Ameris Bancorp
Form 10-Q
August 09, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

OR

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

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 STREET, S.E., MOULTRIE, GA 31768

(Address of principal executive offices)

(229) 890-1111

(Registrant s telephone number)

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 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 Securities Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

There were 23,898,392 shares of Common Stock outstanding as of July 30, 2013.

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AMERIS BANCORP

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Item 1. Financial Statements.

AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	June 30, 2013 (Unaudited)	December 31, 2012 (Audited)	June 30, 2012 (Unaudited)
Assets			
Cash and due from banks	$ 50,343	$ 80,256	$ 60,126
Federal funds sold and interest-bearing accounts	43,904	193,677	111,251
Investment securities available for sale, at fair value	316,168	346,909	366,980
Other investments	7,764	6,832	7,884
Mortgage loans held for sale	62,580	48,786	19,659
Loans	1,555,827	1,450,635	1,365,489
Covered loans	443,517	507,712	601,737
Less: allowance for loan losses	24,217	23,593	26,198
Loans, net	1,975,127	1,934,754	1,941,028
Other real estate owned	39,885	39,850	36,397
Covered other real estate owned	62,178	88,273	83,467
Total other real estate owned	102,063	128,123	119,864
FDIC loss-share receivable	105,513	159,724	203,801
Premises and equipment, net	70,167	75,983	75,192
Intangible assets, net	2,318	3,040	3,767
Goodwill	956	956	956
Cash value of bank owned life insurance	47,495	15,603	
Other assets	24,277	24,409	9,803
Total assets	$ 2,808,675	$ 3,019,052	$ 2,920,311
Liabilities and Stockholders Equity			
Liabilities			
Deposits:			
Noninterest-bearing	$ 475,445	$ 510,751	$ 429,113
Interest-bearing	1,967,658	2,113,912	2,115,559
Total deposits	2,443,103	2,624,663	2,544,672
Securities sold under agreements to repurchase	19,142	50,120	19,800
Other borrowings			3,810
Other liabilities	16,384	22,983	8,821
Subordinated deferrable interest debentures	42,269	42,269	42,269
Total liabilities	2,520,898	2,740,035	2,619,372

Commitments and contingencies

Stockholders Equity			
Preferred stock, stated value $1,000; 5,000,000 shares authorized; 28,000, 28,000 and 52,000 shares issued and outstanding	27,845	27,662	51,044
Common stock, par value $1; 100,000,000 shares authorized; 25,257,669, 25,154,818 and 25,155,318 issued	25,258	25,155	25,155
Capital surplus	165,484	164,949	166,685
Retained earnings	76,790	65,710	61,081
Accumulated other comprehensive income	3,582	6,607	7,805
Treasury stock, at cost, 1,363,342, 1,355,050 and 1,336,174 shares	(11,182)	(11,066)	(10,831)
Total stockholders equity	287,777	279,017	300,939
Total liabilities and stockholders equity	$ 2,808,675	$ 3,019,052	$ 2,920,311

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

(dollars in thousands, except per share data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Interest income				
Interest and fees on loans	$ 29,859	$ 30,334	$ 58,575	$ 59,816
Interest on taxable securities	1,719	2,187	3,416	4,496
Interest on nontaxable securities	344	374	719	739
Interest on deposits in other banks and federal funds sold	29	112	114	238
Total interest income	31,951	33,007	62,824	65,289
Interest expense				
Interest on deposits	2,083	3,635	4,309	7,719
Interest on other borrowings	392	491	701	962
Total interest expense	2,475	4,126	5,010	8,681
Net interest income	29,476	28,881	57,814	56,608
Provision for loan losses	4,165	7,225	7,088	20,107
Net interest income after provision for loan losses	25,311	21,656	50,726	36,501
Noninterest income				
Service charges on deposit accounts	4,695	4,770	9,532	9,156
Mortgage banking activity	5,001	3,006	9,465	4,481
Other service charges, commissions and fees	617	322	946	713
Gain on acquisitions				20,037
Gain (loss) on sale of securities	(1)		171	
Other noninterest income	1,072	777	2,630	1,752
Total noninterest income	11,384	8,875	22,744	36,139
Noninterest expense				
Salaries and employee benefits	13,381	12,125	27,187	23,571
Equipment and occupancy expenses	2,978	2,880	5,909	6,215
Amortization of intangible assets	358	412	722	632
Data processing and telecommunications expenses	2,836	2,905	5,406	4,830
Advertising and marketing expenses	327	364	582	713
Other non-interest expenses	6,808	7,937	15,766	24,908
Total noninterest expense	26,688	26,623	55,572	60,869

Income before income tax expense	10,007	3,908	17,898	11,771
Applicable income tax expense	3,329	1,413	5,935	3,911
Net income	6,678	2,495	11,963	7,860
Less preferred stock dividends	442	817	883	1,632
Net income available to common shareholders	$ 6,236	$ 1,678	$ 11,080	$ 6,228
Other comprehensive income				
Unrealized holding gain (loss) arising during period on investment securities available for sale, net of tax	(3,689)	1,934	(4,118)	1,244
Reclassification adjustment for losses (gains) included in earnings, net of tax	1		(111)	
Unrealized gain (loss) on cash flow hedges arising during period, net of tax	995	(642)	1,204	(735)
Other comprehensive income (loss)	(2,693)	1,292	(3,025)	509
Total comprehensive income	$ 3,985	$ 3,787	$ 8,938	$ 8,369
Basic and diluted earnings per share	$ 0.26	$ 0.07	$ 0.46	$ 0.26
Weighted average common shares outstanding				
Basic	23,879	23,819	23,873	23,791
Diluted	24,288	23,973	24,282	23,945

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

(dollars in thousands, except per share data)

(Unaudited)

	Six Months Ended June 30, 2013		Six Months Ended June 30, 2012	
	Shares	Amount	Shares	Amount
PREFERRED STOCK				
Issued at beginning of period	28,000	$ 27,662	52,000	$ 50,727
Accretion of fair value of warrant		183		317
Issued at end of period	**28,000**	**$ 27,845**	**52,000**	**$ 51,044**
COMMON STOCK				
Issued at beginning of period	25,154,818	$ 25,155	25,087,468	$ 25,087
Issuance of restricted shares	83,400	83	67,450	67
Cancellation of restricted shares	(1,000)	(1)		
Proceeds from exercise of stock options	20,451	21	400	1
Issued at end of period	**25,257,669**	**$ 25,258**	**25,155,318**	**$ 25,155**
CAPITAL SURPLUS				
Balance at beginning of period		$ 164,949		$ 166,639
Stock-based compensation		395		111
Proceeds from exercise of stock options		222		2
Issuance of restricted shares		(83)		(67)
Cancellation of restricted shares		1		
Balance at end of period		**$ 165,484**		**$ 166,685**
RETAINED EARNINGS				
Balance at beginning of period		$ 65,710		$ 54,852
Net income		11,963		7,860
Dividends on preferred shares		(700)		(1,314)
Accretion of fair value of warrant		(183)		(317)
Balance at end of period		**$ 76,790**		**$ 61,081**
ACCUMULATED OTHER COMPREHENSIVE INCOME, NET OF TAX				
Unrealized gains on securities and derivatives:				
Balance at beginning of period		$ 6,607		$ 7,296
Other comprehensive income (loss)		(3,025)		509
Balance at end of period		**$ 3,582**		**$ 7,805**

TREASURY STOCK		
Balance at beginning of period	$ 11,066	$ 10,831
Purchase of treasury shares	116	
Balance at end of period	**$ 11,182**	**$ 10,831**
TOTAL STOCKHOLDERS EQUITY	**$ 287,777**	**$ 300,939**

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

(Unaudited)

	Six Months Ended June 30,	
	2013	**2012**
Cash flows from operating activities:		
Net income	$ 11,963	$ 7,860
Adjustments reconciling net income to net cash provided by operating activities:		
Depreciation	2,468	2,331
Net gains on sale or disposal of premises and equipment	(221)	(1)
Net losses or write-downs on sale of other real estate owned	3,599	8,065
Provision for loan losses	7,088	20,107
Gain on acquisitions		(20,037)
Amortization of intangible assets	722	632
Net change in mortgage loans held for sale	(13,794)	(8,096)
Net gains on securities available for sale	(171)	
Change in other prepaids, deferrals and accruals, net	12,040	14,163
Net cash provided by operating activities	23,694	25,024
Cash flows from investing activities, net of effect of business combinations:		
Net increase in federal funds sold and interest-bearing deposits	149,773	117,791
Proceeds from maturities of securities available for sale	33,857	52,737
Purchase of securities available for sale	(41,722)	(63,757)
Proceeds from sales of securities available for sale	31,340	28,923
Purchase of bank owned life insurance	(30,000)	
Net (increase)/decrease in loans	(76,300)	1,691
Proceeds from sales of other real estate owned	38,534	33,920
Proceeds from sales of premises and equipment	1,928	346
Purchases of premises and equipment	(2,117)	(4,744)
Decrease in FDIC loss-share receivable	54,211	91,247
Net cash proceeds received from FDIC-assisted acquisitions		65,050
Net cash provided by investing activities	159,504	323,204
Cash flows from financing activities, net of effect of business combinations:		
Net decrease in deposits	(181,560)	(307,930)
Net decrease in securities sold under agreements to repurchase	(30,978)	(17,865)
Decrease in other borrowings		(26,524)
Dividends paid preferred stock	(700)	(1,314)
Purchase of treasury shares	(116)	
Proceeds from exercise of stock options	243	3
Net cash used in financing activities	(213,111)	(353,630)
Net decrease in cash and due from banks	(29,913)	(5,402)

Cash and due from banks at beginning of period	80,256	65,528
Cash and due from banks at end of period	$ 50,343	$ 60,126
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid/(received) during the period for:		
Interest	$ 5,371	$ 9,928
Income taxes	$ 8,356	$ 48
Loans transferred to other real estate owned	$ 28,839	$ 30,375

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2013

(Unaudited)

NOTE 1 BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Ameris Bancorp (the Company or Ameris) is a financial holding company headquartered in Moultrie, Georgia. Ameris conducts substantially all of its operations through its wholly-owned banking subsidiary, Ameris Bank (the Bank). At June 30, 2013, the Bank operated 56 branches in select markets in Georgia, Alabama, Florida and South Carolina. Our business model capitalizes on the efficiencies of a large financial services company while still providing the community with the personalized banking service expected by our customers. We manage our Bank through a balance of decentralized management responsibilities and efficient centralized operating systems, products and loan underwriting standards. The Company s Board of Directors and senior managers establish corporate policy, strategy and administrative policies. Within the Company s established guidelines and policies, the banker closest to the customer responds to the differing needs and demands of their unique market.

The accompanying unaudited consolidated financial statements for Ameris have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. The interim consolidated financial statements included herein are unaudited, but reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the consolidated financial position and results of operations for the interim periods presented. All significant intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the period ended June 30, 2013 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto and the report of our registered independent public accounting firm included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

Newly Adopted Accounting Pronouncements

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. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments are not expected to have a material impact on the Company s results of operations, financial position or disclosures.

ASU 2013-02 - *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (ASU 2013-02). ASU 2013-02 requires an entity to provide information about the amounts reclassified from accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under United States generally accepted accounting principles to be reclassified to net income in its entirety in the same reporting period. For all other amounts, an entity is required to cross-reference to other disclosures that provide additional details about these amounts. The amendments are effective prospectively for reporting periods beginning after December 15, 2012. It did not have a material effect on the Company s results of operations, financial position or disclosures.

ASU 2012-06 - *Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution* (ASU 2012-06). When an entity recognizes an indemnification asset and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs as a result of a change in the cash flows expected to be collected on the indemnified asset, ASU 2012-06 requires the entity to recognize the change in the measurement of the indemnification asset on the same basis as the indemnified assets. Any amortization of changes in value of the indemnification asset should be limited to the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets. ASU 2012-06 is effective for fiscal years beginning on or after

December 15, 2012, and early adoption is permitted. It is to be applied prospectively to any new indemnification assets acquired after the date of adoption and to indemnification assets existing as of the date of adoption arising from a government-assisted acquisition of a financial institution. ASU 2012-06 did not have a material effect on the Company s results of operations, financial position or disclosures.

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ASU 2011-04 - *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 generally represents clarifications of Topic 820, but also includes some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. ASU 2011-04 results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements. ASU 2011-04 was to be applied prospectively and is effective during interim and annual periods beginning after December 15, 2011 for public companies. It did not have a material impact on the Company s results of operations, financial position or disclosures.

ASU 2011-05 - *Amendments to Topic 220, Comprehensive Income* (ASU 2011-05). ASU 2011-05 grants an entity the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. For public entities, ASU 2011-05 was effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and was to be adopted retrospectively. It did not have a material impact on the Company s results of operations, financial position or disclosures.

ASU 2011-08 - *Intangibles - Goodwill and Other (Topic 350) Testing Goodwill for Impairment* (ASU 2011-08). ASU 2011-08 grants an entity the option to assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. This conclusion can be used as a basis for determining whether it is necessary to perform the two-step goodwill impairment test required in Topic 350. ASU 2011-08 was effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. It did not have a material impact on the Company s results of operations, financial position or disclosures.

