**FEDERAL DEPOSIT INSURANCE CORPORATION**
**Washington, D. C. 20429**

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**FORM 10-K**

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

For the fiscal year ended December 31, 2016

FDIC Insurance Certificate Number: 35095

# TOWNEBANK

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **VIRGINIA** | **54-1910608** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |
| **5716 High Street, Portsmouth, VA** | **23703** |
| (Address of principal executive offices) | (Zip Code) |

**757 638-7500**
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| **Title of each class** | **Name of each exchange on which registered** |
|---|---|
| Common Stock, par value $1.667 per share | The NASDAQ Global Select Market |

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **YES** [ ] **NO** [ X ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **YES** [ ] **NO** [ X ]

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

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

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

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

| | | | |
|---|---|---|---|
| Large accelerated filer ☒ | Accelerated filer ☐ | Non-accelerated filer ☐<br>(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 Exchange Act). **YES** [ ] **NO** [ X ]

The aggregate market value of the common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately $1.20 billion.

Number of Shares of Common Stock Outstanding at February 27, 2017: 62,497,623 shares

DOCUMENTS INCORPORATED BY REFERENCE
(1) Portions of the Registrant's 2016 Annual Report to Shareholders are incorporated by reference into Parts I, II, and IV; and
(2) Portions of the Registrant's 2017 Proxy Statement for its Annual Meeting of Shareholders to be held May 24, 2017 are incorporated by reference into Part III.

TOWNEBANK

## Cross Reference Index

## FORM 10-K

### Part I



### Part II



### Part III



### Part IV

## Forward-Looking Statements

*This Annual Report on Form 10-K contains certain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only the beliefs, expectations, or opinions of TowneBank and its management regarding future events, many of which, by their nature, are inherently uncertain. Forward-looking statements may be identified by the use of such words as: "believe," "expect," "anticipate," "intend," "plan," "estimate," or words of similar meaning, or future or conditional terms, such as "will," "would," "should," "could," "may," "likely," "probably," or "possibly." These statements may address issues that involve significant risks, uncertainties, estimates, and assumptions made by management. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include competitive pressures in the banking industry that may increase significantly; changes in the interest rate environment that may reduce margins and/or the volumes and values of loans made or held as well as the value of other financial assets held; changes in the creditworthiness of customers and the possible impairment of the collectability of loans; general economic conditions, either nationally or regionally, that may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and/or a reduced demand for credit or other services; changes in the legislative or regulatory environment, including changes in accounting standards, that may adversely affect our business; costs or difficulties related to the integration of the business and the businesses we have acquired may be greater than expected; expected cost savings associated with pending or recently completed acquisitions may not be fully realized or realized within the expected time frame; our competitors may have greater financial resources and develop products that enable them to compete more successfully; changes in business conditions, changes in the securities market, and changes in our local economy with regard to our market area. Any forward-looking statements made by us or on our behalf speak only as of the date they are made or as of the date indicated, and we do not undertake any obligation to update forward-looking statements as a result of new information, future events, or otherwise. For additional information on factors that could materially influence forward-looking statements included in this report, see the risk factors in "Item 1A. Risk Factors" in this report.*

## Item 1. BUSINESS

### Overview

TowneBank began operations as a Virginia chartered bank in April 1999. We offer retail and commercial banking services to Richmond, Virginia, the Greater Hampton Roads region in southeastern Virginia, and northeastern North Carolina. We place special emphasis on serving the financial needs of individuals and small and medium-size businesses. We offer a diversified range of financial services through our banking and non-banking subsidiaries. Our principal subsidiaries include TowneBank Investment Corporation; Towne Investments, LLC; Towne Insurance Agency, LLC ("Towne Insurance"); TowneBank Commercial Mortgage, LLC; Towne Benefits; Out of Town, LLC, d/b/a Red Sky Travel Insurance ("Red Sky"); Towne Financial Services Group, LLC; NewTowne Mortgage, LLC; Towne Mortgage of the Carolinas, LLC; Homesale Mortgage, LLC; SimonTowne Mortgage, LLC; Towne 1031 Exchange, LLC ("Towne 1031 Exchange"); Towne Vacations, LLC, d/b/a Beach Properties of Hilton Head ("Beach Properties"); Towne Vacations Oak Island, LLC, d/b/a Oak Island Accommodations ("Oak Island"); and Towne Realty, LLC, d/b/a Berkshire Hathaway HomeServices Towne Realty ("Towne Realty"), which includes Lawyers Escrow and Title, LLC, d/b/a Virginia Home Title and Settlements ("Virginia Home Title"). We also have two controlled divisions: Towne Investment Group, which provides investment and asset management services, and TowneBank Mortgage, which originates mortgage loans and sells them to investors on the national secondary market. Unless indicated otherwise, the terms "Company," "we," "us," and "our" refer to TowneBank and our consolidated subsidiaries.

Our foundation was built on providing banking services and, since inception, we have expanded to provide our members with complete residential real estate services, mortgage, personal and commercial insurance services, title-related services for both residential and commercial transactions, employee benefit services, and investment services.

Our common stock is listed on the NASDAQ Global Select Market under the symbol TOWN. Our bank's main office is located at 5716 High Street, Portsmouth, Virginia 23703 (telephone number 757-638-7500), and our Corporate Administration and Member Service Center is located at 6001 Harbour View Boulevard, Suffolk, Virginia 23435 (telephone number 757-638-6700). We have established banking offices in Chesapeake, Chesterfield County, Hampton, Hanover County, Henrico County, James City County, Newport News, Norfolk, Portsmouth, Richmond, Suffolk, Virginia Beach, Williamsburg, and York County in Virginia, along with Camden County, Corolla, Grandy, Moyock, Nags Head, and Southern Shores in North Carolina. These locations are centrally located in core areas of each community, providing convenient access to both individual and business members.

Additional information relating to our business and our subsidiaries is included in the information on pages 16-23 and 99-102 in the 2016 Annual Report to Shareholders ("Annual Report") filed as Exhibit 13 hereto and incorporated herein by reference.

**Organization**

We were organized and incorporated under the laws of the Commonwealth of Virginia on September 3, 1998, and commenced operations on April 8, 1999. We have three reportable segments: Banking, Realty, and Insurance.

*Banking Segment.* The Banking segment provides loan and deposit services to retail and commercial customers. We also provide commercial mortgage brokerage services and a variety of investment and asset management services. The Banking segment includes the operations of TowneBank Investment Corporation; Towne Investments, LLC; TowneBank Commercial Mortgage, LLC; Towne 1031 Exchange; and Towne Investment Group.

*Realty Segment.* The Realty segment provides residential real estate services, originations of a variety of mortgage loans, resort property management, and residential and commercial title insurance. It includes TowneBank Mortgage; Towne Mortgage, LLC; NewTowne Mortgage, LLC; SimonTowne Mortgage, LLC; Towne Mortgage of the Carolinas, LLC; Homesale Mortgage, LLC; Beach Properties; Oak Island; Virginia Home Title; and Towne Realty.

*Insurance Segment.* The Insurance segment provides property and casualty insurance as well as employee and group benefits through Towne Insurance and Towne Benefits. Through Towne Insurance, we offer a full line of commercial and consumer insurance products and financial services. Through Towne Benefits, we offer health, life dental, vision, and disability plans to employers, brokers, and individuals.

**Operating Philosophy**

Our operating philosophy emphasizes the making of marketing and member decisions at the local level (within centrally mandated and monitored control standards) with administrative and operational decisions at the central

Company level. In order to accomplish this, we have established a "TowneBanking Group" ("Banking Group") for each of our targeted markets.

We maintain a "hometown" banking image by providing each Banking Group with its own president, commercial loan officers, and local board of directors who are active and visible in their respective communities. It is the responsibility of each local board, acting under delegated authority of the Company's Board of Directors, to direct our overall development in their respective markets. The separate Banking Groups, with local decision-making authority, allow us to more effectively identify and respond to the financial needs of our members.

The Board of Directors believes that the separate Banking Groups strategy facilitates member service by ensuring that senior management is actively involved in each community and is available on a day-to-day basis to respond to the needs of the members in each community. From a member perspective, each TowneBanking Group is marketed as a separate bank headquartered in its respective community.

Our strategic plan places increased emphasis on developing and generating noninterest, or fee, income. Such development involves looking for opportunities to grow that income source, including acquisitions of non-bank financial service providers. Noninterest income includes income generated by our subsidiaries and divisions, as well as service charges on deposit accounts and gains on securities available for sale.

**Services**

We provide our members with high-quality, responsive, and technologically advanced services. Members have easy access to our decision-makers and enjoy continuity in service relationships, allowing a fast response to meet their needs.

*Banking and Other Financial Services.* The foundation of our banking services is built on being a reliable and consistent source of credit with loans that are priced based upon the overall banking relationship. Our capitalization provides a lending capacity to meet the credit needs of our targeted market segment. Further, we have various loan participation agreements with other financial institutions should the need arise to meet the additional credit needs of our members.

Through our Banking segment, we offer a full range of deposit products, including checking accounts, negotiable order of withdrawal ("NOW") accounts, savings accounts, and various types of time deposit services, which range from daily money market accounts to long-term certificates of deposit. The transaction accounts and certificates of deposit are tailored by market area at rates competitive to those offered in the area. In addition, we offer retirement account services, such as Individual Retirement Accounts. All deposit accounts are insured by the Deposit Insurance Fund of the Federal Deposit Insurance Corporation ("FDIC") up to the maximum amount allowed by law and are solicited from individuals, businesses, associations and organizations, and governmental authorities.

We also offer a full range of short- to medium-term personal and commercial loans. Personal loans include secured and unsecured loans for financing automobiles, home improvements, education, and personal investments. Commercial loans include secured and unsecured loans for working capital (including inventory and receivables), business expansion (including acquisition of real estate and improvements), and equipment and machinery purchases. Additionally, we originate fixed- and floating-rate mortgage loans, as well as real estate construction and acquisition loans. Through TowneBank Commercial Mortgage, LLC, we broker larger commercial loans that are not intended to remain in our portfolio.

Other services offered include safe deposit boxes, cash management services, travelers' checks, direct deposit of payroll and Social Security checks, and automatic drafts for various accounts. In addition, services to facilitate access to banking information, such as Internet banking, mobile banking, and on-call banking, are offered.

Through Towne 1031 Exchange, we offer the ability to serve as a qualified intermediary assisting investors with tax-deferred exchanges under Section 1031 of the Internal Revenue Code. We provide all necessary documentation to accomplish tax deferral while the investors' proceeds are safely held in accounts established at TowneBank awaiting reinvestment as required by Internal Revenue Service regulations.

Through Towne Investment Group, we offer other financial services, such as financial, retirement, and estate planning. We also offer assistance on a variety of investment options, including alternative investments, annuities, margin accounts, convertible bonds, and pension and profit-sharing plans. Towne Investment Group is a full-service financial advisor supported by an affiliation with Raymond James Financial, Inc., a full-service broker-dealer.

*Realty Services*. The full spectrum of services offered in our Realty segment allows us to realize certain operational synergies in providing quality residential real estate services, originations of a variety of residential mortgages, and title services for residential and commercial title transactions. We plan to continue to pursue economically advantageous acquisitions and other strategic opportunities to grow our businesses.

