

BRANDYWINE REALTY TRUST
Form 424B3
November 30, 2004

[Proceed to Contents](#)

**PROSPECTUS SUPPLEMENT
(to Prospectus Dated September 8, 2004)**

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-117078**

3,000,000 Common Shares of Beneficial Interest

We have entered into a sales agreement with Brinson Patrick Securities Corporation relating to the common shares of beneficial interest offered by this prospectus supplement and the accompanying prospectus. In accordance with the sales agreement, and except as noted below, we may offer and sell up to 3,000,000 of our common shares of beneficial interest from time to time through Brinson Patrick Securities Corporation, as our agent for the offer and sale of the common shares.

Our common shares are listed on the New York Stock Exchange under the symbol "BDN." The last reported sale price of our common shares on November 26, 2004 was \$28.74 per share.

Sales of our common shares, if any, under this prospectus supplement and the accompanying prospectus may be made in privately negotiated transactions, through an electronic communications network and/or any other method permitted by law, including transactions that are deemed to be an "at the market" offering as defined in Rule 415 promulgated under the Securities Act of 1933, sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange.

Brinson Patrick Securities Corporation will be entitled to compensation equal to the sum of 2.5% of the initial \$15,000,000 of the gross proceeds received in connection with sales of our common shares under the sales agreement during each year ending December 1 plus 2.0% of the gross proceeds of sales of our common shares under the sales agreement to the extent that they exceed \$15,000,000 in any such year. In connection with the sale of the common shares on our behalf, Brinson Patrick Securities Corporation may be deemed to be an "underwriter" within the meaning of the Securities Act of 1933, and the compensation of Brinson Patrick Securities Corporation may be deemed to be underwriting commissions or discounts.

Investing in our common shares involves certain risks. See "Cautionary Statement Concerning Forward-Looking Statements" beginning on page 3 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Brinson Patrick Securities Corporation

The date of this prospectus supplement is November 29, 2004

[Back to Contents](#)

PLAN OF DISTRIBUTION

Upon written instructions from us, Brinson Patrick Securities Corporation will use its commercially reasonable efforts, consistent with its sales and trading practices, to sell common shares under the terms and subject to the conditions set forth in the sales agreement. Brinson Patrick Securities Corporation's sales will continue until we instruct Brinson Patrick Securities Corporation to suspend those sales. We will instruct Brinson Patrick Securities Corporation as to the amount of common shares to be sold by Brinson Patrick Securities Corporation. We may instruct Brinson Patrick Securities Corporation not to sell common shares if the sales cannot be effected at or above the price designated by us in any instruction. We or Brinson Patrick Securities Corporation may suspend the offering of common shares upon proper notice and subject to other conditions.

Brinson Patrick Securities Corporation will provide written confirmation to us no later than the opening of the trading day on the New York Stock Exchange following the trading day in which common shares are sold under the sales agreement. Each confirmation will include the number of shares sold on the preceding day, the net proceeds to us and the compensation payable by us to Brinson Patrick Securities Corporation in connection with the sales.

We will pay Brinson Patrick Securities Corporation commissions for its services in acting as agent in the sale of common shares. Brinson Patrick Securities Corporation will be entitled to compensation equal to the sum of 2.5% of the initial \$15,000,000 of the gross proceeds received in connection with sales of our common shares under the sales agreement during each year ending December 1 plus 2.0% of the gross proceeds of sales of our common shares under the sales agreement to the extent that they exceed \$15,000,000 in any such year. We estimate that the total expenses for the offering, excluding compensation payable to Brinson Patrick Securities Corporation under the terms of the sales agreement, will be approximately \$50,000.

Settlement for sales of common shares will occur on the third business day following the date on which any sales are made, or on some other date that is agreed upon by us and Brinson Patrick Securities Corporation in connection with a particular transaction, in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

In connection with the sale of the common shares on our behalf, Brinson Patrick Securities Corporation may be, and will with respect to sales effected in an "at the market" offering be deemed to be, an "underwriter" within the meaning of the Securities Act of 1933, and the compensation of Brinson Patrick Securities Corporation may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to Brinson Patrick Securities Corporation against certain civil liabilities, including liabilities under the Securities Act of 1933. We have also agreed to reimburse Brinson Patrick Securities Corporation for other specified expenses.

The offering of our common shares pursuant to the sales agreement will terminate upon the earlier of (1) the sale of all common shares subject to the agreement, whether by Brinson Patrick Securities Corporation or any other agent pursuant to an "at the market" offering or (2) termination of the sales agreement. The sales agreement may be terminated by either party in its sole discretion at any time by giving notice to the other party.

S-2

[Back to Contents](#)

PROSPECTUS

BRANDYWINE REALTY TRUST

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\$750,000,000

Preferred Shares, Common Shares, Depositary Shares and Warrants

BRANDYWINE OPERATING PARTNERSHIP, L.P.

\$750,000,000

Debt Securities

Brandywine Realty Trust may offer from time to time its common shares, preferred shares, depository shares or warrants with a total initial offering price of up to \$750,000,000 under this prospectus.

The common shares of Brandywine Realty Trust are listed on the New York Stock Exchange under the symbol BDN.

Brandywine Operating Partnership, L.P. may offer from time to time its debt securities in one or more series with a total initial offering price of up to \$750,000,000 under this prospectus. Brandywine Realty Trust and certain of the wholly-owned subsidiaries of Brandywine Operating Partnership, L.P. will unconditionally guarantee the payment obligations of the debt securities.

We will offer the securities at prices and on the terms to be determined at the time of offering. We will provide specific terms of these securities in prospectus supplements to this prospectus.

We may sell the securities through underwriters, dealers or agents or directly to investors.

You should read this prospectus and the applicable prospectus supplement carefully before you invest in any securities described in this prospectus.

You should carefully read and consider the risk factors included in the applicable prospectus supplement and in our periodic reports and other information that we file with the Securities and Exchange Commission before investing in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 8, 2004

[Back to Contents](#)

TABLE OF CONTENTS

	<u>Page</u>
About This Prospectus	2
Where You Can Find More Information	2
Cautionary Statement Concerning Forward-Looking Statements	3
Brandywine and the Operating Partnership	5
Use of Proceeds	6
Ratios of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Share Distributions	6
Description of Debt Securities	7
Description of Shares of Beneficial Interest	23
Description of Depositary Shares	28
Description of Warrants	31
Provisions of Maryland Law and of Brandywine's Declaration of Trust and Bylaws	32
Material Federal Income Tax Consequences	36
Plan of Distribution	49
Experts	51
Legal Matters	51

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized any dealer, salesman or other person to provide you with additional or different information. This prospectus and any prospectus supplement are not an offer to sell or the solicitation of an offer to buy any securities other than the securities to which they relate and are not an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation in that jurisdiction. You should not assume that the information in this prospectus or any prospectus supplement or in any document incorporated by reference in this prospectus or any prospectus supplement is accurate as of any date other than the date of the document containing the information.

[Back to Contents](#)

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission utilizing a "shelf" registration process. Under the shelf registration statement, Brandywine Realty Trust may sell any combination of common shares, preferred shares, depositary shares and warrants in one or more offerings with a total offering price of up to \$750,000,000, and Brandywine Operating Partnership, L.P. may sell debt securities of various terms in one or more offerings with a total offering price of up to \$750,000,000.

As used in this prospectus and the registration statement on Form S-3 of which this prospectus is a part, unless the context otherwise requires, references to "Brandywine" refer to Brandywine Realty Trust, a Maryland real estate investment trust, or "REIT" references to the "Operating Partnership" refer to Brandywine Operating Partnership, L.P., a Delaware limited partnership; and references to "we," "us," "our" or similar expressions refer collectively to Brandywine Realty Trust and its consolidated subsidiaries (including the Operating Partnership) unless the context otherwise indicates.

This prospectus provides you with a general description of the securities that we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Before you invest, you should read both this prospectus and the applicable prospectus supplement together with the additional information described under the next heading.

WHERE YOU CAN FIND MORE INFORMATION

Brandywine files, and the Operating Partnership will file, annual, quarterly and special reports, proxy statements (in the case of Brandywine) and other information with the SEC.

You may read and copy materials that we have filed with the SEC, including the registration statement, at the following location:

Public Reference Room
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You may obtain information on the operation of the SEC's Public Reference Rooms by calling the SEC at 1-800-SEC-0330.

The SEC also maintains an Internet web site that contains reports, proxy statements and other information regarding issuers, including us, that file electronically with the SEC. The address of that site is <http://www.sec.gov>. In addition, you may inspect reports, proxy statements and other information concerning us at the offices of the New York Stock Exchange, which are located at 20 Broad Street, New York, New York 10005.

The SEC allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus, and information we file later with the SEC will be deemed to automatically update and supersede this information. We incorporate by reference the documents listed below, which we previously have filed with the SEC and which are considered part of this prospectus, and any future filings made by us with the SEC prior to completion of this offering under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). We also incorporate by reference any filings made under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to effectiveness of the registration statement. These filings contain important information about us.

[Back to Contents](#)

Report Filed	Date of Filing
Annual Report on Form 10-K for the year ended December 31, 2003 of Brandywine Realty Trust	Filed on March 12, 2004
Annual Report on Form 10-K/A for the year ended December 31, 2003 of Brandywine Realty Trust	Filed on June 22, 2004
Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 of Brandywine Realty Trust	Filed on May 10, 2004
Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 of Brandywine Realty Trust	Filed on August 6, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on January 7, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on February 3, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on February 5, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on February 27, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on May 27, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on August 19, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on September 3, 2004
Current Report on Form 8-K of Brandywine Realty Trust	Filed on September 3, 2004
Current Report on Form 8-K of Brandywine Operating Partnership, L.P.	Filed on July 1, 2004
Current Report on Form 8-K of Brandywine Operating Partnership, L.P.	Filed on September 3, 2004
Registration Statement on Form 8-A of Brandywine Realty Trust	Filed on October 14, 1997
Registration Statement on Form 8-A of Brandywine Realty Trust	Filed on December 29, 2003
Registration Statement on Form 8-A of Brandywine Realty Trust	Filed on February 5, 2004
Registration Statement on Form 10 of Brandywine Operating Partnership, L.P.	Filed on June 23, 2004
Registration Statement on Form 10/A of Brandywine Operating Partnership, L.P.	Filed on August 20, 2004

You can obtain copies of any of the documents incorporated by reference in this prospectus from us or, as described above, through the SEC or the SEC's web site which is at <http://www.sec.gov>. Documents incorporated by reference are available from us, without charge, excluding all exhibits unless specifically incorporated by reference as an exhibit to this prospectus. You may obtain documents incorporated by reference in this prospectus by writing to us at the following address or calling us at the telephone number listed below:

BRANDYWINE REALTY TRUST or
BRANDYWINE OPERATING PARTNERSHIP, L.P.
401 Plymouth Road, Suite 500
Plymouth Meeting, PA 19462
Attention: General Counsel
Telephone: (610) 325-5600

We also maintain a web site at <http://www.brandywinerealty.com> through which you can obtain copies of documents that we have filed with the SEC. The contents of that site are not incorporated by reference in or otherwise a part of this prospectus.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, including the information incorporated by reference into this prospectus, and any prospectus supplement, may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Exchange Act. We caution investors that forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," or the negative words, or other similar words or terms. Factors which could materially and adversely affect us include, but are not limited to the following:

[Back to Contents](#)

- changes in economic conditions generally and the real estate market specifically;
- legislative/regulatory changes, including changes to laws governing the taxation of REITs;
- availability of debt and equity capital;
- interest rate fluctuations;
- competition;
- supply and demand for properties in our current and proposed market areas;
- accounting principles;
- policies and guidelines applicable to REITs; and
- environmental risks, tenant bankruptcies and the other matters described under the heading Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

All of these factors should be considered in evaluating any forward-looking statements included or incorporated by reference in this prospectus or any accompanying prospectus supplement.

Given these uncertainties, we caution prospective investors not to place undue reliance on these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this prospectus or any accompanying prospectus supplement, whether as a result of new information, future events or otherwise. In light of the factors referred to above, the future events discussed in or incorporated by reference in this prospectus or any accompanying prospectus supplement may not occur and actual results, performance or achievement could differ materially from that anticipated or implied in the forward-looking statements.

[Back to Contents](#)

BRANDYWINE AND THE OPERATING PARTNERSHIP

Brandywine is a self-administered and self-managed REIT active in acquiring, developing, redeveloping, leasing and managing office and industrial properties. As of June 30, 2004, we owned 206 office properties, 24 industrial facilities and one mixed-use property containing an aggregate of approximately 15.6 million net rentable square feet (excluding two office properties held by two consolidated real estate ventures). In addition, as of June 30, 2004, we held economic interests in nine unconsolidated real estate ventures that we formed with third parties to develop or own commercial properties. As of June 30, 2004, we had an aggregate investment in these real estate ventures of approximately \$13.6 million (net of returns of investment received by us), excluding \$2.4 million invested in two of the real estate ventures that were consolidated as of June 30, 2004. We also owned approximately 410 acres of undeveloped land and held options to purchase approximately 61 additional acres. Our properties are located in the office and industrial markets in and surrounding Philadelphia, Pennsylvania, New Jersey and Richmond, Virginia.

Brandywine was organized and commenced operations in 1986 as a Maryland REIT. The Operating Partnership was formed and commenced operations in 1996 as a Delaware limited partnership. Brandywine owns its assets and conducts its operations through the Operating Partnership. Brandywine controls the Operating Partnership as its sole general partner and, as of June 30, 2004, Brandywine owned an approximately 96.4% interest in the Operating Partnership.

Our executive offices are located at 401 Plymouth Road, Suite 500, Plymouth Meeting, Pennsylvania 19462 and our telephone number is (610) 325-5600. We have an internet website at www.brandywinerealty.com. We are not incorporating by reference in this prospectus any material from our website. The reference to our website is an inactive textual reference to the uniform resource locator (URL) and is for your reference only.

[Back to Contents](#)**USE OF PROCEEDS**

Unless otherwise indicated in the applicable prospectus supplement, Brandywine Realty Trust will contribute or otherwise transfer the net proceeds of any sale of any of its securities to the Operating Partnership in exchange for additional partnership interests in the Operating Partnership, the economic terms of which will be substantially identical to those of the securities sold. Unless otherwise indicated in the applicable prospectus supplement, the Operating Partnership will use those net proceeds and any net proceeds from the sale of any of its debt securities for general business purposes, including, without limitation, repayment of outstanding debt and the acquisition or development of office and industrial properties.

RATIOS OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SHARE DISTRIBUTIONS

The following table sets forth the Operating Partnership's ratios of earnings to fixed charges for the periods indicated.

	For the six months ended	For the years ended December 31,				
	June 30, 2004	2003	2002	2001	2000	1999
Ratio of earnings to fixed charges	2.17	2.34	1.78	1.30	1.48	1.38

For the purpose of calculating the ratios of earnings to fixed charges, earnings have been calculated by adding fixed charges to income from continuing operations of the Operating Partnership, less capitalized interest and income from unconsolidated equity method investments not distributed. Fixed charges consist of interest costs, whether expensed or capitalized, amortization of deferred financing costs, amortization of discounts or premiums related to indebtedness and the Operating Partnership's share of interest expense from unconsolidated equity method investments.

The following table sets forth Brandywine's ratios of earnings to combined fixed charges and preferred share distributions for the periods indicated.

	For the six months ended	For the years ended December 31,				
	June 30, 2004	2003	2002	2001	2000	1999
Ratio of earnings to combined fixed charges and preferred share distributions	1.80	1.79	1.40	1.04	1.19	1.20

For the purpose of calculating the ratios of earnings to combined fixed charges and preferred share distributions, earnings have been calculated by adding minority interest attributable to continuing operations and fixed charges to income from continuing operations of Brandywine, less capitalized interest, income from unconsolidated equity method investments not distributed and preferred distributions of consolidated subsidiaries. Fixed charges consist of interest costs, whether expensed or capitalized, amortization of deferred financing costs, amortization of discounts or premiums related to indebtedness, Brandywine's share of interest expense from unconsolidated equity method investments and preferred distributions of consolidated subsidiaries. Preferred distributions includes income allocated to holders of Brandywine's preferred shares.

[Back to Contents](#)

DESCRIPTION OF DEBT SECURITIES

The following summary sets forth the general terms and provisions of the indenture under which the debt securities will be issued by the Operating Partnership. The particular terms and provisions of the debt securities with respect to a specific offering of debt securities will be set forth in the applicable prospectus supplement. This summary of general terms and provisions of the indenture and the debt securities does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all provisions of the indenture and those debt securities.

The debt securities will be issued by the Operating Partnership under an indenture, as amended or supplemented from time to time, among the Operating Partnership, Brandywine, certain subsidiaries of the Operating Partnership, as guarantors, and a trustee. The form of indenture is filed as an exhibit to the registration statement of which this prospectus is a part and will be available for inspection at the corporate trust office of the trustee or as described under "Where You Can Find More Information." The indenture will be qualified under, subject to, and governed by, the Trust Indenture Act of 1939, as amended.

All section references appearing herein are to sections of the indenture, and capitalized terms used but not defined herein will have the respective meanings set forth in the indenture.

General

The debt securities will be direct, unsecured obligations of the Operating Partnership. Except for any series of debt securities which is expressly subordinated to other indebtedness of the Operating Partnership, the debt securities will rank equally with all other unsecured and unsubordinated indebtedness of the Operating Partnership. Under the indenture, the debt securities may be issued without limit as to aggregate principal amount, in one or more series, as established from time to time pursuant to authority granted by a resolution of the Board of Trustees of Brandywine as sole general partner of the Operating Partnership or as established in one or more supplemental indentures to the indenture. All of the debt securities of any one series need not be issued at the same time and, unless otherwise provided, a series may be reopened, without the consent of the holders of the debt securities of that series, for issuances of additional debt securities of that series (Section 301). All debt securities of a particular series shall be substantially identical except as to denomination, date of issuance, issue price and the date from which interest, if any, shall accrue.

All of the debt securities will be fully and unconditionally guaranteed as to payment of principal and premium, if any, and interest by Brandywine and substantially all of the subsidiaries of the Operating Partnership (collectively, the "Subsidiary Guarantors" and, together with Brandywine, the "Guarantors") which on the date hereof guarantee our obligations under the Credit Agreement, dated as of May 24, 2004, among the Operating Partnership, Brandywine, the lenders party thereto and JP Morgan Chase Bank, as administrative agent (which Credit Agreement, together with any successor credit agreement thereto (whether by renewal, replacement, refinancing or otherwise) that is the principal credit agreement of the Operating Partnership or Brandywine (taking into account the maximum principal amount available to be borrowed thereunder, the recourse nature of the agreement, and such other factors as Brandywine and the Operating Partnership deem reasonable in light of the circumstances) is hereinafter referred to as the "Credit Agreement"). In addition, the indenture provides that if, in the future, any of our other subsidiaries which is a "significant subsidiary" (as defined in Regulation S-X promulgated under the Securities Act) guarantees our obligations under the Credit Agreement, that subsidiary will be required to provide a full and unconditional guaranty as to payment of principal of and premium, if any, and interest on the debt securities not later than 180 days following the date on which that subsidiary becomes a guarantor under the Credit Agreement. If, for any reason, the obligations of a Subsidiary Guarantor terminate under the Credit Agreement (including, without limitation, upon agreement of the lenders thereunder or upon the replacement thereof with a credit facility not requiring such guarantees or upon such Subsidiary Guarantor ceasing to be a subsidiary of the Operating Partnership), that Subsidiary Guarantor will be deemed released from all of its obligations under the indenture and its guarantee will terminate (Sections 1401 and 1404).

The indenture provides that there may be more than one trustee for any one or more series of debt securities. Any trustee under the indenture may resign or be removed with respect to one or more series of debt securities, and a successor trustee may be appointed to act with respect to that series (Section 610). Except as otherwise

[Back to Contents](#)

indicated in this prospectus or the applicable prospectus supplement, any action to be taken by the trustee may be taken by each such trustee with respect to, and only with respect to, the one or more series of debt securities for which it is trustee under the indenture.

Terms

The applicable prospectus supplement relating to the series of debt securities being offered will describe the specific terms and provisions of those debt securities, including the following:

- (1) the title of the debt securities;
- (2) the aggregate principal amount of the debt securities and any limit on that aggregate principal amount;
- (3) the percentage of the principal amount at which the debt securities will be issued and, if other than the principal amount thereof, the portion of the principal amount payable upon declaration of acceleration of the maturity thereof;
- (4) the date or dates, or the manner of determining the date or dates, on which the principal of the debt securities will be payable;
- (5) the rate or rates (which may be fixed or variable), or the method by which the rate or rates will be determined, at which the debt securities will bear interest, if any;
- (6) the date or dates, or the method for determining the date or dates, from which any interest will accrue, the interest payment dates on which that interest will be payable, the regular record dates for interest payment dates, or the method by which those dates will be determined, the person to whom interest will be payable, and the basis upon which interest will be calculated if other than that of a 360-day year of twelve 30-day months;
- (7) the place or places where the principal of and premium, if any, and interest, if any, on the debt securities will be payable and where notices or demands to or upon the Operating Partnership in respect of the debt securities and the indenture may be served;
- (8) the period or periods within which, or the date or dates on which, the price or prices at which and the terms and conditions upon which the debt securities may be redeemed, as a whole or in part, at the option of the Operating Partnership, if the Operating Partnership is to have such an option;
- (9) the obligation, if any, of the Operating Partnership to redeem, repay or repurchase the debt securities pursuant to any sinking fund or analogous provisions or at the option of the holders, and the period or periods within which, or the date or dates on which, the price or prices at which and the terms and conditions upon which the debt securities are required to be redeemed, repaid or purchased, in whole or in part, pursuant to that obligation;
- (10) if other than U.S. dollars, the currency or currencies in which the debt securities are denominated and/or payable, which may be a foreign currency or units of two or more foreign currencies or a composite currency or currencies, and the terms and conditions relating thereto;
- (11) whether the amount of payments of principal of and premium, if any, or interest, if any, on the debt securities may be determined with reference to an index, formula or other method (which index, formula or method may, but need not, be based on a currency, currencies, currency unit or units or composite currency or currencies) and the manner in which those amounts will be determined;
- (12) any additions to, modifications of or inapplicability of the terms of the debt securities with respect to the events of default or covenants or other provisions set forth in the indenture;
- (13) whether the debt securities will be issued in global or book-entry form or definitive certificated form, and whether the debt securities will be issued in bearer form;

- (14) if other than \$5,000 and any integral multiple of \$1,000 in excess thereof, the denominations in which the debt securities shall be issuable;

[Back to Contents](#)

- (15) the applicability, if any, of the defeasance and covenant defeasance provisions of the indenture, or any modification thereof;
- (16) the extent and manner, if any, to which payments on the debt securities may be subordinated to other Indebtedness of the Operating Partnership;
- (17) whether and under what circumstances the Operating Partnership will pay additional amounts as contemplated in the indenture on the debt securities in respect of any tax, assessment or governmental charge and, if so, whether the Operating Partnership will have the option to redeem the debt securities in lieu of paying additional amounts; and
- (18) any other terms of the debt securities not inconsistent with the provisions of the indenture (Section 301).

The debt securities may provide for less than the entire principal amount of those debt securities to be payable upon declaration of acceleration of the maturity thereof (original issue discount securities). The applicable prospectus supplement will describe special U.S. federal income tax, accounting and other considerations applicable to the original issue discount securities.

