INDEX
AND NASDAQ BANK INDEX
As of December 31



	Cumulative Total Return*					
	2012	2013	2014	2015	2016	2017
United Community Banks, Inc.	$ 100	$ 188	$ 202	$ 210	$ 324	$ 312
Nasdaq Stock Market (U.S.) Index	100	138	157	166	178	229
Nasdaq Bank Index	100	139	143	152	206	213

* Assumes $100 invested on December 31, 2012 in United's common stock and above noted indexes. Total return includes reinvestment of dividends at the closing stock price of the common stock on the dividend payment date and the closing values of stock and indexes as of December 31 of each year.

UNITED COMMUNITY BANKS, INC.
Item 6. Selected Financial Data
For the Years Ended December 31,

(in thousands, except per share data)	2017	2016	2015	2014	2013
INCOME SUMMARY					
Interest revenue	$ 389,720	$ 335,020	$ 278,532	$ 248,432	$ 245,840
Interest expense	33,735	25,236	21,109	25,551	27,682
Net interest revenue	355,985	309,784	257,423	222,881	218,158
Provision for credit losses	3,800	(800)	3,700	8,500	65,500
Fee revenue	88,260	93,697	72,529	55,554	56,598
Total revenue	440,445	404,281	326,252	269,935	209,256
Expenses	267,611	241,289	211,238	162,865	174,304
Income before income tax expense	172,834	162,992	115,014	107,070	34,952
Income tax expense (benefit)	105,013	62,336	43,436	39,450	(238,188)
Net income	67,821	100,656	71,578	67,620	273,140
Merger-related and other charges	14,662	8,122	17,995	-	-
Income tax benefit of merger-related and other charges	(3,745)	(3,074)	(6,388)	-	-
Impact of remeasurement of deferred tax asset resulting from 2017 Tax Cuts and Jobs Act	38,199	-	-	-	-
Impairment of deferred tax asset on cancelled non-qualified stock options	-	976	-	-	-
Release of disproportionate tax effects lodged in OCI	3,400	-	-	-	-
Net income - operating [1]	**$ 120,337**	**$ 106,680**	**$ 83,185**	**$ 67,620**	**$ 273,140**
PERFORMANCE MEASURES					
Per common share:					
Diluted net income - GAAP	$ .92	$ 1.40	$ 1.09	$ 1.11	$ 4.44
Diluted net income - operating [1]	1.63	1.48	1.27	1.11	4.44
Cash dividends declared	.38	.30	.22	.11	-
Book value	16.67	15.06	14.02	12.20	11.30
Tangible book value [3]	13.65	12.95	12.06	12.15	11.26
Key performance ratios:					
Return on common equity - GAAP [2]	5.67 %	9.41 %	8.15 %	9.17 %	46.72 %
Return on common equity - operating [1][2]	10.07	9.98	9.48	9.17	46.72
Return on tangible common equity - operating [1][2][3]	12.02	11.86	10.24	9.32	47.35
Return on assets - GAAP	.62	1.00	.85	.91	3.86
Return on assets - operating [1]	1.09	1.06	.98	.91	3.86
Dividend payout ratio - GAAP	41.30	21.43	20.18	9.91	-
Dividend payout ratio - operating [1]	23.31	20.27	17.32	9.91	-
Net interest margin (fully taxable equivalent)	3.52	3.36	3.30	3.26	3.30
Efficiency ratio - GAAP	59.95	59.80	63.96	58.26	63.14
Efficiency ratio - operating [1]	56.67	57.78	58.51	58.26	63.14
Average equity to average assets	10.71	10.54	10.27	9.69	10.35
Average tangible equity to average assets [3]	9.29	9.21	9.74	9.67	10.31
Average tangible common equity to average assets [3]	9.29	9.19	9.66	9.60	7.55
Tangible common equity to risk-weighted assets [3]	12.05	11.84	12.82	13.82	13.17
ASSET QUALITY					
Nonperforming loans	$ 23,658	$ 21,539	$ 22,653	$ 17,881	$ 26,819
Foreclosed properties	3,234	7,949	4,883	1,726	4,221
Total nonperforming assets (NPAs)	26,892	29,488	27,536	19,607	31,040
Allowance for loan losses	58,914	61,422	68,448	71,619	76,762
Net charge-offs	5,998	6,766	6,259	13,879	93,710
Allowance for loan losses to loans	.76 %	.89 %	1.14 %	1.53 %	1.77 %
Net charge-offs to average loans	.08	.11	.12	.31	2.22
NPAs to loans and foreclosed properties	.35	.43	.46	.42	.72
NPAs to total assets	.23	.28	.29	.26	.42
AVERAGE BALANCES *($ in millions)*					
Loans	$ 7,150	$ 6,413	$ 5,298	$ 4,450	$ 4,254
Investment securities	2,847	2,691	2,368	2,274	2,190
Earning assets	10,162	9,257	7,834	6,880	6,649
Total assets	11,015	10,054	8,462	7,436	7,074
Deposits	8,950	8,177	7,055	6,228	6,027
Shareholders' equity	1,180	1,059	869	720	732
Common shares - basic *(thousands)*	73,247	71,910	65,488	60,588	58,787
Common shares - diluted *(thousands)*	73,259	71,915	65,492	60,590	58,845
AT PERIOD END *($ in millions)*					
Loans	$ 7,736	$ 6,921	$ 5,995	$ 4,672	$ 4,329
Investment securities	2,937	2,762	2,656	2,198	2,312
Total assets	11,915	10,709	9,616	7,558	7,424
Deposits	9,808	8,638	7,873	6,335	6,202
Shareholders' equity	1,303	1,076	1,018	740	796
Common shares outstanding *(thousands)*	77,580	70,899	71,484	60,259	59,432

[1] Excludes merger-related and other charges which includes amortization of certain executive change of control benefits, the 2017 impact of remeasurement of United's deferred tax assets following the passage of tax reform legislation, a 2017 release of disproportionate tax effects lodged in OCI, a 2016 deferred tax asset impairment charge related to cancelled non-qualified stock options and 2015 impairment losses on surplus bank property. [2] Net income less preferred stock dividends, divided by average realized common equity, which excludes accumulated other comprehensive income (loss). [3] Excludes effect of acquisition related intangibles and associated amortization.

	2017				2016			
(in thousands, except per share data)	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
INCOME SUMMARY								
Interest revenue	$ 106,757	$ 98,839	$ 93,166	$ 90,958	$ 87,778	$ 85,439	$ 81,082	$ 80,721
Interest expense	9,249	9,064	8,018	7,404	6,853	6,450	6,164	5,769
Net interest revenue	97,508	89,775	85,148	83,554	80,925	78,989	74,918	74,952
Provision for credit losses	1,200	1,000	800	800	-	(300)	(300)	(200)
Fee revenue	21,928	20,573	23,685	22,074	25,233	26,361	23,497	18,606
Total revenue	118,236	109,348	108,033	104,828	106,158	105,650	98,715	93,758
Expenses	75,882	65,674	63,229	62,826	61,321	64,023	58,060	57,885
Income before income tax expense	42,354	43,674	44,804	42,002	44,837	41,627	40,655	35,873
Income tax expense	54,270	15,728	16,537	18,478	17,616	15,753	15,389	13,578
Net income	(11,916)	27,946	28,267	23,524	27,221	25,874	25,266	22,295
Merger-related and other charges	7,358	3,420	1,830	2,054	1,141	3,152	1,176	2,653
Income tax benefit of merger-related and other charges	(1,165)	(1,147)	(675)	(758)	(432)	(1,193)	(445)	(1,004)
Impact of remeasurement of deferred tax asset resulting from 2017 Tax Cuts and Jobs Act	38,199	-	-	-	-			
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	976	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	3,400	-	-	-	-
Net income - operating [(1)]	**$ 32,476**	**$ 30,219**	**$ 29,422**	**$ 28,220**	**$ 28,906**	**$ 27,833**	**$ 25,997**	**$ 23,944**
PERFORMANCE MEASURES								
Per common share:								
Diluted net income - GAAP	$ (.16)	$ .38	$ .39	$ .33	$ .38	$ .36	$ .35	$ .31
Diluted net income - operating [(1)]	.42	.41	.41	.39	.40	.39	.36	.33
Cash dividends declared	.10	.10	.09	.09	.08	.08	.07	.07
Book value	16.67	16.50	15.83	15.40	15.06	15.12	14.80	14.35
Tangible book value [(3)]	13.65	14.11	13.74	13.30	12.95	13.00	12.84	12.40
Key performance ratios:								
Return on common equity - GAAP [(2)(4)]	(3.57) %	9.22 %	9.98 %	8.54 %	9.89 %	9.61 %	9.54 %	8.57 %
Return on common equity - operating [(1)(2)(4)]	9.73	9.97	10.39	10.25	10.51	10.34	9.81	9.20
Return on tangible common equity - operating [(1)(2)(3)(4)]	11.93	11.93	12.19	12.10	12.47	12.45	11.56	10.91
Return on assets - GAAP [(4)]	(.40)	1.01	1.06	.89	1.03	1.00	1.04	.93
Return on assets - operating [(1)(4)]	1.10	1.09	1.10	1.07	1.10	1.08	1.07	1.00
Dividend payout ratio - GAAP	(62.50)	26.32	23.08	27.27	21.05	22.22	20.00	22.58
Dividend payout ratio - operating [(1)]	23.81	24.39	21.95	23.08	20.00	20.51	19.44	21.21
Net interest margin (fully taxable equivalent) [(4)]	3.63	3.54	3.47	3.45	3.34	3.34	3.35	3.41
Efficiency ratio - GAAP	63.03	59.27	57.89	59.29	57.65	60.78	59.02	61.94
Efficiency ratio - operating [(1)]	56.92	56.18	56.21	57.35	56.58	57.79	57.82	59.10
Average equity to average assets	11.21	10.86	10.49	10.24	10.35	10.38	10.72	10.72
Average tangible equity to average assets [(3)]	9.52	9.45	9.23	8.96	9.04	8.98	9.43	9.41
Average tangible common equity to average assets [(3)]	9.52	9.45	9.23	8.96	9.04	8.98	9.43	9.32
Tangible common equity to risk-weighted assets [(3)]	12.05	12.80	12.44	12.07	11.84	12.22	12.87	12.77
ASSET QUALITY								
Nonperforming loans	$ 23,658	$ 22,921	$ 23,095	$ 19,812	$ 21,539	$ 21,572	$ 21,348	$ 22,419
Foreclosed properties	3,234	2,736	2,739	5,060	7,949	9,187	6,176	5,163
Total nonperforming assets (NPAs)	26,892	25,657	25,834	24,872	29,488	30,759	27,524	27,582
Allowance for loan losses	58,914	58,605	59,500	60,543	61,422	62,961	64,253	66,310
Net charge-offs	1,061	1,635	1,623	1,679	1,539	1,359	1,730	2,138
Allowance for loan losses to loans	.76 %	.81 %	.85 %	.87 %	.89 %	.94 %	1.02 %	1.09 %
Net charge-offs to average loans [(4)]	.06	.09	.09	.10	.09	.08	.11	.14
NPAs to loans and foreclosed properties	.35	.36	.37	.36	.43	.46	.44	.45
NPAs to total assets	.23	.23	.24	.23	.28	.30	.28	.28
AVERAGE BALANCES *($ in millions)*								
Loans	7,560	$ 7,149	$ 6,980	$ 6,904	$ 6,814	$ 6,675	$ 6,151	$ 6,004
Investment securities	2,991	2,800	2,775	2,822	2,690	2,610	2,747	2,718
Earning assets	10,735	10,133	9,899	9,872	9,665	9,443	9,037	8,876
Total assets	11,687	10,980	10,704	10,677	10,484	10,281	9,809	9,634
Deposits	9,624	8,913	8,659	8,592	8,552	8,307	7,897	7,947
Shareholders' equity	1,310	1,193	1,123	1,093	1,085	1,067	1,051	1,033
Common shares - basic *(thousands)*	76,768	73,151	71,810	71,700	71,641	71,556	72,202	72,162
Common shares - diluted *(thousands)*	76,768	73,162	71,820	71,708	71,648	71,561	72,207	72,166
AT PERIOD END *($ in millions)*								
Loans	$ 7,736	$ 7,203	$ 7,041	$ 6,965	$ 6,921	$ 6,725	$ 6,287	$ 6,106
Investment securities	2,937	2,847	2,787	2,767	2,762	2,560	2,677	2,757
Total assets	11,915	11,129	10,837	10,732	10,709	10,298	9,928	9,781
Deposits	9,808	9,127	8,736	8,752	8,638	8,442	7,857	7,960
Shareholders' equity	1,303	1,221	1,133	1,102	1,076	1,079	1,060	1,034
Common shares outstanding *(thousands)*	77,580	73,403	70,981	70,973	70,899	70,861	71,122	71,544

(1) Excludes merger-related and other charges which includes amortization of certain executive change of control benefits, the fourth quarter 2017 impact of remeasurement of United's deferred tax assets following the passage of tax reform legislation, a first quarter 2017 release of disproportionate tax effects lodged in OCI and a fourth quarter 2016 deferred tax asset impairment charge related to cancelled non-qualified stock options. (2) Net income less preferred stock dividends, divided by average realized common equity, which excludes accumulated other comprehensive income (loss). (3) Excludes effect of acquisition related intangibles and associated amortization. (4) Annualized.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Overview

The following discussion is intended to provide insight into the financial condition and results of operations of United and its subsidiaries and should be read in conjunction with the consolidated financial statements and accompanying notes.

In the past three years, United has completed the following acquisitions:

Entity	Date Acquired
Four Oaks Fincorp, Inc. ("FOFN")	November 1, 2017
HCSB Financial Corporation ("HCSB")	July 31, 2017
Tidelands Bancshares, Inc. ("Tidelands")	July 1, 2016
Palmetto Bancshares, Inc. ("Palmetto")	September 1, 2015
MoneyTree Corporation ("MoneyTree")	May 1, 2015

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

United reported net income of $67.8 million, or $.92 per diluted share, in 2017, compared with $101 million, or $1.40 per share in 2016 and $71.6 million, or $1.09 per share, in 2015. The decrease in net income reflects the impact of the Tax Act that was signed into law on December 22, 2017. While the reduction of the federal corporate income tax rate from 35% to 21% is expected to lower United's effective tax rate in 2018, it resulted in a requirement to remeasure United's deferred tax assets in the period of enactment, which caused a $38.2 million increase in income tax expense in 2017.

Net interest revenue increased to $356 million for 2017, compared to $310 million in 2016 and $257 million in 2015. The increase was primarily due to higher loan volume, much of which resulted from the acquisitions of FOFN, HCSB and Tidelands (the "Acquisitions"). Net interest margin increased 16 basis points to 3.52% in 2017 from 3.36% in 2016 due to the effect of rising interest rates on floating rate loans and investment securities, as well as growth in the loan portfolio that led to a more favorable earning asset mix.

The provision for credit losses was $3.80 million for 2017, compared to a release of provision of $800,000 for 2016. Net charge-offs for 2017 were $6.00 million, compared to $6.77 million for 2016. The increase in the provision reflects growth in the loan portfolio along with stable credit quality measures.

As of December 31, 2017, the allowance for loan losses was $58.9 million, or .76% of loans, compared with $61.4 million, or .89% of loans, at the end of 2016, reflecting continued asset quality improvement. Nonperforming assets of $26.9 million were .23% of total assets at December 31, 2017 compared to .28% as of December 31, 2016.

Fee revenue of $88.3 million was down $5.44 million, or 6%, from 2016. Service charges and fees decreased 9% compared to 2016 due mainly to the effect of the Durbin Amendment of the Dodd-Frank Act, which took effect for United in the third quarter of 2017 and limited the amount of interchange fees United could earn on debit card transactions. Mortgage loan and related fees decreased 10% from 2016 due to a combination of factors including our strategic decision to hold more mortgages on our balance sheet, margin compression and a decline in refinance activity in a rising rate environment. Fee revenue is shown in more detail in Table 4.

For 2017, operating expenses of $268 million were up $26.3 million, or 11%, from 2016, largely due to the Acquisitions. Salaries and employee benefits expense increased $14.3 million in 2017 mostly due to the Acquisitions and higher incentive compensation in connection with increased lending activity and improvement in earnings performance. Operating expenses for 2017 included $10.3 million of merger-related charges, $1.14 million of impairment on surplus bank properties, $1.53 million of executive retirement charges and $831,000 of branch closure costs, while operating expenses for 2016 included merger-related charges of $8.12 million.

Loans at December 31, 2017 were $7.74 billion, up $815 million from the end of 2016, primarily due to the acquisition of HCSB and FOFN combined with solid growth in our community banks and Commercial Banking Solutions areas. Deposits were up $1.17 billion to $9.81 billion at December 31, 2017, as United focused on increasing low cost core transaction deposits which grew $258 million in 2017, excluding public funds deposits and the Acquisitions. At the end of 2017, total equity capital was $1.30 billion, up $228 million from December 31, 2016, reflecting net income of $67.8 million and shares issued for acquisitions of $179 million, partially offset by the payment of dividends on United's common stock of $28.3 million. At December 31, 2017, all of United's regulatory capital ratios were significantly above "well-capitalized" levels.

Critical Accounting Policies

The accounting and reporting policies of United and its subsidiaries are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The more critical accounting and reporting policies include accounting for the allowance for loan losses, fair value measurements and income taxes. Application of these principles requires management to make estimates or judgments that affect the amounts reported in the financial statements and the accompanying notes. These estimates are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates or judgments. Certain policies inherently have a greater reliance on the use of estimates, and as such have a greater possibility of producing results that could be materially different than originally reported.

Estimates or judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon future events. Carrying assets and liabilities at fair value results in more financial statement volatility. The fair values and the information used to record the valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal cash flow modeling techniques.

The most significant accounting policies for United are presented in Note 1 to the accompanying consolidated financial statements. These policies, along with the disclosures presented in the other notes to the consolidated financial statements and in this Management's Discussion and Analysis, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Management views critical accounting policies to be those that are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant effect on the financial statements.

Management considers the following accounting policies to be critical accounting policies:

Allowance for Credit Losses

The allowance for credit losses is an estimate and represents management's estimate of probable incurred credit losses in the loan portfolio and unfunded loan commitments. It consists of two components: the allowance for loan losses and the allowance for unfunded commitments. Estimating the amount of the allowance for credit losses requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on non-impaired loans based on historical loss experience, management's evaluation of the current loan portfolio, and consideration of current economic trends, events and conditions. The loan portfolio also represents the largest asset type on the consolidated balance sheet. Loan losses are charged against the allowance, while recoveries of amounts previously charged off are credited to the allowance. A provision for credit losses is charged to operations based on management's periodic evaluation of the factors previously mentioned, as well as other pertinent factors.

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio and is based on analyses developed through specific credit allocations for individual loans and historical loss experience for each loan category. The specific credit allocations are based on impairment analyses of all nonaccrual loans over $500,000 and troubled debt restructurings ("TDRs"), which are all considered impaired loans. These analyses involve judgment in estimating the amount of loss associated with specific loans, including estimating the amount and timing of future cash flows and collateral values. The historical loss experience is adjusted for known changes in economic trends, events and conditions and credit quality trends such as changes in the amount of past due and nonperforming loans. The resulting loss allocation factors are applied to the balance of each type of loan after removing the balance of impaired loans and other specifically allocated loans from each category. The loss allocation factors are updated quarterly.

There are many factors affecting the allowance for credit losses; some are quantitative while others require qualitative judgment. Although management believes its processes for determining the allowance adequately considers all the potential factors that could potentially result in credit losses, the process includes subjective elements and may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provision for loan losses could be required that could adversely affect earnings or financial position in future periods.

Additional information on the loan portfolio and allowance for credit losses can be found in the sections of Management's Discussion and Analysis titled "Asset Quality and Risk Elements" and "Nonperforming Assets" and in the sections of Part I, Item 1 titled "Lending Policy" and "Loan Review and Nonperforming Assets". Note 1 to the consolidated financial statements includes additional information on accounting policies related to the allowance for loan losses.

Fair Value Measurements

Impaired loans and foreclosed assets may be measured and carried at fair value, the determination of which requires management to make assumptions, estimates and judgments. At December 31, 2017, the percentage of total assets measured at fair value on a recurring basis was 23%. See Note 24 "Fair Value" in the consolidated financial statements herein for additional disclosures regarding the fair value of our assets and liabilities.

When a loan is considered individually impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. In addition, foreclosed assets are carried at the lower of cost, fair value, less cost to sell, or listed selling price less cost to sell, following foreclosure. Fair value is defined by GAAP "as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date." GAAP further defines an "orderly transaction" as "a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets. It is not a forced transaction (for example, a forced liquidation or distress sale)." Although management believes its processes for determining the value of impaired loans and foreclosed properties are appropriate and allow United to arrive at a fair value, the processes require management judgment and assumptions and the value of such assets at the time they are revalued or divested may be significantly different from management's determination of fair value. In addition, because of subjectivity in fair value determinations, there may be grounds for differences in opinions, which may result in disagreements between management and the Bank's regulators, disagreements which could cause the Bank to change its judgments about fair value.

The fair values for available-for-sale and held-to-maturity securities are generally based upon quoted market prices or observable market prices for similar instruments. Management utilizes a third-party pricing service to assist with determining the fair value of its securities portfolio. The pricing service uses observable inputs when available including benchmark yields, reported trades, broker-dealer quotes, issuer spreads, benchmark securities, bids and offers. These values take into account recent market activity as well as other market observable data such as interest rate, spread and prepayment information. When market observable data is not available, which generally occurs due to the lack of liquidity for certain securities, the valuation of the security is subjective and may involve substantial judgment by management. United periodically reviews available-for-sale securities that are in an unrealized loss position to determine whether other-than-temporary impairment exists. An unrealized loss exists when the current fair value of an individual security is less than its amortized cost-basis. The primary factors management considers in determining whether impairment is other-than-temporary are long term expectations and recent experience regarding principal and interest payments, and the ability and intent to hold the security until the amortized cost basis is recovered.

United uses derivatives primarily to manage its interest rate risk or to help its customers manage their interest rate risk. The fair values of derivative financial instruments are determined based on quoted market prices, dealer quotes and internal pricing models that are primarily sensitive to market observable data. However, United does evaluate the level of these observable inputs and there are some instances, with highly structured transactions, where United has determined that the inputs not directly observable. This is discussed in Note 24 to the consolidated financial statements. United mitigates the credit risk by subjecting counterparties to credit reviews and approvals similar to those used in making loans and other extensions of credit. In addition, certain counterparties are required to provide collateral to United when their unsecured loss positions exceed certain negotiated limits.

As management has expanded its SBA lending and subsequent loan sales activities, a servicing asset has been recognized (per ASC 860). This asset is recorded at fair value on recognition, and United has elected to carry this asset at fair value for subsequent reporting. United also recognizes servicing rights upon the sale of residential mortgage loans sold with servicing retained. Effective January 1, 2017, United elected to carry servicing rights for residential mortgage loans at fair value. Given the nature of these SBA/USDA and residential mortgage servicing assets, the key valuation inputs are unobservable and United discloses them as level 3 item in Note 24.

Beginning in the third quarter of 2016, management elected the fair value option for most newly originated mortgage loans held for sale. United elected the fair value option for its portfolio of mortgage loans held for sale in order to reduce certain timing differences and better match changes in fair values of the loans with changes in the value of derivative instruments used to economically hedge them. The fair value of mortgage loans held for sale is determined using quoted prices for a similar asset, adjusted for specific attributes of that loan, and as such is categorized as level 2 in Note 24.

As of December 31, 2017, United had $900,000 of available-for-sale securities, $7.74 million in servicing rights for SBA/USDA loans, $8.26 million in residential mortgage servicing rights and $12.2 million in derivative financial instruments that were valued using unobservable inputs. The sum of these items represents less than .25% of total assets. United also had $16.7 million in derivative financial instruments recorded as liabilities that were valued using unobservable inputs, which represent .16% of total liabilities.

Income Tax Accounting

Income tax liabilities or assets are established for the amount of taxes payable or refundable for the current or prior years. Deferred tax liabilities and assets are also established for the future tax consequences of events that have been recognized in the financial statements or tax returns. A deferred tax liability or asset is recognized for the estimated future tax effects attributable to temporary differences and deductions that can be carried forward (used) in future years. The valuation of current and deferred tax liabilities and assets is considered critical as it requires management to make estimates based on provisions of the enacted tax laws. The assessment of tax assets and liabilities involves the use of estimates, assumptions, interpretations, and judgments concerning certain accounting pronouncements and federal and state tax codes. There can be no assurance that future events, such as court decisions or positions of regulatory agencies and federal and state taxing authorities, will not differ from management's current assessment, the impact of which could be significant to the consolidated results of operations and reported earnings.

At December 31, 2017, United reported a net deferred tax asset totaling $88.0 million, net of a valuation allowance of $4.41 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. United's management considers both positive and negative evidence. In making such judgments, significant weight is given to evidence that can be objectively verified.

Regulatory risk-based capital rules limit the amount of deferred tax assets that a bank or bank holding company can include in Tier 1 capital. Generally, deferred tax assets that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of deferred tax liabilities, are excluded from CET1 and Tier 1 capital. Deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of deferred tax liabilities, that exceed certain thresholds are excluded from CET1 and Tier 1 capital.

Mergers and Acquisitions

United selectively engages in the evaluation of strategic partnerships. Mergers and acquisitions present opportunities to enter new markets with an established presence and a capable management team already in place or enhance our market share in markets where we already have an established presence. United employs certain criteria to ensure that any merger or acquisition candidate meets strategic growth and earnings objectives that will build future franchise value for shareholders. Additionally, the criteria include ensuring that management of a potential partner shares United's community banking philosophy of premium service quality and operates in attractive markets with excellent opportunities for further organic growth.

On November 1, 2017, United completed the acquisition of FOFN and its wholly-owned bank subsidiary, Four Oaks Bank & Trust Company. FOFN operated 14 banking offices in the Raleigh, North Carolina area. In connection with the acquisition, United acquired $729 million of assets and assumed $658 million of liabilities. Under the terms of the merger agreement, FOFN shareholders received .6178 shares of United common stock and $1.90 for each share of FOFN common stock issued and outstanding at the closing date, or an aggregate of $126 million. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $54.7 million.

On July 31, 2017, United completed the acquisition of HCSB and its wholly-owned bank subsidiary, Horry County State Bank. HCSB operated eight branches in coastal South Carolina. In connection with the acquisition, United acquired $390 million of assets and assumed $347 million of liabilities. Under the terms of the merger agreement, HCSB shareholders received .0050 shares of United common stock for each share of HCSB common stock issued and outstanding at the closing date, or an aggregate of $65.8 million. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $23.9 million.

On July 1, 2016, United completed the acquisition of Tidelands and its wholly-owned bank subsidiary, Tidelands Bank. Tidelands operated seven branches in coastal South Carolina. In connection with the acquisition, United acquired $440 million of assets and assumed $440 million of liabilities. Under the terms of the merger agreement, Tidelands' shareholders received cash equal to $0.52 per common share, or an aggregate of $2.22 million. Additionally, at closing, United redeemed all of Tidelands' fixed-rate cumulative preferred stock that was issued to the U.S. Department of the Treasury (the "Treasury") under the Treasury's Capital Purchase Program, plus unpaid dividends, for $8.98 million in aggregate. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $10.7 million.

On September 1, 2015, United completed the acquisition of Palmetto and its wholly-owned bank subsidiary, The Palmetto Bank. Palmetto operated 25 branches in South Carolina. In connection with the acquisition, United acquired $1.15 billion of assets and assumed $1.02 billion of liabilities. Total consideration transferred was $244 million of common equity and cash. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $115 million.

On May 1, 2015, United completed the acquisition of MoneyTree and its wholly-owned bank subsidiary, First National Bank. MoneyTree operated ten branches in east Tennessee. In connection with the acquisition, United acquired $459 million of assets and assumed $410 million of liabilities and $9.99 million of preferred stock. Total consideration transferred was $54.6 million of common equity and cash. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $14.7 million.

United will continue to evaluate potential transactions as opportunities arise.

Recent Developments

On January 18, 2018, United issued $100 million of 4.5% Fixed to Floating Rate Subordinated notes due January 30, 2028 (the "Notes"). The Notes will initially bear interest at a rate of 4.500% per annum, payable semi-annually in arrears, with interest commencing on the issue date, to, but excluding, January 30, 2023, and, thereafter, payable quarterly in arrears at an annual floating rate equal to three-month LIBOR as determined for the applicable quarterly period, plus 2.120%. The notes are callable after five years and qualify as Tier 2 regulatory capital.

On February 1, 2018, United completed its previously announced acquisition of NLFC Holdings Corp. ("NLFC") and its wholly-owned subsidiary, Navitas Credit Corp ("Navitas"). Navitas is a specialty lending company providing equipment finance credit services to small and medium-sized businesses nationwide. As of December 31, 2017, NLFC had total assets of $410 million and loans of $377 million.

Under the terms of the merger agreement, NLFC shareholders received $130 million in total consideration, $84.5 million of which was paid in cash and $45.7 million was paid in United common stock.

GAAP Reconciliation and Explanation

This Form 10-K contains financial information determined by methods other than in accordance with GAAP. Such non-GAAP financial information includes the following measures: "tangible book value per common share," "tangible equity to assets," "tangible common equity to assets" and "tangible common equity to risk-weighted assets." In addition, management presents non-GAAP operating performance measures, which exclude merger-related and other items that are not part of United's ongoing business operations. Operating performance measures include "expenses – operating," "net income – operating," "net income available to common shareholders – operating," "diluted income per common share – operating," "return on common equity – operating," "return on tangible common equity – operating," "return on assets – operating," "dividend payout ratio – operating" and "efficiency ratio – operating." Management has developed internal processes and procedures to accurately capture and account for merger-related and other charges and those charges are reviewed with the audit committee of United's Board of Directors each quarter. Management uses these non-GAAP measures because it believes they may provide useful supplemental information for evaluating United's operations and performance over periods of time, as well as in managing and evaluating United's business and in discussions about United's operations and performance. Management believes these non-GAAP measures may also provide users of United's financial information with a meaningful measure for assessing United's financial results and credit trends, as well as a comparison to financial results for prior periods. These non-GAAP measures should be viewed in addition to, and not as an alternative to or substitute for, measures determined in accordance with GAAP and are not necessarily comparable to other similarly titled measures used by other companies. To the extent applicable, reconciliations of these non-GAAP measures to the most directly comparable measures as reported in accordance with GAAP are included in the tables on pages 35 through 36.