We assist customers with the process of buying or selling a home. Additionally, we also provide other realty-related services, including relocation services for individuals and families, including those in the military; and property management services for single-family homes, condominiums, townhomes, apartments, offices, vacation rentals, and retail establishments. Our vacations rentals business specializes in resort property management, offering vacation rentals with many of the most distinctive resort properties in Hilton Head, South Carolina and Oak Island, North Carolina. TowneBank Mortgage processes residential mortgage loans, from application acceptance to loan closing and funds disbursement. Once finalized, they are packaged and sold principally in the secondary market through purchase commitments from investors that subject us to only *de minimis* market risk. In addition to relocation and property management services, we offer title and settlement services, perform real estate closings for residential properties, and issue title insurance policies for both residential and commercial transactions.

*Insurance Services.* The Insurance segment provides individual and business members with a wide array of insurance products, including life, property, casualty, and vehicle insurance. Through Red Sky we offer travel, medical, and baggage protection insurance for travelers via vacation property management companies. Through Towne Benefits, using nationally recognized carriers, we also offer employee benefit programs, including medical, dental, vision, life, and disability insurance tailored to the members' unique needs. To further meet the needs of our members, we can also serve as an administrator for health care and dependent care flexible benefit plans, allowing members' employees to pay insurance premiums, childcare expenses, and/or health care expenses with tax-free dollars.

**Competition**

Because we offer a wide variety of services, we compete with other financial institutions as well as other financial service providers, real estate companies, mortgage loan originators, and insurance companies. Competition is generally based on pricing and quality of products and services offered, level of service, convenience, availability of services, and the degree of expertise and personal manner in which services are offered.

Commercial banking in our market areas is highly competitive. We face competition from other banks, savings institutions, credit unions, consumer finance companies, insurance companies, real estate companies, and other financial institutions in our targeted market areas. Some of these competitors are not subject to the same degree of regulation imposed upon us. Many have broader geographic markets and substantially greater resources and can offer more diversified products and services.

Despite the intense level of competition, we believe that the existing and future banking and financial services market in our market areas represents excellent opportunities for a locally owned and managed financial services company. Among other factors, the economic outlook for the areas and the size and growth potential of the existing markets for banking and other financial services point to a growing demand for such services. Further, in view of the continuing trend in the financial services industry toward consolidations into larger, sometimes impersonal, national institutions, our company fulfills a market for the personal and customized financial services an independent, locally run company can offer.

**Market Area**

Our primary service area is Richmond, Virginia, the Greater Hampton Roads region in southeastern Virginia, and northeastern North Carolina. This market includes the Virginia cities and counties of Chesapeake, Chesterfield County, Gloucester County, Hampton, Hanover County, Henrico County, James City County, Newport News, Norfolk, Poquoson, Portsmouth, Richmond, Suffolk, Virginia Beach, Williamsburg, and York County, and the North Carolina cities and counties of Camden County, Corolla, Grandy, Kill Devil Hills, Moyock, and Southern Shores. The service area has a diverse, well-rounded economy supported by a solid manufacturing base, a substantial military presence in Hampton Roads, and a significant state government presence in Richmond.

The primary service area encompasses the Virginia Beach-Norfolk-Newport News, VA-NC (“Hampton Roads”) Metropolitan Statistical Area (“MSA”), the 37th largest metropolitan area in the United States, with a population of approximately 1.72 million as of July 2015 and the Richmond, VA (“Richmond”) MSA, the 45th largest metropolitan area in the United States, with a population of approximately 1.27 million as of July 2015. Several colleges and universities, medical centers, and arts and entertainment facilities contribute to a valued quality of life in the regions.

We also offer residential mortgages in Charlottesville, Virginia, the North Carolina cities of Charlotte, Elizabeth City, Raleigh, and Wilmington, in the Washington-Arlington-Alexandria, DC-VA-MD-WV. MSA, in the Baltimore-Columbia-Towson, MD MSA, in Frederick, Maryland, and in Lancaster, Pennsylvania. Additionally, we have insurance offices located in Greenville and Raleigh, North Carolina, and the counties of Essex, Gloucester, Northumberland, Prince William, and Richmond in Virginia.

**Concentrations**

The majority of our depositors are located and doing business in our targeted market areas, and we lend a substantial portion of our capital and deposits to individual and business borrowers in these market areas. Any factors adversely affecting the economy of Richmond or the Greater Hampton Roads area could, in turn, adversely affect our performance. A geographic concentration exists with our loan portfolio, as most of our business activity is with members in the Richmond and Hampton Roads areas. There were no significant concentrations in any one customer; however, we have a concentration in commercial real estate loans.

**Governmental Monetary Policies**

Our earnings and growth are affected not only by general economic conditions, but also by the monetary policies of various governmental regulatory authorities, particularly the Board of Governors of the Federal Reserve System (“Federal Reserve”). The Federal Reserve implements national monetary policy through its open market operations in United States government securities, control of the discount rate, and establishment of reserve requirements against both member and nonmember financial institutions’ deposits.

These actions have a significant effect on the overall growth and distribution of loans, investments, and deposits, as well as rates earned on loans or paid on deposits. Federal Reserve monetary policies have had a significant effect on the operating results of commercial banks in the past and are expected to do so in the future. Management is unable to predict the effect of possible changes in monetary policies upon our future operating results.

**Development of Business**

The following is a summary of the major developments in our business since January 1, 2016:

- Effective January 14, 2016, the Company acquired Oak Island Accommodations, Inc., an independent resort property management company in Oak Island, North Carolina that was merged with the operations of Towne Vacations Oak Island, LLC, a division of TowneBank's Realty segment. The purchase price for the transaction was $5.52 million in cash.

- TowneBank moved up to first place, ahead of Wells Fargo, Bank of America, SunTrust, and BB&T, in the latest Hampton Roads Annual Deposit Market Share Report released by the FDIC. The report ranks institutions by share of FDIC-insured deposits in the Hampton Roads MSA as of June 30, 2016. TowneBank had a 21.51% share of deposits in Hampton Roads and was the only community bank with a share greater than 5%. TowneBank was in eighth place in the Richmond MSA in the FDIC's Annual Deposit Market Share Report with $735.02 million in deposits as of June 30, 2016.

- Towne Insurance was selected as part of an elite group of independent insurance agencies around the United States to participate in the Independent Insurance Agents & Brokers of America ("IIABA") "Best Practices" Study Group. Each year the IIABA and Reagan Consulting, an Atlanta-based management consulting firm, join forces to study the country's leading agencies in six revenue categories. The agencies comprising the study groups are selected every third year through a comprehensive nomination and qualifying process and awarded a "Best Practices Agency" designation. The agency was nominated by either an IIABA-affiliated state association or an insurance company, and qualified based on its operational excellence.

- Effective June 24, 2016, the Company completed its acquisition of Monarch Financial Holdings, Inc. ("Monarch"), and its wholly owned bank subsidiary, Monarch Bank, headquartered in Chesapeake, Virginia. The Company acquired approximately $808.14 million in loans and assumed approximately $1.06 billion in deposits. The purchase price for the transaction was $222.44 million in cash and common stock.

- On September 15, 2016, TowneBank opened a new banking office in the Gateway Plaza in downtown Richmond, Virginia. The new 39,000-square-foot office space houses the Company's Richmond headquarters and provides a full array of financial services to individuals, businesses, and community organizations.

We anticipate concentrating on the further development of each market by opening additional banking offices as business and other conditions warrant, and by expanding into new markets as opportunities arise. The regulatory approval process for the opening of additional banking offices takes into account a number of factors, including, among others, a determination that we have capital in an amount deemed necessary to warrant additional expansion, and a finding that the public interest will be served. Additionally, we will continue to place a focus on the development of noninterest income sources and will look for growth opportunities, which could include additional acquisitions of non-bank financial service providers.

**Supervision and Regulation**

We are regulated extensively under both federal and state law. The following is a brief summary of the material statutes, acts, rules, and regulations that affect us. This summary is qualified in its entirety by reference to the full text of the statutes, acts, rules, regulations, and policies referenced below. Changes in statutes, acts, rules, regulations, or regulatory policies could have a material effect on our business.

*General.* We are organized as a Virginia chartered banking corporation and are regulated and supervised by the Bureau of Financial Institutions of the Virginia State Corporation Commission ("Bureau of Financial Institutions"). In addition, we are regulated and supervised by the FDIC, which serves as our primary federal regulator. The Bureau of Financial Institutions and the FDIC conduct regular examinations of us, reviewing the adequacy of our loan loss reserves, the quality of our loans and investments, the appropriateness of management practices, compliance with laws and regulations, and other aspects of our operations. In addition to these regular examinations, we must furnish to the FDIC quarterly and annual reports containing detailed financial statements and schedules. Federal and Virginia banking laws and regulations govern all areas of our operations, including reserves, loans, mortgages, capital, issuance of securities, payment of dividends, and establishment of branches. The FDIC and the Bureau of Financial Institutions have authority to impose penalties, initiate civil and administrative actions, and take other steps intended to prevent us from engaging in unsafe or unsound practices. In this regard, the FDIC has adopted capital adequacy requirements.

*Capital Requirements.* The Federal bank regulatory agencies have adopted risk-based capital requirements for assessing bank capital adequacy. Virginia chartered banks must also satisfy the capital requirements adopted by the Bureau of Financial Institutions. The Federal capital standards define capital and establish minimum capital requirements in relation to assets and off-balance-sheet exposure as adjusted for credit risk.

In July 2013, the FDIC and other federal banking agencies approved final rules known as the "Basel III Capital Rules," which substantially revised the risk-based capital and leverage capital requirements applicable to bank holding companies and depository institutions, including the Company. The Basel III Capital Rules address the components of capital and other issues affecting the numerator in banking institutions' regulatory capital ratios. Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act, as defined below, to remove references to credit ratings from the federal banking agencies' rules. The Basel III Capital Rules went into effect for the Company on January 1, 2015 (subject to a phase-in period).

The Basel III Capital Rules, among other things, (i) introduce as a new capital measure "Common Equity Tier 1" ("CET1"), (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital, and (iv) expand the scope of the adjustments as compared to existing regulations. CET1 capital consists of common stock instruments that meet eligibility criteria in the final rules, retained earnings, and common equity Tier 1 minority interest. The capital rules require banks to include accumulated other comprehensive income ("AOCI") into CET1 unless the bank uses a one-time election to exclude AOCI from its regulatory capital metrics. We elected to exclude AOCI from CET1.

When fully phased in on January 1, 2019, Basel III Capital Rules require banking organizations to maintain (i) a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7.0% upon full implementation); (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation); (iii) a minimum ratio of total capital (that is, Tier 1 plus Tier 2 capital) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation); and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to adjusted average quarterly assets.

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer will face limitations on the payment of dividends, common stock repurchases, and discretionary cash payments to executive officers based on the amount of the shortfall.

Under the Basel III Capital Rules, the initial minimum capital ratios that became effective on January 1, 2015 are as follows:

- 4.5% CET1 to risk-weighted assets.
- 6.0% Tier 1 capital to risk-weighted assets.
- 8.0% Total capital to risk-weighted assets.
- 4.0% Tier 1 capital to average quarterly assets.

The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income, and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Implementation of the deductions and other adjustments to CET1 began on January 1, 2015, and will be phased in over a five-year period (20% per year). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The prompt corrective action rules were amended to incorporate a CET1 capital requirement and to raise the capital requirements for certain capital categories. In order to be adequately capitalized for purposes of the prompt corrective action rules, a banking organization is required to have at least an 8% total risk-based capital ratio, a 6% Tier 1 risk-based capital ratio, a 4.5% CET 1 risk-based capital ratio, and a 4% Tier 1 leverage ratio. To be well-capitalized, a banking organization is required to have at least a 10% total risk-based capital ratio, an 8% Tier 1 risk-based capital ratio, a 6.5% CET 1 risk-based capital ratio, and a 5% Tier 1 leverage ratio.

