Ameris Bancorp
Form 10-K
March 16, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2014, or

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

For the transition period from ______ to ______.

Commission File Number

001-13901

AMERIS BANCORP

(Exact name of registrant as specified in its charter)

GEORGIA	**58-1456434**
(State of incorporation)	**(IRS Employer ID No.)**

310 FIRST ST., SE, MOULTRIE, GA 31768

(Address of principal executive offices)

(229) 890-1111

(Registrant s telephone number)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, Par Value $1 Per Share

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

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

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act). Yes ¨ No x

As of the last business day of the registrant s most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant was approximately $387.4 million.

As of February 28, 2015, the registrant had outstanding 32,205,776 shares of common stock, $1.00 par value per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant s Proxy Statement for the 2015 Annual Meeting of Shareholders are incorporated into Part III hereof by reference.

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CAUTIONARY NOTICE

REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report on Form 10-K (this Annual Report) under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere, including information incorporated herein by reference to other documents, are forward-looking statements within the meaning of, and subject to the protections 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).

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance and involve known and unknown risks, uncertainties and other factors, many of which may be beyond our control and which may cause the actual results, performance or achievements of Ameris Bancorp to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, sh indicate, would, believe, contemplate, expect, estimate, continue, plan, point to, project, predic potential and other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation, those described in Part I, Item 1A., Risk Factors, and elsewhere in this report and those described from time to time in our future reports filed with the Securities and Exchange Commission (the SEC) under the Exchange Act.

All written or oral forward-looking statements that are made by or are attributable to us are expressly qualified in their entirety by this cautionary notice. Our forward-looking statements apply only as of the date of this Annual Report or the respective date of the document from which they are incorporated herein by reference. We have no obligation and do not undertake to update, revise or correct any of the forward-looking statements after the date of this Annual Report, or after the respective dates on which such statements otherwise are made, whether as a result of new information, future events or otherwise.

PART I

As used in this Annual Report, the terms we, us, our, Ameris and the Company refer to Ameris Bancorp subsidiaries (unless the context indicates another meaning).

ITEM 1. BUSINESS

OVERVIEW

We are a financial holding company whose business is conducted primarily through our wholly owned banking subsidiary, Ameris Bank (the Bank), which provides a full range of banking services to its retail and commercial customers who are primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. Ameris was incorporated on December 18, 1980 as a Georgia corporation. The Company s executive office is located at 310 First St., S.E., Moultrie, Georgia 31768, our telephone number is (229) 890-1111 and our internet address is www.amerisbank.com. We operate 73 domestic banking offices with no foreign activities. At December 31, 2014, we had approximately $4.04 billion in total assets, $2.93 billion in total loans, $3.43 billion in total deposits and stockholders equity of $366.0 million. Our deposits are insured, up to applicable limits, by the Federal Deposit Insurance Corporation (the FDIC).

We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act available free of charge on our website at www.amerisbank.com as soon as reasonably practicable after we electronically file such material with the SEC. These reports are also available without charge on the SEC s website at www.sec.gov.

The Parent Company

Our primary business as a bank holding company is to manage the business and affairs of the Bank. As a bank holding company, we perform certain shareholder and investor relations functions and seek to provide financial support, if necessary, to the Bank.

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Ameris Bank

Our principal subsidiary is the Bank, which is headquartered in Moultrie, Georgia and operates branches primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. These branches serve distinct communities in our business areas with autonomy but do so as one bank, leveraging our favorable geographic footprint in an effort to acquire more customers.

Capital Trust Securities

On September 20, 2006, the Company completed a private placement of an aggregate of $36 million of trust preferred securities. The placement occurred through a statutory trust subsidiary of Ameris, Ameris Statutory Trust I (the Trust). The trust preferred securities carry a quarterly adjustable interest rate of 1.63% over the 3-Month LIBOR. The trust preferred securities mature on December 15, 2036, and became redeemable at the Company s option on September 15, 2011.

On December 16, 2005, Ameris acquired First National Banc, Inc. (FNB) by merger. In connection with this transaction, Ameris assumed the obligations of FNB related to its prior issuance of trust preferred securities. In 2004, FNB s statutory trust subsidiary, First National Banc Statutory Trust I, issued $5,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 2.80% through a pool sponsored by a national brokerage firm. These trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date.

On December 23, 2013, Ameris acquired The Prosperity Banking Company (Prosperity) by merger. In connection with this transaction, Ameris assumed the obligations of Prosperity related to the following issuances of trust preferred securities: (i) in 2003, Prosperity s statutory trust subsidiary, Prosperity Bank Statutory Trust II, issued $4,500,000 in principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 3.15%; (ii) in 2004, Prosperity s statutory trust subsidiary, Prosperity Banking Capital Trust 1, issued $5,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 90-Day LIBOR plus 2.57%; (iii) in 2006, Prosperity s statutory trust subsidiary, Prosperity Bank Statutory Trust III, issued $10,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 90-Day LIBOR plus 1.60%; and (iv) in 2007, Prosperity s statutory trust subsidiary, Prosperity Bank Statutory Trust IV, issued $10,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 90-Day LIBOR plus 1.54%. Each of the foregoing issuances was consummated through a pool sponsored by a national brokerage firm. These trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date.

On June 30, 2014, Ameris acquired Coastal Bankshares, Inc. (Coastal) by merger. In connection with such transaction, Ameris assumed the obligations of Coastal related to the following issuances of trust preferred securities: (i) in 2003, Coastal s statutory trust subsidiary, Coastal Bankshares Statutory Trust I, issued $5,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 3.15%; and (ii) in 2005, Coastal s statutory trust subsidiary, Coastal Bankshares Statutory Trust II, issued $10,000,000 in principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 1.60%. Each of the foregoing issuances was consummated through a pool sponsored by a national brokerage firm. These trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date.

See the Notes to our Consolidated Financial Statements included in this Annual Report for a further discussion of these trust preferred securities.

Strategy

We seek to increase our presence and grow the Ameris brand in the markets that we currently serve in Georgia, Alabama, Florida and South Carolina and in neighboring communities that present attractive opportunities for expansion. Management has pursued this objective through an acquisition-oriented growth strategy and a prudent operating strategy. Our community banking philosophy emphasizes personalized service and building broad and deep customer relationships, which has provided us with a substantial base of low cost core deposits. Our markets are managed by senior level, experienced decision makers in a decentralized structure that differentiates us from our larger competitors. Management believes that this structure, along with involvement in and knowledge of our local markets, will continue to provide growth and assist in managing risk throughout our Company.

We have maintained our focus on a long-term strategy of expanding and diversifying our franchise in terms of revenues, profitability and asset size. Our growth over the past several years has been enhanced significantly by bank acquisitions, including the acquisitions of Coastal in 2014, Prosperity in 2013 and ten failed institutions in FDIC-assisted transactions between 2009 and 2012. We expect to continue to take advantage of the consolidation in the financial services industry and enhance our franchise through future acquisitions. We intend to grow within our existing markets, to branch into or acquire financial institutions in existing markets as well as financial institutions in other markets consistent with our capital availability and management abilities.

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BANKING SERVICES

Lending Activities

General. The Company maintains a diversified loan portfolio by providing a broad range of commercial and retail lending services to business entities and individuals. We provide agricultural loans, commercial business loans, commercial and residential real estate construction and mortgage loans, consumer loans, revolving lines of credit and letters of credit. The Company also originates first mortgage residential mortgage loans and generally enters into a commitment to sell these loans in the secondary market. We have not made or participated in foreign, energy-related or subprime type loans. In addition, the Company does not buy loan participations or portions of national credits but from time to time, may acquire balances subject to participation agreements through acquisition. Excluding covered loans, less than 1% of the Company s loan portfolio was a loan participation purchased at December 31, 2014 and 2013.

At December 31, 2014, our loan portfolio totaled approximately $2.93 billion, representing approximately 72.6% of our total assets. For additional discussion of our loan portfolio, see Management s Discussion and Analysis of Financial Condition and Results of Operations Loans.

Commercial Real Estate Loans. This portion of our loan portfolio has grown significantly over the past few years and represents the largest segment of our loan portfolio. These loans are generally extended for acquisition, development or construction of commercial properties. The loans are underwritten with an emphasis on the viability of the project, the borrower s ability to meet certain minimum debt service requirements and an analysis and review of the collateral and guarantors, if any.

Residential Real Estate Mortgage Loans. Ameris originates adjustable and fixed-rate residential mortgage loans. These mortgage loans are generally originated under terms and conditions consistent with secondary market guidelines. Some of these loans will be placed in the Company s loan portfolio; however, a majority are sold in the secondary market. The residential real estate mortgage loans that are included in the Company s loan portfolio are usually owner-occupied and generally amortized over a 10- to 20-year period with three- to five-year maturity or repricing.

Agricultural Loans. Our agricultural loans are extended to finance crop production, the purchase of farm-related equipment or farmland and the operations of dairies, poultry producers, livestock producers and timber growers. Agricultural loans typically involve seasonal balance fluctuations. Although we typically look to an agricultural borrower s cash flow as the principal source of repayment, agricultural loans are also generally secured by a security interest in the crops or the farm-related equipment and, in some cases, an assignment of crop insurance and mortgage on real estate. The lending officer visits the borrower regularly during the growing season and re-evaluates the loan in light of the borrower s updated cash flow projections. A portion of our agricultural loans is guaranteed by the Farm Service Agency Guaranteed Loan Program.

Commercial and Industrial Loans. Generally, commercial and industrial loans consist of loans made primarily to manufacturers, wholesalers and retailers of goods, service companies, municipalities and other industries. These loans are made for acquisition, expansion and working capital purposes and may be secured by real estate, accounts receivable, inventory, equipment, personal guarantees or other assets. The Company monitors these loans by requesting submission of corporate and personal financial statements and income tax returns. The Company has also generated loans which are guaranteed by the U.S. Small Business Administration (the SBA). SBA loans are generally underwritten in the same manner as conventional loans generated for the Bank s portfolio. Periodically, a portion of the loans that are secured by the guaranty of the SBA will be sold in the secondary market. Management believes that making such loans helps the local community and also provides Ameris with a source of income and solid future lending relationships as such businesses grow and prosper. The primary repayment risk for commercial loans is the failure of the business due to economic or financial factors.

Consumer Loans. Our consumer loans include motor vehicle, home improvement, home equity, student and signature loans and small personal credit lines. The terms of these loans typically range from 12 to 60 months and vary based upon the nature of collateral and size of the loan. These loans are generally secured by various assets owned by the consumer.

Credit Administration

We have sought to maintain a comprehensive lending policy that meets the credit needs of each of the communities served by the Bank, including low and moderate-income customers, and to employ lending procedures and policies consistent with this approach. All loans are subject to our corporate loan policy, which is reviewed annually and updated as needed. The loan policy provides that lending officers have sole authority to approve loans of various amounts commensurate with their seniority, experience and needs within the market. Our local market Presidents have discretion to approve loans in varying principal amounts up to established limits, and our regional credit officers review and approve loans that exceed such limits.

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Individual lending authority is assigned by the Company s Chief Credit Officer, as is the maximum limit of new extensions of credit that may be approved in each market. These approval limits are reviewed annually by the Company and adjusted as needed. All requests for extensions of credit in excess of any of these limits are reviewed by one of five regional credit officers. When the request for approval exceeds the authority level of the regional credit officer, the approval of the Company s Chief Credit Officer and/or the Company s loan committee are required. All new loans or modifications to existing loans in excess of $250,000 are reviewed monthly by the Company s credit administration department with the lender responsible for the credit. In addition, our ongoing loan review program subjects the portfolio to sampling and objective review by our monthly internal loan review process which is independent of the originating loan officer, or by our independent external loan review firm.

Each lending officer has authority to make loans only in the market area in which his or her Bank office is located and its contiguous counties. Occasionally, our loan committee will approve making a loan outside of the market areas of the Bank, provided the Bank has a prior relationship with the borrower. Our lending policy requires analysis of the borrower s projected cash flow and ability to service the debt.

We actively market our services to qualified lending customers in both the commercial and consumer sectors. Our commercial lending officers actively solicit the business of new companies entering the market as well as longstanding members of that market s business community. Through personalized professional service and competitive pricing, we have been successful in attracting new commercial lending customers. At the same time, we actively advertise our consumer loan products and continually seek to make our lending officers more accessible.

The Bank continually monitors its loan portfolio to identify areas of concern and to enable management to take corrective action when necessary. Local market Presidents and lending officers meet periodically to review all past due loans, the status of large loans and certain other credit or economic related matters. Individual lending officers are responsible for collection of past due amounts and monitoring any changes in the financial status of the borrowers.

Investment Activities

Our investment policy is designed to maximize income from funds not needed to meet loan demand in a manner consistent with appropriate liquidity and risk management objectives. Under this policy, our Company may invest in federal, state and municipal obligations, corporate obligations, public housing authority bonds, industrial development revenue bonds, securities issued by Government-Sponsored Enterprises (GSEs) and satisfactorily-rated trust preferred obligations. Investments in our portfolio must satisfy certain quality criteria. Our Company s investments must be investment-grade as determined by either Moody s or Standard and Poor s. Investment securities where the Company has determined a certain level of credit risk are periodically reviewed to determine the financial condition of the issuer and to support the Company s decision to continue holding the security. Our Company may purchase non-rated municipal bonds only if the issuer of such bonds is located in the Company s general market area and such bonds are determined by the Company to have a credit risk no greater than the minimum ratings referred to above. Industrial development authority bonds, which normally are not rated, are purchased only if the issuer is located in the Company s market area and if the bonds are considered to possess a high degree of credit soundness. Traditionally, the Company has purchased and held investment securities with very high levels of credit quality, favoring investments backed by direct or indirect guarantees of the U.S. Government.

While our investment policy permits our Company to trade securities to improve the quality of yields or marketability or to realign the composition of the portfolio, the Bank historically has not done so to any significant extent.

Our investment committee implements the investment policy and portfolio strategies and monitors the portfolio. Reports on all purchases, sales, net profits or losses and market appreciation or depreciation of the bond portfolio are reviewed by our Board of Directors each month. The written investment policy is reviewed annually by the Company s Board of Directors and updated as needed.

The Company s securities are held in safekeeping accounts at approved correspondent banks.

Deposits

The Company provides a full range of deposit accounts and services to both retail and commercial customers. These deposit accounts have a variety of interest rates and terms and consist of interest-bearing and noninterest-bearing accounts, including commercial and retail checking accounts, regular interest-bearing savings accounts, money market accounts, individual retirement accounts and certificates of deposit. Our Bank obtains most of its deposits from individuals and businesses in its market areas.

Brokered time deposits are deposits obtained by utilizing an outside broker that is paid a fee. The Bank utilizes brokered deposits to accomplish several purposes, such as (i) acquiring a certain maturity and dollar amount without repricing the Bank s current customers which could increase or decrease the overall cost of deposits and (ii) acquiring certain maturities and dollar amounts to help manage interest rate risk.

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Other Funding Sources

The Federal Home Loan Bank (FHLB) allows the Company to obtain advances through its credit program. These advances are secured by securities owned by the Company and held in safekeeping by the FHLB, FHLB stock owned by the Company and certain qualifying residential mortgages.

The Company also enters into repurchase agreements. These repurchase agreements are treated as short-term borrowings and are reflected on the Company s balance sheet as such.

Use of Derivatives

The Company seeks to provide a stable net interest income despite changes in interest rates. In its review of interest rate risk, the Company considers the use of derivatives to protect interest income on loans or to create a structure in institutional borrowings that limits the Company s cost. During 2013 and 2014, the Company had an interest rate swap with a notional amount of $37.1 million for the purpose of converting from a variable to a fixed interest rate on the junior subordinated debentures on the Company s balance sheet. The interest rate swap, which is classified as a cash flow hedge, is indexed to LIBOR.

Additionally, the Company maintains a risk management program to manage interest rate risk and pricing risk associated with its mortgage lending activities. This program includes the use of forward contracts and other derivatives that are used to offset changes in the value of the mortgage inventory due to changes in market interest rates. As a normal part of its operations, the Company enters into derivative contracts such as forward sale commitments and interest rate lock commitments (IRLCs) to economically hedge risks associated with overall price risk related to IRLCs and mortgage loans held for sale carried at fair value. The fair value of these instruments amounted to an asset of approximately $1,180,000 and $1,757,000 at December 31, 2013 and 2014, respectively.

CORPORATE RESTRUCTURING AND BUSINESS COMBINATIONS

Merchants & Southern Banks of Florida, Inc.

On January 28, 2015, Ameris entered into an agreement to purchase Merchants & Southern Banks of Florida, Inc. (Merchants), the holding company of Merchants & Southern Bank. Merchants is headquartered in Gainesville, Florida and it operates thirteen banking locations in Alachua, Marion and Clay Counties in Florida. The consideration for the acquisition and aggregate purchase price is $50.0 million. As of December 31, 2014, Merchants reported assets of $473 million, gross loans of $214 million and deposits of $336 million. The transaction is expected to close during the second quarter of 2015 and is subject to customary closing conditions and regulatory approvals.

Acquisition of 18 Branches in North Florida and South Georgia

On January 28, 2015, Ameris entered into an agreement to purchase certain fixed assets and assume the deposits of eighteen branches from Bank of America Corporation. Ten of the branches are located in South Georgia and will add an estimated $424 million of deposits, while eight of the branches are located in North Florida and will contribute an estimated $388 million of deposits. The transaction is expected to close during the second quarter of 2015 and is subject to customary closing conditions and regulatory approvals.

Coastal Bankshares, Inc.

On June 30, 2014, Ameris acquired Coastal by merger, at which time Coastal s wholly owned banking subsidiary, The Coastal Bank (Coastal Bank), also was merged with and into the Bank. Coastal was headquartered in Savannah, Georgia and it operated six banking locations in Chatham, Liberty and Effingham Counties in Georgia. The acquisition of Coastal grew the Company s existing market presence in the Savannah, Georgia market. The consideration for the acquisition was our common stock, par value $1.00 per share (the Common Stock), with an aggregate purchase price of approximately $37.3 million. The total consideration consisted of approximately 1,599,000 shares of Common Stock with a value of approximately $34.5 million and $2.8 million cash in exchange for outstanding warrants.

The Prosperity Banking Company

On December 23, 2013, Ameris acquired Prosperity by merger, at which time Prosperity s wholly owned banking subsidiary, Prosperity Bank (Prosperity Bank), also was merged with and into the Bank. Prosperity was headquartered in Saint Augustine, Florida and it operated 12 banking locations in St. Johns, Duval, Flagler, Bay, Putnam and Volusia Counties in northeast Florida and the Florida panhandle. The acquisition of Prosperity was significant to the Company, as it expanded our existing Southeastern footprint in several attractive Florida markets. The consideration for the acquisition was a combination of cash and our Common Stock, with an aggregate purchase price of approximately $24.6 million. The total consideration consisted of $162,000 in cash and approximately 1,169,000 shares of Common Stock with a value of approximately $24.5 million.

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Montgomery Bank & Trust

On July 6, 2012, the Bank purchased certain assets and assumed substantially all of the liabilities of Montgomery Bank & Trust (MBT) from the FDIC, as Receiver of MBT. MBT operated two branches in Ailey and Vidalia, Georgia. The Bank assumed approximately $156.7 million in customer deposits and acquired approximately $18.1 million in assets, including approximately $16.7 million in cash and cash equivalents and approximately $1.2 million in deposit-secured loans. The assets were acquired without a discount and the deposits were assumed with no premium. To settle the transaction, the FDIC made a cash payment to the Bank totaling approximately $138.7 million, based on the differential between liabilities assumed and assets acquired.

Central Bank of Georgia

On February 24, 2012, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of Central Bank of Georgia (CBG) from the FDIC, as Receiver of CBG. CBG operated five branches in Ellaville, Buena Vista, Butler, Cusseta and Macon, Georgia, with approximately $182.6 million in loans and approximately $261.0 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and other real estate owned (OREO). Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire CBG included a discount on the book value of the assets totaling $33.9 million. The bid resulted in a cash payment from the FDIC totaling $31.9 million.

High Trust Bank

On July 15, 2011, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of High Trust Bank (HTB) from the FDIC, as Receiver of HTB. HTB operated two branches in Stockbridge and Leary, Georgia, with approximately $133.5 million in loans and approximately $175.9 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire HTB included a discount on the book value of the assets totaling $33.5 million. The bid resulted in a cash payment from the FDIC totaling $30.2 million.

One Georgia Bank

On July 15, 2011, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of One Georgia Bank (OGB) from the FDIC, as Receiver of OGB. OGB operated one branch in Midtown Atlanta, Georgia, with approximately $120.8 million in loans and approximately $136.1 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire OGB included a discount on the book value of the assets totaling $22.5 million. The bid resulted in a cash payment to the FDIC totaling $5.7 million.

Tifton Banking Company

On November 12, 2010, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of Tifton Banking Company (TBC) from the FDIC, as Receiver of TBC. TBC operated one branch in Tifton, Georgia, with approximately $118.4 million in loans and approximately $132.9 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s acquisition of TBC resulted in the Bank recording $956,000 of goodwill related to the purchase. The bid resulted in a cash payment to the FDIC totaling $10.3 million to settle the transaction.

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Darby Bank & Trust Co.

On November 12, 2010, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of Darby Bank & Trust Co. (DBT) from the FDIC, as Receiver of DBT. DBT operated seven branches in Vidalia, Lyons, Savannah and Pooler, Georgia, with approximately $393.3 million in loans and approximately $387.0 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. The loss sharing agreements for residential real estate loans and for all other loans are separately structured with reimbursement percentages dependent on the losses incurred under the specific agreement. Under the residential real estate agreement, losses up to $8.4 million are reimbursed at 80%, losses between $8.4 million and $11.8 million are reimbursed at 30%, and losses in excess of $11.8 million are reimbursed at 80%. Under the all other agreement, losses up to $123.4 million are reimbursed at 80%, losses between $123.4 million and $181.3 million are reimbursed at 30%, and losses in excess of $181.3 million are reimbursed at 80%. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire DBT included a discount on the book value of the assets totaling $45.0 million. The bid resulted in a cash payment to the FDIC totaling $149.9 million.

First Bank of Jacksonville

On October 22, 2010, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of First Bank of Jacksonville (FBJ) from the FDIC, as Receiver of FBJ. FBJ operated two branches in Jacksonville, Florida, with approximately $51.1 million in loans and approximately $71.9 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire FBJ included a discount on the book value of the assets totaling $4.8 million. The bid resulted in a cash payment from the FDIC totaling $8.1 million.

Satilla Community Bank

On May 14, 2010, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of Satilla Community Bank (SCB) from the FDIC, as Receiver of SCB. SCB operated one branch in St. Marys, Georgia, the southernmost city on the Georgia coast and a northern suburb of Jacksonville, Florida, with approximately $68.8 million in loans and approximately $75.5 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries during the term of the agreement. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire SCB included a discount on the book value of the assets totaling $14.4 million. Also included in the bid was a premium of approximately $92,000 on SCB s deposits. Because SCB s brokered deposits did not pass to the Bank, the acquisition resulted in significantly more assets being purchased than liabilities assumed. As a result, the Bank made a cash payment to the FDIC totaling $35.7 million to settle the transaction.

United Security Bank

On November 6, 2009, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of United Security Bank (USB) from the FDIC, as Receiver of USB. USB operated one branch in Woodstock, Georgia and one branch in Sparta, Georgia, with total loans of approximately $108.4 million and approximately $141.1 million of total deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement the FDIC will absorb 80% of losses and share 80% of loss recoveries on the first $46 million of losses and absorb 95% of losses and share in 95% of loss recoveries on losses exceeding $46 million. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on all other loans is five years.

The Company s bid to acquire USB included a discount on the book value of the assets totaling $32.6 million. Also included in the bid was a premium of approximately $228,000 on USB s deposits. The bid resulted in a cash payment from the FDIC totaling $24.2 million.

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American United Bank

On October 23, 2009, the Bank purchased substantially all of the assets and assumed substantially all of the liabilities of American United Bank (AUB) from the FDIC, as Receiver of AUB. AUB operated only one branch in Lawrenceville, Georgia, a northeast suburb of Atlanta, Georgia, with approximately $85.7 million in loans and approximately $100.5 million in deposits. The Company s agreements with the FDIC included a loss-sharing agreement which affords the Bank significant protection from losses associated with loans and OREO. Under the terms of the loss-sharing agreement, the FDIC will absorb 80% of losses and share 80% of loss recoveries on the first $38 million of losses and absorb 95% of losses and share in 95% of loss recoveries on losses exceeding $38 million. The loss sharing agreement for residential real estate loans was terminated in 2012 with two remaining loans. The loss sharing agreement on all other loans remains in place and is for five years.

The Company s bid to acquire AUB included a discount on the book value of the assets totaling $19.6 million. Also included in the bid was a premium of approximately $262,000 on AUB s deposits. The bid resulted in a cash payment from the FDIC totaling $17.1 million.

Capital Purchase Program

On November 21, 2008, the Company, pursuant to the Capital Purchase Program (the CPP) established under the Economic Stabilization Act of 2008 (EESA), in connection with the Troubled Asset Relief Program (TARP), issued and sold to the United States Department of the Treasury (the Treasury), for an aggregate cash purchase price of $52 million, (i) 52,000 shares (the Preferred Shares) of the Company s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation preference of $1,000 per share, and (ii) a ten-year warrant (the Warrant) to purchase up to 679,443 shares of Common Stock, at an exercise price of $11.48 per share. Proceeds from the issuance of the Preferred Shares and the Warrant were allocated based on the relative market values of each. As a result of the Company s participation in the CPP, the Company was subject to the rules and regulations promulgated under the EESA. These rules and regulations included certain limitations on compensation for senior executives, dividend payments and payments to senior executives upon termination of employment, as well as certain obligations of the Company to increase its efforts to reduce the number of foreclosures of primary residences.

On June 14, 2012, the Preferred Shares were sold by the Treasury through a registered public offering as part of the Treasury s efforts to wind down its remaining TARP bank investments. While the sale of the Preferred Shares to new investors did not result in any accounting entries and does not change the Company s capital position, it eliminated the executive compensation and corporate governance restrictions that were applicable to the Company during the period in which the Treasury held its investment in the Preferred Shares. Subsequently, on August 22, 2012, the Company repurchased the Warrant from the Treasury for $2.67 million and in December 2012, the Company repurchased 24,000 of the outstanding Preferred Shares. The Company redeemed the remaining 28,000 outstanding Preferred Shares on March 24, 2014.

MARKET AREAS AND COMPETITION

The banking industry in general, and in the southeastern United States specifically, is highly competitive and dramatic changes continue to occur throughout the industry. Our select market areas in Georgia, Alabama, Florida and South Carolina have experienced strong population growth over the past 20 to 30 years, but have endured significant economic challenges in recent years. Intense market demands, national and local economic pressures, fluctuating interest rates and increased customer awareness of product and service differences among financial institutions have forced banks to diversify their services and become much more cost effective. Over the past few years, our Bank has faced strong competition in attracting deposits at profitable levels. Competition for deposits comes from other commercial banks, thrift institutions, mortgage bankers, finance companies, credit unions and issuers of securities such as brokerage firms. Interest rates, convenience of office locations and marketing are all significant factors in our Bank s competition for deposits.

Competition for loans comes from other commercial banks, thrift institutions, savings banks, insurance companies, consumer finance companies, credit unions and other institutional lenders. In order to remain competitive, our Bank has varied interest rates and loan fees to some degree as well as increased the number and complexity of services provided. We have not varied or altered our underwriting standards in any material respect in response to competitor willingness to do so and in some markets have not been able to experience the growth in loans that we would have preferred. Competition is affected by the general availability of lendable funds, general and local economic conditions, current interest rate levels and other factors that are not readily predictable.

Competition among providers of financial products and services continues to increase with consumers having the opportunity to select from a growing variety of traditional and nontraditional alternatives. The industry continues to consolidate, which affects competition by eliminating some regional and local institutions, while strengthening the franchise of acquirers. Management expects that competition will become more intense in the future due to changes in state and federal laws and regulations and the entry of additional bank and nonbank competitors. See Supervision and Regulation under this Item.

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EMPLOYEES

At December 31, 2014, the Company employed approximately 1,027 full-time-equivalent employees. We consider our relationship with our employees to be good.

We have adopted the Ameris Bancorp 401(k) Profit Sharing Plan, as a retirement plan for our employees. This plan provides deferral of compensation by our employees and contributions by Ameris. We also maintain a comprehensive employee benefits program providing, among other benefits, hospitalization and major medical insurance and life insurance. Management considers these benefits to be competitive with those offered by other financial institutions in our market areas. Our employees are not represented by any collective bargaining group.

RELATED PARTY TRANSACTIONS

The Company makes loans to our directors and their affiliates and to banking officers. These loans are made on substantially the same terms as those prevailing at the time for comparable transactions and do not involve more than normal credit risk. At December 31, 2014, we had approximately $2.93 billion in total loans outstanding, of which approximately $4.4 million were outstanding to certain directors and their affiliates. Company policy prohibits loans to executive officers.

SUPERVISION AND REGULATION

General

We are extensively regulated under federal and state law. Generally, these laws and regulations are intended to protect depositors and not shareholders. The following is a summary of certain provisions of certain laws that affect the regulation of bank holding companies and banks. The discussion is qualified in its entirety by reference to applicable laws and regulations. Changes in such laws and regulations may have a material effect on our business and prospects.

Federal Bank Holding Company Regulation and Structure

As a bank holding company, we are subject to regulation under the Bank Holding Company Act and to the supervision, examination and reporting requirements of the Board of Governors of the Federal Reserve System (the Federal Reserve). Our Bank has a Georgia state charter and is subject to regulation, supervision and examination by the FDIC and the Georgia Department of Banking and Finance (the GDBF).

The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve before:

- it may acquire direct or indirect ownership or control of any voting shares of any bank if, after the acquisition, the bank holding company will directly or indirectly own or control more than 5% of the voting shares of the bank;

- it or any of its subsidiaries, other than a bank, may acquire all or substantially all of the assets of any bank; or

- it may merge or consolidate with any other bank holding company.

The Bank Holding Company Act further provides that the Federal Reserve may not approve any transaction that would result in a monopoly or that would substantially lessen competition in the banking business, unless the public interest in meeting the needs of the communities to be served outweighs the anti-competitive effects. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the bank holding companies and banks involved and the convenience and needs of the communities to be served. Consideration of financial resources generally focuses on capital adequacy, and consideration of convenience and needs issues focuses, in part, on the performance under the Community Reinvestment Act, both of which are discussed elsewhere in more detail.

Subject to various exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with related regulations, require Federal Reserve approval prior to any person or company acquiring control of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of a bank holding company. Control is also presumed to exist, although rebuttable, if a person or company acquires 10% or more, but less than 25%, of any class of voting securities and either:

- the bank holding company has registered securities under Section 12 of the Exchange Act; or

- no other person owns a greater percentage of that class of voting securities immediately after the transaction.

Our Common Stock is registered under Section 12 of the Exchange Act. The regulations provide a procedure for challenging rebuttable presumptions of control.

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The Bank Holding Company Act generally prohibits a bank holding company from engaging in activities other than banking; managing or controlling banks or other permissible subsidiaries and acquiring or retaining direct or indirect control of any company engaged in any activities other than activities closely related to banking or managing or controlling banks. In determining whether a particular activity is permissible, the Federal Reserve considers whether performing the activity can be expected to produce benefits to the public that outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices. The Federal Reserve has the power to order a bank holding company or its subsidiaries to terminate any activity or control of any subsidiary when the continuation of the activity or control constitutes a serious risk to the financial safety, soundness or stability of any bank subsidiary of that bank holding company.

Under the Bank Holding Company Act, a bank holding company may file an election with the Federal Reserve to be treated as a financial holding company and engage in an expanded list of financial activities. The election must be accompanied by a certification that all of the company s insured depository institution subsidiaries are well capitalized and well managed. Additionally, the Community Reinvestment Act rating of each subsidiary bank must be satisfactory or better. Effective August 24, 2000, pursuant to a previously-filed election with the Federal Reserve, Ameris became a financial holding company. As such, we may engage in activities that are financial in nature or incidental or complementary to financial activities, including insurance underwriting, securities underwriting and dealing, and making merchant banking investments in commercial and financial companies. If the Bank ceases to be well capitalized or well managed under applicable regulatory standards, the Federal Reserve may, among other things, place limitations on our ability to conduct these broader financial activities. In addition, if the Bank receives a rating of less than satisfactory under the Community Reinvestment Act, we would be prohibited from engaging in any additional activities other than those permissible for bank holding companies that are not financial holding companies. If, after becoming a financial holding company and undertaking activities not permissible for a bank holding company, the company fails to continue to meet any of the prerequisites for financial holding company status, including those described above, the company must enter into an agreement with the Federal Reserve to comply with all applicable capital and management requirements. If the company does not return to compliance within 180 days, the Federal Reserve may order the company to divest its subsidiary banks or the company may discontinue or divest investments in companies engaged in activities permissible only for a bank holding company that has elected to be treated as a financial holding company.

Under Federal Reserve policy, we are expected to act as a source of financial strength for the Bank and to commit resources to support the Bank. This support may be required at times when, without this Federal Reserve policy, we might not be inclined to provide it. In addition, any capital loans made by us to the Bank will be repaid only after its deposits and various other obligations are repaid in full.

Our Bank is also subject to numerous state and federal statutes and regulations that affect its business, activities and operations and is supervised and examined by state and federal bank regulatory agencies. The FDIC and the GDBF regularly examine the operations of our Bank and are given the authority to approve or disapprove mergers, consolidations, the establishment of branches and similar corporate actions. These agencies also have the power to prevent the continuance or development of unsafe or unsound banking practices or other violations of law.

Payment of Dividends and Other Restrictions

Ameris is a legal entity separate and distinct from its subsidiaries. While there are various legal and regulatory limitations under federal and state law on the extent to which our Bank can pay dividends or otherwise supply funds to Ameris, the principal source of our cash revenues is dividends from our Bank. The prior approval of applicable regulatory authorities is required if the total amount of all dividends declared by the Bank in any calendar year exceeds 50% of the Bank s net profits for the previous year. The relevant federal and state regulatory agencies also have authority to prohibit a state member bank or bank holding company, which would include Ameris and the Bank, from engaging in what, in the opinion of such regulatory body, constitutes an unsafe or unsound practice in conducting its business. The payment of dividends could, depending upon the financial condition of the subsidiary, be deemed to constitute an unsafe or unsound practice in conducting its business.

Under Georgia law, the prior approval of the GDBF is required before any cash dividends may be paid by a state bank if: (i) total classified assets at the most recent examination of such bank exceed 80% of the equity capital (as defined, which includes the reserve for loan losses) of such bank; (ii) the aggregate amount of dividends declared or anticipated to be declared in the calendar year exceeds 50% of the net profits (as defined) for the previous calendar year; or (iii) the ratio of equity capital to adjusted total assets is less than 6%. As of December 31, 2014, there was approximately $21.4 million of retained earnings of our Bank available for payment of cash dividends under applicable regulations without obtaining regulatory approval.

In addition, our Bank is subject to limitations under Section 23A of the Federal Reserve Act with respect to extensions of credit to, investments in and certain other transactions with Ameris. Furthermore, loans and extensions of credit are also subject to various collateral requirements.

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The Federal Reserve has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the Federal Reserve s view that a bank holding company should pay cash dividends only to the extent that the holding company s net income for the past year is sufficient to cover both the cash dividends and a rate of earning retention that is consistent with the holding company s capital needs, asset quality and overall financial condition. The Federal Reserve also indicated that it would be inappropriate for a holding company experiencing serious financial problems to borrow funds to pay dividends. Furthermore, under the prompt corrective action regulations adopted by the Federal Reserve, the Federal Reserve may prohibit a bank holding company from paying any dividends if one or more of the holding company s bank subsidiaries are classified as undercapitalized.

A bank holding company is required to give the Federal Reserve prior written notice of any purchase or redemption of its outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of its consolidated net worth. The Federal Reserve may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe or unsound practice or would violate any law, regulation, Federal Reserve order or any condition imposed by, or written agreement with, the Federal Reserve.

Capital Adequacy

We must comply with the Federal Reserve s established capital adequacy standards, and our Bank is required to comply with the capital adequacy standards established by the FDIC. The Federal Reserve has promulgated two basic measures of capital adequacy for bank holding companies: a risk-based measure and a leverage measure. A bank holding company must satisfy all applicable capital standards to be considered in compliance.

The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in risk profile among banks and bank holding companies, account for off-balance-sheet exposure and minimize disincentives for holding liquid assets.

Assets and off-balance-sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance-sheet items.

The minimum guideline for the ratio of total capital to risk-weighted assets is 8%. At least one-half of total capital must be comprised of Tier 1 Capital, which is common stock, undivided profits, minority interests in the equity accounts of consolidated subsidiaries and noncumulative perpetual preferred stock, less goodwill and certain other intangible assets. The remainder may consist of Tier 2 Capital, which is subordinated debt, other preferred stock and a limited amount of loan loss reserves. Since 2001, our consolidated capital ratios have increased due to the issuance of trust preferred securities. At December 31, 2014, all of our trust preferred securities were included in Tier 1 Capital. At December 31, 2014, our total risk-based capital ratio and our Tier 1 risk-based capital ratio were 13.42% and 12.66%, respectively. Neither Ameris nor the Bank has been advised by any federal banking agency of any additional specific minimum capital ratio requirement applicable to it. On January 29, 2015, we completed a private placement of 5,320,000 share of the Company s common stock at a price of $22.50 per share. We received net proceeds from the issuance of approximately $114.5 million (after deducting placement agent commissions and expenses).

In addition, the Federal Reserve has established minimum leverage ratio guidelines for bank holding companies. These guidelines provide for a minimum ratio of Tier 1 Capital to average assets, less goodwill and certain other intangible assets, of 3% for bank holding companies that meet specified criteria. All other bank holding companies generally are required to maintain a minimum leverage ratio of 4%. At December 31, 2014, our ratio was 8.94%, compared to 11.33% at December 31, 2013. The guidelines also provide that bank holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Furthermore, the Federal Reserve has indicated that it will consider a tangible Tier 1 Capital leverage ratio and other indications of capital strength in evaluating proposals for expansion or new activities. The Federal Reserve has not advised Ameris of any additional specific minimum leverage ratio or tangible Tier 1 Capital leverage ratio applicable to it.

Failure to meet capital guidelines could subject a bank to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on taking brokered deposits and certain other restrictions on its business. As described below, the FDIC can impose substantial additional restrictions upon FDIC-insured depository institutions that fail to meet applicable capital requirements.

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The Federal Deposit Insurance Act (or FDI Act) requires the federal regulatory agencies to take prompt corrective action if a depository institution does not meet minimum capital requirements. The FDI Act establishes five capital tiers: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and criti undercapitalized. A depository institution s capital tier will depend upon how its capital levels compare to various relevant capital measures and certain other factors, as established by regulation.

The federal bank regulatory agencies have adopted regulations establishing relevant capital measurers and relevant capital levels applicable to FDIC-insured banks. The relevant capital measures are the Total Capital ratio, Tier 1 Capital ratio and the leverage ratio. Under the regulations, a FDIC-insured bank will be:

well capitalized if it has a Total Capital ratio of 10% or greater, a Tier 1 Capital ratio of 6% or greater and a leverage ratio of 5% or greater and is not subject to any order or written directive by the appropriate regulatory authority to meet and maintain a specific capital level for any capital measure;

adequately capitalized if it has a Total Capital ratio of 8% or greater, a Tier 1 Capital ratio of 4% or greater and a leverage ratio of 4% or greater (3% in certain circumstances) and is not well capitalized;

undercapitalized if it has a Total Capital ratio of less than 8%, a Tier 1 Capital ratio of less than 4% or a leverage ratio of less than 4% (3% in certain circumstances);

significantly undercapitalized if it has a Total Capital ratio of less than 6%, a Tier 1 Capital ratio of less than 3% or a leverage ratio of less than 3%; and

critically undercapitalized if its tangible equity is equal to or less than 2% of average quarterly tangible assets.
An institution may be downgraded to, or deemed to be in, a capital category that is lower than is indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. As of December 31, 2014, our Bank had capital levels that qualify as well capitalized under such regulations.

The FDI Act generally prohibits an FDIC-insured bank from making a capital distribution (including payment of a dividend) or paying any management fee to its holding company if the bank would thereafter be undercapitalized. Undercapitalized banks are subject to growth limitations and are required to submit a capital restoration plan. The federal regulators may not accept a capital plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the bank s capital. In addition, for a capital restoration plan to be acceptable, the bank s parent holding company must guarantee that the institution will comply with such capital restoration plan. The aggregate liability of the parent holding company is limited to the lesser of: (i) an amount equal to 5% of the bank s total assets at the time it became undercapitalized ; and (ii) the amount which is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a bank fails to submit an acceptable plan, it is treated as if it is significantly undercapitalized.

Significantly undercapitalized insured banks may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets and the cessation of receipt of deposits from correspondent banks. Critically undercapitalized institutions are subject to the appointment of a receiver or conservator. A bank that is not well capitalized is also subject to certain limitations relating to brokered deposits.

The regulatory capital framework under which we operate has changed, and is expected to continue to change, in significant respects as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), which was enacted in July 2010 and includes certain provisions concerning the capital regulations of U.S. banking regulators. These provisions are intended to subject bank holding companies to the same capital requirements as their bank subsidiaries and to eliminate or significantly reduce the use of hybrid capital instruments, especially trust preferred securities, as regulatory capital. Although a significant number of the rules and regulations mandated by the Dodd-Frank Act have been finalized, many of the new requirements called for have yet to be implemented and will likely be subject to implementing regulations over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies, the full extent of the impact such requirements will have on financial institutions operations is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements.

