

Ameris Bancorp
Form 10-Q
August 07, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2015

OR

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

Commission File Number: 001-13901

AMERIS BANCORP

(Exact name of registrant as specified in its charter)

GEORGIA **58-1456434**
(State of incorporation) **(IRS Employer ID No.)**
310 FIRST STREET, S.E., MOULTRIE, GA 31768

(Address of principal executive offices)

(229) 890-1111

(Registrant's telephone number)

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

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

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

Large accelerated filer Accelerated filer

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

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

There were 32,195,089 shares of Common Stock outstanding as of July 31, 2015.

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Table of Contents**Item 1. Financial Statements.****AMERIS BANCORP AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(dollars in thousands, except per share data)**

	June 30, 2015 (Unaudited)	December 31, 2014 (Audited)	June 30, 2014 (Unaudited)
Assets			
Cash and due from banks	\$ 115,413	\$ 78,036	\$ 80,986
Federal funds sold and interest-bearing accounts	239,804	92,323	44,800
Investment securities available for sale, at fair value	862,154	541,805	535,630
Other investments	9,322	10,275	10,971
Mortgage loans held for sale, at fair value	108,829	94,759	81,491
Loans, net of unearned income	2,171,600	1,889,881	1,770,059
Purchased loans not covered by FDIC loss share agreements (purchased non-covered loans)	808,313	674,239	702,131
Purchased loan pools not covered by FDIC loss share agreements (purchased loan pools)	268,984		
Purchased loans covered by FDIC loss share agreements (covered loans)	209,598	271,279	331,250
Less: allowance for loan losses related to non-purchased loans	(21,658)	(21,157)	(22,254)
Loans, net	3,436,837	2,814,242	2,781,186
Other real estate owned, net	22,567	33,160	35,373
Purchased, non-covered other real estate owned, net	13,112	15,585	16,598
Covered other real estate owned, net	12,626	19,907	38,426
Total other real estate owned, net	48,305	68,652	90,397
Premises and equipment, net	124,916	97,251	99,495
FDIC loss-share receivable	14,957	31,351	49,180
Other intangible assets, net	19,189	8,221	9,812
Goodwill	87,367	63,547	58,903
Cash value of bank owned life insurance	59,552	58,867	57,864
Other assets	79,089	77,748	72,420
Total assets	\$ 5,205,734	\$ 4,037,077	\$ 3,973,135

Liabilities and Stockholders Equity**Liabilities**

Deposits:

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Noninterest-bearing	\$ 1,280,174	\$ 839,377	\$ 790,798
Interest-bearing	3,231,373	2,591,772	2,598,237
Total deposits	4,511,547	3,431,149	3,389,035
Securities sold under agreements to repurchase	75,066	73,310	51,109
Other borrowings	39,000	78,881	100,293
Other liabilities	24,026	22,384	24,457
Subordinated deferrable interest debentures	69,325	65,325	64,842
Total liabilities	4,718,964	3,671,049	3,629,736
Stockholders Equity			
Preferred stock, stated value \$1,000; 5,000,000 shares authorized; 0 shares issued and outstanding			
Common stock, par value \$1; 100,000,000 shares authorized; 33,608,866; 28,159,027 and 28,155,317 issued			
	33,609	28,159	28,155
Capital surplus	336,212	225,015	223,888
Retained earnings	126,265	118,412	98,847
Accumulated other comprehensive income	3,072	6,098	4,123
Treasury stock, at cost, 1,413,777; 1,385,164 and 1,383,496 shares	(12,388)	(11,656)	(11,614)
Total stockholders equity	486,770	366,028	343,399
Total liabilities and stockholders equity	\$ 5,205,734	\$ 4,037,077	\$ 3,973,135

See notes to unaudited consolidated financial statements.