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 income under the heading Interest income - interest and fees on loans . The servicing value is included in the fair value of the Interest Rate Lock Commitments (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.

The fair value hierarchy describes three levels of inputs that may be used to measure fair value:

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 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.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments and other accounts recorded based on their fair value:

Cash and Due From Banks, Federal Funds Sold and Interest-Bearing Accounts: The carrying amount of cash and due from banks, federal funds sold and interest-bearing accounts approximates fair value.

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Investment 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 mortgage-backed securities issued by government sponsored enterprises and municipal bonds. 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: Federal Home Loan Bank (FHLB) stock is included in other investments at its original cost basis, as cost approximates fair value and there is no ready market for such investments.

Mortgage Loans Held for Sale: 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 expected future 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 loan will not be collected as scheduled. The fair value of impaired loans is determined in accordance with accounting standards 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 other real estate owned (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 Federal Deposit Insurance Corporation (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.

Deposits: The carrying amount of demand deposits, savings deposits and variable-rate certificates of deposit approximates fair value. The fair value of fixed-rate certificates of deposit is estimated based on discounted contractual cash flows using interest rates currently offered for certificates with similar maturities.

Securities Sold under Agreements to Repurchase and 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 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.

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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 June 30, 2013, December 31, 2012 and June 30, 2012, 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 carrying amount and estimated fair value of the Company s financial instruments, not shown elsewhere in these financial statements, were as follows:

		Fair Value Measurements at June 30, 2013 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
		(Dollars in Thousands)			
Financial assets:					
Loans, net	$ 1,975,127	$	$ 1,512,681	$ 488,271	$ 2,000,952
Financial liabilities:					
Deposits	2,443,103		2,444,263		2,444,263

		Fair Value Measurements at December 31, 2012 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
		(Dollars in Thousands)			
Financial assets:					
Loans, net	$ 1,934,754	$	$ 1,406,366	$ 560,226	$ 1,966,592
Financial liabilities:					
Deposits	2,624,663		2,624,883		2,624,883

		Fair Value Measurements at June 30, 2012 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
		(Dollars in Thousands)			
Financial assets:					
Loans, net	$ 1,941,028	$	$ 1,313,527	$ 662,014	$ 1,975,541
Financial liabilities:					
Deposits	2,544,672		2,546,740		2,546,740
Other borrowings	3,810	3,835			3,835

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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 June 30, 2013, December 31, 2012 and June 30, 2012 (dollars in thousands):

	Fair Value Measurements on a Recurring Basis As of June 30, 2013			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. government agencies	$ 14,335	$	$ 14,335	$
State, county and municipal securities	112,759	2,447	110,312	
Corporate debt securities	10,090		8,090	2,000
Mortgage-backed securities	178,984		178,984	
Mortgage loans held for sale	62,580		62,580	
Total recurring assets at fair value	$ 378,748	$ 2,447	$ 374,301	$ 2,000
Derivative financial instruments	$ 916	$	$ 916	$
Total recurring liabilities at fair value	$ 916	$	$ 916	$

	Fair Value Measurements on a Recurring Basis As of December 31, 2012			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. government agencies	$ 6,870	$	$ 6,870	$
State, county and municipal securities	114,390	4,854	109,536	
Corporate debt securities	10,328		8,328	2,000
Mortgage-backed securities	215,321	23,893	191,428	
Mortgage loans held for sale	48,786		48,786	
Total recurring assets at fair value	$ 395,695	$ 28,747	$ 364,948	$ 2,000
Derivative financial instruments	$ 2,978	$	$ 2,978	$
Total recurring liabilities at fair value	$ 2,978	$	$ 2,978	$

	Fair Value Measurements on a Recurring Basis As of June 30, 2012			
	Fair Value	Quoted Prices in Active	Significant Other	Significant Unobservable

		Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
U.S. government agencies	$ 8,898	$	$ 8,898	$
State, county and municipal securities	100,327	5,432	94,895	
Corporate debt securities	11,506	250	9,256	2,000
Mortgage-backed securities	246,249	5,086	241,163	
Mortgage loans held for sale	19,659		19,659	
Total recurring assets at fair value	$ 386,639	$ 10,768	$ 373,871	$ 2,000
Derivative financial instruments	$ 2,970	$	$ 2,970	$
Total recurring liabilities at fair value	$ 2,970	$	$ 2,970	$

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The following table is a presentation of the valuation methodologies used for instruments measured at fair value on a nonrecurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy as of June 30, 2013, December 31, 2012 and June 30, 2012 (dollars in thousands):

	Fair Value Measurements on a Nonrecurring Basis As of June 30, 2013			
	Fair Value	Level 1	Level 2	Level 3
Impaired loans carried at fair value	$ 44,754	$	$	$ 44,754
Other real estate owned	39,885			39,885
Covered loans	443,517			443,517
Covered other real estate owned	62,178			62,178
Total non-recurring assets at fair value	$ 590,334	$	$	$ 590,334

	Fair Value Measurements on a Nonrecurring Basis As of December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Impaired loans carried at fair value	$ 52,514	$	$	$ 52,514
Other real estate owned	39,850			39,850
Covered loans	507,712			507,712
Covered other real estate owned	88,273			88,273
Total nonrecurring assets at fair value	$ 688,349	$	$	$ 688,349

	Fair Value Measurements on a Nonrecurring Basis As of June 30, 2012			
	Fair Value	Level 1	Level 2	Level 3
Impaired loans carried at fair value	$ 60,277	$	$	$ 60,277
Other real estate owned	40,018			40,018
Covered loans	601,737			601,737
Covered other real estate owned	83,467			83,467
Total nonrecurring assets at fair value	$ 785,499	$	$	$ 785,499

Below is the Company s reconciliation of Level 3 assets as of June 30, 2013.

	Investment Securities Available for Sale	Impaired Loans Carried at Fair Value	Other Real Estate Owned	Covered Loans	Covered Other Real Estate Owned
Beginning balance January 1, 2013	$ 2,000	$ 52,514	$ 39,850	$ 507,712	$ 88,273
Total gains/(losses) included in net income			(409)		(3,191)
Purchases, sales, issuances, and settlements, net		(2,196)	(5,120)	(40,921)	(46,178)
Transfers in or out of Level 3		(5,564)	5,564	(23,274)	23,274
Ending balance June 30, 2013	$ 2,000	$ 44,754	$ 39,885	$ 443,517	$ 62,178

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NOTE 2 PENDING MERGER AND ACQUISITION

On May 1, 2013, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with The Prosperity Banking Company (Prosperity), a bank holding company headquartered in Saint Augustine, Florida. Prosperity Bank is a wholly-owned bank subsidiary of Prosperity. Prosperity Bank has a total of 12 banking locations, with the majority of the franchise concentrated in northeast Florida. As of December 31, 2012, Prosperity reported assets of $742 million, loans of $464 million and deposits of $478 million. Under the terms of the Merger Agreement, Prosperity will merge with and into Ameris, with Ameris as the surviving entity in the merger. In addition, Prosperity Bank will be merged with and into the Bank, with the Bank as the surviving entity.

Pursuant to the terms of the Merger Agreement, Prosperity shareholders will have the option to elect to receive either 3.125 shares of the Company s common stock or $41.50 in cash for each share of Prosperity common stock they hold, subject to the requirement that no more than 50% of the outstanding shares of Prosperity may receive cash. Assuming 100% stock consideration, the transaction would be valued at approximately $15.7 million, based on the Company s closing stock price of $13.32 on May 1, 2013 and Prosperity s common shares outstanding of 377,960 as of that date.

Consummation of the merger is subject to customary conditions, including, among others, approval of the Merger Agreement by Prosperity s shareholders and the receipt of required regulatory approvals. The transaction is expected to close during the third or fourth quarter of 2013.

NOTE 3 INVESTMENT SECURITIES

The Company s investment policy blends the Company s liquidity needs and interest rate risk management with its desire to increase income and provide funds for expected growth in loans. The investment securities portfolio consists primarily of U.S. government sponsored mortgage-backed securities and agencies, state, county and municipal securities and corporate debt securities. The Company s portfolio and investing philosophy concentrate activities in obligations where the credit risk is limited. For the small portion of the Company s portfolio found to present credit risk, the Company has reviewed the investments and financial performance of the obligors and believes the credit risk to be acceptable.

The amortized cost and estimated fair value of investment securities available for sale at June 30, 2013, December 31, 2012 and June 30, 2012 are presented below:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(Dollars in Thousands)		
June 30, 2013:				
U.S. government agencies	$ 14,944	$	$ (609)	$ 14,335
State, county and municipal securities	109,793	3,708	(742)	112,759
Corporate debt securities	10,543	311	(764)	10,090
Mortgage-backed securities	177,196	3,824	(2,036)	178,984
Total securities	$ 312,476	$ 7,843	$ (4,151)	$ 316,168
December 31, 2012:				
U.S. government agencies	$ 6,605	$ 271	$ (6)	$ 6,870
State, county and municipal securities	109,736	4,864	(210)	114,390
Corporate debt securities	10,545	330	(547)	10,328
Mortgage-backed securities	209,824	5,701	(204)	215,321
Total securities	$ 336,710	$ 11,166	$ (967)	$ 346,909
June 30, 2012:				
U.S. government agencies	$ 8,602	$ 296	$	$ 8,898
State, county and municipal securities	95,354	5,047	(74)	100,327

Corporate debt securities	11,792	231	(517)	11,506
Mortgage-backed securities	239,412	7,032	(195)	246,249
Total securities	$ 355,160	$ 12,606	$ (786)	$ 366,980

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The amortized cost and fair value of available-for-sale securities at June 30, 2013 by contractual maturity are summarized in the table below. Expected maturities for mortgage-backed securities may differ from contractual maturities because in certain cases borrowers can prepay obligations without prepayment penalties. Therefore, these securities are not included in the following maturity summary:

	Amortized Cost	Fair Value
	(Dollars in Thousands)	
Due in one year or less	$ 3,026	$ 3,029
Due from one year to five years	37,087	38,668
Due from five to ten years	64,362	64,876
Due after ten years	30,805	30,611
Mortgage-backed securities	177,196	178,984
	$ 312,476	$ 316,168

Securities with a carrying value of approximately $224.5 million serve as collateral to secure public deposits and other purposes required or permitted by law at June 30, 2013.

The following table details the gross unrealized losses and fair value of securities aggregated by category and duration of continuous unrealized loss position at June 30, 2013, December 31, 2012 and June 30, 2012.

	Less Than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in Thousands)					
June 30, 2013:						
U.S. government agencies	$ 14,335	$ (609)	$	$	$ 14,335	$ (609)
State, county and municipal securities	36,268	(726)	497	(16)	36,765	(742)
Corporate debt securities			4,333	(764)	4,333	(764)
Mortgage-backed securities	68,031	(2,036)	925		68,956	(2,036)
Total temporarily impaired securities	$ 118,634	$ (3,371)	$ 5,755	$ (780)	$ 124,389	$ (4,151)
December 31, 2012:						
U.S. government agencies	$ 4,994	$ (6)	$	$	$ 4,994	$ (6)
State, county and municipal securities	15,595	(199)	505	(11)	16,100	(210)
Corporate debt securities			4,560	(547)	4,560	(547)
Mortgage-backed securities	23,951	(181)	3,617	(23)	27,568	(204)
Total temporarily impaired securities	$ 44,540	$ (386)	$ 8,682	$ (581)	$ 53,222	$ (967)
June 30, 2012:						
U.S. government agencies	$	$	$	$	$	$
State, county and municipal securities	10,342	(74)			10,342	(74)
Corporate debt securities			6,562	(517)	6,562	(517)
Mortgage-backed securities	31,680	(167)	5,040	(28)	36,720	(195)
Total temporarily impaired securities	$ 42,022	$ (241)	$ 11,602	$ (545)	$ 53,624	$ (786)

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NOTE 4 LOANS

The Company 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. Ameris 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.

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.

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:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Commercial, financial and agricultural	$ 208,424	$ 174,217	$ 174,903
Real estate construction and development	134,607	114,199	124,556
Real estate commercial and farmland	788,654	732,322	675,404
Real estate residential	357,685	346,480	332,124
Consumer installment	36,923	40,178	41,431
Other	29,534	43,239	17,071
	$ 1,555,827	$ 1,450,635	$ 1,365,489

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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 $443.5 million, $507.7 million and $601.7 million at June 30, 2013, December 31, 2012 and June 30, 2012, respectively, are not included in the above schedule.

Covered loans are shown below according to loan type as of the end of the periods shown:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Commercial, financial and agricultural	$ 27,371	$ 32,606	$ 41,372
Real estate construction and development	52,972	70,184	83,991
Real estate commercial and farmland	255,102	278,506	322,393
Real estate residential	107,107	125,056	150,683
Consumer installment	965	1,360	3,298
	$ 443,517	$ 507,712	$ 601,737

Nonaccrual and Past Due Loans

A loan is placed on nonaccrual 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 recognized when received. 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.