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In July 2013, the federal banking agencies approved an interim final rule that adopts a series of previously proposed rules to conform U.S. regulatory capital rules with the international regulatory standards agreed to by the Basel Committee on Banking Supervision in the accord referred to as Basel III and to implement requirements of the Dodd-Frank Act. The adopted regulations establish new higher capital ratio requirements, narrow the definitions of capital, impose new operating restrictions on banking organizations with insufficient capital buffers and increase the risk weighting of certain assets. The Company and the Bank were required to comply with the new capital requirements beginning January 1, 2015.

The regulatory changes found in the new final rule include the following:

- The final rule establishes a new capital measure called Common Equity Tier I Capital consisting of common stock and related surplus, retained earnings, accumulated other comprehensive income and, subject to certain adjustments, minority common equity interests in subsidiaries. Unlike prior rules which excluded unrealized gains and losses on available for sale debt securities from regulatory capital, the final rule generally requires accumulated other comprehensive income to flow through to regulatory capital. Depository institutions and their holding companies are now required to maintain Common Equity Tier I Capital equal to 4.5% of risk-weighted assets. Additionally, the regulations increased the required ratio of Tier I Capital to risk-weighted assets from 4% to 6%. Tier I Capital consists of Common Equity Tier I Capital plus Additional Tier I Capital which includes non-cumulative perpetual preferred stock. Neither cumulative preferred stock (other than certain preferred stock issued to the U.S. Treasury) nor trust preferred securities qualify as Additional Tier I Capital, but they may be included in Tier II Capital along with qualifying subordinated debt. The new regulations also require a minimum Tier I leverage ratio of 4% for all institutions, while the minimum required ratio of total capital to risk-weighted assets remains at 8%.

- In addition to increased capital requirements, depository institutions and their holding companies will be required to maintain a capital buffer of at least 2.5% of risk-weighted assets over and above the minimum risk-based capital requirements in order to avoid limitations on the payment of dividends, the repurchase of shares or the payment of discretionary bonuses. The capital conservation buffer requirement will be phased in, beginning January 1, 2016, requiring during 2016 a buffer amount greater than 0.625% in order to avoid these limitations, and increasing the amount each year until beginning January 1, 2019, the buffer amount must be greater than 2.5% in order to avoid the limitations.

- The prompt corrective action regulations, under the final rule, incorporate a Common Equity Tier I Capital requirement and raise the capital requirements for certain capital categories. In order to be adequately capitalized for purposes of the prompt corrective action regulations, a banking organization is required to have at least an 8% Total Risk-Based Capital Ratio, a 6% Tier I Risk-Based Capital Ratio, a 4.5% Common Equity Tier I Risk Based Capital Ratio and a 4% Tier I Leverage Ratio. To be well capitalized, a banking organization is required to have at least a 10% Total Risk-Based Capital Ratio, an 8% Tier I Risk-Based Capital Ratio, a 6.5% Common Equity Tier I Risk-Based Capital Ratio and a 5% Tier I Leverage Ratio.

We have conducted a pro forma analysis of these new requirements as of December 31, 2014 and have determined that if these requirements were in effect on that date, the Company and the Bank would be considered well-capitalized and each would have a capital conservation buffer greater than 2.5%.

Acquisitions

As an active acquirer, we must comply with numerous laws related to our acquisition activity. Under the Bank Holding Company Act, a bank holding company may not directly or indirectly acquire ownership or control of more than 5% of the voting shares or substantially all of the assets of any bank or merge or consolidate with another bank holding company without the prior approval of the Federal Reserve. Current federal law authorizes interstate acquisitions of banks and bank holding companies without geographic limitation. Furthermore, a bank headquartered in one state is authorized to merge with a bank headquartered in another state, as long as neither of the states has opted out of such interstate merger authority prior to such date, and subject to any state requirement that the target bank shall have been in existence and operating for a minimum period of time, not to exceed five years, and to certain deposit market-share limitations. After a bank has established branches in a state through an interstate merger transaction, the bank may establish and acquire additional branches at any location in the state where a bank headquartered in that state could have established or acquired branches under applicable federal or state law.

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FDIC Insurance Assessments

The FDIC insures the deposit accounts of the Bank up to the maximum amount provided by law. The general insurance limit is $250,000. Effective November 21, 2008 and until December 31, 2010, the FDIC expanded deposit insurance limits for certain accounts under the Temporary Liquidity Guarantee Program (TLGP). Provided an institution did not opt out of the TLGP, the FDIC would fully guarantee funds deposited in noninterest bearing transaction accounts, including interest on lawyer trust accounts (or IOLTA accounts) and negotiable order of withdrawal accounts (or NOW accounts), with rates no higher than 0.50% through June 30, 2010, and no higher than 0.25% after June 30, 2010, if the institution committed to maintain the interest rate at or below that rate. In conjunction with the increased deposit insurance coverage, the amount of FDIC assessments paid by each Deposit Insurance Fund (DIF) member institution also increased. This increase to coverage was originally in effect through December 31, 2009, but was extended several times until it expired on December 31, 2012.

The FDIC assesses deposit insurance premiums on each insured institution quarterly based on annualized rates for one of four risk categories. Under the rules in effect through March 31, 2011, these rates are applied to the institution s deposits. Each institution is assigned to one of four risk categories based on its capital, supervisory ratings and other factors. Well capitalized institutions that are financially sound with only a few minor weaknesses are assigned to Risk Category I. Risk Categories II, III and IV present progressively greater risks to the DIF. A range of initial base assessment rates applies to each risk category, subject to adjustments based on an institution s unsecured debt, secured liabilities and brokered deposits, such that the total base assessment rates after adjustments range from 7 to 24 basis points for Risk Category I, 17 to 43 basis points for Risk Category II, 27 to 58 basis points for Risk Category III, and 40 to 77.5 basis points for Risk Category IV.

As required by the Dodd-Frank Act, the FDIC adopted rules effective April 1, 2011 under which insurance premium assessments are based on an institution s total assets minus its tangible equity (defined as Tier 1 capital) instead of its deposits. Under these rules, an institution with total assets of less than $10 billion will be assigned to a risk category as described above, and a range of initial base assessment rates will apply to each category, subject to adjustment downward based on unsecured debt issued by the institution and, except for an institution in Risk Category I, adjustment upward if the institution s brokered deposits exceed 10% of its domestic deposits, to produce total base assessment rates. Total base assessment rates range from 2.5 to 9 basis points for Risk Category I, 9 to 24 basis points for Risk Category II, 18 to 33 basis points for Risk Category III, and 30 to 45 basis points for Risk Category IV, all subject to further adjustment upward if the institution holds more than a de minimis amount of unsecured debt issued by another FDIC-insured institution. The FDIC may increase or decrease its rates by 2.0 basis points without further rulemaking. In an emergency, the FDIC may also impose a special assessment.

The Company s insurance assessments during 2014, 2013 and 2012 were approximately $3.0 million, $2.3 million and $1.5 million, respectively. Because of the growing number of bank failures and costs to the DIF, the FDIC required that we prepay the assessments that would normally have been paid during 2010 to 2012. This prepaid assessment amounted to approximately $12.3 million during 2009. During 2013, the FDIC refunded the remaining portion of the assessment to the Company; therefore, there was no remaining prepaid balance on the Company s consolidated balance sheet as of December 31, 2014.

Pursuant to the Dodd-Frank Act, the FDIC has established 2.0% as the designated reserve ratio (DRR), which is the ratio of the DIF to insured deposits. The FDIC has adopted a plan under which it will meet the statutory minimum DRR of 1.35% by September 30, 2020, the deadline imposed by the Dodd-Frank Act. The Dodd-Frank Act requires the FDIC to offset the effect of the increase in the statutory minimum DRR to 1.35% on institutions with assets of less than $10 billion from the former statutory minimum of 1.15%. The FDIC has not yet announced how it will implement this offset or how larger institutions will be affected by it.

The FDIC also collects a deposit-based assessment from insured financial institutions on behalf of the Financing Corporation (the FICO). The funds from these assessments are used to service debt issued by FICO in its capacity as a financial vehicle for the Federal Savings & Loan Insurance Corporation. The FICO assessment rate is set quarterly and in 2014 was $0.60 - $0.62 per $100 of assessable deposits. These assessments will continue until the debt matures in 2017 through 2019.

Community Reinvestment Act

The Community Reinvestment Act requires federal bank regulatory agencies to encourage financial institutions to meet the credit needs of low and moderate-income borrowers in their local communities. An institution s size and business strategy determines the type of examination that it will receive. Large, retail-oriented institutions are examined using a performance-based lending, investment and service test. Small institutions are examined using a streamlined approach. All institutions may opt to be evaluated under a strategic plan formulated with community input and pre-approved by the bank regulatory agency.

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The Community Reinvestment Act regulations provide for certain disclosure obligations. Each institution must post a notice advising the public of its right to comment to the institution and its regulator on the institution s Community Reinvestment Act performance and to review the institution s Community Reinvestment Act public file. Each lending institution must maintain for public inspection a file that includes a listing of branch locations and services, a summary of lending activity, a map of its communities and any written comments from the public on its performance in meeting community credit needs. The Community Reinvestment Act requires public disclosure of a financial institution s written Community Reinvestment Act evaluations. This promotes enforcement of Community Reinvestment Act requirements by providing the public with the status of a particular institution s community reinvestment record.

The Gramm-Leach-Bliley Act made various changes to the Community Reinvestment Act. Among other changes, Community Reinvestment Act agreements with private parties must be disclosed and annual Community Reinvestment Act reports must be made available to a bank s primary federal regulator. A bank holding company will not be permitted to become a financial holding company and no new activities authorized under the Gramm-Leach-Bliley Act may be commenced by a holding company or by a bank financial subsidiary if any of its bank subsidiaries received less than a satisfactory Community Reinvestment Act rating in its latest Community Reinvestment Act examination.

Consumer Protection Laws

The Bank is subject to a number of federal and state laws designed to protect borrowers and promote lending to various sectors of the economy and population. These laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act and state law counterparts.

Federal law currently contains extensive customer privacy protection provisions. Under these provisions, a financial institution must provide to its customers, at the inception of the customer relationship and annually thereafter, the institution s policies and procedures regarding the handling of customers nonpublic personal financial information. These provisions also provide that, except for certain limited exceptions, an institution may not provide such personal information to unaffiliated third parties unless the institution discloses to the customer that such information may be so provided and the customer is given the opportunity to opt out of such disclosure. Federal law makes it a criminal offense, except in limited circumstances, to obtain or attempt to obtain customer information of a financial nature by fraudulent or deceptive means.

Fiscal and Monetary Policy

Banking is a business which depends on interest rate differentials for success. In general, the difference between the interest paid by a bank on its deposits and its other borrowings, and the interest received by a bank on its loans and securities holdings, constitutes the major portion of a bank s earnings. Thus, our earnings and growth will be subject to the influence of economic conditions generally, both domestic and foreign, and also to the monetary and fiscal policies of the United States and its agencies, particularly the Federal Reserve. The Federal Reserve regulates the supply of money through various means, including open market dealings in United States government securities, the discount rate at which banks may borrow from the Federal Reserve and the reserve requirements on deposits. The nature and timing of any changes in such policies and their effect on Ameris cannot be known at this time.

Current and future legislation and the policies established by federal and state regulatory authorities will affect our future operations. Banking legislation and regulations may limit our growth and the return to our investors by restricting certain of our activities.

In addition, capital requirements could be changed and have the effect of restricting our activities or requiring additional capital to be maintained. We cannot predict with certainty what changes, if any, will be made to existing federal and state legislation and regulations or the effect that such changes may have on our business.

Federal Home Loan Bank System

Our Company has a correspondent relationship with the FHLB of Atlanta, which is one of 12 regional FHLBs that administer the home financing credit function of savings companies. Each FHLB serves as a reserve or central bank for its members within its assigned region. FHLBs are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system and make loans to members (i.e., advances) in accordance with policies and procedures, established by the Board of Directors of the FHLB which are subject to the oversight of the Federal Housing Finance Board. All advances from the FHLB are required to be fully secured by sufficient collateral as determined by the FHLB. In addition, all long-term advances are required to provide funds for residential home financing.

The FHLB provides certain services to our Company such as processing checks and other items, buying and selling federal funds, handling money transfers and exchanges, shipping coin and currency, providing security and safekeeping of funds or other valuable items and furnishing limited management information and advice. As compensation for these services, our Company maintains certain balances with FHLB in interest-bearing accounts.

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Under federal law, the FHLBs are required to provide funds for the resolution of troubled savings companies and to contribute to low and moderately-priced housing programs through direct loans or interest subsidies on advances targeted for community investment and low and moderate-income housing projects.

Real Estate Lending Evaluations

The federal regulators have adopted uniform standards for evaluations of loans secured by real estate or made to finance improvements to real estate. Banks are required to establish and maintain written internal real estate lending policies consistent with safe and sound banking practices and appropriate to the size of the institution and the nature and scope of its operations. The regulations establish loan to value ratio limitations on real estate loans. Our Company s loan policies establish limits on loan to value ratios that are equal to or less than those established in such regulations.

Commercial Real Estate Concentrations

Our lending operations may be subject to enhanced scrutiny by federal banking regulators based on our concentration of commercial real estate loans. The federal banking regulators previously issued guidance reminding financial institutions of the risk posed by commercial real estate (CRE) lending concentrations. CRE loans generally include land development, construction loans, and loans secured by multifamily property, and nonfarm, nonresidential real property where the primary source of repayment is derived from rental income associated with the property. The guidance prescribes the following guidelines for its examiners to help identify institutions that are potentially exposed to significant CRE risk and may warrant greater supervisory scrutiny:

- total reported loans for construction, land development and other land (C&D) represent 100% or more of the institution s total capital; or

- total CRE loans represent 300% or more of the institution s total capital, and the outstanding balance of the institution s CRE loan portfolio has increased by 50% or more.

As of December 31, 2014, excluding purchased non-covered and covered assets, our C&D concentration as a percentage of capital totaled 44.1% and our CRE concentration, net of owner-occupied loans, as a percentage of capital totaled 165.9%. Including purchased non-covered and covered loans subject to loss-share agreements with the FDIC, the Company s C&D concentration as a percentage of capital totaled 66.5% and our CRE concentration, net of owner-occupied loans, as a percentage of capital totaled 232.3%.

Limitations on Incentive Compensation

The Dodd-Frank Act requires the federal banking regulators and other agencies, including the SEC, to issue regulations or guidelines requiring disclosure to the regulators of incentive-based compensation arrangements and to prohibit incentive-based compensation arrangements for directors, officers or employees that encourage inappropriate risks by providing excessive compensation, fees or benefits or that could lead to material financial loss to a financial institution. Proposed regulations for this purpose have been published, which are based upon the key principles that incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization s ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization s board of directors and appropriate policies, procedures and monitoring. The proposed regulations are consistent with the Guidance on Sound Incentive Compensation Policies issued by the Federal Reserve, the FDIC and other regulators in June 2010.

As part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations will be reviewed, and the regulator s findings will be incorporated into the organization s supervisory ratings, which can affect the organization s ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization s safety and soundness and the organization is not taking prompt and effective measures to correct any deficiencies.

Economic Environment

The policies of regulatory authorities, including the monetary policy of the Federal Reserve, have a significant effect on the operating results of bank holding companies and their subsidiaries. Among the means available to the Federal Reserve to affect the money supply are open market operations in U.S. government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These means are used in varying combinations to influence overall growth and distribution of bank loans, investments and deposits, and their use may affect interest rates charged on loans or paid on deposits.

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The Federal Reserve s monetary policies have materially affected the operating results of commercial banks in the past and are expected to continue to do so in the future. The nature of future monetary policies and the effect of these policies on the business and earnings of our Company cannot be known at this time.

Evolving Legislation and Regulatory Action

The Dodd-Frank Act was signed into law in 2010 and implements many new changes in the way financial and banking operations are regulated in the United States, including through the creation of a new resolution authority, mandating higher capital and liquidity requirements, requiring banks to pay increased fees to regulatory agencies and numerous other provisions intended to strengthen the financial services sector. The Dodd-Frank Act provides for the creation of the Financial Stability Oversight Council (FSOC), which is charged with overseeing and coordinating the efforts of the primary U.S. financial regulatory agencies (including the Federal Reserve, the FDIC and the SEC) in establishing regulations to address systemic financial stability concerns. The Dodd-Frank Act also provides for the creation of the Consumer Financial Protection Bureau (the CFPB), a consumer financial services regulator. The CFPB is authorized to prevent unfair, deceptive and abusive practices and ensure that consumers have access to markets for consumer financial products and services and that such markets are fair, transparent and competitive. Many aspects of the Dodd-Frank Act are subject to further rulemaking and will take effect over several years, with the result that the overall financial impact on the Company and the Bank cannot be anticipated at this time.

In addition, from time to time, various other legislative and regulatory initiatives are introduced in Congress and state legislatures, as well as by regulatory agencies, that may impact the Company or the Bank. Such initiatives may include proposals to expand or contract the powers of bank holding companies and depository institutions or proposals to substantially change the financial institution regulatory system. Such legislation could change banking statutes and the operating environment of Ameris in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions and other financial institutions. The Company cannot predict whether any such legislation will be enacted, and, if enacted, the effect that it, or any implementing regulations, would have on the financial condition or results of operations of the Company. A change in statutes, regulations or regulatory policies applicable to the Company or the Bank could have a material effect on the business of the Company.

ITEM 1A. RISK FACTORS

An investment in our Common Stock is subject to risks inherent in our business. The material risks and uncertainties that management believes affect Ameris are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this Annual Report. The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair the Company s business operations. This Annual Report is qualified in its entirety by these risk factors.

If any of the following risks or uncertainties actually occurs, the Company s financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of the Common Stock could decline significantly, and you could lose all or part of your investment.

RISKS RELATED TO OUR COMPANY AND INDUSTRY

Difficult market conditions have adversely affected the industry in which we operate.

The capital and credit markets have been experiencing volatility and disruption for over six years. Declines in the housing market over this period, with falling home prices and increasing foreclosures, unemployment and under-employment, have negatively impacted the credit performance of mortgage loans and resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities, as well as major commercial and investment banks. As a result of the broad based economic decline and the troubled economic conditions, financial institutions have pursued defensive strategies, including seeking additional capital. In some cases, financial institutions that did not pursue defensive strategies or did not succeed in those strategies, have failed. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced or ceased providing funding to borrowers, including to other financial institutions. Additionally, the market disruptions have increased the level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally. Although the difficult conditions in the financial markets may ease in the future, we are managing the Company with numerous defensive strategies. A worsening of the current conditions would exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

- Unreliable market conditions with significantly reduced real estate activity may adversely affect our ability to determine the fair value of the assets we hold. If we determine that a significant portion of our assets have values that are significantly below their recorded carrying value, we could recognize a material charge to earnings in the quarter during which such determination was made, our capital ratios would be affected and this may result in increased regulatory scrutiny.

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We may expect to face increased regulation of our industry. Compliance with such regulations may increase our costs and limit our ability to pursue business opportunities.

Market developments and the resulting economic pressure on consumers may affect consumer confidence levels and may cause increases in delinquencies and default rates, which, among other effects, could affect our charge-offs and provision for loan losses.

Competition in the industry could intensify as a result of the increasing consolidation of financial services companies in connection with current market conditions.

Legislation and regulatory proposals enacted in response to market and economic conditions may materially adversely affect our business and results of operations.

The banking industry is heavily regulated. We are subject to examinations, supervision and comprehensive regulation by various federal and state agencies. Our compliance with these regulations is costly and restricts certain of our activities. Banking regulations are primarily intended to protect the federal deposit insurance fund and depositors, not shareholders. The burden imposed by federal and state regulations puts banks at a competitive disadvantage compared to less regulated competitors such as finance companies, mortgage banking companies and leasing companies. Changes in the laws, regulations and regulatory practices affecting the banking industry may increase our costs of doing business or otherwise adversely affect us and create competitive advantages for others. Federal economic and monetary policies may also affect our ability to attract deposits and other funding sources, make loans and investments and achieve satisfactory interest spreads.

The Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial-services industry, including new or revised regulation of such things as systemic risk, capital adequacy, deposit insurance assessments and consumer financial protection. In addition, the federal banking regulators have issued joint guidance on incentive compensation and the Treasury and the federal banking regulators have issued statements calling for higher capital and liquidity requirements for banking organizations. Complying with these and other new legislative or regulatory requirements, and any programs established thereunder, could have a material adverse impact on our results of operations, our financial condition and our ability to fill positions with the most qualified candidates available.

Our revenues are highly correlated to market interest rates.

Our assets and liabilities are primarily monetary in nature, and as a result, we are subject to significant risks tied to changes in interest rates. Our ability to operate profitably is largely dependent upon net interest income. In 2014, net interest income made up 70.5% of our recurring revenue. Unexpected movement in interest rates, that may or may not change the slope of the current yield curve, could cause our net interest margins to decrease, subsequently decreasing net interest income. In addition, such changes could materially adversely affect the valuation of our assets and liabilities.

At present our one-year interest rate sensitivity position is mildly liability sensitive, such that a gradual increase in interest rates during the next twelve months should have a slightly negative impact on net interest income during that period. However, as with most financial institutions, our results of operations are affected by changes in interest rates and our ability to manage this risk. The difference between interest rates charged on interest-earning assets and interest rates paid on interest-bearing liabilities may be affected by changes in market interest rates, changes in relationships between interest rate indices, and changes in the relationships between long-term and short-term market interest rates. In addition, the mix of assets and liabilities could change as varying levels of market interest rates might present our customer base with more attractive options.

Certain changes in interest rates, inflation, deflation or the financial markets could affect demand for our products and our ability to deliver products efficiently.

Loan originations, and potentially loan revenues, could be materially adversely impacted by sharply rising interest rates. Conversely, sharply falling rates could increase prepayments within our securities portfolio lowering interest earnings from those investments. An unanticipated increase in inflation could cause our operating costs related to salaries and benefits, technology and supplies to increase at a faster pace than revenues.

The fair market value of our securities portfolio and the investment income from these securities also fluctuate depending on general economic and market conditions. In addition, actual net investment income and/or cash flows from investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, may differ from those anticipated at the time of investment as a result of interest rate fluctuations.

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The downgrade of the U.S. credit rating could have a material adverse effect on our business, financial condition and liquidity.

Standard & Poor s lowered its long-term sovereign credit rating on the United States of America from AAA to AA+ in 2011 and affirmed that rating again in 2014. A further downgrade by Standard & Poor s or one or more other rating agencies could have a material adverse impact on financial markets and economic conditions in the United States and worldwide. Any such adverse impact could have a material adverse effect on our liquidity, financial condition and results of operations.

Our concentration of real estate loans subjects the Company to risks that could materially adversely affect our results of operations and financial condition.

The majority of our loan portfolio is secured by real estate. As the economy has deteriorated and depressed real estate values, the collateral value of the portfolio and the revenue stream from those loans has come under stress and has required additional provision to the allowance for loan losses. Our ability to dispose of foreclosed real estate and resolve credit quality issues is dependent on real estate activity and real estate prices, both of which have been unpredictable for more than five years.

Greater loan losses than expected may materially adversely affect our earnings.

We, as lenders, are exposed to the risk that our customers will be unable to repay their loans in accordance with their terms and that any collateral securing the payment of their loans may not be sufficient to assure repayment. Credit losses are inherent in the business of making loans and could have a material adverse effect on our operating results. Our credit risk with respect to our real estate and construction loan portfolio will relate principally to the creditworthiness of business entities and the value of the real estate serving as security for the repayment of loans. Our credit risk with respect to our commercial and consumer loan portfolio will relate principally to the general creditworthiness of businesses and individuals within our local markets.

We make various assumptions and judgments about the collectability of our loan portfolio and provide an allowance for estimated loan losses based on a number of factors. We believe that our current allowance for loan losses is adequate. However, if our assumptions or judgments prove to be incorrect, the allowance for loan losses may not be sufficient to cover actual loan losses. We may have to increase our allowance in the future in response to the request of one of our primary banking regulators, to adjust for changing conditions and assumptions, or as a result of any deterioration in the quality of our loan portfolio. The actual amount of future provisions for loan losses cannot be determined at this time and may vary from the amounts of past provisions.

Our business is highly correlated to local economic conditions in a geographically concentrated part of the United States.

Unlike larger organizations that are more geographically diversified, our banking offices are primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. As a result of this geographic concentration, our financial results depend largely upon economic conditions in these market areas. Deterioration in economic conditions in the markets we serve could result in one or more of the following:

- an increase in loan delinquencies;
- an increase in problem assets and foreclosures;
- a decrease in the demand for our products and services; and
- a decrease in the value of collateral for loans, especially real estate, in turn reducing customers borrowing power, the value of assets associated with problem loans and collateral coverage.

We face additional risks due to our increased mortgage banking activities that could negatively impact net income and profitability.

We sell substantially all of the mortgage loans that we originate. The sale of these loans generates noninterest income and can be a source of liquidity for the Bank. Disruption in the secondary market for residential mortgage loans as well as continued declines in real estate values could result in one or more of the following:

- our inability to sell mortgage loans on the secondary market, which could negatively impact our liquidity position;
- declines in real estate values could decrease the potential of mortgage originations, which could negatively impact our earnings;
- if it is determined that loans were made in breach of our representations and warranties to the secondary market, we could incur losses associated with the loans;
- increased compliance requirements could result in higher compliance costs, higher foreclosure proceedings or lower loan origination volume, all which could negatively impact future earnings; and
- a rise in interest rates could cause a decline in mortgage originations, which could negatively impact our earnings.

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Our growth and financial performance may be negatively impacted if we are unable to successfully execute our growth plans.

Economic conditions and other factors, such as our ability to identify appropriate markets for expansion, our ability to recruit and retain qualified personnel, our ability to fund earning asset growth at a reasonable and profitable level, sufficient capital to support our growth initiatives, competitive factors and banking laws, will impact our success.

We may seek to supplement our internal growth through acquisitions. We cannot predict with certainty the number, size or timing of acquisitions, or whether any such acquisitions will occur at all. Our acquisition efforts have traditionally focused on targeted banking entities in markets in which we currently operate and markets in which we believe we can compete effectively. However, as consolidation of the financial services industry continues, the competition for suitable acquisition candidates may increase. We may compete with other financial services companies for acquisition opportunities, and many of these competitors have greater financial resources than we do and may be able to pay more for an acquisition than we are able or willing to pay. We also may need additional debt or equity financing in the future to fund acquisitions. We may not be able to obtain additional financing or, if available, it may not be in amounts and on terms acceptable to us. If we are unable to locate suitable acquisition candidates willing to sell on terms acceptable to us, or we are otherwise unable to obtain additional debt or equity financing necessary for us to continue making acquisitions, we would be required to find other methods to grow our business and we may not grow at the same rate we have in the past, or at all.

Generally, we must receive federal regulatory approval before we can acquire a bank or bank holding company. In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on the competition, financial condition and future prospects. The regulators also review current and projected capital ratios and levels, the competence, experience and integrity of management and its record of compliance with laws and regulations, the convenience and needs of the communities to be served (including the acquiring institution s record of compliance under the Community Reinvestment Act) and the effectiveness of the acquiring institution in combating money laundering activities. We cannot be certain when or if, or on what terms and conditions, any required regulatory approvals will be granted. We may also be required to sell banks or branches as a condition to receiving regulatory approval, which condition may not be acceptable to us or, if acceptable to us, may reduce the benefit of any acquisition.

In the past, we have utilized de novo branching in new and existing markets as a way to supplement our growth. De novo branching and any acquisition carry with it numerous risks, including the following:

- the inability to obtain all required regulatory approvals;
- significant costs and anticipated operating losses associated with establishing a de novo branch or a new bank;
- the inability to secure the services of qualified senior management;

the local market may not accept the services of a new bank owned and managed by a bank holding company headquartered outside of the market area of the new bank;

economic downturns in the new market;

the inability to obtain attractive locations within a new market at a reasonable cost; and

the additional strain on management resources and internal systems and controls.

We have experienced to some extent many of these risks with our de novo branching to date.

We rely on dividends from the Bank for most of our revenue.

Ameris is a separate and distinct legal entity from its subsidiaries. It receives substantially all of its revenue from dividends from the Bank. These dividends are the principal source of funds to pay dividends on the Common Stock and interest and principal on the Company s debt. Various federal and state laws and regulations limit the amount of dividends that the Bank may pay to the Company. Also, the Company s right to participate in a distribution of assets upon a subsidiary s liquidation or reorganization is subject to the prior claims of the subsidiary s creditors. In the event the Bank is unable to pay dividends to the Company, the Company may not be able to service debt, pay obligations or pay dividends on the Common Stock and its business, financial condition and results of operations may be materially adversely affected. Consequently, cash-based activities, including further investments in or support of, the Bank could require borrowings or additional issuances of common or preferred stock.

We are subject to regulation by various federal and state entities.

We are subject to the regulations of the SEC, the Federal Reserve, the FDIC and the GDBF. New regulations issued by these agencies may adversely affect our ability to carry on our business activities. We are subject to various federal and state laws and certain changes in these laws and regulations may adversely affect our operations. Noncompliance with certain of these regulations may impact our business plans, including our ability to branch, offer certain products or execute existing or planned business strategies.

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We are also subject to the accounting rules and regulations of the SEC and the Financial Accounting Standards Board. Changes in accounting rules could materially adversely affect the reported financial statements or our results of operations and may also require extraordinary efforts or additional costs to implement. Any of these laws or regulations may be modified or changed from time to time, and we cannot be assured that such modifications or changes will not adversely affect us.

We are subject to industry competition which may have an impact upon our success.

Our profitability depends on our ability to compete successfully. We operate in a highly competitive financial services environment. Certain competitors are larger and may have more resources than we do. We face competition in our regional market areas from other commercial banks, savings and loan associations, credit unions, internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, and other financial intermediaries that offer similar services. Some of our nonbank competitors are not subject to the same extensive regulations that govern us or our bank subsidiary and may have greater flexibility in competing for business.

Another competitive factor is that the financial services market, including banking services, is undergoing rapid changes with frequent introductions of new technology-driven products and services. Our future success may depend, in part, on our ability to use technology competitively to provide products and services that provide convenience to customers and create additional efficiencies in our operations.

Changes in the policies of monetary authorities and other government action could materially adversely affect our profitability.

The results of our operations are affected by credit policies of monetary authorities, particularly the Federal Reserve. The instruments of monetary policy employed by the Federal Reserve include open market operations in U.S. government securities, changes in the discount rate or the federal funds rate on bank borrowings and changes in reserve requirements against bank deposits. In view of uncertain conditions in the national economy and in the money markets, we cannot predict with certainty possible future changes in interest rates, deposit levels, loan demand or our business and earnings.

We may need to rely on the financial markets to provide needed capital.

Our Common Stock is listed and traded on the NASDAQ Global Select Market (NASDAQ). Although we anticipate that our capital resources will be adequate for the foreseeable future to meet our capital requirements, at times we may depend on the liquidity of the NASDAQ market to raise equity capital. If the market should fail to operate, or if conditions in the capital markets are adverse, we may be constrained in raising capital. Downgrades in the opinions of the analysts that follow our Company may cause our stock price to fall and significantly limit our ability to access the markets for additional capital. Should these risks materialize, our ability to further expand our operations through internal growth or acquisition may be limited.

We may invest or spend the proceeds in stock offerings in ways with which you may not agree and in ways that may not earn a profit.

We may choose to use the proceeds of future stock offerings for general corporate purposes, including for possible acquisition opportunities that may become available. It is not known whether suitable acquisition opportunities may become available or whether we will be able to successfully complete any such acquisitions. We may use the proceeds of an offering only to focus on sustaining our organic, or internal, growth or for other purposes. In addition, we may use all or a portion of the proceeds of an offering to support our capital. You may not agree with the ways we decide to use the proceeds of any stock offerings, and our use of the proceeds may not yield any profits.

We face risks related to our operational, technological and organizational infrastructure.

Our ability to grow and compete is dependent on our ability to build or acquire the necessary operational and technological infrastructure and to manage the cost of that infrastructure while we expand. Similar to other large corporations, in our case, operational risk can manifest itself in many ways, such as errors related to failed or inadequate processes, faulty or disabled computer systems, fraud by employees or persons outside of our Company and exposure to external events. We are dependent on our operational infrastructure to help manage these risks. In addition, we are heavily dependent on the strength and capability of our technology systems which we use both to interface with our customers and to manage our internal financial and other systems. Our ability to develop and deliver new products that meet the needs of our existing customers and attract new customers depends in part on the functionality of our technology systems. Additionally, our ability to run our business in compliance with applicable laws and regulations is dependent on these infrastructures.

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We continuously monitor our operational and technological capabilities and make modifications and improvements when we believe it will be cost effective to do so. In some instances, we may build and maintain these capabilities ourselves. We also outsource some of these functions to third parties. These third parties may experience errors or disruptions that could adversely impact us and over which we may have limited control. We also face risk from the integration of new infrastructure platforms and/or new third party providers of such platforms into our existing businesses.

A security breach, cyber-attack or interruption of our technology systems may impact our financial results and customer retention.

We rely on data processing systems on a variety of computing platforms and networks. While we believe we have implemented appropriate measures to mitigate potential risks to our operations and technology functions, we cannot be certain that a security breach, cyber-attack or interruption will not occur. Such an interruption or security breach could disrupt our operations or result in the disclosure of sensitive, personal customer information. This could have a negative impact on our financial results through damage to our reputation, costs to remediate the situation, potential civil litigation, additional regulatory scrutiny, loss of customers and potential financial liability.

Financial services companies depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, the Company may rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. The Company may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on the Company s business and, in turn, the Company s financial condition and results of operations.

Reputational risk and social factors may impact our results.

Our ability to originate and maintain accounts is highly dependent upon customer and other external perceptions of our business practices and our financial health. Adverse perceptions regarding our business practices or our financial health could damage our reputation in both the customer and funding markets, leading to difficulties in generating and maintaining accounts as well as in financing them. Adverse developments with respect to the consumer or other external perceptions regarding the practices of our competitors, or our industry as a whole, may also adversely impact our reputation. In addition, adverse reputational impacts on third parties with whom we have important relationships may also adversely impact our reputation. Adverse impacts on our reputation, or the reputation of our industry, may also result in greater regulatory or legislative scrutiny, which may lead to laws, regulations or regulatory actions that may change or constrain the manner in which we engage with our customers and the products we offer. Adverse reputational impacts or events may also increase our litigation risk. We carefully monitor internal and external developments for areas of potential reputational risk and have established governance structures to assist in evaluating such risks in our business practices and decisions.

We may not be able to attract and retain skilled people.

The Company s success depends, in large part, on its ability to attract and retain key people. Competition for the best people in most activities engaged in by the Company can be intense and the Company may not be able to hire people or to retain them. The unexpected loss of services of one or more of the Company s key personnel could have a material adverse impact on the Company s business because of their skills, knowledge of the Company s market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

We engage in acquisitions of other businesses from time to time. These acquisitions may not produce revenue or earnings enhancements or cost savings at levels or within timeframes originally anticipated and may result in unforeseen integration difficulties.

When appropriate opportunities arise, we will engage in acquisitions of other businesses. Difficulty in integrating an acquired business or company may cause us not to realize expected revenue increases, cost savings, increases in geographic or product presence or other anticipated benefits from any acquisition. The integration could result in higher than expected deposit attrition (run-off), loss of key employees, disruption of our business or the business of the acquired company, or otherwise adversely affect our ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. We will likely need to make additional investments in equipment and personnel to manage higher asset levels and loan balances as a result of any significant acquisition, which may materially adversely impact our earnings. Also, the negative effect of any divestitures required by regulatory authorities in acquisitions or business combinations may be greater than expected.

In evaluating potential acquisition opportunities, we may seek to acquire failed banks through FDIC-assisted transactions. While the FDIC may, in such transactions, provide assistance to mitigate certain risks, such as sharing in exposure to loan losses, and providing indemnification against certain liabilities, of the failed institution, we may not be able to accurately estimate our potential exposure to loan losses and other potential liabilities, or the difficulty of integration, in acquiring such institution.

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Depending on the condition of any institution that we may acquire, any acquisition may, at least in the near term, materially adversely affect our capital and earnings and, if not successfully integrated following the acquisition, may continue to have such effects.

FDIC-assisted acquisition opportunities may not become available and increased competition may make it more difficult for us to bid on failed bank transactions on terms we consider to be acceptable.

Our recent business strategy has included the acquisition of failing banks that the FDIC determined to place in receivership. If we choose to continue pursuing these types of transactions in the future, we may find that the FDIC is not placing banks that meet our strategic objectives into receivership. The bidding process for failing banks may also become very competitive, and the increased competition may make it more difficult for us to bid on terms we consider to be acceptable.

Changes in national and local economic conditions could lead to higher loan charge-offs in connection with past FDIC-assisted transactions, all of which may not be supported by loss-sharing agreements with the FDIC.

Although loan portfolios acquired in past FDIC-assisted transactions have initially been accounted for at fair value, we do not yet know whether many of the loans we acquired will become impaired, and impairment may result in additional charge-offs to the portfolio. The fluctuations in national, regional and local economic conditions, including those related to local residential, commercial real estate and construction markets, may increase the level of charge-offs that we make to our loan portfolio, and, consequently, reduce our net income, and may also increase the level of charge-offs on the loan portfolios that we have acquired such acquisitions and correspondingly reduce our net income. These fluctuations are not predictable, cannot be controlled and may have a material adverse impact on our operations and financial condition even if other favorable events occur.

Although we have entered into loss-sharing agreements with the FDIC which provide that a significant portion of losses related to specified loan portfolios that we have acquired in connection with the FDIC-assisted transactions will be borne by the FDIC, we are not protected for all losses resulting from charge-offs with respect to those specified loan portfolios. Additionally, the loss-sharing agreements have limited terms; therefore, any charge-off of related losses that we experience after the term of the loss-sharing agreements will not be reimbursable by the FDIC and will negatively impact our net income. The loss-sharing agreements also impose standard requirements on us which must be satisfied in order to retain loss share protections.

RISKS RELATED TO OUR COMMON STOCK

The price of our Common Stock is volatile and may decline.

The trading price of our Common Stock may fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have adversely affected and may continue to adversely affect the market price of our Common Stock. Among the factors that could affect our stock price are:

actual or anticipated quarterly fluctuations in our operating results and financial condition;

changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other financial institutions;

failure to meet analysts revenue or earnings estimates;

speculation in the press or investment community;

strategic actions by us or our competitors, such as acquisitions or restructurings;

actions by institutional shareholders;

fluctuations in the stock price and operating results of our competitors;

general market conditions and, in particular, developments related to market conditions for the financial services industry;

proposed or adopted regulatory changes or developments, including changes in accounting policies;

anticipated or pending investigations, proceedings or litigation that involve or affect us; or

domestic and international economic factors unrelated to our performance.

A significant decline in our stock price could result in substantial losses for individual shareholders and could lead to costly and disruptive securities litigation.

Securities issued by us, including our Common Stock, are not FDIC insured.

Securities issued by us, including our Common Stock, are not savings or deposit accounts or other obligations of any bank and are not insured by the FDIC, the Deposit Insurance Fund or any other governmental agency or instrumentality, or any private insurer, and are subject to investment risk, including the possible loss of principal.

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We may issue debt and equity securities or securities convertible into equity securities, any of which may be senior to our Common Stock as to distributions and in liquidation, which could negatively affect the value of our Common Stock.

In the future, we may attempt to increase our capital resources by entering into debt or debt-like financing that is unsecured or secured by up to all of our assets, or by issuing additional debt or equity securities, which could include issuances of secured or unsecured commercial paper, medium-term notes, senior notes, subordinated notes, preferred stock or securities convertible into or exchangeable for equity securities. In the event of our liquidation, our lenders and holders of our debt and preferred securities would receive a distribution of our available assets before distributions to the holders of our Common Stock. Because our decision to incur debt and issue securities in our future offerings will depend on market conditions and other factors beyond our control, we cannot predict or estimate with certainty the amount, timing or nature of our future offerings and debt financings. Further, market conditions could require us to accept less favorable terms for the issuance of our securities in the future.

You may not receive dividends on the Common Stock.

Holders of our Common Stock are only entitled to receive such dividends as our Board of Directors may declare out of funds legally available for such payments. In 2010, in response to anticipated increases in corporate risks, our Board suspended the payment of dividends on our Common Stock. In 2014, our Board reinstated the payment of dividends on our Common Stock.

Sales of a significant number of shares of our Common Stock in the public markets, or the perception of such sales, could depress the market price of our Common Stock.