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

	For the Twelve Months Ended December 31,				
(in thousands, except per share data)	2017	2016	2015	2014	2013
Expense reconciliation					
Expenses (GAAP)	$ 267,611	$ 241,289	$ 211,238	$ 162,865	$ 174,304
Merger-related and other charges	(14,662)	(8,122)	(17,995)	-	-
Expenses - operating	$ 252,949	$ 233,167	$ 193,243	$ 162,865	$ 174,304
Net income reconciliation					
Net income (GAAP)	$ 67,821	$ 100,656	$ 71,578	$ 67,620	$ 273,140
Merger-related and other charges	14,662	8,122	17,995	-	-
Income tax benefit of merger-related and other charges	(3,745)	(3,074)	(6,388)	-	-
Impact of tax reform on remeasurement of deferred tax asset	38,199	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	976	-	-	-
Release of disproportionate tax effects lodged in OCI	3,400	-	-	-	-
Net income - operating	$ 120,337	$ 106,680	$ 83,185	$ 67,620	$ 273,140
Diluted income per common share reconciliation					
Diluted income per common share (GAAP)	$ .92	$ 1.40	$ 1.09	$ 1.11	$ 4.44
Merger-related and other charges	.14	.07	.18	-	-
Impact of tax reform on remeasurement of deferred tax asset	.52	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	.01	-	-	-
Release of disproportionate tax effects lodged in OCI	.05	-	-	-	-
Diluted income per common share - operating	$ 1.63	$ 1.48	$ 1.27	$ 1.11	$ 4.44
Book value per common share reconciliation					
Book value per common share (GAAP)	$ 16.67	$ 15.06	$ 14.02	$ 12.20	$ 11.30
Effect of goodwill and other intangibles	(3.02)	(2.11)	(1.96)	(.05)	(.04)
Tangible book value per common share	$ 13.65	$ 12.95	$ 12.06	$ 12.15	$ 11.26
Return on tangible common equity reconciliation					
Return on common equity (GAAP)	5.67 %	9.41 %	8.15 %	9.17 %	46.72 %
Merger-related and other charges	.92	.48	1.33	-	-
Impact of tax reform on remeasurement of deferred tax asset	3.20	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	.09	-	-	-
Release of disproportionate tax effects lodged in OCI	.28	-	-	-	-
Return on common equity - operating	10.07	9.98	9.48	9.17	46.72
Effect of goodwill and other intangibles	1.95	1.88	.76	.15	.63
Return on tangible common equity - operating	12.02 %	11.86 %	10.24 %	9.32 %	47.35 %
Return on assets reconciliation					
Return on assets (GAAP)	.62 %	1.00 %	.85 %	.91 %	3.86 %
Merger-related and other charges	.09	.05	.13	-	-
Impact of tax reform on remeasurement of deferred tax asset	.35	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	.01	-	-	-
Release of disproportionate tax effects lodged in OCI	.03	-	-	-	-
Return on assets - operating	1.09 %	1.06 %	.98 %	.91 %	3.86 %
Dividend payout ratio reconciliation					
Dividend payout ratio (GAAP)	41.30 %	21.43 %	20.18 %	9.91 %	- %
Merger-related and other charges	(5.65)	(1.02)	(2.86)	-	-
Impact of tax reform on remeasurement of deferred tax asset	(11.61)	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	(.14)	-	-	-
Release of disproportionate tax effects lodged in OCI	(.73)	-	-	-	-
Dividend payout ratio - operating	23.31 %	20.27 %	17.32 %	9.91 %	- %
Efficiency ratio reconciliation					
Efficiency ratio (GAAP)	59.95 %	59.80 %	63.96 %	58.26 %	63.14 %
Merger-related and other charges	(3.28)	(2.02)	(5.45)	-	-
Efficiency ratio - operating	56.67 %	57.78 %	58.51 %	58.26 %	63.14 %
Average equity to assets reconciliation					
Equity to assets (GAAP)	10.71 %	10.54 %	10.27 %	9.69 %	10.35 %
Effect of goodwill and other intangibles	(1.42)	(1.33)	(.53)	(.02)	(.04)
Tangible equity to assets	9.29	9.21	9.74	9.67	10.31
Effect of preferred equity	-	(.02)	(.08)	(.07)	(2.76)
Tangible common equity to assets	9.29 %	9.19 %	9.66 %	9.60 %	7.55 %
Tangible common equity to risk-weighted assets reconciliation					
Tier 1 capital ratio (Regulatory)	12.24 %	11.23 %	11.45 %	12.06 %	12.74 %
Effect of other comprehensive income	(.29)	(.34)	(.38)	(.35)	(.39)
Effect of deferred tax limitation	.51	1.26	2.05	3.11	4.26
Effect of trust preferred	(.36)	(.25)	(.08)	(1.00)	(1.04)
Effect of preferred equity	-	-	(.15)	-	(2.39)
Basel III intangibles transition adjustment	(.05)	(.06)	(.10)	-	-
Basel III disallowed investments	-	-	.03	-	-
Tangible common equity to risk-weighted assets	12.05 %	11.84 %	12.82 %	13.82 %	13.18 %

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

(in thousands, except per share data)	2017 Fourth Quarter	2017 Third Quarter	2017 Second Quarter	2017 First Quarter	2016 Fourth Quarter	2016 Third Quarter	2016 Second Quarter	2016 First Quarter
Expense reconciliation								
Expenses (GAAP)	$ 75,882	$ 65,674	$ 63,229	$ 62,826	$ 61,321	$ 64,023	$ 58,060	$ 57,885
Merger-related and other charges	(7,358)	(3,420)	(1,830)	(2,054)	(1,141)	(3,152)	(1,176)	(2,653)
Expenses - operating	$ 68,524	$ 62,254	$ 61,399	$ 60,772	$ 60,180	$ 60,871	$ 56,884	$ 55,232
Net income reconciliation								
Net income (GAAP)	$ (11,916)	$ 27,946	$ 28,267	$ 23,524	$ 27,221	$ 25,874	$ 25,266	$ 22,295
Merger-related and other charges	7,358	3,420	1,830	2,054	1,141	3,152	1,176	2,653
Income tax benefit of merger-related and other charges	(1,165)	(1,147)	(675)	(758)	(432)	(1,193)	(445)	(1,004)
Impact of tax reform on remeasurement of deferred tax asset	38,199	-	-	-	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	976	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	3,400	-	-	-	-
Net income - operating	$ 32,476	$ 30,219	$ 29,422	$ 28,220	$ 28,906	$ 27,833	$ 25,997	$ 23,944
Diluted income per common share reconciliation								
Diluted income per common share (GAAP)	$ (.16)	$ .38	$ .39	$ .33	$ .38	$ .36	$ .35	$ .31
Merger-related and other charges	.08	.03	.02	.01	.01	.03	.01	.02
Impact of tax reform on remeasurement of deferred tax asset	.50	-	-	-	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	.01	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	.05	-	-	-	-
Diluted income per common share - operating	$ .42	$ .41	$ .41	$ .39	$ .40	$ .39	$ .36	$ .33
Book value per common share reconciliation								
Book value per common share (GAAP)	$ 16.67	$ 16.50	$ 15.83	$ 15.40	$ 15.06	$ 15.12	$ 14.80	$ 14.35
Effect of goodwill and other intangibles	(3.02)	(2.39)	(2.09)	(2.10)	(2.11)	(2.12)	(1.96)	(1.95)
Tangible book value per common share	$ 13.65	$ 14.11	$ 13.74	$ 13.30	$ 12.95	$ 13.00	$ 12.84	$ 12.40
Return on tangible common equity reconciliation								
Return on common equity (GAAP)	(3.57) %	9.22 %	9.98 %	8.54 %	9.89 %	9.61 %	9.54 %	8.57 %
Merger-related and other charges	1.86	.75	.41	.47	.26	.73	.27	.63
Impact of tax reform on remeasurement of deferred tax asset	11.44	-	-	-	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	.36	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	1.24	-	-	-	-
Return on common equity - operating	9.73	9.97	10.39	10.25	10.51	10.34	9.81	9.20
Effect of goodwill and other intangibles	2.20	1.96	1.80	1.85	1.96	2.11	1.75	1.71
Return on tangible common equity - operating	11.93 %	11.93 %	12.19 %	12.10 %	12.47 %	12.45 %	11.56 %	10.91 %
Return on assets reconciliation								
Return on assets (GAAP)	(.40) %	1.01 %	1.06 %	.89 %	1.03 %	1.00 %	1.04 %	.93 %
Merger-related and other charges	.20	.08	.04	.05	.03	.08	.03	.07
Impact of tax reform on remeasurement of deferred tax asset	1.30	-	-	-	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	.04	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	.13	-	-	-	-
Return on assets - operating	1.10 %	1.09 %	1.10 %	1.07 %	1.10 %	1.08 %	1.07 %	1.00 %
Dividend payout ratio reconciliation								
Dividend payout ratio (GAAP)	(62.50) %	26.32 %	23.08 %	27.27 %	21.05 %	22.22 %	20.00 %	22.58 %
Merger-related and other charges	12.04	(1.93)	(1.13)	(.98)	(.54)	(1.71)	(.56)	(1.37)
Impact of tax reform on remeasurement of deferred tax asset	74.27	-	-	-	-	-	-	-
Impairment of deferred tax asset on canceled non-qualified stock options	-	-	-	-	(.51)	-	-	-
Release of disproportionate tax effects lodged in OCI	-	-	-	(3.21)	-	-	-	-
Dividend payout ratio - operating	23.81 %	24.39 %	21.95 %	23.08 %	20.00 %	20.51 %	19.44 %	21.21 %
Efficiency ratio reconciliation								
Efficiency ratio (GAAP)	63.03 %	59.27 %	57.89 %	59.29 %	57.65 %	60.78 %	59.02 %	61.94 %
Merger-related and other charges	(6.11)	(3.09)	(1.68)	(1.94)	(1.07)	(2.99)	(1.20)	(2.84)
Efficiency ratio - operating	56.92 %	56.18 %	56.21 %	57.35 %	56.58 %	57.79 %	57.82 %	59.10 %
Average equity to assets reconciliation								
Equity to assets (GAAP)	11.21 %	10.86 %	10.49 %	10.24 %	10.35 %	10.38 %	10.72 %	10.72 %
Effect of goodwill and other intangibles	(1.69)	(1.41)	(1.26)	(1.28)	(1.31)	(1.40)	(1.29)	(1.31)
Tangible equity to assets	9.52	9.45	9.23	8.96	9.04	8.98	9.43	9.41
Effect of preferred equity	-	-	-	-	-	-	-	(.09)
Tangible common equity to assets	9.52 %	9.45 %	9.23 %	8.96 %	9.04 %	8.98 %	9.43 %	9.32 %
Tangible common equity to risk-weighted assets reconciliation								
Tier 1 capital ratio (Regulatory)	12.24 %	12.27 %	11.91 %	11.46 %	11.23 %	11.04 %	11.44 %	11.32 %
Effect of other comprehensive income	(.29)	(.13)	(.15)	(.24)	(.34)	-	(.06)	(.25)
Effect of deferred tax limitation	.51	.94	.95	1.13	1.26	1.50	1.63	1.85
Effect of trust preferred	(.36)	(.24)	(.25)	(.25)	(.25)	(.26)	(.08)	(.08)
Effect of preferred equity	-	-	-	-	-	-	-	-
Basel III intangibles transition adjustment	(.05)	(.04)	(.02)	(.03)	(.06)	(.06)	(.06)	(.07)
Basel III disallowed investments	-	-	-	-	-	-	-	-
Tangible common equity to risk-weighted assets	12.05 %	12.80 %	12.44 %	12.07 %	11.84 %	12.22 %	12.87 %	12.77 %

Results of Operations

United reported net income of $67.8 million for the year ended December 31, 2017. This compared to net income of $101 million in 2016. Diluted earnings per common share for 2017 were $.92, compared to diluted earnings per common share for 2016 of $1.40.

Net Interest Revenue

Net interest revenue (the difference between the interest earned on assets and the interest paid on deposits and other liabilities) is the single largest component of revenue. Management seeks to optimize this revenue while balancing interest rate, credit, and liquidity risks. Net interest revenue for 2017 was $356 million, compared to $310 million for 2016 and $257 million for 2015. Taxable equivalent net interest revenue totaled $358 million in 2017, an increase of $47.4 million, or 15%, from 2016. Taxable equivalent net interest revenue for 2016 increased $52.1 million, or 20%, from 2015.

The combination of the larger earning asset base from the Acquisitions, growth in the loan portfolio and a wider net interest margin were responsible for the increase in net interest revenue. The acquisition of FOFN on November 1, 2017, HCSB on July 31, 2017 and Tidelands on July 1, 2016 contributed to the increase as the acquired entities' results are included in consolidated results beginning on the respective acquisition date.

Average loans increased $737 million, or 12%, from 2016, while the yield on loans increased 22 basis points, reflecting the effect of rising interest rates on the floating rate loans in the portfolio.

Average interest-earning assets for 2017 increased $905 million, or 10%, from 2016, which was due primarily to the increase in loans, including the acquisitions of FOFN, HCSB and Tidelands loans. Average investment securities for 2017 increased $156 million from a year ago, partially due to the Acquisitions. The average yield on the taxable investment portfolio increased 16 basis points from a year ago, primarily due to the impact of higher short-term interest rates on the floating rate portion of the securities portfolio as well as accelerated discount accretion on called asset-backed securities and a higher reinvestment rate on maturing fixed rate investments.

Average interest-bearing liabilities in 2017 increased $437 million, or 7%, from the prior year as funding needs increased with the increase in loans and a larger securities portfolio. Average noninterest-bearing deposits increased $390 million from 2016 to 2017 providing some of United's 2017 funding needs. The average cost of interest-bearing liabilities for 2017 was .49% compared to .39% for 2016, reflecting a higher average rate on interest-bearing deposits.

The banking industry uses two key ratios to measure relative profitability of net interest revenue - the net interest spread and the net interest margin. 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 other non-interest-bearing funding sources 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 overall balance sheet management activities and is defined as net interest revenue as a percentage of total average interest-earning assets, which includes the positive effect of funding a portion of interest-earning assets with customers' non-interest-bearing deposits and with shareholders' equity.

For 2017, 2016 and 2015, the net interest spread was 3.37%, 3.24%, and 3.19%, respectively, while the net interest margin was 3.52%, 3.36%, and 3.30%, respectively. Increases in loan yield and securities yield were only partially offset by an increase in the cost of interest-bearing liabilities as rates paid on core deposits lagged general increases in market rates. The increase in both ratios from 2015 to 2016 was due to an increase in the yield on investment securities, which more than offset the decrease in loan yields due to competitive pricing pressure on new and renewed loans.

The following table shows the relationship between interest revenue and interest expense and the average balances of interest-earning assets and interest-bearing liabilities.

Table 2 - Average Consolidated Balance Sheets and Net Interest Margin Analysis
For the Years Ended December 31,
(In thousands, fully taxable equivalent)

	2017			2016			2015		
	Average Balance	Interest	Avg. Rate	Average Balance	Interest	Avg. Rate	Average Balance	Interest	Avg. Rate
Assets:									
Interest-earning assets:									
Loans [(1)(2)]	$ 7,150,211	$315,138	4.41 %	$ 6,412,740	$268,478	4.19 %	$5,297,687	$223,713	4.22 %
Taxable securities [(3)]	2,761,983	70,172	2.54	2,665,051	63,413	2.38	2,342,533	51,143	2.18
Tax-exempt securities [(1)(3)]	85,415	3,627	4.25	26,244	1,005	3.83	25,439	1,154	4.54
Federal funds sold and other interest-earning assets	164,314	2,966	1.81	152,722	3,149	2.06	168,494	3,799	2.25
Total interest-earning assets	10,161,923	391,903	3.86	9,256,757	336,045	3.63	7,834,153	279,809	3.57
Non-interest-earning assets:									
Allowance for loan losses	(60,602)			(65,294)			(71,001)		
Cash and due from banks	107,053			95,613			81,244		
Premises and equipment	198,970			187,698			174,835		
Other assets [(3)]	607,174			579,051			442,878		
Total assets	$11,014,518			$10,053,825			$8,462,109		
Liabilities and Shareholders' Equity:									
Interest-bearing liabilities:									
Interest-bearing deposits:									
NOW	$ 1,950,827	$ 3,365	.17	$ 1,826,729	$ 1,903	.10	$1,563,911	$ 1,505	.10
Money market	2,136,336	7,033	.33	1,941,288	4,982	.26	1,678,765	3,466	.21
Savings deposits	591,831	135	.02	515,179	135	.03	372,414	98	.03
Time deposits	1,338,859	5,417	.40	1,289,876	3,138	.24	1,269,360	4,823	.38
Brokered deposits	108,891	1,112	1.02	171,420	(2)	.00	269,162	(1,067)	(.40)
Total interest-bearing deposits	6,126,744	17,062	.28	5,744,492	10,156	.18	5,153,612	8,825	.17
Federal funds purchased, repurchase agreements, & other short-term borrowings	26,856	352	1.31	34,906	399	1.14	49,301	364	.74
Federal Home Loan Bank advances	576,472	6,095	1.06	499,026	3,676	.74	250,404	1,743	.70
Long-term debt	156,327	10,226	6.54	170,479	11,005	6.46	139,979	10,177	7.27
Total borrowed funds	759,655	16,673	2.19	704,411	15,080	2.14	439,684	12,284	2.79
Total interest-bearing liabilities	6,886,399	33,735	.49	6,448,903	25,236	.39	5,593,296	21,109	.38
Non-interest-bearing liabilities:									
Non-interest-bearing deposits	2,823,005			2,432,846			1,901,521		
Other liabilities	124,832			112,774			97,890		
Total liabilities	9,834,236			8,994,523			7,592,707		
Shareholders' equity	1,180,282			1,059,302			869,402		
Total liabilities and shareholders' equity	$11,014,518			$10,053,825			$8,462,109		
Net interest revenue		$358,168			$310,809			$258,700	
Net interest-rate spread			3.37 %			3.24 %			3.19 %
Net interest margin [(4)]			3.52 %			3.36 %			3.30 %

(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 rate and the federal tax adjusted state tax rate.

(2) Included in the average balance of loans outstanding are loans where the accrual of interest has been discontinued.

(3) Securities available for sale are shown at amortized cost. Pretax unrealized gains of $4.33 million, $16.0 million and $11.4 million in 2017, 2016 and 2015, respectively, 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 of changes in the average outstanding balances (volume) of interest-earning assets and interest-bearing liabilities and the rates earned and paid by United on such assets and liabilities.

Table 3 - Change in Interest Revenue and Interest Expense
(in thousands, fully taxable equivalent)

	2017 Compared to 2016 Increase (decrease) due to changes in			2016 Compared to 2015 Increase (decrease) due to changes in		
	Volume	Rate	Total	Volume	Rate	Total
Interest-earning assets:						
Loans	$ 31,991	$ 14,669	$ 46,660	$ 46,699	$ (1,934)	$ 44,765
Taxable securities	2,361	4,398	6,759	7,424	4,846	12,270
Tax-exempt securities	2,501	121	2,622	36	(185)	(149)
Federal funds sold and other interest-earning assets	228	(411)	(183)	(340)	(310)	(650)
Total interest-earning assets	37,081	18,777	55,858	53,819	2,417	56,236
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW	137	1,325	1,462	267	131	398
Money Market	538	1,513	2,051	594	922	1,516
Savings deposits	19	(19)	-	37	-	37
Time deposits	123	2,156	2,279	77	(1,762)	(1,685)
Brokered deposits	-	1,114	1,114	284	781	1,065
Total interest-bearing deposits	817	6,089	6,906	1,259	72	1,331
Federal funds purchased, repurchase agreements & other short-term borrowings	(100)	53	(47)	(127)	162	35
Federal Home Loan Bank advances	636	1,783	2,419	1,826	107	1,933
Long-term debt	(924)	145	(779)	2,053	(1,225)	828
Total borrowed funds	(388)	1,981	1,593	3,752	(956)	2,796
Total interest-bearing liabilities	429	8,070	8,499	5,011	(884)	4,127
Increase in net interest revenue	$ 36,652	$ 10,707	$ 47,359	$ 48,808	$ 3,301	$ 52,109

Any variance attributable jointly to volume and rate changes is allocated to the volume and rate variance in proportion to the relationship of the absolute dollar amount of the change in each.

Provision for Credit Losses

The provision for credit losses is based on management's evaluation of probable incurred losses in the loan portfolio and unfunded loan commitments as measured by analysis of the allowance for credit losses at the end of each reporting period. The provision for credit losses was $3.8 million in 2017, compared with a release of provision of $800,000 in 2016 and provision expense of $3.70 million in 2015. The amount of provision recorded in each year was the amount required such that the total allowance for credit losses reflected the appropriate balance, in the estimation of management, and was sufficient to cover incurred losses in the loan portfolio. The increase in 2017 was due to loan growth as credit quality measures remain favorable and stable. The improvement in 2016 reflects overall improvement in a number of troubled debt restructuruings ("TDRs") as well as continued strong credit quality and a low overall level of net charge-offs. The ratio of net loan charge-offs to average outstanding loans for 2017 was .08% compared with .11% for 2016 and .12% for 2015.

The allowance for unfunded loan commitments, which is included in other liabilities in the consolidated balance sheets, represents probable incurred losses on unfunded loan commitments that are expected to result in outstanding loan balances. The allowance for unfunded loan commitments was established through the provision for credit losses. At December 31, 2017, the allowance for unfunded commitments was $2.31 million compared with $2.00 million at December 31, 2016 and $2.54 million at December 31, 2015.

Additional discussion on credit quality and the allowance for loan losses is included in the "Asset Quality and Risk Elements" and "Critical Accounting Polices" sections of this report, as well as Note 1 to the consolidated financial statements.

Fee Revenue

Fee revenue was $88.3 million in 2017, compared with $93.7 million in 2016 and $72.5 million in 2015. The following table presents the components of fee revenue for the periods indicated.

Table 4 - Fee Revenue
For the Years Ended December 31,
(in thousands)

	2017	2016	2015	Change 2017-2016
Overdraft fees	$ 14,004	$ 13,883	$ 12,503	1 %
ATM and debit card interchange fees	16,922	20,839	17,667	(19)
Other service charges and fees	7,369	7,391	6,655	-
Service charges and fees	38,295	42,113	36,825	(9)
Mortgage loan and related fees	18,320	20,292	13,592	(10)
Brokerage fees	4,633	4,280	5,041	8
Gains from sales of USDA/SBA loans	10,493	9,545	6,276	10
Bank owned life insurance	3,261	1,634	995	100
Customer derivatives	2,421	4,104	1,713	(41)
Securities gains, net	42	982	2,255	
Losses on prepayment of borrowings	-	-	(1,294)	
Other	10,795	10,747	7,126	-
Total fee revenue	$ 88,260	$ 93,697	$ 72,529	(6)

Service charges and fees of $38.3 million were down $3.82 million, or 9%, from 2016. The decrease is primarily due to the effect of the Durbin Amendment of the Dodd-Frank Act (the "Durbin Amendment") which took effect for United in the third quarter of 2017 and limited the amount of interchange fees United could earn on debit card transactions. Service charges increased in 2016 compared to 2015 due to increased deposit balances driven primarily by the Acquisitions.

Mortgage loan and related fees of $18.3 million were down $1.97 million, or 10%, from 2016. The decrease reflects a combination of factors including our strategic decision to hold more mortgages on our balance sheet, margin compression and a decline in refinance activity in a rising rate environment. In addition, 2016 included the impact of moving to mandatory delivery of loans to the secondary market from best efforts, which accelerated revenue recognition to the time of the rate lock. In 2017, United closed 3,228 mortgage loans totaling $745 million compared with 3,246 loans totaling $718 million in 2016 and 2,538 loans totaling $494 million in 2015. In 2017, new home purchase mortgages of $468 million accounted for 63% of production volume compared with $382 million, or 53%, of production volume in 2016 and $272 million, or 55%, of production volume in 2015.

In 2017, United realized $10.5 million in gains from the sales of the guaranteed portion of SBA and USDA loans, compared to $9.55 million and $6.28 million, respectively, in 2016 and 2015. United's SBA/USDA lending strategy includes selling a portion of the loan production each quarter. United retains the servicing rights on the sold loans and earns a fee for servicing the loans. In 2017, United sold the guaranteed portion of loans in the amount of $117 million, compared to $120 million and $70.7 million, respectively, for 2016 and 2015. The growth in 2017 compared to 2016 reflects an increase in the premiums received on the sold loans. The growth in 2016 compared to 2015 reflects an increase in the numbers of loans closed due to additional lenders and cross-selling through our community banks as well as the completion of construction projects.

Fees from customer swap transactions of $2.42 million were down $1.68 million from 2016 due to lower demand for this product in the current rate environment. United provides interest rate swaps to commercial customers who desire fixed rate loans. United makes a floating rate loan to those customers and enters into an interest rate swap contract with the customer to swap the floating rate to a fixed rate. United then enters into an offsetting swap with a swap dealer with terms that mirror the customer swap. The fixed and variable legs of the customer and dealer swaps offset leaving United with the equivalent of a variable rate loan. The increase in 2016 from 2015 was due to increased customer demand to lock in low fixed rates on their loans.

United recognized net securities gains of $42,000, $982,000 and $2.26 million during 2017, 2016 and 2015, respectively. In 2015, United incurred $1.29 million in debt prepayment charges due to the redemption of $49.3 million in trust preferred securities with an average rate of approximately 9% and prepayment of $6 million in structured repurchase agreements with an average rate of 4%. The losses were part of the same balance sheet management activities and had the effect of offsetting the securities gains.

Earnings from bank owned life insurance of $3.26 million increased $1.63 million or 100% from 2016 due to the purchase of $30 million of bank owned life insurance in late 2016 and early 2017, as well as the acquisition of HCSB and FOFN, both of which had bank owned life insurance policies.

Other fee revenue of $10.8 million for 2017 remained flat when compared to 2016. The increase in other fee revenue from miscellaneous bank services was offset by small losses on sales of other assets when compared to 2016 gains on sales of former branch facilities. Other fee revenue of $10.7 million for 2016 was up $3.62 million from 2015. Included in 2016 other fee revenue is a payment for the settlement of a vendor dispute over trust fees totaling $638,000. The remaining increase is primarily due to higher fees from a number of miscellaneous banking services primarily due to volume driven increases in income from merchant services combined with gains on sales of former branch facilities.

Operating Expense

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

Table 5 - Operating Expenses
For the Years Ended December 31,
(in thousands)

	2017	2016	2015	Change 2017-2016
Salaries and employee benefits	$ 153,098	$ 138,789	$ 116,688	10 %
Communications and equipment	19,660	18,355	15,273	7
Occupancy	20,344	19,603	15,372	4
Advertising and public relations	4,242	4,426	3,667	(4)
Postage, printing and supplies	5,952	5,382	4,273	11
Professional fees	12,074	11,822	10,175	2
Foreclosed property	1,254	1,051	32	19
FDIC assessments and other regulatory charges	6,534	5,866	5,106	11
Amortization of intangibles	4,845	4,182	2,444	16
Other	25,707	23,691	20,213	9
Total excluding merger-related and other charges	253,710	233,167	193,243	9
Merger-related and other charges	13,901	8,122	17,995	71
Total operating expenses	$ 267,611	$ 241,289	$ 211,238	11

Operating expenses were $268 million in 2017 as compared to $241 million in 2016 and $211 million in 2015. The increase mostly reflects the inclusion of operating expenses associated with the Acquisitions. The increase in 2016 from 2015 was due to similar reasons and investing in Commercial Banking Solutions areas and other strategic hiring.

Salaries and employee benefits expense for 2017 was $153 million, an increase of $14.3 million, or 10%, from 2016. The increase was due to a number of factors including investments in additional staff and additional staff resulting from the Acquisitions. Full time equivalent headcount totaled 2,137 at December 31, 2017 compared to 1,916 at December 31, 2016 and 1,883 at December 31, 2015.

Communications and equipment expense of $19.7 million for 2017 was up $1.31 million, or 7%, from 2016 due to higher software maintenance contracts, and higher equipment depreciation charges mostly resulting from the Acquisitions. The increase in 2016 from 2015 reflects higher local and long distance telephone charges, higher data circuit charges, and also and higher equipment depreciation charges mostly resulting from the Acquisitions.

Occupancy expense of $20.3 million for 2017 was up $741,000, or 4%, compared to 2016, primarily due to higher depreciation and lease rental charges for the expanded branch network resulting from the Acquisitions. The increase from 2015 to 2016 was primarily related to the same reasons.

Postage, printing and supplies expense for 2017 was $5.95 million, an increase of 11% from 2016, partly due to the Acquisitions. Similarly, the increase from 2016 to 2015 was primarily due to acquisition activity.

FDIC assessments and other regulatory charges expense for 2017 was $6.53 million, an increase of $668,000, or 11%, from 2016 due to a larger balance sheet as well as the effect of the higher deposit insurance assessment imposed beginning in the third quarter of 2017 as a result of United's exceeding the $10 billion asset size threshold. Amortization of intangibles increased in 2017 and 2016 due to Acquisition-related core deposit intangibles and noncompete intangibles.

In 2017, merger-related and other charges of $13.9 million consisted primarily of merger costs of $10.4 million, impairment charges on surplus bank properties of $1.14 million, executive retirement costs of $1.53 million and branch closure costs of $831,000. The 2017 merger-related costs were primarily related to HCSB and FOFN acquisitions. The 2016 charges, which included severance, conversion and legal and professional fees were primarily related to the Palmetto and Tidelands acquisitions.

Other expenses totaled $25.7 million for 2017, compared to $23.7 million in 2016 and $20.2 million in 2015, mostly due to the Acquisitions.

Income Taxes

Income tax expense was $105 million in 2017, compared to $62.3 million in 2016 and $43.4 million in 2015. Income tax expense for 2017, 2016 and 2015 represents an effective tax rate of 60.8%, 38.2% and 37.8%, respectively. The abnormally high tax expense and effective tax rate in 2017 reflects a $38.2 million charge to remeasure United's deferred tax assets at the new lower federal income tax rate of 21% following the passage of the Tax Act on December 22, 2017. The effective tax rate for 2018 is expected to be approximately 23.5% reflecting the lower federal income tax rate.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and their respective tax basis including operating losses and tax credit carryforwards. Net deferred tax assets (deferred tax assets net of deferred tax liabilities and valuation allowance) are reported in the consolidated balance sheets as a component of total assets.

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. The determination of whether a valuation allowance for deferred tax assets is appropriate is subject to considerable judgment and requires an evaluation of all positive and negative evidence with more weight given to evidence that can be objectively verified. Each quarter, 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.

Based on all evidence considered, as of December 31, 2017 and 2016, management concluded that it was more likely than not that the net deferred tax asset would be realized. With continuous improvements in credit quality, quarterly earnings for the past several years have closely followed management's forecast for these periods. The improvement in management's ability to produce reliable forecasts, continuous and significant improvements in credit quality, and a sustained period of profitability were given appropriate weighting in our analysis, and such evidence was considered sufficient to overcome the weight of the negative evidence related to the significant operating losses in prior years.

Management expects to generate higher levels of future taxable income and believes this will allow for full utilization of United's net operating loss carryforwards within the statutory carryforward periods. In determining whether projections of future taxable income are reliable, management considered objective evidence supporting the forecast assumptions as well as recent experience demonstrating the ability to reasonably project future results of operations.

Additional information regarding income taxes, including a reconciliation of the differences between the recorded income tax provision and the amount of income tax computed by applying the statutory federal income tax rate to income before income taxes, can be found in Note 17 to the consolidated financial statements.

Fourth Quarter 2017 Discussion

Net interest revenue for the fourth quarter of 2017 increased $16.6 million, or 20%, to $97.5 million from the same period a year ago, primarily due to loan growth, the acquisitions of HCSB and FOFN, and higher yields on loans and securities. The yields on the loan and securities portfolios increased partly due to the impact of rising interest rates on the variable portion of the portfolios. The net interest margin for the fourth quarter of 2017 increased to 3.63% from 3.34% in the fourth quarter of 2016, reflecting the higher yields on earning assets, partially offset by a smaller increase in the average rate paid on interest-bearing deposits.

United recorded a provision for credit losses in the fourth quarter of 2017 of $1.2 million, compared to no provision being recorded for the fourth quarter of 2016. The increase was primarily due to loan growth as credit quality remained stable.

The following table presents the components of fee revenue for the periods indicated.

Table 6 - Quarterly Fee Revenue
(in thousands)

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Change
Overdraft fees	$ 3,731	$ 3,545	5 %
ATM and debit card fees	3,188	5,250	(39)
Other service charges and fees	1,851	1,858	-
Service charges and fees	8,770	10,653	(18)
Mortgage loan and related fees	4,885	6,516	(25)
Brokerage fees	1,068	911	17
Gains on sales of government guaranteed loans	3,102	3,028	2
Customer derivatives	613	821	(25)
Securities (losses) gains, net	(148)	60	
Other	3,638	3,244	12
Total fee revenue	$ 21,928	$ 25,233	(13)

Fee revenue for the fourth quarter of 2017 of $21.9 million decreased $3.31 million, or 13%, from the fourth quarter of 2016. Service charges and fees on deposit accounts of $8.77 million decreased $1.88 million, or 18%, from $10.7 million for the fourth quarter of 2016, since United became subject to the Durbin Amendment, which reduced debit card interchange fees. Mortgage fees of $4.89 million decreased $1.63 million, or 25%, from $6.52 million in the fourth quarter of 2016 due to the impact of moving to mandatory delivery of loans to the secondary market from best efforts in late 2016, which accelerated revenue recognition to the time of the rate lock. Sales of $33.6 million in government guaranteed loans in fourth quarter 2017 resulted in net gains of $3.10 million, compared to $41.1 million sold in fourth quarter 2016, resulting in net gains of $3.03 million. Customer derivative fees decreased in the fourth quarter of 2017 compared with a year ago due to an decrease in customer demand for the product. Other fee revenue of $3.64 million increased $394,000, or 12%, from the fourth quarter of 2016, mostly due to volume driven increases in earnings on bank owned life insurance policies.

The following table presents operating expenses for the periods indicated.

Table 7 - Quarterly Operating Expenses
(in thousands)

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Change
Salaries and employee benefits	$ 41,042	$ 35,677	15 %
Communications and equipment	5,217	4,753	10
Occupancy	5,542	5,210	6
Advertising and public relations	895	1,151	(22)
Postage, printing and supplies	1,825	1,353	35
Professional fees	3,683	2,773	33
FDIC assessments and other regulatory charges	1,776	1,413	26
Amortization of intangibles	1,760	1,066	65
Other	7,301	6,784	8
Total excluding merger-related and other charges	69,041	60,180	15
Merger-related and other charges	6,841	1,141	
Total operating expenses	$ 75,882	$ 61,321	24

Operating expenses of $75.9 million increased 24% from $61.3 million for the fourth quarter of 2016, largely due to the increases in merger-related and other charges and salaries and employee benefits. Salaries and employee benefits of $41.0 million were up $5.37 million from the fourth quarter of 2016, due primarily to additional staff resulting from the HCSB and FOFN acquisitions and higher commissions and incentives due to business growth. Occupancy expense of $5.54 million was up $332,000 for the fourth quarter of 2017 compared to 2016, primarily due to additional locations attributable to the HCSB and FOFN acquisition. Professional fees increased 33% to $3.68 million in fourth quarter 2017 compared to fourth quarter 2016 due primarily to higher consulting fees in 2017 relating to various corporate projects. Other expenses of $7.30 million were up 8% from the fourth quarter of 2016, primarily due to establishing a reserve for minor legal disputes. For the fourth quarter of 2017, merger-related and other charges of $6.84 million included merger charges primarily related to HCSB and FOFN.

Balance Sheet Review

Total assets at December 31, 2017 were $11.9 billion, an increase of $1.21 billion, or 11%, from December 31, 2016. On a daily average basis, total assets increased $961 million, or 10%, from 2016 to 2017. Average interest earning assets for 2017 and 2016 were $10.2 billion and $9.26 billion, respectively.

Loans

Substantially all of United's loans are to customers located in the immediate market areas of its community banks in Georgia, North Carolina, South Carolina and Tennessee, including customers who have a seasonal residence in United's market areas, or are generated by the Commercial Banking Solutions division (formerly referred to as Specialized Lending) that focuses on specific commercial loan businesses, such as SBA and franchise lending. More than 79% of loans are secured by real estate. Total loans averaged $7.15 billion in 2017, compared with $6.41 billion in 2016, an increase of 12%. At December 31, 2017, total loans were $7.74 billion, an increase of $815 million, or 12%, from December 31, 2016. Loans increased year over year due to organic growth and the acquisitions of HCSB and FOFN.

The following table presents the composition of United's loan portfolio for the last five years.

Table 8 - Loans Outstanding
As of December 31,
(in thousands)

Loans by Category	**2017**	**2016**	**2015**	**2014**	**2013**
Owner occupied commercial real estate	$1,923,993	$1,650,360	$1,570,988	$ 1,256,779	$1,237,623
Income producing commercial real estate	1,595,174	1,281,541	1,020,464	766,834	807,093
Commercial & industrial	1,130,990	1,069,715	784,870	709,615	470,702
Commercial construction	711,936	633,921	518,335	364,564	336,158
Total commercial	5,362,093	4,635,537	3,894,657	3,097,792	2,851,576
Residential mortgage	973,544	856,725	764,175	613,592	603,719
Home equity lines of credit	731,227	655,410	589,325	455,825	430,530
Residential construction	183,019	190,043	176,202	131,382	136,292
Consumer direct	127,504	123,567	115,111	104,899	111,045
Indirect auto	358,185	459,354	455,971	268,629	196,104
Total loans	$7,735,572	$6,920,636	$5,995,441	$ 4,672,119	$4,329,266

Loans by Market	**2017**	**2016**	**2015**	**2014**	**2013**
North Georgia	$1,018,945	$1,096,974	$1,125,123	$ 1,163,479	$1,240,234
Atlanta MSA	1,510,067	1,398,657	1,259,377	1,243,535	1,235,378
North Carolina	1,049,592	544,792	548,591	552,527	571,971
Coastal Georgia	629,919	581,138	536,598	455,709	423,045
Gainesville MSA	248,060	247,410	254,016	257,449	254,655
East Tennessee	474,515	503,843	504,277	280,312	279,587
South Carolina	1,485,632	1,233,185	819,560	29,786	3,787
Commercial Banking Solutions	960,657	855,283	491,928	420,693	124,505
Indirect auto	358,185	459,354	455,971	268,629	196,104
Total loans	$7,735,572	$6,920,636	$5,995,441	$ 4,672,119	$4,329,266

As of December 31, 2017, United's 25 largest credit relationships consisted of loans and loan commitments ranging from $17.5 million to $38.1 million, with an aggregate total credit exposure of $572 million. Total credit exposure includes $204 million in unfunded commitments and $368 million in balances outstanding, excluding participations sold. United had fifteen lending relationships whose total credit exposure exceeded $20 million of which only five relationships were in excess of $25 million.