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

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Commercial, financial and agricultural	$ 4,326	$ 4,138	$ 4,968
Real estate construction and development	5,448	9,281	8,979
Real estate commercial and farmland	8,963	11,962	13,728
Real estate residential	12,423	12,595	15,542
Consumer installment	651	909	1,204
	$ 31,811	$ 38,885	$ 44,421

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

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Commercial, financial and agricultural	$ 8,729	$ 10,765	$ 13,406
Real estate construction and development	17,039	20,027	28,225
Real estate commercial and farmland	47,427	55,946	71,271
Real estate residential	15,459	28,672	37,669
Consumer installment	285	302	654
	$ 88,939	$ 115,712	$ 151,225

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The following table presents an aging analysis of non-covered loans as of June 30, 2013, December 31, 2012 and June 30, 2012.

	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 June 30, 2013:							
Commercial, financial & agricultural	$ 1,449	$ 502	$ 4,013	$ 5,964	$ 202,460	$ 208,424	$
Real estate construction & development	1,638	104	5,418	7,160	127,447	134,607	
Real estate commercial & farmland	5,392	1,580	5,333	12,305	776,349	788,654	
Real estate residential	4,735	5,256	11,745	21,736	335,949	357,685	
Consumer installment loans	432	175	548	1,155	35,768	36,923	
Other					29,534	29,534	
Total	$ 13,646	$ 7,617	$ 27,057	$ 48,320	$ 1,507,507	$ 1,555,827	$

	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, 2012:							
Commercial, financial & agricultural	$ 258	$ 312	$ 3,969	$ 4,539	$ 169,678	$ 174,217	$
Real estate construction & development	347	332	8,969	9,648	104,551	114,199	
Real estate commercial & farmland	2,867	2,296	9,544	14,707	717,615	732,322	
Real estate residential	7,651	2,766	10,990	21,407	325,073	346,480	
Consumer installment loans	702	391	815	1,908	38,270	40,178	
Other					43,239	43,239	
Total	$ 11,825	$ 6,097	$ 34,287	$ 52,209	$ 1,398,426	$ 1,450,635	$

	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 June 30, 2012:							
Commercial, financial & agricultural	$ 531	$ 701	$ 4,371	$ 5,603	$ 169,300	$ 174,903	$
Real estate construction & development	1,986	2,119	7,855	11,960	112,596	124,556	
Real estate commercial & farmland	5,282	6,930	8,597	20,809	654,595	675,404	
Real estate residential	5,665	3,885	14,782	24,332	307,792	332,124	
Consumer installment loans	545	221	1,117	1,883	39,548	41,431	1
Other					17,071	17,071	

Total	$ 14,009	$ 13,856	$ 36,722	$ 64,587	$ 1,300,902	$ 1,365,489	$ 1

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The following table presents an aging analysis of covered loans as of June 30, 2013, December 31, 2012 and June 30, 2012.

	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 June 30, 2013:							
Commercial, financial & agricultural	$ 529	$ 441	$ 7,333	$ 8,303	$ 19,068	$ 27,371	$ 63
Real estate construction & development	2,672	743	15,911	19,326	33,646	52,972	348
Real estate commercial & farmland	4,020	3,929	41,250	49,199	205,903	255,102	636
Real estate residential	6,283	772	12,155	19,210	87,897	107,107	60
Consumer installment loans	68	6	255	329	636	965	
Total	$ 13,572	$ 5,891	$ 76,904	$ 96,367	$ 347,150	$ 443,517	$ 1,107

	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, 2012:							
Commercial, financial & agricultural	$ 2,390	$ 1,105	$ 10,612	$ 14,107	$ 18,499	$ 32,606	$ 98
Real estate construction & development	1,584	2,592	19,656	23,832	46,352	70,184	1,077
Real estate commercial & farmland	11,451	7,373	52,570	71,394	207,112	278,506	1,347
Real estate residential	6,066	3,396	24,976	34,438	90,618	125,056	779
Consumer installment loans	45	13	258	316	1,044	1,360	
Total	$ 21,536	$ 14,479	$ 108,072	$ 144,087	$ 363,625	$ 507,712	$ 3,301

	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 June 30, 2012:							
Commercial, financial & agricultural	$ 851	$ 754	$ 12,703	$ 14,308	$ 27,064	$ 41,372	$ 298
Real estate construction & development	2,688	3,007	25,021	30,716	53,275	83,991	
Real estate commercial & farmland	12,452	7,656	60,879	80,987	241,406	322,393	891
Real estate residential	5,366	3,180	31,607	40,153	110,530	150,683	78
Consumer installment loans	70	40	430	540	2,758	3,298	
Total	$ 21,427	$ 14,637	$ 130,640	$ 166,704	$ 435,033	$ 601,737	$ 1,267

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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. 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.

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

	As of and For the Period Ended		
	June 30, 2013	December 31, 2012	June 30, 2012
	(Dollars in Thousands)		
Nonaccrual loans	$ 31,811	$ 38,885	$ 44,421
Troubled debt restructurings not included above	18,015	18,744	22,970
Total impaired loans	$ 49,826	$ 57,629	$ 67,391
Impaired loans not requiring a related allowance	$	$	$
Impaired loans requiring a related allowance	$ 49,826	$ 57,629	$ 67,391
Allowance related to impaired loans	$ 5,072	$ 5,115	$ 7,136
Average investment in impaired loans	$ 54,481	$ 70,209	$ 78,432
Interest income recognized on impaired loans	$ 451	$ 495	$ 153
Foregone interest income on impaired loans	$ 172	$ 718	$ 332

The following table presents an analysis of information pertaining to non-covered impaired loans as of June 30, 2013, December 31, 2012 and June 30, 2012.

	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 June 30, 2013:						
Commercial, financial & agricultural	$ 7,723	$	$ 5,384	$ 5,384	$ 1,018	$ 4,960
Real estate construction & development	15,324		7,394	7,394	687	9,894
Real estate commercial & farmland	19,759		16,491	16,491	1,657	18,692
Real estate residential	23,373		19,893	19,893	1,692	20,178
Consumer installment loans	808		664	664	18	757

Total	$ 66,987	$	$ 49,826	$ 49,826	$ 5,072	$ 54,481

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	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, 2012:						
Commercial, financial & agricultural	$ 8,024	$	$ 4,940	$ 4,940	$ 743	$ 4,968
Real estate construction & development	20,316		11,016	11,016	910	11,706
Real estate commercial & farmland	25,076		20,910	20,910	2,191	30,638
Real estate residential	24,155		19,848	19,848	1,246	21,813
Consumer installment loans	1,187		915	915	25	1,084
Total	$ 78,758	$	$ 57,629	$ 57,629	$ 5,115	$ 70,209

	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 June 30, 2012:						
Commercial, financial & agricultural	$ 8,116	$	$ 4,968	$ 4,968	$ 692	$ 4,936
Real estate construction & development	18,805		10,184	10,184	1,070	12,611
Real estate commercial & farmland	32,265		27,021	27,021	2,081	37,111
Real estate residential	27,069		24,014	24,014	3,254	22,637
Consumer installment loans	1,331		1,204	1,204	39	1,137
Total	$ 87,586	$	$ 67,391	$ 67,391	$ 7,136	$ 78,432

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

	As of and For the Period Ended		
	June 30, 2013	December 31, 2012	June 30, 2012
	(Dollars in Thousands)		
Nonaccrual loans	$ 88,939	$ 115,712	$ 151,225
Troubled debt restructurings not included above	22,709	19,194	14,842
Total impaired loans	$ 111,648	$ 134,906	$ 166,067
Impaired loans not requiring a related allowance	$ 111,648	$ 134,906	$ 166,067
Impaired loans requiring a related allowance	$	$	$
Allowance related to impaired loans	$	$	$
Average investment in impaired loans	$ 122,220	$ 163,825	$ 178,130
Interest income recognized on impaired loans	$ 784	$ 849	$ 628
Foregone interest income on impaired loans	$ 242	$ 491	$ 482

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The following table presents an analysis of information pertaining to impaired covered loans as of June 30, 2013, December 31, 2012 and June 30, 2012.

	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 June 30, 2013:						
Commercial, financial & agricultural	$ 12,150	$ 8,769	$	$ 8,769	$	$ 9,442
Real estate construction & development	28,494	22,830		22,830		23,348
Real estate commercial & farmland	65,516	53,837		53,837		57,962
Real estate residential	31,535	25,927		25,927		31,191
Consumer installment loans	340	285		285		277
Total	$ 138,035	$ 111,648	$	$ 111,648	$	$ 122,220

	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, 2012:						
Commercial, financial & agricultural	$ 27,060	$ 10,802	$	$ 10,802	$	$ 12,506
Real estate construction & development	85,279	23,236		23,236		29,970
Real estate commercial & farmland	159,493	64,231		64,231		78,790
Real estate residential	63,559	36,335		36,335		42,061
Consumer installment loans	393	302		302		498
Total	$ 335,784	$ 134,906	$	$ 134,906	$	$ 163,825

	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 June 30, 2012:						
Commercial, financial & agricultural	$ 22,616	$ 13,464	$	$ 13,464	$	$ 13,250
Real estate construction & development	46,439	30,586		30,586		34,260
Real estate commercial & farmland	110,388	81,330		81,330		85,639
Real estate residential	58,645	40,033		40,033		44,393
Consumer installment loans	1,034	654		654		588
Total	$ 239,122	$ 166,067	$	$ 166,067	$	$ 178,130

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.

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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.

The following table presents the non-covered loan portfolio by risk grade as of June 30, 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	$ 37,173	$	$ 298	$ 498	$ 6,883	$	$ 44,852
15	17,783	4,934	154,369	63,078	1,527		241,691
20	82,636	36,654	402,677	137,518	19,586	29,534	708,605
23	108	6,878	9,575	13,104	165		29,830
25	60,981	75,273	189,109	110,244	7,497		443,104
30	3,154	3,183	12,104	10,666	159		29,266
40	5,991	7,685	20,522	22,577	1,104		57,879
50	598						598
60					2		2
Total	$ 208,424	$ 134,607	$ 788,654	$ 357,685	$ 36,923	$ 29,534	$ 1,555,827

The following table presents the non-covered loan portfolio by risk grade as of December 31, 2012.

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	$ 24,623	$	$ 309	$ 464	$ 7,597	$	$ 32,993

15	11,316	4,373	147,966	71,254	1,591		236,500
20	79,522	31,413	351,997	114,418	21,361	43,239	641,950
23	42	8,521	9,012	13,788	70		31,433
25	49,071	52,577	176,395	113,591	7,576		399,210
30	2,343	3,394	19,401	9,672	488		35,298
40	7,200	13,765	27,242	23,292	1,495		72,994
50	100	156		1			257
60							
Total	$ 174,217	$ 114,199	$ 732,322	$ 346,480	$ 40,178	$ 43,239	$ 1,450,635

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The following table presents the non-covered loan portfolio by risk grade as of June 30, 2012.

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	$ 20,395	$ 17	$ 230	$ 414	$ 7,226	$	$ 28,282
15	11,909	3,628	158,608	75,752	1,260		251,157
20	79,985	39,077	287,874	93,018	23,537	17,071	540,562
23		6,691	9,578	13,839	23		30,131
25	54,072	57,266	170,342	109,269	7,035		397,984
30	1,404	4,018	17,870	12,461	554		36,307
40	7,137	13,703	30,902	27,306	1,776		80,824
50	1	156		65	20		242
60							
Total	$ 174,903	$ 124,556	$ 675,404	$ 332,124	$ 41,431	$ 17,071	$ 1,365,489

The following table presents the covered loan portfolio by risk grade as of June 30, 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		27	1,571	634			2,232
20	2,815	10,533	36,360	25,277	231		75,216
23	69	1,666	11,323	2,671			15,729
25	8,469	11,574	118,867	41,408	348		180,666
30	1,999	3,505	26,144	9,175	25		40,848
40	14,019	25,667	60,837	27,942	361		128,826
50							
60							
Total	$ 27,371	$ 52,972	$ 255,102	$ 107,107	$ 965	$	$ 443,517

The following table presents the covered loan portfolio by risk grade as of December 31, 2012.

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		39	1,640	644			2,323
20	3,997	12,194	37,098	31,337	292		84,918
23	28	1,174	9,576	2,052			12,830
25	10,013	19,216	114,849	40,194	558		184,830
30	4,294	7,214	38,665	11,883	50		62,106
40	14,274	30,347	76,678	38,946	460		160,705

50
60

Total	$ 32,606	$ 70,184	$ 278,506	$ 125,056	$ 1,360	$ $ 507,712

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The following table presents the covered loan portfolio by risk grade as of June 30, 2012.

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	$ 172	$ 9	$	$ 857	$ 412	$	$ 1,450
15	115	47	1,717	560	10		2,449
20	5,963	15,440	37,729	38,108	745		97,985
23	11	1,602	3,784	1,840			7,237
25	13,545	19,814	139,886	49,254	1,254		223,753
30	4,544	9,843	38,306	10,873	89		63,655
40	17,017	37,236	100,971	49,080	788		205,092
50	5			111			116
60							
Total	$ 41,372	$ 83,991	$ 322,393	$ 150,683	$ 3,298	$	$ 601,737

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.

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) 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 Senior 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 the first six months of 2013 totaling $20.7 million and loans in 2012 totaling $40.3 million 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.