Table of Contents**AMERIS BANCORP AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME/(LOSS)**

(dollars in thousands, except per share data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Interest income				
Interest and fees on loans	\$ 39,838	\$ 35,297	\$ 78,456	\$ 69,766
Interest on taxable securities	3,747	2,953	6,900	5,938
Interest on nontaxable securities	462	312	931	647
Interest on deposits in other banks and federal funds sold	182	45	310	129
Total interest income	44,229	38,607	86,597	76,480
Interest expense				
Interest on deposits	2,264	2,205	4,544	4,388
Interest on other borrowings	1,277	1,138	2,533	2,344
Total interest expense	3,541	3,343	7,077	6,732
Net interest income	40,688	35,264	79,520	69,748
Provision for loan losses	2,656	1,365	3,725	3,091
Net interest income after provision for loan losses	38,032	33,899	75,795	66,657
Noninterest income				
Service charges on deposit accounts	7,151	5,847	13,580	11,433
Mortgage banking activity	9,727	7,002	17,810	12,166
Other service charges, commissions and fees	829	662	1,497	1,314
Gain on sale of securities	10	22	22	6
Other noninterest income	2,909	2,308	5,292	3,654
Total noninterest income	20,626	15,819	38,201	28,573
Noninterest expense				
Salaries and employee benefits	22,465	16,942	43,097	34,336
Occupancy and equipment	4,809	4,071	9,363	8,135
Advertising and marketing expenses	833	718	1,474	1,428
Amortization of intangible assets	630	437	1,260	970
Data processing and communications costs	4,214	3,940	8,474	7,394

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Credit resolution-related expenses	11,240	2,840	14,401	5,030
Merger and conversion charges	5,712	2,872	5,727	3,322
Other noninterest expenses	6,961	5,498	13,895	9,942
Total noninterest expense	56,864	37,318	97,691	70,557
Income before income tax expense	1,794	12,400	16,305	24,673
Income tax expense	486	4,270	5,233	8,193
Net income	1,308	8,130	11,072	16,480
Less preferred stock dividends and discount accretion				286
Net income available to common shareholders	\$ 1,308	\$ 8,130	\$ 11,072	\$ 16,194
Other comprehensive income (loss)				
Unrealized holding gains (losses) arising during period on investment securities available for sale, net of tax of \$1,901, \$1,142, \$1,561 and \$2,724	(3,531)	2,121	(2,881)	5,059
Reclassification adjustment for gains included in earnings, net of tax of \$3, \$0, \$8 and \$2	(6)		(14)	(4)
Unrealized gains (losses) on cash flow hedges arising during period, net of tax of \$138, \$200, \$70 and \$344	256	(372)	(131)	(638)
Other comprehensive income (loss)	(3,281)	1,749	(3,026)	4,417
Total comprehensive income (loss)	\$ (1,973)	\$ 9,879	\$ 8,046	\$ 20,897
Basic earnings per common share	\$ 0.04	\$ 0.32	\$ 0.35	\$ 0.64
Diluted earnings per common share	\$ 0.04	\$ 0.32	\$ 0.35	\$ 0.63
Dividends declared per common share	\$ 0.05	\$ 0.05	\$ 0.10	\$ 0.05
Weighted average common shares outstanding				
Basic	32,184	25,181	31,318	25,163
Diluted	32,520	25,572	31,653	25,552

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(dollars in thousands, except per share data)

(Unaudited)

	Six Months Ended June 30, 2015		Six Months Ended June 30, 2014	
	Shares	Amount	Shares	Amount
PREFERRED STOCK				
Balance at beginning of period		\$	28,000	\$ 28,000
Repurchase of preferred stock			(28,000)	(28,000)
<i>Issued at end of period</i>		\$		\$
COMMON STOCK				
Balance at beginning of period	28,159,027	\$ 28,159	26,461,769	\$ 26,462
Issuance of common stock	5,320,000	5,320	1,598,987	1,599
Proceeds from exercise of stock options	58,839	59	26,514	26
Issuance of restricted shares	71,000	71	68,047	68
<i>Issued at end of period</i>	33,608,866	\$ 33,609	28,155,317	\$ 28,155
CAPITAL SURPLUS				
Balance at beginning of period		\$ 225,015		\$ 189,722
Stock-based compensation		760		1,012
Issuance of common shares, net of issuance costs of \$4,811 and \$0		109,569		32,875
Proceeds from exercise of stock options		939		347
Issuance of restricted shares		(71)		(68)
<i>Balance at end of period</i>		\$ 336,212		\$ 223,888
RETAINED EARNINGS				
Balance at beginning of period		\$ 118,412		\$ 83,991
Net income		11,072		16,480
Dividends on preferred shares				(286)
Dividends on common shares		(3,219)		(1,338)
<i>Balance at end of period</i>		\$ 126,265		\$ 98,847
ACCUMULATED OTHER COMPREHENSIVE INCOME, NET OF TAX				
Unrealized gains on securities and derivatives:				
Balance at beginning of period		\$ 6,098		\$ (294)
Other comprehensive income (loss) during the period		(3,026)		4,417
<i>Balance at end of period</i>		\$ 3,072		\$ 4,123