The following table sets forth the maturity distribution of commercial and construction loans, including the interest rate sensitivity for loans maturing after one year.

Table 9 - Loan Portfolio Maturity
As of December 31, 2017
(in thousands)

	Maturity				Rate Structure for Loans Maturing Over One Year	
	One Year or Less	One through Five Years	Over Five Years	Total	Fixed Rate	Floating Rate
Commercial (commercial and industrial)	$ 240,505	$ 554,083	$ 336,402	$ 1,130,990	$ 314,410	$ 576,075
Construction (commercial and residential)	356,236	354,507	184,212	894,955	171,880	366,839
Total	$ 596,741	$ 908,590	$ 520,614	$ 2,025,945	$ 486,290	$ 942,914

Asset Quality and Risk Elements

United manages asset quality and controls credit risk through review and oversight of the loan portfolio as well as adherence to policies designed to promote sound underwriting and loan monitoring practices. United's credit administration function is responsible for monitoring asset quality and Board of Directors approved portfolio concentration limits, establishing credit policies and procedures and enforcing the consistent application of these policies and procedures among all of the community banks and commercial banking solutions areas. Additional information on United's credit administration function is included in Item 1 under the heading "Loan Review and Nonperforming Assets."

Home equity lines generally require the payment of interest only for a set period after origination. After this initial period, the outstanding balance begins amortizing and requires the payment of both principal and interest. At December 31, 2017 and 2016, the funded portion of home equity lines totaled $731 million and $655 million, respectively. Approximately 4% of the home equity loans at December 31, 2017 were amortizing. Of the $731 million in balances outstanding at December 31, 2017, $430 million, or 59%, were first liens. At December 31, 2017, 55% of the total available home equity lines were drawn upon.

United monitors the performance of its home equity loans and lines secured by second liens similar to other consumer loans and utilizes assumptions specific to these loans in determining the necessary allowance. United generally receives notification when the first lien holder is in the process of foreclosure and upon that notification, United determines its collection options by obtaining valuations to conclude if any additional charge-offs or reserves are warranted.

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

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

Table 10 - Performing Classified Loans
As of December 31,
(in thousands)

	2017	2016	2015	2014	2013
By Category					
Owner occupied commercial real estate	$ 41,467	$ 42,169	$ 44,790	$ 52,671	$ 51,395
Income producing commercial real estate	30,061	29,379	37,638	29,194	45,363
Commercial & industrial	11,879	8,903	5,967	7,664	9,267
Commercial construction	8,264	8,840	8,622	14,263	29,186
Total commercial	91,671	89,291	97,017	103,792	135,211
Residential mortgage	15,323	15,324	18,141	15,985	25,040
Home equity	6,055	5,060	6,851	5,181	7,967
Residential construction	1,837	2,726	3,548	1,479	1,947
Consumer direct	515	584	757	1,382	2,538
Indirect auto	1,760	1,362	1,213	574	-
Total	$ 117,161	$ 114,347	$ 127,527	$ 128,393	$ 172,703
By Market					
North Georgia	$ 30,952	$ 39,438	$ 46,668	$ 55,821	$ 69,510
Atlanta MSA	9,358	17,954	25,723	31,201	42,955
North Carolina	30,670	11,089	14,087	16,479	18,954
Coastal Georgia	3,322	4,516	5,187	15,642	18,561
Gainesville MSA	750	713	566	1,109	14,916
East Tennessee	10,953	7,485	9,522	5,933	7,591
South Carolina	27,212	31,623	23,620	-	-
Commercial Banking Solutions	2,184	167	941	1,634	216
Indirect auto	1,760	1,362	1,213	574	-
Total loans	$ 117,161	$ 114,347	$ 127,527	$ 128,393	$ 172,703

At December 31, 2017, performing classified loans totaled $117 million and increased $2.81 million from the prior year end. Performing classified loans reflect a general downward trend, offset by acquisition activity. The increase in performing classified loans at December 31, 2017 was attributable to the FOFN acquisition.

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

The provision for credit losses charged to earnings is based upon management’s judgment of the amount necessary to maintain the allowance at a level appropriate to absorb probable incurred losses in the loan portfolio at the balance sheet date. The amount each quarter is dependent upon many factors, including growth and changes in the composition of the loan portfolio, net charge-offs, delinquencies, management’s assessment of loan portfolio quality, the value of collateral, and other macro-economic factors and trends. The evaluation of these factors is performed quarterly by management through an analysis of the appropriateness of the allowance for loan losses. The decreases in the provision and the declining level of the allowance for loan losses compared to the previous periods reflects stabilizing trends in substandard and nonperforming loans as well as charge-off levels. Further, the declining balance of the allowance for loan losses over the last several quarters reflects an overall improving trend in the credit quality of the loan portfolio. A general improvement in economic conditions in United’s market also contributed to the lower level of provision and allowance for loan losses.

The allocation of the allowance for credit losses is based on historical data, subjective judgment and estimates and, therefore, is not necessarily indicative of the specific amounts or loan categories in which charge-offs may ultimately occur. In 2014, United incorporated a loss emergence period into its allowance for loan losses analysis. The increase in precision resulting from the loss emergence period resulted in full allocation of the previously unallocated portion of the allowance.

The following table summarizes the allocation of the allowance for credit losses for each of the past five years.

Table 11 - Allocation of Allowance for Credit Losses
As of December 31,
(in thousands)

	2017		2016		2015		2014		2013	
	Amount	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***	**Amount**	**%***
Commercial (secured by real estate)	$24,157	46	$25,289	42	$29,564	43	$32,691	43	$29,430	47
Commercial & industrial	3,971	15	3,810	16	4,433	13	3,252	15	6,504	11
Commercial construction	10,523	9	13,405	9	9,553	9	10,901	8	10,702	8
Total commercial	38,651	70	42,504	67	43,550	65	46,844	66	46,636	66
Residential mortgage	15,274	22	13,144	22	18,675	23	18,609	23	16,185	24
Residential construction	2,729	2	3,264	3	4,002	3	4,374	3	5,219	3
Consumer direct	2,260	6	2,510	8	2,221	9	1,792	8	2,479	7
Unallocated	-		-		-		-		6,243	
Total allowance for loan losses	58,914	100	61,422	100	68,448	100	71,619	100	76,762	100
Allowance for unfunded commitments	2,312		2,002		2,542		1,930		2,165	
Total allowance for credit losses	$61,226		$63,424		$70,990		$73,549		$78,927	

* Loan balance in each category, expressed as a percentage of total loans.

The following table presents a summary of changes in the allowance for credit losses for each of the past five years.

Table 12 - Allowance for Credit Losses
Years Ended December 31,
(in thousands)

	2017	2016	2015	2014	2013
Balance beginning of period	$ 61,422	$ 68,448	$ 71,619	$ 76,762	$ 107,137
Charge-offs:					
Owner occupied commercial real estate	406	2,029	2,901	4,567	26,352
Income producing commercial real estate	2,985	1,433	1,280	2,671	13,912
Commercial & industrial	1,528	1,830	1,358	2,145	18,914
Commercial construction	1,023	837	1,947	1,574	8,042
Residential mortgage	1,473	1,151	1,615	5,011	5,063
Home equity lines of credit	1,435	1,690	1,094	2,314	3,395
Residential construction	129	533	851	1,837	21,515
Consumer direct	1,803	1,459	1,597	2,008	2,184
Indirect auto	1,420	1,399	772	540	277
Total loans charged-off	12,202	12,361	13,415	22,667	99,654
Recoveries:					
Owner occupied commercial real estate	980	706	755	3,343	1,603
Income producing commercial real estate	178	580	866	1,009	873
Commercial & industrial	1,768	1,689	2,174	1,665	1,619
Commercial construction	1,018	821	736	503	393
Residential mortgage	314	301	1,080	572	293
Home equity lines of credit	567	386	242	287	62
Residential construction	178	79	173	135	51
Consumer direct	917	800	1,044	1,221	1,010
Indirect auto	284	233	86	54	40
Total recoveries	6,204	5,595	7,156	8,789	5,944
Net charge-offs	5,998	6,766	6,259	13,878	93,710
Provision for loan losses	3,490	(260)	3,088	8,735	63,335
Allowance for loan losses at end of period	58,914	61,422	68,448	71,619	76,762
Allowance for unfunded commitments at beginning of period	2,002	2,542	1,930	2,165	-
Provision for unfunded commitments	310	(540)	612	(235)	2,165
Allowance for unfunded commitments at end of period	2,312	2,002	2,542	1,930	2,165
Allowance for credit losses	$ 61,226	$ 63,424	$ 70,990	$ 73,549	$ 78,927
Total loans [(1)]:					
At year-end	$7,735,572	$6,920,636	$5,995,441	$4,672,119	$4,329,266
Average	7,150,211	6,412,740	5,297,687	4,440,868	4,228,235
Allowance for loan losses as a percentage of year-end loans	0.76 %	0.89 %	1.14 %	1.53 %	1.77 %
As a percentage of average loans:					
Net charge-offs	.08	.11	.12	.31	2.22
Provision for loan losses	.05	-	.06	.20	1.50

[(1)] Excludes loans acquired through the 2009 FDIC assisted acquisition of Southern Community Bank that are covered by loss sharing agreements.

The allowance for credit losses, which includes a portion related to unfunded commitments, totaled $61.2 million at December 31, 2017 compared with $63.4 million at December 31, 2016. At December 31, 2017, the allowance for loan losses was $58.9 million, or .76% of total loans, compared with $61.4 million, or .89% of loans at December 31, 2016. The decrease in the allowance for credit losses is consistent with the overall improving trends in credit quality of the loan portfolio.

In accordance with the accounting guidance for business combinations, there was no allowance for loan losses brought forward on loans acquired from HCSB or FOFN, as credit deterioration was included in the determination of fair value at acquisition date. At December 31, 2017, for acquired loans that had no evidence of credit deterioration at the time of acquisition, the remaining unaccreted fair value discount was $14.7 million.

Management believes that the allowance for credit losses at December 31, 2017 reflects the probable incurred losses in the loan portfolio and unfunded loan commitments. This assessment involves uncertainty and judgment and is subject to change in future periods. The amount of any changes could be significant if management's assessment of loan quality or collateral values changes substantially with respect to one or more loan relationships or portfolios. In addition, bank regulatory authorities, as part of their periodic examination of the Bank, may require adjustments to the provision for credit losses in future periods if, in their opinion, the results of their review warrant such additions. See the "Critical Accounting Policies" section for additional information on the allowance for credit losses.

Nonperforming Assets

Nonperforming loans totaled $23.7 million at December 31, 2017, compared with $21.5 million at December 31, 2016. At December 31, 2017 and 2016, the ratio of nonperforming loans to total loans was .31%. Nonperforming assets, which include nonperforming loans and foreclosed properties, totaled $26.9 million at December 31, 2017, compared with $29.5 million at December 31, 2016.

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

Purchased Credit Impaired ("PCI") loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. However, these loans are considered as performing, even though they may be contractually past due, as any non-payment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and is included in the resulting recognition of current period loan loss provision or future period yield adjustments. PCI loans were not classified as nonaccrual at December 31, 2017 or 2016 as the carrying value of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest revenue, through accretion of the difference between the carrying value of the loans and the expected cash flows, is being recognized on all PCI loans.

Generally, United does not commit to lend additional funds to customers whose loans are on nonaccrual status, although in certain isolated cases, United executes forbearance agreements whereby United will continue to fund construction loans to completion or other lines of credit as long as the borrower meets the conditions of the forbearance agreement. United may also fund other amounts necessary to protect collateral such as amounts to pay past due property taxes and insurance coverage. The table below summarizes nonperforming assets at year-end for the last five years. For years prior to 2015, assets covered by loss-sharing agreements with the FDIC have been excluded from the table below. These assets were excluded from the review of nonperforming assets, as the loss-sharing agreements with the FDIC and purchase price adjustments to reflect credit losses effectively eliminate the likelihood of recognizing losses on the covered assets. The loss-sharing agreements were terminated and settled in early 2015.

Table 13 - Nonperforming Assets
As of December 31,
(in thousands)

	2017	2016	2015	2014	2013
Nonaccrual loans (NPLs)	$ 23,658	$ 21,539	$ 22,653	$ 17,881	$ 26,819
Foreclosed properties	3,234	7,949	4,883	1,726	4,221
Total nonperforming assets (NPAs)	$ 26,892	$ 29,488	$ 27,536	$ 19,607	$ 31,040
NPLs as a percentage of total loans	.31 %	.31 %	.38 %	.38 %	.62 %
NPAs as a percentage of loans and foreclosed properties	.35	.43	.46	.42	.72
NPAs as a percentage of total assets	.23	.28	.29	.26	.42

The following table summarizes nonperforming assets by category and market.

Table 14 - Nonperforming Assets by Category
(in thousands)

	December 31, 2017			December 31, 2016		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
BY CATEGORY						
Owner occupied commercial real estate	$ 4,923	$ 1,955	$ 6,878	$ 7,373	$ 3,145	$ 10,518
Income producing commercial real estate	3,208	244	3,452	1,324	36	1,360
Commercial & industrial	2,097	-	2,097	966	-	966
Commercial construction	758	884	1,642	1,538	2,977	4,515
Total commercial	10,986	3,083	14,069	11,201	6,158	17,359
Residential mortgage	8,776	136	8,912	6,368	1,260	7,628
Home equity lines of credit	2,024	15	2,039	1,831	531	2,362
Residential construction	192	-	192	776	-	776
Consumer direct	43	-	43	88	-	88
Indirect auto	1,637	-	1,637	1,275	-	1,275
Total NPAs	$ 23,658	$ 3,234	$ 26,892	$ 21,539	$ 7,949	$ 29,488
BY MARKET						
North Georgia	$ 7,310	$ 94	$ 7,404	$ 5,278	$ 856	$ 6,134
Atlanta MSA	1,395	279	1,674	1,259	716	1,975
North Carolina	4,543	1,213	5,756	4,750	632	5,382
Coastal Georgia	2,044	20	2,064	1,778	-	1,778
Gainesville MSA	739	-	739	279	-	279
East Tennessee	1,462	-	1,462	2,354	675	3,029
South Carolina	3,433	1,059	4,492	2,494	5,070	7,564
Commercial Banking Solutions	1,095	569	1,664	2,072	-	2,072
Indirect auto	1,637	-	1,637	1,275	-	1,275
Total NPAs	23,658	3,234	26,892	21,539	7,949	29,488

The following table summarizes activity in nonperforming assets by year.

Table 15 - Activity in Nonperforming Assets
(in thousands)

	2017			2016			2015		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
Beginning Balance	$ 21,539	$ 7,949	$ 29,488	$ 22,653	$ 4,883	$ 27,536	$ 17,881	$ 1,726	$ 19,607
Acquisitions	20	1,464	1,484	-	6,998	6,998	-	4,225	4,225
Loans placed on non-accrual	28,621	-	28,621	24,583	-	24,583	32,187	-	32,187
Payments received	(16,688)	-	(16,688)	(13,783)	-	(13,783)	(14,478)	-	(14,478)
Loan charge-offs	(6,762)	-	(6,762)	(6,011)	-	(6,011)	(8,036)	-	(8,036)
Foreclosures	(3,072)	4,146	1,074	(5,903)	8,177	2,274	(4,901)	4,925	24
Capitalized costs	-	-	-	-	127	127	-	256	256
Note / property sales	-	(9,534)	(9,534)	-	(12,238)	(12,238)	-	(6,887)	(6,887)
Write downs	-	(1,127)	(1,127)	-	(387)	(387)	-	(243)	(243)
Net gains on sales	-	336	336	-	389	389	-	881	881
Ending Balance	$ 23,658	$ 3,234	$ 26,892	$ 21,539	$ 7,949	$ 29,488	$ 22,653	$ 4,883	$ 27,536

Foreclosed property is initially recorded at fair value, less estimated costs to sell. If the fair value, less estimated costs to sell at the time of foreclosure, is less than the loan balance, the deficiency is charged against the allowance for loan losses. If the lesser of fair value, less estimated costs to sell or the listed selling price, less the costs to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to foreclosed property expense. When the foreclosed property is sold, a gain or loss is recognized on the sale for the difference between the sales proceeds and the carrying amount of the property. Financed sales of foreclosed property are accounted for in accordance with ASC 360-20, *Real Estate Sales.*

In 2017, 2016 and 2015, United transferred $4.15 million, $8.18 million and $4.93 million, respectively, of loans into foreclosed property. During 2017, 2016 and 2015, proceeds from sales of foreclosed properties were $9.53 million, $12.2 million and $6.89 million, respectively.

At December 31, 2017 and 2016 United had $58.1 million and $73.2 million, respectively, in loans with terms that have been modified in a TDR. Included therein were $5.50 million and $5.35 million, respectively, 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 $52.6 million and $67.8 million, respectively, were performing according to their modified terms and are therefore not considered to be nonperforming assets.

At December 31, 2017 and 2016, there were $62.3 million and $85.7 million, respectively, of loans classified as impaired under the definition outlined in the Accounting Standards Codification including TDRs which are by definition considered impaired. Included in impaired loans at December 31, 2017 and 2016 were $9.37 million and $28.3 million, respectively, that did not require specific reserves or had previously been charged down to net realizable value. The balance of impaired loans at December 31, 2017 of $52.9 million had specific reserves that totaled $3.26 million and the balance of impaired loans at December 31, 2016 of $57.4 million had specific reserves that totaled $3.45 million. The average recorded investment in impaired loans for 2017, 2016 and 2015 was $78.4 million, $90.4 million and $107 million, respectively. During 2017, 2016 and 2015, United recognized $3.63 million, $4.27 million and $4.96 million, respectively, in interest revenue on impaired loans. United's policy is to discontinue the recognition of interest revenue for loans classified as impaired under ASC 310-10-35, *Receivables,* when a loan meets the criteria for nonaccrual status. Impaired loans decreased 27% from 2016 to 2017.

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 in other categories of the balance sheet, while providing a vehicle for the investment of available funds, furnishing liquidity, and supplying securities to pledge as required collateral for certain deposits and borrowings, including repurchase agreements. Total investment securities at December 31, 2017 increased $175 million from a year ago.

At December 31, 2017 and 2016, United had securities held-to-maturity with a carrying value of $321 million and $330 million, respectively, and securities available-for-sale totaling $2.62 billion and $2.43 billion, respectively. At December 31, 2017 and 2016, the securities portfolio represented approximately 25% and 26%, respectively, of total assets. At December 31, 2017, the effective duration of the investment portfolio was 3.41 years, compared with 3.01 years at December 31, 2016.

The following table shows the carrying value of United's investment securities.

Table 16 - Carrying Value of Investment Securities
As of December 31,
(in thousands)

	December 31, 2017		
	Available-for-Sale	**Held-to-Maturity**	**Total Securities**
U.S. Treasuries	$ 121,113	$ -	$ 121,113
U.S. Government agencies	26,372	-	26,372
State and political subdivisions	197,286	71,959	269,245
Mortgage-backed securities	1,727,211	249,135	1,976,346
Corporate bonds	306,353	-	306,353
Asset-backed securities	237,458	-	237,458
Other	57	-	57
Total securities	$ 2,615,850	$ 321,094	$ 2,936,944

	December 31, 2016		
	Available-for-Sale	**Held-to-Maturity**	**Total Securities**
U.S. Treasuries	$ 169,616	$ -	$ 169,616
U.S. Government agencies	20,820	-	20,820
State and political subdivisions	74,177	57,134	131,311
Mortgage-backed securities	1,391,682	272,709	1,664,391
Corporate bonds	305,392	-	305,392
Asset-backed securities	469,569	-	469,569
Other	1,182	-	1,182
Total securities	$ 2,432,438	$ 329,843	$ 2,762,281

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

Management evaluates its securities portfolio each quarter to determine if any security is other than temporarily impaired. In making this evaluation, management considers its ability and intent to hold securities to recover current market losses. Losses on fixed income securities at December 31, 2017 primarily reflect the effect of changes in interest rates. United did not recognize any other than temporary impairment losses on its investment securities in 2017, 2016 or 2015.

At December 31, 2017, United had 67% of its total investment securities portfolio in mortgage backed securities, compared with 60% at December 31, 2016. United has continued to purchase mortgage-backed securities in order to obtain a favorable yield with low risk. United did not have debt obligations of any issuer in excess of 10% of equity at year-end 2017 or 2016, excluding U.S. Government sponsored entities. Approximately 2% of the securities portfolio is rated below "A" by at least one rating agency or unrated and 10% of securities, excluding government or agency securities, are rated "Aaa". See Note 6 to the consolidated financial statements for further discussion of investment portfolio and related fair value and maturity information.

Goodwill and Other Intangible Assets

Core deposit intangibles, representing the value of the acquired deposit base, and noncompete agreements are amortizing intangible assets that are required to be tested for impairment only when events or circumstances indicate that impairment may exist. There were no events or circumstances that lead management to believe that any impairment exists in 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. Management evaluates its goodwill annually, or more frequently if necessary, to determine if any impairment exists.

Deposits

Management has focused on growing customer transaction deposit accounts relative to more costly time deposit balances. United's high level of service, as evidenced by its strong customer satisfaction scores, has been instrumental in attracting and retaining deposits.

Total customer deposits, excluding brokered deposits, as of December 31, 2017 were $9.4 billion, an increase of $1.1 billion from December 31, 2016. Total core deposits (demand, NOW, money market and savings deposits, excluding public funds deposits) of $9.2 billion increased $1.5 billion, or 19%, due to the FOFN and HCSB acquisitions and the success of core deposit incentive programs.

Total time deposits, excluding brokered deposits, as of December 31, 2017 were $1.55 billion, up $261 million from December 31, 2016, primarily due to the FOFN and HCSB acquisitions.

Brokered deposits totaled $371 million as of December 31, 2017, an increase of $43.5 million from December 31, 2016, and included NOW accounts, money market deposits and certificates of deposit. Brokered certificates of deposit accounted for $133 million and $89.9 million of the balance at December 31, 2017 and 2016, respectively. The increase in brokered certificates of deposit reflects a strategy to diversify wholesale funding sources.

The following table sets forth the scheduled maturities of time deposits of $250,000 and greater and brokered time deposits.

Table 17 - Maturities of Time Deposits of $250,000 and Greater and Brokered Time Deposits
As of December 31,
(in thousands)

$250,000 and greater:	2017	2016
Three months or less	$ 37,982	$ 42,549
Three to six months	27,099	31,475
Six to twelve months	59,736	36,634
Over one year	79,937	33,628
Total	$ 204,754	$ 144,286
Brokered time deposits:		
Three months or less	$ 30,932	$ -
Three to six months	1,639	-
Six to twelve months	2,155	-
Over one year	98,022	89,864
Total	$ 132,748	$ 89,864

Borrowing Activities

The Bank is a shareholder in the Federal Home Loan Bank of Atlanta ("FHLB"). Through this affiliation, FHLB secured advances totaled $505 million and $709 million at December 31, 2017 and 2016, respectively. United anticipates continued use of this short and long-term source of funds. FHLB advances outstanding at December 31, 2017 had maturity dates ranging from 2018-2020 and a weighted average interest rate of 1.59%. Additional information regarding FHLB advances is provided in Note 13 to the consolidated financial statements.

At December 31, 2017 and 2016, United had $50.0 million and $5.0 million, respectively, in federal funds purchased outstanding.

Liquidity Management

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

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

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

In addition, because United's holding company is a separate entity and apart from the Bank, it must provide for its own liquidity. United's holding company is responsible for the payment of dividends declared for its common and preferred shareholders, and interest and principal on any outstanding debt or trust preferred securities. United's holding company currently has internal capital resources to meet these obligations. While United's holding company has access to the capital markets, the ultimate source of holding company liquidity is subsidiary service fees and dividends from the Bank, which are limited by applicable law and regulations. In 2017 and 2016, the Bank paid dividends of $103 million and $41.5 million, respectively, to the holding company. Holding company liquidity is managed to 18-months of positive cash flow after considering all of its liquidity needs over this period.

The table below presents a summary of short-term borrowings over the last three years.

Table 18 - Short-Term Borrowings
As of December 31,
(in thousands)

December 31, 2017	Period-end balance	Period end weighted-average interest rate	Maximum outstanding at any month-end	Average amounts outstanding during the year	Weighted-average rate for the year
Federal funds purchased	$ 50,000	1.56 %	$ 84,575	$ 26,853	1.19 %
Repurchase agreements	-	-	1,027	3	.12
	$ 50,000			$ 26,856	
December 31, 2016					
Federal funds purchased	$ 5,000	.81 %	$ 50,000	$ 27,572	.66 %
Repurchase agreements	-	-	19,234	7,334	.15
	$ 5,000			$ 34,906	
December 31, 2015					
Federal funds purchased	$ -	- %	$ 10,000	$ 41,319	.34 %
Repurchase agreements	16,640	.01	35,000	7,982	.21
	$ 16,640			$ 49,301	

At December 31, 2017, United had sufficient qualifying collateral to increase FHLB advances by $856 million and Federal Reserve discount window capacity of $1.23 billion. Management also has the ability to raise substantial funds through brokered deposits. In addition to these wholesale sources, United has the ability to attract retail deposits at any time by competing more aggressively on pricing.

As disclosed in the consolidated statements of cash flows, net cash provided by operating activities was $208 million for the year ended December 31, 2017. Net income of $67.8 million for the year included the deferred income tax expense of $99.6 million and non-cash depreciation, amortization and accretion of $27.5 million. Accrued expenses and other liabilities increased $24.3 million and loans held for sale decreased by $5.24 million. These sources of cash were partially offset by an increase in other assets and accrued interest receivable of $18.3 million. Net cash used in investing activities of $45.5 million consisted primarily of $937 million of purchases of securities available for sale, and a net increase in loans of $109 million, offset by proceeds from sales of securities available for sale of $341 million, maturities and calls of investment securities available for sale of $606 million, maturities and calls of securities held to maturity of $56.9 million and net cash received from acquisitions of $53.7 million. The $65.5 million of net cash used in financing activities consisted primarily of a $294 million net reduction in FHLB advances, $75.0 million repayment of long-term debt and $26.2 million in common stock dividends. This decrease was partially offset by a net increase in deposits of $287 million and a net increase in short-term borrowings of $43.9 million.. In the opinion of management, United's liquidity position at December 31, 2017 was sufficient to meet its expected cash flow requirements.

The following table shows United's contractual obligations and other commitments.

Table 19 - Contractual Obligations and Other Commitments
As of December 31, 2017
(in thousands)

			Maturity By Years			
	Total	Unamortized Premium (Discount)	1 or Less	1 to 3	3 to 5	Over 5
Contractual Cash Obligations						
FHLB advances	$ 504,651	$ 651	$ 269,000	$ 235,000	$ -	$ -
Long-term debt	120,545	(8,381)	-	-	50,000	78,926
Operating leases	27,101	-	4,161	7,806	7,096	8,038
Total contractual cash obligations	$ 652,297	$ (7,730)	$ 273,161	$ 242,806	$ 57,096	$ 86,964
Other Commitments						
Commitments to extend credit	$ 1,910,777	$ -	$ 510,988	$ 384,150	$ 340,892	$ 674,747
Commercial letters of credit	28,075	-	23,269	4,643	163	-
Uncertain tax positions	3,163	-	369	2,003	441	350
Total other commitments	$ 1,942,015	$ -	$ 534,626	$ 390,796	$ 341,496	$ 675,097

The following table presents the contractual maturity of investment securities by maturity date and average yields based on amortized cost (for all obligations on a fully taxable basis). The composition and maturity / repricing distribution of the securities portfolio is subject to change depending on rate sensitivity, capital and liquidity needs.

Table 20 - Maturity of Available-for-Sale and Held-to-Maturity Investment Securities
As of December 31, 2017
(in thousands)

	Maturity By Years				
	1 or Less	1 to 5	5 to 10	Over 10	Total
Available-for-Sale					
U.S. Treasuries	$ -	$ 73,798	$ 47,315	$ -	$ 121,113
U.S. Government agencies	5,514	18,210	920	1,728	26,372
State and political subdivisions	3,485	54,753	139,048	-	197,286
Corporate bonds	-	258,819	46,634	900	306,353
Asset-backed securities	3,238	125,621	105,919	2,680	237,458
Other securities (1)	18,757	1,112,182	544,145	52,184	1,727,268
Total securities available-for-sale	$ 30,994	$ 1,643,383	$ 883,981	$ 57,492	$ 2,615,850
Weighted average yield (2)	2.62%	2.60%	2.62%	3.02%	2.61%
Held-to-Maturity					
State and political subdivisions	$ 5,691	$ 20,431	$ 7,603	$ 38,234	$ 71,959
Other securities (1)	1,127	192,327	27,075	28,606	249,135
Total securities held-to-maturity	$ 6,818	$ 212,758	$ 34,678	$ 66,840	$ 321,094
Weighted average yield (2)	3.70%	2.87%	3.12%	3.16%	2.97%
Combined Portfolio					
U.S. Treasuries	$ -	$ 73,798	$ 47,315	$ -	$ 121,113
U.S. Government agencies	5,514	18,210	920	1,728	26,372
State and political subdivisions	9,176	75,184	146,651	38,234	269,245
Corporate bonds	-	258,819	46,634	900	306,353
Asset-backed securities	3,238	125,621	105,919	2,680	237,458
Other securities (1)	19,884	1,304,509	571,220	80,790	1,976,403
Total securities	$ 37,812	$ 1,856,141	$ 918,659	$ 124,332	$ 2,936,944
Weighted average yield (2)	2.81%	2.63%	2.64%	3.09%	2.65%

(1) Includes mortgage-backed securities

(2) Based on amortized cost, taxable equivalent basis

Off-Balance Sheet Arrangements

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

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

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

All of these instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The total amount of these instruments does not necessarily represent future cash requirements because a significant portion of these instruments expire without being used. United is not involved in off-balance sheet contractual relationships, other than those disclosed in this report, that could result in liquidity needs or other commitments, or that could significantly affect earnings. See Note 21 to the consolidated financial statements for additional information on off-balance sheet arrangements.

At December 31, 2017 and 2016, United had $100 million and $150 million, respectively, in offsetting repurchase agreements / reverse repurchase agreements that were netted in the consolidated balance sheets. United enters into these collateral swap arrangements from time to time as a source of additional revenue.

Capital Resources and Dividends

Shareholders' equity at December 31, 2017 was $1.30 billion, an increase of $228 million from December 31, 2016 primarily due to year-to-date earnings and stock issued for acquisitions partially offset by dividends declared. Accumulated other comprehensive loss, which includes unrealized gains and losses on securities available-for-sale, the unrealized gains and losses on derivatives qualifying as cash flow hedges, and unamortized prior service cost and actuarial gains and losses on defined benefit retirement plans, is excluded in the calculation of regulatory capital ratios.

Effective January 1, 2015, the Board of Governors of the Federal Reserve System and the FDIC implemented the Basel III Capital Rules establishing a new comprehensive capital framework applicable to all depository institutions, bank holding companies with total consolidated assets of $500 million of more and all savings and loan holding companies except for those that are substantially engaged in insurance underwriting or commercial activities. Under the Basel III Capital Rules, minimum requirements increased for both the quantity and quality of capital held by United. The Basel III Capital Rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5% and, for prompt corrective action purposes, a "well capitalized" ratio of 6.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6%, require a minimum ratio of Total Capital to risk-weighted assets of 8%, and require a minimum Tier 1 leverage ratio of 4%. A new capital conservation buffer, comprised of common equity Tier 1 capital, was also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. Strict eligibility criteria for regulatory capital instruments were also implemented under the Basel III Capital Rules. The Basel III Capital Rules also revise the definition and calculation of Tier 1 capital, Total Capital, and risk-weighted assets.

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.

Tier 1 capital consists of shareholders' equity, excluding accumulated other comprehensive income, intangible assets (goodwill and deposit-based intangibles), and disallowed deferred tax assets, plus qualifying capital securities. Tier 2 capital components include supplemental capital such as the qualifying portion of the allowance for loan losses and qualifying subordinated debt. Tier 1 capital plus Tier 2 capital is referred to as Total risk-based capital.

United has outstanding junior subordinated debentures related to trust preferred securities totaling $32.4 million at December 31, 2017. The related trust preferred securities of $31.5 million (excluding common securities) qualify as Tier 1 capital under risk-based capital guidelines provided that total trust preferred securities do not exceed certain quantitative limits. At December 31, 2017, all of United's trust preferred securities qualified as Tier 1 capital. Further information on trust preferred securities is provided in Note 14 to the consolidated financial statements.

The following table shows capital ratios, as calculated under regulatory guidelines in effect at the time, as of the dates indicated:

Table 21 - Capital Ratios
As of December 31,
(dollars in thousands)

	Basel III Guidelines		United Community Banks, Inc. (consolidated)		United Community Bank	
	Minimum	Well Capitalized	2017	2016	2017	2016
Risk-based ratios:						
Common equity tier 1 capital	4.5 %	6.5 %	11.98 %	11.23 %	12.93 %	12.66 %
Tier 1 capital	6.0	8.0	12.24	11.23	12.93	12.66
Total capital	8.0	10.0	13.06	12.04	13.63	13.48
Tier 1 leverage ratio	4.0	5.0	9.44	8.54	9.98	9.63
Common equity tier 1 capital			$ 1,053,983	$ 874,452	$ 1,135,728	$ 984,529
Tier 1 capital			1,076,465	874,452	1,135,728	984,529
Total capital			1,149,191	937,876	1,196,954	1,047,953
Risk-weighted assets			8,797,387	7,789,089	8,781,177	7,775,352
Average total assets			11,403,248	10,236,868	11,385,716	10,221,318

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 nominal 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 monitor and manage its interest rate sensitivity position. In addition, periodic reviews of banking services and products are conducted to adjust pricing in view of current and expected costs.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rate Sensitivity Management

The absolute level and volatility of interest rates can have a significant effect on profitability. The objective of interest rate risk management is to identify and manage the sensitivity of net interest revenue to changing interest rates, consistent with 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.