Sales of a substantial number of shares of our Common Stock in the public markets and the availability of those shares for sale could adversely affect the market price of our Common Stock. In addition, future issuances of equity securities, including pursuant to outstanding options, could dilute the interests of our existing shareholders and could cause the market price of our Common Stock to decline. We may issue such additional equity or convertible securities to raise additional capital. Depending on the amount offered and the levels at which we offer the stock, issuances of common or preferred stock could be substantially dilutive to shareholders of our Common Stock. Moreover, to the extent that we issue restricted stock, phantom shares, stock appreciation rights, options or warrants to purchase our Common Stock in the future and those stock appreciation rights, options or warrants are exercised or as shares of the restricted stock vest, our shareholders may experience further dilution. Holders of our shares of Common Stock have no preemptive rights that entitle holders to purchase their pro rata share of any offering of shares of any class or series and, therefore, such sales or offerings could result in increased dilution to our shareholders. We cannot predict with certainty the effect that future sales of our Common Stock would have on the market price of our Common Stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company s corporate headquarters is located at 310 First St. SE, Moultrie, Georgia 31768. The Company occupies approximately 6,300 square feet at this location plus an additional 37,248 square feet used for support services for banking operations, including credit, sales and operational support, as well as audit and loan review services. In addition to its corporate headquarters, Ameris operates 73 office or branch locations, of which 60 are owned and 13 are subject to either building or ground leases, and nine mortgage production offices, all of which are subject to building leases. At December 31, 2014, there were no significant encumbrances on the offices, equipment or other operational facilities owned by Ameris and the Bank.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company and the Bank are parties to legal proceedings arising in the ordinary course of our business operations. Management, after consultation with legal counsel, does not anticipate that current litigation will have a material adverse effect on the Company s financial position or results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

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

Market Price of Common Stock

The Common Stock is listed on NASDAQ under the symbol ABCB . The following table sets forth: (i) the high and low sales prices for the Common Stock as quoted on NASDAQ during 2014 and 2013, as adjusted for stock dividends; and (ii) the amount of quarterly dividends declared on the Common Stock during the periods indicated. The high and low sales prices reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

Quarter Ended 2014	High	Low	Dividend
March 31	$ 24.00	$ 19.86	-
June 30	23.90	19.73	0.05
September 30	24.04	21.00	0.05
December 31	26.48	21.95	0.05

Quarter Ended 2013	High	Low	Dividend
March 31	$ 14.51	$ 12.79	-
June 30	16.94	13.16	-
September 30	19.79	17.35	-
December 31	21.42	17.69	-

Dividends

The amount of and nature of any dividends declared on our Common Stock in the future will be determined by our Board of Directors in its sole discretion. The Board reinstated a quarterly cash dividend of $0.05 per share per quarter in June 2014. The Company is required to comply with the restrictions on the payment of dividends in respect of the Common Stock discussed in the section of Part I, Item 1 of this Annual Report captioned Payment of Dividends and Other Restrictions.

Holders of Common Stock

As of February 28, 2015, there were approximately 2,197 holders of record of the Common Stock. The Company believes a portion of Common Stock outstanding is held either in nominee name or street name brokerage accounts; therefore, the Company is unable to determine the number of beneficial owners of the Common Stock.

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Performance Graph

Set forth below is a line graph comparing the change in the cumulative total shareholder return on the Common Stock against the cumulative return of the NASDAQ Stock Market (U.S. Companies) index and the index of NASDAQ Bank Stocks for the five-year period commencing December 31, 2009, and ending December 31, 2014. This line graph assumes an investment of $100 on December 31, 2009, and reinvestment of dividends and other distributions to shareholders.

Pursuant to the regulations of the SEC, this performance graph is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act or the Exchange Act.

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ITEM 6. SELECTED FINANCIAL DATA

The following table presents selected consolidated financial information for Ameris. The data set forth below is derived from the audited consolidated financial statements of Ameris. Acquisitions, including the FDIC-assisted transactions completed between 2009 and 2012, the acquisition of Prosperity in 2013 and the acquisition of Coastal in 2014, significantly affected the comparability of selected financial data. Specifically, since the acquisitions were accounted for using the purchase method, the assets of the acquired institutions were recorded at their fair values, the excess purchase price over the net fair value of the assets was recorded as goodwill and the results of operations for the business have been included in the Company s results since the respective dates these acquisitions were completed. Accordingly, the level of our assets and liabilities and our results of operations for these acquisitions have significantly affected the Company s financial position and results of operations. Discussion of these acquisitions can be found in the Corporate Restructuring and Business Combinations section of Part I, Item 1. of this Annual Report and in Note 2, Business Combinations, and Note 3, Assets Acquired in FDIC-Assisted Acquisitions, in the Notes to Consolidated Financial Statements. The selected financial data should be read in conjunction with, and is qualified in its entirety by, the Consolidated Financial Statements and the Notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere herein.

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(Dollars in Thousands, Except Per Share Data)				
Selected Balance Sheet Data:					
Total assets	$ 4,037,077	$ 3,667,649	$ 3,019,052	$ 2,994,307	$ 2,972,168
Total non-covered loans	2,564,120	2,067,207	1,450,635	1,332,086	1,374,757
Covered assets (loans and OREO)	291,186	436,130	595,985	650,106	609,922
Investment securities available for sale	541,805	486,235	346,909	339,967	322,581
FDIC loss-share receivable, net of clawback	31,351	65,441	159,724	242,394	177,187
Total deposits	3,431,149	2,999,231	2,624,663	2,591,566	2,535,426
Stockholders equity	366,028	316,699	279,017	293,770	273,407
Selected Average Balances:					
Total assets	$ 3,731,281	$ 2,848,529	$ 2,971,960	$ 2,965,799	$ 2,492,296
Total non-covered loans	2,310,721	1,478,816	1,393,012	1,348,557	1,448,662
Investment securities available for sale	508,383	332,413	369,734	338,736	259,652
Total deposits	2,448,748	1,998,288	2,150,729	2,247,163	1,910,658
Stockholders equity	316,400	277,173	293,400	282,523	242,849
Selected Income Statement Data:					
Interest income	$ 164,566	$ 126,322	$ 129,479	$ 141,071	$ 119,071
Interest expense	14,680	10,137	15,074	27,547	29,794

Net interest income	149,886	116,185	114,405	113,524	89,277
Provision for loan losses	5,648	11,486	31,089	32,729	50,521
Other income	62,836	46,549	57,874	52,807	35,248
Other expenses	150,869	121,945	119,470	101,953	81,188
Income/(loss) before income taxes	56,205	29,303	21,720	31,649	(7,184)
Income tax expense/(benefit)	17,482	9,285	7,285	10,556	(3,195)
Net income/(loss)	$ 38,723	$ 20,018	$ 14,435	$ 21,093	$ (3,989)
Preferred stock dividends	286	1,738	3,577	3,241	3,213
Net income/(loss) available to common shareholders	$ 38,437	$ 18,280	$ 10,858	$ 17,852	$ (7,202)
Per Share Data:					
Net income/(loss) basic	$ 1.48	$ 0.76	$ 0.46	$ 0.76	$ (0.35)
Net income/(loss) diluted	1.46	0.75	0.46	0.76	(0.35)
Common book value	13.67	11.50	10.56	10.23	9.44
Common dividends cash	0.15	-	-	-	-
Common dividends stock	-	-	-	-	3 for 157

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	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(Dollars in Thousands, Except Per Share Data)				
Profitability Ratios:					
Net income (loss) to average total assets	1.08%	0.70%	0.49%	0.60%	(0.37)%
Net income (loss) to average common stockholders equity	12.40	8.06	5.99	7.21	(4.44)
Net interest margin	4.59	4.74	4.60	4.57	4.11
Efficiency ratio	70.92	74.94	69.35	61.30	65.20
Loan Quality Ratios:					
Net charge-offs to average loans*	0.34%	0.75%	2.87%	2.21%	3.45%
Allowance for loan losses to total loans *	1.12	1.38	1.63	2.64	2.52
Nonperforming assets to total loans and OREO**	3.35	3.49	5.28	8.76	8.38
Liquidity Ratios:					
Loans to total deposits	82.64%	81.94%	74.61%	73.45%	76.11%
Average loans to average earnings assets	80.22	78.08	77.83	76.72	76.50
Noninterest-bearing deposits to total deposits	24.46	22.29	19.46	15.26	11.91
Capital Adequacy Ratios:					
Stockholders equity to total assets	9.07%	8.63%	9.24%	9.81%	9.20%
Common stock dividend payout ratio	10.37	-	-	-	-

* Excludes purchased non-covered and covered assets.

** Excludes covered assets.

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

OVERVIEW

During 2014, the Company reported net income available to common shareholders of approximately $38.4 million, or $1.48 per share, compared to $18.3 million, or $0.76 per share, in 2013. The Company s net income as a percentage of average assets for 2014 and 2013 was 1.08% and 0.70%, respectively, while the Company s net income as a percentage of average shareholders equity was 12.40% and 8.06%, respectively.

Highlights of the Company s performance in 2014 include the following:

The Company completed the acquisition of Coastal, increasing total assets by approximately $449.0 million, total loans by approximately $279.4 million and total deposits by approximately $369.0 million. The acquisition added six retail offices and increased the Company s presence in the Savannah, Georgia market. The Company recorded $27.4 million in additional goodwill and $4.6 million in core deposit intangibles associated with the merger. A total of 1,598,998 shares of Common Stock were issued to the former shareholders of Coastal.

Non-accrual loans, excluding purchased loans, decreased approximately $7.5 million, or 25.6%, to $21.7 million during 2014. Legacy OREO (excluding purchased OREO and OREO sourced from purchased loans) decreased slightly from $33.4 million at December 31, 2013 to $33.2 million at December 31, 2014. Net charge-offs for 2014 declined to 0.31% of total legacy loans, compared to 0.69% for 2013.

Total credit costs for the year ended December 31, 2014 decreased approximately $7.8 million, or 29.0%, compared to 2013. Credit costs include the loan loss provision, losses on the sale of problem loans or OREO and carrying costs associated with problem loans or OREO, such as property taxes, legal expenses and maintenance. Provision for loan loss expense for 2014 amounted to approximately $5.6 million, compared to $11.5 million for 2013.

Tangible common equity to tangible assets increased from 6.83% at December 31, 2013 to 7.42% at December 31, 2014. Tangible common book value per share increased 11.3% from $9.87 at December 31, 2013 to $10.99 at December 31, 2014.

Total assets increased $369.4 million during 2014, ending the year at $4.0 billion. During 2014, the Company continued to use the cash flows from covered assets (including loans, OREO and the indemnification asset from FDIC-assisted acquisitions) to grow traditional earning assets. As such, the Company reduced covered assets by approximately $143.7 million and grew legacy loans by $271.4 million during 2014.

Net income from the Company s mortgage division increased 94.4% during 2014 to $6.2 million. Net income in the division grew significantly faster than their rate of revenue growth, resulting from operating efficiencies in the division.

The Company s net interest margin decreased slightly to 4.59% in 2014, from 4.74% in 2013. Lower yields on most earning asset classes were offset by lower funding costs. Deposit costs, the Company s largest funding expense, continued to decline from 0.34% in 2013 to 0.30% in 2014, due to shifts in the deposit mix.

CRITICAL ACCOUNTING POLICIES

Ameris has established certain accounting and financial reporting policies to govern the application of accounting principles generally accepted in the United States of America (GAAP) in the preparation of our financial statements. Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities; management considers these accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from the judgments and estimates adopted by management which could have a material impact on the carrying values of assets and liabilities and the results of our operations. We believe the following accounting policies applied by Ameris represent critical accounting policies.

Allowance for Loan Losses

We believe the allowance for loan losses is a critical accounting policy that requires the most significant judgments and estimates used in the preparation of our consolidated financial statements. The allowance for loan losses represents management s estimate of probable incurred losses in the Company s loan portfolio. Calculation of the allowance for loan losses represents a critical accounting estimate due to the significant judgment, assumptions and estimates related to the amount and timing of estimated losses, consideration of subjective environmental factors and the amount and timing of cash flows related to impaired loans.

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Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. In addition, various regulatory agencies, as an integral part of their examination processes, periodically review the Company s allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination.

Considering current information and events regarding a borrower s ability to repay its obligations, management considers a loan to be impaired when the ultimate collectability of all amounts due, according to the contractual terms of the loan agreement, is in doubt. When a loan is considered to be impaired, the amount of impairment is measured based on the present value of expected future cash flows discounted at the loan s effective interest rate or if the loan is collateral-dependent, the fair value of the collateral is used to determine the amount of impairment. Impairment losses are included in the allowance for loan losses through a charge to the provision for losses on loans.

Subsequent recoveries are credited to the allowance for loan losses. Cash receipts for accruing loans are applied to principal and interest under the contractual terms of the loan agreement. Cash receipts on impaired loans for which the accrual of interest has been discontinued are applied first to principal and then to interest income.

Certain economic and interest rate factors could have a material impact on the determination of the allowance for loan losses. An improving economy could result in the expansion of businesses and creation of jobs which would positively affect our loan growth and improve our gross revenue stream. Conversely, certain factors could result from an expanding economy which could increase our credit costs and adversely impact our net earnings. A significant rapid rise in interest rates could create higher borrowing costs and shrinking corporate profits which could have a material impact on a borrower s ability to pay. We will continue to concentrate on maintaining a high quality loan portfolio through strict administration of our loan policy.

Another factor that we have considered in the determination of the allowance for loan losses is loan concentrations to individual borrowers or industries. At December 31, 2014, we had one non-covered loan with an outstanding balance of $15.1 million, which exceeded our in-house credit limit of $15.0 million. We also had four relationships consisting of 18 different non-covered loans that exceeded our $15.0 million in-house credit limit. Total exposure resulting from these four relationships was $88.9 million. Additional disclosure concerning the Company s largest loan relationships is provided below.

A substantial portion of our loan portfolio is in the commercial real estate and residential real estate sectors. Those loans are secured by real estate in our primary market areas. A substantial portion of OREO is located in those same markets. Therefore, the ultimate collectability of a substantial portion of our loan portfolio and the recoverability of a substantial portion of the carrying amount of OREO are susceptible to changes to market conditions in our primary market area.

Fair Value Accounting Estimates

GAAP requires the use of fair values in determining the carrying values of certain assets and liabilities, as well as for specific disclosures. The most significant include impaired loans, OREO, and the net assets acquired in business combinations. Certain of these assets do not have a readily available market to determine fair value and require an estimate based on specific parameters. When market prices are unavailable, we determine fair values utilizing estimates, which are constantly changing, including interest rates, duration, prepayment speeds and other specific conditions. In most cases, these specific parameters require a significant amount of judgment by management. At December 31, 2014, the percentage of the Company s assets measured at fair value was 18%. See Note 22, Fair Value of Financial Instruments, in the Notes to Consolidated Financial Statements herein for additional disclosures regarding the fair value of our assets and liabilities.

When a loan is considered impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. In addition, foreclosed assets are carried at the net realizable value, following foreclosure. The Company s impaired loans and foreclosed property are concentrated in markets and areas where the determination of fair value through market research (recent sales and/or qualified appraisals) is difficult. Accordingly, the determination of fair value in the current environment is difficult and more subjective than it would be in traditionally stable real estate environments. Although management believes its processes for determining the value of these assets are appropriate and allow Ameris to arrive at a fair value, the processes require management judgment and assumptions and the value of such assets at the time they are revalued or divested may be different from management s determination of fair value.

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Business Combinations

Assets purchased and liabilities assumed in a business combination are recorded at their fair value. The fair value of a loan portfolio acquired in a business combination requires greater levels of management estimates and judgment than the remainder of purchased assets or assumed liabilities. On the date of acquisition, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments, the difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference. The Company must estimate expected cash flows at each reporting date. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges and adjusted accretable yield which will have a positive impact on interest income. In addition, purchased loans without evidence of credit deterioration are also handled under this method.

Income Taxes

GAAP requires the asset and liability approach for financial accounting and reporting for deferred income taxes. We use the asset and liability method of accounting for deferred income taxes and provide deferred income taxes for all significant income tax temporary differences. See Note 16, Income Taxes, in the Notes to Consolidated Financial Statements for additional details.

As part of the process of preparing our consolidated financial statements we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as gains on FDIC-assisted transactions and the provision for loan losses, for tax and financial reporting purposes. These differences result in deferred tax assets and liabilities that are included in our consolidated balance sheet.

We must also assess the likelihood that our deferred tax assets will be recovered from future taxable income, and to the extent we believe that recovery is not likely, we must establish a valuation allowance. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. To the extent we establish a valuation allowance or adjust this allowance in a period, we must include an expense within the tax provisions in the statement of income.

We have recorded on our consolidated balance sheet net deferred tax assets of $17.8 million as of December 31, 2014, compared to $16.5 million at December 31, 2013. Purchase accounting adjustments related to the Coastal and Prosperity acquisitions, totaling $12.4 million, net operating loss carryforwards, totaling $12.1 million, and allowances for loan losses associated with loans where no loss has yet been recorded for tax purposes, totaling $7.4 million, represent the Company s largest deferred tax assets. Deferred gains on FDIC-assisted transactions, totaling $8.8 million, and purchase accounting adjustments related to the Coastal and Prosperity acquisitions, totaling $7.2 million, represent the Company s largest deferred tax liabilities.

Long-Lived Assets, Including Intangibles

During 2014, the Bank recorded new goodwill totaling $27.4 million related to the acquisition of Coastal. During 2013, the Bank recorded new goodwill totaling $34.1 million related to the acquisition of Prosperity. The Company recorded an additional $1.1 million of goodwill during 2014 related to Prosperity, for total goodwill recorded of $35.2

million in the Prosperity acquisition. At December 31, 2014, the Company s balance of intangible assets totaled $8.2 million and is being amortized over its previously determined useful life. During 2014, the Bank recorded new core deposit intangibles totaling $4.6 million in the acquisition of Coastal, and during 2013, the Bank recorded new core deposit intangibles totaling $4.4 million in the acquisition of Prosperity.

NET INCOME/(LOSS) AND EARNINGS PER SHARE

The Company s net income available to common shareholders during 2014 was approximately $38.4 million, or $1.46 per diluted share, compared to $18.3 million, or $0.75 per diluted share, in 2013, and $10.9 million, or $0.46 per diluted share, in 2012.

For the fourth quarter of 2014, the Company recorded net income available to common shareholders of approximately $10.6 million, or $0.39 per diluted share, compared to $966,000, or $0.04 per diluted share, for the quarter ended December 31, 2013, and $3.6 million, or $0.15 per diluted share, for the quarter ended December 31, 2012.

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EARNING ASSETS AND LIABILITIES

Average earning assets were approximately $3.30 billion in 2014, compared to approximately $2.47 billion in 2013. The earning asset and interest-bearing liability mix is regularly monitored to maximize the net interest margin and, therefore, increase return on assets and shareholders equity.

The following statistical information should be read in conjunction with the remainder of Management s Discussion and Analysis of Financial Condition and Results of Operation and the Consolidated Financial Statements and related notes included elsewhere in this Annual Report and in the documents incorporated herein by reference.

The following tables set forth the amount of our interest income or interest expense for each category of interest-earning assets and interest-bearing liabilities and the average interest rate for total interest-earning assets and total interest-bearing liabilities, net interest spread and net interest margin on average interest-earning assets. Federally tax-exempt income is presented on a taxable-equivalent basis assuming a 35% federal tax rate.

	Year Ended December 31,								
	2014			2013			2012		
	Average Balance	Interest Income/ Expense	Average Yield/ Rate Paid	Average Balance	Interest Income/ Expense	Average Yield/ Rate Paid	Average Balance	Interest Income/ Expense	Average Yield/ Rate Paid
	(Dollars in Thousands)								
ASSETS									
Interest-earning assets:									
Mortgage loans held for sale	$ 71,231	$ 2,593	3.64%	$ 110,542	$ 3,883	3.51%	$ 29,194	$ 1,058	3.62%
Loans	1,753,013	87,727	5.00	1,478,816	80,005	5.41	1,393,012	77,772	5.58
Purchased non-covered loans	557,708	40,020	7.18	11,065	570	5.15	-	-	-
Covered loans	339,417	21,355	6.29	440,923	33,587	7.62	553,657	40,590	7.33
Investment securities	508,383	14,281	2.81	332,413	9,041	2.72	369,734	10,241	2.77
Short-term assets	73,715	244	0.33	98,945	278	0.28	155,501	444	0.29
Total interest-earning assets	3,303,467	166,220	5.03	2,472,704	127,364	5.15	2,501,098	130,105	5.20
Noninterest-earning assets	427,814			375,825			470,862		
Total assets	$ 3,731,281			$ 2,848,529			$ 2,971,960		

LIABILITIES AND STOCKHOLDERS EQUITY

Interest-bearing liabilities:									
Savings and interest-bearing demand deposits	$ 1,680,328	$ 4,435	0.26%	$ 1,327,205	$ 3,521	0.27%	$ 1,320,188	$ 4,556	0.35%
Time deposits	768,420	5,054	0.66	671,083	4,878	0.73	830,541	8,771	1.06
Other borrowings	86,986	1,924	2.21	28,935	307	1.06	26,563	155	0.58
FHLB advances	46,986	140	0.30	2,400	63	2.63	3,635	110	3.03
Subordinated deferrable interest debentures	60,298	3,127	5.19	43,276	1,368	3.16	42,269	1,482	3.51
Total interest-bearing liabilities	2,643,018	14,680	0.56	2,072,899	10,137	0.49	2,223,196	15,074	0.68
Demand deposits	751,874			489,613			447,111		
Other liabilities	19,989			8,844			8,253		
Stockholders equity	316,400			277,173			293,400		
Total liabilities and stockholders equity	$ 3,731,281			$ 2,848,529			$ 2,971,960		
Interest rate spread			4.47%			4.66%			4.52%
Net interest income		$ 151,540			$ 117,227			$ 115,031	
Net interest margin			4.59%			4.74%			4.60%

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RESULTS OF OPERATIONS

Net Interest Income

Net interest income represents the amount by which interest income on interest-earning assets exceeds interest expense incurred on interest-bearing liabilities. Net interest income is the largest component of our income and is affected by the interest rate environment and the volume and composition of interest-earning assets and interest-bearing liabilities. Our interest-earning assets include loans, investment securities, interest-bearing deposits in banks and federal funds sold. Our interest-bearing liabilities include deposits, other short-term borrowings, FHLB advances and subordinated debentures.

2014 compared to 2013. For the year ended December 31, 2014, interest income was $164.6 million, an increase of $38.2 million, or 30.3%, compared to the same period in 2013. Average earning assets increased $830.8 million, or 33.6%, to $3.30 billion for the year ended December 31, 2014, compared to $2.47 billion as of December 31, 2013. Yield on average earning assets on a taxable equivalent basis decreased during 2014 to 5.03%, compared to 5.15% for the year ended December 31, 2013. However, lower yields on most earning assets have been offset by lower funding costs.

Interest expense on deposits and other borrowings for the year ended December 31, 2014 was $14.7 million, compared to $10.1 million for the year ended December 31, 2013. The Company s funding mix continued to improve during 2014, leading to savings in cost of funds. During 2014, average noninterest-bearing accounts amounted to $751.9 million and comprised 23.5% of average total deposits, compared to $489.6 million, or 19.7% of average total deposits, during 2013. Average balances of time deposits amounted to $768.4 million and comprised 24.0% of average total deposits during 2014, compared to $671.1 million, or 27.0% of average total deposits, during 2013.

On a taxable-equivalent basis, net interest income for 2014 was $151.5 million compared to $117.2 million in 2013, an increase of $34.3 million, or 29.3%. The Company s net interest margin, on a tax equivalent basis, decreased to 4.59% for the year ended December 31, 2014, compared to 4.74% for the year ended December 31, 2013.

2013 compared to 2012. For the year ended December 31, 2013, interest income was $126.3 million, a decrease of $3.2 million, or 2.4%, compared to the same period in 2012. Average earning assets decreased $28.4 million, or 1.14%, to $2.47 billion for the year ended December 31, 2013, compared to $2.50 billion as of December 31, 2012. Yield on average earning assets on a taxable equivalent basis decreased during 2013 to 5.15%, compared to 5.20% for the year ended December 31, 2012. However, lower yields on most earning assets have been offset by lower funding costs.

Interest expense on deposits and other borrowings for the year ended December 31, 2013 was $10.1 million, compared to $15.1 million for the year ended December 31, 2012. The Company s funding mix continued to improve during 2013, leading to significant savings in cost of funds. During 2013, average noninterest-bearing accounts amounted to $489.6 million and comprised 19.7% of average total deposits, compared to $447.1 million, or 17.2% of average total deposits, during 2012. Average balances of time deposits amounted to $671.1 million and comprised 27.0% of average total deposits during 2013, compared to $830.5 million, or 32.0% of average total deposits, during 2012. This shift of balances from higher cost time deposits into noninterest-bearing accounts helped reduce the cost of average interest-bearing liabilities from 0.68% in 2012 to 0.49% in 2013.

On a taxable-equivalent basis, net interest income for 2013 was $117.2 million compared to $115.0 million in 2012, an increase of $2.2 million, or 1.91%. The Company s net interest margin, on a tax equivalent basis, increased to 4.74% for the year ended December 31, 2013, compared to 4.60% for the year ended December 31, 2012.

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The summary of changes in interest income and interest expense on a fully taxable equivalent basis resulting from changes in volume and changes in rates for each category of earning assets and interest-bearing liabilities for the years ended December 31, 2014 and 2013 are shown in the following table:

	2014 vs. 2013			2013 vs. 2012		
	Increase	Changes Due To		Increase	Changes Due to	
	(Decrease)	Rate	Volume	(Decrease)	Rate	Volume
	(Dollars in Thousands)					
Increase (decrease) in:						
Income from earning assets:						
Interest on mortgage loans held for sale	$ (1,290)	$ 91	$ (1,381)	$ 2,825	$ (123)	$ 2,948
Interest and fees on loans	7,722	(7,112)	14,834	2,233	(2,557)	4,790
Interest on purchased non-covered loans	39,450	11,290	28,160	570	-	570
Interest on covered loans	(12,232)	(4,500)	(7,732)	(7,003)	1,262	(8,265)
Interest on securities	5,240	454	4,786	(1,200)	(166)	(1,034)
Short-term assets	(34)	37	(71)	(166)	(5)	(161)
Total interest income	38,856	260	38,596	(2,741)	(1,589)	(1,152)
Expense from interest-bearing liabilities:						
Interest on savings and interest-bearing demand deposits	914	(23)	937	(1,035)	(1,059)	24
Interest on time deposits	176	(532)	708	(3,893)	(2,209)	(1,684)
Interest on other borrowings	1,617	1,001	616	152	138	14
Interest on FHLB advances	77	(1,093)	1,170	(47)	(10)	(37)
Interest on trust preferred securities	1,759	1,221	538	(114)	(149)	35
Total interest expense	4,543	574	3,969	(4,937)	(3,289)	(1,648)
Net interest income	$ 34,313	$ (314)	$ 34,627	$ 2,196	$ 1,700	$ 496

Provision for Loan Losses

The allowance for loan losses is a reserve established through charges to earnings in the form of a provision for loan losses. The provision for loan losses is based on management s evaluation of the size and composition of the loan portfolio, the level of non-performing and past due loans, historical trends of charged-off loans and recoveries, prevailing economic conditions and other factors management deems appropriate. As these factors change, the level of loan loss provision may change.

The Company s provision for loan losses during 2014 amounted to $5.6 million, compared to $11.5 million for 2013 and $31.1 million in 2012. Net charge-offs in 2014 were 0.31% of average loans, excluding the loans covered in the FDIC-loss sharing agreements, compared to 0.69% in 2013 and 2.76% in 2012.

At December 31, 2014, non-performing assets, excluding assets covered in the FDIC-loss sharing agreements, amounted to $87.5 million, or 2.17% of total assets, compared to 2.00% at December 31, 2013. Legacy non-performing assets totaled $54.9 million and acquired, non-covered non-performing assets totaled $32.6 million at December 31, 2014. Legacy other real estate was approximately $33.2 million as of December 31, 2014, reflecting a slight decrease from the $33.4 million reported at December 31, 2013. Purchased, non-covered other real estate was $15.6 million at December 31, 2014, compared to $4.3 million at December 31, 2013. The Company s allowance for loan losses at December 31, 2014 was $21.2 million, or 1.12% of loans, excluding purchased non-covered and covered loans, compared to $22.4 million, or 1.38%, and $23.6 million, or 1.63%, at December 31, 2013 and 2012, respectively.

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Noninterest Income

Following is a comparison of noninterest income for 2014, 2013 and 2012.

	Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Service charges on deposit accounts	$ 24,614	$ 19,545	$ 19,576
Mortgage banking activities	25,986	19,128	12,989
Other service charges, commissions and fees	2,647	2,151	1,431
Gain on sales of securities	138	171	322
Gain on acquisitions	-	-	20,037
Gain on sale of SBA loans	3,896	1,500	264
Other income	5,555	4,054	3,255
	$ 62,836	$ 46,549	$ 57,874

2014 compared to 2013. Total noninterest income in 2014 was $62.8 million, compared to $46.5 million in 2013, an increase of $16.3 million. The majority of this increase relates to a $6.9 million increase in mortgage banking activity, a $5.1 million increase in service charges on deposit accounts, a $3.9 million increase in other income, and a $496,000 increase in other service charges.

Income from mortgage banking activities increased substantially during 2013, from $19.1 million in 2013 to $26.0 million in 2014, as the Company s mortgage division reached a mature stage with a team of long-tenured mortgage bankers producing reliable results.

Other income increased $3.9 million, or 70.2%, from $5.6 million in 2013 to $9.5 million in 2014. The Company s recent efforts to build a SBA division resulted in significant gains in revenue and net income. During 2014, the Company recorded $3.9 million of gains on sales of SBA loans and $1.0 million of SBA servicing fee income, compared to gains on sales of SBA loans of $1.5 million and SBA servicing fee income of $611,000 in 2013.

Service charges on deposit accounts increased 25.9% in 2014, the result of acquisition activity as well as successful efforts on commercial deposit accounts. Since 2011, the Company has devoted significant resources to both treasury deposit products and treasury sales professionals, which contributed significantly to the Company s growth in non-interest bearing deposits.

2013 compared to 2012. Total noninterest income in 2013 was $46.5 million, compared to $57.9 million in 2012, a decrease of $11.3 million. Excluding the gain on acquisition recorded in 2012, total noninterest income increased $8.7 million. The majority of this increase relates to a $6.1 million increase in mortgage banking activity, a $2.0 million increase in other income, and a $720,000 increase in other service charges.

Other income increased 57.8%, from $3.5 million in 2012 to $5.6 million in 2013. This increase is due to increased earnings on bank owned life insurance and a $1.2 million increase in the gain on the sale of SBA loans in 2013.

Income from mortgage banking activities continued to increase during 2013, from $13.0 million in 2012 to $19.1 million in 2013, as the Company continued to grow the line of business through the addition of new producers and new services.

Service charges on deposit accounts remained stable during 2013, while other service charges, commissions and fees increased 50.3% in 2013, from $1.4 million in 2012, to $2.2 million in 2013. Service charges on deposit accounts represent the largest component of recurring noninterest income. In 2013, excluding gains on securities and on acquisitions, service charges were 42% of total noninterest income, compared to 52% in 2012.

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Noninterest Expense

Following is a comparison of noninterest expense for 2014, 2013 and 2012.

	Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Salaries and employee benefits	$ 73,878	$ 56,670	$ 53,122
Equipment and occupancy	17,521	12,286	13,208
Amortization of intangible assets	2,330	1,414	1,360
Data processing and communication costs	15,551	11,539	10,683
Advertising and public relations	2,869	1,620	1,622
Postage & delivery	1,392	1,017	1,061
Printing & supplies	1,331	962	1,460
Legal fees	743	615	721
Other professional fees	2,349	1,526	1,925
Directors fees	810	722	475
FDIC assessments	2,972	2,323	1,489
Acquisition expenses	3,940	4,350	2,125
OREO and problem loan expenses	13,506	15,486	22,416
Other expense	11,677	11,415	7,803
	$ 150,869	$ 121,945	$ 119,470

2014 compared to 2013. Operating expenses increased from $121.9 million in 2013 to $150.9 million in 2014. The primary drivers of the increase in operating expenses are the increased number of branch locations and continued growth and expansion in the Company s mortgage and SBA divisions. Salaries and employee benefits increased 30.4% from $56.7 million in 2013 to $73.9 million in 2014. Equipment and occupancy expense increased 42.6% from $12.3 million in 2013 to $17.5 million in 2014. Data processing and telecommunications expense increased during 2014 to $15.6 million, an increase of 34.8% compared to the $11.5 million reported in 2013. Advertising and public relations increased $1.2 million during 2014, as the Company incurred these costs to support various revenue and growth strategies throughout the year. Postage and delivery, printing and supplies, legal fees and other professional fees all increased during 2014 to support the increases assets of the Company.

Acquisition expenses of $3.9 million in 2014 relate to the Coastal acquisition, compared to the $4.4 million recorded in 2013 related to the Prosperity acquisition. Problem loan and OREO expenses decreased $2.0 million in 2014, as the level of OREO and problem loans declined and general economic conditions improved. Excluding acquisition and credit related expenses, total operating expenses were $133.4 million for the year ended December 31, 2014, compared to $102.1 million for 2013. Expressed as a percentage of average assets, total operating expense net of credit related and non-recurring acquisition costs in 2013 was 3.58%, a slight increase from 3.47% reported in 2013.

2013 compared to 2012. Operating expenses increased from $119.5 million in 2012 to $121.9 million in 2013. Salaries and employee benefits increased 6.7% from $53.1 million in 2012 to $56.7 million in 2013. Equipment and occupancy expense decreased 7.0% from $13.2 million in 2012 to $12.3 million in 2013. Data processing and telecommunications expense increased during 2013 to $11.5 million, an increase of 8.0% compared to the $10.7 million reported in 2012. Postage and delivery, printing and supplies, legal fees and other professional fees all decreased during 2013 due to the efforts to reduce core operating expenses.

Acquisition expenses of $4.4 million in 2013 relate to the Prosperity acquisition. Problem loan and OREO expenses decreased $6.9 million in 2013, as the level of OREO and problem loans declined and general economic conditions improved. Excluding acquisition and credit related expenses, total operating expenses were $102.1 million for the year ended December 31, 2013, compared to $97.1 million for 2012. Expressed as a percentage of average assets, total operating expense net of credit related and non-recurring acquisition costs in 2013 was 3.47%, a slight increase from 3.25% reported in 2012.

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Income Taxes

Federal income tax expense is influenced by the amount of taxable income, the amount of tax-exempt income and the amount of non-deductible expenses. For the year ended December 31, 2014, the Company recorded income tax expense of approximately $17.5 million, compared to $9.3 million recorded in 2013 and $7.3 million recorded in 2012. The Company s effective tax rate was 31%, 32% and 34% for the years ended December 31, 2014, 2013 and 2012, respectively.

BALANCE SHEET COMPARISON

LOANS

Management believes that our loan portfolio is adequately diversified. The loan portfolio contains no foreign loans or significant concentrations in any one industry. As of December 31, 2014, approximately 80.7% of our legacy loan portfolio was secured by real estate. The amount of loans outstanding, excluding purchased non-covered and covered loans, at the indicated dates is shown in the following table according to type of loans.

	December 31, 2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 319,654	$ 244,373	$ 174,217	$ 142,960	$ 142,312
Real estate construction & development	161,507	146,371	114,199	130,270	162,594
Real estate commercial & farmland	907,524	808,323	732,322	672,765	683,974
Real estate residential	456,106	351,886	346,480	330,727	344,830
Consumer installment loans	30,782	34,249	40,178	37,296	34,293
Other	14,308	33,252	43,239	18,068	6,754
	1,889,881	1,618,454	1,450,635	1,332,086	1,374,757
Less allowance for loan losses	21,157	22,377	23,593	35,156	34,576
Loans, net	$ 1,868,724	$ 1,596,077	$ 1,427,042	$ 1,296,930	$ 1,340,181

The following table provides additional disclosure on the various loan types comprising the subgroup Real estate commercial & farmland at December 31, 2014 (in thousands):

	Outstanding Balance	Average Maturity	Average Rate	% non-accrual

		(Months)		
Owner-Occupied	$ 301,314	44	5.36%	1.06%
Farmland	142,334	29	5.47%	0.38%
Apartments	60,252	39	4.96%	6.32%
Hotels / Motels	43,512	54	5.14%	-
Auto Dealers	5,724	35	4.53%	-
Offices / Office Buildings	95,116	53	5.23%	0.05%
Strip Centers (Anchored & Non-Anchored)	80,760	41	4.74%	0.29%
Convenience Stores	11,889	32	5.42%	-
Retail Properties	99,567	47	5.28%	0.15%
Warehouse Properties	49,868	46	5.40%	-
All Other	17,188	28	6.20%	0.93%
	$ 907,524	40	5.39%	0.90%

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The amount of purchased, non-covered loans outstanding, at the indicated dates is shown in the following table according to type of loans.

	December 31, 2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 38,041	$ 32,141	$ -	$ -	$ -
Real estate construction & development	58,362	31,176	-	-	-
Real estate commercial & farmland	306,706	179,898	-	-	-
Real estate residential	266,342	200,851	-	-	-
Consumer installment loans	4,788	4,687	-	-	-
Other	-	-	-	-	-
Total purchased, non-covered loans	$ 674,239	$ 448,753	$ -	$ -	$ -

Assets Covered by Loss-Sharing Agreements with the FDIC - Loans that were acquired in FDIC-assisted transactions that are covered by the loss-sharing agreements with the FDIC (covered loans) totaling $271.3 million and $390.2 million at December 31, 2014 and 2013, respectively, are not included in the preceding tables. OREO that is covered by the loss-sharing agreements with the FDIC totaled $19.9 million and $45.9 million at December 31, 2014 and 2013, respectively. The loss-sharing agreements are subject to the servicing procedures as specified in the agreements with the FDIC. The expected reimbursements under the loss-sharing agreements were recorded as an indemnification asset at their estimated fair value at the respective acquisition dates. The FDIC loss-share receivable reported at December 31, 2014 and 2013 was $31.4 million and $65.4 million, respectively.

The Company recorded the loans at their fair values, taking into consideration certain credit quality, risk and liquidity marks. If the Company determines that a loan or group of loans has deteriorated from its initial assessment of fair value, the identified loss is charged off and a provision for loan loss is recorded. For the years ended December 31, 2014, 2013 and 2012, the Company recorded approximately $843,000, $1.5 million and $2.6 million, respectively, of provision for loan losses to account for decreases in estimated cash flows on loans acquired in FDIC-assisted transactions. If the Company determines that a loan or group of loans has improved from its initial assessment of fair value, the increase in cash flows over those expected at the acquisition date are recognized as interest income prospectively. Covered loans are shown below according to loan type as of the end of the years shown (in thousands):

	December 31, 2014	2013	2012	2011	2010

	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 21,467	$ 26,550	$ 32,606	$ 41,867	$ 47,309
Real estate construction & development	23,447	43,179	70,184	77,077	89,781
Real estate commercial & farmland	147,627	224,451	278,506	321,257	257,428
Real estate residential	78,520	95,173	125,056	127,644	149,226
Consumer installment loans	218	884	1,360	3,644	11,247
Other	-	-	-	-	-
Total covered loans	$ 271,279	$ 390,237	$ 507,712	$ 571,489	$ 554,991

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The Company seeks to diversify its loan portfolio across its geographic footprint and in various loan types. Also, the Company s stated in-house legal lending limit for a single loan is $15.0 million which would normally prevent a concentration with a single loan project. Certain lending relationships may contain more than one loan and consequently, exceed the in-house lending limit. The Company regularly monitors its largest loan relationships to avoid a concentration with a single borrower. The largest 25 loan relationships are summarized below by type and compared to the Bank s loan portfolio taken as a whole (in thousands):

	Balance	Average Rate	Average Maturity (months)	% unsecured	% in non-accrual status
Commercial, financial & agricultural	$ 73,748	3.20%	90	55.7%	-
Real estate construction & development	14,470	4.21%	35	-	-
Real estate commercial & farmland	113,226	4.29%	58	-	-
Real estate residential	19,147	3.81%	134	-	-
Total	$ 220,591	4.03%	65	18.6%	-
Ameris Bank Loan Portfolio	$ 1,889,881	6.25%	24	4.2%	1.15%

Total legacy loans, excluding purchased non-covered and covered loans, as of December 31, 2014 are shown in the following table according to their contractual maturity:

	Contractual Maturity in:			
	One Year or Less	Over One Year through Five Years	Over Five Years	Total
	(Dollars in Thousands)			
Commercial, financial & agricultural	$ 96,032	$ 118,512	$ 105,110	$ 319,654
Real estate construction & development	54,360	86,280	20,867	161,507
Real estate commercial & farmland	151,275	501,044	255,205	907,524
Real estate residential	161,633	183,824	110,649	456,106
Consumer installment loans	6,842	23,026	914	30,782
Other	14,308	-	-	14,308
	$ 484,450	$ 912,686	$ 492,745	$ 1,889,881

The following table summarizes loans at December 31, 2014, with maturity dates after one year which (i) have predetermined interest rates and (ii) have floating or adjustable interest rates.

	(Dollars in Thousands)
Predetermined interest rates	$ 1,055,109
Floating or adjustable interest rates	350,322
	$ 1,405,431

Purchased loans as of December 31, 2014, are shown below according to their contractual maturity:

	Contractual Maturity in:			
	One Year or Less	Over One Year through Five Years	Over Five Years	Total
	(Dollars in Thousands)			
Purchased, non-covered loans	$ 88,317	$ 204,030	$ 381,892	$ 674,239
Covered loans	143,816	99,972	27,491	271,279
Total Purchased loans	$ 232,133	$ 304,002	$ 409,383	$ 945,518

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ALLOWANCE AND PROVISION FOR LOAN LOSSES

The allowance for loan losses represents a reserve for probable incurred losses in the loan portfolio. The adequacy of the allowance for loan losses is evaluated periodically based on a review of all significant loans, with a particular emphasis on non-accruing, past due and other loans that management believes might be potentially impaired or warrant additional attention. We segregate our loan portfolio by type of loan and utilize this segregation in evaluating exposure to risks within the portfolio. In addition, based on internal reviews and external reviews performed by independent loan reviewers and regulatory authorities, we further segregate our loan portfolio by loan grades based on an assessment of risk for a particular loan or group of loans. Certain reviewed loans are assigned specific allowances when a review of relevant data determines that a general allocation is not sufficient or when the review affords management the opportunity to fine tune the amount of exposure in a given credit. In establishing allowances, management considers historical loan loss experience but adjusts this data with a significant emphasis on data such as current loan quality trends, current economic conditions and other factors in the markets where the Bank operates. Factors considered include among others, current valuations of real estate in our markets, unemployment rates, the effect of weather conditions on agricultural related entities and other significant local economic events, such as major plant closings.

