

FIRST BANCORP /NC/  
Form 10-K  
March 13, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended December 31, 2014

Commission File Number 0-15572

**FIRST BANCORP**

(Exact Name of Registrant as Specified in its Charter)

|   |  |
|---|--|
| <u>North Carolina</u><br>(State of Incorporation) | <u>56-1421916</u><br>(I.R.S. Employer Identification Number) |
|---|--|

|  |                            |
|--|----------------------------|
| <u>300 SW Broad Street, Southern Pines, North Carolina</u><br>(Address of Principal Executive Offices) | <u>28387</u><br>(Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: (910) 246-2500

Securities Registered Pursuant to Section 12(b) of the Act:

|                            |  |
|----------------------------|--|
| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
| Common Stock, No Par Value | The Nasdaq Global Select Market                  |

Securities Registered Pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.  YES  NO

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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  NO

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

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  YES  NO

The aggregate market value of the Common Stock, no par value, held by non-affiliates of the registrant, based on the closing price of the Common Stock as of June 30, 2014 as reported by The NASDAQ Global Select Market, was approximately \$330,882,649.

The number of shares of the registrant's Common Stock outstanding on February 28, 2015 was 19,709,881.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement to be filed pursuant to Regulation 14A are incorporated herein by reference into Part III.

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Information called for by Part III (Items 10 through 14) is incorporated herein by reference to the Registrant's \*definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission on or before April 30, 2015.

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**FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, which statements are inherently subject to risks and uncertainties. Forward-looking statements are statements that include projections, predictions, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Further, forward-looking statements are intended to speak only as of the date made. Such statements are often characterized by the use of qualifying words (and their derivatives) such as “expect,” “believe,” “estimate,” “plan,” “project,” or other statements concerning our opinions or judgment about future events. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. Factors that could influence the accuracy of such forward-looking statements include, but are not limited to, the financial success or changing strategies of our customers, our level of success in integrating acquisitions, actions of government regulators, the level of market interest rates, and general economic conditions. For additional information about factors that could affect the matters discussed in this paragraph, see the “Risk Factors” section in Item 1A of this report.

**PART I**

**Item 1. Business**

**General Description**

First Bancorp (the “Company”) is a bank holding company. Our principal activity is the ownership and operation of First Bank (the “Bank”), a state-chartered bank with its main office in Southern Pines, North Carolina. The Company is also the parent to a series of statutory business trusts organized under the laws of the State of Delaware that were created for the purpose of issuing trust preferred debt securities. Our outstanding debt associated with these trusts was \$46.4 million at December 31, 2014 and 2013.

The Company was incorporated in North Carolina on December 8, 1983, as Montgomery Bancorp, for the purpose of acquiring 100% of the outstanding common stock of the Bank through a stock-for-stock exchange. On December 31, 1986, the Company changed its name to First Bancorp to conform its name to the name of the Bank, which had changed its name from Bank of Montgomery to First Bank in 1985.

The Bank was organized in 1934 and began banking operations in 1935 as the Bank of Montgomery, named for the county in which it operated. Until September 2013, the Bank's main office was in Troy, North Carolina, located in the center of Montgomery County. In September 2013, the Company and the Bank moved their main offices approximately 45 miles to Southern Pines, North Carolina, in Moore County. As of December 31, 2014, we conducted business from 87 branches covering a geographical area from Florence, South Carolina to the southeast, to Wilmington, North Carolina to the east, to Kill Devil Hills, North Carolina to the northeast, to Salem, Virginia to the north, to Abingdon, Virginia to the northwest, and to Asheville, North Carolina to the west. We also have loan production offices in Greenville, North Carolina and Fayetteville, North Carolina. Of the Bank's 87 branches, 74 branches are in North Carolina, six branches are in South Carolina and seven branches are in Virginia (where we operate under the name "First Bank of Virginia"). Ranked by assets, the Bank was the sixth largest bank headquartered in North Carolina as of December 31, 2014.

As of December 31, 2014, the Bank had two wholly owned subsidiaries, First Bank Insurance Services, Inc. ("First Bank Insurance") and First Troy SPE, LLC. First Bank Insurance's primary business activity is the placement of property and casualty insurance coverage. First Troy SPE, LLC, which was organized in December 2009, is a holding entity for certain foreclosed properties.



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Our principal executive offices are located at 300 SW Broad Street, Southern Pines, North Carolina, 28387, and our telephone number is (910) 246-2500. Unless the context requires otherwise, references to the “Company,” “we,” “our,” or “us” in this annual report on Form 10-K shall mean collectively First Bancorp and its consolidated subsidiaries.

## **General Business**

We engage in a full range of banking activities, with the acceptance of deposits and the making of loans being our most basic activities. We offer deposit products such as checking, savings, and money market accounts, as well as time deposits, including various types of certificates of deposits (CDs) and individual retirement accounts (IRAs). We provide loans for a wide range of consumer and commercial purposes, including loans for business, agriculture, real estate, personal uses, home improvement and automobiles. We also offer credit cards, debit cards, letters of credit, safe deposit box rentals and electronic funds transfer services, including wire transfers. In addition, we offer internet banking, mobile banking, cash management and bank-by-phone capabilities to our customers, and are affiliated with ATM networks that give our customers access to 67,000 ATMs, with no surcharge fee. We also offer a mobile check deposit feature for our mobile banking customers that allows them to securely deposit checks via their smartphone. For our business customers, we offer remote deposit capture, which provides them with a method to electronically transmit checks received from customers into their bank account without having to visit a branch. We are a member of the Certificate of Deposit Account Registry Service (CDARS), which gives our customers the ability to obtain FDIC insurance on deposits of up to \$50 million, while continuing to work directly with their local First Bank branch.

Because the majority of our customers are individuals and small to medium-sized businesses located in the counties we serve, management does not believe that the loss of a single customer or group of customers would have a material adverse impact on the Bank. There are no seasonal factors that tend to have any material effect on the Bank’s business, and we do not rely on foreign sources of funds or income. Because we operate primarily within North Carolina, southwestern Virginia and northeastern South Carolina, the economic conditions of these areas could have a material impact on the Company. See additional discussion below in the section entitled “Territory Served and Competition.”

Beginning in 1999, First Bank Insurance began offering non-FDIC insured investment and insurance products, including mutual funds, annuities, long-term care insurance, life insurance, and company retirement plans, as well as financial planning services (the “investments division”). In May 2001, First Bank Insurance added to its product line when it acquired two insurance agencies that specialized in the placement of property and casualty insurance. In October 2003, the “investments division” of First Bank Insurance became a part of the Bank. The primary activity of First Bank Insurance is now the placement of property and casualty insurance products. In February 2010, First Bank Insurance acquired The Insurance Center, Inc., a Troy-based property and casualty insurance agency with approximately 500 customers.

First Bancorp Capital Trust II and First Bancorp Capital Trust III were organized in December 2003 for the purpose of issuing \$20.6 million in debt securities (\$10.3 million was issued from each trust). These borrowings are due on January 23, 2034 and are also structured as trust preferred capital securities in order to qualify as regulatory capital.

These debt securities are callable by the Company at par on any quarterly interest payment date beginning on January 23, 2009. The interest rate on these debt securities adjusts on a quarterly basis at a weighted average rate of three-month LIBOR plus 2.70%.

First Bancorp Capital Trust IV was organized in April 2006 for the purpose of issuing \$25.8 million in debt securities. These borrowings are due on June 15, 2036 and are also structured as trust preferred capital securities that qualify as regulatory capital. These debt securities are callable by the Company at par on any quarterly interest payment date beginning on June 15, 2011. The interest rate on these debt securities adjusts on a quarterly basis at a rate of three-month LIBOR plus 1.39%.

Table of Contents**Territory Served and Competition**

Our headquarters are located in Southern Pines, Moore County, North Carolina, where we also have our highest concentration of deposits. At the end of 2014, we served primarily the south central region (sometimes called the Piedmont region), the central mountain region and the eastern coastal region of North Carolina, with additional operations in northeastern South Carolina and southwestern Virginia. The following table presents, for each county where we operated as of December 31, 2014, the number of bank branches operated by the Company within the county, the approximate amount of deposits with the Company in the county as of December 31, 2014, our approximate deposit market share at June 30, 2014, and the number of bank competitors located in the county at June 30, 2014.

| County           | Number of Branches | Deposits (in millions) | Market Share | Number of Competitors |
|------------------|--------------------|------------------------|--------------|-----------------------|
| Anson, NC        | 1                  | \$ 13                  | 5.3%         | 4                     |
| Beaufort, NC     | 2                  | 41                     | 3.3%         | 7                     |
| Bladen, NC       | 1                  | 21                     | 8.4%         | 5                     |
| Brunswick, NC    | 4                  | 103                    | 6.3%         | 11                    |
| Buncombe, NC     | 3                  | 84                     | 1.9%         | 16                    |
| Cabarrus, NC     | 2                  | 37                     | 2.2%         | 11                    |
| Carteret, NC     | 2                  | 31                     | 2.7%         | 8                     |
| Chatham, NC      | 2                  | 66                     | 11.1%        | 10                    |
| Chesterfield, SC | 1                  | 45                     | 13.1%        | 6                     |
| Columbus, NC     | 2                  | 31                     | 4.1%         | 5                     |
| Dare, NC         | 1                  | 18                     | 2.2%         | 10                    |
| Davidson, NC     | 2                  | 88                     | 3.4%         | 10                    |
| Dillon, SC       | 3                  | 65                     | 25.0%        | 3                     |
| Duplin, NC       | 3                  | 110                    | 19.3%        | 6                     |
| Florence, SC     | 2                  | 32                     | 1.6%         | 12                    |
| Guilford, NC     | 1                  | 71                     | 0.7%         | 20                    |
| Harnett, NC      | 3                  | 103                    | 12.1%        | 9                     |
| Iredell, NC      | 2                  | 31                     | 1.3%         | 20                    |
| Lee, NC          | 3                  | 181                    | 23.0%        | 9                     |
| Montgomery, NC   | 4                  | 107                    | 38.0%        | 3                     |
| Montgomery, VA   | 3                  | 76                     | 3.0%         | 13                    |
| Moore, NC        | 10                 | 426                    | 25.0%        | 10                    |
| New Hanover, NC  | 5                  | 131                    | 3.5%         | 18                    |
| Onslow, NC       | 2                  | 42                     | 4.2%         | 10                    |
| Randolph, NC     | 3                  | 69                     | 4.8%         | 12                    |
| Richmond, NC     | 2                  | 43                     | 10.7%        | 5                     |
| Roanoke, VA      | 1                  | 5                      | 0.4%         | 12                    |
| Robeson, NC      | 4                  | 178                    | 19.3%        | 9                     |
| Rockingham, NC   | 1                  | 28                     | 2.8%         | 11                    |
| Rowan, NC        | 1                  | 54                     | 3.9%         | 12                    |
| Scotland, NC     | 2                  | 71                     | 19.1%        | 6                     |

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|                              |    |          |       |    |
|------------------------------|----|----------|-------|----|
| Stanly, NC                   | 4  | 86       | 10.4% | 6  |
| Wake, NC                     | 2  | 26       | 0.1%  | 29 |
| Washington, VA               | 1  | 25       | 2.1%  | 16 |
| Wythe, VA                    | 2  | 69       | 12.5% | 11 |
| Brokered & Internet Deposits | —  | 89       |       |    |
| Total                        | 87 | \$ 2,696 |       |    |

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Our branches and facilities are primarily located in small communities whose economies are based primarily on services, manufacturing and light industry. Although our market is predominantly small communities and rural areas, the market area is not dependent on agriculture. Textiles, furniture, mobile homes, electronics, plastic and metal fabrication, forest products, food products, and chicken hatcheries are among the leading manufacturing industries in the trade area. Leading producers of lumber and rugs are located in Montgomery County, North Carolina. The Pinehurst area within Moore County, North Carolina, is a widely known golf resort and retirement area. The High Point, North Carolina, area is widely known for its furniture market. New Hanover and Brunswick Counties, located in the southeastern coastal region of North Carolina, are popular with tourists and have significant retirement populations. Buncombe County, located in the western region of North Carolina, is a highly diverse area with industries in manufacturing, service, and tourism. Additionally, several of the communities served by the Company are “bedroom” communities of large cities like Charlotte, Raleigh and Greensboro, while several branches are located in medium-sized cities such as Albemarle, Asheboro, High Point, Southern Pines and Sanford. We also have branches in small communities such as Bennett, Polkton, Vass, and Harmony.

In addition to the branches shown above, in the second half of 2013, we established loan production offices in the markets of Greenville, North Carolina and Fayetteville, North Carolina. These are new, yet contiguous, markets to our branch footprint. We have experienced lenders working out of these offices and are expecting to continue to achieve loan growth from these offices in 2015.

Approximately 16% of our deposit base is in Moore County. Accordingly, material changes in competition, the economy or population of Moore County could materially impact the Company. No other county comprises more than 10% of our deposit base.

We compete in our various market areas with, among others, several large interstate bank holding companies. These large competitors have substantially greater resources than our company, including broader geographic markets, higher lending limits and the ability to make greater use of large-scale advertising and promotions. A significant number of interstate banking acquisitions have taken place in the past decade, thus further increasing the size and financial resources of some of our competitors, some of which are among the largest bank holding companies in the nation. In many of our markets, we also compete against smaller, local banks. With interest rates on investment securities at historic lows and banks of all sizes attempting to maximize yields on earning assets, the competition for high-quality loans has become intense. Accordingly, loan rates in our markets are under competitive pressure. The pricing competition for deposits has lessened, but at any given time in many of our markets, there are frequently smaller banks offering higher rates on deposits than we are willing to match. This has resulted in our bank losing the deposits of some price-sensitive customers, which has been primarily responsible for the declines in our time deposit accounts that are discussed below in Management’s Discussion and Analysis of Financial Condition and Results of Operation. Moore County, which as noted above comprises a disproportionate share of our deposits, is a particularly competitive market, with at least ten other financial institutions having a physical presence within the county.

We compete not only against banking organizations, but also against a wide range of financial service providers, including federally and state-chartered savings and loan institutions, credit unions, investment and brokerage firms and small-loan or consumer finance companies. One of the credit unions in our market area is among the largest in the

nation. Competition among financial institutions of all types is virtually unlimited with respect to legal ability and authority to provide most financial services. We also experience competition from internet banks, particularly in the area of time deposits.

Despite the competitive market, we believe we have certain advantages over our competition in the areas we serve. We are large enough to be able to more easily absorb higher costs being experienced in the banking industry, particularly regulatory costs and technology costs, than the smaller banks we compete with. We are also able to originate significantly larger loans than many of our smaller bank competitors. At the same time, we attempt to maintain a banking culture associated with smaller banks – a culture that has a personal and local flavor that appeals to many retail and small business customers. Specifically, we seek to maintain a distinct local identity in each of the communities we serve and we actively sponsor and participate in local civic affairs. Most lending and other customer-related business decisions can be made without the delays often associated with larger institutions. Additionally, employment of local managers and personnel in various offices and low turnover of personnel enable us to establish and maintain long-term relationships with individual and corporate customers.

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**Lending Policy and Procedures**

Conservative lending policies and procedures and appropriate underwriting standards are high priorities of the Bank. Loans are approved under our written loan policy, which provides that lending officers, principally branch managers, have authority to approve loans of various amounts up to \$350,000 with lending limits varying depending upon the experience of the lending officer and whether the loan is secured or unsecured. We have seven senior lending officers that have authority to approve secured loans up to \$500,000 and each of our three Regional Presidents has authority to approve secured loans up to \$1,000,000. Loans up to \$3,000,000 are approved by the Bank's Regional Credit Officers through our Credit Administration Department. The Bank's Chief Credit Officer has authority to approve loans up to \$6,000,000, while the Chief Credit Officer and the Bank's President have joint authority to approve loans up to \$8,000,000. The Bank's board of directors maintains loan authority up to the Bank's in-house limit of \$25,000,000 and generally approves loans through its Executive Loan Committee. All lending authorities are based on the borrower's Total Credit Exposure ("TCE"), which is an aggregate of the Bank's lending relationship to the borrower. TCE is based on the borrower's total credit exposure with the Bank either directly or indirectly through loan guarantees or other borrowing entities related to the borrower through control or ownership.

A committee of our board of directors reviews and approves loans that exceed management's lending authority, loans to executive officers, directors, and their affiliates and, in certain instances, other types of loans. New credit extensions are reviewed daily by our senior management and the Credit Administration Department.

We continually monitor our loan portfolio to identify areas of concern and to enable us to take corrective action. Lending and credit administration officers and the board of directors meet periodically to review past due loans and portfolio quality, while assuring that the Bank is appropriately meeting the credit needs of the communities it serves. Individual lending officers are responsible for monitoring any changes in the financial status of borrowers and pursuing collection of early-stage past due amounts. For certain types of loans that exceed our established parameters of past due status, the Bank's Asset Resolution Group takes over managing the loan, and in some cases we engage a third-party firm to assist in collection efforts.

The Bank has an internal Loan Review Department that conducts on-going and targeted reviews of the Bank's loan portfolio and assesses the Bank's adherence to loan policies, risk grading and accrual policies. Reports are generated for management based on these activities and findings are used to adjust risk grades as deemed appropriate. In addition, these reports are shared with the Company's board of directors. The Loan Review Department also provides training assistance to the Bank's Training and Credit Administration departments.

To further assess the Bank's loan portfolio and as a secondary review of the Bank's Loan Review Department, we also contract with an independent consulting firm to review new loan originations meeting certain criteria, as well as to assign risk grades to existing credits meeting certain thresholds. The consulting firm's observations, comments, and risk grades, including variances with the Bank's risk grades, are shared with the audit committee of the Company's board of directors and are considered by management in setting Bank policy, as well as in evaluating the adequacy of

our allowance for loan losses. For additional information, see “Allowance for Loan Losses and Loan Loss Experience” under Item 7 below.

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**Investment Policy and Procedures**

We have adopted an investment policy designed to maximize our income from funds not needed to meet loan demand, in a manner consistent with appropriate liquidity and risk objectives. Pursuant to this policy, we may invest in federal, state and municipal obligations, federal agency obligations, public housing authority bonds, industrial development revenue bonds, Federal Home Loan Bank bonds, Fannie Mae bonds, Government National Mortgage Association bonds, Freddie Mac bonds, Small Business Administration bonds, and, to a limited extent, corporate bonds. We may also invest up to \$60 million in time deposits with other financial institutions. Time deposit purchases from any one financial institution exceeding FDIC insurance coverage limits are evaluated as a corporate bond and are subject to the same due diligence requirements as corporate bonds (described below).

In making investment decisions, we do not solely rely on credit ratings to determine the credit-worthiness of an issuer of securities, but we use credit ratings in conjunction with other information when performing due diligence prior to the purchase of a security. Securities rated below Moody's BAA or Standard and Poor's BBB generally will not be purchased. Securities rated below A are periodically reviewed for credit-worthiness. We may purchase non-rated municipal bonds only if such bonds are in our general market area and we determine these bonds have a credit risk no greater than the minimum ratings referred to above. Industrial development authority bonds, which normally are not rated, are purchased only if they are judged to possess a high degree of credit soundness to assure reasonably prompt sale at a fair value. We are also authorized by our board of directors to invest a portion of our securities portfolio in high quality corporate bonds, with the amount of such bonds not to exceed 15% of the entire securities portfolio. Prior to purchasing a corporate bond, the Company's management performs due diligence on the issuer of the bond, and the purchase is not made unless we believe that the purchase of the bond bears no more risk to the Company than would an unsecured loan to the same company.

Our Chief Investment Officer implements the investment policy, monitors the investment portfolio, recommends portfolio strategies and reports to the Company's Investment Committee. The Investment Committee generally meets on a quarterly basis to review investment activity and to assess the overall position of the securities portfolio. The Investment Committee compares our securities portfolio with portfolios of other companies of comparable size. In addition, reports of all purchases, sales, issuer calls, net profits or losses and market appreciation or depreciation of the securities portfolio are reviewed by our board of directors. Once a quarter, our interest rate risk exposure is evaluated by our board of directors. Each year, the written investment policy is approved by the board of directors.

**Mergers and Acquisitions**

As part of our operations, we have pursued an acquisition strategy over the years to augment our internal growth. We regularly evaluate the potential acquisition of, or merger with, various financial institutions. Our acquisitions have generally fallen into one of three categories - 1) an acquisition of a financial institution or branch thereof within a market in which we operate, 2) an acquisition of a financial institution or branch thereof in a market contiguous or nearly contiguous to a market in which we operate, or 3) an acquisition of a company that has products or services that

we do not currently offer. Historically, we have paid for our acquisitions with cash and/or common stock and any operating income or loss has been fully borne by the Company beginning on the closing date of the acquisition.

In 2009, FDIC-assisted acquisitions began to occur frequently as banking regulators closed problem banks. In FDIC-assisted transactions, the acquiring bank often does not pay any consideration for the failed bank, and in some cases receives cash from the FDIC as part of the transaction. In addition, the acquiring bank usually enters into one or more loss share agreements with the FDIC, which affords the acquiring bank significant loss protection. As discussed below, we completed FDIC-assisted transactions in 2009 and 2011.

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We believe that we can enhance our earnings by pursuing these types of acquisition opportunities through any combination or all of the following: 1) achieving cost efficiencies, 2) enhancing the acquiree's earnings or gaining new customers by introducing a more successful banking model with more products and services to the acquiree's market base, 3) increasing customer satisfaction or gaining new customers by providing more locations for the convenience of customers, and 4) leveraging the customer base by offering new products and services. There is also the possibility, especially in a FDIC-assisted transaction, to record a gain on the acquisition date arising from the difference between the purchase price and the acquisition date fair value of the acquired assets and liabilities.

Since becoming a public company in 1987, we have completed numerous acquisitions in each of the three categories described above. We have completed several whole-bank traditional acquisitions in our existing and contiguous markets; we have purchased numerous bank branches from other banks (both in existing market areas and in contiguous/nearly contiguous markets) and we have acquired several insurance agencies, which has provided us with the ability to offer property and casualty insurance coverage.

In addition to the traditional acquisitions discussed above, in both 2009 and 2011 we acquired the operations of failed banks in FDIC-assisted transactions. On June 19, 2009, we acquired substantially all of the assets and liabilities of Cooperative Bank in a FDIC-assisted transaction. Cooperative Bank operated through twenty-one branches in North Carolina and three branches in South Carolina in the same markets in which the Bank was already operating, as well as in several new, mostly contiguous markets. In connection with the acquisition, the Bank assumed assets with a book value of \$959 million, including \$829 million in loans and \$706 million in deposits. See the Company's 2009 Annual Report on Form 10-K for more information on this acquisition.

On January 21, 2011, we acquired substantially all of the assets and liabilities of The Bank of Asheville in a FDIC-assisted transaction. The Bank of Asheville operated through five branches in or near Asheville, North Carolina. This market was a new market for the Bank. In connection with the acquisition, the Bank assumed assets with a book value of \$190 million, including \$154 million in loans and \$192 million in deposits. See the Company's 2011 Annual Report on Form 10-K for more information on this acquisition.

The following paragraphs describe the other acquisitions that we have completed in the past three years.

On August 24, 2012, we completed the purchase of a branch of Gateway Bank & Trust Co. located in Wilmington, North Carolina. We assumed the branch's \$9 million in deposits. No loans were acquired in this transaction. We also did not purchase the branch building, but instead transferred the acquired accounts to one of our nearby existing branches.

On March 22, 2013, we completed the purchase of two branches from Four Oaks Bank & Trust Company located in Southern Pines and Rockingham, North Carolina. We acquired \$57 million in deposits and \$16 million in loans in the

acquisition. We purchased the Rockingham branch building, but did not purchase the Southern Pines branch building and instead transferred the acquired accounts to one of the Company's nearby existing branches.

There are many factors that we consider when evaluating how much to offer for potential acquisition candidates (including FDIC-assisted transactions) with a few of the more significant factors being projected impact on earnings per share, projected impact on capital, and projected impact on book value and tangible book value. Significant assumptions that affect this analysis include the estimated future earnings stream of the acquisition candidate, estimated credit and other losses to be incurred, the amount of cost efficiencies that can be realized, and the interest rate earned/lost on the cash received/paid. In addition to these primary factors, we also consider other factors including (but not limited to) marketplace acquisition statistics, location of the candidate in relation to our expansion strategy, market growth potential, management of the candidate, potential integration issues (including corporate culture), and the size of the acquisition candidate.

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We plan to continue to evaluate acquisition opportunities that could potentially benefit the Company and its shareholders. These opportunities may include acquisitions that do not fit the categories discussed above.

For a further discussion of recent acquisition activity, see “Merger and Acquisition Activity” under Item 7 below.

## **Employees**

As of December 31, 2014, we had 770 full-time and 55 part-time employees. We are not a party to any collective bargaining agreements, and we consider our employee relations to be good.

## **Supervision and Regulation**

As a bank holding company, we are subject to supervision, examination and regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”) and the North Carolina Office of the Commissioner of Banks (the “Commissioner”). The Bank is subject to supervision and examination by the FDIC and the Commissioner. For additional information, see Note 16 to the consolidated financial statements.

## **Supervision and Regulation of the Company**

The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended. The Company is also regulated by the Commissioner under the North Carolina Bank Holding Company Act of 1984.

A bank holding company is required to file quarterly reports and other information regarding its business operations and those of its subsidiaries with the Federal Reserve Board. It is also subject to examination by the Federal Reserve Board and is required to obtain Federal Reserve Board approval prior to making certain acquisitions of other institutions or voting securities. The Federal Reserve Board requires the Company to maintain certain levels of capital - see “Capital Resources and Shareholders’ Equity” under Item 7 below. The Federal Reserve Board also has the authority to take enforcement action against any bank holding company that commits any unsafe or unsound practice, or violates certain laws, regulations or conditions imposed in writing by the Federal Reserve Board. The Federal Reserve Board generally prohibits a bank holding company from declaring or paying a cash dividend that would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements which might adversely affect a bank holding company’s financial position. Under the Federal Reserve

Board policy, a bank holding company is not permitted to continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition.

The Commissioner is empowered to regulate certain acquisitions of North Carolina banks and bank holding companies, issue cease and desist orders for violations of North Carolina banking laws, and promulgate rules necessary to effectuate the purposes of the North Carolina Bank Holding Company Act of 1984.

Regulatory authorities have cease and desist powers over bank holding companies and their nonbank subsidiaries where their actions would constitute a serious threat to the safety, soundness or stability of a subsidiary bank. Those authorities may compel holding companies to invest additional capital into banking subsidiaries upon acquisitions or in the event of significant loan losses or rapid growth of loans or deposits.

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The United States Congress and the North Carolina General Assembly have periodically considered and adopted legislation that has impacted the Company.

### **Supervision and Regulation of the Bank**

Federal banking regulations applicable to all depository financial institutions, among other things: (i) provide federal bank regulatory agencies with powers to prevent unsafe and unsound banking practices; (ii) restrict preferential loans by banks to “insiders” of banks; (iii) require banks to keep information on loans to major shareholders and executive officers and (iv) bar certain director and officer interlocks between financial institutions.

As a state-chartered bank, the Bank is subject to the provisions of the North Carolina banking statutes and to regulation by the Commissioner. The Commissioner has a wide range of regulatory authority over the activities and operations of the Bank, and the Commissioner’s staff conducts periodic examinations of the Bank and its affiliates to ensure compliance with state banking regulations and to assess the safety and soundness of the Bank. Among other things, the Commissioner regulates the merger and consolidation of state-chartered banks, the payment of dividends, loans to officers and directors, recordkeeping, types and amounts of loans and investments, and the establishment of branches. The Commissioner also has cease and desist powers over state-chartered banks for violations of state banking laws or regulations and for unsafe or unsound conduct that is likely to jeopardize the interest of depositors.

The dividends that may be paid by the Bank to the Company are subject to legal limitations under North Carolina law. In addition, regulatory authorities may restrict dividends that may be paid by the Bank or the Company’s other subsidiaries. The ability of the Company to pay dividends to its shareholders is largely dependent on the dividends paid to the Company by the Bank.

The FDIC is authorized to approve conversions, mergers, consolidations and assumptions of deposit liability transactions between insured banks and uninsured banks or institutions, and to prevent capital or surplus diminution in such transactions if the resulting, continuing, or assumed bank is an insured nonmember bank. In addition, the FDIC monitors the Bank’s compliance with several banking statutes, such as the Depository Institution Management Interlocks Act and the Community Reinvestment Act of 1977. The FDIC also conducts periodic examinations of the Bank to assess its safety and soundness and its compliance with banking laws and regulations, and it has the power to implement changes to, or restrictions on, the Bank’s operations if it finds that a violation is occurring or is threatened.

### **Small Business Lending Fund**

In December 2010, the U.S. Treasury announced the creation of the Small Business Lending Fund (SBLF) program, which was established under the Small Business Jobs Act of 2010. The SBLF was created to encourage lending to small businesses by providing capital to qualified community banks at favorable rates.

Interested financial institutions were required to submit an application and a small business lending plan. Less than half of the financial institutions that applied for the SBLF were approved. We were one of the institutions approved, and on September 1, 2011, we completed the sale of \$63.5 million of Series B Preferred Stock to the Treasury under the SBLF. Under the terms of the stock purchase agreement, the Treasury received 63,500 shares of Series B non-cumulative perpetual preferred stock with a liquidation value of \$1,000 per share, in exchange for \$63.5 million. The initial dividend rate on SBLF preferred stock was 5%. The terms of the stock provided that our dividend rate could decrease to as low as 1% for a period of time depending on our success in meeting certain loan growth targets to small businesses. Based on our increases in small business lending, we achieved the minimal dividend rate of 1% as of March 31, 2013. The increase in the amount of small business loans remained at a level corresponding to a 1% dividend rate at September 30, 2013, at which point the terms of the preferred stock provide that the dividend rate remains fixed until March 1, 2016. Accordingly, we expect that our dividend rate will remain at an annualized rate of 1% until March 1, 2016 unless the Series B Preferred Stock is redeemed at an earlier date. If this stock remains outstanding beyond March 1, 2016, the dividend rate increases to 9% thereafter. See Note 19 to the consolidated financial statements for more information.



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**FDIC Insurance**

As a member of the FDIC, the Bank's deposits are insured by the FDIC. For this protection, each member bank pays a quarterly statutory assessment (which is based on average total assets less average tangible equity) and is subject to the rules and regulations of the FDIC.

We recognized approximately \$4.0 million, \$2.6 million, and \$2.7 million in FDIC insurance expense in 2014, 2013, and 2012, respectively. FDIC insurance expense includes deposit insurance assessments and Financing Corporation ("FICO") assessments related to outstanding FICO bonds.

**Legislative and Regulatory Developments**

The most significant recent legislative and regulatory developments impacting the Company are 1) the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and 2) Basel III, which are discussed below.

*Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010*

On July 21, 2010, the Dodd-Frank Act became law. The Dodd-Frank Act has had and will continue to have a broad impact on the financial services industry, including significant regulatory and compliance changes including, among other things,

- enhanced authority over troubled and failing banks and their holding companies;
- increased capital and liquidity requirements;
- increased regulatory examination fees;
- specific provisions designed to improve supervision and safety and soundness by imposing restrictions and limitations on the scope and type of banking and financial activities.

In addition, the Dodd-Frank Act establishes a new framework for systemic risk oversight within the financial system that will be enforced by new and existing federal regulatory agencies, including the Financial Stability Oversight Council (FSOC), the Federal Reserve Bank (FRB), the Office of Comptroller of the Currency, the FDIC, and the Consumer Financial Protection Bureau (CFPB). The following description briefly summarizes aspects of the Dodd-Frank Act that could impact the Company, both currently and prospectively.

*Deposit Insurance.* The Dodd-Frank Act made permanent the \$250,000 deposit insurance limit for insured deposits, which was an increase from the previous limit of \$100,000. Amendments to the Federal Deposit Insurance Act also revised the assessment base against which an insured depository institution's deposit insurance premiums paid to the FDIC's Deposit Insurance Fund (DIF) will be calculated. Under the amendments, which became effective on April 1, 2011, the FDIC assessment base is no longer the institution's deposit base, but rather its average consolidated total assets less its average tangible equity. The Dodd-Frank Act also changed the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15% to 1.35% of the estimated amount of total insured deposits, and eliminating the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds by September 30, 2020.

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*Trust Preferred Securities.* The Dodd-Frank Act prohibits bank holding companies from including in their regulatory Tier I capital hybrid debt and equity securities issued on or after May 19, 2010. Among the hybrid debt and equity securities included in this prohibition are trust preferred securities, which we have issued in the past in order to raise additional Tier I capital and otherwise improve our regulatory capital ratios. Although we may continue to include our existing trust preferred securities as Tier I capital because they were issued prior to May 18, 2010, the prohibition on the use of these securities as Tier I capital may limit our ability to raise capital in the future.

*The Consumer Financial Protection Bureau.* The Dodd-Frank Act created a new, independent federal agency called the Consumer Financial Protection Bureau (CFPB), which is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets. Depository institutions with less than \$10 billion in assets, such as the Bank, are subject to rules promulgated by the CFPB but will continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB will have authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products.

The Dodd-Frank Act also authorizes the CFPB to establish certain minimum standards for the origination of residential mortgages, including a determination of the borrower's ability to repay. Under the Dodd-Frank Act, financial institutions may not make a residential mortgage loan unless they make a "reasonable and good faith determination" that the consumer has a "reasonable ability" to repay the loan. In addition, the Dodd-Frank Act allows borrowers to raise certain defenses to foreclosure if they receive any loan other than a "qualified mortgage" as defined by the CFPB. On January 10, 2013, the CFPB published final rules to, among other things, define "qualified mortgage" and specify the types of income and assets that may be considered in the ability-to-repay determination, the permissible sources for verification, and the required methods of calculating the loan's monthly payments. For example, the rules extend the requirement that creditors verify and document a borrower's "income and assets" to include all "information" that creditors rely on in determining repayment ability. The rules also provide further examples of third-party documents that may be relied on for such verification, such as government records and check-cashing or funds-transfer service receipts. The new rules took effect on January 10, 2014. In response to these new rules, we centralized all residential loan originations to our mortgage banking department. The employees in this department are well-trained in the new rules. In addition, on November 20, 2013, the CFPB issued its final rule on integrated mortgage disclosures under the Truth in Lending Act and the Real Estate Settlement Procedures Act, for which compliance is required by August 1, 2015. We are evaluating these integrated mortgage disclosure rules to determine their impact on the Company.

The Dodd-Frank Act also permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorney generals to enforce compliance with both the state and federal laws and regulations. Compliance with any such new regulations established by the CFPB and/or states could reduce our revenue, increase our cost of operations, and limit our ability to expand into certain products and services.

*Debit Card Interchange Fees.* The Dodd-Frank Act gave the FRB the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. While we are not directly subject to these rules for so long as our assets do not exceed \$10 billion, our activities as a debit card issuer may nevertheless be indirectly impacted by the change in the applicable debit card market caused by these regulations, which may require us to match any new lower fee structure implemented by larger financial institutions in order to remain competitive in the future. The new caps on interchange fees for banks with assets greater than \$10 billion became effective October 1, 2011. To date, the Company has not noted any significant indirect negative effects of the interchange fee caps that are applicable to the larger financial institutions.

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*Increased Capital Standards and Enhanced Supervision.* The Dodd-Frank Act required the federal banking agencies to establish minimum leverage and risk-based capital requirements for banks and bank holding companies. These new standards are to be no less strict than existing regulatory capital and leverage standards applicable to insured depository institutions and may, in fact, become higher once the agencies promulgate the new standards. Compliance with heightened capital standards may reduce our ability to generate or originate revenue-producing assets and thereby restrict revenue generation from banking and non-banking operations. See discussion of the new capital requirements established by the federal banking agencies under “Recent Amendments to Regulatory Capital Requirement under Basel III” below.

*Transactions with Affiliates.* The Dodd-Frank Act enhances the requirements for certain transactions with affiliates under Section 23A and 23B of the Federal Reserve Act, including an expansion of the definition of “covered transactions,” and an increase in the amount of time for which collateral requirements regarding covered transactions must be maintained.

*Transactions with Insiders.* The Dodd-Frank Act expands insider transaction limitations through the strengthening of loan restrictions to insiders and the expansion of the types of transactions subject to the various limits, including derivative transactions, repurchase agreements, reverse repurchase agreements and securities lending and borrowing transactions. The Dodd-Frank Act also places restrictions on certain asset sales to and from an insider of an institution, including requirements that such sales be on market terms and, in certain circumstances, receive the approval of the institution’s board of directors.

*Enhanced Lending Limits.* The Dodd-Frank Act strengthens the existing limits on a depository institution’s credit exposure to one borrower. Federal banking law limits a national bank’s ability to extend credit to one person or group of related persons to an amount that does not exceed certain thresholds. The Dodd-Frank Act expands the scope of these restrictions to include credit exposure arising from derivative transactions, repurchase agreements and securities lending and borrowing transactions. It also will eventually prohibit state-chartered banks from engaging in derivative transactions unless the state lending limit laws take into account credit exposure to such transactions.

*Corporate Governance.* The Dodd-Frank Act addresses many corporate governance and executive compensation matters that will affect most U.S. publicly traded companies, including the Company. The Dodd-Frank Act:

- grants shareholders of U.S. publicly traded companies an advisory vote on executive compensation;
- enhances independence requirements for compensation committee members;
- requires companies listed on national securities exchanges to adopt clawback policies for incentive-based compensation plans applicable to executive officers; and
- provides the SEC with authority to adopt proxy access rules that would allow shareholders of publicly traded companies to nominate candidates for election as directors and require such companies to include such nominees in its proxy materials.

Many of the requirements of the Dodd-Frank Act are subject to implementation over the course of several years. While we do not currently expect the final requirements of the Dodd-Frank Act to have a material adverse impact on the Company, we do expect them to negatively impact our profitability, require changes to certain of our business practices, including limitations on fee income opportunities, and impose more stringent capital, liquidity and leverage requirements upon the Company. These changes may also require us to invest significant management attention and resources to evaluate and make any changes necessary to comply with the new statutory and regulatory requirements.

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Recent Amendments to Regulatory Capital Requirement under Basel III

In July 2013, the federal banking agencies approved amendments to their regulatory capital rules to conform U.S. regulatory capital rules with the international regulatory standards agreed to by the Basel Committee on Banking Supervision in the accord referred to as “Basel III.” The revisions establish new higher capital ratio requirements, narrow the definitions of capital, impose new operating restrictions on banking organizations with insufficient capital buffers and increase the risk weighting of certain assets. The new capital requirements apply to all banks, savings associations, bank holding companies with more than \$500 million in assets and all savings and loan holding companies regardless of asset size. The rules became effective for institutions with assets over \$250 billion and internationally active institutions starting in January 2014 and became effective for all other institutions beginning in January 2015. The following discussion summarizes the changes we believe are most likely to affect the Company and the Bank.

*New and Increased Capital Requirements.* The regulations establish a new capital measure called “Common Equity Tier I Capital” consisting of common stock and related surplus, retained earnings, accumulated other comprehensive income and, subject to certain adjustments, minority common equity interests in subsidiaries. Unlike the current rules which exclude unrealized gains and losses on available-for-sale debt securities from regulatory capital, the amended rules generally require accumulated other comprehensive income to flow through to regulatory capital unless a one-time, irrevocable opt-out election is made in the first regulatory reporting period under the new rule. Depository institutions and their holding companies are required to maintain Common Equity Tier I Capital equal to 4.5% of risk-weighted assets starting in 2015.

The regulations also increase the required ratio of Tier I Capital to risk-weighted assets from the current 4% to 6% by 2015. Tier I Capital will consist of Common Equity Tier I Capital plus Additional Tier I Capital which will include non-cumulative perpetual preferred stock. Cumulative preferred stock (other than cumulative preferred stock issued to the U.S. Treasury under the TARP Capital Purchase Program or the Small Business Lending Fund) will no longer qualify as Additional Tier I Capital. Trust preferred securities and other non-qualifying capital instruments issued prior to May 19, 2010 by bank and savings and loan holding companies with less than \$15 billion in assets as of December 31, 2009, may continue to be included in Tier I Capital, but these instruments will be phased out over 10 years beginning in 2016 for all other banking organizations. These non-qualified capital instruments, however, may be included in Tier II Capital which could also include qualifying subordinated debt. The amended regulations also require a minimum Tier I leverage ratio of 4% for all institutions, eliminating the 3% option for institutions with the highest supervisory ratings. The minimum required ratio of total capital to risk-weighted assets will remain at 8%.

*Capital Buffer Requirement.* In addition to increased capital requirements, depository institutions and their holding companies will be required to maintain a capital buffer of at least 2.5% of risk-weighted assets over and above the minimum risk-based capital requirements. Institutions that do not maintain the required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement will be phased in over a four-year period beginning in 2016. The capital buffer requirement effectively raises the minimum required risk-based capital ratios to 7% Common Equity Tier I Capital, 8.5% Tier I Capital and 10.5% Total Capital on a fully phased-in basis.





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*Changes to Prompt Corrective Action Capital Categories.* The Prompt Corrective Action rules, effective January 1, 2015, incorporate a Common Equity Tier I Capital requirement and to raise the capital requirements for certain capital categories. In order to be adequately capitalized for purposes of the prompt corrective action rules, a banking organization will be required to have at least an 8% Total Risk-Based Capital Ratio, a 6% Tier I Risk-Based Capital Ratio, a 4.5% Common Equity Tier I Risk Based Capital Ratio and a 4% Tier I Leverage Ratio. To be well capitalized, a banking organization will be required to have at least a 10% Total Risk-Based Capital Ratio, an 8% Tier I Risk-Based Capital Ratio, a 6.5% Common Equity Tier I Risk-Based Capital Ratio and a 5% Tier I Leverage Ratio.

*Additional Deductions from Capital.* Banking organizations will be required to deduct goodwill and certain other intangible assets, net of associated deferred tax liabilities, from Common Equity Tier I Capital. Deferred tax assets arising from temporary timing differences that cannot be realized through net operating loss (“NOL”) carrybacks will continue to be deducted. Deferred tax assets that can be realized through NOL carrybacks will not be deducted but will be subject to 100% risk weighting. Defined benefit pension fund assets, net of any associated deferred tax liability, will be deducted from Common Equity Tier I Capital unless the banking organization has unrestricted and unfettered access to such assets. Reciprocal cross-holdings of capital instruments in any other financial institutions will now be deducted from capital, not just holdings in other depository institutions. For this purpose, financial institutions are broadly defined to include securities and commodities firms, hedge and private equity funds and non-depository lenders. Banking organizations will also be required to deduct non-significant investments (less than 10% of outstanding stock) in other financial institutions to the extent these exceed 10% of Common Equity Tier I Capital subject to a 15% of Common Equity Tier I Capital cap. Greater than 10% investments must be deducted if they exceed 10% of Common Equity Tier I Capital. If the aggregate amount of certain items excluded from capital deduction due to a 10% threshold exceeds 17.65% of Common Equity Tier I Capital, the excess must be deducted.

*Changes in Risk-Weightings.* The amended regulations will continue to follow the current capital rules which assign a 50% risk-weighting to “qualifying mortgage loans” which generally consist of residential first mortgages with an 80% loan-to-value ratio (or which carry mortgage insurance that reduces the bank’s exposure to 80%) that are not more than 90 days past due. All other mortgage loans will have a 100% risk weight. The revised regulations apply a 250% risk-weighting to mortgage servicing rights, deferred tax assets that cannot be realized through NOL carrybacks and investments in the capital instruments of other financial institutions that are not deducted from capital. The revised regulations also create a new 150% risk-weighting category for nonaccrual loans and loans that are more than 90 days past due and for “high volatility commercial real estate loans,” which are credit facilities for the acquisition, construction or development of real property other than for certain community development projects, agricultural land and one- to four-family residential properties or commercial real projects where: (i) the loan-to-value ratio is not in excess of interagency real estate lending standards; and (ii) the borrower has contributed capital equal to not less than 15% of the real estate’s “as completed” value before the loan was made.

The final rules become effective January 1, 2015 for the Company. The capital conservation buffer requirement will be phased in beginning January 1, 2016, at 0.625% of risk-weighted assets, increasing each year until fully implemented at 2.5% on January 1, 2019.

We are currently evaluating the impact of these rules on both the Company and the Bank; however, based on our current analyses, we believe that both the Company and the Bank would meet all capital adequacy requirements under the fully phased-in final rules.



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*Liquidity Requirements*

Historically, the regulation and monitoring of bank and bank holding company liquidity has been addressed as a supervisory matter, without required formulaic measures. Liquidity risk management has become increasingly important since the financial crisis. The Basel III liquidity framework requires banks and bank holding companies to measure their liquidity against specific liquidity tests that, although similar in some respects to liquidity measures historically applied by banks and regulators for management and supervisory purposes, going forward would be required by regulation. One test, referred to as the liquidity coverage ratio (“LCR”), is designed to ensure that the banking entity maintains an adequate level of unencumbered high-quality liquid assets equal to the entity’s expected net cash outflow for a 30-day time horizon (or, if greater, 25% of its expected total cash outflow) under an acute liquidity stress scenario. The other test, referred to as the net stable funding ratio (“NSFR”), is designed to promote more medium- and long-term funding of the assets and activities of banking entities over a one-year time horizon. These requirements will incent banking entities to increase their holdings of U.S. Treasury securities and other sovereign debt as a component of assets and increase the use of long-term debt as a funding source.

In September 2014, the federal bank regulators approved final rules implementing the LCR for advanced approaches banking organizations (i.e., banking organizations with \$250 billion or more in total consolidated assets or \$10 billion or more in total on-balance sheet foreign exposure) and a modified version of the LCR for bank holding companies with at least \$50 billion in total consolidated assets that are not advanced approach banking organizations, neither of which would apply to the Company or the Bank. The federal bank regulators have not yet proposed rules to implement the NSFR or addressed the scope of bank organizations to which it will apply.

Neither the Company nor the Bank can predict what other legislation might be enacted or what other regulations or assessments might be adopted.

See “Capital Resources and Shareholders’ Equity” under Item 7 below for a discussion of regulatory capital requirements.

**Available Information**

We maintain a corporate Internet site at [www.LocalFirstBank.com](http://www.LocalFirstBank.com), which contains a link within the “Investor Relations” section of the site to each of our filings with the Securities and Exchange Commission, including our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These filings are available, free of charge, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. These filings can also be accessed at the Securities and Exchange Commission’s website located at [www.sec.gov](http://www.sec.gov). Information included on our Internet site is not incorporated by reference into this annual report.

**Item 1A. Risk Factors**

An investment in our common stock involves certain risks. Before you invest in our common stock, you should be aware that there are various risks, including those described below, which could affect the value of your investment in the future. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. The risk factors described in this section, as well as any cautionary language in this report, provide examples of risks, uncertainties and events that could have a material adverse effect on our business, including our operating results and financial condition. In addition to the risks and uncertainties described below, other risks and uncertainties not currently known to us, or that we currently deem to be immaterial, also may materially or adversely affect our business, financial condition, and results of operations. The value or market price of our common stock could decline due to any of these identified or other unidentified risks.

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**Difficult market conditions and economic trends have adversely affected our industry and our business.**

A general economic downturn began in the latter half of 2007. Dramatic declines in the housing market, with decreasing home prices and increasing delinquencies and foreclosures, negatively impacted the credit performance of mortgage loans, especially land development loans, and resulted in significant write-downs of assets by many financial institutions. In addition, the value of real estate collateral supporting many loans declined and may decline further. General downward economic trends, reduced availability of commercial credit and high unemployment rates negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Although the U.S. economy has emerged from the most severe aspects of the recession that occurred in 2008 and 2009, the economy remains fragile, with economic growth slow and uneven, and the Federal Reserve maintaining interest rates at historic lows in an effort to stimulate the economy. And while the national economy has improved, the economic conditions in our market area do not seem to have improved at the same rate. The unemployment rates in most of our markets exceed the national average. We believe that the economic downtrends are largely responsible for the deterioration in loan quality that we have experienced over the past five years, including higher levels of loan charge-offs, higher levels of nonperforming assets, and higher provisions for loan losses. The market turmoil led to increased commercial and consumer delinquencies, lack of confidence, increased market volatility and widespread reduction in general business activity. Financial institutions, including us, have experienced a decrease in access to borrowings. The resulting economic pressure on consumers and businesses and the lack of confidence in the financial markets adversely affected, and may continue to adversely affect, our business, financial condition, results of operations and stock price.

As a result of the foregoing factors, there have been numerous new or proposed federal or state laws and regulations regarding lending and funding practices and liquidity standards, and bank regulatory agencies are expected to be very aggressive in responding to concerns and trends identified in examinations. This increased governmental action may increase our costs and limit our ability to pursue certain business opportunities.

Our ability to assess the creditworthiness of customers and to estimate the losses inherent in our credit exposure is made more complex by these prolonged difficult market and economic conditions. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market and economic conditions on us, our customers and the other financial institutions in our market. As a result, we may experience additional increases in foreclosures, delinquencies and customer bankruptcies, as well as more restricted access to funds.

**We are vulnerable to the economic conditions within the fairly small geographic region in which we operate.**

Like many businesses, our overall success is partially dependent on the economic conditions in the marketplace where we operate. Our marketplace is concentrated in the central Piedmont and coastal regions of North Carolina. Although some improvement has been noted, these regions continue to experience challenging economic conditions, which we believe is a factor in the elevated amounts of borrower delinquencies, nonperforming assets, and loan losses we have experienced during the past few years. If economic conditions in our marketplace worsen, it would likely have an

adverse impact on us. In particular, if economic conditions related to real estate values in our marketplace were to worsen, our loan losses would likely increase. At December 31, 2014, approximately 91% of our loans were secured by real estate collateral, which means that additional decreases in real estate values would have an adverse impact on our operations.

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**If our goodwill becomes impaired, we may be required to record a significant charge to earnings.**

We have goodwill recorded on our balance sheet as an asset with a carrying value as of December 31, 2014 of \$65.8 million. Under generally accepted accounting principles, goodwill is required to be tested for impairment at least annually and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The test for goodwill impairment involves comparing the fair value of a company's reporting units to their respective carrying values. For our company, our community banking operation is our only material reporting unit. The price of our common stock is one of several measures available for estimating the fair value of our community banking operations. Although the price of our common stock has recently traded above the book value, for most of the last several years, it has traded below the book value of our company. Subject to the results of other valuation techniques, if this situation were to return and persist, it could indicate that our goodwill is impaired. Accordingly, we may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill is determined, which could have a negative impact on our results of operations.

**We may be subject to more stringent capital requirements.**

We are subject to capital adequacy guidelines and other regulatory requirements specifying minimum amounts and types of capital which we must maintain. From time to time, the regulators implement changes to these regulatory capital adequacy guidelines. If we fail to meet these minimum capital guidelines and other regulatory requirements, our financial condition would be materially and adversely affected. Based on recent regulatory capital requirements contained in the Dodd-Frank Act and the regulatory accords on international banking institutions formulated by the Basel Committee and implemented by the Federal Reserve, we will be required to satisfy additional, more stringent, capital adequacy standards. These requirements and any other new regulations, could adversely affect our ability to pay dividends, or could require us to reduce business levels or raise capital, including in ways that may adversely affect our financial condition or results of operations.

**We might be required to raise additional capital in the future, but that capital may not be available or may not be available on terms acceptable to us when it is needed.**

We are required to maintain adequate capital levels to support our operations. In the future, we might need to raise additional capital to support growth, absorb loan losses, or meet more stringent capital requirements. Our ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot be certain of our ability to raise additional capital in the future if needed or on terms acceptable to us. If we cannot raise additional capital when needed, our ability to conduct our business could be materially impaired.

**The soundness of other financial institutions could adversely affect us.**

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, and investment banks. Defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. We can make no assurance that any such losses would not materially and adversely affect our business, financial condition or results of operations.



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**We are subject to extensive regulation, which could have an adverse effect on our operations.**

We are subject to extensive regulation and supervision from the North Carolina Commissioner of Banks, the FDIC, and the Federal Reserve Board. This regulation and supervision is intended primarily for the protection of the FDIC insurance fund and our depositors and borrowers, rather than for holders of our equity securities. In the past, our business has been materially affected by these regulations. This trend is likely to continue in the future.

Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on operations, the classification of our assets and the determination of the level of allowance for loan losses. Changes in the regulations that apply to us, or changes in our compliance with regulations, could have a material impact on our operations.

**Financial reform legislation enacted by the U.S. Congress, and further changes in regulation to which we are exposed, will result in additional new laws and regulations that are expected to increase our costs of operations.**

The Dodd-Frank Act has and will continue to significantly change bank regulatory structure and affect lending, deposit, investment, and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting and implementing the rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years. See “Legislative and Regulatory Developments – Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010” above for additional information regarding the Dodd-Frank Act.

The Dodd-Frank Act also created the Consumer Financial Protection Bureau (CFPB) and gave it broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. Additionally, the CFPB has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets.

Proposals for further regulation of the financial services industry are continually being introduced in the United States Congress. The agencies regulating the financial services industry also periodically adopt changes to their regulations. It is possible that additional legislative proposals may be adopted or regulatory changes may be made that would have an adverse effect on our business. In addition, it is expected that such regulatory changes will increase our operating and compliance cost. We can provide no assurance regarding the manner in which new laws and regulations will affect us.

**We are subject to interest rate risk, which could negatively impact earnings.**

Net interest income is the most significant component of our earnings. Our net interest income results from the difference between the yields we earn on our interest-earning assets, primarily loans and investments, and the rates that we pay on our interest-bearing liabilities, primarily deposits and borrowings. When interest rates change, the yields we earn on our interest-earning assets and the rates we pay on our interest-bearing liabilities do not necessarily move in tandem with each other because of the difference between their maturities and repricing characteristics. This mismatch can negatively impact net interest income if the margin between yields earned and rates paid narrows. Interest rate environment changes can occur at any time and are affected by many factors that are outside our control, including inflation, recession, unemployment trends, the Federal Reserve's monetary policy, domestic and international disorder and instability in domestic and foreign financial markets.

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**Our allowance for loan losses may not be adequate to cover actual losses.**

Like all financial institutions, we maintain an allowance for loan losses to provide for probable losses caused by customer loan defaults. The allowance for loan losses may not be adequate to cover actual loan losses, and in this case additional and larger provisions for loan losses would be required to replenish the allowance. Provisions for loan losses are a direct charge against income.

We establish the amount of the allowance for loan losses based on historical loss rates, as well as estimates and assumptions about future events. Because of the extensive use of estimates and assumptions, our actual loan losses could differ, possibly significantly, from our estimate. We believe that our allowance for loan losses is adequate to provide for probable losses, but it is possible that the allowance for loan losses will need to be increased for credit reasons or that regulators will require us to increase this allowance. Either of these occurrences could materially and adversely affect our earnings and profitability.

**In the normal course of business, we process large volumes of transactions involving millions of dollars. If our internal controls fail to work as expected, if our systems are used in an unauthorized manner, or if our employees subvert our internal controls, we could experience significant losses.**

We process large volumes of transactions on a daily basis and are exposed to numerous types of operational risk. Operational risk includes the risk of fraud by persons inside or outside the Company, the execution of unauthorized transactions by employees, errors relating to transaction processing and systems and breaches of the internal control system and compliance requirements. This risk also includes potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards.

We establish and maintain systems of internal operational controls that provide us with timely and accurate information about our level of operational risk. Although not foolproof, these systems have been designed to manage operational risk at appropriate, cost-effective levels. Procedures exist that are designed to ensure that policies relating to conduct, ethics, and business practices are followed. From time to time, losses from operational risk may occur, including the effects of operational errors. We continually monitor and improve our internal controls, data processing systems, and corporate-wide processes and procedures, but there can be no assurance that future losses will not occur.

**Negative public opinion regarding our company and the financial services industry in general, could damage our reputation and adversely impact our earnings.**

Reputation risk, or the risk to our business, earnings and capital from negative public opinion regarding our company and the financial services industry in general, is inherent in our business. Negative public opinion can result from actual or alleged conduct in any number of activities, including lending practices, corporate governance and acquisitions, and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to keep and attract clients and employees and can expose us to litigation and regulatory action. Although we have taken steps to minimize reputation risk in dealing with our clients and communities, this risk will always be present given the nature of our business.

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**Our reported financial results are impacted by management's selection of accounting methods and certain assumptions and estimates.**

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

Certain accounting policies are critical to presenting our financial condition and results. They require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. These critical accounting policies include: the allowance for loan losses; intangible assets; and the fair value and discount accretion of loans acquired in FDIC-assisted transactions.

**There can be no assurance that we will continue to pay cash dividends.**

Although we have historically paid cash dividends, there is no assurance that we will continue to pay cash dividends. Future payment of cash dividends, if any, will be at the discretion of our board of directors and will be dependent upon our financial condition, results of operations, capital requirements, economic conditions, and such other factors as the board may deem relevant.

**Our business continuity plans or data security systems could prove to be inadequate, resulting in a material interruption in, or disruption to, our business and a negative impact on our results of operations.**

We rely heavily on communications and information systems to conduct our business. Our daily operations depend on the operational effectiveness of our technology. We rely on our systems to accurately track and record our assets and liabilities. Any failure, interruption or breach in security of our computer systems or outside technology, whether due to severe weather, natural disasters, acts of war or terrorism, criminal activity or other factors, could result in failures or disruptions in general ledger, deposit, loan, customer relationship management, and other systems leading to inaccurate financial records. This could materially affect our business operations and financial condition. While we have disaster recovery and other policies and procedures designed to prevent or limit the effect of any failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions, or security breaches will not occur or, if they do occur, that they will be adequately addressed. The

occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our results of operations.