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

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

United's policy is based on the 12-month impact on net interest revenue of interest rate shocks and ramps that increase from 100 to 400 basis points or decrease 100 basis points from the base scenario. In the shock scenarios, rates immediately change the full amount at the scenario onset. In the ramp scenarios, rates change by 25 basis points per month. United's policy limits the projected change in net interest revenue over the first 12 months to a 5% decrease for each 100 basis point change in the increasing and decreasing rate ramp and shock scenarios. Historically low rates on December 31, 2016 made use of the down scenarios irrelevant. The following table presents United's interest sensitivity position at the dates indicated.

Table 22 - Interest Sensitivity

	Increase (Decrease) in Net Interest Revenue from Base Scenario at December 31,			
	2017		2016	
Change in Rates	Shock	Ramp	Shock	Ramp
100 basis point increase	0.11 %	(0.33) %	(0.39) %	(0.81) %
100 basis point decrease	(7.37)	(6.24)	n/a	n/a

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. 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 on a net basis within an acceptable timeframe, thereby minimizing the potentially adverse effect of interest rate changes on net interest revenue.

United has some discretion in the extent and timing of deposit 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. This is commonly referred to as basis risk.

In order to manage its interest rate sensitivity, management uses 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, (or fixed rate, as the case may be) and receives a fixed rate (or variable rate, as the case may be).

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

In addition to derivative instruments, United uses a variety of balance sheet instruments to manage interest rate risk such as investment securities, wholesale funding and bank-issued deposits.

From time to time, United will terminate hedging positions when conditions change and the position is no longer necessary to manage overall sensitivity to changes in interest rates. In those situations where the terminated contract was in an effective hedging relationship at the time of termination and the hedging relationship is expected to remain effective throughout the original term of the contract, the resulting gain or loss is amortized over the remaining life of the original contract. For swap contracts, the gain or loss is amortized over the remaining original contract term using the straight line method of amortization. At December 31, 2017, United had $836,000 in losses from terminated derivative positions included in other comprehensive income that will be amortized into earnings over their remaining original contract terms. United expects that $499,000 will be reclassified as an increase to interest expense over the next twelve months related to these terminated cash flow hedges.

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

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The consolidated financial statements of the registrant and report of independent registered public accounting firm are included herein on the pages that follow.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of United Community Banks, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and affected by the company's board of directors, management and other personnel, 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of the internal control over financial reporting as of December 31, 2017. In making this assessment, we used the criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on our assessment, management concluded that as of December 31, 2017, United Community Banks, Inc.'s internal control over financial reporting is effective based on those criteria.

Our independent registered public accountants have audited the effectiveness of the company's internal control over financial reporting as stated in their report, which is included in Item 8 of this Annual Report on Form 10-K.

Jimmy C. Tallent
Chairman and Chief Executive Officer

Jefferson L. Harralson
Executive Vice President and
Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
of United Community Banks, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of United Community Banks, Inc. and its subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income, of comprehensive income (loss), of changes in shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2017, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

Atlanta, Georgia
February 27, 2018

We have served as the Company's auditor since 2013.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Consolidated Statements of Income
For the Years Ended December 31, 2017, 2016 and 2015
(in thousands, except per share data)

	2017	2016	2015
Interest revenue:			
Loans, including fees	$ 315,050	$ 268,382	$ 223,256
Investment securities:			
Taxable	70,172	63,413	51,143
Tax exempt	2,216	614	705
Deposits in banks and short-term investments	2,282	2,611	3,428
Total interest revenue	389,720	335,020	278,532
Interest expense:			
Deposits:			
NOW	3,365	1,903	1,505
Money market	7,033	4,982	3,466
Savings	135	135	98
Time	6,529	3,136	3,756
Total deposit interest expense	17,062	10,156	8,825
Short-term borrowings	352	399	364
Federal Home Loan Bank advances	6,095	3,676	1,743
Long-term debt	10,226	11,005	10,177
Total interest expense	33,735	25,236	21,109
Net interest revenue	355,985	309,784	257,423
(Release of) provision for credit losses	3,800	(800)	3,700
Net interest revenue after provision for credit losses	352,185	310,584	253,723
Fee revenue:			
Service charges and fees	38,295	42,113	36,825
Mortgage loan and other related fees	18,320	20,292	13,592
Brokerage fees	4,633	4,280	5,041
Gains from sales of SBA/USDA loans	10,493	9,545	6,276
Securities gains, net	42	982	2,255
Losses on prepayment of borrowings	-	-	(1,294)
Other	16,477	16,485	9,834
Total fee revenue	88,260	93,697	72,529
Total revenue	440,445	404,281	326,252
Operating expenses:			
Salaries and employee benefits	153,098	138,789	116,688
Occupancy	20,344	19,603	15,372
Communications and equipment	19,660	18,355	15,273
FDIC assessments and other regulatory charges	6,534	5,866	5,106
Professional fees	12,074	11,822	10,175
Postage, printing and supplies	5,952	5,382	4,273
Advertising and public relations	4,242	4,426	3,667
Amortization of intangibles	4,845	4,182	2,444
Foreclosed property	1,254	1,051	32
Merger-related and other charges	13,901	8,122	17,995
Other	25,707	23,691	20,213
Total operating expenses	267,611	241,289	211,238
Income before income taxes	172,834	162,992	115,014
Income tax expense	105,013	62,336	43,436
Net income	$ 67,821	$ 100,656	$ 71,578
Net income available to common shareholders	$ 67,250	$ 100,635	$ 71,511
Income per common share:			
Basic	$ .92	$ 1.40	$ 1.09
Diluted	.92	1.40	1.09
Weighted average common shares outstanding:			
Basic	73,247	71,910	65,488
Diluted	73,259	71,915	65,492

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)
For the Years Ended December 31, 2017, 2016 and 2015
(in thousands, except per share data)

	2017			2016			2015		
	Before-tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before-tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before-tax Amount	Tax (Expense) Benefit	Net of Tax Amount
Net income	$172,834	$(105,013)	$ 67,821	$162,992	$ (62,336)	$100,656	$115,014	$ (43,436)	$ 71,578
Other comprehensive income (loss):									
Unrealized gains (losses) on available-for-sale securities:									
Unrealized holding gains (losses) arising during period	8	75	83	(3,609)	1,274	(2,335)	(10,779)	4,004	(6,775)
Reclassification adjustment for gains included in net income	(42)	14	(28)	(982)	371	(611)	(2,255)	862	(1,393)
Net unrealized gains (losses)	(34)	89	55	(4,591)	1,645	(2,946)	(13,034)	4,866	(8,168)
Amortization of losses included in net income on available-for-sale securities transferred to held to maturity	1,069	(401)	668	1,759	(662)	1,097	1,702	(638)	1,064
Amortization of losses included in net income on terminated derivative financial instruments that were previously accounted for as cash flow hedges	891	(346)	545	1,891	(736)	1,155	1,936	(753)	1,183
Reclassification of disproportionate tax effect related to terminated and current cash flow hedges	-	3,289	3,289	-	-	-	(471)	183	(288)
Net cash flow hedge activity	891	2,943	3,834	1,891	(736)	1,155	1,465	(570)	895
Amendments to defined benefit pension plans	(700)	180	(520)	(454)	177	(277)	(1,353)	526	(827)
Net actuarial loss on defined benefit pension plans	(1,819)	563	(1,256)	(952)	370	(582)	(125)	49	(76)
Amortization of prior service cost and actuarial losses included in net periodic pension cost for defined benefit pension plans	798	(310)	488	855	(333)	522	736	(286)	450
Net defined benefit pension plan activity	(1,721)	433	(1,288)	(551)	214	(337)	(742)	289	(453)
Total other comprehensive income (loss)	205	3,064	3,269	(1,492)	461	(1,031)	(10,609)	3,947	(6,662)
Comprehensive income	$173,039	$(101,949)	$ 71,090	$161,500	$ (61,875)	$ 99,625	$104,405	$ (39,489)	$ 64,916

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
As of December 31, 2017 and 2016
(in thousands, except share data)

Assets

	2017	2016
Cash and due from banks	$ 129,108	$ 99,489
Interest-bearing deposits in banks	185,167	117,859
Cash and cash equivalents	314,275	217,348
Securities available-for-sale	2,615,850	2,432,438
Securities held-to-maturity (fair value $321,276 and $333,170)	321,094	329,843
Loans held for sale (includes $26,252 and $27,891 at fair value)	32,734	29,878
Loans, net of unearned income	7,735,572	6,920,636
Less allowance for loan losses	(58,914)	(61,422)
Loans, net	7,676,658	6,859,214
Premises and equipment, net	208,852	189,938
Bank owned life insurance	188,970	143,543
Accrued interest receivable	32,459	28,018
Net deferred tax asset	88,049	154,336
Derivative financial instruments	22,721	23,688
Goodwill and other intangible assets	244,397	156,222
Other assets	169,401	144,189
Total assets	$ 11,915,460	$ 10,708,655

Liabilities and Shareholders' Equity

	2017	2016
Liabilities:		
Deposits:		
Demand	$ 3,087,797	$ 2,637,004
NOW	2,131,939	1,989,763
Money market	2,016,748	1,846,440
Savings	651,742	549,713
Time	1,548,460	1,287,142
Brokered	371,011	327,496
Total deposits	9,807,697	8,637,558
Short-term borrowings	50,000	5,000
Federal Home Loan Bank advances	504,651	709,209
Long-term debt	120,545	175,078
Derivative financial instruments	25,376	27,648
Accrued expenses and other liabilities	103,857	78,427
Total liabilities	10,612,126	9,632,920
Commitments and contingencies		
Shareholders' equity:		
Common stock, $1 par value; 150,000,000 shares authorized; 77,579,561 and 70,899,114 shares issued and outstanding	77,580	70,899
Common stock issuable; 607,869 and 519,874 shares	9,083	7,327
Capital surplus	1,451,814	1,275,849
Accumulated deficit	(209,902)	(251,857)
Accumulated other comprehensive loss	(25,241)	(26,483)
Total shareholders' equity	1,303,334	1,075,735
Total liabilities and shareholders' equity	$ 11,915,460	$ 10,708,655

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2017, 2016 and 2015

(in thousands except share data)

	Series H Preferred Stock	Common Stock	Non-Voting Common Stock	Common Stock Issuable	Capital Surplus	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive (Loss) Income	Total
Balance, December 31, 2014	-	50,178	10,081	5,168	1,080,508	(387,568)	(18,790)	739,577
Net income						71,578		71,578
Other comprehensive income							(6,662)	(6,662)
Common stock issued to Dividend Reinvestment Plan and employee benefit plans (17,129 common shares)		17			286			303
Conversion of non-voting common stock to voting common stock (4,795,271 shares)		4,795	(4,795)					-
Common and preferred stock issued for acquisitions (11,058,515 common shares and 9,992 preferred shares)	9,992	11,059			203,092			224,143
Amortization of stock options and restricted stock					4,403			4,403
Vesting of restricted stock awards, net of shares surrendered to cover payroll taxes (120,692 common shares issued, 110,935 common shares deferred)		121		1,509	(3,113)			(1,483)
Deferred compensation plan, net, including dividend equivalents				372	-			372
Shares issued from deferred compensation plan (28,265 shares)		28		(270)	242			-
Common stock dividends ($.22 per share)						(14,822)		(14,822)
Tax on option exercise and restricted stock vesting					943			943
Preferred stock dividends, Series H						(67)		(67)
Balance, December 31, 2015	9,992	66,198	5,286	6,779	1,286,361	(330,879)	(25,452)	1,018,285
Net income						100,656		100,656
Other comprehensive income							(1,031)	(1,031)
Common stock issued to Dividend Reinvestment Plan and employee benefit plans (20,500 common shares)		20			346			366
Conversion of non-voting common stock to voting common stock (5,285,516 shares)		5,286	(5,286)					-
Redemption of Series H preferred stock (9,992 shares)	(9,992)							(9,992)
Purchases of common stock (764,000 shares)		(764)			(12,895)			(13,659)
Amortization of stock options and restricted stock					4,496			4,496
Vesting of restricted stock awards, net of shares surrendered to cover payroll taxes (96,722 common shares issued, 106,771 common shares deferred)		97		1,597	(2,883)			(1,189)
Deferred compensation plan, net, including dividend equivalents				385				385
Shares issued from deferred compensation plan (61,899 shares)		62		(1,434)	1,372			-
Common stock dividends ($.30 per share)						(21,613)		(21,613)
Tax on option exercise and restricted stock vesting					(948)			(948)
Preferred stock dividends, Series H						(21)		(21)
Balance, December 31, 2016	-	70,899	-	7,327	1,275,849	(251,857)	(26,483)	1,075,735
Net income						67,821		67,821
Other comprehensive income							3,269	3,269
Common stock issued to Dividend Reinvestment Plan and employee benefit plans (17,826 common shares)		18			432			450
Common stock issued for acquisitions (6,515,505 common shares)		6,516			172,949			179,465
Amortization of stock options and restricted stock					5,827			5,827
Vesting of restricted stock awards, net of shares surrendered to cover payroll taxes (114,837 common shares issued, 111,090 common shares deferred)		115		1,763	(3,472)			(1,594)
Deferred compensation plan, net, including dividend equivalents				361				361
Shares issued from deferred compensation plan (32,279 shares)		32		(368)	229			(107)
Common stock dividends ($.38 per share)						(28,330)		(28,330)
Reclassification of disproportionate tax effects resulting from the Tax Cuts and Jobs Act of 2017 pursuant to ASU 2018-02						2,027	(2,027)	-
Cumulative effect of change in accounting principle						437		437
Balance, December 31, 2017	$ -	$ 77,580	$ -	$ 9,083	$ 1,451,814	$ (209,902)	$ (25,241)	$ 1,303,334

See accompanying notes to consolidated financial statements.

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2017, 2016 and 2015
(in thousands)

	2017	2016	2015
Operating activities:			
Net income	$ 67,821	$ 100,656	$ 71,578
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and accretion	27,494	29,974	22,652
(Release of) provision for credit losses	3,800	(800)	3,700
Stock based compensation	5,827	4,496	4,403
Deferred income tax expense	99,562	59,727	38,296
Securities gains, net	(42)	(982)	(2,255)
Losses on prepayment of borrowings	-	-	1,294
Gains from sales of government guaranteed loans	(10,493)	(9,545)	(6,276)
Net losses (gains) on sales and write downs of other assets	1,983	(397)	5,306
Net losses (gains) on sales and write downs of other real estate owned	791	(2)	(638)
Change in assets and liabilities:			
Increase in other assets and accrued interest receivable	(18,299)	(39,007)	(8,848)
Increase (decrease) in accrued expenses and other liabilities	24,280	1,299	(9,080)
Decrease (increase) in loans held for sale	5,238	(5,505)	(6,705)
Net cash provided by operating activities	207,962	139,914	113,427
Investing activities:			
Investment securities held-to-maturity:			
Proceeds from maturities and calls	56,917	68,232	70,962
Purchases	(36,638)	(24,021)	(20,000)
Investment securities available-for-sale:			
Proceeds from sales	340,540	199,864	353,860
Proceeds from maturities and calls	605,889	392,575	284,435
Purchases	(936,947)	(692,983)	(839,345)
Net increase in loans	(109,433)	(657,650)	(475,132)
Proceeds from sales of loans held for investment	-	-	190,111
Net cash received for acquisitions	53,678	1,912	35,497
Funds paid to FDIC under loss sharing agreements	-	-	(1,198)
Purchase of bank owned life insurance	(10,000)	(20,000)	-
Purchases of premises and equipment	(22,183)	(17,375)	(10,532)
Proceeds from sales of premises and equipment	3,137	5,077	5,546
Proceeds from sale of other real estate owned	9,534	12,043	5,352
Net cash used in investing activities	(45,506)	(732,326)	(400,444)
Financing activities:			
Net increase in deposits	287,073	365,531	195,881
Net increase (decrease) in short-term borrowings	43,859	(21,640)	(18,437)
Proceeds from Federal Home Loan Bank advances	4,000,000	9,780,000	2,075,000
Repayment of Federal Home Loan Bank advances	(4,294,000)	(9,514,125)	(1,937,070)
Repayment of long-term debt	(75,000)	-	(48,521)
Proceeds from issuance of long-term debt	-	-	83,924
Proceeds from issuance of common stock for dividend reinvestment and employee benefit plans	450	366	303
Cash paid for shares withheld to cover payroll taxes upon vesting of restricted stock	(1,701)	(1,189)	(1,483)
Repurchase of common stock	-	(13,659)	-
Retirement of preferred stock	-	(9,992)	-
Cash dividends on common stock	(26,210)	(15,849)	(14,822)
Cash dividends on preferred stock	-	(46)	(50)
Net cash (used in) provided by financing activities	(65,529)	569,397	334,725
Net change in cash and cash equivalents	96,927	(23,015)	47,708
Cash and cash equivalents at beginning of year	217,348	240,363	192,655
Cash and cash equivalents at end of year	$ 314,275	$ 217,348	$ 240,363
Supplemental disclosures of cash flow information:			
Cash paid during the period for:			
Interest	$ 34,657	$ 32,141	$ 21,604
Income taxes paid	6,514	3,948	4,203

See accompanying notes to consolidated financial statements.

(1) Summary of Significant Accounting Policies

The accounting principles followed by United Community Banks, Inc. ("United") and its subsidiaries and the methods of applying these principles conform with accounting principles generally accepted in the United States of America ("GAAP") and with general practices within the banking industry. The following is a description of the significant policies.

Organization and Basis of Presentation

United is a bank holding company subject to the regulation of the Board of Governors of the Federal Reserve System (the "Federal Reserve") whose principal business is conducted by its wholly-owned commercial bank subsidiary, United Community Bank (the "Bank"). United is subject to regulation under the Bank Holding Company Act of 1956. The consolidated financial statements include the accounts of United, the Bank and other wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Bank is a Georgia state chartered commercial bank that serves both rural and metropolitan markets in Georgia, North Carolina, South Carolina and Tennessee and provides a full range of banking services. The Bank is insured and subject to the regulation of the Federal Deposit Insurance Corporation ("FDIC") and is also subject to the regulation of the Georgia Department of Banking and Finance.

Use of Estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the dates of the balance sheet and revenue and expenses for the years then ended. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change are the determination of the allowance for loan losses, the valuation of acquired loans, the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans, the valuation of goodwill and separately identifiable intangible assets associated with mergers and acquisitions, and the valuation of deferred tax assets.

Operating Segments

Operating segments are components of a business about which separate financial information is available and evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assessing performance. Public companies are required to report certain financial information about operating segments in interim and annual financial statements. United's community banking operations are divided among geographic regions and local community banks within those regions. Those regions and banks have similar economic characteristics and are therefore considered to be one operating segment.

Additionally management assessed other operating units to determine if they should be classified and reported as segments. They include Mortgage, Advisory Services and Commercial Banking Solutions. Each was assessed for separate reporting on both a qualitative and a quantitative basis in accordance with Financial Accounting Standards Boards ("FASB") Accounting Standards Codification Topic 280 Segment Reporting ("ASC 280"). Qualitatively, these business units are currently operating in the same geographic footprint as the community banks and face many of the same customers as the community banks. While the chief operating decision maker does have some limited production information for these entities, that information is not complete since it does not include a full allocation of revenue, costs and capital from key corporate functions. The business units are currently viewed more as a product line extension of the community banks. However, management will continue to evaluate these business units for separate reporting as facts and circumstances change. On a quantitative basis, ASC 280 provides a threshold of 10% of Revenue, Net Income or Assets where a breach of any of these thresholds would trigger segment reporting. Under this requirement none of the entities reached the threshold.

Based on this analysis, United concluded that it has one operating and reportable segment.

Cash and Cash Equivalents

Cash equivalents include amounts due from banks, interest-bearing deposits in banks, federal funds sold, commercial paper, reverse repurchase agreements and short-term investments and are carried at cost. Federal funds are generally sold for one-day periods, interest-bearing deposits in banks are available on demand and commercial paper investments and reverse repurchase agreements mature within a period of less than 90 days. A portion of the cash on hand and on deposit with the Federal Reserve Bank of Atlanta was required to meet regulatory reserve requirements.

Investment Securities

United classifies its securities in one of three categories: trading, held-to-maturity or available-for-sale. United does not currently hold any trading securities that are bought and held principally for the purpose of selling them in the near term. Held-to-maturity securities are those securities for which United has the ability and intent to hold until maturity. All other securities are classified as available-for-sale.

(1) Summary of Significant Accounting Policies, continued

Investment Securities, continued

Held-to-maturity securities are recorded at cost, adjusted for the amortization or accretion of premiums or discounts. Available-for-sale securities are recorded at fair value. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are reported in other comprehensive income as a separate component of shareholders' equity until realized. Transfers of securities between categories are recorded at fair value at the date of transfer. Unrealized holding gains or losses associated with transfers of securities from available-for-sale to held-to-maturity are included in the balance of accumulated other comprehensive income in the consolidated balance sheets. These unrealized holding gains or losses are amortized into income over the remaining life of the security as an adjustment to the yield in a manner consistent with the amortization or accretion of the original purchase premium or discount on the associated security.

Management evaluates investment securities for other than temporary impairment on a quarterly basis. A decline in the fair value of available-for-sale and held-to-maturity securities below cost that is deemed other than temporary is charged to earnings for a decline in value deemed to be credit related. The decline in value attributed to non credit related factors is recognized in other comprehensive income and a new cost basis for the security is established. Premiums and discounts are amortized or accreted over the life of the related security as an adjustment to the yield. Realized gains and losses for securities classified as available-for-sale and held-to-maturity are included in net income and derived using the specific identification method for determining the cost of the securities sold.

In addition to our investments in debt and marketable equity securities, we hold equity investments in other entities that are included in other assets in the consolidated balance sheets. These investments include Federal Home Loan Bank ("FHLB") stock held to meet FHLB requirements related to outstanding advances, and Community Reinvestment Act ("CRA") equity investments, including those where the returns are primarily derived from low income housing tax credits ("LIHTC"). These investments are not publicly traded and do not have a readily determinable fair values. Our investment in FHLB stock is accounted for using the cost method of accounting. Our LIHTC investments are accounted for using the proportional amortization method of accounting for qualified affordable housing investments which results in the amortization being reported as a component of income tax expense. Our obligations related to unfunded commitments for our LIHTC investments are reported in other liabilities. Our other CRA investments are accounted for using the equity method of accounting. As conditions warrant, we review our investments for impairment and will adjust the carrying value of the investment if it is deemed to be impaired.

Loans Held for Sale

Beginning in the third quarter of 2016, United elected the fair value option for most of its newly originated mortgage loans held for sale in order to reduce certain timing differences and better match changes in fair values of the loans with changes in the fair value of derivative instruments used to economically hedge them. Mortgage loans held for sale which were originated prior to third quarter 2016 and certain loans originated after that time are carried at the lower of aggregate cost or fair value. For those loans, the amount by which cost exceeds fair value is accounted for as a valuation allowance. Changes in the valuation allowance are included in the determination of net income for the period in which the change occurs. No valuation allowances were required at December 31, 2017 or 2016 since those loans have fair values that exceeded the recorded cost basis. Also included in loans held for sale at December 31, 2017 were $4.61 million in loans received through the acquisition of Four Oaks FinCorp, Inc. that United intends to sell. Those loans are carried on the balance sheet at the lower of cost or fair value.

Loans

With the exception of purchased loans that are recorded at fair value on the date of acquisition, loans are stated at principal amount outstanding, net of any unearned revenue and net of any deferred loan fees and costs. Interest on loans is primarily calculated by using the simple interest method on daily balances of the principal amount outstanding.

Purchased Loans With Evidence of Credit Deterioration: United from time to time purchases loans, primarily through business combination transactions. Some of those purchased loans show evidence of credit deterioration since origination and are accounted for pursuant to ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. These purchased credit impaired ("PCI") loans are recorded at their estimated fair value at date of purchase. After acquisition, further losses evidenced by decreases in expected cash flows are recognized by an increase in the allowance for loan losses.

PCI loans are aggregated into pools of loans based on common risk characteristics such as the type of loan, payment status, or collateral type. United estimates the amount and timing of expected cash flows for each purchased loan pool and the expected cash flows in excess of the amount paid are recorded as interest income over the remaining life of the pool (accretable yield). The excess of the pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

(1) Summary of Significant Accounting Policies, continued

Loans, continued

Over the life of the loan pool, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest revenue.

Nonaccrual Loans: The accrual of interest is discontinued when a loan becomes 90 days past due and is not well collateralized and in the process of collection, or when management believes, after considering economic and business conditions and collection efforts, that the principal or interest will not be collectible in the normal course of business. Past due status is based on contractual terms of the loan. When a loan is placed on nonaccrual status, previously accrued and uncollected interest is charged against interest revenue on loans. Interest payments are applied to reduce the principal balance on nonaccrual loans. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current, there is a sustained period of repayment performance and future payments are reasonably assured. Nonaccrual loans include smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. Contractually delinquent PCI loans are not classified as nonaccrual as long as the related discount continues to be accreted.

Impaired Loans: With the exception of PCI loans, 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. Individually 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 revenue on impaired loans is discontinued when the loans meet the criteria for nonaccrual status. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not considered impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

PCI loans are considered to be impaired when it is probable that United will be unable to collect all the cash flows expected at acquisition, plus additional cash flows expected to be collected arising from changes in estimates after acquisition. Loans that are accounted for in pools are evaluated collectively for impairment on a pool by pool basis based on expected pool cash flows. Discounts continue to be accreted as long as there are expected future cash flows in excess of the current carrying amount of the specifically-reviewed loan or pool.

Concentration of Credit Risk: Most of United's business activity is with customers located within the markets where it has banking operations. Therefore, United's exposure to credit risk is significantly affected by changes in the economy within its markets. Nearly 80% of United's loan portfolio is secured by real estate and is therefore susceptible to changes in real estate valuations.

Allowance for Credit Losses

The allowance for credit losses includes the allowance for loan losses and the allowance for unfunded commitments included in other liabilities. Increases to the allowance for loan losses and allowance for unfunded commitments are established through a provision for credit losses charged to income. Loans are charged against the allowance for loan losses when available information confirms that the collectability of the principal is unlikely. The allowance for loan losses represents an amount, which, in management's judgment, is adequate to absorb probable losses on existing loans as of the date of the balance sheet. The allowance for unfunded commitments represents expected losses on unfunded commitments and is reported in the consolidated balance sheets in other liabilities.

The allowance for loan losses is composed of general reserves, specific reserves, and PCI reserves. General reserves are determined by applying loss percentages to the individual loan categories that are based on actual historical loss experience. Additionally, the general economic and business conditions affecting key lending areas, credit quality trends, collateral values, loan volumes and concentrations, seasoning of the loan portfolio, the findings of internal and external credit reviews and results from external bank regulatory examinations are considered in this evaluation. The need for specific reserves is evaluated on nonaccrual loan relationships greater than $500,000 and all troubled debt restructurings ("TDRs"). The specific reserves are determined on a loan-by-loan basis based on management's evaluation of United's exposure for each credit, given the current payment status of the loan and the value of any underlying collateral. Loans for which specific reserves are provided are excluded from the calculation of general reserves.

(1) Summary of Significant Accounting Policies, continued

Allowance for Credit Losses, continued

For PCI loans, a valuation allowance is established when it is probable that the Company will be unable to collect all the cash flows expected at acquisition plus additional cash flows expected to be collected arising from changes in estimate after acquisition.

The allocation of the allowance for loan losses is based on historical data, subjective judgment and estimates and, therefore, is not necessarily indicative of the specific amounts or loan categories in which charge-offs may ultimately occur.

For purposes of determining general reserves, United segments the loan portfolio into broad categories with similar risk elements. Those categories and their specific risks are described below.

Owner occupied commercial real estate – Loans in this category are susceptible to declined in occupancy rates, business failure and general economic conditions are common risks for this segment of the loan portfolio.

Income producing commercial real estate – Common risks for this loan category are declines in general economic conditions, declines in real estate value and lack of suitable alternative use for the property.

Commercial & industrial – Risks to this loan category include industry concentrations and the inability to monitor the condition of the collateral which often consists of inventory, accounts receivable and other non real estate assets. Equipment and inventory obsolescence can also pose a risk. Declines in general economic conditions and other events can cause cash flows to fall to levels insufficient to service debt.

Commercial construction – Risks common to commercial construction loans are cost overruns, changes in market demand for property, inadequate long-term financing arrangements and declines in real estate values.

Residential mortgage – Residential mortgage loans are susceptible to weakening general economic conditions and increases in unemployment rates and declining real estate values.

Home equity lines of credit – Risks common to home equity lines of credit are general economic conditions, including an increase in unemployment rates, and declining real estate values which reduce or eliminate the borrower's home equity.

Residential construction – Residential construction loans are susceptible to the same risks as commercial construction loans. Changes in market demand for property leads to longer marketing times resulting in higher carrying costs, declining values, and higher interest rates.

Consumer direct – Risks common to consumer direct loans include regulatory risks, unemployment and changes in local economic conditions as well as the inability to monitor collateral consisting of personal property.

Indirect auto - Risks common to indirect auto loans include unemployment and changes in local economic conditions as well as the inability to monitor collateral.

Management outsources a significant portion of its loan review to ensure objectivity in the loan review process and to challenge and corroborate the loan grading system. The loan review function provides additional analysis used in determining the adequacy of the allowance for loan losses. To supplement the outsourced loan review, management also has an internal loan review department that is independent of the lending function.

Management believes the allowance for loan losses is appropriate at December 31, 2017. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. In addition, various regulatory agencies, as an integral part of their examination process, periodically review United's allowance for loan losses.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the related assets. Costs incurred for maintenance and repairs are expensed as incurred. The range of estimated useful lives for buildings and improvements is 10 to 40 years, for land improvements, 10 years, and for furniture and equipment, 3 to 10 years. United periodically reviews the carrying value of premises and equipment for impairment whenever events or circumstances indicate that the carrying amount of such assets may not be fully recoverable.

(1) Summary of Significant Accounting Policies, continued

Foreclosed Properties (Other Real Estate Owned, or "OREO")

Foreclosed property is initially recorded at fair value, less cost to sell. If the fair value, less cost to sell at the time of foreclosure is less than the loan balance, the deficiency is recorded as a loan charge-off 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 Accounting Standards Codification Topic 360, Subtopic 20, *Real Estate Sales* ("ASC 360-20").

Goodwill and Other Intangible Assets

Goodwill is an asset representing the future economic benefits from other assets acquired that are not individually identified and separately recognized. Goodwill is measured as the excess of the consideration transferred, net of the fair value of identifiable assets acquired and liabilities assumed at the acquisition date. Goodwill is not amortized, but instead is tested for impairment annually or more frequently if events or circumstances exist that indicate a goodwill impairment test should be performed.

Other intangible assets, which are initially recorded at fair value, consist of core deposit intangible assets and noncompete agreements resulting from acquisitions. Core deposit intangible assets are amortized on a sum-of-the-years-digits basis over their estimated useful lives. Noncompete agreements are amortized on a straight line basis over their estimated useful lives. Management evaluates other intangible assets for impairment whenever events or changes in circumstances indicate the carrying amount of the asset may not be recoverable

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from United, the transferee obtains the right, free of conditions that constrain it from taking advantage of that right, to pledge or exchange the transferred assets and United does not maintain effective control over the transferred assets through an agreement to repurchase them before maturity.

Servicing Rights

United records a separate servicing asset for Small Business Administration ("SBA") loans, United States Department of Agriculture ("USDA") loans, and residential mortgage loans when the loan is sold but servicing is retained. This asset represents the right to service the loans and receive a fee in compensation. Servicing assets are initially recorded at their fair value as a component of the sale proceeds. The fair value of the servicing assets is based on an analysis of discounted cash flows that incorporates estimates of (1) market servicing costs, (2) market-based prepayment rates, and (3) market profit margins. Servicing assets are included in other assets.

United has elected to subsequently measure the servicing assets for government guaranteed loans at fair value. There is no aggregation of the loans into pools for the valuation of the servicing asset, but rather the servicing asset value is measured at a loan level.

Effective January 1, 2017, management elected to begin measuring residential mortgage servicing rights at fair value. The cumulative effect adjustment of this election to retained earnings, net of income tax effect, was $437,000. Prior to 2017, impairment valuations were based on projections using a discounted cash flow method that included assumptions regarding prepayments, interest rates, servicing costs and other factors. Impairment was measured on a disaggregated basis for each stratum of the servicing rights, which was segregated based on predominant risk characteristics including interest rate and loan type. Subsequent increases in value were recognized to the extent of previously recorded impairment for each stratum.

The rate of prepayment of loans serviced is the most significant estimate involved in the measurement process. Estimates of prepayment rates are based on market expectations of future prepayment rates, industry trends, and other considerations. Actual prepayment rates will differ from those projected by management due to changes in a variety of economic factors, including prevailing interest rates and the availability of alternative financing sources to borrowers. If actual prepayments of the loans being serviced were to occur more quickly than projected, the carrying value of servicing assets might have to be written down through a charge to earnings in the current period. If actual prepayments of the loans being serviced were to occur more slowly than had been projected, the carrying value of servicing assets could increase, and servicing income would exceed previously projected amounts.

(1) Summary of Significant Accounting Policies, continued

Bank Owned Life Insurance

United has purchased life insurance policies on certain key executives and members of management. United has also received life insurance policies on members of acquired bank management teams through acquisitions of other banks. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other changes or other amounts due that are probable at settlement.

Loan Commitments and Related Financial Instruments

Financial instruments include off-balance sheet credit instruments such as commitments to make loans and commercial letters of credit issued to meet customer financing needs. The face amount for these items represents the exposure to loss before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Income Taxes

Deferred tax assets and liabilities are recorded for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax benefits are recognized to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income taxes during the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of assets and liabilities results in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized. In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable earnings and prudent and feasible tax planning strategies. Management weighs both the positive and negative evidence, giving more weight to evidence that can be objectively verified.

The income tax benefit or expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50 percent likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

United recognizes interest and / or penalties related to income tax matters in income tax expense.

Derivative Instruments and Hedging Activities

United’s interest rate risk management strategy incorporates the use of derivative instruments to minimize fluctuations in net income that are caused by interest rate volatility. The objective is to manage interest rate sensitivity by modifying the repricing or maturity characteristics of certain balance sheet assets and liabilities so that net interest revenue is not, on a material basis, adversely affected by movements in interest rates. United views this strategy as a prudent management of interest rate risk, such that net income is not exposed to undue risk presented by changes in interest rates.

In carrying out this part of its interest rate risk management strategy, management uses derivatives, primarily interest rate swaps. Interest rate swaps generally involve the exchange of fixed- and variable-rate interest payments between two parties, based on a common notional principal amount and maturity date. In addition, United uses interest rate caps to serve as an economic macro hedge of exposure to rising interest rates.