The indenture does not contain any provisions (other than as described under "Covenants" Limitations on Incurrence of Indebtedness) that would limit the ability of the Operating Partnership to incur indebtedness or that would afford holders of debt securities protection in the event of a highly leveraged or similar transaction involving the Operating Partnership. However, restrictions on ownership and transfers of Brandywine's common shares and preferred shares, designed to preserve Brandywine's status as a REIT, may prevent or hinder a change of control. Reference is made to the applicable prospectus supplement for information with respect to any deletions from, modifications of or additions to the events of default or covenants of the Operating Partnership that are described below, including any addition of a covenant or other provision providing event risk or similar protection.

Guarantees

The Guarantors will, under the indenture, fully and unconditionally guarantee, jointly and severally, the due and punctual payment of principal of and premium, if any, and interest on all debt securities issued by the Operating Partnership, and the due and punctual payment of any sinking fund payments on those debt securities, when and as the same will become due and payable, whether at a maturity date, by declaration of acceleration, call for redemption or otherwise; provided that if for any reason, the obligations of a Subsidiary Guarantor terminate under the Credit Agreement (including, without limitation, upon agreement of the lenders thereunder or upon the replacement thereof with a credit facility not requiring such guarantees or upon that Subsidiary Guarantor ceasing to be a subsidiary of the Operating Partnership), that Subsidiary Guarantor will be deemed released from all its obligations under the indenture and its guarantee will terminate (Sections 1401 and 1404).

The obligations of each Subsidiary Guarantor under its guarantee will be limited as necessary to prevent that guarantee from constituting a fraudulent conveyance or fraudulent transfer under applicable law.

Denominations

Unless otherwise specified in the applicable prospectus supplement, the debt securities of any series shall be issuable only in registered form without coupons and, other than securities in global form (which may be of any denomination), will be issuable in denominations of \$5,000 and integral multiples of \$1,000 in excess thereof (Section 302).

Payments

Unless otherwise specified in the applicable prospectus supplement, the principal of and premium, if any, and interest on any series of debt securities will be payable at the corporate trust office of the trustee. However, at the option of the Operating Partnership, payment of interest may be made by check mailed to the address of the person entitled thereto as it appears in the security register or by wire transfer of funds to that person at a bank account maintained within the United States (Sections 307 and 1002).

[Back to Contents](#)

All amounts paid by the Operating Partnership to a paying agent or a trustee for the payment of the principal of or premium, if any, or interest on any debt security which remain unclaimed at the end of two years after the principal, premium or interest has become due and payable will be repaid to the Operating Partnership, and the holder of the debt security thereafter may look only to the Operating Partnership for payment of these amounts.

Any interest not punctually paid or duly provided for on any interest payment date with respect to a debt security will forthwith cease to be payable to the holder on the applicable regular record date and may either be paid to the person in whose name that debt security is registered at the close of business on a special record date for the payment of that defaulted interest to be fixed by the trustee or may be paid at any time in any other lawful manner, all in accordance with the indenture (Section 307). Notice of any special record date will be given to the holder of that debt security not less than 10 days prior to the special record date.

Registration and Transfer

Subject to certain limitations imposed upon debt securities issued in book-entry form, the debt securities of any series will be exchangeable for other debt securities of the same series, of a like aggregate principal amount and tenor, of different authorized denominations upon surrender of such debt securities at the corporate trust office of the trustee. In addition, subject to certain limitations imposed upon debt securities issued in book-entry form, the debt securities of any series may be surrendered for registration of transfer at the corporate trust office of the trustee.

Every debt security surrendered for registration of transfer or exchange will be duly endorsed or accompanied by a written instrument of transfer. No service charge will be made for any registration of transfer or exchange of any debt securities, but the Operating Partnership may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith (Section 305).

If the applicable prospectus supplement refers to any transfer agent (in addition to the trustee) initially designated by the Operating Partnership and the Guarantors with respect to any series of debt securities, the Operating Partnership may at any time rescind the designation of that transfer agent or approve a change in the location through which that transfer agent acts, except that the Operating Partnership and the Guarantors will be required to maintain a transfer agent in each place of payment for that series. The Operating Partnership and the Guarantors may at any time designate additional transfer agents with respect to any series of debt securities (Section 1002).

Neither the Operating Partnership nor the trustee will be required to:

- (1) issue, register the transfer of or exchange debt securities of any series during a period beginning at the opening of business 15 days before any selection of debt securities of that series to be redeemed and ending at the close of business of the day of mailing of the relevant notice of redemption;
- (2) register the transfer of or exchange any debt security, or portion thereof, called for redemption, except the unredeemed portion of any debt security being redeemed in part; or
- (3) issue, register the transfer of or exchange any debt security which has been surrendered for repayment at the option of the holder, except that portion, if any, of such debt security which is not to be so repaid (Section 305).

Merger, Consolidation or Sale

The Operating Partnership may consolidate with, or sell, lease or convey all or substantially all of its assets to, or merge with or into, any other entity, provided that the following conditions are satisfied or fulfilled:

- (1) either the Operating Partnership is the continuing entity, or the successor (if other than the Operating Partnership) formed by or resulting from any such consolidation or merger or which has received the transfer of those assets is organized under the laws of the United States of America and expressly assumes payment of the principal of and premium, if any, and interest on all of the debt securities and the due and punctual performance and observance of all of the covenants and conditions contained in the indenture;

[Back to Contents](#)

(2) immediately after giving effect to the transaction and taking into account any indebtedness which becomes an obligation of the Operating Partnership or any Subsidiary at the time of the transaction, no event of default under the indenture, and no event which, after notice or the lapse of time, or both, would become an event of default, has occurred and is continuing; and

(3) an officer's certificate of Brandywine as general partner of the Operating Partnership and a legal opinion covering these conditions is delivered to the trustee (Section 801).

Brandywine may consolidate with, or sell, lease or convey all or substantially all its assets to, or merge with or into, any other entity, provided that substantially the same conditions as above are satisfied or fulfilled (Section 803).

Covenants

Limitations on Incurrence of Indebtedness

The Operating Partnership will not, and will not permit any of its Subsidiaries to, incur any Indebtedness, other than Intercompany Indebtedness, if, immediately after giving effect to the incurrence of that additional Indebtedness and the application of the proceeds thereof, the aggregate principal amount of all of its outstanding Indebtedness and that of its Subsidiaries on a consolidated basis is greater than 60% of the sum of (without duplication):

(1) the Total Assets of the Operating Partnership and its Subsidiaries as of the end of the calendar quarter covered in its Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of that additional Indebtedness; and

(2) the purchase price of any assets included in the definition of Total Assets acquired, and the amount of any securities offering proceeds received (to the extent that the proceeds were not used to acquire assets included with Total Assets or used to reduce Indebtedness), by the Operating Partnership or any of its Subsidiaries since the end of that calendar quarter, including those proceeds obtained in connection with the incurrence of that additional Indebtedness.

The Operating Partnership also will not, and will not permit any of its Subsidiaries to, incur any Indebtedness secured by any Encumbrance upon any of its properties or any of its Subsidiaries' properties, whether owned at the date of the indenture or thereafter acquired, if, immediately after giving effect to the incurrence of that additional Indebtedness secured by an Encumbrance and the application of the proceeds thereof, the aggregate principal amount of its outstanding Indebtedness and that of its Subsidiaries on a consolidated basis which is secured by any Encumbrance on its properties or any of its Subsidiaries' properties is greater than 40% of the sum of (without duplication):

(1) the Total Assets of the Operating Partnership and its Subsidiaries as of the end of the calendar quarter covered in its Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of that additional Indebtedness; and

(2) the purchase price of any assets included in the definition of Total Assets acquired, and the amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire assets included in the definition of Total Assets or used to reduce Indebtedness), by the Operating Partnership or any of its Subsidiaries since the end of that calendar quarter, including those proceeds obtained in connection with the incurrence of that additional Indebtedness.

In addition, the Operating Partnership will not, and will not permit any of its Subsidiaries to, incur any Indebtedness if the ratio of Consolidated Income Available for Debt Service to Annual Debt Service Charge for the four consecutive fiscal quarters most recently ended prior to the date on which that additional Indebtedness is to be incurred will be less than 1.5:1 on a *pro forma* basis after giving effect thereto and to the application of the proceeds therefrom, and calculated on the assumption that:

[Back to Contents](#)

- (1) that Indebtedness and any other Indebtedness incurred by the Operating Partnership and its Subsidiaries since the first day of that four-quarter period and the application of the proceeds therefrom, including to refinance other Indebtedness, had occurred at the beginning of that four-quarter period;
- (2) the repayment or retirement of any other Indebtedness by the Operating Partnership and its Subsidiaries since the first day of that four-quarter period had been repaid or retired at the beginning of that four-quarter period (except that, for purposes of this computation, the amount of Indebtedness under any revolving credit facility will be computed based upon the average daily balance of that Indebtedness during that four-quarter period);
- (3) in the case of Acquired Indebtedness or Indebtedness incurred in connection with any acquisition since the first day of that four-quarter period, the acquisition had occurred as of the first day of that four-quarter period with the appropriate adjustments with respect to the acquisition being included in the *pro forma* calculation; and
- (4) in the case of any acquisition or disposition by the Operating Partnership or any of its Subsidiaries of any asset or group of assets since the first day of that four-quarter period, whether by merger, stock purchase or sale, or asset purchase or sale, the acquisition or disposition or any related repayment of Indebtedness had occurred as of the first day of that four-quarter period with the appropriate adjustments with respect to the acquisition or disposition being included in the *pro forma* calculation (Section 1006).

Maintenance of Unencumbered Assets

The Operating Partnership and its Subsidiaries will at all times maintain Total Unencumbered Assets of not less than 150% of the aggregate outstanding principal amount of its Unsecured Indebtedness and that of its Subsidiaries on a consolidated basis (Section 1006).

Provision of Financial Information

So long as any debt securities are outstanding and whether or not required by the SEC, Brandywine and the Operating Partnership will furnish to the trustee within 15 days of the time periods specified in the SEC's rules and regulations:

- (1) all annual and quarterly financial information that would be required to be contained in filings with the SEC on Forms 10-K and 10-Q if Brandywine and the Operating Partnership were required to file those filings, including a "Management's Discussion and Analysis of Financial Condition and Results of Operations" and, with respect to the annual information only, a report on the annual financial statements by our certified independent accountants; and
- (2) all current reports that would be required to be filed with the SEC on Form 8-K if Brandywine and the Operating Partnership were required to file such reports.

If Brandywine or the Operating Partnership is not subject to Sections 13 and 15(d) of the Exchange Act, Brandywine or the Operating Partnership, as the case may be, will (A) furnish to the holders of the debt securities, without cost to such holders, a copy of the information and reports referred to in clauses (1) and (2) above within 15 days of the time periods specified in the SEC's rules and regulations, and (B) upon written request and payment of the reasonable cost of duplication and delivery, promptly supply to any prospective holder of the debt securities a copy of the information and reports referred to in clauses (1) and (2) above.

In addition, whether or not required by the SEC, Brandywine and the Operating Partnership will file a copy of the information and reports referred to in clauses (1) and (2) above with the SEC for public availability within the time periods specified in the SEC's rules and regulations (unless the SEC will not accept such a filing) (Section 704).

Waiver of Certain Covenants

The Operating Partnership and the Guarantors may choose not to comply with any term, provision or condition of the preceding covenants, and with any other term, provision or condition with respect to the debt

[Back to Contents](#)

securities (except for any term, provision or condition which could not be amended without the consent of all holders of debt securities), if at any time the holders of at least a majority in principal amount of all the outstanding debt securities, by act of those holders, either waive compliance in that instance or generally waive compliance with that covenant. Except to the extent so expressly waived, and until any waiver becomes effective, the Operating Partnership's and the Guarantors' obligations and the duties of the trustee in respect of any such term, provision or condition will remain in full force and effect (Section 1010).

Other Covenants

Existence

Except as permitted under "Merger, Consolidation or Sale," each of the Operating Partnership and the Guarantors will do or cause to be done all things necessary to preserve and keep in full force and effect its existence, rights (declaration and statutory) and franchises; *provided, however*, that neither the Operating Partnership nor any Guarantor will be required to preserve any right or franchise if it determines that the preservation thereof is no longer desirable in the conduct of its business and that the loss of that right or franchise is not disadvantageous in any material respect to the holders of the debt securities (Section 1005).

Maintenance of Properties

Each of the Operating Partnership and the Guarantors will cause all of its material properties used or useful in the conduct of its business or the business of any of its Subsidiaries to be maintained and kept in good condition, repair and working order, all as in the judgment of the Operating Partnership or the applicable Guarantor may be necessary so that the business carried on in connection with those properties may be properly and advantageously conducted at all times; *provided, however*, that neither the Operating Partnership nor any Guarantor nor any of their respective Subsidiaries will be prevented from selling or otherwise disposing of their properties for value in the ordinary course of business (Section 1007).

Insurance

Each of the Operating Partnership and the Guarantors will cause each of its and its Subsidiaries' insurable properties to be insured in a commercially reasonable amount against loss of damage with insurers of recognized responsibility and, if described in the applicable prospectus supplement, in specified amounts and with insurers having a specified rating from a recognized insurance rating service (Section 1008).

Payment of Taxes and Other Claims

Each of the Operating Partnership and the Guarantors will pay or discharge or cause to be paid or discharged, before becoming delinquent:

- (1) all taxes, assessments and governmental charges levied or imposed upon it or any of its Subsidiaries or upon its income, profits or property or that of any of its Subsidiaries; and
 - (2) all lawful claims for labor, materials and supplies which, if unpaid, might by law become a lien upon its property or the property of any of its Subsidiaries;
- provided, however*, that neither the Operating Partnership nor any Guarantor will be required to pay or discharge or cause to be paid or discharged any tax, assessment, charge or claim whose amount or applicability is being contested in good faith (Section 1009).

Additional Covenants

The applicable prospectus supplement relating to the series of debt securities being offered will describe any additional covenants specific to that series.

[Back to Contents](#)

Events of Default, Notice and Waiver

Unless otherwise provided in the applicable prospectus supplement, the indenture provides that the following events will be [events of default] with respect to any series of debt securities issued under the indenture:

- (1) default for 30 days in the payment of any interest on any debt security of that series;
- (2) default in the payment of any principal of or premium, if any, on any debt security of that series when due;
- (3) default in making any sinking fund payment as required for any debt security of that series;
- (4) default in the performance of any other covenant or warranty of the Operating Partnership and/or any of the Guarantors contained in the indenture with respect to any debt security of that series, which continues for 60 days after written notice as provided in the indenture;
- (5) default in the payment of an aggregate principal amount exceeding \$25,000,000 of any evidence of Indebtedness of the Operating Partnership and/or any of the Guarantors or any mortgage, indenture, note, bond, capitalized lease or other instrument under which that Indebtedness is issued or by which that Indebtedness is secured, such default having continued after the expiration of any applicable grace period or having resulted in the acceleration of the maturity of that Indebtedness, but only if that Indebtedness is not discharged or such acceleration is not rescinded or annulled;
- (6) certain events of bankruptcy, insolvency or reorganization, or court appointment of a receiver, liquidator or trustee of the Operating Partnership, Brandywine, any Subsidiary Guarantor or any other Significant Subsidiary or any of their respective properties;
- (7) except as otherwise permitted in the indenture, any guarantee of the debt securities of any series is held in any judicial proceeding to be unenforceable or invalid or shall cease for any reason to be in full force and effect, or Brandywine or any Subsidiary Guarantor that is a Significant Subsidiary shall deny or disaffirm its obligations under its guarantee with respect to the debt securities of the applicable series; and

(8) any other event of default provided with respect to a particular series of debt securities (Section 501). If an event of default (other than as described in clause (6) above) with respect to debt securities of any series at the time outstanding occurs and is continuing, then in each case the trustee or the holders of not less than 25% in principal amount of the outstanding debt securities of that series may declare the principal (or, if the debt securities of that series are original issue discount securities or indexed securities, that portion of the principal amount as may be specified in the terms thereof) of and premium, if any, and accrued and unpaid interest on all of the debt securities of that series to be due and payable immediately by written notice thereof to the Operating Partnership and Brandywine (and to the trustee if given by the holders). If an event of default described in clause (6) above occurs and is continuing, the principal (or such portion thereof) of and premium, if any, and accrued and unpaid interest on all of the debt securities of that series will become and be immediately due and payable without any declaration or other act on the part of the trustee or any holders. However, at any time after any acceleration with respect to debt securities of that series, but before a judgment or decree for payment of the amounts due has been obtained by the trustee, the holders of not less than a majority in principal amount of outstanding debt securities of that series may rescind and annul that acceleration and its consequences if (1) the Operating Partnership or any Guarantor has paid or deposited with the trustee all required payments of the principal of and premium, if any, and interest on the debt securities of that series (without giving effect to the acceleration) plus certain fees, expenses, disbursements and, premium, if any, advances of the trustee and (2) all events of default, other than the nonpayment of accelerated principal, premium, if any, or interest with respect to debt securities of that series, have been cured or waived as provided in the indenture (Section 502). The indenture also provides that the holders of not less than a majority in principal amount of the outstanding debt securities of any series may waive any past default with respect to that series and its consequences, except a default (A) in the payment of the principal of or premium, if any, or interest on any debt security of that series or (B) in respect of a covenant or provision contained in the indenture that cannot be modified or amended without the consent of the holder of each outstanding debt security affected thereby (Section 513).

[Back to Contents](#)

The trustee will be required to give notice to the holders of debt securities within 90 days of a default under the indenture; *provided, however*, that the trustee may withhold notice to the holders of any series of debt securities of any default with respect to that series (except a default in the payment of the principal of or premium, if any, or interest on any debt securities of that series or in the payment of any sinking fund installment in respect of any debt securities of that series) if the responsible officers of the trustee consider withholding of notice to be in the interest of the trust.

Consolidated Balance Sheet

	March 31,	December 31,	March 31,
	2011	2010	2010
	(unaudited)	(audited)	(unaudited)
(in thousands, except share and per share data)			
ASSETS			
Cash and due from banks	\$153,891	\$95,994	\$105,613
Interest-bearing deposits in banks	465,656	111,901	99,893
Federal funds sold, commercial paper and short-term investments	470,087	441,562	183,049
Cash and cash equivalents	1,089,634	649,457	388,555
Securities available for sale	1,638,494	1,224,417	1,526,589
Securities held to maturity (fair value \$248,361 and \$267,988)		245,430	265,807
Loans held for sale		80,629	-
Mortgage loans held for sale		25,364	35,908
Loans, net of unearned income		4,604,126	4,992,045
Less allowance for loan losses			

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Loans, net	133,121	174,695	173,934
Assets covered by loss sharing agreements with the FDIC	4,061,251	4,429,431	4,818,111
Premises and equipment, net	125,789	131,887	169,287
Accrued interest receivable	179,143	178,239	181,217
Goodwill and other intangible assets	21,687	24,299	30,492
Foreclosed property	10,684	11,446	224,394
Net deferred tax asset	54,378	142,208	136,275
Other assets	266,367	166,937	92,986
Total assets	174,742	183,160	247,114
	\$7,973,592	\$7,443,196	\$7,837,018
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities:			
Deposits:			
Demand	\$864,708	\$793,414	\$740,727
NOW	1,320,136	1,424,781	1,344,973
Money market	967,938	891,252	729,283
Savings	193,591	183,894	186,699
Time:			
Less than \$100,000	1,576,505	1,496,700	1,643,059
Greater than \$100,000	990,289	1,002,359	1,132,034
Brokered	684,581	676,772	710,813
Total deposits	6,597,748	6,469,172	6,487,588
Federal funds purchased, repurchase agreements, and other short-term borrowings	102,107	101,067	102,480
Federal Home Loan Bank advances	55,125	55,125	114,303
Long-term debt	150,166	150,146	150,086
Unsettled securities purchases		177,532	- 17,588

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Accrued expenses and other liabilities		40,766	32,171	39,078
Total liabilities		7,123,444	6,807,681	6,911,123
Shareholders' equity:				
Preferred stock, \$1 par value; 10,000,000 shares authorized;				
Series A; \$10 stated value; 21,700 shares issued and outstanding			217	217
Series B; \$1,000 stated value; 180,000 shares issued and outstanding				217
Series D; \$1,000 stated value; 16,613 shares issued and outstanding		176,049	175,711	174,727
Series F; \$1,000 stated value; 195,872 shares issued and outstanding			16,613	-
Series G; \$1,000 stated value; 151,185 shares issued and outstanding			195,872	-
Common stock, \$1 par value; 200,000,000 shares authorized;				
104,515,553, 94,685,003 and 94,175,857 shares issued and outstanding		104,516	94,685	94,176
Common stock issuable; 397,138, 336,437 and 262,002 shares			3,681	3,894
Capital surplus		655,350	665,496	622,803
Accumulated deficit		(480,831)	(335,567)	(15,481)
Accumulated other comprehensive income		27,496	31,079	45,326
Total shareholders' equity		850,148	635,515	925,895
Total liabilities and shareholders' equity		\$7,973,592	\$7,443,196	\$7,837,018

See accompanying notes to consolidated financial statements.

Consolidated Statement of Changes in Shareholders'
Equity (Unaudited)
For the Three Months
Ended March 31,

(in thousands, except share and per share data)	Preferred Stock					Series G	Common			(Accumulated)	(Accumulated)
	Series A	Series B	Series D	Series F	Series G		Common Stock	Capital	Retained	Deficit)	Other
Balance, December 31, 2009	\$217	\$174,408	\$-	\$-	\$-	\$94,046	\$3,597	\$622,034	\$20,384	\$47,635	\$
Comprehensive income:											
Net loss									(33,293)		
Other comprehensive income (loss):											
Unrealized holding gains on available for sale securities, net of deferred tax expense and reclassification adjustment											783
Unrealized losses on derivative financial instruments qualifying as cash flow hedges, net of deferred tax benefit											(3,092)
Comprehensive loss									(33,293)	(2,309)	
Common stock issued to dividend Reinvestment plan and employee											

benefit plans (125,021 shares)						124		387		
Amortization of stock option and restricted stock								832		
Vesting of restricted stock (12,447 shares issued, 16,162 shares deferred)						6	444	(450)		
Deferred compensation plan, net, including dividend equivalents								86		
Dividends on Series A preferred stock									(3)	
Dividends on Series B preferred stock	319								(2,569)	
Balance, March 31, 2010	\$217	\$174,727	\$-	\$-	\$-	\$94,176	\$4,127	\$622,803	\$(15,481)	\$45,326
Balance, December 31, 2010	\$217	\$175,711	\$-	\$-	\$-	\$94,685	\$3,894	\$665,496	\$(335,567)	\$31,079
Comprehensive loss:										
Net loss									(142,486)	
Other comprehensive loss:										
Unrealized holding gains on available for sale securities, net of deferred tax expense and reclassification adjustment										(1,003)
Unrealized losses on derivative financial instruments qualifying										

as cash					
flow hedges, net					
of					
deferred					
tax benefit					(2,580)
Comprehensive					
loss				(142,486)	(3,583)
Preferred for common					
equity exchange					
related to tax					
benefits preservation					
plan (7,755,631					
common shares)	16,613		(7,756)	(8,857)	
Common stock issued					
to dividend					
reinvestment plan					
and employee					
benefit plans					
(230,096 shares)			232	143	
Common and					
preferred stock issued					
(17,338,497					
common shares)	195,872	151,185	17,338	(1,866)	
Amortization of stock					
options and					
restricted					
stock awards					549
Vesting of					
restricted stock					
(7,097					
shares					
issued, 31,910					
shares					
deferred)			7	54	(61)
Deferred					
compensation plan,					
net,					
including					
dividend equivalents				65	
Shares issued					
from deferred					
compensation					
plan (10,491 shares)			10	(332)	322
Tax on option exercise					
and restricted					
stock					
vesting					(376)
Dividends on Series A					
preferred stock					(3)
Dividends on Series B					
preferred stock	338				(2,602)

Dividends on
Series D
preferred stock
Balance, March
31, 2011

									(173)	
\$217	\$176,049	\$16,613	\$195,872	\$151,185	\$104,516	\$3,681	\$655,350	\$(480,831)	\$27,496	\$

See accompanying notes to consolidated financial statements.