We have developed a methodology for determining the adequacy of the allowance for loan losses which is monitored by the Company s Chief Credit Officer. Procedures provide for the assignment of a risk rating for every loan included in our total loan portfolio, with the exception of credit card receivables and overdraft protection loans which are treated as pools for risk rating purposes. The risk rating schedule provides nine ratings of which five ratings are classified as pass ratings and four ratings are classified as criticized ratings. Each risk rating is assigned a percent factor to be applied to the loan balance to determine the adequate amount of allowance. Many of the larger loans require an annual review by an independent loan officer and are often reviewed by independent third parties. As a result of these loan reviews, certain loans may be assigned specific allowance allocations. Other loans that surface as problem loans may also be assigned specific allowance allocations. Past due loans are assigned risk ratings based on the number of days past due. The calculation of the allowance for loan losses, including underlying data and assumptions, is reviewed regularly by the Company s Chief Financial Officer and the independent internal loan review department.

The following table sets forth the breakdown of the allowance for loan losses by loan category for the periods indicated. Management believes the allowance can be allocated only on an approximate basis. The allocation of the allowance to each category is not necessarily indicative of future losses and does not restrict the use of the allowance to absorb losses in any other category.

	At December 31,									
	2014		2013		2012		2011		2010	
	(Dollars in Thousands)									
	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans

Commercial, financial, and agricultural	$ 2,004	17%	$ 1,823	15%	$ 2,439	12%	$ 2,918	11%	$ 2,779	10%
R/E Commercial & Farmland	8,823	48	8,393	50	9,157	50	14,226	50	14,971	50
R/E Construction & Development	5,030	9	5,538	9	5,343	8	9,438	10	7,705	12
Total Commercial	15,857	74	15,754	74	16,939	70	26,582	71	25,455	72
R/E Residential	4,129	24	6,034	22	5,898	24	8,128	25	8,664	25
Consumer Installment	1,171	2	589	4	756	6	446	4	457	3
Unallocated	-	-	-	-	-	-	-	-	-	-
	$ 21,157	100%	$ 22,377	100%	$ 23,593	100%	$ 35,156	100%	$ 34,576	100%

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The following table presents an analysis of our loan loss experience, excluding purchased non-covered and covered loans, for the periods indicated:

	December 31, 2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Average amount of non-purchased loans outstanding	$ 1,753,013	$ 1,478,816	$ 1,393,012	$ 1,348,557	$ 1,448,662
Balance of allowance for loan losses at beginning of period	$ 22,377	$ 23,593	$ 35,156	$ 34,576	$ 35,762
Charge-offs:					
Commercial real estate, financial and agricultural	(5,447)	(7,350)	(31,382)	(25,475)	(41,442)
Residential real estate	(1,707)	(5,215)	(8,722)	(5,399)	(10,091)
Consumer Installment	(471)	(719)	(1,059)	(749)	(1,090)
Recoveries:					
Commercial real estate, financial and agricultural	944	935	679	1,593	2,097
Residential real estate	254	888	225	146	186
Consumer Installment	486	298	245	123	315
Net charge-offs	(5,941)	(11,163)	(40,014)	(29,761)	(50,025)
Additions to allowance charged to operating expenses	4,721	9,947	28,451	30,341	48,839
Balance of allowance for loan losses at end of period	$ 21,157	$ 22,377	$ 23,593	$ 35,156	$ 34,576
Ratio of net loan charge-offs to average non-purchased loans	0.34%	0.75%	2.87%	2.21%	3.45%

NONPERFORMING LOANS

A loan is placed on non-accrual status when, in management s judgment, the collection of the interest income appears doubtful. Interest receivable that has been accrued in prior years and is subsequently determined to have doubtful collectability is charged to the allowance for loan losses. Interest on loans that are classified as non-accrual is recognized when received. Past due loans are placed on non-accrual status when principal or interest is past due 90 days or more. In some cases, where borrowers are experiencing financial difficulties, loans may be restructured to provide terms significantly different from the original contractual terms. The following table presents an analysis of loans accounted for on a non-accrual basis, excluding purchased non-covered and covered loans.

	December 31,				
	2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 1,672	$ 4,103	$ 4,138	$ 3,987	$ 8,648
Real estate construction & development	3,774	3,971	9,281	15,020	7,887
Real estate commercial & farmland	8,141	8,566	11,962	35,385	55,170
Real estate residential	7,663	12,152	12,595	15,498	6,376
Consumer installment loans	478	411	909	933	1,208
Total	$ 21,728	$ 29,203	$ 38,885	$ 70,823	$ 79,289
Loans contractually past due ninety days or more as to interest or principal payments and still accruing	1	-	-	-	-

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The following table presents an analysis of purchased, non-covered loans accounted for on a non-accrual basis.

	December 31,				
	2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 175	$ 11	$ -	$ -	$ -
Real estate construction & development	1,119	325	-	-	-
Real estate commercial & farmland	10,242	1,653	-	-	-
Real estate residential	6,644	4,658	-	-	-
Consumer installment loans	69	12	-	-	-
Total	$ 18,249	$ 6,659	$ -	$ -	$ -

The following table presents an analysis of covered loans accounted for on a non-accrual basis.

	December 31,				
	2014	2013	2012	2011	2010
	(Dollars in Thousands)				
Commercial, financial & agricultural	$ 8,541	$ 7,257	$ 10,765	$ 11,952	$ 5,756
Real estate construction & development	7,601	14,781	20,027	30,977	25,810
Real estate commercial & farmland	12,584	33,495	55,946	75,458	29,519
Real estate residential	6,595	13,278	28,672	41,139	25,946
Consumer installment loans	91	341	302	473	1,122
Total	$ 35,412	$ 69,152	$ 115,712	$ 159,999	$ 88,153

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Troubled Debt Restructurings

The restructuring of a loan is considered a troubled debt restructuring if both (i) the borrower is experiencing financial difficulties and (ii) the Company has granted a concession.

As of December 31, 2014 and 2013, the Company had a balance of $15.3 million and $20.9 million, respectively, in troubled debt restructurings, excluding purchased non-covered and covered loans. The following table presents the amount of troubled debt restructurings by loan class, excluding purchased non-covered and covered loans, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	6	$ 290	2	$ 13
Real estate construction & development	9	679	5	228
Real estate commercial & farmland	19	6,477	3	724
Real estate residential	47	5,258	11	1,485
Consumer installment	11	55	11	73
Total	92	$ 12,759	32	$ 2,523

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	4	$ 515	3	$ 525
Real estate construction & development	8	1,896	2	32
Real estate commercial & farmland	17	6,913	4	2,273
Real estate residential	37	7,818	8	834
Consumer installment	6	72	3	19
Total	72	$ 17,214	20	$ 3,683

The following table presents the amount of troubled debt restructurings by loan class, excluding purchased non-covered and covered loans, classified separately as those currently paying under restructured terms and those that have defaulted under restructured terms at December 31, 2014 and 2013.

As of December 31, 2014	Loans Currently Paying Under Restructured Terms	Loans that have Defaulted Under Restructured Terms
Loan class:	#	#

		Balance (in thousands)		Balance (in thousands)
Commercial, financial & agricultural	7	$ 67	1	$ 236
Real estate construction & development	9	679	5	228
Real estate commercial & farmland	19	6,477	3	724
Real estate residential	45	5,036	13	1,707
Consumer installment	14	67	8	61
Total	94	$ 12,326	30	$ 2,956

As of December 31, 2013	Loans Currently Paying Under Restructured Terms		Loans that have Defaulted Under Restructured Terms	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	4	$ 515	3	$ 525
Real estate construction & development	8	1,896	2	32
Real estate commercial & farmland	16	6,396	5	2,789
Real estate residential	32	6,699	13	1,953
Consumer installment	7	90	2	2
Total	67	$ 15,596	25	$ 5,301

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The following table presents the amount of troubled debt restructurings, excluding purchased non-covered and covered loans, by types of concessions made, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Type of Concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of Interest	10	$ 1,917	4	$ 270
Forgiveness of Principal	5	2,394	-	-
Forbearance of Principal	6	165	-	-
Rate Reduction Only	16	3,677	4	477
Rate Reduction, Forbearance of Interest	31	2,160	21	1,738
Rate Reduction, Forbearance of Principal	19	1,981	2	13
Rate Reduction, Forgiveness of Interest	4	460	-	-
Rate Reduction, Forgiveness of Principal	1	5	1	25
Total	92	$ 12,759	32	$ 2,523

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Type of Concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of Interest	10	$ 2,170	2	$ 97
Forgiveness of Principal	3	1,467	1	145
Payment Modification Only	1	280	1	88
Rate Reduction Only	14	7,069	3	913
Rate Reduction, Forbearance of Interest	26	3,252	12	2,411
Rate Reduction, Forbearance of Principal	18	2,976	-	-
Rate Reduction, Payment Modification	-	-	1	29
Total	72	$ 17,214	20	$ 3,683

The following table presents the amount of troubled debt restructurings, excluding purchased non-covered and covered loans, by collateral types, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	6	$ 933	-	$ -

Raw Land	11	1,046	6	292
Hotel & Motel	3	2,041	-	-
Office	4	1,634	-	-
Retail, including Strip Centers	4	1,203	2	660
1-4 Family Residential	47	5,203	12	1,501
Church	1	361	-	-
Automobile/Equipment/CD	14	97	12	70
Unsecured	2	241	-	-
Total	92	$ 12,759	32	$ 2,523

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	4	$ 1,346	2	$ 592
Raw Land	11	2,345	2	32
Hotel & Motel	3	2,185	-	-
Office	4	1,909	-	-
Retail, including Strip Centers	4	1,095	2	1,680
1-4 Family Residential	36	7,747	9	852
Life Insurance Policy	1	250	-	-
Automobile/Equipment/Inventory	8	92	4	479
Unsecured	1	245	1	48
Total	72	$ 17,214	20	$ 3,683

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As of December 31, 2014, the Company had a balance of $1.2 million in troubled debt restructurings included in purchased non-covered loans. The Company did not have any troubled debt restructurings included in purchased non-covered loans at December 31, 2013. The following table presents the amount of troubled debt restructurings by loan class of purchased non-covered loans, classified separately as accrual and non-accrual at December 31, 2014.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	-	$ -	-	$ -
Real estate construction & development	1	317	-	-
Real estate commercial & farmland	1	346	-	-
Real estate residential	6	547	1	25
Consumer installment	1	2	-	-
Total	9	$ 1,212	1	$ 25

The following table presents the amount of troubled debt restructurings by loan class of purchased non-covered loans, classified separately as those currently paying under restructured terms and those that have defaulted under restructured terms at December 31, 2014.

As of December 31, 2014	Loans Currently Paying Under Restructured Terms		Loans that have Defaulted Under Restructured Terms	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	-	$ -	-	$ -
Real estate construction & development	-	-	1	317
Real estate commercial & farmland	1	346	-	-
Real estate residential	5	480	2	92
Consumer installment		-	1	2
Total	6	$ 826	4	$ 411

The following table presents the amount of troubled debt restructurings included in purchased non-covered loans, by types of concessions made, classified separately as accrual and non-accrual at December 31, 2014.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Type of Concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*

Forbearance of Interest	2	$	69	-	$	-
Payment Modification Only	1		346	-		-
Rate Reduction Only	2		373	1		25
Rate Reduction, Forgiveness of Interest	2		155	-		-
Rate Reduction, Forbearance of Interest	1		231	-		-
Rate Reduction, Forbearance of Principal	1		38	-		-
Total	9	$	1,212	1	$	25

The following table presents the amount of troubled debt restructurings included in purchased non-covered loans, by collateral types, classified separately as accrual and non-accrual at December 31, 2014.

As of December 31, 2014	Accruing Loans			Non-Accruing Loans		
Collateral type:	#		Balance *(in thousands)*	#		Balance *(in thousands)*
Warehouse	1	$	346	-	$	-
Raw Land	2		373	-		-
1-4 Family Residential	5		491	1		25
Automobile/Equipment/Inventory	1		2	-		-
Total	9	$	1,212	1	$	25

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As of December 31, 2014 and 2013, the Company had a balance of $24.6 million and $27.3 million, respectively, in troubled debt restructurings included in covered loans. The following table presents the amount of troubled debt restructurings by loan class of covered loans, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	2	$ 40	2	$ -
Real estate construction & development	4	3,037	2	29
Real estate commercial & farmland	14	8,079	5	1,082
Real estate residential	96	11,460	8	831
Consumer installment	1	3	-	-
Total	117	$ 22,619	17	$ 1,942

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	1	$ 13	5	$ 71
Real estate construction & development	3	3,256	4	52
Real estate commercial & farmland	13	7,255	5	3,946
Real estate residential	83	11,719	8	942
Consumer installment	-	-	2	10
Total	100	$ 22,243	24	$ 5,021

The following table presents the amount of troubled debt restructurings by loan class of covered loans, classified separately as those currently paying under restructured terms and those that have defaulted under restructured terms at December 31, 2014 and 2013.

As of December 31, 2014	Loans Currently Paying Under Restructured Terms		Loans that have Defaulted Under Restructured Terms	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	4	$ 40	-	$ -
Real estate construction & development	4	3,037	2	29
Real estate commercial & farmland	18	9,082	1	79

Real estate residential	79	9,897	25	2,394
Consumer installment	1	3	-	-
Total	106	$ 22,059	28	$ 2,502

As of December 31, 2013	Loans Currently Paying Under Restructured Terms		Loans that have Defaulted Under Restructured Terms	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	5	$ 45	1	$ 40
Real estate construction & development	5	3,273	2	34
Real estate commercial & farmland	15	7,543	3	3,658
Real estate residential	68	9,206	23	3,455
Consumer installment	2	10	-	-
Total	95	$ 20,077	29	$ 7,187

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The following table presents the amount of troubled debt restructurings included in covered loans, by types of concessions made, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Type of Concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of Interest	3	$ 1,532	3	$ 88
Forbearance of Principal	1	-	1	-
Rate Reduction Only	97	17,360	7	1,626
Rate Reduction, Forbearance of Interest	5	274	3	14
Rate Reduction, Forbearance of Principal	8	3,052	3	214
Rate Reduction, Forgiveness of Interest	3	401	-	-
Total	117	$ 22,619	17	$ 1,942

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Type of Concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of Interest	-	$ -	3	$ 98
Rate Reduction Only	89	18,687	9	953
Rate Reduction, Forbearance of Interest	3	88	8	478
Rate Reduction, Forbearance of Principal	7	2,613	4	3,492
Rate Reduction, Payment Modification	1	855	-	-
Total	100	$ 22,243	24	$ 5,021

The following table presents the amount of troubled debt restructurings included in covered loans, by collateral types, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	2	$ 1,510	1	$ 79
Raw Land	3	411	1	14
Hotel & Motel	5	4,395	-	-
Office	1	473	2	858
Retail, including Strip Centers	6	4,174	2	145

1-4 Family Residential	98	11,616	9	846
Automobile/Equipment/Inventory	1	3	2	-
Unsecured	1	37	-	-
Total	117	$ 22,619	17	$ 1,942

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	-	$ -	1	$ 377
Raw Land	1	375	3	37
Hotel & Motel	6	5,118	1	155
Office	1	855	1	78
Retail, including Strip Centers	6	3,853	2	3,337
1-4 Family Residential	85	12,029	11	966
Automobile/Equipment/Inventory	-	-	5	71
Unsecured	1	13	-	-
Total	100	$ 22,243	24	$ 5,021

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LIQUIDITY AND INTEREST RATE SENSITIVITY

Liquidity management involves the matching of the cash flow requirements of customers, who may be either depositors desiring to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs, and the ability of our Company to meet those needs. We seek to meet liquidity requirements primarily through management of short-term investments (principally interest-bearing deposits in banks) and monthly amortizing loans. Another source of liquidity is the repayment of maturing single payment loans. In addition, our Company maintains relationships with correspondent banks, including the FHLB and the Federal Reserve Bank of Atlanta, which could provide funds on short notice, if needed.

A principal objective of our asset/liability management strategy is to minimize our exposure to changes in interest rates by matching the maturity and repricing horizons of interest-earning assets and interest-bearing liabilities. This strategy is overseen in part through the direction of our Asset and Liability Committee (the ALCO Committee) which establishes policies and monitors results to control interest rate sensitivity.

As part of our interest rate risk management policy, the ALCO Committee examines the extent to which its assets and liabilities are interest rate sensitive and monitors its interest rate-sensitivity gap. An asset or liability is considered to be interest rate sensitive if it will reprice or mature within the time period analyzed, usually one year or less. The interest rate-sensitivity gap is the difference between the interest-earning assets and interest-bearing liabilities scheduled to mature or reprice within such time period. A gap is considered positive when the amount of interest rate-sensitive assets exceeds the amount of interest rate-sensitive liabilities. A gap is considered negative when the amount of interest rate-sensitive liabilities exceeds the interest rate-sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income, while a positive gap would tend to result in an increase in net interest income. During a period of falling interest rates, a negative gap would tend to result in an increase in net interest income, while a positive gap would tend to adversely affect net interest income. If our assets and liabilities were equally flexible and moved concurrently, the impact of any increase or decrease in interest rates on net interest income would be minimal.

A simple interest rate gap analysis by itself may not be an accurate indicator of how net interest income will be affected by changes in interest rates. Accordingly, the ALCO Committee also evaluates how the repayment of particular assets and liabilities is impacted by changes in interest rates. Income associated with interest-earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. For example, although certain assets and liabilities may have similar maturities or periods of repricing, they may not react identically to changes in market interest rates. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market interest rates, while interest rates on other types may lag behind changes in general market rates. In addition, certain assets, such as adjustable rate mortgage loans, have features (generally referred to as interest rate caps) which limit changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayment and early withdrawal levels also could deviate significantly from those assumed in calculating the interest rate gap. The ability of many borrowers to service their debts also may decrease in the event of an interest rate increase.

We manage the mix of asset and liability maturities in an effort to control the effects of changes in the general level of interest rates on net interest income. Except for its effect on the general level of interest rates, inflation does not have a material impact on the balance sheet due to the rate variability and short-term maturities of its earning assets. In particular, approximately 62.7% of earning assets mature or reprice within one year or less. Mortgage loans, generally our loan with the longest maturity, are usually made with five to fifteen year maturities, but with either a variable interest rate or a fixed rate with an adjustment between origination date and maturity date.

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The following table sets forth the distribution of the repricing of our interest-earning assets and interest-bearing liabilities as of December 31, 2014, the interest rate sensitivity gap (i.e., interest rate sensitive assets minus interest rate sensitive liabilities), the cumulative interest rate sensitivity gap, the interest rate sensitivity gap ratio (i.e., interest rate sensitive assets divided by interest rate sensitive liabilities) and the cumulative interest rate sensitivity gap ratio. The table also sets forth the time periods in which earning assets and liabilities will mature or may reprice in accordance with their contractual terms. However, the table does not necessarily indicate the impact of general interest rate movements on the net interest margin since the repricing of various categories of assets and liabilities is subject to competitive pressures and the needs of our customers. In addition, various assets and liabilities indicated as repricing within the same period may in fact reprice at different times within such period and at different rates.

	At December 31, 2014 Maturing or Repricing Within				
	Zero to Three Months	Three Months to One Year	One to Five Years	Over Five Years	Total
	(Dollars in Thousands)				
Interest-earning assets:					
Short-term assets	$ 92,323	$ -	$ -	$ -	$ 92,323
Investment securities	366	5,391	46,605	489,443	541,805
Mortgage loans held for sale	94,759	-	-	-	94,759
Loans	691,861	751,059	136,199	310,762	1,889,881
Purchased, non-covered loans	235,857	152,461	31,946	253,975	674,239
Covered loans	107,805	102,179	42,496	18,799	271,279
	1,222,971	1,011,090	257,246	1,072,979	3,564,286
Interest-bearing liabilities:					
Interest-bearing demand deposits	1,653,437	-	-	-	1,653,437
Savings	158,046	-	-	-	158,046
Time deposits	217,580	423,364	138,665	680	780,289
Short-term borrowings	108,310	-	43,881	-	152,191
Trust preferred securities	-	-	-	65,325	65,325
	2,137,373	423,364	182,546	66,005	2,809,288
Interest rate sensitivity gap	$ (914,402)	$ 587,726	$ 74,700	$ 1,006,974	$ 754,998
Cumulative interest rate sensitivity gap	$ (914,402)	$ (326,676)	$ (251,976)	$ 754,998	
Interest rate sensitivity gap ratio	0.57	2.39	1.41	16.26	
	0.57	0.87	0.91	1.27	

Cumulative interest rate sensitivity gap ratio

INVESTMENT PORTFOLIO

Following is a summary of the carrying value of investment securities available for sale as of the end of each reported period:

	December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
U.S. Government sponsored agencies	$ 14,678	$ 13,926	$ 6,870
State, county and municipal securities	141,375	112,754	114,390
Corporate debt securities	11,040	10,325	10,328
Collateralized debt obligations	-	1,480	-
Mortgage-backed securities	374,712	347,750	215,321
	$ 541,805	$ 486,235	$ 346,909

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The amounts of securities available for sale in each category as of December 31, 2014 are shown in the following table according to contractual maturity classifications: (i) one year or less, (ii) after one year through five years, (iii) after five years through ten years and (iv) after ten years.

	U.S. Government Sponsored Agencies		State, County and Municipal		Corporate debt		Mortgage-backed	
	Amount	Yield(1)	Amount	Yield(1)(2)	Amount	Yield(1)	Amount	Yield (1)
	(Dollars in Thousands)							
One year or less	$ -	-%	$ 4,491	2.75%	$ 1,266	4.36%	$ -	-%
After one year through five years	4,890	1.50	39,275	2.84	2,174	6.52	756	2.44
After five years through ten years	9,788	2.02	54,413	2.86	-	-	34,613	2.52
After ten years	-	-	43,196	3.11	7,600	6.48	339,343	2.59
	$ 14,678	1.85%	$ 141,375	2.14%	$ 11,040	6.26%	$ 374,712	2.58%

(1) Yields were computed using coupon interest, adding discount accretion or subtracting premium amortization, as appropriate, on a ratable basis over the life of each security. The weighted average yield for each maturity range was computed using the acquisition price of each security in that range.

(2) Yields on securities of state and political subdivisions are stated on a taxable-equivalent basis, using a tax rate of 35%.

The investment portfolio consists of securities which are classified as available for sale and recorded at fair value with unrealized gains and losses excluded from earnings and reported in accumulated other comprehensive income, net of the related deferred tax effect.

The amortization of premiums and accretion of discounts are recognized in interest income using methods approximating the interest method over the life of the securities. Realized gains and losses, determined on the basis of the cost of specific securities sold, are included in earnings on the trade date. Declines in the fair value of securities below their cost that are deemed to be other-than-temporary are reflected in earnings as realized losses.

The Company s methodology for determining whether other-than-temporary impairment losses exist include management considering (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

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. Substantially all of the unrealized losses on debt securities are related to changes in interest rates and do not affect the expected cash flows of the issuer or underlying collateral. All unrealized losses are considered temporary because each security carries an acceptable investment grade, the Company has the intent and ability to hold such securities until maturity and it is more likely than not that the Company will not be required to sell these securities prior to recovery or maturity. The Company s investments in subordinated debt include investments in regional and super-regional banks on which the Company conducts regular analysis through review of financial information or credit ratings. Investments in preferred securities are also concentrated in the preferred obligations of regional and super-regional banks through non-pooled investment structures. The Company did not hold any investments in pooled trust preferred securities at December 31, 2014.

DEPOSITS

Average amount of various deposit classes and the average rates paid thereon are presented below:

	Year Ended December 31,			
	2014		2013	
	Amount	Rate	Amount	Rate
	(Dollars in Thousands)			
Noninterest-bearing demand	$ 751,874	0.00%	$ 489,613	0.00%
NOW	724,461	0.18	597,490	0.18
Money Market	805,601	0.37	625,085	0.37
Savings	150,266	0.11	104,630	0.11
Time	768,420	0.66	671,083	0.73
Total deposits	$ 3,200,622	0.30%	$ 2,487,901	0.34%

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We have a large, stable base of time deposits with little or no dependence on what we consider volatile deposits. Volatile deposits, in management s opinion, are those deposit accounts that are overly rate sensitive and apt to move if our rate offerings are not at or near the top of the market. Generally speaking, these are brokered deposits or time deposits in amount greater than $100,000.

The amounts of time certificates of deposit issued in amounts of $100,000 or more as of December 31, 2014, are shown below by category, which is based on time remaining until maturity of (i) three months or less, (ii) over three through twelve months and (iii) greater than one year.

	(Dollars in Thousands)
Three months or less	$ 83,774
Three months to one year	233,340
One year or greater	81,256
Total	$ 398,370

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

In the ordinary course of business, our Bank has granted commitments to extend credit to approved customers. Generally, these commitments to extend credit have been granted on a temporary basis for seasonal or inventory requirements and have been approved within the Bank s credit guidelines. Our Bank has also granted commitments to approved customers for financial standby letters of credit. These commitments are recorded in the financial statements when funds are disbursed or the financial instruments become payable. The Bank uses the same credit policies for these off-balance sheet commitments as it does for financial instruments that are recorded in the consolidated financial statements. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitment amounts expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

The following is a summary of the commitments outstanding at December 31, 2014 and 2013:

	December 31,	
	2014	2013
	(Dollars in Thousands)	
Commitments to extend credit	$ 293,517	$ 215,995
Unused lines of credit	49,567	41,200
Financial standby letters of credit	9,683	7,665
Mortgage interest rate lock commitments	1,757	1,082
	$ 354,524	$ 265,942

The following table summarizes short-term borrowings for the periods indicated:

	Years Ended December 31,					
	2014		2013		2012	
	(Dollars in Thousands)					
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Federal funds purchased and securities sold under agreement to repurchase	$ 47,136	0.35%	$ 26,908	0.54%	$ 26,563	0.58%

	Total Balance	Total Balance	Total Balance
Total maximum short-term borrowings outstanding at any month-end during the year	$ 73,310	$ 83,516	$ 50,120

In addition, the Company had a cash flow hedge that matures September 15, 2020 with a notional amount of $37.1 million at December 31, 2014 and 2013, for the purpose of converting the variable rate on the junior subordinated debentures to a fixed rate of 4.11%. The interest rate swap, which is classified as a cash flow hedge, is indexed to LIBOR.

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The following table sets forth certain information about contractual cash obligations as of December 31, 2014.

	Payments Due After December 31, 2014				
	Total	1 Year Or Less	1-3 Years	4-5 Years	5 Years
	(Dollars in Thousands)				
Time certificates of deposit	$ 780,289	$ 641,101	$ 131,569	$ 7,019	$ 600
Subordinated debentures	65,325	-	-	-	65,325
Total contractual cash obligations	$ 845,614	$ 641,101	$ 131,569	$ 7,019	$ 65,925

Our operating leases represent short-term obligations, normally with maturities of less than three years. Many of the operating leases have thirty-day cancellation provisions. The total contractual obligations for operating leases do not require a material amount of our cash funds.

At December 31, 2014, we had immaterial amounts of binding commitments for capital expenditures.

CAPITAL ADEQUACY

Capital Purchase Program

On November 21, 2008, the Company elected to participate in the CPP established by the EESA. Accordingly, on such date, the Company issued and sold to the Treasury, for an aggregate cash purchase price of $52 million, (i) 52,000 Preferred Shares having a liquidation preference of $1,000 per share, and (ii) a ten-year Warrant to purchase up to 679,443 shares of Common Stock, at an exercise price of $11.48 per share. The issuance and sale of these securities was a private placement exempt from registration pursuant to Section 4(2) of the Securities Act. On June 14, 2012, the Preferred Shares were sold by the Treasury through a registered public offering. On August 22, 2012, the Company repurchased the Warrant from the Treasury for $2.67 million, and in December 2012, the Company repurchased 24,000 of the outstanding Preferred Shares. In March 2014, the Company redeemed the remaining 28,000 outstanding Preferred Shares.

Capital Regulations

The capital resources of the Company are monitored on a periodic basis by state and federal regulatory authorities. During 2014, the Company s capital increased $49.3 million, primarily due to the issuance of Common Stock of $34.5 million related to the Coastal acquisition, net income available to common shareholders of $38.7 million and other comprehensive income of $6.4 million, partially offset by the redemption of preferred stock of $28.0 million. Other capital related transactions, such as Common Stock issuances through the exercise of stock options and restricted stock account for only a small change in the capital of the Company. During 2013, the Company s capital increased $37.7 million, primarily due to the issuance of Common Stock of $24.6 million related to the Prosperity acquisition and net income available to common shareholders of $18.3 million, partially offset by other comprehensive losses of $6.9 million.

In accordance with risk capital guidelines issued by the Federal Reserve, we are required to maintain a minimum standard of total capital to risk-weighted assets of 8%. Additionally, all member banks must maintain core or Tier 1 capital of at least 4% of total assets (leverage ratio). Member banks operating at or near the 4% capital level are expected to have well-diversified risks, including no undue interest rate risk exposure, excellent control systems, good earnings, high asset quality and well managed on- and off-balance sheet activities, and, in general, be considered strong banking organizations with a composite 1 rating under the CAMEL rating system of banks. For all but the most highly rated banks meeting the above conditions, the minimum leverage ratio is to be 4% plus an additional 1% to 2%.

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The following table summarizes the regulatory capital levels of Ameris at December 31, 2014:

	Actual		Required		Excess	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in Thousands)					
Leverage capital						
Consolidated	$ 352,153	8.94%	$ 157,574	4.00%	$ 194,579	4.94%
Ameris Bank	393,199	10.01	157,165	4.00	236,034	6.01
Risk-based capital:						
Core capital						
Consolidated	352,153	12.66	111,279	4.00	240,874	8.66
Ameris Bank	393,199	14.14	111,264	4.00	281,935	10.14
Total capital						
Consolidated	373,310	13.42	222,557	8.00	150,753	5.42
Ameris Bank	414,356	14.90	222,528	8.00	191,828	6.90

INFLATION

The consolidated financial statements and related consolidated financial data presented herein have been prepared in accordance with GAAP and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution s performance than the effects of general levels of inflation.

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QUARTERLY FINANCIAL INFORMATION

The following table sets forth certain consolidated quarterly financial information of the Company. This information is derived from unaudited consolidated financial statements, which include, in the opinion of management, all normal recurring adjustments which management considers necessary for a fair presentation of the results for such periods.

	Quarters Ended December 31, 2014			
	4	3	2	1
	(Dollars in Thousands, Except Per Share Data)			
Selected Income Statement Data:				
Interest income	$ 44,900	$ 43,186	$ 38,607	$ 37,873
Interest expense	3,894	4,054	3,343	3,389
Net interest income	41,006	39,132	35,264	34,484
Provision for loan losses	888	1,669	1,365	1,726
Net interest income after provision for loan losses	40,118	37,463	33,899	32,758
Noninterest income	16,362	17,901	15,819	12,754
Noninterest expense	41,666	38,028	34,446	32,789
Acquisition related expenses	67	551	2,872	450
Income before income taxes	14,747	16,785	12,400	12,273
Income tax	4,167	5,122	4,270	3,923
Net income	10,580	11,663	8,130	8,350
Preferred stock dividends	-	-	-	286
Net income available to common stockholders	$ 10,580	$ 11,663	$ 8,130	$ 8,064
Per Share Data:				
Net income basic	0.40	0.44	0.32	0.32
Net income diluted	0.39	0.43	0.32	0.32
Common Dividends (Cash)	0.05	0.05	0.05	-
Common Dividends (Stock)	-	-	-	-

	Quarters Ended December 31, 2013			
	4	3	2	1
	(Dollars in Thousands, Except Per Share Data)			
Selected Income Statement Data:				
Interest income	$ 31,749	$ 31,749	$ 31,951	$ 30,873
Interest expense	2,698	2,429	2,475	2,535

Net interest income		29,051		29,320		29,476		28,338
Provision for loan losses		1,478		2,920		4,165		2,923
Net interest income after provision for loan losses		27,573		26,400		25,311		25,415
Noninterest income		11,517		12,288		11,384		11,360
Noninterest expense		33,274		28,237		26,688		28,884
Acquisition related expenses		4,350		512		-		-
Income before income taxes		1,466		9,939		10,007		7,891
Income tax		88		3,262		3,329		2,606
Net income		1,378		6,677		6,678		5,285
Preferred stock dividends		412		443		442		441
Net income available to common stockholders	$	966	$	6,234	$	6,236	$	4,844
Per Share Data:								
Net income basic		0.04		0.26		0.26		0.20
Net income diluted		0.04		0.26		0.26		0.20
Common Dividends (Cash)		-		-		-		-
Common Dividends (Stock)		-		-		-		-

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed only to U.S. Dollar interest rate changes and, accordingly, we manage exposure by considering the possible changes in the net interest margin. We do not have any trading instruments nor do we classify any portion of the investment portfolio as trading. Finally, we have no exposure to foreign currency exchange rate risk, commodity price risk or other market risks.

Interest rates play a major part in the net interest income of a financial institution. The sensitivity to rate changes is known as interest rate risk. The repricing of interest-earning assets and interest-bearing liabilities can influence the changes in net interest income. As part of our asset/liability management program, the timing of repriced assets and liabilities is referred to as gap management. Our policy is to maintain a gap ratio in the one-year time horizon of .80 to 1.20. As indicated by the gap analysis included in this Annual Report, we are somewhat liability sensitive in relation to changes in market interest rates. Being liability sensitive would result in net interest income decreasing in a rising rate environment and increasing in a declining rate environment.

We use simulation analysis to monitor changes in net interest income due to changes in market interest rates. The simulation of rising, declining and flat interest rate scenarios allow management to monitor and adjust interest rate sensitivity to minimize the impact of market interest rate swings. The analysis of the impact on net interest income over a twelve-month period is subjected to a gradual 200 basis points increase or 200 basis points decrease in market rates on net interest income and is monitored on a quarterly basis. Our most recent model projects net interest income would decrease slightly if rates rise 200 basis points gradually over the next year. A scenario involving a 200 basis points decrease is irrelevant at this time with current market rates being at or near zero since the last reduction of the federal funds target rate by the Federal Reserve on December 16, 2008.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company s Chief Executive Officer and Chief Financial Officer have evaluated the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Exchange Act as of the end of the period covered by this Annual Report, as required by paragraph (b) of Rules 13a-15 or 15d-15 of the Exchange Act. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this Annual Report, the Company s disclosure controls and procedures are effective.

Management s Report on Internal Control Over Financial Reporting

Management s Report on Internal Control Over Financial Reporting is set forth on page F-3 of this Annual Report.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 31, 2014, there was no change in the Company s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information set forth under the captions Proposal 1 Election of Directors, Board and Committee Matters, Executive Officers and Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement to be used in connection with the solicitation of proxies for the Company s 2015 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

Code of Ethics

Ameris has adopted a code of ethics that is applicable to all employees, including its Chief Executive Officer and all senior financial officers, including its Chief Financial Officer and principal accounting officer. Ameris shall provide to any person without charge, upon request, a copy of its code of ethics. Such requests should be directed to the Corporate Secretary of Ameris Bancorp at 310 First St., SE, Moultrie, Georgia 31768.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the caption Executive Compensation in the Proxy Statement to be used in connection with the solicitation of proxies for the Company s 2015 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information set forth under the caption Security Ownership of Certain Beneficial Owners and Management in the Proxy Statement to be used in connection with the solicitation of proxies for the Company s 2015 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

Equity Compensation Plans

The following table sets forth certain information with respect to securities to be issued under our equity compensation plans as of December 31, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders (1)	447,442	$ 16.99	1,191,000

(1) Consists of (i) our 2014 Omnibus Equity Compensation Plan, which provides for the granting to directors, officers and certain other employees of qualified or nonqualified stock options, stock units, stock awards, stock appreciation rights, dividend equivalents and other stock-based awards; and (ii) the 2005 Omnibus Stock Ownership and Long-Term Incentive Plan and the ABC Bancorp Omnibus Stock Ownership and Long-Term incentive Plan that was adopted in 1997, which are now operative only with respect to the exercise of options that remain outstanding under such plan and under which no further awards may be granted. All securities remaining for future issuance represent awards that may be granted under the 2014 Omnibus Equity Compensation Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information set forth under the captions Certain Relationships and Related Transactions and Proposal 1 Election of Directors in the Proxy Statement to be used in connection with the solicitation of proxies for the Company s 2015 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information set forth under the caption Proposal 2 Ratification of Appointment of Independent Auditor in the Proxy Statement to be used in connection with the solicitation of proxies for the Company s 2015 Annual Meeting of Shareholders, to be filed with the SEC, is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

1. Financial statements:

   (a) Ameris Bancorp and Subsidiaries:

      (i) Consolidated Balance Sheets   December 31, 2014 and 2013;

      (ii) Consolidated Statements of Income   Years ended December 31, 2014, 2013 and 2012;

      (iii) Consolidated Statements of Comprehensive Income/(Loss)   Years ended December 31, 2014, 2013 and 2012;

      (iv) Consolidated Statements of Changes in Stockholders   Equity   Years ended December 31, 2014, 2013 and 2012;

      (v) Consolidated Statements of Cash Flows   Years ended December 31, 2014, 2013 and 2012; and

      (vi) Notes to Consolidated Financial Statements.

   (b) Ameris Bancorp (parent company only):

Parent company only financial information has been included in Note 26 of the Notes to Consolidated Financial Statements.

2. Financial statement schedules:

All schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or related notes.

3. A list of the Exhibits required by Item 601 of Regulation S-K to be filed as a part of this Annual Report is shown on the   Exhibit Index   filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

AMERIS BANCORP

Date: March 16, 2015

By: /s/ Edwin W. Hortman, Jr.
Edwin W. Hortman, Jr.,
President and Chief Executive Officer

(principal executive officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Edwin W. Hortman, Jr. as his attorney-in-fact, acting with full power of substitution for him in his name, place and stead, in any and all capacities, to sign any amendments to this Form 10-K and to file the same, with exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission and hereby ratifies and confirms all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Exchange Act, this Form 10-K has been signed by the following persons in the capacities and on the dates indicated.

Date:	March 16, 2015	/s/ Edwin W. Hortman, Jr. Edwin W. Hortman, Jr., President, Chief Executive Officer and Director (principal executive officer)
Date:	March 16, 2015	/s/ Dennis J. Zember Jr. Dennis J. Zember Jr., Executive Vice President and Chief Financial Officer (principal accounting and financial officer)
Date:	March 16, 2015	/s/ William I. Bowen, Jr. William I. Bowen, Jr., Director
Date:	March 16, 2015	/s/ R. Dale Ezzell R. Dale Ezzell, Director
Date:	March 16, 2015	/s/ J. Raymond Fulp J. Raymond Fulp, Director
Date:	March 16, 2015	/s/ Leo J. Hill Leo J. Hill, Director
Date:	March 16, 2015	/s/ Daniel B. Jeter

Daniel B. Jeter, Director and Chairman of the Board

Date:	March 16, 2015	/s/ Robert P. Lynch Robert P. Lynch, Director
Date:	March 16, 2015	/s/ Brooks Sheldon Brooks Sheldon, Director
Date:	March 16, 2015	/s/ William H. Stern William H. Stern, Director
Date:	March 16, 2015	/s/ Jimmy D. Veal Jimmy D. Veal, Director

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Articles of Incorporation of Ameris Bancorp, as amended (incorporated by reference to Exhibit 2.1 to Ameris Bancorp s Regulation A Offering Statement on Form 1-A filed with the SEC on August 14, 1987).
3.2	Articles of Amendment to the Articles of Incorporation (incorporated by reference to Exhibit 3.7 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 26, 1999).
3.3	Articles of Amendment to the Articles of Incorporation (incorporated by reference to Exhibit 3.9 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 31, 2003).
3.4	Articles of Amendment to the Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 1, 2005).
3.5	Articles of Amendment to the Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on November 21, 2008).
3.6	Articles of Amendment to the Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on June 1, 2011).
3.7	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on March 14, 2005).
4.1	Indenture between Ameris Bancorp and Wilmington Trust Company dated September 20, 2006 (incorporated by reference to Exhibit 4.4 to Ameris Bancorp s Registration Statement on Form S-4 (Registration No. 333-138252) filed with the SEC on October 27, 2006).
4.2	Floating Rate Junior Subordinated Deferrable Interest Debenture dated September 20, 2006 (incorporated by reference to Exhibit 4.7 to Ameris Bancorp s Registration Statement on Form S-4 (Registration No. 333-138252) filed with the SEC on October 27, 2006).
4.3	Indenture between Ameris Bancorp (as successor to The Prosperity Banking Company) and U.S. Bank National Association dated as of March 26, 2003 (incorporated by reference to Exhibit 4.3 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.4	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bancorp, The Prosperity Banking Company and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.5	Form of Floating Rate Junior Subordinated Deferrable Interest Debenture Due 2033 (included as Exhibit A to the Indenture filed as Exhibit 4.3 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.6	Indenture between Ameris Bancorp (as successor to The Prosperity Banking Company) and Deutsche Bank Trust Company Americas dated as of June 24, 2004 (incorporated by reference to Exhibit 4.6 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).

4.7	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bancorp, The Prosperity Banking Company and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.7 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.8	Form of Floating Rate Junior Subordinated Deferrable Interest Note Due 2034 (incorporated by reference to Exhibit 4.8 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.9	Indenture between Ameris Bancorp (as successor to The Prosperity Banking Company) and Wilmington Trust Company dated as of January 31, 2006 (incorporated by reference to Exhibit 4.9 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.10	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bancorp, The Prosperity Banking Company and Wilmington Trust Company (pertaining to Indenture dated as of January 31, 2006 (incorporated by reference to Exhibit 4.10 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.11	Form of Floating Rate Junior Subordinated Deferrable Interest Debenture Due 2036 (included as Exhibit A to the Indenture filed as Exhibit 4.9 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.12	Indenture between Ameris Bank (as successor to Prosperity Bank) and Wilmington Trust Company dated as of May 11, 2006 (incorporated by reference to Exhibit 4.12 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.13	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bank, Prosperity Bank and Wilmington Trust Company (pertaining to Indenture dated as of May 11, 2006) (incorporated by reference to Exhibit 4.13 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.14	Form of Floating Rate Junior Subordinated Debenture Due 2016 (included as Exhibit A to the Indenture filed as Exhibit 4.12 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.15	Indenture between Ameris Bancorp (as successor to The Prosperity Banking Company) and Wilmington Trust Company dated as of June 30, 2006 (incorporated by reference to Exhibit 4.15 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).