In addition, United originates certain residential mortgage loans with the intention of selling these loans. Between the time United enters into an interest-rate lock commitment to originate a residential mortgage loan that is to be held for sale and the time the loan is funded and eventually sold, the Company is subject to the risk of variability in market prices. United also enters into forward sale agreements to mitigate risk and to protect the expected gain on the eventual loan sale. Most of this activity is on a matched basis, with a loan sale commitment hedging a specific loan. The commitments to originate residential mortgage loans and forward loan sales commitments are freestanding derivative instruments.

(1) Summary of Significant Accounting Policies, continued

Derivative Instruments and Hedging Activities, continued

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

United classifies its derivative financial instruments as either (1) a hedge of an exposure to changes in the fair value of a recorded asset or liability (“fair value hedge”), (2) a hedge of an exposure to changes in the cash flows of a recognized asset, liability or forecasted transaction (“cash flow hedge”), or (3) derivatives not designated as accounting hedges. Changes in the fair value of derivatives not designated as hedges are recognized in current period earnings. United has master netting agreements with the derivatives dealers with which it does business, but reflects gross assets and liabilities on the consolidated balance sheets.

United uses the “long-haul method” to assess hedge effectiveness. Management documents, both at inception and over the life of the hedge, at least quarterly, its analysis of actual and expected hedge effectiveness. This analysis includes techniques such as regression analysis and hypothetical derivatives to demonstrate that the hedge has been, and is expected to be, highly effective in offsetting corresponding changes in the fair value or cash flows of the hedged item. For a qualifying fair value hedge, changes in the value of derivatives that have been highly effective as hedges are recognized in current period earnings along with the corresponding changes in the fair value of the designated hedged item attributable to the risk being hedged. For a qualifying cash flow hedge, the portion of changes in the fair value of the derivatives that have been highly effective are recognized in other comprehensive income until the related cash flows from the hedged item are recognized in earnings.

For fair value hedges and cash flow hedges, ineffectiveness is recognized in the same income statement line as interest accruals on the hedged item to the extent that changes in the value of the derivative instruments do not perfectly offset changes in the value of the hedged items. If the hedge ceases to be highly effective, United discontinues hedge accounting and recognizes the changes in fair value in current period earnings. If a derivative that qualifies as a fair value or cash flow hedge is terminated or the designation removed, the realized or then unrealized gain or loss is recognized into income over the life of the hedged item (fair value hedge) or over the time when the hedged item was forecasted to impact earnings (cash flow hedge). Immediate recognition in earnings is required upon sale or extinguishment of the hedged item (fair value hedge) or if it is probable that the hedged cash flows will not occur (cash flow hedge).

By using derivative instruments, United is exposed to credit and market risk. If the counterparty fails to perform, credit risk is represented by the fair value gain in a derivative. When the fair value of a derivative contract is positive, this situation generally indicates that the counterparty is obligated to pay United, and, therefore, creates a repayment risk for United. When the fair value of a derivative contract is negative, United is obligated to pay the counterparty and, therefore, has no repayment risk. United minimizes the credit risk in derivative instruments by entering into transactions with high-quality counterparties that are reviewed periodically by management. United also requires the counterparties to pledge cash as collateral to cover the net exposure. As a result of the Dodd-Frank Act, all newly eligible derivatives entered into are cleared through a central clearinghouse, which reduces counterparty exposure.

Derivative activities are monitored by the Asset/Liability Management Committee (“ALCO”) as part its oversight of asset/liability and treasury functions. ALCO is responsible for implementing various hedging strategies that are developed through its analysis of data from financial simulation models and other internal and industry sources. The resulting hedging strategies are then incorporated into the overall interest-rate risk management process.

United recognizes the fair value of derivatives as assets or liabilities in the financial statements. The accounting for the changes in the fair value of a derivative depends on the intended use of the derivative instrument at inception. The change in fair value of instruments used as fair value hedges is accounted for in the net income of the period simultaneous with accounting for the fair value change of the item being hedged. The change in fair value of the effective portion of cash flow hedges is accounted for in other comprehensive income rather than net income. Changes in fair value of derivative instruments that are not designated as a hedge are accounted for in the net income of the period of the change.

(1) Summary of Significant Accounting Policies, continued

Acquisition Activities

United accounts for business combinations under the acquisition method of accounting. Assets acquired and liabilities assumed are measured and recorded at fair value at the date of acquisition, including identifiable intangible assets. If the fair value of net assets purchased exceeds the fair value of consideration paid, a bargain purchase gain is recognized at the date of acquisition. Conversely, if the consideration paid exceeds the fair value of the net assets acquired, goodwill is recognized at the acquisition date. Fair values are subject to refinement for a period not to exceed one year after the closing date of an acquisition as information relative to closing date fair values becomes available. The determination of the fair value of loans acquired takes into account credit quality deterioration and probability of loss; therefore, the related allowance for loan losses is not carried forward.

All identifiable intangible assets that are acquired in a business combination are recognized at fair value on the acquisition date. Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Deposit liabilities and the related depositor relationship intangible assets may be exchanged in observable exchange transactions. As a result, the depositor relationship intangible asset is considered identifiable, because the separability criterion has been met.

Earnings Per Common Share

Basic earnings per common share is net income available to common shareholders divided by the weighted average number of shares of common stock outstanding during the period. All outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends are considered participating securities for this calculation. Additionally, shares issuable to participants in United's deferred compensation plan are considered to be participating securities for purposes of calculating basic earnings per share. Accordingly, net income available to common shareholders is calculated pursuant to the two-class method, whereby net income is allocated between common shareholders and participating securities. Diluted earnings per common share includes the dilutive effect of additional potential shares of common stock issuable under stock options, warrants and securities convertible into common stock.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there are such matters that will have a material effect on the financial statements.

Dividend Restrictions

Banking regulations require maintaining certain capital levels and may limit dividends paid by the Bank to United or by United to shareholders. Specifically, dividends paid by the Bank to United require pre-approval of the Georgia Department of Banking and Finance and the FDIC while the Bank has an accumulated deficit (negative retained earnings).

Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions as more fully disclosed in Note 24. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Stock-Based Compensation

United uses the fair value method of recognizing expense for stock-based compensation based on the fair value of option and restricted stock awards at the date of grant. United accounts for forfeitures as they occur.

Reclassifications

Certain amounts have been reclassified to conform to the 2017 presentation.

(2) Accounting Standards Updates and Recently Adopted Standards

Accounting Standards Updates

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

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

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

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

In March 2017, the FASB issued ASU No. 2017-08, *Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*. This update shortens the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. For securities held at a discount, the discount will continue to be amortized to maturity. For public entities, this update is effective for fiscal years beginning after December 15, 2018, with modified retrospective application. The adoption of this update is not expected to have a material impact on the consolidated financial statements.

(2) Accounting Standards Updates and Recently Adopted Standards, continued

In May 2017, the FASB issued ASU No. 2017-09, *Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting*. This update clarifies which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Specifically, modification accounting should be applied unless the fair value of the modified award is the same as the original award immediately before modification, the vesting conditions of the modified award are the same as the original award immediately before modification, and the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before modification. For public entities, this update is effective for fiscal years beginning after December 15, 2017, with prospective application. The adoption of this update is not expected to have a material impact on the consolidated financial statements.

In August 2017, The FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*. This update expands and refines hedge accounting for both nonfinancial and financial risk components and aligns the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. This update also makes certain targeted improvements to simplify the application of hedge accounting guidance and ease the administrative burden of hedge documentation requirements and assessing hedge effectiveness. For public entities, this update is effective for fiscal years beginning after December 15, 2018. For cash flow and net investment hedges existing at the date of adoption, an entity should apply a cumulative-effect adjustment related to eliminating the separate measurement of ineffectiveness to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings. The amended presentation and disclosure guidance is required prospectively. The adoption of this update is not expected to have a material impact on the consolidated financial statements.

Recently Adopted Standards

In March 2016, the FASB issued ASU No. 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. This update simplified several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statements of cash flows. United adopted this standard effective January 1, 2017, with no material impact on the consolidated financial statements, although management expects more volatility in the effective tax rate as excess tax benefits and deficiencies on stock compensation transactions flow through income tax expense rather than capital surplus. United prospectively adopted the amendment requiring that excess tax benefits and deficiencies be recognized as income tax expense or benefit in the income statements and as an operating activity in the statements of cash flows. In addition, United elected to account for forfeitures as they occur, rather than estimate the number of awards expected to vest. United retrospectively implemented the clarification that cash paid by an employer when directly withholding shares for tax-withholding purposes should be classified as a financing activity.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 (“SAB 118”), which provides guidance on accounting for the tax effects of H.R. 1, commonly known as the Tax Cuts and Jobs Act of 2017 (the “Tax Act”), which was signed into law on December 22, 2017. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under Accounting Standards Codification Topic 740, *Income Taxes*. United’s financial results reflect the income tax effects of the Tax Act for which the accounting under ASC Topic 740 is complete and provisional amounts for those specific income tax effects of the Tax Act for which the accounting under ASC Topic 740 is incomplete but a reasonable estimate could be determined. United continues to analyze the Tax Act, including the impact on deductibility of certain executive compensation and alternative minimum tax credits, and any refinements to the provisional accounting will be completed within one year of the tax enactment date.

In February 2018, the FASB issued ASU No. 2018-02, *Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. This update allows for a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the reduction of the federal corporate income tax rate pursuant to enactment of the Tax Act. The guidance is required to be applied retrospectively to each period (or periods) in which the effect of the change in the federal corporate income tax rate is recognized. United early adopted this standard effective December 31, 2017 and reclassified $2.03 million that was recorded to income tax expense due to re-measuring from 35% to 21% the federal deferred taxes on the accumulated other comprehensive income components related to available for sale securities, held to maturity securities, and pension.

(3) Mergers and Acquisitions

Acquisition of Four Oaks FinCorp, Inc.

On November 1, 2017, United completed the acquisition of Four Oaks FinCorp, Inc. ("FOFN") and its wholly-owned bank subsidiary, Four Oaks Bank & Trust Company. FOFN operated 14 banking offices in the Raleigh, North Carolina area. In connection with the acquisition, United acquired $729 million of assets and assumed $658 million of liabilities. Under the terms of the merger agreement, FOFN shareholders received .6178 shares of United common stock and $1.90 for each share of FOFN common stock issued and outstanding at the closing date. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $54.7 million, representing the intangible value of FOFN's business and reputation within the market it served. None of the goodwill recognized is expected to be deductible for income tax purposes. United will amortize the related core deposit intangible of $7.83 million using the sum-of-the-years-digits method over 11.5 years, which represents the expected useful life of the asset. United will amortize the related noncompete agreement intangibles of $908,000 using the straight line method over the one year terms of the agreements. In connection with the acquisition, United assumed $11.5 million in subordinated debentures and $12.4 million in trust preferred securities. See Note 14 for further information on long-term debt.

United's operating results for the year ended December 31, 2017 include the operating results of the acquired assets and assumed liabilities for the period subsequent to the acquisition date of November 1, 2017. The purchased assets and assumed liabilities were recorded at their acquisition date fair values and are summarized in the table below *(in thousands)*.

	As Recorded by FOFN	Fair Value Adjustments [1]	As Recorded by United
Assets			
Cash and cash equivalents	$ 48,652	$ 6	$ 48,658
Securities	114,190	782	114,972
Loans held for sale	13,976	(5,882)	8,094
Loans	491,721	(5,477)	486,244
Premises and equipment, net	11,251	1,147	12,398
Bank owned life insurance	20,339	-	20,339
Accrued interest receivable	1,858	(118)	1,740
Net deferred tax asset	18,333	78	18,411
Intangibles	-	8,738	8,738
Other real estate owned	1,173	(514)	659
Other assets	8,792	285	9,077
Total assets acquired	$ 730,285	$ (955)	$ 729,330
Liabilities			
Deposits	$ 563,840	$ 1,365	$ 565,205
Federal Home Loan Bank advances	65,000	224	65,224
Long term debt	23,872	(4,125)	19,747
Other liabilities	7,330	60	7,390
Total liabilities assumed	660,042	(2,476)	657,566
Excess of assets acquired over liabilities assumed	$ 70,243		
Aggregate fair value adjustments		$ 1,521	
Total identifiable net assets			$ 71,764
Consideration transferred			
Cash			12,802
Common stock issued (4,145,343 shares)			113,665
Total fair value of consideration transferred			126,467
Goodwill			$ 54,703

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

(3) Mergers and Acquisitions, continued

Acquisition of Four Oaks Fincorp, Inc., continued

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

	November 1, 2017
Accounted for pursuant to ASC 310-30:	
Contractually required principal and interest	$ 49,377
Non-accretable difference	8,244
Cash flows expected to be collected	41,133
Accretable yield	3,313
Fair value	$ 37,820
Excluded from ASC 310-30:	
Fair value	$ 448,462
Gross contractual amounts receivable	509,629
Estimate of contractual cash flows not expected to be collected	6,081

Acquisition of HCSB Financial Corporation

On July 31, 2017, United completed the acquisition of HCSB Financial Corporation ("HCSB") and its wholly-owned bank subsidiary, Horry County State Bank. HCSB operated eight branches in coastal South Carolina. In connection with the acquisition, United acquired $390 million of assets and assumed $347 million of liabilities. Under the terms of the merger agreement, HCSB shareholders received .0050 shares of United common stock for each share of HCSB common stock issued and outstanding at the closing date. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $23.9 million, representing the intangible value of HCSB's business and reputation within the market it served. None of the goodwill recognized is expected to be deductible for income tax purposes. United will amortize the related core deposit intangible of $3.48 million using the sum-of-the-years-digits method over six years, which represents the expected useful life of the asset. United will amortize the related noncompete agreement intangibles of $2.24 million using the straight line method over the terms of the agreements, which vary between one year and two years.

United's operating results for the year ended December 31, 2017 include the operating results of the acquired assets and assumed liabilities for the period subsequent to the acquisition date of July 31, 2017.

(3) Mergers and Acquisitions, continued

Acquisition of HCSB Financial Corporation, continued

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

	As Recorded by HCSB	Fair Value Adjustments [1]	As Recorded by United
Assets			
Cash and cash equivalents	$ 17,855	$ (2)	$ 17,853
Securities	101,462	(142)	101,320
Loans, net	228,483	(12,536)	215,947
Premises and equipment, net	14,030	(6,113)	7,917
Bank owned life insurance	11,827	-	11,827
Accrued interest receivable	1,322	(275)	1,047
Net deferred tax asset	-	25,389	25,389
Intangibles	-	5,716	5,716
Other real estate owned	1,177	(372)	805
Other assets	1,950	(32)	1,918
Total assets acquired	$ 378,106	$ 11,633	$ 389,739
Liabilities			
Deposits	$ 318,512	$ 430	$ 318,942
Repurchase agreements	1,141	-	1,141
Federal Home Loan Bank advances	24,000	517	24,517
Other liabilities	1,955	91	2,046
Total liabilities assumed	345,608	1,038	346,646
Excess of assets acquired over liabilities assumed	$ 32,498		
Aggregate fair value adjustments		$ 10,595	
Total identifiable net assets			$ 43,093
Consideration transferred			
Cash			31
Common stock issued (2,370,331 shares)			65,800
Total fair value of consideration transferred			65,831
Equity interest in HCSB held before the business combination			1,125
Goodwill			$ 23,863

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

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

	July 31, 2017
Accounted for pursuant to ASC 310-30:	
Contractually required principal and interest	$ 46,069
Non-accretable difference	12,413
Cash flows expected to be collected	33,656
Accretable yield	3,410
Fair value	$ 30,246
Excluded from ASC 310-30:	
Fair value	$ 185,701
Gross contractual amounts receivable	212,780
Estimate of contractual cash flows not expected to be collected	3,985

(3) Mergers and Acquisitions, continued

Acquisition of Tidelands Bancshares, Inc.

On July 1, 2016, United completed the acquisition of Tidelands Bancshares, Inc. ("Tidelands") and its wholly-owned bank subsidiary, Tidelands Bank. Tidelands operated seven branches in coastal South Carolina. In connection with the acquisition, United acquired $440 million of assets and assumed $440 million of liabilities. Under the terms of the merger agreement, Tidelands shareholders received cash equal to $0.52 per common share, or an aggregate of $2.22 million. Additionally, at closing, United redeemed all of Tidelands' fixed-rate cumulative preferred stock that was issued to the U.S. Department of the Treasury (the "Treasury") under the Treasury's Capital Purchase Program, plus unpaid dividends, for $8.98 million in aggregate. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $10.7 million, representing the intangible value of Tidelands' business and reputation within the market it served. None of the goodwill recognized is expected to be deductible for income tax purposes. United will amortize the related core deposit intangible of $1.57 million using the sum-of-the-years-digits method over five years, which represents the expected useful life of the asset.

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

	As Recorded by Tidelands	Fair Value Adjustments	As Recorded by United
Assets			
Cash and cash equivalents	$ 13,121	$ -	$ 13,121
Securities	65,676	(155)	65,521
Loans held for sale	139	3	142
Loans, net	317,938	(12,035)	305,903
Premises and equipment, net	19,133	(7,944)	11,189
Bank owned life insurance	16,917	-	16,917
Accrued interest receivable	1,086	(167)	919
Net deferred tax asset	73	15,639	15,712
Core deposit intangible	-	1,570	1,570
Other real estate owned	9,881	(2,386)	7,495
Other assets	1,920	(164)	1,756
Total assets acquired	$ 445,884	$ (5,639)	$ 440,245
Liabilities			
Deposits	$ 398,108	$ 1,765	$ 399,873
Repurchase agreements	10,000	155	10,155
Federal Home Loan Bank advances	13,000	354	13,354
Long-term debt	14,434	(3,668)	10,766
Other liabilities	11,587	(5,986)	5,601
Total liabilities assumed	447,129	(7,380)	439,749
Excess of assets acquired over liabilities assumed	$ (1,245)		
Aggregate fair value adjustments		$ 1,741	
Total identifiable net assets			$ 496
Consideration transferred			
Cash paid to redeem common stock			2,224
Cash paid to redeem preferred stock issued under the Treasury's Capital Purchase Program			8,985
Total fair value of consideration transferred			11,209
Goodwill			$ 10,713

(3) Mergers and Acquisitions, continued

Acquisition of Tidelands Bancshares, Inc., continued

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

		July 1, 2016
Accounted for pursuant to ASC 310-30:		
Contractually required principal and interest	$	50,660
Non-accretable difference		13,483
Cash flows expected to be collected		37,177
Accretable yield		2,113
Fair value	$	35,064
Excluded from ASC 310-30:		
Fair value	$	270,839
Gross contractual amounts receivable		302,331
Estimate of contractual cash flows not expected to be collected		3,859

(3) Mergers and Acquisitions, continued

Acquisition of Palmetto Bancshares, Inc.

On September 1, 2015, United completed the acquisition of Palmetto Bancshares, Inc. ("Palmetto") and its wholly-owned bank subsidiary, The Palmetto Bank. Palmetto operated 25 branches in South Carolina. In connection with the acquisition, United acquired $1.15 billion of assets and assumed $1.02 billion of liabilities. Total consideration transferred was $244 million of common equity and cash. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $115 million, representing the intangible value of Palmetto's business and reputation within the market it serves. None of the goodwill recognized is expected to be deductible for income tax purposes. United will amortize the related core deposit intangible of $12.9 million using the sum-of-the-years-digits method over 12 years, which represents the expected useful life of the asset.

The fair value of the 8.70 million common shares issued as part of the consideration paid for Palmetto was determined on the basis of the closing market price of United's common shares on the acquisition date. The purchased assets and assumed liabilities were recorded at their acquisition date fair values and are summarized in the table below *(in thousands)*.

	As Recorded by Palmetto	Fair Value Adjustments	As Recorded by United
Assets			
Cash and cash equivalents	$ 64,906	$ -	$ 64,906
Securities	208,407	(340)	208,067
Loans held for sale	2,356	91	2,447
Loans, net	802,111	(5,552)	796,559
Premises and equipment, net	21,888	(4,931)	16,957
Bank owned life insurance	12,133	(148)	11,985
Accrued interest receivable	3,227	(346)	2,881
Net deferred tax asset	14,798	1,587	16,385
Core deposit intangible	-	12,900	12,900
Other assets	18,439	(4,731)	13,708
Total assets acquired	$ 1,148,265	$ (1,470)	$ 1,146,795
Liabilities			
Deposits	$ 989,296	$ -	$ 989,296
Short-term borrowings	13,537	-	13,537
Other liabilities	11,994	2,808	14,802
Total liabilities assumed	1,014,827	2,808	1,017,635
Excess of assets acquired over liabilities assumed	$ 133,438		
Aggregate fair value adjustments		$ (4,278)	
Total identifiable net assets			$ 129,160
Consideration transferred			
Cash			74,003
Common stock issued (8,700,012 shares)			170,259
Total fair value of consideration transferred			244,262
Goodwill			$ 115,102

Since the acquisition date, within the one year measurement period, United received additional information regarding the fair values of loans, premises and equipment, OREO, which is included in other assets in the table above, and certain other assets. As a result, the provisional values assigned to the acquired loans, premises and equipment, OREO and other assets have been adjusted by an increase of $535,000, a decrease of $6.18 million, a decrease of $2.06 million and a decrease of $3.75 million, respectively. There were also small adjustments to securities, bank owned life insurance and other liabilities. The tax effect of all adjustments was reflected as an increase to the deferred tax asset of $3.91 million, with the net amount reflected as a $7.18 million increase to goodwill.

(3) Mergers and Acquisitions, continued

Acquisition of Palmetto Bancshares, Inc., continued

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

		September 1, 2015
Accounted for pursuant to ASC 310-30:		
Contractually required principal and interest	$	63,623
Non-accretable difference		13,397
Cash flows expected to be collected		50,226
Accretable yield		4,306
Fair value	$	45,920
Excluded from ASC 310-30:		
Fair value	$	750,639
Gross contractual amounts receivable		859,628
Estimate of contractual cash flows not expected to be collected		7,733

Acquisition of MoneyTree Corporation

On May 1, 2015, United completed the acquisition of MoneyTree Corporation ("MoneyTree") and its wholly-owned bank subsidiary, First National Bank ("FNB"). FNB operated ten branches in east Tennessee. In connection with the acquisition, United acquired $459 million of assets and assumed $410 million of liabilities and $9.99 million of preferred stock. Total consideration transferred was $54.6 million of common equity and cash. The fair value of consideration paid exceeded the fair value of the identifiable assets and liabilities acquired and resulted in the establishment of goodwill in the amount of $14.7 million, representing the intangible value of FNB's business and reputation within the market it serves. None of the goodwill recognized is expected to be deductible for income tax purposes. United will amortize the related core deposit intangible of $4.22 million using the sum-of-the-years-digits method over 6.67 years, which represents the expected useful life of the asset. The deposit premium of $917,000 will be amortized using the effective yield method over 5 years, which represents the weighted average maturity of the underlying deposits.

The fair value of the 2.36 million common shares issued as part of the consideration paid for MoneyTree was determined on the basis of the closing market price of United's common shares on the acquisition date.

Upon completion of the acquisition, each share of preferred stock issued by MoneyTree as part of the Small Business Lending Fund ("SBLF") program of the Treasury (9,992 shares in the aggregate with a liquidation preference amount of $1,000 per share) was converted automatically into one substantially identical share of preferred stock of the Company. See Note 22 for further information on preferred stock.

(3) Mergers and Acquisitions, continued

Acquisition of MoneyTree Corporation, continued

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

	As Recorded by MoneyTree	Fair Value Adjustments	As Recorded by United
Assets			
Cash and cash equivalents	$ 55,293	$ -	$ 55,293
Securities	127,123	(52)	127,071
Loans held for sale	1,342	-	1,342
Loans, net	246,816	(2,464)	244,352
Premises and equipment, net	9,497	1,362	10,859
Bank owned life insurance	11,194	-	11,194
Core deposit intangible	-	4,220	4,220
Other assets	5,462	(399)	5,063
Total assets acquired	$ 456,727	$ 2,667	$ 459,394
Liabilities			
Deposits	$ 368,833	$ 917	$ 369,750
Short-term borrowings	15,000	-	15,000
Federal Home Loan Bank advances	22,000	70	22,070
Other liabilities	864	1,828	2,692
Total liabilities assumed	406,697	2,815	409,512
SBLF preferred stock assumed	9,992	-	9,992
Excess of assets acquired over liabilities and preferred stock assumed	$ 40,038		
Aggregate fair value adjustments		$ (148)	
Total identifiable net assets			$ 39,890
Consideration transferred			
Cash			10,699
Common stock issued (2,358,503 shares)			43,892
Total fair value of consideration transferred			54,591
Goodwill			$ 14,701

Since the acquisition date, within the one year measurement period, United received additional information regarding the fair value of premises and equipment. As a result, the provisional value assigned to the acquired premises and equipment was reduced by $2.40 million, partially offset by acquisition-related adjustments to deferred tax assets. The net of these adjustments was reflected as a $1.68 million increase to goodwill.

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

	May 1, 2015
Accounted for pursuant to ASC 310-30:	
Contractually required principal and interest	$ 15,152
Non-accretable difference	3,677
Cash flows expected to be collected	11,475
Accretable yield	1,029
Fair value	$ 10,446
Excluded from ASC 310-30:	
Fair value	$ 233,906
Gross contractual amounts receivable	258,931
Estimate of contractual cash flows not expected to be collected	1,231

(3) Mergers and Acquisitions, continued
Pro forma information - unaudited

The following table discloses the impact of the mergers with FOFN, HCSB, Tidelands, Palmetto and MoneyTree since the respective acquisition dates through December 31 of the year of acquisition. The table also presents certain pro forma information as if FOFN and HCSB had been acquired on January 1, 2016, Tidelands had been acquired on January 1, 2015 and Palmetto and MoneyTree had been acquired on January 1, 2014. These results combine the historical results of the acquired entities with United's consolidated statements of income and, while certain adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not necessarily indicative of what would have occurred had the acquisitions taken place in earlier years.

Merger-related costs of $8.71 million from the FOFN and HCSB acquisitions have been excluded from the 2017 pro forma information presented below and included in the 2016 pro forma information presented below. Merger-related costs of $4.07 million from the Tidelands acquisition have been excluded from the 2016 pro forma information presented below and included in the 2015 pro forma information below. Merger-related costs of $12.0 million from the Palmetto and MoneyTree acquisitions have been excluded from the 2015 pro forma information presented below and included in the 2014 pro forma information presented below. The following table presents the actual results and pro forma information for the periods indicated *(in thousands).*

	(Unaudited) Year Ended December 31,	
	Revenue	**Net Income**
2017		
Actual FOFN results included in statement of income since acquisition date	$ 5,265	$ 1,406
Actual HCSB results included in statement of income since acquisition date	5,775	1,385
Supplemental consolidated pro forma as if FOFN and HCSB had been acquired January 1, 2016	477,879	78,020
2016		
Actual Tidelands results included in statement of income since acquisition date	$ 7,512	$ 1,189
Supplemental consolidated pro forma as if FOFN and HCSB had been acquired January 1, 2016 and Tidelands had been acquired January 1, 2015	452,713	89,200
2015		
Actual Palmetto results included in statement of income since acquisition date	$ 17,887	$ 7,010
Actual MoneyTree results included in statement of income since acquisition date	8,373	3,806
Supplemental consolidated pro forma as if Tidelands had been acquired January 1, 2015 and Palmetto and MoneyTree had been acquired January 1, 2014	382,921	82,465

(4) Cash Flows
During 2017, 2016 and 2015, loans having a value of $4.15 million, $8.18 million and $4.93 million, respectively, were transferred to foreclosed property.

United also accounts for sales and purchases of SBA/USDA loans on the trade date. At December 31, 2017, 2016 and 2015, United had unsettled sales of SBA/USDA loans of $27.5 million, $29.9 million and $18.5 million, respectively. At December 31, 2017 and 2016, United had no unsettled purchases of SBA/USDA loans, while at December 31, 2015, United had $18.3 million of unsettled purchases of SBA/USDA loans.

(4) Cash Flows, continued

During 2017, United acquired, through business combinations, assets with a fair value totaling $1.12 billion and liabilities with a fair value totaling $1.00 billion, for net assets acquired of $115 million. Common stock issued pursuant to these business combinations in 2017 totaled $179 million. During 2016, United acquired, through business combinations, assets with a fair value totaling $451 million and liabilities with a fair value totaling $440 million, for net assets acquired of $11.2 million. During 2015, United acquired, through business combinations, assets with a fair value totaling $1.74 billion and liabilities with a fair value totaling $1.43 billion, for net assets acquired of $309 million. Common and preferred stock issued pursuant to these business combinations in 2015 totaled $214 million and $9.99 million, respectively.

(5) Balance Sheet Offsetting and Repurchase Agreements Accounted for as Secured Borrowings

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

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

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

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

December 31, 2016	Gross Amounts of Recognized Assets	Gross Amounts Offset on the Balance Sheet	Net Asset Balance	Gross Amounts not Offset in the Balance Sheet: Financial Instruments	Gross Amounts not Offset in the Balance Sheet: Collateral Received	Net Amount
Repurchase agreements / reverse repurchase agreements	$ 150,000	$ (150,000)	$ -	$ -	$ -	$ -
Derivatives	23,688	-	23,688	(3,485)	(3,366)	16,837
Total	$ 173,688	$ (150,000)	$ 23,688	$ (3,485)	$ (3,366)	$ 16,837
Weighted average interest rate of reverse repurchase agreements	1.78%					

	Gross Amounts of Recognized Liabilities	Gross Amounts Offset on the Balance Sheet	Net Liability Balance	Gross Amounts not Offset in the Balance Sheet: Financial Instruments	Gross Amounts not Offset in the Balance Sheet: Collateral Pledged	Net Amount
Repurchase agreements / reverse repurchase agreements	$ 150,000	$ (150,000)	$ -	$ -	$ -	$ -
Derivatives	27,648	-	27,648	(3,485)	(18,505)	5,658
Total	$ 177,648	$ (150,000)	$ 27,648	$ (3,485)	$ (18,505)	$ 5,658
Weighted average interest rate of repurchase agreements	.88%					

(5) Balance Sheet Offsetting and Repurchase Agreements Accounted for as Secured Borrowings, continued

At December 31, 2017, United recognized the right to reclaim cash collateral of $17.2 million and the obligation to return cash collateral of $6.37 million. At December 31, 2016, United recognized the right to reclaim cash collateral of $18.5 million and the obligation to return cash collateral of $3.37 million. The right to reclaim cash collateral and the obligation to return cash collateral were included in the consolidated balance sheets in other assets and other liabilities, respectively.

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

	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	**Up to 30 Days**	**30 to 90 Days**	**91 to 110 days**	**Total**
As of December 31, 2017					
Mortgage-backed securities	$ -	$ -	$ 100,000	$ -	$ 100,000
Total	$ -	$ -	$ 100,000	$ -	$ 100,000
Gross amount of recognized liabilities for repurchase agreements in offsetting disclosure					$ 100,000
Amounts related to agreements not included in offsetting disclosure					$ -
As of December 31, 2016					
Mortgage-backed securities	$ -	$ -	$ 50,000	$ 100,000	$ 150,000
Total	$ -	$ -	$ 50,000	$ 100,000	$ 150,000
Gross amount of recognized liabilities for repurchase agreements in offsetting disclosure					$ 150,000
Amounts related to agreements not included in offsetting disclosure					$ -

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

(6) Investment Securities

At December 31, 2017 and 2016, securities with a carrying value of $1.04 billion and $1.45 billion, respectively, were pledged to secure public deposits, derivatives and other secured borrowings.

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

As of December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
State and political subdivisions	$ 71,959	$ 1,574	$ 178	$ 73,355
Mortgage-backed securities [1]	249,135	2,211	3,425	247,921
Total	$ 321,094	$ 3,785	$ 3,603	$ 321,276
As of December 31, 2016				
State and political subdivisions	$ 57,134	$ 2,197	$ 249	$ 59,082
Mortgage-backed securities [1]	272,709	4,035	2,656	274,088
Total	$ 329,843	$ 6,232	$ 2,905	$ 333,170

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

(6) Investment Securities, continued

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

As of December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasuries	$ 122,025	$ -	$ 912	$ 121,113
U.S. Government agencies	26,129	269	26	26,372
State and political subdivisions	195,663	2,019	396	197,286
Mortgage-backed securities [1]	1,738,056	7,089	17,934	1,727,211
Corporate bonds	305,265	1,513	425	306,353
Asset-backed securities	236,533	1,078	153	237,458
Other	57	-	-	57
Total	$ 2,623,728	$ 11,968	$ 19,846	$ 2,615,850
As of December 31, 2016				
U.S. Treasuries	$ 170,360	$ 20	$ 764	$ 169,616
U.S. Government agencies	21,053	6	239	20,820
State and political subdivisions	74,555	176	554	74,177
Mortgage-backed securities [1]	1,397,435	8,924	14,677	1,391,682
Corporate bonds	306,824	591	2,023	305,392
Asset-backed securities	468,742	2,798	1,971	469,569
Other	1,182	-	-	1,182
Total	$ 2,440,151	$ 12,515	$ 20,228	$ 2,432,438

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

The following summarizes available-for-sale securities sales activities for the years ended December 31 *(in thousands)*:

	2017	2016	2015
Proceeds from sales	$ 340,540	$ 199,864	$ 353,860
Gross gains on sales	$ 1,247	$ 1,647	$ 2,409
Gross losses on sales	(1,205)	(665)	(154)
Net gains on sales of securities	$ 42	$ 982	$ 2,255
Income tax expense attributable to sales	$ 14	$ 371	$ 862

At year-end 2017 and 2016, there were no holdings of debt obligations of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of shareholders' equity.