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

(in thousands)	Three Months Ended March 31,	
	2011	2010
Operating activities:		
Net loss	\$ (142,486)	\$ (33,293)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, amortization and accretion	4,743	3,814
Provision for loan losses	190,000	75,000
Stock based compensation	549	832
Securities gains, net	(55)	(61)
Losses and write downs on sales of other real estate owned	60,605	8,097
Gain from sale of subsidiary	-	(2,110)
Changes in assets and liabilities:		
Other assets and accrued interest receivable	(90,321)	(11,557)
Accrued expenses and other liabilities	6,518	(4,956)
Mortgage loans held for sale	10,544	8,228
Net cash provided by operating activities	40,097	43,994
Investing activities:		
Investment securities held to maturity:		
Proceeds from maturities and calls	21,116	-
Purchases	(1,500)	-
Investment securities available for sale:		
Proceeds from sales	51,240	40,817
Proceeds from maturities and calls	116,175	200,578
Purchases	(405,979)	(219,354)
Net decrease in loans	93,949	65,889
Proceeds from sales of premises and equipment	160	8
Purchases of premises and equipment	(3,604)	(2,024)
Net cash received from sale of subsidiary	-	290
Proceeds from sale of other real estate	36,003	21,692
Net cash (used in) provided by investing activities	(92,440)	107,896
Financing activities:		
Net change in deposits	128,576	(139,051)
Net change in federal funds purchased, repurchase agreements, and other short-term borrowings	1,040	1,091
Proceeds from issuance of common stock for dividend reinvestment and employee benefit plans	375	511
Proceeds from issuance of common and preferred stock, net of offering costs	362,529	-
Cash dividends on preferred stock	-	(2,253)
Net cash provided by (used in) financing activities	492,520	(139,702)
Net change in cash and cash equivalents	440,177	12,188

Cash and cash equivalents at beginning of period	649,457	376,367
Cash and cash equivalents at end of period	\$ 1,089,634	\$ 388,555
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 17,936	\$ 33,283
Income taxes	1,287	767
Unsettled securities purchases	177,532	17,588

See accompanying notes to consolidated financial statements.

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

Note 1 – Accounting Policies

The accounting and financial reporting policies of United Community Banks, Inc. (“United”) and its subsidiaries conform to accounting principles generally accepted in the United States of America (“GAAP”) and general banking industry practices. The accompanying interim consolidated financial statements have not been audited. All material intercompany balances and transactions have been eliminated. A more detailed description of United’s accounting policies is included in the 2010 annual report filed on Form 10-K.

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

Foreclosed property is initially recorded at fair value, less estimated costs to sell. If the fair value, less estimated costs to sell at the time of foreclosure, is less than the loan balance, the deficiency is charged against the allowance for loan losses. If the fair value, less cost to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to operating expenses. When the foreclosed property is sold, a gain or loss is recognized on the sale for the difference between the sales proceeds and the carrying amount of the property. Financed sales of foreclosed property are accounted for in accordance with the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification Topic 360, Subtopic 20, Real Estate Sales (“ASC 360-20”).

Note 2 – Accounting Standards Updates

In April 2011, the FASB issued Accounting Standards Update No. 2011-02, A Creditor’s Determination of Whether a Restructuring Is a Troubled Debt Restructuring (“ASU No. 2011-02”). ASU No. 2011-02 requires a creditor to separately conclude that 1.) the restructuring constitutes a concession and 2.) the debtor is experiencing financial difficulties in order for a modification to be considered a troubled debt restructuring (“TDR”). The guidance was issued to provide clarification and to address diversity in practice in identifying TDR’s. It is effective for United in the third quarter of 2011 and will be applied retrospectively to the beginning of the year. Although evaluation of the impact is not complete, it is not expected to have a material impact on United’s results of operations, financial position, or disclosures.

In April 2011, the FASB issued Accounting Standards Update No. 2011-03, Reconsideration of Effective Control in Repurchase Agreements (“ASU No. 2011-03”). ASU No. 2011-03 removes from the assessment of effective control the criterion related to the transferor’s ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. In addition, this guidance also eliminates the requirement to demonstrate that a transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. It is effective for United for the first quarter of 2012, and is not expected to have a material impact on United’s results of operations, financial position, or disclosures.

Note 3 – Mergers and Acquisitions

On June 19, 2009, United Community Bank (“UCB” or the “Bank”) purchased substantially all the assets and assumed substantially all the liabilities of Southern Community Bank (“SCB”) from the Federal Deposit Insurance Corporation (“FDIC”), as Receiver of SCB. UCB and the FDIC entered loss sharing agreements regarding future losses incurred on loans and foreclosed loan collateral existing at June 19, 2009. Under the terms of the loss sharing agreements, the

FDIC will absorb 80 percent of losses and share 80 percent of loss recoveries on the first \$109 million of losses and, absorb 95 percent of losses and share in 95 percent of loss recoveries on losses exceeding \$109 million. The term for loss sharing on 1-4 Family loans is ten years, while the term for loss sharing on all other loans is five years.

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

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

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

The table below shows the components of covered assets at March 31, 2011 (in thousands).

(in thousands)	Purchased Impaired Loans	Other Purchased Loans	Other	Total
Commercial (secured by real estate)	\$-	\$35,129	\$-	\$35,129
Commercial (commercial and industrial)	-	3,478	-	3,478
Construction and land development	1,644	13,335	-	14,979
Residential mortgage	145	9,322	-	9,467
Installment	7	229	-	236
Total covered loans	1,796	61,493	-	63,289
Covered foreclosed property	-	-	30,833	30,833
Estimated loss reimbursement from the FDIC	-	-	31,667	31,667
Total covered assets	\$1,796	\$61,493	\$62,500	\$125,789

Note 4 – Securities

During the second quarter of 2010, securities available for sale with a fair value of \$315 million were transferred to held to maturity. The securities were transferred at their fair value on the date of transfer. The unrealized gain of \$7.1 million on the transferred securities on the date of transfer is being amortized into interest revenue as an adjustment to the yield on those securities over the remaining life of the transferred securities. Securities are classified as held to maturity when management has the positive intent and ability to hold them until maturity. Securities held to maturity are carried at amortized cost.

The amortized cost, gross unrealized gains and losses and fair value of securities held to maturity at March 31, 2011 and December 31, 2010, are as follows (in thousands). There were no securities classified as held to maturity at March 31, 2010.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of March 31, 2011				
U.S. Government agencies	\$4,989	\$12	\$-	\$5,001
State and political subdivisions	48,497	616	731	48,382
Mortgage-backed securities (1)	191,944	3,041	7	194,978
Total	\$245,430	\$3,669	\$738	\$248,361
As of December 31, 2010				
U.S. Government agencies	\$11,939	\$79	\$-	\$12,018
State and political subdivisions	47,007	416	1,005	46,418
Mortgage-backed securities (1)	206,861	2,700	9	209,552
Total	\$265,807	\$3,195	\$1,014	\$267,988

(1) All are residential type mortgage-backed securities

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

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of March 31, 2011				
U.S. Government agencies	\$94,966	\$16	\$1,204	\$93,778
State and political subdivisions	26,870	983	20	27,833
Mortgage-backed securities (1)	1,388,702	27,617	1,474	1,414,845
Other	103,408	150	1,520	102,038
Total	\$1,613,946	\$28,766	\$4,218	\$1,638,494
As of December 31, 2010				
U.S. Government agencies	\$99,969	\$67	\$1,556	\$98,480
State and political subdivisions	27,600	878	36	28,442
Mortgage-backed securities (1)	963,475	29,204	1,671	991,008
Other	107,811	192	1,516	106,487
Total	\$1,198,855	\$30,341	\$4,779	\$1,224,417
As of March 31, 2010				
U.S. Government agencies	\$306,916	\$553	\$891	\$306,578
State and political subdivisions	63,175	1,450	81	64,544
Mortgage-backed securities (1)	1,101,456	41,754	1,031	1,142,179
Other	13,006	290	8	13,288
Total	\$1,484,553	\$44,047	\$2,011	\$1,526,589

(1) All are residential type mortgage-backed securities

The following table summarizes held to maturity securities in an unrealized loss position as of March 31, 2011 and December 31, 2010 (in thousands).

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of March 31, 2011						
State and political subdivisions	\$21,313	\$731	\$-	\$-	\$21,313	\$731
Mortgage-backed securities	1,942	7	-	-	1,942	7
Total unrealized loss position	\$23,255	\$738	\$-	\$-	\$23,255	\$738
As of December 31, 2010						
State and political subdivisions	\$28,949	\$1,005	\$-	\$-	\$28,949	\$1,005
Mortgage-backed securities	1,951	9	-	-	1,951	9
Total unrealized loss position	\$30,900	\$1,014	\$-	\$-	\$30,900	\$1,014

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

The following table summarizes available for sale securities in an unrealized loss position as of March 31, 2011, December 31, 2010 and March 31, 2010 (in thousands).

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of March 31, 2011						
U.S. Government agencies	\$73,763	\$1,204	\$-	\$-	\$73,763	\$1,204
State and political subdivisions	1,098	15	11	5	1,109	20
Mortgage-backed securities	292,379	1,474	-	-	292,379	1,474
Other	79,386	1,520	-	-	79,386	1,520
Total unrealized loss position	\$446,626	\$4,213	\$11	\$5	\$446,637	\$4,218
As of December 31, 2010						
U.S. Government agencies	\$68,412	\$1,556	\$-	\$-	\$68,412	\$1,556
State and political subdivisions	1,082	30	12	6	1,094	36
Mortgage-backed securities	59,505	1,630	2,799	41	62,304	1,671
Other	69,985	1,516	-	-	69,985	1,516
Total unrealized loss position	\$198,984	\$4,732	\$2,811	\$47	\$201,795	\$4,779
As of March 31, 2010						
U.S. Government agencies	\$138,233	\$891	\$-	\$-	\$138,233	\$891
State and political subdivisions	2,035	15	3,191	66	5,226	81
Mortgage-backed securities	20,382	151	34,358	880	54,740	1,031
Other	-	-	500	8	500	8
Total unrealized loss position	\$160,650	\$1,057	\$38,049	\$954	\$198,699	\$2,011

At March 31, 2011, there were 38 available for sale securities and 26 held to maturity securities that were in an unrealized loss position. United does not intend to sell nor believes it will be required to sell securities in an unrealized loss position prior to the recovery of their amortized cost basis. Unrealized losses at March 31, 2011 were primarily attributable to changes in interest rates.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, among other factors. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and industry analyst's reports. During the first quarter of 2010, United recorded impairment losses of \$950,000 on investments in financial institutions that showed evidence of other-than-temporary impairment. No impairment losses were identified in the first quarter of 2011.

Realized gains and losses are derived using the specific identification method for determining the cost of securities sold. The following table summarizes securities sales activity for the three-month periods ended March 31, 2011 and 2010 (in thousands).

Three Months Ended
March 31,

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	2011	2010
Proceeds from sales	\$ 51,240	\$ 40,817
Gross gains on sales	\$ 331	\$ 1,260
Gross losses on sales	(276)	(249)
Impairment losses	-	(950)
Net gains on sales of securities	\$ 55	\$ 61
Income tax expense attributable to sales	\$ 21	\$ 24

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

Securities with a carrying value of \$1.83 billion, \$1.43 billion, and \$1.48 billion were pledged to secure public deposits, FHLB advances and other secured borrowings at March 31, 2011, December 31, 2010 and March 31, 2010.

The amortized cost and fair value of held to maturity and available for sale securities at March 31, 2011, by contractual maturity, are presented in the following table (in thousands).

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. Government agencies:				
5 to 10 years	\$81,387	\$80,729	\$-	\$-
More than 10 years	13,579	13,049	-	-
	94,966	93,778	-	-
State and political subdivisions:				
Within 1 year	5,265	5,344	-	-
1 to 5 years	13,946	14,523	-	-
5 to 10 years	6,311	6,595	4,989	5,001
More than 10 years	1,348	1,371	-	-
	26,870	27,833	4,989	5,001
Other:				
1 to 5 years	9,906	9,785	1,002	990
5 to 10 years	90,050	89,501	22,040	22,269
More than 10 years	3,452	2,752	25,455	25,123
	103,408	102,038	48,497	48,382
Total securities other than mortgage-backed securities:				
Within 1 year	5,265	5,344	-	-
1 to 5 years	23,852	24,308	1,002	990
5 to 10 years	177,748	176,825	27,029	27,270
More than 10 years	18,379	17,172	25,455	25,123
Mortgage-backed securities	1,388,702	1,414,845	191,944	194,978
	\$1,613,946	\$1,638,494	\$245,430	\$248,361

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

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

Note 5 – Loans and Allowance for Loan Losses

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

	March 31, 2011	December 31, 2010	March 31, 2010
Commercial (secured by real estate)	\$ 1,692,154	\$ 1,761,424	\$ 1,765,204
Commercial construction	213,177	296,582	357,188
Commercial (commercial and industrial)	431,473	441,518	380,331
Total commercial	2,336,804	2,499,524	2,502,723
Residential construction	549,618	695,166	960,372
Residential mortgage	1,186,531	1,278,780	1,390,270
Consumer installment	121,419	130,656	138,680
Total loans	4,194,372	4,604,126	4,992,045
Less allowance for loan losses	133,121	174,695	173,934
Loans, net	\$ 4,061,251	\$ 4,429,431	\$ 4,818,111

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

Changes in the allowance for loan losses for the three months ended March 31, 2011 and 2010 are summarized as follows (in thousands).

	Three Months Ended March 31,	
	2011	2010
Balance beginning of period	\$ 174,695	\$ 155,602
Provision for loan losses	190,000	75,000
Charge-offs:		
Commercial (secured by real estate)	48,707	2,936
Commercial construction	49,715	2,211
Commercial (commercial and industrial)	4,362	4,554
Residential construction	92,255	44,190
Residential mortgage	36,676	4,640
Consumer installment	1,096	1,129
Total loans charged-off	232,811	59,660
Recoveries:		
Commercial (secured by real estate)	100	972
Commercial construction	-	5
Commercial (commercial and industrial)	322	444
Residential construction	117	1,090
Residential mortgage	293	89

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Consumer installment	405	392
Total recoveries	1,237	2,992
Net charge-offs	231,574	56,668
Balance end of period	\$ 133,121	\$ 173,934

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

At March 31, 2011, December 31, 2010 and March 31, 2010, loans with a carrying value of \$857 million, \$1.02 billion and \$1.56 billion were pledged as collateral to secure FHLB advances and other contingent funding sources.

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

	Commercial (Secured by Real Estate)	Commercial Construction	Commercial and Industrial	Residential Construction	Residential Mortgage	Consumer Installment	Unallocated
Three Months Ended March 31, 2011							
Allowance for loan losses:							
Beginning balance	\$31,191	\$6,780	\$7,580	\$92,571	\$22,305	\$3,030	\$11,238
Charge-offs	(46,101)	(24,158)	(4,363)	(119,874)	(37,220)	(1,095)	-
Recoveries	100	-	322	117	293	405	-
Provision	35,069	23,359	4,048	89,706	39,751	216	(2,149)
Ending balance	\$20,259	\$5,981	\$7,587	\$62,520	\$25,129	\$2,556	\$9,089
Ending allowance attributable to loans:							
Individually evaluated for impairment	\$-	\$-	\$-	\$-	\$-	\$-	\$-
Collectively evaluated for impairment	20,259	5,981	7,587	62,520	25,129	2,556	9,089
Total ending allowance balance	\$20,259	\$5,981	\$7,587	\$62,520	\$25,129	\$2,556	\$9,089
Loans:							
Individually evaluated for impairment	\$17,154	\$3,624	\$-	\$22,667	\$5,157	\$-	\$-
Collectively evaluated for impairment	1,675,000	209,553	431,473	526,951	1,181,374	121,419	-
Total loans	\$1,692,154	\$213,177	\$431,473	\$549,618	\$1,186,531	\$121,419	\$-
December 31, 2010							
Allowance for loan losses:							
Ending allowance attributable to loans:							
Individually evaluated for impairment	\$268	\$-	\$-	\$644	\$137	\$-	\$-
Collectively evaluated for impairment	30,923	6,780	7,580	91,927	22,168	3,030	11,238
Total ending allowance balance	\$31,191	\$6,780	\$7,580	\$92,571	\$22,305	\$3,030	\$11,238
Loans:							
Individually evaluated for impairment	\$41,818	\$20,311	\$5,874	\$39,505	\$15,468	\$-	\$-
Collectively evaluated for impairment	1,719,606	276,271	435,644	655,661	1,263,312	130,656	-
Total loans	\$1,761,424	\$296,582	\$441,518	\$695,166	\$1,278,780	\$130,656	\$-
Three Months Ended March 31, 2010							
Allowance for loan losses:							
Beginning balance	\$19,208	\$5,861	\$6,892	\$93,585	\$17,266	\$2,545	\$10,245
Charge-offs	(2,936)	(2,211)	(4,554)	(44,190)	(4,640)	(1,129)	-
Recoveries	972	5	444	1,090	89	392	-
Provision	4,564	4,772	3,898	53,349	6,642	1,086	689
Ending balance	\$21,808	\$8,427	\$6,680	\$103,834	\$19,357	\$2,894	\$10,934
Ending allowance attributable to loans:							
Individually evaluated for impairment	\$1,272	\$627	\$-	\$4,398	\$529	\$6	\$-
Collectively evaluated for impairment	20,536	7,800	6,680	99,436	18,828	2,888	10,934

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Total ending allowance balance	\$21,808	\$8,427	\$6,680	\$103,834	\$19,357	\$2,894	\$10,934
Loans:							
Individually evaluated for impairment	\$38,519	\$22,268	\$-	\$131,249	\$22,056	\$941	\$-
Collectively evaluated for impairment	1,726,685	334,920	380,331	829,123	1,368,214	137,739	-
Total loans	\$1,765,204	\$357,188	\$380,331	\$960,372	\$1,390,270	\$138,680	\$-

United reviews all loans that are on nonaccrual with a balance of \$500,000 or greater for impairment. A loan is considered impaired when, based on current events and circumstances, it is probable that all amounts due, according to the contractual terms of the loan, will not be collected. Impaired loans are measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, at the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. Interest payments received on impaired loans are applied as a reduction of the outstanding principal balance.

In the first quarter 2011, following the completion of a transaction to raise \$380 million in new capital, United's Board of Directors adopted an asset disposition plan which included the bulk sale of \$267 million in classified loans. Those loans were classified as held for sale at the end of the first quarter and were written down to the expected proceeds from the sale. The charge-offs on the loans transferred to held for sale in anticipation of the bulk loan sale which closed on April 18, 2011, increased first quarter 2011 loan charge offs by \$186 million.

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

Individually evaluated impaired loans at March 31, 2011, December 31, 2010 and March 31, 2010 were as follows (in thousands).

	March 31, 2011	December 31, 2010	March 31, 2010
Period-end loans with no allocated allowance for loan losses	\$ 48,602	\$ 115,338	\$ 158,559
Period-end loans with allocated allowance for loan losses	-	7,638	56,474
Total	\$ 48,602	\$ 122,976	\$ 215,033
Amount of allowance for loan losses allocated	\$ -	\$ 1,049	\$ 6,832

The average balances of impaired loans and income recognized on impaired loans while they were considered impaired is presented below for the three months ended March 31, 2011 and March 31, 2010 (in thousands).

	Three Months Ended March 31, 2011	2010
Average balance of individually evaluated impaired loans during period	\$ 95,163	\$ 210,854
Interest income recognized during impairment	-	-
Cash-basis interest income recognized	-	-

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

	March 31, 2011			December 31, 2010			March 31, 2010		
	Unpaid Principal Balance	Allowance for Recorded Investment Losses Allocated	Unpaid Principal Balance	Unpaid Principal Balance	Allowance for Recorded Investment Losses Allocated	Unpaid Principal Balance	Recorded Investment Losses Allocated	Unpaid Principal Balance	Allowance for Recorded Investment Losses Allocated
With no related allowance recorded:									
Commercial (secured by real estate)	\$ 27,811	\$ 17,154	\$ -	\$ 60,238	\$ 39,588	\$ -	\$ 42,498	\$ 34,589	\$ -
Commercial construction	4,360	3,624	-	33,898	20,311	-	21,855	16,018	-
Commercial (commercial and	-	-	-	10,115	5,874	-	-	-	-

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industrial)									
Total									
commercial	32,171	20,778	-	104,251	65,773	-	64,353	50,607	-
Residential									
construction	49,205	22,667	-	59,502	34,597	-	167,166	89,863	-
Residential									
mortgage	8,801	5,157	-	21,528	14,968	-	24,261	18,089	-
Consumer									
installment	-	-	-	-	-	-	-	-	-
Total with no									
related allowance									
recorded	90,177	48,602	-	185,281	115,338	-	255,780	158,559	-
With an									
allowance									
recorded:									
Commercial									
(secured by real									
estate)	-	-	-	2,230	2,230	268	4,228	3,930	1,272
Commercial									
construction	-	-	-	-	-	-	8,372	6,250	627
Commercial									
(commercial and									
industrial)	-	-	-	-	-	-	-	-	-
Total									
commercial	-	-	-	2,230	2,230	268	12,600	10,180	1,899
Residential									
construction	-	-	-	14,480	4,908	644	53,971	41,386	4,398
Residential									
mortgage	-	-	-	500	500	137	5,488	3,967	529
Consumer									
installment	-	-	-	-	-	-	1,111	941	6
Total with an									
allowance									
recorded	-	-	-	17,210	7,638	1,049	73,170	56,474	6,832
Total	\$ 90,177	\$ 48,602	\$ -	\$ 202,491	\$ 122,976	\$ 1,049	\$ 328,950	\$ 215,033	\$ 6,832

There were no loans more than 90 days past due and still accruing interest at March 31, 2011, December 31, 2010 or March 31, 2010. Nonaccrual loans at March 31, 2011, December 31, 2010 and March 31, 2010 were \$83.8 million, \$179 million and \$281 million, respectively. Nonaccrual loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually evaluated impaired loans with larger balances.

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

The following table presents the recorded investment in nonaccrual loans by loan class as of March 31, 2011, December 31, 2010 and March 31, 2010 (in thousands).