In addition, the Bank provides its customers the ability to bank online and through mobile banking. The secure transmission of confidential information over the Internet is a critical element of online and mobile banking. While we use qualified third party vendors to test and audit our network, our network could become vulnerable to unauthorized access, computer viruses, phishing schemes and other security issues. The Bank may be required to spend significant capital and other resources to alleviate problems caused by security breaches or computer viruses. To the extent that the Bank's activities or the activities of its customers involve the storage and transmission of confidential information, security breaches and viruses could expose the Bank to claims, litigation, and other potential liabilities. Any inability to prevent security breaches or computer viruses could also cause existing customers to lose confidence in the Bank's systems and could adversely affect its reputation and its ability to generate deposits.

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Additionally, we outsource the processing of our core data system, as well as other systems such as online banking, to third party vendors. Prior to establishing an outsourcing relationship, and on an ongoing basis thereafter, management monitors key vendor controls and procedures related to information technology, which includes reviewing reports of service auditor's examinations. If our third party provider encounters difficulties or if we have difficulty in communicating with such third party, it will significantly affect our ability to adequately process and account for customer transactions, which would significantly affect our business operations.

**We rely on certain external vendors.**

We are reliant upon certain external vendors to provide products and services necessary to maintain our day-to-day operations. Accordingly, our operations are exposed to risk that these vendors will not perform in accordance with applicable contractual arrangements or service level agreements. We maintain a system of policies and procedures designed to monitor vendor risks including, among other things, (i) changes in the vendor's organizational structure, (ii) changes in the vendor's financial condition and (iii) changes in the vendor's support for existing products and services. While we believe these policies and procedures help to mitigate risk, and our vendors are not the sole source of service, the failure of an external vendor to perform in accordance with applicable contractual arrangements or the service level agreements could be disruptive to our operations, which could have a material adverse impact on the our business and its financial condition and results of operations.

**Our potential inability to integrate companies we may acquire in the future could expose us to financial, execution, and operational risks that could negatively affect our financial condition and results of operations. Acquisitions may be dilutive to common shareholders and FDIC-assisted transactions have additional compliance risk that other acquisitions do not have.**

On occasion, we may engage in a strategic acquisition when we believe there is an opportunity to strengthen and expand our business. In addition, such acquisitions may involve the issuance of stock, which may have a dilutive effect on earnings per share. To fully benefit from such acquisition, however, we must integrate the administrative, financial, sales, lending, collections, and marketing functions of the acquired company. If we are unable to successfully integrate an acquired company, we may not realize the benefits of the acquisition, and our financial results may be negatively affected. A completed acquisition may adversely affect our financial condition and results of operations, including our capital requirements and the accounting treatment of the acquisition. Completed acquisitions may also lead to exposure from potential asset quality issues, losses of key employees or customers, difficulty and expense of integrating operations and systems, and significant unexpected liabilities after the consummation of these acquisitions. In addition, if we were to conclude that the value of an acquired business had decreased and that the related goodwill had been impaired, that conclusion would result in a goodwill impairment charge, which would adversely affect our results of operations.

We may have opportunities to acquire the assets and liabilities of failed banks in FDIC-assisted transactions. Although these transactions typically provide for FDIC assistance to an acquirer to mitigate certain risks, such as sharing exposure to loan losses and providing indemnification against certain liabilities of the failed institution, we are (and would be in future transactions) subject to many of the same risks we would face in acquiring another bank in a

negotiated transaction, including risks associated with maintaining customer relationships and failure to realize the anticipated acquisition benefits in the amounts and within the time frames we expect. In addition, ongoing compliance risk under the loss-share agreement with the FDIC is considerable and the event of noncompliance could result in coverage under the loss-share being disallowed, thus increasing the actual losses to the Bank. Our inability to overcome these risks could have a material adverse effect on our business, financial condition and results of operations.



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**Our FDIC loss share agreement related to a high risk loan portfolio acquired in a failed-bank acquisition expired on June 30, 2014, and therefore we bear the full risk of losses for assets related to that agreement subsequent to that date.**

On June 19, 2009, we acquired Cooperative Bank in a FDIC failed-bank acquisition. As part of the terms of the acquisition, we entered into two loss share agreements with the FDIC – 1) a loss share agreement related to single-family home loans, which has a ten year term, and 2) a loss share agreement for all non-single family loans, which had a five year term. The loss share agreements generally provide us with an 80% reimbursement for all losses incurred and thus they limit our risk. The non-single family loss share agreement related to Cooperative Bank expired on June 30, 2014. The assets covered by the non-single family portfolio included a high percentage of commercial real estate and land development loans, loan types which experienced high loss rates during the economic downturn.

At July 1, 2014, the carrying value of the assets covered by the Cooperative Bank non-single family loss-share agreement was approximately \$40 million in loans, of which \$10 million were on nonaccrual status because of collection problems, and \$3 million in foreclosed properties. Accounting regulations require us to record losses as they occur, and thus we believe that we have recorded all probable losses associated with that portfolio as of each period end. However, the value of the underlying collateral for many of the loans, as well as the foreclosed properties, is volatile and has experienced significant declines in recent years. Beginning July 1, 2014, we incur 100% of the loss related to further deterioration of the Cooperative Bank non-single family assets.

**Our FDIC loss share agreement related to a high risk loan portfolio acquired in a failed-bank acquisition expires on March 31, 2016, and therefore we will bear the full risk of losses for assets currently under that agreement subsequent to that date.**

On January 21, 2011, we acquired The Bank of Asheville in a FDIC failed-bank acquisition. As part of the terms of the acquisition, we entered into two loss share agreements with the FDIC – 1) a loss share agreement related to single-family home loans, which has a ten year term, and 2) a loss share agreement for all non-single family loans, which has a five year term. The loss share agreements generally provide us with an 80% reimbursement for all losses incurred and thus they limit our risk. The non-single family loss share agreement related to The Bank of Asheville expires on March 31, 2016. The assets covered by the non-single family portfolio include a high percentage of commercial real estate and land development loans, loan types which experienced high loss rates during the economic downturn.

At December 31, 2014, the carrying value of the assets covered by The Bank of Asheville non-single family loss-share agreement was approximately \$30 million in loans, of which \$2 million were on nonaccrual status because of collection problems, and \$1.2 million in foreclosed properties. Accounting regulations require us to record losses as they occur, and thus we believe that we have recorded all probable losses associated with that portfolio as of each period end. However, the value of the underlying collateral for many of the loans, as well as the foreclosed properties, is volatile and has experienced significant declines in recent years. Beginning April 1, 2016, we will incur 100% of the loss related to further deterioration of The Bank of Asheville non-single family assets.

**Our ability to receive benefits under FDIC loss share agreements is subject to compliance with certain requirements, oversight and interpretation, and contractual term limitations.**

We receive benefits under loss share agreements with the FDIC in connection with the FDIC-assisted acquisitions of Cooperative Bank in June 2009 and The Bank of Asheville in January 2011. Under these loss share agreements, the FDIC agreed to cover 80% of most loan and foreclosed real estate losses. We are subject to certain obligations under these agreements that prescribe and specify how to manage, service, report, and request reimbursement for losses incurred on covered assets. Our obligations under the loss share agreements are extensive, and failure to comply with any obligations could result in a specific asset, or group of assets, losing loss share coverage. Requests for reimbursement are subject to FDIC review and may be delayed or disallowed if we are not in compliance with our obligations. Losses projected to occur during the loss share term may not be realized until after the expiration of the applicable agreement; consequently, those losses may have a material adverse impact on our results of operations. In addition, we are subject to FDIC audits to ensure compliance with the loss share agreements. The loss share agreements are subject to interpretation by us and the FDIC; therefore, disagreements may arise regarding the coverage of losses, expenses, and contingencies.

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**Item 1B. Unresolved Staff Comments**

None

**Item 2. Properties**

The main offices of the Company and the Bank are owned by the Bank and are located in a three-story building in the central business district of Southern Pines, North Carolina. The building houses administrative facilities. The Bank's Operations Division, including customer accounting functions, offices for information technology operations, and offices for loan operations, are housed in two one-story steel frame buildings in Troy, North Carolina. Both of these buildings are owned by the Bank. The Company operates 87 bank branches. The Company owns all of its bank branch premises except 10 branch offices for which the land and buildings are leased and eight branch offices for which the land is leased but the building is owned. The Company also leases two loan production offices. There are no options to purchase or lease additional properties. The Company considers its facilities adequate to meet current needs and believes that lease renewals or replacement properties can be acquired as necessary to meet future needs.

**Item 3. Legal Proceedings**

Various legal proceedings may arise in the ordinary course of business and may be pending or threatened against the Company and its subsidiaries. However, except as discussed in the following paragraph, neither the Company nor any of its subsidiaries is involved in any pending legal proceedings that management believes are material to the Company or its consolidated financial position. If an exposure were to be identified, it is the Company's policy to establish and accrue appropriate reserves during the accounting period in which a loss is deemed to be probable and the amount is determinable.

In November 2014, the Company received a "Wells Notice" letter from the Securities and Exchange Commission ("Commission") relating to an investigation into the Company's alleged failure to disclose certain related party transactions between the Company and certain of its officers and/or directors or their immediate family members during the period from 2009 through 2011. In the letter, the staff of the Commission indicated its preliminary conclusion to recommend that the Commission authorize the staff to file an enforcement action against the Company for violations of Exchange Act Sections 13(a) and Rules 13a-1 and 13a-15 thereunder. In telephone conversations, the staff indicated at least six instances of what it believes are failures to disclose related party transactions in accordance with relevant rules, and has also indicated that it believes the Company failed to maintain adequate disclosure controls and procedures and failed to maintain adequate internal controls over financial reporting. The related party transactions involved two former executive officers of the Company. For one of the executive officers, the SEC contends that the Company failed to disclose attorney fees paid to the executive officer's spouse related to legal work that exceeded the threshold level requiring disclosure. Although the nature of the related party relationship was a

long-standing one and was approved on an annual basis by the Company's board of directors, the staff of the Commission contends that the transactions during 2009 and 2010 should have been disclosed because the amounts involved had grown to an amount that exceeded relevant thresholds for disclosure. The Company believes that any such omission was oversight and when the situation became known, this relationship was properly disclosed in subsequent proxy filings. As it relates to the other executive officer, the SEC staff contends that several separate transactions were not properly disclosed, including fees paid to a company owned by the officer's son-in-law for landscaping services, the sale of property by the Company to the officer's daughter and son-in-law and a related mortgage loan to finance that transaction, and realtor commissions and property management fees paid to the brother of a board member that were initiated by the same executive officer. These transactions were not preapproved by the Company's board of directors, and the Company believes that any such omission of these transactions from public filings was due to noncompliance with the Company's internal policies and controls, and therefore the transactions were not made known to the Company officials responsible for preparing disclosure documents. The staff has further indicated that it would recommend to the Commission a cease and desist order against the Company and a financial penalty. Since receipt of the Wells Notice letter, the Company has pursued negotiation discussions with the staff in an attempt to resolve these matters. Based upon the discussions to date, we believe it is more likely than not that a settlement will be reached, involving a cease and desist order regarding these matters, but without any admissions by the Company, and a financial penalty in an amount that is not expected to have a material effect on the Company. No final settlement has been reached, and settlement discussions with the staff of the Commission are ongoing.

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There were no tax shelter penalties assessed by the Internal Revenue Service against the Company during the year ended December 31, 2014.

**Item 4. Mine Safety Disclosure**

Not applicable.

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**PART II**

**Item 5. Market for the Registrant’s Common Stock, Related Shareholder Matters, and Issuer Purchases of Equity Securities**

Our common stock trades on The NASDAQ Global Select Market under the symbol FBNC. Table 22, included in “Management’s Discussion and Analysis” below, sets forth the high and low market prices of our common stock as traded by the brokerage firms that maintain a market in our common stock and the dividends declared for the periods indicated. We paid a cash dividend of \$0.08 per share for each quarter of 2014. For the foreseeable future, it is our current intention to continue to pay regular cash dividends on a quarterly basis. See “Business - Supervision and Regulation” above and Note 16 to the consolidated financial statements for a discussion of other regulatory restrictions on the Company’s payment of dividends. As of December 31, 2014, there were approximately 2,400 shareholders of record and another 3,200 shareholders whose stock is held in “street name.”

There were no sales of unregistered securities during the year ended December 31, 2014.

**Additional Information Regarding the Registrant’s Equity Compensation Plans**

At December 31, 2014, the Company had three equity-based compensation plans. The Company’s 2014 Equity Plan is the only one of three plans under which new grants of equity-based awards are possible.

The following table presents information as of December 31, 2014 regarding shares of the Company’s stock that may be issued pursuant to the Company’s equity based compensation plans. At December 31, 2014, the Company had no warrants or stock appreciation rights outstanding under any compensation plans.

| Plan category | As of December 31, 2014  |   |  |
|---------------|--|---|--|
|               | (a)<br>Number<br>of<br>securities<br>to<br>be issued<br>upon<br>exercise | (b)<br>Weighted-average<br>exercise price of<br>outstanding<br>options,<br>warrants and<br>rights | (c)<br>Number of securities<br>available for<br>future issuance under<br>equity<br>compensation plans<br>(excluding<br>securities reflected in |

|  | of<br>outstanding<br>options,<br>warrants<br>and rights |          | column (a)) |
|--|---|----------|-------------|
| Equity compensation plans approved by security holders (1) | 179,102   | \$ 18.55 | 989,935     |
| Equity compensation plans not approved by security holders | —   | —        | —           |
| Total  | 179,102   | \$ 18.55 | 989,935     |

(1) Consists of (A) the Company's 2014 Equity Plan, which is currently in effect; (B) the Company's 2007 Equity Plan; and (C) the Company's 2004 Stock Option Plan, each of which was approved by our shareholders.

Table of Contents**Performance Graph**

The performance graph shown below compares the Company's cumulative total return to shareholders for the five-year period commencing December 31, 2009 and ending December 31, 2014, with the cumulative total return of the Russell 2000 Index (reflecting overall stock market performance of small-capitalization companies), and an index of banks with between \$1 billion and \$5 billion in assets, as constructed by SNL Securities, LP (reflecting changes in banking industry stocks). The graph and table assume that \$100 was invested on December 31, 2009 in each of the Company's common stock, the Russell 2000 Index, and the SNL Bank Index, and that all dividends were reinvested.

## First Bancorp

## Comparison of Five-Year Total Return Performances (1)

## Five Years Ending December 31, 2014

|   | Total Return Index Values (1) |        |        |        |        |        |
|---|-------------------------------|--------|--------|--------|--------|--------|
|   | December 31,                  |        |        |        |        |        |
|   | 2009                          | 2010   | 2011   | 2012   | 2013   | 2014   |
| First Bancorp                                       | \$ 100.00                     | 112.06 | 84.03  | 99.48  | 131.82 | 149.12 |
| Russell 2000  | 100.00                        | 126.86 | 121.56 | 141.43 | 196.34 | 205.95 |
| SNL Index-Banks between \$1 billion and \$5 billion | 100.00                        | 113.35 | 103.38 | 127.47 | 185.36 | 193.81 |

## Notes:

Total return indices were provided from an independent source, SNL Securities LP, Charlottesville, Virginia, and (1) assume initial investment of \$100 on December 31, 2009, reinvestment of dividends, and changes in market values. Total return index numerical values used in this example are for illustrative purposes only.



Table of Contents**Issuer Purchases of Equity Securities**

Pursuant to authorizations by the Company's board of directors, the Company has from time to time repurchased shares of common stock in private transactions and in open-market purchases. The most recent board authorization was announced on July 30, 2004 and authorized the repurchase of 375,000 shares of the Company's stock. The Company did not repurchase any shares of its common stock during the quarter ended December 31, 2014.

## Issuer Purchases of Equity Securities

| Period   | Total<br>Number of<br>Shares<br>Purchased<br>(2) | Average<br>Price<br>Paid Per<br>Share | Total<br>Number of<br>Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs (1) | Maximum Number<br>of<br>Shares That May<br>Yet Be<br>Purchased Under<br>the Plans<br>or Programs (1) |
|--|--|---------------------------------------|--|--|
| Month #1 (October 1, 2014 to October 31, 2014)   | —  | \$ —                                  | —  | 214,241  |
| Month #2 (November 1, 2014 to November 30, 2014) | —  | —                                     | —  | 214,241  |
| Month #3 (December 1, 2014 to December 31, 2014) | —  | —                                     | —  | 214,241  |
| Total  | —  | \$ —                                  | —  | 214,241  |

## Footnotes to the Above Table

All shares available for repurchase are pursuant to publicly announced share repurchase authorizations. On July 30, 2004, the Company announced that its board of directors had approved the repurchase of 375,000 shares of the (1) Company's common stock. The repurchase authorization does not have an expiration date. There are no plans or programs the Company has determined to terminate prior to expiration, or under which the Company does not intend to make further purchases.

The table above does not include shares that were used by option holders to satisfy the exercise price of the call (2) options issued by the Company to its employees and directors pursuant to the Company's stock option plans. There were no such exercises during the three months ended December 31, 2014.

**Item 6. Selected Consolidated Financial Data**

Table 1 on page 73 of this report sets forth the selected consolidated financial data for the Company.



Table of Contents**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Management's Discussion and Analysis is intended to assist readers in understanding our results of operations and changes in financial position for the past three years. This review should be read in conjunction with the consolidated financial statements and accompanying notes beginning on page 92 of this report and the supplemental financial data contained in Tables 1 through 22 included with this discussion and analysis.

**Overview - 2014 Compared to 2013**

We reported net income per diluted common share of \$1.19 in 2014, a 21.4% increase compared to 2013. The increased earnings were primarily due to lower provisions for losses. Total assets increased by 1% year over year.

**Financial Highlights**

| <i>(\$ in thousands except per share data)</i> | 2014        | 2013      | Change |
|--|-------------|-----------|--------|
| <b>Earnings</b>                                |             |           |        |
| Net interest income                            | \$131,609   | 136,526   | -3.6%  |
| Provision for loan losses - non-covered        | 7,087       | 18,266    | -61.2% |
| Provision for loan losses - covered            | 3,108       | 12,350    | -74.8% |
| Noninterest income                             | 14,368      | 23,489    | -38.8% |
| Noninterest expenses                           | 97,251      | 96,619    | 0.7%   |
| Income before income taxes                     | 38,531      | 32,780    | 17.5%  |
| Income tax expense                             | 13,535      | 12,081    | 12.0%  |
| Net income                                     | 24,996      | 20,699    | 20.8%  |
| Preferred stock dividends                      | (868 )      | (895 )    |        |
| Net income available to common shareholders    | \$24,128    | 19,804    | 21.8%  |
| <b>Net income per common share</b>             |             |           |        |
| Basic  | \$1.22      | 1.01      | 20.8%  |
| Diluted  | 1.19        | 0.98      | 21.4%  |
| <b>Balances At Year End</b>                    |             |           |        |
| Assets   | \$3,218,383 | 3,185,070 | 1.0%   |
| Loans  | 2,396,174   | 2,463,194 | -2.7%  |
| Deposits                                       | 2,695,906   | 2,751,019 | -2.0%  |
| <b>Ratios</b>                                  |             |           |        |
| Return on average assets                       | 0.75%       | 0.62%     |        |
| Return on average common equity                | 7.73%       | 6.78%     |        |
| Net interest margin (taxable-equivalent)       | 4.58%       | 4.92%     |        |

The following is a more detailed discussion of our results for 2014 compared to 2013:

For the year ended December 31, 2014, we reported net income available to common shareholders of \$24.1 million, or \$1.19 per diluted common share, an increase of 21.8% compared to the \$19.8 million, or \$0.98 per diluted common share, for the year ended December 31, 2013. The higher earnings were primarily the result of lower provisions for loan losses.

Net interest income for the year ended December 31, 2014 amounted to \$131.6 million, a 3.6% decrease from the \$136.5 million recorded in 2013. The lower net interest income in 2014 was primarily due to a decrease in the amount of discount accretion on loans purchased in failed bank acquisitions. Loan discount accretion amounted to \$16.0 million in 2014 compared to \$20.2 million in 2013, a decrease of \$4.2 million. As discussed below, the impact of the changes in discount accretion on pretax income is generally 20% of the gross amount of the change. Also, see the section entitled "Net Interest Income" for additional information.

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Our net interest margin (tax-equivalent net interest income divided by average earning assets) was 4.58% for 2014 compared to 4.92% for 2013. The lower margin realized in 2014 was primarily due to lower amounts of discount accretion on loans purchased in failed-bank acquisitions and lower average asset yields. Partially offsetting the effects of lower discount accretion and lower average asset yields was a decline in our cost of funds, which declined from 0.39% in 2013 to 0.29% in 2014.

We recorded total provisions for loan losses on our covered and non-covered loans of \$10.2 million in 2014 compared to \$30.6 million for 2013 – see discussion of the term “covered” below. The provision for loan losses on non-covered loans amounted to \$7.1 million in 2014 compared to \$18.3 million for 2013. The lower provision recorded in 2014 was primarily a result of stable asset quality trends and a decline in non-covered loan balances (excluding the transfer of \$39.7 million in loans from covered status to non-covered status on July 1, 2014 – see discussion below). For the year ended December 31, 2014, the provision for loan losses on covered loans amounted to \$3.1 million compared to \$12.4 million for 2013. The decrease in 2014 was primarily due to lower levels of covered nonperforming loans during the period and stabilization in the underlying collateral values of nonperforming loans.

Our non-covered nonperforming assets amounted to \$95.3 million at December 31, 2014 (3.09% of total non-covered assets) compared to \$82.0 million at December 31, 2013 (2.78% of total non-covered assets). The increase in 2014 was due to the Company transferring \$14.8 million in nonperforming assets from covered status to non-covered status on July 1, 2014 upon the scheduled expiration of a loss sharing agreement with the FDIC associated with those assets – see discussion below.

Total covered nonperforming assets have declined in the past year, amounting to \$18.7 million at December 31, 2014 compared to \$70.6 million at December 31, 2013. During 2014 we resolved a significant amount of covered loans and experienced strong property sales along the North Carolina coast, which is where most of our covered assets are located. Also, as discussed in the preceding paragraph, on July 1, 2014 the Company transferred \$14.8 million in nonperforming assets from covered status to non-covered status upon the expiration of a loss sharing agreement.

For the year ended December 31, 2014, noninterest income amounted to \$14.4 million compared to \$23.5 million for 2013. The decrease in 2014 was primarily the result of higher FDIC indemnification asset expense, which is recorded as a reduction to noninterest income. FDIC indemnification expense amounted to \$12.8 million in 2014, an increase from \$6.8 million in 2013, with the higher expense being primarily the result of write-offs of the FDIC indemnification asset due to lower expected FDIC reimbursements resulting from lower expectations of loss claims. Also contributing to lower noninterest income in 2014 were higher levels of foreclosed property losses compared to 2013.

Noninterest expenses for the year ended December 31, 2014 amounted to \$97.3 million, which was relatively unchanged from the \$96.6 million recorded in 2013.

Total assets at December 31, 2014 amounted to \$3.2 billion, a 1.0% increase from a year earlier. Total loans at December 31, 2014 amounted to \$2.4 billion, a 2.7% decrease from a year earlier, and total deposits amounted to \$2.7 billion at December 31, 2014, a 2.0% decrease from a year earlier.

Investment securities totaled \$342.7 million at December 31, 2014 compared to \$227.0 million at December 31, 2013. In the fourth quarter of 2014, the Company used a portion of its excess cash balances to purchase approximately \$125 million in investment securities in order to earn higher yields.

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Non-covered loans amounted to \$2.3 billion at December 31, 2014, an increase of \$15.7 million from December 31, 2013. The increase was due to the reclassification of \$39.7 million in loans from covered status to non-covered status in connection with the July 1, 2014 expiration of a loss sharing agreement – see discussion below. Loan growth has been impacted by a relatively slow economic recovery in many of our market areas, as well as what is expected to be temporary pressures from new internal loan processes designed to enhance loan quality. Covered loans declined by \$82.7 million in 2014 due to the continued resolution of this portfolio and due to the reclassification discussed above.

The lower amount of deposits at December 31, 2014 compared to December 31, 2013 was primarily due to declines in time deposits, with increases in checking accounts offsetting a large portion of the decline. Time deposits are generally one of our most expensive funding sources, and thus the shift from this category benefited our overall cost of funds.

Other noteworthy events occurring in 2014 were:

As noted above, a loss-sharing agreement with the FDIC covering non-single family loans and foreclosed properties that were assumed in a failed bank acquisition in 2009 expired on July 1, 2014. We bear all future losses on these assets; however, at present, management does not expect such losses will be materially in excess of related loan loss allowances. The following presents information related to these assets as of July 1, 2014, which were transferred to the “non-covered” categories on that date.

|   |                |
|---|----------------|
| oLoans outstanding:                       | \$39.7 million |
| oNonaccrual loans:                        | \$9.7 million  |
| oTroubled debt restructurings - accruing: | \$2.1 million  |
| oAllowance for loan losses:               | \$1.7 million  |
| oForeclosed properties:                   | \$3.0 million  |

We continue to have three loss-sharing agreements with the FDIC in place. The next agreement that expires does so on April 1, 2016.

In December 2014, we completed the planned closure and consolidation of nine of our branches. All branches were consolidated with other branches near the closing location. We recorded approximately \$1.0 million in expense related to the branch consolidations.

We note that our results of operation discussed above are significantly affected by the on-going accounting for two FDIC-assisted failed bank acquisitions. In the discussion in this document, the term “covered” is used to describe assets included as part of FDIC loss share agreements, which generally result in the FDIC reimbursing the Company for 80% of losses incurred on those assets. The term “non-covered” refers to our legacy assets, which are not included in any type of loss share arrangement.

For covered loans that deteriorate in terms of repayment expectations, we record immediate allowances through the provision for loan losses. For covered loans that experience favorable changes in credit quality compared to what was expected at the acquisition date, including loans that payoff, we record positive adjustments to interest income over the life of the respective loan – also referred to as loan discount accretion. For covered foreclosed properties that are sold at gains or losses or that are written down to lower values, we record the gains/losses within noninterest income.

The adjustments discussed above are recorded within the income statement line items noted without consideration of the FDIC loss share agreements. Because favorable changes in covered assets result in lower expected FDIC claims, and unfavorable changes in covered assets result in higher expected FDIC claims, the FDIC indemnification asset is adjusted to reflect those expectations. The net increase or decrease in the indemnification asset is reflected within noninterest income.



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The adjustments noted above can result in volatility within individual income statement line items. Because of the FDIC loss share agreements and the associated indemnification asset, pretax income resulting from amounts recorded as provisions for loan losses on covered loans, discount accretion, and losses from covered foreclosed properties is generally only impacted by 20% of these amounts due to the corresponding adjustments made to the indemnification asset.

**Overview - 2013 Compared to 2012**

We returned to profitability in 2013 after a loss in 2012. Earnings for 2012 were significantly impacted by charges associated with a loan disposition and foreclosed property write-down that occurred in the fourth quarter of 2012.

## Financial Highlights

| <i>(\$ in thousands except per share data)</i>     | 2013         | 2012      | Change  |
|--|--------------|-----------|---------|
| <b>Earnings</b>                                    |              |           |         |
| Net interest income                                | \$ 136,526   | 135,200   | 1.0%    |
| Provision for loan losses - non-covered            | 18,266       | 69,993    | -73.9%  |
| Provision for loan losses - covered                | 12,350       | 9,679     | 27.6%   |
| Noninterest income                                 | 23,489       | 1,389     | 1591.1% |
| Noninterest expenses                               | 96,619       | 97,275    | -0.7%   |
| Income (loss) before income taxes                  | 32,780       | (40,358 ) | n/m     |
| Income tax (benefit) expense                       | 12,081       | (16,952 ) | n/m     |
| Net income (loss)                                  | 20,699       | (23,406 ) | n/m     |
| Preferred stock dividends                          | (895 )       | (2,809 )  |         |
| Net income (loss) available to common shareholders | \$ 19,804    | (26,215 ) | n/m     |
| <b>Net income (loss) per common share</b>          |              |           |         |
| Basic  | \$ 1.01      | (1.54 )   | n/m     |
| Diluted  | 0.98         | (1.54 )   | n/m     |
| <b>Balances At Year End</b>                        |              |           |         |
| Assets   | \$ 3,185,070 | 3,244,910 | -1.8%   |
| Loans  | 2,463,194    | 2,376,457 | 3.6%    |
| Deposits   | 2,751,019    | 2,821,360 | -2.5%   |
| <b>Ratios</b>                                      |              |           |         |
| Return on average assets                           | 0.62%        | (0.79% )  |         |
| Return on average common equity                    | 6.78%        | (9.29% )  |         |
| Net interest margin (taxable-equivalent)           | 4.92%        | 4.78%     |         |

The following is a more detailed discussion of our results for 2013 compared to 2012:

For the year ended December 31, 2013, we reported net income available to common shareholder of \$19.8 million, or \$0.98 per diluted common share, compared to a net loss of \$26.2 million, or (\$1.54) per diluted common share, for the year ended December 31, 2012.

The following significant factors occurred in 2012 that impacted comparability between 2012 and 2013:

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In the fourth quarter of 2012, we reported the completion of a capital raise totaling \$33.8 million. A combination of common and preferred stock was issued, including 2,656,294 shares of common stock and 728,706 shares of non-voting preferred stock, each at the same price of \$10.00 per share.

Also in the fourth quarter of 2012, we identified a \$68 million pool of non-covered higher-risk loans that were targeted for sale to a third-party investor. Based on an offer to purchase these loans that was received in December 2012, we wrote the loans down by approximately \$38 million in the fourth quarter of 2012, which required an incremental provision for loan losses of \$33.6 million. The loans had a remaining carrying value of approximately \$30 million and were reclassified as “loans held for sale.” Of the \$68 million in loans targeted for sale, approximately \$38.2 million had been classified as nonaccrual loans, and \$10.5 million had been classified as accruing troubled-debt-restructurings. The sale of substantially all of these loans was completed on January 23, 2013.

In the fourth quarter of 2012, we recorded write-downs totaling \$10.6 million on substantially all of our non-covered foreclosed properties in connection with efforts to accelerate the sale of these assets.

In the first quarter of 2012, we recorded a provision for loan loss on non-covered loans of \$18.6 million, which was significantly higher than any prior quarterly provision for loan loss for non-covered loans. This higher provision was the result of an internal review of non-covered loans that occurred in the first quarter of 2012 that applied more conservative assumptions to estimate the probable losses associated with some of our nonperforming loan relationships, which we believed could lead to a more timely resolution of the related credits. Many of these same loans were included in the loans transferred to the held-for-sale category in the fourth quarter of 2012.

Total assets at December 31, 2013 amounted to \$3.2 billion, a 1.8% decrease from a year earlier. Total loans at December 31, 2013 amounted to \$2.5 billion, a 3.6% increase from a year earlier, and total deposits amounted to \$2.8 billion at December 31, 2013, a 2.5% decrease from a year earlier.

Total loans increased in 2013, as growth in non-covered loans exceeded the steady decline in covered loans. Excluding acquired loans of \$16 million that were added in a March 2013 branch acquisition, our non-covered loans increased by \$142 million in 2013, representing growth of 6.8%.

Total deposit balances decreased 2.5% in 2013 as a result of declines in all categories of time deposits. Strong growth in transaction deposit accounts offset a majority of the time deposit declines. In 2013, total transaction deposit accounts increased \$113 million or 6.8%, while time deposits declined by \$183 million or 15.6%. We generally pay lower interest rates on transaction accounts compared to time deposits, and thus the favorable change in the mix of deposits played a factor in our overall cost of funds declining from 0.59% in 2012 to 0.39% in 2013.

A portion of our loan and deposit growth during 2013 was the result of the acquisition of two branches from a competitor bank, which resulted in the addition of \$16 million in loans and \$57 million in deposits.

Net interest income for the year ended December 31, 2013 amounted to \$136.5 million, a 1.0% increase from the \$135.2 million recorded in 2012. The higher net interest income in 2013 was primarily caused by an increase in the amount of discount accretion on loans purchased in failed bank acquisitions. Loan discount accretion amounted to \$20.2 million for 2013 compared to \$16.5 million in 2012, an increase of \$3.7 million. As previously discussed, the impact of the changes in discount accretion on pretax income is only 20% of the gross amount of the change. The higher amount of discount accretion was due to improved expectations regarding the collectability of the loans. See “Net Interest Income” below for additional information.

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Our net interest margin (tax-equivalent net interest income divided by average earning assets) was 4.92% for 2013 compared to 4.78% for 2012. The higher margin was primarily a result of a higher amount of discount accretion as noted above, as well as lower overall funding costs. As noted previously, our cost of funds has steadily declined from 0.59% in 2012 to 0.39% in 2013.

We recorded total provisions for loan losses on our covered and non-covered loans of \$30.6 million in 2013 compared to \$79.7 million for 2012. The provision for loan losses on non-covered loans amounted to \$18.3 million in 2013 compared to \$70.0 million for 2012. The decrease in 2013 was primarily due to the incremental provision for loan losses in December 2012 of \$33.6 million recorded in connection with the aforementioned loan sale. For the year ended December 31, 2013, the provision for loan losses on covered loans amounted to \$12.4 million compared to \$9.7 million for 2012. The increase in 2013 was primarily caused by several large credits that deteriorated during the first quarter of 2013.

Our non-covered nonperforming assets amounted to \$82.0 million at December 31, 2013 (2.78% of total non-covered assets) compared to \$106.1 million at December 31, 2012 (3.09% of total non-covered assets). The decrease in 2013 compared to 2012 was primarily due to the loan sale that was completed in the first quarter of 2013, as discussed above, which resulted in the disposition of \$21.9 million in nonperforming loans.

Total covered nonperforming assets steadily declined in 2013, amounting to \$70.6 million at December 31, 2013 compared to \$96.2 million at December 31, 2012, a decline of 26.6%, which was primarily the result of a combination of loan paydowns, loan charge-offs, and sales of foreclosed properties.

For the year ended December 31, 2013, noninterest income amounted to \$23.5 million compared to \$1.4 million for the year ended December 31, 2012. The significant increase in 2013 is primarily the result of a high level of covered and non-covered foreclosed property losses that occurred in 2012 that reduced noninterest income, compared to gains in both categories in 2013.

Noninterest expenses for the year ended December 31, 2013 amounted to \$96.6 million, which was relatively unchanged from the \$97.3 million recorded in 2012.

Preferred stock dividends amounted to \$0.9 million for 2013 compared to \$2.8 million for 2012. The decrease in 2013 is the result of an increase in our small business lending which resulted in a favorable dividend rate change related to preferred stock that was issued in September 2011 to the US Treasury as part of the Company's participation in the Treasury's Small Business Lending Fund.

## Outlook for 2015

We continue to see signs of a recovering economy in most of our market area. However, the recovery in some of our market areas appears to be lagging and less robust than that of the national economy. Unemployment rates in our market area continue to be above the national average, and our local economic conditions remain challenging. While steadily improving, we continue to have an elevated level of past due and adversely classified assets compared to historic averages. Despite the higher levels of these problem assets, based on our analysis, we believe the severity of the loss rate inherent in our classified loans is less than in recent years. We believe that our allowance for loan losses is sufficient to absorb the probable losses inherent in our portfolio at December 31, 2014. Accordingly, at the present time and based on current conditions, we do not expect our 2015 provision for loan losses related to non-covered assets to be materially greater than the amount recorded in 2014, and it could be less.

Because interest rates have progressively declined to historic lows, the rates we have realized on newly originated loans and newly purchased investment securities have generally decreased. Additionally, we expect loan discount accretion, which increases interest income, to be less in 2015 as the unaccreted discount amount continues to wind down. As it relates to our funding costs, the yields on many of our deposits are already very low and the ability to lower them further is limited. Accordingly, we believe that a continued compression of our net interest margin is likely.

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We believe that regulatory reform will negatively impact our earnings. The regulatory climate is not favorable for banks. We expect additional overhead costs will be necessary to comply with the new regulations expected to arise directly or indirectly from the Dodd-Frank Act (see additional discussion in the “Legislative and Regulatory Developments” section).

In 2009 and 2011 we acquired failed banks with approximately \$959 and \$193 million in assets, respectively. These acquisitions resulted in significant volatility to our earnings subsequent to the acquisitions, primarily as a result of the bargain purchase gains recorded on the acquisition dates that increased earnings and write-downs of foreclosed properties that negatively impacted earnings. While the volatility caused by these acquisitions on our earnings has generally lessened over the years, they may continue to add volatility to our reported earnings in 2015. The volatility may be positive to earnings, which would most likely occur if the credit quality of the acquired loans continues to stabilize or improves, or negative to earnings, which would most likely occur if the credit quality of the acquired loans deteriorates or if the properties we have foreclosed on continue to decline in value. Generally the volatility of earnings related to these transactions has lessened over time as the portfolios are resolved, and we expect that trend to continue.

After a year in which our loans outstanding declined by almost 3%, we are expecting loan growth in 2015 as a result of a recovering economy in many of our market areas, fully implemented credit processes that constrained growth when initially implemented in 2014, and the growth we expect from our expansion into several attractive markets in North Carolina.

We have outstanding \$63.5 million in preferred stock that was issued in 2011 to the U.S. Treasury. We currently pay preferred dividends on that stock at an annual rate of 1%. In accordance with the terms of the stock, the dividend rate is scheduled to increase to 9% in March 2016. We currently expect to redeem most, if not all, of this stock prior to the increase in the dividend rate and we currently believe we can do so without the need for a capital raise.

## **Critical Accounting Policies**

The accounting principles we follow and our methods of applying these principles conform with accounting principles generally accepted in the United States of America and with general practices followed by the banking industry. Certain of these principles involve a significant amount of judgment and may involve the use of estimates based on our best assumptions at the time of the estimation. The allowance for loan losses, intangible assets, and the fair value and discount accretion of loans acquired in FDIC-assisted transactions are three policies we have identified as being more sensitive in terms of judgments and estimates, taking into account their overall potential impact to our consolidated financial statements.

### Allowance for Loan Losses

Due to the estimation process and the potential materiality of the amounts involved, we have identified the accounting for the allowance for loan losses and the related provision for loan losses as an accounting policy critical to our consolidated financial statements. The provision for loan losses charged to operations is an amount sufficient to bring the allowance for loan losses to an estimated balance considered adequate to absorb losses inherent in the portfolio.

Our determination of the adequacy of the allowance is based primarily on a mathematical model that estimates the appropriate allowance for loan losses. This model has two components. The first component involves the estimation of losses on individually evaluated “impaired loans”. A loan is considered to be impaired when, based on current information and events, it is probable we will be unable to collect all amounts due according to the contractual terms of the loan agreement. A loan is specifically evaluated for an appropriate valuation allowance if the loan balance is above a prescribed evaluation threshold (which varies based on credit quality, accruing status, troubled debt restructured status, and type of collateral) and the loan is determined to be impaired. The estimated valuation allowance is the difference, if any, between the loan balance outstanding and the value of the impaired loan as determined by either 1) an estimate of the cash flows that we expect to receive from the borrower discounted at the loan’s effective rate, or 2) in the case of a collateral-dependent loan, the fair value of the collateral.



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The second component of the allowance model is an estimate of losses for all loans not considered to be impaired loans (“general reserve loans”). General reserve loans are segregated into pools by loan type and risk grade, and estimated loss percentages are assigned to each loan pool, based on historical losses adjusted for any environmental factors used to reflect changes in the collectability of the portfolio not captured by the historical loss data. Loss percentages are based on a multiple of the estimated loss rate for loans of a similar loan type with normal risk. The multiples assigned vary by type of loan, depending on risk, and we have consulted with an external credit review firm in assigning those multiples.

The reserves estimated for individually evaluated impaired loans are then added to the reserve estimated for general reserve loans. This becomes our “allocated allowance.” The allocated allowance is compared to the actual allowance for loan losses recorded on our books and any adjustment necessary for the recorded allowance to absorb losses inherent in the portfolio is recorded as a provision for loan losses. The provision for loan losses is a direct charge to earnings in the period recorded. Any remaining difference between the allocated allowance and the actual allowance for loan losses recorded on our books is our “unallocated allowance.”

Loans covered under loss share agreements (referred to as “covered loans”) are recorded at fair value at acquisition date. Therefore, amounts deemed uncollectible at acquisition date become a part of the fair value calculation and are excluded from the allowance for loan losses. Subsequent decreases in the amount expected to be collected result in a provision for loan losses with a corresponding increase in the allowance for loan losses. Subsequent increases in the amount expected to be collected are accreted into income over the life of the loan. Proportional adjustments are also recorded to the FDIC indemnification asset.

Although we use the best information available to make evaluations, future material adjustments may be necessary if economic, operational, or other conditions change. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on the examiners’ judgment about information available to them at the time of their examinations.

For further discussion, see “Nonperforming Assets” and “Summary of Loan Loss Experience” below.

## Intangible Assets

Due to the estimation process and the potential materiality of the amounts involved, we have also identified the accounting for intangible assets as an accounting policy critical to our consolidated financial statements.

When we complete an acquisition transaction, the excess of the purchase price over the amount by which the fair market value of assets acquired exceeds the fair market value of liabilities assumed represents an intangible asset. We must then determine the identifiable portions of the intangible asset, with any remaining amount classified as goodwill. Identifiable intangible assets associated with these acquisitions are generally amortized over the estimated life of the related asset, whereas goodwill is tested annually for impairment, but not systematically amortized. Assuming no goodwill impairment, it is beneficial to our future earnings to have a lower amount assigned to identifiable intangible assets and higher amount of goodwill as opposed to having a higher amount considered to be identifiable intangible assets and a lower amount classified as goodwill.

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The primary identifiable intangible asset we typically record in connection with a whole bank or bank branch acquisition is the value of the core deposit intangible, whereas when we acquire an insurance agency, the primary identifiable intangible asset is the value of the acquired customer list. Determining the amount of identifiable intangible assets and their average lives involves multiple assumptions and estimates and is typically determined by performing a discounted cash flow analysis, which involves a combination of any or all of the following assumptions: customer attrition/runoff, alternative funding costs, deposit servicing costs, and discount rates. We typically engage a third party consultant to assist in each analysis. For the whole bank and bank branch transactions recorded to date, the core deposit intangibles have generally been estimated to have a life ranging from seven to ten years, with an accelerated rate of amortization. For insurance agency acquisitions, the identifiable intangible assets related to the customer lists were determined to have a life of ten to fifteen years, with amortization occurring on a straight-line basis.

Subsequent to the initial recording of the identifiable intangible assets and goodwill, we amortize the identifiable intangible assets over their estimated average lives, as discussed above. In addition, on at least an annual basis, goodwill is evaluated for impairment by comparing the fair value of our reporting units to their related carrying value, including goodwill (our community banking operation is our only material reporting unit). If the carrying value of a reporting unit were ever to exceed its fair value, we would determine whether the implied fair value of the goodwill, using a discounted cash flow analysis, exceeded the carrying value of the goodwill. If the carrying value of the goodwill exceeded the implied fair value of the goodwill, an impairment loss would be recorded in an amount equal to that excess. Performing such a discounted cash flow analysis would involve the significant use of estimates and assumptions.

In our 2014 goodwill impairment evaluation, we engaged a consulting firm that used various valuation techniques to assist us in concluding that our goodwill was not impaired.

We review identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our policy is that an impairment loss is recognized, equal to the difference between the asset's carrying amount and its fair value, if the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Estimating future cash flows involves the use of multiple estimates and assumptions, such as those listed above.

## Fair Value and Discount Accretion of Loans Acquired in FDIC-Assisted Transactions

We consider the determination of the initial fair value of loans acquired in FDIC-assisted transactions, the initial fair value of the related FDIC indemnification asset, and the subsequent discount accretion of the purchased loans to involve a high degree of judgment and complexity. We determine fair value accounting estimates of newly assumed assets and liabilities in accordance with relevant accounting guidance. However, the amount that we realize on these assets could differ materially from the carrying value reflected in our financial statements, based upon the timing of collections on the acquired loans in future periods. To the extent the actual values realized for the acquired loans are

different from the estimates, the FDIC indemnification asset will generally be impacted in an offsetting manner due to the loss-sharing support from the FDIC.

Because of the inherent credit losses associated with the acquired loans in a failed bank acquisition, the amount that we record as the fair values for the loans is generally less than the contractual unpaid principal balance due from the borrowers, with the difference being referred to as the “discount” on the acquired loans. We have applied the cost recovery method of accounting to all purchased impaired loans due to the uncertainty as to the timing of expected cash flows. This will generally result in the recognition of interest income on these impaired loans only when the cash payments received from the borrower exceed the recorded net book value of the related loans.

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For nonimpaired purchased loans, we accrete the discount over the lives of the loans in a manner consistent with the guidance for accounting for loan origination fees and costs.

**Merger and Acquisition Activity**

In 2012, we completed a small branch acquisition, consisting of approximately \$9 million in deposits, which were transferred to a First Bank branch located nearby. In 2013, we completed an acquisition of two branches with \$57 million in deposits and \$16 million in loans. In the 2013 acquisition, we purchased one of the branch buildings, while transferring the accounts of the other branch to an existing branch located nearby. The results of each acquired company/branch are included in our financial statements beginning on their respective acquisition dates. We did not complete any acquisitions in 2014. See Note 2 to the consolidated financial statements for additional information regarding these acquisitions.

**FDIC Indemnification Asset**

As previously discussed, on June 19, 2009 and January 21, 2011, we acquired substantially all of the assets and liabilities of Cooperative Bank and The Bank of Asheville, respectively, in FDIC-assisted transactions. For each transaction, we entered into two loss share agreements with the FDIC, which provided First Bank significant loss protection from losses experienced on the loans and foreclosed real estate. Under the Cooperative Bank loss share agreements, the FDIC covers 80% of covered loan and foreclosed real estate losses up to \$303 million, and 95% of losses in excess of that amount. Under The Bank of Asheville loss share agreements, the FDIC covers 80% of all covered loan and foreclosed real estate losses. For both transactions, the loss share reimbursements are applicable for ten years for single family home loans and five years for all other loans. As previously discussed, one of the loss share agreements related to the Cooperative Bank acquisition expired on July 1, 2014.

We recorded a FDIC indemnification asset related to the two transactions to account for payments that we expect to receive from the FDIC related to the loss share agreements. The carrying value of this receivable at each period end is the sum of: 1) actual claims that have been incurred and are in the process of submission to the FDIC for reimbursement, but have not yet been received and 2) our estimated amount of claimable loan and other real estate losses covered by the agreements multiplied by the FDIC reimbursement percentage.

At December 31, 2014 and 2013, the FDIC indemnification asset was comprised of the following components:

| (\$ in thousands)                                       | 2014    | 2013   |
|---|---------|--------|
| Receivable related to claims incurred, not yet received | \$6,899 | 12,649 |

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|  |          |        |
|--|----------|--------|
| Receivable related to estimated future claims on loans                   | 14,933   | 33,398 |
| Receivable related to estimated future claims on other real estate owned | 737      | 2,575  |
| FDIC indemnification asset   | \$22,569 | 48,622 |

As of each acquisition date, based on the losses inherent in the covered assets and what we estimated we would receive as payments from the FDIC, we recorded a “FDIC Indemnification Asset.” Since that time, we have recorded adjustments to the indemnification asset as discussed below.

The FDIC indemnification asset has generally been adjusted upwards in the following circumstances:

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1) Deterioration of credit quality of covered loans – As of the acquisition dates, we recorded the loans acquired from Cooperative Bank and The Bank of Asheville on our books at a fair value that was \$227.9 million and \$51.7 million, respectively, less than the contractual amounts due from the borrowers, which was our estimate of the loan losses inherent in the portfolio. As the credit quality of these portfolios change and better information is obtained about likely losses, some loans have better repayment expectations than we originally projected and some loans have worse repayment expectations than originally projected. For loans with worse repayment expectations, we generally record provisions for loan losses with corresponding increases to the FDIC indemnification asset by recording noninterest income in proportion to the reimbursement percentage. In 2014, 2013 and 2012, we recorded total provisions for loan losses on covered loans amounting to \$3.1 million, \$12.4 million and \$9.7 million, respectively, which resulted in upward adjustments to the FDIC indemnification asset of \$1.4 million, \$9.6 million and \$6.6 million, respectively. We also record some provisions for loan losses without corresponding increases to the indemnification asset because we believe certain loan losses will occur after the expiration of the loss share agreements. In 2014, 2013 and 2012, we recorded provisions for loan losses on covered loans without a corresponding increase to the indemnification asset of \$1.4 million, \$0.3 million and \$1.5 million, respectively.

2) Write-downs and losses on foreclosed properties – When we foreclose on delinquent borrowers, we initially record the foreclosed property at the lower of book or fair value (based on current appraisals), with any deficiency recorded as a loan charge-off. Subsequent to the foreclosure, we periodically review the fair value of the property through updated appraisals or independent market pricing, and if the appraisal or market pricing indicates a fair value lower than our carrying value, we must write the property down. We also sell foreclosed properties that frequently result in losses. Each of these situations results in the Company recording losses on foreclosed properties with a corresponding increase to the FDIC indemnification asset by recording noninterest income in proportion to the reimbursement percentage. If we sell foreclosed properties that result in gains, then we record a corresponding decrease to the FDIC indemnification asset to reflect the fact that reimbursements from loss claims will be reduced by the gains. In 2014, we recorded net losses and write-downs on covered foreclosed properties amounting to \$1.9 million, which resulted in an upward adjustment to the FDIC indemnification asset of \$1.5 million. In 2013, we recorded net gains on covered foreclosed properties amounting to \$0.4 million, which resulted in a downward adjustment to the FDIC indemnification asset of \$0.3 million. In 2012, we recorded net losses and write downs on covered foreclosed properties amounting to \$13.0 million, which resulted in an upward adjustment to the FDIC indemnification asset of \$10.4 million.

3) Expenses incurred related to collection activities on covered assets – As a result of our collection efforts, we incur expenses such as legal fees, property taxes and appraisal costs. Many of these expenses are reimbursable by the FDIC. These expenses are recorded as “other” noninterest expenses and a corresponding increase is made to increase the FDIC indemnification asset by reducing the gross collection expenses by the amount expected to be reimbursed by the FDIC for eligible expenses. In 2014, 2013, and 2012, we incurred \$3.1 million, \$6.5 million, and \$9.5 million, in gross collection expenses related to covered assets, respectively, and reduced that amount by \$3.9 million, \$5.4 million, and \$6.9 million in FDIC reimbursements, respectively.

The FDIC indemnification asset has generally been adjusted downwards in the following circumstances:

1) Receipt of cash from the FDIC related to claims submitted – On at least a quarterly basis, we submit eligible loss share claims to the FDIC. After reviewing and approving the claims, the FDIC wires us cash, which reduces the amount of the FDIC indemnification asset. In 2014, 2013, and 2012, we received \$17.7 million, \$49.6 million, and \$29.8 million in FDIC reimbursements, respectively.

2) Accretion of discount on acquired loans – As noted above, we recorded the acquired loans of the two transactions on our books at a fair value that was \$280 million (in total) less than the contractual amounts due from the borrowers (the “discount”), which was our estimate of the loan losses inherent in the portfolio. As the credit quality of this portfolio changes and better information is obtained about likely losses, some loans have better repayment expectations than we originally projected and some loans have worse repayment expectations than originally projected (as discussed above). For loans with improved repayment expectations, we are systematically reducing the discount over the life of the loan. For some loans, we have received complete payoffs at the contractual balance and the discount must be reduced to zero. When we reduce/accrete the discount, we do so by recognizing interest income in that same amount. When the expected losses on loans with improved repayment expectations becomes less than the original estimate, our expected reimbursement from the FDIC declines as well. Accordingly, we reduce the FDIC indemnification asset by the corresponding reimbursement percentage. In 2014, 2013, and 2012, we recorded discount accretion of \$16.0 million, \$20.2 million, and \$16.5 million, respectively, which resulted in reductions of FDIC indemnification asset and indemnification expense of \$15.3 million, \$16.2 million, and \$13.2 million, respectively.



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In summary, circumstances that result in adjustments to the FDIC indemnification asset are recorded within the income statement line items noted without consideration of the FDIC loss share agreements. Because favorable changes in covered assets result in lower expected FDIC claims, and unfavorable changes in covered assets generally result in higher expected FDIC claims, the FDIC indemnification asset is adjusted to reflect those expectations. The net increase or decrease in the indemnification asset is reflected within noninterest income.

The adjustments can result in volatility within individual income statement line items. Because of the FDIC loss share agreements and the associated indemnification asset, amounts recorded as provisions for loan losses, discount accretion, and losses from foreclosed properties generally only impact pretax income by 20% of those amounts, due to the corresponding adjustments made to the indemnification asset.

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The following presents a rollforward of the FDIC indemnification asset since the date of the Cooperative Bank acquisition on June 19, 2009 and includes additions related to The Bank of Asheville acquisition in 2011.

(\$ in thousands)

|  |            |
|--|------------|
| Balance at June 19, 2009                                 | \$ 185,112 |
| Decrease related to favorable change in loss estimates   | (1,516 )   |
| Increase related to reimbursable expenses                | 1,300      |
| Cash received  | (40,500 )  |
| Accretion of loan discount                               | (1,175 )   |
| Balance at December 31, 2009                             | 143,221    |
| Increase related to unfavorable change in loss estimates | 30,419     |
| Increase related to reimbursable expenses                | 2,900      |
| Cash received  | (46,721 )  |
| Accretion of loan discount                               | (6,100 )   |
| Balance at December 31, 2010                             | 123,719    |
| Increase related to acquisition of The Bank of Asheville | 42,218     |
| Increase related to unfavorable change in loss estimates | 29,814     |
| Increase related to reimbursable expenses                | 5,725      |
| Cash received  | (69,339 )  |
| Accretion of loan discount                               | (9,278 )   |
| Other  | (1,182 )   |
| Balance at December 31, 2011                             | 121,677    |
| Increase related to unfavorable change in loss estimates | 16,984     |
| Increase related to reimbursable expenses                | 6,947      |
| Cash received  | (29,796 )  |
| Accretion of loan discount                               | (13,173 )  |
| Other  | (80 )      |
| Balance at December 31, 2012                             | 102,559    |
| Increase related to unfavorable change in loss estimates | 9,312      |
| Increase related to reimbursable expenses                | 5,352      |
| Cash received  | (49,572 )  |
| Accretion of loan discount                               | (16,160 )  |
| Other  | (2,869 )   |
| Balance at December 31, 2013                             | 48,622     |
| Increase related to unfavorable change in loss estimates | 2,923      |
| Increase related to reimbursable expenses                | 3,925      |
| Cash received  | (17,724 )  |
| Accretion of loan discount                               | (15,281 )  |
| Other  | 104        |
| Balance at December 31, 2014                             | \$ 22,569  |

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The following table presents additional information regarding our covered loans, loan discounts, allowances for loan losses and the corresponding FDIC indemnification asset:

| (\$ in thousands)   | Cooperative                    | Bank  | Bank  | Total   |
|---|--------------------------------|---|---|---------|
|   | Single Family Loss Share Loans | of Asheville Single Family Loss Share Loans | of Asheville Non-Single Family Loss Share Loans |         |
| <b>At December 31, 2014</b>   |                                |   |   |         |
| Expiration of loss share agreement  | 6/30/2019                      | 3/31/2021                                   | 12/31/2016                                      |         |
| <b>Nonaccrual covered loans</b>   |                                |   |   |         |
| Unpaid principal balance  | \$9,712                        | 837   | 5,428   | 15,977  |
| Carrying value prior to loan discount*  | 9,506                          | 697   | 3,544   | 13,747  |
| Loan discount   | 1,254                          | 441   | 1,544   | 3,239   |
| Net carrying value  | 8,252                          | 256   | 2,000   | 10,508  |
| Allowance for loan losses   | 449                            | 3   | 36  | 488     |
| Indemnification asset recorded  | 1,231                          | 304   | 718   | 2,253   |
| <b>All other covered loans</b>  |                                |   |   |         |
| Unpaid principal balance  | 98,454                         | 9,595                                       | 26,855  | 134,904 |
| Carrying value prior to loan discount*  | 98,332                         | 9,511                                       | 26,841  | 134,684 |
| Loan discount   | 13,264                         | 1,865                                       | 2,469   | 17,598  |
| Net carrying value  | 85,068                         | 7,646                                       | 24,372  | 117,086 |
| Allowance for loan losses   | 952                            | 49  | 792   | 1,793   |
| Indemnification asset recorded  | 9,417                          | 1,414                                       | 1,899   | 12,730  |
| <b>All covered loans</b>  |                                |   |   |         |
| Unpaid principal balance  | 108,166                        | 10,432                                      | 32,283  | 150,881 |
| Carrying value prior to loan discount*  | 107,838                        | 10,208                                      | 30,385  | 148,431 |
| Loan discount   | 14,518                         | 2,306                                       | 4,013   | 20,837  |
| Net carrying value  | 93,320                         | 7,902                                       | 26,372  | 127,594 |
| Allowance for loan losses   | 1,401                          | 52  | 828   | 2,281   |
| Indemnification asset recorded  | 10,648                         | 1,718                                       | 2,617   | 14,983  |
| <b>Foreclosed Properties</b>  |                                |   |   |         |
| Net carrying value  | 1,145                          | —   | 1,205   | 2,350   |
| Indemnification asset recorded  | 505                            | —   | 232   | 737     |
| <b>For the Year Ended December 31, 2014</b>   |                                |   |   |         |
| Loan discount accretion recognized  | 2,691                          | 1,461                                       | 7,560   | 11,712  |
| Loan discount accretion recognized on Cooperative non-single family loans (loss share coverage expired on July 1, 2014) |                                |   |   | 4,297   |

|   |       |       |       |        |
|---|-------|-------|-------|--------|
| Total loan discount accretion   |       |       |       | 16,009 |
| Indemnification asset expense associated with the loan discount accretion recognized  | 3,588 | 1,298 | 6,932 | 11,818 |
| Indemnification asset expense associated with the loan discount accretion recognized on Cooperative non-single family loans |       |       |       | 3,463  |
| Total indemnification asset expense associated with loan discount accretion   |       |       |       | 15,281 |

\* Reflects partial charge-offs

\*\* A present value adjustment of \$50 reduces the carrying value of this asset to \$14,933.