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4.16	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bancorp, The Prosperity Banking Company and Wilmington Trust Company (pertaining to Indenture dated as of June 30, 2006) (incorporated by reference to Exhibit 4.16 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.17	Form of Floating Rate Junior Subordinated Debenture Due 2016 (included as Exhibit A to the Indenture filed as Exhibit 4.15 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.18	Indenture between Ameris Bancorp (as successor to The Prosperity Banking Company) and Wilmington Trust Company dated as of September 20, 2007 (incorporated by reference to Exhibit 4.18 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.19	First Supplemental Indenture dated as of December 23, 2013 by and among Ameris Bancorp, The Prosperity Banking Company and Wilmington Trust Company (pertaining to Indenture dated as of September 20, 2007) (incorporated by reference to Exhibit 4.19 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.20	Form of Fixed/Floating Rate Junior Subordinated Deferrable Interest Debenture Due 2037 (included as Exhibit A to the Indenture filed as Exhibit 4.18 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 14, 2014).
4.21	Indenture between Ameris Bancorp (as successor to Coastal Bankshares, Inc.) and Wells Fargo Bank, National Association dated as of August 27, 2003 (incorporated by reference to Exhibit 4.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
4.22	First Supplemental Indenture dated as of June 30, 2014 by and among Ameris Bancorp and Wells Fargo Bank, National Association (pertaining to Indenture dated as of August 27, 2003) (incorporated by reference to Exhibit 4.2 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
4.23	Form of Junior Subordinated Debt Security Due 2033 (included as Exhibit A to the Indenture filed as Exhibit 4.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
4.24	Indenture between Ameris Bancorp (as successor to Coastal Bankshares, Inc.) and U.S. Bank National Association dated as of December 14, 2005 (incorporated by reference to Exhibit 4.4 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
4.25	First Supplemental Indenture dated as of June 30, 2014 by and among Ameris Bancorp, Coastal Bankshares, Inc. and U.S. Bank National Association (pertaining to Indenture dated as of December 14, 2005) (incorporated by reference to Exhibit 4.5 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
4.26	Form of Junior Subordinated Debt Security Due 2035 (included as Exhibit A to the Indenture filed as Exhibit 4.4 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on July 1, 2014).
10.1*	Omnibus Stock Ownership and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.17 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 25, 1998).
10.2*	ABC Bancorp 2000 Officer/Director Stock Bonus Plan (incorporated by reference to Exhibit 10.19 to Ameris Bancorp s Annual Report on Form 10-K filed with the SEC on March 29, 2000).

10.3*	2005 Omnibus Stock Ownership and Long-Term Incentive Plan (incorporated by reference to Appendix A to Ameris Bancorp s Definitive Proxy Statement filed with the SEC on April 18, 2005).
10.4*	Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 4.2 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on January 24, 2006).
10.5*	Form of Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 4.3 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on January 24, 2006).
10.6*	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 4.4 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on January 24, 2006).
10.7*	Executive Employment Agreement with H. Richard Sturm dated as of May 31, 2007 (incorporated by reference to Exhibit 10.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on June 6, 2007).
10.8*	First Amendment to Executive Employment Agreement dated December 30, 2008, by and between Ameris Bancorp and H. Richard Sturm (incorporated by reference to Exhibit 10.6 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 30, 2008).
10.9*	Supplemental Executive Retirement Agreement with Edwin W. Hortman, Jr., dated as of November 7, 2012 (incorporated by reference to Exhibit 10.1 to Ameris Bancorp s Form 10-Q filed with the SEC on November 9, 2012).
10.10*	Supplemental Executive Retirement Agreement with Dennis J. Zember Jr., dated as of November 7, 2012 (incorporated by reference to Exhibit 10.2 to Ameris Bancorp s Form 10-Q filed with the SEC on November 9, 2012).
10.11*	Supplemental Executive Retirement Agreement with Jon S. Edwards, dated as of November 7, 2012 (incorporated by reference to Exhibit 10.3 to Ameris Bancorp s Form 10-Q filed with the SEC on November 9, 2012).
10.12*	Supplemental Executive Retirement Agreement with Cindi H. Lewis, dated as of November 7, 2012 (incorporated by reference to Exhibit 10.4 to Ameris Bancorp s Form 10-Q filed with the SEC on November 9, 2012).

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10.13	Loan Agreement dated as of August 28, 2013 by and between Ameris Bancorp and NexBank SSB (incorporated by reference to Exhibit 10.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on August 29, 2013).
10.14	Revolving Promissory Note dated as of August 28, 2013 issued by Ameris Bancorp to NexBank SSB (incorporated by reference to Exhibit 10.2 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on August 29, 2013).
10.15	Pledge and Security Agreement dated as of August 28, 2013 by and between Ameris Bancorp and NexBank SSB (incorporated by reference to Exhibit 10.3 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on August 29, 2013).
10.16*	Executive Employment Agreement by and between Ameris Bancorp and James A. LaHaise dated as of June 30, 2014 (incorporated by reference to Exhibit 10.1 to Ameris Bancorp s Form 10-Q filed with the SEC on August 8, 2014).
10.17	First Amendment to Loan Agreement dated as of September 26, 2014 by and between Ameris Bancorp and NexBank SSB (incorporated by reference to Exhibit 10.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on September 29, 2014).
10.18	Amended and Restated Revolving Promissory Note dated as of September 26, 2014 issued by Ameris Bancorp to NexBank SSB (incorporated by reference to Exhibit 10.2 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on September 29, 2014).
10.19*	Ameris Bancorp 2014 Omnibus Equity Compensation Plan (incorporated by reference to Appendix A to Ameris Bancorp s Definitive Proxy Statement filed with the SEC on April 17, 2014).
10.20*	Form of Incentive Stock Option Grant Agreement (incorporated by reference to Exhibit 99.2 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on November 26, 2014).
10.21*	Form of Nonqualified Stock Option Grant Agreement (incorporated by reference to Exhibit 99.3 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on November 26, 2014).
10.22*	Form of Restricted Stock Grant Agreement (incorporated by reference to Exhibit 99.4 to Ameris Bancorp s Registration Statement on Form S-8 filed with the SEC on November 26, 2014).
10.23*	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Edwin W. Hortman, Jr. dated as of December 15, 2014 (incorporated by reference to Exhibit 99.1 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
10.24*	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Dennis J. Zember Jr. dated as of December 15, 2014 (incorporated by reference to Exhibit 99.2 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
10.25*	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Andrew B. Cheney dated as of December 15, 2014 (incorporated by reference to Exhibit 99.3 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
10.26*	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Jon S. Edwards dated as of December 15, 2014 (incorporated by reference to Exhibit 99.4 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
10.27*	

	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Stephen A. Melton dated as of December 15, 2014 (incorporated by reference to Exhibit 99.5 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
10.28*	Executive Employment Agreement by and among Ameris Bancorp, Ameris Bank and Cindi H. Lewis dated as of December 15, 2014 (incorporated by reference to Exhibit 99.6 to Ameris Bancorp s Current Report on Form 8-K filed with the SEC on December 18, 2014).
21.1	Schedule of Subsidiaries of Ameris Bancorp.
23.1	Consent of Crowe Horwath LLP.
23.2	Consent of Porter Keadle Moore, LLC.
24.1	Power of Attorney relating to this Form 10-K is set forth on the signature pages of this Form 10-K.
31.1	Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer.
32.1	Section 1350 Certification by Chief Executive Officer.
32.2	Section 1350 Certification by Chief Financial Officer.

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101 The following financial statements from Ameris Bancorp s Form 10-K for the year ended December 31, 2014, formatted as interactive data files in XBRL (eXtensible Business Reporting Language):

(i) Consolidated Balance Sheets;
(ii) Consolidated Statements of Income;
(iii) Consolidated Statements of Comprehensive Income/(Loss);
(iv) Consolidated Statements of Changes in Stockholders Equity;
(v) Consolidated Statements of Cash Flows; and
(vi) Notes to Consolidated Financial Statements.

* Management contract or a compensatory plan or arrangement.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

Ameris Bancorp

We have audited the accompanying balance sheet of Ameris Bancorp (the Company) as of December 31, 2014, and the related statements of income, comprehensive income, changes in stockholders equity, and cash flows for the year ended December 31, 2014. We also have audited the Company s internal control over financial reporting as of December 31, 2014, based on criteria established in the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the company s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

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

As permitted, the Company has excluded the operations of Coastal Bankshares, Inc. acquired during 2014, which is described in Note 2 of the consolidated financial statements, from the scope of management s report on internal control over financial reporting. As such, it has also been excluded from the scope of our audit of internal control over financial reporting.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2014, and the results of its operations and its cash flows for the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Crowe Horwath LLP

Atlanta, GA

March 16, 2015

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

Ameris Bancorp

We have audited the accompanying consolidated balance sheets of Ameris Bancorp and subsidiaries, (the Company) as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in stockholders equity, and cash flows for each of the years in the two-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinions.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ameris Bancorp and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Atlanta, Georgia

March 14, 2014

235 Peachtree Street NE | Suite 1800 | Atlanta, Georgia 30303 | Phone 404.588.4200 | Fax 404.588.4222

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MANAGEMENT S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Ameris Bancorp (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

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

As permitted, the Company has excluded the operations of Coastal Bankshares, Inc. acquired during 2014, which is described in Note 2 to the consolidated financial statements. The assets acquired in this acquisition and excluded from management s assessment on internal control over financial reporting comprised approximately 10.44% of total consolidated assets at December 31, 2014.

Management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO) in *Internal Control-Integrated Framework*. Based on this assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2014.

Crowe Horwath LLP, the Company s independent auditors, has issued an attestation report on the effectiveness of the Company s internal control over financial reporting. That report is included in this Annual Report on page F-2.

/s/ Edwin W. Hortman, Jr.	*/s/ Dennis J. Zember, Jr.*
Edwin W. Hortman, Jr.	Dennis J. Zember, Jr.
President and	Executive Vice President and
Chief Executive Officer	Chief Financial Officer

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2014 AND 2013

(Dollars in Thousands, Except Share Data)

Assets	**2014**	**2013**
Cash and due from banks	$ 78,036	$ 62,955
Interest-bearing deposits in banks	86,823	190,064
Federal funds sold	5,500	14,920
Investment securities available for sale, at fair value	541,805	486,235
Other investments	10,275	16,828
Mortgage loans held for sale, at fair value	94,759	67,278
Loans, net of unearned income	1,889,881	1,618,454
Purchased loans not covered by FDIC loss share agreements (purchased non-covered loans)	674,239	448,753
Purchased loans covered by FDIC loss share agreements (covered loans)	271,279	390,237
Less: allowance for loan losses	(21,157)	(22,377)
Loans, net	2,814,242	2,435,067
Other real estate owned, net	33,160	33,351
Purchased, non-covered other real estate owned, net	15,585	4,276
Covered other real estate owned, net	19,907	45,893
Total other real estate owned, net	68,652	83,520
Premises and equipment, net	97,251	103,188
FDIC loss-share receivable	31,351	65,441
Other intangible assets, net	8,221	6,009
Goodwill	63,547	35,049
Cash value of bank owned life insurance	58,867	49,432
Other assets	77,748	51,663
Total assets	$ 4,037,077	$ 3,667,649
Liabilities and Stockholders Equity		
Liabilities		
Deposits		

Noninterest-bearing	$ 839,377	$ 668,531
Interest-bearing	2,591,772	2,330,700
Total deposits	3,431,149	2,999,231
Securities sold under agreements to repurchase	73,310	83,516
Other borrowings	78,881	194,572
Subordinated deferrable interest debentures	65,325	55,466
Other liabilities	22,384	18,165
Total liabilities	3,671,049	3,350,950
Stockholders equity		
Preferred stock, stated value $1,000; 5,000,000 shares authorized; 0 and 28,000 shares issued and outstanding	-	28,000
Common stock, par value $1; 100,000,000 shares authorized; 28,159,027 and 26,461,769 shares issued	28,159	26,462
Capital surplus	225,015	189,722
Retained earnings	118,412	83,991
Accumulated other comprehensive income (loss), net of tax	6,098	(294)
Treasury stock, at cost, 1,385,164 and 1,363,342 shares	(11,656)	(11,182)
Total stockholders equity	366,028	316,699
	$ 4,037,077	$ 3,667,649

See Notes to Consolidated Financial Statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands, Except Share Data)

	2014	2013	2012
Interest income			
Interest and fees on loans	$ 150,611	$ 117,497	$ 119,310
Interest on taxable securities	12,086	7,134	8,250
Interest on nontaxable securities	1,626	1,413	1,475
Interest on deposits in other banks	236	276	434
Interest on federal funds sold	7	2	10
Total interest income	164,566	126,322	129,479
Interest expense			
Interest on deposits	9,488	8,400	13,327
Interest on other borrowings	5,192	1,737	1,747
Total interest expense	14,680	10,137	15,074
Net interest income	149,886	116,185	114,405
Provision for loan losses	5,648	11,486	31,089
Net interest income after provision for loan losses	144,238	104,699	83,316
Other income			
Service charges on deposit accounts	24,614	19,545	19,576
Mortgage banking activity	25,986	19,128	12,989
Other service charges, commissions and fees	2,647	2,151	1,431
Net gains on sales of securities	138	171	322
Gain on acquisitions	-	-	20,037
Gain on sale of SBA loans	3,896	1,500	264
Other noninterest income	5,555	4,054	3,255
Total noninterest income	62,836	46,549	57,874
Other expenses			
Salaries and employee benefits	73,878	56,670	53,122
Occupancy and equipment	17,521	12,286	13,208
Advertising and marketing	2,869	1,620	1,622
Amortization of intangible assets	2,330	1,414	1,359
Data processing and communications expenses	15,551	11,539	10,683

Credit resolution related expenses	13,506	15,486	22,416
Merger and conversion charges	3,940	4,350	2,125
Other noninterest expenses	21,274	18,580	14,935
Total noninterest expense	150,869	121,945	119,470
Income before income tax expense	56,205	29,303	21,720
Income tax expense	(17,482)	(9,285)	(7,285)
Net income	38,723	20,018	14,435
Preferred stock dividends	286	1,738	3,577
Net income available to common stockholders	$ 38,437	$ 18,280	$ 10,858
Basic earnings per common share	$ 1.48	$ 0.76	$ 0.46
Diluted earnings per common share	$ 1.46	$ 0.75	$ 0.46
Dividends declared per common share	$ 0.15	$ -	$ -
Weighted average common shares outstanding			
Basic	25,974	23,918	23,802
Diluted	26,259	24,348	23,843

See Notes to Consolidated Financial Statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands)

	2013	**2013**	**2012**
Net income	$ 38,723	$ 20,018	$ 14,435
Other comprehensive income/(loss):			
Net unrealized holding gain/(loss) arising during period on investment securities available for sale, net of tax (benefit) of $3,969, ($4,421) and $215	7,371	(8,210)	399
Reclassification adjustment for gains on investment securities included in operations, net of tax of $48, $60 and $113	(90)	(111)	(209)
Net unrealized gains (losses) on cash flow hedges during the period, net of tax (benefit) of ($479), $765 and ($474)	(889)	1,420	(879)
Total other comprehensive income (loss)	6,392	(6,901)	(689)
Comprehensive income	$ 45,115	$ 13,117	$ 13,746

See Notes to Consolidated Financial Statements.

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AMERIS BANCORP

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

(Dollars in Thousands, except share data)

	Year Ended December 31,					
	2014		2013		2012	
	Shares	Amount	Shares	Amount	Shares	Amount
PREFERRED STOCK						
Balance at beginning of period	28,000	$ 28,000	28,000	$ 27,662	52,000	$ 50,727
Repurchase of preferred stock	(28,000)	(28,000)	-	-	(24,000)	(24,000)
Accretion of fair value of warrant	-	-	-	338	-	935
Balance at end of period	**-**	**$ -**	**28,000**	**$ 28,000**	**28,000**	**$ 27,662**
COMMON STOCK						
Balance at beginning of period	26,461,769	$ 26,462	25,154,818	$ 25,155	25,087,468	$ 25,087
Issuance of common stock in acquisition	1,598,998	1,599	1,168,918	1,169	-	-
Issuance of restricted shares	77,047	77	108,400	108	67,450	67
Cancellation of restricted shares	(10,571)	(11)	(4,000)	(4)	(500)	-
Proceeds from exercise of stock options	31,784	32	33,633	34	400	1
Balance at end of period	**28,159,027**	**$ 28,159**	**26,461,769**	**$ 26,462**	**25,154,818**	**$ 25,155**
CAPITAL SURPLUS						
Balance at beginning of period		$ 189,722		$ 164,949		$ 166,639
Issuance of common stock in acquisition		32,875		23,460		-
Repurchase of warrant		-		-		(2,670)
Stock-based compensation		2,057		1,041		1,044
Proceeds from exercise of stock options		427		376		2
Issuance of restricted shares		(77)		(108)		(67)
Cancellation of restricted shares		11		4		1
Balance at end of period		**$ 225,015**		**$ 189,722**		**$ 164,949**
RETAINED EARNINGS						

Balance at beginning of period		$	83,991		$	65,710		$	54,852
Net income			38,723			20,018			14,435
Dividends on preferred shares			(286)			(1,399)			(2,642)
Dividends on common shares			(4,016)			-			-
Accretion of fair value warrant			-			(338)			(935)
Balance at end of period		**$**	**118,412**		**$**	**83,991**		**$**	**65,710**
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX									
Unrealized gains on securities:									
Balance at beginning of period		$	(1,691)		$	6,630		$	6,440
Change during period			7,281			(8,321)			190
Balance at end of period		$	5,590		$	(1,691)		$	6,630
Unrealized gain on interest rate swap:									
Balance at beginning of period		$	1,397		$	(23)		$	856
Change during period			(889)			1,420			(879)
Balance at end of period		$	508		$	1,397		$	(23)
Balance at end of period		**$**	**6,098**		**$**	**(294)**		**$**	**6,607**
TREASURY STOCK									
Balance at beginning of period	1,363,342	$	(11,182)	1,355,050	$	(11,066)	1,336,174	$	(10,831)
Purchase of treasury shares	21,822		(474)	8,292		(116)	18,876		(235)
Balance at end of period	**1,385,164**	**$**	**(11,656)**	**1,363,342**	**$**	**(11,182)**	**1,355,050**	**$**	**(11,066)**
TOTAL STOCKHOLDERS EQUITY		**$**	**366,028**		**$**	**316,699**		**$**	**279,017**

See Notes to Consolidated Financial Statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands)

	2014	2013	2012
OPERATING ACTIVITIES			
Net income	$ 38,723	$ 20,018	$ 14,435
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	6,642	4,938	5,032
Amortization of intangible assets	2,330	1,414	1,359
Net amortization of investment securities available for sale	3,666	3,191	4,410
Net gains on securities available for sale	(138)	(171)	(322)
Stock based compensation expense	2,057	1,041	1,044
Net (gains) losses on sale or disposal of premises and equipment	(516)	(55)	581
Net write-downs and losses on sale of other real estate owned	4,950	9,162	8,951
Gain on acquisitions	-	-	(20,037)
Provision for loan losses	5,648	11,486	31,089
Accretion of discount on covered loans	(22,188)	(42,208)	(45,752)
Accretion of discount on purchased non-covered loans	(9,745)	-	-
Changes in FDIC loss-share receivable, net of cash payments received	11,596	25,461	6,594
Increase in cash surrender value of BOLI	(1,623)	(1,223)	(163)
Provision for deferred taxes	6,516	3,543	2,525
(Increase)/decrease in interest receivable	(1,952)	(1,395)	1,102
Increase/(decrease) in interest payable	(49)	199	(1,708)
Increase/(decrease) in taxes payable	(7,221)	(1,420)	(5,941)
Originations of mortgage loans held for sale	(687,090)	(525,376)	(61,120)
Proceeds from sales of mortgage loans held for sale	666,897	506,884	23,897
Originations of SBA loans	(58,089)	(12,486)	(5,319)
Proceeds from sales of SBA loans	32,782	15,754	264
Net gains on sale of SBA loans	(3,896)	(1,500)	(264)
Decrease in prepaid FDIC assessments	-	2,843	1,314
Change attributable to other operating activities	5,104	1,749	30,201
Net cash provided by (used in) operating activities	(5,596)	21,849	(7,828)
INVESTING ACTIVITIES, net of effects of business combinations			
Net decrease in federal funds sold and interest-bearing deposits in banks	128,584	10,380	35,365
Purchases of securities available for sale	(126,909)	(90,033)	(146,847)

Proceeds from maturities of securities available for sale	51,215	50,490	146,789
Proceeds from sale of securities available for sale	94,051	36,669	29,240
(Increase)/decrease in restricted equity securities, net	8,028	(1,269)	4,135
Net increase in loans, excluding purchased non-covered and covered loans	(251,955)	(183,731)	(190,848)
Payments received on purchased non-covered loans	74,931	943	-
Payments received on covered loans	102,996	120,155	194,552
Purchase of premises and equipment	(5,709)	(5,634)	(9,065)
Proceeds from sale of premises and equipment	1,213	2,114	593
Purchase of bank owned life insurance	-	(30,000)	(15,506)
Proceeds from sale of other real estate owned	43,793	68,917	56,962
Payments received from FDIC under loss share agreements	22,494	68,822	128,730
Net cash proceeds received from acquisitions	1,099	4,123	220,516
Net cash provided by investing activities	143,831	51,946	454,616
FINANCING ACTIVITIES, net of effects of business combinations			
Net increase (decrease) in deposits	62,894	(99,115)	(384,638)
Net increase (decrease) in securities sold under agreements to repurchase	(15,634)	11,866	12,456
Repayment of other borrowings	(257,060)	(177,741)	(30,334)
Proceeds from other borrowings	118,963	175,000	-
Repurchase of warrant	-	-	(2,670)
Dividends paid - preferred stock	(286)	(1,400)	(2,642)
Dividends paid - common stock	(4,016)	-	-
Redemption of preferred stock	(28,000)	-	(24,000)
Proceeds from exercise of stock options	459	410	3
Purchase of treasury shares	(474)	(116)	(235)
Net cash used in financing activities	(123,154)	(91,096)	(432,060)

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands)

	2014	2013	2012
Net increase (decrease) in cash and due from banks	15,081	(17,301)	14,728
Cash and due from banks at beginning of period	62,955	80,256	65,528
Cash and due from banks at end of period	$ 78,036	$ 62,955	$ 80,256
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the year for:			
Interest	$ 14,667	$ 9,938	$ 16,782
Income taxes	$ 19,281	$ 16,925	$ 2,563
Loans (excluding purchased non-covered and covered loans) transferred to other real estate owned	$ 11,972	$ 9,137	$ 19,265
Purchased non-covered loans transferred to other real estate owned	$ 4,160	$ -	$ -
Covered loans transferred to other real estate owned	$ 13,650	$ 31,833	$ 43,298
Loans provided for the sales of other real estate owned	$ 1,109	$ 2,416	$ 5,991
Assets acquired in business combinations	$ 448,971	$ 745,027	$ 450,056
Liabilities assumed in business combinations	$ 411,701	$ 720,236	$ 430,019
Issuance of common stock in acquisitions	$ 34,474	$ 24,629	$ -
Change in unrealized gain (loss) on securities available for sale	$ 7,281	$ (8,321)	$ 190
Change in unrealized gain on cash flow hedge (interest rate swap)	$ (889)	$ 1,420	$ (879)

See Notes to Consolidated Financial Statements.

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AMERIS BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Ameris Bancorp (the Company) is a financial holding company whose primary business is presently conducted by Ameris Bank, its wholly owned banking subsidiary (the Bank). Through the Bank, the Company operates a full service banking business and offers a broad range of retail and commercial banking services to its customers concentrated in select markets in Georgia, Alabama, Florida and South Carolina. The Company also engages in mortgage banking activities and SBA lending, and, as such, acquires, sells and services one-to-four family residential mortgage loans and SBA loans in the Southeast. The Company and the Bank are subject to the regulations of certain federal and state agencies and are periodically examined by those regulatory agencies.

Basis of Presentation and Accounting Estimates

The consolidated financial statements include the accounts of the Company and its subsidiaries. Significant intercompany transactions and balances have been eliminated in consolidation.

In preparing the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Acquisition Accounting

Acquisitions are accounted for under the purchase method of accounting. Purchased assets and assumed liabilities are recorded at their estimated fair values as of the purchase date. Any identifiable intangible assets are also recorded at fair value. When the fair value of the assets purchased exceeds the fair value of liabilities assumed, it results in a bargain purchase gain. If the consideration given exceeds the fair value of the net assets received, goodwill is recognized. Fair values are subject to refinement for up to one year after the closing date of an acquisition as information relative to closing date fair values becomes available.

All identifiable intangible assets that are acquired in a business combination are recognized at fair value on the acquisition date. Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Because deposit liabilities and the related customer relationship intangible assets may be exchanged in a sale or exchange transaction, the intangible asset associated with the depositor relationship is considered identifiable.

Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date and prohibit the carryover of the related allowance for loan losses. When the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments, the difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the non-accretable discount. The Company must estimate expected cash flows at each reporting date. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in expected cash flows result in a reversal of the provision for loan losses to the extent of prior provisions and adjust accretable discount if no prior provisions have been made. This increase in accretable discount will have a positive impact on interest income.

Cash, Due from Banks and Cash Flows

For purposes of reporting cash flows, cash and due from banks includes cash on hand, cash items in process of collection and amounts due from banks. The Bank is required to maintain reserve balances in cash or on deposit with the Federal Reserve Bank. The total of the average daily required reserve was approximately $20.1 million and $11.6 million for the years ended 2014 and 2013, respectively. Net cash flows are reported for customer loan and deposit transactions, interest bearing deposits in other financial institutions, and federal funds purchased and repurchase agreements.

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Securities

The Company classifies its securities in one of three categories: (i) held to maturity, (ii) available for sale or (iii) trading. Trading securities are bought and held principally for the purpose of selling them in the near term. Held to maturity securities are those securities for which the Company has the ability and intent to hold until maturity. All other securities are classified as available for sale. At December 31, 2014 and 2013, all securities were classified as available for sale.

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

The amortization of premiums and accretion of discounts are recognized in interest income using methods approximating the interest method over the life of the securities. Realized gains and losses, determined on the basis of the cost of specific securities sold, are included in earnings on the trade date. A decline in the market value of any available for sale or held to maturity investment below cost that is deemed other than temporary is charged to earnings and establishes a new cost basis for the security for the decline in value deemed to be credit related. The decline in value attributed to non-credit related factors is recognized in other comprehensive income.

In determining whether other-than-temporary impairment losses exist, management considers (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer and (iii) the Company s intent to sell the security and whether it is more likely than not that the Company would be required to sell the security prior to its anticipated recovery or maturity.

Mortgage Loans Held-for-Sale

Mortgage loans held-for-sale are carried at the estimated fair value, as determined by outstanding commitments from third party investors in the secondary market. Adjustments to reflect unrealized gains and losses resulting from changes in fair value of mortgage loans held-for-sale and realized gains and losses upon ultimate sale of the loans are classified as noninterest income in the Consolidated Statements of Operation.

Servicing Rights

When mortgage and SBA loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in mortgage banking activity and gains on sales of SBA loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If the Company later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with Mortgage banking activity on the income statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

Servicing fee income, which is reported on the income statement as Other noninterest income , is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal; or a fixed amount per loan and are recorded as income when earned. The amortization of servicing rights is netted against loan servicing fee income. Servicing fees totaled $1,011,000, $611,000 and $453,000 for the years ended December 31, 2014, 2013 and 2012, respectively. Late fees and ancillary fees related to loan servicing are not material.

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Loans

Loans, excluding loans covered by FDIC loss-share agreements (covered loans) and purchased loans not covered by FDIC loss-share agreements (purchased non-covered loans) are reported at their outstanding principal balances less unearned income, net of deferred fees and origination costs and the allowance for loan losses. Interest income is accrued on the outstanding principal balance. For all classes of loans, the accrual of interest on loans is discontinued when, in management s opinion, the borrower may be unable to make payments as they become due, unless the loan is well-secured and in the process of collection. Interest income on mortgage and commercial loans is discontinued and placed on non-accrual status at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Mortgage loans and commercial loans are charged off to the extent principal or interest is deemed uncollectible. Consumer and credit card loans continue to accrue interest until they are charged off, generally between 90 and 120 days past due, unless the loan is in the process of collection. Non-accrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. All interest accrued, but not collected for loans that are placed on nonaccrual or charged off, is reversed against interest income. Interest income on nonaccrual loans is subsequently recognized only to the extent cash payments are received until the loans are returned to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Purchased Loans

Purchased loans include loans acquired in FDIC-assisted acquisitions (covered loans) and other acquisitions (purchased non-covered loans) and are initially recorded at fair value on the date of the purchase. Purchased loans that contain evidence of credit deterioration (purchased credit impaired loans) on the date of purchase are carried at the net present value of expected future proceeds. All other purchased loans are recorded at their initial fair value, adjusted for subsequent advances, pay downs, amortization or accretion of any premium or discount on purchase, charge-offs and any other adjustment to carrying value. There is no carryover of the seller s allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses.

In determining the initial fair value of purchased loans without evidence of credit deterioration at the date of acquisition, management includes (i) no carryover of any previously recorded ALLL and (ii) an adjustment of the recorded investment to reflect an appropriate market rate of interest, given the risk profile and grade assigned to each loan. This adjustment is accreted into earnings as a yield adjustment, using the effective yield method, over the remaining life of each loan.

Purchased credit impaired loans are accounted for individually. The Company estimates the amount and timing of expected cash flows for each loan, and the expected cash flows in excess of the amount paid is recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan s contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

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

Allowance for Loan Losses

The allowance for loan losses is established through a provision for loan losses charged to expense. Loan losses are charged against the allowance when management believes the collection of a loan s principal is unlikely. Subsequent recoveries are credited to the allowance.

The allowance is an amount that management believes will be adequate to absorb estimated losses relating to specifically identified loans, as well as probable incurred losses in the balance of the loan portfolio. The allowance for loan losses is evaluated on a regular basis by management and is based upon management s periodic review of various risks in the loan portfolio highlighted by historical experience, the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, current economic conditions that may affect the borrower s ability to pay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance for loan losses evaluation does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank s allowance for loan losses and may require the Bank to make additions to the allowance based on their judgment about information available to them at the time of their examinations.

The allowance consists of specific and general components. The specific component includes loans management considers impaired and other loans or groups of loans that management has classified with higher risk characteristics. For such loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors.

The allowance for loan losses represents a reserve for probable incurred losses in the loan portfolio. The adequacy of the allowance for loan losses is evaluated periodically based on a review of all significant loans, with a particular emphasis on non-accruing, past due and other loans that management believes might be potentially impaired or warrant additional attention. The Company segregates the loan portfolio by type of loan and utilizes this segregation in evaluating exposure to risks within the portfolio. In addition, based on internal reviews and external reviews performed by independent loan reviewers and regulatory authorities, the Company further segregates the loan portfolio by loan grades based on an assessment of risk for a particular loan or group of loans. Certain reviewed loans are assigned specific allowances when a review of relevant data determines that a general allocation is not sufficient. In establishing allowances, management considers historical loan loss experience but adjusts this data with a significant emphasis on data such as risk ratings, current loan quality trends, current economic conditions and other factors in the markets where the Company operates. Factors considered include, among others, current valuations of real estate in their markets, unemployment rates, the effect of weather conditions on agricultural related entities and other significant local economic events.

The Company has developed a methodology for determining the adequacy of the allowance for loan losses which is monitored by the Company s Chief Credit Officer. Procedures provide for the assignment of a risk rating for every loan included in the total loan portfolio, with the exception of credit card receivables and overdraft protection loans which are treated as pools for risk rating purposes. The risk rating schedule provides nine ratings of which five ratings are classified as pass ratings and four ratings are classified as criticized ratings. Each risk rating is assigned a percentage factor of historical losses, calculated by loan type, to be applied to the balance of loans by risk rating and type, to determine the adequate amount of reserve. Many of the larger loans require an annual review by an independent loan officer or an independent third party loan review firm. As a result of these loan reviews, certain loans may be assigned specific reserve allocations. Other loans that surface as problem loans may also be assigned specific reserves. Past due loans are assigned risk ratings based on the number of days past due. The calculation of the allowance for loan losses, including underlying data and assumptions, is reviewed regularly by the Company s Chief Financial Officer and the independent internal loan review department.

Loan losses are charged against the allowance when management believes the collection of a loan s principal is unlikely. Subsequent recoveries are credited to the allowance. Consumer loans are charged-off in accordance with the Federal Financial Institutions Examination Council s (FFIEC) Uniform Retail Credit Classification and Account Management Policy. Commercial loans are charged-off when they are deemed uncollectible, which usually involves a triggering event within the collection effort. If the loan is collateral dependent, the loss is more easily identified and is charged-off when it is identified, usually based upon receipt of an appraisal. However, when a loan has guarantor support, and the guarantor demonstrates willingness and capacity to support the debt, the Company may carry the estimated loss as a reserve against the loan while collection efforts with the guarantor are pursued. If, after collection efforts with the guarantor are complete, the deficiency is still considered uncollectible, the loss is charged-off and any further collections are treated as recoveries. In all situations, when a loan is downgraded to an Asset Quality Rating of 60 (Loss per the regulatory guidance), the uncollectible portion is charged-off.

Premises and Equipment

Land is carried at cost. Other premises and equipment are carried at cost, less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets. In general, estimated lives for buildings are up to 40 years, furniture and equipment useful lives range from three to 20 years and the lives of software and computer related equipment range from three to five years. Leasehold improvements are amortized over the life of the related lease, or the related assets, whichever is shorter. Expenditures for major improvements of the Company s premises and equipment are capitalized and depreciated over their estimated useful lives. Minor repairs, maintenance and improvements are charged to operations as incurred. When assets are sold or disposed of, their cost and related accumulated depreciation are removed from the accounts and any gain or loss is reflected in earnings.

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FDIC Loss-Share Receivable

In connection with the Company s FDIC-assisted acquisitions, the Company has recorded an FDIC loss-share receivable to reflect the indemnification provided by the FDIC. Since the indemnified items are covered loans and covered foreclosed assets, which are initially measured at fair value, the FDIC loss-share receivable is also initially measured and recorded at fair value, and is calculated by discounting the cash flows expected to be received from the FDIC. These cash flows are estimated by multiplying estimated losses by the reimbursement rates as set forth in the loss-share agreements. The balance of the FDIC loss-share receivable and the accretion (or amortization) thereof is adjusted periodically to reflect changes in expectations of discounted cash flows, expense reimbursements under the loss-share agreements and other factors. The Company is accreting (or amortizing) its FDIC loss-share receivable over the shorter of the contractual term of the indemnification agreement (ten years for the single family loss share agreements, and five years for the non-single family loss share agreements) or the remaining life of the indemnified asset.

Pursuant to the clawback provisions of the loss share agreements for the Company s FDIC-assisted acquisitions, the Company may be required to reimburse the FDIC should actual losses be less than certain thresholds established in each loss share agreement. The amount of the clawback provision for each acquisition is measured and recorded at fair value. It is calculated as the difference between management s estimated losses on covered loans and covered foreclosed assets and the loss threshold contained in each loss share agreement, multiplied by the applicable clawback provisions contained in each loss share agreement. This clawback amount, which is payable to the FDIC upon termination of the applicable loss share agreement, is then discounted back to net present value, generally over ten years. To the extent that actual losses on covered loans and covered foreclosed assets are less than estimated losses, the applicable clawback payable to the FDIC upon termination of the loss share agreements will increase. To the extent that actual losses on covered loans and covered foreclosed assets are more than estimated losses, the applicable clawback payable to the FDIC upon termination of the loss share agreements will decrease. The balance of the FDIC clawback payable and the amortization thereof are adjusted periodically to reflect changes in expected losses on covered assets and the impact of such changes on the clawback payable and other factors. The FDIC loss-share receivable is reported net of the clawback liability.

Goodwill and Intangible Assets

Goodwill represents the excess of cost over the fair value of the net assets purchased in business combinations. Goodwill is required to be tested annually for impairment or whenever events occur that may indicate that the recoverability of the carrying amount is not probable. In the event of an impairment, the amount by which the carrying amount exceeds the fair value is charged to earnings. The Company performs its annual test of impairment in the fourth quarter of each year.

Intangible assets consist of core deposit premiums acquired in connection with business combinations and are based on the established value of acquired customer deposits. The core deposit premium is initially recognized based on a valuation performed as of the consummation date and is amortized over an estimated useful life of five to seven years. Amortization periods are reviewed annually in connection with the annual impairment testing of goodwill.

Cash Value of Bank Owned Life Insurance

The Company has purchased life insurance policies on certain officers. The life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Other Real Estate Owned

Foreclosed assets acquired through or in lieu of loan foreclosure are held for sale and are initially recorded at fair value less estimated cost to sell. Any write-down to fair value at the time of transfer to foreclosed assets is charged to the allowance for loan losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Costs of improvements are capitalized up to the fair value of the property, whereas costs relating to holding foreclosed assets and subsequent adjustments to the value are charged to operations.

Income Taxes

Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

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

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The Company currently evaluates income tax positions judged to be uncertain. A loss contingency reserve is accrued if it is probable that the tax position will be challenged, it is probable that the future resolution of the challenge will confirm that a loss has been incurred, and the amount of such loss can be reasonably estimated.

The Company recognizes interest and penalties related to income tax matters in other noninterest expenses.

Stock-Based Compensation

The Company accounts for its stock compensation plans using a fair value based method whereby compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. The Company recorded approximately $2.1 million, $1.0 million and $1.0 million of stock-based compensation cost in 2014, 2013 and 2012, respectively.

Treasury Stock

The Company s repurchases of shares of its common stock are recorded at cost as treasury stock and result in a reduction of stockholders equity.

Earnings Per Share

Basic earnings per common share are computed using the two-class method. Basic earnings per share are computed by dividing net income allocated to common stockholders by the weighted-average number of shares of common stock outstanding during the year. Diluted earnings per common share are computed by dividing net income allocated to common shareholders by the effect of the issuance of potential common shares that are dilutive and by the sum of the weighted-average number of shares of common stock outstanding. Potential common shares consist of stock options and restricted shares for the years ended December 31, 2014 and 2013, and are determined using the treasury stock method. Potential common shares consist of stock options, restricted shares and warrants for the year ended December 31, 2012, and are determined using the treasury stock method. The Company has determined that its outstanding non-vested stock awards are participating securities, and all dividends on these awards are paid similar to other dividends.

Presented below is a summary of the components used to calculate basic and diluted earnings per share:

	Years Ended December 31,		
	2014	**2013**	**2012**
	(Dollars in Thousands)		
Distributed earnings allocated to common stockholders	$ 4,016	$ -	$ -
Undistributed earnings allocated to common stockholders	34,421	18,280	10,858
Net income available to common shareholders	$ 38,437	$ 18,280	$ 10,858
Weighted average number of common shares outstanding	25,974	23,918	23,816
Effect of dilutive restricted grants	15	378	-
Effect of dilutive options	270	169	41

Weighted average number of common shares outstanding used to calculate diluted earnings per share	26,259	24,465	23,857

For the years ended December 31, 2014, 2013 and 2012, the Company has excluded 6,000, 324,000 and 418,000, respectively, potential common shares with strike prices that would cause them to be anti-dilutive.

Derivative Instruments and Hedging Activities

The goal of the Company s interest rate risk management process is to minimize the volatility in the net interest margin caused by changes in interest rates. Derivative instruments are used to hedge certain assets or liabilities as a part of this process. The Company is required to recognize certain contracts and commitments as derivatives when the characteristics of those contracts and commitments meet the definition of a derivative. All derivative instruments are required to be carried at fair value on the balance sheet.

The Company s current hedging strategies involve utilizing interest rate swaps classified as cash flow hedges. Cash flows related to floating-rate assets and liabilities will fluctuate with changes in an underlying rate index. When effectively hedged, the increases or decreases in cash flows related to the floating rate asset or liability will generally be offset by changes in cash flows of the derivative instrument designated as a hedge. The fair value of derivatives is recognized as assets or liabilities in the financial statements. The accounting for the changes in the fair value of a derivative depends on the intended use of the derivative instrument at inception. The change in fair value of the effective portion of cash flow hedges is accounted for in other comprehensive income rather than net income.

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The Company had a cash flow hedge with notional amount of $37.1 million at December 31, 2014, 2013 and 2012 for the purpose of converting the variable rate on the junior subordinated debentures to a fixed rate. The fair value of these instruments amounted to a liability of approximately $1.3 million and $370,000 as of December 31, 2014 and 2013, respectively. No material hedge ineffectiveness from cash flow hedges was recognized in the statement of income. All components of each derivative s gain or loss are included in the assessment of hedge effectiveness.

Mortgage Banking Derivatives

The Company maintains a risk management program to manage interest rate risk and pricing risk associated with its mortgage lending activities. Commitments to fund mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of these mortgage loans are accounted for as free standing derivatives. The fair value of the interest rate lock is recorded at the time the commitment to fund the mortgage loan is executed and is adjusted for the expected exercise of the commitment before the loan is funded. In order to hedge the change in interest rates resulting from its commitments to fund the loans, the Company enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into. Fair values of these mortgage derivatives are estimated based on changes in mortgage interest rates from the date the interest on the loan is locked. Changes in the fair values of these derivatives are included in mortgage banking activity. The fair value of these instruments amounted to an asset of approximately $1,757,000 and $1,180,000 at December 31, 2014 and 2013, respectively.

