

UNITED BANKSHARES INC/WV  
Form 10-Q  
May 08, 2015  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended March 31, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-13322

**United Bankshares, Inc.**

(Exact name of registrant as specified in its charter)

West Virginia  
(State or other jurisdiction of  
incorporation or organization)

55-0641179  
(I.R.S. Employer  
Identification No.)

300 United Center  
500 Virginia Street, East  
Charleston, West Virginia  
(Address of principal executive offices)

25301  
Zip Code

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Registrant's telephone number, including area code: (304) 424-8716

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class - Common Stock, \$2.50 Par Value; **69,448,088** shares outstanding as of **April 30, 2015**.

**Table of Contents**

**UNITED BANKSHARES, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**TABLE OF CONTENTS**

	Page
<b>PART I. FINANCIAL INFORMATION</b>	
<u>Item 1. Financial Statements</u>	3
<u>Consolidated Balance Sheets (Unaudited) March 31, 2015 and December 31, 2014</u>	4
<u>Consolidated Statements of Income (Unaudited) for the Three Months Ended March 31, 2015 and 2014</u>	5
<u>Consolidated Statements of Comprehensive Income (Unaudited) for the Three Months Ended March 31, 2015 and 2014</u>	7
<u>Consolidated Statement of Changes in Shareholders' Equity (Unaudited) for the Three Months Ended March 31, 2015</u>	8
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the Three Months Ended March 31, 2015 and 2014</u>	9
<u>Notes to Consolidated Financial Statements</u>	10
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	50
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	72
<u>Item 4. Controls and Procedures</u>	74
<b>PART II. OTHER INFORMATION</b>	
<u>Item 1. Legal Proceedings</u>	75
<u>Item 1A. Risk Factors</u>	75
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	75
<u>Item 3. Defaults Upon Senior Securities</u>	76
<u>Item 4. Mine Safety Disclosures</u>	76
<u>Item 5. Other Information</u>	76
<u>Item 6. Exhibits</u>	76
<u>Signatures</u>	77
<u>Exhibits Index</u>	78

**Table of Contents**

**PART I - FINANCIAL INFORMATION**

**Item 1. FINANCIAL STATEMENTS (UNAUDITED)**

The March 31, 2015 and December 31, 2014, consolidated balance sheets of United Bankshares, Inc. and Subsidiaries ( United or the Company ), consolidated statements of income, comprehensive income, consolidated statement of changes in shareholders equity and the condensed consolidated statements of cash flows for the three months ended March 31, 2015 and 2014, and the notes to consolidated financial statements appear on the following pages.

**Table of Contents****CONSOLIDATED BALANCE SHEETS****UNITED BANKSHARES, INC. AND SUBSIDIARIES****(Dollars in thousands, except par value)**

	<b>March 31 2015 (Unaudited)</b>	<b>December 31 2014 (Note 1)</b>
<b>Assets</b>		
Cash and due from banks	\$ 158,100	\$ 175,713
Interest-bearing deposits with other banks	508,673	576,630
Federal funds sold	721	721
<b>Total cash and cash equivalents</b>	<b>667,494</b>	<b>753,064</b>
Securities available for sale at estimated fair value (amortized cost-\$1,155,911 at March 31, 2015 and \$1,180,016 at December 31, 2014)	1,165,136	1,180,386
Securities held to maturity (estimated fair value-\$36,959 at March 31, 2015 and \$36,784 at December 31, 2014)	39,091	39,310
Other investment securities	90,137	96,344
Loans held for sale	8,881	8,680
Loans	9,057,539	9,119,492
Less: Unearned income	(14,428)	(14,840)
<b>Loans net of unearned income</b>	<b>9,043,111</b>	<b>9,104,652</b>
Less: Allowance for loan losses	(75,573)	(75,529)
<b>Net loans</b>	<b>8,967,538</b>	<b>9,029,123</b>
Bank premises and equipment	76,898	77,520
Goodwill	710,252	709,794
Accrued interest receivable	34,084	32,334
Other assets	382,008	402,256
<b>TOTAL ASSETS</b>	<b>\$ 12,141,519</b>	<b>\$ 12,328,811</b>
<b>Liabilities</b>		
<b>Deposits:</b>		
Noninterest-bearing	\$ 2,568,342	\$ 2,591,619
Interest-bearing	6,508,302	6,453,866
<b>Total deposits</b>	<b>9,076,644</b>	<b>9,045,485</b>
<b>Borrowings:</b>		
Federal funds purchased	48,115	53,840
Securities sold under agreements to repurchase	325,838	434,155
Federal Home Loan Bank borrowings	705,000	830,335
Other long-term borrowings	222,854	222,636
Reserve for lending-related commitments	1,475	1,518
Accrued expenses and other liabilities	83,535	84,682
<b>TOTAL LIABILITIES</b>	<b>10,463,461</b>	<b>10,672,651</b>
<b>Shareholders Equity</b>		
Preferred stock, \$1.00 par value; Authorized-50,000,000 shares, none issued	173,643	173,286

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Common stock, \$2.50 par value; Authorized-100,000,000 shares; issued-69,457,353 and 69,314,407 at March 31, 2015 and December 31, 2014, respectively, including 20,012 and 18,548 shares in treasury at March 31, 2015 and December 31, 2014, respectively		
Surplus	746,033	742,960
Retained earnings	788,727	776,311
Accumulated other comprehensive loss	(29,661)	(35,764)
Treasury stock, at cost	(684)	(633)
TOTAL SHAREHOLDERS EQUITY	1,678,058	1,656,160
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	\$ 12,141,519	\$ 12,328,811

*See notes to consolidated unaudited financial statements.*

**Table of Contents****CONSOLIDATED STATEMENTS OF INCOME (Unaudited)****UNITED BANKSHARES, INC. AND SUBSIDIARIES**

(Dollars in thousands, except per share data)

	<b>Three Months Ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>Interest income</b>		
Interest and fees on loans	\$ 95,149	\$ 87,614
Interest on federal funds sold and other short-term investments	331	167
Interest and dividends on securities:		
Taxable	8,189	6,529
Tax-exempt	880	854
<b>Total interest income</b>	<b>104,549</b>	<b>95,164</b>
<b>Interest expense</b>		
Interest on deposits	6,885	6,401
Interest on short-term borrowings	231	353
Interest on long-term borrowings	2,684	3,108
<b>Total interest expense</b>	<b>9,800</b>	<b>9,862</b>
<b>Net interest income</b>	<b>94,749</b>	<b>85,302</b>
Provision for loan losses	5,354	4,679
<b>Net interest income after provision for loan losses</b>	<b>89,395</b>	<b>80,623</b>
<b>Other income</b>		
Fees from trust and brokerage services	4,892	4,593
Fees from deposit services	9,773	9,559
Bankcard fees and merchant discounts	814	746
Other service charges, commissions, and fees	478	427
Income from bank-owned life insurance	1,273	1,251
Income from mortgage banking	545	259
Net gain on the sale of bank premises	0	8,976
Other income	404	391
<b>Total other-than-temporary impairments</b>	<b>(100)</b>	<b>1,046</b>
Portion of loss recognized in other comprehensive income	66	(1,685)
<b>Net other-than-temporary impairment losses</b>	<b>(34)</b>	<b>(639)</b>
Net gains on sales/calls of investment securities	46	824
<b>Net investment securities gains</b>	<b>12</b>	<b>185</b>
<b>Total other income</b>	<b>18,191</b>	<b>26,387</b>
<b>Other expense</b>		
Employee compensation	20,268	25,007
Employee benefits	6,803	5,624
Net occupancy expense	6,529	6,435
Other real estate owned (OREO) expense	1,113	2,113
Equipment expense	2,124	1,901

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Data processing expense	3,743	3,237
Bankcard processing expense	349	324
FDIC insurance expense	2,094	1,507
Other expense	14,632	14,878
<b>Total other expense</b>	<b>57,655</b>	<b>61,026</b>
Income before income taxes	49,931	45,984
Income taxes	15,304	15,860
Net income	\$ 34,627	\$ 30,124

**Table of Contents****CONSOLIDATED STATEMENTS OF INCOME (Unaudited) - continued****UNITED BANKSHARES, INC. AND SUBSIDIARIES****(Dollars in thousands, except per share data)**

	<b>Three Months Ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.50	\$ 0.48
Diluted	\$ 0.50	\$ 0.48
 Dividends per common share	 \$ 0.32	 \$ 0.32
 <b>Average outstanding shares:</b>		
Basic	69,207,508	62,434,749
Diluted	69,476,844	62,707,328

*See notes to consolidated unaudited financial statements*

**Table of Contents**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**

**UNITED BANKSHARES, INC. AND SUBSIDIARIES**

**(Dollars in thousands)**

	<b>Three Months Ended March 31</b>	
	<b>2015</b>	<b>2014</b>
Net income	\$ 34,627	\$ 30,124
Change in net unrealized gain on of available-for-sale (AFS) securities, net of tax	5,334	8,395
Accretion of the net unrealized loss on the transfer of AFS securities to held-to-maturity (HTM) securities, net of tax	1	1
Change in defined benefit pension plan, net of tax	768	309
Comprehensive income, net of tax	\$ 40,730	\$ 38,829

*See notes to consolidated unaudited financial statements*

**Table of Contents****CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY (Unaudited)****UNITED BANKSHARES, INC. AND SUBSIDIARIES**

(Dollars in thousands, except per share data)

	Three Months Ended March 31, 2015						
	Common Stock		Surplus	Retained	Accumulated Other Comprehensive Income (Loss)	Treasury	Total
	Shares	Par Value					
Balance at January 1, 2015	69,314,407	\$ 173,286	\$ 742,960	\$ 776,311	(\$ 35,764)	(\$ 633)	\$ 1,656,160
Comprehensive income:							
Net income	0	0	0	34,627	0	0	34,627
Other comprehensive income, net of tax:	0	0	0	0	6,103	0	6,103
Total comprehensive income, net of tax							40,730
Stock based compensation expense	0	0	631	0	0	0	631
Purchase of treasury stock (4 shares)	0	0	0	0	0	0	0
Cash dividends (\$0.32 per share)	0	0	0	(22,211)	0	0	(22,211)
Grant of restricted stock (53,071 shares)	53,071	132	(132)	0	0	0	0
Forfeiture of restricted stock (1,460 shares)	0	0	51	0	0	(51)	0
Common stock options exercised (89,875 shares)	89,875	225	2,523	0	0	0	2,748
Balance at March 31, 2015	69,457,353	\$ 173,643	\$ 746,033	\$ 788,727	(\$ 29,661)	(\$ 684)	\$ 1,678,058

*See notes to consolidated unaudited financial statements*

**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)****UNITED BANKSHARES, INC. AND SUBSIDIARIES**

(Dollars in thousands)

	<b>Three Months Ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>\$ 53,891</b>	<b>\$ 35,286</b>
<b>INVESTING ACTIVITIES</b>		
Proceeds from maturities and calls of securities held to maturity	182	174
Proceeds from sales of securities available for sale	1,721	79,153
Proceeds from maturities and calls of securities available for sale	34,366	181,279
Purchases of securities available for sale	(12,514)	(252,104)
Purchases of bank premises and equipment	(1,500)	(1,739)
Proceeds from sales of bank premises and equipment	0	11,414
Proceeds from sales and redemptions of other investment securities	11,578	28,159
Purchases of other investment securities	(5,371)	(24,935)
Acquisition of Virginia Commerce Bancorp, Inc., net of cash paid	0	97,298
Net change in loans	58,360	(54,417)
<b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>	<b>86,822</b>	<b>64,282</b>
<b>FINANCING ACTIVITIES</b>		
Cash dividends paid	(22,166)	(16,139)
Excess tax benefits from stock-based compensation arrangements	214	311
Acquisition of treasury stock	0	(1)
Proceeds from exercise of stock options	2,799	3,916
Distribution of treasury stock for deferred compensation plan	0	79
Repayment of long-term Federal Home Loan Bank borrowings	(615,335)	(420,665)
Proceeds from issuance of long-term Federal Home Loan Bank borrowings	490,000	525,000
Changes in:		
Deposits	31,877	(63,653)
Federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings	(113,672)	34,334
<b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(226,283)</b>	<b>63,182</b>
(Decrease) Increase in cash and cash equivalents	(85,570)	162,750
Cash and cash equivalents at beginning of year	753,064	416,617
Cash and cash equivalents at end of period	\$ 667,494	\$ 579,367

*See notes to consolidated unaudited financial statements.*

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**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**UNITED BANKSHARES, INC. AND SUBSIDIARIES**

**1. GENERAL**

The accompanying unaudited consolidated interim financial statements of United Bankshares, Inc. and Subsidiaries ( United or the Company ) have been prepared in accordance with accounting principles for interim financial information generally accepted in the United States (GAAP) and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not contain all of the information and footnotes required by accounting principles generally accepted in the United States. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements presented as of March 31, 2015 and 2014 and for the three-month periods then ended have not been audited. The consolidated balance sheet as of December 31, 2014 has been extracted from the audited financial statements included in United s 2014 Annual Report to Shareholders. The accounting and reporting policies followed in the presentation of these financial statements are consistent with those applied in the preparation of the 2014 Annual Report of United on Form 10-K. To conform to the 2015 presentation, certain reclassifications have been made to prior period amounts, which had no impact on net income, comprehensive income, or stockholders equity. In the opinion of management, all adjustments necessary for a fair presentation of financial position and results of operations for the interim periods have been made. Such adjustments are of a normal and recurring nature.

The accompanying consolidated interim financial statements include the accounts of United and its wholly owned subsidiaries. United considers all of its principal business activities to be bank related. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements. Dollars are in thousands, except per share or unless otherwise noted.

**New Accounting Standards**

In February 2015, the FASB issued ASU 2015-02, Amendments to the Consolidation Analysis. ASU 2015-02 improves targeted areas of the consolidation guidance and reduces the number of consolidation models. The new consolidation standard eliminates the deferral of FAS 167 and makes changes to both the variable interest model and the voting model in ASC 810. ASU 2015-02 affects all entities, could change consolidation conclusions and may trigger additional disclosures. ASU 2015-02 is effective for United on January 1, 2016. Management is currently evaluating this guidance to determine the impact on the Company s financial condition or results of operation.

In January 2015, the FASB issued ASU 2015-01, Income Statement, Extraordinary and Unusual Items (Subtopic 225-20). ASU 2015-01 eliminates the separate presentation of extraordinary items but does not change the requirement to disclose material items that are unusual or infrequent in nature. Eliminating the concept of extraordinary items will allow entities to no longer have to assess whether a particular event or transaction is both unusual in nature and infrequent in occurrence. ASU 2015-01 is effective for United on January 1, 2016 and is not expected to have a significant impact on the Company s financial condition or results of operation.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. ASU 2014-12 amends the guidance in FASB ASC 718, Compensation-Stock Compensation, to bring consistency to the accounting for share-based payment awards that require a specific performance target to be achieved in order for employees to become eligible to vest in the awards. The amendments affect all entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. ASU 2014-12 is effective for United on January 1, 2016, and is not expected to have a significant impact on the Company s financial condition or results of operation.

**Table of Contents**

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 supersedes the revenue recognition requirements in Accounting Standards Codification Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Accounting Standards Codification. The amendments require an entity to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The new revenue recognition standard sets forth a five step principle-based approach for determining revenue recognition. ASU 2014-09 is effective for United on January 1, 2017. Management is currently evaluating this guidance to determine the impact on the Company's financial condition or results of operation.

**2. MERGERS AND ACQUISITIONS**

At the close of business on January 31, 2014 (Acquisition Date), United acquired 100% of the outstanding common stock of Virginia Commerce Bancorp, Inc. (Virginia Commerce), a Virginia corporation headquartered in Arlington, Virginia. The acquisition of Virginia Commerce significantly enhances United's existing footprint in the Washington, D.C. Metropolitan Statistical Area. The results of operations of Virginia Commerce are included in the consolidated results of operations from the date of acquisition.

At consummation, Virginia Commerce had assets of \$2,769,716, loans of \$2,065,490 and deposits of \$2,018,962. The transaction was accounted for under the purchase acquisition method of accounting and accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at estimated fair value on the Acquisition Date.

The aggregate purchase price was \$585,533 including common stock issued valued at \$547,894, stock options exchanged valued at \$4,368, cash paid of \$33,263 to redeem the warrant held by the U.S. Department of the Treasury (the Treasury) issued by Virginia Commerce in connection with the TARP Capital Purchase Program and \$8 paid in cash to holders of Virginia Commerce common stock and restricted stock in lieu of fractional shares of United common stock. The cash portion of the purchase price was funded by cash on hand. The purchase price of the warrant was based on its fair market as agreed upon by United and the Treasury. As a result of the purchase by United, the warrant has been canceled. The number of shares issued in the transaction was 18,330,347, which were valued based on the closing market price of \$29.89 for United's common shares on January 31, 2014. The purchase price has been allocated to the identifiable tangible and intangible assets resulting in additions to goodwill and core deposit intangibles of \$336,102 and \$17,143, respectively. The core deposit intangibles are being amortized over ten years. Because the consideration paid was greater than the net fair value of the acquired assets and liabilities, the Company recorded goodwill as part of the acquisition. None of the goodwill from the Virginia Commerce acquisition is deductible for tax purposes. As a result of the merger, United recorded a downward fair value adjustment of \$88,129 on the loans acquired from Virginia Commerce, a downward fair value adjustment of \$1,708 on certain other real estate owned properties, a premium on interest-bearing deposits of \$6,007, a premium on term securities sold under agreements to repurchase of \$3,700 and a discount of \$16,384 on junior subordinated debt securities. The discount and premium amounts are being amortized or accreted on an accelerated basis over each asset's or liability's estimated remaining life at the time of acquisition. At March 31, 2015, the premium on the interest-bearing deposits and the securities sold under agreements to repurchase has an estimated remaining life of nine months and 1.33 years, respectively, while the discount on the junior subordinated debt securities has an estimated remaining life of 19.33 years. United assumed \$109 of liabilities to provide severance benefits to terminated employees of Virginia Commerce which has no remaining balance as of March 31, 2015.

In many cases, determining the estimated fair value of the acquired assets and assumed liabilities required United to estimate cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest. The most significant of those determinations related to the fair valuation of acquired loans. The fair value of the acquired loans was based on the present value of the expected cash flows. Periodic principal and interest cash flows were adjusted for expected losses and prepayments, then discounted to determine the present value and summed to arrive at the estimated fair value. For such loans, the excess of cash flows expected at acquisition over the

**Table of Contents**

estimated fair value is recognized as interest income over the remaining lives of the loans. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition reflects the impact of estimated credit losses and other factors, such as prepayments. In accordance with GAAP, there was no carry-over of Virginia Commerce's previously established allowance for loan losses. As a result, standard industry coverage ratios with regard to the allowance for credit losses are less meaningful after the acquisition of Virginia Commerce.

The acquired loans were divided into loans with evidence of credit quality deterioration, which are accounted for under ASC topic 310-30 (acquired impaired) and loans that do not meet this criteria, which are accounted for under ASC topic 310-20 (acquired performing). Acquired impaired loans have experienced a deterioration of credit quality from origination to acquisition for which it is probable that United will be unable to collect all contractually required payments receivable, including both principal and interest. Subsequent decreases in the expected cash flows require United to evaluate the need for additions to the Company's allowance for credit losses. Subsequent improvements in expected cash flows generally result in the recognition of additional interest income over the then remaining lives of the loans.

In conjunction with the Virginia Commerce merger, the acquired loan portfolio was accounted for at fair value as follows:

	January 31, 2014
Contractually required principal and interest at acquisition	\$ 2,685,339
Contractual cash flows not expected to be collected	(396,024)
Expected cash flows at acquisition	2,289,315
Interest component of expected cash flows	(274,539)
Basis in acquired loans at acquisition - estimated fair value	\$ 2,014,776

Included in the above table is information related to acquired impaired loans. Specifically, contractually required principal and interest, cash flows expected to be collected and estimated fair value of acquired impaired loans were \$427,858, \$189,277, and \$179,199, respectively.

The following table shows the consideration paid for Virginia Commerce's common equity and the amounts of acquired identifiable assets and liabilities assumed as of the Acquisition Date.

Purchase price:	
Value of common shares issued (18,330,347 shares)	\$ 547,894
Fair value of stock options assumed	4,368
Cash to redeem the Treasury warrant	33,263
Cash for fractional shares	8
Total purchase price	585,533
Identifiable assets:	
Cash and cash equivalents	130,569
Investment securities	476,541
Loans	2,014,776
Premises and equipment	10,786
Core deposit intangibles	17,143
Other assets	104,131
Total identifiable assets	\$ 2,753,946

**Table of Contents**

Identifiable liabilities:	
Deposits	\$ 2,024,969
Short-term borrowings	263,816
Long-term borrowings	204,335
Other liabilities	11,395
Total identifiable liabilities	2,504,515
Net assets acquired including identifiable intangible assets	249,431
Resulting goodwill	\$ 336,102

The following table provides a reconciliation of goodwill:

Goodwill at December 31, 2014	\$ 709,794
Addition to goodwill from Virginia Commerce acquisition	458
Goodwill at March 31, 2015	\$ 710,252

**3. INVESTMENT SECURITIES**

Securities held for indefinite periods of time and all marketable equity securities are classified as available for sale and carried at estimated fair value. The amortized cost and estimated fair values of securities available for sale are summarized as follows:

	Amortized Cost	March 31, 2015		Estimated Fair Value	Cumulative OTTI in AOCI <sup>(1)</sup>
		Gross Unrealized Gains	Gross Unrealized Losses		
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 88,619	\$ 2,736	\$ 1	\$ 91,354	\$ 0
State and political subdivisions	132,992	3,254	44	136,202	0
Residential mortgage-backed securities					
Agency	530,545	12,684	41	543,188	0
Non-agency	10,935	629	0	11,564	458
Commercial mortgage-backed securities					
Agency	311,176	4,814	443	315,547	0
Asset-backed securities	8,004	0	1	8,003	0
Trust preferred collateralized debt obligations	50,453	998	13,990	37,461	25,952
Single issue trust preferred securities	13,773	243	2,374	11,642	0
Other corporate securities	4,998	121	0	5,119	0
Marketable equity securities	4,416	646	6	5,056	0
Total	\$ 1,155,911	\$ 26,125	\$ 16,900	\$ 1,165,136	\$ 26,410

**Table of Contents**

	December 31, 2014				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Cumulative OTTI in AOCI <sup>(1)</sup>
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 88,559	\$ 1,425	\$ 3	\$ 89,981	\$ 0
State and political subdivisions	133,730	3,165	32	136,863	0
Residential mortgage-backed securities					
Agency	547,825	8,407	547	555,685	0
Non-agency	11,474	544	0	12,018	458
Commercial mortgage-backed securities					
Agency	316,707	2,393	2,001	317,099	0
Asset-backed securities	8,004	23	0	8,027	0
Trust preferred collateralized debt obligations	51,328	922	12,692	39,558	25,886
Single issue trust preferred securities	13,760	173	2,189	11,744	0
Other corporate securities	4,998	137	0	5,135	0
Marketable equity securities	3,631	648	3	4,276	0
<b>Total</b>	<b>\$ 1,180,016</b>	<b>\$ 17,837</b>	<b>\$ 17,467</b>	<b>\$ 1,180,386</b>	<b>\$ 26,344</b>

(1) Other-than-temporary impairment in accumulated other comprehensive income. Amounts are before tax.

The following is a summary of securities available-for-sale which were in an unrealized loss position at March 31, 2015 and December 31, 2014.

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>March 31, 2015</b>				
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 69	\$ 1	\$ 0	\$ 0
State and political subdivisions	5,751	44	0	0
Residential mortgage-backed securities				
Agency	16,474	41	0	0
Commercial mortgage-backed securities				
Agency	46,229	79	45,050	364
Asset-backed securities	8,003	1	0	0
Trust preferred collateralized debt obligations	0	0	30,854	13,990
Single issue trust preferred securities	0	0	7,905	2,374
Marketable equity securities	21	6	0	0
<b>Total</b>	<b>\$ 76,547</b>	<b>\$ 172</b>	<b>\$ 83,809</b>	<b>\$ 16,728</b>

**Table of Contents**

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2014</b>				
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 7,142	\$ 3	\$ 0	\$ 0
State and political subdivisions	11,637	32	0	0
Residential mortgage-backed securities				
Agency	96,550	547	0	0
Commercial mortgage-backed securities				
Agency	21,674	56	146,897	1,945
Asset-backed securities	0	0	0	0
Trust preferred collateralized debt obligations	0	0	32,241	12,692
Single issue trust preferred securities	0	0	8,080	2,189
Marketable equity securities	23	3	0	0
<b>Total</b>	<b>\$ 137,026</b>	<b>\$ 641</b>	<b>\$ 187,218</b>	<b>\$ 16,826</b>

Marketable equity securities consist mainly of equity securities of financial institutions and mutual funds within a rabbi trust for the payment of benefits under a deferred compensation plan for certain key officers of United and its subsidiaries. The following table shows the proceeds from maturities, sales and calls of available for sale securities and the gross realized gains and losses on sales and calls of those securities that have been included in earnings as a result of those sales and calls. Gains or losses on sales and calls of available for sale securities were recognized by the specific identification method. The realized losses relate to sales of securities within a rabbi trust for the payment of benefits under a deferred compensation plan for certain key officers of United and its subsidiaries.