Our loss share agreement related to Cooperative Bank's non-single family assets expired on June 30, 2014. On July 1, 2014, the remaining balances associated with the Cooperative non-single family loans and foreclosed properties were transferred from the covered portfolio to the non-covered portfolio. We bear all future losses on this portfolio of loans and foreclosed properties. Immediately prior to the transfer, this portfolio of loans had a carrying value of \$39.7 million and the portfolio of foreclosed properties had a carrying value of \$3.0 million, and both portfolios were classified as covered. Of the \$39.7 million in loans that lost loss share protection, approximately \$9.7 million of these loans were on nonaccrual status and \$2.1 million of these loans were classified as accruing troubled debt restructurings as of July 1, 2014. Additionally, approximately \$1.7 million in allowance for loan losses that related to this portfolio of loans was transferred to the allowance for loan losses for non-covered loans on July 1, 2014.

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There is no remaining loan discount or indemnification asset related to the Cooperative non-single family loss share loans or foreclosed properties. Loan discount accretion and corresponding indemnification asset expense will continue to be recorded on the other three portfolios covered by loss share agreements. Because of the continued decline in the amount of remaining unaccreted discount, the amount of loan discount accretion and corresponding indemnification asset expense is expected to continue to decline in future periods.

**ANALYSIS OF RESULTS OF OPERATIONS**

Net interest income, the “spread” between earnings on interest-earning assets and the interest paid on interest-bearing liabilities, constitutes the largest source of our earnings. Other factors that significantly affect operating results are the provision for loan losses, noninterest income such as service fees and noninterest expenses such as salaries, occupancy expense, equipment expense and other overhead costs, as well as the effects of income taxes.

**Net Interest Income**

Net interest income on a reported basis amounted to \$131.6 million in 2014, \$136.5 million in 2013, and \$135.2 million in 2012. For internal purposes and in the discussion that follows, we evaluate our net interest income on a tax-equivalent basis by adding the tax benefit realized from tax-exempt securities to reported interest income. Net interest income on a tax-equivalent basis amounted to \$133.1 million in 2014, \$138.0 million in 2013, and \$136.7 million in 2012. Management believes that analysis of net interest income on a tax-equivalent basis is useful and appropriate because it allows a comparison of net interest amounts in different periods without taking into account the different mix of taxable versus non-taxable investments that may have existed during those periods. The following is a reconciliation of reported net interest income to tax-equivalent net interest income.

| (\$ in thousands)                   | Year ended December 31, |         |         |
|-------------------------------------|-------------------------|---------|---------|
|                                     | 2014                    | 2013    | 2012    |
| Net interest income, as reported    | \$ 131,609              | 136,526 | 135,200 |
| Tax-equivalent adjustment           | 1,502                   | 1,511   | 1,527   |
| Net interest income, tax-equivalent | \$ 133,111              | 138,037 | 136,727 |

Table 2 analyzes net interest income on a tax-equivalent basis. Our net interest income on a tax-equivalent basis decreased by 3.6% in 2014 and increased by 1.0% in 2013. There are two primary factors that cause changes in the amount of net interest income we record - 1) our net interest margin (tax-equivalent net interest income divided by average interest-earning assets), and 2) changes in our loans and deposits balances.

The decrease in net interest income in 2014 was primarily due to a decrease in our net interest margin during 2014. The slight increase in net interest income in 2013 was primarily due to an increase in our net interest margin during the period. "Net interest margin" is a ratio we use to measure the spread between the yield on our earning assets and the cost of our funding and is calculated by taking tax-equivalent net interest income and dividing by average earning assets. Our net interest margin increased from 4.78% in 2012 to 4.92% in 2013 and decreased to 4.58% in 2014.

For the past several years, the nation has been in a very low interest rate environment with maturing assets and liabilities originated in prior periods generally repricing at progressively lower interest rates at renewal/maturity. Our lower net interest margin in 2014 compared to 2013 was primarily a result of 1) lower discount accretion on loans purchased in failed bank acquisitions (see discussion below), 2) lower average asset yields that are primarily a result of the prolonged low interest rate environment, and 3) a higher mix of our earnings assets being maintained in highly liquid accounts that earn relatively little interest. From 2013 to 2014, the yield we earned on our interest-earning assets declined 45 basis points, from 5.31% to 4.86%, while the average rate paid on interest-bearing liabilities declined only 10 basis points, from 0.46% to 0.36%. During this long period of low interest rates, loans and securities originated/purchased during times of higher interest rates are experiencing payoffs and redemptions, the proceeds of which are being reinvested into the currently lower interest rate environment. For most of 2014, we also maintained a higher mix of our investable assets in interest-bearing cash in expectation of higher loan growth, expectation of future higher interest rates, and the minimal incremental benefit of investing in longer term securities. In the fourth quarter of 2014, we invested approximately \$125 million of our excess cash balances that had built up during the year into investment securities in an effort to increase yields and in expectation that any interest rate increases are likely to occur further in the future than had been our previous expectations. In an effort to lessen the impact of lower loan yields, we continue to use interest rate floors for most of our borrowers who request variable rate loans.

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The primary reason for the increase in our net interest margin in 2013 was – 1) yields on our interest-earning assets declined by a smaller amount than the rates we paid on our interest bearing liabilities, and 2) favorable changes in the mix of our deposit base. From 2012 to 2013, the yield we earned on our interest-earning assets declined eight basis points, from 5.39% to 5.31%, while the average rate paid on interest-bearing liabilities declined 22 basis points, from 0.68% to 0.46%. Higher loan discount accretion positively impacted our loan yields in 2013 compared to 2012 – see below.

As it relates to our interest-bearing liabilities, we have been able to lower interest rates on maturing time deposits that were originated in prior periods, and we have also been able to progressively lower interest rates on various types of interest-bearing checking, savings, and money market accounts. The average interest rate paid on our interest bearing deposits declined from 0.64% in 2012 to 0.43% in 2013 to 0.32% in 2014. Also, the funding mix of our liabilities had a positive impact on our net interest margin. As calculated from Table 2, the average amount of our lower cost deposits, comprised of checking accounts (non-interest bearing and interest bearing), money market accounts and savings accounts, steadily increased from \$1.5 billion in 2012 to \$1.8 billion in 2014, an increase of 17%, while the average amount of our higher cost funding, comprised of time deposits and borrowings, decreased from \$1.4 billion to \$1.0 billion over that same period, a decline of 26%.

The net interest margin for all periods benefited, by varying amounts, from the net accretion of purchase accounting premiums/discounts associated with the Cooperative Bank acquisition in June 2009 and, to a lesser degree, The Bank of Asheville acquisition in January 2011. As can be seen in the table below, we recorded \$15.9 million in 2014, \$19.8 million in 2013, and \$16.1 million in 2012, in net accretion of purchase accounting premiums/discounts that increased net interest income.

| (\$ in thousands)  | Year Ended<br>December 31,<br>2014 | Year Ended<br>December 31,<br>2013 | Year Ended<br>December 31,<br>2012 |
|--|------------------------------------|------------------------------------|------------------------------------|
| Interest income – reduced by premium amortization on loans       | \$ (98 )                           | (386 )                             | (464 )                             |
| Interest income – increased by accretion of loan discount        | 16,009                             | 20,200                             | 16,466                             |
| Interest expense – reduced by premium amortization of deposits   | 7                                  | 29                                 | 85                                 |
| Interest expense – reduced by premium amortization of borrowings | —                                  | —                                  | 30                                 |
| Impact on net interest income                                    | \$ 15,918                          | 19,843                             | 16,117                             |

The biggest component of the purchase accounting adjustments was loan discount accretion, which amounted to \$16.0 million in 2014, \$20.2 million in 2013, and \$16.5 million in 2012. As the economy improved in 2013, and we experienced more favorable expectations regarding the collectability of our covered loss share loans, we accreted more of the loan discount in 2013 compared to 2012. In 2014, the lower remaining unaccreted loan discount resulted in a lower amount of loan discount accretion – unaccreted loan discount amounted to \$21 million, \$40 million and \$75 million at December 31, 2014, 2013 and 2012, respectively. We expect loan discount accretion to continue to decline as a result of the continued decline in remaining unaccreted discount.





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Table 3 presents additional detail regarding the estimated impact that changes in loan and deposit volumes and changes in the interest rates we earned/paid had on our net interest income in 2013 and 2014. Table 3 indicates that in 2014, changes in interest rates were the primary reason for the decrease in net interest income, with the impact of the lower rates reducing interest income by \$8.7 million, while interest expense was only reduced by \$2.7 million due to rates. Thus, lower interest rates were the primary reason that net interest income decreased by \$4.9 million during the year. In 2013, an almost equal combination of changes in our deposit mix and lower interest rates resulted in interest expense declining by \$6.3 million. Interest income declined in 2013, primarily due to lower interest rates, by only \$5.0 million. This combination of factors resulted in net interest income increasing by \$1.3 million in 2013. As noted previously, for both years, average interest rates on assets benefitted from interest rate floors on loans and loan discount accretion, while interest expense benefitted from a shifting funding mix and lower rates that we paid on our deposit accounts.

See additional information regarding net interest income in the section entitled “Interest Rate Risk.”

## **Provision for Loan Losses**

The provision for loan losses charged to operations is an amount sufficient to bring the allowance for loan losses to an estimated balance considered appropriate to absorb probable losses inherent in our loan portfolio. Management’s determination of the adequacy of the allowance is based on our level of loan growth, an evaluation of the loan portfolio, current economic conditions, historical loan loss experience and other risk factors.

For 2014, 2013, and 2012, our total provisions for loan losses were \$10.2 million, \$30.6 million, and \$79.7 million, respectively. The total provision for loan losses is comprised of provision for loan losses for non-covered loans and provision for loan losses for covered loans, as discussed in the following paragraphs.

We recorded \$7.1 million, \$18.3 million, and \$70.0 million in provisions for loan losses related to non-covered loans for the years ended December 31, 2014, 2013, and 2012, respectively. The lower provision in 2014 compared to 2013 was primarily the result of low loan growth during the period and stable asset quality trends. In 2014, non-covered loan balances declined by \$24.0 million (exclusive of \$39.7 million in loans transferred from covered to non-covered status) compared to growth of \$142.3 million in 2013. As it relates to asset quality, our non-covered classified and nonaccrual loans increased only slightly from \$120.8 million at December 31, 2013 to \$125.4 million at December 31, 2014, with the increase being caused by the previously discussed transfer of \$15.0 million of classified loans from covered status to non-covered status. Additionally, our allowance for loan loss model, which dictates the provisions for loan losses that we record, utilizes the net charge-offs experienced in the most recent years as a significant component of estimating the current allowance for loan losses that is necessary. Thus, older years (and parts thereof) systematically age out and are excluded from the analysis as time goes on. Periods of high net charge-offs we experienced during the peak of the recession are dropping out of the analysis and being replaced by the more modest levels of net charge-offs now being experienced. The fourth quarter of 2014 marked our eighth consecutive quarter of annualized net charge-offs related to non-covered loans being less than 1.00%, whereas at the peak of the recession,

that ratio was frequently over 1.00%. In the near term, we expect that net charge-offs experienced in the next few quarters will continue to be less than those experienced in the recession periods that are dropping out of the analysis, and for that reason, we expect our resulting provisions for loan losses to be favorably impacted.

The lower provision in 2013 compared to the level in 2012 was primarily a result of 1) a \$32.9 incremental provision for losses recorded in the fourth quarter of 2012 in connection with a loan sale, and 2) a first quarter of 2012 internal review of non-covered loans that applied more conservative assumptions to estimate the probable losses associated with some of our nonperforming loan relationships. We recorded a provision for loan losses on non-covered loans of \$18.6 million in the first quarter of 2012, of which approximately \$11 million related specifically to the special internal review.

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As it relates to the loan sale, in late 2012 we identified approximately \$68 million of non-covered higher-risk loans that we solicited bids for from several third-party investors. Based on an offer to purchase these loans that was received in December, we wrote the loans down by approximately \$38 million to their estimated liquidation value of approximately \$30 million and reclassified them as “loans held for sale.” The sale of substantially the same pool of loans was completed on January 23, 2013. The incremental provision for loan losses that was necessary as a result of this transaction was approximately \$32.9 million, which included the net impact of several factors affecting our calculation of the allowance for loan losses.

The aforementioned special internal review related to non-covered loans and was initiated due to refinements to our loan loss model and internal control changes occurring in the first quarter of 2012 that resulted in a realignment of departmental responsibilities for determining our allowance for loan losses. As a result of the changes, an internal review of selected nonperforming loan relationships was conducted, which applied more conservative assumptions to estimate the probable losses and to allow for a more timely resolution of the related credits. The review identified approximately 30 loan relationships in which additional provisions for loan losses were necessary when more conservative judgments were applied to the repayment assumptions associated with the borrowers. The majority of the additional provision was concentrated in construction and land development real estate, commercial real estate, and residential real estate loan categories. Many of these same loans were included in the loans transferred to the “loans held for sale” category in the fourth quarter of 2012 and were sold in January 2013.

As it relates to covered loans, we recorded \$3.1 million, \$12.4 million, and \$9.7 million in provisions for loan losses during 2014, 2013 and 2012, respectively. These provisions were necessary to provide for loans that showed signs of collection problems during the respective periods, as well as to provide for collateral dependent nonaccrual loans for which we received updated appraisals during the year that reflected lower collateral valuations. The decline in the provision for loan losses on covered loans from 2013 to 2014 was primarily due to lower levels of covered nonperforming loans during the period and stabilization in the underlying collateral values of nonperforming loans. The increase in provisions for loan losses on covered loans from 2012 to 2013 was primarily the result of several large credits that deteriorated during the first quarter of 2013 and were placed on nonaccrual status. Because of the FDIC loss share agreements in place for these loans, the FDIC indemnification asset was adjusted upwards as a result of claimable losses associated with these loans by recording noninterest income of \$1.4 million, \$9.6 million, and \$6.6 million in 2014, 2013, and 2012, respectively, or 80% of the amount of the provisions related to claimable losses. Not all of the provisions for loan losses recorded on covered loans resulted in an offset to noninterest income. For \$1.4 million, \$0.3 million, and \$1.5 million of the 2014, 2013 and 2012 provision for loan losses on covered loans, respectively, we did not record a corresponding increase to the indemnification asset because we believe that the loan losses will occur after the expiration of the various loss share agreements.

Total net charge-offs for the years ended December 31, 2014, 2013, and 2012, were \$18.1 million, \$28.5 million, and \$74.7 million, respectively. These amounts were comprised of net charge-offs on both non-covered loans and on covered loans.

Net-charge offs for non-covered loans were \$14.7 million, \$15.6 million, and \$64.0 million for 2014, 2013, and 2012, respectively. The significant amount of charge-offs in 2012 was due to the loan sale discussed above, which resulted

in charge-offs of \$37.8 million. The ratio of net charge-offs to average non-covered loans was 0.65%, 0.72%, and 3.02% for 2014, 2013, and 2012, respectively. Notwithstanding the impact of the loan sale, the relatively high level of net charge-offs during 2012 was primarily a result of unfavorable economic conditions, especially related to real estate, that resulted in higher levels of borrowers not repaying their loans and the corresponding collateral not being sufficient to pay off the balances. Net charge-offs were lower in 2013 and 2014, which is reflective of improving economic conditions and lower levels of our highest-risk loans.

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Net charge-offs for covered loans were \$3.3 million, \$12.9 million and \$10.7 million in 2014, 2013, and 2012, respectively. The charge-offs of covered loans were primarily a result of declining collateral values on collateral dependent nonaccrual loans. Also, in 2014 we realized a recovery of \$1.9 million related to a covered loan that was the subject of a significant charge-off in 2013.

As seen in Tables 14 and 14a, in 2014, 2013, and 2012, net charge-offs for both covered and non-covered loans have been highest in loans classified as “real estate – construction, land development & other land loans.” This category of loans is primarily comprised of land acquisition and development loans and other types of lot loans. These types of loans were particularly hard hit by the decline in real estate development and property values that occurred in the recession. As can be seen in Table 10, although we have reduced our exposure to this category of loans, we continue to have significant exposure to this sector, and future material losses could result.

See “Nonperforming Assets” below for further discussion of our asset quality, which impacts our provisions for loan losses.

See the section entitled “Allowance for Loan Losses and Loan Loss Experience” below for a more detailed discussion of the allowance for loan losses. The allowance is monitored and analyzed regularly in conjunction with our loan analysis and grading program, and adjustments are made to maintain an adequate allowance for loan losses.

## **Noninterest Income**

Our noninterest income amounted to \$14.4 million in 2014, \$23.5 million in 2013, and \$1.4 million in 2012.

As shown in Table 4, core noninterest income excludes gains from acquisitions, foreclosed property write-downs and losses, indemnification asset income (expense), securities gains or losses, and other miscellaneous gains and losses. Core noninterest income amounted to \$30.5 million in 2014, an 8.0% increase from the \$28.2 million in 2013. The 2013 core noninterest income of \$28.2 million was 10.7% higher than the \$25.5 million recorded in 2012.

See Table 4 and the following discussion for an understanding of the components of noninterest income.

Service charges on deposit accounts amounted to \$13.7 million, \$12.8 million, and \$11.9 million in 2014, 2013 and 2012, respectively. In December 2013, we introduced a new deposit product line-up. The new line-up simplified our product offering and also altered the fee structure of many accounts. Some customer charges were lowered or

eliminated, while other fees were increased. The increase in 2013 was primarily due to higher levels of overdraft fees due to a change in the fee structure for overdrafts.

Other service charges, commissions and fees amounted to \$10.0 million in 2014, a 7.5% increase from the \$9.3 million earned in 2013. The 2013 amount of \$9.3 million was 5.5% higher than the \$8.8 million earned in 2012. This category of noninterest income includes items such as electronic payment processing revenue (which includes fees related to credit card transactions by merchants and customers and fees earned from debit card transactions), ATM charges, safety deposit box rentals, fees from sales of personalized checks, and check cashing fees. The growth in this category for both years was primarily attributable to increased debit card usage by our customers, as we earn a small fee each time our customers make a debit card transaction. Interchange income from credit cards has also increased due to growth in the number and usage of credit cards, which we believe is a result of increased promotion of this product.

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Fees from presold mortgages amounted to \$2.7 million in 2014, \$2.9 million in 2013, and \$2.4 million in 2012. In late 2012, we increased personnel in our mortgage division which, combined with high refinance activity, led to an increase in these fees in 2013. Lower refinancing activity resulted in a slight decrease in these fees in 2014.

Commissions from sales of insurance and financial products amounted to \$2.7 million in 2014, \$2.1 million in 2013, and \$1.8 million in 2012. This line item includes commissions we receive from three sources - 1) sales of credit life insurance associated with new loans, 2) commissions from the sales of investment, annuity, and long-term care insurance products, and 3) commissions from the sale of property and casualty insurance. The following table presents the contribution of each of the three sources to the total amount recognized in this line item:

| (\$ in thousands)   | For the year ended December 31, |       |       |
|---|---------------------------------|-------|-------|
|   | 2014                            | 2013  | 2012  |
| Commissions earned from:                                      |                                 |       |       |
| Sales of credit life insurance                                | \$ 43                           | 58    | 60    |
| Sales of investments, annuities, and long term care insurance | 2,028                           | 1,353 | 1,068 |
| Sales of property and casualty insurance                      | 662                             | 721   | 704   |
| Total   | \$ 2,733                        | 2,132 | 1,832 |

As can be seen in the above table, sales of investments, annuities and long term care insurance nearly doubled from 2012 to 2014. This was the result of an initiative and a renewed emphasis on this line of business that began in 2011. We hired a wealth management executive in 2011 who has steadily built a team of financial advisors that have grown this business.

Table 4 shows earnings from bank owned life insurance income were \$1.3 million in 2014, \$1.1 million in 2013, and \$0.6 million in 2012. In 2014, 2013 and 2012, we purchased \$10.0 million, \$15.0 million and \$25.0 million, respectively, in bank-owned life insurance on certain employees, which increased our income for this line item.

Noninterest income not considered to be “core” resulted in net reductions to total noninterest income of \$16.1 million in 2014, \$4.7 million in 2013, and \$24.1 million in 2012. The components of non-core noninterest income are shown in Table 4 and the significant components thereof are discussed below.

We recorded net losses on non-covered foreclosed properties of \$1.9 million in 2014 compared to net gains of \$1.3 million in 2013 and net losses of \$15.3 million for 2012. In 2014, we recorded sizeable losses on several properties that we had held for a considerable amount of time that either sold at a loss in 2014 or for which we recorded write-downs due to declines in value. In 2013, we experienced miscellaneous gains from sales of properties following stabilization in real estate market values and lower carrying values following write-downs recorded in 2012, as discussed in the remainder of this paragraph. In December 2012, we recorded a write-down of \$10.6 million related to

our non-covered foreclosed properties. This write-down reduced the carrying value of these properties by approximately 29% beyond their standard carrying value and was recorded because of our intent to dispose of these properties in an expedited manner and accept sales prices lower than prior practice.

We recorded \$1.9 million of net losses on covered foreclosed properties in 2014, \$0.4 million of net gains on covered foreclosed properties in 2013, and \$13.0 million of net losses on covered foreclosed properties in 2012. Losses on covered foreclosed properties have generally declined over the past several years as a result of stabilization in property values along the North Carolina coast (which is where most of the properties are located) and declining numbers of foreclosed properties that we hold. In 2013, we realized several sizeable gains on sales of foreclosed properties, with the largest single gain being approximately \$2.7 million. As discussed earlier and illustrated in the table below, there was a corresponding entry to indemnification asset income (expense) amounting to 80% of the losses (gains) recorded, that resulted in the bottom line impact of the covered asset gains or losses being 20% of the gross gains or losses.



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Indemnification asset income (expense) for 2014, 2013, and 2012 amounted to (\$12.8 million), (\$6.8 million), and \$4.1 million, respectively. Indemnification asset income (expense) is recorded to reflect additional (decreased) amounts expected to be received from the FDIC during the period related to covered assets. The three primary items that result in recording indemnification asset income (expense) are 1) income from loan discount accretion, which results in indemnification expense, 2) provisions for loan losses on covered loans, which result in indemnification income and 3) foreclosed property gains (losses) on covered assets, which result in indemnification expense related to gains and indemnification income related to losses. The higher indemnification asset expense in 2014 is primarily related to fewer loan losses, which resulted in lower indemnification income to offset the other sources of indemnification expense. In 2013, higher loan discount accretion and lower levels of loan and foreclosed property losses on covered assets resulted in indemnification asset expense in comparison to indemnification asset income recorded in 2012. The following table presents the sources of indemnification income (expense) for the periods noted.

| (\$ in millions)  | For the year ended |         |         |
|---|--------------------|---------|---------|
|   | December 31,       |         |         |
|   | 2014               | 2013    | 2012    |
| Indemnification asset expense associated with loan discount accretion income              | \$(15.3 )          | (16.2 ) | (13.2 ) |
| Indemnification asset income (expense) associated with loan losses (recoveries), net      | 1.4                | 9.6     | 6.6     |
| Indemnification asset income (expense) associated with foreclosed property losses (gains) | 1.5                | (0.3 )  | 10.4    |
| Other sources of indemnification asset income (expense)                                   | (0.4 )             | 0.1     | 0.3     |
| Total indemnification asset income (expense)  | \$(12.8 )          | (6.8 )  | 4.1     |

We recorded \$0.8 million, \$0.5 million, and \$0.6 million in securities gains during 2014, 2013, and 2012, respectively, related to sales of \$47.5 million, \$12.9 million, and \$9.6 million in available for sale securities, respectively.

The line item “Other gains (losses)” was negatively impacted in 2012 by \$0.5 million in prepayment penalties associated with paying off \$65 million in borrowings prior to their maturity dates, while the amounts for the other two years presented were insignificant.

**Noninterest Expenses**

Total noninterest expenses over each of the past three years have been relatively flat, totaling \$97.3 million, \$96.6 million, and \$97.3 million for 2014, 2013 and 2012, respectively. Table 5 presents the components of our noninterest expense during the past three years. Line items with the largest fluctuations are discussed below.

Total personnel expense increased from \$54.8 million in 2013 to \$55.2 million in 2014, an increase of \$0.4 million or 0.7%. Within personnel expense, salaries expense increased \$1.0 million, which relates to higher amounts of incentive compensation as a result of higher earnings in 2014, as well as lower amounts of salary expense deferred and

recognized as a component of interest expense, as a result of fewer new loan originations. The increase in salaries expense in 2014 was largely offset by a decrease in employee benefits expense. Employee benefits expense decreased by \$0.6 million, or 5.8%, in comparing 2014 to 2013, which is primarily attributable to the pension income we recorded in 2014 related to investment income from our pension plan's assets. Pension income for the year ended December 31, 2014 was \$1.1 million in comparison to pension income of \$0.6 million recorded in 2013.

Total personnel expense increased from \$53.3 million in 2012 to \$54.8 million in 2013, an increase of \$1.4 million or 2.7%. Within personnel expense, salaries expense increased \$3.8 million from 2012 to 2013, which was primarily associated with the hiring of employees in the three loan production offices that we opened in the second half of 2013, as well as additions to the mortgage, wealth management, and credit administration departments of the company. The new employees in mortgage and wealth management were hired in order to grow those lines of business throughout our footprint, while the hiring in our credit administration department was initiated to better manage our loan portfolio and to enhance our loan processes in ways that we believe will improve loan quality and be more responsive to our customers. The increase in salaries expense in 2013 was partially offset by a decrease in employee benefits expense. Employee benefits expense decreased by \$2.4 million, or 19.7%, in comparing 2013 to 2012, which is primarily attributable to the freezing of two pension plans as of December 31, 2012. Pension expense for the year ended December 31, 2012 was \$2.6 million in comparison to pension income of \$0.6 million recorded in 2013. The pension income we recorded in 2013 related to investment income from the pension plan's assets.

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Net occupancy expenses have remained relatively stable over the past three years, amounting to \$7.4 million in 2014, \$7.1 million in 2013, and \$7.0 million in 2012.

Equipment related expenses were \$3.9 million, \$4.4 million, and \$4.8 million, in 2014, 2013, and 2012, respectively. During the fourth quarter of 2013, we outsourced certain data processing activities to a third-party provider, which resulted in a reduction in depreciation expense and machine maintenance expense associated with the computer equipment and software that is no longer being used for data processing. As discussed below, an expense control initiative that began in 2012 resulted in the lower expense from 2012 to 2013.

FDIC insurance expense amounted to \$4.0 million in 2014 compared to \$2.6 million in 2013 and \$2.7 million in 2012. The insurance premium rate charged by the FDIC is based on several variable factors that can result in fluctuations from year to year. In 2015, we expect our FDIC insurance premium rate to be more in line with the rate associated with the 2012 and 2013 expense amounts.

Collection expenses have declined in each of the past two years. Collection expenses on non-covered assets amounted to \$2.1 million in 2014, \$2.2 million in 2013, and \$3.1 million in 2012. Collection expenses on covered assets, net of FDIC reimbursements, amounted to a net reimbursement of \$1.0 million in 2014 compared to expense of \$0.7 million and \$1.6 million in 2012. The declines in these expenses are attributable to the 2012 loan sale that eliminated our collection responsibilities for those non-covered loans, as well as progressively lower levels of covered and non-covered foreclosed properties. Additionally, in the fourth quarter of 2014, we determined that approximately \$1.0 million in collection expenses incurred in prior years associated with covered assets were eligible to be claimed for reimbursement with the FDIC. We expect collection expenses on covered assets, net of FDIC reimbursements, to be minimal in 2015.

Telephone and data line expense amounted to \$2.0 million in 2014 compared to \$1.5 million in 2013 and \$1.7 million in 2012. The increase in 2014 was due to an upgrade in the quality of our data lines at many of our branches, while an initiative to reduce expenses that began in 2012 resulted in the decline from 2012 to 2013.

Legal and audit expense amounted to \$2.0 million in 2014 compared to \$1.2 million in 2013 and \$1.7 million 2012. The increase from 2013 to 2014 is primarily a result of our decision to outsource the internal audit function in late 2013. In 2012, legal and audit expense was elevated due to various matters that required legal expenditures.

Outside consultant expense decreased to \$1.7 million in 2014 compared to \$2.5 million in 2013 and \$1.9 million in 2012. As discussed below, in 2012 we engaged a third-party consultant to assist us in a project affecting many areas of our business. This project wound down in 2014, which resulted in a decline in this line item in 2014.

As discussed above, in December 2013 we began outsourcing our core data processing to a large, reputable processor. We previously processed our data in-house, and expenses related to these activities were included in various line items of our Consolidated Statements of Income. We recorded \$1.7 million in data processing expense in 2014 compared to none in prior periods.

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In 2014, we also recorded \$1.0 million in expenses related to the consolidation and closure of nine of our branches. The branches that were consolidated were generally smaller in size with relatively low staff counts. While we expect these consolidations to result in expense savings for 2015, the savings will not be material to any single category of expense and may be exceeded by expenditures in other market areas of our Company.

We recorded \$0.5 million in severance expenses in both 2012 and 2014. In 2013, we recorded \$1.9 million in severance expenses due primarily to the separation from service of our former chief executive officer.

In the second half of 2012, we began an initiative to review and reduce overhead expenses wherever possible. This included assistance from a consulting firm, which assisted us in negotiating certain contracts. Largely as a result of this initiative, we experienced the declines shown in Table 5 in expenses associated with equipment, stationery and supplies, telephone and data lines, and other operating expenses.

## **Income Taxes**

Table 6 presents the components of income tax expense and the related effective tax rates. We recorded income tax expense of \$13.5 million in 2014, which resulted in an effective tax rate of 35.1%. Effective January 1, 2014, North Carolina implemented statutory decreases to its state income tax rates for corporations, which reduced our statutory rate by 0.9%, from 6.9% to 6.0%. We recorded income tax expense of \$12.1 million in 2013, which resulted in an effective tax rate of 36.9%. Our effective tax rate in 2013 was affected by our recording incremental tax expense of \$0.5 million to reduce the value of our deferred tax asset as a result of statutory decreases in North Carolina's state income tax rate. We recorded an income tax benefit of \$17.0 million for 2012 due to the net loss reported for the period, which was approximately 42.0% of the reported net loss. The differences in our effective tax rates from the blended statutory income tax rate of 39% are primarily due to tax-exempt interest income. We expect our effective tax rate to be approximately 34% in 2015, as the North Carolina tax rate declined to 5% effective January 1, 2015.

## **Stock-Based Compensation**

We recorded stock-based compensation expense of \$0.3 million, \$0.2 million, and \$0.3 million for the years ended December 31, 2014, 2013, and 2012, respectively. See Note 15 to the consolidated financial statements for more information regarding stock-based compensation.

Table of Contents**ANALYSIS OF FINANCIAL CONDITION AND CHANGES IN FINANCIAL CONDITION****Overview**

Over the past three years, our total assets have remained fairly stable at approximately \$3.2 billion. The following table presents detailed information regarding the nature of changes in our loans and deposits in 2013 and 2014:

|                                      | Balance at beginning of period | Internal growth, net (1) | Growth from Acquisitions | Transfer due to Expiration of Loss Share Agreement | Balance at end of period | Total percentage growth | Internal percentage growth (1) |
|--------------------------------------|--------------------------------|--------------------------|--------------------------|--|--------------------------|-------------------------|--------------------------------|
| <i>(\$ in thousands)</i>             |                                |                          |                          |  |                          |                         |                                |
| <b>2014</b>                          |                                |                          |                          |  |                          |                         |                                |
| Loans – Non-covered                  | \$2,252,885                    | (23,978 )                | —                        | 39,673   | 2,268,580                | 0.7%                    | -1.1%                          |
| Loans – Covered                      | 210,309                        | (43,042 )                | —                        | (39,673 )  | 127,594                  | -39.3%                  | -20.5%                         |
| Total loans                          | 2,463,194                      | (67,020 )                | —                        | —  | 2,396,174                | -2.7%                   | -2.7%                          |
| Deposits – Noninterest-bearing       | 482,650                        | 77,580                   | —                        | —  | 560,230                  | 16.1%                   | 16.1%                          |
| Deposits – Interest-bearing checking | 557,413                        | 26,490                   | —                        | —  | 583,903                  | 4.8%                    | 4.8%                           |
| Deposits – Money market              | 547,556                        | 699                      | —                        | —  | 548,255                  | 0.1%                    | 0.1%                           |
| Deposits – Savings                   | 169,023                        | 11,294                   | —                        | —  | 180,317                  | 6.7%                    | 6.7%                           |
| Deposits – Brokered time             | 116,087                        | (27,712 )                | —                        | —  | 88,375                   | -23.9%                  | -23.9%                         |
| Deposits – Internet time             | 1,319                          | (572 )                   | —                        | —  | 747                      | -43.4%                  | -43.4%                         |
| Deposits – Time >\$100,000 – retail  | 451,741                        | (67,614 )                | —                        | —  | 384,127                  | -15.0%                  | -15.0%                         |
| Deposits – Time <\$100,000 – retail  | 425,230                        | (75,278 )                | —                        | —  | 349,952                  | -17.7%                  | -17.7%                         |
| Total deposits                       | \$2,751,019                    | (55,113 )                | —                        | —  | 2,695,906                | -2.0%                   | -2.0%                          |
| <b>2013</b>                          |                                |                          |                          |  |                          |                         |                                |
| Loans – Non-covered                  | \$2,094,143                    | 142,317                  | 16,425                   | —  | 2,252,885                | 7.6%                    | 6.8%                           |
| Loans – Covered                      | 282,314                        | (72,005 )                | —                        | —  | 210,309                  | -25.5%                  | -25.5%                         |
| Total loans                          | 2,376,457                      | 70,312                   | 16,425                   | —  | 2,463,194                | 3.6%                    | 3.0%                           |
| Deposits – Noninterest-bearing       | 413,195                        | 62,890                   | 6,565                    | —  | 482,650                  | 16.8%                   | 15.2%                          |
| Deposits – Interest-bearing checking | 519,573                        | 30,182                   | 7,658                    | —  | 557,413                  | 7.3%                    | 5.8%                           |
| Deposits – Money market              | 551,209                        | (5,525 )                 | 1,872                    | —  | 547,556                  | -0.7%                   | -1.0%                          |
| Deposits – Savings                   | 158,578                        | 8,864                    | 1,581                    | —  | 169,023                  | 6.6%                    | 5.6%                           |
| Deposits – Brokered time             | 130,836                        | (14,749 )                | —                        | —  | 116,087                  | -11.3%                  | -11.3%                         |
| Deposits – Internet time             | 10,060                         | (8,741 )                 | —                        | —  | 1,319                    | -86.9%                  | -86.9%                         |
| Deposits – Time >\$100,000 – retail  | 530,015                        | (102,476)                | 24,202                   | —  | 451,741                  | -14.8%                  | -19.3%                         |
| Deposits – Time <\$100,000 – retail  | 507,894                        | (98,120 )                | 15,456                   | —  | 425,230                  | -16.3%                  | -19.3%                         |
| Total deposits                       | \$2,821,360                    | (127,675)                | 57,334                   | —  | 2,751,019                | -2.5%                   | -4.5%                          |

(1) Excludes the impact of the transfer of loans from covered status to non-covered status on July 1, 2014 due to the expiration of one of our loss-sharing agreements, but includes growth or declines in these loans after date of transfer. Also, excludes the impact of acquisitions in the year of acquisition, but includes growth or declines in acquired operations after the date of acquisition.

As derived from the table above, our total loans decreased by \$67 million, or 2.7%, during 2014. The increase in the ending balance of our non-covered loan portfolio was due to the transfer of \$39.7 million of loans from covered status to non-covered status on July 1, 2014 upon the scheduled expiration of one of our loss-sharing agreements on June 30, 2014. Excluding that transfer, we experienced a net decline in our non-covered loan portfolio of \$24 million, or 1.1%. Covered loans declined by \$82.7 million during 2014, with approximately half of the decline due to the aforementioned transfer of loans to non-covered status and the other half as a result of normal pay-downs, foreclosures, and charge-offs. While we plan to have growth in our non-covered loan portfolio in 2015, the strong competition in the marketplace for high quality loans is expected to remain a challenge. We expect our covered loans to continue to decline.

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In 2013, as derived from the table above, our total loans increased by \$87 million, or 3.6%. During that period, we experienced internal growth in our non-covered loan portfolio of \$142 million, or 6.8%, while our covered loans declined by \$72 million, or 25.5%. Also impacting growth was the March 2013 acquisition of two branches with approximately \$16 million in loans (see Note 2 to the consolidated financial statements for more information).

During 2014 and 2013, we experienced net declines in total deposits of \$55.1 million and \$127.7 million, respectively, which resulted from growth in low-cost core deposit accounts (checking, money market, and savings) that was more than offset by declines in our time deposit accounts. For 2014, growth of \$116 million in our core deposit accounts was more than offset by a \$171 million decline in time deposits. For 2013, internal growth of \$96 million in our core deposit accounts plus acquired growth of \$57 million was more than offset by a \$224 million decline in time deposits. The growth in core deposits along with cash we received during both years from FDIC loss-share reimbursements and foreclosed property sales allowed us to lessen our reliance on higher cost time deposits. As previously discussed, our net interest margin benefited from this shift.

Our overall liquidity increased in 2014 compared to 2013. Our liquid assets (cash and securities) as a percentage of our total deposits and borrowings increased from 16.1% at December 31, 2013 to 21.2% at December 31, 2014. The increase in liquidity was a result of declining loan balances, new borrowings we obtained during 2014, proceeds from foreclosed property sales, and cash receipts from claims made under loss-share agreements.

Our capital ratios improved in 2014, primarily due to over \$24 million in earnings for 2014. All of our capital ratios have significantly exceeded the regulatory thresholds for “well-capitalized” status for all periods covered by this report. Our tangible common equity ratio was 7.90% at December 31, 2014, compared to 7.46% at December 31, 2013 and 6.81% at December 31, 2012.

At December 31, 2014, our non-covered nonperforming assets to total non-covered assets was 3.09% compared to 2.78% at December 31, 2013. The increase is due to the transfer of approximately \$9.7 million in nonaccrual loans, \$2.1 million in restructured loans – accruing, and \$3.0 million in foreclosed real estate from the “covered” category to the “non-covered” category on July 1, 2014, due to the expiration of one of the Company’s loss share agreements with the FDIC.

As it relates to the covered assets, it has now been over five years since we acquired Cooperative Bank and four years since we acquired The Bank of Asheville in failed bank acquisitions, and we have worked through many of the problem assets related to these acquisitions. Our covered nonperforming assets have steadily declined over the past two years from \$96 million at December 31, 2012 to \$71 million at December 31, 2013 to \$19 million at December 31, 2014.

## **Distribution of Assets and Liabilities**



Table 7 sets forth the percentage relationships of significant components of our balance sheet at December 31, 2014, 2013, and 2012.

Our balance sheet mix has remained relatively stable over the past three years. On the asset side, our interest-earning assets have increased while the FDIC indemnification asset and foreclosed real estate percentages have decreased. In 2014, we experienced a net decline in loans resulting in loans decreasing from 76% of total assets to 73% of total assets. We used the excess cash to invest in held to maturity securities, which increased from 2% of total assets to 6% of total assets.

On the liability side, as previously discussed, we experienced a net decline in total deposits. We experienced increases in our checking and other transaction accounts and declines in time deposits. We also obtained \$70 million in additional borrowings in 2014 to enhance our cash position and in anticipation of future loan growth, which resulted in borrowings increasing from 1% of total assets to 4% of total assets.

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**Securities**

Information regarding our securities portfolio as of December 31, 2014, 2013, and 2012 is presented in Tables 8 and 9.

The composition of the investment securities portfolio reflects our investment strategy of maintaining an appropriate level of liquidity while providing a relatively stable source of income. The investment portfolio also provides a balance to interest rate risk and credit risk in other categories of the balance sheet while providing a vehicle for the investment of available funds, furnishing liquidity, and supplying securities to pledge as required collateral for certain deposits. We obtain fair values for the vast majority of our investment securities from a third-party investment recordkeeper, who specializes in securities purchases and sales, recordkeeping, and valuation. This recordkeeper provides us with a third-party report that contains an evaluation of internal controls that includes testwork of securities valuation. We further test the values we receive by comparing the values for a significant sample of securities to another third-party valuation service on a quarterly basis.

Total securities amounted to \$342.7 million, \$227.0 million, and \$223.4 million at December 31, 2014, 2013, and 2012, respectively. The increases in securities at December 31, 2014 is the result of our late-2014 decision to invest approximately \$125 million of idle cash into securities in an effort to increase our earning asset yield. The \$125 million investment was made in the form of government enterprise mortgage-backed securities that had an average yield of 2.43%, an average life of 7.1 years and an average duration of 6.1 years. These securities were classified in the held to maturity category.

The majority of our “government-sponsored enterprise” securities carry one maturity date, often with an issuer call feature. At December 31, 2014, of the \$27.5 million (carrying value) in government-sponsored enterprise securities, \$10.0 million were issued by the Federal Home Loan Bank system and the remaining \$17.5 million were issued by the Federal Farm Credit Bank system.

Our \$254.4 million of mortgage-backed securities have all been issued by Freddie Mac, Fannie Mae, Ginnie Mae, or the Small Business Administration, each of which are government-sponsored corporations. We have no “private label” mortgage-backed securities. Mortgage-backed securities vary in their repayment in correlation with the underlying pools of mortgage loans.

At December 31, 2014, our \$0.9 million investment in corporate bonds was comprised of the following:

*(\$ in thousands)*

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| Issuer   | S&P Ratings | Issuer | Maturity Date | Amortized Cost | Market Value |
|--|-------------|--------|---------------|----------------|--------------|
| First Citizens Bancorp (South Carolina) Trust Preferred Security | Not Rated   |        | 6/15/34       | \$ 1,000       | 865          |
| Total investment in corporate bonds                              |             |        |               | \$ 1,000       | 865          |

We have concluded that the unrealized loss associated with the First Citizens Bancorp trust preferred security is due to liquidity and coupon rate considerations and not due to credit concerns.

Substantially all of our investment in equity securities at each year end was comprised of capital stock in the Federal Home Loan Bank of Atlanta (FHLB). The FHLB requires us to hold their stock as a requirement for membership in the FHLB system. The FHLB also requires us to purchase additional stock when we borrow from them. At December 31, 2014, our investment in capital stock of the FHLB amounted to \$6.0 million of our total investment in equity securities of \$6.1 million.

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The fair value of securities held to maturity, which we carry at amortized cost, was \$3.7 million more than the carrying value at December 31, 2014 and \$2.7 million more than the carrying value at December 31, 2013. We have \$178.7 million in securities held to maturity at December 31, 2014. Approximately \$124.9 million of the securities held to maturity are mortgage-backed securities that have been issued by either Freddie Mac or Fannie Mae. The remaining \$53.8 million in securities held to maturity are comprised almost entirely of municipal bonds issued by state and local governments throughout our market area. We have only two municipal bonds with a denomination of \$2 million or greater and we have no significant concentration of bond holdings from one government entity, with the single largest exposure to any one entity being \$3.6 million. Management evaluated any unrealized losses on individual securities at each year end and determined them to be of a temporary nature and caused by fluctuations in market interest rates, not by concerns about the ability of the issuers to meet their obligations.

At December 31, 2014 and 2013, net unrealized losses of \$0.7 million and \$2.0 million, respectively, were included in the carrying value of securities classified as available for sale. At December 31, 2012, net unrealized gains of \$3.3 million were included in the carrying value of securities classified as available for sale. During the last half of 2013, long-term interest rates began increasing, resulting in losses in our available for sale portfolio. Long-term interest rates declined somewhat during 2014, which lessened the losses in our available for sale portfolio during the year. During each of the three years ended December 31, 2014, we recognized gains on sales of securities of \$0.5-\$0.7 million, which negatively impacted our unrealized gain/loss position at each year end. Management evaluated any unrealized losses on individual securities at each year end and determined them to be of a temporary nature and caused by fluctuations in market interest rates and the overall economic environment, not by concerns about the ability of the issuers to meet their obligations. Net unrealized gains (losses), net of applicable deferred income taxes, of (\$0.4 million), (\$1.2 million), and \$2.0 million have been reported as part of a separate component of shareholders' equity (accumulated other comprehensive income) as of December 31, 2014, 2013, and 2012, respectively.

The weighted average taxable-equivalent yield for the securities available for sale portfolio was 1.97% at December 31, 2014. The expected weighted average life of the available for sale portfolio using the call date for above-market callable bonds, the maturity date for all other non-mortgage-backed securities, and the expected life for mortgage-backed securities, was 4.5 years.

The weighted average taxable-equivalent yield for the securities held to maturity portfolio was 3.39% at December 31, 2014. The expected weighted average life of the held to maturity portfolio using the call date for above-market callable bonds, the expected life for mortgage-backed securities, and the maturity date for all other securities, was 6.2 years.

The following table provides the names of issuers for which the Company has investment securities totaling in excess of 10% of shareholders' equity and the fair value and amortized cost of these investments as of December 31, 2014. All of these securities are issued by government sponsored corporations.

(\$ in thousands)

| Issuer                        | Amortized Cost | Fair Value | % of<br>Shareholders'<br>Equity |
|-------------------------------|----------------|------------|---------------------------------|
| Freddie Mac                   | \$ 88,585      | 88,815     | 22.8%                           |
| Fannie Mae                    | 63,032         | 63,013     | 16.3%                           |
| Small Business Administration | 52,696         | 51,656     | 13.6%                           |
| Ginnie Mae                    | 50,407         | 50,610     | 13.0%                           |
| Total                         | \$ 254,720     | 254,094    |                                 |

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**Loans**

Table 10 provides a summary of the loan portfolio composition of our total loans at each of the past five year ends.

The loan portfolio is the largest category of our earning assets and is comprised of commercial loans, real estate mortgage loans, real estate construction loans, and consumer loans. We restrict virtually all of our lending to our 35 county market area, which is located in western, central and eastern North Carolina, four counties in southern Virginia and three counties in northeastern South Carolina. The diversity of the region's economic base has historically provided a stable lending environment.

As previously discussed, in our acquisitions of Cooperative Bank and The Bank of Asheville, we entered into loss share agreements with the FDIC, which afforded us significant protection from losses on all loans and other real estate acquired in those acquisitions. Because of the loss protection provided by the FDIC, the financial risk of the Cooperative Bank and The Bank of Asheville loans became significantly different from assets not covered under the loss share agreements. Accordingly, we present separately loans subject to the FDIC loss share agreements as "covered loans" and loans that are not subject to the loss share agreements as "non-covered loans." Table 10a presents a breakout of covered and non-covered loans as of December 31, 2014.

On July 1, 2014, one of the Company's loss share agreements with the FDIC expired. The agreement that expired related to the non-single family assets of Cooperative Bank, a failed bank acquisition from June 2009. Accordingly, the remaining balances associated with these loans and foreclosed real estate were transferred from the covered portfolio to the non-covered portfolio on July 1, 2014. The Company will bear all future losses on this portfolio of loans and foreclosed real estate. Immediately prior to the transfer to non-covered status, the loans in this portfolio had a carrying value of \$39.7 million and the foreclosed real estate in this portfolio had a carrying value of \$3.0 million. Of the \$39.7 million in loans that lost loss share protection, approximately \$9.7 million were on nonaccrual status and \$2.1 million were classified as accruing troubled debt restructurings as of July 1, 2014. Additionally, approximately \$1.7 million in allowance for loan losses associated with this portfolio of loans was transferred to the allowance for loan losses for non-covered loans on July 1, 2014.

In 2014, total loans outstanding decreased \$67.0 million, or 2.7% to \$2.4 billion. We believe that loan growth was impacted by a relatively slow economic recovery in many of the Company's market areas, as well as what is expected to be temporary pressures from new internal loan processes designed to enhance loan quality. Additionally, total covered loans declined by \$82.7 million in 2014 (see discussion above regarding a transfer to non-covered status). In 2013, loans outstanding increased \$86.7 million, or 3.6% to \$2.5 billion. The 2013 increase was primarily due to improved loan demand in our market areas, the effects of which were partially offset by declines in our covered loan portfolio.

The majority of our loan portfolio over the years has been real estate mortgage loans, with loans secured by real estate consistently comprising 90% to 91% of our outstanding loan balances. Except for real estate construction, land development and other land loans, the majority of our “real estate” loans are personal and commercial loans where cash flow from the borrower’s occupation or business is the primary repayment source, with the real estate pledged providing a secondary repayment source.

Table 10 indicates that the two types of loans that have had the largest variances in the amount outstanding as a percent of total loans have been construction/land development loans, which have decreased, and commercial real estate loans, which have increased. In 2005, we expanded our branch network to what was then the fast-growing southeast coast of North Carolina, which had a high demand for construction and land development loans and resulted in our construction loan mix peaking to 23% at December 31, 2007. In 2008, due to recessionary conditions, particularly in the new housing market, loan demand for these types of loans weakened and we significantly tightened our loan underwriting criteria for these loans and generally did not seek to originate these types of loans. These same conditions and internal directives continued into 2014, which resulted in declines in our construction and land development loans. Additionally, these types of loans had high default rates during the recession, especially those associated with our failed bank acquisitions, thus causing further reductions in balances. These factors led to the mix of this loan type decreasing from their peak of 23% in 2007 to 12% of our total loans at December 31, 2014.

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As shown in Table 10, our commercial real estate loans have increased from 29% of our portfolio at December 31, 2010 to 37% at December 31, 2014. In 2011, our percentage of commercial real estate loans increased slightly due to The Bank of Asheville acquisition, as that bank's primary business had been commercial lending. Since 2011, we have placed emphasis on originating small business loans, which we typically secure with real estate collateral. The emphasis on this type of loan is consistent with our community banking strategy and has also assisted us in growing the types of loans that qualified for a reduction in the dividend rate that we pay on preferred stock issued in connection with our participation in the Small Business Lending Fund.

Table 11 provides a summary of scheduled loan maturities over certain time periods, with fixed rate loans and adjustable rate loans shown separately. Approximately 14% of our accruing loans outstanding at December 31, 2014 mature within one year and 61% of total loans mature within five years. As of December 31, 2014, the percentages of variable rate loans and fixed rate loans as compared to total performing loans were 33% and 67%, respectively. We intentionally make a blend of fixed and variable rate loans so as to reduce interest rate risk. The mix of fixed rate loans has steadily increased over the past several years because many borrowers desire to lock in an interest rate during the historically low interest rate environment that has been in effect. While this presents risk to our company if interest rates rise, we measure our interest rate risk closely and, as discussed in the section "Interest Rate Risk" below, we do not believe that an increase in interest rates would materially negatively impact our net interest income.

## **Nonperforming Assets**

Nonperforming assets include nonaccrual loans, troubled debt restructurings, loans past due 90 or more days and still accruing interest, nonperforming loans held for sale, and foreclosed real estate. As a matter of policy we place all loans that are past due 90 or more days on nonaccrual basis, and thus there were no loans at any of the past five year ends that were 90 days past due and still accruing interest.

Nonaccrual loans are loans on which interest income is no longer being recognized or accrued because management has determined that the collection of interest is doubtful. Placing loans on nonaccrual status negatively impacts earnings because (i) interest accrued but unpaid as of the date a loan is placed on nonaccrual status is reversed and deducted from interest income, (ii) future accruals of interest income are not recognized until it becomes probable that both principal and interest will be paid and (iii) principal charged-off, if appropriate, may necessitate additional provisions for loan losses that are charged against earnings. In some cases, where borrowers are experiencing financial difficulties, loans may be restructured to provide terms significantly different from the originally contracted terms.

Table 12 summarizes our nonperforming assets at the dates indicated. Because of the loss protection provided by the FDIC, we present separately nonperforming assets subject to the loss share agreements as "covered" and nonperforming assets that are not subject to the loss share agreements as "non-covered."



Due largely to the economic downturn that began in late 2007 and continued to worsen over succeeding years, we experienced significant increases in our non-covered nonperforming assets, with total non-covered nonperforming assets rising steadily from \$11 million at December 31, 2007 to their peak of \$146 million at September 30, 2012.

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In order to reduce our level of nonperforming assets and lower our overall risk profile, in the fourth quarter of 2012, we identified approximately \$68 million of non-covered higher-risk loans, including both performing and non-performing loans, that we targeted for a sale to a third party investor. Based on an offer to purchase these loans that was received in December 2012, we wrote-down the loans by approximately \$38 million to their estimated liquidation value of approximately \$30 million and reclassified them as “loans held for sale.” Of the \$68 million in loans targeted for sale, approximately \$38 million had been classified as nonaccrual loans, \$11 million had been classified as accruing troubled debt restructurings and the remaining \$19 million performing classified loans. The completion of the sale of these loans occurred in January 2013 with sales proceeds of approximately \$30 million being received. In the fourth quarter of 2012, we also recorded write-downs totaling \$10.6 million on substantially all of our non-covered foreclosed properties in connection with efforts to accelerate the sale of these assets.

As a result of the above actions, our non-covered nonperforming assets decreased from their peak level of \$146 million at September 30, 2012 to \$106 million at December 31, 2012, which reflects the write-downs of the loans and foreclosed properties, to \$83 million at March 31, 2013, which reflects the completion of the January 2013 loan sale. Non-covered nonperforming assets amounted to \$95 million at December 31, 2014 compared to \$82 million at December 31, 2013. As discussed above, during 2014, we transferred approximately \$15 million in nonperforming assets from covered status to non-covered status, which caused the increase from 2013 to 2014. At December 31, 2014, the ratio of non-covered nonperforming assets to total non-covered assets was 3.09% compared to 2.78% and 3.64% at December 31, 2013 and 2012, respectively.

Total covered nonperforming assets have significantly declined during the past two years, amounting to \$18.7 million at December 31, 2014 compared to \$70.6 million and \$96.2 million at December 31, 2013 and 2012, respectively, with \$15 million of the 2014 decline attributable to the transfer to non-covered status. Within this category, foreclosed real estate has declined to \$2.4 million compared to \$24.5 million at December 31, 2013 and \$47.3 million at December 31, 2012. The Company is experiencing increased property sales activity, particularly along the North Carolina coast, where most of the Company’s covered foreclosed properties are located.

Table 12a presents our nonperforming assets at December 31, 2014 by general geographic region and further segregated into “covered” nonperforming assets and “non-covered” nonperforming assets. The majority of our nonperforming assets are located in the Eastern North Carolina region, which experienced the most severe effects of the recession of any of our regions.

The following is the composition, by loan type, of all of our nonaccrual loans at each period end, as classified for regulatory purposes:

| (\$ in thousands)  | At December 31,<br>2014 (1) | At December 31,<br>2013 (1) |
|--|-----------------------------|-----------------------------|
| Commercial, financial, and agricultural                            | \$ 3,575                    | 5,690                       |
| Real estate – construction, land development, and other land loans | 10,079                      | 22,688                      |

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|   |           |        |
|---|-----------|--------|
| Real estate – mortgage – residential (1-4 family) first mortgages | 26,916    | 21,751 |
| Real estate – mortgage – home equity loans/lines of credit        | 4,214     | 4,081  |
| Real estate – mortgage – commercial and other                     | 15,190    | 24,568 |
| Installment loans to individuals                                  | 600       | 377    |
| Total nonaccrual loans  | \$ 60,574 | 79,155 |

(1) Includes both covered and non-covered loans.

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The following segregates our nonaccrual loans at December 31, 2014 into covered and non-covered loans, as classified for regulatory purposes:

| (\$ in thousands)  | Covered<br>Nonaccrual<br>Loans | Non-covered<br>Nonaccrual<br>Loans | Total<br>Nonaccrual<br>Loans |
|--|--------------------------------|------------------------------------|------------------------------|
| Commercial, financial, and agricultural                            | \$ 104                         | 3,471                              | 3,575                        |
| Real estate – construction, land development, and other land loans | 1,140                          | 8,939                              | 10,079                       |
| Real estate – mortgage – residential (1-4 family) first mortgages  | 7,724                          | 19,192                             | 26,916                       |
| Real estate – mortgage – home equity loans/lines of credit         | 339                            | 3,875                              | 4,214                        |
| Real estate – mortgage – commercial and other                      | 1,201                          | 13,989                             | 15,190                       |
| Installment loans to individuals                                   | —                              | 600                                | 600                          |
| Total nonaccrual loans   | \$ 10,508                      | 50,066                             | 60,574                       |

The following segregates our nonaccrual loans at December 31, 2013 into covered and non-covered loans, as classified for regulatory purposes:

| (\$ in thousands)  | Covered<br>Nonaccrual<br>Loans | Non-covered<br>Nonaccrual<br>Loans | Total<br>Nonaccrual<br>Loans |
|--|--------------------------------|------------------------------------|------------------------------|
| Commercial, financial, and agricultural                            | \$ 935                         | 4,755                              | 5,690                        |
| Real estate – construction, land development, and other land loans | 13,274                         | 9,414                              | 22,688                       |
| Real estate – mortgage – residential (1-4 family) first mortgages  | 9,447                          | 12,304                             | 21,751                       |
| Real estate – mortgage – home equity loans/lines of credit         | 509                            | 3,572                              | 4,081                        |
| Real estate – mortgage – commercial and other                      | 13,050                         | 11,518                             | 24,568                       |
| Installment loans to individuals                                   | 2                              | 375                                | 377                          |
| Total nonaccrual loans   | \$ 37,217                      | 41,938                             | 79,155                       |

The nonaccrual tables above generally indicate that the real estate construction and real estate commercial categories experienced the largest declines, while the residential first mortgage real estate category experienced the largest increase. The declines in the real estate construction and real estate commercial categories were primarily due to our efforts in resolving our covered loan portfolios, which were highly concentrated in those types of loans. The rise in residential first mortgage nonaccrual loans was due to factors such as our increased efforts to work with home borrowers on repayment plans, increased legal delays in the foreclosure process, and continued challenging economic conditions, especially in some of our more rural market areas.