	Nonaccrual Loans					
	March 31, 2011	December 31, 2010	March 31, 2010			
Commercial (secured by real estate)	\$ 20,648	\$ 44,927	\$ 45,918			
Commercial construction	3,701	21,374	23,556			
Commercial (commercial and industrial)	2,198	5,611	3,610			
Total commercial	26,547	71,912	73,084			
Residential construction	32,038	54,505	147,326			
Residential mortgage	23,711	51,083	57,920			
Consumer installment	1,473	1,594	2,472			
Total	\$ 83,769	\$ 179,094	\$ 280,802			
Balance as a percentage of unpaid principal	57.3	%	62.2	%	71.6	%

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

As of March 31, 2011	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial (secured by real estate)	\$11,522	\$9,244	\$9,659	\$30,425	\$1,661,729	\$1,692,154
Commercial construction	5,458	1,880	1,237	8,575	204,602	213,177
Commercial (commercial and industrial)	1,485	854	876	3,215	428,258	431,473
Total commercial	18,465	11,978	11,772	42,215	2,294,589	2,336,804
Residential construction	13,349	9,514	13,405	36,268	513,350	549,618
Residential mortgage	16,439	6,658	10,789	33,886	1,152,645	1,186,531
Consumer installment	1,705	346	573	2,624	118,795	121,419
Total loans	\$49,958	\$28,496	\$36,539	\$114,993	\$4,079,379	\$4,194,372
As of December 31, 2010						
Commercial (secured by real estate)	\$10,697	\$3,672	\$19,457	\$33,826	\$1,727,598	\$1,761,424
Commercial construction	4,616	2,917	9,189	16,722	279,860	296,582
Commercial (commercial and industrial)	2,016	2,620	3,092	7,728	433,790	441,518
Total commercial	17,329	9,209	31,738	58,276	2,441,248	2,499,524

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Residential construction	13,599	5,158	34,673	53,430	641,736	695,166
Residential mortgage	24,375	7,780	38,209	70,364	1,208,416	1,278,780
Consumer installment	2,104	462	808	3,374	127,282	130,656
Total loans	\$57,407	\$22,609	\$105,428	\$185,444	\$4,418,682	\$4,604,126

As of March 31, 2010

Commercial (secured by real estate)	\$21,315	\$16,281	\$36,334	\$73,930	\$1,691,274	\$1,765,204
Commercial construction	1,666	7,524	14,876	24,066	333,122	357,188
Commercial (commercial and industrial)	3,327	2,005	1,680	7,012	373,319	380,331
Total commercial	26,308	25,810	52,890	105,008	2,397,715	2,502,723
Residential construction	26,354	22,284	102,193	150,831	809,541	960,372
Residential mortgage	33,570	17,181	47,936	98,687	1,291,583	1,390,270
Consumer installment	1,941	1,213	1,093	4,247	134,433	138,680
Total loans	\$88,173	\$66,488	\$204,112	\$358,773	\$4,633,272	\$4,992,045

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

There were no specific reserves established for loans considered to be troubled debt restructurings at March 31, 2011. As of December 31, 2010, \$173,000 of specific reserves were allocated to customers whose loan terms have been modified in troubled debt restructurings. United has committed to lend additional amounts totaling up to \$519,000 and \$1.17 million as of March 31, 2011 and December 31, 2010, respectively, to customers with outstanding loans that are classified as troubled debt restructurings.

The following table presents additional information on troubled debt restructurings including the number of loan contracts restructured and the pre and post modification recorded investment. Also included in the table are the number of contracts and the recorded investment for those trouble debt restructurings that have subsequently defaulted (dollars in thousands).

	Number of Contracts	Pre-	Post-	Troubled Debt	
		Modification Outstanding	Modification Outstanding	Restructurings That Have Subsequently Defaulted	
		Recorded	Recorded	Number of	Recorded
As of March 31, 2011		Investment	Investment	Contracts	Investment
Commercial (secured by real estate)	29	\$ 25,094	\$ 22,211	3	\$ 1,799
Commercial construction	6	9,622	9,622	-	-
Commercial (commercial and industrial)	5	155	155	-	-
Total commercial	40	34,871	31,988	3	1,799
Residential construction	54	14,582	13,759	4	972
Residential mortgage	32	4,013	3,882	3	278
Consumer installment	7	122	117	-	-
Total loans	133	\$ 53,588	\$ 49,746	10	\$ 3,049
As of December 31, 2010					
Commercial (secured by real estate)	41	\$ 40,649	\$ 36,759	3	\$ 1,402
Commercial construction	16	37,980	37,067	2	1,083
Commercial (commercial and industrial)	7	645	364	1	7
Total commercial	64	79,274	74,190	6	2,492
Residential construction	63	22,012	20,782	11	2,028
Residential mortgage	43	6,574	6,285	4	324
Consumer installment	7	124	124	-	-
Total loans	177	\$ 107,984	\$ 101,381	21	\$ 4,844
As of March 31, 2010					
Commercial (secured by real estate)	36	\$ 30,367	\$ 30,264	1	\$ 747
Commercial construction	8	19,793	18,008	1	311
Commercial (commercial and industrial)	5	248	248	-	-
Total commercial	49	50,408	48,520	2	1,058
Residential construction	31	16,439	14,955	6	1,259
Residential mortgage	25	5,911	5,860	1	3

Consumer installment	6	1,331	1,331	-	-
Total loans	111	\$ 74,089	\$ 70,666	9	\$2,320

Risk Ratings

United categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, current 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. Weakness exists that could cause future impairment, including the deterioration of financial ratios, past due status and questionable management capabilities. Collateral values generally afford adequate coverage, but may not be immediately marketable.

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

Substandard. 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. Immediate corrective action is necessary.

Doubtful. Specific weaknesses characterized as Substandard that are severe enough to make collection in full unlikely. 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 such are generally charged-off.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. Loans listed as not rated are generally new loans that have not yet been assigned a grade or loan payments that have not yet been posted to the loan accounting system.

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

As of March 31, 2011	Pass	Watch	Substandard	Doubtful / Loss	Not Rated	Total
Commercial (secured by real estate)	\$1,466,583	\$82,715	\$140,299	\$-	\$2,557	\$1,692,154
Commercial construction	166,780	8,205	38,586	-	(394)	213,177
Commercial (commercial and industrial)	410,133	6,824	18,608	-	(4,092)	431,473
Total commercial	2,043,496	97,744	197,493	-	(1,929)	2,336,804
Residential construction	377,590	60,463	112,572	-	(1,007)	549,618
Residential mortgage	1,052,604	40,779	92,843	-	305	1,186,531
Consumer installment	114,401	626	3,829	-	2,563	121,419
Total loans	\$3,588,091	\$199,612	\$406,737	\$-	\$(68)	\$4,194,372

As of December 31, 2010

Commercial (secured by real estate)	\$1,475,992	\$82,762	\$201,688	\$-	\$982	\$1,761,424
Commercial construction	174,049	10,413	112,120	-	-	296,582
Commercial (commercial and industrial)	403,986	15,153	22,379	-	-	441,518
Total commercial	2,054,027	108,328	336,187	-	982	2,499,524
Residential construction	398,926	82,973	213,267	-	-	695,166
Residential mortgage	1,101,645	38,378	136,915	-	1,842	1,278,780
Consumer installment	122,056	650	4,872	-	3,078	130,656
Total loans	\$3,676,654	\$230,329	\$691,241	\$-	\$5,902	\$4,604,126

As of March 31, 2010

	\$1,492,357	\$74,964	\$196,711	\$-	\$1,172	\$1,765,204
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Commercial (secured by real estate)						
Commercial construction	245,795	11,833	98,862	-	698	357,188
Commercial (commercial and industrial)	331,798	6,711	39,671	70	2,081	380,331
Total commercial	2,069,950	93,508	335,244	70	3,951	2,502,723
Residential construction	542,627	114,747	300,882	238	1,878	960,372
Residential mortgage	1,203,330	45,996	138,720	136	2,088	1,390,270
Consumer installment	134,194	333	6,388	8	(2,243)	138,680
Total loans	\$3,950,101	\$254,584	\$781,234	\$452	\$5,674	\$4,992,045

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

Note 6 – Foreclosed Property

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

	March 31, 2011	December 31, 2010	March 31, 2010		
Commercial (secured by real estate)	\$ 15,500	\$ 25,893	\$ 22,694		
Commercial construction	11,568	17,808	14,435		
Total commercial	27,068	43,701	37,129		
Residential construction	67,406	91,385	82,095		
Residential mortgage	12,927	23,687	27,043		
Total foreclosed property	107,401	158,773	146,267		
Less valuation allowance	53,023	16,565	9,992		
Foreclosed property, net	\$ 54,378	\$ 142,208	\$ 136,275		
 Balance as a percentage of original loan unpaid principal	 30.3	 %	 64.4	 %	 65.9
					 %

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

	Three Months Ended March 31,	
	2011	2010
Balance at beginning of year	\$ 16,565	\$ 7,433
Additions charged to expense	48,585	4,579
Direct write downs	(12,127)	(2,020)
Balance at end of year	\$ 53,023	\$ 9,992

Expenses related to foreclosed assets include (in thousands).

	Three Months Ended March 31,	
	2011	2010
Net loss on sales	\$ 12,020	\$ 3,518
Provision for unrealized losses	48,585	4,579
Operating expenses, net of rental income	4,294	2,716
Total foreclosed property expense	\$ 64,899	\$ 10,813

Note 7 – Earnings Per Share

United is required to report on the face of the statement of operations, loss per common share with and without the dilutive effects of potential common stock issuances from instruments such as options, convertible securities and warrants. Basic earnings per common share is based on the weighted average number of common shares outstanding during the period while the effects of potential common shares outstanding during the period are included in diluted earnings per common share. During the three months ended March 31, 2011 and 2010, United accrued dividends on Series A preferred stock totaling \$3,000. In the first quarter of 2011 and 2010, United accrued dividends of \$2.60 million and \$2.57 million on Series B preferred stock. Additionally, in the first quarter of 2011, United accrued \$173,000 of dividends on Series D preferred stock. The preferred stock dividends were subtracted from net loss in order to arrive at net loss available to common shareholders. There is no dilution from potentially dilutive securities for the three months ended March 31, 2011 and 2010, due to the antidilutive effect of the net loss for those periods.

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

The following table sets forth the computation of basic and diluted loss per share for the three months ended March 31, 2011 and 2010 (in thousands, except per share data).

	Three Months Ended	
	March 31,	
	2011	2010
Net loss available to common shareholders	\$ (145,264)	\$ (35,865)
Weighted average shares outstanding:		
Basic	92,330	94,390
Effect of dilutive securities		
Stock options	-	-
Warrants	-	-
Diluted	92,330	94,390
Loss per common share:		
Basic	\$ (1.57)	\$ (.38)
Diluted	\$ (1.57)	\$ (.38)

At March 31, 2011, United had a number of potentially dilutive securities outstanding including 182,661,503 shares issuable upon the expected conversion of Series F and Series G preferred stock. Such securities are mandatorily convertible to common stock upon shareholder approval. United is requesting shareholder approval at its annual shareholders' meeting on June 16, 2011. Other potentially dilutive securities include a warrant to purchase 1,099,542 common shares at \$12.28 per share issued to the U.S. Treasury in connection with the issuance of United's Series B preferred stock; 648,350 shares issuable upon exercise of warrants attached to trust preferred securities with an exercise price of \$20.00 per share; 3,326,543 shares issuable upon exercise of stock options granted to employees with a weighted average exercise price of \$18.71; 77,075 shares issuable upon completion of vesting of restricted stock awards; 7,058,824 shares issuable upon exercise of warrants exercisable at \$4.25 per share, granted to Fletcher International in connection with the 2010 asset purchase and sale agreement; 12,380,952 shares issuable upon conversion of preferred stock if Fletcher International exercises its option to purchase \$65 million in convertible preferred stock, convertible at \$5.25 per share; 5,813,953 shares issuable upon exercise of warrants, exercisable at \$6.02 per share to be granted to Fletcher International upon exercise of its option to acquire preferred stock; and 7,755,631 shares issuable upon exercise of warrants owned by Elm Ridge Off Shore Fund and Elm Ridge Value Fund, exercisable at \$2.50 per share. Additionally, there were 48,000,000 shares potentially issuable under the indemnification provisions of United's first quarter private equity transaction if a change of ownership is deemed to have occurred under Section 382 of the Internal Revenue Code. Management does not believe there was an ownership change prior to, or in connection with, the private equity transaction completed in the first quarter. Therefore management does not expect the indemnity shares to be issued. A final determination on whether a change of ownership occurred and whether the indemnity shares will be issued as a result, is expected to be completed by June 30, 2011.

Note 8 – Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

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

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

The table below presents the fair value of United's derivative financial instruments as well as their classification on the consolidated balance sheet as of March 31, 2011, December 31, 2010 and March 31, 2010.

Derivatives designated as hedging instruments under ASC 815 Hedge Accounting (in thousands).

Interest Rate Products	Balance Sheet Location	Fair Value		
		March 31, 2011	December 31, 2010	March 31, 2010
Asset derivatives	Other assets	\$ -	\$ -	\$ 6,113

As of March 31, 2011, December 31, 2010 and March 31, 2010, United did not have any derivatives in a net liability position.

Cash Flow Hedges of Interest Rate Risk

United's objectives in using interest rate derivatives are to add stability to net interest revenue and to manage its exposure to interest rate movements. To accomplish this objective, United primarily uses interest rate swaps as part of its interest rate risk management strategy. For United's variable-rate loans, interest rate swaps designated as cash flow hedges involve the receipt of fixed-rate amounts from a counterparty in exchange for United making variable-rate payments over the life of the agreements without exchange of the underlying notional amount. Interest rate floors designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty if interest rates fall below the strike rate on the contract in exchange for an up front premium. United had no active derivative contracts outstanding at March 31, 2011 or December 31, 2010 that were designated as cash flow hedges of interest rate risk.

The effective portion of changes in the fair value of derivatives designated, and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2010, such derivatives were used to hedge the variable cash flows associated with existing prime-based, variable-rate loans. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three months ended March 31, 2011 and 2010, \$1.30 million and \$522,000, respectively, in hedge ineffectiveness was recognized in other fee revenue.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest revenue as interest payments are received on United's prime-based, variable-rate loans. At March 31, 2011, the amount included in other comprehensive income represents deferred gains from terminated cash flow hedges where the forecasted hedging transaction is expected to remain effective over the remaining unexpired term of the original contract. Such gains are being deferred and recognized over the remaining life of the contract on a straight line basis. During the three months ended March 31, 2011, United accelerated the reclassification of \$1.30 million in gains from terminated positions as a result of forecasted transactions becoming probable not to occur. During the next twelve months, United estimates that an additional \$10.2 million of the deferred gains on terminated cash flow hedging positions will be reclassified as an increase to interest revenue.

Fair Value Hedges of Interest Rate Risk

United is exposed to changes in the fair value of certain of its fixed rate obligations due to changes in LIBOR, a benchmark interest rate. United uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the benchmark interest rate. Interest rate swaps designated as fair value hedges involve the receipt of fixed-rate amounts from a counterparty in exchange for United making variable rate payments over the life of the agreements without the exchange of the underlying notional amount. As of March 31, 2011 and December 31, 2010, United had no active derivatives designated as fair value hedges of interest rate risk.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. United includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related derivatives. During the three months ended March 31, 2010, United recognized net gains of \$88,000 related to ineffectiveness of the fair value hedging relationships. United also recognized a net reduction of interest expense of \$1.39 million for the three months ended March 31, 2010 related to United's fair value hedges, which includes net settlements on the derivatives. There were no active fair value hedges during the first quarter of 2011.

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

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

The tables below present the effect of United's derivative financial instruments on the consolidated statement of operations for the three months ended March 31, 2011 and 2010.

Derivatives in Fair Value Hedging Relationships (in thousands).

Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative		Amount of Gain (Loss) Recognized in Income on Hedged Item	
	2011	2010	2011	2010
Other fee revenue	\$ -	\$ (1,195)	\$ -	\$ 1,283

Derivatives in Cash Flow Hedging Relationships (in thousands).

	Amount of Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion)		Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Income (Effective Portion)	
	2011	2010	Location	
			Interest revenue	\$2,923
			Other income	1,303
Interest rate products	\$-	\$1,475	Total	\$4,226
				\$6,012
				522
				\$6,534

Credit-risk-related Contingent Features

United manages its credit exposure on derivatives transactions by entering into a bi-lateral credit support agreement with each counterparty. The credit support agreements require collateralization of exposures beyond specified minimum threshold amounts. The details of these agreements, including the minimum thresholds, vary by counterparty. At March 31, 2011, United had no active derivative positions and therefore no credit support agreements remained in effect.

Note 9 – Stock-Based Compensation

United has an equity compensation plan that allows for grants of incentive stock options, nonqualified stock options, restricted stock awards (also referred to as “nonvested stock” awards), stock awards, performance share awards or stock appreciation rights. Options granted under the plan can have an exercise price no less than the fair market value of the underlying stock at the date of grant. The general terms of the plan include a vesting period (usually four years) with an exercisable period not to exceed ten years. Certain option and restricted stock awards provide for accelerated vesting if there is a change in control (as defined in the plan). As of March 31, 2011, approximately 1,276,000

additional awards could be granted under the plan. Through March 31, 2011, only incentive stock options, nonqualified stock options and restricted stock awards and units had been granted under the plan.

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

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (\$000)
Outstanding at December 31, 2010	3,391,577	\$ 18.60		
Expired	(65,034)	12.98		
Outstanding at March 31, 2011	3,326,543	18.71	4.5	\$-
Exercisable at March 31, 2011	2,681,281	19.81	3.8	-

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

No options were granted during the first three months of 2011. The fair value of each option is estimated on the date of grant using the Black-Scholes model. Because United's option plan has not been in place long enough to gather sufficient information about exercise patterns to establish an expected life, United uses the formula provided by the SEC in SAB No. 107 to determine the expected life of options.

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

	Three Months Ended March 31,		
	2011	2010	
Expected volatility	NA	55.00	%
Expected dividend yield	NA	0.00	%
Expected life (in years)	NA	6.25	
Risk-free rate	NA	3.12	%

For 2010, expected volatility was determined using United's historical monthly volatility for over a period of 25 quarters ending December 31, 2009. Compensation expense relating to stock options of \$441,000 and \$662,000, was included in earnings for the three months ended March 31, 2011 and 2010, respectively. Deferred tax benefits of \$172,000 and \$266,000, respectively, were included in the determination of income tax benefit for the three-month periods ended March 31, 2011 and 2010. The amount of compensation expense for both periods was determined based on the fair value of the options at the time of grant, multiplied by the number of options granted that are expected to vest, which was then amortized over the vesting period. The forfeiture rate for options is estimated to be approximately 3% per year. No options were exercised during the first three months of 2011 or 2010.

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

Restricted Stock	Shares	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2010	116,082	\$ 11.94
Vested	(39,007)	10.38
Outstanding at March 31, 2011	77,075	12.73

Compensation expense for restricted stock is based on the fair value of restricted stock awards at the time of grant, which is equal to the value of United's common stock on the date of grant. The value of restricted stock grants that are expected to vest is amortized into expense over the vesting period. For the three months ended March 31, 2011 and 2010, compensation expense of \$107,000 and \$170,000, respectively, was recognized related to restricted stock awards. The total intrinsic value of the restricted stock was \$180,000 at March 31, 2011.

As of March 31, 2011, there was \$1.73 million of unrecognized compensation cost related to non-vested stock options and restricted stock awards granted under the plan. That cost is expected to be recognized over a weighted-average period of 1.6 years. The aggregate grant date fair value of options and restricted stock awards that vested during the

three months ended March 31, 2011, was \$423,000.

Note 10 – Common and Preferred Stock Issued / Common Stock Issuable

United sponsors a Dividend Reinvestment and Share Purchase Plan (“DRIP”) that allows participants who already own United’s common stock to purchase additional shares directly from the company. The DRIP also allows participants to automatically reinvest their quarterly dividends in additional shares of common stock without a commission. United’s 401(k) retirement plan regularly purchases shares of United’s common stock directly from United. In addition, United has an Employee Stock Purchase Program (“ESPP”) that allows eligible employees to purchase shares of common stock at a 5% discount, with no commission charges. For the three months ended March 31, 2011 and 2010, United issued 230,096 and 125,021 shares, respectively, and increased capital by \$375,000 and \$511,000, respectively, through these programs. The DRIP program has been suspended until 2012 when United expects to regain its S-3 filing status.

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

United offers its common stock as an investment option in its deferred compensation plan. The common stock component of the deferred compensation plan is accounted for as an equity instrument and is reflected in the consolidated financial statements as common stock issuable. At March 31, 2011 and 2010, 397,138 and 262,002 shares, respectively, were issuable under the deferred compensation plan.

On February 22, 2011, United entered into a share exchange agreement (the "Share Exchange Agreement") with Elm Ridge Offshore Master Fund, Ltd. and Elm Ridge Value Partners, L.P. (collectively referred to as "Elm Ridge Parties"). Under the Share Exchange Agreement, the Elm Ridge Parties agreed to transfer to the Company 7,755,631 shares of the Company's common stock in exchange for 16,613 shares of the Company's cumulative perpetual preferred stock, Series D and warrants to purchase 7,755,631 common shares with an exercise price of \$2.50 per share that expires on August 22, 2013. This exchange transaction did not result in a net increase or decrease to total shareholder's equity for the quarter ended March 31, 2011.

During the first quarter of 2011, United entered into investment agreements (the "Investment Agreements") with Corsair Georgia, L.P. ("Corsair") and a group of institutional investors (the "Additional Investors"). United issued 17,338,497 of the Company's common stock for \$1.90 per share, 195,872 shares of mandatorily convertible cumulative non-voting perpetual preferred stock, Series F (the "Series F Preferred Stock"), and 151,185 shares of mandatorily convertible cumulative non-voting perpetual preferred stock, Series G (the "Series G Preferred Stock"). Under the terms of the Investment Agreements and following receipt of required shareholder approvals, the Series F Preferred Stock will be mandatorily convertible into 103,090,506 shares of voting common stock and the Series G Preferred Stock will be mandatorily convertible into 79,570,997 shares of non-voting common stock. This private placement transaction resulted in an increase to shareholders' equity of \$363 million, net of \$17.5 million in issuance costs. Upon the conversion of the convertible preferred sock, Corsair will own approximately 22.5% of United's pro forma outstanding common stock. The Additional Investors will own approximately 47.2% of United's pro forma outstanding common stock.

Note 11 – Reclassifications

Certain 2010 amounts have been reclassified to conform to the 2011 presentation.

Note 12 – Discontinued Operations

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

Note 13 – Transaction with Fletcher International

On April 1, 2010, United entered into a securities purchase agreement with Fletcher International, Ltd. and the Bank entered into an asset purchase and sale agreement with Fletcher International, Inc. and certain affiliates thereof. Under the terms of the agreements, the Bank sold \$103 million in nonperforming commercial and residential mortgage loans and foreclosed properties to Fletcher's affiliates with a nominal aggregate sales price equal to the Bank's carrying

amount. The nonperforming assets sale transaction closed on April 30, 2010. The consideration for the sale consisted of \$20.6 million in cash and a loan for \$82.4 million. As part of the agreement, Fletcher received a warrant to acquire 7,058,824 shares of United's common stock at a price of \$4.25 per share. In accordance with the terms of the securities purchase agreement, Fletcher has the right during the next two years to purchase up to \$65 million in United's Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock pays a dividend equal to the lesser of 8% or LIBOR plus 4%. The Series C Convertible Preferred Stock is convertible by Fletcher into common stock at \$5.25 per share (12,380,952 shares). If Fletcher has not purchased all of the Series C Convertible Preferred Stock by May 31, 2011, it must pay United 5% of the commitment amount not purchased by such date, and it must pay United an additional 5% of the commitment amount not purchased by May 31, 2012. In addition, Fletcher will receive an additional warrant to purchase \$35 million in common stock at \$6.02 per share (5,813,953 shares) when it purchases the last \$35 million of Series C Convertible Preferred Stock. All of the warrants settle on a cashless exercise basis and the net shares to be delivered upon cashless exercise will be less than what would have been issuable if the warrant had been exercised for cash.