	Three Months Ended	
	2015	2014
Proceeds from sales and calls	\$ 36,087	\$ 260,432
Gross realized gains	50	1,049
Gross realized losses	4	225

At March 31, 2015, gross unrealized losses on available for sale securities were \$16,900 on 44 securities of a total portfolio of 449 available for sale securities. Securities in an unrealized loss position at March 31, 2015 consisted primarily of pooled trust preferred collateralized debt obligations (Trup Cdos), single issue trust preferred securities and agency commercial mortgage-backed securities. The Trup Cdos and the single issue trust preferred securities relate mainly to securities of financial institutions. The agency commercial mortgage-backed securities relate to income-producing multifamily properties and provide a guaranty of full and timely payments of principal and interest by the issuing agency. In determining whether or not a security is other-than-temporarily impaired (OTTI), management considered the severity and the duration of the loss in conjunction with United's positive intent and the more likely than not ability to hold these securities to recovery of their cost basis or maturity.

*Agency mortgage-backed securities*

United's agency mortgage-backed securities portfolio relates to securities issued by Fannie Mae, Freddie Mac, and Ginnie Mae. The total amortized cost of available for sale agency mortgage securities was \$841,721 at March 31, 2015. Of the \$841,721, \$311,176 was related to agency commercial mortgage securities and \$530,545 was related to agency residential mortgage securities. Each of the agency mortgage securities provides a guarantee of full and timely payments of principal and interest by the issuing agency. Based upon management's analysis and judgment, it was determined that none of the agency mortgage-backed securities were other-than-temporarily impaired at March 31, 2015.

**Table of Contents***Non-agency residential mortgage-backed securities*

United's non-agency residential mortgage-backed securities portfolio relates to securities of various private label issuers. The Company has no exposure to real estate investment trusts (REITS) in its investment portfolio. The total amortized cost of available for sale non-agency residential mortgage securities was \$10,935 at March 31, 2015. Of the \$10,935, \$2,624 was rated above investment grade and \$8,311 was rated below investment grade. Approximately 33% of the portfolio includes collateral that was originated during the year of 2005 or before. The remaining 67% includes collateral that was originated in the years of 2006 and 2007. The entire portfolio of the non-agency residential mortgage securities are either the senior or super-senior tranches of their respective structure. In determining whether or not the non-agency mortgage-backed securities are other-than-temporarily impaired, management performs an in-depth analysis on each non-agency residential mortgage-backed security on a quarterly basis. The analysis includes a review of the following factors: weighted average loan to value, weighted average maturity, average FICO scores, historical collateral performance, geographic concentration, credit subordination, cross-collateralization, coverage ratios, origination year, full documentation percentage, event risk (repricing), and collateral type. Management completes a quarterly stress test to determine the level of loss protection remaining in each individual security and compares the protection remaining to the future expected performance of the underlying collateral. Additionally, management utilizes a third-party cash flow model to perform a cash flow test for each bond below investment grade. The model produces a bond specific set of cash flows based upon assumptions input by management. The input assumptions that are incorporated include the projected constant default rate (CDR) of the underlying mortgages, the loss severity upon default, and the prepayment rate on the underlying mortgage collateral. CDR and loss severities are forecasted by management after full evaluation of the underlying collateral including recent performance statistics. Therefore, based upon management's analysis and judgment, there was no additional credit-related or noncredit-related other-than-temporary impairment recognized on the non-agency residential mortgage-backed securities at March 31, 2015.

*Single issue trust preferred securities*

The majority of United's single-issue trust preferred portfolio consists of obligations from large cap banks (i.e. banks with market capitalization in excess of \$10 billion). Management reviews each issuer's current and projected earnings trends, asset quality, capitalization levels, TARP participation status, and other key factors. Upon completing the review for the first quarter of 2015, it was determined that none of the single issue securities were other-than-temporarily impaired. All single-issue trust preferred securities are currently receiving interest payments. The available for sale single issue trust preferred securities' ratings ranged from a low of B+ to a high of BBB-. The amortized cost of available for sale single issue trust preferred securities as of March 31, 2015 consisted of \$2,994 in split-rated bonds and \$10,779 in below investment grade bonds. Of the \$10,779 in below investment grade bonds, \$10,279 was in an unrealized loss position for twelve months or longer as of March 31, 2015.

*Trust preferred collateralized debt obligations (Trup Cdos)*

At March 31, 2015, United determined that a certain Trup Cdo was other-than-temporarily impaired. In order to determine how and when the Company recognizes OTTI, the Company first assesses its intentions regarding any sale of securities as well as the likelihood that it would be required to sell prior to recovery of the amortized cost. As of March 31, 2015, the Company has determined that it does not intend to sell any pooled trust preferred security and that it is not more likely than not that the Company will be required to sell such securities before recovery of their amortized cost.

To determine a net realizable value and assess whether other-than-temporary impairment existed, management performed detailed cash flow analysis to determine whether, in management's judgment, it was more likely that

**Table of Contents**

United would not recover the entire amortized cost basis of the security. The Company discounts the security-specific cash flow projection at the security-specific interest rate and compares the present value to the amortized cost. Management's cash flow analysis was performed for each security and considered the current deferrals and defaults within the underlying collateral, the likelihood that current deferrals would cure or ultimately default, potential future deferrals and defaults, potential prepayments, cash reserves, excess interest spread, credit analysis of the underlying collateral and the priority of payments in the cash flow structure. The underlying collateral analysis for each issuer took into consideration multiple factors including TARP participation, capital adequacy, earnings trends and asset quality. After completing its analysis of estimated cash flows, management determined that a certain Trup Cdo experienced an adverse change in cash flow during the first quarter of 2015, as the expected discounted cash flow from this particular security was less than the discounted cash flow originally expected at purchase or from the previous date of other-than-temporary impairment (cash flows are discounted at the contractual coupon rate for purposes of assessing OTTI).

The total credit-related other-than-temporary impairment recognized in earnings for the first quarter of 2015 related to this Trup Cdo was \$34. The noncredit-related other-than-temporary impairment recognized in accumulated other comprehensive income (loss) in the first quarter on this security was \$66, or \$43, net of taxes. At March 31, 2015, the balance of the noncredit-related other-than-temporary impairment recognized on United's Trup Cdo portfolio was \$25,952 as compared to \$25,886 at December 31, 2014.

The amortized cost of available for sale Trup Cdos in an unrealized loss position for twelve months or longer as of March 31, 2015 consisted of \$5,000 in investment grade bonds and \$39,843 in below investment grade bonds.

The following is a summary of the available for sale Trup Cdos as of March 31, 2015:

Class	Amortized Cost	Fair Value	Unrealized Loss	Amortized Cost		
				Investment Grade	Split Rated	Below Investment Grade
Senior Bank	\$ 7,212	\$ 6,162	\$ 1,050	\$ 5,000	\$ 0	\$ 2,212
Mezzanine Bank (now in senior position)	11,940	9,243	2,697	0	0	11,940
Mezzanine Bank	26,126	17,974	8,152	0	0	26,126
Mezzanine Bank & Insurance (combination)	5,175	4,083	1,092	0	0	5,175
<b>Totals</b>	<b>\$ 50,453</b>	<b>\$ 37,462</b>	<b>\$ 12,991</b>	<b>\$ 5,000</b>	<b>\$ 0</b>	<b>\$ 45,453</b>

While a large difference remains between the fair value and amortized cost, the Company believes the remaining unrealized losses are related to the illiquid market for Trup Cdos rather than an adverse change in expected cash flows. The expected future cash flow substantiates the return of the remaining amortized cost of the security. The Company believes the following evidence supports the position that the remaining unrealized loss is related to the illiquid market for Trup Cdos:

The market for new issuance of Trup Cdos was robust from 2000 to 2007 with an estimated \$60 billion in new issuance. The new market issuances came to an abrupt halt in 2007.

The secondary market for Trup Cdos ultimately became illiquid and although the market has improved, trading activity remains limited on these securities. In making this determination, the Company holds discussions with institutional traders to identify trends in the number and type of transactions related to the Trup Cdos.

The presence of a below-investment grade rating severely limits the pool of available buyers and contributes to the illiquidity of the market.

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Trup Cdos have a more complex structure than most debt instruments, making projections of tranche returns difficult for non-specialists in the product. Deferral features available to the underlying

## **Table of Contents**

issuers within each pool are unique to these securities. Additionally, it can be difficult for market participants to predict whether deferrals will ultimately cure or ultimately default. Due to the lack of transparency, market participants will require a higher risk premium, thus resulting in higher required discount rates.

The variability of cash flows at the time the securities were originated was expected to be very limited. Due to the financial crisis, Trup Cdos have experienced more substantive variability of cash flows compared to expectations, resulting in a higher risk premium when evaluating discount rates.

The limited, yet relevant, observable inputs indicate that market yield requirements for Trup Cdos, on a credit-adjusted basis, remained very high relative to discount rates at purchase and compared to other similarly rated debt securities. Overall, the Company believes the lack of new issuances, illiquid secondary market, limited pool of buyers, below investment grade ratings, complex structures and high market discount rates are the key drivers of the remaining unrealized losses in the Company's Trup Cdos and the robust expected cash flow analysis substantiates the return of the remaining amortized cost under ASC 320.

Management also considered the ratings of the Company's bonds in its portfolio and the extent of downgrades in United's impairment analysis. However, management considered it imperative to independently perform its own credit analysis based on cash flows as described. The ratings of the investment grade Trup Cdos in the table above range from a low of BBB- to a high of Aa1. The below investment grade Trup Cdos range from a low of Ca to a high of Ba1.

On the Trup Cdos that have not been deemed to be other-than-temporarily impaired, the collateralization ratios range from a low of 97.7% to a high of 309.3%, with a median of 136.7%, and a weighted average of 207.0%. The collateralization ratio is defined as the current performing collateral in a security, divided by the current balance of the specific tranche the Company owns, plus any debt which is senior or pari passu with the Company's security's priority level. Performing collateral excludes the balance of any issuer that has either defaulted or has deferred its interest payment. It is not uncommon for the collateralization of a security that is not other-than-temporarily impaired to be less than 100% due to the excess spread built into the securitization structure.

Except for the debt security that has already been deemed to be other-than-temporarily impaired, management does not believe any other individual security with an unrealized loss as of March 31, 2015 is other-than-temporarily impaired. For these securities, United believes the decline in value resulted from changes in market interest rates, credit spreads and liquidity, not a change in the expected contractual cash flows. Based on a review of each of the securities in the investment portfolio, management concluded that it expected to recover the amortized cost basis of the investment in such securities.

### *Equity securities*

The amortized cost of United's equity securities was \$4,416 at March 31, 2015. For equity securities, management has evaluated the near-term prospects of the investment in relation to the severity and duration of any impairment and based on that evaluation, management determined that no equity securities were other-than-temporarily impaired at March 31, 2015. These securities were in an unrealized net gain position of \$640 at March 31, 2015.

### *Other investment securities (cost method)*

During the first quarter of 2015, United also evaluated all of its cost method investments to determine if certain events or changes in circumstances during the first quarter of 2015 had a significant adverse effect on the fair value of any of

**Table of Contents**

its cost method securities. United determined that there were no events or changes in circumstances during the first quarter which would have an adverse effect on the fair value of any of its cost method securities. Therefore, no impairment was recorded.

Below is a progression of the credit losses on securities which United has recorded other-than-temporary charges. These charges were recorded through earnings and other comprehensive income.

	Three Months Ended March 31	
	2015	2014
Balance of cumulative credit losses at beginning of period	\$ 23,739	\$ 40,663
Additions for credit losses recognized in earnings during the period:		
Additional credit losses on securities for which OTTI was previously recognized	34	603
Reductions for securities sold or paid off during the period	0	(7,605)
Balance of cumulative credit losses at end of period	\$ 23,773	\$ 33,661

The amortized cost and estimated fair value of securities available for sale at March 31, 2015 and December 31, 2014 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations without penalties.

	March 31, 2015		December 31, 2014	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 36,649	\$ 36,882	\$ 38,358	\$ 38,727
Due after one year through five years	200,775	203,083	180,821	181,930
Due after five years through ten years	284,946	293,006	313,863	317,663
Due after ten years	629,125	627,109	643,343	637,790
Marketable equity securities	4,416	5,056	3,631	4,276
Total	\$ 1,155,911	\$ 1,165,136	\$ 1,180,016	\$ 1,180,386

The amortized cost and estimated fair values of securities held-to-maturity are summarized as follows:

	Amortized Cost	March 31, 2015		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 10,557	\$ 1,301	\$ 0	\$ 11,858
State and political subdivisions	9,189	32	281	8,940
Residential mortgage-backed securities				
Agency	40	8	0	48
Single issue trust preferred securities	19,285	0	3,192	16,093
Other corporate securities	20	0	0	20
Total	\$ 39,091	\$ 1,341	\$ 3,473	\$ 36,959



**Table of Contents**

	Amortized Cost	December 31, 2014		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 10,599	\$ 1,329	\$ 0	\$ 11,928
State and political subdivisions	9,369	32	294	9,107
Residential mortgage-backed securities				
Agency	41	7	0	48
Single issue trust preferred securities	19,281	0	3,600	15,681
Other corporate securities	20	0	0	20
<b>Total</b>	<b>\$ 39,310</b>	<b>\$ 1,368</b>	<b>\$ 3,894</b>	<b>\$ 36,784</b>

Even though the market value of the held-to-maturity investment portfolio is less than its cost, the unrealized loss has no impact on the net worth or regulatory capital requirements of United. As of March 31, 2015, the Company's two largest held-to-maturity single-issue trust preferred exposures were to Wells Fargo (\$9,909) and SunTrust Bank (\$7,403). The two held-to-maturity single-issue trust preferred exposures with at least one rating below investment grade included SunTrust Bank (\$7,403) and Royal Bank of Scotland (\$973). Other corporate securities consist mainly of bonds of corporations.

There were no gross realized gains or losses on calls and sales of held to maturity securities included in earnings for the first quarter of 2015 and 2014.

The amortized cost and estimated fair value of debt securities held to maturity at March 31, 2015 and December 31, 2014 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations without penalties.

	March 31, 2015		December 31, 2014	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 180	\$ 180	\$ 360	\$ 361
Due after one year through five years	14,458	15,778	14,499	15,848
Due after five years through ten years	4,293	4,021	4,293	4,007
Due after ten years	20,160	16,980	20,158	16,568
<b>Total</b>	<b>\$ 39,091</b>	<b>\$ 36,959</b>	<b>\$ 39,310</b>	<b>\$ 36,784</b>

The carrying value of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes as required or permitted by law, approximated \$1,057,326 and \$1,081,299 at March 31, 2015 and December 31, 2014, respectively.

**Table of Contents****4. LOANS**

Major classes of loans are as follows:

	March 31, 2015	December 31, 2014
Commercial, financial and agricultural:		
Owner-occupied commercial real estate	\$ 999,920	\$ 1,016,364
Nonowner-occupied commercial real estate	2,761,853	2,760,189
Other commercial loans	1,570,335	1,577,438
<b>Total commercial, financial &amp; agricultural</b>	<b>5,332,108</b>	<b>5,353,991</b>
Residential real estate	2,257,995	2,263,354
Construction & land development	1,089,222	1,133,251
Consumer:		
Bankcard	9,901	10,437
Other consumer	368,313	358,459
<b>Total gross loans</b>	<b>\$ 9,057,539</b>	<b>\$ 9,119,492</b>

The table above does not include loans held for sale of \$8,881 and \$8,680 at March 31, 2015 and December 31, 2014, respectively. Loans held for sale consist of single-family residential real estate loans originated for sale in the secondary market.

The outstanding balances in the table above include acquired impaired loans with a recorded investment of \$172,711 or 1.91% of total gross loans at March 31, 2015 and \$176,339 or 1.93% of total gross loans at December 31, 2014. The contractual principal in these acquired impaired loans was \$239,375 and \$252,759 at March 31, 2015 and December 31, 2014, respectively. The balances above do not include future accretable net interest (i.e. the difference between the undiscounted expected cash flows and the recorded investment in the loan) on the acquired impaired loans.

Activity for the accretable yield for the first quarter of 2015 follows:

Accretable yield at the beginning of the period	\$ 11,339
Accretion (including cash recoveries)	(2,975)
Net reclassifications to accretable from non-accretable	3,474
Disposals (including maturities, foreclosures, and charge-offs)	(144)
<b>Accretable yield at the end of the period</b>	<b>\$ 11,694</b>

United's subsidiary banks have made loans to the directors and officers of United and its subsidiaries, and to their affiliates. The aggregate dollar amount of these loans was \$190,507 and \$188,516 at March 31, 2015 and December 31, 2014, respectively.

**5. CREDIT QUALITY**

Management monitors the credit quality of its loans on an ongoing basis. Measurement of delinquency and past due status are based on the contractual terms of each loan.

For all loan classes, past due loans are reviewed on a monthly basis to identify loans for nonaccrual status. Generally, when collection in full of the principal and interest is jeopardized, the loan is placed on nonaccrual status. The accrual of interest income on commercial and most consumer loans generally is discontinued when a loan becomes 90 to 120 days past due as to principal or interest. However, regardless of delinquency status, if a loan is fully secured and in the process of collection and resolution of collection is expected in the near term (generally less than 90 days), then the loan will not be placed on nonaccrual status. When interest accruals are discontinued, unpaid interest recognized in

income in the current year is reversed, and unpaid interest accrued in prior years is charged to the allowance for loan

**Table of Contents**

losses. United's method of income recognition for loans that are classified as nonaccrual is to recognize interest income on a cash basis or apply the cash receipt to principal when the ultimate collectibility of principal is in doubt. Nonaccrual loans will not normally be returned to accrual status unless all past due principal and interest has been paid and the borrower has evidenced their ability to meet the contractual provisions of the note.

A loan is categorized as a troubled debt restructuring (TDR) if a concession is granted and there is deterioration in the financial condition of the borrower. TDRs can take the form of a reduction of the stated interest rate, splitting a loan into separate loans with market terms on one loan and concessionary terms on the other loan, receipts of assets from a debtor in partial or full satisfaction of a loan, the extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk, the reduction of the face amount or maturity amount of the debt as stated in the instrument or other agreement, the reduction of accrued interest or any other concessionary type of renegotiated debt. As of March 31, 2015, United had TDRs of \$22,191 as compared to \$22,234 as of December 31, 2014. Of the \$22,191 aggregate balance of TDRs at March 31, 2015, \$9,716 was on nonaccrual status and included in the "Loans on Nonaccrual Status" on the following page. Of the \$22,234 aggregate balance of TDRs at December 31, 2014, \$4,194 was on nonaccrual status and included in the "Loans on Nonaccrual Status" on the following page. As of March 31, 2015, there were no commitments to lend additional funds to debtors owing receivables whose terms have been modified in TDRs. At March 31, 2015, United had restructured loans in the amount of \$3,951 that were modified by a reduction in the interest rate, \$8,423 that were modified by a combination of a reduction in the interest rate and the principal and \$9,817 that was modified by a change in terms.

A loan acquired and accounted for under ASC topic 310-30 "Loans and Debt Securities Acquired with Deteriorated Credit Quality" is reported as an accruing loan and a performing asset.

The following table sets forth United's troubled debt restructurings that were restructured during the three months ended March 31, 2015, segregated by class of loans. No loans were restructured during the first quarter of 2014.

	<b>Troubled Debt Restructurings For the Three Months Ended March 31, 2015</b>		
	<b>Number of Contracts</b>	<b>Pre-Modification Outstanding Recorded Investment</b>	<b>Post- Modification Outstanding Recorded Investment</b>
Commercial real estate:			
Owner-occupied	0	\$ 0	\$ 0
Nonowner-occupied	0	0	0
Other commercial	1	240	240
Residential real estate	0	0	0
Construction & land development	0	0	0
Consumer:			
Bankcard	0	0	0
Other consumer	0	0	0
<b>Total</b>	<b>1</b>	<b>\$ 240</b>	<b>\$ 240</b>

During the first quarter of 2015, \$240 of restructured loans were modified by a change in terms. In some instances, the post-modification balance on the restructured loans is larger than the pre-modification balance due to the advancement of monies for items such as delinquent taxes on real estate property. The loans were evaluated individually for allocation within United's allowance for loan losses. The modifications had an immaterial impact on the financial condition and results of operations for United.

**Table of Contents**

No loans restructured during the twelve-month periods ended March 31, 2015 and 2014 subsequently defaulted, resulting in a principal charge-off during the first quarters of 2015 and 2014, respectively.

The following table sets forth United's age analysis of its past due loans, segregated by class of loans:

**Age Analysis of Past Due Loans****As of March 31, 2015**

	<b>30-89 Days Past Due</b>	<b>90 Days or more Past Due</b>	<b>Total Past Due</b>	<b>Current &amp; Other (1)</b>	<b>Total Financing Receivables</b>	<b>Recorded Investment &gt;90 Days &amp; Accruing</b>
<b>Commercial real estate:</b>						
Owner-occupied	\$ 6,198	\$ 13,392	\$ 19,590	\$ 980,330	\$ 999,920	\$ 0
Nonowner-occupied	20,694	15,578	36,272	2,725,581	2,761,853	820
Other commercial	18,307	23,970	42,277	1,528,058	1,570,335	3,718
Residential real estate	36,820	30,381	67,201	2,190,794	2,257,995	9,658
Construction & land development	958	17,066	18,024	1,071,198	1,089,222	981
<b>Consumer:</b>						
Bankcard	262	168	430	9,471	9,901	168
Other consumer	7,254	1,321	8,575	359,738	368,313	943
<b>Total</b>	<b>\$ 90,493</b>	<b>\$ 101,876</b>	<b>\$ 192,369</b>	<b>\$ 8,865,170</b>	<b>\$ 9,057,539</b>	<b>\$ 16,288</b>

- (1) Other includes loans with a recorded investment of \$172,711 acquired and accounted for under ASC topic 310-30 Loans and Debt Securities Acquired with Deteriorated Credit Quality .

**Age Analysis of Past Due Loans****As of December 31, 2014**

	<b>30-89 Days Past Due</b>	<b>90 Days or more Past Due</b>	<b>Total Past Due</b>	<b>Current &amp; Other (1)</b>	<b>Total Financing Receivables</b>	<b>Recorded Investment &gt;90 Days &amp; Accruing</b>
<b>Commercial real estate:</b>						
Owner-occupied	\$ 4,158	\$ 13,582	\$ 17,740	\$ 998,624	\$ 1,016,364	\$ 1,039
Nonowner-occupied	10,627	14,859	25,486	2,734,703	2,760,189	45
Other commercial	17,348	17,975	35,323	1,542,115	1,577,438	3,034
Residential real estate	40,793	25,544	66,337	2,197,017	2,263,354	5,417
Construction & land development	5,329	17,119	22,448	1,110,803	1,133,251	648
<b>Consumer:</b>						
Bankcard	471	114	585	9,852	10,437	114
Other consumer	8,992	1,727	10,719	347,740	358,459	1,378

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Total	\$ 87,718	\$ 90,920	\$ 178,638	\$ 8,940,854	\$ 9,119,492	\$ 11,675
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- (1) Other includes loans with a recorded investment of \$176,339 acquired and accounted for under ASC topic 310-30 Loans and Debt Securities Acquired with Deteriorated Credit Quality .

**Table of Contents**

The following table sets forth United's nonaccrual loans, segregated by class of loans:

**Loans on Nonaccrual Status**

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
<b>Commercial real estate:</b>		
Owner-occupied	\$ 13,392	\$ 12,543
Nonowner-occupied	14,758	14,814
Other commercial	20,252	14,941
<b>Residential real estate</b>	<b>20,723</b>	<b>20,127</b>
Construction & land development	16,085	16,471
<b>Consumer:</b>		
Bankcard	0	0
Other consumer	378	349
<b>Total</b>	<b>\$ 85,588</b>	<b>\$ 79,245</b>

United assigns credit quality indicators of pass, special mention, substandard and doubtful to its loans. For United's loans with a corporate credit exposure, United internally assigns a grade based on the creditworthiness of the borrower. For loans with a consumer credit exposure, United internally assigns a grade based upon an individual loan's delinquency status. United reviews and updates, as necessary, these grades on a quarterly basis.