The tables above indicate that covered nonaccrual loans decreased from \$37.2 million at December 31, 2013 to \$10.5 million at December 31, 2014. This decrease was impacted by the previously discussed transfer of \$9.7 million in nonaccrual loans from covered status to non-covered status on July 1, 2014 in connection with the expiration of one of our loss share agreements.

Management routinely monitors the status of certain large loans that, in management's opinion, have credit weaknesses that could cause them to become nonperforming loans. In addition to the nonperforming loan amounts discussed above, management believes that an estimated \$11 million of non-covered loans and \$1 million of covered loans that were performing in accordance with their contractual terms at December 31, 2014 have the potential to develop problems depending upon the particular financial situations of the borrowers and economic conditions in general. Management has taken these potential problem loans into consideration when evaluating the adequacy of the allowance for loan losses at December 31, 2014 (see discussion below).

Loans classified for regulatory purposes as loss, doubtful, substandard, or special mention that have not been disclosed in the problem loan amounts and the potential problem loan amounts discussed above do not represent or result from trends or uncertainties that management reasonably expects will materially impact future operating results, liquidity, or capital resources, or represent material credits about which management is aware of any information that causes management to have serious doubts as to the ability of such borrowers to comply with the loan repayment terms.

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We provide additional information regarding the classification status of our loans in tables contained in Note 4 to our consolidated financial statements. As it relates to non-covered loans, those tables indicate that from December 31, 2013 to December 31, 2014 our asset quality has stabilized. Our total non-covered classified and nonaccrual loans increased from \$121 million at December 31, 2013 to \$125 million at December 31, 2014, with the increase being due to the transfer of \$15 million in classified and nonaccrual loans from covered status to non-covered status. We also believe that the severity of the loss rate inherent in our classified loans is less than in recent years, with lower loss amounts experienced on defaulted loans. We believe that our allowance for loan losses on non-covered loans, which amounted to \$38.3 million, or 1.69% of total non-covered loans, is sufficient to absorb the probable losses inherent in our loan portfolio at December 31, 2014. Accordingly, we do not believe that our provision for loan losses will be materially higher in 2015 than it was in 2014, and it may be lower – see additional discussion below in the section “Allowance for Loan Losses and Loan Loss Experience.”

Foreclosed real estate includes primarily foreclosed properties. Non-covered foreclosed real estate amounted to \$9.8 million, \$12.3 million, and \$26.3 million at December 31, 2014, 2013, and 2012, respectively. The decreases in 2014 and 2013 were the result of strong sales activity during the periods, which was consistent with our strategy implemented in 2012 to accelerate the disposition of foreclosed properties.

At December 31, 2014, 2013 and 2012, we also held \$2.4 million, \$24.5 million, and \$47.3 million, respectively, in foreclosed real estate subject to loss share agreements with the FDIC. The declines in 2013 and 2014 were primarily due to sales of these foreclosed properties as a result of increased property sales activity, particularly along the North Carolina coast, where most of our covered foreclosed properties are located.

The following table presents the detail of our foreclosed real estate at each of the past two year ends:

|                                   | At December 31,<br>2014 (1)                        | At December 31,<br>2013 (1) |
|-----------------------------------|--|-----------------------------|
| Vacant land                       | \$ 4,964   | 19,295                      |
| 1-4 family residential properties | 2,878  | 7,982                       |
| Commercial real estate            | 4,279  | 9,471                       |
| Total foreclosed real estate      | \$ 12,121  | 36,748                      |
| (1)                               | Includes both covered and non-covered real estate. |                             |

The following segregates our foreclosed real estate at December 31, 2014 into covered and non-covered:

|             | Covered<br>Foreclosed Real<br>Estate | Non-covered<br>Foreclosed Real<br>Estate | Total Foreclosed<br>Real Estate |
|-------------|--------------------------------------|--|---------------------------------|
| Vacant land | \$ 639                               | 4,325                                    | 4,964                           |

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|                                   |          |       |        |
|-----------------------------------|----------|-------|--------|
| 1-4 family residential properties | 866      | 2,012 | 2,878  |
| Commercial real estate            | 845      | 3,434 | 4,279  |
| Total foreclosed real estate      | \$ 2,350 | 9,771 | 12,121 |

The following segregates our foreclosed real estate at December 31, 2013 into covered and non-covered:

|                                   | Covered<br>Foreclosed Real<br>Estate | Non-covered<br>Foreclosed Real<br>Estate | Total Foreclosed<br>Real Estate |
|-----------------------------------|--------------------------------------|--|---------------------------------|
| Vacant land                       | \$ 14,043                            | 5,252                                    | 19,295                          |
| 1-4 family residential properties | 5,102                                | 2,880                                    | 7,982                           |
| Commercial real estate            | 5,352                                | 4,119                                    | 9,471                           |
| Total foreclosed real estate      | \$ 24,497                            | 12,251                                   | 36,748                          |

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**Allowance for Loan Losses and Loan Loss Experience**

The allowance for loan losses is created by direct charges to operations (known as a “provision for loan losses” for the period in which the charge is taken). Losses on loans are charged against the allowance in the period in which such loans, in management’s opinion, become uncollectible. The recoveries realized during the period are credited to this allowance. We consider our procedures for recording the amount of the allowance for loan losses and the related provision for loan losses to be a critical accounting policy. See the heading “Critical Accounting Policies” above for further discussion.

The factors that influence management’s judgment in determining the amount charged to operating expense include past loan loss experience, composition of the loan portfolio, evaluation of probable inherent losses and current economic conditions.

We use a loan analysis and grading program to facilitate our evaluation of probable inherent loan losses and the adequacy of our allowance for loan losses. In this program, credit risk grades are assigned by management and tested by an independent third party consulting firm. The testing program includes an evaluation of a sample of new loans, loans we identify as having potential credit weaknesses, loans past due 90 days or more, loans originated by new loan officers, nonaccrual loans and any other loans identified during previous regulatory and other examinations.

We strive to maintain our loan portfolio in accordance with what management believes are conservative loan underwriting policies that result in loans specifically tailored to the needs of our market areas. Every effort is made to identify and minimize the credit risks associated with such lending strategies. We have no foreign loans, few agricultural loans and do not engage in significant lease financing or highly leveraged transactions. Commercial loans are diversified among a variety of industries. The majority of loans captioned in the tables discussed below as “real estate” loans are personal and commercial loans where real estate provides additional security for the loan. Collateral for virtually all of these loans is located within our principal market area.

The allowance for loan losses amounted to \$40.6 million at December 31, 2014 compared to \$48.5 million at December 31, 2013 and \$46.4 million at December 31, 2012. At December 31, 2014, 2013, and 2012, \$2.3 million, \$4.2 million, and \$4.8 million, respectively, of the allowance for loan losses is attributable to covered loans that have exhibited credit quality deterioration due to lower collateral valuations, while the allowance for loan losses for non-covered loans amounted to \$38.3 million, \$44.3 million, and \$41.6 million, respectively, at those dates.

Our allowance for loan loss model utilizes the net charge-offs experienced in the most recent years as a significant component of estimating the current allowance for loan losses that is necessary. Thus, older years (and parts thereof) systematically age out and are excluded from the analysis as time goes on. Periods of high net charge-offs we experienced during the peak of the recession are now dropping out of the analysis and being replaced by the more



modest levels of net charge-offs now being experienced. Annualized net charge-offs related to non-covered loans has been less than 1.00% throughout 2014 and 2013, whereas at the peak of the recession, that ratio was frequently over 1.00%. In the near term, we expect that net charge-offs experienced in the year will continue to be less than those experienced in the recession periods that are dropping out of the analysis, and for that reason, we expect our resulting provisions for loan losses to be impacted, which could lead to a decline in our provision for loan losses on non-covered loans in 2015.

The ratio of the allowance for non-covered loan losses to non-covered loans was 1.69%, 1.96%, and 1.99%, as of December 31, 2014, 2013, and 2012, respectively.

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Table 13 sets forth the allocation of the allowance for loan losses at the dates indicated. The amount of the unallocated portion of the allowance for loan losses did not vary materially at any of the past three year ends. The allowance for loan losses is available to absorb losses in all categories. Table 13a segregates the allocation of the allowance for loan losses as of December 31, 2014 and 2013 into covered and non-covered categories.

Management considers the allowance for loan losses adequate to cover probable loan losses on the loans outstanding as of each reporting date. It must be emphasized, however, that the determination of the allowance using our procedures and methods rests upon various judgments and assumptions about economic conditions and other factors affecting loans. No assurance can be given that we will not in any particular period sustain loan losses that are sizable in relation to the amount reserved or that subsequent evaluations of the loan portfolio, in light of conditions and factors then prevailing, will not require significant changes in the allowance for loan losses or future charges to earnings.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and losses on foreclosed real estate. Such agencies may require us to recognize additions to the allowance based on the examiners' judgments about information available to them at the time of their examinations.

For the years indicated, Table 14 summarizes our balances of loans outstanding, average loans outstanding, and a detailed rollforward of the allowance for loan losses.

Table 14a presents a detailed rollforward of the 2014 and 2013 activity for the allowance for loan losses segregated into covered and non-covered activity.

Net loan charge-offs of non-covered loans amounted to \$14.7 million in 2014, \$15.6 million in 2013, and \$64.0 million in 2012. Net non-covered charge-offs as a percentage of average non-covered loans represented 0.65%, 0.72%, and 3.02% during 2014, 2013, and 2012, respectively. The high amount/ratio in 2012 reflects the impact of the charge-offs we recorded in connection with the planned loan sale discussed earlier, which totaled approximately \$37.8 million. The lower amounts in 2013 and 2014 are partially a result of the sale of our highest risk loans, which likely would have resulted in additional charge-offs in 2014 and 2013, as well as generally lower loss severity rates that are associated with improvements in the economy and real estate prices.

We recorded \$3.3 million, \$12.9 million, and \$10.7 million in net charge-offs of covered loans during 2014, 2013, and 2012, respectively. The significant decline in 2014 was primarily a result of lower levels of classified covered loans. Also, we received a recovery of \$1.9 million in 2014 that reduced our net charge-offs for 2014.

## Deposits

At December 31, 2014, deposits outstanding amounted to \$2.696 billion, a decrease of \$55 million from the \$2.751 billion at December 31, 2013. During 2014, we experienced strong growth in our noninterest-bearing and interest-bearing checking accounts. However, these increases were offset by declines in our higher cost time deposits, including brokered time deposits and internet time deposits. We have been able to lessen our reliance on higher-cost time deposits due to the continued growth in our transaction accounts and cash generated from our FDIC loss-share reimbursements and sales of foreclosed properties.

At December 31, 2013, deposits outstanding amounted to \$2.751 billion, a decrease of \$70 million from the \$2.821 billion at December 31, 2012. Similar to 2014, during 2013 we experienced strong growth in our noninterest-bearing and interest-bearing checking accounts, and declines in our higher cost time deposits, including brokered time deposits and internet time deposits.

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The nature of our deposit growth is illustrated in the table on page 54. The following table reflects the mix of our deposits at each of the past three year ends:

|                                       | 2014 | 2013 | 2012 |
|---------------------------------------|------|------|------|
| Noninterest-bearing checking accounts | 21%  | 18%  | 15%  |
| Interest-bearing checking accounts    | 22%  | 20%  | 18%  |
| Money market deposits                 | 20%  | 20%  | 19%  |
| Savings deposits                      | 7%   | 6%   | 6%   |
| Brokered deposits                     | 3%   | 4%   | 5%   |
| Internet deposits                     | 0%   | 0%   | 0%   |
| Time deposits > \$100,000 – retail    | 14%  | 16%  | 19%  |
| Time deposits < \$100,000 – retail    | 13%  | 16%  | 18%  |
| Total deposits                        | 100% | 100% | 100% |

Our deposit mix has shifted over the past few years to a heavier concentration in transaction accounts and less concentration in time deposits. The percentages for retail time deposits have declined because of a combination of 1) customers shifting their matured time deposits into checking accounts because of a steadily shrinking gap between the interest rates that the two products pay and 2) because of satisfactory levels of liquidity, we have chosen not to match certain promotional time deposit interest rates being offered by local competitors.

We routinely engage in activities designed to grow and retain deposits, such as (1) emphasizing relationship banking to new and existing customers, where borrowers are encouraged and normally expected to maintain deposit accounts with us, (2) pricing deposits at rate levels that will attract and/or retain deposits, and (3) continually working to identify and introduce new products that will attract customers or enhance our appeal as a primary provider of financial services.

Table 15 presents the average amounts of our deposits and the average yield paid for those deposits for the years ended December 31, 2014, 2013, and 2012.

As of December 31, 2014, we held approximately \$470.1 million in time deposits of \$100,000 or more. Table 16 is a maturity schedule of time deposits of \$100,000 or more as of December 31, 2014. This table shows that 72% of our time deposits greater than \$100,000 mature within one year.

At each of the past three year ends, we have no deposits issued through foreign offices, nor do we believe that we held any deposits by foreign depositors.

## **Borrowings**

Our borrowings outstanding totaled \$116.4 million at December 31, 2014 and \$46.4 million at both December 31, 2013 and December 31, 2012. In 2014, we obtained new borrowings of \$70 million from a low cost funding source in order to enhance our cash position and in anticipation of future loan growth.

Table 2 shows that average borrowings were \$99.4 million in 2014, compared to \$46.4 million in 2013 and \$119.5 million in 2012.

At December 31, 2014, the Company had three sources of readily available borrowing capacity – 1) an approximately \$423 million line of credit with the FHLB, of which \$70 million was outstanding at December 31, 2014 and none was outstanding at December 31, 2013, 2) a \$50 million overnight federal funds line of credit with a correspondent bank, of which none was outstanding at December 31, 2014 or 2013, and 3) an approximately \$78 million line of credit through the Federal Reserve Bank of Richmond's (FRB) discount window, of which none was outstanding at December 31, 2014 or 2013.

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Our line of credit with the FHLB can be structured as either short-term or long-term borrowings, depending on the particular funding or liquidity need, and is secured by our FHLB stock and a blanket lien on most of our real estate loan portfolio. For the year ended December 31, 2014, the average amount of FHLB borrowings outstanding was approximately \$53 million with a weighted average interest rate for the year of 0.27%. The maximum amount of short-term FHLB borrowings outstanding at any month-end during 2014 was \$70 million.

In addition to any outstanding borrowings from the FHLB that reduce the available borrowing capacity of the line of credit, our borrowing capacity was further reduced by \$193 million at both December 31, 2014 and 2013, as a result of our pledging letters of credit backed by the FHLB for public deposits at each of those dates.

Our correspondent bank relationship allows us to purchase up to \$50 million in federal funds on an overnight, unsecured basis (federal funds purchased). We had no borrowings under this line at December 31, 2014 or 2013. There were no federal funds purchased outstanding at any month-end during 2014.

We also have a line of credit with the FRB discount window. This line is secured by a blanket lien on a portion of our commercial and consumer loan portfolio (excluding real estate loans). Based on the collateral that we owned as of December 31, 2014, the available line of credit was approximately \$78 million. At December 31, 2014 and 2013, we had no borrowings outstanding under this line. The maximum amount of FRB borrowings outstanding at any month-end during 2014 was \$20 million.

In addition to the lines of credit described above, we also had a total of \$46.4 million in trust preferred security debt outstanding at December 31, 2014 and 2013. We have initiated three trust preferred security issuances since 2002 totaling \$67.0 million, with one of those issuances for \$20.6 million being redeemed in 2007. These borrowings each have 30 year final maturities and were structured in a manner that allows them to qualify as capital for regulatory capital adequacy requirements. We may call these debt securities at par on any quarterly interest payment date five years after their issue date. We issued \$20.6 million of this debt on October 29, 2002 (which we called in 2007), an additional \$20.6 million on December 19, 2003, and \$25.8 million on April 13, 2006. The interest rate on these debt securities adjusts on a quarterly basis at a rate of three-month LIBOR plus 2.70% for the securities issued in 2003, and three-month LIBOR plus 1.39% for the securities issued in 2006.

## **Liquidity, Commitments, and Contingencies**

Our liquidity is determined by our ability to convert assets to cash or to acquire alternative sources of funds to meet the needs of our customers who are withdrawing or borrowing funds, and our ability to maintain required reserve levels, pay expenses and operate the Company on an ongoing basis. Our primary liquidity sources are net income from operations, cash and due from banks, federal funds sold and other short-term investments. Our securities portfolio is comprised almost entirely of readily marketable securities which could also be sold to provide cash.

As noted above, in addition to internally generated liquidity sources, at December 31, 2014, we had the ability to obtain borrowings from the following three sources – 1) an approximately \$423 million line of credit with the FHLB, 2) a \$50 million overnight federal funds line of credit with a correspondent bank, and 3) an approximately \$78 million line of credit through the FRB’s discount window.

Our overall liquidity increased in 2014 compared to 2013. Our liquid assets (cash and securities) as a percentage of our total deposits and borrowings increased from 16.1% at December 31, 2013 to 21.2% at December 31, 2014. Due to declining loan balances, new borrowings obtained during 2014, proceeds from foreclosed property sales, and cash receipts from claims made under loss-share agreements, we have experienced increases in our levels of cash. During late 2014, we utilized a portion of this excess cash to purchase approximately \$125 million in held to maturity securities in order to improve our asset yields.

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We continue to believe our liquidity sources, including unused lines of credit, are at an acceptable level and remain adequate to meet our operating needs in the foreseeable future. We will continue to monitor our liquidity position carefully and will explore and implement strategies to increase liquidity if deemed appropriate.

In the normal course of business we have various outstanding contractual obligations that will require future cash outflows. In addition, there are commitments and contingent liabilities, such as commitments to extend credit, that may or may not require future cash outflows.

Table 18 reflects our contractual obligations and other commercial commitments outstanding as of December 31, 2014. Any of our \$70 million in outstanding borrowings with the FHLB may be accelerated immediately by the FHLB in certain circumstances, including material adverse changes in our condition or if our qualifying collateral is less than the amount required under the terms of the borrowing agreement.

In the normal course of business there are various outstanding commitments and contingent liabilities such as commitments to extend credit, which are not reflected in the financial statements. The following table presents a summary of our outstanding loan commitments as of December 31, 2014:

(\$ in millions)

| Type of Commitment  | Fixed Rate | Variable Rate | Total |
|---|------------|---------------|-------|
| Outstanding closed-end loan commitments   | \$ 56      | 129           | 185   |
| Unfunded commitments on revolving lines of credit, credit cards and home equity loans | 65         | 191           | 256   |
| Total   | \$ 121     | 320           | 441   |

At December 31, 2014 and 2013, we also had \$14.1 million and \$14.5 million, respectively, in standby letters of credit outstanding. We had no carrying amount for these standby letters of credit at either of those dates. The nature of the standby letters of credit is that of a guarantee made on behalf of our customers to suppliers of the customers to guarantee payments owed to the supplier by the customer. The standby letters of credit are generally for terms of one year, at which time they may be renewed for another year if both parties agree. The payment of the guarantees would generally be triggered by a continued nonpayment of an obligation owed by the customer to the supplier. The maximum potential amount of future payments (undiscounted) we could be required to make under the guarantees in the event of nonperformance by the parties to whom credit or financial guarantees have been extended is represented by the contractual amount of the financial instruments discussed above. In the event that we are required to honor a standby letter of credit, a note, already executed by the customer, becomes effective providing repayment terms and any collateral. Over the past two years, we have had to honor only a few standby letters of credit, none of which resulted in any loss to the Company. We expect any draws under existing commitments to be funded through normal operations.



It has been our experience that deposit withdrawals are generally able to be replaced with new deposits when needed. Based on that assumption, management believes that it can meet its contractual cash obligations and existing commitments from normal operations.

We are not involved in any legal proceedings that, in management's opinion, are likely to have a material effect on the consolidated financial position of the Company. See "Item 3 - Legal Proceedings" for discussion of an investigation by the Securities and Exchange Commission related to disclosure of certain related party transactions.

### **Capital Resources and Shareholders' Equity**

Shareholders' equity at December 31, 2014 amounted to \$387.7 million compared to \$371.9 million at December 31, 2013 and \$356.1 million at December 31, 2012. The two basic components that typically have the largest impact on our shareholders' equity are net income (loss), which increases (decreases) shareholders' equity, and dividends declared, which decreases shareholders' equity. Additionally, any stock issuances can significantly increase shareholders' equity.

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In 2014, the most significant factors that impacted our equity were 1) the \$25.0 million net income reported for 2014, which increased equity, 2) common stock dividends declared of \$6.3 million, which reduced equity, 3) preferred stock dividends declared of \$0.9 million, which reduced equity. Another significant factor negatively impacting equity in 2014 was a \$3.3 million decrease in accumulated other comprehensive income that was caused by an increase in our pension liability. The increase in the pension liability was primarily due to the impact of lower interest rates on the actuarial calculations involved in determining the liability. Our policy is to use the Citigroup Pension Index yield curve in the computation of the pension liability. At December 31, 2014, that index had a weighted average rate of 3.82%, which was a decline from the rate of 4.78% at December 31, 2013 (see Note 12 to the consolidated financial statements). See the Consolidated Statements of Shareholders' Equity within the consolidated financial statements for disclosure of other less significant items affecting shareholders' equity.

In 2013, the most significant factors that impacted our equity were 1) the \$20.7 million net income reported for 2013, which increased equity, 2) common stock dividends declared of \$6.3 million, which reduced equity, 3) preferred stock dividends declared of \$0.9 million, which reduced equity, and 4) a \$3.1 million increase in equity primarily related to unrealized gains experienced in our two pension plans (see Note 12), which was offset by a \$1.0 million decrease in equity related to unrealized losses in our securities portfolio. See the Consolidated Statements of Shareholders' Equity within the consolidated financial statements for disclosure of other less significant items affecting shareholders' equity.

In 2012, the most significant factors that impacted our equity were 1) the \$23.4 million net loss reported for 2012, which reduced equity, 2) a \$33.7 million capital raise comprised of a combination of preferred and common stock (see Note 19 to our consolidated financial statements), which increased equity, 3) an \$8.5 adjustment related to the freezing of our two pension plans (see Note 12), which increased equity, 4) common stock dividends declared of \$5.6 million, which reduced equity, and 5) preferred stock dividends declared of \$2.8 million, which reduced equity.

We are not aware of any recommendations of regulatory authorities or otherwise which, if they were to be implemented, would have a material effect on our liquidity, capital resources, or operations.

The Company and the Bank must comply with regulatory capital requirements established by the FRB and the FDIC. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. These capital standards require the Company and the Bank to maintain minimum ratios of "Tier I" capital to total risk-weighted assets ("Tier I Capital Ratio") and total capital to risk-weighted assets ("Total Capital Ratio") of 4.00% and 8.00%, respectively. Tier I capital is comprised of total shareholders' equity, excluding unrealized gains or losses from the securities available for sale, less intangible assets, and total capital is comprised of Tier I capital plus certain adjustments, the largest of which for the Company and the Bank is the allowance for loan losses. Risk-weighted assets refer to the on- and off-balance sheet exposures of the Company and the Bank, adjusted for their related risk levels using formulas set forth in FRB and FDIC regulations. In January 2015, new regulatory capital rules became effective for the Company and the Bank. We believe that both the Company and the Bank will meet all capital adequacy requirements under these rules.

At each of the past three year ends and as discussed in more detail in Note 19 to the consolidated financial statements, we have \$63.5 million in preferred stock that was issued in 2011 to the U.S. Treasury. This stock qualifies as Tier I capital under all current and proposed regulatory schemes. We currently pay preferred dividends on that stock at an annual rate of 1%. In accordance with the terms of the stock, the dividend rate is scheduled to increase to 9% in March 2016. We currently expect to redeem most, if not all, of this stock prior to the increase in the dividend rate and we currently believe we can do so without the need for a capital raise.

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In addition to the risk-based capital requirements described above, the Company and the Bank are subject to a leverage capital requirement, which calls for a minimum ratio of Tier I capital (as defined above) to quarterly average total assets (“Leverage Ratio”) of 3.00% to 5.00%, depending upon the institution’s composite ratings as determined by its regulators. The FRB has not advised us of any requirement specifically applicable to the Company.

Table 21 presents our regulatory capital ratios as of December 31, 2014, 2013, and 2012. All of our capital ratios have significantly exceeded the minimum regulatory thresholds for all periods covered by this report.

In addition to the minimum capital requirements described above, the regulatory framework for prompt corrective action also contains specific capital guidelines for a bank’s classification as “well capitalized.” The specific guidelines are as follows – Tier I Capital Ratio of at least 6.00%, Total Capital Ratio of at least 10.00%, and a Leverage Ratio of at least 5.00%. If a bank falls below “well capitalized” status in any of these three ratios, it must ask for FDIC permission to originate or renew brokered deposits. The Bank’s regulatory ratios exceeded the threshold for “well-capitalized” status at December 31, 2014, 2013, and 2012 – see Note 16 to the consolidated financial statements for a table that presents the Bank’s regulatory ratios.

In addition to shareholders’ equity, we have supplemented our capital in past years with trust preferred security debt issuances, which because of their structure qualify as regulatory capital. This was necessary in past years because our balance sheet growth outpaced the growth rate of our capital. Additionally, we have frequently purchased bank branches over the years that resulted in our recording intangible assets, which negatively impacted regulatory capital ratios. As discussed in “Borrowings” above, we currently have \$46.4 million in trust preferred securities outstanding, all of which qualify as Tier I capital under both current and forthcoming regulatory standards.

In this economic environment, our goal is to maintain our capital ratios at levels at least 200 basis points higher than the “well-capitalized” thresholds set for banks. At December 31, 2014, our total risk-based capital ratio was 17.60% compared to the 10.00% “well-capitalized” threshold.

In addition to regulatory capital ratios, we also closely monitor our ratio of tangible common equity to tangible assets (“TCE Ratio”). Our TCE ratio was 7.90% at December 31, 2014 compared to 7.46% at December 31, 2013.

See “Supervision and Regulation” under “Business” above and Note 16 to the consolidated financial statements for discussion of other matters that may affect our capital resources.

## **Off-Balance Sheet Arrangements and Derivative Financial Instruments**

Off-balance sheet arrangements include transactions, agreements, or other contractual arrangements pursuant to which we have obligations or provide guarantees on behalf of an unconsolidated entity. We have no off-balance sheet arrangements of this kind other than letters of credit and repayment guarantees associated with our trust preferred securities.

Derivative financial instruments include futures, forwards, interest rate swaps, options contracts, and other financial instruments with similar characteristics. We have not engaged in significant derivatives activities through December 31, 2014 and have no current plans to do so.

Table of Contents**Return on Assets and Equity**

Table 20 shows return on average assets (net income available to common shareholders divided by average total assets), return on average common equity (net income available to common shareholders divided by average common shareholders' equity), dividend payout ratio (dividends per share divided by net income per common share) and shareholders' equity to assets ratio (average total shareholders' equity divided by average total assets) for each of the years in the three-year period ended December 31, 2014.

**Interest Rate Risk (Including Quantitative and Qualitative Disclosures About Market Risk – Item 7A.)**

Net interest income is our most significant component of earnings. Notwithstanding changes in volumes of loans and deposits, our level of net interest income is continually at risk due to the effect that changes in general market interest rate trends have on interest yields earned and paid with respect to our various categories of earning assets and interest-bearing liabilities. It is our policy to maintain portfolios of earning assets and interest-bearing liabilities with maturities and repricing opportunities that will afford protection, to the extent practical, against wide interest rate fluctuations. Our exposure to interest rate risk is analyzed on a regular basis by management using standard GAP reports, maturity reports, and an asset/liability software model that simulates future levels of interest income and expense based on current interest rates, expected future interest rates, and various intervals of "shock" interest rates. Over the years, we have been able to maintain a fairly consistent yield on average earning assets (net interest margin). Over the past five calendar years, our net interest margin has ranged from a low of 4.39% (realized in 2010) to a high of 4.92% (realized in 2013). During that five year period, the prime rate of interest has consistently remained at 3.25% (which was the rate as of December 31, 2014). The consistency of the net interest margin is aided by the relatively low level of long-term interest rate exposure that we maintain. At December 31, 2014, approximately 75% of our interest-earning assets are subject to repricing within five years (because they are either adjustable rate assets or they are fixed rate assets that mature) and substantially all of our interest-bearing liabilities reprice within five years.

Table 17 sets forth our interest rate sensitivity analysis as of December 31, 2014, using stated maturities for all fixed rate instruments except mortgage-backed securities (which are allocated in the periods of their expected payback) and securities and borrowings with call features that are expected to be called (which are shown in the period of their expected call). As illustrated by this table, at December 31, 2014, we had \$927 million more in interest-bearing liabilities that are subject to interest rate changes within one year than earning assets. This generally would indicate that net interest income would experience downward pressure in a rising interest rate environment and would benefit from a declining interest rate environment. However, this method of analyzing interest sensitivity only measures the magnitude of the timing differences and does not address earnings, market value, or management actions. Also, interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. In addition to the effects of "when" various rate-sensitive products reprice, market rate changes may not result in uniform changes in rates among all products. For example, included in interest-bearing liabilities subject to interest rate changes within one year at December 31, 2014 are deposits totaling \$1.32 billion comprised of checking, savings, and certain types of money market deposits with interest rates set by management. These types of deposits historically have not repriced with, or in the same proportion, as general market indicators.

Overall, we believe that in the near term (twelve months), net interest income will not likely experience significant downward pressure from rising interest rates. Similarly, we would not expect a significant increase in near term net interest income from falling interest rates. Generally, when rates change, our interest-sensitive assets that are subject to adjustment reprice immediately at the full amount of the change, while our interest-sensitive liabilities that are subject to adjustment reprice at a lag to the rate change and typically not to the full extent of the rate change. In the short-term (less than six months), this results in us being asset-sensitive, meaning that our net interest income benefits from an increase in interest rates and is negatively impacted by a decrease in interest rates. However, in the twelve-month horizon, the impact of having a higher level of interest-sensitive liabilities lessens the short-term effects of changes in interest rates.

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The general discussion in the foregoing paragraph applies most directly in a “normal” interest rate environment in which longer-term maturity instruments carry higher interest rates than short-term maturity instruments, and is less applicable in periods in which there is a “flat” interest rate curve. A “flat yield curve” means that short-term interest rates are substantially the same as long-term interest rates. As a result of the prolonged negative/fragile economic environment that continued into 2014, the Federal Reserve took steps to suppress long-term interest rates in an effort to boost the housing market, increase employment, and stimulate the economy, which resulted in a flat interest rate curve. A flat interest rate curve is an unfavorable interest rate environment for many banks, including the Company, as short-term interest rates generally drive our deposit pricing and longer-term interest rates generally drive loan pricing. When these rates converge, the profit spread we realize between loan yields and deposit rates narrows, which pressures our net interest margin.

In June 2013, the economy began to show signs of improvement and the Federal Reserve suggested that it may lessen its involvement in the economic recovery process in the near future, which could result in a rise in interest rates, especially longer-term interest rates. The marketplace began to anticipate that result and accordingly, longer-term interest rates generally increased in 2013 and 2014, while short-term rates remained stable. For example, from March 31, 2013 to December 31, 2014, the interest rate on three-month Treasury bills decreased three basis points, but the interest rate for seven-year Treasury notes increased by 73 basis points during that same period. These increases resulted in a “steepening” of the yield curve and is a more favorable interest rate environment for many banks, including the Company, because as noted above, short-term interest rates generally drive our deposit pricing and longer-term interest rates generally drive loan pricing. However, intense competition for high-quality loans in our market areas has thus far negated the impact of the higher long-term market rates by limiting our ability to charge higher rates on loans, and thus we continue to experience downward pressure on our loan yields and net interest margin.

As it relates to deposits, the Federal Reserve has made no changes to the short term interest rates it sets directly since 2008, and since that time we have been able to reprice many of our maturing time deposits at lower interest rates. We have also been able to generally decrease the rates we paid on other categories of deposits as a result of declining short-term interest rates in the marketplace and an increase in liquidity that lessened our need to offer premium interest rates. However, as short-term rates are already near zero, it is unlikely that we will be able to continue the trend of reducing our funding costs in the same proportion as experienced in recent years.

As previously discussed in the section “Net Interest Income,” our net interest income has been impacted by certain purchase accounting adjustments related primarily to our acquisitions of Cooperative Bank and The Bank of Asheville. The purchase accounting adjustments related to the premium amortization on loans, deposits and borrowings are based on amortization schedules and are thus systematic and predictable. The accretion of the loan discount on loans acquired from Cooperative Bank and The Bank of Asheville, which amounted to \$16.0 million and \$20.2 million for 2014 and 2013, respectively, is less predictable and can be materially different among periods. This is because of the magnitude of the discounts that were initially recorded (\$280 million in total) and the fact that the accretion being recorded is dependent on both the credit quality of the acquired loans and the impact of any accelerated loan repayments, including payoffs. If the credit quality of the loans declines, some, or all, of the remaining discount will cease to be accreted into income. If the underlying loans experience accelerated paydowns or improved performance expectations, the remaining discount will be accreted into income on an accelerated basis. In the event of total payoff, the remaining discount will be entirely accreted into income in the period of the payoff. Each of these factors is difficult to predict and susceptible to volatility. However, with the remaining loan discount on



performing loans having naturally declined since inception, amounting to only \$17.6 million at December 31, 2014 (compared to \$31.7 million a year earlier), we expect that loan discount accretion, and associated indemnification expense associated with the accretion, will again decline in 2015. If that occurs, our net interest margin will be negatively impacted and our noninterest income will be positively impacted (due to the lower indemnification asset expense).

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Based on our most recent interest rate modeling, which assumes no changes in interest rates for 2015 (federal funds rate = 0.25%, prime = 3.25%), we project that our net interest margin for 2015 will experience additional compression. We expect loan yields to continue to trend downwards, while many of our deposit products already have interest rates near zero.

We have no market risk sensitive instruments held for trading purposes, nor do we maintain any foreign currency positions. Table 19 presents the expected maturities of our other than trading market risk sensitive financial instruments. Table 19 also presents the estimated fair values of market risk sensitive instruments as estimated in accordance with relevant accounting guidance. Our assets and liabilities have estimated fair values that do not materially differ from their carrying amounts.

See additional discussion regarding net interest income, as well as discussion of the changes in the annual net interest margin, in the section entitled “Net Interest Income” above.

## **Inflation**

Because the assets and liabilities of a bank are primarily monetary in nature (payable in fixed determinable amounts), the performance of a bank is affected more by changes in interest rates than by inflation. Interest rates generally increase as the rate of inflation increases, but the magnitude of the change in rates may not be the same. The effect of inflation on banks is normally not as significant as its influence on those businesses that have large investments in plant and inventories. During periods of high inflation, there are normally corresponding increases in the money supply, and banks will normally experience above average growth in assets, loans and deposits. Also, general increases in the price of goods and services will result in increased operating expenses.

## **Current Accounting Matters**

We prepare our consolidated financial statements and related disclosures in conformity with standards established by, among others, the Financial Accounting Standards Board (the “FASB”). Because the information needed by users of financial reports is dynamic, the FASB frequently issues new rules and proposes new rules for companies to apply in reporting their activities. See Note 1(u) to our consolidated financial statements for a discussion of recent rule proposals and changes.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

The information responsive to this Item is found in Item 7 under the caption “Interest Rate Risk.”

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| (\$ in thousands, except per share<br>and nonfinancial data) | Year Ended December 31, |           |           |           |           |
|--|-------------------------|-----------|-----------|-----------|-----------|
|  | 2014                    | 2013      | 2012      | 2011      | 2010      |
| <b>Income Statement Data</b>                                 |                         |           |           |           |           |
| Interest income  | \$ 139,832              | 147,511   | 152,520   | 155,768   | 159,261   |
| Interest expense   | 8,223                   | 10,985    | 17,320    | 23,565    | 31,907    |
| Net interest income  | 131,609                 | 136,526   | 135,200   | 132,203   | 127,354   |
| Provision for loan losses                                    | 10,195                  | 30,616    | 79,672    | 41,301    | 54,562    |
| Net interest income after provision                          | 121,414                 | 105,910   | 55,528    | 90,902    | 72,792    |
| Noninterest income   | 14,368                  | 23,489    | 1,389     | 26,216    | 29,106    |
| Noninterest expense  | 97,251                  | 96,619    | 97,275    | 96,106    | 86,956    |
| Income (loss) before income taxes                            | 38,531                  | 32,780    | (40,358 ) | 21,012    | 14,942    |
| Income taxes (benefit)                                       | 13,535                  | 12,081    | (16,952 ) | 7,370     | 4,960     |
| Net income (loss)  | 24,996                  | 20,699    | (23,406 ) | 13,642    | 9,982     |
| Preferred stock dividends                                    | (868 )                  | (895 )    | (2,809 )  | (3,234 )  | (3,250 )  |
| Accretion of preferred stock discount                        | —                       | —         | —         | (2,932 )  | (857 )    |
| Net income (loss) available to common shareholders           | 24,128                  | 19,804    | (26,215 ) | 7,476     | 5,875     |
| <br>   |                         |           |           |           |           |
| Earnings (loss) per common share – basic                     | 1.22                    | 1.01      | (1.54 )   | 0.44      | 0.35      |
| Earnings (loss) per common share – diluted                   | 1.19                    | 0.98      | (1.54 )   | 0.44      | 0.35      |
| <br>   |                         |           |           |           |           |
| <b>Per Share Data (Common)</b>                               |                         |           |           |           |           |
| Cash dividends declared – common                             | \$0.32                  | 0.32      | 0.32      | 0.32      | 0.32      |
| <b>Market Price</b>  |                         |           |           |           |           |
| High   | 19.65                   | 17.39     | 13.40     | 16.89     | 16.90     |
| Low  | 15.55                   | 11.98     | 7.68      | 8.05      | 12.00     |
| Close  | 18.47                   | 16.62     | 12.82     | 11.15     | 15.31     |
| Stated book value – common                                   | 16.08                   | 15.30     | 14.51     | 16.66     | 16.64     |
| Tangible book value – common                                 | 12.63                   | 11.81     | 11.00     | 12.53     | 12.45     |
| <br>   |                         |           |           |           |           |
| <b>Selected Balance Sheet Data (at year end)</b>             |                         |           |           |           |           |
| Total assets   | \$3,218,383             | 3,185,070 | 3,244,910 | 3,290,474 | 3,278,932 |
| Loans – non-covered  | 2,268,580               | 2,252,885 | 2,094,143 | 2,069,152 | 2,083,004 |
| Loans – covered  | 127,594                 | 210,309   | 282,314   | 361,234   | 371,128   |
| Total loans  | 2,396,174               | 2,463,194 | 2,376,457 | 2,430,386 | 2,454,132 |
| Allowance for loan losses                                    | 40,626                  | 48,505    | 46,402    | 41,418    | 49,430    |
| Intangible assets  | 67,893                  | 68,669    | 68,943    | 69,732    | 70,358    |
| Deposits   | 2,695,906               | 2,751,019 | 2,821,360 | 2,755,037 | 2,652,513 |
| Borrowings   | 116,394                 | 46,394    | 46,394    | 133,925   | 196,870   |
| Total shareholders' equity                                   | 387,699                 | 371,922   | 356,117   | 345,150   | 344,603   |
| <br>   |                         |           |           |           |           |
| <b>Selected Average Balances</b>                             |                         |           |           |           |           |
| Assets   | \$3,219,915             | 3,208,458 | 3,311,289 | 3,315,045 | 3,326,977 |

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|  |           |           |           |           |           |
|--|-----------|-----------|-----------|-----------|-----------|
| Loans – non-covered                                    | 2,274,554 | 2,175,023 | 2,114,489 | 2,051,677 | 2,104,677 |
| Loans – covered  | 159,777   | 244,656   | 322,508   | 410,318   | 449,724   |
| Total loans  | 2,434,331 | 2,419,679 | 2,436,997 | 2,461,995 | 2,554,401 |
| Earning assets   | 2,907,098 | 2,805,112 | 2,857,541 | 2,834,938 | 2,927,815 |
| Deposits   | 2,723,758 | 2,779,032 | 2,809,357 | 2,758,022 | 2,807,161 |
| Interest-bearing liabilities                           | 2,294,330 | 2,380,747 | 2,553,175 | 2,606,450 | 2,655,195 |
| Shareholders' equity                                   | 383,055   | 362,770   | 345,981   | 353,588   | 350,908   |
| Ratios   |           |           |           |           |           |
| Return on average assets                               | 0.75%     | 0.62%     | (0.79%)   | ) 0.23%   | 0.18%     |
| Return on average common equity                        | 7.73%     | 6.78%     | (9.29%)   | ) 2.59%   | 2.05%     |
| Net interest margin (taxable-equivalent basis)         | 4.58%     | 4.92%     | 4.78%     | 4.72%     | 4.39%     |
| Tangible common equity to tangible assets              | 7.90%     | 7.46%     | 6.81%     | 6.58%     | 6.52%     |
| Loans to deposits at year end                          | 88.88%    | 89.54%    | 84.23%    | 88.22%    | 92.52%    |
| Allowance for loan losses to total loans               | 1.70%     | 1.97%     | 1.95%     | 1.70%     | 2.01%     |
| Allowance for loan losses to total loans – non-covered | 1.69%     | 1.96%     | 1.99%     | 1.72%     | 1.84%     |
| Nonperforming assets to total assets at year end       | 3.54%     | 4.79%     | 6.24%     | 8.00%     | 8.69%     |
| Nonperforming assets to total assets – non-covered     | 3.09%     | 2.78%     | 3.64%     | 4.30%     | 4.16%     |
| Net charge-offs to average total loans                 | 0.74%     | 1.18%     | 3.06%     | 2.00%     | 1.66%     |
| Net charge-offs to average total loans – non-covered   | 0.65%     | 0.72%     | 3.02%     | 1.52%     | 1.55%     |
| Nonfinancial Data – number of branches                 |           |           |           |           |           |
|  | 87        | 96        | 97        | 97        | 92        |
| Nonfinancial Data – number of employees (FTEs)         |           |           |           |           |           |
|  | 798       | 855       | 831       | 830       | 774       |

Table of Contents**Table 2 Average Balances and Net Interest Income Analysis**

| (\$ in thousands)  | Year Ended December 31,<br>2014 |              |                               | 2013              |              |                               | 2012              |
|--|---------------------------------|--------------|-------------------------------|-------------------|--------------|-------------------------------|-------------------|
|  | Average<br>Volume               | Avg.<br>Rate | Interest<br>Earned<br>or Paid | Average<br>Volume | Avg.<br>Rate | Interest<br>Earned<br>or Paid | Average<br>Volume |
| <b>Assets</b>  |                                 |              |                               |                   |              |                               |                   |
| Loans (1) (2)  | \$2,434,331                     | 5.49%        | \$133,641                     | \$2,419,679       | 5.85%        | \$141,616                     | \$2,430,000       |
| Taxable securities   | 167,844                         | 2.06%        | 3,461                         | 175,184           | 1.95%        | 3,410                         | 161,000           |
| Non-taxable securities (3)                                   | 53,888                          | 6.28%        | 3,383                         | 54,785            | 6.22%        | 3,410                         | 56,600            |
| Short-term investments, primarily overnight funds            | 251,035                         | 0.34%        | 849                           | 155,464           | 0.38%        | 586                           | 202,800           |
| Total interest-earning assets                                | 2,907,098                       | 4.86%        | 141,334                       | 2,805,112         | 5.31%        | 149,022                       | 2,852,200         |
| Cash and due from banks                                      | 81,290                          |              |                               | 80,659            |              |                               | 64,200            |
| Bank premises and equipment, net                             | 76,463                          |              |                               | 77,252            |              |                               | 73,200            |
| Other assets   | 155,064                         |              |                               | 245,435           |              |                               | 316,200           |
| Total assets   | \$3,219,915                     |              |                               | \$3,208,458       |              |                               | \$3,311,800       |
| <b>Liabilities and Equity</b>                                |                                 |              |                               |                   |              |                               |                   |
| Interest-bearing checking accounts                           | \$535,738                       | 0.06%        | \$322                         | \$530,566         | 0.09%        | \$476                         | \$461,300         |
| Money market accounts  | 552,940                         | 0.11%        | 630                           | 560,809           | 0.16%        | 900                           | 536,000           |
| Savings accounts   | 176,362                         | 0.05%        | 88                            | 166,388           | 0.07%        | 117                           | 158,000           |
| Time deposits >\$100,000                                     | 542,303                         | 0.81%        | 4,373                         | 607,028           | 0.96%        | 5,825                         | 725,400           |
| Other time deposits  | 387,607                         | 0.43%        | 1,659                         | 469,562           | 0.56%        | 2,642                         | 550,400           |
| Total interest-bearing deposits                              | 2,194,950                       | 0.32%        | 7,072                         | 2,334,353         | 0.43%        | 9,960                         | 2,430,100         |
| Securities sold under agreements to repurchase               | —                               | —%           | —                             | —                 | —%           | —                             | 1,660,000         |
| Borrowings   | 99,380                          | 1.16%        | 1,151                         | 46,394            | 2.21%        | 1,025                         | 119,500           |
| Total interest-bearing liabilities                           | 2,294,330                       | 0.36%        | 8,223                         | 2,380,747         | 0.46%        | 10,985                        | 2,559,600         |
| Noninterest-bearing checking accounts                        | 528,808                         |              |                               | 444,679           |              |                               | 377,300           |
| Other liabilities  | 13,722                          |              |                               | 20,262            |              |                               | 34,700            |
| Shareholders' equity   | 383,055                         |              |                               | 362,770           |              |                               | 345,900           |
| Total liabilities and shareholders' equity                   | \$3,219,915                     |              |                               | \$3,208,458       |              |                               | \$3,311,800       |
| Net yield on interest-earning assets and net interest income |                                 | 4.58%        | \$133,111                     |                   | 4.92%        | \$138,037                     |                   |
| Interest rate spread   |                                 | 4.50%        |                               |                   | 4.85%        |                               |                   |
| Average prime rate   |                                 | 3.25%        |                               |                   | 3.25%        |                               |                   |

Average loans include nonaccruing loans, the effect of which is to lower the average rate shown. Interest earned (1) includes recognized net loan fees (costs) in the amounts of \$143,700, (\$192,900), and \$111,400 for 2014, 2013, and 2012, respectively.

(2) Includes accretion of discount on covered loans of \$16,009,000, \$20,200,000, and \$16,466,000 in 2014, 2013, and 2012, respectively.

(3) Includes tax-equivalent adjustments of \$1,502,000, \$1,511,000, and \$1,527,000 in 2014, 2013, and 2012, respectively, to reflect the federal and state tax benefit of the tax-exempt securities (using a 39% combined tax rate), reduced by the related nondeductible portion of interest expense.

Table of Contents**Table 3 Volume and Rate Variance Analysis**

|  | Year Ended December 31,<br>2014 |                     |                                 | Year Ended December 31,<br>2013 |                     |                                 |
|--|---------------------------------|---------------------|---------------------------------|---------------------------------|---------------------|---------------------------------|
|  | Change<br>Attributable to       |                     |                                 | Change<br>Attributable to       |                     |                                 |
|  | Changes<br>in<br>Volumes        | Changes<br>in Rates | Total<br>Increase<br>(Decrease) | Changes<br>in<br>Volumes        | Changes<br>in Rates | Total<br>Increase<br>(Decrease) |
| <i>(\$ in thousands)</i>                             |                                 |                     |                                 |                                 |                     |                                 |
| Interest income (tax-equivalent):                    |                                 |                     |                                 |                                 |                     |                                 |
| Loans  | \$ 831                          | (8,806 )            | (7,975 )                        | (1,024 )                        | (2,914 )            | (3,938 )                        |
| Taxable securities                                   | (147 )                          | 198                 | 51                              | 328                             | (1,270 )            | (942 )                          |
| Non-taxable securities                               | (56 )                           | 29                  | (27 )                           | (114 )                          | 39                  | (75 )                           |
| Short-term investments, primarily<br>overnight funds | 342                             | (79 )               | 263                             | (166 )                          | 96                  | (70 )                           |
| Total interest income                                | 970                             | (8,658 )            | (7,688 )                        | (976 )                          | (4,049 )            | (5,025 )                        |
| Interest expense:                                    |                                 |                     |                                 |                                 |                     |                                 |
| Interest-bearing checking accounts                   | 4                               | (158 )              | (154 )                          | 86                              | (346 )              | (260 )                          |
| Money market accounts                                | (11 )                           | (259 )              | (270 )                          | 60                              | (964 )              | (904 )                          |
| Savings accounts                                     | 6                               | (35 )               | (29 )                           | 11                              | (190 )              | (179 )                          |
| Time deposits >\$100,000                             | (572 )                          | (880 )              | (1,452 )                        | (1,232 )                        | (1,075 )            | (2,307 )                        |
| Other time deposits                                  | (406 )                          | (577 )              | (983 )                          | (557 )                          | (1,287 )            | (1,844 )                        |
| Total interest-bearing deposits                      | (979 )                          | (1,909 )            | (2,888 )                        | (1,632 )                        | (3,862 )            | (5,494 )                        |
| Securities sold under agreements to repurchase       | —                               | —                   | —                               | (2 )                            | (2 )                | (4 )                            |
| Borrowings   | 892                             | (766 )              | 126                             | (1,378 )                        | 541                 | (837 )                          |
| Total interest expense                               | (87 )                           | (2,675 )            | (2,762 )                        | (3,012 )                        | (3,323 )            | (6,335 )                        |
| Net interest income (tax-equivalent)                 | \$ 1,057                        | (5,983 )            | (4,926 )                        | 2,036                           | (726 )              | 1,310                           |

Changes attributable to both volume and rate are allocated equally between rate and volume variances.

**Table 4 Noninterest Income**

|  | Year Ended December 31, |        |           |
|--|-------------------------|--------|-----------|
|  | 2014                    | 2013   | 2012      |
| <i>(\$ in thousands)</i>                                   |                         |        |           |
| Service charges on deposit accounts                        | \$ 13,706               | 12,752 | 11,865    |
| Other service charges, commissions, and fees               | 10,019                  | 9,318  | 8,831     |
| Fees from presold mortgages                                | 2,726                   | 2,907  | 2,378     |
| Commissions from sales of insurance and financial products | 2,733                   | 2,132  | 1,832     |
| Bank owned life insurance income                           | 1,311                   | 1,120  | 591       |
| Total core noninterest income                              | 30,495                  | 28,229 | 25,497    |
| Foreclosed property gains (losses) – non-covered           | (1,924 )                | 1,333  | (15,325 ) |

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|  |           |          |          |
|--|-----------|----------|----------|
| Foreclosed property gains (losses) – covered     | (1,919 )  | 367      | (13,035) |
| FDIC Indemnification asset income (expense), net | (12,842)  | (6,824 ) | 4,077    |
| Securities gains (losses), net                   | 786       | 532      | 638      |
| Other gains (losses), net                        | (228 )    | (148 )   | (463 )   |
| Total  | \$ 14,368 | 23,489   | 1,389    |



Table of Contents**Table 5 Noninterest Expenses**

| (\$ in thousands)  | Year Ended December 31, |        |        |
|--|-------------------------|--------|--------|
|  | 2014                    | 2013   | 2012   |
| Salaries   | \$46,071                | 45,120 | 41,336 |
| Employee benefits  | 9,086                   | 9,644  | 12,007 |
| Total personnel expense  | 55,157                  | 54,764 | 53,343 |
| Occupancy expense  | 7,362                   | 7,123  | 6,954  |
| Equipment related expenses   | 3,931                   | 4,364  | 4,800  |
| Amortization of intangible assets  | 777                     | 860    | 897    |
| FDIC insurance expense   | 3,988                   | 2,618  | 2,678  |
| Repossession and collection expenses – non-covered                         | 2,092                   | 2,216  | 3,107  |
| Repossession and collection expenses – covered, net of FDIC reimbursements | (1,045 )                | 726    | 1,642  |
| Telephone and data lines   | 1,988                   | 1,489  | 1,683  |
| Legal and audit  | 1,955                   | 1,204  | 1,722  |
| Dues and subscription expense  | 1,717                   | 1,583  | 1,032  |
| Stationery and supplies  | 1,710                   | 2,078  | 2,240  |
| Outside consultants  | 1,663                   | 2,460  | 1,916  |
| Data processing expense  | 1,654                   | —      | —      |
| Branch consolidation expense   | 976                     | —      | —      |
| Severance expenses   | 512                     | 1,895  | 500    |
| Non-credit losses  | 309                     | 426    | 1,171  |
| Other operating expenses   | 12,505                  | 12,813 | 13,590 |
| Total  | \$97,251                | 96,619 | 97,275 |

**Table 6 Income Taxes**

| (\$ in thousands)           | 2014     | 2013   | 2012     |
|-----------------------------|----------|--------|----------|
| Current                     |          |        |          |
| - Federal                   | \$1,316  | 9,812  | (8,401 ) |
| - State                     | 903      | (467 ) | (43 )    |
| Deferred                    |          |        |          |
| - Federal                   | 10,104   | 168    | (5,914 ) |
| - State                     | 1,212    | 2,568  | (2,594 ) |
| Total tax expense (benefit) | \$13,535 | 12,081 | (16,952) |
| Effective tax rate          | 35.1%    | 36.9%  | 42.0%    |

Table of Contents**Table 7 Distribution of Assets and Liabilities**

|  | As of December 31, |       |       |  |  |  |
|--|--------------------|-------|-------|--|--|--|
|  | 2014               | 2013  | 2012  |  |  |  |
| Assets                                     |                    |       |       |  |  |  |
| Interest-earning assets                    |                    |       |       |  |  |  |
| Net loans                                  | 73 %               | 76 %  | 72 %  |  |  |  |
| Securities available for sale              | 5                  | 6     | 5     |  |  |  |
| Securities held to maturity                | 6                  | 2     | 2     |  |  |  |
| Short term investments                     | 5                  | 4     | 5     |  |  |  |
| Total interest-earning assets              | 89                 | 88    | 84    |  |  |  |
| Noninterest-earning assets                 |                    |       |       |  |  |  |
| Cash and due from banks                    | 3                  | 3     | 3     |  |  |  |
| Loans held for sale                        | —                  | —     | 1     |  |  |  |
| Premises and equipment                     | 2                  | 2     | 2     |  |  |  |
| FDIC indemnification asset                 | 1                  | 2     | 3     |  |  |  |
| Intangible assets                          | 2                  | 2     | 2     |  |  |  |
| Foreclosed real estate                     | —                  | 1     | 2     |  |  |  |
| Bank-owned life insurance                  | 2                  | 1     | 1     |  |  |  |
| Other assets                               | 1                  | 1     | 2     |  |  |  |
| Total assets                               | 100 %              | 100 % | 100 % |  |  |  |
| Liabilities and shareholders' equity       |                    |       |       |  |  |  |
| Noninterest-bearing checking accounts      | 17 %               | 15 %  | 13 %  |  |  |  |
| Interest-bearing checking accounts         | 18                 | 18    | 16    |  |  |  |
| Money market accounts                      | 17                 | 17    | 17    |  |  |  |
| Savings accounts                           | 6                  | 5     | 5     |  |  |  |
| Time deposits of \$100,000 or more         | 15                 | 18    | 20    |  |  |  |
| Other time deposits                        | 11                 | 13    | 16    |  |  |  |
| Total deposits                             | 84                 | 86    | 87    |  |  |  |
| Borrowings                                 | 4                  | 1     | 1     |  |  |  |
| Accrued expenses and other liabilities     | —                  | 1     | 1     |  |  |  |
| Total liabilities                          | 88                 | 88    | 89    |  |  |  |
| Shareholders' equity                       | 12                 | 12    | 11    |  |  |  |
| Total liabilities and shareholders' equity | 100 %              | 100 % | 100 % |  |  |  |

**Table 8 Securities Portfolio Composition**

|  | As of December 31, |         |         |
|--|--------------------|---------|---------|
| (\$ in thousands)                          | 2014               | 2013    | 2012    |
| Securities available for sale:             |                    |         |         |
| Government-sponsored enterprise securities | \$27,521           | 18,245  | 11,596  |
| Mortgage-backed securities                 | 129,510            | 147,187 | 146,926 |

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|                                      |           |         |         |
|--------------------------------------|-----------|---------|---------|
| Corporate bonds                      | 865       | 3,598   | 3,813   |
| Equity securities                    | 6,138     | 4,011   | 5,017   |
| Total securities available for sale  | 164,034   | 173,041 | 167,352 |
| Securities held to maturity:         |           |         |         |
| Mortgage-backed securities           | 124,924   | —       | —       |
| State and local governments          | 53,763    | 53,995  | 56,064  |
| Total securities held to maturity    | 178,687   | 53,995  | 56,064  |
| Total securities                     | \$342,721 | 227,036 | 223,416 |
| Average total securities during year | \$221,732 | 229,969 | 217,689 |

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Table of Contents**Table 9 Securities Portfolio Maturity Schedule**

|  | As of December 31,<br>2014 |               |                   |
|--|----------------------------|---------------|-------------------|
|  | Book<br>Value              | Fair<br>Value | Book<br>Yield (1) |
| <i>(\$ in thousands)</i>                   |                            |               |                   |
| Securities available for sale:             |                            |               |                   |
| Government-sponsored enterprise securities |                            |               |                   |
| Due after one but within five years        | \$27,546                   | 27,521        | 1.75%             |
| Total                                      | 27,546                     | 27,521        | 1.75%             |
| Mortgage-backed securities (2)             |                            |               |                   |
| Due within one year                        | 56                         | 58            | 0.16%             |
| Due after one but within five years        | 59,293                     | 59,226        | 1.70%             |
| Due after five but within ten years        | 68,124                     | 67,570        | 2.03%             |
| Due after ten years                        | 2,600                      | 2,656         | 3.29%             |
| Total                                      | 130,073                    | 129,510       | 1.90%             |
| Corporate debt securities                  |                            |               |                   |
| Due after ten years                        | 1,000                      | 865           | 2.49%             |
| Total                                      | 1,000                      | 865           | 2.49%             |
| Equity securities                          | 6,105                      | 6,138         | 4.23%             |
| Total securities available for sale        |                            |               |                   |
| Due within one year                        | 56                         | 58            | 0.16%             |
| Due after one but within five years        | 86,839                     | 86,747        | 1.72%             |
| Due after five but within ten years        | 68,124                     | 67,570        | 2.03%             |
| Due after ten years                        | 3,600                      | 3,521         | 3.07%             |
| Equity securities                          | 6,105                      | 6,138         | 4.23%             |
| Total                                      | \$164,724                  | 164,034       | 1.97%             |
| Securities held to maturity:               |                            |               |                   |
| Mortgage-backed securities (2)             |                            |               |                   |
| Due after one but within five years        | \$14,809                   | 14,784        | 1.96%             |
| Due after five but within ten years        | 104,946                    | 104,899       | 2.47%             |
| Due after ten years                        | 5,169                      | 5,178         | 2.64%             |
| Total                                      | 124,924                    | 124,861       | 2.42%             |
| State and local governments                |                            |               |                   |
| Due within one year                        | 100                        | 102           | 8.10%             |
| Due after one but within five years        | 10,829                     | 11,539        | 5.48%             |
| Due after five but within ten years        | 38,385                     | 41,190        | 5.70%             |
| Due after ten years                        | 4,449                      | 4,719         | 5.52%             |
| Total securities held to maturity          | 53,763                     | 57,550        | 5.65%             |

|                                     |           |         |       |
|-------------------------------------|-----------|---------|-------|
| Total securities held to maturity   |           |         |       |
| Due within one year                 | 100       | 102     | 8.10% |
| Due after one but within five years | 25,638    | 26,323  | 3.45% |
| Due after five but within ten years | 143,331   | 146,089 | 3.34% |
| Due after ten years                 | 9,618     | 9,897   | 3.97% |
| Total                               | \$178,687 | 182,411 | 3.39% |

- (1) Yields on tax-exempt investments have been adjusted to a taxable equivalent basis using a 39% tax rate.
- (2) Mortgage-backed securities are shown maturing in the periods consistent with their estimated lives based on expected prepayment speeds.