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

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

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

	Valuation Approach	Fair Value Hierarchy	Fair Value
Warrants Issued / Assets Transferred to Fletcher at Fair Value:			
Warrant to purchase \$30 million in common stock at \$4.25 per share	Black-Scholes	Level 3	\$17,577
Option to purchase convertible preferred stock and warrant	Monte-Carlo Simulation	Level 3	22,236
Fair value of equity instruments recognized in capital surplus			39,813
Foreclosed properties transferred under Asset Purchase Agreement	Appraised Value	Level 2	33,434
Nonperforming loans transferred under Asset Purchase Agreement	Collateral Appraised Value	Level 2	69,655
Total nonperforming assets transferred			103,089
Total value of assets and equity instruments transferred			142,902
Less - Cash and Notes Receivable Received in Exchange at Fair Value:			
Cash down payment received from asset sale	NA	NA	20,618
Notes receivable (par value \$82,471, net of \$4,531 discount)	Discounted Cash Flows	Level 3	77,940
Total value of cash and notes receivable received			98,558
Fair value of assets and equity instruments transferred in excess of cash and notes received			44,344
Transaction fees			1,005
Loss recognized on Fletcher transaction			\$45,349

The \$17.6 million value of the warrant to purchase \$30 million in common stock was determined as of April 1, 2010, the date the terms were agreed to. The following modeling assumptions were used: dividend yield - 0%; risk-free interest rate - 3.89%; current stock price - \$4.77; term - 9 years; and volatility - 33%. Although most of the modeling assumptions were based on observable data, because of the subjectivity involved in estimating expected volatility, the valuation is considered Level 3.

The \$22.2 million value of the option to purchase convertible preferred stock and warrant was determined by an independent valuation firm using a Monte Carlo Simulation method appropriate for valuing complex securities with derivatives. The model uses 50,000 simulations of daily stock price paths using geometric Brownian motion and

incorporates in a unified way all conversion, exercise and contingency conditions. Because of the significant assumptions involved in the valuation process, not all of which were based on observable data, the valuation is considered to be Level 3.

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

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

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

Note 14 – Assets and Liabilities Measured at Fair Value

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The table below presents United's assets and liabilities measured at fair value on a recurring basis as of March 31, 2011, December 31, 2010 and March 31, 2010, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands).

March 31, 2011	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	\$-	\$93,778	\$-	\$93,778
State and political subdivisions	-	27,833	-	27,833
Mortgage-backed securities	-	1,410,411	4,434	1,414,845
Other	-	101,688	350	102,038
Deferred compensation plan assets	3,107	-	-	3,107
Total	\$3,107	\$1,633,710	\$4,784	\$1,641,601
Liabilities				
Deferred compensation plan liability	\$3,107	\$-	\$-	\$3,107
Total liabilities	\$3,107	\$-	\$-	\$3,107
December 31, 2010	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	\$-	\$98,480	\$-	\$98,480
State and political subdivisions	-	28,442	-	28,442
Mortgage-backed securities	-	986,074	4,934	991,008
Other	-	106,137	350	106,487
Deferred compensation plan assets	3,252	-	-	3,252
Total	\$3,252	\$1,219,133	\$5,284	\$1,227,669
Liabilities				
Deferred compensation plan liability	\$3,252	\$-	\$-	\$3,252
Total liabilities	\$3,252	\$-	\$-	\$3,252
March 31, 2010	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Government agencies	\$-	\$296,578	\$10,000	\$306,578
State and political subdivisions	-	64,544	-	64,544

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Mortgage-backed securities	-	1,115,153	27,026	1,142,179
Other	-	12,238	1,050	13,288
Deferred compensation plan assets	3,420	-	-	3,420
Derivative financial instruments	-	6,113	-	6,113
Total	\$3,420	\$1,494,626	\$38,076	\$1,536,122
Liabilities				
Deferred compensation plan liability	\$3,420	\$-	\$-	\$3,420
Total liabilities	\$3,420	\$-	\$-	\$3,420

UNITED COMMUNITY BANKS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

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

	Securities Available for Sale
Balance at December 31, 2010	\$ 5,284
Amounts included in earnings	(8)
Purchases, sales, issuances, settlements, maturities, paydowns, net	(492)
Balance at March 31, 2011	\$ 4,784

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

United may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. The table below presents United's assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2011, December 31, 2010 and March 31, 2010, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands).

	Level 1	Level 2	Level 3	Total
March 31, 2011				
Assets				
Loans	\$-	\$-	\$34,241	\$34,241
Loans held for sale	-	-	80,629	80,629
Foreclosed properties	-	-	53,102	53,102
Total	\$-	\$-	\$167,972	\$167,972
December 31, 2010				
Assets				
Loans	\$-	\$-	\$106,904	\$106,904
Foreclosed properties	-	-	85,072	85,072
Total	\$-	\$-	\$191,976	\$191,976
March 31, 2010				
Assets				
Loans	\$-	\$-	\$175,166	\$175,166
Foreclosed properties	-	-	93,060	93,060
Total	\$-	\$-	\$268,226	\$268,226

Assets and Liabilities Not Measured at Fair Value

For financial instruments that have quoted market prices, those quotes are used to determine fair value. Financial instruments that have no defined maturity, have a remaining maturity of 180 days or less, or reprice frequently to a

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

The short maturity of United's assets and liabilities results in having a significant number of financial instruments whose fair value equals or closely approximates carrying value. Such financial instruments are reported in the following balance sheet captions: cash and cash equivalents, mortgage loans held for sale, federal funds purchased, repurchase agreements and other short-term borrowings. The fair value of securities available for sale equals the balance sheet value. As of March 31, 2010 the fair value of interest rate contracts used for balance sheet management was an asset of approximately \$6.11 million. United did not have any active derivative contracts outstanding at March 31, 2011 or December 31, 2010.

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

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect the premium or discount on any particular financial instrument that could result from the sale of United's entire holdings. Because no ready market exists for a significant portion of United's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

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

Off-balance sheet instruments (commitments to extend credit and standby letters of credit) are generally short-term and at variable rates. Therefore, both the carrying amount and the estimated fair value associated with these instruments are immaterial.

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

	March 31, 2011		December 31, 2010		March 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:						
Securities held to maturity	\$245,430	\$248,361	\$265,807	\$267,988	\$-	\$-
Loans, net	4,061,251	3,933,549	4,429,431	4,196,142	4,818,111	4,477,941
Liabilities:						
Deposits	6,597,748	6,588,398	6,469,172	6,481,867	6,487,588	6,513,488
Federal Home Loan Bank advances	55,125	58,965	55,125	59,498	114,303	120,422
Long-term debt	150,166	124,603	150,146	93,536	150,086	119,400

Note 15 – Subsequent Event

On April 18, 2011, United completed the bulk sale of \$80.6 million of loans that were reported as held for sale at March 31, 2011. The proceeds from the bulk sale were \$86.5 million which will result in an allowance for loan loss recovery in the second quarter of 2011.

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

Forward-Looking Statements

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

Our businesses and operations are and will be subject to a variety of risks, uncertainties and other factors. Consequently, actual results and experience may materially differ from those contained in any forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2010, as well as the following:

- the condition of the banking system and financial markets;
 - our ability to become profitable;
- the results of our most recent internal credit stress test may not accurately predict the impact on our financial condition if the economy was to continue to deteriorate;
 - our ability to raise capital as may be necessary;
 - our ability to maintain liquidity or access other sources of funding;
 - changes in the cost and availability of funding;
 - the success of the local economies in which we operate;
- our concentrations of residential and commercial construction and development loans and commercial real estate loans are subject to unique risks that could adversely affect our earnings;
 - changes in prevailing interest rates may negatively affect our net income and the value of our assets;
 - the accounting and reporting policies of United;
 - if our allowance for loan losses is not sufficient to cover actual loan losses;
- we may be subject to losses due to fraudulent and negligent conduct of our loan customers, third party service providers or employees;
 - our ability to fully realize our deferred tax asset balances;
 - competition from financial institutions and other financial service providers;
 - the United States Department of Treasury may change the terms of our Series B Preferred Stock;
 - risks with respect to future expansion and acquisitions;
 - conditions in the stock market, the public debt market and other capital markets deteriorate;
- the impact of the Dodd-Frank Act and related regulations and other changes in financial services laws and regulations;
 - the failure of other financial institutions;
- a special assessment that may be imposed by the Federal Deposit Insurance Corporation (“FDIC”) on all FDIC-insured institutions in the future, similar to the assessment in 2009 that decreased our earnings; and
- regulatory or judicial proceedings, board resolutions, informal memorandums of understanding or formal enforcement actions imposed by regulators that occur, or any such proceedings or enforcement actions that is more

severe than we anticipate.

All written or oral forward-looking statements attributable to us or any person acting on our behalf made after the date of this prospectus supplement are expressly qualified in their entirety by the risk factors and cautionary statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2010.

27

Overview

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

United is a bank holding company registered with the Federal Reserve under the Bank Holding Company Act of 1956 that was incorporated under the laws of the state of Georgia in 1987 and commenced operations in 1988. At March 31, 2011, United had total consolidated assets of \$7.97 billion, total loans of \$4.19 billion, excluding the loans acquired from Southern Community Bank (“SCB”) that are covered by loss sharing agreements and therefore have a different risk profile and loans that were classified as held for sale that have been written down to the expected proceeds from sales based on indicative bids. United also had total deposits of \$6.60 billion and stockholders’ equity of \$850 million.

United’s activities are primarily conducted by its wholly owned Georgia banking subsidiary (the “Bank”). The Bank operations are conducted under a community bank model that operates 27 “community banks” with local bank presidents and boards in north Georgia, the Atlanta-Sandy Springs-Marietta, Georgia metropolitan statistical area (the “Atlanta MSA”), the Gainesville, Georgia metropolitan statistical area (the “Gainesville MSA”), coastal Georgia, western North Carolina, and east Tennessee. On March 31, 2010, United sold Brintech, Inc., (“Brintech”) a consulting services firm for the financial services industry, resulting in a pre-tax gain of \$2.1 million, net of selling costs. The income statements for all periods presented reflect Brintech as a discontinued operation with revenue, expenses and income taxes related to Brintech removed from revenue, expenses, income taxes and loss from continuing operations. The balance sheet and cash flow statement have not been adjusted to reflect Brintech as a discontinued operation as Brintech’s assets and contribution to cash flows were not material.

Operating loss from continuing operations and operating loss from continuing operations per diluted share are non-GAAP performance measures. United’s management believes that operating performance is useful in analyzing United’s financial performance trends since it excludes items that are non-recurring in nature and therefore most of the discussion in this section will refer to operating performance measures. A reconciliation of these operating performance measures to GAAP performance measures is included in the table on page 34.

United reported a net operating loss from continuing operations of \$142 million for the first quarter of 2011. This compared to a net operating loss from continuing operations of \$34.5 million for the first quarter of 2010. Diluted operating loss from continuing operations per common share was \$1.57 for the first quarter of 2011, compared to a diluted operating loss from continuing operations per common share of \$.39 for the first quarter of 2010. The first quarter of 2011 operating loss reflects the Board of Director’s decision to adopt the Problem Asset Disposition Plan described below under “Recent Developments” to quickly dispose of problem assets following United’s successful Private Placement described below under “Recent Developments.”

United’s operating provision for loan losses was \$190 million for the three months ended March 31, 2011, compared to \$75.0 million for the same period in 2010. During the first quarter of 2011, performing substandard loans with a pre-charge down carrying amount of \$166 million and nonperforming loans with a pre-charge down carrying amount of \$101 million were collectively written down to the expected sales proceeds of \$80.6 million, in conjunction with the Bulk Loan Sale described below under “Recent Developments.” Net charge-offs for the first quarter of 2011 were \$232 million, of which \$186 million related to the transfer of loans to the held for sale classification and \$26.1 million of charge-offs for other first quarter bulk loan sales and foreclosure write downs for accelerated disposition in accordance with the Problem Asset Disposition Plan. As of March 31, 2011, United’s allowance for loan losses of \$133 million, or 3.17% of loans, compared to \$174 million, or 3.48% of loans, at March 31, 2010. Nonperforming assets of \$138 million, which excludes assets of SCB that are covered by loss sharing agreements with the FDIC,

decreased to 1.73% of total assets at March 31, 2011, compared to 4.32% as of December 31, 2010 and 5.32% as of March 31, 2010. The decrease in this ratio was due to the execution of the Problem Asset Disposition Plan and a general improving trend in credit quality indicators.

Taxable equivalent net interest revenue was \$56.4 million for the first quarter of 2011, compared to \$61.3 million for the same period of 2010. The decrease in net interest revenue was primarily the result of lower levels of loans. Average loans for the quarter declined \$574 million from the first quarter of 2010. Net interest margin decreased from 3.49% for the three months ended March 31, 2010 to 3.30% for the same period in 2011. Interest reversals on performing loans that were moved to held for sale accounted for 11 basis points of the 19 basis points decrease. Over the past year, United has maintained above normal levels of liquidity. The level of excess liquidity peaked in the first quarter of 2011 and lowered the margin by approximately 49 basis points. Excess liquidity in the first quarter of 2010 lowered the margin by approximately 18 basis points.

Operating fee revenue increased \$172,000, or 1%, from the first quarter of 2010. The increase was primarily attributable to the acceleration of deferred gains related to the ineffectiveness of terminated cash flow hedges. This helped to offset a decline in service charges and fees, which were down \$727,000, due to regulatory changes requiring customer consent prior to utilizing United's overdraft services.

For the first quarter of 2011, operating expenses of \$115 million were up \$60.5 million from the first quarter of 2010. The increase was primarily due to an increase in foreclosed property costs, in anticipation of the Bulk Loan Sale and other accelerated asset dispositions described below under "Recent Developments." Foreclosed property costs were up \$54.1 million from the first quarter of 2010. Professional fees were \$1.39 million higher in the first quarter of 2011 compared to the same period last year, primarily due to fees related to the Private Placement and Bulk Loan Sale. In addition, FDIC assessments and other regulatory charges increased \$1.79 million, or 49%, from the prior year as a result of a higher assessment rate and a higher level of insured deposits.

Recent Developments

On February 22, 2011, the Company entered into a share exchange agreement with Elm Ridge Offshore Master Fund, Ltd. and Elm Ridge Value Partners, L.P. (collectively, the “Elm Ridge Parties”). Under the share exchange agreement, the Elm Ridge Parties agreed to transfer to the Company 7,755,631 shares of the Company’s common stock in exchange for 16,613 shares of the Company’s cumulative perpetual preferred stock, Series D and warrants to purchase 7,755,631 common shares. See Note 10 to the consolidated financial statements for further details of the share exchange agreement.

During the first quarter of 2011, United announced its plans to sell \$380 million of common stock in a private placement to a group of investors (the “Private Placement”). United entered into investment agreements (the “Investment Agreements”) with Corsair Georgia, L.P. and a group of institutional investors (collectively, the “Investors”) and closed the Private Placement on March 30, 2011. Pursuant to the Private Placement, the Investors purchased and United issued 17,338,497 of the Company’s existing common stock for \$1.90 per share, \$196 million of mandatorily convertible cumulative non-voting perpetual preferred stock, Series F (the “Series F Preferred Stock”), and \$151 million of mandatorily convertible cumulative non-voting perpetual preferred stock, Series G (the “Series G Preferred Stock”). Under the terms of the Private Placement Agreement and following receipt of required shareholder approvals, the Series F Preferred Stock will be mandatorily convertible into 103,090,506 shares of voting common stock and the Series G Preferred Stock will be mandatorily convertible into 79,570,997 shares of non-voting common stock. Following such conversion at \$1.90 per common share, the Investors will own an aggregate of 120,429,003 shares of common stock and 79,570,997 shares of non-voting common stock, or 69.7% of the Company’s pro forma outstanding common stock. The Private Placement resulted in an increase to shareholders’ equity of \$363 million.

Also during the first quarter of 2011, the Board of Directors approved a plan to sell approximately \$293 million in substandard and nonperforming loans, and to accelerate the disposition of approximately \$142 million in foreclosed properties (the “Problem Asset Disposition Plan”). The substandard and nonperforming loans were sold for an aggregate purchase price of approximately \$86.5 million by the Bank in a bulk transaction (the “Bulk Loan Sale”) on April 18, 2011 pursuant to an asset purchase and sale agreement (the “Asset Purchase Agreement”) entered into by the Bank, CF Southeast LLC (“CF Southeast”) and CF Southeast Trust 2011-1 (“CF Trust” and together with CF Southeast, the “Purchasers”). United plans to sell substantially all of the foreclosed properties in the second and third quarters of 2011.

Critical Accounting Policies

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

GAAP Reconciliation and Explanation

This Form 10-Q contains non-GAAP financial measures, which are performance measures determined by methods other than in accordance with GAAP. Such non-GAAP financial measures include, among others the following: operating provision for loan losses, operating fee revenue, operating revenue, operating expense, operating (loss) income from continuing operations, operating (loss) income, operating earnings (loss) from continuing operations per

share, operating earnings (loss) per share, operating earnings (loss) from continuing operations per diluted share and operating earnings (loss) per diluted share. Management uses these non-GAAP financial measures because it believes they are useful for evaluating our operations and performance over periods of time, as well as in managing and evaluating our business and in discussions about our operations and performance. Management believes these non-GAAP financial measures provide users of our financial information with a meaningful measure for assessing our financial results and credit trends, as well as comparison to financial results for prior periods. These non-GAAP financial measures should not be considered as a substitute for operating results determined in accordance with GAAP and may not be comparable to other similarly titled financial measures used by other companies. A reconciliation of these operating performance measures to GAAP performance measures is included in on the table on page 34.

Discontinued Operations

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

Transaction with Fletcher International

Description of Transaction

On April 1, 2010, the Bank entered into an asset purchase and sale agreement (the "Asset Purchase Agreement") with Fletcher International Inc. ("Fletcher Inc.") and five affiliated limited liability companies ("LLCs") formed by Fletcher Inc. for the purpose of acquiring nonperforming assets under the Asset Purchase Agreement. United has no ownership interest in the LLCs. The asset sale transaction was completed on April 30, 2010 with the Bank transferring nonperforming commercial and residential construction loans and foreclosed properties having a carrying value of \$103 million in exchange for cash of \$20.6 million and notes receivable for \$82.5 million. The loans accrue interest at a fixed rate of 3.5% and mature in five years. Principal and interest payments will be made quarterly based on a 30-year amortization schedule. Fletcher Inc. also contributed cash and securities to the LLCs equal to 17.5% of the purchase price to pre-fund the estimated carrying costs of the assets for approximately three years. These funds are held in escrow as additional collateral on the loans and cannot be removed by Fletcher Inc. without United's consent. The securities that can be held by the LLCs are marketable equity securities and funds managed by Fletcher affiliates. Carrying costs include debt service payments, servicing fees and other direct costs associated with holding and managing the underlying properties.

Also on April 1, 2010, United and Fletcher International Ltd ("Fletcher Ltd", together with Fletcher Inc. and their affiliates, "Fletcher") entered into a securities purchase agreement (the "Securities Purchase Agreement") pursuant to which Fletcher Ltd. agreed to purchase from United, and United agreed to issue and sell to Fletcher Ltd., 65,000 shares of United's Series C convertible preferred stock, par value \$1.00 per share (the "Convertible Preferred Stock"), at a purchase price of \$1,000 per share, for an aggregate purchase price of \$65 million. The Convertible Preferred Stock will bear interest at an annual rate equal to the lesser of 8% or LIBOR + 4%. If all conditions precedent to Fletcher Ltd.'s obligations to purchase the Convertible Preferred Stock have been satisfied and Fletcher Ltd. has not purchased all of the Convertible Preferred Stock by May 26, 2011, it must pay United 5% of the commitment amount not purchased by that date, and it must also pay United an additional 5% of any commitment amount not purchased by May 26, 2012.

The Convertible Preferred Stock is redeemable by Fletcher Ltd. at any time into common stock or non-voting Common Stock Equivalent Junior Preferred Stock ("Junior Preferred Stock") of United, at an equivalent price of \$5.25 per share of common stock (equal to 12,380,952 shares of common stock), subject to certain adjustments. After May 26, 2015, if the closing stock price for United's common stock is above \$12.04, United has the right to require conversion and it is United's intent to convert all of the then outstanding Convertible Preferred Stock into an equivalent amount of common stock or Junior Preferred Stock.

The Securities Purchase Agreement provides that United shall not effect any conversion or redemption of the Convertible Preferred Stock, and Fletcher Ltd. shall not have the right to convert or redeem any portion of the Convertible Preferred Stock, into common stock to the extent such conversion or redemption would result in aggregate issuances to Fletcher Ltd. in excess of 9.75% of the number of shares of common stock that would be

outstanding after giving effect to such conversion or redemption. In the event that United cannot effect a conversion or redemption of the Convertible Preferred Stock into common stock due to this limit, the conversion or redemption shall be effected into an equal number of shares of Junior Preferred Stock.

Concurrently with the payment of the \$10 million deposit under the Asset Purchase Agreement by Fletcher, United granted a warrant to Fletcher to purchase Junior Preferred Stock. The warrant was initially equal to \$15 million and was increased to \$30 million upon the completion of the asset sale pursuant to the Asset Purchase Agreement. An additional \$35 million warrant will be issued on a dollar for dollar basis by the aggregate dollar amount of the Convertible Preferred Stock purchased under the Securities Purchase Agreement in excess of \$30 million. The \$30 million warrant price is equivalent to \$4.25 per common share (cash exercise equal to 7,058,824 shares of common stock). The \$35 million warrant price is equivalent to \$6.02 per common share (cash exercise equal to 5,813,953 shares of common stock). The warrants may only be exercised by net share settlement (cashless exercise) and are exercisable for nine years from April 1, 2010, subject to limited extension upon certain events specified in the warrant agreement. All of the warrants settle on a cashless basis and the net shares to be issued to Fletcher Ltd. upon exercise of the warrants will be less than the total shares that would have been issuable if the warrants had been exercised for cash payments.

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

Accounting Treatment

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

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

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

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

	Valuation Approach	Fair Value Hierarchy	Fair Value	
Warrants Issued / Assets Transferred to Fletcher at Fair Value:				
Warrant to purchase \$30 million in common stock at \$4.25 per share	Black-Scholes	Level 3	\$ 17,577	(1)
Option to purchase convertible preferred stock and warrant	Monte-Carlo Simulation	Level 3	22,236	(2)
Fair value of equity instruments recognized in capital surplus			39,813	
Foreclosed properties transferred under Asset Purchase Agreement	Appraised Value	Level 2	33,434	(3)
Nonperforming loans transferred under Asset Purchase Agreement	Collateral Appraised Value	Level 2	69,655	(3)

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Total nonperforming assets transferred			103,089	
Total value of assets and equity instruments transferred			142,902	
Cash and Notes Receivable Received in Exchange at Fair Value:				
Cash down payment received from asset sale	NA	NA	20,618	
Notes receivable (par value \$82,471, net of \$4,531 discount)	Discounted Cash Flows	Level 3	77,940	(4)
Total value of cash and notes receivable received			98,558	
Fair value of assets and equity instruments transferred in excess of cash and notes received			44,344	
Transaction fees			1,005	
Loss recognized on Fletcher transaction			45,349	
Tax benefit			(15,367)	
After tax loss			\$ 29,982	

Notes

- (1) The \$17.6 million value of the \$30 million warrant was determined as of April 1, 2010, the date the terms were agreed to and signed. The following modeling assumptions were used: dividend yield - 0%; risk-free interest rate - 3.89%; current stock price - \$4.77; term - 9 years; and volatility - 33%. Although most of the modeling assumptions were based on observable data, because of the subjectivity involved in estimating expected volatility, the valuation is considered Level 3.
- (2) The \$22.2 million value of the option to purchase convertible preferred stock and warrant was determined by an independent valuation firm using a Monte Carlo Simulation method appropriate for valuing complex securities with derivatives. The model uses 50,000 simulations of daily stock price paths using geometric Brownian motion and incorporates in a unified way all conversion, exercise and contingency conditions. Because of the significant assumptions involved in the valuation process, not all of which were based on observable data, the valuation is considered to be Level 3.
- (3) The \$103 million of nonperforming assets sold were transferred at United's carrying value which had been written down to appraised value. Because the appraisals were based on sales of similar assets (observable data), the valuation is considered to be Level 2.
- (4) The \$82.5 million of notes receivable were recorded at their estimated fair value of \$77.9 million, net of a \$4.5 million interest discount, which was determined based on discounted expected cash flows over the term at a rate commensurate with the credit risk inherent in the notes. The contractual rate on the notes is fixed at 3.5% for five years. The discount rate used for purposes of determining the fair value of the notes was 5.48% based on the terms, structure and risk profile of the notes. Note prepayments were estimated based on the expected marketing times for the underlying collateral since the notes require that principal be reduced as the underlying assets are sold. The valuation is considered Level 3 due to estimated prepayments which have a significant impact on the value and are not based on observable data.