In addition, the Basel III Capital Rules revise the rules for calculating risk-weighted assets to enhance their risk sensitivity, which includes (i) a new framework under which mortgage-backed securities and other securitization exposures are subject to risk weights ranging from 20% to 1,250% and (ii) adjusted risk weights for credit exposures, including multifamily and commercial real estate exposures that are 90 days or more past due or on nonaccrual, which are subject to a 150% risk weight, except in situations where qualifying collateral and/or guarantees are in place. The treatment of residential mortgage exposures remains subject to either a 50% risk weight (for prudently underwritten owner-occupied first liens that are current or less than 90 days past due) or a 100% risk weight (for all other residential mortgage exposures, including 90 days or more past due exposures).

At December 31, 2016, we had the following risk-based capital and leverage ratios relative to regulatory minimums.

| Ratio | TowneBank | Minimum | Well Capitalized |
|---|---|---|---|
| Common equity tier 1 | 11.75% | 4.50% | 6.50% |
| Tier 1 risk-based capital | 11.82% | 6.00% | 8.00% |
| Total risk-based capital | 12.44% | 8.00% | 10.00% |
| Tier 1 leverage | 10.44% | 4.00% | 5.00% |

The FDIC is authorized by federal legislation and regulations to take various enforcement actions against any undercapitalized insured depository institution and any insured depository institution that fails to submit an acceptable capital restoration plan or fails to implement a plan accepted by the FDIC. These powers include, among other things, requiring a bank to be recapitalized, prohibiting asset growth, restricting interest rates paid, requiring prior approval of capital distributions, requiring divestiture by the institution of its subsidiaries, requiring new election of directors, and requiring the dismissal of directors and officers.

*Dividends.* The amount of dividends payable depends upon our earnings and capital position and is limited by federal and state laws, regulations, and policies. In addition, under Virginia law, the Bureau of Financial Institutions may limit the ability of the bank to pay dividends. No dividend may be declared or paid that would impair a bank's paid-in capital.

The Bureau of Financial Institutions and the FDIC have the general authority to limit dividends paid if such payments are deemed to constitute an unsafe and unsound practice. In particular, Section 38 of the Federal Deposit Insurance Act would prohibit us from making a dividend if we were "undercapitalized" or if such dividend would result in us becoming "undercapitalized."

*The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act").* On July 21, 2010, the Dodd-Frank Act was signed into law. The Dodd-Frank Act implemented significant changes to the regulation of the financial services industry and affected the lending, investment, trading, and operating activities of financial institutions. The legislation directed the federal banking regulators to implement new leverage and capital requirements. These requirements take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives. The Dodd-Frank Act created a new Financial Stability Oversight Council to identify systemic risks in the financial system and gives federal regulators new authority to take control of and liquidate financial firms. In addition, the Dodd-Frank Act contains a wide variety of provisions affecting the regulation of depository institutions, including restrictions related to mortgage originations, risk retention requirements as to securitized loans, establishment of the Consumer Financial Protection Bureau ("CFPB"), and restrictions on proprietary trading (the "Volcker Rule").

As required by the Dodd-Frank Act, the Federal Reserve issued new standards that took effect October 1, 2011, and apply to issuers that have assets of $10 billion or more. Under the rule, the maximum permissible interchange fee for an electronic debit transaction is the sum of 21 cents per transaction and five basis points multiplied by the value of the transaction. The Federal Reserve rules also allow for an upward adjustment of no more than one cent to an issuer's debit card interchange fee if the issuer develops and implements policies and procedures reasonably designed to achieve certain fraud-prevention standards.

The Dodd-Frank Act created a new independent federal agency called the CFPB, which was granted broad rule-making, supervisory, and enforcement powers under various federal consumer financial protection laws. The CFPB has examination and primary enforcement authority with respect to depository institutions with $10 billion or more in assets. Smaller institutions will be subject to rules promulgated by the CFPB but will continue to be examined and supervised by federal banking regulators for consumer compliance purposes.

The Dodd-Frank Act has had, and may in the future have, a material impact on the Company's operations, particularly through increased compliance costs resulting from new and possible future consumer and fair lending regulations. Because certain of the Dodd-Frank Act provisions will be phased in over time, the full impact of these regulations cannot be determined at this time. See Part I, Item 1A, "Risk Factors" for additional discussion of this topic.

*Small Business Lending Fund.* On September 22, 2011, the Company entered into a Securities Purchase Agreement with the U.S. Department of the Treasury, pursuant to which the Company sold and issued 76,458 shares of the Company's Senior Non-Cumulative Perpetual Preferred Stock, Series C ("Series C Preferred Stock"), liquidation value of $1,000 per share, for a total purchase price of $76.46 million. The issuance was pursuant to the Small Business Lending Fund program, a $30 billion fund established under the Small Business Jobs Act of 2010 that was created to encourage lending to small businesses by providing capital to qualified community banks with assets of less than $10 billion.

On January 7, 2015, the Company used internally available funds to repurchase all 76,458 outstanding shares of its Series C Preferred Stock for a redemption price of $76.46 million, plus accrued but unpaid dividends.

*FDIC Insurance Assessments.* Substantially all of our members' deposit accounts are insured up to applicable limits by the Deposit Insurance Fund (the "DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory ratings ("CAMELS ratings"). The risk matrix utilizes four risk categories that are distinguished by capital levels and supervisory ratings.

The Dodd-Frank Act permanently increased the maximum deposit insurance amount for banks, savings institutions, and credit unions to $250,000 per depositor, per insured depository institution for each account ownership category.

The Dodd-Frank Act also broadened the base for FDIC insurance assessments. Assessments are now based on average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act required the FDIC to increase the reserve ratio of the DIF from 1.15% to 1.35% of insured deposits by 2020, and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds.

The FDIC's risk-based premium system provides for quarterly assessments. Each insured institution is placed in one of four risk categories depending on supervisory and capital considerations. Within its risk category, an institution is assigned to an initial base assessment rate, which is then adjusted to determine its final assessment rate based on its brokered deposits, secured liabilities, and unsecured debt. Assessment rates are between 1.5 to 16 basis points for banks in the lowest risk category, and between 11 to 30 basis points for banks in the highest risk category.

FDIC insurance expense totaled $3.02 million, $3.50 million, and $2.74 million in 2016, 2015, and 2014. FDIC insurance expense includes deposit insurance assessments and Financing Corporation ("FICO") assessments related to outstanding FICO bonds. FICO is a mixed-ownership government corporation established to recapitalize a predecessor to the DIF. The current annualized FICO assessment rate is 0.56 basis points, or 0.14 basis points per quarter. These assessments will continue until the Financing Corporation bonds mature in 2019.

*Community Reinvestment Act.* Banks are subject to the provisions of the Community Reinvestment Act of 1977 ("CRA") that requires the appropriate federal bank regulatory agency, the FDIC in our case, to assess our record in meeting the credit needs of the communities we serve.

The CRA assessment is required by any bank that has applied to, among other things, establish a new branch office that will accept deposits, relocate an existing office, or merge, consolidate with, acquire the assets of, or assume the liabilities of a federally-regulated financial institution. We received an "Outstanding" rating in our last CRA examination.

*Federal Deposit Insurance Corporation Improvement Act.* The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") became effective July 2, 1993. FDICIA requires insured institutions with $500 million or more in total assets at the beginning of their fiscal year to submit independently audited annual reports to the FDIC and the appropriate agency.

These publicly available reports must include: (i) annual financial statements prepared in accordance with accounting principles generally accepted in the United States and such other disclosure requirements as required by the FDIC or the appropriate agency, and (ii) a management report signed by the Chief Executive Officer and the Chief Financial Officer or Chief Accounting Officer of the institution that contains a statement of management's responsibilities for: (a) preparing the annual financial statements, (b) establishing and maintaining an adequate internal control structure and procedures for financial reporting, and (c) complying with the laws and regulations designated by the FDIC relating to safety and soundness, and an assessment of: (1) the effectiveness of the system of internal control and procedures for financial reporting as of the end of the fiscal year, and (2) the institution's compliance during the fiscal year with applicable laws and regulations designated by the FDIC relating to safety and soundness.

With respect to any internal control report, the institution's independent public accountants must attest to, and report separately on, certain assertions of the institution's management contained in such report for institutions with $1 billion or more in total assets.

*Privacy Legislation*. Several laws, including the Right to Financial Privacy Act, and related regulations issued by the federal bank regulatory agencies, provide protections against the transfer and use of customer information by financial institutions. A financial institution must provide to its customers information regarding its policies and procedures with respect to the handling of customers' personal information. Each institution must conduct an internal risk assessment of its ability to protect customer information. These privacy provisions generally prohibit a financial institution from providing a customer's personal financial information to unaffiliated parties without prior notice and approval from the customer.

*Bank Secrecy Act.* The Bank Secrecy Act ("BSA"), which is intended to require financial institutions to develop policies, procedures and practices to prevent and deter money laundering, mandates that every bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA. The program must, at a minimum: (i) provide for a system of internal controls to assure ongoing compliance; (ii) provide for independent testing for compliance; (iii) designate an individual responsible for coordinating and monitoring day-to-day compliance; and (iv) provide training for appropriate personnel. In addition, a bank is required to adopt a customer identification program as part of its BSA compliance program. Financial institutions are generally required to report cash transactions involving more than $10,000 to the U.S. Department of the Treasury. In addition, financial institutions are required to file suspicious activity reports for transactions that involve more than $5,000 and which the financial institution knows, suspects or has reason to suspect involves illegal funds, is designed to evade the requirements of the BSA or has no lawful purpose. The USA PATRIOT Act of 2001, enacted in response to the September 11, 2001 terrorist attacks, requires bank regulators to consider a financial institution's compliance with the BSA when reviewing applications from a financial institution. In May 2016, the regulations implementing the BSA were amended to explicitly include risk-based procedures for conducting ongoing customer due diligence, to include understanding the nature and purpose of customer relationships for the purpose of developing a customer risk profile. In addition, banks must identify and verify the identity of the beneficial owners of all legal entity customers (other than those that are excluded) at the time a new account is opened (other than accounts that are exempted). We must comply with these amendments and new requirements by May 11, 2018.

*Volcker Rule.* On December 10, 2013, five U.S. financial regulators, including the FDIC, adopted final rules implementing the Volcker Rule. The final rules prohibit banking entities from (i) engaging in short-term proprietary trading for their own accounts, and (ii) having certain ownership interests in and relationships with hedge funds or private equity funds. The Volcker Rule is intended to provide greater clarity with respect to both the extent of those primary prohibitions and the related exemptions and exclusions. On December 18, 2014, the Federal Reserve announced that it had acted under Section 619 of the Dodd-Frank Act to give banking entities until July 21, 2016, to conform investments in and relationships with covered funds and foreign funds that were in place prior to December 31, 2013 ("legacy covered funds"). The Federal Reserve also announced its intention to grant banking entities an additional one-year extension of the conformance period until July 21, 2017, to conform ownership interests in and relationships with legacy covered funds. The Company has evaluated the impact of the Volcker Rule and does not anticipate that it will have a material effect on our operations, as we do not engage in activities prohibited by the Volcker Rule.

*Incentive Compensation*. In June 2010, the federal banking agencies issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of financial institutions do not undermine the safety and soundness of such institutions by encouraging excessive risk-taking. The *Interagency Guidance on Sound Incentive Compensation Policies*, which covers all employees who have the ability to materially affect the risk profile of a financial institution, either individually or as part of a group, is based upon the key principles that a financial institution's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the institution's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the financial institution's board of directors.