Table of Contents**Table 10 Loan Portfolio Composition**

|   | As of December 31,<br>2014 |                        | 2013         |                        | 2012         |                        |
|---|----------------------------|------------------------|--------------|------------------------|--------------|------------------------|
|   | Amount                     | % of<br>Total<br>Loans | Amount       | % of<br>Total<br>Loans | Amount       | % of<br>Total<br>Loans |
| <i>(\$ in thousands)</i>  |                            |                        |              |                        |              |                        |
| Commercial, financial, and agricultural                           | \$ 160,878                 | 7%                     | \$ 168,469   | 7%                     | \$ 160,790   | 7%                     |
| Real estate – construction, land development & other land loans   | 288,148                    | 12%                    | 305,246      | 12%                    | 298,458      | 13%                    |
| Real estate – mortgage – residential (1-4 family) first mortgages | 789,871                    | 33%                    | 838,862      | 34%                    | 815,281      | 34%                    |
| Real estate – mortgage – home equity loans / lines of credit      | 223,500                    | 9%                     | 227,907      | 9%                     | 238,925      | 10%                    |
| Real estate – mortgage – commercial and other                     | 882,127                    | 37%                    | 855,249      | 35%                    | 789,746      | 33%                    |
| Installment loans to individuals                                  | 50,704                     | 2%                     | 66,533       | 3%                     | 71,933       | 3%                     |
| Loans, gross  | 2,395,228                  | 100%                   | 2,462,266    | 100%                   | 2,375,133    | 100%                   |
| Unamortized net deferred loan costs                               | 946                        |                        | 928          |                        | 1,324        |                        |
| Total loans (1)   | \$ 2,396,174               |                        | \$ 2,463,194 |                        | \$ 2,376,457 |                        |

(1) Excludes loans held for sale at December 31, 2012

**Table 10a Loan Portfolio Composition – Covered versus Non-covered**

As of December 31, 2014

|   | Covered Loans<br>(Carrying Value) |                          | Non-covered Loans |                              | Total Loans  |                        |
|---|-----------------------------------|--------------------------|-------------------|------------------------------|--------------|------------------------|
|   | Amount                            | % of<br>Covered<br>Loans | Amount            | % of<br>Non-covered<br>Loans | Amount       | % of<br>Total<br>Loans |
| <i>(\$ in thousands)</i>  |                                   |                          |                   |                              |              |                        |
| Commercial, financial, and agricultural                           | \$ 1,683                          | 2%                       | \$ 159,195        | 7%                           | \$ 160,878   | 7%                     |
| Real estate – construction, land development & other land loans   | 5,544                             | 4%                       | 282,604           | 13%                          | 288,148      | 12%                    |
| Real estate – mortgage – residential (1-4 family) first mortgages | 89,770                            | 70%                      | 700,101           | 31%                          | 789,871      | 33%                    |
| Real estate – mortgage – home equity loans / lines of credit      | 12,803                            | 10%                      | 210,697           | 9%                           | 223,500      | 9%                     |
| Real estate – mortgage – commercial and other                     | 17,794                            | 14%                      | 864,333           | 38%                          | 882,127      | 37%                    |
| Installment loans to individuals                                  | —                                 | 0%                       | 50,704            | 2%                           | 50,704       | 2%                     |
| Loans, gross  | 127,594                           | 100%                     | 2,267,634         | 100%                         | 2,395,228    | 100%                   |
| Unamortized net deferred loan costs                               | —                                 |                          | 946               |                              | 946          |                        |
| Total loans   | \$ 127,594                        |                          | \$ 2,268,580      |                              | \$ 2,396,174 |                        |

See Note 4 to the Consolidated Financial Statements for tables showing breakout of covered loans versus non-covered loans at December 31, 2013.

Table of Contents**Table 11 Loan Maturities**

| (\$ in thousands)                                    | As of December 31, 2014 |       |  |       |                      |        | Total       |
|--|-------------------------|-------|--|-------|----------------------|--------|-------------|
|  | Due within one year     |       | Due after one year but within five years |       | Due after five years |        |             |
|  | Amount                  | Yield | Amount                                   | Yield | Amount               | Yield  |             |
| <b>Variable Rate Loans:</b>                          |                         |       |  |       |                      |        |             |
| Commercial, financial, and agricultural              | \$35,607                | 4.78% | \$16,535                                 | 5.33% | \$176                | 5.34%  | \$52,294    |
| Real estate – construction only                      | 26,894                  | 4.93% | 11,479                                   | 4.36% | 3,135                | 4.77%  | 41,508      |
| Real estate – all other mortgage                     | 98,132                  | 5.14% | 207,144                                  | 5.09% | 136,792              | 3.82%  | 442,070     |
| Real estate – home equity loans/ line of credit      | 6,125                   | 4.38% | 22,906                                   | 4.15% | 174,458              | 4.11%  | 203,529     |
| Consumer, primarily installment loans to individuals | 105                     | 5.99% | 18,506                                   | 8.01% | 9,117                | 5.09%  | 27,728      |
| Total at variable rates                              | 166,863                 | 5.00% | 276,570                                  | 5.19% | 323,678              | 4.02%  | 767,129     |
| <b>Fixed Rate Loans:</b>                             |                         |       |  |       |                      |        |             |
| Commercial, financial, and agricultural              | 19,839                  | 4.69% | 64,336                                   | 5.00% | 16,179               | 3.23%  | 100,354     |
| Real estate – construction only                      | 31,989                  | 4.13% | 9,793                                    | 2.76% | 22,096               | 4.33%  | 63,878      |
| Real estate – all other mortgage                     | 93,952                  | 5.74% | 737,090                                  | 5.16% | 546,714              | 4.31%  | 1,377,856   |
| Consumer, primarily installment loans to individuals | 4,959                   | 6.40% | 15,222                                   | 7.22% | 6,320                | 12.05% | 26,501      |
| Total at fixed rates                                 | 150,739                 | 5.28% | 826,441                                  | 5.16% | 591,309              | 4.36%  | 1,568,489   |
| Subtotal   | 317,602                 | 5.14% | 1,103,011                                | 5.17% | 914,987              | 4.24%  | 2,336,618   |
| Nonaccrual loans                                     | 60,574                  |       | —  |       | —                    |        | 60,574      |
| Total loans  | \$378,176               |       | \$1,103,011                              |       | \$914,987            |        | \$2,397,192 |

The above table is based on contractual scheduled maturities. Early repayment of loans or renewals at maturity are not considered in this table.



Table of Contents**Table 12 Nonperforming Assets**

| (\$ in thousands)  | As of December 31, |         |         |
|--|--------------------|---------|---------|
|  | 2014               | 2013    | 2012    |
| Non-covered nonperforming assets (1)   |                    |         |         |
| Nonaccrual loans   | \$50,066           | 41,938  | 33,000  |
| Restructured loans - accruing  | 35,493             | 27,776  | 24,800  |
| Accruing loans >90 days past due   | —                  | —       | —       |
| Total non-covered nonperforming loans  | 85,559             | 69,714  | 57,800  |
| Nonperforming loans held for sale  | —                  | —       | 21,900  |
| Foreclosed real estate   | 9,771              | 12,251  | 26,200  |
| Total non-covered nonperforming assets   | \$95,330           | 81,965  | 106,000 |
| Covered nonperforming assets (1)   |                    |         |         |
| Nonaccrual loans (2)   | \$10,508           | 37,217  | 33,400  |
| Restructured loans - accruing  | 5,823              | 8,909   | 15,400  |
| Accruing loans >90 days past due   | —                  | —       | —       |
| Total covered nonperforming loans  | 16,331             | 46,126  | 48,900  |
| Foreclosed real estate   | 2,350              | 24,497  | 47,200  |
| Total covered nonperforming assets   | \$18,681           | 70,623  | 96,200  |
| Total nonperforming assets   | \$114,011          | 152,588 | 202,000 |
| Asset Quality Ratios – All Assets  |                    |         |         |
| Nonperforming loans to total loans   | 4.25%              | 4.70%   | 4.50%   |
| Nonperforming assets to total loans and foreclosed real estate                               | 4.73%              | 6.10%   | 8.26%   |
| Nonperforming assets to total assets   | 3.54%              | 4.79%   | 6.24%   |
| Asset Quality Ratios – Based on Non-covered Assets only                                      |                    |         |         |
| Non-covered nonperforming loans to non-covered loans   | 3.77%              | 3.09%   | 2.76%   |
| Non-covered nonperforming assets to non-covered loans and non-covered foreclosed real estate | 4.18%              | 3.62%   | 5.00%   |
| Non-covered nonperforming assets to total non-covered assets                                 | 3.09%              | 2.78%   | 3.64%   |

(1) Covered nonperforming assets consist of assets that are included in loss share agreements with the FDIC. On July 1, 2014, approximately \$9.7 million of nonaccrual loans, \$2.1 million accruing restructured loans and \$3.0 million of foreclosed real estate were transferred from covered to noncovered status upon a scheduled expiration of a FDIC loss-share agreement.

(2) At December 31, 2014, 2013 and 2012, the contractual balance of the nonaccrual loans covered by the FDIC loss share agreement was \$16.0 million, \$60.4 million and \$64.4 million, respectively.



Table of Contents**Table 12a Nonperforming Assets by Geographical Region**

| (\$ in thousands)  | As of December 31, 2014 |             |         | Total<br>Loans | Nonperforming<br>Loans<br>to Total<br>Loans |
|--|-------------------------|-------------|---------|----------------|---|
|  | Covered                 | Non-covered | Total   |                |   |
| Nonaccrual loans and<br>Troubled Debt Restructurings (1) |                         |             |         |                |   |
| Eastern Region (NC)                                      | \$11,314                | 19,274      | 30,588  | \$575,000      | 5.3%  |
| Triangle Region (NC)                                     | —                       | 24,139      | 24,139  | 715,000        | 3.4%  |
| Triad Region (NC)  | —                       | 20,114      | 20,114  | 348,000        | 5.8%  |
| Charlotte Region (NC)                                    | —                       | 2,049       | 2,049   | 100,000        | 2.0%  |
| Southern Piedmont Region (NC)                            | 307                     | 7,014       | 7,321   | 251,000        | 2.9%  |
| Western Region (NC)                                      | 4,669                   | 35          | 4,704   | 63,000         | 7.5%  |
| South Carolina Region                                    | 41                      | 4,732       | 4,773   | 105,000        | 4.5%  |
| Virginia Region  | —                       | 8,202       | 8,202   | 222,000        | 3.7%  |
| Other  | —                       | —           | —       | 17,000         | 0.0%  |
| Total nonaccrual loans and troubled debt restructurings  | \$16,331                | 85,559      | 101,890 | \$2,396,000    | 4.3%  |
| Foreclosed Real Estate (1)                               |                         |             |         |                |   |
| Eastern Region (NC)                                      | \$1,145                 | 2,489       | 3,634   |                |   |
| Triangle Region (NC)                                     | —                       | 2,844       | 2,844   |                |   |
| Triad Region (NC)  | —                       | 1,916       | 1,916   |                |   |
| Charlotte Region (NC)                                    | —                       | 375         | 375     |                |   |
| Southern Piedmont Region (NC)                            | —                       | 1,114       | 1,114   |                |   |
| Western Region (NC)                                      | 1,205                   | —           | 1,205   |                |   |
| South Carolina Region                                    | —                       | 681         | 681     |                |   |
| Virginia Region  | —                       | 37          | 37      |                |   |
| Other  | —                       | 315         | 315     |                |   |
| Total foreclosed real estate                             | \$2,350                 | 9,771       | 12,121  |                |   |

(1)The counties comprising each region are as follows:

Eastern North Carolina Region - New Hanover, Brunswick, Duplin, Dare, Beaufort, Pitt, Onslow, Carteret

Triangle North Carolina Region - Moore, Lee, Harnett, Chatham, Wake

Triad North Carolina Region - Montgomery, Randolph, Davidson, Rockingham, Guilford, Stanly

Charlotte North Carolina Region - Iredell, Cabarrus, Rowan

Southern Piedmont North Carolina Region - Anson, Richmond, Scotland, Robeson, Bladen, Columbus, Cumberland

Western North Carolina Region - Buncombe

South Carolina Region - Chesterfield, Dillon, Florence

Virginia Region – Wythe, Washington, Montgomery, Roanoke

Table of Contents**Table 13 Allocation of the Allowance for Loan Losses**

| (\$ in thousands)   | As of December 31, |        |        |        |        |
|---|--------------------|--------|--------|--------|--------|
|   | 2014               | 2013   | 2012   | 2011   | 2010   |
| Commercial, financial, and agricultural                         | \$8,533            | 8,635  | 4,855  | 4,443  | 5,154  |
| Real estate – construction, land development                    | 6,832              | 14,064 | 14,103 | 14,268 | 20,065 |
| Real estate – residential, commercial, home equity, multifamily | 24,244             | 24,439 | 24,554 | 20,818 | 22,077 |
| Installment loans to individuals                                | 841                | 1,519  | 1,942  | 1,873  | 1,960  |
| Total allocated   | 40,450             | 48,657 | 45,454 | 41,402 | 49,256 |
| Unallocated   | 176                | (152 ) | 948    | 16     | 174    |
| Total   | \$40,626           | 48,505 | 46,402 | 41,418 | 49,430 |

**Table 13a Allocation of the Allowance for Loan Losses – Covered versus Non-covered**

| (\$ in thousands)   | As of December 31, 2014 |             |        | As of December 31, 2013 |             |        |
|---|-------------------------|-------------|--------|-------------------------|-------------|--------|
|   | Covered                 | Non-covered | Total  | Covered                 | Non-covered | Total  |
| Commercial, financial, and agricultural                         | \$142                   | 8,391       | 8,533  | 1,203                   | 7,432       | 8,635  |
| Real estate – construction, land development                    | 362                     | 6,470       | 6,832  | 1,098                   | 12,966      | 14,064 |
| Real estate – residential, commercial, home equity, multifamily | 1,748                   | 22,496      | 24,244 | 1,935                   | 22,504      | 24,439 |
| Installment loans to individuals                                | —                       | 841         | 841    | 6                       | 1,513       | 1,519  |
| Total allocated   | 2,252                   | 38,198      | 40,450 | 4,242                   | 44,415      | 48,657 |
| Unallocated   | 29                      | 147         | 176    | —                       | (152 )      | (152 ) |
| Total   | \$2,281                 | 38,345      | 40,626 | 4,242                   | 44,263      | 48,505 |

Table of Contents**Table 14 Loan Loss and Recovery Experience**

| (\$ in thousands)  | As of December 31, |           |           |           |           |
|--|--------------------|-----------|-----------|-----------|-----------|
|  | 2014               | 2013      | 2012      | 2011      | 2010      |
| Loans outstanding at end of year   | \$2,396,174        | 2,463,194 | 2,376,457 | 2,430,386 | 2,454,132 |
| Average amount of loans outstanding  | \$2,434,331        | 2,419,679 | 2,436,997 | 2,461,995 | 2,554,401 |
| Allowance for loan losses, at beginning of year                              | \$48,505           | 46,402    | 41,418    | 49,430    | 37,343    |
| Provision for loan losses  | 10,195             | 30,616    | 79,672    | 41,301    | 54,562    |
|  | 58,700             | 77,018    | 121,090   | 90,731    | 91,905    |
| Loans charged off: (1)   |                    |           |           |           |           |
| Commercial, financial, and agricultural                                      | (5,179 )           | (4,667 )  | (5,000 )  | (2,358 )  | (4,481 )  |
| Real estate – construction, land development & other land loans              | (6,071 )           | (10,582 ) | (28,613 ) | (25,604 ) | (22,665 ) |
| Real estate – mortgage – residential (1-4 family) first mortgages            | (4,050 )           | (4,764 )  | (15,490 ) | (12,045 ) | (6,032 )  |
| Real estate – mortgage – home equity loans / lines of credit                 | (1,607 )           | (3,143 )  | (5,921 )  | (3,195 )  | (4,973 )  |
| Real estate – mortgage – commercial and other                                | (4,405 )           | (7,027 )  | (20,317 ) | (7,180 )  | (2,916 )  |
| Installment loans to individuals   | (1,924 )           | (2,253 )  | (1,932 )  | (1,600 )  | (2,499 )  |
| Total charge-offs  | (23,236 )          | (32,436 ) | (77,273 ) | (51,982 ) | (43,566 ) |
| Recoveries of loans previously charged-off:                                  |                    |           |           |           |           |
| Commercial, financial, and agricultural                                      | 149                | 198       | 152       | 314       | 61        |
| Real estate – construction, land development & other land loans              | 3,363              | 777       | 1,281     | 919       | 113       |
| Real estate – mortgage – residential (1-4 family) first mortgages            | 646                | 595       | 91        | 492       | 357       |
| Real estate – mortgage – home equity loans / lines of credit                 | 100                | 199       | 440       | 375       | 131       |
| Real estate – mortgage – commercial and other                                | 446                | 1,531     | 318       | 119       | 33        |
| Installment loans to individuals   | 458                | 623       | 303       | 450       | 396       |
| Total recoveries   | 5,162              | 3,923     | 2,585     | 2,669     | 1,091     |
| Net charge-offs  | (18,074 )          | (28,513 ) | (74,688 ) | (49,313 ) | (42,475 ) |
| Allowance for loan losses, at end of year                                    | \$40,626           | 48,505    | 46,402    | 41,418    | 49,430    |
| Ratios:  |                    |           |           |           |           |
| Net charge-offs as a percent of average loans                                | 0.74%              | 1.18%     | 3.06%     | 2.00%     | 1.66%     |
| Allowance for loan losses as a percent of loans at end of year               | 1.70%              | 1.97%     | 1.95%     | 1.70%     | 2.01%     |
| Allowance for loan losses as a multiple of net charge-offs                   | 2.25x              | 1.70x     | 0.62x     | 0.84x     | 1.16x     |
| Provision for loan losses as a percent of net charge-offs                    | 56.41%             | 107.38%   | 106.67%   | 83.75%    | 128.46%   |
| Recoveries of loans previously charged-off as a percent of loans charged-off | 22.22%             | 12.09%    | 3.35%     | 5.13%     | 2.50%     |

In the table above, for the period ended December 31, 2012, loan charge-offs include \$37.8 million in charge-offs related to loans that the Company held for sale as of year-end (and subsequently sold in January 2013). The remaining balance of \$30.4 million after the charge-offs were recorded was classified as “Loans held for sale” on the Company’s consolidated balance sheet at December 31, 2012.

Table of Contents**Table 14a - Loan Loss and Recovery Experience – Covered versus Non-covered**

| (\$ in thousands)  | As of December 31, 2014 |             |           | As of D   |
|--|-------------------------|-------------|-----------|-----------|
|  | Covered                 | Non-covered | Total     | Covered   |
| Loans outstanding at end of year   | \$ 127,594              | 2,268,580   | 2,396,174 | 210,300   |
| Average amount of loans outstanding  | \$ 159,777              | 2,274,554   | 2,434,331 | 244,650   |
| Allowance for loan losses, at beginning of year                              | \$ 4,242                | 44,263      | 48,505    | 4,759     |
| Provision for loan losses  | 3,108                   | 7,087       | 10,195    | 12,350    |
| Transfer of covered allowance for loan losses to non-covered status          | (1,737 )                | 1,737       | —         | —         |
|  | 5,613                   | 53,087      | 58,700    | 17,109    |
| Loans charged off:   |                         |             |           |           |
| Commercial, financial, and agricultural                                      | (1,359 )                | (3,820 )    | (5,179 )  | (290 )    |
| Real estate – construction, land development & other land loans              | (3,715 )                | (2,356 )    | (6,071 )  | (6,629 )  |
| Real estate – mortgage – residential (1-4 family) first mortgages            | (877 )                  | (3,173 )    | (4,050 )  | (1,890 )  |
| Real estate – mortgage – home equity loans / lines of credit                 | (74 )                   | (1,533 )    | (1,607 )  | (1,517 )  |
| Real estate – mortgage – commercial and other                                | (921 )                  | (3,484 )    | (4,405 )  | (2,662 )  |
| Installment loans to individuals   | (2 )                    | (1,922 )    | (1,924 )  | (65 )     |
| Total charge-offs  | (6,948 )                | (16,288 )   | (23,236 ) | (13,050 ) |
| Recoveries of loans previously charged-off:                                  |                         |             |           |           |
| Commercial, financial, and agricultural                                      | 15                      | 134         | 149       | —         |
| Real estate – construction, land development & other land loans              | 2,939                   | 424         | 3,363     | 69        |
| Real estate – mortgage – residential (1-4 family) first mortgages            | 411                     | 235         | 646       | —         |
| Real estate – mortgage – home equity loans / lines of credit                 | 2                       | 98          | 100       | —         |
| Real estate – mortgage – commercial and other                                | 248                     | 198         | 446       | 117       |
| Installment loans to individuals   | 1                       | 457         | 458       | —         |
| Total recoveries   | 3,616                   | 1,546       | 5,162     | 186       |
| Net charge-offs  | (3,332 )                | (14,742 )   | (18,074 ) | (12,864 ) |
| Allowance for loan losses, at end of year                                    | \$ 2,281                | 38,345      | 40,626    | 4,242     |
| Ratios:  |                         |             |           |           |
| Net charge-offs as a percent of average loans                                | 2.09%                   | 0.65%       | 0.74%     | 5.26%     |
| Allowance for loan losses as a percent of loans at end of year               | 1.79%                   | 1.69%       | 1.70%     | 2.02%     |
| Allowance for loan losses as a multiple of net charge-offs                   | 0.68x                   | 2.60x       | 2.25x     | 0.33x     |
| Provision for loan losses as a percent of net charge-offs                    | 93.28%                  | 48.07%      | 56.41%    | 95.98%    |
| Recoveries of loans previously charged-off as a percent of loans charged-off | 52.04%                  | 9.49%       | 22.22%    | 1.42%     |



Table of Contents**Table 15 Average Deposits**

|                                       | Year Ended December 31, |                 |                   |                 |                   |                 |
|---------------------------------------|-------------------------|-----------------|-------------------|-----------------|-------------------|-----------------|
|                                       | 2014                    | 2013            |                   | 2012            |                   |                 |
|                                       | Average<br>Amount       | Average<br>Rate | Average<br>Amount | Average<br>Rate | Average<br>Amount | Average<br>Rate |
| <i>(\$ in thousands)</i>              |                         |                 |                   |                 |                   |                 |
| Interest-bearing checking accounts    | \$535,738               | 0.06%           | \$530,566         | 0.09%           | \$461,380         | 0.16%           |
| Money market accounts                 | 552,940                 | 0.11%           | 560,809           | 0.16%           | 536,680           | 0.34%           |
| Savings accounts                      | 176,362                 | 0.05%           | 166,388           | 0.07%           | 158,014           | 0.19%           |
| Time deposits >\$100,000              | 542,303                 | 0.81%           | 607,028           | 0.96%           | 725,473           | 1.12%           |
| Other time deposits                   | 387,607                 | 0.43%           | 469,562           | 0.56%           | 550,420           | 0.82%           |
| Total interest-bearing deposits       | 2,194,950               | 0.32%           | 2,334,353         | 0.43%           | 2,431,967         | 0.64%           |
| Noninterest-bearing checking accounts | 528,808                 | —               | 444,679           | —               | 377,390           | —               |
| Total deposits                        | \$2,723,758             | 0.26%           | \$2,779,032       | 0.36%           | \$2,809,357       | 0.55%           |

Table 16 Maturities of Time Deposits of \$100,000 or More

|                                    | As of December 31, 2014 |                          |                           |                   |         |
|------------------------------------|-------------------------|--------------------------|---------------------------|-------------------|---------|
|                                    | 3 Months<br>or Less     | Over 3<br>to 6<br>Months | Over 6<br>to 12<br>Months | Over 12<br>Months | Total   |
| <i>(\$ in thousands)</i>           |                         |                          |                           |                   |         |
| Time deposits of \$100,000 or more | \$130,770               | 93,472                   | 113,836                   | 131,988           | 470,066 |

Table of Contents**Table 17 Interest Rate Sensitivity Analysis**

| (\$ in thousands)   | Repricing schedule for interest-earning assets and interest-bearing liabilities held as of December 31, 2014 |                     |                        |                |
|---|--|---------------------|------------------------|----------------|
|   | 3 Months or Less   | Over 3 to 12 Months | Total Within 12 Months | Over 12 Months |
| <b>Earning assets:</b>  |  |                     |                        |                |
| Loans (1)   | \$706,741  | 164,555             | 871,296                | 1,524,878      |
| Securities available for sale (2)   | 34,998   | 24,870              | 59,868                 | 104,166        |
| Securities held to maturity (2)   | 6,144  | 13,421              | 19,565                 | 159,122        |
| Short-term investments  | 178,035  | —                   | 178,035                | —              |
| Total earning assets  | \$925,918  | 202,846             | 1,128,764              | 1,788,166      |
| Percent of total earning assets   | 31.74%   | 6.95%               | 38.70%                 | 61.30%         |
| Cumulative percent of total earning assets                                      | 31.74%   | 38.70%              | 38.70%                 | 100.00%        |
| <b>Interest-bearing liabilities:</b>  |  |                     |                        |                |
| Interest-bearing checking accounts  | \$583,903  | —                   | 583,903                | —              |
| Money market accounts   | 551,002  | —                   | 551,002                | —              |
| Savings accounts  | 180,317  | —                   | 180,317                | —              |
| Time deposits of \$100,000 or more  | 130,770  | 207,308             | 338,078                | 131,988        |
| Other time deposits   | 115,575  | 170,561             | 286,136                | 64,252         |
| Borrowings  | 96,394   | 20,000              | 116,394                | —              |
| Total interest-bearing liabilities  | \$1,657,961  | 397,869             | 2,055,830              | 196,240        |
| Percent of total interest-bearing liabilities                                   | 73.62%   | 17.67%              | 91.29%                 | 8.71%          |
| Cumulative percent of total interest-bearing liabilities                        | 73.62%   | 91.29%              | 91.29%                 | 100.00%        |
| Interest sensitivity gap  | \$(732,043)  | (195,023)           | (927,066)              | 1,591,926      |
| Cumulative interest sensitivity gap   | (732,043)  | (927,066)           | (927,066)              | 664,860        |
| Cumulative interest sensitivity gap as a percent of total earning assets        | (25.10%)   | (31.78%)            | (31.78%)               | 22.79%         |
| Cumulative ratio of interest-sensitive assets to interest-sensitive liabilities | 55.85%   | 54.91%              | 54.91%                 | 129.52%        |

The three months or less category for loans includes \$528,251 in adjustable rate loans that have reached their (1) contractual rate floors. Thus, the interest rates on these loans will not decrease any further. For the majority of these loans, it will take an increase in prime rate of at least 200 basis points before the loans will reprice higher. Securities available for sale include government-sponsored enterprise securities, mortgage-backed securities, (2) corporate bonds, and equity securities. Securities held to maturity include mortgage-backed securities and state and local government securities. Mortgage-backed principal is assumed to reprice equally over the average life of the underlying security. All other securities are assumed to reprice based on maturity date or call date.

Table of Contents**Table 18 Contractual Obligations and Other Commercial Commitments**

| Contractual Obligations<br>As of December 31, 2014     | Payments Due by Period ( <i>\$ in thousands</i> ) |  |           |              |                  |
|--|---|--|-----------|--------------|------------------|
|  | Total   | On Demand<br>or<br>Less<br>than 1 Year | 1-3 Years | 4-5<br>Years | After 5<br>Years |
| Borrowings   | \$116,394   | 70,000                                 | —         | —            | 46,394           |
| Operating leases                                       | 4,121   | 952                                    | 1,441     | 825          | 903              |
| Total contractual cash obligations, excluding deposits | 120,515   | 70,952                                 | 1,441     | 825          | 47,297           |
| Deposits   | 2,695,906   | 2,498,066                              | 165,590   | 28,145       | 4,105            |
| Total contractual cash obligations, including deposits | \$2,816,421                                       | 2,569,018                              | 167,031   | 28,970       | 51,402           |

| Other Commercial Commitments<br>As of December 31, 2014 | Amount of Commitment Expiration Per Period ( <i>\$ in thousands</i> ) |                     |           |           |               |
|---|---|---------------------|-----------|-----------|---------------|
|   | Total<br>Amounts<br>Committed   | Less<br>than 1 Year | 1-3 Years | 4-5 Years | After 5 Years |
| Credit cards  | \$ 45,425   | 22,712              | 22,713    | —         | —             |
| Lines of credit and loan commitments                    | 395,022   | 181,506             | 44,390    | 22,627    | 146,499       |
| Standby letters of credit                               | 14,127  | 13,918              | 178       | 31        | —             |
| Total commercial commitments                            | \$ 454,574  | 218,136             | 67,281    | 22,658    | 146,499       |

Table of Contents**Table 19 Market Risk Sensitive Instruments**

| (\$ in thousands)                              | Expected Maturities of Market Sensitive Instruments Held<br>at December 31, 2014 Occurring in Indicated Year |         |         |         |         |         | Total     |
|--|--|---------|---------|---------|---------|---------|-----------|
|  | 2015   | 2016    | 2017    | 2018    | 2019    | Beyond  |           |
| Due from banks,<br>interest-bearing            | \$ 171,248   | —       | —       | —       | —       | —       | 171,248   |
| Federal fund sold                              | 768  | —       | —       | —       | —       | —       | 768       |
| Presold mortgages in process of settlement     | 6,019  | —       | —       | —       | —       | —       | 6,019     |
| Debt Securities - at<br>amortized cost (1) (2) | 61,125   | 48,041  | 51,906  | 53,795  | 63,508  | 58,931  | 337,306   |
| Loans – fixed (3) (4)                          | 150,739  | 114,970 | 179,525 | 288,456 | 243,490 | 591,308 | 1,568,488 |
| Loans – adjustable (3) (4)                     | 166,864  | 82,959  | 70,694  | 63,185  | 59,733  | 323,677 | 767,112   |
| Total  | \$ 556,763   | 245,970 | 302,125 | 405,436 | 366,731 | 973,916 | 2,850,941 |
| Interest-bearing checking accounts             | \$ 583,903   | —       | —       | —       | —       | —       | 583,903   |
| Money market accounts                          | 551,002  | —       | —       | —       | —       | —       | 551,002   |
| Savings accounts                               | 180,317  | —       | —       | —       | —       | —       | 180,317   |
| Time deposits                                  | 622,614  | 118,984 | 46,606  | 18,126  | 10,019  | 4,105   | 820,454   |
| Borrowings – fixed                             | 70,000   | —       | —       | —       | —       | —       | 70,000    |
| Borrowings – adjustable                        | —  | —       | —       | —       | —       | 46,394  | 46,394    |
| Total  | \$ 2,007,836   | 118,984 | 46,606  | 18,126  | 10,019  | 50,499  | 2,252,070 |

(1) Tax-exempt securities are reflected at a tax-equivalent basis using a 39% tax rate.

Securities with call dates within 12 months of December 31, 2014 that have above market interest rates are  
(2) assumed to mature at their call date for purposes of this table. Mortgage securities are assumed to mature in the period of their expected repayment based on estimated prepayment speeds.

(3) Excludes nonaccrual loans.

(4) Loans are shown in the period of their contractual maturity.

**Table 20 Return on Assets and Common Equity**

|  | For the Year Ended December 31, |        |          |
|--|---------------------------------|--------|----------|
|  | 2014                            | 2013   | 2012     |
| Return on average assets                       | 0.75%                           | 0.62%  | (0.79% ) |
| Return on average common equity                | 7.73%                           | 6.78%  | (9.29% ) |
| Dividend payout ratio – common shares          | 26.23%                          | 31.68% | n/m*     |
| Average shareholders' equity to average assets | 11.90%                          | 11.31% | 10.45%   |

\*n/m = not meaningful



Table of Contents**Table 21 Risk-Based and Leverage Capital Ratios**

| (\$ in thousands)   | As of December 31, |           |           |
|---|--------------------|-----------|-----------|
|   | 2014               | 2013      | 2012      |
| <b>Risk-Based and Leverage Capital</b>                            |                    |           |           |
| Tier I capital:   |                    |           |           |
| Shareholders' equity  | \$387,699          | 371,922   | 356,117   |
| Trust preferred securities eligible for Tier I capital treatment  | 45,000             | 45,000    | 45,000    |
| Intangible assets   | (67,893 )          | (68,669 ) | (68,943 ) |
| Accumulated other comprehensive income adjustments                | 578                | (1,900 )  | 176       |
| Total Tier I leverage capital                                     | 365,384            | 346,353   | 332,350   |
| Tier II capital:  |                    |           |           |
| Allowable allowance for loan losses                               | 28,096             | 28,127    | 27,204    |
| Tier II capital additions   | 28,096             | 28,127    | 27,204    |
| Total risk-based capital  | \$393,480          | 374,480   | 359,554   |
| Total risk weighted assets  | \$2,235,143        | 2,229,776 | 2,157,146 |
| Adjusted fourth quarter average assets                            | 3,146,409          | 3,099,007 | 3,245,490 |
| Risk-based capital ratios:  |                    |           |           |
| Tier I capital to Tier I risk adjusted assets                     | 16.35%             | 15.53%    | 15.41%    |
| Minimum required Tier I capital                                   | 4.00%              | 4.00%     | 4.00%     |
| Total risk-based capital to Tier II risk-adjusted assets          | 17.60%             | 16.79%    | 16.67%    |
| Minimum required total risk-based capital                         | 8.00%              | 8.00%     | 8.00%     |
| Leverage capital ratios:  |                    |           |           |
| Tier I leverage capital to adjusted fourth quarter average assets | 11.61%             | 11.18%    | 10.24%    |
| Minimum required Tier I leverage capital                          | 4.00%              | 4.00%     | 4.00%     |

Table of Contents**Table 22 Quarterly Financial Summary (Unaudited)**

| (\$ in thousands except<br>per share data)                 | 2014              |                  |                   |                  | 2013              |                  |
|--|-------------------|------------------|-------------------|------------------|-------------------|------------------|
|  | Fourth<br>Quarter | Third<br>Quarter | Second<br>Quarter | First<br>Quarter | Fourth<br>Quarter | Third<br>Quarter |
| <b>Income Statement Data</b>                               |                   |                  |                   |                  |                   |                  |
| Interest income, taxable equivalent                        | \$33,203          | 33,752           | 36,330            | 38,049           | 37,976            | 36,708           |
| Interest expense   | 1,904             | 2,031            | 2,147             | 2,141            | 2,314             | 2,601            |
| Net interest income, taxable equivalent                    | 31,299            | 31,721           | 34,183            | 35,908           | 35,662            | 34,107           |
| Taxable equivalent, adjustment                             | 376               | 378              | 375               | 373              | 386               | 380              |
| Net interest income  | 30,923            | 31,343           | 33,808            | 35,535           | 35,276            | 33,727           |
| Provision for loan losses                                  | 1,476             | 1,485            | 3,659             | 3,575            | 8,896             | 4,980            |
| Net interest income after provision for losses             | 29,447            | 29,858           | 30,149            | 31,960           | 26,380            | 28,747           |
| Noninterest income   | 4,492             | 4,608            | 4,970             | 298              | 6,286             | 5,608            |
| Noninterest expense  | 22,989            | 25,931           | 24,780            | 23,551           | 23,935            | 23,704           |
| Income before income taxes                                 | 10,950            | 8,535            | 10,339            | 8,707            | 8,731             | 10,651           |
| Income taxes   | 3,855             | 2,956            | 3,693             | 3,031            | 3,053             | 4,318            |
| Net income   | 7,095             | 5,579            | 6,646             | 5,676            | 5,678             | 6,333            |
| Preferred stock dividends                                  | (217 )            | (217 )           | (217 )            | (217 )           | (217 )            | (216 )           |
| Net income available to common shareholders                | 6,878             | 5,362            | 6,429             | 5,459            | 5,461             | 6,117            |
| <b>Per Common Share Data</b>                               |                   |                  |                   |                  |                   |                  |
| Earnings per common share – basic                          | \$0.35            | 0.27             | 0.33              | 0.28             | 0.28              | 0.31             |
| Earnings per common share – diluted                        | 0.34              | 0.27             | 0.32              | 0.27             | 0.27              | 0.30             |
| Cash dividends declared                                    | 0.08              | 0.08             | 0.08              | 0.08             | 0.08              | 0.08             |
| <b>Market Price</b>  |                   |                  |                   |                  |                   |                  |
| High   | 18.86             | 18.82            | 19.25             | 19.65            | 17.39             | 16.45            |
| Low  | 15.55             | 15.87            | 16.48             | 15.91            | 13.55             | 12.33            |
| Close  | 18.47             | 16.02            | 18.35             | 19.00            | 16.62             | 14.45            |
| Stated book value - common                                 | 16.08             | 15.94            | 15.75             | 15.50            | 15.30             | 14.84            |
| Tangible book value - common                               | 12.63             | 12.48            | 12.28             | 12.02            | 11.81             | 11.33            |
| <b>Selected Average Balances</b>                           |                   |                  |                   |                  |                   |                  |
| Assets   | \$3,214,302       | 3,226,960        | 3,259,550         | 3,178,848        | 3,167,640         | 3,192,954        |
| Loans  | 2,411,117         | 2,428,475        | 2,438,364         | 2,459,368        | 2,453,186         | 2,433,632        |
| Earning assets   | 2,920,295         | 2,924,705        | 2,946,586         | 2,836,806        | 2,807,461         | 2,795,071        |
| Deposits   | 2,691,076         | 2,713,296        | 2,751,466         | 2,739,194        | 2,732,721         | 2,761,915        |
| Interest-bearing liabilities                               | 2,235,758         | 2,292,656        | 2,354,768         | 2,294,138        | 2,308,387         | 2,351,409        |
| Shareholders' equity                                       | 389,709           | 385,551          | 380,542           | 376,418          | 367,081           | 363,413          |
| <b>Ratios (annualized where applicable)</b>                |                   |                  |                   |                  |                   |                  |
| Return on average assets                                   | 0.85%             | 0.66%            | 0.79%             | 0.70%            | 0.68%             | 0.76%            |
| Return on average common equity                            | 8.56%             | 6.76%            | 8.32%             | 7.24%            | 7.31%             | 8.29%            |
| Equity to assets at end of period                          | 12.05%            | 12.04%           | 11.67%            | 11.35%           | 11.68%            | 11.43%           |
| Tangible equity to tangible assets at end of period        | 10.15%            | 10.13%           | 9.78%             | 9.48%            | 9.73%             | 9.47%            |
| Tangible common equity to tangible assets at end of period | 7.90%             | 7.86%            | 7.57%             | 7.30%            | 7.46%             | 7.19%            |
| Average loans to average deposits                          | 89.60%            | 89.50%           | 88.62%            | 89.78%           | 89.77%            | 88.11%           |
|  | 130.62%           | 127.57%          | 125.13%           | 123.65%          | 121.62%           | 118.87%          |

## Average earning assets to interest- bearing liabilities

|   |       |       |       |       |       |       |
|---|-------|-------|-------|-------|-------|-------|
| Net interest margin   | 4.25% | 4.30% | 4.65% | 5.13% | 5.04% | 4.84% |
| Allowance for loan losses to gross loans                          | 1.70% | 1.82% | 1.88% | 1.97% | 1.97% | 1.95% |
| Nonperforming loans as a percent of total loans                   | 4.25% | 4.20% | 4.27% | 4.49% | 4.70% | 5.00% |
| Nonperforming loans as a percent of total loans – non-covered     | 3.77% | 3.71% | 3.31% | 3.12% | 3.09% | 3.09% |
| Nonperforming assets as a percent of total assets                 | 3.54% | 3.66% | 3.77% | 4.26% | 4.79% | 5.25% |
| Nonperforming assets as a percent of total assets – non-covered   | 3.09% | 3.17% | 2.73% | 2.65% | 2.78% | 2.86% |
| Net charge-offs as a percent of average total loans               | 0.82% | 0.51% | 0.99% | 0.65% | 1.31% | 1.33% |
| Net charge-offs as a percent of average total loans – non-covered | 0.78% | 0.60% | 0.69% | 0.52% | 0.74% | 0.87% |



Table of Contents**Item 8. Financial Statements and Supplementary Data**

First Bancorp and Subsidiaries

**Consolidated Balance Sheets****December 31, 2014 and 2013**

| (\$ in thousands)   | 2014        | 2013      |
|---|-------------|-----------|
| <b>Assets</b>   |             |           |
| Cash and due from banks, noninterest-bearing  | \$81,068    | 83,881    |
| Due from banks, interest-bearing  | 171,248     | 136,644   |
| Federal funds sold  | 768         | 2,749     |
| Total cash and cash equivalents   | 253,084     | 223,274   |
| Securities available for sale   | 164,034     | 173,041   |
| Securities held to maturity (fair values of \$182,411 in 2014 and \$56,700 in 2013) | 178,687     | 53,995    |
| Presold mortgages in process of settlement  | 6,019       | 5,422     |
| Loans – non-covered   | 2,268,580   | 2,252,885 |
| Loans – covered by FDIC loss share agreement  | 127,594     | 210,309   |
| Total loans   | 2,396,174   | 2,463,194 |
| Allowance for loan losses – non-covered   | (38,345 )   | (44,263 ) |
| Allowance for loan losses – covered   | (2,281 )    | (4,242 )  |
| Total allowance for loan losses   | (40,626 )   | (48,505 ) |
| Net loans   | 2,355,548   | 2,414,689 |
| Premises and equipment  | 75,113      | 77,448    |
| Accrued interest receivable   | 8,920       | 9,649     |
| FDIC indemnification asset  | 22,569      | 48,622    |
| Goodwill  | 65,835      | 65,835    |
| Other intangible assets   | 2,058       | 2,834     |
| Foreclosed real estate – non-covered  | 9,771       | 12,251    |
| Foreclosed real estate – covered  | 2,350       | 24,497    |
| Bank-owned life insurance   | 55,421      | 44,040    |
| Other assets  | 18,974      | 29,473    |
| Total assets  | \$3,218,383 | 3,185,070 |
| <b>Liabilities</b>  |             |           |
| Deposits: Noninterest-bearing checking accounts                                     | \$560,230   | 482,650   |
| Interest-bearing checking accounts  | 583,903     | 557,413   |
| Money market accounts   | 551,002     | 551,335   |

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|                                    |           |           |
|------------------------------------|-----------|-----------|
| Savings accounts                   | 180,317   | 169,023   |
| Time deposits of \$100,000 or more | 470,066   | 564,527   |
| Other time deposits                | 350,388   | 426,071   |
| Total deposits                     | 2,695,906 | 2,751,019 |
| Borrowings                         | 116,394   | 46,394    |
| Accrued interest payable           | 686       | 879       |
| Other liabilities                  | 17,698    | 14,856    |
| Total liabilities                  | 2,830,684 | 2,813,148 |

Commitments and contingencies (see Note 13)

Shareholders' Equity

|   |             |           |
|---|-------------|-----------|
| Preferred stock, no par value per share. Authorized: 5,000,000 shares         |             |           |
| Series B issued & outstanding: 63,500 in 2014 and 2013                        | 63,500      | 63,500    |
| Series C, convertible, issued & outstanding: 728,706 in 2014 and 2013         | 7,287       | 7,287     |
| Common stock, no par value per share. Authorized: 40,000,000 shares           |             |           |
| Issued & outstanding: 19,709,881 shares in 2014 and 19,679,659 shares in 2013 | 132,532     | 132,099   |
| Retained earnings   | 184,958     | 167,136   |
| Accumulated other comprehensive income (loss)                                 | (578 )      | 1,900     |
| Total shareholders' equity  | 387,699     | 371,922   |
| Total liabilities and shareholders' equity                                    | \$3,218,383 | 3,185,070 |

*See accompanying notes to consolidated financial statements.*

Table of Contents**First Bancorp and Subsidiaries****Consolidated Statements of Income (Loss)****Years Ended December 31, 2014, 2013 and 2012**

| (\$ in thousands, except per share data)                   | 2014       | 2013      | 2012     |
|--|------------|-----------|----------|
| <b>Interest Income</b>                                     |            |           |          |
| Interest and fees on loans                                 | \$ 133,641 | 141,616   | 145,554  |
| Interest on investment securities:                         |            |           |          |
| Taxable interest income                                    | 3,461      | 3,410     | 4,352    |
| Tax-exempt interest income                                 | 1,881      | 1,899     | 1,958    |
| Other, principally overnight investments                   | 849        | 586       | 656      |
| Total interest income                                      | 139,832    | 147,511   | 152,520  |
| <b>Interest Expense</b>                                    |            |           |          |
| Savings, checking and money market accounts                | 1,040      | 1,493     | 2,836    |
| Time deposits of \$100,000 or more                         | 4,373      | 5,825     | 8,132    |
| Other time deposits  | 1,659      | 2,642     | 4,486    |
| Borrowings   | 1,151      | 1,025     | 1,866    |
| Total interest expense                                     | 8,223      | 10,985    | 17,320   |
| Net interest income  | 131,609    | 136,526   | 135,200  |
| Provision for loan losses – non-covered                    | 7,087      | 18,266    | 69,993   |
| Provision for loan losses – covered                        | 3,108      | 12,350    | 9,679    |
| Total provision for loan losses                            | 10,195     | 30,616    | 79,672   |
| Net interest income after provision for loan losses        | 121,414    | 105,910   | 55,528   |
| <b>Noninterest Income</b>                                  |            |           |          |
| Service charges on deposit accounts                        | 13,706     | 12,752    | 11,865   |
| Other service charges, commissions and fees                | 10,019     | 9,318     | 8,831    |
| Fees from presold mortgage loans                           | 2,726      | 2,907     | 2,378    |
| Commissions from sales of insurance and financial products | 2,733      | 2,132     | 1,832    |
| Bank-owned life insurance income                           | 1,311      | 1,120     | 591      |
| Foreclosed property gains (losses) – non-covered           | (1,924)    | ) 1,333   | (15,325) |
| Foreclosed property gains (losses) – covered               | (1,919)    | ) 367     | (13,035) |
| FDIC indemnification asset income (expense), net           | (12,842)   | ) (6,824) | ) 4,077  |
| Securities gains   | 786        | 532       | 638      |
| Other gains (losses)                                       | (228)      | ) (148)   | ) (463)  |
| Total noninterest income                                   | 14,368     | 23,489    | 1,389    |
| <b>Noninterest Expenses</b>                                |            |           |          |
| Salaries   | 46,071     | 45,120    | 41,336   |
| Employee benefits  | 9,086      | 9,644     | 12,007   |
| Total personnel expense                                    | 55,157     | 54,764    | 53,343   |
| Occupancy expense  | 7,362      | 7,123     | 6,954    |
| Equipment related expenses                                 | 3,931      | 4,364     | 4,800    |

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|  |            |            |            |
|--|------------|------------|------------|
| Intangibles amortization                           | 777        | 860        | 897        |
| Other operating expenses                           | 30,024     | 29,508     | 31,281     |
| Total noninterest expenses                         | 97,251     | 96,619     | 97,275     |
| Income (loss) before income taxes                  | 38,531     | 32,780     | (40,358 )  |
| Income tax expense (benefit)                       | 13,535     | 12,081     | (16,952 )  |
| Net income (loss)                                  | 24,996     | 20,699     | (23,406 )  |
| Preferred stock dividends                          | (868 )     | (895 )     | (2,809 )   |
| Net income (loss) available to common shareholders | \$24,128   | 19,804     | (26,215 )  |
| Earnings (loss) per common share: Basic            | \$1.22     | 1.01       | (1.54 )    |
| Earnings (loss) per common share: Diluted          | 1.19       | 0.98       | (1.54 )    |
| Dividends declared per common share                | \$0.32     | 0.32       | 0.32       |
| Weighted average common shares outstanding:        |            |            |            |
| Basic  | 19,699,801 | 19,675,597 | 17,049,513 |
| Diluted  | 20,434,007 | 20,404,303 | 17,049,513 |

*See accompanying notes to consolidated financial statements.*

Table of Contents**First Bancorp and Subsidiaries****Consolidated Statements of Comprehensive Income (Loss)****Years Ended December 31, 2014, 2013 and 2012**

| (\$ in thousands)   | 2014     | 2013     | 2012     |
|---|----------|----------|----------|
| Net income (loss)   | \$24,996 | 20,699   | (23,406) |
| Other comprehensive income (loss):                                  |          |          |          |
| Unrealized gains (losses) on securities available for sale:         |          |          |          |
| Unrealized holding gains (losses) arising during the period, pretax | 2,115    | (4,779 ) | 32       |
| Tax (expense) benefit   | (825 )   | 1,865    | (12 )    |
| Reclassification to realized gains                                  | (786 )   | (532 )   | (638 )   |
| Tax expense   | 307      | 207      | 249      |
| Postretirement plans:   |          |          |          |
| Net gain (loss) arising during period                               | (5,171 ) | 8,765    | 13,975   |
| Tax (expense) benefit   | 2,017    | (3,419 ) | (5,542 ) |
| Amortization of unrecognized net actuarial (gain) loss              | (221 )   | (51 )    | 545      |
| Tax expense (benefit)   | 86       | 20       | (212 )   |
| Amortization of prior service cost and transition obligation        | —        | —        | 179      |
| Tax expense   | —        | —        | (70 )    |
| Other comprehensive income (loss)                                   | (2,478 ) | 2,076    | 8,506    |
| Comprehensive income (loss)   | \$22,518 | 22,775   | (14,900) |

*See accompanying notes to consolidated financial statements.*

Table of Contents**First Bancorp and Subsidiaries****Consolidated Statements of Shareholders' Equity****Years Ended December 31, 2014, 2013 and 2012**

| (In thousands)   | Preferred<br>Stock | Common Stock<br>Shares | Common Stock<br>Amount | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Share-<br>holders'<br>Equity |
|--|--------------------|------------------------|------------------------|----------------------|--|---------------------------------------|
| Balances, January 1, 2012                              | \$ 63,500          | 16,910                 | \$ 104,841             | 185,491              | (8,682 )   | ) 345,150                             |
| Net income (loss)                                      |                    |                        |                        | (23,406 )            |  | (23,406 )                             |
| Preferred stock issued (Series C)                      | 7,287              |                        |                        |                      |  | 7,287                                 |
| Common stock issued                                    |                    | 2,656                  | 26,392                 |                      |  | 26,392                                |
| Common stock issued into<br>dividend reinvestment plan |                    | 31                     | 335                    |                      |  | 335                                   |
| Repurchases of common stock                            |                    | —                      | (2 )                   |                      |  | (2 )                                  |
| Cash dividends declared (\$0.32 per share)             |                    |                        |                        | (5,647 )             |  | (5,647 )                              |
| Preferred dividends                                    |                    |                        |                        | (2,809 )             |  | (2,809 )                              |
| Stock-based compensation                               |                    | 72                     | 311                    |                      |  | 311                                   |
| Other comprehensive income                             |                    |                        |                        |                      | 8,506  | 8,506                                 |
| Balances, December 31, 2012                            | 70,787             | 19,669                 | 131,877                | 153,629              | (176 )   | ) 356,117                             |
| Net income   |                    |                        |                        | 20,699               |  | 20,699                                |
| Cash dividends declared (\$0.32 per share)             |                    |                        |                        | (6,297 )             |  | (6,297 )                              |
| Preferred dividends                                    |                    |                        |                        | (895 )               |  | (895 )                                |
| Stock-based compensation                               |                    | 11                     | 222                    |                      |  | 222                                   |
| Other comprehensive income                             |                    |                        |                        |                      | 2,076  | 2,076                                 |
| Balances, December 31, 2013                            | 70,787             | 19,680                 | 132,099                | 167,136              | 1,900  | 371,922                               |
| Net income   |                    |                        |                        | 24,996               |  | 24,996                                |
| Common stock issued                                    |                    | 5                      | 70                     |                      |  | 70                                    |
| Cash dividends declared (\$0.32 per share)             |                    |                        |                        | (6,306 )             |  | (6,306 )                              |
| Preferred dividends                                    |                    |                        |                        | (868 )               |  | (868 )                                |
| Stock-based compensation                               |                    | 25                     | 363                    |                      |  | 363                                   |
| Other comprehensive income (loss)                      |                    |                        |                        |                      | (2,478 )   | (2,478 )                              |
| Balances, December 31, 2014                            | \$ 70,787          | 19,710                 | \$ 132,532             | 184,958              | (578 )   | ) 387,699                             |

*See accompanying notes to consolidated financial statements.*



Table of Contents**First Bancorp and Subsidiaries****Consolidated Statements of Cash Flows****Years Ended December 31, 2014, 2013 and 2012**

| (\$ in thousands)   | 2014      | 2013      | 2012     |
|---|-----------|-----------|----------|
| <b>Cash Flows From Operating Activities</b>                                       |           |           |          |
| Net income (loss)   | \$24,996  | 20,699    | (23,406) |
| Reconciliation of net income (loss) to net cash provided by operating activities: |           |           |          |
| Provision for loan losses   | 10,195    | 30,616    | 79,672   |
| Net security premium amortization   | 1,934     | 2,667     | 1,917    |
| Purchase accounting accretion and amortization, net                               | (7,589)   | (15,478)  | (26,795) |
| Foreclosed property (gains) losses and write-downs, net                           | 3,843     | (1,700)   | 28,360   |
| Gain on securities available for sale   | (786)     | (532)     | (638)    |
| Other losses  | 228       | 148       | 463      |
| Decrease (increase) in net deferred loan costs                                    | (17)      | 396       | (44)     |
| Depreciation of premises and equipment  | 4,618     | 4,623     | 4,557    |
| Stock-based compensation expense  | 270       | 222       | 311      |
| Amortization of intangible assets   | 777       | 860       | 897      |
| Originations of presold mortgages in process of settlement                        | (101,493) | (103,877) | (96,750) |
| Proceeds from sales of presold mortgages in process of settlement                 | 101,047   | 106,787   | 94,350   |
| Decrease in accrued interest receivable   | 729       | 552       | 1,578    |
| Decrease (increase) in other assets   | 6,586     | 22,199    | (19,274) |
| Decrease in accrued interest payable  | (193)     | (447)     | (577)    |
| Increase (decrease) in other liabilities  | 2,675     | 4,145     | (2,940)  |
| Net cash provided by operating activities   | 47,820    | 71,880    | 41,681   |
| <b>Cash Flows From Investing Activities</b>                                       |           |           |          |
| Purchases of securities available for sale  | (69,413)  | (65,733)  | (92,058) |
| Purchases of securities held to maturity  | (125,377) | —         | —        |
| Proceeds from sales of securities available for sale                              | 47,473    | 12,908    | 9,641    |
| Proceeds from maturities/issuer calls of securities available for sale            | 31,360    | 39,921    | 96,040   |
| Proceeds from maturities/issuer calls of securities held to maturity              | 453       | 1,837     | 1,690    |
| Purchase of bank-owned life insurance   | (10,000)  | (15,000)  | (25,000) |
| Net (increase) decrease in loans  | 52,157    | (101,444) | (89,718) |
| Proceeds from FDIC loss share agreements  | 17,724    | 49,572    | 29,796   |
| Proceeds from sales of foreclosed real estate                                     | 33,262    | 60,564    | 74,972   |
| Purchases of premises and equipment   | (4,751)   | (6,293)   | (8,953)  |
| Proceeds from sales of premises and equipment                                     | 1,309     | —         | —        |
| Proceeds from loans held for sale   | —         | 30,393    | —        |
| Net cash received in acquisition  | —         | 38,315    | 9,312    |
| Net cash provided (used) by investing activities                                  | (25,803)  | 45,040    | 5,722    |
| <b>Cash Flows From Financing Activities</b>                                       |           |           |          |
| Net increase (decrease) in deposits   | (55,106)  | (127,646) | 39,888   |



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|   |           |           |           |
|---|-----------|-----------|-----------|
| Proceeds (repayments) of borrowings, net                              | 70,000    | —         | (87,500 ) |
| Cash dividends paid – common stock                                    | (6,303 )  | (6,297 )  | (5,426 )  |
| Cash dividends paid – preferred stock                                 | (868 )    | (1,210 )  | (3,037 )  |
| Proceeds from issuance of preferred stock                             | —         | —         | 7,287     |
| Proceeds from issuance of common stock                                | 70        | —         | 26,727    |
| Repurchase of common stock  | —         | —         | (2 )      |
| Net cash provided (used) by financing activities                      | 7,793     | (135,153) | (22,063 ) |
| Increase (Decrease) in Cash and Cash Equivalents                      | 29,810    | (18,233 ) | 25,340    |
| Cash and Cash Equivalents, Beginning of Year                          | 223,274   | 241,507   | 216,167   |
| Cash and Cash Equivalents, End of Year                                | \$253,084 | 223,274   | 241,507   |
| Supplemental Disclosures of Cash Flow Information:                    |           |           |           |
| Cash paid during the period for interest                              | \$8,416   | 11,405    | 17,893    |
| Cash paid during the period for income taxes                          | 5,096     | 1,082     | 14,292    |
| Non-cash investing and financing transactions:                        |           |           |           |
| Foreclosed loans transferred to foreclosed real estate                | 12,717    | 22,037    | 53,521    |
| Loans transferred to loans held-for-sale (at liquidation value)       | —         | —         | 30,393    |
| Unrealized gain (loss) on securities available for sale, net of taxes | 811       | (3,240 )  | (369 )    |

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**First Bancorp and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2014**

**Note 1. Summary of Significant Accounting Policies**

**(a) Basis of Presentation** - The consolidated financial statements include the accounts of First Bancorp (the Company) and its wholly owned subsidiary - First Bank (the Bank). The Bank has two wholly owned subsidiaries that are fully consolidated - First Bank Insurance Services, Inc. (First Bank Insurance) and First Troy SPE, LLC. All significant intercompany accounts and transactions have been eliminated. Subsequent events have been evaluated through the date of filing this Form 10-K.