Table 1 - Financial Highlights
Selected Financial Information

(in thousands, except per share data; taxable equivalent)	2011				2010		First Quarter
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	2011-2010 Change
INCOME SUMMARY							
Interest revenue	\$ 75,965	\$ 81,215	\$ 84,360	\$ 87,699	\$ 89,849		
Interest expense	19,573	21,083	24,346	26,072	28,570		
Net interest revenue	56,392	60,132	60,014	61,627	61,279		(8) %
Operating provision for loan losses (1)	190,000	47,750	50,500	61,500	75,000		
Operating fee revenue (2)	11,838	12,442	12,861	11,579	11,666		1
Total operating revenue (1)(2)	(121,770)	24,824	22,375	11,706	(2,055)		
Operating expenses (3)	115,271	64,918	64,906	58,308	54,820		110
Loss on sale of nonperforming assets	-	-	-	45,349	-		
Operating loss from continuing operations before taxes	(237,041)	(40,094)	(42,531)	(91,951)	(56,875)		(317)
Operating income tax benefit	(94,555)	(16,520)	(16,706)	(32,419)	(22,417)		
Net operating loss from continuing operations (1)(2)(3)	(142,486)	(23,574)	(25,825)	(59,532)	(34,458)		(314)
Noncash goodwill impairment charges	-	-	(210,590)	-	-		
Partial reversal of fraud loss provision, net of tax expense	-	7,179	-	-	-		
Loss from discontinued operations	-	-	-	-	(101)		
Gain from sale of subsidiary, net of income taxes and selling costs	-	-	-	-	1,266		
Net loss	(142,486)	(16,395)	(236,415)	(59,532)	(33,293)		(328)
Preferred dividends and discount accretion	2,778	2,586	2,581	2,577	2,572		
Net loss available to common shareholders	\$ (145,264)	\$ (18,981)	\$ (238,996)	\$ (62,109)	\$ (35,865)		

PERFORMANCE
MEASURES

Per common share:

Diluted operating loss from continuing operations (1)(2)(3)	\$ (1.57)	\$ (.28)	\$ (.30)	\$ (.66)	\$ (.39)	(303)
Diluted loss from continuing operations	(1.57)	(.20)	(2.52)	(.66)	(.39)	(303)
Diluted loss	(1.57)	(.20)	(2.52)	(.66)	(.38)	(313)
Book value	2.96	4.84	5.14	7.71	7.95	(63)
Tangible book value (5)	2.89	4.76	5.05	5.39	5.62	(49)

Key performance ratios:

Return on equity (4)(6)	(147.11) %	(17.16) %	(148.04) %	(35.89) %	(20.10) %
Return on assets (6)	(7.61)	(.89)	(12.47)	(3.10)	(1.70)
Net interest margin (6)	3.30	3.58	3.57	3.60	3.49
Operating efficiency ratio from continuing operations (2)(3)	169.08	89.45	89.38	141.60	75.22
Equity to assets	8.82	8.85	11.37	11.84	11.90
Tangible equity to assets (5)	8.73	8.75	9.19	9.26	9.39
Tangible common equity to assets (5)	5.51	6.35	6.78	6.91	7.13
Tangible common equity to risk-weighted assets (5)	6.40	9.05	9.60	9.97	10.03

ASSET QUALITY *

Non-performing loans	\$ 83,769	\$ 179,094	\$ 217,766	\$ 224,335	\$ 280,802
Foreclosed properties	54,378	142,208	129,964	123,910	136,275
Total non-performing assets (NPAs)	138,147	321,302	347,730	348,245	417,077
Allowance for loan losses	133,121	174,695	174,613	174,111	173,934
Operating net charge-offs (1)	231,574	47,668	49,998	61,323	56,668
Allowance for loan losses to loans	3.17 %	3.79 %	3.67 %	3.57 %	3.48 %
Operating net charge-offs to average loans (1)(6)	20.71	4.03	4.12	4.98	4.51
NPAs to loans and foreclosed properties	3.25	6.77	7.11	6.97	8.13
NPAs to total assets	1.73	4.32	4.96	4.55	5.32

AVERAGE
BALANCES (\$ in
millions)

Loans	\$ 4,599	\$ 4,768	\$ 4,896	\$ 5,011	\$ 5,173	(11)
Investment securities	1,625	1,354	1,411	1,532	1,518	7
Earning assets	6,902	6,680	6,676	6,854	7,085	(3)
Total assets	7,595	7,338	7,522	7,704	7,946	(4)
Deposits	6,560	6,294	6,257	6,375	6,570	-
Shareholders' equity	670	649	855	912	945	(29)
Common shares - basic (thousands)	92,330	94,918	94,679	94,524	94,390	
Common shares - diluted (thousands)	92,330	94,918	94,679	94,524	94,390	

AT PERIOD END (\$ in
millions)

Loans *	\$ 4,194	\$ 4,604	\$ 4,760	\$ 4,873	\$ 4,992	(16)
Investment securities	1,884	1,490	1,310	1,488	1,527	23
Total assets	7,974	7,443	7,013	7,652	7,837	2
Deposits	6,598	6,469	5,999	6,330	6,488	2
Shareholders' equity	850	636	662	904	926	(8)
Common shares outstanding (thousands)	104,516	94,685	94,433	94,281	94,176	

(1) Excludes the partial reversal of a previously established provision for fraud-related loan losses of \$11.8 million, net of tax expense of \$4.6 million in the fourth quarter of 2010. Operating charge-offs also exclude the \$11.8 million related partial recovery of the previously charged off amount. (2) Excludes revenue generated by discontinued operations in the first quarter of 2010. (3) Excludes the goodwill impairment charge of \$211 million in the third quarter of 2010 and expenses relating to discontinued operations in the first quarter of 2010. (4) Net loss available to common shareholders, which is net of preferred stock dividends, divided by average realized common equity, which excludes accumulated other comprehensive income (loss). (5) Excludes effect of acquisition related intangibles and associated amortization. (6) Annualized.

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

Table 1 Continued - Operating Earnings to GAAP

Earnings Reconciliation

Selected Financial Information

(in thousands, except per share data; taxable equivalent)	2011		2010		
	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest revenue reconciliation					
Interest revenue - taxable equivalent	\$75,965	\$81,215	\$84,360	\$87,699	\$89,849
Taxable equivalent adjustment	(435)	(497)	(511)	(500)	(493)
Interest revenue (GAAP)	\$75,530	\$80,718	\$83,849	\$87,199	\$89,356
Net interest revenue reconciliation					
Net interest revenue - taxable equivalent	\$56,392	\$60,132	\$60,014	\$61,627	\$61,279
Taxable equivalent adjustment	(435)	(497)	(511)	(500)	(493)
Net interest revenue (GAAP)	\$55,957	\$59,635	\$59,503	\$61,127	\$60,786
Provision for loan losses reconciliation					
Operating provision for loan losses	\$190,000	\$47,750	\$50,500	\$61,500	\$75,000
Partial reversal of special fraud-related provision for loan loss	-	(11,750)	-	-	-
Provision for loan losses (GAAP)	\$190,000	\$36,000	\$50,500	\$61,500	\$75,000
Total revenue reconciliation					
Total operating revenue	\$(121,770)	\$24,824	\$22,375	\$11,706	\$(2,055)
Taxable equivalent adjustment	(435)	(497)	(511)	(500)	(493)
Partial reversal of special fraud-related provision for loan loss	-	11,750	-	-	-
Total revenue (GAAP)	\$(122,205)	\$36,077	\$21,864	\$11,206	\$(2,548)
Expense reconciliation					
Operating expense	\$115,271	\$64,918	\$64,906	\$103,657	\$54,820
Noncash goodwill impairment charge	-	-	210,590	-	-
Operating expense (GAAP)	\$115,271	\$64,918	\$275,496	\$103,657	\$54,820
Loss from continuing operations before taxes reconciliation					
Operating loss from continuing operations before taxes	\$(237,041)	\$(40,094)	\$(42,531)	\$(91,951)	\$(56,875)
Taxable equivalent adjustment	(435)	(497)	(511)	(500)	(493)
Noncash goodwill impairment charge	-	-	(210,590)	-	-
Partial reversal of special fraud-related provision for loan loss	-	11,750	-	-	-
Loss from continuing operations before taxes (GAAP)	\$(237,476)	\$(28,841)	\$(253,632)	\$(92,451)	\$(57,368)
Income tax benefit reconciliation					
Operating income tax benefit	\$(94,555)	\$(16,520)	\$(16,706)	\$(32,419)	\$(22,417)
Taxable equivalent adjustment	(435)	(497)	(511)	(500)	(493)
Partial reversal of special fraud-related provision for loan loss	-	4,571	-	-	-
Income tax benefit (GAAP)	\$(94,990)	\$(12,446)	\$(17,217)	\$(32,919)	\$(22,910)
Diluted loss from continuing operations per common share reconciliation					
Diluted operating loss from continuing operations per common share	\$(1.57)	\$(.28)	\$(.30)	\$(.66)	\$(.39)

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Noncash goodwill impairment charge	-	-	(2.22)	-	-	-	-	-	
Partial reversal of special fraud-related provision for loan loss	-	.08	-	-	-	-	-	-	-	
Diluted loss from continuing operations per common share (GAAP)	\$(1.57	)	\$(.20	)	\$(2.52	)	\$(.66	)	\$(.39)
Book value per common share reconciliation										
Tangible book value per common share	\$2.89		\$4.76		\$5.05		\$5.39		\$5.62	
Effect of goodwill and other intangibles	.07		.08		.09		2.32		2.33	
Book value per common share (GAAP)	\$2.96		\$4.84		\$5.14		\$7.71		\$7.95	
Efficiency ratio from continuing operations reconciliation										
Operating efficiency ratio from continuing operations	169.08	%	89.45	%	89.38	%	141.60	%	75.22	%
Noncash goodwill impairment charge	-		-		290.00		-		-	
Efficiency ratio from continuing operations (GAAP)	169.08	%	89.45	%	379.38	%	141.60	%	75.22	%
Average equity to assets reconciliation										
Tangible common equity to assets	5.51	%	6.35	%	6.78	%	6.91	%	7.13	%
Effect of preferred equity	3.22		2.40		2.41		2.35		2.26	
Tangible equity to assets	8.73		8.75		9.19		9.26		9.39	
Effect of goodwill and other intangibles	.09		.10		2.18		2.58		2.51	
Equity to assets (GAAP)	8.82	%	8.85	%	11.37	%	11.84	%	11.90	%
Actual tangible common equity to risk-weighted assets reconciliation										
Tangible common equity to risk-weighted assets	6.40	%	9.05	%	9.60	%	9.97	%	10.03	%
Effect of other comprehensive income	(.58	)	(.62	)	(.81	)	(.87	)	(.85)
Effect of deferred tax limitation	(5.10	)	(3.34	)	(2.94	)	(2.47	)	(1.75)
Effect of trust preferred	1.12		1.06		1.06		1.03		1.00	
Effect of preferred equity	5.97		3.52		3.51		3.41		3.29	
Tier I capital ratio (Regulatory)	7.81	%	9.67	%	10.42	%	11.07	%	11.72	%
Net charge-offs reconciliation										
Operating net charge-offs	\$231,574		\$47,668		\$49,998		\$61,323		\$56,668	
Subsequent partial recovery of fraud-related charge-off	-		(11,750)	-		-		-	
Net charge-offs (GAAP)	\$231,574		\$35,918		\$49,998		\$61,323		\$56,668	
Net charge-offs to average loans reconciliation										
Operating net charge-offs to average loans	20.71	%	4.03	%	4.12	%	4.98	%	4.51	%
Subsequent partial recovery of fraud-related charge-off	-		(1.00)	-		-		-	
Net charge-offs to average loans (GAAP)	20.71	%	3.03	%	4.12	%	4.98	%	4.51	%

Results of Operations

United reported a net operating loss from continuing operations of \$142 million for the first quarter of 2011. This compared to a net operating loss from continuing operations of \$34.5 million for the same period in 2010. For the first quarter of 2011, diluted operating loss from continuing operations per share was \$1.57. This compared to diluted operating loss from continuing operations per share of \$.39 for the first quarter of 2010. The first quarter of 2011 operating loss reflects the Board of Director's decision to adopt the Problem Asset Disposition Plan to quickly dispose of problem assets following United's successful Private Placement at the end of the first quarter.

Net Interest Revenue (Taxable Equivalent)

Net interest revenue (the difference between the interest earned on assets and the interest paid on deposits and borrowed funds) is the single largest component of total revenue. United actively manages this revenue source to provide optimal levels of revenue while balancing interest rate, credit and liquidity risks. Taxable equivalent net interest revenue for the three months ended March 31, 2011 was \$56.4 million, down \$4.89 million, or 8%, from the first quarter of 2010. The decrease in net interest revenue for the first quarter of 2011 compared to the first quarter of 2010 was mostly due to lower average loan balances, although the reversal of \$2.01 million of interest on performing substandard loans reclassified as held for sale in anticipation of the second quarter Bulk Loan Sale also contributed to the decrease. United continues its intense focus on loan and deposit pricing, in an effort to maintain a steady level of net interest revenue, despite continuing attrition in the loan portfolio.

Average loans decreased \$574 million, or 11%, from the first quarter of last year. The decrease in the loan portfolio was a result of the continued slowdown in the housing market as well as the Bulk Loan Sale completed in April 2011. Loan charge-offs, foreclosure activity and management's efforts to rebalance the loan portfolio by reducing the concentration of residential construction loans have all contributed to declining loan balances. While loan balances have declined, United continues to make new loans. During the first quarter of 2011, United funded \$52.6 million in new loans, primarily commercial and small business loans in north Georgia and the Atlanta MSA.

Average interest-earning assets for the first quarter of 2011 decreased \$183 million, or 3%, from the same period in 2010. The decrease of \$574 million in average loans was partially offset by increases of \$107 million in the investment securities portfolio and \$283 million in other interest-earning assets. Loan demand has been weak due to the poor economy and management's efforts to reduce United's exposure to residential construction loans. The increase in the securities portfolio and other interest-earning assets was due to purchases of floating rate mortgage-backed securities and short-term commercial paper in an effort to temporarily invest excess liquidity, including the proceeds from the new capital raised at the end of the first quarter of 2011. Average interest-bearing liabilities decreased \$193 million, or 3%, from the first quarter of 2010 due to the rolling off of higher-cost certificates of deposit as funding needs decreased. The average yield on interest earning assets for the three months ended March 31, 2011, was 4.45%, down 68 basis points from 5.13% for the same period of 2010. Interest reversals on performing loans classified as held for sale as part of the Bulk Loan Sale accounted for approximately 11 basis points of the decrease. Another significant contributing factor to the decrease in the yield on interest earning assets was the shift in earning asset mix from loans, which generally yield a higher rate than other asset classes, to temporary investments which have relatively low yields. In light of the weak economic environment, United maintained above normal levels of liquidity by entering into brokered deposit arrangements and temporarily investing the proceeds in short-term commercial paper and floating rate mortgage-backed securities at a slightly negative spread.

The average cost of interest-bearing liabilities for the first quarter of 2011 was 1.32% compared to 1.86% for the same period of 2010, reflecting the effect of falling rates on United's floating rate liabilities and United's ability to reduce deposit pricing. Also contributing to the overall lower rate on interest-bearing liabilities was a shift in the mix of deposits away from more expensive time deposits toward lower-rate transaction deposits. United's shrinking balance

sheet also permitted the reduction of more expensive wholesale borrowings.

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

For the three months ended March 31, 2011 and 2010, the net interest spread was 3.13% and 3.27%, respectively, while the net interest margin was 3.30% and 3.49%, respectively. The decline in net interest margin for the quarter reflects interest reversals on performing loans that were transferred to the held for sale category. This transfer accounted for 11 basis points of the quarter over quarter decrease of 19 basis points. In addition, the above normal levels of liquidity lowered the net interest margin by approximately 49 basis points in the first quarter of 2011, compared to 18 basis points for the first quarter of 2010.

The following table shows the relationship between interest revenue and expense, and the average amounts of interest-earning assets and interest-bearing liabilities for the three months ended March 31, 2011 and 2010.

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

(dollars in thousands, taxable equivalent)	2011			2010		
	Average Balance	Interest	Avg. Rate	Average Balance	Interest	Avg. Rate
Assets:						
Interest-earning assets:						
Loans, net of unearned income (1)(2)	\$ 4,598,860	\$ 61,070	5.39 %	\$ 5,172,847	\$ 72,219	5.66 %
Taxable securities (3)	1,599,481	13,345	3.34	1,487,646	15,892	4.27
Tax-exempt securities (1)(3)	25,827	424	6.57	30,050	509	6.78
Federal funds sold and other interest-earning assets	677,453	1,126	.66	394,348	1,229	1.25
Total interest-earning assets	6,901,621	75,965	4.45	7,084,891	89,849	5.13
Non-interest-earning assets:						
Allowance for loan losses	(169,113)			(187,288)		
Cash and due from banks	134,341			104,545		
Premises and equipment	179,353			181,927		
Other assets (3)	548,348			762,228		
Total assets	\$ 7,594,550			\$ 7,946,303		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW	\$ 1,373,142	1,324	.39	\$ 1,361,696	1,854	.55
Money market	928,542	2,028	.89	723,470	1,757	.98
Savings	187,423	77	.17	180,448	84	.19
Time less than \$100,000	1,540,342	5,451	1.44	1,692,652	8,891	2.13
Time greater than \$100,000	990,881	4,151	1.70	1,155,776	6,770	2.38
Brokered	698,288	2,130	1.24	736,999	4,537	2.50
Total interest-bearing deposits	5,718,618	15,161	1.08	5,851,041	23,893	1.66
Federal funds purchased and other borrowings	101,097	1,042	4.18	102,058	1,038	4.12
Federal Home Loan Bank advances	55,125	590	4.34	114,388	977	3.46
Long-term debt	150,157	2,780	7.51	150,078	2,662	7.19
Total borrowed funds	306,379	4,412	5.84	366,524	4,677	5.18

Total interest-bearing liabilities	6,024,997	19,573	1.32	6,217,565	28,570	1.86
Non-interest-bearing liabilities:						
Non-interest-bearing deposits	841,351			718,975		
Other liabilities	58,634			64,337		
Total liabilities	6,924,982			7,000,877		
Shareholders' equity	669,568			945,426		
Total liabilities and shareholders' equity	\$ 7,594,550			\$ 7,946,303		
Net interest revenue		\$ 56,392			\$ 61,279	
Net interest-rate spread			3.13 %			3.27 %
Net interest margin (4)			3.30 %			3.49 %

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

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

(3) Securities available for sale are shown at amortized cost. Pretax unrealized gains of \$27.2 million in 2011 and \$43.2 million in 2010 are included in other assets for purposes of this presentation.

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

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

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

	Three Months Ended March 31, 2011		
	Volume	Rate	Total
Interest-earning assets:			
Loans	\$ (7,742)	\$ (3,407)	\$ (11,149)
Taxable securities	1,128	(3,675)	(2,547)
Tax-exempt securities	(70)	(15)	(85)
Federal funds sold and other interest-earning assets	633	(736)	(103)
Total interest-earning assets	(6,051)	(7,833)	(13,884)
Interest-bearing liabilities:			
NOW accounts	16	(546)	(530)
Money market accounts	461	(190)	271
Savings deposits	3	(10)	(7)
Time deposits less than \$100,000	(744)	(2,696)	(3,440)
Time deposits greater than \$100,000	(874)	(1,745)	(2,619)
Brokered deposits	(227)	(2,180)	(2,407)
Total interest-bearing deposits	(1,365)	(7,367)	(8,732)
Federal funds purchased & other borrowings	(10)	14	4
Federal Home Loan Bank advances	(592)	205	(387)
Long-term debt	1	117	118
Total borrowed funds	(601)	336	(265)
Total interest-bearing liabilities	(1,966)	(7,031)	(8,997)
Decrease in net interest revenue	\$ (4,085)	\$ (802)	\$ (4,887)

Provision for Loan Losses

The provision for loan losses is based on management's evaluation of losses inherent in the loan portfolio and corresponding analysis of the allowance for loan losses at quarter-end. The provision for loan losses was \$190 million for the first quarter of 2011, compared to \$75.0 million for the same period in 2010. The amount of provision recorded in the first quarter was the amount required such that the total allowance for loan losses reflected the appropriate balance, in the estimation of management, and was sufficient to cover inherent losses in the loan portfolio. The increase in the provision for loan losses compared to a year ago was primarily due to increased charge-offs recorded in conjunction with the Problem Asset Disposition Plan and transfer of loans to the held for sale category in anticipation of the Bulk Loan Sale. For the three months ended March 31, 2011, net loan charge-offs as an annualized percentage of average outstanding loans were 20.71%, compared to 4.51% for the same periods in 2010. When charge-offs

specifically related to loans transferred to the held for sale classification are excluded, the charge-off rate for the first quarter of 2011 was 4.08%.

As the residential construction and housing markets have struggled, it has been difficult for many builders and developers to obtain cash flow from selling lots and houses needed to service debt. This deterioration of the residential construction and housing market was the primary factor that resulted in higher credit losses and increases in non-performing assets over the last three years. Although a majority of the charge-offs have been within the residential construction and development portion of the portfolio, credit quality deterioration has migrated to other loan categories as unemployment levels have remained high throughout United's markets. Additional discussion on credit quality and the allowance for loan losses is included in the Asset Quality and Risk Elements section of this report on page 42.

Fee Revenue

Operating fee revenue for the three months ended March 31, 2011 was \$11.8 million, a decrease of \$172,000, or 1%, from the same period of 2010. Fee revenue from continuing operations excludes consulting fees earned by United's Brintech subsidiary which was sold on March 31, 2010. All periods are presented on a continuing operations basis.

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

Table 4 - Fee Revenue
(dollars in thousands)

	Three Months Ended March 31,		Change
	2011	2010	
Service charges and fees	\$ 6,720	\$ 7,447	(10) %
Mortgage loan and related fees	1,494	1,479	1
Brokerage fees	677	567	19
Securities gains, net	55	61	
Other	2,892	2,112	37
Total fee revenue	\$ 11,838	\$ 11,666	1

Service charges and fees of \$6.72 million were down \$727,000, or 10%, from the first quarter of 2010. The decrease was primarily due to lower overdraft fees resulting from decreased utilization of our courtesy overdraft services with the recent changes to Regulation E requiring customers to opt in to such services.