(6) Investment Securities, continued

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

	Less than 12 Months		12 Months or More		Total	
As of December 31, 2017	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
State and political subdivisions	$ 8,969	$ 178	$ -	$ -	$ 8,969	$ 178
Mortgage-backed securities	95,353	1,448	65,868	1,977	161,221	3,425
Total unrealized loss position	$ 104,322	$ 1,626	$ 65,868	$ 1,977	$ 170,190	$ 3,603
As of December 31, 2016						
State and political subdivisions	$ 18,359	$ 249	$ -	$ -	$ 18,359	$ 249
Mortgage-backed securities	118,164	2,656	-	-	118,164	2,656
Total unrealized loss position	$ 136,523	$ 2,905	$ -	$ -	$ 136,523	$ 2,905

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

	Less than 12 Months		12 Months or More		Total	
As of December 31, 2017	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. Treasuries	$ 121,113	$ 912	$ -	$ -	$ 121,113	$ 912
U.S. Government agencies	1,976	13	1,677	13	3,653	26
State and political subdivisions	61,494	365	5,131	31	66,625	396
Mortgage-backed securities	964,205	8,699	328,923	9,235	1,293,128	17,934
Corporate bonds	55,916	325	900	100	56,816	425
Asset-backed securities	28,695	126	5,031	27	33,726	153
Total unrealized loss position	$1,233,399	$ 10,440	$341,662	$ 9,406	$1,575,061	$ 19,846
As of December 31, 2016						
U.S. Treasuries	$ 145,229	$ 764	$ -	$ -	$ 145,229	$ 764
U.S. Government agencies	19,685	239	-	-	19,685	239
State and political subdivisions	61,782	554	-	-	61,782	554
Mortgage-backed securities	810,686	13,952	26,279	725	836,965	14,677
Corporate bonds	228,504	1,597	15,574	426	244,078	2,023
Asset-backed securities	54,477	540	115,338	1,431	169,815	1,971
Total unrealized loss position	$1,320,363	$ 17,646	$157,191	$ 2,582	$1,477,554	$ 20,228

At December 31, 2017, there were 211 available-for-sale securities and 61 held-to-maturity securities that were in an unrealized loss position. Management does not intend to sell nor believes it will be required to sell securities in an unrealized loss position prior to the recovery of its amortized cost basis. Unrealized losses at December 31, 2017 and 2016 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. No impairment charges were recognized during 2017, 2016 or 2015.

Realized gains and losses are derived using the specific identification method for determining the cost of the securities sold.

(6) Investment Securities, continued

The amortized cost and fair value of available-for-sale and held-to-maturity securities at December 31, 2017, by contractual maturity, are presented in the following table *(in thousands)*:

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
US Treasuries:				
1 to 5 years	$ 74,465	$ 73,798	$ -	$ -
5 to 10 years	47,560	47,315	-	-
	122,025	121,113	-	-
US Government agencies:				
1 to 5 years	18,204	18,210	-	-
5 to 10 years	2,668	2,648	-	-
More than 10 years	5,257	5,514	-	-
	26,129	26,372	-	-
State and political subdivisions:				
Within 1 year	1,500	1,509	3,585	3,609
1 to 5 years	45,327	45,326	18,605	19,208
5 to 10 years	27,595	27,743	11,096	11,940
More than 10 years	121,241	122,708	38,673	38,598
	195,663	197,286	71,959	73,355
Corporate bonds:				
1 to 5 years	240,626	241,501	-	-
5 to 10 years	63,639	63,952	-	-
More than 10 years	1,000	900	-	-
	305,265	306,353	-	-
Asset-backed securities:				
1 to 5 years	5,838	5,999	-	-
5 to 10 years	70,774	71,049	-	-
More than 10 years	159,921	160,410	-	-
	236,533	237,458	-	-
Other:				
More than 10 years	57	57	-	-
	57	57	-	-
Total securities other than mortgage-backed securities:				
Within 1 year	1,500	1,509	3,585	3,609
1 to 5 years	384,460	384,834	18,605	19,208
5 to 10 years	212,236	212,707	11,096	11,940
More than 10 years	287,476	289,589	38,673	38,598
Mortgage-backed securities	1,738,056	1,727,211	249,135	247,921
	$ 2,623,728	$ 2,615,850	$ 321,094	$ 321,276

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

(7) Loans and Allowance for Credit Losses

Major classifications of loans are summarized as of the dates indicated as follows *(in thousands)*:

	December 31, 2017	December 31, 2016
Owner occupied commercial real estate	$ 1,923,993	$ 1,650,360
Income producing commercial real estate	1,595,174	1,281,541
Commercial & industrial	1,130,990	1,069,715
Commercial construction	711,936	633,921
Total commercial	5,362,093	4,635,537
Residential mortgage	973,544	856,725
Home equity lines of credit	731,227	655,410
Residential construction	183,019	190,043
Consumer direct	127,504	123,567
Indirect auto	358,185	459,354
Total loans	7,735,572	6,920,636
Less allowance for loan losses	(58,914)	(61,422)
Loans, net	$ 7,676,658	$ 6,859,214

At December 31, 2017 and 2016, loans with a carrying value of $3.73 billion and $3.33 billion were pledged as collateral to secure FHLB advances and other contingent funding sources.

At December 31, 2017, the carrying value and outstanding balance of PCI loans was $98.5 million and $142 million, respectively. At December 31, 2016, the carrying value and outstanding balance of PCI loans was $62.8 million and $87.9 million, respectively. The following table presents changes in the value of the accretable yield for PCI loans for the years ended December 31 *(in thousands)*:

	2017	2016
Balance at beginning of period	$ 7,981	$ 4,279
Additions due to acquisitions	6,723	2,113
Accretion	(7,451)	(4,223)
Reclassification from nonaccretable difference	7,283	3,321
Changes in expected cash flows that do not affect nonaccretable difference	3,150	2,491
Balance at end of period	$ 17,686	$ 7,981

In addition to the accretable yield on PCI loans, the fair value adjustments on purchased loans outside the scope of ASC Topic 310-30 are also accreted to interest income over the life of the loans. At December 31, 2017 and 2016, the remaining accretable fair value mark on loans acquired through a business combination and not accounted for under ASC Topic 310-30 was $14.7 million and $7.14 million, respectively. In addition, indirect auto loans purchased at a premium outside of a business combination had a remaining premium of $7.84 million and $11.4 million, respectively, at December 31, 2017 and 2016. During the years ended December 31, 2017 and 2016, United purchased indirect auto loans of $81.7 million and $191 million, respectively.

In the ordinary course of business, the Bank may grant loans to executive officers and directors of the holding company and the Bank, including their immediate families and companies with which they are associated. Such loans are made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other customers. The following is a summary of such loans outstanding and the activity in these loans for the years ended December 31 *(in thousands)*:

	2017	2016
Balance at beginning of period	$ 2,432	$ 2,732
New loans and advances	86	1
Repayments	(256)	(301)
Balance at end of period	$ 2,262	$ 2,432

(7) Loans and Allowance for Credit Losses, continued

The allowance for loan losses represents management's estimate of probable incurred losses in the loan portfolio as of the end of the period. The allowance for unfunded commitments is included in other liabilities in the consolidated balance sheets. Combined, the allowance for loan losses and allowance for unfunded commitments are referred to as the allowance for credit losses. The following table presents the balance and activity in the allowance for credit losses by portfolio segment for the periods indicated *(in thousands)*:

Year Ended December 31, 2017	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Owner occupied commercial real estate	$ 16,446	$ (406)	$ 980	$ (2,244)	$ 14,776
Income producing commercial real estate	8,843	(2,985)	178	3,345	9,381
Commercial & industrial	3,810	(1,528)	1,768	(79)	3,971
Commercial construction	13,405	(1,023)	1,018	(2,877)	10,523
Residential mortgage	8,545	(1,473)	314	2,711	10,097
Home equity lines of credit	4,599	(1,435)	567	1,446	5,177
Residential construction	3,264	(129)	178	(584)	2,729
Consumer direct	708	(1,803)	917	888	710
Indirect auto	1,802	(1,420)	284	884	1,550
Total allowance for loan losses	61,422	(12,202)	6,204	3,490	58,914
Allowance for unfunded commitments	2,002	-	-	310	2,312
Total allowance for credit losses	$ 63,424	$ (12,202)	$ 6,204	$ 3,800	$ 61,226

Year Ended December 31, 2016	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Owner occupied commercial real estate	$ 18,016	$ (2,029)	$ 706	$ (247)	$ 16,446
Income producing commercial real estate	11,548	(1,433)	580	(1,852)	8,843
Commercial & industrial	4,433	(1,830)	1,689	(482)	3,810
Commercial construction	9,553	(837)	821	3,868	13,405
Residential mortgage	12,719	(1,151)	301	(3,324)	8,545
Home equity lines of credit	5,956	(1,690)	386	(53)	4,599
Residential construction	4,002	(533)	79	(284)	3,264
Consumer direct	828	(1,459)	800	539	708
Indirect auto	1,393	(1,399)	233	1,575	1,802
Total allowance for loan losses	68,448	(12,361)	5,595	(260)	61,422
Allowance for unfunded commitments	2,542	-	-	(540)	2,002
Total allowance for credit losses	$ 70,990	$ (12,361)	$ 5,595	$ (800)	$ 63,424

Year Ended December 31, 2015	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Owner occupied commercial real estate	$ 18,174	$ (2,901)	$ 755	$ 1,988	$ 18,016
Income producing commercial real estate	14,517	(1,280)	866	(2,555)	11,548
Commercial & industrial	3,252	(1,358)	2,174	365	4,433
Commercial construction	10,901	(1,947)	736	(137)	9,553
Residential mortgage	14,133	(1,615)	1,080	(879)	12,719
Home equity lines of credit	4,476	(1,094)	242	2,332	5,956
Residential construction	4,374	(851)	173	306	4,002
Consumer direct	731	(1,597)	1,044	650	828
Indirect auto	1,061	(772)	86	1,018	1,393
Total allowance for loan losses	71,619	(13,415)	7,156	3,088	68,448
Allowance for unfunded commitments	1,930	-	-	612	2,542
Total allowance for credit losses	$ 73,549	$ (13,415)	$ 7,156	$ 3,700	$ 70,990

(7) Loans and Allowance for Credit Losses, continued

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

	Allowance for Loan Losses							
	December 31, 2017				December 31, 2016			
	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance
Owner occupied commercial real estate	$ 1,255	$ 13,521	$ -	$ 14,776	$ 1,746	$ 14,700	$ -	$ 16,446
Income producing commercial real estate	562	8,813	6	9,381	885	7,919	39	8,843
Commercial & industrial	27	3,944	-	3,971	58	3,752	-	3,810
Commercial construction	156	10,367	-	10,523	168	13,218	19	13,405
Residential mortgage	1,174	8,919	4	10,097	517	7,997	31	8,545
Home equity lines of credit	-	5,177	-	5,177	2	4,597	-	4,599
Residential construction	75	2,654	-	2,729	64	3,198	2	3,264
Consumer direct	7	700	3	710	12	696	-	708
Indirect auto	-	1,550	-	1,550	-	1,802	-	1,802
Total allowance for loan losses	3,256	55,645	13	58,914	3,452	57,879	91	61,422
Allowance for unfunded commitments	-	2,312	-	2,312	-	2,002	-	2,002
Total allowance for credit losses	$ 3,256	$ 57,957	$ 13	$ 61,226	$ 3,452	$ 59,881	$ 91	$ 63,424

	Loans Outstanding							
	December 31, 2017				December 31, 2016			
	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance	Individually evaluated for impairment	Collectively evaluated for impairment	PCI	Ending Balance
Owner occupied commercial real estate	$ 21,823	$ 1,876,411	$ 25,759	$ 1,923,993	$ 31,421	$ 1,600,355	$ 18,584	$ 1,650,360
Income producing commercial real estate	16,483	1,533,851	44,840	1,595,174	30,459	1,225,763	25,319	1,281,541
Commercial & industrial	2,654	1,126,894	1,442	1,130,990	1,915	1,066,764	1,036	1,069,715
Commercial construction	3,813	699,266	8,857	711,936	5,050	620,543	8,328	633,921
Residential mortgage	14,193	946,210	13,141	973,544	13,706	836,624	6,395	856,725
Home equity lines of credit	101	728,235	2,891	731,227	63	653,337	2,010	655,410
Residential construction	1,577	180,978	464	183,019	1,594	187,516	933	190,043
Consumer direct	270	126,114	1,120	127,504	290	123,118	159	123,567
Indirect auto	1,396	356,789	-	358,185	1,165	458,189	-	459,354
Total loans	$ 62,310	$ 7,574,748	$ 98,514	$ 7,735,572	$ 85,663	$ 6,772,209	$ 62,764	$ 6,920,636

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

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

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

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

(7) Loans and Allowance for Credit Losses, continued

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

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

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

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

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

At December 31, 2017 and 2016, $1.28 million and $870,000, respectively, in overdrawn deposit accounts were reclassified as commercial and industrial loans.

The average balances of impaired loans and income recognized on impaired loans while they were considered impaired is presented below for the last three years *(in thousands)*:

	2017			2016			2015		
	Average Balance	Interest Revenue Recognized During Impairment	Cash Basis Interest Revenue Received	Average Balance	Interest Revenue Recognized During Impairment	Cash Basis Interest Revenue Received	Average Balance	Interest Revenue Recognized During Impairment	Cash Basis Interest Revenue Received
Owner occupied commercial real estate	$ 27,870	$ 1,271	$ 1,291	$ 33,297	$ 1,667	$ 1,704	$ 40,182	$ 1,970	$ 2,059
Income producing commercial real estate	24,765	1,265	1,178	31,661	1,418	1,457	25,441	1,260	1,259
Commercial & industrial	2,994	125	127	2,470	123	118	4,299	163	260
Commercial construction	5,102	225	229	5,879	267	264	18,667	755	759
Total commercial	60,731	2,886	2,825	73,307	3,475	3,543	88,589	4,148	4,337
Residential mortgage	14,257	555	574	14,118	637	633	15,504	612	572
Home equity lines of credit	248	10	12	93	4	4	420	17	16
Residential construction	1,582	95	95	1,677	89	88	2,279	158	169
Consumer direct	292	22	22	302	22	23	223	16	16
Indirect auto	1,244	64	64	928	47	47	221	11	11
Total	$ 78,354	$ 3,632	$ 3,592	$ 90,425	$ 4,274	$ 4,338	$107,236	$ 4,962	$ 5,121

(7) Loans and Allowance for Credit Losses, continued

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

	December 31, 2017			December 31, 2016		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:						
Owner occupied commercial real estate	$ 1,238	$ 1,176	$ -	$ 9,171	$ 8,477	$ -
Income producing commercial real estate	2,177	2,165	-	16,864	16,864	-
Commercial & industrial	1,758	1,471	-	421	334	-
Commercial construction	134	134	-	845	841	-
Total commercial	5,307	4,946	-	27,301	26,516	-
Residential mortgage	2,661	2,566	-	630	628	-
Home equity lines of credit	393	101	-	-	-	-
Residential construction	405	330	-	-	-	-
Consumer direct	29	29	-	-	-	-
Indirect auto	1,396	1,396	-	1,165	1,165	-
Total with no related allowance recorded	10,191	9,368	-	29,096	28,309	-
With an allowance recorded:						
Owner occupied commercial real estate	21,262	20,647	1,255	23,574	22,944	1,746
Income producing commercial real estate	14,419	14,318	562	13,681	13,595	885
Commercial & industrial	1,287	1,183	27	1,679	1,581	58
Commercial construction	3,917	3,679	156	4,739	4,209	168
Total commercial	40,885	39,827	2,000	43,673	42,329	2,857
Residential mortgage	12,086	11,627	1,174	13,565	13,078	517
Home equity lines of credit	-	-	-	63	63	2
Residential construction	1,325	1,247	75	1,947	1,594	64
Consumer direct	244	241	7	293	290	12
Indirect auto	-	-	-	-	-	-
Total with an allowance recorded	54,540	52,942	3,256	59,541	57,354	3,452
Total	$ 64,731	$ 62,310	$ 3,256	$ 88,637	$ 85,663	$ 3,452

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

PCI loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. However, these loans are considered as performing, even though they may be contractually past due, as any non-payment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and is included in the resulting recognition of current period loan loss provision or future period yield adjustments. No PCI loans were classified as nonaccrual at December 31, 2017 or 2016 as the carrying value of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest revenue, through accretion of the difference between the carrying value of the loans and the expected cash flows, is being recognized on all PCI loans.

The gross additional interest revenue that would have been earned if the loans classified as nonaccrual had performed in accordance with the original terms was approximately $1.11 million, $975,000, and $1.11 million for 2017, 2016, and 2015, respectively.

(7) Loans and Allowance for Credit Losses, continued

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

	December 31, 2017	December 31, 2016
Owner occupied commercial real estate	$ 4,923	$ 7,373
Income producing commercial real estate	3,208	1,324
Commercial & industrial	2,097	966
Commercial construction	758	1,538
Total commercial	10,986	11,201
Residential mortgage	8,776	6,368
Home equity lines of credit	2,024	1,831
Residential construction	192	776
Consumer direct	43	88
Indirect auto	1,637	1,275
Total	$ 23,658	$ 21,539

The following table presents the aging of the recorded investment in past due loans by class of loans as of the dates indicated *(in thousands)*:

	Loans Past Due				Loans Not		
As of December 31, 2017	30 - 59 Days	60 - 89 Days	> 90 Days	Total	Past Due	PCI Loans	Total
Owner occupied commercial real estate	$ 3,810	$ 1,776	$ 1,530	$ 7,116	$ 1,891,118	$ 25,759	$ 1,923,993
Income producing commercial real estate	1,754	353	1,939	4,046	1,546,288	44,840	1,595,174
Commercial & industrial	2,139	869	1,133	4,141	1,125,407	1,442	1,130,990
Commercial construction	568	132	158	858	702,221	8,857	711,936
Total commercial	8,271	3,130	4,760	16,161	5,265,034	80,898	5,362,093
Residential mortgage	6,717	1,735	3,438	11,890	948,513	13,141	973,544
Home equity lines of credit	3,246	225	578	4,049	724,287	2,891	731,227
Residential construction	885	105	93	1,083	181,472	464	183,019
Consumer direct	739	133	-	872	125,512	1,120	127,504
Indirect auto	1,152	459	1,263	2,874	355,311	-	358,185
Total loans	$ 21,010	$ 5,787	$ 10,132	$ 36,929	$ 7,600,129	$ 98,514	$ 7,735,572
As of December 31, 2016							
Owner occupied commercial real estate	$ 2,195	$ 1,664	$ 3,386	$ 7,245	$ 1,624,531	$ 18,584	$ 1,650,360
Income producing commercial real estate	1,373	355	330	2,058	1,254,164	25,319	1,281,541
Commercial & industrial	943	241	178	1,362	1,067,317	1,036	1,069,715
Commercial construction	452	14	292	758	624,835	8,328	633,921
Total commercial	4,963	2,274	4,186	11,423	4,570,847	53,267	4,635,537
Residential mortgage	7,221	1,799	1,700	10,720	839,610	6,395	856,725
Home equity lines of credit	1,996	101	957	3,054	650,346	2,010	655,410
Residential construction	950	759	51	1,760	187,350	933	190,043
Consumer direct	633	117	35	785	122,623	159	123,567
Indirect auto	1,109	301	909	2,319	457,035	-	459,354
Total loans	$ 16,872	$ 5,351	$ 7,838	$ 30,061	$ 6,827,811	$ 62,764	$ 6,920,636

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

(7) Loans and Allowance for Credit Losses, continued

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

	New TDRs							
		Pre-Modification Outstanding	Post-Modification Outstanding Recorded Investment by Type of Modification				TDRs Modified Within the Year That Have Subsequently Defaulted	
Year Ended December 31, 2017	Number of Contracts	Recorded Investment	Rate Reduction	Structure	Other	Total	Number of Contracts	Recorded Investment
Owner occupied commercial real estate	6	$ 2,603	$ -	$ 2,161	$ 108	$ 2,269	-	$ -
Income producing commercial real estate	2	257	-	-	252	252	-	-
Commercial & industrial	6	901	-	174	533	707	-	-
Commercial construction	-	-	-	-	-	-	-	-
Total commercial	14	3,761	-	2,335	893	3,228	-	-
Residential mortgage	23	2,174	-	2,165	-	2,165	4	852
Home equity lines of credit	1	296	-	-	176	176	-	-
Residential construction	4	135	40	95	-	135	-	-
Consumer direct	2	16	-	16	-	16	-	-
Indirect auto	34	786	-	-	786	786	-	-
Total loans	78	$ 7,168	$ 40	$ 4,611	$ 1,855	$ 6,506	4	$ 852
Year Ended December 31, 2016								
Owner occupied commercial real estate	8	$ 2,699	$ -	$ 2,699	$ -	$ 2,699	1	$ 252
Income producing commercial real estate	1	257	-	257	-	257	-	-
Commercial & industrial	5	1,012	-	1,012	-	1,012	2	34
Commercial construction	3	458	-	393	65	458	-	-
Total commercial	17	4,426	-	4,361	65	4,426	3	286
Residential mortgage	28	3,262	1,992	1,135	40	3,167	1	85
Home equity lines of credit	1	38	38	-	-	38	-	-
Residential construction	7	584	46	376	82	504	-	-
Consumer direct	6	71	13	58	-	71	-	-
Indirect auto	35	966	-	-	966	966	-	-
Total loans	94	$ 9,347	$ 2,089	$ 5,930	$ 1,153	$ 9,172	4	$ 371
Year Ended December 31, 2015								
Owner occupied commercial real estate	14	$ 13,592	$ -	$ 13,266	$ 199	$ 13,465	1	$ 178
Income producing commercial real estate	7	2,135	45	2,090	-	2,135	-	-
Commercial & industrial	9	1,325	-	899	347	1,246	-	-
Commercial construction	2	580	-	580	-	580	-	-
Total commercial	32	17,632	45	16,835	546	17,426	1	178
Residential mortgage	32	2,847	144	2,369	334	2,847	1	2
Home equity lines of credit	2	187	-	177	-	177	-	-
Residential construction	4	222	-	198	-	198	-	-
Consumer direct	10	222	-	204	18	222	2	32
Indirect auto	-	-	-	-	-	-	-	-
Total loans	80	$ 21,110	$ 189	$ 19,783	$ 898	$ 20,870	4	$ 212

(7) Loans and Allowance for Credit Losses, continued

Collateral dependent TDRs that subsequently default or are placed on nonaccrual are charged down to the fair value of the collateral consistent with United's policy for nonaccrual loans. Impairment on TDRs that are not collateral dependent continues to be measured based on discounted cash flows regardless of whether the loan has subsequently defaulted.

As of December 31, 2017 and 2016, United has allocated $3.26 million and $2.90 million, respectively, of specific reserves to customers whose loan terms have been modified in TDRs. United committed to lend additional amounts totaling up to $75,000 and $95,000 as of December 31, 2017 and 2016, respectively, to customers with outstanding loans that are classified as TDRs.

Risk Ratings

United categorizes borrowers 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 United will sustain some loss if deficiencies are not corrected. If possible, immediate corrective action is taken.

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

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

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

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

(7) Loans and Allowance for Credit Losses, continued

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

As of December 31, 2017	**Pass**	**Watch**	**Substandard**	**Doubtful / Loss**	**Total**
Owner occupied commercial real estate	$ 1,833,469	$ 33,571	$ 31,194	$ -	$ 1,898,234
Income producing commercial real estate	1,495,805	30,780	23,749	-	1,550,334
Commercial & industrial	1,097,907	18,052	13,589	-	1,129,548
Commercial construction	693,873	2,947	6,259	-	703,079
Total commercial	5,121,054	85,350	74,791	-	5,281,195
Residential mortgage	939,706	-	20,697	-	960,403
Home equity lines of credit	721,142	-	7,194	-	728,336
Residential construction	180,567	-	1,988	-	182,555
Consumer direct	125,860	-	524	-	126,384
Indirect auto	354,788	-	3,397	-	358,185
Total loans, excluding PCI loans	$ 7,443,117	$ 85,350	$ 108,591	$ -	$ 7,637,058
Owner occupied commercial real estate	$ 2,400	$ 8,163	$ 15,196	$ -	$ 25,759
Income producing commercial real estate	13,392	21,928	9,520	-	44,840
Commercial & industrial	383	672	387	-	1,442
Commercial construction	3,866	2,228	2,763	-	8,857
Total commercial	20,041	32,991	27,866	-	80,898
Residential mortgage	9,566	173	3,402	-	13,141
Home equity lines of credit	1,579	427	885	-	2,891
Residential construction	423	-	41	-	464
Consumer direct	1,076	10	34	-	1,120
Indirect auto	-	-	-	-	-
Total PCI loans	$ 32,685	$ 33,601	$ 32,228	$ -	$ 98,514
As of December 31, 2016					
Owner occupied commercial real estate	$ 1,577,301	$ 18,029	$ 36,446	$ -	$ 1,631,776
Income producing commercial real estate	1,220,626	8,502	27,094	-	1,256,222
Commercial & industrial	1,055,282	4,188	9,209	-	1,068,679
Commercial construction	612,900	6,166	6,527	-	625,593
Total commercial	4,466,109	36,885	79,276	-	4,582,270
Residential mortgage	829,844	-	20,486	-	850,330
Home equity lines of credit	647,425	-	5,975	-	653,400
Residential construction	185,643	-	3,467	-	189,110
Consumer direct	122,736	-	672	-	123,408
Indirect auto	456,717	-	2,637	-	459,354
Total loans, excluding PCI loans	$ 6,708,474	$ 36,885	$ 112,513	$ -	$ 6,857,872
Owner occupied commercial real estate	$ 2,044	$ 3,444	$ 13,096	$ -	$ 18,584
Income producing commercial real estate	13,236	8,474	3,609	-	25,319
Commercial & industrial	216	160	660	-	1,036
Commercial construction	3,212	1,265	3,851	-	8,328
Total commercial	18,708	13,343	21,216	-	53,267
Residential mortgage	5,189	-	1,206	-	6,395
Home equity lines of credit	1,094	-	916	-	2,010
Residential construction	898	-	35	-	933
Consumer direct	159	-	-	-	159
Indirect auto	-	-	-	-	-
Total PCI loans	$ 26,048	$ 13,343	$ 23,373	$ -	$ 62,764

(8) Premises and Equipment

Premises and equipment are summarized as follows as of the dates indicated *(in thousands)*:

	December 31, 2017	December 31, 2016
Land and land improvements	$ 80,335	$ 79,946
Buildings and improvements	148,048	135,004
Furniture and equipment	82,775	79,597
Construction in progress	11,714	5,747
	322,872	300,294
Less accumulated depreciation	(114,020)	(110,356)
Premises and equipment, net	$208,852	$189,938

Depreciation expense was $12.0 million, $11.5 million and $9.36 million for 2017, 2016 and 2015, respectively.

In 2015, United recognized $5.97 million of impairment on properties acquired in prior years for future expansion. Due to recent acquisitions and changing trends in customer behavior toward greater usage of Internet and mobile banking to access banking services, management reconsidered its branch expansion strategy and concluded that some of its future branch expansion properties had decreased in value since the time the properties were acquired. The resulting impairment charge, which was included in merger-related and other charges in the Consolidated Statement of Income, was based on an assessment of the properties that showed evidence that the carrying value may not be recoverable and exceeded the fair value.

United leases certain branch properties and equipment under operating leases. Rent expense was $4.32 million, $4.13 million and $2.72 million for 2017, 2016 and 2015, respectively. United does not have any capital leases. As of December 31, 2017, rent commitments under operating leases, before considering renewal options that generally are present, were as follows *(in thousands)*:

2018	$ 4,161
2019	3,995
2020	3,811
2021	3,645
2022	3,451
Thereafter	8,038
Total	$ 27,101

(9) Goodwill and Other Intangible Assets

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

	December 31, 2017	December 31, 2016
Core deposit intangible	$ 62,652	$ 51,342
Less: accumulated amortization	(41,229)	(37,145)
Net core deposit intangible	21,423	14,197
Noncompete agreement	3,144	-
Less: accumulated amortization	(761)	-
Net noncompete agreement	2,383	-
Total intangibles subject to amortization, net	23,806	14,197
Goodwill	220,591	142,025
Total goodwill and other intangible assets, net	$ 244,397	$ 156,222

(9) Goodwill and Other Intangible Assets, continued

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

	Goodwill	Accumulated Impairment Losses	Goodwill, net of Accumulated Impairment Losses
December 31, 2015	$ 436,202	$ (305,590)	$ 130,612
Acquisition of Tidelands	10,713	-	10,713
Measurement period adjustments	700	-	700
December 31, 2016	447,615	(305,590)	142,025
Acquisition of FOFN	54,703	-	54,703
Acquistion of HCSB	23,863	-	23,863
December 31, 2017	$ 526,181	$ (305,590)	$ 220,591

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

Year	
2018	$ 6,846
2019	4,551
2020	3,315
2021	2,557
2022	1,982
Thereafter	4,555
Total	$ 23,806

(10) Foreclosed Property

Major classifications of foreclosed properties as of the dates indicated are summarized as follows *(in thousands)*:

	December 31, 2017	December 31, 2016
Commercial real estate	$ 2,199	$ 3,181
Commercial construction	884	2,977
Total commercial	3,083	6,158
Residential mortgage	151	1,791
Total foreclosed property	$ 3,234	$ 7,949

(11) Servicing Rights

Servicing Rights for SBA/USDA Loans

United accounts for servicing rights for SBA/USDA loans at fair value. Changes in the balances of servicing assets and servicing liabilities are as follows for the years indicated *(in thousands)*:

	2017	2016	2015
Servicing rights for SBA/USDA loans, beginning of period	$ 5,752	$ 3,712	$ 2,551
Additions:			
Acquired servicing rights	419	-	137
Originated servicing rights capitalized upon sale of loans	2,737	2,723	1,699
Subtractions:			
Disposals	(621)	(393)	(353)
Changes in fair value:			
Due to change in valuation inputs or assumptions used in the valuation	(547)	(290)	(322)
Servicing rights for SBA/USDA loans, end of period	$ 7,740	$ 5,752	$ 3,712

The portfolio of SBA/USDA loans serviced for others, which is not included in the accompanying balance sheets, was $314 million and $256 million, respectively, at December 31, 2017 and 2016. The amount of contractually specified servicing fees earned by United on these servicing rights during the years ended December 31, 2017, 2016 and 2015 was $2.60 million, $1.64 million and $1.07 million, respectively. Servicing fees and changes in fair value were included in interest revenue in the consolidated statements of income.

A summary of the key characteristics, inputs, and economic assumptions used to estimate the fair value of the servicing asset for SBA/USDA loans and the sensitivity of the fair values to immediate adverse changes in those assumptions are shown in the table below as of the dates indicated *(in thousands)*:

	December 31, 2017	December 31, 2016
Fair value of retained servicing assets	$ 7,740	$ 5,752
Prepayment rate assumption	8.31 %	7.12 %
10% adverse change	$ (236)	$ (132)
20% adverse change	$ (460)	$ (257)
Discount rate	12.5 %	11.0 %
100 bps adverse change	$ (262)	$ (167)
200 bps adverse change	$ (507)	$ (324)
Weighted-average life (years)	6.3	6.8
Weighted-average gross margin	1.85 %	1.86 %

The above sensitivities are hypothetical and changes in fair value based on variations in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which might magnify or counteract the sensitivities.

(11) Servicing Rights, continued

Residential Mortgage Servicing Rights

Effective January 1, 2017, United elected to carry residential mortgage servicing rights at fair value. For the years ended December 31, 2016 and 2015, United accounted for residential mortgage servicing rights using the amortization method. The following table summarizes the changes in residential mortgage servicing rights for the years indicated (*in thousands*).

	Fair value	Amortized cost	
	2017	2016	2015
Residential mortgage servicing rights, beginning of period	$ 4,372	$ 3,370	$ -
Additions:			
Acquired servicing rights	-	-	3,454
Originated servicing rights capitalized upon sale of loans	3,602	2,124	199
Subtractions:			
Disposals	(328)	-	-
Amortization		(1,117)	(273)
Impairment	-	(5)	(10)
Changes in fair value:			
Initial election to carry at fair value on January 1, 2017	698	-	-
Due to change in valuation inputs or assumptions used in the valuation	(82)	-	-
Residential mortgage servicing rights, end of period	$ 8,262	$ 4,372	$ 3,370

At December 31, 2016 and 2015, the estimated fair value of residential mortgage servicing rights was $5.17 million and $3.52 million, respectively. The following table summarizes the activity in the valuation allowance for impairment of the residential mortgage servicing rights portfolio for the years indicated (*in thousands*).

	2016	2015
Valuation allowance, beginning of period	$ 10	$ -
Additions charged to operations, net	5	10
Valuation allowance, end of period	$ 15	$ 10

The portfolio of residential mortgage loans serviced for others, which is not included in the consolidated balance sheets, was $847 million and $543 million, respectively, at December 31, 2017 and 2016. The amount of contractually specified servicing fees earned by United on these servicing rights during the year ended December 31, 2017, 2016 and 2015 was $1.72 million, $1.03 million and $299,000, respectively, which was included in interest revenue in the consolidated statements of income. Impairment and amortization of servicing rights were included in mortgage loan and other related fee revenue in the consolidated statements of income.

A summary of the key characteristics, inputs, and economic assumptions used to estimate the fair value of the servicing asset for residential mortgage loans and the sensitivity of the fair values to immediate adverse changes in those assumptions are shown in the table below as of the dates indicated *(in thousands)*:

	December 31, 2017
Fair value of retained servicing assets	$ 8,262
Prepayment rate assumption	9.50 %
10% adverse change	$ (303)
20% adverse change	$ (587)
Discount rate	10.0 %
100 bps adverse change	$ (317)
200 bps adverse change	$ (610)

The above sensitivities are hypothetical and changes in fair value based on variations in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which might magnify or counteract the sensitivities.

(12) Deposits

At December 31, 2017, the contractual maturities of time deposits, including brokered time deposits, are summarized as follows *(in thousands)*:

2018	$ 1,064,657
2019	386,773
2020	75,601
2021	52,886
2022	31,654
thereafter	69,637
	$ 1,681,208

At December 31, 2017 and 2016, time deposits (excluding brokered time deposits) that met or exceeded the FDIC insurance limit of $250,000 totaled $205 million and $144 million, respectively.

At December 31, 2017 and 2016, United held $133 million and $89.9 million, respectively, in certificates of deposit obtained through third party brokers. The daily average balance of these brokered deposits totaled $109 million and $171 million in 2017 and 2016, respectively. The brokered certificates of deposit at December 31, 2017 had maturities ranging from 2018 through 2033 and are callable by United. United has certain market-linked brokered deposits that are considered hybrid instruments that contain embedded derivatives that have been bifurcated from the host contract leaving host instruments paying a rate of 90 day LIBOR minus a spread that, at times, has resulted in a negative yield.

(13) Federal Home Loan Bank Advances

At December 31, 2017 and 2016, United had FHLB advances totaling $505 million and $709 million, respectively. At December 31, 2017, the weighted average interest rate on FHLB advances was 1.59%, compared to .67% as of December 31, 2016. The FHLB advances are collateralized by owner occupied and income producing commercial real estate and residential mortgage loans, investment securities and FHLB stock.