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The following table presents the amount of troubled debt restructurings by loan class, classified separately as accrual and non-accrual at June 30, 2013, December 31, 2012 and June 30, 2012:

As of June 30, 2013	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	7	$ 1,059		$
Real estate construction & development	7	1,946	1	29
Real estate commercial & farmland	16	7,529	2	1,493
Real estate residential	30	7,468	6	1,046
Consumer installment	1	13		
Total	61	$ 18,015	9	$ 2,568

As of December 31, 2012	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	5	$ 802		$
Real estate construction & development	5	1,735		
Real estate commercial & farmland	16	8,947	3	4,149
Real estate residential	28	7,254	2	1,022
Consumer installment	1	6		
Total	55	$ 18,744	5	$ 5,171

As of June 30, 2012	Accruing Loans		Non-Accruing Loans	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural		$	1	$ 18
Real estate construction & development	5	1,205	2	1,124
Real estate commercial & farmland	16	13,293	2	2,815
Real estate residential	24	8,472	5	1,213
Total	45	$ 22,970	10	$ 5,170

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The following table presents the amount of troubled debt restructurings by loan class, classified separately as those currently paying under restructured terms and those that have defaulted under restructured terms at June 30, 2013, December 31, 2012 and June 30, 2012:

As of June 30, 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	7	$ 1,059		$
Real estate construction & development	7	1,946	1	29
Real estate commercial & farmland	16	7,529	2	1,493
Real estate residential	31	7,788	5	726
Consumer installment	1	13		
Total	62	$ 18,335	8	$ 2,248

As of December 31, 2012	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	$ 802		$
Real estate construction & development	5	1,735		
Real estate commercial & farmland	16	8,947	3	4,149
Real estate residential	28	7,254	2	1,022
Consumer installment			1	6
Total	54	$ 18,738	6	$ 5,177

As of June 30, 2012	Loans Currently Paying Under Restructured Terms		Loans that have Defaulted Under Restructured Terms	
Loan class:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Commercial, financial & agricultural	1	$ 18		$
Real estate construction & development	6	2,305	1	24
Real estate commercial & farmland	18	16,108		
Real estate residential	25	8,529	4	1,156
Total	50	$ 26,960	5	$ 1,180

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The following table presents the amount of troubled debt restructurings by types of concessions made, classified separately as accrual and non-accrual at June 30, 2013, December 31, 2012 and June 30, 2012:

As of June 30, 2013	Accruing Loans		Non-Accruing Loans	
Type of concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of interest	9	$ 2,168	2	$ 105
Forgiveness of principal	3	1,493	1	145
Payment modification only	2	373		
Rate reduction only	12	6,924	2	496
Rate reduction, forbearance of interest	18	4,724	1	222
Rate reduction, forbearance of principal	17	2,333	2	1,571
Rate reduction, payment modification			1	29
Total	61	$ 18,015	9	$ 2,568

As of December 31, 2012	Accruing Loans		Non-Accruing Loans	
Type of concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of interest	2	$ 1,873		$
Forgiveness of principal	3	1,518	1	372
Payment modification only	2	376		
Rate reduction only	11	7,075	1	177
Rate reduction, forbearance of interest	18	4,061	2	3,420
Rate reduction, forbearance of principal	18	3,798		
Rate reduction, payment modification	1	43	1	1,202
Total	55	$ 18,744	5	$ 5,171

As of June 30, 2012	Accruing Loans		Non-Accruing Loans	
Type of concession:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Forbearance of interest	3	$ 2,092		$
Forgiveness of principal	4	1,897		
Payment modification only	1	91	1	251
Rate reduction only	8	6,141	4	929
Rate reduction, forbearance of interest	12	8,292	4	2,891
Rate reduction, forbearance of principal	16	4,401	1	1,099
Rate reduction, payment modification	1	56		
Total	45	$ 22,970	10	$ 5,170

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The following table presents the amount of troubled debt restructurings by collateral types, classified separately as accrual and non-accrual at June 30, 2013, December 31, 2012 and June 30, 2012:

As of June 30, 2013	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	2	$ 345	2	$ 1,493
Raw land	3	1,354	1	29
Agricultural land	1	66		
Hotel & motel	3	2,233		
Office	4	2,085		
Retail, including strip centers	6	2,800		
1-4 family residential	34	8,061	6	1,046
Life insurance policy	1	249		
Automobile/equipment/inventory	5	522		
Unsecured	2	300		
Total	61	$ 18,015	9	$ 2,568

As of December 31, 2012	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	3	$ 1,692	1	$ 177
Raw land	2	1,337		
Hotel & motel	3	2,318		
Office	4	2,105	1	2,770
Retail, including strip centers	6	2,833	1	1,202
1-4 family residential	31	7,651	2	1,022
Life insurance policy	1	250		
Automobile/equipment/inventory	4	508		
Unsecured	1	50		
Total	55	$ 18,744	5	$ 5,171

As of June 30, 2012	Accruing Loans		Non-Accruing Loans	
Collateral type:	#	Balance *(in thousands)*	#	Balance *(in thousands)*
Warehouse	1	$ 1,341		$
Raw land	5	2,878		
Hotel & motel	3	2,406		
Office	2	1,513	1	2,770
Retail, including strip centers	8	6,228	1	45
1-4 family residential	26	8,604	8	2,355
Total	45	$ 22,970	10	$ 5,170

As of June 30, 2013, December 31, 2012 and June 30, 2012, the Company had a balance of $20.6 million, $23.9 million and $28.2 million, respectively, in troubled debt restructurings. The Company has recorded $2.0 million, $1.9 million and $2.0 million in previous charge-offs on such loans at June 30, 2013, December 31, 2012 and June 30, 2012, respectively. The Company s balance in the allowance for loan losses allocated to such troubled debt restructurings was $482,000, $640,000 and $868,000 at June 30, 2013, December 31, 2012 and June 30, 2012, respectively. At June 30, 2013, 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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Allowance for Loan Losses

The allowance for loan losses represents a reserve for inherent 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 auditors 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 or when the review affords management the opportunity to adjust 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 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 to be applied to the loan balance 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 Director of Internal Audit.

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, 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.

During the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012, the Company recorded provision for loan loss expense of $790,000, $2.6 million and $1.4 million, respectively, to account for losses where the initial estimate of cash flows was found to be excessive on loans acquired in FDIC-assisted transactions. These amounts are excluded from the rollforwards below but are reflected in the Company s Consolidated Statements of Earnings and Comprehensive Income.

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The following table details activity in the allowance for loan losses by portfolio segment for the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012. 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	Total
	(Dollars in Thousands)					
Balance, January 1, 2013	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ 23,593
Provision for loan losses	1,118	1,526	1,420	2,340	(106)	6,298
Loans charged off	(734)	(1,231)	(1,793)	(2,107)	(371)	(6,236)
Recoveries of loans previously charged off	128	4	13	229	188	562
Balance, June 31, 2013	$ 2,951	$ 5,642	$ 8,797	$ 6,360	$ 467	$ 24,217
Period-end amount allocated to:						
Loans individually evaluated for impairment	$ 876	$ 467	$ 1,629	$ 1,573	$	$ 4,545
Loans collectively evaluated for impairment	2,075	5,175	7,168	4,787	467	19,672
Ending balance	$ 2,951	$ 5,642	$ 8,797	$ 6,360	$ 467	$ 24,217
Loans:						
Individually evaluated for impairment	$ 3,705	$ 3,935	$ 15,842	$ 15,329	$	$ 38,811
Collectively evaluated for impairment	204,719	130,672	772,812	342,356	66,457	1,517,016
Ending balance	$ 208,424	$ 134,607	$ 788,654	$ 357,685	$ 66,457	$ 1,555,827

	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans and Other	Total
	(Dollars in Thousands)					
Balance, January 1, 2012	$ 2,918	$ 9,438	$ 14,226	$ 8,128	$ 446	$ 35,156
Provision for loan losses	815	5,245	15,000	6,267	1,124	28,451
Loans charged off	(1,451)	(9,380)	(20,551)	(8,722)	(1,059)	(41,163)
Recoveries of loans previously charged off	157	40	482	225	245	1,149
Balance, December 31, 2012	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ 23,593
Period-end amount allocated to:						
Loans individually evaluated for impairment	$ 659	$ 611	$ 2,228	$ 1,056	$	$ 4,554
Loans collectively evaluated for impairment	1,780	4,732	6,929	4,842	756	19,039
Ending balance	$ 2,439	$ 5,343	$ 9,157	$ 5,898	$ 756	$ 23,593
Loans:						
Individually evaluated for impairment	$ 3,351	$ 7,617	$ 21,332	$ 13,020	$	$ 45,320
Collectively evaluated for impairment	170,866	106,582	710,990	333,460	83,417	1,405,315

Ending balance	$ 174,217	$ 114,199	$ 732,322	$ 346,480	$ 83,417	$ 1,450,635

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	Commercial, financial & agricultural	Real estate - construction & development	Real estate - commercial & farmland	Real estate - residential	Consumer installment loans and Other	Total
			(Dollars in Thousands)			
Balance, January 1, 2012	$ 2,918	$ 9,438	$ 14,226	$ 8,128	$ 446	$ 35,156
Provision for loan losses	425	1,795	11,153	3,751	1,546	18,670
Loans charged off	(654)	(5,211)	(17,484)	(4,374)	(352)	(28,075)
Recoveries of loans previously charged off	78	19	24	162	164	447
Balance, June 30, 2012	$ 2,767	$ 6,041	$ 7,919	$ 7,667	$ 1,804	$ 26,198
Period-end amount allocated to:						
Loans individually evaluated for impairment	$ 623	$ 898	$ 1,999	$ 3,109	$ 3	$ 6,632
Loans collectively evaluated for impairment	2,144	5,143	5,920	4,558	1,801	19,566
Ending balance	$ 2,767	$ 6,041	$ 7,919	$ 7,667	$ 1,804	$ 26,198
Loans:						
Individually evaluated for impairment	$ 2,776	$ 7,173	$ 24,838	$ 19,088	$ 16	$ 53,891
Collectively evaluated for impairment	172,127	117,383	650,566	313,036	58,486	1,311,598
Ending balance	$ 174,903	$ 124,556	$ 675,404	$ 332,124	$ 58,502	$ 1,365,489

NOTE 5 ASSETS ACQUIRED IN FDIC-ASSISTED ACQUISITIONS

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

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)	Midtown 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 determination of the initial fair values of loans at the acquisition date and the initial fair values of the related FDIC indemnification assets involves a high degree of judgment and complexity. The carrying values of the acquired loans and the FDIC indemnification assets reflect management s best estimate of the fair value of each of these assets as of the date of acquisition. However, the amount that the Company realizes on these assets could differ materially from the carrying values reflected in the financial statements included in this report, based upon the timing and amount of collections on the acquired loans in future periods. Because of the loss-sharing agreements with the FDIC on these assets, the Company does not expect to incur any significant losses. To the extent the actual values realized for the acquired loans are different from the estimates, the indemnification assets will generally be affected in an offsetting manner due to the loss-sharing support from the FDIC.

FASB ASC 310 - 30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* (ASC 310), applies to a loan with evidence of deterioration of credit quality since origination, acquired by completion of a transfer for which it is probable, at acquisition, that the investor will be unable to collect all contractually required payments receivable. ASC 310 prohibits carrying over or creating an allowance for loan losses upon initial recognition for loans which fall under the scope of this statement. At the acquisition dates, a majority of these loans were valued based on the liquidation value of the underlying collateral because the future cash flows are primarily based on the liquidation of underlying collateral. There was no allowance for credit losses established related to these ASC 310 loans at the acquisition dates, based on the provisions

of this statement. Over the life of the acquired loans, the Company continues to estimate cash flows expected to be collected. If the expected cash flows expected to be collected increases, then the Company adjusts the amount of accretable discount recognized on a prospective basis over the loan s remaining life. If the expected cash flows expected to be collected decreases, then the Company records a provision for loan loss in its consolidated statement of operations.