The Company is a bank holding company. The principal activity of the Company is the ownership and operation of the Bank, a state chartered bank with its main office in Southern Pines, North Carolina. The Company is also the parent company for a series of statutory trusts that were formed at various times since 2002 for the purpose of issuing trust preferred debt securities. The trusts are not consolidated for financial reporting purposes; however, notes issued by the Company to the trusts in return for the proceeds from the issuance of the trust preferred securities are included in the consolidated financial statements and have terms that are substantially the same as the corresponding trust preferred securities. The trust preferred securities qualify as capital for regulatory capital adequacy requirements. First Bank Insurance is an agent for property and casualty insurance policies. First Troy SPE, LLC was formed in order to hold and dispose of certain real estate foreclosed upon by the Bank.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The most significant estimates made by the Company in the preparation of its consolidated financial statements are the determination of the allowance for loan losses, the valuation of other real estate, the accounting and impairment testing related to intangible assets, and the fair value and discount accretion of loans acquired in FDIC-assisted transactions.

**(b) Cash and Cash Equivalents** - The Company considers all highly liquid assets such as cash on hand, noninterest-bearing and interest-bearing amounts due from banks and federal funds sold to be “cash equivalents.”

**(c) Securities** - Debt securities that the Company has the positive intent and ability to hold to maturity are classified as “held to maturity” and carried at amortized cost. Securities not classified as held to maturity are classified as “available for sale” and carried at fair value, with unrealized gains and losses being reported as other comprehensive income or loss and reported as a separate component of shareholders’ equity.

A decline in the market value of any available for sale or held to maturity security below cost that is deemed to be other than temporary results in a reduction in carrying amount to fair value. The impairment is charged to earnings and a new cost basis for the security is established. Any equity security that is in an unrealized loss position for twelve consecutive months is presumed to be other than temporarily impaired and an impairment charge is recorded unless the amount of the charge is insignificant.

Gains and losses on sales of securities are recognized at the time of sale based upon the specific identification method. Premiums and discounts are amortized into income on a level yield basis, with premiums being amortized to the earliest call date and discounts being accreted to the stated maturity date.

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**(d) Premises and Equipment** - Premises and equipment are stated at cost less accumulated depreciation. Depreciation, computed by the straight-line method, is charged to operations over the estimated useful lives of the properties, which range from 2 to 40 years or, in the case of leasehold improvements, over the term of the lease, if shorter. Maintenance and repairs are charged to operations in the year incurred. Gains and losses on dispositions are included in current operations.

**(e) Loans** – Loans are stated at the principal amount outstanding less any partial charge-offs plus deferred origination costs, net of nonrefundable loan fees. Interest on loans is accrued on the unpaid principal balance outstanding. Net deferred loan origination costs/fees are capitalized and recognized as a yield adjustment over the life of the related loan.

The Company does not hold any interest-only strips, loans, other receivables, or retained interests in securitizations that can be contractually prepaid or otherwise settled in a way that it would not recover substantially all of its recorded investment.

Purchased loans acquired in a business combination, which include loans that were purchased in the 2009 Cooperative Bank acquisition and the 2011 Bank of Asheville acquisition, are recorded at estimated fair value on their purchase date. The purchaser cannot carry over any related allowance for loan losses.

The Company follows specific accounting guidance related to purchased impaired loans when purchased loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. Evidence of credit quality deterioration as of the purchase date may include statistics such as past due and nonaccrual status. The accounting guidance permits the use of the cost recovery method of income recognition for those purchased impaired loans for which the timing and amount of cash flows expected to be collected cannot be reasonably estimated. Under the cost recovery method of income recognition, all cash receipts are initially applied to principal, with interest income being recorded only after the carrying value of the loan has been reduced to zero. Substantially all of the Company's purchased impaired loans to date have had uncertain cash flows and thus are accounted for under the cost recovery method of income recognition.

For nonimpaired purchased loans, the Company accretes any fair value discount over the life of the loan in a manner consistent with the guidance for accounting for loan origination fees and costs.

A loan is placed on nonaccrual status when, in management's judgment, the collection of interest appears doubtful. The accrual of interest is discontinued on all loans that become 90 days or more past due with respect to principal or interest. The past due status of loans is based on the contractual payment terms. While a loan is on nonaccrual status, the Company's policy is that all cash receipts are applied to principal. Once the recorded principal balance has been reduced to zero, future cash receipts are applied to recoveries of any amounts previously charged off. Further cash

receipts are recorded as interest income to the extent that any interest has been foregone. Loans are removed from nonaccrual status when they become current as to both principal and interest, when concern no longer exists as to the collectability of principal or interest, and when the loan has provided generally six months of satisfactory payment performance. In some cases, where borrowers are experiencing financial difficulties, loans may be restructured to provide terms significantly different from the originally contracted terms. The nonaccrual policy discussed above applies to all loan classifications.

A loan is considered to be impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. A loan is specifically evaluated for an appropriate valuation allowance if the loan balance is above a prescribed evaluation threshold (which varies based on credit quality, accruing status, troubled debt restructured status, and type of collateral) and the loan is determined to be impaired. Impaired loans are measured using either 1) an estimate of the cash flows that the Company expects to receive from the borrower discounted at the loan's effective rate, or 2) in the case of a collateral-dependent loan, the fair value of the collateral. Unless restructured, while a loan is considered to be impaired, the Company's policy is that interest accrual is discontinued and all cash receipts are applied to principal. Once the recorded principal balance has been reduced to zero, future cash receipts are applied to recoveries of any amounts previously charged off. Further cash receipts are recorded as interest income to the extent that any interest has been foregone. Impaired loans that are restructured are returned to accruing status in accordance with the restructured terms if the Company believes that the borrower will be able to meet the obligations of the restructured loan terms, and the loan has provided generally six months of satisfactory payment performance. The impairment policy discussed above applies to all loan classifications.

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**(f) Presold Mortgages in Process of Settlement and Loans Held for Sale** - As a part of normal business operations, the Company originates residential mortgage loans that have been pre-approved by secondary investors to be sold on a best efforts basis. The terms of the loans are set by the secondary investors, and the purchase price that the investor will pay for the loan is agreed to prior to the funding of the loan by the Company. Generally within three weeks after funding, the loans are transferred to the investor in accordance with the agreed-upon terms. The Company records gains from the sale of these loans on the settlement date of the sale equal to the difference between the proceeds received and the carrying amount of the loan. The gain generally represents the portion of the proceeds attributed to service release premiums received from the investors and the realization of origination fees received from borrowers that were deferred as part of the carrying amount of the loan. Between the initial funding of the loans by the Company and the subsequent reimbursement by the investors, the Company carries the loans on its balance sheet at the lower of cost or market.

Periodically, the Company originates commercial loans and decides to sell them in the secondary market. The Company carries these loans at the lower of cost or fair value at each reporting date. There were no such loans held for sale as of December 31, 2014 or 2013.

As of December 31, 2012, the Company held \$30.4 million in loans classified as held for sale because the Company had solicited and received bids to sell approximately \$68 million of loans to an unaffiliated third-party investor, and it was the Company's intent to accept one of the offers received. As of December 31, 2012, these loans were reclassified out of the loans held for investment category and segregated on the balance sheet as held for sale. These loans are carried at their liquidation value based on the bid received that the Company accepted, with the remaining difference of approximately \$37.6 million being charged-off through the allowance for loan losses. The completion of the loan sale occurred in January 2013 with the proceeds received being substantially the same as the amount held for sale at December 31, 2012.

**(g) Allowance for Loan Losses** - The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged-off against the allowance for loan losses when management believes that the collectability of the principal is unlikely. The provision for loan losses charged to operations is an amount sufficient to bring the allowance for loan losses to an estimated balance considered adequate to absorb losses inherent in the portfolio. Management's determination of the adequacy of the allowance is based on several factors, including:

1. Risk grades assigned to the loans in the portfolio,
2. Specific reserves for individually evaluated impaired loans,
3. Current economic conditions, including the local, state, and national economic outlook; interest rate risk; trends in loan volume, mix and size of loans; levels and trends of delinquencies,
4. Historical loan loss experience, and
5. An assessment of the risk characteristics of the Company's loan portfolio, including industry concentrations, payment structures, and credit administration practices.

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While management uses the best information available to make evaluations, future adjustments may be necessary if economic and other conditions differ substantially from the assumptions used.

For loans covered under loss share agreements, subsequent decreases to the expected cash flows will generally result in additional provisions for loan losses. Subsequent increases in expected cash flows will result in a reversal of the allowance for loan losses to the extent of prior allowance recognition.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan losses. Such agencies may require the Bank to recognize additions to the allowance based on the examiners' judgment about information available to them at the time of their examinations.

**(h) Foreclosed Real Estate** - Foreclosed real estate consists primarily of real estate acquired by the Company through legal foreclosure or deed in lieu of foreclosure. The property is initially carried at the lower of cost (generally the loan balance plus additional costs incurred for improvements to the property) or the estimated fair value of the property less estimated selling costs (also see Note 14). If there are subsequent declines in fair value, which is reviewed routinely by management, the property is written down to its fair value through a charge to expense. Capital expenditures made to improve the property are capitalized. Costs of holding real estate, such as property taxes, insurance and maintenance, less related revenues during the holding period, are recorded as expense.

**(i) FDIC Indemnification Asset** – The FDIC indemnification asset relates to loss share agreements with the FDIC, whereby the FDIC has agreed to reimburse to the Company a percentage of the losses related to loans and other real estate that the Company assumed in the acquisition of two failed banks. This indemnification asset is measured separately from the loan portfolio and foreclosed real estate because it is not contractually embedded in the loans and is not transferable with the loans should the Company choose to dispose of them. The carrying value of this receivable at each period end is the sum of: 1) actual claims that have been submitted to the FDIC for reimbursement that have not yet been received and 2) the Company's estimated amount of loan and foreclosed real estate losses covered by the agreements multiplied by the FDIC reimbursement percentage. At December 31, 2014 and 2013, the amount of loss claims that had been incurred but not yet reimbursed by the FDIC was \$6.9 million and \$12.6 million, respectively.

**(j) Income Taxes** - Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced, if necessary, by the amount of such benefits that are not expected to be realized based upon available evidence. The Company's investment tax credits, which are low income housing tax credits and state historic tax credits, are recorded in the period that they are reflected in the Company's tax returns.

**(k) Intangible Assets** - Business combinations are accounted for using the purchase method of accounting. Identifiable intangible assets are recognized separately and are amortized over their estimated useful lives, which for the Company has generally been seven to ten years and at an accelerated rate. Goodwill is recognized in business combinations to the extent that the price paid exceeds the fair value of the net assets acquired, including any identifiable intangible assets. Goodwill is not amortized, but as discussed in Note 1(q), is subject to fair value impairment tests on at least an annual basis.

**(l) Bank-owned life insurance** – The Company has purchased life insurance policies on certain current and past key employees and directors where the insurance policy benefits and ownership are retained by the employer. These policies are recorded at their cash surrender value. Income from these policies and changes in the net cash surrender value are recorded within noninterest income as “Bank-owned life insurance income.”



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**(m) Other Investments** – The Company accounts for investments in limited partnerships, limited liability companies (“LLCs”), and other privately held companies using either the cost or the equity method of accounting. The accounting treatment depends upon the Company’s percentage ownership and degree of management influence.

Under the cost method of accounting, the Company records an investment in stock at cost and generally recognizes cash dividends received as income. If cash dividends received exceed the Company’s relative ownership of the investee’s earnings since the investment date, these payments are considered a return of investment and reduce the cost of the investment.

Under the equity method of accounting, the Company records its initial investment at cost. Subsequently, the carrying amount of the investment is increased or decreased to reflect the Company’s share of income or loss of the investee. The Company’s recognition of earnings or losses from an equity method investment is based on the Company’s ownership percentage in the investee and the investee’s earnings on a quarterly basis. The investees generally provide their financial information during the quarter following the end of a given period. The Company’s policy is to record its share of earnings or losses on equity method investments in the quarter the financial information is received.

All of the Company’s investments in limited partnerships, LLCs, and other companies are privately held, and their market values are not readily available. The Company’s management evaluates its investments in investees for impairment based on the investee’s ability to generate cash through its operations or obtain alternative financing, and other subjective factors. There are inherent risks associated with the Company’s investments in such companies, which may result in income statement volatility in future periods.

At December 31, 2014 and 2013, the Company’s investments in limited partnerships, LLCs and other privately held companies totaled \$2.2 million and \$2.3 million, respectively, and were included in other assets.

**(n) Stock Option Plan** - At December 31, 2014, the Company had three equity-based employee compensation plans, which are described more fully in Note 15. The Company accounts for these plans under the recognition and measurement principles of relevant accounting guidance.

**(o) Per Share Amounts** - Basic Earnings Per Common Share is calculated by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted Earnings Per Common Share is computed by assuming the issuance of common shares for all potentially dilutive common shares outstanding during the reporting period. Currently, the Company’s potentially dilutive common stock issuances relate to stock option grants under the Company’s equity-based plans and the Company’s Series C Preferred stock, which is convertible into common stock on a one-for-one ratio.

In computing Diluted Earnings Per Common Share, adjustments are made to the computation of Basic Earnings Per Common shares, as follows. As it relates to stock options, it is assumed that all dilutive stock options are exercised during the reporting period at their respective exercise prices, with the proceeds from the exercises used by the Company to buy back stock in the open market at the average market price in effect during the reporting period. The difference between the number of shares assumed to be exercised and the number of shares bought back is included in the calculation of dilutive securities. As it relates to the Series C Preferred Stock, it is assumed that the preferred stock was converted to common stock during the reporting period. Dividends on the preferred stock are added back to net income and the shares assumed to be converted are included in the number of shares outstanding.

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If any of the potentially dilutive common stock issuances have an anti-dilutive effect, which is the case when a net loss is reported, the potentially dilutive common stock issuance is disregarded.

The following is a reconciliation of the numerators and denominators used in computing Basic and Diluted Earnings Per Common Share:

| (\$ in thousands,<br>except per share<br>amounts)  | For the Years Ended December 31,   |                              |                        | 2013                       |                              |                        | 2012                       |
|--|------------------------------------|------------------------------|------------------------|----------------------------|------------------------------|------------------------|----------------------------|
|  | 2014<br>Income<br>(Numer-<br>ator) | Shares<br>(Denom-<br>inator) | Per<br>Share<br>Amount | Income<br>(Numer-<br>ator) | Shares<br>(Denom-<br>inator) | Per<br>Share<br>Amount | Income<br>(Numer-<br>ator) |
| Basic EPS  |                                    |                              |                        |                            |                              |                        |                            |
| Net income (loss) available to common shareholders | \$24,128                           | 19,699,801                   | \$1.22                 | \$19,804                   | 19,675,597                   | \$1.01                 | \$(26,21                   |
| Effect of dilutive securities                      | 233                                | 734,206                      |                        | 233                        | 728,706                      |                        | —                          |
| Diluted EPS per common share                       | \$24,361                           | 20,434,007                   | \$1.19                 | \$20,037                   | 20,404,303                   | \$0.98                 | \$(26,21                   |

For the years ended December 31, 2014 and 2013, there were 93,000 options and 388,813 options, respectively, that were anti-dilutive because the exercise price exceeded the average market price for the year, and thus are not included in the calculation to determine the effect of dilutive securities. Also, for both years ended December 31, 2014 and 2013, the Company excluded 75,000 options that had an exercise price below the average market price for the year, but had performance vesting requirements that the Company has concluded are not probable to vest. For the year ended December 31, 2012, all potentially dilutive common stock issuances were disregarded for the purpose of calculating diluted earnings per common share because the Company recorded a net loss and their impact would have been anti-dilutive.

**(p) Fair Value of Financial Instruments** - Relevant accounting guidance requires that the Company disclose estimated fair values for its financial instruments. Fair value methods and assumptions are set forth below for the Company's financial instruments.

Cash and Amounts Due from Banks, Federal Funds Sold, Presold Mortgages in Process of Settlement, Accrued Interest Receivable, and Accrued Interest Payable - The carrying amounts approximate their fair value because of the short maturity of these financial instruments.

Available for Sale and Held to Maturity Securities - Fair values are provided by a third-party and are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments or matrix pricing.

Loans - For nonimpaired loans, fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, financial and agricultural, real estate construction, real estate mortgages and installment loans to individuals. Each loan category is further segmented into fixed and variable interest rate terms. The fair value for each category is determined by discounting scheduled future cash flows using current interest rates offered on loans with similar risk characteristics. Fair values for impaired loans are primarily based on estimated proceeds expected upon liquidation of the collateral or the present value of expected cash flows.

FDIC Indemnification Asset – Fair value is equal to the FDIC reimbursement rate of the expected losses to be incurred and reimbursed by the FDIC and then discounted over the estimated period of receipt.

Bank-Owned Life Insurance – The carrying value of life insurance approximates fair value because this investment is carried at cash surrender value, as determined by the issuer.

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Deposits - The fair value of deposits with no stated maturity, such as noninterest-bearing checking accounts, savings accounts, interest-bearing checking accounts, and money market accounts, is equal to the amount payable on demand as of the valuation date. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered in the marketplace for deposits of similar remaining maturities.

Borrowings - The fair value of borrowings is based on the discounted value of the contractual cash flows. The discount rate is estimated using the rates currently offered by the Company's lenders for debt of similar maturities.

Commitments to Extend Credit and Standby Letters of Credit - At December 31, 2014 and 2013, the Company's off-balance sheet financial instruments had no carrying value. The large majority of commitments to extend credit and standby letters of credit are at variable rates and/or have relatively short terms to maturity. Therefore, the fair value for these financial instruments is considered to be immaterial.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no highly liquid market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial assets or liabilities include net premises and equipment, intangible assets and other assets such as foreclosed properties, deferred income taxes, prepaid expense accounts, income taxes currently payable and other various accrued expenses. In addition, the income tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

**(q) Impairment** - Goodwill is evaluated for impairment on at least an annual basis by comparing the fair value of the reporting units to their related carrying value. If the carrying value of a reporting unit exceeds its fair value, the Company determines whether the implied fair value of the goodwill, using various valuation techniques, exceeds the carrying value of the goodwill. If the carrying value of the goodwill exceeds the implied fair value of the goodwill, an impairment loss is recorded in an amount equal to that excess.

The Company reviews all other long-lived assets, including identifiable intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company's policy is that an impairment loss is recognized if the sum of the undiscounted future cash flows is less than the carrying amount of the asset. Any long-lived assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell.

To date, the Company has not recorded any impairment write-downs of its long-lived assets or goodwill.

**(r) Comprehensive Income (Loss)** - Comprehensive income (loss) is defined as the change in equity during a period for non-owner transactions and is divided into net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes revenues, expenses, gains, and losses that are excluded from earnings under current accounting standards. The components of accumulated other comprehensive income (loss) for the Company are as follows:

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| (\$ in thousands)   | December 31,<br>2014 | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|----------------------|
| Unrealized gain (loss) on securities available for sale     | \$ (691 )            | (2,021 )             | 3,290                |
| Deferred tax asset (liability)                              | 270                  | 789                  | (1,283 )             |
| Net unrealized gain (loss) on securities available for sale | (421 )               | (1,232 )             | 2,007                |
| Additional pension asset (liability)                        | (257 )               | 5,135                | (3,579 )             |
| Deferred tax asset (liability)                              | 100                  | (2,003 )             | 1,396                |
| Net additional pension asset (liability)                    | (157 )               | 3,132                | (2,183 )             |
| Total accumulated other comprehensive income (loss)         | \$ (578 )            | 1,900                | (176 )               |

The following table discloses the changes in accumulated other comprehensive income (loss) for the year ended December 31, 2014 (all amounts are net of tax).

| (\$ in thousands)  | Unrealized Gain<br>(Loss) on<br>Securities<br>Available for Sale | Additional<br>Pension<br>Asset<br>(Liability) | Total    |
|--|--|---|----------|
| Beginning balance at January 1, 2014                             | \$ (1,232 )  | 3,132   | 1,900    |
| Other comprehensive income (loss) before reclassifications       | 1,290  | (3,154 )                                      | (1,864 ) |
| Amounts reclassified from accumulated other comprehensive income | (479 )   | (135 )  | (614 )   |
| Net current-period other comprehensive income (loss)             | 811  | (3,289 )                                      | (2,478 ) |
| Ending balance at December 31, 2014                              | \$ (421 )  | (157 )  | (578 )   |

The following table discloses the changes in accumulated other comprehensive income (loss) for the year ended December 31, 2013 (all amounts are net of tax).

| (\$ in thousands)  | Unrealized Gain<br>(Loss) on<br>Securities<br>Available for<br>Sale | Additional<br>Pension Asset<br>(Liability) | Total  |
|--|---|--|--------|
| Beginning balance at January 1, 2013                             | \$ 2,007  | (2,183 )                                   | (176 ) |
| Other comprehensive income (loss) before reclassifications       | (2,914 )  | 5,346                                      | 2,432  |
| Amounts reclassified from accumulated other comprehensive income | (325 )  | (31 )                                      | (356 ) |
| Net current-period other comprehensive income (loss)             | (3,239 )  | 5,315                                      | 2,076  |
| Ending balance at December 31, 2013                              | \$ (1,232 )   | 3,132                                      | 1,900  |

**(s) Segment Reporting** - Accounting standards require management to report selected financial and descriptive information about reportable operating segments. The standards also require related disclosures about products and services, geographic areas, and major customers. Generally, disclosures are required for segments internally identified to evaluate performance and resource allocation. The Company's operations are primarily within the banking segment, and the financial statements presented herein reflect the results of that segment. The Company has no foreign operations or customers.

**(t) Reclassifications** - Certain amounts for prior years have been reclassified to conform to the 2014 presentation. The reclassifications had no effect on net income or shareholders' equity as previously presented, nor did they materially impact trends in financial information.



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**(u) Recent Accounting Pronouncements** - In July 2013, the Financial Accounting Standards Board (“FASB”) issued guidance to eliminate the diversity in practice regarding presentation of unrecognized tax benefits in the statement of financial position. Under the clarified guidance, an unrecognized tax benefit, or a portion of an unrecognized tax benefit, will be presented in the financial statements as a reduction to a deferred tax asset unless certain criteria are met. The requirements should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The amendments became effective for the Company for reporting periods beginning after December 15, 2013 and did not have a material effect on its financial statements.

In January 2014, the FASB amended the Investments—Equity Method and Joint Ventures topic to address accounting for investments in qualified affordable housing projects. If certain conditions are met, the amendments permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects by amortizing the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizing the net investment performance in the income statement as a component of income tax expense (benefit). If those conditions are not met, the investment should be accounted for as an equity method investment or a cost method investment in accordance with existing accounting guidance. The amendments will be effective for the Company for interim and annual reporting periods beginning after December 15, 2014 and should be applied retrospectively for all periods presented. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2014, the FASB amended the Receivables topic of the Accounting Standards Codification. The amendments are intended to resolve diversity in practice with respect to when a creditor should reclassify a collateralized consumer mortgage loan to other real estate owned (“OREO”). In addition, the amendments require a creditor to reclassify a collateralized consumer mortgage loan to OREO upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2014, with early implementation of the guidance permitted. In implementing this guidance, assets that are reclassified from real estate to loans are measured at the carrying value of the real estate at the date of adoption. Assets reclassified from loans to real estate are measured at the lower of the net amount of the loan receivable or the fair value of the real estate less costs to sell at the date of adoption. The Company can apply these amendments either prospectively or using a modified retrospective approach. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2014, the FASB issued guidance to change the recognition of revenue from contracts with customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance will be effective for the Company for reporting periods beginning after December 15, 2016. The Company can apply the guidance using either the full retrospective approach or a modified retrospective approach. The Company does not expect these amendments to have a material effect on its financial statements.

In June 2014, the FASB issued guidance which makes limited amendments to the guidance on accounting for certain repurchase agreements. The new guidance (1) requires entities to account for repurchase-to-maturity transactions as secured borrowings (rather than as sales with forward repurchase agreements), (2) eliminates accounting guidance on linked repurchase financing transactions, and (3) expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers (specifically, repos, securities lending transactions, and repurchase-to-maturity transactions) accounted for as secured borrowings. The amendments will be effective for the Company for the first interim or annual reporting period beginning after December 15, 2014. The Company will apply the guidance by making a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. The Company does not expect these amendments to have a material effect on its financial statements.

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In June 2014, the FASB issued guidance which clarifies that performance targets associated with stock compensation should be treated as a performance condition and should not be reflected in the grant date fair value of the stock award. The amendments will be effective for the Company for fiscal years that begin after December 15, 2015. The Company will apply the guidance to all stock awards granted or modified after the amendments are effective. The Company does not expect these amendments to have a material effect on its financial statements.

In August 2014, the FASB amended guidance to eliminate the diversity in the classification of foreclosed mortgage loans when the loan is guaranteed under certain government-sponsored loan guarantee programs. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The Company does not expect these amendments to have a material effect on its financial statements.

In August 2014, the FASB issued guidance that is intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. In connection with preparing financial statements, management will need to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the organization's ability to continue as a going concern within one year after the date that the financial statements are issued. The amendments will be effective for the Company for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2015, the FASB issued guidance that eliminated the concept of extraordinary items from U.S. GAAP. Existing U.S. GAAP required that an entity separately classify, present, and disclose extraordinary events and transactions. The amendments will eliminate the requirements for reporting entities to consider whether an underlying event or transaction is extraordinary, however, the presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include items that are both unusual in nature and infrequently occurring. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The amendments may be applied either prospectively or retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The Company does not expect these amendments to have a material effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

**Note 2. Acquisitions**

The Company completed the acquisitions described below in 2012 and 2013. The Company did not complete any acquisitions in 2014. The results of each acquired company/branch are included in the Company's results beginning on its respective acquisition date.

(1) On August 24, 2012, the Company completed the purchase of a branch of Gateway Bank & Trust Co. located in Wilmington, North Carolina. The Company assumed the branch's \$9 million in deposits. No loans were acquired in this transaction. The Company also did not purchase the branch building, but instead transferred the acquired accounts to one of the Company's nearby existing branches. The primary reason for this acquisition was to increase the Company's presence in Wilmington, North Carolina, where the Company already has five branches. The Company paid a deposit premium for the branch of approximately \$107,000, which is the amount of the identifiable intangible asset associated with the fair value of the core deposit base. The intangible asset is being amortized as expense on a straight-line basis over a seven year period. This branch's operations are included in the accompanying Consolidated Statements of Income (Loss) beginning on the acquisition date of August 24, 2012. Historical pro forma information is not presented due to the immateriality of the transaction.

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(2) On March 22, 2013, the Company completed the purchase of two branches from Four Oaks Bank & Trust Company located in Southern Pines and Rockingham, North Carolina. The Company acquired \$57 million in deposits and \$16 million in loans in the acquisition. The Company purchased the Rockingham branch building, but did not purchase the Southern Pines branch building and instead transferred the acquired accounts to one of the Company's nearby existing branches. The primary reason for this acquisition was to increase the Company's presence in existing market areas. The Company paid a deposit premium for the branches of approximately \$586,000, which is the amount of the identifiable intangible asset associated with the fair value of the core deposit base. The intangible asset is being amortized as expense on a straight-line basis over a seven year period. The operations of the two branches are included in the accompanying Consolidated Statements of Income (Loss) beginning on the acquisition date of March 22, 2013. Historical pro forma information is not presented due to the immateriality of the transaction.

**Note 3. Securities**

The book values and approximate fair values of investment securities at December 31, 2014 and 2013 are summarized as follows:

| (\$ in thousands)                          | 2014           |            | Unrealized |          | 2013           |            | Unrealized |          |
|--|----------------|------------|------------|----------|----------------|------------|------------|----------|
|  | Amortized Cost | Fair Value | Gains      | (Losses) | Amortized Cost | Fair Value | Gains      | (Losses) |
| Securities available for sale:             |                |            |            |          |                |            |            |          |
| Government-sponsored enterprise securities | \$27,546       | 27,521     | 33         | (58 )    | 18,432         | 18,245     | 32         | (219 )   |
| Mortgage-backed securities                 | 130,073        | 129,510    | 751        | (1,314)  | 148,646        | 147,187    | 1,415      | (2,874)  |
| Corporate bonds                            | 1,000          | 865        | -          | (135 )   | 3,999          | 3,598      | 44         | (445 )   |
| Equity securities                          | 6,105          | 6,138      | 46         | (13 )    | 3,984          | 4,011      | 40         | (13 )    |
| Total available for sale                   | \$164,724      | 164,034    | 830        | (1,520)  | 175,061        | 173,041    | 1,531      | (3,551)  |
| Securities held to maturity:               |                |            |            |          |                |            |            |          |
| Mortgage-backed securities                 | \$124,924      | 124,861    | 45         | (108 )   | —              | —          | —          | —        |
| State and local governments                | 53,763         | 57,550     | 3,787      | —        | 53,995         | 56,700     | 2,709      | (4 )     |
| Total held to maturity                     | \$178,687      | 182,411    | 3,832      | (108 )   | 53,995         | 56,700     | 2,709      | (4 )     |

Included in mortgage-backed securities at December 31, 2014 were collateralized mortgage obligations with an amortized cost of \$108,000 and a fair value of \$111,000. Included in mortgage-backed securities at December 31, 2013 were collateralized mortgage obligations with an amortized cost of \$192,000 and a fair value of \$200,000. All of the Company's mortgage-backed securities, including the collateralized mortgage obligations, were issued by government-sponsored corporations.

The Company owned Federal Home Loan Bank ("FHLB") stock with a cost and fair value of \$6,016,000 at December 31, 2014 and \$3,894,000 at December 31, 2013, which is included in equity securities above and serves as part of the

collateral for the Company's line of credit with the FHLB (see Note 10 for additional discussion). The investment in this stock is a requirement for membership in the FHLB system. Periodically the FHLB recalculates the Company's required level of holdings, and the Company either buys more stock or the FHLB redeems a portion of the stock at cost.

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The following table presents information regarding securities with unrealized losses at December 31, 2014:

| (\$ in thousands)                          | Securities in an<br>Unrealized<br>Loss Position for<br>Less than 12 Months |                      | Securities in an<br>Unrealized<br>Loss Position for<br>More than 12 Months |                      | Total         |                      |
|--|--|----------------------|--|----------------------|---------------|----------------------|
|  | Fair Value   | Unrealized<br>Losses | Fair Value   | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| Government-sponsored enterprise securities | \$ 5,489   | 11                   | 2,953  | 47                   | 8,442         | 58                   |
| Mortgage-backed securities                 | 69,985   | 318                  | 33,557   | 1,104                | 103,542       | 1,422                |
| Corporate bonds                            | —  | —                    | 865  | 135                  | 865           | 135                  |
| Equity securities                          | —  | —                    | 17   | 13                   | 17            | 13                   |
| State and local governments                | —  | —                    | —  | —                    | —             | —                    |
| Total temporarily impaired securities      | \$ 75,474  | 329                  | 37,392   | 1,299                | 112,866       | 1,628                |

The following table presents information regarding securities with unrealized losses at December 31, 2013:

| (\$ in thousands)                          | Securities in an<br>Unrealized<br>Loss Position for<br>Less than 12 Months |                      | Securities in an<br>Unrealized<br>Loss Position for<br>More than 12 Months |                      | Total         |                      |
|--|--|----------------------|--|----------------------|---------------|----------------------|
|  | Fair Value   | Unrealized<br>Losses | Fair Value   | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| Government-sponsored enterprise securities | \$ 12,212  | 219                  | —  | —                    | 12,212        | 219                  |
| Mortgage-backed securities                 | 64,937   | 1,675                | 17,979   | 1,199                | 82,916        | 2,874                |
| Corporate bonds                            | —  | —                    | 555  | 445                  | 555           | 445                  |
| Equity securities                          | —  | —                    | 22   | 13                   | 22            | 13                   |
| State and local governments                | 992  | 4                    | —  | —                    | 992           | 4                    |
| Total temporarily impaired securities      | \$ 78,141  | 1,898                | 18,556   | 1,657                | 96,697        | 3,555                |

In the above tables, all of the non-equity securities that were in an unrealized loss position at December 31, 2014 and 2013 are bonds that the Company has determined are in a loss position due to interest rate factors, the overall economic downturn in the financial sector, and the broader economy in general. The Company has evaluated the collectability of each of these bonds and has concluded that there is no other-than-temporary impairment. The Company does not intend to sell these securities, and it is more likely than not that the Company will not be required to sell these securities before recovery of the amortized cost.

The Company has concluded that each of the equity securities in an unrealized loss position at December 31, 2014 and 2013 was in such a position due to temporary fluctuations in the market prices of the securities. The Company's policy is to record an impairment charge for any of these equity securities that remains in an unrealized loss position for twelve consecutive months unless the amount is insignificant.

The aggregate carrying amount of cost-method investments was \$6,016,000 and \$3,894,000 at December 31, 2014 and 2013, respectively, which was the Federal Home Loan Bank stock discussed above. The Company determined that none of its cost-method investments were impaired at either year end.



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The book values and approximate fair values of investment securities at December 31, 2014, by contractual maturity, are summarized in the table below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (\$ in thousands)                         | Securities Available<br>for Sale |               | Securities Held to<br>Maturity |               |
|---|----------------------------------|---------------|--------------------------------|---------------|
|   | Amortized<br>Cost                | Fair<br>Value | Amortized<br>Cost              | Fair<br>Value |
| Debt securities                           |                                  |               |                                |               |
| Due within one year                       | \$—                              | —             | \$100                          | 103           |
| Due after one year but within five years  | 27,546                           | 27,521        | 10,829                         | 11,539        |
| Due after five years but within ten years | —                                | —             | 38,385                         | 41,190        |
| Due after ten years                       | 1,000                            | 865           | 4,449                          | 4,718         |
| Mortgage-backed securities                | 130,073                          | 129,510       | 124,924                        | 124,861       |
| Total debt securities                     | 158,619                          | 157,896       | 178,687                        | 182,411       |
| Equity securities                         | 6,105                            | 6,138         | —                              | —             |
| Total securities                          | \$164,724                        | 164,034       | \$178,687                      | 182,411       |

At December 31, 2014 and 2013, investment securities with carrying values of \$100,113,000 and \$79,838,000, respectively, were pledged as collateral for public deposits.

The Company recorded \$47,473,000, \$12,908,000, and \$9,641,000 in sales of securities in 2014, 2013, and 2012, respectively, which resulted in net gains of \$786,000, \$525,000, and \$439,000 in 2014, 2013, and 2012, respectively. During the twelve months ended December 31, 2013 and 2012, the Company also recorded net gains of \$7,000 and \$200,000, respectively, related to the call of several municipal and corporate bond securities.

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The loans and foreclosed real estate that were acquired in FDIC-assisted transactions are covered by loss share agreements between the FDIC and the Company's banking subsidiary, First Bank, which afford First Bank significant loss protection - see Note 2 to the financial statements included in the Company's 2011 Annual Report on Form 10-K filed with the SEC for detailed information regarding these transactions. Because of the loss protection provided by the FDIC, the risk of the loans and foreclosed real estate that are covered by loss share agreements are significantly different from those assets not covered under the loss share agreements. Accordingly, the Company presents separately loans subject to the loss share agreements as "covered loans" in the information below and loans that are not subject to the loss share agreements as "non-covered loans."

On July 1, 2014, one of the Company's loss share agreements with the FDIC expired. The agreement that expired related to the non-single family assets of Cooperative Bank, a failed bank acquisition from June 2009. Accordingly, the remaining balances associated with these loans and foreclosed real estate were transferred from the covered portfolio to the non-covered portfolio on July 1, 2014. The Company will bear all future losses on this portfolio of loans and foreclosed real estate. Immediately prior to the transfer to non-covered status, the loans in this portfolio had a carrying value of \$39.7 million and the foreclosed real estate in this portfolio had a carrying value of \$3.0 million. Of the \$39.7 million in loans that lost loss share protection, approximately \$9.7 million were on nonaccrual status and \$2.1 million were classified as accruing troubled debt restructurings as of July 1, 2014. Additionally, approximately \$1.7 million in allowance for loan losses associated with this portfolio of loans was transferred to the allowance for loan losses for non-covered loans on July 1, 2014.

The following is a summary of the major categories of total loans outstanding:

| (\$ in thousands)   | December 31, 2014 |            | December 31, 2013 |            |
|---|-------------------|------------|-------------------|------------|
|   | Amount            | Percentage | Amount            | Percentage |
| <u>All loans (non-covered and covered):</u>                       |                   |            |                   |            |
| Commercial, financial, and agricultural                           | \$ 160,878        | 7%         | \$ 168,469        | 7%         |
| Real estate – construction, land development & other land loans   | 288,148           | 12%        | 305,246           | 12%        |
| Real estate – mortgage – residential (1-4 family) first mortgages | 789,871           | 33%        | 838,862           | 34%        |
| Real estate – mortgage – home equity loans / lines of credit      | 223,500           | 9%         | 227,907           | 9%         |
| Real estate – mortgage – commercial and other                     | 882,127           | 37%        | 855,249           | 35%        |
| Installment loans to individuals                                  | 50,704            | 2%         | 66,533            | 3%         |
| Subtotal  | 2,395,228         | 100%       | 2,462,266         | 100%       |
| Unamortized net deferred loan costs                               | 946               |            | 928               |            |
| Total loans   | \$ 2,396,174      |            | \$ 2,463,194      |            |

As of December 31, 2014 and 2013, net loans include an unamortized premium of \$0 and \$98,000, respectively, related to acquired loans.

Loans in the amount of \$1.9 billion and \$1.8 billion were pledged as collateral for certain borrowings as of December 31, 2014 and December 31, 2013, respectively (see Note 10).

The loans above also include loans to executive officers and directors serving the Company at December 31, 2014 and to their associates, totaling approximately \$5.3 million and \$4.2 million at December 31, 2014 and 2013, respectively. During 2014 additions to such loans were approximately \$2.3 million and repayments totaled approximately \$1.2 million. These loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other non-related borrowers. Management does not believe these loans involve more than the normal risk of collectability or present other unfavorable features.

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The following is a summary of the major categories of non-covered loans outstanding:

| (\$ in thousands)   | December 31, 2014 |            | December 31, 2013 |            |
|---|-------------------|------------|-------------------|------------|
|   | Amount            | Percentage | Amount            | Percentage |
| Non-covered loans:  |                   |            |                   |            |
| Commercial, financial, and agricultural                           | \$ 159,195        | 7%         | \$ 164,195        | 7%         |
| Real estate – construction, land development & other land loans   | 282,604           | 13%        | 273,412           | 12%        |
| Real estate – mortgage – residential (1-4 family) first mortgages | 700,101           | 31%        | 730,712           | 32%        |
| Real estate – mortgage – home equity loans / lines of credit      | 210,697           | 9%         | 213,016           | 10%        |
| Real estate – mortgage – commercial and other                     | 864,333           | 38%        | 804,621           | 36%        |
| Installment loans to individuals                                  | 50,704            | 2%         | 66,001            | 3%         |
| Subtotal  | 2,267,634         | 100%       | 2,251,957         | 100%       |
| Unamortized net deferred loan costs                               | 946               |            | 928               |            |
| Total non-covered loans   | \$ 2,268,580      |            | \$ 2,252,885      |            |

The carrying amount of the covered loans at December 31, 2014 consisted of impaired and nonimpaired purchased loans (as determined on the date of acquisition), as follows:

| (\$ in thousands)   | Impaired                                  |   | Nonimpaired                                  |  | Total Covered Loans – Carrying Value | Total Covered Loans – Unpaid Principal Balance |
|---|---|---|--|--|--------------------------------------|--|
|   | Impaired Purchased Loans – Carrying Value | Impaired Purchased Loans – Unpaid Principal Balance | Nonimpaired Purchased Loans – Carrying Value | Nonimpaired Purchased Loans – Unpaid Principal Balance |                                      |  |
| Covered loans:  |   |   |  |  |                                      |  |
| Commercial, financial, and agricultural                           | \$ 66                                     | 123   | 1,617  | 1,661  | 1,683                                | 1,784  |
| Real estate – construction, land development & other land loans   | 309                                       | 534   | 5,235  | 6,471  | 5,544                                | 7,005  |
| Real estate – mortgage – residential (1-4 family) first mortgages | 362                                       | 1,298   | 89,408                                       | 104,678  | 89,770                               | 105,976  |
| Real estate – mortgage – home equity loans / lines of credit      | 12  | 19  | 12,791                                       | 15,099   | 12,803                               | 15,118   |
| Real estate – mortgage – commercial and other                     | 1,201                                     | 3,209   | 16,593                                       | 17,789   | 17,794                               | 20,998   |
| Total   | \$ 1,950                                  | 5,183   | 125,644                                      | 145,698  | 127,594                              | 150,881  |

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The carrying amount of the covered loans at December 31, 2013 consisted of impaired and nonimpaired purchased loans (as determined on the date of acquisition), as follows:

(\$ in thousands)

|   | Impaired<br>Purchased<br>Loans –<br>Carrying<br>Value | Impaired<br>Purchased<br>Loans –<br>Unpaid<br>Principal<br>Balance | Nonimpaired<br>Purchased<br>Loans –<br>Carrying<br>Value | Nonimpaired<br>Purchased<br>Loans –<br>Unpaid<br>Principal<br>Balance | Total<br>Covered<br>Loans –<br>Carrying<br>Value | Total<br>Covered<br>Loans –<br>Unpaid<br>Principal<br>Balance |
|---|---|--|--|---|--|---|
| Covered loans:  |   |  |  |   |  |   |
| Commercial, financial, and agricultural                           | \$75  | 136  | 4,199  | 5,268   | 4,274  | 5,404   |
| Real estate – construction, land development & other land loans   | 325   | 564  | 31,509   | 47,792  | 31,834   | 48,356  |
| Real estate – mortgage – residential (1-4 family) first mortgages | 575   | 1,500  | 107,575  | 126,882   | 108,150  | 128,382   |
| Real estate – mortgage – home equity loans / lines of credit      | 14  | 21   | 14,877   | 18,318  | 14,891   | 18,339  |
| Real estate – mortgage – commercial and other                     | 2,153   | 4,042  | 48,475   | 62,630  | 50,628   | 66,672  |
| Installment loans to individuals                                  | —   | —  | 532  | 607   | 532  | 607   |
| Total   | \$3,142   | 6,263  | 207,167  | 261,497   | 210,309  | 267,760   |

The following table presents information regarding covered purchased nonimpaired loans since December 31, 2012. The amounts include principal only and do not reflect accrued interest as of the date of the acquisition or beyond.

(\$ in thousands)

|  |           |
|--|-----------|
| Carrying amount of nonimpaired covered loans at December 31, 2012        | \$277,489 |
| Principal repayments   | (63,588 ) |
| Transfers to foreclosed real estate                                      | (13,977 ) |
| Loan charge-offs   | (12,957 ) |
| Accretion of loan discount   | 20,200    |
| Carrying amount of nonimpaired covered loans at December 31, 2013        | 207,167   |
| Principal repayments   | (50,183 ) |
| Transfers to foreclosed real estate                                      | (5,061 )  |
| Transfers to non-covered loans due to expiration of loss-share agreement | (38,987 ) |
| Loan charge-offs   | (3,301 )  |
| Accretion of loan discount   | 16,009    |
| Carrying amount of nonimpaired covered loans at December 31, 2014        | \$125,644 |

As reflected in the table above, the Company accreted \$16,009,000 and \$20,200,000 of the loan discount on purchased nonimpaired loans into interest income during 2014 and 2013, respectively. As of December 31, 2014, there was remaining loan discount of \$17,598,000 related to purchased accruing loans. If these loans continue to be repaid by the borrowers, the Company will accrete the remaining loan discount into interest income over the estimated lives of the respective loans. In such circumstances, a corresponding entry to reduce the indemnification asset will be recorded amounting to approximately 80% of the loan discount accretion, which reduces noninterest income. At

December 31, 2014, the Company also had \$3,239,000 of loan discount related to purchased nonaccruing loans. It is not expected that a significant amount of this discount will be accreted, as it represents estimated losses on these loans.

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The following table presents information regarding all purchased impaired loans since December 31, 2012, the majority of which are covered loans. The Company has applied the cost recovery method to all purchased impaired loans at their respective acquisition dates due to the uncertainty as to the timing of expected cash flows, as reflected in the following table.

(\$ in thousands)

|                                    | Contractual<br>Principal<br>Receivable | Fair Market<br>Value<br>Adjustment –<br>Write Down<br>(Nonaccretable<br>Difference) | Carrying<br>Amount |
|------------------------------------|--|---|--------------------|
| <b>Purchased Impaired Loans</b>    |  |   |                    |
| Balance at December 31, 2012       | \$ 8,815                               | 3,990   | 4,825              |
| Change due to payments received    | (301 )                                 | (31 )   | (270 )             |
| Transfer to foreclosed real estate | (2,100 )                               | (784 )  | (1,316 )           |
| Change due to loan charge-off      | (150 )                                 | (54 )   | (96 )              |
| Other                              | (1 )                                   | —   | (1 )               |
| Balance at December 31, 2013       | \$ 6,263                               | 3,121   | 3,142              |
| Change due to payments received    | (599 )                                 | 227   | (826 )             |
| Change due to loan charge-off      | (2 )                                   | 29  | (31 )              |
| Other                              | 197                                    | (115 )  | 312                |
| Balance at December 31, 2014       | \$ 5,859                               | 3,262   | 2,597              |

Because of the uncertainty of the expected cash flows, the Company is accounting for each purchased impaired loan under the cost recovery method, in which all cash payments are applied to principal. Thus, there is no accretable yield associated with the above loans. During 2014 and 2013, the Company received \$179,000 and \$62,000, respectively, in payments that exceeded the initial carrying amount of the purchased impaired loans, which is included in the loan discount accretion amount discussed previously.

Nonperforming assets are defined as nonaccrual loans, restructured loans, loans past due 90 or more days and still accruing interest, nonperforming loans held for sale, and foreclosed real estate. Nonperforming assets are summarized as follows:

|   | December 31,<br>2014 | December 31,<br>2013 |
|---|----------------------|----------------------|
| <b>ASSET QUALITY DATA</b> (\$ in thousands) |                      |                      |

|  |            |            |
|--|------------|------------|
| Non-covered nonperforming assets (1)   |            |            |
| Nonaccrual loans                       | \$ 50,066  | \$ 41,938  |
| Restructured loans – accruing          | 35,493     | 27,776     |
| Accruing loans > 90 days past due      | —          | —          |
| Total non-covered nonperforming loans  | 85,559     | 69,714     |
| Foreclosed real estate                 | 9,771      | 12,251     |
| Total non-covered nonperforming assets | \$ 95,330  | \$ 81,965  |
|  |            |            |
| Covered nonperforming assets (1)       |            |            |
| Nonaccrual loans (2)                   | \$ 10,508  | \$ 37,217  |
| Restructured loans – accruing          | 5,823      | 8,909      |
| Accruing loans > 90 days past due      | —          | —          |
| Total covered nonperforming loans      | 16,331     | 46,126     |
| Foreclosed real estate                 | 2,350      | 24,497     |
| Total covered nonperforming assets     | \$ 18,681  | \$ 70,623  |
|  |            |            |
| Total nonperforming assets             | \$ 114,011 | \$ 152,588 |

(1) On July 1, 2014, approximately \$9.7 million of nonaccrual loans, \$2.1 million accruing restructured loans and \$3.0 million of foreclosed real estate were transferred from covered to noncovered status upon a scheduled expiration of a FDIC loss-share agreement.

(2) At December 31, 2014 and December 31, 2013, the contractual balance of the nonaccrual loans covered by FDIC loss share agreements was \$16.0 million and \$60.4 million, respectively.



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If the nonaccrual and restructured loans as of December 31, 2014, 2013 and 2012 had been current in accordance with their original terms and had been outstanding throughout the period (or since origination if held for part of the period), gross interest income in the amounts of approximately \$4,115,000, \$5,262,000, and \$7,689,000 for nonaccrual loans and \$3,045,000, \$2,674,000, and \$2,392,000 for restructured loans would have been recorded for 2014, 2013, and 2012, respectively. Interest income on such loans that was actually collected and included in net income in 2014, 2013 and 2012 amounted to approximately \$1,176,000, \$1,414,000, and \$2,824,000 for nonaccrual loans (prior to their being placed on nonaccrual status), and \$2,003,000, \$1,681,000, and \$1,179,000 for restructured loans, respectively. At December 31, 2014 and 2013, we had no commitments to lend additional funds to debtors whose loans were nonperforming.

The remaining tables in this note present information derived from the Company's allowance for loan loss model. Relevant accounting guidance requires certain disclosures to be disaggregated based on how the Company develops its allowance for loan losses and manages its credit exposure. This model combines loan types in a different manner than the tables previously presented.

The following table presents the Company's nonaccrual loans as of December 31, 2014. As previously discussed, on July 1, 2014 approximately \$9.7 million in nonaccrual loans were transferred from the "covered" category to the "non-covered" category due to the scheduled expiration of one of the Company's loss share agreements with the FDIC.

| (\$ in thousands)   | Non-covered | Covered | Total  |
|---|-------------|---------|--------|
| Commercial, financial, and agricultural:                        |             |         |        |
| Commercial – unsecured  | \$ 187      | 1       | 188    |
| Commercial – secured  | 2,927       | —       | 2,927  |
| Secured by inventory and accounts receivable                    | 454         | 103     | 557    |
| Real estate – construction, land development & other land loans | 7,891       | 1,140   | 9,031  |
| Real estate – residential, farmland and multi-family            | 24,459      | 7,785   | 32,244 |
| Real estate – home equity lines of credit                       | 2,573       | 278     | 2,851  |
| Real estate – commercial  | 11,070      | 1,201   | 12,271 |
| Consumer  | 505         | —       | 505    |
| Total   | \$ 50,066   | 10,508  | 60,574 |

The following table presents the Company's nonaccrual loans as of December 31, 2013.

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| (\$ in thousands)   | Non-covered | Covered | Total  |
|---|-------------|---------|--------|
| Commercial, financial, and agricultural:                        |             |         |        |
| Commercial – unsecured  | \$ 222      | 38      | 260    |
| Commercial – secured  | 2,662       | 114     | 2,776  |
| Secured by inventory and accounts receivable                    | 545         | 782     | 1,327  |
| Real estate – construction, land development & other land loans | 8,055       | 13,502  | 21,557 |
| Real estate – residential, farmland and multi-family            | 17,814      | 12,344  | 30,158 |
| Real estate – home equity lines of credit                       | 2,200       | 335     | 2,535  |
| Real estate – commercial  | 10,115      | 10,099  | 20,214 |
| Consumer  | 325         | 3       | 328    |
| Total   | \$ 41,938   | 37,217  | 79,155 |

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The following table presents an analysis of the payment status of the Company's loans as of December 31, 2014.

| (\$ in thousands)   | 30-59<br>Days<br>Past<br>Due | 60-89<br>Days<br>Past<br>Due | Nonaccrual<br>Loans | Current   | Total<br>Loans<br>Receivable |
|---|------------------------------|------------------------------|---------------------|-----------|------------------------------|
| Non-covered loans   |                              |                              |                     |           |                              |
| Commercial, financial, and agricultural:                        |                              |                              |                     |           |                              |
| Commercial - unsecured  | \$ 191                       | 35                           | 187                 | 36,871    | 37,284                       |
| Commercial - secured  | 1,003                        | 373                          | 2,927               | 102,671   | 106,974                      |
| Secured by inventory and accounts receivable                    | 30                           | 225                          | 454                 | 21,761    | 22,470                       |
| Real estate – construction, land development & other land loans | 1,950                        | 139                          | 7,891               | 247,535   | 257,515                      |
| Real estate – residential, farmland, and multi-family           | 11,272                       | 3,218                        | 24,459              | 807,884   | 846,833                      |
| Real estate – home equity lines of credit                       | 1,585                        | 352                          | 2,573               | 194,067   | 198,577                      |
| Real estate - commercial  | 3,738                        | 996                          | 11,070              | 738,981   | 754,785                      |
| Consumer  | 695                          | 131                          | 505                 | 41,865    | 43,196                       |
| Total non-covered   | \$ 20,464                    | 5,469                        | 50,066              | 2,191,635 | 2,267,634                    |
| Unamortized net deferred loan costs                             |                              |                              |                     |           | 946                          |
| Total non-covered loans   |                              |                              |                     |           | \$ 2,268,580                 |
| Covered loans   | \$ 4,385                     | 964                          | 10,508              | 111,737   | 127,594                      |
| Total loans   | \$ 24,849                    | 6,433                        | 60,574              | 2,303,372 | 2,396,174                    |

The Company had no non-covered or covered loans that were past due greater than 90 days and accruing interest at December 31, 2014.