At December 31, 2017, the maturities and current rates of outstanding advances were as follows (*in thousands):*

Maturing In:	Amount Maturing	Current Rate Range
2018	$ 269,000	1.05% - 3.60%
2019	25,000	2.54% - 3.86%
2020	210,000	1.47% - 2.74%
Total principal outstanding	504,000	
Premium	651	
Total	$ 504,651	

(14) Long-term Debt

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

	December 31, 2017	December 31, 2016	Issue Date	Stated Maturity Date	Earliest Call Date	Interest Rate
2022 senior debentures	$ 50,000	$ 50,000	2015	2022	2020	5.000% through August 13, 2020, 3-month LIBOR plus 3.814% thereafter
2027 senior debentures	35,000	35,000	2015	2027	2025	5.500% through August 13, 2025 3-month LIBOR plus 3.71% thereafter
2018 senior debentures	-	40,000	2013	2018	2015	6.000%
2017 senior debentures	-	35,000	2012	2017	2017	9.000%
Total senior debentures	85,000	160,000				
Subordinated debentures	11,500	-	2015	2025	2020	6.250%
Total subordinated debentures	11,500	-				
Southern Bancorp Capital Trust I	4,382	4,382	2004	2034	2009	Prime + 1.00%
United Community Statutory Trust III	1,238	1,238	2008	2038	2013	Prime + 3.00%
Tidelands Statutory Trust I	8,248	8,248	2006	2036	2011	3-month LIBOR plus 1.38%
Tidelands Statutory Trust II	6,186	6,186	2008	2038	2013	3-month LIBOR plus 5.075%
Four Oaks Statutory Trust I	12,372	-	2006	2036	2011	3-month LIBOR plus 1.35%
Total trust preferred securities	32,426	20,054				
Less discount	(8,381)	(4,976)				
Total long-term debt	$ 120,545	$ 175,078				

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

Senior Debentures

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

Subordinated Debentures

United acquired, as part of the FOFN acquisition, $11.5 million aggregate principal amount of subordinated debentures. The notes are due on November 30, 2025. United may prepay the notes at any time after November 30, 2020, subject to compliance with applicable laws.

Trust Preferred Securities

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

(15) Reclassifications Out of Accumulated Other Comprehensive Income

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

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income For the Years Ended December 31, 2017	2016	2015	Affected Line Item in the Statement Where Net Income is Presented
Realized gains on available-for-sale securities:				
	$ 42	$ 982	$ 2,255	Securities gains, net
	(14)	(371)	(862)	Tax expense
	$ 28	$ 611	$ 1,393	Net of tax
Amortization of losses included in net income on available-for-sale securities transferred to held to maturity:				
	$ (1,069)	$ (1,759)	$ (1,702)	Investment securities interest revenue
	401	662	638	Tax benefit
	$ (668)	$ (1,097)	$ (1,064)	Net of tax
Amounts included in net income on derivative financial instruments accounted for as cash flow hedges:				
Amortization of losses on de-designated positions	-	(7)	(129)	Deposits in banks and short-term investments interest revenue
Amortization of losses on de-designated positions	(599)	(647)	(695)	Money market deposit interest expense
Amortization of losses on de-designated positions	(292)	(1,237)	(1,112)	Federal Home Loan Bank advances interest expense
	(891)	(1,891)	(1,936)	Total before tax
	346	736	753	Tax benefit
	$ (545)	$ (1,155)	$ (1,183)	Net of tax
Reclassification of disproportionate tax effect related to terminated and current cash flow hedges				
	$ (3,289)	$ -	$ -	Income tax expense
Amortization of prior service cost and actuarial losses included in net periodic pension cost for defined benefit pension plan				
Prior service cost	$ (560)	$ (501)	$ (465)	Salaries and employee benefits expense
Actuarial losses	(238)	(354)	(271)	Salaries and employee benefits expense
	(798)	(855)	(736)	Total before tax
	310	333	286	Tax benefit
	$ (488)	$ (522)	$ (450)	Net of tax
Total reclassifications for the period	$ (4,962)	$ (2,163)	$ (1,304)	Net of tax

Amounts shown above in parentheses reduce earnings

(16) Earnings Per Share

The following table sets forth the computation of basic and diluted net income per common share for the years indicated *(in thousands, except per share data)*:

	Year Ended December 31, 2017	2016	2015
Net income	$ 67,821	$ 100,656	$ 71,578
Dividends and undistributed earnings allocated to unvested shares	(571)	-	-
Preferred dividends	-	(21)	(67)
Net income available to common stockholders	$ 67,250	$ 100,635	$ 71,511
Income per common share:			
Basic	$ .92	$ 1.40	$ 1.09
Diluted	.92	1.40	1.09
Weighted average common shares:			
Basic	73,247	71,910	65,488
Effect of dilutive securities:			
Stock options	12	5	4
Diluted	73,259	71,915	65,492

(16) Earnings Per Share, continued

At December 31, 2017, United had the following potentially dilutive stock options and warrants outstanding: a warrant to purchase 219,909 shares of common stock at $61.40 per share; 60,287 shares of common stock issuable upon exercise of stock options granted to employees with a weighted average exercise price of $24.12; and 663,817 shares of common stock issuable upon completion of vesting of restricted stock awards.

At December 31, 2016, United had the following potentially dilutive stock options and warrants outstanding: a warrant to purchase 219,909 shares of common stock at $61.40 per share; 72,665 shares of common stock issuable upon exercise of stock options granted to employees with a weighted average exercise price of $34.34; and 690,970 shares of common stock issuable upon completion of vesting of restricted stock awards.

At December 31, 2015, United had the following potentially dilutive stock options and warrants outstanding: a warrant to purchase 219,909 shares of common stock at $61.40 per share; 241,493 shares of common stock issuable upon exercise of stock options granted to employees with a weighted average exercise price of $89.92; and 712,667 shares of common stock issuable upon completion of vesting of restricted stock awards.

(17) Income Taxes

Income tax expense is as follows for the years indicated *(in thousands)*:

	Year Ended December 31,		
	2017	2016	2015
Current	$ 5,451	$ 2,609	$ 5,140
Deferred	60,951	59,160	37,685
Increase in valuation allowance	413	567	611
Expense due to enactment of federal tax reform	38,198	-	-
Total income tax expense	$ 105,013	$ 62,336	$ 43,436

The differences between the provision for income taxes and the amount computed by applying the statutory federal income tax rate of 35% to income before income taxes are as follows for the years indicated *(in thousands)*:

	Year Ended December 31,		
	2017	2016	2015
Pretax income at statutory rates	$ 60,492	$ 57,047	$ 40,255
Add (deduct):			
State taxes, net of federal benefit	4,139	5,013	3,537
Bank owned life insurance earnings	(1,141)	(572)	(348)
Adjustment to reserve for uncertain tax positions	59	(58)	(136)
Tax-exempt interest revenue	(1,199)	(573)	(662)
Equity compensation	(799)	976	-
Transaction costs	408	92	509
Tax credit investments	(89)	(149)	(190)
Change in state statutory tax rate	81	250	340
Increase in valuation allowance	413	567	611
Release of disproportionate tax effects related to de-designated cash flow hedges	3,400	-	-
Expense due to enactment of federal tax reform	38,198	-	-
Other	1,051	(257)	(480)
Total income tax expense	$ 105,013	$ 62,336	$ 43,436

(17) Income Taxes, continued

The Tax Act reduced the corporate federal tax rate from 35% to 21% effective January 1, 2018. As a result, United was required to re-measure, through income tax expense, the deferred tax assets and liabilities using the enacted rate at which they are expected to be recovered or settled. The re-measurement of the net deferred tax asset resulted in additional income tax expense of $38.2 million. As explained in Note 1, pursuant to SAB 118, United continues to analyze the Tax Act, including the impact on deductibility of certain executive compensation and alternative minimum tax credits disclosed further below, and any refinements to the provisional accounting will be completed within one year of the tax enactment date.

The following summarizes the sources and expected tax consequences of future taxable deductions (revenue) which comprise the net deferred tax asset as of the dates indicated *(in thousands)*:

	December 31, 2017	December 31, 2016
Deferred tax assets:		
Allowance for loan losses	$ 14,092	$ 23,025
Net operating loss carryforwards	56,428	112,805
Deferred compensation	7,760	9,778
Loan purchase accounting adjustments	14,478	10,529
Reserve for losses on foreclosed properties	402	822
Nonqualified share based compensation	1,182	1,567
Accrued expenses	4,290	4,420
Investment in partnerships	956	1,417
Unamortized pension actuarial losses and prior service cost	2,008	2,365
Unrealized losses on securities available-for-sale	2,430	3,982
Unrealized losses on cash flow hedges	108	561
Derivatives	-	609
Premises and equipment	1,040	764
Other	3,065	2,965
Total deferred tax assets	108,239	175,609
Deferred tax liabilities:		
Acquired intangible assets	3,734	3,485
Loan origination costs	3,881	5,885
Prepaid expenses	468	689
Servicing asset	3,757	3,437
Derivatives	773	-
Uncertain tax positions	3,163	3,892
Total deferred tax liabilities	15,776	17,388
Less valuation allowance	4,414	3,885
Net deferred tax asset	$ 88,049	$ 154,336

The change in the net deferred tax asset includes an increase of $43.8 million due to current year merger and acquisition activity.

At December 31, 2017, United has state net operating loss carryforwards of approximately $3.73 million that begin to expire in 2018, $10.5 million that begin to expire in 2022 and $398 million that begin to expire in 2030, if not previously utilized. United has $36.7 million in federal net operating loss carryforwards that begin to expire in 2031, if not previously utilized. United has $109 million in federal net operating loss carryforwards subject to annual limitation under IRC Section 382 that begin to expire in 2027, if not previously utilized. United has $3.23 million of federal general business tax credits that begin to expire in 2028, if not previously utilized. United has $13.1 million of federal alternative minimum tax credits which do not expire, and are now carried as tax receivables since, under the Tax Act, the company expects to recover the entire amount by 2022 via reduction of regular tax liability or refund. United has $1.23 million of federal alternative minimum tax credits, which do not expire, subject to annual limitation under IRC Section 382 that are not expected to be recovered until after 2022 and remain classified as deferred tax assets. United has $5.91 million of state tax credits that begin to expire in 2018, if not previously utilized.

(17) Income Taxes, continued

Management assesses the valuation allowance recorded against deferred tax assets at each reporting period. The determination of whether a valuation allowance for deferred tax assets is appropriate is subject to considerable judgment and requires an evaluation of all the positive and negative evidence. 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.

At December 31, 2017 and 2016, based on the assessment of all the positive and negative evidence, management concluded that it is more likely than not that nearly all of the net deferred tax asset will be realized based upon future taxable income. The valuation allowance of $4.41 million is related to specific state income tax credits that have short carryforward periods and an acquired state net operating loss, both of which are expected to expire unused.

The valuation allowance could fluctuate in future periods based on the assessment of the positive and negative evidence. Management's conclusion at December 31, 2017 that it was more likely than not that the net deferred tax asset of $88.0 million will be realized is based on management's estimate of future taxable income. Management's estimate of future taxable income is based on internal forecasts which consider historical performance, various internal estimates and assumptions, as well as certain external data all of which management believes to be reasonable although inherently subject to significant judgment. If actual results differ significantly from the current estimates of future taxable income, even if caused by adverse macro-economic conditions, the valuation allowance may need to be increased for some or all the deferred tax asset. Such an increase to the deferred tax asset valuation allowance could have an adverse effect on United's financial condition and results of operations.

A reconciliation of the beginning and ending unrecognized tax benefit related to uncertain tax positions is as follows for the years indicated *(in thousands)*:

	2017	2016	2015
Balance at beginning of year	$ 3,892	$ 3,981	$ 4,195
Additions based on tax positions related to the current year	441	400	371
Decreases resulting from a lapse in the applicable statute of limitations	(351)	(489)	(585)
Remeasurement due to enactment of federal tax reform	(819)	-	-
Balance at end of year	$ 3,163	$ 3,892	$ 3,981

Approximately $2.76 million of this amount would increase income from continuing operations, and thus affect United's effective tax rate, if ultimately recognized into income.

It is United's policy to recognize interest and penalties accrued relative to unrecognized tax benefits in their respective federal or state income taxes accounts. There were no penalties and interest related to income taxes recorded in the income statement in 2017, 2016 or 2015. No amounts were accrued for interest and penalties on the balance sheet at December 31, 2017 or 2016.

United and its subsidiaries file a consolidated U.S. federal income tax return, as well as various state returns in the states where it operates. United's federal and state income tax returns are no longer subject to examination by taxing authorities for years before 2014.

(18) Pension and Employee Benefit Plans

United offers a defined contribution 401(k) and Profit Sharing Plan (the "401(k) Plan") that covers substantially all employees meeting certain minimum service requirements. The Plan allows employees to make pre-tax contributions to the 401(k) Plan and, prior to April 1, 2016, United matched 50% of these employee contributions up to 5% of eligible compensation, subject to Plan and regulatory limits. Effective April 1, 2016, the matching contribution was increased to 70% of employee contributions up to 5% of eligible compensation. Employees begin to receive matching contributions after completing one year of service and benefits vest after three years of service. United's Plan is administered in accordance with applicable laws and regulations. Compensation expense from continuing operations related to the 401(k) Plan totaled $2.66 million, $2.28 million and $1.45 million in 2017, 2016 and 2015, respectively. The 401(k) Plan allows employees to choose to invest among a number of investment options that previously included United's common stock. Effective January 1, 2015, United's common stock was no longer offered as an investment option for new contributions.

(18) Pension and Employee Benefit Plans, continued

United sponsors a non-qualified deferred compensation plan for its executive officers, certain other key employees and members of United's Board of Directors and its community banks' advisory boards of directors. The deferred compensation plan provides for the pre-tax deferral of compensation, fees and other specified benefits. The deferred compensation plan also permits each employee participant to elect to defer a portion of his or her base salary, bonus or vested restricted stock units and permits each director participant to elect to defer all or a portion of his or her director's fees. Further, the deferred compensation plan allows for additional contributions by an employee, with matching contributions by United, for amounts that exceed the allowable amounts under the 401(k) Plan. During 2017, 2016 and 2015, United recognized $35,000, $26,000 and $21,000, respectively, in matching contributions for this provision of the deferred compensation plan. The Board of Directors may also elect to make a discretionary contribution to any or all participants. No discretionary contributions were made in 2017, 2016 or 2015.

Defined Benefit Pension Plans

United has an unfunded noncontributory defined benefit pension plan ("Modified Retirement Plan") that covers certain executive officers and other key employees. The Modified Retirement Plan provides a fixed annual retirement benefit to plan participants.

United acquired Palmetto on September 1, 2015, including its funded noncontributory defined benefit pension plan ("Funded Plan"), which covered all full-time Palmetto employees who had fulfilled at least 12 months of continuous service and attained age 21 by December 31, 2007. Benefits under the Funded Plan are no longer accrued for service subsequent to 2007.

Weighted-average assumptions used to determine pension benefit obligations at year end and net periodic pension cost are shown in the table below:

	2017		2016	
	Modified Retirement Plan	Funded Plan	Modified Retirement Plan	Funded Plan
Discount rate for disclosures	3.75%	3.75%	4.00%	4.25%
Discount rate for net periodic benefit cost	4.00%	4.00%	4.00%	4.53%
Expected long-term rate of return	N/A	4.00%	N/A	4.00%
Rate of compensation increase	N/A	N/A	N/A	N/A
Measurement date	12/31/2017	12/31/2017	12/31/2016	12/31/2016

The discount rate is determined in consultation with the third-party actuary and is set by matching the projected benefit cash flow to a notional yield curve consisting of bonds monitored by the third-party actuary. The yield curve provides transparency with respect to the underlying bonds and provides matching of future benefit obligations to the payment of benefits.

The expected long-term rate of return is designed to approximate the actual long-term rate of return over time. Therefore, the pattern of income / expense recognition should match the stable pattern of services provided by employees over the life of the pension obligation. Expected returns on plan assets are developed in conjunction with input from external advisors and take into account the investment policy, actual investment allocation, long-term expected rates of return on the relevant asset classes and considers any material forward-looking return expectations for these major asset classes.

(18) Pension and Employee Benefit Plans, continued
Defined Benefit Pension Plans, continued

United recognizes the underfunded status of the plans as a liability in the consolidated balance sheets. Information about changes in obligations and plan assets follows *(in thousands)*:

	2017		2016	
	Modified Retirement Plan	Funded Plan	Modified Retirement Plan	Funded Plan
Accumulated benefit obligation:				
Accumulated benefit obligation - beginning of year	$ 19,408	$ 18,501	$ 17,595	$ 19,246
Service cost	551	-	382	-
Interest cost	778	738	740	842
Plan amendments	699	-	454	-
Actuarial (gains) losses	773	1,291	605	347
Benefits paid	(504)	(2,830)	(368)	(1,934)
Accumulated benefit obligation - end of year	21,705	17,700	19,408	18,501
Change in plan assets, at fair value:				
Beginning plan assets	-	16,264	-	17,315
Actual return	-	874	-	883
Employer contribution	504	-	368	-
Benefits paid	(504)	(2,830)	(368)	(1,934)
Plan assets - end of year	-	14,308	-	16,264
Funded status - end of year (plan assets less benefit obligations)	$ (21,705)	$ (3,392)	$ (19,408)	$ (2,237)

Components of net periodic benefit cost and other amounts recognized in other comprehensive income *(in thousands):*

	2017		2016		2015	
	Modified Retirement Plan	Funded Plan	Modified Retirement Plan	Funded Plan	Modified Retirement Plan	Funded Plan
Service cost	$ 551	$ -	$ 382	$ -	$ 376	$ -
Interest cost	778	738	740	842	628	292
Expected return on plan assets	-	(630)	-	(696)	-	(375)
Amortization of prior service cost	560	-	501	-	465	-
Amortization of net losses	238	-	167	-	271	-
Net periodic benefit cost	$ 2,127	$ 108	$ 1,790	$ 146	$ 1,740	$ (83)

The estimated net loss and prior service costs for the Modified Retirement Plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are $241,000 and $666,000, respectively, as of December 31, 2017. For the Funded Plan, United does not expect to amortize any estimated net loss or prior service costs from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year. In 2018, United expects to make contributions to the Modified Retirement Plan of $707,000, but does not expect to make any contributions to the Funded Plan.

(18) Pension and Employee Benefit Plans, continued

Defined Benefit Pension Plans, continued

The following table summarizes the estimated future benefit payments expected to be paid from the plans for the periods indicated *(in thousands)*.

	Modified Retirement Plan	Funded Plan
2018	$ 707	$ 1,070
2019	1,123	1,081
2020	1,207	1,067
2021	1,200	1,056
2022	1,192	1,043
2023-2026	6,062	5,075
	$ 11,491	$ 10,392

The following table summarizes the Funded Plan assets by major category as of the dates indicated, aggregated by the level in the fair value hierarchy within which those measurements fall *(in thousands)*.

December 31, 2017	Level 1	Level 2	Level 3	Total
Money market fund	$ -	$ 516	$ -	$ 516
Mutual funds	526	-	-	526
Corporate stocks	1,346	-	-	1,346
Exchange traded funds	11,920	-	-	11,920
Total plan assets	$ 13,792	$ 516	$ -	$ 14,308
December 31, 2016	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 645	$ -	$ -	$ 645
Mutual funds	874	-	-	874
Corporate stocks	1,184	193	-	1,377
Exchange traded funds	13,368	-	-	13,368
Total plan assets	$ 16,071	$ 193	$ -	$ 16,264

The investment objectives of the plan assets are designed to fund the projected benefit obligation and to maximize returns in order to minimize contributions within reasonable and prudent levels of risk. The precise amount for which these obligations will be settled depends on future events, including the life expectancy of the plan participants. The plan's investment strategy balances the requirement to generate return, using higher returning assets, with the need to control risk using less volatile assets. Risks include, but are not limited to, inflation, volatility in equity values and changes in interest rates that could cause the plan to become underfunded, thereby increasing the plan's dependence on contributions from United.

Plan assets are managed by a third-party firm as approved by United's Employee Benefits Committee. The Board of Directors delegated certain responsibilities to the Employee Benefits Committee including maintaining the investment policy of the plan, approving the appointment of the investment manager and reviewing the performance of the plan assets at least annually.

Investments within the plan are diversified with the intent to minimize the risk of large losses to the plan. The total portfolio is constructed and maintained to provide prudent diversification within each investment category, and United assumes that the volatility of the portfolio will be similar to the market as a whole. The asset allocation ranges represent a long-term perspective. Therefore, rapid unanticipated market shifts may cause the asset mix to fall outside the policy range. Such divergences are expected to be short-term in nature.

(18) Pension and Employee Benefit Plans, continued

Defined Benefit Pension Plans, continued

For fair value measurement, money market funds are valued at amortized cost, which approximates fair value. Mutual funds, corporate stocks, and exchange traded funds are valued at the closing price reported in the active market in which the instrument is traded. See Note 24 for more details regarding fair value measurements and the fair value hierarchy.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(19) Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

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

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

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

Derivatives designated as hedging instruments under ASC 815

Interest Rate Products	Balance Sheet Location	Fair Value December 31, 2017	Fair Value December 31, 2016
Fair value hedge of corporate bonds	Derivative assets	$ 336	$ 265
		$ 336	$ 265
Fair value hedge of brokered CD's	Derivative liabilities	$ 2,053	$ 1,980
		$ 2,053	$ 1,980

Derivatives not designated as hedging instruments under ASC 815

Interest Rate Products	Balance Sheet Location	Fair Value December 31, 2017	Fair Value December 31, 2016
Customer derivative positions	Derivative assets	$ 2,659	$ 5,266
Dealer offsets to customer derivative positions	Derivative assets	6,867	3,869
Mortgage banking - loan commitment	Derivative assets	1,150	1,552
Mortgage banking - forward sales commitment	Derivative assets	13	534
Bifurcated embedded derivatives	Derivative assets	11,057	10,225
Interest rate caps	Derivative assets	639	-
Offsetting positions for de-designated hedges	Derivative assets	-	1,977
		$ 22,385	$ 23,423
Customer derivative positions	Derivative liabilities	$ 7,032	$ 3,897
Dealer offsets to customer derivative positions	Derivative liabilities	1,551	5,328
Risk participations	Derivative liabilities	20	26
Mortgage banking - forward sales commitment	Derivative liabilities	49	96
Dealer offsets to bifurcated embedded derivatives	Derivative liabilities	14,279	14,341
De-designated hedges	Derivative liabilities	392	1,980
		$ 23,323	$ 25,668

(19) Derivatives and Hedging Activities, continued

Risk Management Objective of Using Derivatives, continued

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

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

In addition, United originates certain residential mortgage loans with the intention of selling these loans. Between the time United enters into an interest-rate lock commitment to originate a residential mortgage loan that is to be held for sale and the time the loan is funded and eventually sold, it is subject to the risk of variability in market prices. United also enters into forward sale agreements to mitigate risk and to protect the expected gain on the eventual loan sale. Most of this activity is on a matched basis, with a loan sale commitment hedging a specific loan. The commitments to originate residential mortgage loans and forward loan sales commitments are freestanding derivative instruments. The underlying loans are accounted for under the lower of cost or fair value method and are not reflected in the table above. Beginning late in the third quarter of 2016 for newly originated mortgage loans, United began to account for the underlying loans at fair value pursuant to the fair value option, and these loans are not reflected in the table above. Fair value adjustments on these derivative instruments are recorded within mortgage loan and other related fee income in the consolidated statements of income.

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. At December 31, 2017 and 2016, United did not have any active cash flow hedges but had dedesignated swaps previously designated as cash flow hedges. Changes in balance sheet composition and interest rate risk position made the hedges no longer necessary as protection against rising interest rates. The swaps have subsequently been cancelled but the loss remaining in other comprehensive income on de-designated swaps is being amortized into earnings over the original term of the swaps as the forecasted transactions that the swaps were originally designated to hedge are still expected to occur. United expects that $499,000 will be reclassified as an increase to deposit interest expense over the next twelve months related to these cash flow hedges.

The table below presents the effect of cash flow hedges on the consolidated statements of income *(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)				Gain (Loss) Recognized in Income on Derivative (Ineffective Portion)			
	2017	2016	2015	Location	2017	2016	2015	Location	2017	2016	2015
				Interest revenue	$ -	$ (7)	$ -				
				Interest expense	(891)	(1,884)	(1,936)				
Interest rate swaps	$ -	$ -	$ (471)		$ (891)	$ (1,891)	$ (1,936)	Interest expense	$ -	$ -	$ (7)

Fair Value Hedges of Interest Rate Risk

United is exposed to changes in the fair value of certain of its fixed rate obligations due to changes in interest rates. United uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in interest rates. Interest rate swaps designated as fair value hedges of brokered deposits involve the receipt of fixed-rate amounts from a counterparty in exchange for United making variable rate payments over the life of the agreements without the exchange of the underlying notional amount. Interest rate swaps designated as fair value hedges of fixed rate investments involve the receipt of variable-rate payments from a counterparty in exchange for United making fixed rate payments over the life of the instrument without the exchange of the underlying notional amount.

(19) Derivatives and Hedging Activities, continued

Fair Value Hedges of Interest Rate Risk, continued

At December 31, 2017, United had four interest rate swaps with an aggregate notional amount of $40.7 million that were designated as fair value hedges of interest rate risk and were pay-variable / receive-fixed, hedging the changes in the fair value of fixed rate brokered time deposits resulting from changes in interest rates. Also at December 31, 2017, United had one interest rate swap with a notional of $30 million that was designated as a pay-fixed / receive variable fair value hedge of changes in the fair value of a fixed rate corporate bond. At December 31, 2016, United had one interest rate swap with an aggregate notional amount of $12.8 million that was designated as a fair value hedge of interest rate risk and was pay-variable / receive-fixed, hedging the changes in the fair value of fixed rate brokered time deposits resulting from changes in interest rates. Also at December 31, 2016, United had one interest rate swap with a notional of $30 million that was designated as a pay-fixed / receive variable fair value hedge of changes in the fair value of a fixed rate corporate bond.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. United includes the gain or loss on the hedged items in the same income statement line item as the offsetting loss or gain on the related derivatives. During the year ended December 31, 2017, 2016 and 2015, United recognized a net loss of $479,000, a net gain of $2.29 million and a net gain of $210,000, respectively, related to ineffectiveness in the fair value hedging relationships. United also recognized a net reduction of interest expense of $160,000, $1.61 million and $4.46 million for the years ended December 31, 2017, 2016 and 2015, respectively, related to fair value hedges of brokered time deposits, which includes net settlements on the derivatives. United recognized a reduction of interest revenue on securities of $302,000, $606,000 and $498,000 during 2017, 2016, and 2015, respectively, related to fair value hedges of corporate bonds.

The table below presents the effect of derivatives in fair value hedging relationships on the consolidated statements of income *(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		
		2017	2016	2015	2017	2016	2015
Fair value hedges of brokered CD's	Interest expense	$ (657)	$ 1,972	$ 1,814	$ 371	$ 458	$ (1,507)
Fair value hedges of corporate bonds	Interest revenue	72	234	31	(265)	(376)	(128)
		$ (585)	$ 2,206	$ 1,845	$ 106	$ 82	$ (1,635)

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

Derivatives Not Designated as Hedging Instruments under ASC 815

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

	Income Statement Location	Year Ended December 31, 2017	2016	2015
Customer derivatives and dealer offsets	Other fee revenue	$ 2,416	$ 3,744	$ 1,713
Bifurcated embedded derivatives and dealer offsets	Other fee revenue	429	297	43
Interest rate caps	Other fee revenue	252	-	-
De-designated hedges	Other fee revenue	(62)	-	-
Mortgage banking derivatives	Mortgage loan revenue	(676)	3,002	-
Risk participations	Other fee revenue	5	360	-
Total gains and losses		$ 2,364	$ 7,403	$ 1,756

(19) Derivatives and Hedging Activities, continued

Credit-risk-related Contingent Features

United manages its credit exposure on derivatives transactions by entering into a bilateral credit support agreement with each counterparty. The credit support agreements require collateralization of exposures beyond specified minimum threshold amounts. The details of these agreements, including the minimum thresholds, vary by counterparty. As of December 31, 2017, collateral totaling $17.2 million was pledged toward derivatives in a liability position.

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

(20) Regulatory Matters

Capital Requirements

United and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary action by regulators that, if undertaken, could have a direct material effect on United. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, as revised by the Basel III Capital Rules effective as of January 1, 2015, United and the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Quantitative measures (as defined) established by regulation to ensure capital adequacy require United and the Bank to maintain minimum amounts and ratios of total capital, Tier 1 capital, and common equity Tier 1 capital ("CET1") to risk-weighted assets, and of Tier 1 capital to average assets.

Effective January 1, 2015, the Basel III Capital Rules revised the framework for prompt corrective action by (i) introducing a CET1 ratio requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category (other than critically undercapitalized), with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the prior 6%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized.

As of December 31, 2017, United and the Bank were categorized as well-capitalized under the regulatory framework for prompt corrective action in effect at such time. To be categorized as well-capitalized at December 31, 2017, United and the Bank must have exceeded the well-capitalized guideline ratios in effect at such time, as set forth in the table below and have met certain other requirements. Management believes that United and the Bank exceeded all well-capitalized requirements at December 31, 2017, and there have been no conditions or events since year-end that would change the status of well-capitalized.

(20) Regulatory Matters, continued

Regulatory capital ratios at December 31, 2017 and 2016, along with the minimum amounts required for capital adequacy purposes and to be well-capitalized under prompt corrective action provisions in effect at such times are presented below for United and the Bank *(dollars in thousands)*:

	Basel III Guidelines		United Community Banks, Inc. (consolidated)		United Community Bank	
	Minimum	Well Capitalized	2017	2016	2017	2016
Risk-based ratios:						
Common equity tier 1 capital	4.5 %	6.5 %	11.98 %	11.23 %	12.93 %	12.66 %
Tier 1 capital	6.0	8.0	12.24	11.23	12.93	12.66
Total capital	8.0	10.0	13.06	12.04	13.63	13.48
Tier 1 leverage ratio	4.0	5.0	9.44	8.54	9.98	9.63
Common equity tier 1 capital			$ 1,053,983	$ 874,452	$ 1,135,728	$ 984,529
Tier 1 capital			1,076,465	874,452	1,135,728	984,529
Total capital			1,149,191	937,876	1,196,954	1,047,953
Risk-weighted assets			8,797,387	7,789,089	8,781,177	7,775,352
Average total assets			11,403,248	10,236,868	11,385,716	10,221,318

<u>Cash, Dividend, Loan and Other Restrictions</u>

At December 31, 2017 and 2016, the Bank did not have a required reserve balance at the Federal Reserve Bank of Atlanta.

Federal and state banking regulations place certain restrictions on dividends paid by the Bank to United. In addition, dividends paid to United require pre-approval of the Georgia Department of Banking and Finance and the FDIC while the Bank has an accumulated deficit (negative retained earnings). During 2017 and 2016, the Bank received regulatory approval to pay cash dividends to United of $103 million and $41.5 million, respectively.

The Federal Reserve Act requires that extensions of credit by the Bank to certain affiliates, including United, be secured by specific collateral, that the extension of credit to any one affiliate be limited to 10% of capital and surplus (as defined), and that extensions of credit to all such affiliates be limited to 20% of capital and surplus.

United and the Bank are parties to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of their customers. These financial instruments include commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The contract amounts of these instruments reflect the extent of involvement the Bank has in particular classes of financial instruments.

The exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and letters of credit written is represented by the contractual amount of these instruments. United uses the same credit policies in making commitments and conditional obligations as it uses for underwriting on-balance sheet instruments. In most cases, collateral or other security is required to support financial instruments with credit risk.

(21) Commitments and Contingencies

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

	2017	2016
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$ 1,910,777	$ 1,542,186
Letters of credit	28,075	26,862
Minimum Lease Payments	27,101	29,090

(21) Commitments and Contingencies, continued

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments may expire without being drawn on, the total commitment amounts do not necessarily represent future cash requirements. United evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, upon extension of credit is based on management's credit evaluation. Collateral held varies, but may include unimproved and improved real estate, certificates of deposit, personal property or other acceptable collateral.

Letters of credit are conditional commitments issued by United and could result in the commitment being drawn on when the underlying transaction is consummated between the customer and the third party or upon the non-performance of the customer. Those guarantees are primarily issued to local businesses and government agencies. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. In most cases, the Bank holds real estate, certificates of deposit, and other acceptable collateral as security supporting those commitments for which collateral is deemed necessary. The extent of collateral held for those commitments varies.

United maintains an allowance for unfunded loan commitments which is included in the balance of other liabilities in the consolidated balance sheets. The allowance for unfunded loan commitments is determined as part of the quarterly analysis of the allowance for credit losses and is based on probable incurred losses in unfunded loan commitments that are expected to result in funded loans.

United's wholly-owned bank subsidiary, United Community Bank (the "Bank") holds minor investments in certain limited partnerships for CRA purposes. As of December 31, 2017, the Bank had a recorded investment of $4.27 million in these limited partnerships and had committed to fund an additional $5.30 million related to future capital calls that has not been reflected in the consolidated balance sheet.

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

(22) Common and Preferred Stock

In the second quarter of 2016, United amended its articles of incorporation to increase the number of authorized shares of common stock from 100 million to 150 million shares.

On March 22, 2016, United announced that its Board of Directors had authorized a program to repurchase up to $50 million of United's outstanding common stock through December 31, 2017. In November of 2017, the Board of Directors extended this program to December 31, 2018. Under the program, the shares may be repurchased periodically in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased under the program depends on a number of factors, including the market price of United's common stock, general market and economic conditions, and applicable legal requirements. During 2017, United did not repurchase any shares under the program. During 2016, United repurchased 764,000 shares under the program. As of December 31, 2017, $36.3 million of outstanding common stock may be repurchased under the program.

United may issue preferred stock in one or more series, up to a maximum of 10,000,000 shares. Each series shall include the number of shares issued, preferences, special rights and limitations as determined by the Board of Directors.

As discussed in Note 3, on May 1, 2015, United completed its acquisition of Moneytree. Upon completion of the acquisition, each share of preferred stock issued by MoneyTree as part of the SBLF program of the Treasury (9,992 shares in the aggregate with a liquidation preference amount of $1,000 per share) was converted automatically into one substantially identical share of preferred tock of United with a liquidation preference amount of $1,000 per share, designated as United's Non-Cumulative Perpetual Preferred Stock, Series H. The SBLF Preferred Shares had terms and conditions identical to those shares of preferred stock issued by MoneyTree to the Treasury. The Series H preferred stock paid noncumulative dividends quarterly at a dividend rate of 1.00% per annum through March 15, 2016 and 9% per annum thereafter. In the first quarter of 2016, United redeemed all of its outstanding Series H preferred stock. The preferred stock was redeemed at par and did not result in any gain or loss.