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The following table summarizes components of all covered assets at June 30, 2013, December 31, 2012 and June 30, 2012 and their origin:

As of June 30, 2013:	Covered loans	Less: Credit risk adjustments	Less: Liquidity and rate adjustments	Total covered loans	OREO	Less: Fair value adjustments	Total covered OREO	Total covered assets	FDIC indemnification asset
	(Dollars in Thousands)								
AUB	$ 23,721	$ 2,114	$	$ 21,607	$ 4,847	$	$ 4,847	$ 26,454	$ 4,526
USB	23,298	2,552		20,746	4,127	140	3,987	24,733	5,802
SCB	38,478	2,882		35,596	4,655	306	4,349	39,945	4,603
FBJ	29,154	5,086		24,068	2,037	209	1,828	25,896	5,632
DBT	132,707	27,386		105,321	23,594	2,003	21,591	126,912	27,957
TBC	37,560	3,206	93	34,261	7,069	1,650	5,419	39,680	6,083
HTB	74,867	9,702	45	65,120	10,868	3,436	7,432	72,552	13,314
OGB	70,644	11,450	118	59,076	10,244	3,948	6,296	65,372	14,591
CBG	99,363	21,521	120	77,722	8,519	2,090	6,429	84,151	23,005
Total	$ 529,792	$ 85,899	$ 376	$ 443,517	$ 75,960	$ 13,782	$ 62,178	$ 505,695	$ 105,513

As of December 31, 2012:	Covered loans	Less: Credit risk adjustments	Less: Liquidity and rate adjustments	Total covered loans	OREO	Less: Fair value adjustments	Total covered OREO	Total covered assets	FDIC indemnification asset
	(Dollars in Thousands)								
AUB	$ 27,169	$ 2,481	$	$ 24,688	$ 10,636	$ 102	$ 10,534	$ 35,222	$ 2,905
USB	27,286	4,320		22,966	7,087	99	6,988	29,954	6,619
SCB	41,389	3,285		38,104	10,686	654	10,032	48,136	6,133
FBJ	32,574	6,204	27	26,343	3,260	526	2,734	29,077	6,589
DBT	169,527	41,631	207	127,689	30,395	2,160	28,235	155,924	47,012
TBC	46,796	4,979	173	41,644	11,089	1,381	9,708	51,352	8,073
HTB	90,602	16,072	52	74,478	13,980	4,954	9,026	83,504	20,020
OGB	81,908	17,127	136	64,645	9,168	4,078	5,090	69,735	16,871
CBG	124,200	36,884	161	87,155	9,046	3,120	5,926	93,081	45,502
Total	$ 641,451	$ 132,983	$ 756	$ 507,712	$ 105,347	$ 17,074	$ 88,273	$ 595,985	$ 159,724

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As of June 30, 2012:	Covered loans	Less: Credit risk adjustments	Less: Liquidity and rate adjustments	Total covered loans	OREO	Less: Fair value adjustments	Total covered OREO	Total covered assets	FDIC indemnification asset
				(Dollars in Thousands)					
AUB	$ 29,740	$ 2,542	$	$ 27,198	$ 11,489	$	$ 11,489	$ 38,687	$ 2,620
USB	40,355	4,666		35,689	7,192	50	7,142	42,831	6,757
SCB	46,033	840		45,193	11,078	646	10,432	55,625	4,663
FBJ	35,618	6,645	59	28,914	2,787	515	2,272	31,186	7,051
DBT	222,724	60,218	455	162,051	24,121	1,422	22,699	184,750	65,684
TBC	63,593	8,155	252	55,186	8,616	1,184	7,432	62,618	14,838
HTB	98,624	20,676	60	77,888	16,860	6,499	10,361	88,249	25,249
OGB	88,717	22,041	156	66,520	13,397	6,573	6,824	73,344	26,105
CBG	153,342	50,037	207	103,098	8,637	3,821	4,816	107,914	50,834
Total	$ 778,746	$ 175,820	$ 1,189	$ 601,737	$ 104,177	$ 20,710	$ 83,467	$ 685,204	$ 203,801

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 continue reflecting the assets at fair value. The adjustments to fair value are performed on a loan-by-loan basis and have resulted in the following:

Total Amounts	June 30, 2013	December 31, 2012	June 30, 2012
		(Dollars in Thousands)	
Adjustments needed where the Company s initial estimate of cash flows were underestimated: (recorded with a reclassification from non-accretable difference to accretable discount)	$ 39,278	$ 23,050	$ 8,189
Adjustments needed where the Company s initial estimate of cash flows were overstated: (recorded through a provision for loan losses)	3,950	13,190	7,185

Amounts reflected in the Company s Statement of Operations	June 30, 2013	December 31, 2012	June 30, 2012
		(Dollars in Thousands)	
Adjustments needed where the Company s initial estimate of cash flows were underestimated: (recorded with a reclassification from non-accretable difference to accretable discount)	$ 2,942	$ 4,610	$ 1,638
Adjustments needed where the Company s initial estimate of cash flows were overstated: (recorded through a provision for loan losses)	790	2,638	1,437

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A rollforward of acquired loans with deterioration of credit quality for the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012 is shown below:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Balance, January 1	$ 282,737	$ 307,790	$ 307,790
Change in estimate of cash flows, net of charge-offs or recoveries	(8,464)	(17,712)	(3,702)
Additions due to acquisitions		73,414	73,414
Other (loan payments, transfers, etc.)	(24,658)	(80,755)	(44,164)
Ending balance	$ 249,615	$ 282,737	$ 333,338

A rollforward of acquired loans without deterioration of credit quality for the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012 is shown below:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Balance, January 1	$ 228,602	$ 266,966	$ 266,966
Change in estimate of cash flows, net of charge-offs or recoveries	(3,199)	1,376	1,152
Additions due to acquisitions		51,368	51,367
Other (loan payments, transfers, etc.)	(31,205)	(91,108)	(42,627)
Ending balance	$ 194,198	$ 228,602	$ 276,858

The following is a summary of changes in the accretable discounts of acquired loans during the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012.

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Balance, January 1	$ 16,698	$ 29,537	$ 29,537
Additions due to acquisitions		9,863	9,863
Accretion	(25,841)	(45,752)	(25,166)
Other activity, net	39,278	23,050	8,189
Ending balance	$ 30,135	$ 16,698	$ 22,423

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. Changes in the FDIC shared-loss receivable for the six months ended June 30, 2013, for the year ended December 31, 2012 and for the six months ended June 30, 2012 are as follows:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Balance, January 1	$ 159,724	$ 242,394	$ 242,394
Indemnification asset recorded in acquisitions		52,654	52,654
Payments received from FDIC	(45,604)	(128,730)	(86,482)
Effect of change in expected cash flows on covered assets	(8,607)	(6,594)	(4,765)

Ending balance	$ 105,513	$ 159,724	$ 203,801

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NOTE 6 WEIGHTED AVERAGE SHARES OUTSTANDING

Earnings per share have been computed based on the following weighted average number of common shares outstanding:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
	(Share Data in Thousands)		(Share Data in Thousands)	
Basic shares outstanding	23,879	23,819	23,873	23,791
Plus: Dilutive effect of ISOs	346	105	346	105
Plus: Dilutive effect of Restricted grants	63	49	63	49
Diluted shares outstanding	24,288	23,973	24,282	23,945

NOTE 7 OTHER BORROWINGS

The Company has, from time to time, utilized certain borrowing arrangements with various financial institutions to fund growth in earning assets or provide additional liquidity when appropriate spreads can be realized. At June 30, 2013 and December 31, 2012, there were no outstanding borrowings with the Company s correspondent banks. At June 30, 2012, there were $3.8 million outstanding borrowings with the Company s correspondent banks. The Company s success with attracting and retaining retail deposits has allowed for very low dependence on more volatile non-deposit funding.

NOTE 8 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. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments. The Company uses the same credit policies in making commitments and conditional obligations as are used for on-balance-sheet instruments.

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 Company issues standby letters of credit, which are conditional commitments issued to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements and expire in decreasing amounts with varying terms. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds various assets as collateral supporting those commitments for which collateral is deemed necessary.

The Company evaluates each customer s creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management s credit evaluation of the borrower. Collateral held may include accounts receivable, inventory, property, plant and equipment, residential real estate and income-producing commercial properties.

The Company s commitments to extend credit and standby letters of credit are presented in the following table:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012

Commitments to extend credit	$ 193,515	$ 180,733	$ 143,890
Standby letters of credit	$ 7,142	$ 6,788	$ 9,039

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NOTE 9 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 following tables present a summary of the accumulated other comprehensive income balances, net of tax, as of June 30, 2013 and 2012.

(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	1,204	(4,118)	(2,914)
Balance, June 30, 2013	$ 1,181	$ 2,401	$ 3,582

(Dollars in Thousands)	Unrealized Gain (Loss) on Derivatives	Unrealized Gain (Loss) on Securities	Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2012	$ 856	$ 6,440	$ 7,296
Reclassification for gains included in net income			
Current year changes	(735)	1,244	509
Balance, June 30, 2012	$ 121	$ 7,684	$ 7,805

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

Cautionary Note Regarding Any Forward-Looking Statements

Certain of the statements made in this report 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 the Company 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, should, indicate, would, believe, conte expect, estimate, continue, plan, point to, project, predict, could, intend, target, potential and other similar words and expre future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation, legislative and regulatory initiatives; additional competition in our markets; potential business strategies, including acquisitions or dispositions of assets or internal restructuring, that may be pursued by Ameris; state and federal banking regulations; changes in or application of environmental and other laws and regulations to which Ameris is subject; political, legal and economic conditions and developments; financial market conditions and the results of financing efforts; changes in commodity prices and interest rates; weather, natural disasters and other catastrophic events; and other factors discussed in our filings with 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 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 report, or after the respective dates on which such statements otherwise are made, whether as a result of new information, future events or otherwise.

Overview

The following is management s discussion and analysis of certain significant factors which have affected the financial condition and results of operations of the Company as reflected in the unaudited consolidated balance sheet as of June 30, 2013 as compared to December 31, 2012 and operating results for the three-and six-month periods ended June 30, 2013 and 2012. These comments should be read in conjunction with the Company s unaudited consolidated financial statements and accompanying notes appearing elsewhere herein.

The following table sets forth unaudited selected financial data for the previous five quarters, which should be read in conjunction with the consolidated financial statements and the notes thereto and the information contained in this Item 2.

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(in thousands, except share data, taxable equivalent)	Second Quarter 2013	First Quarter 2013	Fourth Quarter 2012	Third Quarter 2012	Second Quarter 2012	For Six Months Ended June 30, 2013	For Six Months Ended June 30, 2012
Results of Operations:							
Net interest income	$ 29,476	$ 28,338	$ 29,559	$ 28,238	$ 28,881	$ 57,814	$ 56,608
Net interest income (tax equivalent)	29,666	28,695	29,898	28,420	29,058	58,360	56,713
Provision for loan losses	4,165	2,923	4,442	6,540	7,225	7,088	20,107
Non-interest income	11,384	11,360	11,904	9,831	8,875	22,744	36,139
Non-interest expense	26,688	28,884	29,791	28,810	26,623	55,572	60,869
Income tax expense	3,329	2,606	2,558	816	1,413	5,935	3,911
Preferred stock dividends	442	441	1,118	827	817	883	1,632
Net income available to common shareholders	6,236	4,844	3,554	1,076	1,678	11,080	6,228
Selected Average Balances:							
Loans, net of unearned income	$ 1,572,544	$ 1,488,326	$ 1,471,065	$ 1,430,227	$ 1,378,448	$ 1,530,667	$ 1,356,338
Covered loans	444,616	491,691	519,892	574,897	601,802	468,024	601,507
Investment securities	321,582	340,564	352,790	364,786	370,928	331,021	364,189
Earning assets	2,397,834	2,428,720	2,503,381	2,502,908	2,505,744	2,413,192	2,502,571
Assets	2,820,863	2,875,274	2,985,116	2,935,715	2,966,527	2,853,494	2,972,498
Deposits	2,448,171	2,511,511	2,604,320	2,616,866	2,591,607	2,479,667	2,602,120
Common shareholders equity	251,240	251,214	240,787	242,614	243,463	251,227	243,140
Period-End Balances:							
Mortgage loans held for sale	$ 62,580	$ 42,332	$ 48,786	$ 29,021	$ 19,659	$ 62,580	$ 19,659
Loans, net of unearned income	1,555,827	1,492,753	1,450,635	1,439,862	1,365,489	1,555,827	1,365,489
Covered loans	443,517	460,724	507,712	546,234	601,737	443,517	601,737
Earning assets	2,421,996	2,401,043	2,547,719	2,443,040	2,465,116	2,421,996	2,465,116
Total assets	2,808,675	2,861,651	3,019,052	2,949,383	2,920,311	2,808,675	2,920,311
Total deposits	2,443,103	2,489,973	2,624,663	2,580,117	2,544,672	2,443,103	2,544,672
Common shareholders equity	259,932	255,969	251,355	247,999	249,895	259,932	249,895
Per Common Share Data:							
Earnings per share basic	$ 0.26	$ 0.20	$ 0.15	$ 0.05	$ 0.07	$ 0.46	$ 0.26
Earnings per share diluted	0.26	0.20	0.15	0.04	0.07	0.46	0.26
Common book value per share	10.88	10.72	10.56	10.41	10.49	10.88	10.49
End of period shares outstanding	23,894,327	23,875,680	23,799,768	23,819,144	23,819,144	23,894,327	23,819,144
Weighted average shares outstanding							
Basic	23,878,898	23,867,691	23,815,583	23,819,144	23,818,814	23,873,325	23,790,505
Diluted	24,287,628	24,246,346	23,857,095	23,973,369	23,973,039	24,282,055	23,944,730
Market Price:							
High closing price	$ 16.94	$ 14.51	$ 12.71	$ 12.88	13.40	16.94	13.40
Low closing price	13.16	12.79	10.50	11.27	10.88	12.79	10.34
Closing price for quarter	16.85	14.35	12.49	12.59	12.60	16.85	12.60
Average daily trading volume	53,403	51,887	48,295	45,543	58,370	52,669	58,751
Cash dividends per share							
Stock dividend							
Closing price to book value	1.55	1.34	1.18	1.21	1.20	1.55	1.20

Performance Ratios:							
Return on average assets	0.95%	0.75%	0.62%	0.26%	0.34%	0.85%	0.53%
Return on average common equity	10.66%	8.53%	7.72%	3.12%	4.12%	9.60%	6.49%
Average loans to average deposits	82.39%	78.84%	76.45%	76.62%	76.41%	80.60%	76.87%
Average equity to average assets	9.93%	9.70%	9.39%	10.01%	9.93%	9.80%	9.90%
Net interest margin (tax equivalent)	4.96%	4.79%	4.75%	4.52%	4.66%	4.88%	4.56%
Efficiency ratio (tax equivalent)	65.32%	72.76%	71.85%	75.68%	70.51%	68.98%	65.63%

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Results of Operations for the Three Months Ended June 30, 2013 and 2012

Consolidated Earnings and Profitability

Ameris reported net income available to common shareholders of $6.2 million, or $0.26 per diluted share, for the quarter ended June 30, 2013, compared to $1.7 million, or $0.07 per diluted share, for the same period in 2012. The Company s return on average assets and average shareholders equity increased in the second quarter of 2013 to 0.95% and 10.66%, respectively, compared to 0.34% and 4.12%, respectively, in the second quarter of 2012. The increase in earnings and profitability during the quarter was primarily due to increased noninterest income and reduced credit costs. The Company s mortgage banking activities have had a significant impact on the overall financial results of the Company. Below is a more detailed analysis of the retail banking activities and mortgage banking activities of the Company during the second quarter of 2013 and 2012, respectively.