The following table presents an analysis of the payment status of the Company's loans as of December 31, 2013.

| (\$ in thousands)                        | 30-59<br>Days<br>Past<br>Due | 60-89<br>Days<br>Past<br>Due | Nonaccrual<br>Loans | Current | Total<br>Loans<br>Receivable |
|--|------------------------------|------------------------------|---------------------|---------|------------------------------|
| Non-covered loans                        |                              |                              |                     |         |                              |
| Commercial, financial, and agricultural: |                              |                              |                     |         |                              |
| Commercial - unsecured                   | \$ 347                       | 94                           | 222                 | 36,352  | 37,015                       |

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|   |          |       |        |           |             |
|---|----------|-------|--------|-----------|-------------|
| Commercial - secured  | 1,233    | 462   | 2,662  | 117,923   | 122,280     |
| Secured by inventory and accounts receivable                    | 438      | 767   | 545    | 19,426    | 21,176      |
| Real estate – construction, land development & other land loans | 2,304    | 1,391 | 8,055  | 232,920   | 244,670     |
| Real estate – residential, farmland, and multi-family           | 11,682   | 2,631 | 17,814 | 837,260   | 869,387     |
| Real estate – home equity lines of credit                       | 1,465    | 305   | 2,200  | 194,157   | 198,127     |
| Real estate - commercial  | 3,196    | 214   | 10,115 | 696,081   | 709,606     |
| Consumer  | 494      | 187   | 325    | 48,690    | 49,696      |
| Total non-covered   | \$21,159 | 6,051 | 41,938 | 2,182,809 | 2,251,957   |
| Unamortized net deferred loan costs                             |          |       |        |           | 928         |
| Total non-covered loans   |          |       |        |           | \$2,252,885 |
| Covered loans   | \$5,179  | 768   | 37,217 | 167,145   | 210,309     |
| Total loans   | \$26,338 | 6,819 | 79,155 | 2,349,954 | 2,463,194   |

The Company had no non-covered or covered loans that were past due greater than 90 days and accruing interest at December 31, 2013.

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The following table presents the activity in the allowance for loan losses for non-covered loans for the year ended December 31, 2014.

| (\$ in thousands)  | Commercial<br>Financial,<br>and<br>Agricultural | Real<br>Estate –<br>Construction<br>Land<br>Development<br>&<br>Other<br>Land<br>Loans | Real<br>Estate –<br>Residential<br>Farmland,<br>and<br>Multi-<br>family | Real<br>Estate –<br>Home<br>Equity<br>Lines of<br>Credit | Real<br>Estate –<br>Commercial<br>and<br>Other | Consumer | Unallo-<br>cated | Total     |
|--|---|--|---|--|--|----------|------------------|-----------|
| As of and for the year ended December 31, 2014                     |   |  |   |  |  |          |                  |           |
| Beginning balance  | \$7,432   | 12,966   | 15,142  | 1,838  | 5,524  | 1,513    | (152)            | 44,153    |
| Charge-offs  | (4,039 )  | (2,148 )   | (4,417 )  | (912 )   | (3,048 )                                       | (1,724 ) | —                | (16,288 ) |
| Recoveries   | 140   | 398  | 331   | 45   | 181  | 451      | —                | 1,546     |
| Transfer from covered category                                     | 36  | 813  | 51  | —  | 833  | 4        | —                | 1,737     |
| Provisions   | 4,822   | (5,559 )   | (1,387 )  | 2,760  | 5,555  | 597      | 299              | 7,087     |
| Ending balance   | \$8,391   | 6,470  | 9,720   | 3,731  | 9,045  | 841      | 147              | 38,305    |
| Ending balances as of December 31, 2014: Allowance for loan losses |   |  |   |  |  |          |                  |           |
| Individually evaluated for impairment                              | \$211   | 415  | 1,686   | —  | 165  | —        | —                | 2,477     |
| Collectively evaluated for impairment                              | \$8,180   | 6,055  | 8,034   | 3,731  | 8,880  | 841      | 147              | 35,823    |
| Loans acquired with deteriorated credit quality                    | \$—   | —  | —   | —  | —  | —        | —                | —         |
| Loans receivable as of December 31, 2014:                          |   |  |   |  |  |          |                  |           |
| Ending balance – total   | \$166,728                                       | 257,515  | 846,833   | 198,577  | 754,785  | 43,196   | —                | 2,207,634 |
| Unamortized net deferred loan costs                                |   |  |   |  |  |          |                  | 946       |
| Total non-covered loans  |   |  |   |  |  |          |                  | 2,208,580 |
| Ending balances as of December 31, 2014: Loans                     |   |  |   |  |  |          |                  |           |
| Individually evaluated for impairment                              | \$784   | 7,991  | 24,010  | 476  | 20,263   | 7        | —                | 53,531    |
| Collectively evaluated for impairment                              | \$165,944                                       | 249,524  | 822,823   | 198,101  | 733,875  | 43,189   | —                | 2,207,367 |
| Loans acquired with deteriorated credit quality                    | \$—   | —  | —   | —  | 647  | —        | —                | 647       |

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The following table presents the activity in the allowance for loan losses for non-covered loans for the year ended December 31, 2013.

| (\$ in thousands)  | Commercial,<br>Financial,<br>and<br>Agricultural | Real<br>Estate –<br>Construction<br>Land<br>Development<br>&<br>Other<br>Land<br>Loans | Real<br>Estate –<br>Residential<br>Farmland,<br>and<br>Multi-<br>family | Real<br>Estate –<br>Home<br>Equity<br>Lines of<br>Credit | Real<br>Estate –<br>Commercial<br>and<br>Other | Consumer | Unallo-<br>cated | Total     |
|--|--|--|---|--|--|----------|------------------|-----------|
| As of and for the year ended December 31, 2013                     |  |  |   |  |  |          |                  |           |
| Beginning balance  | \$4,687  | 12,856   | 14,082  | 1,884  | 5,247  | 1,939    | 948              | 41,633    |
| Charge-offs  | (4,418 )   | (2,739 )   | (3,732 )  | (1,314 )   | (4,346 )                                       | (2,174 ) | (660)            | (19,383)  |
| Recoveries   | 299  | 743  | 753   | 87   | 1,381  | 474      | —                | 3,737     |
| Provisions   | 6,864  | 2,106  | 4,039   | 1,181  | 3,242  | 1,274    | (440)            | 18,065    |
| Ending balance   | \$7,432  | 12,966   | 15,142  | 1,838  | 5,524  | 1,513    | (152)            | 44,250    |
| Ending balances as of December 31, 2013: Allowance for loan losses |  |  |   |  |  |          |                  |           |
| Individually evaluated for impairment                              | \$202  | 544  | 1,162   | 1  | 649  | 1        | —                | 2,569     |
| Collectively evaluated for impairment                              | \$7,230  | 12,422   | 13,980  | 1,837  | 4,875  | 1,512    | (152)            | 41,681    |
| Loans acquired with deteriorated credit quality                    | \$—  | —  | —   | —  | —  | —        | —                | —         |
| Loans receivable as of December 31, 2013:                          |  |  |   |  |  |          |                  |           |
| Ending balance – total   | \$180,471  | 244,670  | 869,387   | 198,127  | 709,606  | 49,696   | —                | 2,292,357 |
| Unamortized net deferred loan costs                                |  |  |   |  |  |          |                  | 923       |
| Total non-covered loans  |  |  |   |  |  |          |                  | 2,293,280 |
| Ending balances as of December 31, 2013: Loans                     |  |  |   |  |  |          |                  |           |
| Individually evaluated for impairment                              | \$582  | 8,027  | 19,111  | 22   | 16,894   | 13       | —                | 44,649    |
| Collectively evaluated for impairment                              | \$179,889  | 236,643  | 850,276   | 198,105  | 692,712  | 49,683   | —                | 2,248,638 |
| Loans acquired with deteriorated credit quality                    | \$—  | —  | —   | —  | —  | —        | —                | —         |

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The following table presents the activity in the allowance for loan losses for covered loans for the year ended December 31, 2014.

| (\$ in thousands)                              | Covered Loans |
|--|---------------|
| As of and for the year ended December 31, 2014 |               |
| Beginning balance                              | \$ 4,242      |
| Charge-offs                                    | (6,948 )      |
| Recoveries                                     | 3,616         |
| Transferred to non-covered                     | (1,737 )      |
| Provisions                                     | 3,108         |
| Ending balance                                 | \$ 2,281      |

Ending balances as of December 31, 2014: Allowance for loan losses

|   |          |
|---|----------|
| Individually evaluated for impairment           | \$ 1,161 |
| Collectively evaluated for impairment           | 1,046    |
| Loans acquired with deteriorated credit quality | 74       |

Loans receivable as of December 31, 2014:

|                        |            |
|------------------------|------------|
| Ending balance – total | \$ 127,594 |
|------------------------|------------|

Ending balances as of December 31, 2014: Loans

|   |           |
|---|-----------|
| Individually evaluated for impairment           | \$ 11,484 |
| Collectively evaluated for impairment           | 114,160   |
| Loans acquired with deteriorated credit quality | 1,950     |

The following table presents the activity in the allowance for loan losses for covered loans for the year ended December 31, 2013.

| (\$ in thousands)                              | Covered Loans |
|--|---------------|
| As of and for the year ended December 31, 2013 |               |
| Beginning balance                              | \$ 4,759      |
| Charge-offs                                    | (13,053 )     |
| Recoveries                                     | 186           |
| Provisions                                     | 12,350        |
| Ending balance                                 | \$ 4,242      |

Ending balances as of December 31, 2013: Allowance for loan losses

|   |          |
|---|----------|
| Individually evaluated for impairment           | \$ 3,112 |
| Collectively evaluated for impairment           | 1,105    |
| Loans acquired with deteriorated credit quality | 25       |

Loans receivable as of December 31, 2013:

|                        |            |
|------------------------|------------|
| Ending balance – total | \$ 210,309 |
|------------------------|------------|

Ending balances as of December 31, 2013: Loans

|   |           |
|---|-----------|
| Individually evaluated for impairment           | \$ 43,107 |
| Collectively evaluated for impairment           | 164,060   |
| Loans acquired with deteriorated credit quality | 3,142     |

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The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2014.

| (\$ in thousands)   | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment |
|---|---------------------|--------------------------|-------------------|-----------------------------|
| Non-covered loans with no related allowance recorded:           |                     |                          |                   |                             |
| Commercial, financial, and agricultural:                        |                     |                          |                   |                             |
| Commercial - unsecured  | \$ 33               | 35                       | —                 | 20                          |
| Commercial - secured  | 5                   | 6                        | —                 | 95                          |
| Secured by inventory and accounts receivable                    | —                   | —                        | —                 | —                           |
| Real estate – construction, land development & other land loans | 6,877               | 7,944                    | —                 | 6,430                       |
| Real estate – residential, farmland, and multi-family           | 9,165               | 10,225                   | —                 | 7,776                       |
| Real estate – home equity lines of credit                       | 476                 | 498                      | —                 | 388                         |
| Real estate – commercial  | 17,409              | 20,786                   | —                 | 11,911                      |
| Consumer  | 7                   | 10                       | —                 | 7                           |
| Total non-covered impaired loans with no allowance              | \$ 33,972           | 39,504                   | —                 | 26,627                      |
| Total covered impaired loans with no allowance                  | \$ 8,097            | 12,081                   | —                 | 16,986                      |
| Total impaired loans with no allowance recorded                 | \$ 42,069           | 51,585                   | —                 | 43,613                      |
| Non-covered loans with an allowance recorded:                   |                     |                          |                   |                             |
| Commercial, financial, and agricultural:                        |                     |                          |                   |                             |
| Commercial - unsecured  | \$ 140              | 143                      | 47                | 142                         |
| Commercial - secured  | 606                 | 612                      | 164               | 550                         |
| Secured by inventory and accounts receivable                    | —                   | —                        | —                 | 15                          |
| Real estate – construction, land development & other land loans | 1,114               | 3,243                    | 415               | 1,487                       |
| Real estate – residential, farmland, and multi-family           | 14,845              | 15,257                   | 1,686             | 14,418                      |
| Real estate – home equity lines of credit                       | —                   | —                        | —                 | 4                           |
| Real estate – commercial  | 3,501               | 3,530                    | 165               | 6,420                       |
| Consumer  | —                   | —                        | —                 | 8                           |
| Total non-covered impaired loans with allowance                 | \$ 20,206           | 22,785                   | 2,477             | 23,044                      |
| Total covered impaired loans with allowance                     | \$ 5,220            | 5,719                    | 1,229             | 8,513                       |
| Total impaired loans with an allowance recorded                 | \$ 25,426           | 28,504                   | 3,706             | 31,557                      |

Interest income recorded on non-covered and covered impaired loans during the year ended December 31, 2014 was insignificant.

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The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2013.

| (\$ in thousands)   | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment |
|---|---------------------|--------------------------|-------------------|-----------------------------|
| Non-covered loans with no related allowance recorded:           |                     |                          |                   |                             |
| Commercial, financial, and agricultural:                        |                     |                          |                   |                             |
| Commercial - unsecured  | \$ —                | —                        | —                 | —                           |
| Commercial - secured  | —                   | —                        | —                 | 334                         |
| Secured by inventory and accounts receivable                    | —                   | —                        | —                 | —                           |
| Real estate – construction, land development & other land loans | 6,398               | 6,907                    | —                 | 5,005                       |
| Real estate – residential, farmland, and multi-family           | 3,883               | 4,429                    | —                 | 2,329                       |
| Real estate – home equity lines of credit                       | —                   | —                        | —                 | —                           |
| Real estate – commercial  | 7,324               | 9,008                    | —                 | 9,981                       |
| Consumer  | —                   | —                        | —                 | —                           |
| Total non-covered impaired loans with no allowance              | \$ 17,605           | 20,344                   | —                 | 17,649                      |
| Total covered impaired loans with no allowance                  | \$ 29,058           | 48,785                   | —                 | 39,215                      |
| Total impaired loans with no allowance recorded                 | \$ 46,663           | 69,129                   | —                 | 56,864                      |
| Non-covered loans with an allowance recorded:                   |                     |                          |                   |                             |
| Commercial, financial, and agricultural:                        |                     |                          |                   |                             |
| Commercial - unsecured  | \$ 115              | 115                      | 63                | 72                          |
| Commercial - secured  | 392                 | 394                      | 64                | 1,081                       |
| Secured by inventory and accounts receivable                    | 75                  | 75                       | 75                | 80                          |
| Real estate – construction, land development & other land loans | 1,629               | 2,148                    | 544               | 2,339                       |
| Real estate – residential, farmland, and multi-family           | 15,228              | 15,642                   | 1,162             | 13,417                      |
| Real estate – home equity lines of credit                       | 22                  | 22                       | 1                 | 637                         |
| Real estate – commercial  | 9,570               | 10,873                   | 649               | 5,914                       |
| Consumer  | 13                  | 35                       | 1                 | 466                         |
| Total non-covered impaired loans with allowance                 | \$ 27,044           | 29,304                   | 2,559             | 24,006                      |
| Total covered impaired loans with allowance                     | \$ 17,068           | 22,367                   | 3,133             | 14,343                      |
| Total impaired loans with an allowance recorded                 | \$ 44,112           | 51,671                   | 5,692             | 38,349                      |

Interest income recorded on non-covered and covered impaired loans during the year ended December 31, 2013 was insignificant.

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The Company tracks credit quality based on its internal risk ratings. Upon origination a loan is assigned an initial risk grade, which is generally based on several factors such as the borrower's credit score, the loan-to-value ratio, the debt-to-income ratio, etc. Loans that are risk-graded as substandard during the origination process are declined. After loans are initially graded, they are monitored monthly for credit quality based on many factors, such as payment history, the borrower's financial status, and changes in collateral value. Loans can be downgraded or upgraded depending on management's evaluation of these factors. Internal risk-grading policies are consistent throughout each loan type.

The following describes the Company's internal risk grades in ascending order of likelihood of loss:

| Numerical Risk Grade      | Description  |
|---------------------------|--|
| <u>Pass:</u>              |  |
| 1                         | Loans with virtually no risk, including cash secured loans.  |
| 2                         | Loans with documented significant overall financial strength, including non-cash secured or unsecured loans that have no minor or major exceptions to the lending guidelines.  |
| 3                         | Loans with documented satisfactory overall financial strength, including non-cash secured or unsecured loans that have no major exceptions to the lending guidelines. If unsecured, loans would include support of a strong guarantor or co-maker.   |
| 4                         | Loans to borrowers with acceptable financial condition, including non-cash secured or unsecured loans that have minor or major exceptions to the lending guidelines, but the exceptions are properly mitigated. Primary or secondary source of repayment is sufficient and if secured, loan would include the support of a satisfactory guarantor or co-maker. |
| <u>Watch or Standard:</u> |  |
| 9                         | Existing loans that meet the guidelines for a Risk Graded 5 loan, except the collateral coverage is sufficient to satisfy the debt with no risk of loss under reasonable circumstances.  |
| <u>Special Mention:</u>   |  |
| 5                         | Existing loans with major exceptions that cannot be mitigated. Potential for loss is possible.   |
| <u>Classified:</u>        |  |
| 6                         | Loans that have a well-defined weakness that may jeopardize the liquidation of the debt if deficiencies are not corrected. Loss is not only possible, but probable.  |
| 7                         | Loans that have a well-defined weakness that make the collection or liquidation improbable. Loss appears imminent, but the exact amount and timing is uncertain.   |
| 8                         | Loans that are considered uncollectible and are in the process of being charged-off. This grade is a temporary grade assigned for administrative purposes until the charge-off is completed.   |

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The following table presents the Company's recorded investment in loans by credit quality indicators as of December 31, 2014.

| (\$ in thousands)   | Credit Quality Indicator (Grouped by Internally Assigned Grades) |   |  |   |   |                     |
|---|--|---|--|---|---|---------------------|
|   | Pass<br>(Grades<br>1, 2, & 3)                                    | Pass –<br>Acceptable/<br>Average<br>(Grade 4) | Watch<br>or<br>Standard<br>Loans<br>(Grade<br>9) | Special<br>Mention<br>Loans<br>(Grade<br>5) | Classified<br>Loans<br>(Grades<br>6, 7, &<br>8) | Nonaccrual<br>Loans |
| Non-covered loans:  |  |   |  |   |   |                     |
| Commercial, financial, and agricultural:                        |  |   |  |   |   |                     |
| Commercial - unsecured  | \$17,856   | 15,649  | 5  | 1,356                                       | 2,231   | 187                 |
| Commercial - secured  | 32,812   | 62,361  | 62   | 4,481                                       | 4,331   | 2,927               |
| Secured by inventory and accounts receivable                    | 10,815   | 9,928   | —  | 767   | 506   | 454                 |
| Real estate – construction, land development & other land loans | 87,806   | 135,072                                       | 771  | 13,066                                      | 12,909  | 7,891               |
| Real estate – residential, farmland, and multi-family           | 221,581  | 520,790                                       | 4,536  | 40,993                                      | 34,474  | 24,451              |
| Real estate – home equity lines of credit                       | 122,528  | 62,642  | 1,135  | 5,166                                       | 4,533   | 2,573               |
| Real estate - commercial  | 223,197  | 465,395                                       | 9,057  | 30,318                                      | 15,748  | 11,071              |
| Consumer  | 25,520   | 15,614  | 54   | 855   | 648   | 505                 |
| Total   | \$742,115  | 1,287,451                                     | 15,620   | 97,002                                      | 75,380  | 50,061              |
| Unamortized net deferred loan costs                             |  |   |  |   |   |                     |
| Total non-covered loans   |  |   |  |   |   |                     |
| Total covered loans   | \$14,349   | 70,989  | 632  | 10,503                                      | 20,613  | 10,503              |
| Total loans   | \$756,464  | 1,358,440                                     | 16,252   | 107,505                                     | 95,993  | 60,564              |

At December 31, 2014, there was an insignificant amount of loans that were graded “8” with an accruing status.

As previously discussed, on July 1, 2014, the Company transferred \$39.7 million of loans from the covered category to the non-covered category as a result of the scheduled expiration of one of the Company's loss-share agreements with the FDIC. Approximately \$2.8 million of those loans were “Special Mention Loans”, \$5.5 million were “Classified Loans”, and \$9.7 million were “Nonaccrual Loans.”

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The following table presents the Company's recorded investment in loans by credit quality indicators as of December 31, 2013.

| (\$ in thousands)   | Credit Quality Indicator (Grouped by Internally Assigned Grades) |  |  |   |   |                          |
|---|--|--|--|---|---|--------------------------|
|   | Pass<br>(Grades<br>1, 2, & 3)                                    | Pass –<br>Acceptable<br>/ Average<br>(Grade 4) | Watch<br>or<br>Standard<br>Loans<br>(Grade<br>9) | Special<br>Mention<br>Loans<br>(Grade<br>5) | Classified<br>Loans<br>(Grades<br>6, 7, &<br>8) | Non-<br>Covered<br>Loans |
| Non-covered loans:  |  |  |  |   |   |                          |
| Commercial, financial, and agricultural:                        |  |  |  |   |   |                          |
| Commercial - unsecured  | \$8,495  | 24,415   | 7  | 1,509                                       | 2,367   | 222                      |
| Commercial - secured  | 31,494   | 77,441   | 100  | 5,597                                       | 4,986   | 2,666                    |
| Secured by inventory and accounts receivable                    | 4,098  | 12,800   | —  | 2,022                                       | 1,711   | 545                      |
| Real estate – construction, land development & other land loans | 31,221   | 181,050  | 2,365  | 11,646                                      | 10,333  | 8,050                    |
| Real estate – residential, farmland, and multi-family           | 227,053  | 540,349  | 5,062  | 41,583                                      | 37,526  | 17,800                   |
| Real estate – home equity lines of credit                       | 120,205  | 63,400   | 1,499  | 5,699                                       | 5,124   | 2,200                    |
| Real estate - commercial  | 115,397  | 533,680  | 10,014   | 24,557                                      | 15,843  | 10,100                   |
| Consumer  | 25,703   | 21,790   | 54   | 829   | 995   | 325                      |
| Total   | \$563,666  | 1,454,925                                      | 19,101   | 93,442                                      | 78,885  | 41,900                   |
| Unamortized net deferred loan costs                             |  |  |  |   |   |                          |
| Total non-covered loans   |  |  |  |   |   |                          |
| Total covered loans   | \$25,078   | 92,147   | —  | 8,857                                       | 47,010  | 37,200                   |
| Total loans   | \$588,744  | 1,547,072                                      | 19,101   | 102,299                                     | 125,895   | 79,100                   |

At December 31, 2013, there was an insignificant amount of loans that were graded “8” with an accruing status.

*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 creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to

minimize potential losses.

The vast majority of the Company's troubled debt restructurings modified during the year ended December 31, 2014 and 2013 related to interest rate reductions combined with restructured amortization schedules. The Company does not generally grant principal forgiveness.

All loans classified as troubled debt restructurings are considered to be impaired and are evaluated as such for determination of the allowance for loan losses. The Company's troubled debt restructurings can be classified as either nonaccrual or accruing based on the loan's payment status. The troubled debt restructurings that are nonaccrual are reported within the nonaccrual loan totals presented previously.



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The following table presents information related to loans modified in a troubled debt restructuring during the years ended December 31, 2014 and 2013.

| (\$ in thousands)   | For the year ended<br>December 31, 2014 |  |   | For the year ended<br>December 31, 2013 |  |   |
|---|---|--|---|---|--|---|
|   | Number<br>of<br>Contracts               | Pre-<br>Modification<br>of<br>Restructured<br>Balances | Post-<br>Modification<br>of<br>Restructured<br>Balances | Number<br>of<br>Contracts               | Pre-<br>Modification<br>of<br>Restructured<br>Balances | Post-<br>Modification<br>of<br>Restructured<br>Balances |
| Non-covered TDRs – Accruing                                     |   |  |   |   |  |   |
| Commercial, financial, and agricultural:                        |   |  |   |   |  |   |
| Commercial – unsecured  | —                                       | \$ —   | \$ —  | 1                                       | \$ 66  | \$ 66   |
| Commercial – secured  | —                                       | —  | —   | 6                                       | 391  | 391   |
| Secured by inventory and accounts receivable                    | —                                       | —  | —   | —                                       | —  | —   |
| Real estate – construction, land development & other land loans | —                                       | —  | —   | 3                                       | 1,786  | 1,786   |
| Real estate – residential, farmland, and multi-family           | 11                                      | 2,571  | 2,571   | 11                                      | 1,530  | 1,532   |
| Real estate – home equity lines of credit                       | —                                       | —  | —   | —                                       | —  | —   |
| Real estate – commercial  | 2                                       | 2,416  | 2,415   | 9                                       | 6,191  | 6,191   |
| Consumer  | —                                       | —  | —   | 1                                       | 14   | 14  |
| Non-covered TDRs – Nonaccrual                                   |   |  |   |   |  |   |
| Commercial, financial, and agricultural:                        |   |  |   |   |  |   |
| Commercial – unsecured  | —                                       | —  | —   | —                                       | —  | —   |
| Commercial – secured  | 1                                       | 15   | 15  | —                                       | —  | —   |
| Secured by inventory and accounts receivable                    | —                                       | —  | —   | —                                       | —  | —   |
| Real estate – construction, land development & other land loans | —                                       | —  | —   | 3                                       | 800  | 800   |
| Real estate – residential, farmland, and multi-family           | 8                                       | 770  | 769   | 11                                      | 1,187  | 1,187   |
| Real estate – home equity lines of credit                       | —                                       | —  | —   | —                                       | —  | —   |
| Real estate – commercial  | 2                                       | 98   | 98  | 1                                       | 398  | 398   |
| Consumer  | —                                       | —  | —   | —                                       | —  | —   |
| Total non-covered TDRs arising during period                    | 24                                      | 5,870  | 5,868   | 46                                      | 12,363   | 12,365  |
| Total covered TDRs arising during period– Accruing              |   |  |   |   |  |   |
| Total covered TDRs arising during period – Nonaccrual           | 8                                       | 966  | 933   | 1                                       | 187  | 167   |
| Total TDRs arising during period                                | 37                                      | \$ 7,780   | \$ 7,728  | 57                                      | \$ 14,308  | \$ 14,343   |

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Accruing restructured loans that were modified in the previous 12 months and that defaulted during the years ended December 31, 2014 and 2013 are presented in the table below. The Company considers a loan to have defaulted when it becomes 90 or more days delinquent under the modified terms, has been transferred to nonaccrual status, or has been transferred to foreclosed real estate.

| (\$ in thousands)   | For the year ended<br>December 31, 2014 |                        | For the year ended<br>December 31, 2013 |                        |
|---|---|------------------------|---|------------------------|
|   | Number<br>of<br>Contracts               | Recorded<br>Investment | Number<br>of<br>Contracts               | Recorded<br>Investment |
| Non-covered accruing TDRs that subsequently defaulted           |   |                        |   |                        |
| Real estate – construction, land development & other land loans | 1                                       | \$ 5                   | 1                                       | \$ 342                 |
| Real estate – residential, farmland, and multi-family           | —                                       | —                      | 1                                       | 252                    |
| Real estate – commercial  | 1                                       | 71                     | —                                       | —                      |
| Total non-covered TDRs that subsequently defaulted              | 2                                       | \$ 76                  | 2                                       | \$ 594                 |
| Total accruing covered TDRs that subsequently defaulted         | 1                                       | \$ 353                 | 1                                       | \$ 3,501               |
| Total accruing TDRs that subsequently defaulted                 | 3                                       | \$ 429                 | 3                                       | \$ 4,095               |

**Note 5. Premises and Equipment**

Premises and equipment at December 31, 2014 and 2013 consisted of the following:

| (\$ in thousands)                              | 2014      | 2013      |
|--|-----------|-----------|
| Land   | \$23,911  | 23,893    |
| Buildings                                      | 65,130    | 64,518    |
| Furniture and equipment                        | 35,423    | 35,281    |
| Leasehold improvements                         | 1,323     | 1,882     |
| Total cost                                     | 125,787   | 125,574   |
| Less accumulated depreciation and amortization | (50,674 ) | (48,126 ) |
| Net book value of premises and equipment       | \$75,113  | 77,448    |

**Note 6. FDIC Indemnification Asset**

As discussed in Note 1(i), the FDIC indemnification asset is the estimated amount that the Company will receive from the FDIC under loss share agreements associated with two FDIC-assisted failed bank acquisitions. See unaudited additional information regarding the FDIC indemnification asset in the “FDIC Indemnification Asset” section of the Management’s Discussion and Analysis included in the Company’s Form 10-K.

At December 31, 2014 and 2013, the FDIC indemnification asset was comprised of the following components:

| (\$ in thousands)   | 2014     | 2013   |
|---|----------|--------|
| Receivable related to loss claims incurred, not yet reimbursed          | \$6,899  | 12,649 |
| Receivable related to estimated future claims on loans                  | 14,933   | 33,398 |
| Receivable related to estimated future claims on foreclosed real estate | 737      | 2,575  |
| FDIC indemnification asset  | \$22,569 | 48,622 |

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The following presents a rollforward of the FDIC indemnification asset since January 1, 2012.

|   |           |
|---|-----------|
| (\$ in thousands)   |           |
| Balance at January 1, 2012                                | \$121,677 |
| Increase related to unfavorable change in loss estimates  | 16,984    |
| Increase related to reimbursable expenses                 | 6,947     |
| Cash received   | (29,796 ) |
| Accretion of loan discount                                | (13,173 ) |
| Other   | (80 )     |
| Balance at December 31, 2012                              | \$102,559 |
| Increase related to unfavorable changes in loss estimates | 9,312     |
| Increase related to reimbursable expenses                 | 5,352     |
| Cash received   | (49,572 ) |
| Accretion of loan discount                                | (16,160 ) |
| Other   | (2,869 )  |
| Balance at December 31, 2013                              | \$48,622  |
| Increase related to unfavorable changes in loss estimates | 2,923     |
| Increase related to reimbursable expenses                 | 3,925     |
| Cash received   | (17,724 ) |
| Accretion of loan discount                                | (15,281 ) |
| Other   | 104       |
| Balance at December 31, 2014                              | \$22,569  |

**Note 7. Goodwill and Other Intangible Assets**

The following is a summary of the gross carrying amount and accumulated amortization of amortized intangible assets as of December 31, 2014 and December 31, 2013 and the carrying amount of unamortized intangible assets as of those same dates. In 2013, the Company recorded a core deposit premium intangible of \$586,000 in connection with the acquisition of two branches, which is being amortized on a straight-line basis over the estimated life of the related deposits of seven years.

| (\$ in thousands)            | December 31, 2014     |                          | December 31, 2013     |                          |
|------------------------------|-----------------------|--------------------------|-----------------------|--------------------------|
|                              | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Amortized intangible assets: |                       |                          |                       |                          |
| Customer lists               | \$ 678                | 505                      | 678                   | 462                      |
| Core deposit premiums        | 8,560                 | 6,675                    | 8,560                 | 5,942                    |
| Total                        | \$ 9,238              | 7,180                    | 9,238                 | 6,404                    |

Unamortized intangible assets:

|          |           |        |
|----------|-----------|--------|
| Goodwill | \$ 65,835 | 65,835 |
|----------|-----------|--------|

Amortization expense totaled \$777,000, \$860,000 and \$897,000 for the years ended December 31, 2014, 2013 and 2012, respectively.

Goodwill is evaluated for impairment on at least an annual basis – see Note 1(q). For each of the years presented, the Company’s evaluation indicated that there was no goodwill impairment.

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The following table presents the estimated amortization expense for intangible assets for each of the five calendar years ending December 31, 2019 and the estimated amount amortizable thereafter. These estimates are subject to change in future periods to the extent management determines it is necessary to make adjustments to the carrying value or estimated useful lives of amortized intangible assets.

| <i>(\$ in thousands)</i> | Estimated<br>Amortization Expense |
|--------------------------|-----------------------------------|
| 2015                     | \$ 721                            |
| 2016                     | 654                               |
| 2017                     | 404                               |
| 2018                     | 129                               |
| 2019                     | 122                               |
| Thereafter               | 28                                |
| Total                    | \$ 2,058                          |

**Note 8. Income Taxes**

Total income taxes for the years ended December 31, 2014, 2013 and 2012 were allocated as follows:

(In thousands)

Allocated to net income

Allocated to stockholders' equity, for unrealized holding gain/loss on debt and equity securities for financial reporting purposes

Allocated to stockholders' equity, for tax benefit of pension liabilities

Total income taxes

The components of income tax expense (benefit) for the years ended December 31, 2014, 2013 and 2012 are as follows:

| (In thousands)     | 2014     | 2013   | 2012     |
|--------------------|----------|--------|----------|
| Current - Federal  | \$1,316  | 9,812  | (8,401 ) |
| - State            | 903      | (467 ) | (43 )    |
| Deferred - Federal | 10,104   | 168    | (5,914 ) |
| - State            | 1,212    | 2,568  | (2,594 ) |
| Total              | \$13,535 | 12,081 | (16,952) |



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The sources and tax effects of temporary differences that give rise to significant portions of the deferred tax assets (liabilities) at December 31, 2014 and 2013 are presented below:

| (In thousands)  | 2014     | 2013     |
|---|----------|----------|
| Deferred tax assets:  |          |          |
| Allowance for loan losses                                     | \$14,558 | 18,459   |
| Excess book over tax SERP retirement plan cost                | 2,566    | 2,572    |
| Deferred compensation   | 78       | 94       |
| Federal & state net operating loss carryforwards              | 1,066    | 10,901   |
| Accruals, book versus tax                                     | 1,779    | 1,604    |
| Pension liability adjustments                                 | 100      | —        |
| Foreclosed real estate  | 1,222    | 2,781    |
| Nonqualified stock options                                    | 521      | 522      |
| Partnership investments                                       | 219      | 237      |
| Unrealized gain on securities available for sale              | 270      | 789      |
| All other   | 212      | 618      |
| Gross deferred tax assets                                     | 22,591   | 38,577   |
| Less: Valuation allowance                                     | (125 )   | (109 )   |
| Net deferred tax assets                                       | 22,466   | 38,468   |
| Deferred tax liabilities:                                     |          |          |
| Loan fees   | (1,413 ) | (1,536 ) |
| Excess tax over book pension cost                             | (1,316 ) | (806 )   |
| Depreciable basis of fixed assets                             | (1,197 ) | (1,835 ) |
| Amortizable basis of intangible assets                        | (10,582) | (9,732 ) |
| Pension liability adjustments                                 | —        | (2,003 ) |
| FHLB stock dividends  | (422 )   | (423 )   |
| Basis differences in assets acquired in FDIC transactions     | (2,322 ) | (7,163 ) |
| All other   | (23 )    | (48 )    |
| Gross deferred tax liabilities                                | (17,275) | (23,546) |
| Net deferred tax asset (liability) - included in other assets | \$5,191  | 14,922   |

A portion of the annual change in the net deferred tax asset relates to unrealized gains and losses on securities available for sale. The related 2014 and 2013 deferred tax expense (benefit) of approximately \$518,000 and (\$2,072,000) respectively, has been recorded directly to shareholders' equity. Additionally, a portion of the annual change in the net deferred tax asset relates to pension adjustments. The related 2014 and 2013 deferred tax expense (benefit) of (\$2,103,000) and \$3,399,000 respectively, has been recorded directly to shareholders' equity. The balance of the 2014 decrease in the net deferred tax asset of \$11,316,000 is reflected as a deferred income tax expense, and the balance of the 2013 decrease in the net deferred tax asset of \$2,736,000 is reflected as a deferred income tax expense in the consolidated statement of income.

The valuation allowances for 2014 and 2013 relate primarily to state net operating loss carryforwards. It is management's belief that the realization of the remaining net deferred tax assets is more likely than not. The Company adjusted its net deferred income tax asset as a result of reductions in the North Carolina corporate income tax rate,



which reduced the state income tax rate to 5% effective January 1, 2015.

The Company had no significant uncertain tax positions, and thus no reserve for uncertain tax positions has been recorded. Additionally, the Company determined that it has no material unrecognized tax benefits that if recognized would affect the effective tax rate. The Company's general policy is to record tax penalties and interest as a component of "other operating expenses".

We are subject to routine audits of our tax returns by the Internal Revenue Service and various state taxing authorities. The Company's tax returns are subject to income tax audit by federal and state agencies beginning with the year 2010. There are no indications of any material adjustments relating to any examination currently being conducted by any taxing authority.

Retained earnings at December 31, 2014 and 2013 includes approximately \$6,869,000 representing pre-1988 tax bad debt reserve base year amounts for which no deferred income tax liability has been provided since these reserves are not expected to reverse or may never reverse. Circumstances that would require an accrual of a portion or all of this unrecorded tax liability are a reduction in qualifying loan levels relative to the end of 1987, failure to meet the definition of a bank, dividend payments in excess of accumulated tax earnings and profits, or other distributions in dissolution, liquidation or redemption of the Bank's stock.

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The following is a reconciliation of federal income tax expense at the statutory rate of 35% to the income tax provision reported in the financial statements.

| (In thousands)                                      | 2014      | 2013   | 2012     |
|---|-----------|--------|----------|
| Tax provision at statutory rate                     | \$ 13,486 | 11,473 | (14,125) |
| Increase (decrease) in income taxes resulting from: |           |        |          |
| Tax-exempt interest income                          | (832 )    | (818 ) | (831 )   |
| Low income housing tax credits                      | (179 )    | (150 ) | (181 )   |
| Non-deductible interest expense                     | 11        | 15     | 23       |
| State income taxes, net of federal benefit          | 1,375     | 1,366  | (1,714 ) |
| Change in valuation allowance                       | 16        | (3 )   | 31       |
| Other, net  | (342 )    | 198    | (155 )   |
| Total   | \$ 13,535 | 12,081 | (16,952) |

**Note 9. Time Deposits and Related Party Deposits**

At December 31, 2014, the scheduled maturities of time deposits were as follows:

(\$ in thousands)

|            |           |
|------------|-----------|
| 2015       | \$622,614 |
| 2016       | 118,984   |
| 2017       | 46,606    |
| 2018       | 18,126    |
| 2019       | 10,019    |
| Thereafter | 4,105     |
|            | \$820,454 |

Deposits received from executive officers and directors and their associates totaled approximately \$25,388,000 and \$29,128,000 at December 31, 2014 and 2013, respectively. These deposit accounts have substantially the same terms, including interest rates, as those prevailing at the time for comparable transactions with other non-related depositors.

As of December 31, 2014 and 2013, the Company held \$256.7 million and \$297.8 million respectively, in time deposits of \$250,000 or more (which is the current FDIC insurance limit for insured deposits at December 31, 2014). Included in these deposits were brokered deposits of \$82.8 million and \$108.4 million at December 31, 2014 and 2013, respectively.

Table of Contents**Note 10. Borrowings and Borrowings Availability**

The following tables present information regarding the Company's outstanding borrowings at December 31, 2014 and 2013:

| Description - 2014   | Due date | Call Feature                              | 2014<br>Amount | Interest Rate   |
|--|----------|---|----------------|---|
| FHLB Term Note   | 1/29/15  | None                                      | \$50,000,000   | 0.20% fixed   |
| FHLB Term Note   | 9/30/15  | None                                      | 20,000,000     | 0.44% fixed   |
| Trust Preferred Securities                                       | 1/23/34  | Quarterly by Company<br>beginning 1/23/09 | 20,620,000     | 2.96% at 12/31/14<br>adjustable rate<br>3 month LIBOR + 2.70% |
| Trust Preferred Securities                                       | 6/15/36  | Quarterly by Company<br>beginning 6/15/11 | 25,774,000     | 1.65% at 12/31/14<br>adjustable rate<br>3 month LIBOR + 1.39% |
| Total borrowings / weighted average rate as of December 31, 2014 |          |   | \$116,394,000  | 1.05%   |

| Description - 2013   | Due date | Call Feature                              | 2013<br>Amount | Interest Rate   |
|--|----------|---|----------------|---|
| Trust Preferred Securities                                       | 1/23/34  | Quarterly by Company<br>beginning 1/23/09 | \$20,620,000   | 2.95% at 12/31/13<br>adjustable rate<br>3 month LIBOR + 2.70% |
| Trust Preferred Securities                                       | 6/15/36  | Quarterly by Company<br>beginning 6/15/11 | 25,774,000     | 1.64% at 12/31/13<br>adjustable rate<br>3 month LIBOR + 1.39% |
| Total borrowings / weighted average rate as of December 31, 2013 |          |   | \$46,394,000   | 2.22%   |

All outstanding FHLB borrowings may be accelerated immediately by the FHLB in certain circumstances, including material adverse changes in the condition of the Company or if the Company's qualifying collateral amounts to less than that required under the terms of the FHLB borrowing agreement.

In the above tables, the \$20.6 million in borrowings due on January 23, 2034 relate to borrowings structured as trust preferred capital securities that were issued by First Bancorp Capital Trusts II and III (\$10.3 million by each trust), which are unconsolidated subsidiaries of the Company, on December 19, 2003 and qualify as capital for regulatory capital adequacy requirements. These unsecured debt securities are callable by the Company at par on any quarterly interest payment date beginning on January 23, 2009. The interest rate on these debt securities adjusts on a quarterly

basis at a rate of three-month LIBOR plus 2.70%.

In the above tables, the \$25.8 million in borrowings due on June 15, 2036 relate to borrowings structured as trust preferred capital securities that were issued by First Bancorp Capital Trust IV, an unconsolidated subsidiary of the Company, on April 13, 2006 and qualify as capital for regulatory capital adequacy requirements. These unsecured debt securities are callable by the Company at par on any quarterly interest payment date beginning on June 15, 2011. The interest rate on these debt securities adjusts on a quarterly basis at a rate of three-month LIBOR plus 1.39%.

At December 31, 2014, the Company had three sources of readily available borrowing capacity – 1) an approximately \$423 million line of credit with the FHLB, of which \$70 million was outstanding at December 31, 2014 and none was outstanding at December 31, 2013, 2) a \$50 million overnight federal funds line of credit with a correspondent bank, of which none was outstanding at December 31, 2014 or 2013, and 3) an approximately \$78 million line of credit through the Federal Reserve Bank of Richmond's (FRB) discount window, of which none was outstanding at December 31, 2014 or 2013.

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The Company's line of credit with the FHLB totaling approximately \$423 million can be structured as either short-term or long-term borrowings, depending on the particular funding or liquidity needs and is secured by the Company's FHLB stock and a blanket lien on most of its real estate loan portfolio. The borrowing capacity was reduced by \$193 million at both December 31, 2014 and 2013, as a result of the Company pledging letters of credit for public deposits at each of those dates. Accordingly, the Company's unused FHLB line of credit was \$160 million at December 31, 2014.

The Company's correspondent bank relationship allows the Company to purchase up to \$50 million in federal funds on an overnight, unsecured basis (federal funds purchased). The Company had no borrowings outstanding under this line at December 31, 2014 or 2013.

The Company has a line of credit with the FRB discount window. This line is secured by a blanket lien on a portion of the Company's commercial and consumer loan portfolio (excluding real estate). Based on the collateral owned by the Company as of December 31, 2014, the available line of credit was approximately \$78 million. The Company had no borrowings outstanding under this line of credit at December 31, 2014 or 2013.

**Note 11. Leases**

Certain bank premises are leased under operating lease agreements. Generally, operating leases contain renewal options on substantially the same basis as current rental terms. Rent expense charged to operations under all operating lease agreements was \$1.2 million in 2014, \$1.1 million in 2013, and \$1.3 million in 2012.

Future obligations for minimum rentals under noncancelable operating leases at December 31, 2014 are as follows:

(\$ in thousands)

|                          |         |
|--------------------------|---------|
| Year ending December 31: |         |
| 2015                     | \$952   |
| 2016                     | 766     |
| 2017                     | 675     |
| 2018                     | 506     |
| 2019                     | 319     |
| Thereafter               | 903     |
| Total                    | \$4,121 |

Table of Contents**Note 12. Employee Benefit Plans**

**401(k) Plan.** The Company sponsors a retirement savings plan pursuant to Section 401(k) of the Internal Revenue Code. New employees who have met the age requirement are automatically enrolled in the plan at a 5% deferral rate on the next plan Entry Date. The automatic deferral can be modified by the employee at any time. An eligible employee may contribute up to 15% of annual salary to the plan. The Company contributes an amount equal to the sum of 1) 100% of the employee's salary contributed up to 3% and 2) 50% of the employee's salary contributed between 3% and 5%. Company contributions are 100% vested immediately. The Company's matching contribution expense was \$1.4 million, \$1.4 million, and \$1.2 million, for the years ended December 31, 2014, 2013, and 2012, respectively. Although discretionary contributions by the Company are permitted by the plan, the Company did not make any such contributions in 2014, 2013 or 2012. The Company's matching and discretionary contributions are made according to the same investment elections each participant has established for their deferral contributions. Effective July 1, 2014, employees are permitted to invest their own contributions in Company stock.

**Pension Plan.** Historically, the Company offered a noncontributory defined benefit retirement plan (the "Pension Plan") that qualified under Section 401(a) of the Internal Revenue Code. The Pension Plan provided for a monthly payment, at normal retirement age of 65, equal to one-twelfth of the sum of (i) 0.75% of Final Average Annual Compensation (5 highest consecutive calendar years' earnings out of the last 10 years of employment) multiplied by the employee's years of service not in excess of 40 years, and (ii) 0.65% of Final Average Annual Compensation in excess of the average social security wage base multiplied by years of service not in excess of 35 years. Benefits were fully vested after five years of service.

During the second quarter of 2009, the Company amended the Pension Plan to limit eligibility to employees hired prior to June 19, 2009. Effective December 31, 2012, the Company froze the Pension Plan for all participants. Although no previously accrued benefits were lost, employees no longer accrue benefits for service subsequent to 2012. The Company made the decision to freeze the Pension Plan because of the uncertainty of future costs and to have a uniform set of benefits for all employees. The freezing of the Pension Plan resulted in an immediate \$6.6 million reduction in its benefit obligation, which is referred to as a "curtailment gain" in the table below. The curtailment gain reduced the difference between the assets of the Pension Plan and its benefit obligation, and therefore had the effect of lowering the corresponding liability of the plan and lowering the amount of accumulated other comprehensive loss, which resulted in an increase in shareholders' equity at the time of the freeze.

The Company's contributions to the Pension Plan are based on computations by independent actuarial consultants and are intended to be deductible for income tax purposes. As discussed below, the contributions are invested to provide for benefits under the Pension Plan. The Company did not make any contributions to the Pension Plan in 2014 or 2013 and contributed \$2,500,000 to the Plan for the year ended December 31, 2012. The Company does not expect to contribute to the Pension Plan in 2015.

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The following table reconciles the beginning and ending balances of the Pension Plan's benefit obligation, as computed by the Company's independent actuarial consultants, and its plan assets, with the difference between the two amounts representing the funded status of the Pension Plan as of the end of the respective year.

| (\$ in thousands)                       | 2014     | 2013     | 2012     |
|---|----------|----------|----------|
| Change in benefit obligation            |          |          |          |
| Benefit obligation at beginning of year | \$30,548 | 32,272   | 40,084   |
| Service cost                            | —        | —        | 1,835    |
| Interest cost                           | 1,461    | 1,284    | 1,451    |
| Actuarial (gain) loss                   | 5,320    | (2,343 ) | (4,006 ) |
| Benefits paid                           | (1,714 ) | (665 )   | (503 )   |
| Curtailment gain                        | —        | —        | (6,589 ) |
| Benefit obligation at end of year       | 35,615   | 30,548   | 32,272   |
| Change in plan assets                   |          |          |          |
| Plan assets at beginning of year        | 36,333   | 30,124   | 24,466   |
| Actual return on plan assets            | 2,663    | 6,874    | 3,661    |
| Employer contributions                  | —        | —        | 2,500    |
| Benefits paid                           | (1,714 ) | (665 )   | (503 )   |
| Plan assets at end of year              | 37,282   | 36,333   | 30,124   |
| Funded status at end of year            | \$1,667  | 5,785    | (2,148 ) |

The accumulated benefit obligation related to the Pension Plan was \$35,615,000, \$30,548,000, and \$32,272,000 at December 31, 2014, 2013, and 2012, respectively.

The following table presents information regarding the amounts recognized in the consolidated balance sheets at December 31, 2014 and 2013 as it relates to the Pension Plan, excluding the related deferred tax assets.

| (\$ in thousands) | 2014    | 2013  |
|-------------------|---------|-------|
| Other assets      | \$1,667 | 5,785 |
| Other liabilities | —       | —     |
|                   | \$1,667 | 5,785 |

The following table presents information regarding the amounts recognized in accumulated other comprehensive income (AOCI) at December 31, 2014 and 2013, as it relates to the Pension Plan.

| (\$ in thousands) | 2014 | 2013 |
|-------------------|------|------|
|-------------------|------|------|

|  |           |         |
|--|-----------|---------|
| Net gain (loss)                                      | \$(1,857) | 3,579   |
| Prior service cost                                   | —         | —       |
| Amount recognized in AOCI before tax effect          | (1,857)   | 3,579   |
| Tax (expense) benefit                                | 724       | (1,396) |
| Net amount recognized as increase (decrease) to AOCI | \$(1,133) | 2,183   |

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The following table reconciles the beginning and ending balances of accumulated other comprehensive income (AOCI) at December 31, 2014 and 2013, as it relates to the Pension Plan:

| (\$ in thousands)   | 2014      | 2013    |
|---|-----------|---------|
| Accumulated other comprehensive loss at beginning of fiscal year  | \$2,183   | (2,063) |
| Net gain (loss) arising during period                             | (5,436)   | 6,910   |
| Prior service cost  | —         | —       |
| Transition Obligation   | —         | —       |
| Amortization of unrecognized actuarial loss                       | —         | 49      |
| Amortization of prior service cost and transition obligation      | —         | —       |
| Tax (expense) benefit of changes during the year, net             | 2,120     | (2,713) |
| Accumulated other comprehensive gain (loss) at end of fiscal year | \$(1,133) | 2,183   |

The following table reconciles the beginning and ending balances of the prepaid pension cost related to the Pension Plan:

| (\$ in thousands)                                   | 2014    | 2013  |
|---|---------|-------|
| Prepaid pension cost as of beginning of fiscal year | \$2,206 | 1,232 |
| Net periodic pension income (cost) for fiscal year  | 1,318   | 974   |
| Actual employer contributions                       | —       | —     |
| Prepaid pension asset as of end of fiscal year      | \$3,524 | 2,206 |

Net pension (income) cost for the Pension Plan included the following components for the years ended December 31, 2014, 2013, and 2012:

| (\$ in thousands)                                | 2014      | 2013    | 2012    |
|--|-----------|---------|---------|
| Service cost – benefits earned during the period | \$—       | —       | 1,835   |
| Interest cost on projected benefit obligation    | 1,461     | 1,284   | 1,451   |
| Expected return on plan assets                   | (2,779)   | (2,307) | (1,969) |
| Net amortization and deferral                    | —         | 49      | 559     |
| Net periodic pension (income) cost               | \$(1,318) | (974)   | 1,876   |

The following table is an estimate of the benefits that will be paid in accordance with the Pension Plan during the indicated time periods:

| <i>(\$ in thousands)</i>            | Estimated<br>benefit<br>payments |
|-------------------------------------|----------------------------------|
| Year ending December 31, 2015       | \$ 1,035                         |
| Year ending December 31, 2016       | 1,198                            |
| Year ending December 31, 2017       | 1,285                            |
| Year ending December 31, 2018       | 1,428                            |
| Year ending December 31, 2019       | 1,524                            |
| Years ending December 31, 2020-2024 | 8,925                            |

For each of the years ended December 31, 2014, 2013, and 2012, the Company used an expected long-term rate-of-return-on-assets assumption of 7.75%. The Company arrived at this rate based primarily on a third-party investment consulting firm's historical analysis of investment returns, which indicated that the mix of the Pension Plan's assets (generally 75% equities and 25% fixed income) can be expected to return approximately 7.75% on a long term basis.

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Funds in the Pension Plan are invested in a mix of investment types in accordance with the Pension Plan's investment policy, which is intended to provide an average annual rate of return of 7% to 10%, while maintaining proper diversification. Except for Company stock, all of the Pension Plan's assets are invested in an unaffiliated bank money market account or mutual funds. The investment policy of the Pension Plan does not permit the use of derivatives, except to the extent that derivatives are used by any of the mutual funds invested in by the Pension Plan. The following table presents the targeted mix of the Pension Plan's assets as of December 31, 2014, as set out by the Plan's investment policy:

| Investment type                   | Targeted %<br>of Total Assets | Acceptable Range % of<br>Total Assets |
|-----------------------------------|-------------------------------|---------------------------------------|
| <u>Fixed income investments</u>   |                               |                                       |
| Cash/money market account         | 2%                            | 1%-5%                                 |
| US government bond fund           | 10%                           | 10%-20%                               |
| US corporate bond fund            | 10%                           | 5%-15%                                |
| US corporate high yield bond fund | 5%                            | 0%-10%                                |
| <u>Equity investments</u>         |                               |                                       |
| Large cap value fund              | 20%                           | 20%-30%                               |
| Large cap growth fund             | 20%                           | 20%-30%                               |
| Mid cap equity fund               | 10%                           | 5%-15%                                |
| Small cap growth fund             | 8%                            | 5%-15%                                |
| Foreign equity fund               | 10%                           | 5%-15%                                |
| Company stock                     | 5%                            | 0%-10%                                |

The Pension Plan's investment strategy contains certain investment objectives and risks for each permitted investment category. To ensure that risk and return characteristics are consistently followed, the Pension Plan's investments are reviewed at least semi-annually and rebalanced within the acceptable range. Performance measurement of the investments employs the use of certain investment category and peer group benchmarks. The investment category benchmarks as of December 31, 2014 are as follows:

| Investment Category               | Investment Category Benchmark               | Range of Acceptable Deviation<br>from Investment Category<br>Benchmark |
|-----------------------------------|---|--|
| <u>Fixed income investments</u>   |   |  |
| Cash/money market account         | Citigroup Treasury Bill Index – 3 month     | 0-50 basis points  |
| US government bond fund           | Barclays Intermediate Government Bond Index | 0-200 basis points   |
| US corporate bond fund            | Barclays Aggregate Index                    | 0-200 basis points   |
| US corporate high yield bond fund | Barclays High Yield Index                   | 0-200 basis points   |
| <u>Equity investments</u>         |   |  |
| Large cap value fund              | Russell 1000 Value Index                    | 0-300 basis points   |
| Large cap growth fund             | Russell 1000 Growth Index                   | 0-300 basis points   |
| Mid cap equity fund               | Russell Mid Cap Index                       | 0-300 basis points   |

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|                       |                           |                    |
|-----------------------|---------------------------|--------------------|
| Small cap growth fund | Russell 2000 Growth Index | 0-300 basis points |
| Foreign equity fund   | MSCI EAFE Index           | 0-300 basis points |
| Company stock         | Russell 2000 Index        | 0-300 basis points |

Each of the investment fund's average annualized return over a three-year period should be within the range of acceptable deviation from the benchmarked index shown above. In addition to the investment category benchmarks, the Pension Plan also utilizes certain Peer Group benchmarks, based on Morningstar percentile rankings for each investment category. Funds are generally considered to be underperformers if their category ranking is below the 75<sup>th</sup> percentile for the trailing one-year period; the 50<sup>th</sup> percentile for the trailing three-year period; and the 25<sup>th</sup> percentile for the trailing five-year period.

The Pension Plan invests in various investment securities which are exposed to various risks such as interest rate, market, and credit risks. All of these risks are monitored and managed by the Company. No significant concentration of risk exists within the plan assets at December 31, 2014.

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The fair values of the Company's pension plan assets at December 31, 2014, by asset category, are as follows:

(\$ in thousands)

|                                   | Total<br>Fair<br>Value<br>at<br>December<br>31,<br>2014 | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|-----------------------------------|---|---|---|--|
| Fixed income investments          |   |   |   |  |
| Money market funds                | \$447   | —   | 447   | —  |
| US government bond fund           | 3,385   | 3,385   | —   | —  |
| US corporate bond fund            | 3,377   | 3,377   | —   | —  |
| US corporate high yield bond fund | 1,741   | 1,741   | —   | —  |
| Equity investments                |   |   |   |  |
| Large cap value fund              | 7,669   | 7,669   | —   | —  |
| Large cap growth fund             | 7,694   | 7,694   | —   | —  |
| Small cap growth fund             | 3,162   | 3,162   | —   | —  |
| Mid cap growth fund               | 3,983   | 3,983   | —   | —  |
| Foreign equity fund               | 3,611   | 3,611   | —   | —  |
| Company stock                     | 2,213   | 2,213   | —   | —  |
| Total                             | \$37,282  | 36,835  | 447   | —  |

The fair values of the Company's pension plan assets at December 31, 2013, by asset category, are as follows:

(\$ in thousands)

|                                   | Total<br>Fair<br>Value<br>at<br>December<br>31,<br>2013 | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|-----------------------------------|---|---|---|--|
| Fixed income investments          |   |   |   |  |
| Money market funds                | \$292   | —   | 292   | —  |
| US government bond fund           | 3,257   | 3,257   | —   | —  |
| US corporate bond fund            | 3,231   | 3,231   | —   | —  |
| US corporate high yield bond fund | 1,688   | 1,688   | —   | —  |
| Equity investments                |   |   |   |  |
| Large cap value fund              | 7,512   | 7,512   | —   | —  |
| Large cap growth fund             | 7,740   | 7,740   | —   | —  |
| Small cap growth fund             | 3,142   | 3,142   | —   | —  |
| Mid cap growth fund               | 3,783   | 3,783   | —   | —  |

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|                     |          |        |     |   |
|---------------------|----------|--------|-----|---|
| Foreign equity fund | 3,696    | 3,696  | —   | — |
| Company stock       | 1,992    | 1,992  | —   | — |
| Total               | \$36,333 | 36,041 | 292 | — |

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Money market fund: Valued at net asset value (“NAV”), which can be validated with a sufficient level of observable activity (i.e. purchases and sales at NAV), and therefore, the funds were classified within Level 2 of the fair value hierarchy.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission and are deemed to be actively traded.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

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Supplemental Executive Retirement Plan. Historically, the Company sponsored a Supplemental Executive Retirement Plan (the “SERP”) for the benefit of certain senior management executives of the Company. The purpose of the SERP was to provide additional monthly pension benefits to ensure that each such senior management executive would receive lifetime monthly pension benefits equal to 3% of his or her final average compensation multiplied by his or her years of service (maximum of 20 years) to the Company or its subsidiaries, subject to a maximum of 60% of his or her final average compensation. The amount of a participant’s monthly SERP benefit is reduced by (i) the amount payable under the Company’s qualified Pension Plan (described above), and (ii) 50% of the participant’s primary social security benefit. Final average compensation means the average of the 5 highest consecutive calendar years of earnings during the last 10 years of service prior to termination of employment. The SERP is an unfunded plan. Payments are made from the general assets of the Company.