Mortgage loans and related fees for the first quarter of 2011 were up \$15,000, or 1%, from the same period in 2010. In the first quarter of 2011, United closed 481 loans totaling \$74.5 million compared with 412 loans totaling \$64.7 million in the first quarter of 2010.

United incurred net securities gains of \$55,000 and \$61,000, respectively, for the three months ended March 31, 2011 and 2010. The first quarter of 2010 net gain included \$950,000 in impairment charges on trust preferred securities of a bank whose financial condition had deteriorated. The impairment charge was more than offset by realized gains from securities sales.

For the three months ended March 31, 2011, other fee revenue increased \$780,000, or 37%, from the same period in 2010. This increase was due to the ineffectiveness of United's cash flow and fair value hedges. In the first quarter of 2011, United recognized \$1.30 million in income from hedge ineffectiveness compared with \$610,000 in income from hedge ineffectiveness in the first quarter of 2010. Most of the hedge ineffectiveness in 2010 and all of the hedge ineffectiveness in 2011 relates to terminated cash flow hedges where the gains realized on the terminated positions are being deferred over the original term of the derivative instrument. The ineffectiveness, which is caused by a decrease in qualifying prime-based loans, results in the accelerated recognition of the deferred gains.

Operating Expenses

The following table presents the components of operating expenses for the three months ended March 31, 2011 and 2010. The table is presented to reflect Brintech as a discontinued operation, and accordingly, operating expenses associated with Brintech have been excluded from the table for all periods presented.

Table 5 - Operating Expenses
(dollars in thousands)

	Three Months Ended		
	March 31, 2011	2010	Change
Salaries and employee benefits	\$ 24,924	\$ 24,360	2 %
Communications and equipment	3,344	3,273	2
Occupancy	4,074	3,814	7
Advertising and public relations	978	1,043	(6)
Postage, printing and supplies	1,118	1,225	(9)
Professional fees	3,330	1,943	71
FDIC assessments and other regulatory charges	5,413	3,626	49
Amortization of intangibles	762	802	(5)
Other	6,429	3,921	64
Total operating expenses excluding foreclosed property expenses	50,372	44,007	14
Foreclosed property expense	64,899	10,813	500
Total operating expenses	\$ 115,271	\$ 54,820	110

Operating expenses for the first quarter of 2011 totaled \$115 million, up \$60.5 million, or 110%, from the first quarter of 2010 mostly reflecting an increase in foreclosed property losses incurred in connection with United's classified asset disposition plans. Excluding foreclosed property costs, total operating expenses were \$50.4 million, up \$6.37 million, or 14%, from a year ago.

Salaries and employee benefits for the first quarter of 2011 were \$24.9 million, up \$564,000, or 2%, from the same period of 2010. The increase was primarily due to higher group medical insurance costs and a lower level of deferred direct loan origination costs. Headcount totaled 1,815 at March 31, 2011, compared to 1,814 at March 31, 2010.

Occupancy expense of \$4.07 million for the first quarter of 2011 was up \$260,000, or 7%, compared to the first quarter of 2010. The increase was due to higher costs for electricity, real estate taxes and insurance for premises and equipment.

Postage, printing and supplies expense for the first quarter of 2011 totaled \$1.12 million, down \$107,000, or 9%, from the same period of 2010. United continued its efforts to encourage customers to accept electronic statements and controlled courier expense through the use of remote capture technology.

Professional fees for the first quarter of 2011 of \$3.33 million were up \$1.39 million, or 71%, from the same period in 2010, primarily due to \$1.00 million of costs associated with the Private Placement and Bulk Loan Sale.

Foreclosed property expense of \$64.9 million for the first quarter of 2011 was up \$54.1 million from the first quarter of 2010, reflecting higher write downs on foreclosed properties to expedite sales under the Problem Asset Disposition Plan. Such write downs for the first quarter of 2011 were \$48.6 million compared to \$4.58 million a year ago. Losses

realized on sales of foreclosed properties were also up in the first quarter of 2011, totaling \$12.0 million compared with \$3.52 million a year ago. This expense category also includes legal fees, property taxes, marketing costs, utility services, maintenance and repair charges, that totaled \$4.29 million for the first quarter of 2011 compared with \$2.72 million a year ago.

FDIC assessments and other regulatory charges of \$5.41 million for the first quarter of 2011, increased \$1.79 million from the first quarter of 2010. The increase was due to an increase in United's assessment rate as well as an increase in insured deposits.

Other expense of \$6.43 million for the first quarter of 2011 increased \$2.51 million from the first quarter of 2010. The increase was primarily due to \$2.60 million of property taxes and other loan collateral costs incurred to prepare loans for the Bulk Loan Sale.

Income Taxes

Income tax benefit for the first quarter of 2011 was \$95.0 million as compared with income tax benefit of \$22.9 million for the first quarter of 2010, representing an effective tax rate of approximately 40% for both periods. The effective tax rates were different from the statutory tax rates primarily due to interest revenue on certain investment securities and loans that are exempt from income taxes, tax exempt fee revenue, tax credits received on affordable housing investments, and the change in valuation allowance on deferred tax assets as discussed below.

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

Management determined that it is more likely than not that approximately \$4.81 million at March 31, 2011 and \$3.87 million at March 31, 2010, net of Federal benefit, in state low income housing tax credits will expire unused due to their very short three to five year carry forward period.

At March 31, 2011, United had net deferred tax assets of \$266 million, net of a valuation allowance of \$4.81 million related to state tax credits that are expected to expire unused. Accounting Standards Codification Topic 740, Income Taxes, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. At March 31, 2011, management believes that it is more likely than not that, with the exception of those state tax credits that are expected to expire unused due to a relatively short carryforward period of only three to five years, it will be able to realize its deferred tax benefits through its ability to carry losses forward to future profitable years. Despite recent losses and the challenging economic environment, United has a history of strong earnings, is well-capitalized, continues to grow its core customer deposit base while maintaining very high customer satisfaction scores, and has cautiously optimistic expectations regarding future taxable income. The deferred tax assets are analyzed quarterly for changes affecting realizability. United's most recent analysis, which management believes is based on conservative assumptions, indicated that the deferred tax assets will be fully utilized well in advance of the twenty-year carryforward period allowed for net operating losses; however, there can be no guarantee that a valuation allowance will not be necessary in future periods. Inherent in management's assertion that it is more likely than not that United will be able to fully utilize its deferred tax assets is an expectation that United returns to profitability within a short period of time following the execution of the Private Placement and the Problem Asset Disposition Plan. Also important at arriving at that conclusion is the assumption that an "ownership change" as defined by Section 382 of the Internal Revenue Code of 1986, as amended, and related Internal Revenue Service pronouncements ("Section 382") did not occur as a result of the first quarter Private Placement. Management believes that no such change of control has occurred.

As of February 22, 2011, United adopted a tax benefits preservation plan designed to protect its ability to utilize its substantial tax assets. Those tax assets include net operating losses that it could utilize in certain circumstances to offset taxable income and reduce its federal income tax liability and the future tax benefits from potential net unrealized built in losses. United's ability to use its tax benefits would be substantially limited if it were to experience an ownership change as defined under Section 382. In general, an ownership change would occur if United's "5-percent shareholders," as defined under Section 382, collectively increase their ownership in United by more than 50% over a

rolling three-year period. The tax benefits preservation plan is designed to reduce the likelihood that United will experience an ownership change by discouraging any person or group from becoming a beneficial owner of 4.99% or more of United's common stock then outstanding.

In connection with the tax benefits preservation plan, on February 22, 2011, United entered into a share exchange agreement with the Elm Ridge Parties to transfer to the Company 7,755,631 shares of United's common stock, in exchange for 16,613 shares of the Company's series D preferred shares and warrants to purchase 7,755,631 shares of common stock. Prior to entering into the share exchange agreement, collectively, the Elm Ridge Parties were United's largest shareholder. By exchanging the Elm Ridge Parties' common stock for the Series D Preferred Shares and warrants, United eliminated its only "5-percent shareholder" and, as a result, obtained further protection against an ownership change under Section 382.

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

Balance Sheet Review

Total assets at March 31, 2011, December 31, 2010 and March 31, 2010 were \$7.97 billion, \$7.44 billion and \$7.84 billion, respectively. Average total assets for the first quarter of 2011 were \$7.60 billion, down from \$7.95 billion in the first quarter of 2010.

Loans

The following table presents a summary of the loan portfolio.

Table 6 - Loans Outstanding (excludes loans covered by loss share agreement)

(dollars in thousands)

	March 31, 2011	December 31, 2010	March 31, 2010			
By Loan Type						
Commercial (secured by real estate)	\$ 1,692,154	\$ 1,761,424	\$ 1,765,204			
Commercial construction	213,177	296,582	357,188			
Commercial (commercial and industrial)	431,473	441,518	380,331			
Total commercial	2,336,804	2,499,524	2,502,723			
Residential construction	549,618	695,166	960,372			
Residential mortgage	1,186,531	1,278,780	1,390,270			
Installment	121,419	130,656	138,680			
Total loans	\$ 4,194,372	\$ 4,604,126	\$ 4,992,045			
As a percentage of total loans:						
Commercial (secured by real estate)	41	%	38	%	35	%
Commercial construction	5		6		7	
Commercial (commercial and industrial)	10		10		8	
Total commercial	56		54		50	
Residential construction	13		15		19	
Residential mortgage	28		28		28	
Installment	3		3		3	
Total	100	%	100	%	100	%
By Geographic Location						
Atlanta MSA	\$ 1,179,362	\$ 1,310,222	\$ 1,404,247			
Gainesville MSA	281,591	312,049	372,064			
North Georgia	1,531,279	1,688,586	1,813,774			
Western North Carolina	639,897	701,798	755,674			
Coastal Georgia	312,090	335,020	388,245			
East Tennessee	250,153	256,451	258,041			
Total loans	\$ 4,194,372	\$ 4,604,126	\$ 4,992,045			

Substantially all of United's loans are to customers (including customers who have a seasonal residence in United's market areas) located in the immediate market areas of its community banks in Georgia, North Carolina, and Tennessee, and more than 85% of the loans are secured by real estate. At March 31, 2011, total loans, excluding loans acquired from SCB that are covered by loss sharing agreements with the FDIC and loans classified as held for sale, were \$4.19 billion, a decrease of \$798 million, or 16%, from March 31, 2010. The rate of loan growth began to decline in the first quarter of 2007 and the balances have continued to decline. The decrease in the loan portfolio began with deterioration in the residential construction and housing markets. This deterioration resulted in part in an oversupply of lot inventory, houses and land within United's markets, which further slowed construction activities and acquisition and development projects. The resulting recession that began in the housing market led to high rates of unemployment that resulted in stress in the other segments of United's loan portfolio. Despite the weak economy and lack of loan demand, United has continued to pursue lending opportunities which resulted in \$52.6 million in new loans that were funded in the first quarter of 2011.

Asset Quality and Risk Elements

United manages asset quality and controls credit risk through review and oversight of the loan portfolio as well as adherence to policies designed to promote sound underwriting and loan monitoring practices. United's credit administration function is responsible for monitoring asset quality, establishing credit policies and procedures and enforcing the consistent application of these policies and procedures among all of the community banks. Additional information on the credit administration function is included in Item 1 under the heading Loan Review and Non-performing Assets in United's Annual Report on Form 10-K.

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

Table 7 - Performing Substandard Loans
(dollars in thousands)

	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010	March 31, 2010
By Category					
Commercial (sec. by RE)	\$119,651	\$156,765	\$157,245	\$140,805	\$151,573
Commercial construction	34,887	90,745	102,592	78,436	75,304
Commercial & industrial	16,425	16,767	22,251	22,052	35,474
Total commercial	170,963	264,277	282,088	241,293	262,351
Residential construction	80,534	158,770	177,381	149,305	153,799
Residential mortgage	69,119	86,143	86,239	79,484	80,812
Installment	2,352	2,957	4,218	4,364	3,922
Total	\$322,968	\$512,147	\$549,926	\$474,446	\$500,884
By Market					
Atlanta MSA	\$100,200	\$185,327	\$214,676	\$183,612	\$191,009
Gainesville MSA	17,417	33,962	27,097	22,602	27,879
North Georgia	148,228	212,992	229,845	199,498	222,037
North Carolina	27,280	42,335	37,085	34,742	25,749
East Tennessee	6,739	8,308	8,882	8,663	7,105
Coastal Georgia	23,104	29,223	32,341	25,329	27,105
Total loans	\$322,968	\$512,147	\$549,926	\$474,446	\$500,884

At March 31, 2011, performing substandard loans totaled \$323 million and decreased \$189 million from the prior quarter-end, and decreased \$178 million from a year ago. Most of the decrease occurred in United's Atlanta and north Georgia markets and was primarily the result of the reclassification of loans to held for sale in anticipation of our Bulk Loan Sale which was completed on April 18, 2011. The overall trend in performing substandard loans had been declining which was expected to continue absent the loan sale transaction. Residential construction and commercial construction loans showed the most significant decreases as they represented more than 60% of the pre-charge down carrying amount of the aggregate loans included in the loan sale.

Reviews of substandard performing and non-performing loans, past due loans and larger credits, are conducted on a regular basis with management each quarter and are designed to identify risk migration and potential charges to the allowance for loan losses. These reviews are performed by the responsible lending officers and the loan review department and also consider such factors as the financial strength of borrowers, the value of the applicable collateral,

past loan loss experience, anticipated loan losses, changes in risk profile, prevailing economic conditions and other factors. United also uses external loan review in addition to United's internal loan review to ensure the independence of the loan review process.

The following table presents a summary of the changes in the allowance for loan losses for the three months ended March 31, 2011 and 2010.

Table 8 - Allowance for Loan Losses
(in thousands)

	Asset Disposition Plan		Three Months Ended March 31, 2011			Total	2010 Total
	Bulk Loan Sale (1) Accruing	Nonaccrual	Other Bulk Loan Sales (2)	Foreclosure Charge-Offs (3)	Other Charge-Offs Recoveries		
Balance beginning of period						\$ 174,695	\$ 155,602
Provision for loan losses						190,000	75,000
Charge-offs:							
Commercial (secured by real estate)	\$ 29,451	\$ 11,091	\$ 3,318	\$ 1,905	\$ 2,942	48,707	2,936
Commercial construction	32,530	15,328	292	419	1,146	49,715	2,211
Commercial (commercial and industrial)	365	2,303	859	-	835	4,362	4,554
Residential construction	43,018	23,459	3,325	11,693	10,760	92,255	44,190
Residential mortgage	13,917	14,263	1,676	1,538	5,282	36,676	4,640
Installment	86	168	30	24	788	1,096	1,129
Total loans charged-off	119,367	66,612	9,500	15,579	21,753	232,811	59,660
Recoveries:							
Commercial (secured by real estate)	-	-	-	-	100	100	972
Commercial construction	-	-	-	-	-	-	5
Commercial (commercial and industrial)	-	-	-	-	322	322	444
Residential construction	-	-	-	-	117	117	1,090
Residential mortgage	-	-	-	-	293	293	89
Installment	-	-	-	-	405	405	392
	-	-	-	-	1,237	1,237	2,992

Total recoveries								
Net charge-offs	\$ 119,367	\$ 66,612	\$ 9,500	\$ 15,579	\$ 20,516	231,574	56,668	
Balance end of period						\$ 133,121	\$ 173,934	
Total loans: *								
At period-end						\$ 4,194,372	\$ 4,992,045	
Average						4,534,294	5,091,474	
Allowance as a percentage of period-end loans						3.17	%	3.48
								%
As a percentage of average loans:								
Net charge-offs						20.71		4.51
Provision for loan losses						16.99		5.97
Allowance as a percentage of non-performing loans								
As reported						159		62
Excluding impaired loans with no allocated reserve						379		142

* Excludes loans covered by loss sharing agreements with the FDIC

(1) Charge-offs totaling \$186 million were recognized on the bulk loan sale in the first quarter of 2011. The loans were transferred to the loans held for sale category in anticipation of the second quarter bulk loan sale that was completed on April 18, 2011.

(2) Losses on smaller bulk sale transactions completed during the first quarter of 2011.

(3) Loan charge-offs recognized in the first quarter of 2011 related to loans transferred to foreclosed properties. Such charge-offs were elevated in the first quarter as a result of the asset disposition plan, which called for aggressive write downs to expedite sales in the second and third quarters of 2011.

The provision for loan losses charged to earnings was based upon management's judgment of the amount necessary to maintain the allowance at a level appropriate to absorb losses inherent in the loan portfolio at the balance sheet date. The amount each quarter is dependent upon many factors, including growth and changes in the composition of the loan portfolio, net charge-offs, delinquencies, management's assessment of loan portfolio quality, the value of collateral, and other macro-economic factors and trends. The evaluation of these factors is performed quarterly by management through an analysis of the appropriateness of the allowance for loan losses. The decreases in the provision and the stabilization of the level of the allowance for loan losses compared to the previous periods reflects stabilizing trends in substandard loans, leading to an expectation that charge-off levels will continue to decline.

At March 31, 2011, the allowance for loan losses was \$133 million, or 3.17% of loans, compared with \$175 million, or 3.79% of loans, at December 31, 2010 and \$174 million, or 3.48% of loans, at March 31, 2010. The decrease in the allowance for loan losses is consistent with the decrease in classified loans resulting from the execution of the Problem Asset Disposition Plan, including the Bulk Loan Sale which reduced the amount of loss remaining in the loan portfolio.

Management believes that the allowance for loan losses at March 31, 2011 reflects the losses inherent in the loan portfolio. This assessment involves uncertainty and judgment; therefore, the adequacy of the allowance for loan losses cannot be determined with precision and may be subject to change in future periods. In addition, bank regulatory authorities, as part of their periodic examination of the Bank, may require adjustments to the provision for loan losses in future periods if, in their opinion, the results of their review warrant such additions. See the "Critical Accounting Policies" section in United's Annual Report on Form 10-K for additional information on the allowance for loan losses.

Nonperforming Assets

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

Table 9 - Nonperforming Assets
(dollars in thousands)

	March 31, 2011	December 31, 2010	March 31, 2010
Nonperforming loans*	\$ 83,769	\$ 179,094	\$ 280,802
Foreclosed properties (OREO)	54,378	142,208	136,275
Total nonperforming assets	\$ 138,147	\$ 321,302	\$ 417,077
Nonperforming loans as a percentage of total loans	2.00 %	3.89 %	5.62 %
Nonperforming assets as a percentage of total loans and OREO	3.25	6.77	8.13
Nonperforming assets as a percentage of total assets	1.73	4.32	5.32

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

At March 31, 2011, nonperforming loans were \$83.8 million, compared to \$179 million at December 31, 2010 and \$281 million at March 31, 2010. The ratio of non-performing loans to total loans decreased from December 31, 2010 and March 31, 2010 due the reclassification of nonperforming loans having a pre-charge down carrying amount of \$101 million to held for sale in anticipation of the Bulk Loan Sale in April 2011. Non-performing assets, which include non-performing loans and foreclosed real estate, totaled \$138 million at March 31, 2011, compared with \$321 million at December 31, 2010 and \$417 million at March 31, 2010. In the first quarter of 2011, write-downs totaling \$48.6 million were recorded in conjunction with the Problem Asset Disposition Plan to expedite sales. In addition, United sold \$56.5 million of foreclosed properties. Both of these events helped lower the balance of foreclosed properties by 60% compared to March 31, 2010.

Table 10 - Bulk Loan Sale Summary
(1)

	Performing Loans			Nonperforming Loans			Total Loans		
	Carrying Amount (2)	Charge-Offs (3)	Loans Held for Sale (4)	Carrying Amount (2)	Charge-Offs (3)	Loans Held for Sale (4)	Carrying Amount (2)	Charge-Offs (3)	Loans Held for Sale (4)
(in thousands)									
BY CATEGORY									
Commercial (sec. by RE)	\$ 40,902	\$ 29,451	\$ 11,451	\$ 17,202	\$ 11,091	\$ 6,111	\$ 58,104	\$ 40,542	\$ 17,562

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Commercial construction	45,490	32,530	12,960	22,440	15,328	7,112	67,930	47,858	20,072
Commercial & industrial	504	365	139	3,398	2,303	1,095	3,902	2,668	1,234
Total commercial	86,896	62,346	24,550	43,040	28,722	14,318	129,936	91,068	38,868
Residential construction	59,747	43,018	16,729	35,509	23,459	12,050	95,256	66,477	28,779
Residential mortgage	19,342	13,917	5,425	21,717	14,263	7,454	41,059	28,180	12,879
Consumer / installment	120	86	34	237	168	69	357	254	103
Total	\$ 166,105	\$ 119,367	\$ 46,738	\$ 100,503	\$ 66,612	\$ 33,891	\$ 266,608	\$ 185,979	\$ 80,629

BY MARKET

Atlanta MSA	\$ 51,647	\$ 37,186	\$ 14,461	\$ 13,755	\$ 8,545	\$ 5,210	\$ 65,402	\$ 45,731	\$ 19,671
Gainesville MSA	4,949	3,563	1,386	3,695	2,442	1,253	8,644	6,005	2,639
North Georgia	80,831	57,969	22,862	70,901	47,699	23,202	151,732	105,668	46,064
Western North Carolina	15,468	11,138	4,330	7,228	4,743	2,485	22,696	15,881	6,815
Coastal Georgia	9,493	6,835	2,658	3,528	2,180	1,348	13,021	9,015	4,006
East Tennessee	3,717	2,676	1,041	1,396	1,003	393	5,113	3,679	1,434
Total	\$ 166,105	\$ 119,367	\$ 46,738	\$ 100,503	\$ 66,612	\$ 33,891	\$ 266,608	\$ 185,979	\$ 80,629

(1) This schedule presents a summary of classified loans included in the bulk loan sale transaction that closed on April 18, 2011.

(2) This column represents the book value, or carrying amount, of the loans prior to charge offs to mark loans to expected proceeds from sale.

(3) This column represents the charge-offs required to adjust the loan balances to the expected proceeds from the sale based on indicative bids received from prospective buyers, including principal payments received or committed advances made after the c

(4) This column represents the expected proceeds from the bulk sale based on indicative bids received from prospective buyers and equals the balance shown on the consolidated balance sheet as loans held for sale.

United's policy is to place loans on non-accrual status when, in the opinion of management, the principal and interest on a loan is not likely to be repaid in accordance with the loan terms or when the loan becomes 90 days past due and is not well secured and in the process of collection. When a loan is classified on non-accrual status, interest previously accrued but not collected is reversed against current interest revenue. Principal and interest payments received on a non-accrual loan are applied to reduce outstanding principal.

The following table summarizes non-performing assets by category and market. As with Tables 6, 7 and 9, assets covered by the loss-sharing agreement with the FDIC, related to the acquisition of SCB, are excluded from this table.