Comprehensive Income

The Company s comprehensive income consists of net income, changes in the net unrealized holding gains and losses of securities available for sale, unrealized gain or loss on the effective portion of the cash flow hedge and the realized gain or loss recognized due to the sale or unwind of cash flow hedge prior to their contractual maturity date. These amounts are carried in accumulated other comprehensive income (loss) on the consolidated statements of stockholders equity and are presented net of taxes.

Fair Value of Financial Instruments

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

Operating Segments

The Company has three reportable segments, the Banking Division, the Mortgage Division and the SBA Division. The Banking Division derives its revenues from the delivery of full service financial services to include commercial loans, consumer loans and deposit accounts. The Mortgage Division derives its revenues from the origination, sales and servicing of one-to-four family residential mortgage loans. The SBA Division derives its revenues from the origination, sales and servicing of SBA loans. The Banking, Mortgage and SBA Divisions are managed as separate business units because of the different products and services they provide. The Company evaluates performance and allocates resources based on profit or loss from operations. There are no material intersegment sales or transfers.

New Accounting Standards

ASU 2015-01 - *Income Statement Extraordinary and Unusual Items* (ASU 2015-01). ASU 2015-01 eliminates the concept of extraordinary items by no longer allowing companies to segregate an extraordinary item from the results of operations, separately present an extraordinary item on the income statement, or disclose income taxes or earnings-per-share data applicable to an extraordinary item. ASU 2015-01 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, and early adoption is permitted. The adoption of this standard is not expected to have a material effect on the Company s results of operations, financial position or disclosures.

ASU 2014-17 *Business Combinations: Pushdown Accounting* (ASU 2014-17). ASU 2014-17 amends existing guidance related to the accounting by an acquired entity upon a change-in-control event. The standard provides an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. An acquired entity may elect the option to apply pushdown accounting in the reporting period in which the change-in-control event occurs. If pushdown accounting is not applied in the reporting period in which the change-in-control event occurs, an acquired entity will have the option to elect to apply pushdown accounting in a subsequent reporting period to the acquired entity s most recent change-in-control event. ASU 2014-17 was effective on November 18, 2014. The adoption of this standard has not had a material effect on the Company s operating results or financial condition.

ASU 2014-14 *Receivables Troubled Debt Restructurings by Creditors: Classification of Certain Government-Guaranteed Mortgage Loans Upon Foreclosure* (ASU 2014-14). ASU 2014-14 amends existing guidance related to the classification of certain government-guaranteed mortgage loans, including those guaranteed by the FHA and the VA, upon foreclosure. It requires that a mortgage loan be derecognized and a separate other receivable be recognized upon foreclosure if three conditions are met. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. ASU 2014-14 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014, and early adoption is permitted. It can be applied using a prospective transition method or a modified retrospective transition using a cumulative-effect adjustment. The Company is evaluating the impact this standard may have on the Company s results of operations, financial position or disclosures.

ASU 2014-12 *Compensation Stock Compensation Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period* (ASU 2014-12). ASU 2014-12 amends existing guidance related to the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The standard requires that a performance target that affects vesting and that could be achieved after the requisite service period should be treated as a performance condition. ASU 2014-12 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, and early adoption is permitted. It can be applied either prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The adoption of this standard is not expected to have a material effect on the Company s operating results or financial condition.

ASU 2014-11 *Transfers and Servicing Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures* (ASU 2014-11). ASU 2014-11 aligns the accounting for repurchase-to-maturity transactions and repurchase agreements executed as a repurchase financing with the accounting for other typical repurchase agreements. ASU 2014-11 requires that these transactions all be accounted for as secured borrowings. The standard requires a new disclosure for transactions economically similar to repurchase agreements in which the transferor retains substantially all of the exposure to the economic return on the transferred financial assets throughout the term of the transaction and requires expanded disclosures about the nature of collateral pledged in repurchase agreements and similar transactions accounted for as secured borrowings. ASU 2014-11 is effective for the first interim or annual period beginning after December 15, 2014. An entity is required to present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. Earlier application for a public business entity is prohibited. The Company is currently evaluating the impact this standard will have on the Company s results of operations, financial position or disclosures.

ASU 2014-09 *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 provides guidance that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective prospectively, for annual and interim periods, beginning after December 15, 2016. The Company is currently evaluating the impact this standard will have on the Company s results of operations, financial position or disclosures.

ASU 2014-04 *Receivables Troubled Debt Restructurings by Creditors* (ASU 2014-04). ASU 2014-04 clarifies when a creditor should reclassify mortgage loans collateralized by residential real estate from loans to other real estate owned. It defines when an in-substance repossession or foreclosure has occurred and when a creditor is considered to have received physical possession of residential real estate collateralizing a mortgage loan. ASU 2014-04 is effective for fiscal years beginning after December 31, 2014, and early adoption is permitted. It can be applied either prospectively or using a modified retrospective transition method. The Company is evaluating the impact this standard may have on the Company s results of operations, financial position or disclosures.

ASU 2013-11 - *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward. However, if a net operating loss carryforward, a similar tax loss or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of these revisions did not have a material impact on the Company s results of operations, financial position or disclosures.

Reclassifications

Certain reclassifications of prior year amounts have been made to conform with the current year presentations.

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NOTE 2. BUSINESS COMBINATIONS

Coastal Bankshares, Inc.

On June 30, 2014, the Company completed its acquisition of The Coastal Bankshares, Inc. (Coastal), a bank holding company headquartered in Savannah, Georgia. Upon consummation of the acquisition, Coastal was merged with and into the Company, with Ameris as the surviving entity in the merger. At that time, Coastal s wholly owned banking subsidiary, The Coastal Bank (Coastal Bank), was also merged with and into the Bank. The acquisition grew the Company s existing market presence, as Coastal Bank had a total of six banking locations in Chatham, Liberty and Effingham Counties, Georgia. Coastal s common shareholders received 0.4671 of a share of the Company s common stock in exchange for each share of Coastal s common stock. As a result, the Company issued 1,598,998 common shares at a fair value of $34.5 million and paid $2.8 million cash in exchange for outstanding warrants.

The acquisition of Coastal was accounted for using the purchase method of accounting in accordance with FASB ASC 805, *Business Combinations*. Assets acquired, liabilities assumed and consideration exchanged were recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values becomes available. During the third quarter of 2014, management revised its initial estimates regarding the valuation of other real estate owned. In addition, during the third and fourth quarters of 2014, management continued its assessment and recorded the deferred tax assets resulting from differences in the carrying values of acquired assets and assumed liabilities for financial reporting purposes and their basis for income tax purposes. This estimate also reflects acquired net operating loss carryforwards and other acquired assets with built-in losses that are expected to be settled or otherwise recovered in future periods where the realization of such benefits would be subject to applicable limitations under Sections 382 of the Internal Revenue Code of 1986, as amended. Management continues to evaluate fair value adjustments related to deferred tax assets, pending the filing of the file tax return for Coastal.

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The following table presents the assets acquired and liabilities of Coastal assumed as of June 30, 2014 and their fair value estimates:

(Dollars in Thousands)	As Recorded by Coastal	Initial Fair Value Adjustments	Subsequent Fair Value Adjustments	As Recorded by Ameris
Assets				
Cash and cash equivalents	$ 3,895	$ -	$ -	$ 3,895
Federal funds sold and interest-bearing balances	15,923	-	-	15,923
Investment securities	67,266	(500)(a)	-	66,766
Other investments	975	-	-	975
Mortgage loans held for sale	7,288	-	-	7,288
Loans	296,141	(16,700)(b)	-	279,441
Less allowance for loan losses	(3,218)	3,218(c)	-	-
Loans, net	292,923	(13,482)	-	279,441
Other real estate owned	14,992	(3,528)(d)	(2,600)(g)	8,864
Premises and equipment	11,882	-	-	11,882
Intangible assets	507	4,266(e)	(231)(h)	4,542
Cash value of bank owned life insurance	7,812	-	-	7,812
Other assets	14,898	-	(752)(i)	14,146
Total assets	$ 438,361	$ (13,244)	$ (3,583)	$ 421,534
Liabilities				
Deposits:				
Noninterest-bearing	$ 80,012	$ -	$ -	$ 80,012
Interest-bearing	289,012	-	-	289,012
Total deposits	369,024	-	-	369,024
Federal funds purchased and securities sold under agreements to repurchase	5,428	-	-	5,428
Other borrowings	22,005	-	-	22,005
Other liabilities	6,192	-	-	6,192
Subordinated deferrable interest debentures	15,465	(6,413)(f)	-	9,052
Total liabilities	418,114	(6,413)	-	411,701
Net identifiable assets acquired over (under) liabilities assumed	20,247	(6,831)	(3,583)	9,833
Goodwill	-	23,854	3,583	27,437
	$ 20,247	$ 17,023	$ -	$ 37,270

Net assets acquired over (under) liabilities assumed

Consideration:		
Ameris Bancorp common shares issued		1,598,998
Purchase price per share of the Company s common stock	$	21.56
Company common stock issued		34,474
Cash exchanged for shares		2,796
Fair value of total consideration transferred	$	37,270

Explanation of fair value adjustments

(a) Adjustment reflects the fair value adjustments of the available for sale portfolio as of the acquisition date.

(b) Adjustment reflects the fair value adjustments based on the Company s evaluation of the acquired loan portfolio.

(c) Adjustment reflects the elimination of Coastal s allowance for loan losses.

(d) Adjustment reflects the fair value adjustment based on the Company s evaluation of the acquired OREO portfolio.

(e) Adjustment reflects the recording of core deposit intangible on the acquired core deposit accounts.

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(f) Adjustment reflects the fair value adjustment to the subordinated deferrable interest debentures at the acquisition date.

(g) Adjustment reflects the additional fair value adjustment based on the Company s evaluation of the acquired OREO portfolio.

(h) Adjustment reflects final recording of core deposit intangible on the acquired core deposit accounts.

(i) Adjustment reflects the deferred taxes on the difference in the carrying values of acquired assets and assumed liabilities for financial reporting purposes and their basis for federal income tax purposes.

Goodwill of $27.4 million, which is the excess of the merger consideration over the fair value of net assets acquired, was recorded in the Coastal acquisition and is the result of expected operational synergies and other factors. This goodwill is not expected to be deductible for tax purposes.

The results of operations of Coastal subsequent to the acquisition date are included in the Company s consolidated statements of operations. The following unaudited pro forma information reflects the Company s estimated consolidated results of operations as if the acquisition had occurred on January 1, 2013, unadjusted for potential cost savings (in thousands).

	Year Ended December 31, 2014	Year Ended December 31, 2013
Net interest income and noninterest income	$ 223,281	$ 183,459
Net income	$ 36,855	$ 21,397
Net income available to common stockholders	$ 36,569	$ 19,659
Income per common share available to common stockholders basic	$ 1.33	$ 0.77
Income per common share available to common stockholders diluted	$ 1.31	$ 0.76
Average number of shares outstanding, basic	27,573	25,517
Average number of shares outstanding, diluted	27,858	25,947

In the acquisition, the Company purchased $279.4 million of loans at fair value, net of $16.7 million, or 5.64%, estimated discount to the outstanding principal balance. Of the total loans acquired, management identified $29.3 million that were considered to be credit impaired and are accounted for under ASC Topic 310-30. The table below summarizes the total contractually required principal and interest cash payment, management s estimate of expected total cash payments and fair value of the loans as of acquisition date for purchased credit impaired loans. Contractually required principal and interest payment have been adjusted for estimated prepayments.

Contractually required principal and interest	$ 38,194
Non-accretable difference	(5,632)

Cash flows expected to be collected		32,562
Accretable yield		(3,282)
Total purchased credit-impaired loans acquired	$	29,280

Prosperity Banking Company

On December 23, 2013, the Company completed its acquisition of The Prosperity Banking Company (Prosperity), a bank holding company headquartered in Saint Augustine, Florida. At that time, Prosperity s wholly owned banking subsidiary, Prosperity Bank (Prosperity Bank), was merged with and into the Bank. Prosperity Bank had a total of 12 banking locations, with the majority of the franchise concentrated in northeast Florida. Upon consummation of the acquisition, Prosperity was merged with and into the Company, with Ameris as the surviving entity in the merger. Prosperity s common shareholders were entitled to elect to receive either 3.125 shares of the Company s common stock or $41.50 in cash in exchange for each share of Prosperity s voting common stock. As a result, the Company issued 1,168,918 common shares at a fair value of $24.6 million.

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The acquisition of Prosperity was accounted for using the purchase method of accounting in accordance with FASB ASC 805, *Business Combinations*. Assets acquired, liabilities assumed and consideration exchanged were recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. During the fourth quarter of 2014, management adjusted the deferred tax assets resulting from differences in the carrying values of acquired assets and assumed liabilities for financial reporting purposes and their basis for income tax purposes. This estimate also reflects acquired net operating loss carryforwards and other acquired assets with built-in losses that are expected to be settled or otherwise recovered in future periods where the realization of such benefits would be subject to applicable limitations under Sections 382 of the Internal Revenue Code of 1986, as amended.

The following table presents the assets acquired and liabilities of Prosperity assumed as of December 23, 2013 and their fair value estimates:

(Dollars in Thousands)	As Recorded by Prosperity	Initial Fair Value Adjustments	Subsequent Fair Value Adjustments	As Recorded by Ameris
Assets				
Cash and cash equivalents	$ 4,285	$ -	$ -	$ 4,285
Federal funds sold and interest-bearing balances	21,687	-	-	21,687
Investment securities	151,863	411 (a)	-	152,274
Other investments	8,727	-	-	8,727
Loans	487,358	(37,662)(b)	-	449,696
Less allowance for loan losses	(6,811)	6,811 (c)	-	-
Loans, net	480,547	(30,851)	-	449,696
Other real estate owned	6,883	(1,260)(d)	-	5,623
Premises and equipment	36,293	-	-	36,293
Intangible assets	174	4,383 (e)	-	4,557
Other assets	26,600	1,192 (f)	(1,060)(j)	26,732
Total assets	$ 737,059	$ (26,125)	$ (1,060)	$ 709,874
Liabilities				
Deposits:				
Noninterest-bearing	$ 149,242	$ -	$ -	$ 149,242
Interest-bearing	324,441	-	-	324,441
Total deposits	473,683	-	-	473,683
Federal funds purchased and securities sold under agreements to repurchase	21,530	-	-	21,530
Other borrowings	185,000	12,313(g)	-	197,313
Other liabilities	14,058	455(h)	-	14,513

Subordinated deferrable interest debentures	29,500	(16,303)(i)	-	13,197
Total liabilities	723,771	(3,535)	-	720,236
Net identifiable assets acquired over (under) liabilities assumed	13,288	(22,590)	(1,060)	(10,362)
Goodwill	-	34,093	1,060	35,153
Net assets acquired over (under) liabilities assumed	$ 13,288	$ 11,503	$ -	$ 24,791
Consideration:				
Ameris Bancorp common shares issued	1,168,918			
Purchase price per share of the Company s common stock	$ 21.07			
Company common stock issued	24,629			
Cash exchanged for shares	162			
Fair value of total consideration transferred	$ 24,791			

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Explanation of fair value adjustments

(a) Adjustment reflects the fair value adjustments of the available for sale portfolio as of the acquisition date.

(b) Adjustment reflects the fair value adjustments based on the Company s evaluation of the acquired loan portfolio.

(c) Adjustment reflects the elimination of Prosperity s allowance for loan losses.

(d) Adjustment reflects the fair value adjustment based on the Company s evaluation of the acquired OREO portfolio.

(e) Adjustment reflects the recording of core deposit intangible on the acquired core deposit accounts.

(f) Adjustment reflects the adjustment to write-off the non-realizable portion of Prosperity s deferred tax asset of ($6.644 million), to record the deferred tax asset generated by purchase accounting adjustments of $8.435 million and to record the fair value adjustment of other assets of ($0.599 million) at the acquisition date.

(g) Adjustment reflects the fair value adjustment (premium) to the FHLB borrowings of $12.741 million and the fair value adjustment to the subordinated debt of $0.428 million.

(h) Adjustment reflects the fair value adjustment of other liabilities at the acquisition date.

(i) Adjustment reflects the fair value adjustment to the subordinated deferrable interest debentures s at the acquisition date.

(j) Adjustment reflects the deferred taxes on the difference in the carrying values of acquired assets and assumed liabilities for financial reporting purposes and their basis for federal income tax purposes.

Goodwill of $35.2 million, which is the excess of the merger consideration over the fair value of net assets acquired, was recorded in the Prosperity acquisition and is the result of expected operational synergies and other factors. This goodwill is not expected to be deductible for tax purposes.

The results of operations of Prosperity subsequent to the acquisition date are included in the Company s consolidated statements of income. The following unaudited pro forma information reflects the Company s estimated consolidated results of income as if the acquisition had occurred on January 1, 2012, unadjusted for potential cost savings (in thousands).

	Year Ended December 31, Unaudited	
	2013	2012
Net interest income and noninterest income	$ 187,927	$ 199,089
Net income	$ 19,927	$ 15,604
Net income available to common shareholders	$ 18,189	$ 12,027
Net income common share available to common shareholders basic	$ .73	$ .48
Net income per common share available to common shareholders diluted	$ .71	$ .48
Average number shares outstanding, basic	25,087	24,985
Average number shares outstanding, diluted	25,634	25,026

In the acquisition, the Company purchased $449.7 million of loans at fair value, net of $37.7 million, or 7.73%, estimated discount to the outstanding principal balance. Of the total loans acquired, management identified $67.2 million that were considered to be credit impaired and are accounted for under ASC Topic 310-30. The table below summarizes the total contractually required principal and interest cash payment, management s estimate of expected total cash payments and fair value of the loans as of acquisition date for purchased credit impaired loans. Contractually required principal and interest payment have been adjusted for estimated prepayments.

Contractually required principal and interest	$ 92,461
Non-accretable difference	(14,311)
Cash flows expected to be collected	78,150
Accretable yield	(10,985)
Total purchased credit-impaired loans acquired	$ 67,165

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On the dates of acquisition, the Company estimated the future cash flows on each individual loan and made the necessary adjustments to reflect the asset at fair value. At each quarter end subsequent to the acquisition dates, the Company revises the estimates of future cash flows based on current information and makes the necessary adjustments to carrying value. The adjustments are performed on a loan-by-loan basis and have resulted in the Company recording an $84,000 provision for loan loss expense during the year ended December 31, 2014. There were no adjustments needed during the year ended December 31, 2013.

A rollforward of purchased non-covered loans for the years ended December 31, 2014 and 2013 is shown below:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 448,753	$ -
Charge-offs, net of recoveries	(84)	-
Additions due to acquisitions	279,441	449,696
Accretion	9,745	-
Transfers to purchased non-covered other real estate owned	(4,160)	-
Transfer from covered loans due to loss share expiration	15,475	-
Payments received	(74,931)	(943)
Ending balance	$ 674,239	$ 448,753

The following is a summary of changes in the accretable discounts of purchased non-covered loans during years ended December 31, 2014 and 2013:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 26,189	$ -
Additions due to acquisitions	7,799	26,189
Accretion	(9,745)	-
Transfers between non-accretable and accretable discounts, net	1,473	-
Ending balance	$ 25,716	$ 26,189

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NOTE 3. ASSETS ACQUIRED IN FDIC-ASSISTED ACQUISITIONS

From October 2009 through July 2012, the Company has participated in ten FDIC-assisted acquisitions (the acquisitions) whereby the Company purchased certain failed institutions out of the FDIC s receivership. These institutions include:

Bank Acquired	Location:	Branches:	Date Acquired
American United Bank (AUB)	Lawrenceville, Ga.	1	October 23, 2009
United Security Bank (USB)	Sparta, Ga.	2	November 6, 2009
Satilla Community Bank (SCB)	St. Marys, Ga.	1	May 14, 2010
First Bank of Jacksonville (FBJ)	Jacksonville, Fl.	2	October 22, 2010
Tifton Banking Company (TBC)	Tifton, Ga.	1	November 12, 2010
Darby Bank & Trust (DBT)	Vidalia, Ga.	7	November 12, 2010
High Trust Bank (HTB)	Stockbridge, Ga.	2	July 15, 2011
One Georgia Bank (OGB)	Atlanta, Ga.	1	July 15, 2011
Central Bank of Georgia (CBG)	Ellaville, Ga.	5	February 24, 2012
Montgomery Bank & Trust (MBT)	Ailey, Ga.	2	July 6, 2012

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of the acquisitions, as well as key elements of the purchase and assumption agreements between the FDIC and the Bank (in thousands):

	AUB	USB	SCB	FBJ	TBC	DBT	HTB	OGB	CBG	M
	$ 26,452	$ 41,490	$ (33,093)	$ 10,669	$ 4,862	$ (58,158)	$ 36,432	$ 1,585	$ 65,050	$ 15
nt	10,242	8,335	10,814	7,343	7,060	105,562	14,770	28,891	39,920	
d	-	2,605	12,661	5,690	-	-	-	5,070	-	
	56,482	83,646	68,751	40,454	92,568	261,340	84,732	74,843	124,782	
d	2,165	8,069	2,012	1,816	3,472	22,026	10,272	7,242	6,177	
s t	24,200	21,640	22,400	11,307	22,807	112,404	49,485	45,488	52,654	
e	187	386	185	132	175	1,180	-	-	1,149	
	1,266	3,001	612	298	1,092	3,957	1,772	2,933	3,457	

	120,994	169,172	84,342	77,709	132,036	448,311	197,463	166,052	293,189	15
s										
	100,470	141,094	75,530	71,869	132,939	386,958	175,887	136,101	261,036	15
	7,802	1,504	-	2,613	-	2,724	-	21,107	10,334	
	277	453	604	842	53	54,418	2,654	899	1,782	
	108,549	143,051	76,134	75,324	132,992	444,100	178,541	158,107	273,152	15
s										
	$ 12,445	$ 26,121	$ 8,208	$ 2,385	$ (956)	$ 4,211	$ 18,922	$ 7,945	$ 20,037	$

Each acquisition with loss sharing agreements has separate agreements for the single family residential assets (SFR) and the non-single family assets (NSF). The SFR agreements cover losses and recoveries for ten years. The NSF agreements are for eight years. During the first five years, losses and recoveries are covered. During the final three years, only recoveries, net of expenses, are covered. The AUB SFR agreement was terminated during 2012 and Ameris received a payment of $87,000. The AUB and USB NSF agreements passed their five year anniversary during the fourth quarter of 2014 and losses will no longer be reimbursed. The remaining NSF assets for these two agreements have been reclassified to purchased non-covered loans and purchased non-covered other real estate owned.

The failed bank bidding process was a competitive process and the FDIC offered a variety of reimbursement structures. The AUB and USB agreements were structured to reimburse combined SFR and NSF losses up to a threshold at 80% ($38 million for AUB and $46 million for USB) with losses in excess of the threshold reimbursed at 95%. For SCB, FBJ, TBC, HTB, OGB, and CBG all losses under the agreements are reimbursed at 80%. For DBT, the losses under the SFR and NSF agreements have separate thresholds and reimbursement percentages. Under the SFR agreement, losses up to $8.4 million were reimbursed at 80%, losses between $8.4 million and $11.8 million were reimbursed at 30%, and losses in excess of $11.8 million will be reimbursed at 80%. Under this agreement, losses of $14.5 million have been incurred and all future losses will be reimbursed at 80%. Under the NSF agreement, losses up to $123.4 million will be reimbursed at 80%, losses between $123.4 million and $181.3 million will be reimbursed at 30%, and losses in excess of $181.3 million will be reimbursed at 80%. Under this agreement, losses of $110.2 million have been incurred. MBT did not have a loss sharing agreement.

The results of operations of CBG and MBT subsequent to the acquisition date are included in the Company s consolidated statements of income. The following unaudited pro forma information reflects the Company s estimated consolidated results of operations as if the acquisitions had occurred on January 1, 2012, unadjusted for potential cost savings (in thousands).

	Year Ended December 31, 2012
Net interest income and noninterest income	$ 176,262
Net loss	$ (10,233)
Net loss available to common shareholders	$ (13,810)
Loss per common share available to common shareholders basic and diluted	$ (0.58)
Average number shares outstanding, basic	23,816
Average number shares outstanding, diluted	23,857

The CBG acquisition resulted in a gain of $20.0 million, before tax, which is included in the Company s December 31, 2012 consolidated statement of income. Due to the difference in tax bases of the assets acquired and liabilities assumed, the Bank recorded a deferred tax liability of $7.0 million, resulting in an after-tax gain of $13.0 million during 2012. The MBT acquisition did not result in a gain or loss during 2012.

The following table presents the loans receivable (in thousands) at the 2012 acquisition date for loans with deterioration in credit quality.

2012 Acquisitions:	**CBG**	**MBT**	**Total**
	(Dollars in Thousands)		
Contractually required principal payments receivable	$ 137,407	$ -	$ 137,407
Non-accretable difference	53,603	-	53,603
Present value of cash flows expected to be collected	83,804	-	83,804
Accretable difference	10,390	-	10,390
Fair value of loans acquired with deterioration of credit quality	$ 73,414	$ -	$ 73,414

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The following table summarizes components of all covered assets at December 31, 2014 and 2013 and their origin. The FDIC loss-share receivable is shown net of the clawback liability.

	Covered loans	Less Fair Value adjustments	Total covered loans	OREO	Less Fair value adjustments	Total covered OREO	Total covered assets	FDIC sha recei
				(Dollars in thousands)				
ecember 31, 2014:								
	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$
	4,350	150	4,200	165	-	165	4,365	(1,
	26,686	602	26,084	2,849	389	2,460	28,544	1
	21,243	1,825	19,418	632	0	632	20,050	1
	64,338	6,437	57,901	6,655	514	6,141	64,042	6
	23,487	1,117	22,370	2,388	367	2,021	24,391	3
	52,699	5,120	47,579	3,670	1,283	2,387	49,966	6
	42,971	3,785	39,186	2,244	39	2,205	41,391	3
	60,950	6,409	54,541	4,805	909	3,896	58,437	8
	$ 296,724	$ 25,445	$ 271,279	$ 23,408	$ 3,501	$ 19,907	$ 291,186	$ 31
ecember 31, 2013:								
	$ 15,787	$ 231	$ 15,556	$ 4,264	$ -	$ 4,264	$ 19,820	$ 1
	18,504	1,427	17,077	2,865	141	2,724	19,801	
	34,637	1,483	33,154	3,461	303	3,158	36,312	3
	25,891	3,730	22,161	1,880	242	1,638	23,799	3
	105,157	17,819	87,338	17,023	1,282	15,741	103,079	18
	32,590	2,354	30,236	4,844	745	4,099	34,335	3
	67,126	7,359	59,767	6,374	2,304	4,070	63,837	9
	58,512	5,067	53,445	7,506	2,984	4,522	57,967	9
	85,118	13,615	71,503	7,610	1,933	5,677	77,180	14
	$ 443,322	$ 53,085	$ 390,237	$ 55,827	$ 9,934	$ 45,893	$ 436,130	$ 65

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A rollforward of acquired covered loans for the years ended December 31, 2014 and 2013 is shown below:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 390,237	$ 507,712
Charge-offs, net of recoveries	(9,255)	(7,695)
Accretion	22,188	42,208
Transfers to covered other real estate owned	(13,650)	(31,833)
Transfer to purchased, non-covered loans due to loss share expiration	(15,475)	-
Payments received	(102,996)	(120,155)
Other	230	-
Ending balance	$ 271,279	$ 390,237

The following is a summary of changes in the accretable discounts of acquired covered loans during the years ended December 31, 2014 and 2013:

	2014	2013
	(Dollars in Thousands)	
Balance, beginning of year	$ 25,493	$ 16,698
Accretion	(22,188)	(42,208)
Transfers between non-accretable and accretable discounts, net	12,273	51,003
Balance, end of year	$ 15,578	$ 25,493

The shared-loss agreements are subject to the servicing procedures as specified in the agreement with the FDIC. The expected reimbursements under the shared-loss agreements were recorded as an indemnification asset at their estimated fair values on the acquisition dates. As of December 31, 2014 and 2013, the Company has recorded a clawback liability of $6.2 million and $5.0 million, respectively, which represents the obligation of the Company to reimburse the FDIC should actual losses be less than certain thresholds established in each loss share agreement. Changes in the FDIC loss-share receivable are as follows:

	For the Years Ended December 31,	
	2014	2013
	(Dollars in Thousands)	
Beginning balance	$ 65,441	$ 159,724
Payments received from FDIC	(22,494)	(68,822)
Accretion (amortization)	(18,449)	(34,533)

Change in clawback liability	(1,222)	(3,398)
Increase in receivable due to:		
Charge-offs on covered loans	3,372	6,156
Write downs of covered other real estate owned	4,771	13,117
Reimbursable expenses on covered assets	1,078	5,820
Other activity, net	(1,146)	(12,623)
Ending balance	$ 31,351	$ 65,441

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NOTE 4. SECURITIES

The amortized cost and estimated fair value of securities available for sale with gross unrealized gains and losses are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
		(Dollars in Thousands)		
December 31, 2014:				
U.S. Government sponsored agencies	$ 14,953	$ -	$ (275)	$ 14,678
State, county and municipal securities	137,873	3,935	(433)	141,375
Corporate debt securities	10,812	228	-	11,040
Mortgage-backed securities	369,581	6,534	(1,403)	374,712
Total debt securities	$ 533,219	$ 10,697	$ (2,111)	$ 541,805
December 31, 2013:				
U.S. Government sponsored agencies	$ 14,947	$ -	$ (1,021)	$ 13,926
State, county and municipal securities	112,659	2,269	(2,174)	112,754
Corporate debt securities	10,311	275	(261)	10,325
Collateralized debt obligations	1,480	-	-	1,480
Mortgage-backed securities	349,441	2,347	(4,038)	347,750
Total debt securities	$ 488,838	$ 4,891	$ (7,494)	$ 486,235

The following table shows the gross unrealized losses and estimated fair value of securities aggregated by category and length of time that securities have been in a continuous unrealized loss position at December 31, 2014 and 2013.

	Less Than 12 Months		12 Months or More		Total	
Description of Securities	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
			(Dollars in Thousands)			
December 31, 2014:						
U. S. Government sponsored agencies	$ -	$ -	$ 14,678	$ (275)	$ 14,678	$ (275)
State, county and municipal securities	15,038	(70)	19,665	(363)	34,703	(433)
Corporate debt securities	-	-	-	-	-	-
Mortgage-backed securities	36,760	(221)	46,812	(1,182)	83,572	(1,403)
Total temporarily impaired securities	$ 51,798	$ (291)	$ 81,155	$ (1,820)	$ 132,953	$ (2,111)

December 31, 2013:						
U. S. Government sponsored agencies	$ 13,926	$ (1,021)	$ -	$ -	$ 13,926	$ (1,021)
State, county and municipal securities	47,401	(1,882)	3,794	(292)	51,195	(2,174)
Corporate debt securities	-	-	4,826	(261)	4,826	(261)
Collateralized debt obligations	-	-	-	-	-	-
Mortgage-backed securities	94,989	(2,493)	23,388	(1,545)	118,377	(4,038)
Total temporarily impaired securities	$ 156,316	$ (5,396)	$ 32,008	$ (2,098)	$ 188,324	$ (7,494)

As of December 31, 2014, the Company s security portfolio consisted of 340 securities, 66 of which were in an unrealized loss position. The majority of unrealized losses are related to the Company s mortgage-backed and state, county and municipal securities, as discussed below.

At December 31, 2014, the Company held 37 mortgage backed securities that were in an unrealized loss position, all of which were issued by U.S. government-sponsored entities and agencies. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Company does not have the intent to sell these mortgage-backed securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2014.

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At December 31, 2014, the Company held 26 state, county and municipal securities and 3 U.S. government sponsored agency securities that were in an unrealized loss position. Because the decline in fair value is attributable to changes in interest rates, and not credit quality, and because the Company does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2014.

During 2014 and 2013, the Company received timely and current interest and principal payments on all of the securities classified as corporate debt securities, except for one security that began deferring interest during the fourth quarter of 2010. The Company s investments in subordinated debt include investments in regional and super-regional banks on which the Company prepares regular analysis through review of financial information or credit ratings. Investments in preferred securities are also concentrated in the preferred obligations of regional and super-regional banks through non-pooled investment structures. The Company did not have investments in pooled trust preferred securities at December 31, 2014 or 2013.

Management and the Company s Asset and Liability Committee (the ALCO Committee) evaluate securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. While the majority of the unrealized losses on debt securities relate to changes in interest rates, corporate debt securities have also been affected by reduced levels of liquidity and higher risk premiums. Occasionally, management engages independent third parties to evaluate the Company s position in certain corporate debt securities to aid management and the ALCO Committee in its determination regarding the status of impairment. The Company believes that each investment poses minimal credit risk and further, that the Company does not intend to sell these investment securities at an unrealized loss position at December 31, 2014, and it is more likely than not that the Company will not be required to sell these securities prior to recovery or maturity. Therefore, at December 31, 2014, these investments are not considered impaired on an other-than-temporary basis.

At December 31, 2014 and 2013, all of the Company s mortgage-backed securities were obligations of government-sponsored agencies.

The amortized cost and estimated fair value of debt securities available for sale as of December 31, 2014, by contractual maturity are shown below. Maturities may differ from contractual maturities in mortgage-backed securities because the mortgages underlying the securities may be called or repaid without penalty. Securities not due at a single maturity date are shown separately. Therefore, these securities are not included in the maturity categories in the following maturity summary.

	Amortized Cost	Estimated Fair Value
	(Dollars in Thousands)	
Due in one year or less	$ 5,693	$ 5,757
Due from one year to five years	45,110	46,340
Due from five to ten years	63,043	64,201
Due after ten years	49,792	50,795
Mortgage-backed securities	369,581	374,712

	$ 533,219	$ 541,805

Securities with a carrying value of approximately $286.6 million and $399.0 million at December 31, 2014 and 2013, respectively, serve as collateral to secure public deposits, securities sold under agreements to repurchase and for other purposes required or permitted by law.

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Gains and losses on sales of securities available for sale consist of the following:

	December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Gross gains on sales of securities	$ 141	$ 353	$ 420
Gross losses on sales of securities	(3)	(182)	(98)
Net realized gains on sales of securities available for sale	$ 138	$ 171	$ 322

NOTE 5. LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans

The Bank engages in a full complement of lending activities, including real estate-related loans, agriculture-related loans, commercial and financial loans and consumer installment loans within select markets in Georgia, Alabama, Florida and South Carolina. The Bank concentrates the majority of its lending activities in real estate loans. While risk of loss in the Company s portfolio is primarily tied to the credit quality of the various borrowers, risk of loss may increase due to factors beyond the Company s control, such as local, regional and/or national economic downturns. General conditions in the real estate market may also impact the relative risk in the real estate portfolio.

A substantial portion of the Bank s loans are secured by real estate in the Bank s primary market area. In addition, a substantial portion of the OREO is located in those same markets. Accordingly, the ultimate collectability of a substantial portion of the Bank s loan portfolio and the recovery of a substantial portion of the carrying amount of OREO are susceptible to changes in real estate conditions in the Bank s primary market area.

Commercial, financial and agricultural loans include both secured and unsecured loans for working capital, expansion, crop production, and other business purposes. Short-term working capital loans are secured by non-real estate collateral such as accounts receivable, crops, inventory and equipment. The Company evaluates the financial strength, cash flow, management, credit history of the borrower and the quality of the collateral securing the loan. The Bank often requires personal guarantees and secondary sources of repayment on commercial, financial and agricultural loans.

Real estate loans include construction and development loans, commercial and farmland loans and residential loans. Construction and development loans include loans for the development of residential neighborhoods, construction of one-to-four family residential construction loans to builders and consumers, and commercial real estate construction loans, primarily for owner-occupied properties. The Company limits its construction lending risk through adherence to established underwriting procedures. Commercial real estate loans include loans secured by owner-occupied commercial buildings for office, storage, retail, farmland and warehouse space. They also include non-owner occupied commercial buildings such as leased retail and office space. Commercial real estate loans may be larger in size and may involve a greater degree of risk than one-to-four family residential mortgage loans. Payments on such loans are often dependent on successful operation or management of the properties. The Company s residential loans represent permanent mortgage financing and are secured by residential properties located within the Bank s market areas.

Consumer installment loans and other loans include automobile loans, boat and recreational vehicle financing, and both secured and unsecured personal loans. Consumer loans carry greater risks than other loans, as the collateral can consist of rapidly depreciating assets such as automobiles and equipment that may not provide an adequate source of repayment of the loan in the case of default.

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Loans are stated at unpaid balances, net of unearned income and deferred loan fees. Balances within the major loans receivable categories are presented in the following table:

	December 31, 2014	December 31, 2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 319,654	$ 244,373
Real estate construction & development	161,507	146,371
Real estate commercial & farmland	907,524	808,323
Real estate residential	456,106	351,886
Consumer installment	30,782	34,249
Other	14,308	33,252
	1,889,881	1,618,454
Allowance for loan losses	21,157	22,377
Loans, net	$ 1,868,724	$ 1,596,077

Purchased non-covered loans are defined as loans that were acquired in bank acquisitions that are not covered by a loss-sharing agreement with the FDIC. Loans that were previously classified as covered loans where the loss-sharing agreements have expired are also included in purchased non-covered loans. Purchased non-covered loans totaling $674.2 million and $448.8 million at December 31, 2014 and 2013, respectively, are not included in the above schedule.

The carrying value of purchased non-covered loans are shown below according to loan type as of the end of the years shown:

	2014	2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 38,041	$ 32,141
Real estate construction & development	58,362	31,176
Real estate commercial & farmland	306,706	179,898
Real estate residential	266,342	200,851
Consumer installment loans	4,788	4,687
	$ 674,239	$ 448,753

Covered loans are defined as loans that were acquired in FDIC-assisted transactions that are covered by a loss-sharing agreement with the FDIC. Covered loans totaling $271.3 million and $390.2 million at December 31, 2014 and 2013, respectively, are not included in the above schedule.

The carrying value of covered loans are shown below according to loan type as of the end of the years shown:

	2014	2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 21,467	$ 26,550
Real estate construction & development	23,447	43,179
Real estate commercial & farmland	147,627	224,451
Real estate residential	78,520	95,173
Consumer installment loans	218	884
	$ 271,279	$ 390,237

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Nonaccrual and Past Due Loans

A loan is placed on non-accrual status when, in management s judgment, the collection of the interest income appears doubtful. Interest receivable that has been accrued and is subsequently determined to have doubtful collectability is charged to interest income. Interest on loans that are classified as non-accrual is subsequently recognized only to the extent cash payments are received until the loans are returned to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Past due loans are loans whose principal or interest is past due 90 days or more. In some cases, where borrowers are experiencing financial difficulties, loans may be restructured to provide terms significantly different from the original contractual terms. Loans on nonaccrual status, excluding purchased non-covered and covered loans, amounted to approximately $21.7 million, $29.2 million and $38.9 million at December 31, 2014, 2013 and 2012, respectively. Purchased non-covered loans on nonaccrual status amounted to approximately $18.2 million and $6.7 million at December 31, 2014 and 2013, respectively.

The following table presents an analysis of loans accounted for on a nonaccrual basis, excluding purchased non-covered and covered loans:

	2014	2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 1,672	$ 4,103
Real estate construction & development	3,774	3,971
Real estate commercial & farmland	8,141	8,566
Real estate residential	7,663	12,152
Consumer installment loans	478	411
	$ 21,728	$ 29,203

The following table presents an analysis of purchased non-covered loans accounted for on a nonaccrual basis:

	2014	2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 175	$ 11
Real estate construction & development	1,119	325
Real estate commercial & farmland	10,242	1,653
Real estate residential	6,644	4,658
Consumer installment loans	69	12
	$ 18,249	$ 6,659

The following table presents an analysis of covered loans accounted for on a nonaccrual basis:

	2014	2013
	(Dollars in Thousands)	
Commercial, financial & agricultural	$ 8,541	$ 7,257
Real estate construction & development	7,601	14,781
Real estate commercial & farmland	12,584	33,495
Real estate residential	6,595	13,278
Consumer installment loans	91	341
	$ 35,412	$ 69,152

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The following table presents an analysis of loans, excluding purchased non-covered and covered past due loans as of December 31, 2014 and 2013.

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
				(Dollars in Thousands)			
As of December 31, 2014:							
Commercial, financial & agricultural	$ 900	$ 233	$ 1,577	$ 2,710	$ 316,944	$ 319,654	$ -
Real estate construction & development	1,382	286	3,367	5,035	156,472	161,507	-
Real estate commercial & farmland	2,859	635	7,668	11,162	896,362	907,524	-
Real estate residential	3,953	2,334	6,755	13,042	443,064	456,106	-
Consumer installment loans	634	158	366	1,158	29,624	30,782	1
Other	-	-	-	-	14,308	14,308	-
Total	$ 9,728	$ 3,646	$ 19,733	$ 33,107	$ 1,856,774	$ 1,889,881	$ 1

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
				(Dollars in Thousands)			
As of December 31, 2013:							
Commercial, financial & agricultural	$ 10,893	$ 272	$ 4,081	$ 15,246	$ 229,127	$ 244,373	$ -
Real estate construction & development	1,026	69	3,935	5,030	141,341	146,371	-
Real estate commercial & farmland	3,981	1,388	7,751	13,120	795,203	808,323	-
Real estate residential	5,422	1,735	11,587	18,744	333,142	351,886	-
Consumer installment loans	568	197	305	1,070	33,179	34,249	-
Other	-	-	-	-	33,252	33,252	-
Total	$ 21,890	$ 3,661	$ 27,659	$ 53,210	$ 1,565,244	$ 1,618,454	$ -

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The following table presents an analysis of purchased non-covered past due loans as of December 31, 2014 and 2013.