Section 956 of the Dodd-Frank Act requires the federal banking agencies and the Securities and Exchange Commission to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities that encourage inappropriate risk-taking by providing an executive officer, employee, director or principal shareholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. The federal banking agencies issued such proposed rules in March 2011 and issued a revised proposed rule in June 2016 implementing the requirements and prohibitions set forth in Section 956. The revised proposed rule would apply to all banks, among other institutions, with at least $1 billion in average total consolidated assets, for which it would go beyond the existing *Interagency Guidance on Sound Incentive Compensation Policies* to (i) prohibit certain types and features of incentive-based compensation arrangements for senior executive officers, (ii) require incentive-based compensation arrangements to adhere to certain basic principles to avoid a presumption of encouraging inappropriate risk, (iii) require appropriate board or committee oversight and (iv) establish minimum recordkeeping and (v) mandate disclosures to the appropriate federal banking agency.

*Consumer Financial Protection.* We are subject to a number of federal and state consumer protection laws that extensively govern our relationship with our customers. These laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act, laws governing flood insurance, federal and state laws prohibiting unfair and deceptive business practices, foreclosure laws ,and various regulations that implement some or all of the foregoing. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans, and providing other services. If we fail to comply with these laws and regulations, we may be subject to various penalties. Failure to comply with consumer protection requirements may also result in failure to obtain any required bank regulatory approval for merger or acquisition transactions we may wish to pursue or being prohibited from engaging in such transactions even if approval is not required.

The Dodd-Frank Act centralized responsibility for consumer financial protection by creating a new agency, the CFPB, and giving it responsibility for implementing, examining, and enforcing compliance with federal consumer protection laws. The CFPB focuses on (i) risks to consumers and compliance with the federal consumer financial laws, (ii) the markets in which firms operate and risks to consumers posed by activities in those markets., (iii) depository institutions that offer a wide variety of consumer financial products and services, and (iv) non-depository companies that offer one or more consumer financial products or services.

The CFPB has broad rule-making authority for a wide range of consumer financial laws that apply to all banks, including, among other things, the authority to prohibit “unfair, deceptive or abusive” acts and practices. Abusive acts or practices are defined as those that materially interfere with a consumer’s ability to understand a term or condition of a consumer financial product or service or take unreasonable advantage of a consumer’s (i) lack of financial savvy, (ii) inability to protect himself in the selection or use of consumer financial products or services, or (iii) reasonable reliance on a covered entity to act in the consumer’s interests. The CFPB can issue cease-and-desist orders against banks and other entities that violate consumer financial laws. The CFPB may also institute a civil action against an entity in violation of federal consumer financial law in order to impose a civil penalty or injunction.

*Ability-to-Repay and Qualified Mortgage Rule.* Pursuant to the Dodd-Frank Act, the CFPB issued a final rule, amending Regulation Z as implemented by the Truth in Lending Act, requiring mortgage lenders to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms. Mortgage lenders are required to determine consumers’ ability to repay in one of two ways. The first alternative requires the mortgage lender to consider the following eight underwriting factors when making the credit decision: (i) current or reasonably expected income or assets; (ii) current employment status; (iii) the monthly payment on the covered transaction; (iv) the monthly payment on any simultaneous loan; (v) the monthly payment for mortgage-related obligations; (vi) current debt obligations, alimony, and child support; (vii) the monthly debt-to-income ratio or residual income; and (viii) credit history. Alternatively, the mortgage lender can originate “qualified mortgages,” which are entitled to a presumption that the creditor making the loan satisfied the ability-to-repay requirements. In general, a “qualified mortgage” is a mortgage loan without negative amortization, interest-only payments, balloon payments, or terms exceeding 30 years. In addition, to be a qualified mortgage the points and fees paid by a consumer cannot exceed 3% of the total loan amount. Qualified mortgages that are “higher-priced” (e.g., subprime loans) garner a rebuttable presumption of compliance with the ability-to-repay rules, while qualified mortgages that are not “higher-priced” (e.g., prime loans) are given a safe harbor of compliance. The Company is predominantly an originator of compliant qualified mortgages.

*Future Legislation and Regulation.* Congress may enact legislation from time to time that affects the regulation of the financial services industry, and state legislatures may enact legislation from time to time affecting the regulation of financial institutions chartered by or operating in those states. Federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which existing regulations are applied. The substance or impact of pending or future legislation or regulation, or the application thereof, cannot be predicted, although enactment of the proposed legislation could impact the regulatory structure under which we operate and may significantly increase costs, impede the efficiency of internal business processes, require an increase in regulatory capital, require modifications to business strategy, and limit the ability to pursue business opportunities in an efficient manner.

At this time, it is difficult to predict the legislative and regulatory changes that will result from the combination of a new President of the United States and the first year since 2010 in which both Houses of Congress and the White House have majority memberships from the same political party. In recent years, however, both the new President and senior members of the House of Representatives have advocated for significant reduction of financial services regulation, to include amendments to the Dodd-Frank Act and structural changes to the CFPB. The new administration and Congress also may cause broader economic changes due to changes in governing ideology and governing style. Future legislation, regulation, and government policy could affect the banking industry as a whole, including our business and results of operations, in ways that are difficult to predict.

*Reporting Obligation Under Securities Laws.* We are subject to the periodic reporting requirements of the Securities Exchange Act of 1934 ("Exchange Act") as adopted by the FDIC, including the filing of annual, quarterly, and other reports with the FDIC. As an Exchange Act reporting bank with over $500 million in assets, we are directly affected by the Sarbanes-Oxley Act of 2002 and regulations promulgated thereunder, which are aimed at improving corporate governance and reporting procedures. We are complying with the rules and regulations implemented pursuant to the Sarbanes-Oxley Act and intend to comply with any applicable rules and regulations implemented in the future.

**Employees**

As of December 31, 2016, we had 2,120 full-time equivalent employees, excluding real estate agents. There were 409 real estate sales agents at December 31, 2016. Our real estate agents are independent contractors and not included as our employees. None of our employees are represented by any collective bargaining agreements, and relations with employees are considered good.

**Available Information**

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports are filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act and are accessible at no cost on our website, www.townebank.com, as soon as reasonably practicable after those reports have been filed with or furnished to the FDIC. These materials are available free of charge in print to stockholders who request them by writing to: TowneBank, Attn: Clyde E. McFarland, Jr., 6001 Harbour View Boulevard, Suffolk, Virginia 23435. A copy of the statements of beneficial ownership of our equity securities filed by our directors, officers, and 10% or greater shareholders under Section 16 of the Exchange Act may also be obtained through our website. The information contained on our website is not a part of or included in this Form 10-K.

The public may read and copy any of the reports filed with the FDIC at the FDIC's Accounting and Securities Disclosure Section, Division of Risk Management Supervision, 550 17th Street, N.W., Washington, D.C. 20429. The public may contact the FDIC at 202-898-8913 should they require a copy of a filing be sent directly to them.

## Item 1A. RISK FACTORS

In addition to the other information contained in this report, the following risks may affect us. This listing should not be considered all-inclusive. Additional risks and uncertainties, including those not presently known to us or that we currently consider immaterial, may also impair our business, financial condition, or operating results.

***Dependence on uncontrollable economic conditions could have a material adverse impact on our financial condition and results of operations.***

Like all financial institutions, we are subject to the effects of any economic downturn. During the past decade, the U.S. economy has faced a severe economic crisis, including a major recession from which it is recovering. Business activity across a wide range of industries and regions in the U.S. remains relatively reduced, and local governments and many businesses continue to experience financial difficulty. Our business is concentrated in the Richmond, Virginia region, the Greater Hampton Roads region in southeastern Virginia, and northeastern North Carolina. As a result, the financial condition and results of operations may be affected by changes in the economies of these regions. Adverse changes in economic conditions in our market areas would likely impair the ability to collect loans and could otherwise have a material adverse effect on our financial condition and results of operations. While conditions have improved since the recession, there can be no assurance that this improvement will continue, and further declines may have a negative effect on our financial conditions and results of operations.

***Changes in defense spending by the federal government as a result of congressional budget cuts could adversely impact the economy in Greater Hampton Roads, which could have an adverse effect on our results of operation and financial condition.***

The U.S. military has a major presence in Greater Hampton Roads. As a result, the U.S. military is an important aspect of the Greater Hampton Roads economy in which we operate. Proposals to cut defense and other security spending could have an adverse impact on the Greater Hampton Roads economy, which could adversely affect our business, financial condition, and results of operations.

***Changes in interest rates could have a negative impact on our results of operations.***

Our profitability is dependent to a large extent on our net interest income, which is the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. Our net interest income is impacted by changes in market rates of interest, changes in credit spreads, changes in the shape of the yield curve, the interest rate sensitivity of our assets and liabilities, prepayments on our loans and investments, and the mix of our funding sources and assets.

Our interest-earning assets and interest-bearing liabilities may react in different degrees to changes in market interest rates. Interest rates on some types of assets and liabilities may fluctuate prior to changes in broader market interest rates, while rates on other types may lag behind. The result of these changes to rates may cause differing spreads on interest-earning assets and interest-bearing liabilities. Any substantial, unexpected, or prolonged change in market interest rates could have a material adverse effect on our business, financial condition, and results of operations. While we take measures intended to manage risks from changes in market interest rates, we cannot control or accurately predict changes in the rates of interest or be sure our protective measures are adequate.

***Economic and other conditions may cause volatility in the price of our common stock.***

In the current economic environment, the prices of publicly traded stocks in the financial services sector have been volatile. However, even in a more stable economic environment the price of our common stock can be affected by a variety of factors such as expected or actual results of operations, changes in analysts' recommendations or projections, announcements of developments related to our businesses, operating and stock performance of other companies deemed to be peers, news or expectations based on the performance of others in the financial services industry, and expected impacts of a changing regulatory environment. These factors not only impact the price of our common stock but could also affect the liquidity of the stock given the Company's size, geographical footprint, and industry. The price for shares of our common stock may fluctuate significantly in the future, and these fluctuations may be unrelated to the Company's performance. General market price declines or market volatility in the future could adversely affect the price for shares of our common stock, and the current market price of such shares may not be indicative of future market prices.

***The value of our goodwill and other intangible assets may decline in the future.***

As of December 31, 2016, we had $302.77 million of goodwill and other intangible assets. A significant decline in our expected future cash flows, a significant adverse change in the business climate, slower growth rates, or a significant and sustained decline in the price of our common stock may necessitate taking charges in the future related to the impairment of our goodwill and other intangible assets. If we were to conclude that a future write-down of goodwill and other intangible assets is necessary, we would record the appropriate charge, which could have a material adverse effect on our financial condition and results of operations.

***Loss of any of our key personnel could disrupt our operations and result in reduced revenues.***

We are a relationship-driven organization. A key aspect of our business strategy is for our senior officers to have primary contact with our customers. Our growth and development to date have been, in large part, a result of these personalized relationships with our customer base.

The senior officers have considerable experience in the banking industry and related financial services and are extremely valuable and would be difficult to replace. The loss of the services of these officers could have a material adverse effect upon future prospects. Although we have entered into employment contracts with our Chairman and Chief Executive Officer and our other senior executive officers, and purchased key man life insurance policies to mitigate the risk of an unforeseen departure or death of certain of our senior executive officers, we cannot offer any assurance that they and other key employees will remain employed by us. The unexpected loss of services of one or more of these key employees could have a material adverse effect on operations and possibly result in reduced revenues.