United had no preferred stock outstanding as of December 31, 2017 or 2016.

(23) Equity Compensation and Related Plans

United has an equity compensation plan that allows for grants of incentive stock options, nonqualified stock options, restricted stock and restricted stock unit awards (also referred to as "nonvested stock" awards), stock awards, performance share awards or stock appreciation rights. Options granted under the plan can have an exercise price no less than the fair market value of the underlying stock at the date of grant. The general terms of the plan include a vesting period (usually four years) with an exercisable period not to exceed ten years. Certain options, restricted stock and restricted stock unit awards provide for accelerated vesting if there is a change in control of United or certain other conditions are met (as defined in the plan document). As of December 31, 2017, 1.93 million additional awards could be granted under the plan. Through December 31, 2017, incentive stock options, nonqualified stock options, restricted stock and restricted stock unit awards, base salary stock grants and performance share awards had been granted under the plan.

Restricted stock and options outstanding and activity for the years ended December 31 consisted of the following:

	Restricted Stock			Options			
	Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value (000's)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (Yrs.)	Aggregate Intrinsic Value (000's)
December 31, 2014	829,201	$ 14.76		313,555	$ 93.40		
Granted	265,306	18.66		-	-		
Vested	(305,902)	14.00		-	-		
Expired	-	-		(45,866)	108.93		
Cancelled	(75,938)	15.63		(26,196)	98.36		
December 31, 2015	712,667	16.44		241,493	89.92		
Granted	302,012	21.42		-	-		
Vested	(261,729)	16.14		-	-		
Expired	-	-		(52,853)	135.32		
Cancelled	(61,980)	17.99		(115,975)	104.05		
December 31, 2016	690,970	18.60		72,665	34.34		
Granted	270,339	26.50		-	-		
Vested	(284,662)	17.48	$ 7,782	-	-		
Expired	-	-		(1,538)	147.60		
Cancelled	(12,830)	19.91		(10,840)	75.08		
December 31, 2017	663,817	22.40	18,680	60,287	24.12	3.06	$ 355
Vested / Exercisable at December 31, 2017	-	-		57,787	24.44	2.90	326

The following is a summary of stock options outstanding at December 31, 2017:

Options Outstanding				Options Exercisable	
Shares	Range	Weighted Average Price	Average Remaining Life	Shares	Weighted Average Price
10,000	$ 10.00 - 15.00	$ 11.20	3.58	10,000	$ 11.20
15,300	15.01 - 20.00	16.19	6.31	12,800	16.08
500	20.01 - 25.00	22.95	2.22	500	22.95
1,023	25.01 - 30.00	29.45	1.07	1,023	29.45
33,464	30.01 - 31.50	31.47	1.50	33,464	31.47
60,287	10.00 - 31.50	24.12	3.06	57,787	24.44

Compensation expense relating to options of $28,000, $30,000 and $35,000, respectively, was included in earnings for 2017, 2016 and 2015. The amount of compensation expense for all periods was determined based on the fair value of options at the time of grant, multiplied by the number of options granted that were expected to vest, which was then amortized over the vesting period. There were no options exercised during 2017, 2016 or 2015.

(23) Equity Compensation and Related Plans, continued

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. Compensation expense recognized in the consolidated statements of income for employee restricted stock awards in 2017, 2016 and 2015 was $5.51 million, $4.29 million and $4.21 million, respectively. Of the expense recognized related to restricted stock unit awards during 2017, $696,000 related to the modification of existing awards resulting from an acceleration of vesting of unvested awards due to retirement, which was recognized in merger-related and other charges. The remaining expense of $4.82 million was recognized in compensation expense. In addition, in 2017, 2016, and 2015, $287,000, $177,000 and $153,000, respectively, was recognized in other operating expenses for restricted stock unit awards granted to members of United's board of directors.

A deferred income tax benefit related to compensation expense for options and restricted stock of $2.27 million, $1.75 million and $1.71 million was included in the determination of income tax expense in 2017, 2016 and 2015, respectively. As of December 31, 2017, there was $11.3 million of unrecognized compensation cost related to nonvested stock options and restricted stock granted under the plan. The cost is expected to be recognized over a weighted-average period of 2.98 years.

United sponsors a Dividend Reinvestment and Stock 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. The DRIP had previously been suspended but was re-activated in 2014 when United restored its quarterly dividend. In 2017, 2016 and 2015, 4,404, 4,044 and 2,916 shares, respectively, were issued under the DRIP.

United has an Employee Stock Purchase Program ("ESPP") that allows eligible employees to purchase shares of common stock at a discount (10%), with no commission charges. During 2017, 2016 and 2015 United issued 13,422, 16,456 shares and 14,213 shares, respectively, through the ESPP.

United offers its common stock as an investment option in its deferred compensation plan. The common stock component is accounted for as an equity instrument and is reflected in the consolidated balance sheets as common stock issuable. The deferred compensation plan does not allow for diversification once an election is made to invest in United stock and settlement must be accomplished in shares at the time the deferral period is completed. United also allows restricted stock grantees to defer all or a portion of their restricted stock in the deferred compensation plan upon vesting. At December 31, 2017 and 2016, United had 607,869 shares and 519,874 shares, respectively, of its common stock that was issuable under the deferred compensation plan.

(24) Assets and Liabilities Measured at Fair Value

Fair value measurements are determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 ("ASC 820") *Fair Value Measurements and Disclosures* establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). United has processes in place to review the significant valuation inputs and to reassess how the instruments are classified in the valuation framework.

Fair Value Hierarchy

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

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

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

(24) Assets and Liabilities Measured at Fair Value, continued

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

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

Securities Available-for-Sale

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

Deferred Compensation Plan Assets and Liabilities

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

Mortgage Loans Held for Sale

Beginning in the third quarter of 2016, United elected the fair value option for newly originated mortgage loans held for sale. United elected the fair value option for its portfolio of mortgage loans held for sale in order to reduce certain timing differences and better match changes in fair values of the loans with changes in the value of derivative instruments used to economically hedge them. The fair value of mortgage loans held for sale is determined using quoted prices for a similar asset, adjusted for specific attributes of that loan (Level 2).

Loans

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

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

(24) Assets and Liabilities Measured at Fair Value, continued

Derivative Financial Instruments

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

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

Although management has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of December 31, 2017, management had assessed the significance of the effect of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. Derivatives classified as Level 3 included structured derivatives for which broker quotes, used as a key valuation input, were not observable consistent with a Level 2 disclosure. This resulted in the Bank transferring them to a Level 3 disclosure in 2014. The fair value of risk participations incorporates Level 3 inputs to evaluate the likelihood of customer default. The fair value of interest rate lock commitments, which is related to mortgage loan commitments, is categorized as Level 3 based on unobservable inputs for commitments that United does not expect to fund.

Servicing Rights for SBA/USDA Loans

United recognizes servicing rights upon the sale of Small Business Administration and United States Department of Agriculture ("SBA/USDA")loans sold with servicing retained. This asset is recorded at fair value on recognition, and management has elected to carry this asset at fair value for subsequent reporting. Given the nature of the asset, the key valuation inputs are unobservable and management considers this asset as Level 3.

Residential Mortgage Servicing Rights

United recognizes servicing rights upon the sale of residential mortgage loans sold with servicing retained. Effective January 1, 2017, management has elected to carry this asset at fair value. Given the nature of the asset, the key valuation inputs are unobservable and management classifies this asset as Level 3. The cumulative effect adjustment of this election to retained earnings, net of income tax effect, was $437,000.

Pension Plan Assets

For disclosure regarding the fair value of pension plan assets, see Note 18.

(24) Assets and Liabilities Measured at Fair Value, continued

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, aggregated by the level in the fair value hierarchy within which those measurements fall *(in thousands)*:

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

December 31, 2016	Level 1	Level 2	Level 3	Total
Assets:				
Securities available for sale				
U.S. Treasuries	$ 169,616	$ -	$ -	$ 169,616
U.S. Agencies	-	20,820	-	20,820
State and political subdivisions	-	74,177	-	74,177
Mortgage-backed securities	-	1,391,682	-	1,391,682
Corporate bonds	-	304,717	675	305,392
Asset-backed securities	-	469,569	-	469,569
Other	-	1,182	-	1,182
Mortgage loans held for sale	-	27,891	-	27,891
Deferred compensation plan assets	4,161	-	-	4,161
Servicing rights for SBA/USDA loans	-	-	5,752	5,752
Derivative financial instruments	-	11,911	11,777	23,688
Total assets	$ 173,777	$ 2,301,949	$ 18,204	$ 2,493,930
Liabilities:				
Deferred compensation plan liability	$ 4,161	$ -	$ -	$ 4,161
Derivative financial instruments	-	11,301	16,347	27,648
Total liabilities	$ 4,161	$ 11,301	$ 16,347	$ 31,809

(24) Assets and Liabilities Measured at Fair Value, continued

Assets and Liabilities Measured at Fair Value on a Recurring Basis, continued

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)*:

	Derivative Asset	Derivative Liability	Servicing rights for SBA/USDA loans	Residential mortgage servicing rights	Securities Available-for-Sale
December 31, 2014	$ 12,262	$ 18,979	$ 2,551	$ -	$ 750
Business combinations	286	-	137	-	-
Additions	311	-	1,699	-	-
Sales and settlements	(409)	-	(353)	-	-
Amounts included in earnings - fair value adjustments	(3,032)	(3,185)	(322)	-	-
December 31, 2015	9,418	15,794	3,712	-	750
Additions	-	17	2,723	-	-
Sales and settlements	(509)	(1,001)	(393)	-	-
Other comprehensive income	-	-	-	-	(75)
Amounts included in earnings - fair value adjustments	2,868	1,537	(290)	-	-
December 31, 2016	11,777	16,347	5,752	-	675
Tranfer from amortization method to fair value	-	-	-	5,070	-
Business combinations	-	-	419	-	-
Additions	-	-	2,737	3,602	-
Sales and settlements	(1,744)	(2,423)	(621)	(328)	-
Other comprehensive income	-	-	-	-	225
Amounts included in earnings - fair value adjustments	2,174	2,820	(547)	(82)	-
December 31, 2017	$ 12,207	$ 16,744	$ 7,740	$ 8,262	$ 900

The following table presents quantitative information about Level 3 fair value measurements for fair value on a recurring basis at *(in thousands)*:

	Fair Value December 31,				Weighted Average December 31,	
Level 3 Assets	**2017**	**2016**	**Valuation Technique**	**Unobservable Inputs**	**2017**	**2016**
Servicing rights for SBA/USDA loans	$7,740	$5,752	Discounted cash flow	Discount rate Prepayment rate	12.5% 8.31%	11.0% 7.12%
Residential mortgage servicing rights	8,262	-	Discounted cash flow	Discount rate Prepayment rate	10% 9.5%	N/A
Corporate bonds	900	675	Indicative bid provided by a broker	Multiple factors, including but not limited to, current operations, financial condition, cash flows, and recently executed financing transactions related to the company	N/A	N/A
Derivative assets - mortgage	1,150	1,552	Internal model	Pull through rate	80%	80%
Derivative assets - other	11,057	10,225	Dealer priced	Dealer priced	N/A	N/A
Derivative liabilities - risk participations	20	26	Internal model	Probable exposure rate Probability of default rate	.37% 1.80%	.35% 1.80%
Derivative liabilities - other	16,724	16,321	Dealer priced	Dealer priced	N/A	N/A

(24) Assets and Liabilities Measured at Fair Value, continued

Fair Value Option

At December 31, 2017, mortgage loans held for sale for which the fair value option was elected had an aggregate fair value and outstanding principal balance of $26.3 million and $25.4 million, respectively. At December 31, 2016, mortgage loans held for sale for which the fair value option was elected had an aggregate fair value and outstanding principal balance of $27.9 million and $27.6 million, respectively. Interest income on these loans is calculated based on the note rate of the loan and is recorded in interest revenue. During 2017 and 2016, net gains resulting from changes in fair value of these loans of $505,000 and $322,000, respectively, were recorded in mortgage loan and other related fees. These changes in fair value were mostly offset by hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

United may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis. These assets are not measured at fair value on a recurring basis, but are subject to fair value adjustments in certain circumstances. These adjustments to fair value usually result from the application of lower of amortized cost or fair value accounting or write-downs of individual assets due to impairment. The following table presents the fair value hierarchy and carrying value of all assets that were still held as of December 31, 2017 and 2016, for which a nonrecurring fair value adjustment was recorded during the periods presented *(in thousands)*.

December 31, 2017	Level 1	Level 2	Level 3	Total
Loans	$ -	$ -	$ 6,905	$ 6,905
December 31, 2016				
Loans	$ -	$ -	$ 7,179	$ 7,179

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

Assets and Liabilities Not Measured at Fair Value

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

Cash and cash equivalents and repurchase agreements have short maturities and therefore the carrying value approximates fair value. The fair value of securities available-for-sale equals the balance sheet value. Due to the short-term settlement of accrued interest receivable and payable, the carrying amount closely approximates fair value.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect the premium or discount on any particular financial instrument that could result from the sale of United's entire holdings. 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 a significant effect on fair value estimates and have not been considered in the estimates.

(24) Assets and Liabilities Measured at Fair Value, continued

Assets and Liabilities Not Measured at Fair Value, continued

Off-balance sheet instruments (commitments to extend credit and standby letters of credit) for which draws can be reasonably predicted 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 consolidated balance sheets are as follows *(in thousands)*:

	Carrying	Fair Value Level			
December 31, 2017	**Amount**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:					
Securities held to maturity	$ 321,094	$ -	$ 321,276	$ -	$ 321,276
Loans, net	7,676,658	-	-	7,674,460	7,674,460
Loans held for sale	6,482	-	6,514	-	6,514
Liabilities:					
Deposits	9,807,697	-	9,809,264	-	9,809,264
Federal Home Loan Bank advances	504,651	-	504,460	-	504,460
Long-term debt	120,545	-	-	123,844	123,844
December 31, 2016					
Assets:					
Securities held to maturity	$ 329,843	$ -	$ 333,170	$ -	$ 333,170
Loans, net	6,859,214	-	-	6,824,229	6,824,229
Loans held for sale	1,987	-	2,018	-	2,018
Residential mortgage servicing rights	4,372	-	-	5,175	5,175
Liabilities:					
Deposits	8,637,558	-	8,635,811	-	8,635,811
Federal Home Loan Bank advances	709,209	-	709,174	-	709,174
Long-term debt	175,078	-	-	175,750	175,750

(25) Condensed Financial Statements of United Community Banks, Inc. (Parent Only)

Statements of Income
For the Years Ended December 31, 2017, 2016 and 2015

(in thousands)

	2017	2016	2015
Dividends from bank	$ 103,200	$ 41,500	$ 77,500
Dividends from other subsidiaries	-	-	3,500
Shared service fees from subsidiaries	10,481	8,476	7,628
Other	1,078	685	123
Total income	114,759	50,661	88,751
Interest expense	10,258	11,209	10,385
Other expense	14,960	11,380	11,185
Total expenses	25,218	22,589	21,570
Income tax benefit	1,447	6,717	1,709
Income before equity in undistributed (loss) earnings of subsidiaries	90,988	34,789	68,890
Equity in undistributed (loss) earnings of subsidiaries	(23,167)	65,867	2,688
Net income	$ 67,821	$ 100,656	$ 71,578

Balance Sheets
As of December 31, 2017 and 2016

(in thousands)

Assets

	2017	2016
Cash	$ 26,054	$ 42,980
Investment in bank	1,390,490	1,201,868
Investment in other subsidiaries	4,744	3,731
Other assets	20,578	17,800
Total assets	$ 1,441,866	$ 1,266,379

Liabilities and Shareholders' Equity

	2017	2016
Long-term debt	$ 120,545	$ 175,078
Other liabilities	17,987	15,566
Total liabilities	138,532	190,644
Shareholders' equity	1,303,334	1,075,735
Total liabilities and shareholders' equity	$ 1,441,866	$ 1,266,379

(25) Condensed Financial Statements of United Community Banks, Inc. (Parent Only), continued

Statements of Cash Flows
For the Years Ended December 31, 2017, 2016 and 2015

(in thousands)

	2017	2016	2015
Operating activities:			
Net income	$ 67,821	$100,656	$ 71,578
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed loss (earnings) of the subsidiaries	23,167	(65,867)	(2,688)
Depreciation, amortization and accretion	36	23	26
Loss on prepayment of debt	-	-	754
Stock-based compensation	5,827	4,496	4,403
Change in assets and liabilities:			
Other assets	1,184	14,305	515
Other liabilities	(758)	(8,268)	1,087
Net cash provided by operating activities	97,277	45,345	75,675
Investing activities:			
Payment for acquisition	(11,034)	(11,209)	(76,893)
Purchases of premises and equipment	(708)	-	(12)
Purchase of available for sale securities	-	(1,125)	-
Sales and paydowns of securities available for sale	-	-	250
Net cash used in investing activities	(11,742)	(12,334)	(76,655)
Financing activities:			
Repayment of long-term debt	(75,000)	-	(48,521)
Proceeds from issuance of long-term debt	-	-	83,924
Cash paid for shares withheld to cover payroll taxes upon vesting of restricted stock	(1,701)	(1,189)	(1,483)
Proceeds from issuance of common stock for dividend reinvestment and employee benefit plans	450	366	303
Retirement of preferred stock	-	(9,992)	-
Repurchase of common stock	-	(13,659)	-
Cash dividends on common stock	(26,210)	(15,849)	(14,822)
Cash dividends on Series H preferred stock	-	(46)	(50)
Net cash (used in) provided by financing activities	(102,461)	(40,369)	19,351
Net change in cash	(16,926)	(7,358)	18,371
Cash at beginning of year	42,980	50,338	31,967
Cash at end of year	$ 26,054	$ 42,980	$ 50,338

(26) Subsequent Events

Debt Issuance

On January 18, 2018, United issued $100 million of 4.5% Fixed to Floating Rate Subordinated notes due January 30, 2028 (the "Notes"). The Notes will initially bear interest at a rate of 4.500% per annum, payable semi-annually in arrears, with interest commencing on the issue date, to, but excluding, January 30, 2023, and, thereafter, payable quarterly in arrears at an annual floating rate equal to three-month LIBOR as determined for the applicable quarterly period, plus 2.120%. The notes are callable after five years and qualify as Tier 2 regulatory capital.

Dividends Declared

On February 7, 2018, United's Board of Directors approved a regular quarterly cash dividend of $0.12 per common share. The dividend is payable April 5, 2018 to shareholders of record on March 15, 2018.

Acquisition of NLFC Holding Corp.

On February 1, 2018, United completed its previously announced acquisition of NLFC Holdings Corp. ("NLFC") and its wholly-owned subsidiary, Navitas Credit Corp ("Navitas"). Navitas is a specialty lending company providing equipment finance credit services to small and medium-sized businesses nationwide. As of December 31, 2017, NLFC had total assets of $410 million and loans of $377 million.

Under the terms of the merger agreement, NLFC shareholders received $130 million in total consideration, $84.5 million of which was paid in cash and $45.7 million was paid in United common stock. United issued 1.44 million shares pursuant to the acquisition.

The acquisition will be accounted for as a business combination, subject to the provisions of ASC 805-10-50, *Business Combinations*. Due to the timing of the acquisition, management is currently in the process of completing the purchase accounting and has not made all of the remaining disclosures required by ASC 805-10-50, such as the fair value of assets acquired and supplemental pro forma information, which will be disclosed in subsequent filings.

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

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

United did not have any change in or disagreements with its accountants on any matters of accounting principles or practices or financial statement disclosure.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure 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 December 31, 2017.

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

Changes in Internal Control Over Financial Reporting

No changes were made to United's internal control over financial reporting during the fourth quarter of 2017 that materially affected, or are reasonably likely to materially affect, United's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2017 is included in Item 8 of this report under the heading "Management's Report on Internal Control Over Financial Reporting."

ITEM 9B. OTHER INFORMATION.

There were no items required to be reported on Form 8-K during the fourth quarter of 2017 that were not reported on Form 8-K.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information contained under the headings "Information Regarding Nominees and Other Directors", "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement to be used in connection with the solicitation of proxies for United's 2018 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference. Pursuant to instruction 3 to paragraph (b) of Item 401 of Regulation S-K, information relating to the executive officers of United is included in Item 1 of this report.

ITEM 11. EXECUTIVE COMPENSATION.

The information contained under the heading "Compensation of Executive Officers and Directors" in the Proxy Statement to be used in connection with the solicitation of proxies for United's 2018 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information contained under the heading "Principal and Management Shareholders" and the "Equity Compensation Plan Information" table in the Proxy Statement to be used in connection with the solicitation of proxies for United's 2018 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference. For purposes of determining the aggregate market value of United's voting stock held by nonaffiliates, shares held by all directors and executive officers of United have been excluded. The exclusion of such shares is not intended to, and shall not, constitute a determination as to which persons or entities may be "Affiliates" of United as defined by the SEC.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information contained under the heading "Corporate Governance – Certain Relationships and Related Transactions" in the Proxy Statement to be used in connection with the solicitation of proxies for United's 2018 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information contained under the heading "Other Matters – Independent Registered Public Accountants" in the Proxy Statement to be used in connection with the solicitation of proxies for United's 2018 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) 1. Financial Statements.

The following consolidated financial statements are located in Item 8 of this report:

Report of Independent Registered Public Accounting Firm
Consolidated Statements of Income - Years ended December 31, 2017, 2016, and 2015
Consolidated Balance Sheets - December 31, 2017 and 2016
Consolidated Statements of Changes in Shareholders' Equity - Years ended December 31, 2017, 2016, and 2015
Consolidated Statements of Cash Flows - Years ended December 31, 2017, 2016, and 2015
Notes to Consolidated Financial Statements

2. Financial Statement Schedules.

Schedules to the consolidated financial statements are omitted, as the required information is not applicable.

3. Exhibits.

The following exhibits are required to be filed with this report by Item 601 of Regulation S-K:

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated April 22, 2015, by and between Palmetto Bancshares, Inc. and United Community Banks, Inc. (incorporated herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on April 22, 2015).
2.2	Agreement and Plan of Merger, dated January 27, 2015, by and between United Community Banks, Inc. and MoneyTree Corporation (incorporated herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on January 28, 2015).
2.3	Agreement and Plan of Merger, dated April 4, 2016, by and between United Community Banks, Inc. and Tidelands Bancshares, Inc. (incorporated herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on April 4, 2016)
2.4	Amendment to the Agreement and Plan of Merger, dated April 27, 2016, by and between United Community Banks, Inc. and Tidelands Bancshares, Inc. (incorporated herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended June 30, 2016, filed with the SEC on August 8, 2016
2.5	Agreement and Plan of Merger, dated April 19, 2017, by and between United Community Banks, Inc. and HCSB Financial Corporation (incorporated herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-26995, filed with the SEC on April 21, 2017).
2.6	Agreement and Plan of Merger, dated June 26, 2017, by and between United Community Banks, Inc. and Four Oaks Fincorp, Inc. (incorporated by reference herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-22787, filed with the SEC on June 27, 2017).
2.7	Agreement and Plan of Merger, dated January 8, 2018, by and between United Community Banks, Inc., United Community Bank, Symph Acquisition Corp., NLFC Holdings Corp. and Shareholder Representative Services LLC (incorporated by reference herein by reference to Exhibit 2.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on January 9, 2018).
3.1	Restated Articles of Incorporation of United Community Banks, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended June 30,

2016, filed with the SEC on August 8, 2016).

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, 2015, filed with the SEC on May 11, 2015).

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 Indenture, dated August 14, 2015, by and between United Community Banks, Inc. and The Bank of New York Mellon Trust Company, N.A., Trustee (incorporated herein by reference to Exhibit 4.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on August 14, 2015).

4.3 First Supplemental Indenture to the Indenture, dated August 14, 2015, by and between United Community Banks, Inc. and The Bank of New York Mellon Trust Company, N.A., Trustee (incorporated herein by reference to Exhibit 4.2 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on August 14, 2015).

4.4 Second Supplemental Indenture to the Indenture, dated August 14, 2015, by and between United Community Banks, Inc. and The Bank of New York Mellon Trust Company, N.A., Trustee (incorporated herein by reference to Exhibit 4.3 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on August 14, 2015).

4.5 Indenture, dated January 18, 2018, by and between United and The Bank of New York Mellon, N.A., Trustee (incorporated herein by reference to Exhibit 4.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on January 23, 2018).

4.6 First Supplemental Indenture to the Indenture, dated January 18, 2018, by and between United and The Bank of New York Mellon, N.A., Trustee (incorporated herein by reference to Exhibit 4.2 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on January 23, 2018).

4.7 Form of Indenture for Senior Indebtedness (incorporated herein by reference to Exhibit 4.2 to United Community Banks, Inc.'s Form S-3, File No. 333-203548, filed with the SEC on April 21, 2015).

4.8 Form of Indenture for Subordinated Indebtedness (incorporated herein by reference to Exhibit 4.3 to United Community Banks, Inc.'s Form S-3, File No. 333-203548, filed with the SEC on April 21, 2015).

10.1 United Community Banks, Inc.'s Profit Sharing Plan, amended and restated as of January 1, 2001 (incorporated herein by reference to Exhibit 4.3 to United Community Banks, Inc.'s Registration Statement on Form S-8, File No. 333-86876, filed with the SEC on April 24, 2002).*

10.2 Amendment No. 1 to United Community Banks, Inc.'s Profit Sharing Plan, dated as of March 15, 2002 (incorporated herein by reference to Exhibit 4.4 to United Community Banks, Inc.'s Registration Statement on Form S-8, File No. 333-86876, filed with the SEC on April 24, 2002).*

10.3 Split-Dollar Agreement between United Community Banks, Inc. and Jimmy C. Tallent dated June 1, 1994 (incorporated herein by reference to Exhibit 10.11 to United Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1994, File No. 0-21656).*

10.4 United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-21656, filed with the SEC on May 1, 2007).*

10.5 Amendment No. 1 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated April 13, 2007 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-21656, filed with the SEC on April 13, 2007).*

10.6 Form of Amended and Restated Change of Control Severance Agreement by and between United Community Banks, Inc. and Jimmy C. Tallent and H. Lynn Harton (incorporated herein by reference to Exhibit 10.8 to United

Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008, File No. 000-21656, filed with the SEC on February 27, 2009).*

10.7	Form of Change in Control Severance Agreement by and between United Community Banks, Inc. and Jefferson L. Harrelson, Bill Gilbert, and Rob Edwards (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2017, File No. 35095, filed with the SEC on May 5, 2017).*
10.8	United Community Banks, Inc.'s Amended and Restated Modified Retirement Plan, effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.10 to United Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008, File No. 000-21656, filed with the SEC on February 27, 2009).*
10.9	United Community Banks, Inc.'s Amended and Restated Deferred Compensation Plan, effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.11 to United Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008, File No. 000-21656, filed with the SEC on February 27, 2009).*
10.10	United Community Banks, Inc. Amended and Restated Dividend Reinvestment and Share Purchase Plan (incorporated herein by reference to Exhibit 4 to United Community Banks, Inc.'s Registration Statement on Form S-3D, File No. 333-197026, filed with the SEC on June 25, 2014).*
10.11	United Community Banks, Inc. Employee Stock Purchase Plan, effective as of December 20, 2005 (incorporated herein by reference to Exhibit 4 to United Community Banks, Inc.'s Registration Statement on Form S-8, File No. 333-130489, filed with the SEC on December 20, 2005).*
10.12	United Community Banks, Inc.'s Management Incentive Plan, effective as of January 1, 2007 (incorporated herein by reference to Exhibit 10.5 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-21656, filed with the SEC on May 1, 2007).*
10.13	Amendment No. 2 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 20, 2012 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on May 24, 2012).*
10.14	Amendment No. 3 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 20, 2012 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on May 24, 2012).*
10.15	Employment Agreement, dated as of September 14, 2012, between United Community Bank and H. Lynn Harton (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on September 19, 2012).*
10.16	Credit Agreement, dated as of January 7, 2014, between United Community Banks, Inc. and Synovus Bank, as amended (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Quarterly Report on Form 10-Q for the period ended June 30, 2017, File No. 001-35095, filed with the SEC on August 4, 2017).
10.17	Form of Incentive Stock Option Award Agreement (incorporated herein by reference to Exhibit 10.15 to United Community Banks, Inc.'s Form 10-K for the year ended December 31, 2014, File No. 001-35095, filed with the SEC on February 27, 2015).*
10.18	Form of Nonqualified Stock Option Award Agreement (incorporated herein by reference to Exhibit 10.16 to United Community Banks, Inc.'s Form 10-K for the year ended December 31, 2014, File No. 001-35095, filed with the SEC on February 27, 2015).*
10.19	Form of Restricted Stock Unit Award Agreement for Directors (incorporated herein by reference to Exhibit 10.19 to United Community Banks, Inc.'s Form 10-K for the year ended December 31, 2016, File No. 001-35095, filed with the SEC on February 27, 2017).*
10.20	Form of Restricted Stock Unit Award Agreement (incorporated herein by reference to Exhibit 10.20 to United Community Banks, Inc.'s Form 10-K for the year ended December 31, 2016, File No. 001-35095, filed with the SEC on February 27, 2017).*

10.21	Form of Restricted Stock Unit Award for Key Employees (incorporated herein by reference to Exhibit 10.21 to United Community Banks, Inc.'s Form 10-K for the year ended December 31, 2016, File No. 001-35095, filed with the SEC on February 27, 2017).*
10.22	Amendment No. 4 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 18, 2016 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on June 23, 2016).*
14	Code of Ethical Conduct (incorporated herein by reference to Exhibit 14 to United Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003, File No. 000-21656, filed with the SEC on March 8, 2004).
21	Subsidiaries of United Community Banks, Inc.
23	Consent of Independent Registered Public Accounting Firm
24	Power of Attorney of certain officers and directors of United (included on Signature Page)
31.1	Certification by Jimmy C. Tallent, Chairman 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 Jefferson L. Harrelson, 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 Report Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Label Linkbase Document
101.PRE**	XBRL Presentation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document

* Management contract or compensatory plan or arrangement required to be filed as an Exhibit to this Annual Report on Form 10-K pursuant to Item 15(b) of Form 10-K.

** Indicates furnished herewith.

ITEM 16. FORM 10-K SUMMARY.

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, United has duly caused this annual report on Form 10-K, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blairsville, State of Georgia, on the 27th day of February, 2018.

UNITED COMMUNITY BANKS, INC.
(Registrant)

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

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

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

POWER OF ATTORNEY AND SIGNATURES

Know all men by these presents, that each person whose signature appears below constitutes and appoints Jimmy C. Tallent and Thomas A. Richlovsky, or either of them, as attorney-in-fact, with each having the power of substitution, for him in any and all capacities, to sign any amendments to this annual report on Form 10-K and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this annual report on Form 10-K has been signed below by the following persons on behalf of United and in the capacities set forth and on the 27th day of February, 2018.

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

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

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

/s/ H. Lynn Harton
H. Lynn Harton
President, Chief Operating Officer and Director

/s/ Thomas A. Richlovsky
Thomas A. Richlovsky
Lead Independent Director

/s/ Robert Blalock
Robert Blalock
Director

/s/ L. Cathy Cox
L. Cathy Cox
Director

/s/ Kenneth L. Daniels
Kenneth L. Daniels
Director

/s/ W.C. Nelson, Jr.
W.C. Nelson, Jr.
Director

/s/ David C. Shaver
David C. Shaver
Director

/s/ Tim Wallis
Tim Wallis
Director

/s/ David H. Wilkins
David H. Wilkins
Director

EXHIBIT INDEX

Exhibit No.	Description
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31.2	Certification by Jefferson L. Harralson, 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.

EXHIBIT 21

Subsidiaries of United Community Banks, Inc.

Subsidiary	State of Organization
United Community Bank	Georgia
NLFC Holdings Corp.	Delaware
Navitas Credit Corp.	Florida
Navitas Equipment Receivables LLC	Delaware
Navitas Equipment Receivables LLC 2013-1	Delaware
Navitas Equipment Receivables LLC 2015-1	Delaware
Navitas Equipment Receivables LLC 2015-2	Delaware
Navitas Equipment Receivables LLC 2015-3	Delaware
Navitas Equipment Receivables LLC 2016-1	Delaware
Liberty Financial Group, Inc.	Pennsylvania
NLFC Reinsurance Ltd.	Turks & Caicos
United Community Insurance Services, Inc.	Georgia
Union Holdings, Inc.	Nevada
Union Investments, Inc.	Nevada
United Community Development Corporation	Georgia
UCB North Georgia Properties, Inc.	Georgia
UCB Metro Properties, Inc.	Georgia
UCB Coastal Properties, Inc.	Georgia
UCB Tennessee Properties, Inc.	Tennessee
UCB North Carolina Properties, Inc.	North Carolina
UCB South Carolina Properties, Inc.	South Carolina
UCB Real Estate Investments, Inc.	Georgia
UCB Metro Real Estate Investments, Inc.	Georgia
UCBI Georgia Credits LLC	Georgia
United Community Payment Systems, LLC (50% owned by United Community Bank)	Delaware
United Community Statutory Trust III	Delaware
Southern Bancorp Capital Trust I	Delaware

United Community Risk Management Services, Inc.	Nevada
Tidelands Statutory Trust I	Delaware
Tidelands Statutory Trust II	Delaware
Four Oaks Statutory Trust I	Delaware
HCSB Financial Trust I	Delaware

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-175226, 333-185733, 333-197026 and 333-203548) and S-8 (Nos. 333-86876, 333-99849, 333-120623, 333-125017, 333-130489, 333-145027, 333-145029, 333-159989, 333-167185, 333-167186, 333-167187, 333-181675, 333-183767, 333-183768, and 333-183769) of United Community Banks, Inc. of our report dated February 27, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
February 27, 2018

EXHIBIT 31.1

I, Jimmy C. Tallent, certify that:

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

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

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

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

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

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

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

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

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

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

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

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

Date: February 27, 2018

EXHIBIT 31.2

I, Jefferson L. Harralson, certify that:

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

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

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

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

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

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

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

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

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

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

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

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

Date: February 27, 2018

EXHIBIT 32

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

In connection with the Annual Report of United Community Banks, Inc. ("United") on Form 10-K for the period ending December 31, 2017 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jimmy C. Tallent, Chairman and Chief Executive Officer of United, and I, Jefferson L. Harralson, Executive Vice President and Chief Financial Officer of United, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

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

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

Date: February 27, 2018