TREASURY STOCK

Balance at beginning of period	(1,385,164)	\$ (11,656)	(1,363,342)	\$ (11,182)
Purchase of treasury shares	(28,613)	(732)	(20,154)	(432)

Balance at end of period (1,413,777) \$ (12,388) (1,383,496) \$ (11,614)

TOTAL STOCKHOLDERS EQUITY \$ 486,770 \$ 343,399

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

(Unaudited)

	Six Months Ended	
	June 30,	
	2015	2014
Cash flows from operating activities:		
Net income	\$ 11,072	\$ 16,480
Adjustments reconciling net income to net cash provided by operating activities:		
Depreciation	3,950	3,709
Amortization of intangible assets	1,260	970
Net amortization of investment securities available for sale	2,669	1,525
Net gains on securities available for sale	(22)	(6)
Stock based compensation expense	760	1,012
Net losses on sale or disposal of premises and equipment	98	1
Net write-downs and losses on sale of other real estate owned	9,779	1,985
Provision for loan losses	3,725	3,091
Accretion of discount on covered loans	(6,251)	(15,432)
Accretion of discount on purchased non-covered loans	(5,388)	(3,153)
Changes in FDIC loss-share receivable, net of cash payments received	3,855	5,685
Increase in cash surrender value of BOLI	(685)	(620)
Originations of mortgage loans held for sale	(472,660)	(316,767)
Proceeds from sales of mortgage loans held for sale	449,570	305,546
Net gains on sale of mortgage loans held for sale	(18,244)	(11,935)
Originations of SBA loans	(26,684)	(24,586)
Proceeds from sales of SBA loans	20,539	11,418
Net gains on sale of SBA loans	(2,290)	(1,250)
Change attributable to other operating activities	7,683	7,585
Net cash used in operating activities	(17,264)	(14,742)
Cash flows from investing activities, net of effect of business combinations:		
Net (increase) decrease in federal funds sold and interest-bearing deposits	(41,293)	176,107
Purchase of securities available for sale	(230,226)	(68,632)
Proceeds from maturities of securities available for sale	36,544	22,493
Proceeds from sales of securities available for sale	30,113	69,768
Decrease in restricted equity securities, net	1,825	6,832
Net increase in loans, excluding purchased non-covered and covered loans	(257,665)	(129,977)
Purchases of loan pools	(268,984)	
Payments received on purchased non-covered loans	80,668	27,791
Payments received on covered loans	42,103	64,743

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Purchases of premises and equipment	(6,595)	(2,223)
Proceeds from sales of premises and equipment	217	56
Proceeds from sales of other real estate owned	27,691	17,420
Payments received from FDIC under loss-share agreements	12,539	10,576
Net cash proceeds received from acquisitions	567,652	1,099
Net cash provided by (used in) investing activities	(5,411)	196,053

Table of Contents**Cash flows from financing activities, net of effect of business combinations:**

Net increase in deposits	27,829	20,780
Net decrease in securities sold under agreements to repurchase	(39,832)	(37,835)
Proceeds from other borrowings		57,463
Repayment of other borrowings	(39,881)	(174,005)
Redemption of preferred stock		(28,000)
Dividends paid preferred stock		(286)
Dividends paid common stock	(3,220)	(1,338)
Purchase of treasury shares	(731)	(432)
Issuance of common stock	114,889	
Proceeds from exercise of stock options	998	373
Net cash provided by (used in) financing activities	60,052	(163,280)
Net increase in cash and due from banks	37,377	18,031
Cash and due from banks at beginning of period	78,036	62,955
Cash and due from banks at end of period	\$ 115,413	\$ 80,986

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid/(received) during the period for:

Interest	\$ 7,220	\$ 6,740
Income taxes	\$ 2,659	\$ 5,583
Loans (excluding purchased non-covered and covered loans) transferred to other real estate owned	\$ 8,636	\$ 6,400
Purchased non-covered loans transferred to other real estate owned	\$ 2,039	\$ 1,425
Covered loans transferred to other real estate owned	\$ 6,534	\$ 9,083
Loans provided for the sales of other real estate owned	\$ 1,948	\$ 578
Change in unrealized gain on securities available for sale, net of tax	\$ (2,895)	\$ 5,055
Change in unrealized loss on cash flow hedge (interest rate swap), net of tax	\$ (131)	\$ (638)
Issuance of common stock in acquisitions	\$	\$ 34,474

See notes to unaudited consolidated financial statements.