Special mention loans, with a corporate credit exposure, have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loans or in the Company's credit position at some future date. Borrowers may be experiencing adverse operating trends (declining revenues or margins) or an ill proportioned balance sheet (e.g., increasing inventory without an increase in sales, high leverage, tight liquidity). Adverse economic or market conditions, such as interest rate increases or the entry of a new competitor, may also support a special mention rating. Nonfinancial reasons for rating a credit exposure special mention include management problems, pending litigation, an ineffective loan agreement or other material structural weakness, and any other significant deviation from prudent lending practices. For loans with a consumer credit exposure, loans that are past due 30-89 days are considered special mention.

A substandard loan with a corporate credit exposure is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt by the borrower. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. They require more intensive supervision by management. Substandard loans are generally characterized by current or expected unprofitable operations, inadequate debt service coverage, inadequate liquidity, or marginal capitalization. Repayment may depend on collateral or other credit risk mitigants. For some substandard loans, the likelihood of full collection of interest and principal may be in doubt and thus, placed on nonaccrual. For loans with a consumer credit exposure, loans that are 90 days or more past due or that have been placed on nonaccrual are considered substandard.

A loan with corporate credit exposure is classified as doubtful if it has all the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. A doubtful loan has a high probability of total or substantial loss, but because of specific pending events that may strengthen the loan, its classification as loss is deferred. Doubtful borrowers are usually in default, lack adequate liquidity or capital, and lack the resources necessary to remain an operating entity. Pending events can include mergers, acquisitions, liquidations, capital injections, the perfection of liens on additional collateral, the valuation of collateral, and refinancing. Generally, there are not any loans with a consumer credit exposure that are classified as doubtful. Usually, they are charged-off prior to such a classification. Loans classified as doubtful are also considered impaired.

**Table of Contents**

The following tables set forth United's credit quality indicators information, by class of loans:

**Credit Quality Indicators****Corporate Credit Exposure****As of March 31, 2015**

	<b>Commercial Owner- occupied</b>	<b>Real Estate Nonowner- occupied</b>	<b>Other Commercial</b>	<b>Construction &amp; Land Development</b>
Grade:				
Pass	\$ 904,838	\$ 2,581,732	\$ 1,401,617	\$ 913,500
Special mention	16,452	67,268	22,003	64,593
Substandard	78,630	112,853	145,404	111,129
Doubtful	0	0	1,311	0
Total	\$ 999,920	\$ 2,761,853	\$ 1,570,335	\$ 1,089,222

**As of December 31, 2014**

	<b>Commercial Owner- occupied</b>	<b>Real Estate Nonowner- occupied</b>	<b>Other Commercial</b>	<b>Construction &amp; Land Development</b>
Grade:				
Pass	\$ 920,981	\$ 2,592,783	\$ 1,407,853	\$ 966,335
Special mention	26,181	48,382	20,776	64,597
Substandard	69,202	119,024	147,494	102,319
Doubtful	0	0	1,315	0
Total	\$ 1,016,364	\$ 2,760,189	\$ 1,577,438	\$ 1,133,251

**Credit Quality Indicators****Consumer Credit Exposure****As of March 31, 2015**

	<b>Residential Real Estate</b>	<b>Bankcard</b>	<b>Other Consumer</b>
Grade:			
Pass	\$ 2,174,670	\$ 9,471	\$ 359,496
Special mention	17,884	262	7,378
Substandard	63,962	168	1,439
Doubtful	1,479	0	0
Total	\$ 2,257,995	\$ 9,901	\$ 368,313

**As of December 31, 2014****Bankcard**

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	<b>Residential Real Estate</b>		<b>Other Consumer</b>
<b>Grade:</b>			
Pass	\$ 2,176,655	\$ 9,852	\$ 347,442
Special mention	18,254	471	9,113
Substandard	66,973	114	1,904
Doubtful	1,472	0	0
 Total	 \$ 2,263,354	 \$ 10,437	 \$ 358,459

Loans are designated as impaired when, in the opinion of management, based on current information and events, the collection of principal and interest in accordance with the loan contract is doubtful. Typically, United does not consider loans for impairment unless a sustained period of delinquency (i.e. 90 days or more) is noted or there are

**Table of Contents**

subsequent events that impact repayment probability (i.e. negative financial trends, bankruptcy filings, eminent foreclosure proceedings, etc.). Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. Consistent with United's existing method of income recognition for loans, interest on impaired loans, except those classified as nonaccrual, is recognized as income using the accrual method. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

The following table sets forth United's impaired loans information, by class of loans:

	<b>Impaired Loans</b>					
	March 31, 2015			December 31, 2014		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded:</b>						
Commercial real estate:						
Owner-occupied	\$ 43,875	\$ 44,087	\$ 0	\$ 37,811	\$ 37,811	\$ 0
Nonowner-occupied	62,799	63,249	0	48,126	48,462	0
Other commercial	35,642	37,354	0	38,521	40,329	0
Residential real estate	30,366	31,184	0	31,262	31,930	0
Construction & land development	39,945	44,245	0	64,945	68,799	0
Consumer:						
Bankcard	0	0	0	0	0	0
Other consumer	40	0	0	41	41	0
<b>With an allowance recorded:</b>						
Commercial real estate:						
Owner-occupied	\$ 4,961	\$ 4,961	\$ 948	\$ 5,014	\$ 5,014	\$ 776
Nonowner-occupied	6,967	6,967	960	6,994	6,994	797
Other commercial	19,836	22,836	10,479	17,554	20,554	7,168
Residential real estate	6,689	8,010	3,272	6,028	7,349	2,578
Construction & land development	9,795	13,205	3,291	10,779	14,189	3,627
Consumer:						
Bankcard	0	0	0	0	0	0
Other consumer	0	0	0	0	0	0
<b>Total:</b>						
Commercial real estate:						
Owner-occupied	\$ 48,836	\$ 49,048	\$ 948	\$ 42,825	\$ 42,825	\$ 776
Nonowner-occupied	69,766	70,216	960	55,120	55,456	797
Other commercial	55,478	60,190	10,479	56,075	60,883	7,168
Residential real estate	37,055	39,194	3,272	37,290	39,279	2,578
Construction & land development	49,740	57,450	3,291	75,724	82,988	3,627
Consumer:						
Bankcard	0	0	0	0	0	0
Other consumer	40	0	0	41	41	0

	<b>Impaired Loans</b>			
	For the Three Months Ended			
	March 31, 2015		March 31, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded:</b>				
Commercial real estate:				
Owner-occupied	\$ 40,843	\$ 62	\$ 20,597	\$ 63
Nonowner-occupied	55,463	163	33,295	56
Other commercial	37,081	100	25,141	11
Residential real estate	30,814	49	18,106	53

Construction & land development	52,445	79	31,533	69
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**Table of Contents**

	<b>Impaired Loans</b>			
	<b>For the Three Months Ended</b>			
	<b>March 31, 2015</b>		<b>March 31, 2014</b>	
	<b>Average Recorded Investment</b>	<b>Interest Income Recognized</b>	<b>Average Recorded Investment</b>	<b>Interest Income Recognized</b>
<b>Consumer:</b>				
Bankcard	0	0	0	0
Other consumer	40	0	13	0
<b>With an allowance recorded:</b>				
<b>Commercial real estate:</b>				
Owner-occupied	\$ 4,988	\$ 38	\$ 4,041	\$ 41
Nonowner-occupied	6,981	39	8,731	46
Other commercial	18,695	64	13,303	6
Residential real estate	6,359	11	9,119	64
Construction & land development	10,287	35	10,376	4
<b>Consumer:</b>				
Bankcard	0	0	0	0
Other consumer	0	0	152	0
<b>Total:</b>				
<b>Commercial real estate:</b>				
Owner-occupied	\$ 45,831	\$ 100	\$ 24,638	\$ 104
Nonowner-occupied	62,444	202	42,026	102
Other commercial	55,776	164	38,444	17
Residential real estate	37,173	60	27,225	117
Construction & land development	62,732	114	41,909	73
<b>Consumer:</b>				
Bankcard	0	0	0	0
Other consumer	40	0	165	0

At March 31, 2015 and December 31, 2014, other real estate owned (OREO) included in other assets in the Consolidated Balance Sheets was \$37,550 and \$38,778, respectively. OREO consists of real estate acquired in foreclosure or other settlement of loans. Such assets are carried at the lower of the investment in the assets or the fair value of the assets less estimated selling costs. Any adjustment to the fair value at the date of transfer is charged against the allowance for loan losses. Any subsequent valuation adjustments as well as any costs relating to operating, holding or disposing of the property are recorded in other expense in the period incurred. At March 31, 2015 and December 31, 2014, the recorded investment of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process was \$389 and \$311, respectively.

**6. ALLOWANCE FOR CREDIT LOSSES**

The allowance for loan losses is management's estimate of the probable credit losses inherent in the loan portfolio. Management's evaluation of the adequacy of the allowance for loan losses and the appropriate provision for credit losses is based upon a quarterly evaluation of the portfolio. This evaluation is inherently subjective and requires significant estimates, including the amounts and timing of estimated future cash flows, estimated losses on pools of loans based on historical loss experience, and consideration of current economic trends, all of which are susceptible to constant and significant change. Allocations are made for specific commercial loans based upon management's estimate of the borrowers ability to repay and other factors impacting collectibility. Other commercial loans not specifically reviewed on an individual basis are evaluated based on historical loss percentages applied to loan pools that have been segregated by the type of risk. Allocations for loans other than commercial loans are made based upon historical loss experience adjusted for current environmental conditions. The allowance for credit losses includes estimated probable inherent but undetected losses within the portfolio due to uncertainties in economic conditions, delays in obtaining information, including unfavorable information about a borrower's financial condition, the difficulty in identifying triggering events that correlate perfectly to subsequent loss rates, and risk factors that have not yet fully manifested themselves in loss allocation factors. In addition, a portion of the allowance accounts for the inherent imprecision in the allowance for credit losses analysis.

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**Table of Contents**

For purposes of determining the general allowance, the loan portfolio is segregated by loan product type to recognize differing risk profiles among loan categories. It is further segregated by credit grade for risk-rated loan pools and delinquency for homogeneous loan pools. The outstanding principal balance within each pool is multiplied by historical loss data and certain qualitative factors to derive the general loss allocation per pool. Specific loss allocations are calculated for loans in excess of \$500 thousand in accordance with ASC topic 310. Risk characteristics of owner-occupied commercial real estate loans and other commercial loans are similar in that they are normally dependent upon the borrower's internal cash flow from operations to service debt. Nonowner-occupied commercial real estate loans differ in that cash flow to service debt is normally dependent on external income from third parties for use of the real estate such as rents, leases and room rates. Residential real estate loans are dependent upon individual borrowers who are affected by changes in general economic conditions, demand for housing and resulting residential real estate valuation. Construction and land development loans are impacted mainly by demand whether for new residential housing or for retail, industrial, office and other types of commercial construction within a given area. Consumer loan pool risk characteristics are influenced by general, regional and local economic conditions. During the first quarter of 2015, there were no material changes to the accounting policy or methodology related to the allowance for loan losses.

Loans deemed to be uncollectible are charged against the allowance for loan losses, while recoveries of previously charged-off amounts are credited to the allowance for loan losses. For commercial loans, when a loan or a portion of a loan is identified to contain a loss, a charge-off recommendation is directed to management to charge-off all or a portion of that loan. Generally, any unsecured commercial loan more than six months delinquent in payment of interest must be charged-off in full. If secured, the charge-off is generally made to reduce the loan balance to a level equal to the liquidation value of the collateral when payment of principal and interest is six months delinquent. Any commercial loan, secured or unsecured, on which a principal or interest payment has not been made within 90 days, is reviewed monthly for appropriate action.

For consumer loans, closed-end retail loans that are past due 120 cumulative days delinquent from the contractual due date and open-end loans 180 cumulative days delinquent from the contractual due date are charged-off. Any consumer loan on which a principal or interest payment has not been made within 90 days is reviewed monthly for appropriate action. For a one-to-four family open-end or closed-end residential real estate loan, home equity loan, or high-loan-to-value loan that has reached 180 or more days past due, management evaluates the collateral position and charge-offs any amount that exceeds the value of the collateral. On retail credits for which the borrower is in bankruptcy, all amounts deemed unrecoverable are charged off within 60 days of the receipt of the notification. On retail credits effected by fraud, a loan is charged-off within 90 days of the discovery of the fraud. In the event of the borrower's death and if repayment within the required timeframe is uncertain, the loan is generally charged-off as soon as the amount of the loss is determined.

For loans acquired through the completion of a transfer, including loans acquired in a business combination, that have evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that United will be unable to collect all contractually required payment receivable are initially recorded at fair value (as determined by the present value of expected future cash flows) with no valuation allowance. The difference between the undiscounted cash flows expected at acquisition and the investment in the loan, or the accretable yield, is recognized as interest income on a level-yield method over the life of the loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the nonaccretable difference, are not recognized as a yield adjustment or as a loss accrual or a valuation allowance. Increases in expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition (meaning the present value of all cash flows expected at acquisition that ultimately are not to be received). The amount of provision for loan losses related to loans acquired that have evidence of deterioration of credit quality was \$3,364 and \$72 for the three months ended March 31, 2015 and 2014, respectively.

**Table of Contents**

United maintains an allowance for loan losses and a reserve for lending-related commitments such as unfunded loan commitments and letters of credit. The reserve for lending-related commitments of \$1,475 and \$1,518 at March 31, 2015 and December 31, 2014, respectively, is separately classified on the balance sheet and is included in other liabilities. The combined allowance for loan losses and reserve for lending-related commitments are referred to as the allowance for credit losses.

A progression of the allowance for loan losses, by loan portfolio segment, for the three months ended March 31, 2015 is summarized as follows:

**Allowance for Loan Losses and Carrying Amount of Loans****For the Three Months Ended March 31, 2015**

	Commercial Real Estate			Residential Real Estate	Construction & Land Development	Consumer	Allowance for Estimated Imprecision	Total
	Owner- occupied	Nonowner- occupied	Other Commercial					
<b>Allowance for Loan Losses:</b>								
Beginning balance	\$ 4,041	\$ 8,167	\$ 26,931	\$ 13,835	\$ 19,402	\$ 3,083	\$ 70	\$ 75,529
Charge-offs	1,699	170	2,498	610	462	669	0	6,108
Recoveries	102	18	111	63	325	179	0	798
Provision	1,962	(345)	4,043	1,269	(2,320)	658	87	5,354
Ending balance	\$ 4,406	\$ 7,670	\$ 28,587	\$ 14,557	\$ 16,945	\$ 3,251	\$ 157	\$ 75,573
Ending Balance: individually evaluated for impairment	\$ 948	\$ 960	\$ 10,479	\$ 3,272	\$ 3,291	\$ 0	\$ 0	\$ 18,950
Ending Balance: collectively evaluated for impairment	\$ 3,458	\$ 6,710	\$ 18,108	\$ 11,285	\$ 13,654	\$ 3,251	\$ 157	\$ 56,623
Ending Balance: loans acquired with deteriorated credit quality	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
<b>Financing receivables:</b>								
Ending balance	\$ 999,920	\$ 2,761,853	\$ 1,570,335	\$ 2,257,995	\$ 1,089,222	\$ 378,214	\$ 0	\$ 9,057,539
Ending Balance: individually evaluated for impairment	\$ 13,413	\$ 13,590	\$ 28,160	\$ 16,209	\$ 17,571	\$ 0	\$ 0	\$ 88,943
Ending Balance: collectively evaluated for impairment	\$ 955,476	\$ 2,694,398	\$ 1,515,599	\$ 2,223,097	\$ 1,029,150	\$ 378,165	\$ 0	\$ 8,795,885
Ending Balance: loans acquired with deteriorated credit quality	\$ 31,031	\$ 53,865	\$ 26,576	\$ 18,689	\$ 42,501	\$ 49	\$ 0	\$ 172,711

**Table of Contents****Allowance for Loan Losses and Carrying Amount of Loans****For the Year Ended December 31, 2014**

	Commercial Real Estate			Residential Real Estate	Construction & Land Development	Consumer	Allowance for Estimated Imprecision	Total
	Owner- occupied	Nonowner- occupied	Other Commercial					
<b>Allowance for Loan Losses:</b>								
Beginning balance	\$ 5,653	\$ 8,992	\$ 20,917	\$ 16,694	\$ 18,953	\$ 2,945	\$ 44	\$ 74,198
Charge-offs	3,073	2,097	4,947	5,027	7,476	2,621	0	25,241
Recoveries	2,372	268	294	573	685	443	0	4,635
Provision	(911)	1,004	10,667	1,595	7,240	2,316	26	21,937
Ending balance	\$ 4,041	\$ 8,167	\$ 26,931	\$ 13,835	\$ 19,402	\$ 3,083	\$ 70	\$ 75,529
Ending Balance: individually evaluated for impairment	\$ 776	\$ 797	\$ 7,168	\$ 2,578	\$ 3,627	\$ 0	\$ 0	\$ 14,946
Ending Balance: collectively evaluated for impairment	\$ 3,265	\$ 7,370	\$ 19,763	\$ 11,257	\$ 15,775	\$ 3,083	\$ 70	\$ 60,583
Ending Balance: loans acquired with deteriorated credit quality	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
<b>Financing receivables:</b>								
Ending balance	\$ 1,016,364	\$ 2,760,189	\$ 1,577,438	\$ 2,263,354	\$ 1,133,251	\$ 368,896	\$ 0	\$ 9,119,492
Ending Balance: individually evaluated for impairment	\$ 12,869	\$ 13,733	\$ 27,491	\$ 16,189	\$ 17,168	\$ 0	\$ 0	\$ 87,450
Ending Balance: collectively evaluated for impairment	\$ 971,408	\$ 2,692,374	\$ 1,523,504	\$ 2,227,605	\$ 1,071,966	\$ 368,846	\$ 0	\$ 8,855,703
Ending Balance: loans acquired with deteriorated credit quality	\$ 32,087	\$ 54,082	\$ 26,443	\$ 19,560	\$ 44,117	\$ 50	\$ 0	\$ 176,339

**7. INTANGIBLE ASSETS**

The following is a summary of intangible assets subject to amortization and those not subject to amortization:

	Gross Carrying Amount	As of March 31, 2015	
		Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Core deposit intangible assets	\$ 60,577	(\$ 40,172)	\$ 20,405
Goodwill not subject to amortization			\$ 710,252

**Table of Contents**

	As of December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Core deposit intangible assets	\$ 60,577	(\$ 39,317)	\$ 21,260
Goodwill not subject to amortization			\$ 709,794

United incurred amortization expense of \$855 and \$809 for the quarters ended March 31, 2015 and 2014, respectively.

The following table sets forth the anticipated amortization expense for intangible assets for the years subsequent to 2014:

Year	Amount
2015	\$ 3,420
2016	2,981
2017	2,767
2018	2,574
2019 and thereafter	9,518

**8. SHORT-TERM BORROWINGS**

Federal funds purchased and securities sold under agreements to repurchase are a significant source of funds for the Company. United has various unused lines of credit available from certain of its correspondent banks in the aggregate amount of \$234,000. These lines of credit, which bear interest at prevailing market rates, permit United to borrow funds in the overnight market, and are renewable annually subject to certain conditions. At March 31, 2015, federal funds purchased were \$48,115 while securities sold under agreements to repurchase (REPOs) were \$273,865. Excluded from the \$273,865 of total REPOs were wholesale REPOs of \$51,973, including purchase accounting amounts, assumed in the Virginia Commerce merger. These wholesale REPOs are scheduled to mature in May of 2018. The securities sold under agreements to repurchase were accounted for as collateralized financial transactions. They were recorded at the amounts at which the securities were acquired or sold plus accrued interest.

United has a \$20,000 line of credit with an unrelated financial institution to provide for general liquidity needs. The line is an unsecured, revolving line of credit. The line will be renewable on a 360 day basis and will carry an indexed, floating-rate of interest. The line requires compliance with various financial and nonfinancial covenants. At March 31, 2015, United had no outstanding balance under this line of credit.

**9. LONG-TERM BORROWINGS**

United's subsidiary banks are members of the Federal Home Loan Bank (FHLB). Membership in the FHLB makes available short-term and long-term borrowings from collateralized advances. All FHLB borrowings are collateralized by a mix of single-family residential mortgage loans, commercial loans and investment securities. At March 31, 2015, United had an unused borrowing amount of approximately \$2,509,031 available subject to delivery of collateral after certain trigger points. Advances may be called by the FHLB or redeemed by United based on predefined factors and penalties.

**Table of Contents**

At March 31, 2015, \$705,000 of FHLB advances with a weighted-average interest rate of 0.38% are scheduled to mature within the next five years. No overnight funds are included in the \$705,000 above at March 31, 2015. The scheduled maturities of these FHLB borrowings are as follows:

<b>Year</b>	<b>Amount</b>
2015	\$ 669,047
2016	637
2017	316
2018	0
2019 and thereafter	35,000
<b>Total</b>	<b>\$ 705,000</b>

At March 31, 2015, United had a total of thirteen statutory business trusts that were formed for the purpose of issuing or participating in pools of trust preferred capital securities (Capital Securities) with the proceeds invested in junior subordinated debt securities (Debentures) of United. The Debentures, which are subordinate and junior in right of payment to all present and future senior indebtedness and certain other financial obligations of United, are the sole assets of the trusts and United's payment under the Debentures is the sole source of revenue for the trusts. At March 31, 2015 and December 31, 2014, the outstanding balance of the Debentures was \$222,854 and \$222,636, respectively, and was included in the category of long-term debt on the Consolidated Balance Sheets entitled Other long-term borrowings. The Capital Securities are not included as a component of shareholders' equity in the Consolidated Balance Sheets. United fully and unconditionally guarantees each individual trust's obligations under the Capital Securities.

Under the provisions of the subordinated debt, United has the right to defer payment of interest on the subordinated debt at any time, or from time to time, for periods not exceeding five years. If interest payments on the subordinated debt are deferred, the dividends on the Capital Securities are also deferred. Interest on the subordinated debt is cumulative.

During the fourth quarter of 2014, United redeemed the Capital Securities of Sequoia Capital Trust I. As part of the redemption, United retired the \$2,000 principal of 10.18% Junior Subordinated Debentures issued by Sequoia Capital Trust I. During the fourth quarter of 2014, United redeemed the Capital Securities of VCBI Capital Trust IV. As part of the redemption, United retired the \$25,000 principal amount of 10.20% Junior Subordinated Debentures issued by VCBI Capital Trust IV. The redemptions were funded with excess cash available to United.

In July of 2013, United's primary federal regulator, the Federal Reserve, published final rules (the Basel III Capital Rules) establishing a new comprehensive capital framework for U.S. banking organizations which were effective for United on January 1, 2015. The Basel III Capital Rules permit bank holding companies such as United with less than \$15 billion in total consolidated assets as of December 31, 2009 to include in additional Tier 1 Capital trust preferred securities and cumulative perpetual preferred stock issued and included in Tier 1 Capital prior to May 19, 2010 on a permanent basis, without any phase-out. However, United's Trust Preferred Securities are subject to a limit of 25 percent of Tier 1 capital elements excluding any non-qualifying capital instruments and after all regulatory capital deductions and adjustments applied to Tier 1 capital. Trust Preferred Securities no longer included in United's Tier 1 capital may be included as a component of Tier 2 capital on a permanent basis without phase-out. As of March 31, 2015, all of United's Trust Preferred Securities qualify as Tier 1 Capital.

**10. COMMITMENTS AND CONTINGENT LIABILITIES**

United is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers and to alter its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby letters of credit, and interest rate swap agreements. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the financial statements.

## **Table of Contents**

United's maximum exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for the loan commitments and standby letters of credit is the contractual or notional amount of those instruments. United uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Collateral may be obtained, if deemed necessary, based on management's credit evaluation of the counterparty.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the commitment contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily, and historically do not, represent future cash requirements. The amount of collateral obtained, if deemed necessary upon the extension of credit, is based on management's credit evaluation of the counterparty. United had approximately \$2,687,430 and \$2,763,129 of loan commitments outstanding as of March 31, 2015 and December 31, 2014, respectively, approximately half of which expire within one year.