	Retail Banking	Mortgage Banking	Total
		(in thousands)	
For the three months ended June 30, 2013:			
Net interest income	$ 28,517	$ 959	$ 29,476
Provision for loan losses	4,165		4,165
Non-interest income	6,383	5,001	11,384
Non-interest expense			
Salaries and employee benefits	10,478	2,903	13,381
Occupancy	2,781	197	2,978
Data processing	2,634	202	2,836
Other expenses	6,444	1,049	7,493
Total non-interest expense	22,337	4,351	26,688
Income before income taxes	8,398	1,609	10,007
Income tax expense	2,766	563	3,329
Net income	5,632	1,046	6,678
Preferred stock dividends	442		442
Net income available to common shareholders	$ 5,190	$ 1,046	$ 6,236

	Retail Banking	Mortgage Banking	Total
		(in thousands)	
For the three months ended June 30, 2012:			
Net interest income	$ 28,704	$ 177	$ 28,881
Provision for loan losses	7,225		7,225
Non-interest income	5,869	3,006	8,875
Non-interest expense			
Salaries and employee benefits	10,727	1,398	12,125
Occupancy	2,807	73	2,880
Data processing	2,832	73	2,905
Other expenses	8,396	317	8,713
Total non-interest expense	24,762	1,861	26,623
Income before income taxes	2,586	1,322	3,908
Income tax expense	950	463	1,413
Net income	1,636	859	2,495

Preferred stock dividends	817		817
Net income available to common shareholders	$ 819	$ 859	$ 1,678

Net Interest Income and Margins

On a tax equivalent basis, net interest income for the second quarter of 2013 was $29.7 million, an increase of $607,000 compared to $29.1 million reported in the same quarter in 2012. Significant increases in the Company s net interest margin have been the result of flat yields on all classes of earning assets complemented by steady decreases in the Company s cost of funds. The Company s net interest margin increased during the second quarter of 2013 to 4.96%, compared to 4.79% during the first quarter of 2013 and 4.66% during the second quarter of 2012. Steady improvements in the earning asset mix and decreased funding costs have positively impacted the Company s net interest margin over the past year.

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Total interest income, on a tax equivalent basis, during the second quarter of 2013 was $32.1, million compared to $33.2 million in the same quarter of 2012. Yields on earning assets increased slightly to 5.38%, compared to 5.33% reported in the second quarter of 2012. During the second quarter of 2013, loans comprised 84.1% of earning assets, compared to 79.8% in the same quarter of 2012. Increased lending activities have provided opportunities to begin to grow the legacy loan portfolio. Yields on legacy loans decreased to 5.42% in the second quarter of 2013, compared to 5.75% in the same period of 2012. Covered loan yields increased from 7.22% in the second quarter of 2012 to 8.18% in the second quarter of 2013. Management anticipates improving economic conditions and increased loan demand will provide consistent interest income.

Total funding costs declined to 0.40% in the second quarter of 2013, compared to 0.62% during the second quarter of 2012. Interest-bearing deposit costs decreased from 0.68% in the second quarter of 2012 and 0.44% in the first quarter of 2013 to 0.42% in the second quarter of 2013. Ongoing efforts to maintain the percentage of funding from transaction deposits have succeeded such that non-CD deposits averaged 72.5% of total deposits in the second quarter of 2013 compared to 67.6% during the second quarter of 2012. Lower costs on deposits were due mostly to the lower rate environment and the improvement in the deposit mix. Further opportunity to realize savings on deposits exists but may be limited due to current costs. Average balances of interest bearing deposits and their respective costs for the second quarter of 2013 and 2012 are shown below:

(Dollars in Thousands)	June 30, 2013		June 30, 2012	
	Average Balance	Average Cost	Average Balance	Average Cost
NOW	$ 579,312	0.17%	$ 605,494	0.30%
MMDA	611,562	0.36%	616,449	0.53%
Savings	104,534	0.11%	97,097	0.15%
Retail CDs < $100,000	298,553	0.59%	369,651	0.91%
Retail CDs > $100,000	358,980	0.75%	410,855	1.05%
Brokered CDs	16,176	3.40%	59,526	2.96%
Interest-bearing deposits	$ 1,969,117	0.42%	$ 2,159,072	0.68%

Provision for Loan Losses and Credit Quality

The Company s provision for loan losses during the second quarter of 2013 amounted to $4.2 million, compared to $2.9 million in the first quarter of 2013 and $7.2 million in the second quarter of 2012. Although the Company has experienced improving trends in criticized and classified assets for several quarters, provision for loan losses continues to be required to account for continued devaluation of real estate collateral. At June 30, 2013, classified loans still accruing totaled $26.3 million, compared to $34.4 million at December 31, 2012 and $37.3 million at June 30, 2012. Non-accrual loans at June 30, 2013 totaled $31.8 million, compared to $38.9 million reported at December 31, 2012 and $44.4 million reported at June 30, 2012.

At June 30, 2013, other real estate owned (excluding covered OREO) totaled $39.9 million, compared to $40.4 million at March 31, 2013 and $36.4 million at June 30, 2012. Management regularly assesses the valuation of OREO through periodic reappraisal and through inquiries received in the marketing process. The Company has found that with a marketing window of three to six months, the liquidation of properties occurs between 85% and 100% of current book value. Certain properties, mostly raw land and subdivision lots, have extended marketing periods because of excessive inventory and record low home building activity. At the end of the second quarter of 2013, total non-performing assets decreased to 2.55% of total assets, compared to 2.61% at December 31, 2012 and 2.77% at June 30, 2012. Management continues to aggressively identify and resolve problem assets while seeking quality credits to grow the loan portfolio.

Net charge-offs on loans during the second quarter of 2013 were $2.9 million, or 0.74% of loans on an annualized basis, compared to $8.6 million, or 2.52% of loans, in the second quarter of 2012. The Company s allowance for loan losses at June 30, 2013 was $24.2 million, or 1.56% of non-covered loans, compared to $26.2 million, or 1.92% of non-covered loans, at June 30, 2012.

Non-interest Income

Total non-interest income for the second quarter of 2013 was $11.4 million, compared to $8.9 million in the second quarter of 2012. Income from mortgage related activities continued to increase as a result of the Company s increased number of mortgage bankers and higher level of productions. Service charges on deposit accounts in the second quarter of 2013 decreased slightly to $4.7 million, compared to $4.8 million in the first quarter of 2013 and $4.8 million in the second quarter of 2012.

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Non-interest Expense

Total non-interest expenses for the second quarter of 2013 increased slightly to $26.7 million, compared to $26.6 million in the same quarter in 2012. Salaries and benefits increased $1.3 million when compared to the second quarter of 2012, due to the growth in support costs and commissions in the mortgage division, which is proportionate to the growth in mortgage revenues. Excluding compensation costs in the mortgage operations, salaries and benefits declined $249,000 in the second quarter of 2013, compared to the second quarter of 2012. Occupancy and equipment expense increased during the quarter from $2.9 million in the second quarter of 2012 to $3.0 million in the second quarter of 2013. Data processing and telecommunications expenses decreased slightly to $2.8 million for the second quarter of 2013 from $2.9 million for the same period in 2012. Credit related expenses, including problem loan and OREO expense and OREO write-downs and losses, decreased to $2.3 million in the second quarter of 2013, compared to $3.4 million in the second quarter of 2012 due to improved economic conditions.

Income Taxes

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 second quarter of 2013, the Company reported income tax expense of $3.3 million, compared to $1.4 million in the same period of 2012. The Company s effective tax rate for the three months ending June 30, 2013 and 2012 was 33.3% and 36.2%, respectively.

Results of Operations for the Six Months Ended June 30, 2013 and 2012

Ameris reported net income available to common shareholders of $11.1 million, or $0.46 per diluted share, for the six months ended June 30, 2013, compared to $6.2 million, or $0.26 per diluted share, for the same period in 2012. The Company s mortgage banking activities have had a significant impact on the overall financial results of the Company. Below is a more detailed analysis of the retail banking activities and mortgage banking activities of the Company during the first six months of 2013 and 2012, respectively.

	Retail Banking	Mortgage Banking	Total
		(in thousands)	
For the six months ended June 30, 2013:			
Net interest income	$ 56,283	$ 1,531	$ 57,814
Provision for loan losses	7,088		7,088
Non-interest income	13,279	9,465	22,744
Non-interest expense			
Salaries and employee benefits	21,515	5,672	27,187
Occupancy	5,546	363	5,909
Data processing	5,105	301	5,406
Other expenses	15,334	1,736	17,070
Total non-interest expense	47,500	8,072	55,572
Income before income taxes	14,974	2,924	17,898
Income tax expense	4,912	1,023	5,935
Net income	10,062	1,901	11,963
Preferred stock dividends	883		883
Net income available to common shareholders	$ 9,179	$ 1,901	$ 11,080

	Retail Banking	Mortgage Banking	Total
		(in thousands)	
For the six months ended June 30, 2012:			
Net interest income	$ 56,290	$ 318	$ 56,608
Provision for loan losses	20,107		20,107

Non-interest income	31,658	4,481	36,139
Non-interest expense			
Salaries and employee benefits	20,989	2,582	23,571
Occupancy	6,060	155	6,215
Data processing	4,712	118	4,830
Other expenses	25,764	489	26,253
Total non-interest expense	57,525	3,344	60,869
Income before income taxes	10,316	1,455	11,771
Income tax expense	3,402	509	3,911
Net income	6,914	946	7,860
Preferred stock dividends	1,632		1,632
Net income available to common shareholders	$ 5,282	$ 946	$ 6,228

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Interest Income

Interest income, on a tax equivalent basis, for the six months ended June 30, 2013 was $63.4 million, a decrease of $2.0 million when compared to $65.4 million for the same period in 2012. Average earning assets for the six-month period decreased $89.4 million to $2.41 billion as of June 30, 2013, compared to $2.50 billion as of June 30, 2012. Yield on average earning assets was 5.30% for the six months ended June 30, 2013, compared to 5.25% in the first six months of 2012. Earning assets acquired in connection with the Company s FDIC-assisted acquisitions have allowed the Company to maintain rather level amounts of earning assets while interest rate floors on individual customer loans have allowed the Company to keep the yield on loans from falling precipitously in the current rate environment. Additionally, yields on the acquired assets have been much stronger than the Company s other earning assets, helping boost the Company s overall yield on earning assets.

Interest Expense

Total interest expense for the six months ended June 30, 2013 amounted to $5.0 million, reflecting a $3.7 million decrease from the $8.7 million expense recorded in the same period of 2012. During the six-month period ended June 30, 2013, the Company s funding costs declined to 0.40% from 0.65% reported in 2012. The majority of the decline in interest expense and costs relates to improvements in the cost of the Company s retail time deposits, which fell to 0.70% in the six-month period ending June 30, 2013, compared to 1.04% in the same period in 2012.

Net Interest Income

Level yields on earning assets have combined with reduced funding costs to result in material improvements in net interest income. For the year-to-date period ending June 30, 2013, the Company reported $58.4 million of net interest income on a tax equivalent basis, compared to $56.7 million of net interest income for the same period in 2012. The Company s net interest margin increased to 4.88% in the six month period ending June 30, 2013, compared to 4.56% in the same period in 2012.

Provision for Loan Losses

The provision for loan losses decreased to $7.1 million for the six months ended June 30, 2013, compared to $20.1 million in the same period in 2012, due to charges related to the bulk sale in the first quarter of 2012. Non-performing assets totaled $71.7 million at June 30, 2013, compared to $80.8 million at June 30, 2012. For the six-month period ended June 30, 2013, the Company had net charge-offs totaling $5.7 million, compared to $27.6 million for the same period in 2012. Annualized net charge-offs as a percentage of loans decreased to 0.74% during the first six months of 2013, compared to 4.07% during the first six months of 2012. This decrease was due to the Company s bulk sale of certain non-performing assets during the first quarter of 2012.