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AMERIS BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2015

(Unaudited)

NOTE 1 BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Ameris Bancorp (the Company or Ameris) is a financial holding company headquartered in Moultrie, Georgia. Ameris conducts substantially all of its operations through its wholly owned banking subsidiary, Ameris Bank (the Bank). At June 30, 2015 the Bank operated 103 branches in select markets in Georgia, Alabama, Florida and South Carolina. Our business model capitalizes on the efficiencies of a large financial services company while still providing the community with the personalized banking service expected by our customers. We manage our Bank through a balance of decentralized management responsibilities and efficient centralized operating systems, products and loan underwriting standards. The Company's Board of Directors and senior managers establish corporate policy, strategy and administrative policies. Within our established guidelines and policies, the banker closest to the customer responds to the differing needs and demands of his or her unique market.

The accompanying unaudited consolidated financial statements for Ameris have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. The interim consolidated financial statements included herein are unaudited but reflect all adjustments (consisting of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the consolidated financial position and results of operations for the interim periods presented. All significant intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the period ended June 30, 2015 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto and the report of our registered independent public accounting firm included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Newly Issued Accounting Pronouncements

ASU 2015-03 *Interest Imputation of Interest* (ASU 2015-03). ASU 2015-03 simplifies presentation of debt issuance costs by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability, consistent with debt discounts. ASU 2015-03 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, and early adoption is permitted. It should be applied on a retrospective basis. The Company is currently evaluating the impact this standard will have on the Company's results of operations, financial position or disclosures.

ASU 2015-02 *Consolidation (Topic 810) Amendments to the Consolidation Analysis* (ASU 2015-02). ASU 2015-02 includes amendments that are intended to improve targeted areas of consolidation for legal entities including reducing the number of consolidation models from four to two and simplifying the FASB Accounting Standards Codification. ASU 2015-02 is effective for annual and interim periods within those annual periods, beginning after December 15, 2015. The amendments may be applied retrospectively in previously issued financial statements for one or more years with a cumulative effect adjustment to retained earnings as of the beginning of the first year restated. Early adoption is

permitted, including adoption in an interim period. The Company is currently evaluating the impact this standard will have on the Company's results of operations, financial position or disclosures.

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

ASU 2014-11 *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures* (ASU 2014-11). ASU 2014-11 impacted FASB ASC 860 *Transfers and Servicing* by changing the accounting for repurchase-to-maturity transactions and linked repurchase financings to secured borrowing accounting, which is consistent with the accounting for other repurchase agreements. The amendments also require new disclosures. An entity is required to disclose information on transfers accounted for as sales in transactions that are economically similar to repurchase agreements. An entity must also provide additional information about the types of collateral pledged in repurchase agreements and similar transactions accounted for as secured borrowings. An entity is required to present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. The amendments in this update became effective for interim and annual periods beginning after December 15, 2014 and did not have a material impact on the consolidated financial statements although the required disclosures have been included in Note 7.

ASU 2014-09 *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 provides guidance that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective prospectively, for annual and interim periods, beginning after December 15, 2017. The Company is currently evaluating the impact this standard will have on the Company's results of operations, financial position or disclosures.

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On June 12, 2015, the Company completed its acquisition of 18 branches from Bank of America, National Association located in Calhoun, Columbia, Dixie, Hamilton, Suwanee and Walton Counties, Florida and Ben Hill, Colquitt, Dougherty, Laurens, Liberty, Thomas, Tift and Ware Counties, Georgia. Under the terms of the Purchase and Assumption Agreement dated January 28, 2015, the Company paid a deposit premium of \$20.0 million, equal to 3.00% of the average daily deposits for the 15 calendar day period immediately prior to the acquisition date. In addition, the Company acquired approximately \$4.4 million in loans and \$11.4 million in premises and equipment.

The acquisition of the 18 branches was accounted for using the purchase method of accounting in accordance with FASB ASC 805, *Business Combinations*. Assets acquired, liabilities assumed and consideration exchanged were recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values becomes available. Management continues to evaluate fair value adjustments related to premises and core deposit intangible assets acquired.