Effective December 31, 2012, the Company froze the SERP to all participants. Although no previously accrued benefits were lost, participants no longer accrue benefits for service subsequent to 2012. The freezing of the SERP resulted in an immediate \$0.5 million reduction in its benefit obligation, which is referred to as a “curtailment gain” in the table below. The curtailment gain reduced the liability of the plan and lowered the amount of accumulated other comprehensive loss, which resulted in an increase in shareholders’ equity.

The following table reconciles the beginning and ending balances of the SERP’s benefit obligation, as computed by the Company’s independent actuarial consultants:

| (\$ in thousands)                                 | 2014      | 2013    | 2012    |
|---|-----------|---------|---------|
| Change in benefit obligation                      |           |         |         |
| Projected benefit obligation at beginning of year | \$5,292   | 6,813   | 8,064   |
| Service cost                                      | 272       | 304     | 303     |
| Interest cost                                     | 212       | 203     | 280     |
| Actuarial (gain) loss                             | (265 )    | (1,856) | (1,201) |
| Benefits paid                                     | (295 )    | (172 )  | (146 )  |
| Curtailment gain                                  | —         | —       | (487 )  |
| Projected benefit obligation at end of year       | 5,216     | 5,292   | 6,813   |
| Plan assets                                       | —         | —       | —       |
| Funded status at end of year                      | \$(5,216) | (5,292) | (6,813) |

The accumulated benefit obligation related to the SERP was \$5,216,000, \$5,292,000, and \$6,813,000 at December 31, 2014, 2013, and 2012, respectively.

The following table presents information regarding the amounts recognized in the consolidated balance sheets at December 31, 2014 and 2013 as it relates to the SERP, excluding the related deferred tax assets.

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| (\$ in thousands)                                | 2014      | 2013    |
|--|-----------|---------|
| Other assets – prepaid pension asset (liability) | \$(6,816) | (6,848) |
| Other assets (liabilities)                       | 1,600     | 1,556   |
|  | \$(5,216) | (5,292) |

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The following table presents information regarding the amounts recognized in AOCI at December 31, 2014 and 2013.

| (\$ in thousands)                                    | 2014    | 2013   |
|--|---------|--------|
| Net gain (loss)                                      | \$1,600 | 1,556  |
| Prior service cost                                   | —       | —      |
| Amount recognized in AOCI before tax effect          | 1,600   | 1,556  |
| Tax (expense) benefit                                | (624 )  | (607 ) |
| Net amount recognized as increase (decrease) to AOCI | \$976   | 949    |

The following table reconciles the beginning and ending balances of accumulated other comprehensive income (AOCI) at December 31, 2014 and 2013, as it relates to the SERP:

| (\$ in thousands)   | 2014  | 2013   |
|---|-------|--------|
| Accumulated other comprehensive loss at beginning of fiscal year    | \$949 | (120 ) |
| Net gain (loss) arising during period                               | 265   | 1,856  |
| Prior service cost  | —     | —      |
| Amortization of unrecognized actuarial loss                         | (221) | (101 ) |
| Amortization of prior service cost and transition obligation        | —     | —      |
| Tax expense related to changes during the year, net                 | (17 ) | (686 ) |
| Accumulated other comprehensive income (loss) at end of fiscal year | \$976 | 949    |

The following table reconciles the beginning and ending balances of the prepaid pension cost related to the SERP:

| (\$ in thousands)   | 2014      | 2013    |
|---|-----------|---------|
| Prepaid pension cost (liability) as of beginning of fiscal year | \$(6,848) | (6,614) |
| Net periodic pension cost for fiscal year                       | (263 )    | (406 )  |
| Benefits paid   | 295       | 172     |
| Prepaid pension cost (liability) as of end of fiscal year       | \$(6,816) | (6,848) |

Net pension cost for the SERP included the following components for the years ended December 31, 2014, 2013, and 2012:

| (\$ in thousands)                                | 2014  | 2013 | 2012 |
|--|-------|------|------|
| Service cost – benefits earned during the period | \$272 | 304  | 303  |
| Interest cost on projected benefit obligation    | 212   | 203  | 280  |

|                               |       |       |     |
|-------------------------------|-------|-------|-----|
| Net amortization and deferral | (221) | (101) | 19  |
| Net periodic pension cost     | \$263 | 406   | 602 |

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The following table is an estimate of the benefits that will be paid in accordance with the SERP during the indicated time periods:

| <i>(\$ in thousands)</i>            | Estimated<br>benefit<br>payments |
|-------------------------------------|----------------------------------|
| Year ending December 31, 2015       | \$ 241                           |
| Year ending December 31, 2016       | 301                              |
| Year ending December 31, 2017       | 314                              |
| Year ending December 31, 2018       | 389                              |
| Year ending December 31, 2019       | 385                              |
| Years ending December 31, 2020-2024 | 2,044                            |

The following assumptions were used in determining the actuarial information for the Pension Plan and the SERP for the years ended December 31, 2014, 2013, and 2012:

|   | 2014            |       | 2013            |       | 2012            |       |
|---|-----------------|-------|-----------------|-------|-----------------|-------|
|   | Pension<br>Plan | SERP  | Pension<br>Plan | SERP  | Pension<br>Plan | SERP  |
| Discount rate used to determine net periodic pension cost         | 4.78%           | 4.78% | 3.97%           | 3.97% | 4.39%           | 4.39% |
| Discount rate used to calculate end of year liability disclosures | 3.82%           | 3.82% | 4.78%           | 4.78% | 3.97%           | 3.97% |
| Expected long-term rate of return on assets                       | 7.75%           | n/a   | 7.75%           | n/a   | 7.75%           | n/a   |
| Rate of compensation increase                                     | n/a             | n/a   | n/a             | n/a   | 3.50%           | 3.50% |

The Company's discount rate policy is based on a calculation of the Company's expected pension payments, with those payments discounted using the Citigroup Pension Index yield curve.

**Note 13. Commitments, Contingencies, and Concentrations of Credit Risk**

See Note 11 with respect to future obligations under noncancelable operating leases.

In the normal course of the Company's business, there are various outstanding commitments and contingent liabilities such as commitments to extend credit that are not reflected in the financial statements. The following table presents

the Company's outstanding loan commitments at December 31, 2014.

(\$ in millions)

| Type of Commitment  | Fixed Rate | Variable Rate | Total |
|---|------------|---------------|-------|
| Outstanding closed-end loan commitments   | \$ 56      | 129           | 185   |
| Unfunded commitments on revolving lines of credit, credit cards and home equity loans | 65         | 191           | 256   |
| Total   | \$ 121     | 320           | 441   |

At December 31, 2014 and 2013, the Company had \$14.1 million and \$14.5 million, respectively, in standby letters of credit outstanding. The Company has no carrying amount for these standby letters of credit at either of those dates. The nature of the standby letters of credit is a guarantee made on behalf of the Company's customers to suppliers of the customers to guarantee payments owed to the supplier by the customer. The standby letters of credit are generally for terms for one year, at which time they may be renewed for another year if both parties agree. The payment of the guarantees would generally be triggered by a continued nonpayment of an obligation owed by the customer to the supplier. The maximum potential amount of future payments (undiscounted) the Company could be required to make under the guarantees in the event of nonperformance by the parties to whom credit or financial guarantees have been extended is represented by the contractual amount of the standby letter of credit. In the event that the Company is required to honor a standby letter of credit, a note, already executed with the customer, is triggered which provides repayment terms and any collateral. Over the past two years, the Company has only had to honor a few standby letters of credit, which have been or are being repaid by the borrower without any loss to the Company. Management expects any draws under existing commitments to be funded through normal operations.

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The Company is not involved in any legal proceedings which, in management’s opinion, could have a material effect on the consolidated financial position of the Company. In November 2014, the Company received a Wells Notice from the SEC related to the Company’s alleged failure to disclose certain related party transactions from 2009 - 2011. Since receipt of the Wells Notice letter, the Company has pursued negotiation discussions with the SEC staff in an attempt to resolve these matters. Based upon the discussion to date, management believes it is more likely than not that a settlement will be reached, involving a cease and desist order regarding these matters, but without any admissions by the Company, and a financial penalty in an amount that is not expected to have a material effect on the Company.

The Bank grants primarily commercial and installment loans to customers throughout its market area, which consists of Anson, Beaufort, Bladen, Brunswick, Buncombe, Cabarrus, Carteret, Chatham, Columbus, Dare, Davidson, Duplin, Guilford, Harnett, Hoke, Iredell, Lee, Montgomery, Moore, New Hanover, Onslow, Pitt, Randolph, Richmond, Robeson, Rockingham, Rowan, Scotland, Stanly and Wake Counties in North Carolina, Chesterfield, Dillon, and Florence Counties in South Carolina, and Montgomery, Roanoke, Washington and Wythe Counties in Virginia. The real estate loan portfolio can be affected by the condition of the local real estate market. The commercial and installment loan portfolios can be affected by local economic conditions.

The Company’s loan portfolio is not concentrated in loans to any single borrower or to a relatively small number of borrowers. Additionally, management is not aware of any concentrations of loans to classes of borrowers or industries that would be similarly affected by economic conditions.

In addition to monitoring potential concentrations of loans to particular borrowers or groups of borrowers, industries and geographic regions, the Company monitors exposure to credit risk that could arise from potential concentrations of lending products and practices such as loans that subject borrowers to substantial payment increases (e.g. principal deferral periods, loans with initial interest-only periods, etc), and loans with high loan-to-value ratios. Additionally, there are industry practices that could subject the Company to increased credit risk should economic conditions change over the course of a loan’s life. For example, the Company makes variable rate loans and fixed rate principal-amortizing loans with maturities prior to the loan being fully paid (i.e. balloon payment loans). These loans are underwritten and monitored to manage the associated risks. The Company has determined that there is no concentration of credit risk associated with its lending policies or practices.

The Company’s investment portfolio consists principally of obligations of government-sponsored enterprises, mortgage-backed securities guaranteed by government-sponsored enterprises, corporate bonds, FHLB stock and general obligation municipal securities. The following are the fair values at December 31, 2014 of available for sale and held to maturity securities to any one issuer/guarantor that exceed \$2.0 million, with such amounts representing the maximum amount of credit risk that the Company would incur if the issuer did not repay the obligation.

*(\$ in thousands)*

Amortized Cost    Fair Value

| Issuer   |           |        |
|--|-----------|--------|
| Freddie Mac – mortgage-backed securities                           | \$ 88,585 | 88,815 |
| Fannie Mae – mortgage-backed securities                            | 63,032    | 63,013 |
| Small Business Administration                                      | 52,696    | 51,656 |
| Ginnie Mae - mortgage-backed securities                            | 50,407    | 50,610 |
| Federal Farm Credit bonds  | 17,546    | 17,531 |
| Federal Home Loan Bank System - bonds                              | 10,000    | 9,990  |
| Federal Home Loan Bank of Atlanta - common stock                   | 6,016     | 6,016  |
| Craven County, North Carolina municipal bond                       | 3,598     | 3,849  |
| Spartanburg, South Carolina Sanitary Sewer District municipal bond | 3,279     | 3,542  |
| South Carolina State municipal bond                                | 2,152     | 2,361  |
| Virginia State Housing Authority municipal bond                    | 2,098     | 2,277  |

The Company places its deposits and correspondent accounts with the Federal Home Loan Bank of Atlanta, the Federal Reserve Bank, BB&T, and Bank of America and sells its federal funds to Bank of America. At December 31, 2014, the Company had deposits in the Federal Home Loan Bank of Atlanta totaling \$3.3 million, deposits of \$140.5 million in the Federal Reserve Bank, deposits of \$33.4 million in Bank of America, and deposits of \$2.5 million with BB&T. None of the deposits held at the Federal Home Loan Bank of Atlanta or the Federal Reserve Bank are FDIC-insured, however the Federal Reserve Bank is a government entity and therefore risk of loss is minimal. The deposits held at Bank of America and BB&T are FDIC-insured up to \$250,000. The Company also had \$24.8 million in deposits with various holders through an internet-based CD marketplace. All of these deposits are 100% FDIC-insured.

Table of Contents**Note 14. Fair Value of Financial Instruments**

Relevant accounting guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) of identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other 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.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The following table summarizes the Company's financial instruments that were measured at fair value on a recurring and nonrecurring basis at December 31, 2014.

(\$ in thousands)

| Description of Financial Instruments       | Fair Value at December 31, 2014 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|--|---------------------------------|--|---|---|
| <b>Recurring</b>                           |                                 |  |   |   |
| Securities available for sale:             |                                 |  |   |   |
| Government-sponsored enterprise securities | \$ 27,521                       | —  | 27,521  | —   |
| Mortgage-backed securities                 | 129,510                         | —  | 129,510                                       | —   |
| Corporate bonds                            | 865                             | —  | 865   | —   |
| Equity securities                          | 6,138                           | —  | 6,138   | —   |
| Total available for sale securities        | \$ 164,034                      | —  | 164,034                                       | —   |
| <b>Nonrecurring</b>                        |                                 |  |   |   |
| Impaired loans – covered                   | \$ 5,220                        | —  | —   | 5,220                                     |
| Impaired loans – non-covered               | 20,512                          | —  | —   | 20,512                                    |

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|                                      |       |   |   |       |
|--------------------------------------|-------|---|---|-------|
| Foreclosed real estate – covered     | 2,350 | — | — | 2,350 |
| Foreclosed real estate – non-covered | 9,771 | — | — | 9,771 |



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The following table summarizes the Company's financial instruments that were measured at fair value on a recurring and nonrecurring basis at December 31, 2013.

(\$ in thousands)

| Description of Financial Instruments       | Fair Value at December 31, 2013 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant                       |   |
|--|---------------------------------|--|-----------------------------------|---|
|  |                                 |  | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| <b>Recurring</b>                           |                                 |  |                                   |   |
| Securities available for sale:             |                                 |  |                                   |   |
| Government-sponsored enterprise securities | \$ 18,245                       | —  | 18,245                            | —   |
| Mortgage-backed securities                 | 147,187                         | —  | 147,187                           | —   |
| Corporate bonds                            | 3,598                           | —  | 3,598                             | —   |
| Equity securities                          | 4,011                           | —  | 4,011                             | —   |
| Total available for sale securities        | \$ 173,041                      | —  | 173,041                           | —   |
| <b>Nonrecurring</b>                        |                                 |  |                                   |   |
| Impaired loans – covered                   | \$ 15,284                       | —  | —                                 | 15,284                                    |
| Impaired loans – non-covered               | 13,020                          | —  | —                                 | 13,020                                    |
| Foreclosed real estate – covered           | 24,497                          | —  | —                                 | 24,497                                    |
| Foreclosed real estate – non-covered       | 12,251                          | —  | —                                 | 12,251                                    |

The following is a description of the valuation methodologies used for instruments measured at fair value.

**Securities Available for Sale** — When quoted market prices are available in an active market, the securities are classified as Level 1 in the valuation hierarchy. If quoted market prices are not available, but fair values can be estimated by observing quoted prices of securities with similar characteristics, the securities are classified as Level 2 on the valuation hierarchy. Most of the fair values for the Company's Level 2 securities are determined by our third-party securities portfolio manager using matrix pricing. Matrix pricing is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. For the Company, Level 2 securities include mortgage-backed securities, collateralized mortgage obligations, government-sponsored enterprise securities, and corporate bonds. In cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The Company reviews the pricing methodologies utilized by the portfolio manager to ensure the fair value determination is consistent with the applicable accounting guidance and that the investments are properly classified in the fair value hierarchy. Further, the Company validates the fair values for a sample of securities in the portfolio by

comparing the fair values provided by the portfolio manager to prices from other independent sources for the same or similar securities. The Company analyzes unusual or significant variances and conducts additional research with the portfolio manager, if necessary, and takes appropriate action based on its findings.

Impaired loans — Fair values for impaired loans in the above table are measured on a non-recurring basis and are based on the underlying collateral values securing the loans, adjusted for estimated selling costs, or the net present value of the cash flows expected to be received for such loans. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The vast majority of the collateral is real estate. The value of real estate collateral is determined using an income or market valuation approach based on an appraisal conducted by an independent, licensed third party appraiser (Level 3). The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable borrower's financial statements if not considered significant. Likewise, values for inventory and accounts receivable collateral are based on borrower financial statement balances or aging reports on a discounted basis as appropriate (Level 3). Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income (Loss).

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Foreclosed real estate – Foreclosed real estate, consisting of properties obtained through foreclosure or in satisfaction of loans, is reported at the lower of cost or fair value. Fair value is measured on a non-recurring basis and is based upon independent market prices or current appraisals that are generally prepared using an income or market valuation approach and conducted by an independent, licensed third party appraiser, adjusted for estimated selling costs (Level 3). At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses. For any real estate valuations subsequent to foreclosure, any excess of the real estate recorded value over the fair value of the real estate is treated as a foreclosed real estate write-down on the Consolidated Statements of Income (Loss). In December 2012, the Company recorded a write-down of \$10.6 million related to its non-covered foreclosed properties. This write-down reduced the carrying value of these properties by approximately 29% beyond their standard carrying value as described above. This write-down was recorded because of management's intent to dispose of these properties in an expedited manner and accept sales prices lower than prior practice.

For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of December 31, 2014, the significant unobservable inputs used in the fair value measurements were as follows:

| (\$ in thousands)                    |                                 |  |  |  |
|--------------------------------------|---------------------------------|--|--|--|
| Description                          | Fair Value at December 31, 2014 | Valuation Technique                        | Significant Unobservable Inputs  | General Range of Significant Unobservable Input Values |
| Impaired loans – covered             | \$ 5,220                        | Appraised value; PV of expected cash flows | Discounts to reflect current market conditions, ultimate collectability, and estimated costs to sell   | 0-10%  |
| Impaired loans – non-covered         | 20,512                          | Appraised value; PV of expected cash flows | Discounts to reflect current market conditions, ultimate collectability, and estimated costs to sell   | 0-10%  |
| Foreclosed real estate – covered     | 2,350                           | Appraised value; independent market prices | Discounts to reflect current market conditions and estimated costs to sell                             | 0-10%  |
| Foreclosed real estate – non-covered | 9,771                           | Appraised value; independent market prices | Discounts to reflect current market conditions, abbreviated holding period and estimated costs to sell | 0-40%  |

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For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of December 31, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

(\$ in thousands)

| Description                          | Fair Value at December 31, 2013 | Valuation Technique | Significant Unobservable Inputs  | General Range of Significant Unobservable Input Values |
|--------------------------------------|---------------------------------|---------------------|--|--|
| Impaired loans – covered             | \$ 15,284                       | Appraised value     | Discounts to reflect current market conditions, ultimate collectability, and estimated costs to sell   | 0-10%  |
| Impaired loans – non-covered         | 13,020                          | Appraised value     | Discounts to reflect current market conditions, ultimate collectability, and estimated costs to sell   | 0-37%  |
| Foreclosed real estate – covered     | 24,497                          | Appraised value     | Discounts to reflect current market conditions and estimated costs to sell                             | 0-10%  |
| Foreclosed real estate – non-covered | 12,251                          | Appraised value     | Discounts to reflect current market conditions, abbreviated holding period and estimated costs to sell | 0-40%  |

Transfers of assets or liabilities between levels within the fair value hierarchy are recognized when an event or change in circumstances occurs. There were no transfers between Level 1 and Level 2 for assets or liabilities measured on a recurring basis during the years ended December 31, 2014 or 2013.

For the years ended December 31, 2014 and 2013, the increase (decrease) in the fair value of securities available for sale was \$1,329,000 and (\$5,311,000), respectively, which is included in other comprehensive income (net of tax expense (benefit) of \$518,000 and (\$2,072,000), respectively). Fair value measurement methods at December 31, 2014 and 2013 are consistent with those used in prior reporting periods.

As discussed in Note 1(p), the Company is required to disclose estimated fair values for its financial instruments. Fair value estimates as of December 31, 2014 and 2013 and limitations thereon are set forth below for the Company's financial instruments. See Note 1(p) for a discussion of fair value methods and assumptions, as well as fair value information for off-balance sheet financial instruments.

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| (\$ in thousands)                            | Level in<br>Fair<br>Value<br>Hierarchy | December 31, 2014  |                         | December 31, 2013  |                         |
|--|--|--------------------|-------------------------|--------------------|-------------------------|
|  |  | Carrying<br>Amount | Estimated<br>Fair Value | Carrying<br>Amount | Estimated<br>Fair Value |
| Cash and due from banks, noninterest-bearing | Level 1                                | \$81,068           | 81,068                  | 83,881             | 83,881                  |
| Due from banks, interest-bearing             | Level 1                                | 171,248            | 171,248                 | 136,644            | 136,644                 |
| Federal funds sold                           | Level 1                                | 768                | 768                     | 2,749              | 2,749                   |
| Securities available for sale                | Level 2                                | 164,034            | 164,034                 | 173,041            | 173,041                 |
| Securities held to maturity                  | Level 2                                | 178,687            | 182,411                 | 53,995             | 56,700                  |
| Presold mortgages in process of settlement   | Level 1                                | 6,019              | 6,019                   | 5,422              | 5,422                   |
| Total loans, net of allowance                | Level 3                                | 2,355,548          | 2,328,244               | 2,414,689          | 2,352,834               |
| Accrued interest receivable                  | Level 1                                | 8,920              | 8,920                   | 9,649              | 9,649                   |
| FDIC indemnification asset                   | Level 3                                | 22,569             | 21,856                  | 48,622             | 47,032                  |
| Bank-owned life insurance                    | Level 1                                | 55,421             | 55,421                  | 44,040             | 44,040                  |
| Deposits                                     | Level 2                                | 2,695,906          | 2,696,153               | 2,751,019          | 2,752,375               |
| Borrowings                                   | Level 2                                | 116,394            | 105,407                 | 46,394             | 34,795                  |
| Accrued interest payable                     | Level 2                                | 686                | 686                     | 879                | 879                     |

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no highly liquid market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial assets or liabilities include net premises and equipment, intangible and other assets such as deferred income taxes, prepaid expense accounts, income taxes currently payable and other various accrued expenses. In addition, the income tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

**Note 15. Equity-Based Compensation Plans**

At December 31, 2014, the Company had the following equity-based compensation plans: the First Bancorp 2014 Equity Plan, the First Bancorp 2007 Equity Plan, and the First Bancorp 2004 Stock Option Plan. The Company's shareholders approved all equity-based compensation plans. The First Bancorp 2014 Equity Plan became effective upon the approval of shareholders on May 8, 2014. As of December 31, 2014, the First Bancorp 2014 Equity Plan was the only plan that had shares available for future grants.

The First Bancorp 2014 Equity Plan is intended to serve as a means to attract, retain and motivate key employees and directors and to associate the interests of the plans' participants with those of the Company and its shareholders. The First Bancorp 2014 Equity Plan allows for both grants of stock options and other types of equity-based compensation, including stock appreciation rights, restricted stock, restricted performance stock, unrestricted stock, and performance units.

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Recent equity grants to employees have either had performance vesting conditions, service vesting conditions, or both. Compensation expense for these grants is recorded over the various service periods based on the estimated number of equity grants that are probable to vest. No compensation cost is recognized for grants that do not vest and any previously recognized compensation cost will be reversed. As it relates to director equity grants, the Company grants common shares, valued at approximately \$16,000 to each non-employee director (currently 10 in total) in June of each year. Compensation expense associated with these director grants is recognized on the date of grant since there are no vesting conditions.

Pursuant to an employment agreement, the Company granted the chief executive officer 75,000 non-qualified stock options and 40,000 shares of restricted stock during the third quarter of 2012. The option award would have fully vested on December 31, 2014 if the Company achieved a certain earnings target for 2014. The Company did not achieve the applicable target, and as such, the option award was forfeited as of December 31, 2014. No compensation expense was recognized for the option award. The restricted stock award will vest in full on December 31, 2015, if the Company achieves a certain earnings target in 2015, and will be forfeited if the applicable target is not achieved. Compensation expense for the stock grant will be recorded over the period based on the estimated number of restricted stock that is probable to vest. If the award does not vest, no compensation cost will be recognized and any previously recognized compensation cost will be reversed. Based on current conditions, the Company has concluded that it is not probable that the restricted stock award will vest, and thus no compensation expense has been recorded.

Based on the Company's performance in 2013, the Company granted long-term restricted shares of common stock to the chief executive officer on February 11, 2014 with a two-year minimum vesting period. The total compensation expense associated with the grant was \$278,200 and the grant will fully vest on January 1, 2016. One third of this value was expensed during 2013. The Company recorded \$92,800 in compensation expense related to this grant during 2014, and expects to record \$23,200 in compensation expense each quarter thereafter until the award vests.

The Company granted long-term restricted shares of common stock to certain senior executives on February 23, 2012 with a two year minimum vesting period. The total compensation expense associated with this grant was \$58,900 and the grant fully vested on February 23, 2014. The Company recorded \$600, \$20,900 and \$37,400 in compensation expense related to this grant during 2014, 2013 and 2012, respectively.

The Company granted long-term restricted shares of common stock to certain senior executives on February 24, 2011 with a two year minimum vesting period. The total compensation expense associated with this grant was \$89,600 and the grant fully vested on February 24, 2013. The Company recorded \$6,500 and \$41,400 in compensation expense during 2013 and 2012, respectively.

Under the terms of the predecessor plans and the First Bancorp 2014 Equity Plan, stock options can have a term of no longer than ten years, and all options granted thus far under these plans have had a term of ten years. In a change in control (as defined in the plans), unless the awards remain outstanding or substitute equivalent awards are provided, the awards become immediately vested .

At December 31, 2014, there were 179,102 stock options outstanding related to the three First Bancorp plans, with exercise prices ranging from \$14.35 to \$22.12. At December 31, 2014, there were 989,935 shares remaining available for grant under the First Bancorp 2014 Equity Plan.

The Company issues new shares of common stock when options are exercised.

The Company measures the fair value of each option award on the date of grant using the Black-Scholes option-pricing model. The Company determines the assumptions used in the Black-Scholes option pricing model as follows: the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant; the dividend yield is based on the Company's dividend yield at the time of the grant (subject to adjustment if the dividend yield on the grant date is not expected to approximate the dividend yield over the expected life of the option); the volatility factor is based on the historical volatility of the Company's stock (subject to adjustment if future volatility is reasonably expected to differ from the past); and the weighted-average expected life is based on the historical behavior of employees related to exercises, forfeitures and cancellations.



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The Company's equity grants for 2014 were the issuance of 1) 15,657 shares of long-term restricted stock to the chief executive officer on February 11, 2014, at a fair market value of \$17.77 per share, which was the closing price of the Company's common stock on that date, and 2) 10,065 shares of common stock to non-employee directors on June 2, 2014 (915 shares per director), at a fair market value of \$17.60 per share, which was the closing price of the Company's common stock on that date.

The Company's equity grants for 2013 were the issuance of 13,164 shares of common stock to non-employee directors on June 3, 2013 (1,097 shares per director), at a fair market value of \$14.68 per share, which was the closing price of the Company's common stock on that date.

The Company's equity grants for 2012 were the issuance of 1) 9,559 shares of long-term restricted stock to certain senior executives on February 23, 2012, at a fair market value of \$10.96 per share, which was the closing price of the Company's common stock on that date, 2) 25,452 shares of common stock to non-employee directors on June 1, 2012 (1,818 shares per director), at a fair market value of \$8.86 per share, which was the closing price of the Company's common stock on that date, 3) 40,000 shares of restricted stock to the chief executive officer on August 28, 2012, at a fair market value of \$9.76 per share, which was the closing price of the Company's common stock on that date, and 4) 75,000 stock options to the chief executive officer on August 28, 2012, at a fair value of \$3.65 per share on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

|                         |          |
|-------------------------|----------|
|                         | 2012     |
| Expected dividend yield | 3.28%    |
| Risk-free interest rate | 1.64%    |
| Expected life           | 10 years |
| Expected volatility     | 41.82%   |

The Company recorded total stock-based compensation expense of \$270,000, \$222,000 and \$311,000 for the years ended December 31, 2014, 2013, and 2012, respectively. Of the \$270,000 in expense that was recorded in 2014, approximately \$177,000 related to the June 2, 2014 director grants, which is classified as "other operating expenses" in the Consolidated Statements of Income (Loss). The remaining \$93,000 in expense relates the employee grants discussed above and is recorded as "salaries expense." Stock based compensation is reflected as an adjustment to cash flows from operating activities on the Company's Consolidated Statement of Cash Flows. The Company recognized \$105,000, \$87,000, and \$121,000 of income tax benefits related to stock based compensation expense in the income statement for the years ended December 31, 2014, 2013, and 2012, respectively.

As noted above, certain of the Company's stock option grants contain terms that provide for a graded vesting schedule whereby portions of the award vest in increments over the requisite service period. The Company has elected to recognize compensation expense for awards with graded vesting schedules on a straight-line basis over the requisite service period for the entire award. Compensation expense is based on the estimated number of stock options and awards that will ultimately vest. Over the past five years, there have only been minimal amounts of forfeitures, and therefore the Company assumes that all awards granted without performance conditions will become vested.



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The following table presents information regarding the activity since January 1, 2012 related to all of the Company's stock options outstanding:

|                                  | Options Outstanding |                                 | Weighted-                        | Aggregate       |
|----------------------------------|---------------------|---------------------------------|----------------------------------|-----------------|
|                                  | Number of Shares    | Weighted-Average Exercise Price | Average Contractual Term (years) | Intrinsic Value |
| Balance at January 1, 2012       | 466,139             | \$ 18.83                        |                                  |                 |
| Granted                          | 75,000              | 9.76                            |                                  |                 |
| Exercised                        | —                   | —                               |                                  |                 |
| Forfeited                        | —                   | —                               |                                  |                 |
| Expired                          | (53,609 )           | 16.97                           |                                  |                 |
| Balance at December 31, 2012     | 487,530             | \$ 17.64                        |                                  |                 |
| Granted                          | —                   | —                               |                                  |                 |
| Exercised                        | —                   | —                               |                                  |                 |
| Forfeited                        | —                   | —                               |                                  |                 |
| Expired                          | (94,872 )           | 17.36                           |                                  |                 |
| Balance at December 31, 2013     | 392,658             | \$ 17.71                        |                                  |                 |
| Granted                          | —                   | —                               |                                  |                 |
| Exercised                        | (4,500 )            | 15.58                           |                                  | \$ 6,525        |
| Forfeited                        | (75,000 )           | 9.76                            |                                  |                 |
| Expired                          | (134,056)           | 21.10                           |                                  |                 |
| Outstanding at December 31, 2014 | 179,102             | \$ 18.55                        | 2.14                             | \$ 239,611      |
| Exercisable at December 31, 2014 | 179,102             | \$ 18.55                        | 2.14                             | \$ 239,611      |

In 2014, the Company received \$70,000 as a result of stock option exercises. No stock options were exercised in 2013 or 2012. The Company recorded no tax benefits from the exercise of nonqualified stock options during the years ended December 31, 2014, 2013, and 2012.

The following table summarizes information about the stock options outstanding at December 31, 2014:

Options Outstanding

Options Exercisable

| Range of               | Number Outstanding at 12/31/14 | Weighted-Average Remaining Contractual Life | Weighted-Average Exercise Price | Number Exercisable at 12/31/14 | Weighted-Average Exercise Price |
|------------------------|--------------------------------|---|---------------------------------|--------------------------------|---------------------------------|
| <u>Exercise Prices</u> |                                |   |                                 |                                |                                 |
| \$13.27 to \$15.48     | 22,500                         | 4.0   | \$ 14.35                        | 22,500                         | \$ 14.35                        |
| \$15.48 to \$17.70     | 72,602                         | 2.4   | 16.62                           | 72,602                         | 16.62                           |
| \$17.70 to \$19.91     | 20,250                         | 2.2   | 19.61                           | 20,250                         | 19.61                           |
| \$19.91 to \$22.12     | 63,750                         | 1.1   | 21.89                           | 63,750                         | 21.89                           |
|                        | 179,102                        | 2.1   | \$ 18.55                        | 179,102                        | \$ 18.55                        |

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The following table presents information regarding the activity during 2012, 2013, and 2014 related to the Company's outstanding restricted stock:

|  | Long-Term Restricted<br>Stock |  |
|--|-------------------------------|--|
|  | Number<br>of<br>Units         | Weighted-<br>Average<br>Grant-Date<br>Fair Value |
| Nonvested at January 1, 2012           | 7,259                         | \$ 14.54   |
| Granted during the period              | 49,559                        | 9.99   |
| Vested during the period               | —                             | —  |
| Forfeited or expired during the period | (2,474 )                      | 12.55  |
| Nonvested at December 31, 2012         | 54,344                        | \$ 10.48   |
| Granted during the period              | —                             | —  |
| Vested during the period               | (6,163 )                      | 14.54  |
| Forfeited or expired during the period | (2,807 )                      | 10.96  |
| Nonvested at December 31, 2013         | 45,374                        | \$ 9.90  |
| Granted during the period              | 15,657                        | 17.77  |
| Vested during the period               | (15,812)                      | 15.46  |
| Forfeited or expired during the period | —                             | —  |
| Nonvested at December 31, 2014         | 45,219                        | \$ 10.68   |

**Note 16. Regulatory Restrictions**

The Company is regulated by the Federal Reserve Board and is subject to securities registration and public reporting regulations of the Securities and Exchange Commission. The Bank is regulated by the FDIC and the North Carolina Commissioner of Banks.

The primary source of funds for the payment of dividends by the Company is dividends received from its subsidiary, the Bank. The Bank, as a North Carolina banking corporation, may pay dividends only out of undivided profits as determined pursuant to North Carolina General Statutes Section 53-87. As of December 31, 2014, the Bank had

undivided profits of approximately \$196,633,000 which were available for the payment of dividends (subject to remaining in compliance with regulatory capital requirements). As of December 31, 2014, approximately \$234,401,000 of the Company's investment in the Bank is restricted as to transfer to the Company without obtaining prior regulatory approval.

The average reserve balance maintained by the Bank under the requirements of the Federal Reserve Board was approximately \$472,000 for the year ended December 31, 2014.

The Company and the Bank must comply with regulatory capital requirements established by the Federal Reserve Board and FDIC. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require the Company and the Bank to maintain minimum ratios of "Tier 1" capital to total risk-weighted assets ("Tier I Capital Ratio") and total capital to risk-weighted assets of 4.00% and 8.00% ("Total Capital Ratio"), respectively. Tier 1 capital is comprised of total shareholders' equity, excluding unrealized gains or losses from the securities available for sale, less intangible assets, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which for the Company and the Bank is the allowance for loan losses. Risk-weighted assets refer to the on- and off-balance sheet exposures of the Company and the Bank, adjusted for their related risk levels using formulas set forth in Federal Reserve Board and FDIC regulations.

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In addition to the risk-based capital requirements described above, the Company and the Bank are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital (as defined above) to quarterly average total assets (“Leverage Ratio”) of 3.00% to 5.00%, depending upon the institution’s composite ratings as determined by its regulators. The Federal Reserve Board has not advised the Company of any requirement specifically applicable to it.

In addition to the minimum capital requirements described above, the regulatory framework for prompt corrective action also contains specific capital guidelines applicable to banks for classification as “well capitalized,” which are presented with the minimum ratios, the Company’s ratios and the Bank’s ratios as of December 31, 2014 and 2013 in the following table. Based on the most recent notification from its regulators, the Bank is well capitalized under the framework. There are no conditions or events since that notification that management believes have changed the Company’s classification.

Also see Note 19 for discussion of preferred stock transactions that have affected the Company’s capital ratios.

| (\$ in thousands)       | Actual    |        | For Capital Adequacy Purposes    |       | To Be Well Capitalized Under Prompt Corrective Action Provisions |        |
|-------------------------|-----------|--------|----------------------------------|-------|--|--------|
|                         | Amount    | Ratio  | Amount<br>(must equal or exceed) | Ratio | Amount<br>(must equal or exceed)                                 | Ratio  |
| As of December 31, 2014 |           |        |                                  |       |  |        |
| Total Capital Ratio     |           |        |                                  |       |  |        |
| Company                 | \$393,480 | 17.60% | \$178,811                        | 8.00% | \$N/A  | N/A    |
| Bank                    | 391,216   | 17.52% | 178,679                          | 8.00% | 223,348  | 10.00% |
| Tier I Capital Ratio    |           |        |                                  |       |  |        |
| Company                 | 365,384   | 16.35% | 89,406                           | 4.00% | N/A  | N/A    |
| Bank                    | 363,141   | 16.26% | 89,339                           | 4.00% | 134,009  | 6.00%  |
| Leverage Ratio          |           |        |                                  |       |  |        |
| Company                 | 365,384   | 11.61% | 125,856                          | 4.00% | N/A  | N/A    |
| Bank                    | 363,141   | 11.55% | 125,784                          | 4.00% | 157,229  | 5.00%  |
| As of December 31, 2013 |           |        |                                  |       |  |        |
| Total Capital Ratio     |           |        |                                  |       |  |        |
| Company                 | \$374,480 | 16.79% | \$178,270                        | 8.00% | \$N/A  | N/A    |
| Bank                    | 371,765   | 16.69% | 178,128                          | 8.00% | 222,661  | 10.00% |
| Tier I Capital Ratio    |           |        |                                  |       |  |        |
| Company                 | 346,353   | 15.53% | 89,135                           | 4.00% | N/A  | N/A    |
| Bank                    | 343,659   | 15.42% | 89,064                           | 4.00% | 133,596  | 6.00%  |
| Leverage Ratio          |           |        |                                  |       |  |        |
| Company                 | 346,353   | 11.18% | 123,959                          | 4.00% | N/A  | N/A    |

|      |         |        |         |       |         |       |
|------|---------|--------|---------|-------|---------|-------|
| Bank | 343,659 | 11.10% | 123,878 | 4.00% | 154,847 | 5.00% |
|------|---------|--------|---------|-------|---------|-------|



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Components of other noninterest income/expense exceeding 1% of total income for any of the years ended December 31, 2014, 2013, and 2012 are as follows:

| (\$ in thousands)  | 2014    | 2013  | 2012  |
|--|---------|-------|-------|
| Other service charges, commissions, and fees – debit card interchange income                 | \$6,137 | 5,637 | 5,262 |
| Other service charges, commissions, and fees – other interchange income                      | 1,786   | 1,402 | 1,213 |
| Other operating expenses – interchange expense   | 1,728   | 2,508 | 2,416 |
| Other operating expenses – stationery and supplies   | 1,710   | 2,078 | 2,240 |
| Other operating expenses – telephone and data line expense                                   | 1,990   | 1,489 | 1,683 |
| Other operating expenses – FDIC insurance expense  | 3,988   | 2,618 | 2,678 |
| Other operating expenses – data processing expense   | 1,654   | —     | —     |
| Other operating expenses – dues and subscriptions  | 1,716   | 1,580 | 1,028 |
| Other operating expenses – repossession and collection – non-covered                         | 2,092   | 2,216 | 3,107 |
| Other operating expenses – repossession and collection – covered, net of FDIC reimbursements | (1,045) | 726   | 1,642 |
| Other operating expenses – outside consultants   | 1,663   | 2,460 | 1,916 |
| Other operating expenses – legal and audit   | 1,955   | 1,204 | 1,722 |
| Other operating expenses – severance pay   | 512     | 1,895 | 500   |

**Note 18. Condensed Parent Company Information**

Condensed financial data for First Bancorp (parent company only) follows:

| CONDENSED BALANCE SHEETS<br>(\$ in thousands)      | As of December 31, |         |
|--|--------------------|---------|
|  | 2014               | 2013    |
| Assets   |                    |         |
| Cash on deposit with bank subsidiary               | \$4,272            | 4,208   |
| Investment in wholly-owned subsidiaries, at equity | 430,436            | 414,212 |
| Premises and Equipment                             | 7                  | 7       |
| Other assets                                       | 1,641              | 1,659   |
| Total assets                                       | \$436,356          | 420,086 |
| Liabilities and shareholders' equity               |                    |         |
| Trust preferred securities                         | \$46,394           | 46,394  |

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|  |           |         |
|--|-----------|---------|
| Other liabilities                          | 2,263     | 1,770   |
| Total liabilities                          | 48,657    | 48,164  |
| Shareholders' equity                       | 387,699   | 371,922 |
| Total liabilities and shareholders' equity | \$436,356 | 420,086 |

CONDENSED STATEMENTS OF INCOME  
(\$ in thousands)

Year Ended December 31,  
2014 2013 2012

|  |          |          |          |
|--|----------|----------|----------|
| Dividends from wholly-owned subsidiaries                         | \$9,000  | 10,500   | 10,000   |
| Earnings (losses) of wholly-owned subsidiaries, net of dividends | 18,343   | 12,102   | (31,493) |
| Interest expense   | (1,007 ) | (1,025 ) | (1,111 ) |
| All other income and expenses, net                               | (1,340 ) | (878 )   | (802 )   |
| Net income (loss)  | 24,996   | 20,699   | (23,406) |
| Preferred stock dividends  | (868 )   | (895 )   | (2,809 ) |
| Net income (loss) available to common shareholders               | \$24,128 | 19,804   | (26,215) |

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| CONDENSED STATEMENTS OF CASH FLOWS<br>(\$ in thousands)   | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2014                    | 2013     | 2012     |
| <b>Operating Activities:</b>                              |                         |          |          |
| Net income (loss)   | \$24,996                | 20,699   | (23,406) |
| Equity in undistributed (earnings) losses of subsidiaries | (18,343)                | (12,102) | 21,493   |
| Dividend from subsidiaries in excess of earnings          | —                       | —        | 10,000   |
| Decrease in other assets                                  | 23                      | —        | 26       |
| Increase (decrease) in other liabilities                  | 489                     | (217 )   | 199      |
| Total – operating activities                              | 7,165                   | 8,380    | 8,312    |
| <b>Investing Activities:</b>                              |                         |          |          |
| Downstream cash investment in subsidiary                  | —                       | —        | (33,850) |
| Total – investing activities                              | —                       | —        | (33,850) |
| <b>Financing Activities:</b>                              |                         |          |          |
| Payment of preferred and common cash dividends            | (7,171 )                | (7,507 ) | (8,463 ) |
| Proceeds from issuance of preferred stock                 | —                       | —        | 7,287    |
| Proceeds from issuance of common stock                    | 70                      | —        | 26,727   |
| Repurchases of common stock                               | —                       | —        | (2 )     |
| Total - financing activities                              | (7,101 )                | (7,507 ) | 25,549   |
| Net increase in cash                                      | 64                      | 873      | 11       |
| Cash, beginning of year                                   | 4,208                   | 3,335    | 3,324    |
| Cash, end of year   | \$4,272                 | 4,208    | 3,335    |

**Note 19. Shareholders' Equity Transactions***Small Business Lending Fund*

On September 1, 2011, the Company completed the sale of \$63.5 million of Series B Preferred Stock to the Secretary of the Treasury under the Small Business Lending Fund (SBLF). The fund was established under the Small Business Jobs Act of 2010 that was created to encourage lending to small businesses by providing capital to qualified community banks with assets less than \$10 billion.

Under the terms of the stock purchase agreement, the Treasury received 63,500 shares of non-cumulative perpetual preferred stock with a liquidation value of \$1,000 per share, in exchange for \$63.5 million.

The Series B Preferred Stock qualifies as Tier 1 capital. The dividend rate, as a percentage of the liquidation amount, fluctuated on a quarterly basis during the first 10 quarters during which the Series B Preferred Stock was outstanding, based upon changes in the level of “Qualified Small Business Lending” or “QSBL”. For the first nine quarters after

issuance, the dividend rate could range from one percent (1%) to five percent (5%) per annum based upon the increase in QSBL as compared to the baseline. For the tenth calendar quarter through four and one half years after issuance (the “temporary fixed rate period”), the dividend rate will be fixed at between one percent (1%) and seven percent (7%) based upon the level of QSBL compared to the baseline. After four and one half years from the issuance, the dividend rate will increase to nine percent (9%). For quarters subsequent to the issuance in 2011, the Company was able to continually increase its level of small business lending and as a result, the dividend rate has steadily decreased from 5.0% in 2011 to 1.0% in early 2013. The Company is now in the “temporary fixed rate period,” in which the dividend rate is fixed for the Company at 1.0%. Unless redeemed, this rate will increase to 9.0% after four and one half years from the stock issuance, which is March 2016 for the Company. Subject to regulatory approval, the Company is generally permitted to redeem the Series B Preferred Shares at par plus unpaid dividends.

For the twelve months ended December 31, 2014, 2013 and 2012, the Company accrued approximately \$635,000, \$662,000 and \$2,751,000, respectively, in preferred dividend payments for the Series B Preferred Stock. This amount is deducted from net income in computing “Net income available to common shareholders.”

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*Stock Issuance*

On December 21, 2012, the Company issued 2,656,294 shares of its common stock and 728,706 shares of the Company's Series C Preferred Stock to certain accredited investors, each at the price of \$10.00 per share, pursuant to a private placement transaction. Net proceeds from this sale of common and preferred stock were \$33.8 million and were used to strengthen and remove risk from the Company's balance sheet in anticipation of a planned disposition of certain classified loans and write-down of foreclosed real estate.

The Series C Preferred Stock qualifies as Tier 1 capital and is Convertible Perpetual Preferred Stock, with dividend rights equal to the Company's Common Stock. Each share of Series C Preferred Stock will automatically convert into one share of Common Stock on the date the holder of Series C Preferred Stock transfers any shares of Series C Preferred Stock to a non-affiliate of the holder in certain permissible transfers. The Series C Preferred Stock is non-voting, except in limited circumstances.

The Series C Preferred Stock pays a dividend per share equal to that of the Company's common stock. During 2014, 2013 and 2012, the Company accrued approximately \$233,000, \$233,000 and \$58,000, respectively, in preferred dividend payments for the Series C Preferred Stock.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

First Bancorp

Southern Pines, North Carolina

We have audited the accompanying consolidated balance sheets of First Bancorp and subsidiaries (the “Company”) as of December 31, 2014 and 2013, and the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Bancorp and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2014, based on criteria established

in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated March 13, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ Elliott Davis Decosimo, PLLC

Charlotte, North Carolina

March 13, 2015

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

First Bancorp

Southern Pines, North Carolina

We have audited the internal control over financial reporting of First Bancorp and subsidiaries (the “Company”) as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013 (the “COSO criteria”). The Company’s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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



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

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2014 and 2013 and the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014 and our report dated March 13, 2015 expressed an unqualified opinion thereon.

/s/ Elliott Davis Decosimo, PLLC

Charlotte, North Carolina

March 13, 2015

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures**

None.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, which are our controls and other procedures that are designed to ensure that information required to be disclosed in our periodic reports with the SEC is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed is communicated to our management to allow timely decisions regarding required disclosure. Based on the evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective in allowing timely decisions regarding disclosure to be made about material information required to be included in our periodic reports with the SEC.

**Management's Report On Internal Control Over Financial Reporting**

Management of First Bancorp and its subsidiaries (the "Company") is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on this evaluation under the framework in Internal Control – Integrated Framework, management of the Company has concluded the Company maintained effective internal control over financial reporting, as such term is defined in Securities Exchange Act of 1934 Rules 13a-15(f), as of December 31, 2014.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is also responsible for the preparation and fair presentation of the consolidated financial statements and other financial information contained in this report. The accompanying consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles and include, as necessary, best estimates and judgments by management.

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Elliott Davis Decosimo, PLLC, an independent, registered public accounting firm, has audited the Company's consolidated financial statements as of and for the year ended December 31, 2014, and audited the Company's effectiveness of internal control over financial reporting as of December 31, 2014, as stated in their report, which is included in Item 8 hereof.

**Changes in Internal Controls**

Except as noted in the following sentences, there were no changes in our internal control over financial reporting that occurred during, or subsequent to, the fourth quarter of 2014 that were reasonably likely to materially affect our internal control over financial reporting. As discussed in the Legal Proceedings section, the Company will potentially be subject to a cease and desist order by the SEC, of which one of the allegations is that the Company did not maintain adequate disclosure controls and procedures and failed to maintain adequate internal controls over financial reporting as it relates to disclosure of related party transactions. When we became aware of this issue, we implemented enhanced internal controls to improve our identification and reporting of related party transactions primarily through additional review and oversight of the related party reporting process.

**Item 9B. Other Information**

Not applicable.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Incorporated herein by reference is the information under the captions "Directors, Nominees and Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance Policies and Practices" and "Board Committees, Attendance and Compensation" from the Company's definitive proxy statement to be filed pursuant to Regulation 14A.

**Item 11. Executive Compensation**

Incorporated herein by reference is the information under the captions “Executive Compensation” and “Board Committees, Attendance and Compensation” from the Company’s definitive proxy statement to be filed pursuant to Regulation 14A.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

Incorporated herein by reference is the information under the captions “Principal Holders of First Bancorp Voting Securities” and “Directors, Nominees and Executive Officers” from the Company’s definitive proxy statement to be filed pursuant to Regulation 14A.

See also “Additional Information Regarding the Registrant’s Equity Compensation Plans” in Item 5 of this report.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Incorporated herein by reference is the information under the caption “Certain Transactions” and “Corporate Governance Policies and Practices” from the Company’s definitive proxy statement to be filed pursuant to Regulation 14A.

**Item 14. Principal Accountant Fees and Services**

Incorporated herein by reference is the information under the caption “Audit Committee Report” from the Company’s definitive proxy statement to be filed pursuant to Regulation 14A.

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) 1. Financial Statements - See Item 8 and the Cross Reference Index on page 3 for information concerning the Company's consolidated financial statements and report of independent auditors.

2. Financial Statement Schedules - not applicable

3. Exhibits

The following exhibits are filed with this report or, as noted, are incorporated by reference. Except as noted below the exhibits identified have Securities and Exchange Commission File No. 000-15572. Management contracts, compensatory plans and arrangements are marked with an asterisk (\*).

Articles of Incorporation of the Company and amendments thereto were filed as Exhibits 3.a.i through 3.a.v to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002, and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibits 3.1 and 3.2 to the Company's Current Report on Form 8-K filed on January 13, 2009, and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibit 3.1.b to the Company's Registration Statement on Form S-3D filed on June 29, 2010 (Commission File No. 333-167856), and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 6, 2011, and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 26, 2012, and are incorporated herein by reference.

3.b Amended and Restated Bylaws of the Company were filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 23, 2009, and are incorporated herein by reference.

4.a Form of Common Stock Certificate was filed as Exhibit 4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, and is incorporated herein by reference.

4.b Form of Certificate for Series B Preferred Stock was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 6, 2011, and is incorporated herein by reference.

4.c

Form of Certificate for Series C Preferred Stock was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 26, 2012, and is incorporated herein by reference.

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Material Contracts

10.a Form of Indemnification Agreement between the Company and its Directors and Officers.

10.b First Bancorp Senior Management Supplemental Executive Retirement Plan was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2006, and is incorporated herein by reference. (\*)

10.c First Bancorp 2004 Stock Option Plan was filed as Exhibit B to the Registrant's Form Def 14A filed on March 30, 2004, and is incorporated herein by reference. (\*)

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- 10.d First Bancorp 2007 Equity Plan was filed as Appendix B to the Registrant's Form Def 14A filed on March 27, 2007, and is incorporated herein by reference. (\*)
- 10.e First Bancorp 2014 Equity Plan was filed as Appendix B to the Registrant's Form Def 14A filed on April 4, 2014, and is incorporated herein by reference. (\*)
- 10.f First Bancorp Long Term Care Insurance Plan was filed as Exhibit 10(o) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, and is incorporated by reference. (\*)
- 10.g Advances and Security Agreement with the Federal Home Loan Bank of Atlanta dated February 15, 2005 was attached as Exhibit 99(a) to the Company's Current Report on Form 8-K filed on February 22, 2005, and is incorporated herein by reference.
- 10.h Form of Stock Option and Performance Unit Award Agreement was filed as Exhibit 10 to the Company's Current Report on Form 8-K filed on June 23, 2008, and is incorporated herein by reference. (\*)
- 10.i Description of Director Compensation pursuant to Item 601(b)(10)(iii)(A) of Regulation S-K was filed as Exhibit 10.o to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and is incorporated herein by reference. (\*)
- 10.j Purchase and Assumption Agreement among Federal Deposit Insurance Corporation, Receiver of Cooperative Bank, Federal Deposit Insurance Corporation and First Bank dated as of June 19, 2009 was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 24, 2009, and is incorporated herein by reference.
- 10.k Form of Restricted Stock Award Agreement under the First Bancorp 2007 Equity Plan was filed as Exhibit 10.u to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and is incorporated herein by reference. (\*)
- 10.l First Bancorp Employees' Pension Plan, including amendments, was filed as Exhibit 10.v to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and is incorporated herein by reference. (\*)
- 10.m Purchase and Assumption Agreement among Federal Deposit Insurance Corporation, Receiver of The Bank of Asheville, Federal Deposit Insurance Corporation and First Bank, dated as of January 21, 2011, was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 26, 2011, and is incorporated herein by reference.
- 10.n Securities Purchase Agreement, dated September 1, 2011, between First Bancorp and the Secretary of the Treasury, with respect to the issuance and sale of Series B Preferred Stock, was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 6, 2011, and is incorporated herein by reference.

10.o Repurchase Letter Agreement, dated September 1, 2011, between First Bancorp and the United States Department of the Treasury, with respect to the repurchase and redemption of the Series A Preferred Stock, was filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 6, 2011, and is incorporated herein by reference.

10.p Employment Agreement between the Company and Richard H. Moore dated August 28, 2012 was filed as Exhibit 10.a to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, and is incorporated herein by reference. (\*)

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10.q Securities Purchase Agreement, dated December 21, 2012, between First Bancorp and Purchasers, with respect to the issuance and sale of common stock and the issuance and sale of Series C Preferred Stock, was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 26, 2012, and is incorporated herein by reference.

10.r Employment Agreement between the Company and Michael G. Mayer dated March 10, 2014 was filed as Exhibit 10.z to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and is incorporated herein by reference. (\*)

10.s Amendment to the First Bancorp Senior Management Supplemental Executive Retirement Plan dated March 11, 2014 was filed as Exhibit 10.aa to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and is incorporated herein by reference. (\*)

10.t Employment Agreement between the Company and Edward F. Soccorso dated March 19, 2014 was filed as Exhibit 10.a to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, and is incorporated herein by reference. (\*)

10.u The First Bancorp Annual Incentive Plan was filed as Exhibit 10(a) to the Company's Current Report on Form 8-K filed on August 1, 2014, and is incorporated herein by reference. (\*)

10.v Employment Agreement between the Company and Eric P. Credle dated November 7, 2014 was filed as Exhibit 10.a to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, and is incorporated herein by reference. (\*)

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Computation of Ratio of Earnings to Fixed Charges.

21 List of Subsidiaries of Registrant was filed as Exhibit 21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2010 and is incorporated herein by reference.

23 Consent of Independent Registered Public Accounting Firm, Elliott Davis Decosimo, PLLC

31.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

32.1 Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

The following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) the Consolidated Balance 101 Sheets, (ii) the Consolidated Statements of Income (Loss), (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.

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(b) Exhibits - see (a)(3) above

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(c)No financial statement schedules are filed herewith.

**Copies of exhibits are available upon written request to: First Bancorp, Elizabeth B. Bostian, Secretary, 300 SW Broad Street, Southern Pines, North Carolina, 28387.**

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, FIRST BANCORP has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southern Pines, and State of North Carolina, on the 13<sup>th</sup> day of March 2015.

**First Bancorp**

By: /s/ Richard H. Moore

Richard H. Moore

President, Chief Executive Officer and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed on behalf of the Company by the following persons and in the capacities and on the dates indicated.

**Executive Officers**

/s/ Eric P. Credle

/s/ Richard H. Moore

Eric P. Credle

Richard H. Moore

Executive Vice President

President, Chief Executive Officer and Treasurer

Chief Financial Officer

March 13, 2015

(Principal Accounting Officer)

March 13, 2015

**Board of Directors**

/s/ Mary Clara Capel

/s/ George R. Perkins, Jr.

Mary Clara Capel

George R. Perkins, Jr.

Chairman of the Board

Director

Director

March 13, 2015

March 13, 2015

/s/ Daniel T. Blue, Jr.

/s/ Thomas F. Phillips

Daniel T. Blue, Jr.

Thomas F. Phillips

Director

Director

March 13, 2015

March 13, 2015

/s/ Jack D. Briggs

/s/ Frederick L. Taylor II

Jack D. Briggs

Frederick L. Taylor II

Director

Director

March 13, 2015

March 13, 2015

s/ James C. Crawford, III

/s/ Virginia C. Thomasson

James C. Crawford, III

Virginia C. Thomasson

Director

Director

March 13, 2015

March 13, 2015

/s/ James G. Hudson, Jr.

/s/ Dennis A. Wicker

James G. Hudson, Jr.

Dennis A. Wicker

Director

Director

March 13, 2015

March 13, 2015

/s/ Richard H. Moore

Richard H. Moore

Director

March 13, 2015