Non-interest Income

Non-interest income for the first six months of 2013 was $22.7 million, compared to $36.1 million in the same period in 2012. Excluding non-recurring gains on investment securities and an FDIC-assisted acquisition, the Company s non-interest income totaled $22.6 million, an increase of $6.5 million, compared to $16.1 million in the same period in 2012. Service charges on deposit accounts increased approximately $376,000 to $9.5 million in the first six months of 2013 compared to $9.2 million in the same period in 2012. Income from mortgage banking activity increased from $4.5 million in the first six months of 2012 to $9.5 million in the first half of 2013, due to increased number of mortgage bankers and higher level of productions.

Non-interest Expense

Total operating expenses for the first six months of 2013 decreased to $55.6 million, compared to $60.9 million in the same period in 2012. Salaries and benefits increased $3.6 million when compared to the first half of 2012, mostly due to the growth in the mortgage division. Occupancy and equipment expenses for the first six months of 2013 amounted to $5.9 million, representing an increase of $306,000 from the same period in 2012. Data processing and telecommunications expenses increased during the first six months of 2013 from $4.8 million in the first six months of 2012 to $5.4 million in the first six months of 2013. Credit related expenses, including problem loan and OREO expense and OREO write-downs and losses, decreased to $7.2 million in the first six months of 2013, compared to $16.2 million in the first half of 2012, due to the Company s bulk sale of certain non-performing assets in the first quarter of 2012.

Income Taxes

In the first six months of 2013, the Company recorded income tax expense of $5.9 million, compared to $3.9 million in the same period of 2012. The Company s effective tax rate for the six months ended June 30, 2013 and 2012 was 33.2%.

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Financial Condition as of June 30, 2013

Securities

Debt securities with readily determinable fair values 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. Equity securities, including restricted equity securities, are classified as other investments and are recorded at cost.

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 settlement 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.

In determining whether other-than-temporary impairment losses exist, management considers: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) 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 and the Company does not intend to sell these investment securities at an unrealized loss position at June 30, 2013, 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 June 30, 2013, these investments are not considered impaired on an other-than temporary basis.

The following table illustrates certain information regarding the Company s investment portfolio with respect to yields, sensitivities and expected cash flows over the next twelve months assuming constant prepayments and maturities:

	Book Value	Fair Value	Yield	Modified Duration	Estimated Cash Flows 12 months
	Dollars in Thousands				
June 30, 2013:					
U.S. government agencies	$ 14,944	$ 14,335	1.85%	6.13	$
State and municipal securities	109,793	112,759	3.69%	5.55	7,599
Corporate debt securities	10,543	10,090	6.63%	7.13	
Mortgage-backed securities	177,196	178,984	2.49%	3.61	35,741
Total debt securities	$ 312,476	$ 316,168	3.03%	4.53	$ 43,340
June 30, 2012:					
U.S. government agencies	$ 8,602	$ 8,898	1.55%	2.16	$
State and municipal securities	95,354	100,327	2.79%	5.87	9,369
Corporate debt securities	11,792	11,506	6.95%	6.95	1,250
Mortgage-backed securities	239,412	246,249	1.47%	2.60	75,700
Total debt securities	$ 355,160	$ 366,980	2.00%	3.62	$ 86,319

Loans and Allowance for Loan Losses

At June 30, 2013, gross loans outstanding (including covered loans and mortgage loans held for sale) were $2.06 billion, an increase from $2.01 billion reported at December 31, 2012 and $1.99 billion reported at June 30, 2012. Non-covered loans increased $105.2 million to $1.56 billion during the first six months of 2013, compared to $1.45 billion at December 31, 2012 and $1.37 billion at June 30, 2012. Covered loans decreased $158.2 million, from $601.7 million at June 30, 2012 to $443.5 million at June 30, 2013. Mortgage loans held for sale increased to $62.6 million

at June 30, 2013, compared to $48.8 million at December 31, 2012 and $19.7 million at June 30, 2012.

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The Company regularly monitors the composition of the loan portfolio to evaluate the adequacy of the allowance for loan losses in light of the impact that changes in the economic environment may have on the loan portfolio. The Company focuses on the following loan categories: (1) commercial, financial and agricultural; (2) residential real estate; (3) commercial and farmland real estate; (4) construction and development related real estate; and (5) consumer. The Company s management has strategically located its branches in select markets in south and southeast Georgia, north Florida, southeast Alabama and throughout South Carolina to take advantage of the growth in these areas.

The Company s risk management processes include a loan review program designed to evaluate the credit risk in the loan portfolio and ensure credit grade accuracy. Through the loan review process, the Company conducts (1) a loan portfolio summary analysis, (2) charge-off and recovery analysis, (3) trends in accruing problem loan analysis, and (4) problem and past due loan analysis. This analysis process serves as a tool to assist management in assessing the overall quality of the loan portfolio and the adequacy of the allowance for loan losses. Loans classified as substandard are loans which are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged. These assets exhibit a well-defined weakness or are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. These weaknesses may be characterized by past due performance, operating losses and/or questionable collateral values. Loans classified as doubtful are those loans that have characteristics similar to substandard loans but have an increased risk of loss. Loans classified as loss are those loans which are considered uncollectible and are in the process of being charged-off.

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. The Company s management has established an allowance for loan losses which it believes is adequate for the risk of loss inherent in the loan portfolio. Based on a credit evaluation of the loan portfolio, management presents a monthly review of the allowance for loan losses to the Company s Board of Directors. The review that management has developed primarily focuses on risk by evaluating individual loans in certain risk categories. These categories have also been established by management and take the form of loan grades. By grading the loan portfolio in this manner the Company s management is able to effectively evaluate the portfolio by risk, which management believes is the most effective way to analyze the loan portfolio and thus analyze the adequacy of the allowance for loan losses.

The allowance for loan losses is established by examining (1) the large classified loans, nonaccrual loans and loans considered impaired and evaluating them individually to determine the specific reserve allocation, and (2) the remainder of the loan portfolio to allocate a portion of the allowance based on past loss experience and the economic conditions for the particular loan category. The Company also considers other factors such as changes in lending policies and procedures; changes in national, regional, and/or local economic and business conditions; changes in the nature and volume of the loan portfolio; changes in the experience, ability and depth of either the bank president or lending staff; changes in the volume and severity of past due and classified loans; changes in the quality of the Company s corporate loan review system; and other factors management deems appropriate.

For the six-month period ended June 30, 2013, the Company recorded net charge-offs totaling $5.7 million, compared to $27.6 million for the period ended June 30, 2012. The provision for loan losses for the six months ended June 30, 2013 decreased to $7.1 million, compared to $20.1 million during the six-month period ended June 30, 2012. Increased levels of charge-offs and provision expense during the first six months of 2012 relates almost entirely to the Company s bulk sale of non-performing loans during the first quarter of 2012. At the end of the second quarter of 2013, the allowance for loan losses totaled $24.2 million, or 1.56% of total legacy loans, compared to $23.6 million, or 1.63% of total legacy loans, at December 31, 2012 and $26.2 million, or 1.92% of total legacy loans, at June 30, 2012. The decrease in the allowance for loan losses as a percentage of non-covered loans reflects the improving credit quality trends in the loan portfolio.

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The following table presents an analysis of the allowance for loan losses for the six months ended June 30, 2013 and 2012:

(Dollars in Thousands)	June 30, 2013	June 30, 2012
Balance of allowance for loan losses at beginning of period	$ 23,593	$ 35,156
Provision charged to operating expense	6,298	18,670
Charge-offs:		
Commercial, financial and agricultural	734	654
Real estate residential	2,107	4,374
Real estate commercial and farmland	1,793	17,484
Real estate construction and development	1,231	5,211
Consumer installment	371	352
Other		
Total charge-offs	6,236	28,075
Recoveries:		
Commercial, financial and agricultural	128	78
Real estate residential	229	162
Real estate commercial and farmland	13	24
Real estate construction and development	4	19
Consumer installment	188	164
Other		
Total recoveries	562	447
Net charge-offs	5,674	27,628
Balance of allowance for loan losses at end of period	$ 24,217	$ 26,198
Net annualized charge-offs as a percentage of average loans	0.74%	4.07%
Allowance for loan losses as a percentage of loans at end of period	1.56%	1.92%

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) totaled $443.5 million, $507.7 million and $601.7 million at June 30, 2013, December 31, 2012 and June 30, 2012, respectively. OREO that is covered by the loss-sharing agreements with the FDIC totaled $62.2 million, $88.3 million and $83.5 million at June 30, 2013, December 31, 2012 and June 30, 2012, 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 on the acquisition dates. The FDIC loss-share receivable reported at June 30, 2013, December 31, 2012 and June 30, 2012 was $105.5 million, $159.7 million and $203.8 million, respectively.

The Bank recorded the loans at their fair values, taking into consideration certain credit quality, risk and liquidity marks. The Company is confident in its estimation of credit risk and its adjustments to the carrying balances of the acquired loans. If the Company determines that a loan or group of loans has deteriorated from its initial assessment of fair value, a reserve for loan losses will be established to account for that difference. During the six months ended June 30, 2013, the year ended December 31, 2012 and the six months ended June 30, 2012, the Company recorded provision for loan loss expense of $790,000, $2.6 million and $1.4 million, respectively, to account for losses where the initial estimate of cash flows was found to be excessive 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, then the increase in cash flows over those expected at the acquisition date is recognized as interest income prospectively.

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Covered loans are shown below according to loan type as of the end of the periods shown:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Commercial, financial and agricultural	$ 27,371	$ 32,606	$ 41,372
Real estate construction and development	52,972	70,184	83,991
Real estate commercial and farmland	255,102	278,506	322,393
Real estate residential	107,107	125,056	150,683
Consumer installment	965	1,360	3,298
	$ 443,517	$ 507,712	$ 601,737

Non-Performing Assets

Non-performing assets include nonaccrual loans, accruing loans contractually past due 90 days or more, repossessed personal property and other real estate owned. Loans are placed on nonaccrual status when management has concerns relating to the ability to collect the principal and interest and generally when such loans are 90 days or more past due. Management performs a detailed review and valuation assessment of impaired loans on a quarterly basis and recognizes losses when permanent impairment is identified. A loan is considered impaired when it is probable that not all principal and interest amounts will be collected according to the loan contract. When a loan is placed on nonaccrual status, any interest previously accrued but not collected is reversed against current income.

As of June 30, 2013, nonaccrual or impaired loans totaled $31.8 million, a decrease of approximately $7.1 million since December 31, 2012. The decrease in nonaccrual loans is due to the success in the foreclosure and resolution process and a significant slowdown in the formation of new problem credits. Non-performing assets as a percentage of total assets were 2.55%, 2.61% and 2.77% at June 30, 2013, December 31, 2012 and June 30, 2012, respectively.

Non-performing assets at June 30, 2013, December 31, 2012 and June 30, 2012 were as follows:

(Dollars in Thousands)	June 30, 2013	December 31, 2012	June 30, 2012
Total nonaccrual loans	$ 31,811	$ 38,885	$ 44,421
Other real estate owned and repossessed collateral	39,885	39,850	36,397
Accruing loans delinquent 90 days or more			1
Total non-performing assets	$ 71,696	$ 78,735	$ 80,819

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. The following table presents the amount of accruing troubled debt restructurings by loan class at March 31, 2013, December 31, 2012 and March 31, 2012:

	June 30, 2013		December 31, 2012 *(in thousands)*		June 30, 2012	
Loan class:	#	Balance	#	Balance	#	Balance
Commercial, financial & agricultural	7	$ 1,059	5	$ 802		$
Real estate construction & development	7	1,946	5	1,735	5	1,205
Real estate commercial & farmland	16	7,529	16	8,947	16	13,293
Real estate residential	30	7,468	28	7,254	24	8,472
Consumer installment	1	13	1	6		

Total	61	$ 18,015	55	$ 18,744	45	$ 22,970

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Commercial Lending Practices

On December 12, 2006, the Federal Bank Regulatory Agencies released guidance on *Concentration in Commercial Real Estate Lending*. This guidance defines commercial real estate (CRE) loans as loans secured by raw land, land development and construction (including 1-4 family residential construction), multi-family property and non-farm nonresidential property where the primary or a significant source of repayment is derived from rental income associated with the property, excluding owner occupied properties (loans for which 50% or more of the source of repayment is derived from the ongoing operations and activities conducted by the party, or affiliate of the party, who owns the property) or the proceeds of the sale, refinancing or permanent financing of the property. Loans for owner occupied CRE are generally excluded from the CRE guidance.

The CRE guidance is applicable when either:

(1) total loans for construction, land development, and other land, net of owner occupied loans, represent 100% or more of a bank s total risk-based capital; or

(2) total loans secured by multifamily and nonfarm nonresidential properties and loans for construction, land development, and other land, net of owner occupied loans, represent 300% or more of a bank s total risk-based capital.

Banks that are subject to the CRE guidance s criteria are required to implement enhanced strategic planning, CRE underwriting policies, risk management and internal controls, portfolio stress testing, risk exposure limits, and other policies, including management compensation and incentives, to address the CRE risks. Higher allowances for loan losses and capital levels may also be appropriate.

As of June 30, 2013, the Company exhibited a concentration in CRE loan category based on Federal Reserve Call codes. The primary risks of CRE lending are:

(1) within CRE loans, construction and development loans are somewhat dependent upon continued strength in demand for residential real estate, which is reliant on favorable real estate mortgage rates and changing population demographics;

(2) on average, CRE loan sizes are generally larger than non-CRE loan types; and

(3) certain construction and development loans may be less predictable and more difficult to evaluate and monitor.