***Reliance on certain external vendors could adversely affect our operations.***

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

***We are subject to environmental liability risk associated with our lending activities.***

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Environmental reviews of real property before initiating foreclosure actions may not be sufficient to detect all potential environmental hazards.

Remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations.

***Severe weather, natural disasters, acts of war or terrorism, and other external events could significantly impact our business.***

Severe weather, natural disasters, acts of war or terrorism, and other adverse external events could have a significant impact on our ability to conduct business. In addition, such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue, and/or cause us to incur additional expenses. The occurrence of any such event in the future could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

***The operational functions of business counterparties over which we may have limited or no control may experience disruptions that could adversely impact our operations.***

Multiple major U.S. retailers have recently experienced data systems incursions reportedly resulting in the thefts of credit and debit card information, online account information, and other financial data of tens of millions of the retailers' customers. Retailer incursions affect cards issued and deposit accounts maintained by many banks, including the Company. Although our systems are not breached in retailer incursions, these events can cause us to reissue a significant number of cards and take other costly steps to avoid significant theft loss to us and our customers. In some cases, we may be required to reimburse customers for the losses they incur. Other possible points of intrusion or disruption not within our control include internet service providers, electronic mail portal providers, social media portals, distant-server ("cloud") service providers, electronic data security providers, telecommunications companies, and smart phone manufacturers.

***Security breaches and other disruptions could compromise our information and expose us to liability, which could damage our reputation and our business.***

We rely on the secure processing, storage, and transmission of confidential and other information in our computer systems and networks. While we have policies and procedures designed to prevent or limit the effect of a possible security breach, our computer systems, software, and networks may be vulnerable to unauthorized access, computer viruses or other malicious code, and other events that could have a security impact. If one or more such events occur, this potentially could jeopardize our or our customers' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our or our customers' operations. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by us.

Security breaches in our Internet banking activities could further expose us to possible liability and damage our reputation. Any compromise of our security also could deter customers from using our Internet banking services that involve the transmission of confidential information. We have implemented security systems to provide the security and authentication necessary to effect secure transmission of data. These precautions may not protect our systems from compromises or breaches of our security measures, which could result in damage to our reputation and our business.

***Our risk-management framework may not be effective in mitigating risk and loss.***

We maintain an enterprise risk management program that is designed to identify, quantify, monitor, report, and control the risks that we face. These risks include: interest-rate, credit, liquidity, operations, reputation, compliance and litigation. While we assess and improve this program on an ongoing basis, there can be no assurance that our approach and framework for risk management and related controls will effectively mitigate all risk and limit losses in our business. If conditions or circumstances arise that expose flaws or gaps in our risk-management program, or if our controls break down, our results of operations and financial condition may be adversely affected.

***Failure of our internal and disclosure controls and procedures could have a material adverse effect on our results of operations and financial condition.***

Effective internal and disclosure controls and procedures are necessary to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. Our management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, no matter how well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our results of operations and financial condition.

***Negative perception of the Company through social media may adversely affect our reputation and business.***

The Company’s reputation is critical to the success of its business. We believe that our brand image has been well received by customers, reflecting the fact that the brand image, like our business, is based in part on trust and confidence. Our reputation and brand image could be negatively affected by rapid and widespread distribution of publicity through social media channels. Our reputation could also be affected by our association with clients affected negatively through social media distribution, or other third parties, or by circumstances outside of our control. Negative publicity, whether true or untrue, could affect our ability to attract or retain customers, or cause us to incur additional liabilities or costs, or result in additional regulatory scrutiny.

***Restrictions relating to the acquisition of our common stock may discourage an acquisition.***

Certain provisions of our articles of incorporation and bylaws could delay or frustrate the removal of incumbent directors and could make a merger, tender offer, or proxy contest more difficult, even in instances where shareholders deem the proposed transaction to be beneficial to their interests. These provisions, among others, provide for staggered terms for the Board of Directors and that a plan of merger, share exchange, sale of all or substantially all of our assets, or similar transaction must be approved and recommended by the affirmative vote of at least two-thirds of the directors in office or, if not so approved and recommended, by the affirmative vote of the holders of 80% of our outstanding shares, and limit the ability of shareholders to call a special meeting. In addition, certain provisions of state and federal law may also have the effect of discouraging or prohibiting a future takeover attempt in which our shareholders might otherwise receive a substantial premium for their shares over then-current market prices. To the extent that these provisions discourage or prevent takeover attempts, they may tend to reduce the market price for our common stock and the notes.

***Liquidity could be impaired by an inability to access the capital markets or an unforeseen outflow of cash.***

Liquidity is essential to our businesses. Due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects third parties or TowneBank, our liquidity could be impaired by an inability to access the capital markets or an unforeseen outflow of cash.

***Continued growth may require raising additional capital, which may dilute current shareholders' ownership percentage.***

In order to meet applicable regulatory capital requirements, we may, from time to time, need to raise additional capital to support continued growth. If selling our equity securities raises additional funds, the relative ownership interests of our existing shareholders would likely be diluted.

***Risks associated with acquisitions and the resulting integrations may affect costs and revenue.***

A component of our business strategy includes growth through acquisitions. Costs or difficulties related to integrating the acquired business with the Company might be greater than expected. Further, expected revenue and/or operational synergies and cost savings associated with pending or recently completed acquisitions may not be fully realized or realized within the expected timeframe. We cannot provide assurance that we will be successful in overcoming these risks or any other issues encountered in connection with acquisitions.

***Attractive acquisition or expansion opportunities may not be available to us in the future.***

We may consider acquiring other businesses or expanding into new product lines that we believe will help us fulfill our strategic objectives. We expect that other banking and financial companies, some of which have significantly greater resources, will compete with us to acquire financial services businesses. This competition could increase prices for potential acquisitions that we believe are attractive. Acquisitions may also be subject to various regulatory approvals. If we fail to receive the appropriate regulatory approvals, we will not be able to consummate acquisitions that we believe are in our best interests.

***Focus on commercial loans may increase the risk of substantial credit losses.***

We offer a variety of loan products, including residential mortgage, consumer, construction, and commercial loans. At December 31, 2016, approximately 57.53% of loans were commercial loans, including those secured by commercial real estate. It is expected that, as we grow, this percentage will remain fairly constant.

Commercial lending is more risky than mortgage and consumer lending because loan balances are greater, and the borrower's ability to repay is contingent on the successful operation of a business. Risk of loan defaults is unavoidable in the banking industry. We attempt to limit exposure to this risk by monitoring carefully the amount of loans in specific industries and by exercising prudent lending practices. However, the risk that substantial credit losses could result in reduced earnings or losses cannot be eliminated.

***The Company's focus on lending to small to mid-sized community-based businesses may increase its credit risk.***

Most of our commercial business and commercial real estate loans are made to small business or middle-market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the market areas in which we operate negatively impact this important customer sector, our results of operations and financial condition may be adversely affected. Moreover, a portion of these loans have been made by the Company in recent years, and the borrowers may not have experienced a complete business or economic cycle. The deterioration of the borrowers' businesses may hinder their ability to repay their loans with the Company, which could have a material adverse effect on our financial condition and results of operations.

***Our allowance for loan losses may prove to be insufficient to absorb potential losses in the loan portfolio.***

We maintain an allowance for loan losses that is believed to be adequate to provide for any potential losses in our loan portfolio. Our management determines the amount of this allowance through a periodic review and consideration of several factors, including:

- an ongoing review of the quality, size, and diversity of the loan portfolio;
- an evaluation of present economic, political, and regulatory conditions;
- an evaluation of nonperforming loans;
- our historical loan loss experience; and
- the amount and quality of collateral, including guarantees securing the loans.

Although we believe our loan loss allowance is adequate to absorb probable losses in the loan portfolio, we cannot predict such losses or that our allowance will be adequate. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans, and other factors, both within and outside the Company's control, may require an increase in the allowance for loan losses. Increases in loan losses could have a material adverse effect on our financial condition and results of operations.

***Our credit standards and ongoing credit assessment processes might not protect us from significant credit losses.***

We take credit risk by virtue of making loans and leases and extending loan commitments and letters of credit. We manage credit risk through a program of underwriting standards, the review of certain credit decisions, and an ongoing process of assessment of the quality of the credit already extended. Our exposure to credit risk is managed through the use of consistent underwriting standards that emphasize local lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. Our credit administration function employs risk management techniques to help ensure that problem loans and leases are promptly identified. While these procedures are designed to provide us with the information needed to implement policy adjustments where necessary and to take appropriate corrective actions, there can be no assurance that such measures will be effective in avoiding undue credit risk.

***We rely upon independent appraisals to determine the value of real estate that secures a significant portion of our loans, and the values indicated by such appraisals may not be realizable if we are forced to foreclose upon such loans.***

A significant portion of our loan portfolio consists of loans secured by real estate. We rely upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value, and the independent appraisers may make mistakes of fact or judgment that adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of our loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, we may not be able recover the outstanding balance of the loan.

***The Company depends on the accuracy and completeness of information about clients and counterparties, and its financial condition could be adversely affected if it relies on misleading information.***

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, we may rely on information furnished to us by or on behalf of clients and counterparties, including financial statements and other financial information, which the Company does not independently verify. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a customer's audited financial statements conform with accounting principles generally accepted in the United States and present fairly, in all material respects, the financial condition, results of operations, and cash flows of the customer. Our financial condition and results of operations could be negatively impacted to the extent we rely on financial statements that do not comply with generally accepted accounting principles in the United States or are materially misleading.

***Our quarterly financial results may fluctuate as a result of seasonality, which may make it difficult to predict our future performance and may adversely affect our common stock price.***

We engage in certain lines of business that are historically subject to seasonal trends. These include mortgage banking and real estate brokerage services that reflect the general patterns of housing sales, which typically peak in the spring and summer seasons. Our non-mortgage and real estate related businesses have various seasonality trends that may create further fluctuations in our quarterly operating results. Any of these seasonal trends, or the combination of them, may negatively impact the price of our common stock.

***Our mortgage revenue is cyclical and sensitive to the level of interest rates, changes in economic conditions, decreased economic activity, and slowdowns in the housing market, any of which could adversely impact our profits.***

The success of our mortgage business is dependent upon our ability to originate loans and sell them to investors at or near current volumes. Loan production levels are sensitive to changes in the level of interest rates and changes in economic conditions. Loan production levels may suffer if we experience a slowdown in the housing markets in the regions in which we do business or tightening credit conditions. Any sustained period of decreased activity caused by fewer refinancing transactions, higher interest rates, housing price pressure, or loan underwriting restrictions would adversely affect our mortgage originations and, consequently, could significantly reduce our income from mortgage activities. As a result, these conditions would also adversely affect our results of operations.

***Strong competition in our primary market area may limit asset growth and profitability.***

We encounter strong competition from other financial institutions in our primary market area. In addition, established financial institutions not already operating in our primary market area may open branches at future dates. In the conduct of certain aspects of our business, we also compete with savings institutions, credit unions, mortgage banking companies, consumer finance companies, insurance companies, real estate companies, and other institutions, some of which are not subject to the same degree of regulation or restrictions as are imposed upon us. Many of these competitors have substantially greater resources and lending limits than we have and offer services that we do not provide. In addition, many of these competitors have numerous branch offices located throughout their extended market areas that provide them with a competitive advantage. No assurance can be given that such competition will not have an adverse impact on the financial condition and results of operations.