The following table presents the assets acquired and liabilities assumed as of June 12, 2015 and their initial fair value estimates. The fair value adjustments shown in the following table continue to be evaluated by management and may be subject to further adjustment:

(Dollars in Thousands)	As Recorded by Bank of America	Fair Value Adjustments	As Recorded by Ameris
Assets			
Cash and cash equivalents	\$ 630,220	\$	\$ 630,220
Loans	4,363		4,363
Premises and equipment	10,348	1,060(a)	11,408
Intangible assets		7,651(b)	7,651
Other assets	126		126
Total assets	\$ 645,057	\$ 8,711	\$ 653,768
Liabilities			
Deposits:			
Noninterest-bearing	\$ 149,854	\$	\$ 149,854
Interest-bearing	495,110	(215)(c)	494,895
Total deposits	644,964	(215)	644,749
Other liabilities	93		93
Total liabilities	645,057	(215)	644,842
		8,926	8,926

Net identifiable assets acquired over (under) liabilities assumed		
Goodwill	11,076	11,076

Net assets acquired over (under) liabilities assumed		
	\$ 20,002	\$ 20,002

Consideration:

Cash paid as deposit premium	\$ 20,002
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Fair value of total consideration transferred	\$ 20,002
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Explanation of fair value adjustments

- (a) Adjustment reflects the fair value adjustments of the premise and equipment as of the acquisition date.
 - (b) Adjustment reflects the recording of core deposit intangible on the acquired core deposit accounts.
 - (c) Adjustment reflects the fair value adjustments based on the Company's evaluation of the acquired deposits.
- Goodwill of \$11.1 million, which is the excess of the merger consideration over the fair value of net assets acquired, was recorded in the branch acquisition and is the result of expected operational synergies and other factors.

In the acquisition, the Company purchased \$4.4 million of loans at fair value. Management did not identify any loans that were considered to be credit impaired and are accounted for under ASC Topic 310-30.

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On May 22, 2015, the Company completed its acquisition of all shares of the outstanding common stock of Merchants & Southern Banks of Florida, Incorporated (Merchants), a bank holding company headquartered in Gainesville, Florida, for a total purchase price of \$50,000,000. Upon consummation of the stock purchase, Merchants was merged with and into the Company, with Ameris as the surviving entity in the merger. At that time, Merchant s wholly owned banking subsidiary, Merchants and Southern Bank, was also merged with and into the Bank. The acquisition grew the Company s existing market presence, as Merchants and Southern Bank had a total of 13 banking locations in Alachua, Marion and Clay Counties, Florida.

The acquisition of Merchants was accounted for using the purchase method of accounting in accordance with FASB ASC 805, *Business Combinations*. Assets acquired, liabilities assumed and consideration exchanged were recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values becomes available. Management continues to evaluate fair value adjustments related to loans, premises, deferred taxes and core deposit intangible assets acquired.

The following table presents the assets acquired and liabilities of Merchants assumed as of May 22, 2015 and their initial fair value estimates. The fair value adjustments shown in the following table continue to be evaluated by management and may be subject to further adjustment:

(Dollars in Thousands)	As Recorded by Merchants	Fair Value Adjustments	As Recorded by Ameris
Assets			
Cash and cash equivalents	\$ 7,527	\$	\$ 7,527
Federal funds sold and interest-bearing balances	106,188		106,188
Investment securities	164,421	(553)(a)	163,868
Other investments	872		872
Loans	199,955	(8,500)(b)	191,455
Less allowance for loan losses	(3,354)	3,354(c)	
Loans, net	196,601	(5,146)	191,455
Other real estate owned	4,082	(1,115)(d)	2,967
Premises and equipment	14,614	(3,680)(e)	10,934
Intangible assets		4,577(f)	4,577
Other assets	2,333	2,335(g)	4,668
Total assets	\$ 496,638	\$ (3,582)	\$ 493,056
Liabilities			
Deposits:			
Noninterest-bearing	\$ 121,708	\$	\$ 121,708
Interest-bearing	286,112		286,112

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Total deposits	407,820		407,820
Federal funds purchased and securities sold under agreements to repurchase	41,588		41,588
Other liabilities	2,151	81(h)	2,232
Subordinated deferrable interest debentures	6,186	(2,680)(i)	3,506
Total liabilities	457,745	(2,599)	455,146
Net identifiable assets acquired over (under) liabilities assumed	38,893	(983)	37,910
Goodwill		12,090	12,090
Net assets acquired over (under) liabilities assumed	\$ 38,893	\$ 11,107	\$ 50,000