Table 11 - Nonperforming Assets
by Quarter (1)
(in thousands)

BY CATEGORY	March 31, 2011			December 31, 2010			March 31, 2010									
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs							
Commercial (sec. by RE)	\$20,648	\$7,886	\$28,534	\$44,927	\$23,659	\$68,586	\$45,918	\$21,597	\$67,515							
Commercial construction	3,701	11,568	15,269	21,374	17,808	39,182	23,556	14,285	37,841							
Commercial & industrial	2,198	-	2,198	5,611	-	5,611	3,610	-	3,610							
Total commercial	26,547	19,454	46,001	71,912	41,467	113,379	73,084	35,882	108,966							
Residential construction	32,038	25,807	57,845	54,505	78,231	132,736	147,326	74,220	221,546							
Residential mortgage	23,711	9,117	32,828	51,083	22,510	73,593	57,920	26,173	84,093							
Consumer / installment	1,473	-	1,473	1,594	-	1,594	2,472	-	2,472							
Total NPAs	\$83,769	\$54,378	\$138,147	\$179,094	\$142,208	\$321,302	\$280,802	\$136,275	\$417,077							
Balance as a % of																
Unpaid Principal	57.3	%	30.3	%	42.4	67.2	%	64.4	%	65.9	71.6	%	67.5	%	70.2	%
BY MARKET																
Atlanta MSA	\$21,501	\$16,913	\$38,414	\$48,289	\$41,154	\$89,443	\$81,914	\$36,951	\$118,865							
Gainesville MSA	4,332	2,157	6,489	5,171	9,273	14,444	17,058	3,192	20,250							
North Georgia	30,214	23,094	53,308	83,551	66,211	149,762	109,280	63,128	172,408							
Western North Carolina	18,849	7,802	26,651	25,832	11,553	37,385	31,353	8,588	39,941							
Coastal Georgia	5,847	3,781	9,628	11,145	11,901	23,046	33,438	21,871	55,309							

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East									
Tennessee	3,026	631	3,657	5,106	2,116	7,222	7,759	2,545	10,304
Total									
NPAs	\$83,769	\$54,378	\$138,147	\$179,094	\$142,208	\$321,302	\$280,802	\$136,275	\$417,077

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

In April 2011, United sold nonperforming loans in the Bulk Loan Sale with a pre-write down carrying amount of \$101 million and performing substandard loans with a pre-write down carrying amount of \$166 million. In anticipation of that sale, United recorded charge-offs of \$186 million and transferred these loans to the held for sale category at March 31, 2011. Nonperforming assets in the residential construction category were \$57.8 million at March 31, 2011, compared with \$222 million at March 31, 2010, a decrease of \$164 million, or 74%. Commercial nonperforming assets decreased from \$109 million at March 31, 2010 to \$46.0 million at March 31, 2011. Residential mortgage non-performing assets of \$32.8 million decreased \$51.3 million from March 31, 2010. While United experienced a reduction in nonperforming assets across all markets, the execution of the Problem Asset Disposition Plan, including the Bulk Loan Sale and the write down of foreclosed properties contributed to a decline in the North Georgia market and Atlanta MSA, where nonperforming asset levels had been particularly elevated.

At March 31, 2011, December 31, 2010, and March 31, 2010 United had \$49.7 million, \$101 million and \$70.7, respectively, in loans with terms that have been modified in a troubled debt restructuring (“TDR”). Included therein were \$6.4 million, \$17.3 million and \$6.08 million of TDRs that were not performing in accordance with their modified terms and were included in nonperforming loans. The remaining TDRs with an aggregate balance of \$43.3 million, \$84.1 million and \$64.6 million, respectively, were performing according to their modified terms and are therefore not considered to be nonperforming assets.

At March 31, 2011, December 31, 2010, and March 31, 2010, there were \$48.6 million, \$123 million and \$215 million, respectively, of loans classified as impaired under the Accounting Standards Codification. Included in impaired loans at March 31, 2011, December 31, 2010 and March 31, 2010, was \$48.6 million, \$115 million and \$159 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, 2010 and March 31, 2010, of \$7.64 million and \$56.5 million, respectively had specific reserves that totaled \$1.05 million and \$6.83 million. At March 31, 2011 there were no impaired loans with specific reserves. The average recorded investment in impaired loans for the quarters ended March 31, 2011 and 2010 was \$95.2 million and \$211 million, respectively. There was no interest revenue recognized on loans while they were impaired for the first three months of 2011 or 2010. United’s policy is to discontinue the recognition of interest revenue for loans classified as impaired under the Financial Accounting Standards Board’s Accounting Standards Codification (“ASC”) Topic 310-10-35, Receivables, when a loan meets the criteria for nonaccrual status.

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

Table 12 - Activity in Nonperforming Assets by Quarter

(in thousands)

	First Quarter 2011 (1)(2)			Fourth Quarter 2010 (1)			First Quarter 2010 (1)		
	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs	Nonaccrual Loans	Foreclosed Properties	Total NPAs
Beginning Balance	\$ 179,094	\$ 142,208	\$ 321,302	\$ 217,766	\$ 129,964	\$ 347,730	\$ 264,092	\$ 120,770	\$ 384,862
Loans placed on non-accrual		-	54,730	81,023	-	81,023	139,030	-	139,030
Payments received	(3,550)	-	(3,550)	(7,250)	-	(7,250)	(5,733)	-	(5,733)
Loan charge-offs	(43,969)	-	(43,969)	(47,913)	-	(47,913)	(58,897)	-	(58,897)
Foreclosures	(17,052)	17,052	-	(61,432)	61,432	-	(49,233)	49,233	-
Capitalized costs	-	270	270	-	170	170	-	320	320
Note / property sales	(11,400)	(44,547)	(55,947)	(3,100)	(33,509)	(36,609)	(8,457)	(25,951)	(34,408)
Loans trans to held for sale			(74,084)	-	-	-	-	-	-
Write downs	-	(48,585)	(48,585)	-	(8,031)	(8,031)	-	(4,579)	(4,579)
Net gains (losses) on sales	-	(12,020)	(12,020)	-	(7,818)	(7,818)	-	(3,518)	(3,518)
Ending Balance	\$ 83,769	\$ 54,378	\$ 138,147	\$ 179,094	\$ 142,208	\$ 321,302	\$ 280,802	\$ 136,275	\$ 417,077

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

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

Foreclosed property is initially recorded at fair value, less estimated costs to sell. If the fair value, less estimated costs to sell at the time of foreclosure, is less than the loan balance, the deficiency is charged against the allowance for loan losses. If the fair value, less estimated costs to sell, of the foreclosed property decreases during the holding period, a valuation allowance is established with a charge to foreclosed property costs. When the foreclosed property is sold, a gain or loss is recognized on the sale for the difference between the sales proceeds and the carrying amount of the property. Financed sales of foreclosed property are accounted for in accordance with ASC 360-20, Real Estate Sales. For the first quarters of 2011 and 2010, United transferred \$17.1 million and \$49.2 million, respectively, of loans into foreclosed property. During the same periods, proceeds from sales of OREO were \$44.5 million and \$26.0

million, respectively, which includes \$8.54 million and \$4.26 million of sales that were financed by United, respectively. During the first quarter of 2011, United recorded \$48.6 million in write-downs on foreclosed property in order to expedite sales in the second and third quarter.

Investment Securities

The composition of the investment securities portfolio reflects United's investment strategy of maintaining an appropriate level of liquidity while providing a relatively stable source of revenue. The investment securities portfolio also provides a balance to interest rate risk and credit risk in other categories of the balance sheet while providing a vehicle for the investment of available funds, furnishing liquidity, and supplying securities to pledge as required collateral for certain deposits. Total investment securities at March 31, 2011 increased \$357 million from a year ago. The increase in the securities portfolio was a result of a buildup of liquidity resulting partially from strong core deposit growth with little loan demand to invest the proceeds. In addition, United has intentionally sought to maintain above normal amounts of liquidity due to the uncertain economy. United invested the proceeds from deposits in short-term commercial paper and floating rate mortgage-backed securities. United chose floating rate securities because they have less market risk in the event rates begin to rise.

During the second quarter of 2010, United transferred securities available for sale with a fair value of \$315 million to held to maturity. The transferred securities were those that United has the ability and positive intent to hold until maturity. Generally, the transferred securities had longer durations and were more susceptible to market price volatility due to changes in interest rates. At March 31, 2011, United had securities held to maturity with a carrying value of \$245 million and securities available for sale totaling \$1.64 billion. At March 31, 2011, December 31, 2010, and March 31, 2010, the securities portfolio represented approximately 24%, 20%, and 19% of total assets, respectively.

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

Goodwill and Other Intangible Assets

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

Other intangible assets, primarily core deposit intangibles representing the value of United's acquired deposit base, are amortizing intangible assets that are required to be tested for impairment only when events or circumstances indicate that impairment may exist. There were no events or circumstances that led management to believe that any impairment exists in United's other intangible assets.

Deposits

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

Total deposits as of March 31, 2011 were \$6.60 billion, an increase of \$110 million, or 2%, from March 31, 2010. Total non-interest-bearing demand deposit accounts of \$865 million increased \$124 million, or 17%, due to the success of core deposit programs. Also impacted by the programs were NOW, money market and savings accounts of \$2.48 billion which increased \$221 million, or 10%, from March 31, 2010.

Total time deposits, excluding brokered deposits, as of March 31, 2011 were \$2.57 billion, down \$208 million from March 31, 2010. Time deposits less than \$100,000 totaled \$1.58 billion, a decrease of \$66.6 million, or 4%, from a year ago. Time deposits of \$100,000 and greater totaled \$990 million as of March 31, 2011, a decrease of \$142 million, or 13%, from March 31, 2010. United continued to offer low rates on certificates of deposit, allowing balances to decline as United's funding needs declined due to weak loan demand.

Wholesale Funding

The Bank is a shareholder in the Federal Home Loan Bank ("FHLB") of Atlanta. Through this affiliation, FHLB secured advances totaled \$55.1 million and \$114 million as of March 31, 2011 and 2010, respectively. United

anticipates continued use of this short- and long-term source of funds. FHLB advances outstanding at March 31, 2011 had fixed interest rates ranging up to 4.49%. During the third quarter of 2010, United prepaid approximately \$50 million of fixed-rate advances and incurred prepayment charges of \$2.23 million. Additional information regarding FHLB advances is provided in Note 11 to the consolidated financial statements included in United's 2010 Form 10-K.

At March 31, 2011 and 2010, United had \$102 million in repurchase agreements and other short-term borrowings outstanding, United takes advantage of these additional sources of liquidity when rates are favorable compared to other forms of short-term borrowings, such as FHLB advances and brokered deposits.

Interest Rate Sensitivity Management

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

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

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

United's policy is based on the 12-month impact on net interest revenue of interest rate ramps that increase 200 basis points and decrease 200 basis points from the base scenario. In the ramp scenarios, rates change 25 basis points per month over the initial eight months. The policy limits the change in net interest revenue over the next 12 months to a 10% decrease in either scenario. The policy ramp and base scenarios assume a static balance sheet. Historically low rates on March 31, 2011 and 2010 made use of the down 200 basis points scenario problematic. At March 31, 2011 United's simulation model indicated that a 200 basis point increase in rates would cause an approximate 3.39% increase in net interest revenue over the next twelve months, and a 25 basis point decrease would cause an approximate .09% increase in net interest revenue over the next twelve months. The increase of 3.39% in net interest revenue for a 200 basis point ramp up of interest rates was impacted by the significant amount of excess liquidity at March 31, 2011. If excess liquidity were reduced to a normal level, the 3.39% increase would be reduced to an increase of .11% which is consistent with our policy to manage our interest rate risk closer to a neutral position. At March 31, 2010, United's simulation model indicated that a 200 basis point increase in rates would cause an approximate .65% increase in net interest revenue and a 25 basis point decrease in rates over the next twelve months would cause an approximate .77% increase in net interest revenue.

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

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

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

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

United's derivative financial instruments are classified as either cash flow or fair value hedges. The change in fair value of cash flow hedges is recognized in other comprehensive income. Fair value hedges recognize currently in earnings both the effect of the change in the fair value of the derivative financial instrument and the offsetting effect of the change in fair value of the hedged asset or liability associated with the particular risk of that asset or liability being hedged. At March 31, 2011, United did not have any active derivative contracts outstanding.

From time to time, United will terminate swap or floor positions when conditions change and the position is no longer necessary to manage United's overall sensitivity to changes in interest rates. In those situations where the terminated swap or floor was in an effective hedging relationship at the time of termination and the hedging relationship is expected to remain effective throughout the original term of the swap or floor, the resulting gain or loss is amortized over the remaining life of the original contract. For swap contracts, the gain or loss is amortized over the remaining original contract term using the straight line method of amortization. For floor contracts, the gain or loss is amortized over the remaining original contract term based on the original floorlet schedule. At March 31, 2011, United had \$15.5 million in gains from terminated derivative positions included in other comprehensive income that will be amortized into earnings over their remaining original contract terms. Approximately \$10.2 million is expected to be reclassified into interest revenue over the next twelve months.

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

Liquidity Management

The objective of liquidity management is to ensure that sufficient funding is available, at reasonable cost, to meet the ongoing operational cash needs and to take advantage of revenue producing opportunities as they arise. While the desired level of liquidity will vary depending upon a variety of factors, it is the primary goal of United to maintain a sufficient level of liquidity in all expected economic environments. Liquidity is defined as the ability to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management involves maintaining United's ability to meet the daily cash flow requirements of the Bank's customers, both depositors and borrowers. In addition, because United is a separate entity and apart from the Bank, it must provide for its own liquidity. United is responsible for the payment of dividends declared for its common and preferred shareholders, and interest and principal on any outstanding debt or trust preferred securities.

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

The asset portion of the balance sheet provides liquidity primarily through loan principal repayments and the maturities and sales of securities, as well as the ability to use these as collateral for borrowings on a secured basis. We also maintain excess funds in short-term interest-bearing assets that provide additional liquidity. Mortgage loans held for sale totaled \$25.4 million at March 31, 2011, and typically turn over every 45 days as the closed loans are sold to investors in the secondary market. In addition, at March 31, 2011 United held \$1.2 billion in excess liquidity including \$470 million in short-term commercial paper, \$440 million in balances in excess of reserve requirements at the Federal Reserve Bank and \$300 million in floating rate mortgage-backed securities.

The liability section of the balance sheet provides liquidity through interest-bearing and noninterest-bearing deposit accounts. Federal funds purchased, Federal Reserve short-term borrowings, FHLB advances and securities sold under agreements to repurchase are additional sources of liquidity and represent United's incremental borrowing capacity. These sources of liquidity are generally short-term in nature and are used as necessary to fund asset growth and meet other short-term liquidity needs.

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

At March 31, 2011, United had sufficient qualifying collateral to increase FHLB advances by \$979 million and Federal Reserve discount window capacity of \$149 million. United's internal policy limits brokered deposits to 25% of total assets. At March 31, 2011, United had the capacity to increase brokered deposits by \$1.31 billion, subject to certain regulatory approvals, and still remain within this limit. In addition to these wholesale sources, United has the ability to attract retail deposits at any time by competing more aggressively on pricing.

As disclosed in United's consolidated statement of cash flows, net cash provided by operating activities was \$40.1 million for the three months ended March 31, 2011. The net loss of \$142 million for the three month period included non-cash expenses for the provision for loan losses of \$190 million and losses and write downs on foreclosed property of \$60.6 million. As an offset, other assets increased \$90.3 million, primarily due to an increase in deferred tax assets. Net cash used in investing activities of \$92.4 million consisted primarily of purchases of securities of \$407 million and purchases of premises and equipment of \$3.60 million, that were offset by proceeds from sales of securities of \$51.2 million, maturities and calls of investment securities of \$137 million, net proceeds from sales of other real estate and notes of \$47.4 million, and a net decrease in loans of \$93.9 million. Net cash provided by financing activities of \$493 million consisted primarily of a net increase of \$129 million in deposits and the proceeds from \$363 million in newly issued common and preferred stock. In the opinion of management, United had a significant excess liquidity position at March 31, 2011, which was sufficient to meet its expected cash flow requirements.

Capital Resources and Dividends

Shareholders' equity at March 31, 2011 was \$850 million, an increase of \$215 million from December 31, 2010. Accumulated other comprehensive income, which includes unrealized gains and losses on securities available for sale and the unrealized gains and losses on derivatives qualifying as cash flow hedges, is excluded in the calculation of regulatory capital adequacy ratios. Excluding the change in the accumulated other comprehensive income, shareholders' equity increased \$218 million from December 31, 2010.

During the first quarter of 2011, United closed the Private Placement. Pursuant to the Private Placement, the Investors purchased and United issued \$3.29 million of the Company's existing common stock, consisting of 17,338,497 shares, for \$1.90 per share and issued \$347 million in preferred stock consisting of 195,872 shares of Series F Preferred Stock, and 151,185 shares of Series G Preferred Stock. Under the terms of the Private Placement Agreement and following receipt of required shareholder approvals, the Series F Preferred Stock will be mandatorily convertible into 103,090,506 shares of voting common stock and the Series G Preferred Stock will be mandatorily convertible into 79,570,997 shares of non-voting common stock. Following such conversion, the Investors will own an aggregate of 120,429,003 shares of common stock and 79,570,997 shares of non-voting common stock. The Private Placement resulted in an increase to shareholders' equity of \$363 million.

On February 22, 2011, the Company entered into the Share Exchange Agreement with the Elm Ridge Parties. Under the Share Exchange Agreement, the Elm Ridge Parties agreed to transfer to the Company 7,755,631 shares of the Company's common stock in exchange for 16,613 Series D Preferred Shares and warrants to purchase 7,755,631 common shares.

United accrued \$2.3 million in dividends on Series A and Series B preferred stock in the first quarter of 2011 as well as \$173,000 in dividends on Series D preferred stock. United recognizes that cash dividends are an important component of shareholder value, and therefore, intends to provide for cash dividends when earnings, capital levels and other factors permit.

The Board Resolution provides that United may not incur additional indebtedness, pay cash dividends, make payments on our trust preferred securities or repurchase outstanding stock without prior approval of the Federal Reserve. We were not given permission to pay interest on our trust preferred securities and dividends on our preferred stock during the first quarter of 2011. As a result of such deferrals, United may not pay dividends on any of common or preferred stock or trust preferred securities until all accrued and unpaid amounts under the deferred securities have been paid. Effective April 15, 2011, United received approval from the Federal Reserve for payment of currently payable and previously deferred dividends and interest on its preferred stock and trust preferred securities.

The Bank is currently subject to a memorandum of understanding ("MOU") which requires, among other things, that the Bank maintain its Tier 1 leverage ratio at not less than 8% and its total risk-based capital ratio at not less than 10% during the life of the MOU. Additionally, the MOU requires that, prior to declaring or paying any cash dividends to United, the Bank must obtain the written consent of its regulators.

United's common stock trades on the Nasdaq Global Select Market under the symbol "UCBI". Below is a quarterly schedule of high, low and closing stock prices and average daily volume for 2011 and 2010.

Table 13 - Stock Price Information

2011				2010			
High	Low	Close	Avg Daily Volume	High	Low	Close	Avg Daily Volume

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First quarter	\$2.37	\$1.19	\$2.33	1,136,603	\$5.00	\$3.21	\$4.41	882,923
Second quarter					6.20	3.86	3.95	849,987
Third quarter					4.10	2.04	2.24	810,161
Fourth quarter					2.60	1.10	1.95	1,084,578

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

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

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

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

Table 14 -
Capital Ratios
(dollars in
thousands)

Regulatory Guidelines	United Community Banks, Inc. (Consolidated)						United Community Bank			
	Well Capitalized		March 31, 2011 Pro Forma (1)	Actual	December 31, 2010	March 31, 2010	March 31, 2011	December 31, 2010	March 31, 2010	
Risk-based ratios:										
Tier I capital	4.0 %	6.0 %	13.23 %	7.81 %	9.67 %	11.72 %	12.95 %	10.72 %	12.52 %	
Total capital	8.0	10.0	15.72	15.63	12.11	14.45	14.73	12.48	14.37	
Leverage ratio	3.0	5.0	8.54	5.05	6.75	8.15	8.34	7.45	8.65	
Tier I capital			\$627,423	\$370,621	\$483,257	\$622,287	\$611,958	\$534,161	\$664,163	
Total capital			745,721	741,242	605,204	767,099	695,948	621,807	761,777	

(1) Pro forma ratios and capital amounts assume conversion of Series F and Series G preferred stock to common stock as of period-end. Conversion is mandatory following shareholder approval of the transaction which is expected at United's annual shareholders' meeting on June 16, 2011.

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

Effect of Inflation and Changing Prices

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

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

Item 3. Quantitative and Qualitative Disclosure About Market Risk

There have been no material changes in United's quantitative and qualitative disclosures about market risk as of March 31, 2011 from that presented in the Annual Report on Form 10-K for the year ended December 31, 2010. The interest rate sensitivity position at March 31, 2011 is included in management's discussion and analysis on page 48 of this report.

Item 4. Controls and Procedures

United's management, including the Chief Executive Officer and Chief Financial Officer, supervised and participated in an evaluation of the Company's disclosure controls and procedures as of March 31, 2011. Based on, and as of the date of that evaluation, United's Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective in accumulating and communicating information to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures of that information under the Securities and Exchange Commission's rules and forms and that the disclosure controls and procedures are designed to ensure that the information required to be disclosed in reports that are filed or submitted by United under the Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

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

Part II. Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in United's Form 10-K for the year ended December 31, 2010.

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

Item 3. Defaults upon Senior Securities – None

Item 4. (Removed and Reserved)

Item 5. Other Information – None

Item 6. Exhibits

3.1 Restated Articles of Incorporation of United Community Banks, Inc., as amended.

3.2 Amended and Restated Bylaws of United Community Banks, Inc., dated September 12, 1997, as amended.

- 4.1 See Exhibits 3.1 and 3.2 for provisions of the Restated Articles of Incorporation, as amended, and Amended and Restated Bylaws, as amended, which define the rights of security holders.

52

- 4.2 Tax Benefits Preservation Plan, dated as of February 22, 2011, by and between United Community Banks, Inc. and Illinois Stock Transfer Company, which includes the Company's Articles of Amendment to its Restated Articles of Incorporation, setting forth the rights, restrictions, privileges and preferences of the Junior Participating Preferred Stock, Series E, as Exhibit A and Form of Right Certificate as Exhibit B (incorporated herein by reference to Exhibit 4.1 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on February 24, 2011.)
- 4.3 Form of Summary of Rights for Tax Benefits Preservation Plan, dated as of February 22, 2011, by and between United Community Banks, Inc. and Illinois Stock Transfer Company (incorporated herein by reference to Exhibit 4.2 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on February 24, 2011.)
- 4.4 Form of Warrant to Purchase Shares of Common Stock issued on February 22, 2011 (incorporated herein by reference to Exhibit 4.3 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on February 24, 2011.)
- 4.5 Amendment to Tax Benefits Preservation Plan, dated as of March 29, 2011, by and between United Community Banks, Inc. and Illinois Stock Transfer Company (incorporated herein by reference to Exhibit 4.1 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on March 31, 2011.)
- 10.1 Investment Agreement, dated as of March 16, 2011, between United Community Banks, Inc. and Corsair Georgia, L.P. (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on March 17, 2011.)
- 10.2 Form of Subscription Agreement, dated as of March 16, 2011, between United Community Banks, Inc. and each Additional Investor. (incorporated herein by reference to Exhibit 10.2 to United Community Banks, Inc.'s Current Report on Form 8-K, filed with the Commission on March 17, 2011.)
- 10.3 Asset Purchase and Sale Agreement dated April 18, 2011, among United Community Bank, CF Southeast, LLC and CF Southeast Trust 2011-1
- 31.1 Certification by Jimmy C. Tallent, President and Chief Executive Officer of United Community Banks, Inc., as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification by Rex S. Schuette, Executive Vice President and Chief Financial Officer of United Community Banks, Inc., as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Signatures

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

UNITED COMMUNITY BANKS,
INC.

/ s / J i m m y C .
Tallent
Jimmy C. Tallent
President and Chief Executive Officer
(Principal Executive Officer)

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

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

Date: May 4, 2011