Commercial and standby letters of credit are agreements used by United's customers as a means of improving their credit standing in their dealings with others. Under these agreements, United guarantees certain financial commitments of its customers. A commercial letter of credit is issued specifically to facilitate trade or commerce. Typically, under the terms of a commercial letter of credit, a commitment is drawn upon when the underlying transaction is consummated as intended between the customer and a third party. As of March 31, 2015 and December 31, 2014, United had \$226 and \$216, respectively, of outstanding commercial letters of credit. A standby letter of credit is generally contingent upon the failure of a customer to perform according to the terms of an underlying contract with a third party. United has issued standby letters of credit of \$149,245 and \$160,230 as of March 31, 2015 and December 31, 2014, respectively. In accordance with the Contingencies Topic of the FASB Accounting Standards Codification, United has determined that substantially all of its letters of credit are renewed on an annual basis and the fees associated with these letters of credit are immaterial.

United and its subsidiaries are currently involved in various legal proceedings in the normal course of business. Management is vigorously pursuing all its legal and factual defenses and, after consultation with legal counsel, believes that all such litigation will be resolved with no material effect on United's financial position.

## **11. DERIVATIVE FINANCIAL INSTRUMENTS**

United uses derivative instruments to help manage adverse prices or interest rate movements on the value of certain assets or liabilities and on future cash flows. These derivatives may consist of interest rate swaps, caps, floors, collars, futures, forward contracts, written and purchased options. United also executes derivative instruments with its commercial banking customers to facilitate its risk management strategies.

United accounts for its derivative financial instruments in accordance with the Derivatives and Hedging topic of the FASB Accounting Standards Codification. The Derivatives and Hedging topic require all derivative instruments to be carried at fair value on the balance sheet. United has designated certain derivative instruments used to manage interest rate risk as hedge relationships with certain assets, liabilities or cash flows being hedged. Certain derivatives used for interest rate risk management are not designated in a hedge relationship.

Derivative instruments designated in a hedge relationship to mitigate exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. As of March 31, 2015, United has only fair value hedges.

**Table of Contents**

For a fair value hedge, the fair value of the interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to the hedged financial instrument. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a fair value hedge are offset in current period earnings. For a cash flow hedge, the fair value of the interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to other comprehensive income within shareholders' equity, net of tax. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a cash flow hedge are offset to other comprehensive income, net of tax. The portion of a hedge that is ineffective is recognized immediately in earnings.

At inception of a hedge relationship, United formally documents the hedged item, the particular risk management objective, the nature of the risk being hedged, the derivative being used, how effectiveness of the hedge will be assessed and how the ineffectiveness of the hedge will be measured. United also assesses hedge effectiveness at inception and on an ongoing basis using regression analysis. Hedge ineffectiveness is measured by using the change in fair value method. The change in fair value method compares the change in the fair value of the hedging derivative to the change in the fair value of the hedged exposure, attributable to changes in the benchmark rate. The portion of a hedge that is ineffective is recognized immediately in earnings.

The derivative portfolio also includes derivative financial instruments not included in hedge relationships. These derivatives consist of interest rate swaps used for interest rate management purposes and derivatives executed with commercial banking customers to facilitate their interest rate management strategies. For derivatives that are not designated in a hedge relationship, changes in the fair value of the derivatives are recognized in earnings in the same period as the change in fair value. Gains and losses on other derivative financial instruments are included in noninterest income and noninterest expense, respectively.

The following table sets forth certain information regarding the interest rate derivatives portfolio used for interest-rate risk management purposes and designated as accounting hedges under the Derivatives and Hedging topic at March 31, 2015.

**Derivative Classifications and Hedging Relationships****March 31, 2015**

	<b>Notional Amount</b>	<b>Average Pay Rate</b>
<b>Fair Value Hedges:</b>		
Pay Fixed Swaps (Hedging Commercial Loans)	\$ 37,121	5.07%
<b>Total Derivatives Used in Fair Value Hedges</b>	<b>\$ 37,121</b>	
<b>Total Derivatives Used for Interest Rate Risk Management and Designated as Hedges</b>	<b>\$ 37,121</b>	

The following tables summarize the fair value of United's derivative financial instruments.

	<b>Asset Derivatives</b>			
	<b>March 31, 2015</b>		<b>December 31, 2014</b>	
	<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>
<b>Derivatives designated as hedging instruments</b>				
Interest rate contracts	Other assets	\$ 0	Other assets	\$ 90
<b>Total derivatives designated as hedging instruments</b>		<b>\$ 0</b>		<b>\$ 90</b>

**Table of Contents**

	Asset Derivatives			
	March 31, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives not designated as hedging instruments</b>				
Interest rate contracts	Other assets	\$ 3,775	Other assets	\$ 3,704
<b>Total derivatives not designated as hedging instruments</b>		\$ 3,775		\$ 3,704
Total asset derivatives		\$ 3,775		\$ 3,794

	Liability Derivatives			
	March 31, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives designated as hedging instruments</b>				
Interest rate contracts	Other liabilities	\$ 1,090	Other liabilities	\$ 432
<b>Total derivatives designated as hedging instruments</b>		\$ 1,090		\$ 432
<b>Derivatives not designated as hedging instruments</b>				
Interest rate contracts	Other liabilities	\$ 3,775	Other liabilities	\$ 3,704
<b>Total derivatives not designated as hedging instruments</b>		\$ 3,775		\$ 3,704
Total liability derivatives		\$ 4,865		\$ 4,136

Derivative contracts involve the risk of dealing with both bank customers and institutional derivative counterparties and their ability to meet contractual terms. Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. United's exposure is limited to the replacement value of the contracts rather than the notional amount of the contract. The Company's agreements generally contain provisions that limit the unsecured exposure up to an agreed upon threshold. Additionally, the Company attempts to minimize credit risk through certain approval processes established by management.

The effect of United's derivative financial instruments on its Consolidated Statement of Income for the first three months ended March 31, 2015 and 2014 is presented below:

	Income Statement Location	Three Months Ended	
		March 31, 2015	March 31, 2014
<b>Derivatives in fair value hedging relationships</b>			
Interest rate contracts	Interest income/ (expense)	\$ (424)	\$ (251)
<b>Total derivatives in fair value hedging relationships</b>		\$ (424)	\$ (251)
<b>Derivatives not designated as hedging instruments</b>			
Interest rate contracts <sup>(1)</sup>	Other income	\$ 0	\$ 0



**Table of Contents**

	Income Statement Location	Three Months Ended	
		March 31, 2015	March 31, 2014
<b>Total derivatives not designated as hedging instruments</b>		\$ 0	\$ 0
Total derivatives		\$ (424)	\$ (251)

(1) Represents net gains and net losses from derivative assets not designated as hedging instruments.

For the first three months ended March 31, 2015 and 2014, changes in the fair value of any interest rate swaps attributed to hedge ineffectiveness were recorded, but were not significant to United's Consolidated Statements of Income.

**12. FAIR VALUE MEASUREMENTS**

United determines the fair values of its financial instruments based on the fair value hierarchy established by ASC topic 820, which also clarifies that fair value of certain assets and liabilities is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

The Fair Value Measurements and Disclosures topic specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect United's market assumptions.

The three levels of the fair value hierarchy, based on these two types of inputs, are as follows:

- Level 1 - Valuation is based on quoted prices in active markets for identical assets and liabilities.
- Level 2 - Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.
- Level 3 - Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

When determining the fair value measurements for assets and liabilities, United looks to active and observable markets to price identical assets or liabilities whenever possible and classifies such items in Level 1. When identical assets and liabilities are not traded in active markets, United looks to market observable data for similar assets and liabilities and classifies such items as Level 2. Nevertheless, certain assets and liabilities are not actively traded in observable markets and United must use alternative valuation techniques using unobservable inputs to determine a fair value and classifies such items as Level 3. For assets and liabilities that are not actively traded, the fair value measurement is based primarily upon estimates that require significant judgment. Therefore, the results may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there are inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results of current or future values. The level within the fair value hierarchy is based on the lowest level of input that is significant in the fair value measurement.

In accordance with ASC topic 820, the following describes the valuation techniques used by United to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the financial statements:

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**Table of Contents**

**Securities available for sale:** Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Using a market approach valuation methodology, third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that considers observable market data (Level 2). Management internally reviews the fair values provided by third party vendors on a monthly basis. Management's review consists of comparing fair values assigned by third party vendors to trades and offerings observed by management. The review requires some degree of judgment as to the number or percentage of securities to review on the part of management which could fluctuate based on results of past reviews and in comparison to current expectations. Exceptions that are deemed to be material are reviewed by management. Additionally, to assess the reliability of the information received from third party vendors, management obtains documentation from third party vendors related to the sources, methodologies, and inputs utilized in valuing securities classified as Level 2. Management analyzes this information to ensure the underlying assumptions appear reasonable. Management also obtains an independent service auditor's report from third party vendors to provide reasonable assurance that appropriate controls are in place over the valuation process. Upon completing its review of the pricing from third party vendors at March 31, 2015, management determined that the prices provided by its third party pricing source were reasonable and in line with management's expectations for the market values of these securities. Therefore, prices obtained from third party vendors that did not reflect forced liquidation or distressed sales were not adjusted by management at March 31, 2015. Management utilizes a number of factors to determine if a market is inactive, all of which may require a significant level of judgment. Factors that management considers include: a significant widening of the bid-ask spread, a considerable decline in the volume and level of trading activity in the instrument, a significant variance in prices among market participants, and a significant reduction in the level of observable inputs. Any securities available for sale not valued based upon quoted market prices or third party pricing models that consider observable market data are considered Level 3. Currently, United considers its valuation of available-for-sale Trup Cdos as Level 3. The Fair Value Measurements and Disclosures topic assumes that fair values of financial assets are determined in an orderly transaction and not a forced liquidation or distressed sale at the measurement date. Based on financial market conditions, United feels that the fair values obtained from its third party vendor reflect forced liquidation or distressed sales for these Trup Cdos due to decreased volume and trading activity. Additionally, management held discussions with institutional traders to identify trends in the number and type of transactions related to the Trup Cdos sector. Based upon management's review of the market conditions for Trup Cdos, it was determined that an income approach valuation technique (present value technique) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs is more representative of fair value than the valuation technique used by United's third party vendor. The present value technique discounts expected future cash flows of a security to arrive at a present value. Management considers the following items when calculating the appropriate discount rate: the implied rate of return when the market was last active, changes in the implied rate of return as markets moved from very active to inactive, recent changes in credit ratings, and recent activity showing that the market has built in increased liquidity and credit premiums. Management's internal credit review of each security was also factored in to determine the appropriate discount rate. The credit review considered each security's collateral, subordination, excess spread, priority of claims, principal and interest. Discount margins used in the valuation at March 31, 2015 ranged from LIBOR plus 4.00% to LIBOR plus 9.75%. Management completed a sensitivity analysis on the fair value of its Trup Cdos. Given a comprehensive 200 basis point increase in the discount rates, the total fair value of these securities would decline by approximately 19%, or \$7,241.

**Derivatives:** United utilizes interest rate swaps to hedge exposure to interest rate risk and variability of cash flows associated to changes in the underlying interest rate of the hedged item. These hedging interest rate swaps are classified as either a fair value hedge or a cash flow hedge. United's derivative portfolio also includes derivative financial instruments not included in hedge relationships. These derivatives consist of interest rate swaps used for interest rate management purposes and derivatives executed with commercial banking customers to facilitate their

**Table of Contents**

interest rate management strategies. United utilizes third-party vendors for derivative valuation purposes. These vendors determine the appropriate fair value based on a net present value calculation of the cash flows related to the interest rate swaps using primarily observable market inputs such as interest rate yield curves (Level 2). Valuation adjustments to derivative fair values for liquidity and credit risk are also taken into consideration, as well as the likelihood of default by United and derivative counterparties, the net counterparty exposure and the remaining maturities of the positions. Values obtained from third party vendors are typically not adjusted by management. Management internally reviews the derivative values provided by third party vendors on a quarterly basis. All derivative values are tested for reasonableness by management utilizing a net present value calculation.

For a fair value hedge, the fair value of the interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to the hedged financial instrument. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a fair value hedge are offset in current period earnings either in interest income or interest expense depending on the nature of the hedged financial instrument. For a cash flow hedge, the fair value of the interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to other comprehensive income within shareholders' equity, net of tax. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a cash flow hedge are offset to other comprehensive income, net of tax. The portion of a hedge that is ineffective is recognized immediately in earnings.

For derivatives that are not designated in a hedge relationship, changes in the fair value of the derivatives are recognized in earnings in the same period as the change in the fair value. Unrealized gains and losses due to changes in the fair value of other derivative financial instruments not in hedge relationship are included in noninterest income and noninterest expense, respectively.

The following tables present the balances of financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2015 and December 31, 2014, segregated by the level of the valuation inputs within the fair value hierarchy.

Description	Fair Value at March 31, 2015 Using			
	Balance as of March 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
Available for sale debt securities:				
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 91,354	\$ 0	\$ 91,354	\$ 0
State and political subdivisions	136,202	0	136,202	0
Residential mortgage-backed securities				
Agency	543,188	0	543,188	0
Non-agency	11,564	0	11,564	0
Asset-backed securities	8,003	0	8,003	0
Commercial mortgage-backed securities				
Agency	315,547	0	315,547	0
Trust preferred collateralized debt obligations	37,461	0	0	37,461
Single issue trust preferred securities	11,642	0	11,642	0
Other corporate securities	5,119	0	5,119	0
Total available for sale debt securities	1,160,080	0	1,122,619	37,461
Available for sale equity securities:				

**Table of Contents**

Description	Fair Value at March 31, 2015 Using			
	Balance as of March 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial services industry	3,235	746	2,489	0
Equity mutual funds (1)	620	620	0	0
Other equity securities	1,201	1,201	0	0
Total available for sale equity securities	5,056	2,567	2,489	0
Total available for sale securities	1,165,136	2,567	1,125,108	37,461
Derivative financial assets:				
Interest rate contracts	3,775	0	3,775	0
Liabilities				
Derivative financial liabilities:				
Interest rate contracts	4,865	0	4,865	0

- (1) The equity mutual funds are within a rabbi trust for the payment of benefits under a deferred compensation plan for certain key officers of United and its subsidiaries.

Description	Fair Value at December 31, 2014 Using			
	Balance as of December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Available for sale debt securities:				
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 89,981	\$ 0	\$ 89,981	\$ 0
State and political subdivisions	136,863	0	136,863	0
Residential mortgage-backed securities				
Agency	555,685	0	555,685	0
Non-agency	12,018	0	12,018	0
Asset-backed securities	8,027	0	8,027	0
Commercial mortgage-backed securities				
Agency	317,099	0	317,099	0
Trust preferred collateralized debt obligations	39,558	0	0	39,558
Single issue trust preferred securities	11,744	0	11,744	0
Other corporate securities	5,135	0	5,135	0
Total available for sale debt securities	1,176,110	0	1,136,552	39,558
Available for sale equity securities:				
Financial services industry	2,533	759	1,774	0

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Equity mutual funds (1)	560	560	0	0
Other equity securities	1,183	1,183	0	0
<b>Total available for sale equity securities</b>	<b>4,276</b>	<b>2,502</b>	<b>1,774</b>	<b>0</b>
Total available for sale securities	1,180,386	2,502	1,138,326	39,558
<b>Derivative financial assets:</b>				
Interest rate contracts	3,794	0	3,794	0

**Table of Contents**

Description	Fair Value at December 31, 2014 Using			
	Balance as of December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities				
Derivative financial liabilities:				
Interest rate contracts	4,136	0	4,136	0

(1) The equity mutual funds are within a rabbi trust for the payment of benefits under a deferred compensation plan for certain key officers of United and its subsidiaries.

The following table presents additional information about financial assets and liabilities measured at fair value at March 31, 2015 and December 31, 2014 on a recurring basis and for which United has utilized Level 3 inputs to determine fair value:

	Available-for-sale Securities	
	March 31, 2015	December 31, 2014
Balance, beginning of period	\$ 39,558	\$ 43,449
Total gains or losses (realized/unrealized):		
Included in earnings (or changes in net assets)	(34)	(4,034)
Included in other comprehensive income	(2,063)	12,312
Purchases, issuances, and settlements	0	(12,169)
Transfers in and/or out of Level 3	0	0
Balance, end of period	\$ 37,461	\$ 39,558

The amount of total gains or losses for the period included in earnings (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at reporting date

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following describes the valuation techniques used by United to measure certain financial assets recorded at fair value on a non-recurring basis in the financial statements.

**Loans held for sale:** Loans held for sale are carried at the lower of cost or fair value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). As such, United records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the quarter ended March 31, 2015. Gains and losses on sale of loans are recorded within income from mortgage banking on the Consolidated Statements of Income.

**Impaired Loans:** Loans are designated as impaired when, in the judgment of management based on current information



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**Table of Contents**

and events, it is probable that all amounts due according to the contractual terms of the loan agreement will not be collected. Impairment is measured based upon the present value of expected future cash flows from the loan discounted at the loan's effective rate and the loan's observable market price or the fair value of collateral, if the loan is collateral dependent. Fair value is measured using a market approach based on the value of the collateral securing the 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 utilizing an appraisal conducted by an independent, licensed appraiser outside of the Company using comparable property sales (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable business financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). For impaired loans, a specific reserve is established through the Allowance for Loan Losses, if necessary, by estimating the fair value of the underlying collateral on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for credit losses expense on the Consolidated Statements of Income.

**OREO:** OREO consists of real estate acquired in foreclosure or other settlement of loans. Such assets are carried on the balance sheet at the lower of the investment in the assets or the fair value of the assets less estimated selling costs. Fair value is determined by one of two market approach methods depending on whether the property has been vacated and an appraisal can be conducted. If the property has yet to be vacated and thus an appraisal cannot be performed, a Brokers Price Opinion (i.e. BPO), is obtained. A BPO represents a best estimate valuation performed by a realtor based on knowledge of current property values and a visual examination of the exterior condition of the property. Once the property is subsequently vacated, a formal appraisal is obtained and the recorded asset value appropriately adjusted. On the other hand, if the OREO property has been vacated and an appraisal can be conducted, the fair value of the property is determined based upon the appraisal using a market approach. An authorized independent appraiser conducts appraisals for United. Appraisals for property other than ongoing construction are based on consideration of comparable property sales (Level 2). In contrast, valuation of ongoing construction assets requires some degree of professional judgment. In conducting an appraisal for ongoing construction property, the appraiser develops two appraised amounts: an "as is" appraised value and a "completed" value. Based on professional judgment and their knowledge of the particular situation, management determines the appropriate fair value to be utilized for such property (Level 3). As a matter of policy, valuations are reviewed at least annually and appraisals are generally updated on a bi-annual basis with values lowered as necessary.

**Intangible Assets:** For United, intangible assets consist of goodwill and core deposit intangibles. Goodwill is tested for impairment at least annually or sooner if indicators of impairment exist. Goodwill impairment would be defined as the difference between the recorded value of goodwill (i.e. book value) and the implied fair value of goodwill. In determining the implied fair value of goodwill for purposes of evaluating goodwill impairment, United determines the fair value of the reporting unit using a market approach and compares the fair value to its carrying value. If the carrying value exceeds the fair value, a step two test is performed whereby the implied fair value is computed by deducting the fair value of all tangible and intangible net assets from the fair value of the reporting unit. Core deposit intangibles relate to the estimated value of the deposit base of acquired institutions. Management reviews core deposit intangible assets on an annual basis, or sooner if indicators of impairment exist, and evaluates changes in facts and circumstances that may indicate impairment in the carrying value. Other than those intangible assets recorded in the acquisition of Virginia Commerce, no fair value measurement of intangible assets was made during the first quarter of 2015 and 2014.

**Table of Contents**

The following table summarizes United's financial assets that were measured at fair value on a nonrecurring basis during the period.

Description	Carrying value at March 31, 2015					YTD Losses
	Balance as of March 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets						
Impaired Loans	\$ 48,248	\$ 0	\$ 6,815	\$ 41,433		\$ 2,360
OREO	37,550	0	37,550	0		495

Description	Carrying value at December 31, 2014					YTD Losses
	Balance as of December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets						
Impaired Loans	\$ 46,369	\$ 0	\$ 8,518	\$ 37,851		\$ 7,349
OREO	38,778	0	38,778	0		3,307

The following methods and assumptions were used by United in estimating its fair value disclosures for other financial instruments:

**Cash and Cash Equivalents:** The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair values.

**Securities held to maturity and other securities:** The estimated fair values of held to maturity are based on quoted market prices, where available. If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that considers observable market data. Any securities held to maturity, not valued based upon the methods above, are valued based on a discounted cash flow methodology using appropriately adjusted discount rates reflecting nonperformance and liquidity risks. Other securities consist mainly of shares of Federal Home Loan Bank and Federal Reserve Bank stock that do not have readily determinable fair values and are carried at cost.

**Loans:** The fair values of certain mortgage loans (e.g., one-to-four family residential), credit card loans, and other consumer loans are based on quoted market prices of similar loans sold in conjunction with securitization transactions, adjusted for differences in loan characteristics. The fair values of other loans (e.g., commercial real estate and rental property mortgage loans, commercial and industrial loans, financial institution loans and agricultural loans) are estimated using discounted cash flow analyses, using market interest rates currently being offered for loans with similar terms to borrowers of similar creditworthiness, which include adjustments for liquidity concerns. For acquired impaired loans, fair value is assumed to equal United's carrying value, which represents the present value of expected future principal and interest cash flows, as adjusted for any Allowance for Loan Losses recorded for these loans.

**Deposits:** The fair values of demand deposits (e.g., interest and noninterest checking, regular savings and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of

variable-rate, fixed-term money market accounts and certificates of

**Table of Contents**

deposit approximate their fair values at the reporting date. Fair values of fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Short-term Borrowings:** The carrying amounts of federal funds purchased, borrowings under repurchase agreements and any other short-term borrowings approximate their fair values.

**Long-term Borrowings:** The fair values of United's Federal Home Loan Bank borrowings and trust preferred securities are estimated using discounted cash flow analyses, based on United's current incremental borrowing rates for similar types of borrowing arrangements.

The estimated fair values of United's financial instruments are summarized below:

	Carrying Amount	Fair Value	Fair Value Measurements		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>March 31, 2015</b>					
Cash and cash equivalents	\$ 667,494	\$ 667,494	\$ 0	\$ 667,494	\$ 0
Securities available for sale	1,165,136	1,165,136	2,567	1,125,108	37,461
Securities held to maturity	39,091	36,959	0	34,939	2,020
Other securities	90,137	85,630	0	0	85,630
Loans held for sale	8,881	8,881	0	8,881	0
Loans	8,967,538	9,019,179	0	0	9,019,179
Derivative financial assets	3,775	3,775	0	3,775	0
Deposits	9,076,644	9,071,302	0	9,071,302	0
Short-term borrowings	321,980	321,980	0	321,980	0
Long-term borrowings	979,827	954,010	0	954,010	0
Derivative financial liabilities	4,865	4,865	0	4,865	0
<b>December 31, 2014</b>					
Cash and cash equivalents	\$ 753,064	\$ 753,064	\$ 0	\$ 753,064	\$ 0
Securities available for sale	1,180,386	1,180,386	2,502	1,138,326	39,558
Securities held to maturity	39,310	36,784	0	34,764	2,020
Other securities	96,344	91,527	0	0	91,527
Loans held for sale	8,680	8,680	0	8,680	0
Loans	9,029,123	9,055,281	0	0	9,055,281
Derivative financial assets	3,794	3,794	0	3,794	0
Deposits	9,045,485	9,044,976	0	9,044,976	0
Short-term borrowings	435,652	435,652	0	435,652	0
Long-term borrowings	1,105,314	1,081,133	0	1,081,133	0
Derivative financial liabilities	4,136	4,136	0	4,136	0

**13. STOCK BASED COMPENSATION**

On May 16, 2011, United's shareholders approved the 2011 Long-Term Incentive Plan (2011 LTI Plan). The 2011 LTI Plan became effective as of July 1, 2011. An award granted under the 2011 LTI Plan may consist of any non-qualified stock options or incentive stock options, stock appreciation rights, restricted stock, or restricted stock units. These awards all relate to the common stock of United. The maximum number of shares of United common stock



**Table of Contents**

which may be issued under the 2011 LTI Plan is 1,500,000. Any and all shares may be issued in respect of any of the types of awards, provided that (1) the aggregate number of shares that may be issued in respect of restricted stock awards, and restricted stock units awards which are settled in shares is 350,000, and (2) the aggregate number of shares that may be issued pursuant to stock options is 1,150,000. The shares to be offered under the 2011 LTI Plan may be authorized and unissued shares or treasury shares. With respect to awards that are intended to satisfy the requirements for performance-based compensation under Code Section 162(m), the maximum number of options and stock appreciation rights, in the aggregate, which may be awarded pursuant to the 2011 LTI Plan to any individual participant during any calendar year is 100,000, and the maximum number of shares of restricted stock and/or shares subject to a restricted stock units award that may be granted pursuant to the 2011 LTI Plan to any individual participant during any calendar year is 50,000 shares. A participant may be any key employee of United or its affiliates or a non-employee member of United's Board of Directors. Subject to certain change in control provisions, stock options, SARs, restricted stock and restricted stock units generally will vest in 25% increments over the first four anniversaries of the awards unless the Committee specifies otherwise in the award agreement. No award will vest sooner than 1/3 per year over the first three anniversaries of the award. Beginning in 2014, awards granted to executive officers of United have performance based vesting conditions. A Form S-8 was filed on September 2, 2011 with the Securities and Exchange Commission to register all the shares which were available for the 2011 LTI Plan. During the first quarter of 2015, a total of 189,705 non-qualified stock options and 53,071 shares of restricted stock were granted under the 2011 LTI Plan.