***Recent legislative reforms can result in our business becoming subject to significant and extensive additional regulations, which could adversely affect our results of operations and financial condition.***

The Dodd-Frank Act may continue to result in significant changes in the regulation of financial institutions. As disclosed earlier in this Form 10-K, the act contains numerous provisions that affect all banks and bank holding companies. Some of these provisions under the Dodd-Frank Act have the consequence of increasing our expenses, decreasing our revenues, and changing the activities in which we choose to engage. The legislative and regulatory changes affecting capital, liquidity, supervision, permissible activities, corporate governance and compensation, changes in fiscal policy, and steps to eliminate government support for banking organizations may have long-term effects on the business model and profitability of banking organizations that cannot now be foreseen. The specific impact of the Dodd-Frank Act on our current activities or new financial activities we may consider in the future, our financial performance, and the markets in which we operate will depend on the manner in which the relevant agencies develop and implement required rules and the reaction of market participants to these regulatory developments.

***Increased capital standards may have an adverse effect on our profitability, lending, and ability to pay dividends on our securities.***

In July 2013, the FDIC released its interim final rules that implement in the United States the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Act. Under the Basel III Capital Rules, minimum requirements have increased for both the quality and quantity of capital held by banking organizations. Consistent with the international Basel framework, the rules include a new minimum ratio of CET1 capital to risk-weighted assets of 4.5% and a CET1 capital conservation buffer of 2.5% of risk-weighted assets that apply to all supervised financial institutions. The rules also, among other things, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and include a minimum leverage ratio of 4% for all banking organizations. The new rules became effective January 1, 2015. The potential impact of the Basel III Capital Rules includes, but is not limited to, reduced lending and negative pressure on profitability and return on equity due to higher capital requirements. To the extent the Company is required to increase capital in the future to comply with the Basel III Capital Rules, our ability to pay dividends may be reduced.

***Regulations issued by the Consumer Financial Protection Bureau could adversely affect our earnings.***

The CFPB has broad rule-making authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers. Pursuant to the Dodd-Frank Act, the CFPB issued a final rule effective January 10, 2014, requiring mortgage lenders to make a reasonable and good-faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms, or to originate "qualified mortgages" that meet specific requirements with respect to terms, pricing, and fees. The rule also contains new disclosure requirements at mortgage loan origination and in monthly statements. These requirements could limit our ability to make certain types of loans or loans to certain borrowers, or could make it more expensive and/or time-consuming to make these loans, which could adversely impact our profitability

***Extensive government regulation and monetary policy could adversely affect operations.***

As part of the financial services industry, we are subject to extensive governmental supervision, regulation, and control that have materially affected the business of financial institutions in the past and are likely to do so in the future. Regulations affecting the financial services industry and, therefore, us may be changed at any time, and the interpretation of those regulations by examining authorities of the financial services industry is also subject to change. There can be no assurance that future changes in legislation, administrative regulations, or governmental policy will not adversely affect the financial services industry and our business.

***We will be subject to additional regulatory scrutiny if and when our total assets exceed $10 billion.***

As of December 31, 2016, we had $7.97 billion in total consolidated assets. We may exceed $10 billion in total consolidated assets in the future if we continue to grow and any additional acquisitions could significantly accelerate the time when we exceed this threshold. The Dodd-Frank Act and its implementing regulations impose various additional requirements on banks with $10 billion or more in total assets, including compliance with portions of the Federal Reserve's enhanced prudential oversight requirements and annual stress testing requirements. In addition, banks with $10 billion or more in total assets are primarily examined by the CFPB with respect to various federal consumer financial protection laws and regulations. Currently, we are subject to regulations adopted by the CFPB, but the FDIC is primarily responsible for examining our compliance with consumer protection laws and those CFPB regulations.

Under the Dodd-Frank Act, the minimum ratio of net worth to insured deposits of the Deposit Insurance Fund was increased from 1.15% to 1.35% and the FDIC is required, in setting deposit insurance assessments, to offset the effect of the increase on institutions with assets of less than $10 billion, which results in institutions with assets greater than $10 billion paying higher assessments. In addition, institutions with assets greater than $10 billion are subject to a deposit assessment based on a new scorecard issued by the FDIC. The scorecard method uses a performance score and a loss severity score, which are combined and converted into an initial base assessment rate. The performance score is based on measures of a bank's ability to withstand asset-related stress and funding-related stress and weighted CAMELS ratings, which are ratings ascribed under the CAMELS supervisory rating system and assigned based on a supervisory authority's analysis of a bank's financial statements and on-site examinations. The loss severity score is a measure of potential losses to the FDIC in the event of the bank's failure. Under a formula, the performance score and loss severity score are combined and converted to a total score that determines the bank's initial base assessment rate. The FDIC has the discretion to alter the total score based on factors not captured by the scorecard. The resulting initial base assessment rate is also subject to adjustments downward based on long-term unsecured debt issued by the bank, to adjustment upward based on long-term unsecured debt held by the bank that is issued by other FDIC-insured institutions, and to further adjustment upward if the bank's brokered deposits exceed 10% of its domestic deposits.

In addition, once our assets exceed $10 billion, we will be subject to the Durbin Amendment promulgated under the Dodd-Frank Act. Under the Durbin Amendment, interchange fees for debit card transactions are capped at $0.21 plus five basis points. This limitation on interchange fees will adversely impact our results of operations.

Compliance with these requirements may necessitate that we hire additional compliance or other personnel, design and implement additional internal controls, or incur other significant expenses, any of which could have a material adverse effect on our business, financial condition or results of operations. Compliance with the annual stress testing requirements, part of which must be publicly disclosed, may also be misinterpreted by the market generally or our customers and, as a result, may adversely affect our stock price or our ability to retain customers or effectively compete for new business opportunities. To ensure compliance with these heightened requirements when effective, our regulators may require us to fully comply with these requirements or take actions to prepare for compliance even before our total consolidated assets equal or exceed $10 billion. As a result, we may incur compliance-related costs before we might otherwise be required, including if we do not continue to grow at the rate we expect. Our regulators may also consider our preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval we may make, even requests for approvals on unrelated matters.

## Item 1B. UNRESOLVED STAFF COMMENTS

None.

## Item 2. PROPERTIES

Our bank's main office is located in Portsmouth, Virginia, and our Corporate Administration and Member Service Center is located in Suffolk, Virginia; we own both of these locations. As of December 31, 2016, we occupied an additional 123 properties, of which we own 45, in the cities and counties in which we operate. Additional information with respect to the amounts at which company premises and equipment are carried and commitments under long-term leases is set forth in Note 6 - Premises, Equipment, and Leases in the Annual Report and incorporated herein.

## Item 3. LEGAL PROCEEDINGS

In the ordinary course of operations, we are a party to various legal proceedings. Based upon information currently available, management believes that such legal proceedings, in the aggregate, will not have a material adverse effect on our business, financial condition, or results of operations.

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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

### Market Information

Our common stock is listed on the NASDAQ Global Select Market under the symbol TOWN. The following chart shows the high and low quarterly closing sale prices in 2016 and 2015 for the Company's common stock.

| | 2016 | | 2015 | |
|---|---|---|---|---|
| Quarter | High | Low | High | Low |
| First | $ 20.88 | $ 16.65 | $ 16.38 | $ 14.28 |
| Second | 22.64 | 19.10 | 17.00 | 15.66 |
| Third | 24.03 | 21.66 | 19.23 | 16.05 |
| Fourth | 34.10 | 23.83 | 22.51 | 18.57 |

### Holders

As of December 31, 2016, we had issued and outstanding 62,492,168 shares of common stock. These shares were held by approximately 9,625 shareholders of record.

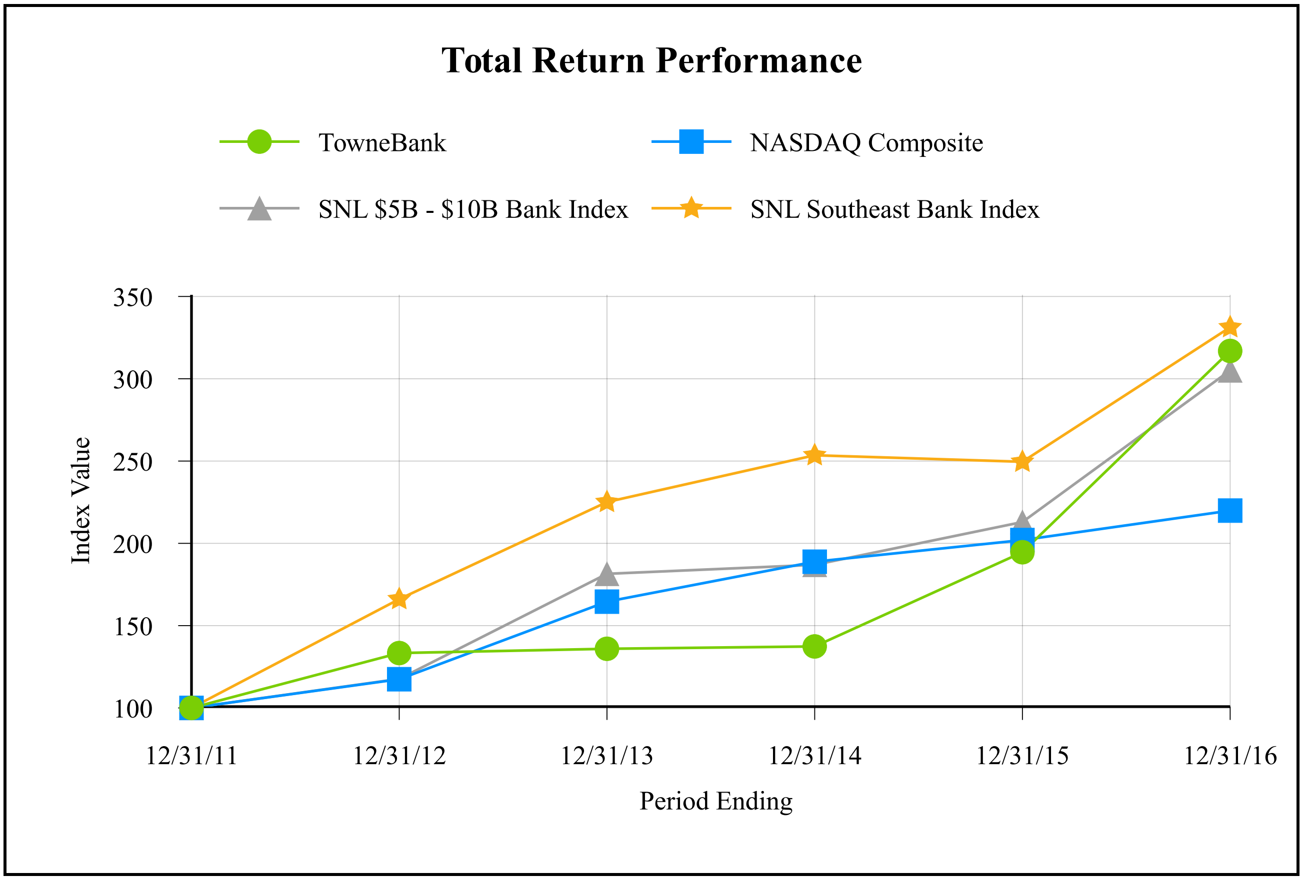
### Dividends

In the first quarter of 2015, we declared quarterly a cash dividend of $0.11 per common share. In May, August, and November 2015, we declared quarterly dividends of $0.12 per common share. In February 2016, we declared a quarterly cash dividend of $0.12 per common share. Beginning in the second quarter of 2016 through the first quarter of 2017, we declared cash dividends of $0.13 per common share. All dividends paid are limited by the requirement to meet capital guidelines issued by regulatory authorities, and future declarations are subject to financial performance and regulatory guidelines.