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
	(Dollars in Thousands)						
As of December 30, 2014:							
Commercial, financial & agricultural	$ 461	$ 90	$ 175	$ 726	$ 37,315	$ 38,041	$ -
Real estate construction & development	790	1,735	1,117	3,642	54,720	58,362	-
Real estate commercial & farmland	2,107	1,194	9,529	12,830	293,876	306,706	-
Real estate residential	6,907	1,401	6,369	14,677	251,665	266,342	-
Consumer installment loans	82	-	65	147	4,641	4,788	-
Total	$ 10,347	$ 4,420	$ 17,255	$ 32,022	$ 642,217	$ 674,239	$ -

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
	(Dollars in Thousands)						
As of December 30, 2013:							
Commercial, financial & agricultural	$ 370	$ 70	$ 11	$ 451	$ 31,690	$ 32,141	$ -
Real estate construction & development	1,008	89	325	1,422	29,754	31,176	-
Real estate commercial &	6,851	2,064	1,516	10,431	169,467	179,898	-

farmland															
Real estate residential		4,667		1,074		3,428		9,169		191,682		200,851		-	
Consumer installment loans		7		17		9		33		4,654		4,687		-	
Total	$	12,903	$	3,314	$	5,289	$	21,506	$	427,247	$	448,753	$	-	

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The following table presents an analysis of covered past due loans as of December 31, 2014 and 2013:

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
				(Dollars in Thousands)			
As of December 30, 2014:							
Commercial, financial & agricultural	$ 451	$ 136	$ 1,878	$ 2,465	$ 19,002	$ 21,467	$ -
Real estate construction & development	238	226	6,703	7,167	16,280	23,447	-
Real estate commercial & farmland	4,371	1,486	7,711	13,568	134,059	147,627	714
Real estate residential	3,464	962	5,656	10,082	68,438	78,520	-
Consumer installment loans	10	-	91	101	117	218	-
Total	$ 8,534	$ 2,810	$ 22,039	$ 33,383	$ 237,896	$ 271,279	$ 714

	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Loans Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
				(Dollars in Thousands)			
As of December 31, 2013:							
Commercial, financial & agricultural	$ 3,966	$ 12	$ 6,165	$ 10,143	$ 16,407	$ 26,550	$ -
Real estate construction & development	843	144	14,055	15,042	28,137	43,179	-
Real estate commercial & farmland	8,482	4,350	26,428	39,260	185,191	224,451	346
Real estate residential	7,648	1,914	10,244	19,806	75,367	95,173	-

Consumer installment loans	51	14	305	370	514	884	-
Total	$ 20,990	$ 6,434	$ 57,197	$ 84,621	$ 305,616	$ 390,237	$ 346

Impaired Loans

Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreements. Impaired loans include loans on nonaccrual status and accruing troubled debt restructurings. When determining if the Company will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreement, the Company considers the borrower s capacity to pay, which includes such factors as the borrower s current financial statements, an analysis of global cash flow sufficient to pay all debt obligations and an evaluation of secondary sources of repayment, such as guarantor support and collateral value. Impaired loans include loans on nonaccrual status and troubled debt restructurings. The Company individually assesses for impairment all nonaccrual loans greater than $200,000 and rated substandard or worse and all troubled debt restructurings greater than $100,000. If a loan is deemed impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis.

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The following is a summary of information pertaining to impaired loans, excluding purchased non-covered and covered loans:

	As of and For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Nonaccrual loans	$ 21,728	$ 29,203	$ 38,885
Troubled debt restructurings not included above	12,759	17,214	18,744
Total impaired loans	$ 34,487	$ 46,417	$ 57,629
Interest income recognized on impaired loans	$ 1,170	$ 522	$ 495
Foregone interest income on impaired loans	$ 155	$ 418	$ 718

The following table presents an analysis of information pertaining to impaired loans, excluding purchased non-covered and covered loans as of December 31, 2014 and 2013.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
	(Dollars in Thousands)					
As of December 31, 2014:						
Commercial, financial & agricultural	$ 3,387	$ 6	$ 1,956	$ 1,962	$ 395	$ 3,021
Real estate construction & development	8,325	448	4,005	4,453	771	5,368
Real estate commercial & farmland	17,514	4,967	9,651	14,618	1,859	15,972
Real estate residential	15,571	3,514	9,407	12,921	974	16,317
Consumer installment loans	618	-	533	533	9	519
Total	$ 45,415	$ 8,935	$ 25,552	$ 34,487	$ 4,008	$ 41,197

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
	(Dollars in Thousands)					

As of December 31, 2013:						
Commercial, financial & agricultural	$ 6,240	$ -	$ 4,618	$ 4,618	$ 435	$ 4,844
Real estate construction & development	11,363	-	5,867	5,867	512	8,341
Real estate commercial & farmland	18,456	-	15,479	15,479	1,443	17,559
Real estate residential	24,342	-	19,970	19,970	1,472	20,335
Consumer installment loans	623	-	483	483	9	642
Total	$ 61,024	$ -	$ 46,417	$ 46,417	$ 3,871	$ 51,721

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During 2014, 2013 and 2012, the Company recorded provision for loan loss expense of $843,000, $1.5 million and $2.6 million, respectively, to account for losses where there was a decrease in cash flows from the initial estimates on loans acquired in FDIC-assisted transactions. During 2014, the Company recorded provision for loan loss expense of $84,000 to account for losses where there was a decrease in cash flows from the initial estimates on purchased, non-covered loans. The Company did not record a provision for loan loss expense to account for losses where the initial estimate of cash flows was revised downward based on new information on purchased, non-covered loans during 2013 and 2012. The allowance for loan losses allocated to purchased non-covered loans and covered loans that is immediately charged off is related to the purchased credit-impaired loans. Charge-offs on purchased loans, both covered and non-covered, are recorded when impairment is recorded. Provision expense for covered loans is recorded net of the indemnification by the FDIC loss-share agreements.

The following is a summary of information pertaining to purchased non-covered impaired loans:

	As of and For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Nonaccrual loans	$ 18,249	$ 6,659	$ -
Troubled debt restructurings not included above	1,212	5,938	-
Total impaired loans	$ 19,461	$ 12,597	$ -
Interest income recognized on impaired loans	$ 109	$ -	$ -
Foregone interest income on impaired loans	$ 237	$ -	$ -

The following table presents an analysis of information pertaining to purchased non-covered impaired loans as of December 31, 2014 and 2013.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
			(Dollars in Thousands)			
As of December 31, 2014:						
Commercial, financial & agricultural	$ 499	$ 175	$ -	$ 175	$ -	$ 165
Real estate construction & development	2,210	1,436	-	1,436	-	1,643
Real estate commercial & farmland	13,520	10,588	-	10,588	-	7,484
Real estate residential	10,487	7,191	-	7,191	-	7,084
Consumer installment loans	169	71	-	71	-	68

Total	$	26,885	$	19,461	$	-	$	19,461	$	-	$	16,444

	Unpaid Contractual Principal Balance		Recorded Investment With No Allowance		Recorded Investment With Allowance		Total Recorded Investment		Related Allowance		Average Recorded Investment	
					(Dollars in Thousands)							
As of December 31, 2013:												
Commercial, financial & agricultural	$	19	$	11	$	-	$	11	$	-	$	-
Real estate construction & development		5,719		3,690		-		3,690		-		71
Real estate commercial & farmland		4,563		2,881		-		2,881		-		55
Real estate residential		9,612		5,978		-		5,978		-		115
Consumer installment loans		57		37		-		37		-		1
Total	$	19,970	$	12,597	$	-	$	12,597	$	-	$	242

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The following is a summary of information pertaining to covered impaired loans:

	As of and For the Years Ended December 31, 2014	2013	2012
	(Dollars in Thousands)		
Nonaccrual loans	$ 35,412	$ 69,152	$ 115,712
Troubled debt restructurings not included above	22,619	22,243	17,090
Total impaired loans	$ 58,031	$ 91,395	$ 132,802
Interest income recognized on impaired loans	$ 1,134	$ 968	$ 849
Foregone interest income on impaired loans	$ 109	$ 330	$ 491

The following table presents an analysis of information pertaining to covered impaired loans as of December 31, 2014 and 2013.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
	(Dollars in Thousands)					
As of December 31, 2014:						
Commercial, financial & agricultural	$ 10,845	$ 8,582	$ -	$ 8,582	$ -	$ 9,777
Real estate construction & development	11,621	10,638	-	10,638	-	14,132
Real estate commercial & farmland	23,349	20,663	-	20,663	-	28,594
Real estate residential	19,629	18,054	-	18,054	-	21,091
Consumer installment loans	111	94	-	94	-	163
Total	$ 65,555	$ 58,031	$ -	$ 58,031	$ -	$ 73,757

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
	(Dollars in Thousands)					
As of December 31, 2013:						
Commercial, financial & agricultural	$ 9,680	$ 7,270	$ -	$ 7,270	$ -	$ 8,696
Real estate construction & development	20,915	18,037	-	18,037	-	21,794
Real estate commercial & farmland	46,612	40,749	-	40,749	-	51,584

Real estate residential	29,089	24,998	-	24,998	-	28,452
Consumer installment loans	394	341	-	341	-	304
Total	$ 106,690	$ 91,395	$ -	$ 91,395	$ -	$ 110,830

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Credit Quality Indicators

The Company uses a nine category risk grading system to assign a risk grade to each loan in the portfolio. Following is a description of the general characteristics of the grades:

Grade 10 Prime Credit This grade represents loans to the Company s most creditworthy borrowers or loans that are secured by cash or cash equivalents.

Grade 15 Good Credit This grade includes loans that exhibit one or more characteristics better than that of a *Satisfactory Credit*. Generally, debt service coverage and borrower s liquidity is materially better than required by the Company s loan policy.

Grade 20 Satisfactory Credit This grade is assigned to loans to borrowers who exhibit satisfactory credit histories, contain acceptable loan structures and demonstrate ability to repay.

Grade 23 Performing, Under-Collateralized Credit This grade is assigned to loans that are currently performing and supported by adequate financial information that reflects repayment capacity, but exhibits a loan-to-value ratio greater than 110%, based on a documented collateral valuation.

Grade 25 Minimum Acceptable Credit This grade includes loans which exhibit all the characteristics of a *Satisfactory Credit*, but warrant more than normal level of banker supervision due to (i) circumstances which elevate the risks of performance (such as start-up operations, untested management, heavy leverage, interim losses); (ii)adverse, extraordinary events that have affected, or could affect, the borrower s cash flow, financial condition, ability to continue operating profitability or refinancing (such as death of principal, fire, divorce); (iii) loans that require more than the normal servicing requirements (such as any type of construction financing, acquisition and development loans, accounts receivable or inventory loans and floor plan loans); (iv) existing technical exceptions which raise some doubts about the Bank s perfection in its collateral position or the continued financial capacity of the borrower; or (v) improvements in formerly criticized borrowers, which may warrant banker supervision.

Grade 30 Other Asset Especially Mentioned This grade includes loans that exhibit potential weaknesses that deserve management s close attention. If left uncorrected, these weaknesses may result in deterioration of the repayment prospects for the asset or in the Company s credit position at some future date.

Grade 40 Substandard This grade represents loans which are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. These assets exhibit a well-defined weakness or are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. These weaknesses may be characterized by past due performance, operating losses or questionable collateral values.

Grade 50 Doubtful This grade includes loans which exhibit all of the characteristics of a substandard loan with the added provision that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable or improbable.

Grade 60 Loss This grade is assigned to loans which are considered uncollectible and of such little value that their continuance as active assets of the Bank is not warranted. This classification does not mean that the loss has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing it off.

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The following table presents the loan portfolio, excluding purchased non-covered and covered loans, by risk grade as of December 31, 2014 and 2013.

As of December 31, 2014:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ 121,355	$ 268	$ 155	$ 226	$ 6,573	$ -	$ 128,577
15	25,318	4,010	128,170	59,301	1,005	-	217,804
20	100,599	47,541	511,198	256,758	17,544	14,308	947,948
23	56	8,933	10,507	9,672	37	-	29,205
25	62,519	93,514	224,464	102,998	4,692	-	488,187
30	3,758	1,474	13,035	7,459	257	-	25,983
40	6,049	5,767	19,995	19,692	673	-	52,176
50	-	-	-	-	1	-	1
60	-	-	-	-	-	-	-
Total	$ 319,654	$ 161,507	$ 907,524	$ 456,106	$ 30,782	$ 14,308	$ 1,889,881

As of December 31, 2013:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ 66,983	$ -	$ 265	$ 419	$ 6,714	$ -	$ 74,381
15	24,789	4,655	147,157	52,335	1,276	-	230,212
20	93,852	45,195	431,790	150,343	18,619	33,252	773,051
23	127	8,343	10,219	12,641	274	-	31,604
25	50,373	78,736	181,645	103,427	6,310	-	420,491
30	2,111	2,876	11,849	13,558	197	-	30,591
40	6,011	6,566	25,398	19,153	859	-	57,987
50	127	-	-	10	-	-	137
60	-	-	-	-	-	-	-
Total	$ 244,373	$ 146,371	$ 808,323	$ 351,886	$ 34,249	$ 33,252	$ 1,618,454

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The following table presents the purchased non-covered loan portfolio by risk grade as of December 31, 2014 and 2013.

As of December 31, 2014:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ 6,624	$ -	$ -	$ 290	$ 480	$ -	$ 7,394
15	1,376	522	13,277	14,051	501	-	29,727
20	13,657	12,991	116,308	64,083	1,647	-	208,686
23	73	-	3,207	3,298	-	-	6,578
25	13,753	36,230	144,293	164,959	1,920	-	361,155
30	1,618	4,365	12,279	7,444	41	-	25,747
40	910	4,254	17,342	12,184	199	-	34,889
50	30	-	-	33	-	-	63
60	-	-	-	-	-	-	-
Total	$ 38,041	$ 58,362	$ 306,706	$ 266,342	$ 4,788	$ -	$ 674,239

As of December 31, 2013:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ 1,865	$ -	$ -	$ 289	$ 451	$ -	$ 2,605
15	4,606	7	12,998	16,160	703	-	34,474
20	5,172	3,960	43,802	34,576	1,383	-	88,893
23	-	-	-	-	-	-	-
25	19,638	20,733	102,260	129,923	1,888	-	274,442
30	576	1,760	9,554	10,878	194	-	22,962
40	284	4,716	11,284	9,025	68	-	25,377
50	-	-	-	-	-	-	-
60	-	-	-	-	-	-	-
Total	$ 32,141	$ 31,176	$ 179,898	$ 200,851	$ 4,687	$ -	$ 448,753

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The following table presents the covered loan portfolio by risk grade as of December 31, 2014 and 2013.

As of December 31, 2014:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ -	$ -	$ -	$ -	$ -	$ -	$
15	-	1	761	525	-	-	1,287
20	917	3,184	23,167	14,089	77	-	41,434
23	164	537	11,404	6,642	-	-	18,747
25	5,181	9,406	80,334	33,124	37	-	128,082
30	4,808	2,753	5,302	8,050	-	-	20,913
40	10,397	7,566	26,659	16,090	104	-	60,816
50	-	-	-	-	-	-	-
60	-	-	-	-	-	-	-
Total	$ 21,467	$ 23,447	$ 147,627	$ 78,520	$ 218	$ -	$ 271,279

As of December 31, 2013:

Risk Grade	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans	Other	Total
			(Dollars in Thousands)				
10	$ -	$ -	$ -	$ -	$ -	$ -	$ -
15	-	16	1,048	638	-	-	1,702
20	2,184	8,549	34,674	21,363	193	-	66,963
23	134	1,085	17,037	4,748	51	-	23,055
25	7,508	9,611	101,657	38,427	235	-	157,438
30	5,125	2,006	21,297	6,979	17	-	35,424
40	11,599	21,912	48,738	23,018	388	-	105,655
50	-	-	-	-	-	-	-
60	-	-	-	-	-	-	-
Total	$ 26,550	$ 43,179	$ 224,451	$ 95,173	$ 884	$ -	$ 390,237

Troubled Debt Restructurings

The restructuring of a loan is considered a troubled debt restructuring if both (i) the borrower is experiencing financial difficulties and (ii) the Company has granted a concession. Concessions may include interest rate reductions to below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to minimize potential losses. The Company has exhibited the greatest success for rehabilitation of the loan by a reduction in the rate alone (maintaining the amortization of the debt) or a combination of a rate reduction and the forbearance of previously past due interest or principal. This has most typically been evidenced in certain commercial real estate loans whereby a disruption in the borrower s cash flow resulted in an extended past due status, of which the borrower was unable to catch up completely as the cash flow of the property ultimately stabilized at a level lower than its original level. A reduction in rate, coupled with a forbearance of unpaid principal and/or interest, allowed the net cash flows to service the debt under the modified terms.

The Company s policy requires a restructure request to be supported by a current, well-documented credit evaluation of the borrower s financial condition and a collateral evaluation that is no older than six months from the date of the restructure. Key factors of that evaluation include the documentation of current, recurring cash flows, support provided by the guarantor(s) and the current valuation of the collateral. If the appraisal in file is older than six months, an evaluation must be made as to the continued reasonableness of the valuation. For certain income-producing properties, current rent rolls and/or other income information can be utilized to support the appraisal valuation, when coupled with documented cap rates within our markets and a physical inspection of the collateral to validate the current condition.

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The Company s policy states in the event a loan has been identified as a troubled debt restructuring, it should be assigned a grade of substandard and placed on nonaccrual status until such time that the borrower has demonstrated the ability to service the loan payments based on the restructured terms generally defined as six months of satisfactory payment history. Missed payments under the original loan terms are not considered under the new structure; however, subsequent missed payments are considered non-performance and are not considered toward the six month required term of satisfactory payment history. The Company s loan policy states that a nonaccrual loan may be returned to accrual status when (i) none of its principal and interest is due and unpaid, and the Company expects repayment of the remaining contractual principal and interest, or (ii) when it otherwise becomes well secured and in the process of collection. Restoration to accrual status on any given loan must be supported by a well-documented credit evaluation of the borrower s financial condition and the prospects for full repayment, approved by the Company s Chief Credit Officer.

In the normal course of business, the Company renews loans with a modification of the interest rate or terms that are not deemed as troubled debt restructurings because the borrower is not experiencing financial difficulty. The Company modified loans in 2014 and 2013 totaling $29.1 million and $30.4 million, respectively, under such parameters. In addition, the Company offers consumer loan customers an annual skip-a-pay program that is based on certain qualifying parameters and not based on financial difficulties. The Company does not treat these as troubled debt restructurings.

As of December 31, 2014 and 2013, the Company had a balance of $15.3 million and $20.9 million, respectively, in troubled debt restructurings, excluding purchased non-covered and covered loans. The Company has recorded $2.2 million and $2.1 million in previous charge-offs on such loans at December 31, 2014 and 2013, respectively. The Company s balance in the allowance for loan losses allocated to such troubled debt restructurings was $231,000 and $432,000 at December 31, 2014 and 2013, respectively. At December 31, 2014, the Company did not have any commitments to lend additional funds to debtors whose terms have been modified in troubled restructurings.

During the year ending December 31, 2014, the Company modified loans as troubled debt restructurings with principal balances of $3.1 million. These modifications impacted the Company s allowance for loan losses by $232,000 for the year ended December 31, 2014. The following table presents the loans by class modified as troubled debt restructurings that occurred during the year ending December 31, 2014 and 2013.

	December 31, 2014		December 31, 2013	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	6	$ 100	2	$ 255
Real estate construction & development	5	264	5	270
Real estate commercial & farmland	5	1,082	4	1,084
Real estate residential	20	1,309	18	1,548
Consumer installment	16	67	9	92
Total	52	$ 2,822	38	$ 3,249

Troubled debt restructurings with an outstanding balance of $1.2 million at December 31, 2013 defaulted during the year ended December 31, 2014 and these defaults did not have a material impact on the Company s allowance for loan loss. The following table presents the troubled debt restructurings by class that defaulted during the year ending December 31, 2014 and 2013.

	December 31, 2014		December 31, 2013	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	1	$ 236	3	$ 525
Real estate construction & development	1	33	1	29
Real estate commercial & farmland	2	570	3	2,197
Real estate residential	6	314	3	639
Consumer installment	4	61	-	-
Total	14	$ 1,214	10	$ 3,390

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The following table presents the amount of troubled debt restructurings by loan class, excluding purchased non-covered and covered loans, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	6	$ 290	2	$ 13
Real estate construction & development	9	679	5	228
Real estate commercial & farmland	19	6,477	3	724
Real estate residential	47	5,258	11	1,485
Consumer installment	11	55	11	73
Total	92	$ 12,759	32	$ 2,523

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	4	$ 515	3	$ 525
Real estate construction & development	8	1,896	2	32
Real estate commercial & farmland	17	6,913	4	2,273
Real estate residential	37	7,818	8	834
Consumer installment	6	72	3	19
Total	72	$ 17,214	20	$ 3,683

As of December 31, 2014, the Company had a balance of $1.2 million in troubled debt restructurings included in purchased non-covered loans. The Company did not have any troubled debt restructurings included in purchased non-covered loans at December 31, 2013. The Company has recorded $29,000 in charge-offs on such loans at December 31, 2014. At December 31, 2014, the Company did not have any commitments to lend additional funds to debtors whose terms have been modified in troubled restructurings.

The following table presents the amount of troubled debt restructurings by loan class of purchased non-covered loans, classified separately as accrual and non-accrual at December 31, 2014.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	-	$ -	-	$ -
Real estate construction & development	1	317	-	-

Real estate commercial & farmland	1	346	-	-
Real estate residential	6	547	1	25
Consumer installment	1	2	-	-
Total	9	$ 1,212	1	$ 25

As of December 31, 2014 and 2013, the Company had a balance of $24.6 million and $27.3 million, respectively, in troubled debt restructurings included in covered loans. The Company has recorded $1.8 million and $1.6 million in previous charge-offs on such loans at December 31, 2014 and 2013, respectively. At December 31, 2014, the Company did not have any commitments to lend additional funds to debtors whose terms have been modified in troubled restructurings.

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The following table presents the amount of troubled debt restructurings by loan class of covered loans, classified separately as accrual and non-accrual at December 31, 2014 and 2013.

As of December 31, 2014	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	2	$ 40	2	$ -
Real estate construction & development	4	3,037	2	29
Real estate commercial & farmland	14	8,079	5	1,082
Real estate residential	96	11,460	8	831
Consumer installment	1	3	-	-
Total	117	$ 22,619	17	$ 1,942

As of December 31, 2013	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	1	$ 13	5	$ 71
Real estate construction & development	3	3,256	4	52
Real estate commercial & farmland	13	7,255	5	3,946
Real estate residential	83	11,719	8	942
Consumer installment	-	-	2	10
Total	100	$ 22,243	24	$ 5,021

Related Party Loans and Deposits

In the ordinary course of business, the Company has granted loans to certain directors and their affiliates. Company policy prohibits loans to executive officers. Changes in related party loans are summarized as follows:

	December 31,	
	2014	2013
	(Dollars in Thousands)	
Balance, beginning of year	$ 5,565	$ 1,392
Advances	78	813
Repayments	(1,240)	(923)
Transactions due to changes in related parties	-	4,283

Balance, end of year	$ 4,403	$ 5,565

Deposits from principal officers, directors, and their affiliates at December 31, 2014 and 2013 were $6,018,000 and $5,994,000, respectively.

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Allowance for Loan Losses

The following table details activity in the allowance for loan losses by portfolio segment for the periods indicated. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Commercial, financial & agricultural	Real estate construction & development	Real estate commercial & farmland	Real estate - residential	Consumer installment loans and Other	Purchased non-covered loans	Covered loans	Total
				(Dollars in Thousands)				
Twelve months ended December 31, 2014:								
Balance, January 1, 2014	**$ 1,823**	**$ 5,538**	**$ 8,393**	**$ 6,034**	**$ 589**	**$ -**	**$ -**	**$ 22,377**
Provision for loan losses	1,427	(265)	3,444	(452)	567	84	843	5,648
Loans charged off	(1,567)	(592)	(3,288)	(1,707)	(471)	(84)	(1,851)	(9,560)
Recoveries of loans previously charged off	321	349	274	254	486	-	1,008	2,692
Balance, December 31, 2014	$ 2,004	$ 5,030	$ 8,823	$ 4,129	$ 1,171	$ -	$ -	$ 21,157
Period-end amount allocated to:								
Loans individually evaluated for impairment	$ 375	$ 743	$ 1,861	$ 911	$ -	$ -	$ -	$ 3,890
Loans collectively evaluated for impairment	1,629	4,287	6,962	3,218	1,171	-	-	17,267
Ending balance	$ 2,004	$ 5,030	$ 8,823	$ 4,129	$ 1,171	$ -	$ -	$ 21,157

Loans:								
Individually evaluated for impairment	$ 490	$ 3,709	$ 14,546	$ 8,904	$ -	$ -	$ -	$ 27,649
Collectively evaluated for impairment	319,164	157,798	892,978	447,202	45,090	579,172	122,248	2,563,652
Acquired with deteriorated credit quality	-	-	-	-	-	95,067	149,031	244,098
Ending balance	$ 319,654	$ 161,507	$ 907,524	$ 456,106	$ 45,090	$ 674,239	$ 271,279	$ 2,835,399

	Commercial, financial & agricultural	Real estate construction & development	Real estate commercial & farmland	Real estate - residential	Consumer installment loans and Other	Purchased non-covered loans	Covered loans	Total
	(Dollars in Thousands)							
Twelve months ended December 31, 2013:								
Balance, January 1, 2013	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ -	$ -	$ 23,593
Provision for loan losses	711	1,742	2,777	4,463	254	-	1,539	11,486
Loans charged off	(1,759)	(2,020)	(3,571)	(5,215)	(719)	-	(1,539)	(14,823)
Recoveries of loans previously charged off	432	473	30	888	298	-	-	2,121
Balance, December 31, 2013	$ 1,823	$ 5,538	$ 8,393	$ 6,034	$ 589	$ -	$ -	$ 22,377
Period-end amount allocated to:								
Loans individually evaluated for impairment	$ 356	$ 407	$ 1,427	$ 1,395	$ -	$ -	$ -	$ 3,585
Loans collectively evaluated for	1,467	5,131	6,966	4,639	589	-	-	18,792

impairment								
Ending balance	$ 1,823	$ 5,538	$ 8,393	$ 6,034	$ 589	$ -	$ -	$ 22,377
Loans:								
Individually evaluated for impairment	$ 3,457	$ 3,581	$ 15,240	$ 16,925	$ -	$ -	$ -	$ 39,203
Collectively evaluated for impairment	240,916	142,790	793,083	349,957	52,505	381,588	173,190	2,134,029
Acquired with deteriorated credit quality	-	-	-	-	-	67,165	217,047	284,212
Ending balance	$ 244,373	$ 146,371	$ 808,323	$ 366,882	$ 52,505	$ 448,753	$ 390,237	$ 2,457,444

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	Commercial, financial & agricultural	Real estate construction & development	Real estate commercial & farmland	Real estate - residential	Consumer installment loans and Other	Purchased non-covered loans	Covered loans	T
				(Dollars in Thousands)				
nths ended December 31, 2012:								
	$ 2,918	$ 9,438	$ 14,226	$ 8,128	$ 446	$ -	$ -	$
or	815	5,245	15,000	6,267	1,124	-	2,638	
ged	(1,451)	(9,380)	(20,551)	(8,722)	(1,059)	-	(2,638)	
of	157	40	482	225	245	-	-	
31,	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ -	$ -	$
amount allocated to:								
or	$ 659	$ 611	$ 2,228	$ 1,056	$ -	$ -	$ -	$
or	1,780	4,732	6,929	4,842	756	-	-	
	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ -	$ -	$
or	$ 3,351	$ 7,617	$ 21,332	$ 13,020	$ -	$ -	$ -	$
or	170,866	106,582	710,990	333,460	83,417	-	224,975	1
ith y	-	-	-	-	-	-	282,737	

$	174,217	$	114,199	$	732,322	$	346,480	$	83,417	$	-	$	507,712	$	1

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NOTE 6. OTHER REAL ESTATE OWNED

The following is a summary of the activity in other real estate owned during years ended December 31, 2014 and 2013:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 33,351	$ 39,850
Loans transferred to other real estate owned	11,972	9,137
Net gains (losses) on sale and write-downs	(4,585)	(5,883)
Sales proceeds	(7,578)	(9,753)
Ending balance	$ 33,160	$ 33,351

The following is a summary of the activity in purchased, non-covered other real estate owned during years ended December 31, 2014 and 2013:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 4,276	$ -
Loans transferred to other real estate owned	4,160	-
Acquired in acquisitions	8,864	5,623
Transfer from covered other real estate owned due to loss share expiration	1,226	-
Net gains (losses) on sale and write-downs	828	-
Sales proceeds	(3,769)	(1,347)
Ending balance	$ 15,585	$ 4,276

The following is a summary of the activity in covered other real estate owned during years ended December 31, 2014 and 2013:

(Dollars in Thousands)	2014	2013
Balance, January 1	$ 45,893	$ 88,273
Loans transferred to other real estate owned	13,650	31,833
Transfer to purchased, non-covered other real estate owned due to loss share expiration	(1,226)	-
Net gains (losses) on sale and write-downs	(5,965)	(16,395)
Sales proceeds	(32,445)	(57,818)
Ending balance	$ 19,907	$ 45,893

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NOTE 7. PREMISES AND EQUIPMENT

Premises and equipment are summarized as follows:

	December 31, 2014	December 31, 2013
	(Dollars in Thousands)	
Land	$ 31,709	$ 36,481
Buildings	79,692	69,461
Furniture and equipment	41,472	32,705
Construction in progress	971	2,415
	153,844	141,062
Accumulated depreciation	(56,593)	(37,874)
	$ 97,251	$ 103,188

Estimated costs to complete construction projects in progress were less than $1 million at December 31, 2014 and 2013. Depreciation expense was approximately $6.6 million, $4.8 million and $5.3 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Leases

The Company has various operating leases with unrelated parties on 16 banking offices and seven mortgage offices. Generally, these leases are on smaller locations with initial lease terms under ten years with up to two renewal options.

Rental expense amounted to approximately $2,189,000, $1,777,000 and $1,708,000 for the years ended December 31, 2014, 2013 and 2012, respectively. Future minimum lease commitments under the Company s operating leases, excluding any renewal options, are summarized as follows:

2015	$ 1,629,855
2016	1,464,571
2017	1,211,124
2018	903,479
2019	666,924
Thereafter	485,021
	$ 6,360,974

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NOTE 8. GOODWILL AND INTANGIBLE ASSETS

The Company recorded $27,437,000 of goodwill on the Coastal acquisition during 2014 and the Company recorded $35,153,000 of goodwill on the Prosperity acquisition in 2013. Impairment exists when a reporting unit s carrying value of goodwill exceeds its fair value. At December 31, 2014, the Company s reporting unit had positive equity and the Company elected to perform a qualitative assessment to determine if it was more likely than not that the fair value of the reporting unit exceeded its carrying value, including goodwill. The qualitative assessment indicated that it was more likely than not that the fair value of the reporting unit exceeded its carrying value, resulting in no impairment.

The Company recorded a core deposit intangible asset of $4,542,000 associated with the acquisition of Coastal during 2014, recorded a core deposit intangible asset of $4,383,000 associated with the acquisition of Prosperity during 2013 and recorded a core deposit intangible of $1,149,000 associated with the acquisitions of CBG and MBT during 2012. The amortization period used for core deposit intangibles ranges from three to 10 years. Following is a summary of information related to acquired intangible assets:

	As of December 31, 2014		As of December 31, 2013	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
	(Dollars in Thousands)			
Amortized intangible assets - core deposit premiums	$ 26,749	$ 18,528	$ 22,207	$ 16,198

The aggregate amortization expense for intangible assets was approximately $2,330,000, $1,414,000 and $1,359,000 for the years ended December 31, 2014, 2013 and 2012, respectively.

The estimated amortization expense for each of the next five years is as follows (in thousands):

2015	$ 2,325
2016	1,333
2017	1,275
2018	1,275
2019	1,275
Thereafter	738
	$ 8,221

NOTE 9. LOAN SERVICING RIGHTS

The following is a summary of the activity for loan servicing rights during years ended December 31, 2014 and 2013:

(Dollars in Thousands)		2014		2013
Balance, January 1	$	378	$	-
Additions		589		274
Disposals		-		-
Acquired in acquisitions		-		113
Amortized to expense		(115)		(9)
Ending balance	$	852	$	378

The fair value of servicing rights was $1,134,000 and $614,000 at December 31, 2014 and 2013, respectively. Fair value at December 31, 2014 was determined using discount rates ranging from 9.5% to 12.0%, prepayment speeds ranging from 11.1% to 24.7%, depending on the stratification of the specific right, and a weighted average default rate of 0.7%. Fair value at December 31, 2013 was determined using discount rates ranging from 10.5% to 13.0%, prepayment speeds ranging from 8.5% to 24.7%, depending on the stratification of the specific right, and a weighted average default rate of 2.62%.

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NOTE 10. DEPOSITS

The aggregate amount of time deposits in denominations of $250,000 or more at December 31, 2014 and 2013 was $135.1 million and $121.2 million, respectively. The scheduled maturities of time deposits at December 31, 2014 are as follows:

	(Dollars in Thousands)
2015	$ 641,103
2016	83,720
2017	35,239
2018	12,609
2019	7,539
2020	79
	$ 780,289

The Company did not have any brokered deposits at December 31, 2014. The Company had brokered deposits of approximately $6.0 million at December 31, 2013.

NOTE 11. SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

Securities sold under repurchase agreements, which are secured borrowings, generally mature within one to four days from the transaction date. Securities sold under repurchase agreements are reflected at the amount of cash received in connection with the transactions. The Company may be required to provide additional collateral based on the fair value of the underlying securities. The Company monitors the fair value of the underlying securities on a daily basis. Securities sold under repurchase agreements at December 31, 2014 and 2013 were $73.3 million and $83.5 million, respectively.

The following is a summary of securities sold under repurchase agreements for the years ended December 31, 2014, 2013 and 2012:

	As of and For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Average daily balance during the year	$ 47,136	$ 26,908	$ 26,563
Average interest rate during the year	0.35%	0.54%	0.58%
Maximum month-end balance during the year	$ 73,310	$ 83,516	$ 50,120
Weighted average interest rate at year-end	0.31%	0.57%	0.44%

NOTE 12. EMPLOYEE BENEFIT PLANS

The Company has established a retirement plan for eligible employees. The Ameris Bancorp 401(k) Profit Sharing Plan allows a participant to defer a portion of his compensation and provides that the Company will match a portion of the deferred compensation. The Plan also provides for non-elective and discretionary contributions. All full-time and part-time employees are eligible to participate in the Plan provided they have met the eligibility requirements. Generally, a participant must have completed 12 months of employment with a minimum of 1,000 hours and have attained an age of 21.

The aggregate expense under the plan charged to operations during 2014, 2013 and 2012 amounted to $1,160,000, $839,000 and $571,000, respectively.

NOTE 13. DEFERRED COMPENSATION PLANS

The Company and the Bank have entered into separate deferred compensation arrangements and supplemental executive retirement plans with certain executive officers and directors. The plans call for certain amounts payable at retirement, death or disability. The estimated present value of the deferred compensation is being accrued over the expected service period. The Company and the Bank have purchased life insurance policies which they intend to use to fund these liabilities. The cash surrender value of the life insurance was $58.9 million and $49.4 million at December 31, 2014 and 2013, respectively. Accrued deferred compensation of $655,000 and $722,000 at December 31, 2014 and 2013, respectively, is included in other liabilities. Accrued supplemental executive retirement plan liabilities of $1,594,000 and $851,000 at December 31, 2014 and 2013, respectively, is included in other liabilities. Aggregate compensation expense under the plans was $743,000, $601,000 and $364,000 per year for 2014, 2013 and 2012, respectively, which is included in salaries and employee benefits.

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NOTE 14. OTHER BORROWINGS

Other borrowings consist of the following:

	December 31, 2014	December 31, 2013
	(Dollars in Thousands)	
Daily Rate Credit from Federal Home Loan Bank with a fixed interest rate of 0.36%.	$ 35,000	$ -
Advance from Federal Home Loan Bank with a fixed interest rate of 0.17%, due January 24, 2014.	-	165,000
Advances under revolving credit agreement with a regional bank with interest at 90-day LIBOR plus 3.50% (3.73% at December 31, 2014) due in August 2016, secured by subsidiary bank stock.	24,000	-
Advances under revolving credit agreement with a regional bank with interest at 90-day LIBOR plus 4.00% (4.24% at December 31, 2013) due in August 2016, secured by subsidiary bank stock.	-	10,000
Advance from correspondent bank with a fixed interest rate of 4.50%, due November 27, 2017, secured by subsidiary bank loan receivable.	4,881	-
Subordinated debt issued by Prosperity Bank due June 2016 with an interest rate of 90-day LIBOR plus 1.60% (1.84% at December 31, 2013).	-	5,000
Subordinated debt issued by The Prosperity Banking Company due September 2016 with an interest rate of 90-day LIBOR plus 1.75% (1.99% at December 31, 2014).	15,000	14,572
	$ 78,881	$ 194,572

The contractual balance of the subordinated debt issued by The Prosperity Banking Company is $15.0 million. The debt was recorded at a discount at acquisition, and that discount has been fully accreted by December 31, 2014.

The advances from the Federal Home Loan Bank (FHLB) are collateralized by a blanket lien on all first mortgage loans and other specific loans in addition to FHLB stock. At December 31, 2014, $221.5 million was available for borrowing on lines with the FHLB.

At December 31, 2014, $16.0 million was available for borrowing under the revolving credit agreement with a regional bank, secured by subsidiary bank stock.

As of December 31, 2014, the Company maintained credit arrangements with various financial institutions to purchase federal funds up to $50 million.

The Company also participates in the Federal Reserve discount window borrowings. At December 31, 2014, the Company had $621.5 million of loans pledged at the Federal Reserve discount window and had $442.8 million available for borrowing.

NOTE 15. PREFERRED STOCK

On November 21, 2008, Ameris sold 52,000 shares of preferred stock with a warrant to purchase 679,443 shares of the Company s common stock to the U.S. Treasury under the Treasury s Capital Purchase Program. The proceeds from the sale of $52 million were allocated between the preferred stock and the warrant based on their relative fair values at the time of the sale. Of the $52 million in proceeds, $48.98 million was allocated to the preferred stock and $3.02 million was allocated to the warrant. The discount recorded on the preferred stock that resulted from allocating a portion of the proceeds to the warrant is being accreted as a portion of the preferred stock dividends in the consolidated statements of income to arrive at net income (loss) available to common shareholders.

The preferred stock qualifies as Tier I capital and will pay cumulative dividends at a rate of 5% per annum for the first five years and 9% per annum thereafter. The preferred stock is redeemable at any time at $1,000 per share plus any accrued and unpaid dividends with the consent of the Company s primary federal regulator.

On June 14, 2012, the preferred stock was sold by the Treasury through a registered public offering. The sale of the preferred stock to new investors did not result in any accounting entries and does not change the Company s capital position. On August 22, 2012, the Company repurchased the warrant from the Treasury for $2.67 million. During the fourth quarter of 2012, the Company repurchased 24,000 shares of the outstanding preferred stock at par, leaving 28,000 shares of preferred stock outstanding at December 31, 2013. During the first quarter of 2014, the Company repurchased the remaining 28,000 shares of the outstanding preferred stock at par.

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NOTE 16. INCOME TAXES

The income tax expense in the consolidated statements of income consists of the following:

	For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Current federal	$ 10,499	$ 5,237	$ 4,732
Current - state	467	505	28
Deferred - federal	6,516	3,543	2,525
	$ 17,482	$ 9,285	$ 7,285

The Company s income tax expense differs from the amounts computed by applying the federal income tax statutory rates to income before income taxes. A reconciliation of the differences is as follows:

	For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in Thousands)		
Tax at federal income tax rate	$ 19,672	$ 10,256	$ 7,602
Change resulting from:			
Tax-exempt interest	(1,647)	(841)	(675)
Increase in cash value of bank owned life insurance	(568)	(446)	(34)
Other	25	316	392
Provision for income taxes	$ 17,482	$ 9,285	$ 7,285

Net deferred income tax assets of $17,784,000 and $16,451,000 at December 31, 2014 and 2013, respectively, are included in other assets. The components of deferred income taxes are as follows:

	December 31,	
	2014	2013
	(Dollars in Thousands)	
Deferred tax assets:		
Allowance for loan losses	$ 7,405	$ 7,832
Deferred compensation	787	550
Deferred gain on interest rate swap	477	573
Unrealized loss on interest rate swap	460	130
Unrealized loss on securities available for sale	-	911
Nonaccrual interest	153	323

Purchase accounting adjustments	12,380	20,334
Other real estate owned	7,706	1,855
Net operating loss tax carryforward	12,146	6,074
Capitalized costs, accrued expenses and other	871	1,976
	42,385	40,558
Deferred tax liabilities:		
Depreciation and amortization	4,821	4,355
Intangible assets	802	-
Purchase accounting adjustments	7,159	7,534
Deferred gain on FDIC-assisted transactions	8,809	12,218
Unrealized gain on securities available for sale	3,010	-
	24,601	24,107
Net deferred tax asset	$ 17,784	$ 16,451

At December 31, 2014, the Company had federal net operating loss carryforwards of approximately $34.7 million which expire at various dates from 2029 to 2033. At December 31, 2013, the Company had federal net operating loss carryforwards of approximately $17.4 million which expire at various dates from 2029 to 2032. Deferred tax assets are recognized for net operating losses because the benefit is more likely than not to be realized.

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The Company did not record any interest and penalties related to income taxes for the years ended December 31, 2014, 2013 and 2012, and the Company did not have any amount accrued for interest and penalties at December 31, 2014, 2013 and 2012.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of the various states. The Company is no longer subject to examination by taxing authorities for years before 2011.