Compensation expense of \$631 and \$490 related to the nonvested awards under the 2011 LTI Plan and the 2006 Stock Option Plan was incurred for the first quarter of 2015 and 2014, respectively. Compensation expense was included in employee compensation in the unaudited Consolidated Statements of Income.

*Stock Options*

United currently has options outstanding from various option plans other than the 2011 LTI Plan (the Prior Plans); however, no common shares of United stock are available for grants under the Prior Plans as these plans have expired. Awards outstanding under the Prior Plans will remain in effect in accordance with their respective terms. The maximum term for options granted under the plans is ten (10) years.

A summary of activity under United's stock option plans as of March 31, 2015, and the changes during the first three months of 2015 are presented below:

	Three Months Ended March 31, 2015			
	Shares	Aggregate Intrinsic Value	Remaining Contractual Term (Yrs.)	Weighted Average Exercise Price
Outstanding at January 1, 2015	1,380,548			\$ 27.94
Granted	189,705			36.92
Exercised	(89,875)			30.57
Forfeited or expired	(5,813)			29.07
Outstanding at March 31, 2015	1,474,565	\$ 12,838	6.1	\$ 28.87
Exercisable at March 31, 2015	1,033,232	\$ 10,334	4.8	\$ 27.58

**Table of Contents**

The following table summarizes the status of United's nonvested stock option awards during the first three months of 2015:

	Shares	Weighted-Average Grant Date Fair Value Per Share
Nonvested at January 1, 2015	377,264	\$ 6.29
Granted	189,705	7.23
Vested	(120,423)	6.34
Forfeited or expired	(5,213)	6.32
Nonvested at March 31, 2015	441,333	\$ 6.68

During the three months ended March 31, 2015 and 2014, 89,875 and 225,617 shares, respectively, were issued in connection with stock option exercises. All shares issued in connection with stock option exercises for the three months ended March 31, 2015 were issued from authorized and unissued stock. All shares issued in connection with stock option exercises for the three months ended March 31, 2014 were issued from available treasury stock. The total intrinsic value of options exercised under the Plans during the three months ended March 31, 2015 and 2014 was \$610 and \$2,834, respectively.

*Restricted Stock*

Under the 2011 LTI Plan, United may award restricted common shares to key employees and non-employee directors. Restricted shares granted to participants have a four-year time-based vesting period. Recipients of restricted shares do not pay any consideration to United for the shares, have the right to vote all shares subject to such grant and receive all dividends with respect to such shares, whether or not the shares have vested. Presently, these nonvested participating securities have an immaterial impact on diluted earnings per share.

The following summarizes the changes to United's restricted common shares for the period ended March 31, 2015:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Outstanding at January 1, 2015	120,308	\$ 28.29
Granted	53,071	36.92
Vested	(38,041)	28.31
Forfeited	(1,460)	28.30
Outstanding at March 31, 2015	133,878	\$ 31.71

**14. EMPLOYEE BENEFIT PLANS**

United has a defined benefit retirement plan covering a majority of all employees. Pension benefits are based on years of service and the average of the employee's highest five consecutive plan years of basic compensation paid during the ten plan years preceding the date of determination. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

In September of 2007, after a recommendation by United's Pension Committee and approval by United's Board of Directors, the United Bankshares, Inc. Pension Plan (the Plan) was amended to change the participation rules. The decision to change the participation rules for the Plan followed current industry trends, as many large and medium size companies had taken similar steps. The amendment provides that employees hired on or after October 1, 2007, will not be eligible to participate in the Plan. However, new employees, including those retained in the Virginia Commerce acquisition, will be eligible to participate in United's Savings and Stock Investment 401(k) plan. This change had no impact on current employees hired prior to October 1, 2007 as they will continue to participate in the



**Table of Contents**

Plan, with no change in benefit provisions, and will continue to be eligible to participate in United's Savings and Stock Investment 401(k) plan.

Included in accumulated other comprehensive income at December 31, 2014 were the following amounts that have not yet been recognized in net periodic pension cost: unrecognized prior service costs of \$1 (\$1 net of tax) and unrecognized actuarial losses of \$58,576 (\$38,074 net of tax). The amortization of these items expected to be recognized in net periodic pension cost during the fiscal year ended December 31, 2015 is \$1 (\$1 net of tax), and \$4,900 (\$3,185 net of tax), respectively.

Net periodic pension cost for the three months ended March 31, 2015 and 2014 included the following components:

	<b>Three Months Ended</b>	
	<b>March 31</b>	
	<b>2015</b>	<b>2014</b>
Service cost	\$ 740	\$ 567
Interest cost	1,430	1,332
Expected return on plan assets	(2,293)	(2,244)
Amortization of transition asset	0	0
Recognized net actuarial loss	1,208	481
Amortization of prior service cost	0	0
<b>Net periodic pension (benefit) cost</b>	<b>\$ 1,085</b>	<b>\$ 136</b>

**Weighted-Average Assumptions:**

Discount rate	4.35%	5.20%
Expected return on assets	7.50%	7.50%
Rate of compensation increase (prior to age 45)	3.50%	3.50%
Rate of compensation increase	3.00%	3.00%

**15. INCOME TAXES**

United records a liability for uncertain income tax positions based on a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken on a tax return, in order for those tax positions to be recognized in the financial statements.

As of March 31, 2015, United has provided a liability for \$3,499 of unrecognized tax benefits related to various federal and state income tax matters. The entire amount of unrecognized tax benefits, if recognized, would impact United's effective tax rate. Over the next 12 months, the statute of limitations will close on certain income tax periods. However, at this time, United cannot reasonably estimate the amount of tax benefits it may recognize over the next 12 months.

United is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2012 and 2013 and State Taxing authorities for the years ended December 31, 2010 through 2013.

As of March 31, 2015 and 2014, the total amount of accrued interest related to uncertain tax positions was \$825 and \$484, respectively. United accounts for interest and penalties related to uncertain tax positions as part of its provision for federal and state income taxes.

**Table of Contents****16. COMPREHENSIVE INCOME**

The components of total comprehensive income for the three months ended March 31, 2015 and 2014 are as follows:

	<b>Three Months Ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>Net Income</b>	<b>\$ 34,627</b>	<b>\$ 30,124</b>
Available for sale ( AFS ) securities:		
AFS securities with OTTI charges during the period	(100)	(639)
Related income tax effect	36	224
Less : OTTI charges recognized in net income	34	639
Related income tax benefit	(12)	(224)
Reclassification of previous noncredit OTTI to credit OTTI	0	1,685
Related income tax benefit	0	(590)
Net unrealized gain (loss) on AFS securities with OTTI	(42)	1,095
AFS securities all other:		
Change in net unrealized gain on AFS securities arising during the period	8,471	12,055
Related income tax effect	(3,066)	(4,219)
Net reclassification adjustment for losses (gains) included in net income	(46)	(824)
Related income tax (benefit) expense	17	288
	5,376	7,300
<b>Net effect of AFS securities on other comprehensive income</b>	<b>5,334</b>	<b>8,395</b>
Held to maturity ( HTM ) securities:		
Accretion on the unrealized loss for securities transferred from AFS to the HTM investment portfolio prior to call or maturity	1	1
Related income tax expense	(0)	(0)
<b>Net effect of HTM securities on other comprehensive income</b>	<b>1</b>	<b>1</b>
Pension plan:		
Recognized net actuarial loss	1,208	481
Related income tax benefit	(440)	(172)
<b>Net effect of change in pension plan asset on other comprehensive income</b>	<b>768</b>	<b>309</b>
<b>Total change in other comprehensive income</b>	<b>6,103</b>	<b>8,705</b>
<b>Total Comprehensive Income</b>	<b>\$ 40,730</b>	<b>\$ 38,829</b>

The components of accumulated other comprehensive income for the three months ended March 31, 2015 are as follows:

**Changes in Accumulated Other Comprehensive Income (AOCI) by Component <sup>(a)</sup>**

**For the Three Months Ended March 31, 2015**

	Unrealized Gains/Losses	Accretion on the unrealized	Defined Benefit	Total
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	on AFS Securities	loss for securities transferred from AFS to the HTM	Pension Items	
Balance at January 1, 2015	\$ 1,553	(\$ 62)	(\$ 37,255)	(\$ 35,764)
Other comprehensive income before reclassification	5,363	1	0	5,364
Amounts reclassified from accumulated other comprehensive income	(29)	0	768	739

**Table of Contents****Changes in Accumulated Other Comprehensive Income (AOCI) by Component <sup>(a)</sup>****For the Three Months Ended March 31, 2015**

	Unrealized Gains/Losses on AFS Securities	Accretion on the unrealized loss for securities transferred from AFS to the HTM	Defined Benefit Pension Items	Total
Net current-period other comprehensive income, net of tax	5,334	1	768	6,103
Balance at March 31, 2015	\$ 6,887	(\$ 61)	(\$ 36,487)	(\$ 29,661)

(a) All amounts are net-of-tax.

**Reclassifications out of Accumulated Other Comprehensive Income (AOCI)****For the Three Months Ended March 31, 2015**

Details about AOCI Components	Amount Reclassified from AOCI	Affected Line Item in the Statement Where Net Income is Presented
Available for sale ( AFS ) securities:		
Reclassification of previous noncredit OTTI to credit OTTI	\$ 0	Total other-than-temporary impairment losses
Net reclassification adjustment for losses (gains) included in net income	(46)	Net gains on sales/calls of investment securities
	(46)	Total before tax
Related income tax effect	17	Tax expense
	(29)	Net of tax
Pension plan:		
Recognized net actuarial loss	1,208(a)	
	1,208	Total before tax
Related income tax effect	(440)	Tax expense
	768	Net of tax
Total reclassifications for the period	\$ 739	

(a) This AOCI component is included in the computation of net periodic pension cost (see Note 14, Employee Benefit Plans)

**17. EARNINGS PER SHARE**

The reconciliation of the numerator and denominator of basic earnings per share with that of diluted earnings per share is presented as follows:

(Dollars in thousands, except per share)	<b>Three Months Ended</b>	
	<b>March 31</b>	
	<b>2015</b>	<b>2014</b>
Distributed earnings allocated to common stock	\$ 22,167	\$ 22,036
Undistributed earnings allocated to common stock	12,399	8,028
<b>Net earnings allocated to common shareholders</b>	<b>\$ 34,566</b>	<b>\$ 30,064</b>
Average common shares outstanding	69,207,508	62,434,749
Common stock equivalents	269,336	272,579
Average diluted shares outstanding	69,476,844	62,707,328

**Table of Contents**

(Dollars in thousands, except per share)	Three Months Ended March 31	
	2015	2014
Earnings per basic common share	\$ 0.50	\$ 0.48
Earnings per diluted common share	\$ 0.50	\$ 0.48

**18. VARIABLE INTEREST ENTITIES**

Variable interest entities (VIEs) are entities that either have a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors lack the characteristics of a controlling financial interest (i.e., ability to make significant decisions, through voting rights, right to receive the expected residual returns of the entity, and obligation to absorb the expected losses of the entity). VIEs can be structured as corporations, trusts, partnerships, or other legal entities. United's business practices include relationships with certain VIEs. For United, the business purpose of these relationships primarily consists of funding activities in the form of issuing trust preferred securities.

United currently sponsors thirteen statutory business trusts that were created for the purpose of raising funds that qualified for Tier I regulatory capital. These trusts, of which several were acquired through bank acquisitions, issued or participated in pools of trust preferred capital securities to third-party investors with the proceeds invested in junior subordinated debt securities of United. The Company, through a small capital contribution, owns 100% of the voting equity shares of each trust. The assets, liabilities, operations, and cash flows of each trust are solely related to the issuance, administration, and repayment of the preferred equity securities held by third-party investors. United fully and unconditionally guarantees the obligations of each trust and is obligated to redeem the junior subordinated debentures upon maturity.

The trusts utilized in these transactions are VIEs as the third-party equity holders lack a controlling financial interest in the trusts through their inability to make decisions that have a significant effect on the operations and success of the entities. United does not consolidate these trusts as it is not the primary beneficiary of these entities because United's equity interest does not absorb the majority of the trusts' expected losses or receive a majority of their expected residual returns.

During the fourth quarter of 2014, United redeemed the trust preferred securities listed below. The Federal Reserve Board did not object to the redemption of the securities. The redemptions were funded with excess cash that was available to United.

Trust	Interest Rate	Redemption Price	Principal Amount Outstanding	Principal Amount to be Redeemed	Redemption Date
Sequoia Capital Trust I	10.18%	103.563%	\$ 2,000	\$ 2,000	December 8, 2014
VCBI Capital Trust IV	10.20%	100.000%	\$ 25,000	\$ 25,000	December 30, 2014

Information related to United's statutory trusts is presented in the table below:

Description	Issuance Date	Amount of Capital Securities Issued	Interest Rate	Maturity Date
Century Trust	March 23, 2000	\$ 8,800	10.875% Fixed	March 8, 2030
United Statutory Trust III	December 17, 2003	\$ 20,000	3-month LIBOR + 2.85%	December 17, 2033
United Statutory Trust IV	December 19, 2003	\$ 25,000	3-month LIBOR + 2.85%	January 23, 2034
United Statutory Trust V	July 12, 2007	\$ 50,000	3-month LIBOR + 1.55%	October 1, 2037
United Statutory Trust VI	September 20, 2007	\$ 30,000	3-month LIBOR + 1.30%	December 15, 2037
Premier Statutory Trust II	September 25, 2003	\$ 6,000	3-month LIBOR + 3.10%	October 8, 2033
Premier Statutory Trust III	May 16, 2005	\$ 8,000	3-month LIBOR + 1.74%	June 15, 2035

**Table of Contents**

Description	Issuance Date	Amount of Capital Securities		Interest Rate	Maturity Date
		Issued			
Premier Statutory Trust IV	June 20, 2006	\$ 14,000		3-month LIBOR + 1.55%	September 23, 2036
Premier Statutory Trust V	December 14, 2006	\$ 10,000		3-month LIBOR + 1.61%	March 1, 2037
Centra Statutory Trust I	September 20, 2004	\$ 10,000		3-month LIBOR + 2.29%	September 20, 2034
Centra Statutory Trust II	June 15, 2006	\$ 10,000		3-month LIBOR + 1.65%	July 7, 2036
Virginia Commerce Trust II	December 19, 2002	\$ 15,000		6-month LIBOR + 3.30%	December 19, 2032
Virginia Commerce Trust III	December 20, 2005	\$ 25,000		3-month LIBOR + 1.42%	February 23, 2036

United, through its banking subsidiaries, also makes limited partner equity investments in various low income housing and community development partnerships sponsored by independent third-parties. United invests in these partnerships to either realize tax credits on its consolidated federal income tax return or for purposes of earning a return on its investment. These partnerships are considered VIEs as the limited partners lack a controlling financial interest in the entities through their inability to make decisions that have a significant effect on the operations and success of the partnerships. United's limited partner interests in these entities is immaterial, however; these partnerships are not consolidated as United is not deemed to be the primary beneficiary.

The following table summarizes quantitative information about United's significant involvement in unconsolidated VIEs:

	As of March 31, 2015			As of December 31, 2014		
	Aggregate Assets	Aggregate Liabilities	Risk Of Loss <sup>(1)</sup>	Aggregate Assets	Aggregate Liabilities	Risk Of Loss <sup>(1)</sup>
Trust preferred securities	\$ 240,281	\$ 232,377	\$ 7,904	\$ 241,147	\$ 233,222	\$ 7,925

(1) Represents investment in VIEs.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FORWARD-LOOKING STATEMENTS

Congress passed the Private Securities Litigation Act of 1995 to encourage corporations to provide investors with information about the company's anticipated future financial performance, goals, and strategies. The act provides a safe harbor for such disclosure, in other words, protection from unwarranted litigation if actual results are not the same as management expectations.

United desires to provide its shareholders with sound information about past performance and future trends. Consequently, any forward-looking statements contained in this report, in a report incorporated by reference to this report, or made by management of United in this report, in any other reports and filings, in press releases and in oral statements, involve numerous assumptions, risks and uncertainties. Actual results could differ materially from those contained in or implied by United's statements for a variety of factors including, but not limited to: changes in economic conditions; business conditions in the banking industry; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; the nature and extent of governmental actions and reforms; and rapidly changing technology and evolving banking industry standards.

### RECENT DEVELOPMENTS

On December 10, 2013, the banking agencies issued a final rule implementing Section 619 of the Dodd-Frank Act, commonly referred to as the Volcker Rule. The Federal Reserve issued an order on December 18, 2014 extending the period which banking entities have to divest disallowed securities under the Volcker Rule to July 21, 2016. The Federal Reserve also announced its intention to grant an additional one year extension of the conformance period until July 21, 2017. On January 14, 2014, the banking agencies approved an interim final rule to permit banking entities to retain interests in certain



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**Table of Contents**

collateralized debt obligations backed primarily by trust preferred securities (Trup Cdos) from the prohibitions under the Volcker Rule.

On July 2, 2013, the Federal Reserve, United's and its banking subsidiaries' primary federal regulator, published final rules (the Basel III Capital Rules) establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 framework known as Basel III for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions, including United and its banking subsidiaries, compared to the current U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the existing risk-weighting approach, which was derived from Basel I capital accords of the Basel Committee, with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee's 2004 Basel II capital accords. The Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. The Basel III Capital Rules were effective for United and its banking subsidiaries on January 1, 2015 (subject to a phase-in period).

**INTRODUCTION**

The following discussion and analysis presents the significant changes in financial condition and the results of operations of United and its subsidiaries for the periods indicated below. This discussion and the unaudited consolidated financial statements and the notes to unaudited Consolidated Financial Statements include the accounts of United Bankshares, Inc. and its wholly-owned subsidiaries, unless otherwise indicated. Management has evaluated all significant events and transactions that occurred after March 31, 2015, but prior to the date these financial statements were issued, for potential recognition or disclosure required in these financial statements.

In addition, after the close of business on January 31, 2014, United acquired 100% of the outstanding common stock of Virginia Commerce Bancorp, Inc. (Virginia Commerce), a Virginia corporation headquartered in Arlington, Virginia. The results of operations of Virginia Commerce are included in the consolidated results of operations from the date of acquisition. The acquisition of Virginia Commerce enhances United's existing footprint in the Washington, D.C. MSA. Virginia Commerce was merged with and into George Mason Bankshares, Inc., a wholly-owned subsidiary of United (the Merger) in a transaction to be accounted for under the acquisition method of accounting. At consummation, Virginia Commerce had assets of approximately \$2.77 billion, loans of \$2.10 billion, and deposits of \$2.02 billion. In addition, on February 20, 2014, United sold a former branch building for approximately \$11.1 million and recognized a before-tax gain of \$8.98 million.

This discussion and analysis should be read in conjunction with the unaudited Consolidated Financial Statements and accompanying notes thereto, which are included elsewhere in this document.

**USE OF NON-GAAP FINANCIAL MEASURES**

This discussion and analysis contains certain financial measures that are not recognized under GAAP. Under SEC Regulation G, public companies making disclosures containing financial measures that are not in accordance with GAAP must also disclose, along with each non-GAAP financial measure, certain additional information, including a reconciliation of the non-GAAP financial measure to the closest comparable GAAP financial measure, as well as a statement of the company's reasons for utilizing the non-GAAP financial measure.

Generally, United has presented these non-GAAP financial measures because it believes that these measures provide meaningful additional information to assist in the evaluation of United's results of operations or financial position.

**Table of Contents**

Presentation of these non-GAAP financial measures is consistent with how United's management evaluates its performance internally and these non-GAAP financial measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the banking industry. Specifically, this discussion contains certain references to financial measures identified as tax-equivalent net interest income and noninterest income excluding the results of the noncash, other-than-temporary impairment charges as well as net gains and losses from sales and calls of investment securities. Management believes these non-GAAP financial measures to be helpful in understanding United's results of operations or financial position. However, this non-GAAP information should be considered supplemental in nature and not as a substitute for related financial information prepared in accordance with GAAP.

Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as reconciliation to that comparable GAAP financial measure, as well as a statement of the company's reasons for utilizing the non-GAAP financial measure, can be found within this discussion and analysis. Investors should recognize that United's presentation of these non-GAAP financial measures might not be comparable to similarly titled measures at other companies.

**APPLICATION OF CRITICAL ACCOUNTING POLICIES**

The accounting and reporting policies of United conform with U.S. generally accepted accounting principles. In preparing the consolidated financial statements, management is required to make estimates, assumptions and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments, which are reviewed with the Audit Committee of the Board of Directors, are based on information available as of the date of the financial statements. Actual results could differ from these estimates. These policies, along with the disclosures presented in the financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for credit losses, the valuation of investment securities and the related other-than-temporary impairment analysis, and the calculation of the income tax provision to be the accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

*Allowance for Credit Losses*

As explained in Note 6, Allowance for Credit Losses to the unaudited Consolidated Financial Statements, the allowance for loan losses represents management's estimate of the probable credit losses inherent in the lending portfolio. Determining the allowance for loan losses requires management to make estimates of losses that are highly uncertain and require a high degree of judgment. At March 31, 2015, the allowance for loan losses was \$75.6 million and is subject to periodic adjustment based on management's assessment of current probable losses in the loan portfolio. Such adjustment from period to period can have a significant impact on United's consolidated financial statements. To illustrate the potential effect on the financial statements of our estimates of the allowance for loan losses, a 10% increase in the allowance for loan losses would have required \$7.6 million in additional allowance (funded by additional provision for credit losses), which would have negatively impacted the first quarter of 2015 net income by approximately \$4.8 million, after-tax or \$0.07 diluted per common share. Management's evaluation of the adequacy of the allowance for loan losses and the appropriate provision for loan losses is based upon a quarterly evaluation of the loan portfolio. This evaluation is inherently subjective and requires significant estimates, including estimates related to the amounts and timing of future cash flows, value of collateral, losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends, all of which are susceptible to constant and significant change. The allowance allocated to specific credits and loan pools grouped by similar risk characteristics is reviewed on a quarterly basis and adjusted as necessary based upon subsequent changes in circumstances. In determining the components of the allowance for loan losses, management considers the risk arising

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**Table of Contents**

in part from, but not limited to, charge-off and delinquency trends, current economic and business conditions, lending policies and procedures, the size and risk characteristics of the loan portfolio, concentrations of credit, and other various factors. The methodology used to determine the allowance for loan losses is described in Note 6. A discussion of the factors leading to changes in the amount of the allowance for credit losses is included in the Provision for Credit Losses section of this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A). Additional information relating to United's loans is included in Note 4, Loans to the unaudited Consolidated Financial Statements.

*Investment Securities*

Accounting estimates are used in the presentation of the investment portfolio and these estimates impact the presentation of United's financial condition and results of operations. United classifies its investments in debt as either held to maturity or available for sale and its equity securities as available for sale. Securities held to maturity are accounted for using historical costs, adjusted for amortization of premiums and accretion of discounts. Securities available for sale are accounted for at fair value, with the net unrealized gains and losses, net of income tax effects, presented as a separate component of shareholders' equity. When available, fair values of securities are based on quoted prices or prices obtained from third party vendors. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data. Prices obtained from third party vendors that do not reflect forced liquidation or distressed sales are not adjusted by management. Where prices reflect forced liquidation or distressed sales, as is the case with United's portfolio of trust preferred securities (Trup Cdos), management estimates fair value based on a discounted cash flow methodology using appropriately adjusted discount rates reflecting nonperformance and liquidity risks. Due to the subjective nature of this valuation process, it is possible that the actual fair values of these securities could differ from the estimated amounts, thereby affecting United's financial position, results of operations and cash flows. The potential impact to United's financial position, results of operations or cash flows for changes in the valuation process cannot be reasonably estimated.