Our future dividend policy is subject to the discretion of the Board of Directors and will depend upon a number of factors, including future earnings, financial condition, cash requirements, and general business conditions. We are also subject to certain restrictions imposed by the reserve and capital requirements of federal and Virginia banking statutes and regulations. See "Part I, Item 1. Business - Supervision and Regulation," for information on regulatory restrictions on dividends.

### Stock Performance Graph

The following stock performance graph presents the cumulative total return comparison through December 31, 2016, of stock appreciation for our common stock, the NASDAQ Composite Index measuring all NASDAQ domestic and international-based common type stocks listed on the NASDAQ Stock Market ("NASDAQ Composite"), the SNL Securities Index including banks between $5 billion and $10 billion in total assets ("SNL $5B-$10B Bank Index"), and the SNL Securities Index including only banks in the Southeast ("SNL Southeast Bank Index"). Returns assume an initial investment of $100 at the market close of December 31, 2011, and reinvestment of dividends.




| Index | 12/31/2011 | 12/31/2012 | 12/31/2013 | 12/31/2014 | 12/31/2015 | 12/31/2016 |
|---|---|---|---|---|---|---|
| TowneBank | $ 100.00 | $ 133.34 | $ 135.93 | $ 137.36 | $ 194.60 | $ 316.91 |
| NASDAQ Composite | 100.00 | 117.45 | 164.57 | 188.84 | 201.98 | 219.89 |
| SNL $5B - $10B Bank Index | 100.00 | 117.63 | 181.48 | 186.94 | 212.96 | 305.09 |
| SNL Southeast Bank Index | 100.00 | 166.11 | 225.10 | 253.52 | 249.57 | 331.30 |

## Item 6. SELECTED FINANCIAL DATA

Reference is made to the information in the section entitled, "Selected Financial Highlights," of our Annual Report for the year ended December 31, 2016, which is incorporated herein by reference.

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Reference is made to the information in the section entitled, "Management's Discussion and Analysis" on pages 4-38 of our Annual Report, which is incorporated herein by reference.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Reference is made to the information in the section entitled, "Management's Discussion and Analysis," under subsections "Interest Sensitivity," "Market Risk Management," "Earnings Simulation Analysis," "Market Value

Simulation," and "Credit Risk Elements" on pages 34-36 of our Annual Report, which is incorporated herein by reference.

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to the information in the sections entitled, "Management's Report on Internal Control," "Report of Independent Registered Public Accounting Firm," and "Consolidated Financial Statements and Notes" of our Annual Report, which is incorporated herein by reference.

## Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

## Item 9A. CONTROLS AND PROCEDURES

*Disclosure Controls and Procedures.* An evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was carried out as of December 31, 2016, under the supervision and with the participation of our Chief Executive Officer, Chief Financial Officer, and several other members of our senior management. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

*Management's Report on Internal Control Over Financial Reporting.* The annual report of management on the effectiveness of our internal control over financial reporting and the attestation report thereon issued by our independent registered public accounting firm are set forth under "Management's Report on Internal Control" and "Report of Independent Registered Public Accounting Firm" on pages 39-42 of our Annual Report, which is incorporated herein by reference.

*Changes in Internal Control Over Financial Reporting.* There were no changes in our internal controls over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Item 9B. OTHER INFORMATION

None.

# PART III

## Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Reference is made to the information in the sections entitled, "Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," and "Board of Directors and Committees: *Audit Committee"* of our Proxy Statement for the Annual Meeting of Stockholders to be held May 24, 2017 ("Proxy Statement"), which sections are incorporated herein by reference. The following information is provided, as of February 28, 2017, for those executive officers who are not directors.

| Name (Age) | Principal Occupation During Past Five Years |
|---|---|
| W. Jeffrey Dyckman (66) | President of Towne Business Strategy Group since 2009. |
| Keith D. Horton (58) | Senior Executive Vice President and Chief Administrative Officer since January 2005; Executive Vice President of Operations from 1999 to January 2005. |
| William B. Littreal (46) | Senior Executive Vice President and Chief Strategy Officer since June 2016; Senior Executive Vice President and Chief Operating Officer from April 2011 to June 2016; Executive Vice President and Director of Finance from April 2008 to April 2011. |
| Clyde E. McFarland, Jr. (62) | Senior Executive Vice President and Chief Financial Officer since January 2005; Executive Vice President and Chief Financial Officer from 1999 to January 2005. |
| U. Starr Oliver (65) | Senior Executive Vice President and Chief Marketing and Human Resources Officer since May 2011; Executive Vice President of Marketing and Retail Banking from 1999 to May 2011. |
| Philip M. Rudisill (51) | Senior Executive Vice President and Chief Credit Officer since July 2011; Senior Executive Vice President of Corporate Administration from March 2006 to May 2011. |
| Thomas V. Rueger (69) | Senior Executive Vice President since January 2013; President and Chief Executive Officer of SunTrust Bank, Hampton Roads from August 2006 to May 2012. |
| George P. Whitley (64) | Senior Executive Vice President and Chief Legal Officer since September 2016. Partner, LeClair Ryan, Richmond, Virginia, from May 1994 to August 2016. |

### Code of Ethical Conduct

We have adopted a Code of Ethical Conduct that applies to our Chief Executive Officer and other executive and senior financial officers, including our Chief Financial Officer, Chief Accounting Officer, Corporate Treasurer, Internal Audit members, any person Assistant Vice President and above in an Accounting/Financial position, Senior Financial Analyst, any Regulation O executive officers along with any person serving in an equivalent position regardless of whether or not they are designated as executive officers for Regulation O purposes, or any persons serving in equivalent positions within the Company. The Code of Ethical Conduct is included as Exhibit 14. Any changes in or waivers from our Code of Ethical Conduct applicable to the Chief Executive Officer and any other executive or senior financial officer shall be promptly disclosed through a filing with the FDIC on Form 8-K.

A written copy of our Code of Ethical Conduct is available free of charge to stockholders who request it by writing to: TowneBank, Attn: Clyde E. McFarland, Jr., 6001 Harbour View Boulevard, Suffolk, Virginia 23435. We also provide this information on our website, www.townebank.com, under Investor Relations, Governance Documents, Code of Conduct.

## Item 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to our definitive proxy statement for our 2017 Annual Meeting of Stockholders to be filed with the FDIC within 120 days of the end of our fiscal year.

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

The information concerning security ownership of certain beneficial owners and management required by this item is incorporated herein by reference to our definitive proxy statement for our 2017 Annual Meeting of Stockholders to be filed with the FDIC within 120 days of the end of our fiscal year.

The following table summarizes information, as of December 31, 2016, relating to our stock incentive plans, pursuant to which grants of options to acquire shares of common stock may be awarded from time to time.

| | Number of securities to be issued upon exercise of outstanding options, warrants, and rights (A) | Weighted average exercise price of outstanding options, warrants, and rights (B) | Number of securities remaining available for future issuance under equity compensation plans [1] (C) |
|---|---|---|---|
| Equity compensation plans approved by security holders | 97,590 | $16.24 | 8,917,084 |
| Equity compensation plans not approved by security holders | - | - | - |
| Total | 97,590 | $16.24 | 8,917,084 |

(1) Consists of shares available for future issuance under the TowneBank 2008 Stock Incentive Plan.

## Item 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Reference is made to the information in the sections entitled, “Related Party Transactions,” “Election of Directors,” and “Board of Directors and Committees,” of the Proxy Statement, which sections are incorporated herein by reference.

## Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Reference is made to the information in the section entitled, “Accounting Firm Fees,” of the Proxy Statement, which section is incorporated herein by reference.

## PART IV

### Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a) The following documents are filed as part of this report.

***(1) Financial Statements***

The following documents are included in the 2016 Annual Report to Shareholders and are incorporated by reference in this report:

Report of Independent Registered Public Accounting Firm
Management's Report on Internal Control
Consolidated Balance Sheets
Consolidated Statements of Income
Consolidated Statements of Comprehensive Income
Consolidated Statements of Equity
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

***(2) Financial Statement Schedules***

All financial statement schedules as required by Item 8 and Item 15 of Form 10-K have been omitted because the information requested is not required, not applicable, or is shown in the Consolidated Financial Statements or Notes thereto.

***(3) Exhibits***

The following exhibits are filed as part of this Form 10-K and this list includes the Exhibit Index.

| Exhibit No. | Description |
|---|---|
| 2.1 | Agreement and Plan of Reorganization, dated as of December 16, 2015, by and among TowneBank, Monarch Financial Holdings, Inc. and Monarch Bank (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed on December 22, 2015). |
| 2.2 | Agreement and Plan of Reorganization, dated as of July 14, 2014, by and among TowneBank, Franklin Financial Corporation and Franklin Federal Savings Bank (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed on July 16, 2014). |
| 3.1 | Articles of Incorporation, as amended (incorporated herein by reference to Exhibit 3.1 to our Form 10-Q, previously filed with the FDIC on August 6, 2014). |
| 3.2 | Bylaws, as amended (incorporated herein by reference to Exhibit 3.2 to our Form 8-K, previously filed with the FDIC on June 28, 2016). |
| 10.1 | TowneBank 1999 Stock Incentive Plan, as amended and restated effective March 24, 2004 (incorporated herein by reference to Exhibit 10.1 to our 2004 Form 10-K, previously filed with the FDIC on March 22, 2005). |
| 10.2 | Employment Agreement, dated October 1, 2005, between TowneBank and Jacqueline B. Amato (incorporated herein by reference to Exhibit 10 to our Form 8-K, previously filed with the FDIC on February 15, 2006). |

**PART IV**

*Exhibits continued*

| | |
|---|---|
| 10.3 | Form of Employment Agreement entered into between TowneBank and each of G. Robert Aston, Jr., J. Morgan Davis, and Philip M. Rudisill (incorporated herein by reference to Exhibit 10.5 to our 2002 Form 10-K, previously filed with the FDIC on March 26, 2003). |
| 10.4 | Form of Employment Agreement entered into between TowneBank and each of William I. Foster, III, Thomas L. Hasty, III, Keith D. Horton, Clyde E. McFarland, Jr., and U. Starr Oliver (incorporated herein by reference to Exhibit 10.4 to our 2002 Form 10-K, previously filed with the FDIC on March 26, 2003). |
| 10.5 | Form of Change in Control Agreement entered into between TowneBank and each of G. Robert Aston, Jr., J. Morgan Davis, and Philip M. Rudisill (incorporated herein by reference to Exhibit 10.4 to our 2003 Form 10-K, previously filed with the FDIC on February 25, 2004). |
| 10.6 | Form of Change in Control Agreement entered into between TowneBank and each of William I. Foster, III, Thomas L. Hasty, III, Keith D. Horton, Clyde E. McFarland, Jr., and U. Starr Oliver. (incorporated herein by reference to Exhibit 10.5 to our 2004 Form 10-K, previously filed with the FDIC on February 23, 2005). |
| 10.7 | Employment Agreement, dated April 19, 2011, between TowneBank and William B. Littreal (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on April 20, 2011). |
| 10.8 | Form of Supplemental Executive Retirement Plan (incorporated herein by reference to Exhibit 10.7 to our 2008 Form 10-K, previously filed with the FDIC on March 13, 2009). |
| 10.9 | TowneBank 2008 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.8 to our 2008 Form 10-K, previously filed with the FDIC on March 13, 2009). |
| 10.10 | TowneBank Annual Incentive Plan (incorporated herein by reference to the Appendix to the Proxy Statement for the 2012 Annual Meeting of Stockholders on Schedule 14A, previously filed with the FDIC on April 20, 2012). |
| 10.11 | Amended and Restated Split Dollar Life Insurance Agreement, dated as of August 24, 2016, entered into between TowneBank and the trustees of two separate irrevocable life insurance trusts established by G. Robert Aston, Jr., for the benefit of certain family members (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on August 30, 2016). |
| 10.12 | Transition and Consulting Agreement, dated as of November 9, 2016, entered into between TowneBank and Jacqueline B. Amato (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on November 15, 2016). |
| 10.13 | Employment Agreement, dated December 16, 2015, by and between TowneBank and Brad E. Schwartz (incorporated herein by reference to Exhibit 10.1 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.14 | Employment Agreement, dated December 16, 2015, by and between TowneBank and E. Neal Crawford, Jr. (incorporated herein by reference to |