The following table outlines CRE loan categories and CRE loans as a percentage of total loans as of June 30, 2013 and December 31, 2012. The loan categories and concentrations below are based on Federal Reserve Call codes and include covered loans.

(Dollars in Thousands)	June 30, 2013		December 31, 2012	
	Balance	% of Total Loans	Balance	% of Total Loans
Construction and development loans	$ 187,579	9%	$ 184,383	9%
Multi-family loans	68,456	4%	60,111	3%
Nonfarm non-residential loans	975,300	49%	950,910	49%
Total CRE Loans	1,231,335	62%	1,195,404	61%
All other loan types	768,009	38%	762,943	39%
Total Loans	$ 1,999,344	100%	$ 1,958,347	100%

The following table outlines the percent of total CRE loans, net owner occupied loans to total risk-based capital, and the Company s internal concentration limits as of June 30, 2013 and December 31, 2012:

	Internal Limit	June 30, 2013 Actual	December 31, 2012 Actual
Construction and development	100%	65%	66%
Commercial real estate	300%	236%	237%

Short-Term Investments

The Company s short-term investments are comprised of federal funds sold and interest-bearing balances. At June 30, 2013, the Company s short-term investments were $43.9 million, compared to $193.7 million and $111.3 million at December 31, 2012 and June 30, 2012, respectively. At June 30, 2013, all of the balance was comprised of interest-bearing balances, the majority of which were at the Federal Reserve Bank of Atlanta.

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Derivative Instruments and Hedging Activities

The Company had a cash flow hedge with a notional amount of $37.1 million at June 30, 2013, December 31, 2012 and June 30, 2012 for the purpose of converting the variable rate on the junior subordinated debentures to fixed rate. The fair value of these instruments amounted to a liability of approximately $916,000, $3.0 million and $3.0 million at June 30, 2013, December 31, 2012 and June 30, 2012, respectively. The Company also had forward contracts with a fair value of approximately $1.6 million, $1.2 million and $235,000 at June 30, 2013, December 31, 2012 and June 30, 2012, respectively, to hedge changes in the value of the mortgage inventory due to changes in market interest rates. No hedge ineffectiveness from cash flow hedges was recognized in the statement of earnings. All components of each derivative s gain or loss are included in the assessment of hedge effectiveness.

Capital

Capital management consists of providing equity to support both current and anticipated future operations. The Company is subject to capital adequacy requirements imposed by the Federal Reserve Board (the FRB) and the Georgia Department of Banking and Finance (the GDBF), and the Bank is subject to capital adequacy requirements imposed by the FDIC and the GDBF.

The FRB, the FDIC and the GDBF have adopted risk-based capital requirements for assessing bank holding company and bank capital adequacy. These standards define and establish minimum capital requirements in relation to assets and off-balance sheet exposure, adjusted for credit risk. The risk-based capital standards currently in effect are designed to make regulatory capital requirements more sensitive to differences in risk profiles among bank holding companies and banks and to account for off-balance sheet exposure. The regulatory capital standards are defined by the following three key measurements:

a) The Leverage Ratio is defined as Tier 1 capital to average assets. To be considered adequately capitalized under this measurement, a bank must maintain a leverage ratio greater than or equal to 4.00%. For a bank to be considered well capitalized a bank must maintain a leverage ratio greater than or equal to 5.00%.

b) The Core Capital Ratio is defined as Tier 1 capital to total risk weighted assets. To be considered adequately capitalized under this measurement, a bank must maintain a core capital ratio greater than or equal to 4.00%. For a bank to be considered well capitalized a bank must maintain a core capital ratio greater than or equal to 6.00%.

c) The Total Capital Ratio is defined as total capital to total risk weighted assets. To be considered adequately capitalized under this measurement, a bank must maintain a total capital ratio greater than or equal to 8.00%. For a bank to be considered well capitalized a bank must maintain a total capital ratio greater than or equal to 10.00%.

As of June 30, 2013, under the regulatory capital standards, the Bank was considered well capitalized under all capital measurements. On July 2, 2013, the Federal Reserve Board adopted a new regulatory capital framework as a part of the Basel III regulatory capital reforms. Management currently believes that Ameris will be in compliance with the revised capital requirements when they become applicable to the Company on January 1, 2015. The following table sets forth the regulatory capital ratios of Ameris at June 30, 2013, December 31, 2012 and June 30, 2012.

	June 30, 2013	December 31, 2012	June 30, 2012
Leverage Ratio (tier 1 capital to average assets)			
Consolidated	11.43%	10.34%	11.12%
Ameris Bank	11.32	10.30	11.09
Core Capital Ratio (tier 1 capital to risk weighted assets)			
Consolidated	18.04	17.49	19.32
Ameris Bank	17.91	17.40	19.27
Total Capital Ratio (total capital to risk weighted assets)			
Consolidated	19.30	18.74	20.57
Ameris Bank	19.16	18.65	20.53

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Capital Purchase Program

On November 21, 2008, the Company, pursuant to the Capital Purchase Program established in connection with the Troubled Asset Relief Program, issued and sold to the U.S. 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 our common stock at an exercise price of $11.48 per share. 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.

Cumulative dividends on the Preferred Shares will continue to accrue on the liquidation preference at a rate of 5% per annum for the first five years from initial issuance and at a rate of 9% per annum thereafter, but such dividends will be paid only if, as and when declared by the Company s Board of Directors. The Preferred Shares have no maturity date and rank senior to the Common Stock (and pari passu with the Company s other authorized preferred stock, of which no shares are currently designated or outstanding) with respect to the payment of dividends and distributions and amounts payable upon liquidation, dissolution and winding up of the Company. Subject to the approval of the Board of Governors of the Federal Reserve System, the Preferred Shares are redeemable at the option of the Company at 100% of their liquidation preference.

Interest Rate Sensitivity and Liquidity

The Company s primary market risk exposures are credit risk, interest rate risk, and to a lesser degree, liquidity risk. The Bank operates under an Asset Liability Management Policy approved by the Company s Board of Directors and the Asset and Liability Committee (the ALCO Committee). The policy outlines limits on interest rate risk in terms of changes in net interest income and changes in the net market values of assets and liabilities over certain changes in interest rate environments. These measurements are made through a simulation model which projects the impact of changes in interest rates on the Bank s assets and liabilities. The policy also outlines responsibility for monitoring interest rate risk, and the process for the approval, implementation and monitoring of interest rate risk strategies to achieve the Bank s interest rate risk objectives.

The ALCO Committee is comprised of senior officers of Ameris and two outside members of the Company s Board of Directors. The ALCO Committee makes all strategic decisions with respect to the sources and uses of funds that may affect net interest income, including net interest spread and net interest margin. The objective of the ALCO Committee is to identify the interest rate, liquidity and market value risks of the Company s balance sheet and use reasonable methods approved by the Company s Board of Directors and executive management to minimize those identified risks.

The normal course of business activity exposes the Company to interest rate risk. Interest rate risk is managed within an overall asset and liability framework for the Company. The principal objectives of asset and liability management are to predict the sensitivity of net interest spreads to potential changes in interest rates, control risk and enhance profitability. Funding positions are kept within predetermined limits designed to properly manage risk and liquidity. The Company employs sensitivity analysis in the form of a net interest income simulation to help characterize the market risk arising from changes in interest rates. In addition, fluctuations in interest rates usually result in changes in the fair market value of the Company s financial instruments, cash flows and net interest income. The Company s interest rate risk position is managed by the ALCO Committee.

The Company uses a simulation modeling process to measure interest rate risk and evaluate potential strategies. Interest rate scenario models are prepared using software created and licensed from an outside vendor. The Company s simulation includes all financial assets and liabilities. Simulation results quantify interest rate risk under various interest rate scenarios. Management then develops and implements appropriate strategies. The ALCO Committee has determined that an acceptable level of interest rate risk would be for net interest income to decrease no more than 5.00% given a change in selected interest rates of 200 basis points over any 24-month period.

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 Ameris to manage those requirements. The Company strives to maintain an adequate liquidity position by managing the balances and maturities of interest-earning assets and interest-bearing liabilities so that the balance it has in short-term investments at any given time will adequately cover any reasonably anticipated immediate need for funds. Additionally, the Bank maintains relationships with correspondent banks, which could provide funds on short notice, if needed. The Company has invested in FHLB stock for the purpose of establishing credit lines with the FHLB. The credit availability to the Bank is equal to 20% of the Bank s total assets as reported on the most recent quarterly financial information submitted to the regulators subject to the pledging of sufficient collateral. There were no outstanding borrowings with the Company s correspondent banks at June 30, 2013 and December 31, 2012. At June 30, 2012, there were $3.8 million outstanding borrowings with the Company s correspondent banks.

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The following liquidity ratios compare certain assets and liabilities to total deposits or total assets:

	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012
Investment securities available for sale to total deposits	12.94%	13.01%	13.22%	13.99%	14.42%
Loans (net of unearned income) to total deposits [(1)]	63.68%	59.95%	55.27%	55.81%	53.66%
Interest-earning assets to total assets	86.23%	83.90%	84.39%	82.83%	84.41%
Interest-bearing deposits to total deposits	80.54%	80.28%	80.54%	82.00%	83.14%

(1) Loans exclude covered assets where appropriate

The liquidity resources of the Company are monitored continuously by the ALCO Committee and on a periodic basis by state and federal regulatory authorities. As determined under guidelines established by these regulatory authorities, the Company s and the Bank s liquidity ratios at June 30, 2013 were considered satisfactory. The Company is aware of no events or trends likely to result in a material change in liquidity.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company is exposed only to U.S. dollar interest rate changes, and, accordingly, the Company manages exposure by considering the possible changes in the net interest margin. The Company does not have any trading instruments nor does it classify any portion of the investment portfolio as held for trading. The Company s hedging activities are limited to cash flow hedges and are part of the Company s program to manage interest rate sensitivity. At June 30, 2013, the Company had one effective LIBOR rate swap with a notional amount of $37.1 million. The LIBOR rate swap exchanges fixed rate payments of 4.15% for floating rate payments based on the three month LIBOR and matures December 2018. The Company also had forward contracts with a fair value of approximately $1.6 million at June 30, 2013 to hedge changes in the value of the mortgage inventory due to changes in market interest rates. Finally, the Company has no exposure to foreign currency exchange rate risk, commodity price risk and 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 the Company s asset/liability management program, the timing of repriced assets and liabilities is referred to as gap management .

The Company uses 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 allows 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 point increase or decrease in market rates on net interest income and is monitored on a quarterly basis.

Additional information required by Item 305 of Regulation S-K is set forth under Part I, Item 2 of this report.

Item 4. 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 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 report, the Company s disclosure controls and procedures are effective.

During the quarter ended June 30, 2013, there were no changes 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 materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Nothing to report with respect to the period covered by this report.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in Item 1A. of Part 1 in our Annual Report on Form 10-K for the year ended December 31, 2012.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The exhibits required to be furnished with this report are listed on the exhibit index attached hereto.

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SIGNATURE

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

Date: August 9, 2013

AMERIS BANCORP

/s/ Dennis J. Zember Jr.
Dennis J. Zember Jr., Executive Vice President and

Chief Financial Officer (duly authorized signatory

and principal accounting and financial officer)

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EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated as of May 1, 2013 by and between Ameris Bancorp and The Prosperity Banking Company (incorporated by reference to Exhibit 2.1 to Ameris Bancorp s Current Report on Form 8-K filed with the Commission on May 2, 2013).
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 Commission on August 14, 1987).
3.2	Amendment to Amended Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.1.1 to Ameris Bancorp s Form 10-K filed with the Commission on March 28, 1996).
3.3	Amendment to Amended Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 4.3 to Ameris Bancorp s Registration Statement on Form S-4 filed with the Commission on July 17, 1996).
3.4	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.5 to Ameris Bancorp s Annual Report on Form 10-K filed with the Commission on March 25, 1998).
3.5	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.7 to Ameris Bancorp s Annual Report on Form 10-K filed with the Commission on March 26, 1999).
3.6	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.9 to Ameris Bancorp s Annual Report on Form 10-K filed with the Commission on March 31, 2003).
3.7	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the Commission on December 1, 2005).
3.8	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the Commission on November 21, 2008).
3.9	Articles of Amendment to the Articles of Incorporation of Ameris Bancorp (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the Commission on June 1, 2011).
3.10	Amended and Restated Bylaws of Ameris Bancorp (incorporated by reference to Exhibit 3.1 to Ameris Bancorp s Current Report on Form 8-K filed with the Commission on March 14, 2005).
31.1	Rule 13a-14(a)/15d-14(a) Certification by the Company s Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification by the Company s Chief Financial Officer
32.1	Section 1350 Certification by the Company s Chief Executive Officer
32.2	Section 1350 Certification by the Company s Chief Financial Officer
101	The following financial statements from Ameris Bancorp s Form 10-Q for the quarter ended June 30, 2013, formatted as interactive data files in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations and Comprehensive Income; (iii) Consolidated Statements of Changes in Stockholders Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements. (1)

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.