If the estimated value of investments is less than the cost or amortized cost, the investment is considered impaired and management evaluates whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred, management must exercise judgment to determine the nature of the potential impairment (i.e., temporary or other-than-temporary) in order to apply the appropriate accounting treatment. If United intends to sell, or is more likely than not they will be required to sell an impaired debt security before recovery of its amortized cost basis less any current period credit loss, other-than-temporary impairment is recognized in earnings. The amount recognized in earnings is equal to the entire difference between the security's amortized cost basis and its fair value at the balance sheet date. If United does not intend to sell, and is not more likely than not they will be required to sell the impaired debt security prior to recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary impairment is separated into the following: 1) the amount representing the credit loss, which is recognized in earnings, and 2) the amount related to all other factors, which is recognized in other comprehensive income. For additional information on management's consideration of investment valuation and other-than-temporary impairment, see Note 3, Investment Securities, and Note 12, Fair Value Measurements, to the unaudited consolidated financial statements.

*Accounting for Acquired Loans*

Loans acquired are initially recorded at their acquisition date fair values. The fair value of the acquired loans are based on the present value of the expected cash flows, including principal, interest and prepayments. Periodic principal and interest cash flows are adjusted for expected losses and prepayments, then discounted to determine the present value and summed to arrive at the estimated fair value. Fair value estimates involve assumptions and judgments as to credit risk, interest rate risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate.

## **Table of Contents**

Acquired loans are divided into loans with evidence of credit quality deterioration, which are accounted for under ASC topic 310-30 (acquired impaired) and loans that do not meet this criteria, which are accounted for under ASC topic 310-20 (acquired performing). Acquired impaired loans have experienced a deterioration of credit quality from origination to acquisition for which it is probable that United will be unable to collect all contractually required payments receivable, including both principal and interest. In the assessment of credit quality, numerous assumptions, interpretations and judgments must be made, based on internal and third-party credit quality information and ultimately the determination as to the probability that all contractual cash flows will not be able to be collected. This is a point in time assessment and inherently subjective due to the nature of the available information and judgment involved.

Subsequent to the acquisition date, United continues to estimate the amount and timing of cash flows expected to be collected on acquired impaired loans. Increases in expected cash flows will generally result in a recovery of any previously recorded allowance for loan losses, to the extent applicable, and/or a reclassification from the nonaccretable difference to accretable yield, which will be recognized prospectively. The present value of any decreases in expected cash flows after the acquisition date will generally result in an impairment charge recorded as a provision for loan losses, resulting in an increase to the allowance for loan losses.

For acquired performing loans, the difference between the acquisition date fair value and the contractual amounts due at the acquisition date represents the fair value adjustment. Fair value adjustments may be discounts (or premiums) to a loan's cost basis and are accreted (or amortized) to interest income over the loan's remaining life using the level yield method. Subsequent to the acquisition date, the methods utilized to estimate the required allowance for loan losses for these loans is similar to originated loans.

See Note 2, Merger and Acquisitions, and Note 4, Loans, to the unaudited Consolidated Financial Statements for information regarding United's acquired loans disclosures.

### *Income Taxes*

United's calculation of income tax provision is inherently complex due to the various different tax laws and jurisdictions in which we operate and requires management's use of estimates and judgments in its determination. The current income tax liability also includes income tax expense related to our uncertain tax positions as required in ASC topic 740, Income Taxes. Changes to the estimated accrued taxes can occur due to changes in tax rates, implementation of new business strategies, resolution of issues with taxing authorities and recently enacted statutory, judicial and regulatory guidance. These changes can be material to the Company's operating results for any particular reporting period. The analysis of the income tax provision requires the assessments of the relative risks and merits of the appropriate tax treatment of transactions, filing positions, filing methods and taxable income calculations after considering statutes, regulations, judicial precedent and other information. United strives to keep abreast of changes in the tax laws and the issuance of regulations which may impact tax reporting and provisions for income tax expense. United is also subject to audit by federal and state authorities. Because the application of tax laws is subject to varying interpretations, results of these audits may produce indicated liabilities which differ from United's estimates and provisions. United continually evaluates its exposure to possible tax assessments arising from audits and records its estimate of probable exposure based on current facts and circumstances. The potential impact to United's operating results for any of the changes cannot be reasonably estimated. See Note 15, Income Taxes, to the unaudited Consolidated Financial Statements for information regarding United's ASC topic 740 disclosures.

### *Use of Fair Value Measurements*

United determines the fair value of its financial instruments based on the fair value hierarchy established in ASC topic 820, whereby the fair value of certain assets and liabilities is an exit price, representing the amount that would be

**Table of Contents**

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. ASC topic 820 establishes a three-level hierarchy for disclosure of assets and liabilities recorded at fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs in the methodology for determining fair value are observable or unobservable. Observable inputs reflect market-based information obtained from independent sources (Level 1 or Level 2), while unobservable inputs reflect management's estimate of market data (Level 3). For assets and liabilities that are actively traded and have quoted prices or observable market data, a minimal amount of subjectivity concerning fair value is needed. Prices and values obtained from third party vendors that do not reflect forced liquidation or distressed sales are not adjusted by management. When quoted prices or observable market data are not available, management's judgment is necessary to estimate fair value.

At March 31, 2015, approximately 10.33% of total assets, or \$1.25 billion, consisted of financial instruments recorded at fair value. Of this total, approximately 93.71% or \$1.18 billion of these financial instruments used valuation methodologies involving observable market data, collectively Level 1 and Level 2 measurements, to determine fair value. Approximately 6.29% or \$78.89 million of these financial instruments were valued using unobservable market information or Level 3 measurements. Most of these financial instruments valued using unobservable market information were pooled trust preferred investment securities classified as available-for-sale. At March 31, 2015, only \$4.87 million or less than 1% of total liabilities were recorded at fair value. This entire amount was valued using methodologies involving observable market data. United does not believe that any changes in the unobservable inputs used to value the financial instruments mentioned above would have a material impact on United's results of operations, liquidity, or capital resources. See Note 12, Fair Value Measurements, to the unaudited Consolidated Financial Statements for additional information regarding ASC topic 820 and its impact on United's financial statements.

Any material effect on the financial statements related to these critical accounting areas are further discussed in this MD&A.

**FINANCIAL CONDITION**

United's total assets as of March 31, 2015 were \$12.14 billion which was a decrease of \$187.29 million or 1.52% from December 31, 2014. Portfolio loans decreased \$61.54 million or less than 1%, cash and cash equivalents decreased \$85.57 million or 11.36%, investment securities decreased \$21.68 million or 1.65%, other assets decreased \$20.25 million or 5.03% while interest receivable increased \$1.75 million or 5.41%. Total liabilities decreased \$209.19 million or 1.96% from year-end 2014. This decrease in total liabilities was due mainly to a decrease of \$239.16 million or 15.52% in borrowings which was partially offset by an increase of \$31.16 million or less than 1% in deposits. Shareholders equity increased \$21.90 million or 1.32% from year-end 2014.

The following discussion explains in more detail the changes in financial condition by major category.

**Cash and Cash Equivalents**

Cash and cash equivalents at March 31, 2015 decreased \$85.57 million or 11.36% from year-end 2014. Of this total decrease, interest-bearing deposits with other banks decreased \$67.96 million or 11.79% as United placed less cash in an interest-bearing account with the Federal Reserve. In addition, cash and due from banks decreased \$17.61 million or 10.02% and federal funds sold were flat. During the first three months of 2015, net cash of \$53.89 million and \$86.82 million was provided by operating activities and investing activities, respectively, while \$226.28 million was used in financing activities. See the unaudited Consolidated Statements of Cash Flows for data on cash and cash equivalents provided and used in operating, investing and financing activities for the first three months of 2015 and 2014.

**Table of Contents****Securities**

Total investment securities at March 31, 2015 decreased \$21.68 million or 1.65% from year-end 2014. Securities available for sale decreased \$15.25 million or 1.29%. This change in securities available for sale reflects \$36.09 million in sales, maturities and calls of securities, \$12.51 million in purchases, and an increase of \$8.92 million in market value. Securities held to maturity were flat, decreasing \$219 thousand or less than 1% from year-end 2014 due to calls and maturities of securities. Other investment securities decreased \$6.21 million or 6.44% from year-end 2014 due to the redemption of FHLB stock.

The following table summarizes the changes in the available for sale securities since year-end 2014:

<i>(Dollars in thousands)</i>	March 31 2015	December 31 2014	\$ Change	% Change
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 91,354	\$ 89,981	\$ 1,373	1.53%
State and political subdivisions	136,202	136,863	(661)	(0.48%)
Mortgage-backed securities	870,299	884,802	(14,503)	(1.64%)
Asset-backed securities	8,003	8,027	(24)	(0.30%)
Marketable equity securities	5,056	4,276	780	18.24%
Trust preferred collateralized debt obligations	37,461	39,558	(2,097)	(5.30%)
Single issue trust preferred securities	11,642	11,744	(102)	(0.87%)
Corporate securities	5,119	5,135	(16)	(0.31%)
<b>Total available for sale securities, at fair value</b>	<b>\$ 1,165,136</b>	<b>\$ 1,180,386</b>	<b>\$ (15,250)</b>	<b>(1.29%)</b>

The following table summarizes the changes in the held to maturity securities since year-end 2014:

<i>(Dollars in thousands)</i>	March 31 2015	December 31 2014	\$ Change	% Change
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 10,557	\$ 10,599	\$ (42)	(0.40%)
State and political subdivisions	9,189	9,369	(180)	(1.92%)
Mortgage-backed securities	40	41	(1)	(2.44%)
Single issue trust preferred securities	19,285	19,281	4	0.02%
Other corporate securities	20	20	0	0.00%
<b>Total held to maturity securities, at amortized cost</b>	<b>\$ 39,091</b>	<b>\$ 39,310</b>	<b>\$ (219)</b>	<b>(0.56%)</b>

At March 31, 2015, gross unrealized losses on available for sale securities were \$16.90 million. Securities in an unrealized loss position at March 31, 2015 consisted primarily of Trup Cdos, single issue trust preferred securities and agency commercial mortgage-backed securities. The Trup Cdos and the single issue trust preferred securities relate mainly to underlying securities of financial institutions. The agency commercial mortgage-backed securities relate mainly to income-producing multifamily properties and provide a guaranty of full and timely payments of principal and interest by Fannie Mae or Freddie Mac.

As of March 31, 2015, United's mortgage-backed securities had an amortized cost of \$852.70 million, with an estimated fair value of \$870.35 million. The portfolio consisted primarily of \$530.59 million in agency residential mortgage-backed securities with a fair value of \$543.24 million, \$10.94 million in non-agency residential mortgage-backed securities with an estimated fair value of \$11.56 million, and \$311.18 million in commercial agency mortgage-backed securities with an estimated fair value of \$315.55 million. As of March 31, 2015, United's asset-backed securities had an amortized cost of \$8.00 million, with an estimated fair value of \$8.00 million.

**Table of Contents**

As of March 31, 2015, United's corporate securities had an amortized cost of \$92.95 million, with an estimated fair value of \$75.39 million. The portfolio consisted primarily of \$50.45 million in Trup Cdos with a fair value of \$37.46 million and \$33.06 million in single issue trust preferred securities with an estimated fair value of \$27.74 million. In addition to the trust preferred securities, the Company held positions in various other corporate securities, including marketable equity securities, with an amortized cost of \$9.43 million and a fair value of \$10.20 million, only one of which was individually significant.

The Trup Cdos consisted of pools of trust preferred securities issued by trusts related primarily to financial institutions and to a lesser extent, insurance companies. The Company has no exposure to Real Estate Investment Trusts (REITs) in its investment portfolio. The Company owns both senior and mezzanine tranches in the Trup Cdos; however, the Company does not own any income notes. The senior and mezzanine tranches of Trup Cdos generally have some protection from defaults in the form of over-collateralization and excess spread revenues, along with waterfall structures that redirect cash flows in the event certain coverage test requirements have failed. Generally, senior tranches have the greatest protection, with mezzanine tranches subordinated to the senior tranches, and income notes subordinated to the mezzanine tranches. The fair value of senior tranches represents \$6.16 million of the Company's pooled securities, while mezzanine tranches represent \$31.30 million. Of the \$31.30 million in mezzanine tranches, \$9.24 million are now in the Senior position as the Senior notes have been paid to a zero balance. As of March 31, 2015, Trup Cdos with a fair value of \$3.75 million were investment grade, and the remaining \$33.71 million were below investment grade. In terms of capital adequacy, the Company allocates additional risk-based capital to the below investment grade securities. As of March 31, 2015, United's single issue trust preferred securities had a fair value of \$27.74 million. Of the \$27.74 million, \$9.37 million or 33.80% were investment grade; \$7.25 million or 26.15% were split rated; and \$11.12 million or 40.05% were below investment grade. The two largest exposures accounted for 53.48% of the \$27.74 million. These included Wells Fargo at \$8.75 million and SunTrust Bank at \$6.08 million. All single-issue trust preferred securities are currently receiving full scheduled principal and interest payments.

The following two tables provide a summary of Trup Cdos as of March 31, 2015:

Description (1)	Tranche	Class	Moody's	S&P	Fitch	Amortized	Fair	Unrealized	Cumulative
						Cost	Value	Loss	Credit-
						Basis		(Gain)	Related
						<i>(Dollars in thousands)</i>			
SECURITY 1	Senior	Sr	Ca	NR	WD	\$ 2,212	\$ 2,412	\$ (200)	\$ 1,219
SECURITY 2	Senior (org Mezz)	B	Ca	NR	WD	6,428	3,679	2,749	7,398
SECURITY 3	Senior (org Mezz)	Mez	C	NR	WD	0	0	0	61
SECURITY 4	Mezzanine	C	C	NR	C	1,280	1,484	(204)	1,546
SECURITY 5	Mezzanine	C-2	Caa3	NR	C	1,979	1,192	787	184
SECURITY 6	Mezzanine	C-1	Ca	NR	C	1,916	1,407	509	1,316
SECURITY 7	Mezzanine	B-1	Caa1	NR	C	4,488	3,171	1,317	41
SECURITY 8	Mezzanine	B-1	Ca	NR	C	3,676	2,691	985	1,651
SECURITY 12	Senior (org Mezz)	Mez	Caa1	NR	C	1,258	1,713	(455)	588
SECURITY 13	Senior (org Mezz)	Mez	Caa1	NR	C	859	999	(140)	406
SECURITY 14	Mezzanine	B-1	Caa1	NR	C	3,337	2,272	1,065	422
SECURITY 15	Mezzanine	B	Caa3	NR	C	6,436	4,500	1,936	3,531
SECURITY 16	Mezzanine	B-2	Ca	NR	C	3,439	2,200	1,239	1,561
SECURITY 17	Mezzanine	B-1	Caa2	NR	C	2,250	1,590	660	750
SECURITY 18	Senior	A-3	Aa1	BBB-	A	5,000	3,750	1,250	0

**Table of Contents**

Description (1)	Tranche	Class	Moodys	S&P	Fitch	Amortized Cost Basis	Fair Value	Unrealized Loss (Gain)	Cumulative Credit-Related OTTI
SECURITY 19	Senior (org Mezz)	B	Ba1	NR	BB	3,395	2,852	543	0
SECURITY 22	Mezzanine	B-1	B3	NR	C	2,500	1,550	950	0
						\$ 50,453	\$ 37,462	\$ 12,991	\$ 20,674

(1) Securities that are no longer owned by the Company have been removed from the tables.

Desc.	# of Issuers Currently Performing (1)	Deferrals as % of Original Collateral	Defaults as a % of Original Collateral	Expected Deferrals and Defaults as a % of Remaining Performing Collateral (2)	Projected Recovery/Cure Rates on Deferring Collateral	Excess Subordination as % of Performing Collateral	Amortized Cost as a % of Par Value	Discount as a % of Par Value (3)
1	5	10.7%	13.3%	11.4%	50 - 85%	(110.0)%	62.4%	37.6%
2	5	0.7%	11.1%	6.6%	90%	(114.4)%	45.4%	54.6%
3	0	1.9%	3.6%	0.0%	0%	0.0%	0.0%	100%
4	38	17.4%	12.1%	6.9%	0 - 90%	(5.9)%	43.1%	56.9%
5	40	6.7%	12.9%	7.3%	45 - 90%	(3.6)%	91.3%	8.7%
6	42	7.5%	19.0%	7.2%	0 - 90%	(19.3)%	58.5%	41.5%
7	20	0.0%	20.3%	6.8%	N/A	(12.8)%	84.9%	15.1%
8	26	1.5%	22.4%	7.4%	75%	(16.0)%	68.3%	31.7%
12	5	0.0%	14.5%	5.3%	N/A	(3.8)%	73.5%	26.5%
13	5	0.0%	14.5%	5.3%	N/A	(3.8)%	86.0%	14.0%
14	39	11.1%	12.2%	6.6%	0 - 90%	0.2%	88.1%	11.9%
15	17	3.6%	19.1%	9.0%	0 - 90%	(35.1)%	64.4%	35.6%
16	15	4.4%	18.8%	6.1%	0%	(30.6)%	68.8%	31.2%
17	29	3.0%	12.1%	7.4%	90%	(3.7)%	75.0%	25.0%
18	28	4.0%	12.9%	6.2%	15%	69.1%	100%	0.0%
19	5	0.6%	4.6%	6.7%	50%	29.7%	100%	0.0%
22	32	3.7%	9.3%	7.4%	50 - 90%	2.5%	100%	0.0%

- (1) Performing refers to all outstanding issuers less issuers that have either defaulted or are currently deferring their interest payment.
- (2) Expected Deferrals and Defaults refers to projected future defaults on performing collateral and does not include the projected defaults on deferring collateral.
- (3) The Discount in the table above represents the Par Value less the Amortized Cost. This metric generally approximates the level of OTTI that has been incurred on these securities.

The Company defines Excess Subordination as all outstanding collateral less the sum of (i) 100% of the defaulted collateral, (ii) the sum of the projected net loss amounts for each piece of the deferring but not defaulted collateral and (iii) the amount of each Trup Cdo's debt that is either senior to or pari passu with our security's priority level.

The calculation of excess subordination in the above table does not consider the OTTI the Company has recognized on these securities. While the ratio of excess subordination provides some insight on overall collateralization levels, the Company completes an expected cash flow analysis each quarter to determine whether an adverse change in future cash flows has occurred under ASC 320. The standard specifies that a cash flow projection can be present-valued at the security specific effective interest rate and the resulting present value compared to the amortized cost in order to quantify the credit component of impairment. The Company utilizes the cash flow models to determine the net realizable value and assess whether additional OTTI has occurred.



**Table of Contents**

While the ratio of excess subordination provides some insight on overall collateralization levels, the Company does not utilize this ratio to calculate OTTI. The ratio of excess subordination represents only one component of the projected cash flow. The Company believes the excess subordination is limited as it does not consider the following:

Waterfall structure and redirection of cash flows

Excess interest spread

Cash reserves

The collateral backing of a particular tranche can be increased by decreasing the more senior liabilities of the Trup Cdo tranche. This occurs when collateral deterioration due to defaults and deferrals triggers alternative waterfall provisions of the cash flow. The waterfall structure of the bond requires the excess spread to be rerouted away from the most junior classes of debt (which includes the income notes) in order to pay down the principal of the most senior liabilities. As these senior liabilities are paid down, the senior and mezzanine tranches become better secured (due to the rerouting away from the income notes). Therefore, variances will exist between the calculated excess subordination measure and the amount of OTTI recognized due to the impact of the specific structural features of each bond as it relates to the cash flow models.

The following is a summary of available for sale single-issue trust preferred securities with at least one rating below investment grade as of March 31, 2015:

Security	Moodys	S&P	Fitch	Amortized Cost	Fair Value	Unrealized Loss/ (Gain)
				<i>(Dollars in thousands)</i>		
Emigrant	NR	NR	B+	\$ 5,673	\$ 3,780	\$ 1,893
Bank of America	Ba1	NR	BB+	4,606	4,125	481
M&T Bank	NR	BBB-	BB+	2,994	3,219	(225)
Bank of America	Ba1	BB	BB+	500	518	(18)
				\$ 13,773	\$ 11,642	\$ 2,131

Additionally, the Company owns two single-issue trust preferred securities that are classified as held-to-maturity and include at least one rating below investment grade. These securities include SunTrust Bank (\$7.40 million) and Royal Bank of Scotland (\$973 thousand).

During the first quarter of 2015, United recognized net other-than-temporary impairment charges of \$34 thousand on a certain Trup Cdo, which is not expected to be sold. Other than this security, management does not believe that any other individual security with an unrealized loss as of March 31, 2015 is other-than-temporarily impaired. United believes the decline in value resulted from changes in market interest rates, credit spreads and liquidity, not an adverse change in the expected contractual cash flows. Based on a review of each of the securities in the investment portfolio, management concluded that it was not probable that it would be unable to realize the cost basis investment and appropriate interest payments on such securities. United has the intent and the ability to hold these securities until such time as the value recovers or the securities mature. However, United acknowledges that any impaired securities may be sold in future periods in response to significant, unanticipated changes in asset/liability management decisions, unanticipated future market movements or business plan changes.

Further information regarding the amortized cost and estimated fair value of investment securities, including remaining maturities as well as a more detailed discussion of management's other-than-temporary impairment analysis, is presented in Note 3 to the unaudited Notes to Consolidated Financial Statements.

**Loans**

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Loans held for sale increased \$201 thousand or 2.32% as loan originations in the secondary market exceeded loan sales during the first three months of 2015. Portfolio loans, net of unearned income, decreased \$61.54 million or less than 1% from year-end 2014. Since year-end 2014, commercial, financial and agricultural loans decreased \$21.88 million less than 1% as commercial real estate loans decreased \$14.78 billion and commercial loans (not secured by real estate) decreased \$7.10 million. In addition, construction and land development loans decreased \$44.03 million or 3.89% and residential real estate loans decreased \$5.36 million or less than 1%, while other consumer loans increased \$9.32 million or 2.53%. Organically, portfolio loans declined \$58.36 million from year-end 2014.

**Table of Contents**

The following table summarizes the changes in the major loan classes since year-end 2014:

<i>(Dollars in thousands)</i>	March 31 2015	December 31 2014	\$ Change	% Change
Loans held for sale	\$ 8,881	\$ 8,680	\$ 201	2.32%
Commercial, financial, and agricultural:				
Owner-occupied commercial real estate	\$ 999,920	\$ 1,016,364	\$ (16,444)	(1.62%)
Nonowner-occupied commercial real estate	2,761,853	2,760,189	1,664	0.06%
Other commercial loans	1,570,335	1,577,438	(7,103)	(0.45%)
Total commercial, financial, and agricultural	\$ 5,332,108	\$ 5,353,991	\$ (21,883)	(0.41%)
Residential real estate	2,257,995	2,263,354	(5,359)	(0.24%)
Construction & land development	1,089,222	1,133,251	(44,029)	(3.89%)
Consumer:				
Bankcard	9,901	10,437	(536)	(5.14%)
Other consumer	368,313	358,459	9,854	2.75%
Less: Unearned income	(14,428)	(14,840)	412	2.78%
<b>Total Loans, net of unearned income</b>	<b>\$ 9,043,111</b>	<b>\$ 9,104,652</b>	<b>\$ (61,541)</b>	<b>(0.68%)</b>

For a further discussion of loans see Note 4 to the unaudited Notes to Consolidated Financial Statements.

**Other Assets**

Other assets decreased \$20.25 million or 5.03% from year-end 2014. Income tax receivable decreased \$15.96 million as a result of timing differences while deferred tax assets decreased \$3.29 million. The remainder of the decrease in other assets is the result of a decrease of \$1.33 million in accounts receivable and a decrease of \$1.23 million in OREO. Partially offsetting these decreases in other assets is a \$1.35 million increase in the cash surrender value of bank-owned life insurance policies, mainly due to an increase in the cash surrender value, and a \$1.41 million increase in other prepaid expenses.

**Deposits**

Deposits represent United's primary source of funding. Total deposits at March 31, 2015 increased \$31.16 million or less than 1% from year-end 2014. In terms of composition, noninterest-bearing deposits decreased \$23.28 million or less than 1% while interest-bearing deposits increased \$54.44 million or less than 1% from December 31, 2014. Organically, deposits grew \$31.88 million from year-end 2014.