NOTE 17. SUBORDINATED DEFERRABLE INTEREST DEBENTURES

During 2005, the Company acquired First National Banc Statutory Trust I, a statutory trust subsidiary of First National Banc, Inc., whose sole purpose was to issue $5,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 2.80% (3.03% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in April 2009. There are certain circumstances (as described in the trust agreement) in which the securities may be redeemed within the first five years at the Company s option. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $5,000,000. The aggregate principal amount of debentures outstanding was $5,155,000. The Company s investment in the common stock of the trust was $155,000 and is included in other assets.

During 2006, the Company formed Ameris Statutory Trust I, issuing trust preferred certificates in the aggregate principal amount of $36,000,000. The related debentures issued by the Company were in the aggregate principal amount of $37,114,000. Both the trust preferred securities and the related debentures bear interest at 3-Month LIBOR plus 1.63% (1.87% at December 31, 2014). Distributions on the trust preferred securities are paid quarterly, with interest on the debentures being paid on the corresponding dates. The trust preferred securities mature on December 15, 2036 and are redeemable at the Company s option beginning September 15, 2011. The Company s investment in the common stock of the trust was $1,114,000 and is included in other assets.

During 2013, the Company acquired Prosperity Banking Capital Trust I, a statutory trust subsidiary of Prosperity, whose sole purpose was to issue $5,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 2.57% (2.80% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in July 2009. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $5,000,000. The aggregate principal amount of debentures outstanding was $5,155,000, and is being carried at fair value of $3,158,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $155,000 and is included in other assets.

During 2013, the Company acquired Prosperity Bank Statutory Trust II, a statutory trust subsidiary of Prosperity, whose sole purpose was to issue $4,500,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 3.15% (3.40% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in March 2008. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $4,500,000. The aggregate principal amount of debentures outstanding was $4,640,000, and is being carried at fair value of $3,196,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $140,000 and is included in other assets.

During 2013, the Company acquired Prosperity Bank Statutory Trust III, a statutory trust subsidiary of Prosperity, whose sole purpose was to issue $10,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 1.60% (1.84% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in March 2011. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $10,000,000. The aggregate principal amount of debentures outstanding was $10,310,000, and is being carried at fair value of $4,977,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $310,000 and is included in other assets.

During 2013, the Company acquired Prosperity Bank Statutory Trust IV, a statutory trust subsidiary of Prosperity, whose sole purpose was to issue $10,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 1.54% (1.78% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in December 2012. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $10,000,000. The aggregate principal amount of debentures outstanding was $10,310,000, and is being carried at fair value of $2,515,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $310,000 and is included in other assets.

During 2014, the Company acquired Coastal Bankshares Statutory Trust I, a statutory trust subsidiary of Coastal, whose sole purpose was to issue $5,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 3.15% (3.38% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in October 2008. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $5,000,000. The aggregate principal amount of debentures outstanding was $10,310,000, and is being carried at fair value of $3,704,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $155,000 and is included in other assets.

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During 2014, the Company acquired Coastal Bankshares Statutory Trust II, a statutory trust subsidiary of Coastal, whose sole purpose was to issue $10,000,000 principal amount of trust preferred securities at a rate per annum equal to the 3-Month LIBOR plus 1.60% (1.84% at December 31, 2014) through a pool sponsored by a national brokerage firm. The trust preferred securities have a maturity of 30 years and are redeemable at the Company s option on any quarterly interest payment date beginning in December 2010. The aggregate principal amount of trust preferred certificates outstanding at December 31, 2014, was $10,000,000. The aggregate principal amount of debentures outstanding was $10,310,000, and is being carried at fair value of $5,507,000 on the Company s balance sheet. The Company s investment in the common stock of the trust was $310,000 and is included in other assets.

Under applicable accounting standards, the assets and liabilities of such trusts, as well as the related income and expenses, are excluded from the Company s consolidated financial statements. However, the subordinated debentures issued by the Company and purchased by the trusts remain on the consolidated balance sheets. In addition, the related interest expense continues to be included in the consolidated statements of income. For regulatory capital purposes, the trust preferred securities qualify as a component of Tier 1 Capital.

NOTE 18. STOCK-BASED COMPENSATION

The Company awards its employees and directors various forms of stock-based incentives under certain plans approved by its shareholders. Awards granted under the plans may be in the form of qualified or nonqualified stock options, restricted stock, stock appreciation rights (SARs), long-term incentive compensation units consisting of cash and common stock, or any combination thereof within the limitations set forth in the plans. The plans provide that the aggregate number of shares of the Company s common stock which may be subject to award may not exceed 2,985,000 subject to adjustment in certain circumstances to prevent dilution. At December 31, 2014, there were 1,191,000 shares available to be issued under the plans.

All stock options have an exercise price that is equal to the closing fair market value of the Company s stock on the date the options were granted. Options granted under the plans generally vest over a five-year period and have a 10-year maximum term. Most options granted since 2005 contain performance-based vesting conditions.

The Company did not grant any options during 2014, 2013 and 2012. As of December 31, 2014, there was no unrecognized compensation cost related to nonvested share-based compensation arrangements granted related to performance or non-performance based options.

As of December 31, 2014, the Company has 323,151 outstanding restricted shares granted under the plans as compensation to certain employees. These shares carry dividend and voting rights. Sales of these shares are restricted prior to the date of vesting, which is three to five years from the date of the grant. Shares issued under the plans are recorded at their fair market value on the date of their grant. The compensation expense is recognized on a straight-line basis over the related vesting period. In 2014, 2013 and 2012, compensation expense related to these grants was approximately $2,058,000, $1,041,000 and $947,000, respectively. The total income tax benefit related to these grants was approximately $861,000, $152,000 and $170,000 in 2014, 2013 and 2012, respectively.

It is the Company s policy to issue new shares for stock option exercises and restricted stock rather than issue treasury shares. The Company recognizes stock-based compensation expense on a straight-line basis over the options related vesting term. The Company did not record any stock-based compensation expense related to stock options during 2014 and 2013. Stock-based compensation expense related to stock options was approximately $97,000 for 2012. The total income tax benefit related to stock options was approximately $49,000 and $1,000 in 2014 and 2012, respectively. There was no income tax benefit related to stock options in 2013.

The fair value of each stock-based compensation grant is estimated on the date of grant using the Black-Scholes option-pricing model. There were no stock-based compensation grants made in 2014, 2013 and 2012.

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A summary of the activity of non-performance based and performance based options as of December 31, 2014 is presented below:

	Non-Performance Based				Performance Based			
	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)
Under option, beginning of year	115,459	$ 17.24			371,000	$ 16.76		
Granted	-	-			-	-		
Exercised	(25,395)	14.81		$ 148	(6,477)	11.05		$ 72
Forfeited	(1,953)	14.88			(5,192)	25.51		
Under option, end of year	88,111	$ 18.00	2.71	$ 884	359,331	$ 16.74	2.11	$ 2,955
Exercisable at end of year	88,111	$ 18.00	2.71	$ 884	341,030	$ 17.23	2.00	$ 2,629

A summary of the activity of non-performance based and performance based options as of December 31, 2013 is presented below:

	Non-Performance Based				Performance Based			
	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)
Under option, beginning of year	148,498	$ 16.37			391,321	$ 16.43		
Granted	-	-			-	-		
Exercised	(27,657)	13.29		$ 107	(4,524)	7.47		$ 42
Forfeited	(5,382)	13.43			(15,797)	13.22		
Under option, end of year	115,459	$ 17.24	3.04	$ 641	371,000	$ 16.76	3.12	$ 1,401
Exercisable at end of year	115,459	$ 17.24	3.04	$ 641	351,856	$ 17.27	3.01	$ 1,145

A summary of the activity of non-performance based and performance based options as of December 31, 2012 is presented below:

	Non-Performance Based				Performance Based			
	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)	Shares	Weighted-Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value $ (000)
Under option, beginning of year	187,032	$ 15.32			393,891	$ 16.45		
Granted	-	-			-	-		
Exercised	-	-		$ -	-	-		$ -
Forfeited	(38,534)	11.28			(2,570)	19.67		
Under option, end of year	148,498	$ 16.37	3.34	$ 1	391,321	$ 16.43	4.16	$ 774
Exercisable at end of year	148,498	$ 16.37	3.34	$ 1	369,766	$ 17.05	4.05	$ 435

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A summary of the status of the Company s restricted stock awards as of and for the years ended December 31, 2014, 2013 and 2012 is presented below:

	2014		2013		2012	
	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Nonvested shares at beginning of year	377,725	$ 11.78	295,075	$ 10.47	301,775	$ 9.14
Granted	82,047	20.99	108,400	14.77	62,450	13.15
Vested	(126,050)	13.12	(21,750)	9.31	(68,650)	7.06
Forfeited	(10,571)	15.61	(4,000)	9.88	(500)	9.96
Nonvested shares at end of year	323,151	13.46	377,725	11.78	295,075	10.47

The balance of unearned compensation related to restricted stock grants as of December 31, 2014, 2013 and 2012 was approximately $1,568,000, $2,129,000 and $1,608,000, respectively. At December 31, 2014, the cost is expected to be recognized over a weighted-average period of 2.0 years.

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NOTE 19. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

During 2010, the Company entered into an interest rate swap to lock in a fixed rate as opposed to the contractual variable interest rate on the junior subordinated debentures. The interest rate swap contract has a notional amount of $37.1 million and is hedging the variable rate on the junior subordinated debentures described in Note 17 of the consolidated financial statements. The Company receives a variable rate of the 90-day LIBOR rate plus 1.63% and pays a fixed rate of 4.11%. The swap matures in September 2020.

These contracts are classified as cash flow hedges of an exposure to changes in the cash flow of a recognized asset. At December 31, 2014 and 2013, the fair value of the remaining instrument totaled a liability of $1,315,000 and $370,000, respectively. As a cash flow hedge, the change in fair value of a hedge that is deemed to be highly effective is recognized in other comprehensive income and the portion deemed to be ineffective is recognized in earnings. As of December 31, 2014, the hedge is deemed to be highly effective.

Mortgage Banking Derivatives

During 2012, the Company began maintaining a risk management program to manage interest rate risk and pricing risk associated with its mortgage lending activities. This program includes the use of forward contracts and other derivatives that are used to offset changes in value of the mortgage inventory due to changes in market interest rates. As a normal part of its operations, the Company enters into derivative contracts such as forward sale commitments and IRLCs to economically hedge risks associated with overall price risk related to IRLCs and mortgage loans held for sale carried at fair value. These mortgage banking derivatives are not designated in hedge relationships. At December 31, 2014, the Company had approximately $38.9 million of IRLCs and $46.5 million of forward commitments for the future delivery of residential mortgage loans. The fair value of these mortgage banking derivatives was reflected as a derivative asset of $1.8 million and a derivative liability of $249,000. At December 31, 2013, the Company had approximately $35.0 million of IRLCs and $31.3 million of forward commitments for the future delivery of residential mortgage loans. The fair value of these mortgage banking derivatives was reflected as derivative assets of $1.1 million and $98,000, respectively. Fair values were estimated based on changes in mortgage interest rates from the date of the commitments. Changes in the fair values of these mortgage-banking derivatives are included in net gains on sales of loans.

The net gains (losses) relating to free-standing derivative instruments used for risk management are summarized below as of December 31, 2014, 2013 and 2012:

	Location	December 31, 2014	December 31, 2013	December 31, 2012
		(Dollars in Thousands)		
Forward contracts related to mortgage loans held for sale	Mortgage banking activity	$ (249)	$ 98	$ (37)
Interest rate lock commitments	Mortgage banking activity	$ 1,757	$ 1,082	$ 1,162

The following table reflects the amount and market value of mortgage banking derivatives included in the Consolidated Balance Sheets as of December 31, 2014 and 2013:

	2014		2013	
	Notional Amount	Fair Value	Notional Amount	Fair Value
	(Dollars in Thousands)			
Included in other assets:				
Forward contracts related to mortgage loans held for sale	$ -	$ -	$ 31,250	$ 98
Interest rate lock commitments	38,868	1,757	35,035	1,082
Total included in other assets	$ 38,868	$ 1,757	$ 66,285	$ 1,180
Included in other liabilities:				
Forward contracts related to mortgage loans held for sale	$ 46,500	$ 249	$ -	$ -
Interest rate lock commitments	-	-	-	-
Total included in other liabilities	$ 46,500	$ 249	$ -	$ -

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NOTE 20. COMMITMENTS AND CONTINGENT LIABILITIES

Loan Commitments

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. They involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amount recognized in the balance sheets.

The Company s exposure to credit loss is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. A summary of the Company s commitments is as follows:

	December 31,	
	2014	2013
	(Dollars in Thousands)	
Commitments to extend credit	$ 293,517	$ 215,995
Unused lines of credit	49,567	41,200
Financial standby letters of credit	9,683	7,665
Mortgage interest rate lock commitments	38,868	35,035

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management s credit evaluation of the customer.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. Collateral is required in instances which the Company deems necessary. The Company has not been required to perform on any material financial standby letters of credit and the Company has not incurred any losses on financial standby letters of credit for the years ended December 31, 2014 and 2013.

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company s management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company s legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company s financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

A former borrower of the Company has filed a claim related to a loan previously made by the Company asserting lender liability. The case was tried without a jury and an order was issued by the court against the Company awarding the borrower approximately $2.9 million. The order is currently on appeal to the South Carolina Court of Appeals and the Company is asserting it had no fiduciary responsibility to the borrower. As of December 31, 2014, the Company believes that it has valid bases in law and fact to overturn on appeal the verdict. As a result, the Company believes that the likelihood that the amount of the judgment will be affirmed is not probable, and, accordingly, that the amount of any loss cannot be reasonably estimated at this time. Because the Company believes that this potential loss is not probable or estimable, it has not recorded any reserves or contingencies related to this legal matter. In the event that the Company s assumptions used to evaluate this matter as neither probable nor estimable change in future periods, it may be required to record a liability for an adverse outcome.

NOTE 21. REGULATORY MATTERS

The Bank is subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval. At December 31, 2014, $21.4 million of retained earnings were available for dividend declaration without regulatory approval.

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company s and Bank s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of total and Tier I capital, as defined by the regulations, to risk-weighted assets, as defined, and of Tier I capital to average assets, as defined. Management believes that, as of December 31, 2014 and 2013, the Company and the Bank met all capital adequacy requirements to which they are subject.

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As of December 31, 2014 and 2013, the most recent notification from the regulatory authorities categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank s category. Prompt corrective action provisions are not applicable to bank holding companies.

The Company s and Bank s actual capital amounts and ratios are presented in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(Dollars in Thousands)			
As of December 31, 2014						
Total Capital to Risk Weighted Assets						
Consolidated	$ 373,310	13.42%	$ 222,557	8.00%		N/A
Ameris Bank	$ 414,356	14.90%	$ 222,528	8.00%	$ 278,160	10.00%
Tier I Capital to Risk Weighted Assets:						
Consolidated	$ 352,153	12.66%	$ 111,279	4.00%		N/A
Ameris Bank	$ 393,199	14.14%	$ 111,264	4.00%	$ 166,896	6.00%
Tier I Capital to Average Assets:						
Consolidated	$ 352,153	8.94%	$ 157,574	4.00%		N/A
Ameris Bank	$ 393,199	10.01%	$ 157,165	4.00%	$ 196,456	5.00%
As of December 31, 2013						
Total Capital to Risk Weighted Assets						
Consolidated	$ 353,777	15.32%	$ 184,784	8.00%		N/A
Ameris Bank	$ 369,387	16.03%	$ 184,349	8.00%	$ 230,437	10.00%
Tier I Capital to Risk Weighted Assets:						
Consolidated	$ 331,400	14.35%	$ 92,392	4.00%		N/A
Ameris Bank	$ 347,010	15.06%	$ 92,175	4.00%	$ 138,262	6.00%
Tier I Capital to Average Assets:						
Consolidated	$ 331,400	11.33%	$ 117,025	4.00%		N/A
Ameris Bank	$ 347,010	11.93%	$ 116,372	4.00%	$ 145,465	5.00%

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NOTE 22. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company s various financial instruments. In cases where quoted market prices are not available, fair value is based on discounted cash flows or other valuation techniques. These techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. The accounting standard for disclosures about the fair value of financial instruments excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The Company has elected to record mortgage loans held-for-sale at fair value in order to eliminate the complexities and inherent difficulties of achieving hedge accounting and to better align reported results with the underlying economic changes in value of the loans and related hedge instruments. This election impacts the timing and recognition of origination fees and costs, as well as servicing value, which are now recognized in earnings at the time of origination. Interest income on mortgage loans held-for-sale is recorded on an accrual basis in the consolidated statement of earnings and comprehensive income under the heading Interest income interest and fees on loans . The servicing value is included in the fair value of the IRLCs with borrowers. The mark to market adjustments related to loans held-for-sale and the associated economic hedges are captured in mortgage banking activities. Net gains of $4.3 million, $1.7 million and $775,000 resulting from fair value changes of these mortgage loans were recorded in income during the years ended December 31, 2014, 2013 and 2012, respectively. The amount does not reflect changes in fair values of related derivative instruments used to hedge exposure to market-related risks associated with these mortgage loans. The change in fair value of both mortgage loans held for sale and the related derivative instruments are recorded in Mortgage banking activity in the Consolidated Statements of Earnings and Comprehensive Income. The Company s valuation of mortgage loans held for sale incorporates an assumption for credit risk; however, given the short-term period that the Company holds these loans, valuation adjustments attributable to instrument-specific credit risk is nominal. Interest income on mortgage loans held for sale measured at fair value is accrued as it is earned based on contractual rates and is reflected in loan interest income on the Consolidated Statements of Earnings and Comprehensive Income.

The following table summarizes the difference between the fair value and the principal balance for mortgage loans held for sale measured at fair value as of December 31, 2014 and 2013:

	December 31,	
	2014	**2013**
	(Dollars in Thousands)	
Aggregate Fair Value of Mortgage Loans held for sale	$ 94,759	$ 67,278
Aggregate Unpaid Principal Balance	$ 90,418	$ 65,522
Past due loans of 90 days or more	$ -	$ -
Nonaccrual loans	$ -	$ -

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale and derivatives are recorded at fair value on a recurring basis. From time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans and OREO. Additionally, the Company is required to disclose, but not record, the fair value of other financial instruments.

Fair Value Hierarchy

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments and other accounts recorded or disclosed based on their fair value:

Cash, Due From Banks, Interest-Bearing Deposits in Banks and Federal Funds Sold: The carrying amount of cash, due from banks , interest-bearing deposits in banks and federal funds sold approximates fair value.

Securities Available For Sale: The fair value of securities available for sale is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Level 2 securities include certain U.S. agency bonds, collateralized mortgage and debt obligations and certain municipal securities. The level 2 fair value pricing is provided by an independent third party and is based upon similar securities in an active market. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include certain residual municipal securities and other less liquid securities.

Other Investments: FHLB stock is included in other investment securities at its original cost basis, as cost approximates fair value and there is no ready market for such investments. It is not practical to determine the fair value of FHLB stock due to restrictions placed on its transferability.

Mortgage Loans Held-for-Sale: The Company records mortgage loans held for sale at fair value. The fair value of mortgage loans held for sale is determined on outstanding commitments from third party investors in the secondary markets and is classified within Level 2 of the valuation hierarchy.

Loans: The carrying amount of variable-rate loans that reprice frequently and have no significant change in credit risk approximates fair value. The fair value of fixed-rate loans is estimated based on discounted contractual cash flows, using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality. The fair value of impaired loans is estimated based on discounted contractual cash flows or underlying collateral values, where applicable. A loan is determined to be impaired if the Company believes it is probable that all principal and interest amounts due according to the terms of the note will not be collected as scheduled. The fair value of impaired loans is determined in accordance with ASC 310-10, *Accounting by Creditors for Impairment of a Loan*, and generally results in a specific reserve established through a charge to the provision for loan losses. Losses on impaired loans are charged to the allowance when management believes the uncollectability of a loan is confirmed. Management has determined that the majority of impaired loans are Level 3 assets due to the extensive use of market appraisals. To the extent that market appraisals or other methods do not produce reliable determinations of fair value, these assets are deemed to be Level 3.

Other Real Estate Owned: The fair value of OREO is determined using certified appraisals that value the property at its highest and best uses by applying traditional valuation methods common to the industry. The Company does not hold any OREO for profit purposes and all other real estate is actively marketed for sale. In most cases, management has determined that additional write-downs are required beyond what is calculable from the appraisal to carry the property at levels that would attract buyers. Because this additional write-down is not based on observable inputs, management has determined that other real estate owned should be classified as Level 3.

Covered Assets: Covered assets include loans and other real estate owned on which the majority of losses would be covered by loss-sharing agreements with the FDIC. Management initially valued these assets at fair value using mostly unobservable inputs and, as such, has classified these assets as Level 3.

Intangible Assets and Goodwill: Intangible assets consist of core deposit premiums acquired in connection with business combinations and are based on the established value of acquired customer deposits. The core deposit premium is initially recognized based on a valuation performed as of the consummation date and is amortized over an estimated useful life of three to ten years. Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a business combination. Goodwill and other intangible assets deemed to have an indefinite useful life are not amortized but instead are subject to an annual review for impairment.

FDIC Loss-Share Receivable: Because the FDIC will reimburse the Company for certain acquired loans should the Company experience a loss, an indemnification asset is recorded at fair value at the acquisition date. The indemnification asset is recognized at the same time as the indemnified loans, and measured on the same basis, subject to collectability or contractual limitations. The shared loss agreements on the acquisition date reflect the reimbursements expected to be received from the FDIC, using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties. The shared loss agreements continue to be measured on the same basis as the related indemnified loans, and the loss share receivable is impacted by changes in estimated cash flows associated with these loans.

Accrued Interest Receivable/Payable: The carrying amount of accrued interest receivable and accrued interest payable approximates fair value.

Cash Value of Bank Owned Life Insurance: The carrying value of cash value of bank owned life insurance approximates fair value.

Deposits: The carrying amount of demand deposits, savings deposits and variable-rate certificates of deposits approximates fair value. The fair value of fixed-rate certificates of deposits is estimated based on discounted contractual cash flows using interest rates currently being offered for certificates of similar maturities.

Repurchase Agreements and/or Other Borrowings: The carrying amount of variable rate borrowings and securities sold under repurchase agreements approximates fair value. The fair value of fixed rate other borrowings is estimated based on discounted contractual cash flows using the current incremental borrowing rates for similar type borrowing arrangements.

Subordinated Deferrable Interest Debentures: The carrying amount of the Company s variable rate trust preferred securities approximates fair value.

Off-Balance-Sheet Instruments: Because commitments to extend credit and standby letters of credit are typically made using variable rates and have short maturities, the carrying value and fair value are immaterial for disclosure.

Derivatives: The Company has entered into derivative financial instruments to manage interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivatives. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair value of the derivatives are determined using the market standard methodology of netting the discounted future fixed cash receipts and the discounted expected variable cash payments. The variable cash payments are based on an expectation of future interest rates (forward curves derived from observable market interest rate curves).

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

Although the Company has determined that the majority of the inputs used to value its derivative fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself or the counterparty. However, as of December 31, 2014 and 2013, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustment is not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuation in its entirety is classified in Level 2 of the fair value hierarchy.

The following table presents the fair value measurements of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of December 31, 2014 and 2013:

	Fair Value Measurements on a Recurring Basis As of December 31, 2014			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in Thousands)			
U.S. government sponsored agencies	$ 14,678	$ -	$ 14,678	$ -
State, county and municipal securities	141,375	-	141,375	-
Corporate debt securities	11,040	-	8,540	2,500
Mortgage-backed securities	374,712	8,248	366,464	-
Mortgage loans held for sale	94,759	-	94,759	-
Mortgage banking derivative instruments	1,757	-	1,757	-
Total recurring assets at fair value	$ 638,321	$ 8,248	$ 627,573	$ 2,500
Derivative financial instruments	$ 1,315	$ -	$ 1,315	$ -
Mortgage banking derivative instruments	249	-	249	-
Total recurring liabilities at fair value	$ 1,564	$ -	$ 1,564	$ -

	Fair Value Measurements on a Recurring Basis As of December 31, 2013			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in Thousands)			
U.S. government sponsored agencies	$ 13,926	$ -	$ 13,926	$ -
State, county and municipal securities	112,754	-	112,754	-
Collateralized debt obligations	1,480	1,480	-	-
Corporate debt securities	10,325	-	8,325	2,000
Mortgage-backed securities	347,750	182,461	165,289	-
Mortgage loans held for sale	67,278	-	67,278	-
Mortgage banking derivative instruments	1,180	-	1,180	-
Total recurring assets at fair value	$ 554,693	$ 183,941	$ 368,752	$ 2,000
Derivative financial instruments	$ 370	$ -	$ 370	$ -
Total recurring liabilities at fair value	$ 370	$ -	$ 370	$ -

The following table presents the fair value measurements of assets measured at fair value on a non-recurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy as of December 31, 2014 and 2013:

	Fair Value Measurements on a Nonrecurring Basis As of December 31, 2014			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in Thousands)			
Impaired loans carried at fair value	$ 30,479	$ -	$ -	$ 30,479
Purchased, non-covered other real estate owned	15,585	-	-	15,585
Covered other real estate owned	19,907	-	-	19,907
Total nonrecurring assets at fair value	$ 65,971	$ -	$ -	$ 65,971

	Fair Value Measurements on a Nonrecurring Basis As of December 31, 2013			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in Thousands)			
Impaired loans carried at fair value	$ 42,546	$ -	$ -	$ 42,546
Purchased, non-covered other real estate owned	4,276	-	-	4,276
Covered other real estate owned	45,893	-	-	45,893
Total nonrecurring assets at fair value	$ 92,715	$ -	$ -	$ 92,715

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The inputs used to determine estimated fair value of impaired loans and covered loans include market conditions, loan term, underlying collateral characteristics and discount rates. The inputs used to determine fair value of other real estate owned and covered other real estate owned include market conditions, estimated marketing period or holding period, underlying collateral characteristics and discount rates.

For the years ended December 31, 2014 and 2013, there was not a change in the methods and significant assumptions used to estimate fair value.

The following table shows significant unobservable inputs used in the fair value measurement of Level 3 assets and liabilities.

	Fair Value		Valuation Technique	Unobservable Inputs	Range of Discounts	Weighted Average Discount
As of December 31, 2014						
Nonrecurring:						
Impaired loans	$	30,479	Third party appraisals and discounted cash flows	Collateral discounts and discount rates	0% - 50%	20%
Purchased non-covered real estate owned	$	15,585	Third party appraisals	Collateral discounts and estimated costs to sell	10% -96%	33%
Covered real estate owned	$	19,907	Third party appraisals	Collateral discounts and estimated costs to sell	10% - 90%	15%
Recurring:						
Investment securities available for sale	$	2,500	Discounted par values	Credit quality of underlying issuer	0%	0%
As of December 31, 2013						
Nonrecurring:						
Impaired loans	$	42,546	Third party appraisals and discounted cash flows	Collateral discounts and discount rates	4% - 75%	23%
Purchased non-covered real estate owned	$	4,276	Third party appraisals	Collateral discounts and estimated costs to sell	15% - 63%	29%
Covered real estate owned	$	45,893	Third party appraisals	Collateral discounts and estimated costs to sell	10% - 86%	17%

Recurring:						
Investment securities available for sale	$	2,000	Discounted par values	Credit quality of underlying issuer	0%	0%

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The carrying amount and estimated fair value of the Company s financial instruments, not shown elsewhere in these financial statements, were as follows:

	Carrying Amount	Fair Value Measurements at December 31, 2014 Using: Level 1	Level 2	Level 3	Total
	(Dollars in Thousands)				
Financial assets:					
Cash and due from banks	$ 78,026	$ 78,026	$ -	$ -	$ 78,026
Federal funds sold and interest-bearing accounts	92,323	92,323	-		92,323
Loans, net	2,783,763	-	-	2,785,627	2,785,627
FDIC loss-share receivable	31,351	-	-	18,764	18,764
Accrued interest receivable	17,023	17,023	-	-	17,023
Financial liabilities:					
Deposits	3,431,149	-	3,432,059	-	3,432,059
Securities sold under agreements to repurchase	73,310	73,310	-	-	73,310
Other borrowings	78,881	-	78,881	-	78,881
Accrued interest payable	1,382	1,382	-	-	1,382
Subordinated deferrable interest debentures	65,325	-	46,564	-	46,564

	Carrying Amount	Fair Value Measurements at December 31, 2013 Using: Level 1	Level 2	Level 3	Total
	(Dollars in Thousands)				
Financial assets:					
Cash and due from banks	$ 62,955	$ 62,955	$ -	$ -	$ 62,995
Federal funds sold and interest-bearing accounts	204,984	204,984	-	-	204,984
Loans, net	2,392,521	-	-	2,404,909	2,404,909
FDIC loss-share receivable	65,441	-	-	61,317	61,317
Accrued interest receivable	15,071	15,071	-	-	15,071
Financial liabilities:					
Deposits	2,999,231	-	3,000,061	-	3,000,061
Securities sold under agreements to repurchase	83,516	83,516	-	-	83,516
Other borrowings	194,572	-	194,572	-	194,572
Accrued interest payable	1,431	1,431	-	-	1,431
Subordinated deferrable interest debentures	55,466	-	36,277	-	36,277

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NOTE 23 ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated other comprehensive income for the Company consists of changes in net unrealized gains and losses on investment securities available for sale and interest rate swap derivatives. The reclassification for gains included in net income is recorded in net gains on sales of securities in the Consolidated Statements of Income. The following tables present a summary of the accumulated other comprehensive income balances, net of tax, as of December 31, 2014 and 2013.

(Dollars in Thousands)	Unrealized Gain (Loss) on Derivatives	Unrealized Gain (Loss) on Securities	Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2014	$ 1,397	$ (1,691)	$ (294)
Reclassification for gains included in net income	-	(90)	(90)
Current year changes	(889)	7,371	6,482
Balance, December 31, 2014	$ 508	$ 5,590	$ 6,098

(Dollars in Thousands)	Unrealized Gain (Loss) on Derivatives	Unrealized Gain (Loss) on Securities	Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2013	$ (23)	$ 6,630	$ 6,607
Reclassification for gains included in net income	-	(111)	(111)
Current year changes	1,420	(8,210)	(6,790)
Balance, December 31, 2013	$ 1,397	$ (1,691)	$ (294)

NOTE 24 SEGMENT REPORTING

The following table presents selected financial information with respect to the Company s reportable business segments for the years ended December 31, 2014, 2013 and 2012.

	Year Ended December 31, 2014			
	Retail Banking Division	Mortgage Banking Division	SBA Division	Total
	(Dollars in Thousands)			
Net interest income	$ 140,460	$ 7,360	$ 2,066	$ 149,886
Provision for loan losses	4,822	826	-	5,648

Noninterest income	32,337	25,614	4,885	62,836
Noninterest expense:				
Salaries and employee benefits	55,101	16,173	2,604	73,878
Equipment and occupancy expenses	16,097	1,343	81	17,521
Data processing and telecommunications expenses	14,436	1,097	18	15,551
Other expenses	39,175	3,995	749	43,919
Total noninterest expense	124,809	22,608	3,452	150,869
Income before income tax expense	43,166	9,540	3,499	56,205
Income tax expense	12,918	3,339	1,225	17,482
Net income	30,248	6,201	2,274	38,723
Less preferred stock dividends	286	-	-	286
Net income available to common shareholders	$ 29,962	$ 6,201	$ 2,274	$ 38,437
Total assets	$3,751,503	$223,090	$62,484	$4,037,077
Stockholders equity	$ 353,532	$ 8,306	$ 4,190	$ 366,028

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	Year Ended December 31, 2013			
	Retail Banking Division	Mortgage Banking Division	SBA Division	Total
	(Dollars in Thousands)			
Net interest income	$ 110,582	$ 3,883	$ 1,720	$ 116,185
Provision for loan losses	11,486	-	-	11,486
Noninterest income	25,282	19,130	2,137	46,549
Noninterest expense:				
Salaries and employee benefits	43,524	12,515	631	56,670
Equipment and occupancy expenses	11,599	631	56	12,286
Data processing and telecommunications expenses	10,957	573	9	11,539
Other expenses	36,850	4,386	214	41,450
Total noninterest expense	102,930	18,105	910	121,945
Income before income tax expense	21,448	4,908	2,947	29,303
Income tax expense	(6,536)	(1,718)	(1,031)	(9,285)
Net income	14,912	3,190	1,916	20,018
Less preferred stock dividends	1,738	-	-	1,738
Net income available to common shareholders	$13,174	$ 3,190	$ 1,916	$18,280
Total assets	$3,506,954	$122,427	$38,268	$3,667,649
Stockholders equity	$ 312,678	$ 2,105	$ 1,916	$ 316,699

	Year Ended December 31, 2012			
	Retail Banking Division	Mortgage Banking Division	SBA Division	Total
	(Dollars in Thousands)			
Net interest income	$ 113,347	$ 1,058	$ -	114,405
Provision for loan losses	31,089	-	-	31,089
Noninterest income	44,885	12,989	-	57,874
Noninterest expense:				
Salaries and employee benefits	45,456	7,666	-	53,122
Equipment and occupancy expenses	12,726	482	-	13,208
Data processing and telecommunications expenses	10,341	342	-	10,683
Other expenses	41,056	1,401	-	42,457

Total noninterest expense	109,579	9,891	-	119,470
Income before income tax expense	17,564	4,156	-	21,720
Income tax expense	(5,831)	(1,454)	-	(7,285)
Net income	11,733	2,702	-	14,435
Less preferred stock dividends	3,577	-	-	3,577
Net income available to common shareholders	$ 8,156	$ 2,702	-	$10,858
Total assets	$2,938,519	$80,533	-	$3,019,052
Stockholders equity	$ 278,901	$ 116	-	$ 279,017

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NOTE 25 - QUARTERLY FINANCIAL DATA (unaudited)

The following table sets forth certain consolidated quarterly financial information of the Company.

	Quarters Ended December 31, 2014			
	4	3	2	1
	(Dollars in Thousands, Except Per Share Data)			
Selected Income Statement Data:				
Interest income	$ 44,900	$ 43,186	$ 38,607	$ 37,873
Interest expense	3,894	4,054	3,343	3,389
Net interest income	41,006	39,132	35,264	34,484
Provision for loan losses	888	1,669	1,365	1,726
Net interest income after provision for loan losses	40,118	37,463	33,899	32,758
Noninterest income	16,362	17,901	15,819	12,754
Noninterest expense	41,666	38,028	34,446	32,789
Acquisition related expenses	67	551	2,872	450
Income before income taxes	14,747	16,785	12,400	12,273
Income tax	4,167	5,122	4,270	3,923
Net income	10,580	11,663	8,130	8,350
Preferred stock dividends	-	-	-	286
Net income available to common stockholders	$ 10,580	$ 11,663	$ 8,130	$ 8,064
Per Share Data:				
Net income basic	0.40	0.44	0.32	0.32
Net income diluted	0.39	0.43	0.32	0.32
Common Dividends (Cash)	0.05	0.05	0.05	-
Common Dividends (Stock)	-	-	-	-

	Quarters Ended December 31, 2013			
	4	3	2	1
	(Dollars in Thousands, Except Per Share Data)			
Selected Income Statement Data:				
Interest income	$ 31,749	$ 31,749	$ 31,951	$ 30,873
Interest expense	2,698	2,429	2,475	2,535

Net interest income	29,051	29,320	29,476	28,338
Provision for loan losses	1,478	2,920	4,165	2,923
Net interest income after provision for loan losses	27,573	26,400	25,311	25,415
Noninterest income	11,517	12,288	11,384	11,360
Noninterest expense	33,274	28,237	26,688	28,884
Acquisition related expenses	4,350	512	-	-
Income before income taxes	1,466	9,939	10,007	7,891
Income tax	88	3,262	3,329	2,606
Net income	1,378	6,677	6,678	5,285
Preferred stock dividends	412	443	442	441
Net income available to common stockholders	$ 966	$ 6,234	$ 6,236	$ 4,844
Per Share Data:				
Net income basic	0.04	0.26	0.26	0.20
Net income diluted	0.04	0.26	0.26	0.20
Common Dividends (Cash)	-	-	-	-
Common Dividends (Stock)	-	-	-	-

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NOTE 26. CONDENSED FINANCIAL INFORMATION OF AMERIS BANCORP (PARENT COMPANY ONLY)

CONDENSED BALANCE SHEETS

DECEMBER 31, 2014 AND 2013

(Dollars in Thousands)

	2014	2013
Assets		
Cash and due from banks	$ 868	$ 3,550
Investment in subsidiaries	470,557	386,377
Other assets	6,552	6,824
Total assets	$ 477,977	$ 396,751
Liabilities		
Other liabilities	$ 7,624	$ 14
Other borrowings	39,000	24,572
Subordinated deferrable interest debentures	65,325	55,466
Total liabilities	111,949	80,052
Stockholders equity	366,028	316,699
Total liabilities and stockholders equity	$ 477,977	$ 396,751

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CONDENSED STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands)

	2014	2013	2012
Income			
Dividends from subsidiaries	$ 29,000	$ 2,200	$ 29,000
Gain on sale of securities	-	-	214
Other income	235	26	106
Total income	29,235	2,226	29,320
Expense			
Interest	4,558	1,527	1,489
Other expense	2,253	1,133	1,545
Total expense	6,811	2,660	3,034
Earnings (loss) before income tax benefit and dividends received in excess of earnings of subsidiaries and equity in undistributed income (loss) of subsidiaries	22,424	(434)	26,286
Income tax benefit	2,468	921	921
Earnings (loss) before dividends received in excess of earnings of subsidiaries and equity in undistributed income of subsidiaries	24,892	487	27,207
Dividends received in excess of earnings of subsidiaries	-	-	(12,772)
Equity in undistributed income of subsidiaries	13,831	19,531	-
Net income	38,723	20,018	14,435
Preferred stock dividend	286	1,738	3,577
Net income available to common shareholders	$ 38,437	$ 18,280	$ 10,858

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CONDENSED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

(Dollars in Thousands)

	2014	2013	2012
OPERATING ACTIVITIES			
Net income	$ 38,723	$ 20,018	$ 14,435
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Stock-based compensation expense	2,058	1,041	1,044
Dividends received in excess of earnings of subsidiaries	-	-	12,772
Undistributed earnings of subsidiaries	(13,831)	(19,531)	-
(Increase) decrease in interest payable	(214)	(5,300)	(108)
Decrease in tax receivable	(256)	(813)	(786)
Provision for deferred taxes	(426)	39	14
Other operating activities	(1,558)	(2,686)	(388)
Total adjustments	(14,227)	(27,250)	12,548
Net cash provided by (used in) operating activities	24,496	(7,232)	26,983
INVESTING ACTIVITIES			
Net cash proceeds received from acquisitions	144	249	-
Net cash provided by investing activities	144	249	-
FINANCING ACTIVITIES			
Repurchase of warrant	-	-	(2,670)
Purchase of treasury shares	(474)	(116)	(235)
Dividends paid preferred stock	(286)	(1,400)	(2,642)
Dividends paid common stock	(4,016)	-	-
Proceeds from other borrowings	14,000	10,000	-
Repayment of other borrowings	(9,005)	-	-
Repurchase of preferred stock	(28,000)	-	(24,000)
Proceeds from exercise of stock options	459	410	3
Net cash provided by (used in) financing activities	(27,322)	8,894	(29,544)
Net change in cash and due from banks	(2,682)	1,911	(2,561)

Cash and due from banks at beginning of year	3,550	1,639	4,200
Cash and due from banks at end of year	$ 868	$ 3,550	$ 1,639
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION			
Cash paid during the year for interest	$ 4,772	$ 1,523	$ 1,597
Cash paid during the year for income taxes	$ -	$ -	$ -

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NOTE 27 SUBSEQUENT EVENTS

On January 28, 2015, the Company entered into a Stock Purchase Agreement (the Purchase Agreement) with Merchants & Southern Banks of Florida, Incorporated, a Florida corporation (Merchants), and Dennis R. O Neil, the sole shareholder of Merchants. Merchants and Southern Bank is a wholly owned banking subsidiary of Merchants that has a total of thirteen banking locations in Alachua, Marion and Clay Counties, Florida. Pursuant to the terms of the Purchase Agreement, the Company will purchase all of the issued and outstanding shares of common stock of Merchants for a total purchase price of $50,000,000. As of December 31, 2014, Merchants reported assets of $473 million, gross loans of $214 million and deposits of $336 million. The purchase price will be allocated among the assets of Merchants acquired as appropriate, with the remaining balance being reported as goodwill. Consummation of the acquisition is subject to customary conditions, including the receipt of required regulatory approvals. The transaction is expected to close during the second quarter of 2015.

On January 28, 2015, the Bank, entered into a Purchase and Assumption Agreement (the P&A Agreement) with Bank of America, National Association pursuant to which the Bank has agreed to purchase, subject to the terms and conditions set forth in the P&A Agreement, eighteen branches of Bank of America, National Association located in Calhoun, Columbia, Dixie, Hamilton, Suwanee and Walton Counties, Florida and Ben Hill, Colquitt, Dougherty, Laurens, Liberty, Thomas, Tift and Ware Counties, Georgia. The Bank will assume an estimated $812 million of deposits at a deposit premium of 3.00 percent based on deposit balances near the time the transaction closes. The Bank will also acquire an immaterial amount of loans as part of the transaction. Consummation of the acquisition is subject to customary conditions, including the receipt of required regulatory approvals. The transaction is expected to close during the second quarter of 2015.

On January 29, 2015, the Company completed a private placement of 5,320,000 shares of the Company s common stock at a price of $22.50 per share. The Company received net proceeds from the issuance of approximately $114.5 million (after deducting placement agent commissions and the Company s estimated expenses). The Company intends to use the net proceeds to fund the acquisitions discussed above, as well as for general corporate purposes.