The decrease in noninterest-bearing deposits was due mainly to decreases in commercial noninterest-bearing deposits of \$24.92 million or 1.28% and official checks of \$18.72 million or 29.43%. Partially offsetting these decreases in noninterest-bearing deposits, was an increase of \$23.76 million or 4.92% in personal noninterest-bearing deposits and an increase of \$3.44 million or 4.67% in noninterest-bearing public funds.

The increase in interest-bearing deposits was due mainly to interest-bearing money market accounts (MMDAs) increasing \$87.20 million or 4.22%, interest-bearing checking accounts increasing \$57.83 million or 3.41% and regular savings accounts increasing \$22.98 million or 3.48%. The \$87.20 million increase in interest-bearing MMDAs was due to a \$12.30 million and a \$76.12 million increase in personal MMDAs and commercial MMDAs, respectively. Public funds MMDAs, on the other hand, decreased \$1.22 million. Interest-bearing checking deposits increased \$57.83 million mainly due to a \$64.86 million increase in state and municipal interest-bearing checking accounts and a \$12.77 million increase in commercial interest-bearing checking accounts. Personal interest-bearing checking accounts decreased \$19.80 million. Partially offsetting these increases in interest-bearing deposits were

**Table of Contents**

decreases in time deposits under \$100,000 of \$45.78 million or 4.79% and time deposits over \$100,000 of \$67.79 million or 6.28%. The \$67.79 million decrease in time deposits over \$100,000 is the result of a \$57.44 million decrease in Certificate of Deposit Account Registry Service (CDARS) balances and a \$13.94 million decrease in fixed rate certificates of deposits (CDs). The \$45.78 million decrease in time deposits under \$100,000 is due to fixed rate CDs decreasing \$44.40 million and CDARS balances decreasing \$1.57 million.

The following table summarizes the changes in the deposit categories since year-end 2014:

<i>(Dollars in thousands)</i>	March 31 2015	December 31 2014	\$ Change	% Change
Demand deposits	\$ 2,568,342	\$ 2,591,619	\$ (23,277)	(0.90%)
Interest-bearing checking	1,752,980	1,695,146	57,834	3.41%
Regular savings	682,748	659,773	22,975	3.48%
Money market accounts	2,152,363	2,065,162	87,201	4.22%
Time deposits under \$100,000	909,394	955,178	(45,784)	(4.79%)
Time deposits over \$100,000 <sup>(1)</sup>	1,010,817	1,078,607	(67,790)	(6.28%)
<b>Total deposits</b>	<b>\$ 9,076,644</b>	<b>\$ 9,045,485</b>	<b>\$ 31,159</b>	<b>0.34%</b>

(1) Includes time deposits of \$250,000 or more of \$285,147 and \$272,059 at March 31, 2015 and December 31, 2014, respectively.

**Borrowings**

Total borrowings at March 31, 2015 decreased \$239.16 million or 15.52% during the first three months of 2015. Since year-end 2014, short-term borrowings decreased \$113.67 million or 26.09% due to a \$107.95 million decrease in short-term securities sold under agreements to repurchase and a \$5.73 million decrease in federal funds purchased. Long-term borrowings decreased \$125.49 million or 11.35% since year-end 2014 as long-term FHLB advances decreased \$125.34 million.

The table below summarizes the change in the borrowing categories since year-end 2014:

<i>(Dollars in thousands)</i>	March 31 2015	December 31 2014	\$ Change	% Change
Federal funds purchased	\$ 48,115	\$ 53,840	\$ (5,725)	(10.63%)
Short-term securities sold under agreements to repurchase	273,865	381,812	(107,947)	28.27%
Long-term securities sold under agreements to repurchase	51,973	52,343	(370)	(0.71%)
Long-term FHLB advances	705,000	830,335	(125,335)	(15.09%)
Issuances of trust preferred capital securities	222,854	222,636	218	0.10%
<b>Total borrowings</b>	<b>\$ 1,301,807</b>	<b>\$ 1,540,966</b>	<b>\$ (239,159)</b>	<b>(15.52%)</b>

For a further discussion of borrowings see Notes 8 and 9 to the unaudited Notes to Consolidated Financial Statements.

**Accrued Expenses and Other Liabilities**

Accrued expenses and other liabilities at March 31, 2015 decreased \$1.15 million or 1.35% from year-end 2014. In particular, accrued employee expenses decreased \$1.54 million due mainly to a \$3.37 million decrease in incentives payables which was partially offset by an increase of \$1.57 million in other employee withholdings. In addition, other accrued expenses decreased \$1.49 million. Partially offsetting these decreases in accrued expenses and other liabilities was an increase of \$1.49 million in business franchise taxes and a \$729 thousand increase in derivative liability.



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## **Table of Contents**

### **Shareholders Equity**

Shareholders equity at March 31, 2015 increased \$21.90 million or 1.32% from December 31, 2014. Earnings net of dividends for the first three months of 2015 were \$12.42 million.

Accumulated other comprehensive income increased \$6.10 million due mainly to an increase of \$5.38 million in United s available for sale investment portfolio, net of deferred income taxes. The after tax non-credit portion of OTTI losses was \$42 thousand and the after-tax accretion of pension costs was \$768 thousand for the first quarter of 2015.

### **RESULTS OF OPERATIONS**

#### **Overview**

Net income for the first three months of 2015 was \$34.63 million or \$0.50 per diluted share compared to \$30.12 million or \$0.48 per share for the first three months of 2014. United s annualized return on average assets for the first three months of 2015 was 1.16% and return on average shareholders equity was 8.38% as compared to 1.14% and 8.57% for the first three months of 2014. As previously mentioned, United completed its acquisition of Virginia Commerce after the close of business on January 31, 2014. The financial results of Virginia Commerce are included in United s results from the acquisition date. Therefore, the first quarter of 2015 was impacted for an additional month by increased levels of average balances, income, and expense as compared to the first quarter of 2014 due to the acquisition.

The results for the first quarter of 2015 included noncash, before-tax, other-than-temporary impairment charges of \$34 thousand on certain investment securities and a net gain on sales and calls of investment securities of \$46 thousand. As previously mentioned, during the first quarter of 2014 United sold a former branch building which resulted in a before-tax gain of \$8.98 million. The results for the first quarter of 2014 also included noncash, before-tax, other-than-temporary impairment charges of \$639 thousand on certain investment securities and a net gain on sales and calls of investment securities of \$824 thousand.

Net interest income for the first three months of 2015 was \$94.75 million, which was an increase of \$9.45 million or 11.07% from net interest income of \$85.30 million for the first three months of 2014. The increase in net interest income occurred because total interest income increased \$9.39 million while total interest expense decreased \$62 thousand from the first quarter of 2014.

The provision for loan losses was \$5.35 million for the first three months of 2015 as compared to \$4.68 million for the first three months of 2014. Noninterest income was \$18.19 million for the first three months of 2015, down \$8.20 million or 31.06% when compared to the first three months of 2014. Noninterest expense decreased \$3.37 million or 5.52% for the first three months of 2015 compared to the same period in 2014. Income taxes decreased \$556 thousand for the first three months of 2015 as compared to the first three months of 2014. The effective tax rate was 30.65% and 34.49% for the first quarter of 2015 and 2014, respectively.

The following discussion explains in more detail the results of operations by major category.

#### **Net Interest Income**

Net interest income represents the primary component of United s earnings. It is the difference between interest income from earning assets and interest expense incurred to fund these assets. Net interest income is impacted by changes in the volume and mix of interest-earning assets and interest-bearing liabilities, as well as changes in market interest rates. Such changes, and their impact on net interest income in 2015 and 2014, are presented below.

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**Table of Contents**

Net interest income for the first three months of 2015 was \$94.75 million, which was an increase of \$9.45 million or 11.07% from the first quarter of 2014. The \$9.45 million increase in net interest income occurred because total interest income increased \$9.39 million while total interest expense decreased \$62 thousand from the first quarter of 2014. On a linked-quarter basis, net interest income for the first quarter of 2015 decreased \$5.81 million or 5.77% from the fourth quarter of 2014. The \$5.81 million decrease in net interest income occurred because total interest income decreased \$7.17 million while total interest expense only decreased \$1.37 million from the fourth quarter of 2014. Generally, interest income for the first quarter of 2015 increased from the first quarter of 2014 because of the additional month of earning assets from the Virginia Commerce acquisition. Likewise, interest expense for the first quarters of 2015 would have been impacted by the additional month of interest-bearing liabilities from Virginia Commerce. However, the additional interest expense was mitigated by the accretion of fair value premiums recorded on the interest-bearing deposits and long-term securities sold under agreements to repurchase acquired from Virginia Commerce. For the purpose of this remaining discussion, net interest income is presented on a tax-equivalent basis to provide a comparison among all types of interest earning assets. The tax-equivalent basis adjusts for the tax-favored status of income from certain loans and investments. Although this is a non-GAAP measure, United's management believes this measure is more widely used within the financial services industry and provides better comparability of net interest income arising from taxable and tax-exempt sources. United uses this measure to monitor net interest income performance and to manage its balance sheet composition.

Tax-equivalent net interest income for the first quarter of 2015 was \$96.32 million, an increase of \$9.41 million or 10.82% from the first quarter of 2014. This increase in tax-equivalent net interest income was primarily attributable to an increase in average earning assets from the Virginia Commerce acquisition. Average earning assets increased \$1.29 billion or 13.64% from the first quarter of 2014. Average net loans increased \$978.83 million or 12.27% for the first quarter of 2015 while average short-term investments and investment securities increased \$224.20 million or 76.68% and \$90.84 million or 7.49%, respectively. In addition, the average cost of funds declined 6 basis points from the first quarter of 2014. In particular, the average cost of long-term borrowings declined 55 basis points due mainly to the repayment of certain higher-cost long-term FHLB borrowings and trust preferred issuances. Partially offsetting the increases to tax-equivalent net interest income for the first quarter of 2015 was a decline of 15 basis points in the average yield on earning assets as compared to the first quarter of 2014. In particular, the yield on average net loans declined 15 basis points due to payoffs of higher yielding loans coupled with the re-investment of this cash inflow into new loans at lower interest rates. The net interest margin for the first quarter of 2015 was 3.61%, which was a decrease of 9 basis points from a net interest margin of 3.70% for the first quarter of 2014.

On a linked-quarter basis, United's tax-equivalent net interest income for the first quarter of 2015 decreased \$5.81 million or 5.77% due mainly to a decrease in the average yield on earning assets. The first quarter of 2015 average yield on earning assets decreased 21 basis points from the fourth quarter of 2014 due primarily to interest income of \$3.2 million on the repayment of a large acquired loan in the fourth quarter of 2014. Average earning assets were flat, increasing \$25.25 million or less than 1% for the linked-quarter. Average net loans and average investments were also flat while average short-term investments increased \$70.16 million or 15.72%. Partially offsetting the decreases to tax-equivalent net interest income for the first quarter of 2015 was a decrease of 6 basis points in the average cost of funds as compared to the fourth quarter of 2014. The net interest margin of 3.61% for the first quarter of 2015 was a decrease of 16 basis points from the net interest margin of 3.77% for the fourth quarter of 2014.

**Table of Contents**

United's tax-equivalent net interest income also includes the impact of acquisition accounting fair value adjustments.

The following table provides the discount/premium and net accretion impact to tax-equivalent net interest income for the three months ended March 31, 2015, March 31, 2014 and December 31, 2014:

<i>(Dollars in thousands)</i>	Three Months Ended		
	March 31 2015	March 31 2014	December 31 2014
Loan accretion	\$ 2,129	\$ 1,344	\$ 5,582
Certificates of deposit	718	979	914
Long-term borrowings	153	96	(244)
Total	\$ 3,000	\$ 2,419	\$ 6,252

The following table reconciles the difference between net interest income and tax-equivalent net interest income for the three months ended March 31, 2015, March 31, 2014 and December 31, 2014:

<i>(Dollars in thousands)</i>	Three Months Ended		
	March 31 2015	March 31 2014	December 31 2014
Net interest income, GAAP basis	\$ 94,749	\$ 85,302	\$ 100,556
Tax-equivalent adjustment (1)	1,569	1,608	1,530
Tax-equivalent net interest income	\$ 96,318	\$ 86,910	\$ 102,086

- (1) The tax-equivalent adjustment combines amounts of interest income on federally nontaxable loans and investment securities using the statutory federal income tax rate of 35%. All interest income on loans and investment securities was subject to state income taxes.

**Table of Contents**

The following table shows the unaudited consolidated daily average balance of major categories of assets and liabilities for the three-month period ended March 31, 2015 and 2014, respectively, with the interest and rate earned or paid on such amount. The interest income and yields on federally nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory federal income tax rate of 35%. Interest income on all loans and investment securities was subject to state income taxes.

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014		
	Average Balance	Interest (1)	Avg. Rate (1)	Average Balance	Interest (1)	Avg. Rate (1)
<i>(Dollars in thousands)</i>						
<b>ASSETS</b>						
Earning Assets:						
Federal funds sold and securities repurchased under agreements to resell and other short-term investments	\$ 516,594	\$ 331	0.26%	\$ 292,393	\$ 167	0.23%
Investment Securities:						
Taxable	1,184,583	8,189	2.77%	1,103,055	6,529	2.37%
Tax-exempt	118,704	1,354	4.56%	109,395	1,313	4.80%
Total Securities	1,303,287	9,543	2.93%	1,212,450	7,842	2.59%
Loans, net of unearned income (2)	9,032,769	96,244	4.31%	8,052,658	88,763	4.46%
Allowance for loan losses	(75,351)			(74,068)		
Net loans	8,957,418		4.35%	7,978,590		4.50%
Total Earning Assets	10,777,299	\$ 106,118	3.98%	9,483,433	\$ 96,772	4.13%
Other assets	1,361,987			1,237,400		
<b>TOTAL ASSETS</b>	<b>\$ 12,139,286</b>			<b>\$ 10,720,833</b>		
<b>LIABILITIES</b>						
Interest-Bearing Funds:						
Interest-bearing deposits	\$ 6,442,066	\$ 6,885	0.43%	\$ 5,696,698	\$ 6,401	0.46%
Short-term borrowings	371,508	231	0.25%	606,476	353	0.24%
Long-term borrowings	1,077,454	2,684	1.01%	809,580	3,108	1.56%
Total Interest-Bearing Funds	7,891,028	9,800	0.50%	7,112,754	9,862	0.56%
Noninterest-bearing deposits	2,507,695			2,132,041		
Accrued expenses and other liabilities	65,154			49,717		
<b>TOTAL LIABILITIES</b>	<b>10,463,877</b>			<b>9,294,512</b>		
<b>SHAREHOLDERS EQUITY</b>	<b>1,675,409</b>			<b>1,426,321</b>		
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 12,139,286</b>			<b>\$ 10,720,833</b>		
<b>NET INTEREST INCOME</b>		<b>\$ 96,318</b>			<b>\$ 86,910</b>	
<b>INTEREST SPREAD</b>			<b>3.48%</b>			<b>3.57%</b>
<b>NET INTEREST MARGIN</b>			<b>3.61%</b>			<b>3.70%</b>

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- (1) The interest income and the yields on federally nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory federal income tax rate of 35%.
- (2) Nonaccruing loans are included in the daily average loan amounts outstanding.

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**Table of Contents****Provision for Loan Losses**

For the quarters ended March 31, 2015 and 2014, the provision for loan losses was \$5.35 million and \$4.68 million, respectively. Net charge-offs were \$5.31 million for the first quarter of 2015 as compared to net charge-offs of \$4.54 million for the same quarter in 2014. These higher amounts of provision expense and net charge-offs for the first quarter of 2015 compared to the first quarter of 2014 were due to an increase in impairments on acquired loans. On a linked-quarter basis, the provision for loans losses decreased \$955 thousand while net charge-offs decreased \$1.19 million from the fourth quarter of 2014. These lower amounts of provision expense and net charge-offs for the first quarter of 2015 compared to the fourth quarter of 2014 were due mainly to large losses in the fourth quarter totaling \$3.3 million on two loans. Annualized net charge-offs as a percentage of average loans were 0.24% for the first quarter of 2015. This ratio compares favorably to United's most recently reported Federal Reserve peer group banking companies (bank holding companies with total assets over \$10 billion) net charge-offs to average loans percentage of 0.30% for the year of 2014.

At March 31, 2015, nonperforming loans were \$114.35 million or 1.26% of loans, net of unearned income compared to nonperforming loans of \$108.96 million or 1.20% of loans, net of unearned income at December 31, 2014. The components of nonperforming loans include: 1) nonaccrual loans, 2) loans which are contractually past due 90 days or more as to interest or principal, but have not been put on a nonaccrual basis and 3) loans whose terms have been restructured for economic or legal reasons due to financial difficulties of the borrowers.

Loans past due 90 days or more were \$16.29 million at March 31, 2015, an increase of \$4.61 million or 39.51% from \$11.67 million at year-end 2014. This increase was due to a \$5.5 million residential real estate loan being 90 days or more past due at the end of the first quarter. At March 31, 2015, nonaccrual loans of \$75.87 million were relatively flat from year-end 2014, increasing \$821 million or 1.09%. Restructured loans were \$22.19 million at March 31, 2015 which was also relatively flat from \$22.23 million of restructured loans at year-end 2014. The slight decrease was due to repayments. One loan in the amount of \$240 thousand was restructured during the first quarter of 2015. The loss potential on these loans has been properly evaluated and allocated within the company's allowance for loan losses.

Nonperforming assets include nonperforming loans and real estate acquired in foreclosure or other settlement of loans (OREO). Total nonperforming assets of \$151.90 million, including OREO of \$37.55 million at March 31, 2015, represented 1.25% of total assets.

Loans are designated as impaired when, in the opinion of management, the collection of principal and interest in accordance with the loan contract is doubtful. At March 31, 2015, impaired loans were \$260.91 million, which was a decrease of \$6.16 million or 2.31% from the \$267.08 million in impaired loans at December 31, 2014. For further details regarding impaired loans, see Note 5 to the unaudited Consolidated Financial Statements.

United maintains an allowance for loan losses and a reserve for lending-related commitments. The combined allowance for loan losses and reserve for lending-related commitments are referred to as the allowance for credit losses. At March 31, 2015 and December 31, 2014, the allowance for credit losses was \$77.05 million.

At March 31, 2015, the allowance for loan losses was \$75.57 million as compared to \$75.53 million at December 31, 2014. As a percentage of loans, net of unearned income, the allowance for loan losses was 0.84% at March 31, 2015 and 0.83% at December 31, 2014. The ratio of the allowance for loan losses to nonperforming loans or coverage ratio was 66.09% and 69.32% at March 31, 2015 and December 31, 2014, respectively. The Company's detailed methodology and analysis indicated a minimal increase in the allowance for loan losses primarily because of the offsetting factors of changes within historical loss rates and reduced loss allocations on impaired loans.

Allocations are made for specific commercial loans based upon management's estimate of the borrowers' ability to repay and other factors impacting collectibility. Other commercial loans not specifically reviewed on an individual

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**Table of Contents**

basis are evaluated based on historical loss percentages applied to loan pools that have been segregated by risk. Allocations for loans other than commercial loans are made based upon historical loss experience adjusted for current environmental conditions. The allowance for credit losses includes estimated probable inherent but unidentified losses within the portfolio due to uncertainties in economic conditions, delays in obtaining information, including unfavorable information about a borrower's financial condition, the difficulty in identifying triggering events that correlate perfectly to subsequent loss rates, and risk factors that have not yet fully manifested themselves in loss allocation factors. In addition, a portion of the allowance accounts for the inherent imprecision in the allowance for credit losses analysis.

United's formal company-wide review of the allowance for loan losses at March 31, 2015 produced increased allocations in four of the six loan categories. The other commercial loan pool allocation increased \$1.66 million due to an increase in impairment recognition. The allowance allocated to the residential real estate loan pool increased \$722 thousand due to an increase in impairment recognition as well. The commercial real estate owner-occupied loan pool allocation increased \$365 thousand due to an increase in criticized loans within the portfolio and the corresponding historical loss rate and an increase in impairment recognition. The consumer loan pool also experienced an increase of \$168 thousand due to an increase in portfolio outstandings. Offsetting these increases was a decrease in the allocation related to the real estate construction and development loan pool of \$2.46 million due to a decrease in portfolio outstandings as well as historical loss rates applied to the portfolio. The commercial real estate nonowner-occupied loan pool allocation decreased \$497 thousand due to improvement in historical loss rates applied to pass-rated and classified loans. In summary, the overall level of the allowance for loan losses was relatively stable in comparison to year-end 2014 as a result of offsetting factors within the portfolio as described above.

An allowance is established for probable credit losses on impaired loans via specific allocations. Nonperforming commercial loans and leases are regularly reviewed to identify impairment. A loan or lease is impaired when, based on current information and events, it is probable that the Company will not be able to collect all amounts contractually due. Measuring impairment of a loan requires judgment and estimates, and the eventual outcomes may differ from those estimates. Impairment is measured based upon the present value of expected future cash flows from the loan discounted at the loan's effective rate, the loan's observable market price or the fair value of collateral if the loan is collateral dependent. When the selected measure is less than the recorded investment in the loan, an impairment has occurred. The allowance for impaired loans was \$18.95 million at March 31, 2015 and \$14.95 million at December 31, 2014. In comparison to the prior year-end, this element of the allowance increased by \$4.00 million primarily due to increased specific allocations for other commercial and residential real estate loans.

Management believes that the allowance for credit losses of \$77.05 million at March 31, 2015 is adequate to provide for probable losses on existing loans and lending-related commitments based on information currently available. Note 6 to the accompanying unaudited Notes to Consolidated Financial Statements provides a progression of the allowance for loan losses by portfolio segment.

United's loan administration policies are focused on the risk characteristics of the loan portfolio in terms of loan approval and credit quality. The commercial loan portfolio is monitored for possible concentrations of credit in one or more industries. Management has lending limits as a percentage of capital per type of credit concentration in an effort to ensure adequate diversification within the portfolio. Most of United's commercial loans are secured by real estate located in West Virginia, southeastern Ohio, Pennsylvania, Virginia, Maryland and the District of Columbia. It is the opinion of management that these commercial loans do not pose any unusual risks and that adequate consideration has been given to these loans in establishing the allowance for credit losses.

Management is not aware of any potential problem loans, trends or uncertainties, which it reasonably expects, will materially impact future operating results, liquidity, or capital resources which have not been disclosed. Additionally, management has disclosed all known material credits, which cause management to have serious doubts as to the ability of such borrowers to comply with the loan repayment schedules.

**Table of Contents****Other Income**

Other income consists of all revenues, which are not included in interest and fee income related to earning assets. Noninterest income has been and will continue to be an important factor for improving United's profitability. Recognizing the importance, management continues to evaluate areas where noninterest income can be enhanced.

Noninterest income for the first quarter of 2015 was \$18.19 million, which was a decrease of \$8.20 million from the first quarter of 2014. Included in noninterest income for the first quarter of 2015 were noncash, before-tax, other-than-temporary impairment charges of \$34 thousand on certain investment securities as compared to \$639 thousand for the first quarter of 2014. In addition, net gains on sales and calls of investment securities were \$46 thousand and \$824 thousand for the first quarters of 2015 and 2014, respectively. Included in noninterest income for the first quarter of 2014 was an \$8.98 million net gain on the sale of bank premises. Excluding the net gain on the sale of bank premises, the noncash, other-than-temporary impairment charges as well as net gains and losses from sales and calls of investment securities, noninterest income for the first quarter of 2015 increased \$953 thousand or 5.53% from the first quarter of 2014.

Although excluding the net gain on the sale of bank premises and the results of security transactions is a non-GAAP measure, United's management believes noninterest income without the net gain on the sale of bank premises and noncash, before-tax, other-than-temporary impairment charges as well as net securities gains and losses on sales and calls is more indicative of United's performance because it isolates income that is primarily customer relationship driven and is more indicative of normalized operations. In addition, these items can fluctuate greatly from quarter to quarter or could be infrequent and are thus difficult to predict.

The following table reconciles the difference between noninterest income and noninterest income excluding the results of the net gain on the sale of bank premises and security transactions for the three months ended March 31, 2015, March 31, 2014, and December 31, 2014.

	Three Months Ended		
	March 2015	March 2014	December 2014
<i>(Dollars in thousands)</i>			
Total Non-Interest Income, GAAP basis	\$ 18,191	\$ 26,387	\$ 19,415
Less: Net gain on the sale of bank premises	0	8,976	0
Less: Net other-than-temporary impairment losses	(34)	(639)	(704)
Less: Net gains on sales/calls of investment securities	46	824	1,232
Non-Interest Income excluding the results of noncash, other than-temporary impairment charges and net gains and losses from sales and calls of investment securities	\$ 18,179	\$ 17,226	\$ 18,887

Revenue from trust income and brokerage commissions for the first quarter of 2015 increased \$299 thousand or 6.51% from the first quarter of 2014 due mainly to an increase in brokerage volume. Revenue from trust and brokerage services was \$4.89 million for the first quarter of 2015 as compared to \$4.59 million for the first quarter of 2014.

Fees from deposit services were \$9.77 million for the first quarter of 2015 which was an increase of \$214 thousand or 2.24% from the first quarter of 2014. In particular, debit card fees increased \$285 thousand from the first quarter of 2014. Partially offsetting this increase was a decrease of \$93 thousand in overdraft fees.

Income from mortgage banking for the first quarter of 2015 increased \$286 thousand or 110.42% from the first quarter of 2014 due to increased production and sales of mortgage loans in the secondary market. Mortgage loan sales for the first quarter of 2015 were \$33.23 million, up \$16.58 million or 99.63% from mortgage loan sales of \$16.65 million for the first quarter of 2014. Income from mortgage banking was \$545 thousand for the first quarter of 2015 as compared to \$259 thousand for the first quarter of 2014.

**Table of Contents**

On a linked-quarter basis, noninterest income for the first quarter of 2015 decreased \$1.22 million from the fourth quarter of 2014. Included in the results for the first quarter of 2015 and fourth quarter of 2014 were noncash, before-tax, other-than-temporary impairment charges of \$34 thousand and \$704 thousand, respectively. In addition, the results for the first quarter of 2015 and fourth quarter of 2014 included net gains on sales and calls of investment securities of \$46 thousand and \$1.23 million, respectively. Excluding the noncash, other-than-temporary impairment charges as well as the net gains from sales and calls of investment securities, noninterest income decreased \$708 thousand or 3.75% on a linked-quarter basis. This decrease was mainly due to declines in fees from deposit services of \$1.00 million as a result of a decrease in overdraft fees and \$419 thousand in fees from bankcard services due to a decline in volume. Partially offsetting these decreases was an increase of \$459 thousand in income from trust and brokerage services due to an increase in volume.

**Other Expenses**

Just as management continues to evaluate areas where noninterest income can be enhanced, it strives to improve the efficiency of its operations to reduce costs. Other expenses include all items of expense other than interest expense, the provision for loan losses, and income taxes. Noninterest expense for the first quarter of 2015 was \$57.66 million which was a decrease of \$3.37 million or 5.52% from the first quarter of 2014.

Employee compensation for the first quarter of 2015 decreased \$4.74 million or 18.95% when compared to the first quarter of 2014. The first quarter of 2014 included \$3.64 million of merger severance charges. Other than the severance charges, the remainder of the decrease was due mainly to a decline in the expense for employee incentives.

Employee benefits expense increased \$1.18 million or 20.96% from the first quarter of 2014 due mainly an increase in pension expense as a result of a change in the discount rate used in the valuation process at year-end 2014.

Other real estate owned (OREO) expense was \$1.11 million for the first quarter of 2015, a decrease of \$1.00 million or 47.33% from the first quarter of 2014. This decrease was mainly due to fewer declines in the fair values of OREO properties in the first quarter of 2015.

Equipment expense was \$2.12 million for the first quarter of 2015, an increase of \$223 thousand or 11.73% from the first quarter of 2014. The increase was due mainly to an increase in equipment maintenance expense.

Data processing expense increased \$506 thousand or 15.63% for the first quarter of 2015 as compared to the first quarter of 2014. This increase was due to the additional processing as a result of the Virginia Commerce acquisition.

Federal Deposit Insurance Corporation (FDIC) insurance expense for the first quarter of 2015 increased \$587 thousand or 38.95% due to a higher assessment base as a result of the Virginia Commerce acquisition. FDIC insurance expense was \$2.09 million for the first quarter of 2015 as compared to \$1.51 million for the first quarter of 2014.

On a linked-quarter basis, noninterest expense for the first quarter of 2015 decreased \$6.37 million or 9.95% from the fourth quarter of 2014. Included in noninterest expense for the first quarter of 2015 was a charge of \$1.10 million related to historical tax credits. Noninterest expense for the fourth quarter of 2014 included a prepayment penalty of \$1.97 million on an FHLB advance and a donation of \$800 thousand to an educational institution. Otherwise on a linked-quarter basis, employee compensation declined \$1.83 million primarily due to lower incentives, OREO expense decreased \$1.66 million due to fewer declines in the fair values of OREO properties and equipment expense decreased \$923 thousand due to a decline in depreciation expense. Partially offsetting these decreases was an increase of \$1.91 million in employee benefits due to increases in pension and Federal Insurance Contributions Act (FICA) expense.

United's efficiency ratio was 51.05% for the first quarter of 2015 as compared to 54.64% and 53.37% for the first and fourth quarters of 2014, respectively.

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## **Table of Contents**

### **Income Taxes**

For the first quarter of 2015, income tax expense was \$15.30 million as compared to \$15.86 million for the first quarter of 2014, a decrease of \$556 thousand or 3.51%. On a linked-quarter basis, income tax expense was \$16.38 million for the fourth quarter of 2014. The decreases were primarily due to historical tax credits recognized in the first quarter of 2015. United's effective tax rate was approximately 30.65% for the first quarter of 2015 as compared to 34.49% for the first quarter of 2014 and 33.00% for fourth quarter of 2014. United's normal effective tax rate is 33%. For further details related to income taxes, see Note 15 of the unaudited Notes to Consolidated Financial Statements contained within this document.

### **Contractual Obligations, Commitments, Contingent Liabilities and Off-Balance Sheet Arrangements**

United has various financial obligations, including contractual obligations and commitments, that may require future cash payments. Please refer to United's Annual Report on Form 10-K for the year ended December 31, 2014 for disclosures with respect to United's fixed and determinable contractual obligations. There have been no material changes outside the ordinary course of business since year-end 2014 in the specified contractual obligations disclosed in United's Annual Report on Form 10-K.

As of March 31, 2015, United recorded a liability for uncertain tax positions, including interest and penalties, of \$3.45 million in accordance with ASC topic 740. This liability represents an estimate of tax positions that United has taken in its tax returns which may ultimately not be sustained upon examination by tax authorities. Since the ultimate amount and timing of any future cash settlements cannot be predicted with reasonable certainty, this estimated liability is excluded from the contractual obligations table in the 2014 Form 10-K report.

United also enters into derivative contracts, mainly to protect against adverse interest rate movements on the value of certain assets or liabilities, under which it is required to either pay cash to or receive cash from counterparties depending on changes in interest rates. Derivative contracts are carried at fair value and not notional value on the consolidated balance sheet. Because the derivative contracts recorded on the balance sheet at March 31, 2015 do not present the amounts that may ultimately be paid under these contracts, they are excluded from the contractual obligations table in the 2014 Form 10-K report. Further discussion of derivative instruments is presented in Note 11 to the unaudited Notes to Consolidated Financial Statements.

United is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include loan commitments and standby letters of credit. United's maximum exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for the loan commitments and standby letters of credit is the contractual or notional amount of those instruments. United uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Since many of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. Further discussion of off-balance sheet commitments is included in Note 10 to the unaudited Notes to Consolidated Financial Statements.

### **Liquidity**

In the opinion of management, United maintains liquidity that is sufficient to satisfy its depositors' requirements and the credit needs of its customers. Like all banks, United depends upon its ability to renew maturing deposits and other liabilities on a daily basis and to acquire new funds in a variety of markets. A significant source of funds available to United is core deposits. Core deposits include certain demand deposits, statement and special savings and NOW accounts. These deposits are relatively stable, and they are the lowest cost source of funds available to United. Short-term borrowings have also been a significant source of funds. These include federal funds purchased and securities sold under agreements to repurchase as well as advances from the FHLB. Repurchase agreements represent funds

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**Table of Contents**

which are obtained as the result of a competitive bidding process.

Liquid assets are cash and those items readily convertible to cash. All banks must maintain sufficient balances of cash and near-cash items to meet the day-to-day demands of customers and United's cash needs. Other than cash and due from banks, the available for sale securities portfolio and maturing loans are the primary sources of liquidity.

The goal of liquidity management is to ensure the ability to access funding which enables United to efficiently satisfy the cash flow requirements of depositors and borrowers and meet United's cash needs. Liquidity is managed by monitoring funds' availability from a number of primary sources. Substantial funding is available from cash and cash equivalents, unused short-term borrowing and a geographically dispersed network of branches providing access to a diversified and substantial retail deposit market.

Short-term needs can be met through a wide array of outside sources such as correspondent and downstream correspondent federal funds and utilization of Federal Home Loan Bank advances.

Other sources of liquidity available to United to provide long-term as well as short-term funding alternatives, in addition to FHLB advances, are long-term certificates of deposit, lines of credit, borrowings that are secured by bank premises or stock of United's subsidiaries and issuances of trust preferred securities. In the normal course of business, United through its Asset Liability Committee evaluates these as well as other alternative funding strategies that may be utilized to meet short-term and long-term funding needs.

For the three months ended March 31, 2015, cash of \$53.89 million was provided by operating activities due mainly to net income of \$34.63 million for the quarter. Net cash of \$86.82 million was provided by investing activities which was primarily due to the net repayment of \$58.36 million in loans and net proceeds of \$23.76 million from sales over purchases of investment securities. During the first three months of 2015, net cash of \$226.28 million was used in financing activities due primarily to net repayments of \$125.34 million and \$113.67 million for long-term FHLB advances and short-term borrowings, respectively. Partially offsetting these decreases was growth in deposits of \$31.88 million. An additional use of cash for financing activities was the payment of cash dividends in the amount of \$22.17 million for the quarter. The net effect of the cash flow activities was a decrease in cash and cash equivalents of \$85.57 million for the first three months of 2015.

United anticipates it can meet its obligations over the next 12 months and has no material commitments for capital expenditures. There are no known trends, demands, commitments, or events that will result in or that are reasonably likely to result in United's liquidity increasing or decreasing in any material way. United also has lines of credit available. See Notes 8 and 9 to the accompanying unaudited Notes to Consolidated Financial Statements for more details regarding the amounts available to United under lines of credit.

The Asset Liability Committee monitors liquidity to ascertain that a liquidity position within certain prescribed parameters is maintained. No changes are anticipated in the policies of United's Asset Liability Committee.

**Capital Resources**

United's capital position is financially sound. United seeks to maintain a proper relationship between capital and total assets to support growth and sustain earnings. United has historically generated attractive returns on shareholders' equity. On January 1, 2015, the new Basel III Capital Rules became effective for United and its banking subsidiaries. United continues to be well-capitalized based upon these new regulatory guidelines. United's risk-based capital ratio is 12.44% at March 31, 2015 while its Common Equity Tier 1 capital, Tier 1 capital and leverage ratios are 9.45%, 11.69% and 10.53%, respectively. The new regulatory requirements for a well-capitalized financial institution are a risk-based capital ratio of 10.0%, a Common Equity Tier 1 capital ratio of 6.5%, a Tier 1 capital ratio of 8.0% and a leverage ratio of 5.0%.

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**Table of Contents**

Total shareholders' equity was \$1.68 billion at March 31, 2015, increasing \$21.90 million or 1.32% from December 31, 2014 primarily due to the retention of earnings. United's equity to assets ratio was 13.82% at March 31, 2015 as compared to 13.43% at December 31, 2014. The primary capital ratio, capital and reserves to total assets and reserves, was 14.36% at March 31, 2015 as compared to 13.97% at December 31, 2014. United's average equity to average asset ratio was 13.80% for the first quarter of 2015 as compared to 13.30% the first quarter of 2014. All of these financial measurements reflect a financially sound position.

During the first quarter of 2015, United's Board of Directors declared a cash dividend of \$0.32 per share. Total cash dividends declared were \$22.21 million for the first quarter of 2015 which was relatively flat from dividends declared of \$22.09 million for the first quarter of 2014.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The objective of United's Asset Liability Management function is to maintain consistent growth in net interest income within United's policy guidelines. This objective is accomplished through the management of balance sheet liquidity and interest rate risk exposures due to changes in economic conditions, interest rate levels and customer preferences.

**Interest Rate Risk**

Management considers interest rate risk to be United's most significant market risk. Interest rate risk is the exposure to adverse changes in United's net interest income as a result of changes in interest rates. United's earnings are largely dependent on the effective management of interest rate risk.

Management of interest rate risk focuses on maintaining consistent growth in net interest income within Board-approved policy limits. United's Asset/Liability Management Committee (ALCO), which includes senior management representatives and reports to the Board of Directors, monitors and manages interest rate risk to maintain an acceptable level of change to net interest income as a result of changes in interest rates. Policy established for interest rate risk is stated in terms of the change in net interest income over a one-year and two-year horizon given an immediate and sustained increase or decrease in interest rates. The current limits approved by the Board of Directors are structured on a staged basis with each stage requiring specific actions.

United employs a variety of measurement techniques to identify and manage its exposure to changing interest rates. One such technique utilizes an earnings simulation model to analyze the sensitivity of net interest income to movements in interest rates. The model is based on actual cash flows and repricing characteristics for on and off-balance sheet instruments and incorporates market-based assumptions regarding the impact of changing interest rates on the prepayment rate of certain assets and liabilities. The model also includes executive management projections for activity levels in product lines offered by United. Assumptions based on the historical behavior of deposit rates and balances in relation to changes in interest rates are also incorporated into the model. Rate scenarios could involve parallel or nonparallel shifts in the yield curve, depending on historical, current, and expected conditions, as well as the need to capture any material effects of explicit or embedded options. These assumptions are inherently uncertain and, as a result, the model cannot precisely measure net interest income or precisely predict the impact of fluctuations in interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes as well as changes in market conditions and management's strategies.

Interest sensitive assets and liabilities are defined as those assets or liabilities that mature or are repriced within a designated time frame. The principal function of managing interest rate risk is to maintain an appropriate relationship between those assets and liabilities that are sensitive to changing market interest rates. The difference between rate sensitive assets and rate sensitive liabilities for specified periods of time is known as the "GAP". Earnings-simulation analysis captures not only the potential of these interest sensitive assets and liabilities to mature or reprice, but also the

**Table of Contents**

probability that they will do so. Moreover, earnings-simulation analysis considers the relative sensitivities of these balance sheet items and projects their behavior over an extended period of time. United closely monitors the sensitivity of its assets and liabilities on an on-going basis and projects the effect of various interest rate changes on its net interest margin.

The following table shows United's estimated earnings sensitivity profile as of March 31, 2015 and December 31, 2014:

Change in Interest Rates (basis points)	Percentage Change in Net Interest Income	
	March 31, 2015	December 31, 2014
+200	(0.93%)	(1.55%)
+100	(0.93%)	(1.31%)
-100	2.67%	2.90%

At March 31, 2015, given an immediate, sustained 100 basis point upward shock to the yield curve used in the simulation model, net interest income for United is estimated to decrease by 0.93% over one year as compared to a decrease of 1.31% at December 31, 2014. A 200 basis point immediate, sustained upward shock in the yield curve would decrease net interest income by an estimated 0.93% over one year as of March 31, 2015, as compared to a decrease of 1.55% as of December 31, 2014. A 100 basis point immediate, sustained downward shock in the yield curve would increase net interest income by an estimated 2.67% over one year as of March 31, 2015 as compared to an increase of 2.90%, over one year as of December 31, 2014. With the federal funds rate at 0.25% at March 31, 2015 and December 31, 2014, management believed a 200 basis point immediate, sustained decline in rates was highly unlikely.

This analysis does not include the potential increased refinancing activities, which should lessen the negative impact on net income from falling rates. While it is unlikely market rates would immediately move 100 or 200 basis points upward or downward on a sustained basis, this is another tool used by management and the Board of Directors to gauge interest rate risk. All of these estimated changes in net interest income are and were within the policy guidelines established by the Board of Directors.

To further aid in interest rate management, United's subsidiary banks are members of the Federal Home Loan Bank (FHLB). The use of FHLB advances provides United with a low risk means of matching maturities of earning assets and interest-bearing funds to achieve a desired interest rate spread over the life of the earning assets. In addition, United uses credit with large regional banks and trust preferred securities to provide funding.

As part of its interest rate risk management strategy, United may use derivative instruments to protect against adverse price or interest rate movements on the value of certain assets or liabilities and on future cash flows. These derivatives commonly consist of interest rate swaps, caps, floors, collars, futures, forward contracts, written and purchased options. Interest rate swaps obligate two parties to exchange one or more payments generally calculated with reference to a fixed or variable rate of interest applied to the notional amount. United accounts for its derivative activities in accordance with the provisions of ASC topic 815, Derivatives and Hedging.

**Extension Risk**

A key feature of most mortgage loans is the ability of the borrower to repay principal earlier than scheduled. This is called a prepayment. Prepayments arise primarily due to sale of the underlying property, refinancing, or foreclosure. In general, declining interest rates tend to increase prepayments, and rising interest rates tend to slow prepayments. Like other fixed-income securities, when interest rates rise, the value of mortgage-related securities generally declines. The rate of prepayments on underlying mortgages will affect the price and volatility of mortgage-related securities and may shorten or extend the effective maturity of the security beyond what was anticipated at the time of purchase. If interest rates rise, United's holdings of mortgage-related securities may experience reduced returns if the

**Table of Contents**

borrowers of the underlying mortgages pay off their mortgages later than anticipated. This is generally referred to as extension risk.

At March 31, 2015, United's mortgage related securities portfolio had an amortized cost of \$853 million, of which approximately \$481 million or 56% were fixed rate collateralized mortgage obligations (CMOs). These fixed rate CMOs consisted primarily of planned amortization class (PACs), sequential-pay and accretion directed (VADMs) bonds having an average life of approximately 4.1 years and a weighted average yield of 2.67%, under current projected prepayment assumptions. These securities are expected to have very little extension risk in a rising rate environment. Current models show that an immediate, sustained upward shock of 300 basis points, the average life of these securities would only extend to 5.2 years. The projected price decline of the fixed rate CMO portfolio in rates up 300 basis points would be 12.2%, less than the price decline of a 5-year treasury note. By comparison, the price decline of a 30-year current coupon mortgage backed security (MBS) for an immediate, sustained upward shock of 300 basis points would be approximately 16.9%.

United had approximately \$263 million in balloon and other securities with a projected yield of 2.00% and a projected average life of 5 years on March 31, 2015. This portfolio consisted primarily of Fannie Mae Delegated Underwriting and Servicing (DUS) mortgage backed securities (MBS) with a weighted average loan age (WALA) of 2 years and a weighted average maturity (WAM) of 5.4 years.

United had approximately \$26 million in 15-year mortgage backed securities with a projected yield of 3.25% and a projected average life of 2.7 years as of March 31, 2015. This portfolio consisted of seasoned 15-year mortgage paper with a weighted average loan age (WALA) of 6.5 years and a weighted average maturity (WAM) of 8.2 years.

United had approximately \$42 million in 20-year mortgage backed securities with a projected yield of 2.87% and a projected average life of 4.8 years on March 31, 2015. This portfolio consisted of seasoned 20-year mortgage paper with a weighted average loan age (WALA) of 3.1 years and a weighted average maturity (WAM) of 16.7 years.

United had approximately \$18 million in 30-year mortgage backed securities with a projected yield of 3.45% and a projected average life of 4.3 years on March 31, 2015. This portfolio consisted of seasoned 30-year mortgage paper with a weighted average loan age (WALA) of 6.3 years and a weighted average maturity (WAM) of 23.2 years.

The remaining 3% of the mortgage related securities portfolio at March 31, 2015, included adjustable rate securities (ARMs), 10-year mortgage backed pass-through securities and other fixed rate mortgage backed securities.

**Item 4. CONTROLS AND PROCEDURES**

As of March 31, 2015, an evaluation was performed under the supervision of and with the participation of United's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of United's disclosure controls and procedures. Based on that evaluation, United's management, including the CEO and CFO, concluded that United's disclosure controls and procedures as of March 31, 2015 were effective in ensuring that information required to be disclosed in the Quarterly Report on Form 10-Q was recorded, processed, summarized and reported within the time period required by the Securities and Exchange Commission's rules and forms. There have been no changes in United's internal control over financial reporting that occurred during the quarter ended March 31, 2015, or in other factors that have materially affected or are reasonably likely to materially affect United's internal control over financial reporting.

**Table of Contents****PART II - OTHER INFORMATION****Item 1. LEGAL PROCEEDINGS**

United and its subsidiaries are currently involved in various legal proceedings in the normal course of business. Management is vigorously pursuing all its legal and factual defenses and, after consultation with legal counsel, believes that all such litigation will be resolved with no material effect on United's financial position.

**Item 1A. RISK FACTORS**

In addition to the other information set forth in this report, please refer to United's Annual Report on Form 10-K for the year ended December 31, 2014 for disclosures with respect to United's risk factors which could materially affect United's business, financial condition or future results. The risks described in the Annual Report on Form 10-K are not the only risks facing United. Additional risks and uncertainties not currently known to United or that United currently deems to be immaterial also may materially adversely affect United's business, financial condition and/or operating results. There are no material changes from the risk factors disclosed in United's Annual Report on Form 10-K for the year ended December 31, 2014.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

There have been no United equity securities sold during the quarter ended March 31, 2015 that were not registered. The table below includes certain information regarding United's purchase of its common shares during the quarter ended March 31, 2015:

Period	Total Number of Shares Purchased (1)(2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans (3)	Maximum Number of Shares that May Yet be Purchased Under the Plans (3)
1/01 1/31/2015	0	\$ 00.00	0	322,200
2/01 2/28/2015	4	\$ 36.41	0	322,200
3/01 3/31/2015	0	\$ 00.00	0	322,200
Total	4	\$ 36.41	0	

- (1) Includes shares exchanged in connection with the exercise of stock options under United's stock option plans and the payment of taxes associated with the vesting of restricted stock under United's 2011 Long-Term Incentive Plan. Shares are purchased pursuant to the terms of the applicable plan and not pursuant to a publicly announced stock repurchase plan.
- (2) Includes shares purchased in open market transactions by United for a rabbi trust to provide payment of benefits under a deferred compensation plan for certain key officers of United and its subsidiaries. For the quarter ended March 31, 2015, the following shares were purchased for the deferred compensation plan: February 2015 - 4 shares at an average price of \$36.41.
- (3) In May of 2006, United's Board of Directors approved a repurchase plan to repurchase up to 1.7 million shares of United's common stock on the open market (the 2006 Plan). The timing, price and quantity of purchases under the plan are at the discretion of management and the plan may be discontinued, suspended or restarted at any time depending on the facts and circumstances.

**Table of Contents**

**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Item 4. MINE SAFETY DISCLOSURES**

None.

**Item 5. OTHER INFORMATION**

(a) None.

(b) No changes were made to the procedures by which security holders may recommend nominees to United's Board of Directors.

**Item 6. EXHIBITS**

Exhibits required by Item 601 of Regulation S-K

Exhibit 3.1 Articles of Incorporation

Exhibit 3.2 Bylaws

Exhibit 10.1 Form of Consulting Agreement by and between Steven E. Wilson and United Bankshares, Inc.

Exhibit 31.1 Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer

Exhibit 31.2 Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer

Exhibit 101 Interactive data file (XBRL)

**Table of Contents**

**SIGNATURES**

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

UNITED BANKSHARES, INC.

(Registrant)

Date: May 8, 2015

/s/ Richard M. Adams  
Richard M. Adams, Chairman of  
the Board and Chief Executive Officer

Date: May 8, 2015

/s/ W. Mark Tatterson  
W. Mark Tatterson, Executive Vice President and Chief Financial  
Officer

**Table of Contents****EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Page Number</b>
3.1	Articles of Incorporation	(a)
3.2	Bylaws	(b)
10.1	Form of Consulting Agreement by and between Steven E. Wilson and United Bankshares, Inc.	(c)
31.1	Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer	79
31.2	Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer	80
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer	81
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer	82
101	Interactive data file (XBRL)	(d)

**Footnotes:**

- \* Furnished not filed.
- (a) Incorporated into this filing by reference to a Current Report on Form 8-K dated December 23, 2008 and filed December 31, 2008 for United Bankshares, Inc., File No. 0-13322.
- (b) Incorporated into this filing by reference to a Current Report on Form 8-K dated January 25, 2010 and filed January 29, 2010 for United Bankshares, Inc., File No.0-13322.
- (c) Incorporated into this filing by reference to a Current Report on Form 8-K dated December 31, 2014 and filed January 7, 2015 for United Bankshares, Inc., File No.0-13322.
- (d) The interactive data file (XBRL) exhibit is available through United s corporate website at [www.ubsi-inc.com](http://www.ubsi-inc.com).