| | |
|---|---|
| | Exhibit 10.2 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.15 | Employment Agreement, dated December 16, 2015, by and between TowneBank and William T. Morrison (incorporated herein by reference to Exhibit 10.3 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.16 | Change in Control Employment Agreement, dated December 16, 2015, by and between TowneBank and Brad E. Schwartz (incorporated herein by reference to Exhibit 10.4 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.17 | Change in Control Employment Agreement, dated December 16, 2015, by and between TowneBank and E. Neal Crawford, Jr. (incorporated herein by reference to Exhibit 10.5 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.18 | Change in Control Employment Agreement, dated December 16, 2015, by and between TowneBank and William T. Morrison (incorporated herein by reference to Exhibit 10.6 to our Form 10-Q, previously filed with the FDIC on August 9, 2016). |
| 10.19 | Securities Purchase Agreement, dated September 22, 2011, between the Company and the Secretary of the U.S. Treasury (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on September 23, 2011). |
| 11 | Statement re: Computation of Per Share Earnings (incorporated by reference to our 2016 Annual Report to Shareholders). |
| 13 | 2016 Annual Report to Shareholders. |
| 14 | Code of Ethical Conduct. |
| 21 | Subsidiaries of TowneBank. |
| 31.1 | CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. |

b) See (a)(3) above for all exhibits filed herewith and the Exhibit Index.

c) All schedules are omitted as the required information is not applicable or the information is presented in the Consolidated Financial Statements or related Notes.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOWNEBANK

Registrant

| | |
|---|---|
| March 1, 2017 | /s/ G. Robert Aston, Jr. |
| Date | By: G. Robert Aston, Jr.<br>Chairman of the Board/Chief Executive Officer |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 1, 2017:

SIGNATURES

| | |
|---|---|
| /s/ Jacqueline B. Amato<br>Jacqueline B. Amato | Director |
| /s/ G. Robert Aston, Jr.<br>G. Robert Aston, Jr. | Chairman of the Board, Chief Executive Officer |
| /s/ E. Lee Baynor<br>E. Lee Baynor | Director |
| /s/ Jeffrey F. Benson<br>Jeffrey F. Benson | Vice Chairman of the Board, Director |
| /s/ Richard S. Bray<br>Richard S. Bray | Director |
| /s/ Thomas C. Broyles<br>Thomas C. Broyles | Vice Chairman of the Board, Director |

**SIGNATURES**

| | |
|---|---|
| /s/ Bradford L. Cherry<br>Bradford L. Cherry | Director |
| /s/ E. Neal Crawford, Jr.<br>E. Neal Crawford, Jr. | President of Towne Financial Services Group, Director |
| /s/ J. Morgan Davis<br>J. Morgan Davis | President and Chief Banking Officer, Director |
| /s/ Douglas D. Ellis<br>Douglas D. Ellis | Director |
| /s/ John W. Failes<br>John W. Failes | Vice Chairman of the Board, Director |
| /s/ Paul J. Farrell<br>Paul J. Farrell | Director |
| /s/ Andrew S. Fine<br>Andrew S. Fine | Director |
| /s/ William I. Foster, III<br>William I. Foster, III | President of TowneBank Virginia Beach, Director |
| /s/ Gordon L. Gentry, Jr.<br>Gordon L. Gentry, Jr. | Chairman of TowneBank Peninsula, Director |
| /s/ John R. Lawson, II<br>John R. Lawson, II | Director |

**Signatures**

| | |
|---|---|
| /s/ Harry T. Lester<br>Harry T. Lester | Director |
| /s/ W. Ashton Lewis<br>W. Ashton Lewis | Vice Chairman of the Board, Director |
| /s/ Stephanie J. Marioneaux<br>Stephanie J. Marioneaux | Director |
| /s/ Clyde E. McFarland, Jr.<br>Clyde E. McFarland, Jr. | Senior Executive Vice President, Chief Financial Officer (principal financial officer) |
| /s/ Juan M. Montero, II<br>Juan M. Montero, II | Director |
| /s/ R. Scott Morgan<br>R. Scott Morgan | Director |
| /s/ William T. Morrison<br>William T. Morrison | Chairman and Chief Executive Officer of TowneBank Mortgage and Realty Group, Director |
| /s/ Thomas K. Norment, Jr.<br>Thomas K. Norment, Jr. | Director |
| /s/ Robert M. Oman<br>Robert M. Oman | Director |
| /s/ R.V. Owens, III<br>R.V. Owens, III | Director |

**SIGNATURES**

| | |
|---|---|
| /s/ David A. Patterson<br>David A. Patterson | Executive Vice President, Chief Accounting Officer (principal accounting officer) |
| /s/ Elizabeth T. Patterson<br>Elizabeth T. Patterson | Director |
| /s/ Elizabeth W. Robertson<br>Elizabeth W. Robertson | Director |
| /s/ Dwight C. Schaubach<br>Dwight C. Schaubach | Director |
| /s/ Brad E. Schwartz<br>Brad E. Schwartz | Senior Executive Vice President and Chief Operating Officer, Director |
| /s/ Richard B. Thurmond<br>Richard B. Thurmond | Director |
| /s/ Richard T. Wheeler, Jr.<br>Richard T. Wheeler, Jr. | Director |
| /s/ Alan S. Witt<br>Alan S. Witt | Director |
| /s/ F. Lewis Wood<br>F. Lewis Wood | Director |

Exhibit (13)

# TOWNEBANK

# 2016 Annual Report

**TowneBank**
**TABLE OF CONTENTS**

# TOWNEBANK
## BUSINESS PROFILE AND CORPORATE MISSION STATEMENT

### BUSINESS PROFILE

TowneBank was organized in 1998 under the laws of the Commonwealth of Virginia to engage in a general retail and commercial banking business and began operations on April 8, 1999. We place special emphasis on serving the financial needs of small and medium-sized businesses, professionals, and individuals in Richmond, Virginia, the Greater Hampton Roads region in southeastern Virginia, and northeastern North Carolina. We offer a full range of banking and related financial services through our controlled divisions and subsidiaries, which include TowneBank Investment Corporation; Towne Investments, LLC; Towne Insurance Agency, LLC ("Towne Insurance"); TowneBank Commercial Mortgage, LLC; Towne Benefits; Out of Town, LLC, d/b/a Red Sky Travel Insurance; Towne Mortgage, LLC; NewTowne Mortgage, LLC; Towne Mortgage of the Carolinas, LLC; SimonTowne Mortgage, LLC; Homesale Mortgage, LLC; Towne Vacations, LLC, d/b/a Beach Properties of Hilton Head ("Beach Properties"); Towne Vacations Oak Island, LLC, d/b/a Oak Island Accommodations ("Oak Island"); Towne 1031 Exchange, LLC; Towne New Markets CDE, Inc.; and Towne Realty, LLC, d/b/a Berkshire Hathaway HomeServices Towne Realty, which includes Lawyers Escrow and Title, LLC, d/b/a Virginia Home Title and Settlements ("Virginia Home Title"); Towne Investment Group, which provides investment and asset management services; and TowneBank Mortgage, which originates mortgage loans and sells them to investors on the national secondary market. Unless indicated otherwise, the terms "Company," "we," "us," and "our" refer to TowneBank and our consolidated subsidiaries.

Since our inception, we have expanded our financial services to include banking, real estate, mortgage, title, insurance, employee benefit services, and investments. We have three reportable segments: Banking, Realty, and Insurance.

*Banking Segment.* The Banking segment provides loan and deposit services to retail and commercial customers. We also provide commercial mortgage brokerage services and a variety of investment and asset management services. The Banking segment includes the operations of TowneBank Investment Corporation; Towne Investments, LLC; TowneBank Commercial Mortgage, LLC; Towne 1031 Exchange; Towne Investment Group; and Towne New Markets CDE, Inc.

*Realty Segment.* The Realty segment provides residential real estate services, originations of a variety of mortgage loans, resort property management, and residential and commercial title insurance. It includes TowneBank Mortgage; Towne Mortgage, LLC; NewTowne Mortgage, LLC; SimonTowne Mortgage, LLC; Towne Mortgage of the Carolinas, LLC; Homesale Mortgage, LLC; Beach Properties; Oak Island; Virginia Home Title; and Towne Realty.

*Insurance Segment.* The Insurance segment provides property and casualty insurance as well as employee and group benefits through Towne Insurance and Towne Benefits. Through Towne Insurance, we offer a full line of commercial and consumer insurance products and financial services. Through Towne Benefits, we offer health, life dental, vision, and disability plans to employers, brokers, and individuals.

### CORPORATE MISSION STATEMENT

TowneBank will be a relationship and friendship-driven local bank focused on basic human values that will serve to create a warm sense of belonging and financial well-being among our family of members.

We will offer a competitive array of business and personal financial services, delivered only with the highest ethical standards. Our commitment to exquisite service for our members will lead to our ability to create a reasonable rate of return for our shareholders, a bright future for our dedicated bankers, and a leadership role for our bank in promoting the social, cultural, and economic well-being of the communities we serve.

## TOWNEBANK
## SELECTED FINANCIAL HIGHLIGHTS

| Period Ended December 31, | 2016 | 2015 | Increase/(Decrease) | |
|---|---|---|---|---|
| *(Dollars in thousands, except per share data)* | | | | |
| **Results of Operations:** | | | | |
| Net interest income | $ 218,876 | $ 180,442 | $ 38,434 | 21.30 % |
| Noninterest income (1) | 155,216 | 116,379 | 38,837 | 33.37 % |
| Total revenue | 374,098 | 297,725 | 76,373 | 25.65 % |
| Noninterest expenses | 267,828 | 202,157 | 65,671 | 32.49 % |
| Provision for loan losses | 5,357 | 3,027 | 2,330 | 76.97 % |
| Net income attributable to TowneBank | 67,250 | 62,382 | 4,868 | 7.80 % |
| Net income per common share - basic | 1.18 | 1.22 | (0.04) | (3.28)% |
| Net income per common share - diluted | 1.18 | 1.22 | (0.04) | (3.28)% |
| **Period End Data:** | | | | |
| Total assets | $ 7,973,915 | $ 6,296,574 | $ 1,677,341 | 26.64 % |
| Total assets - tangible | 7,671,149 | 6,115,579 | 1,555,570 | 25.44 % |
| Earning assets (2) | 7,346,961 | 5,827,888 | 1,519,073 | 26.07 % |
| Loans (net of unearned income and deferred costs) | 5,807,221 | 4,519,393 | 1,287,828 | 28.50 % |
| Allowance for loan losses | 42,001 | 38,359 | 3,642 | 9.49 % |
| Goodwill and other intangibles | 302,766 | 180,995 | 121,771 | 67.28 % |
| Noninterest-bearing deposits | 1,947,312 | 1,393,264 | 554,048 | 39.77 % |
| Interest-bearing deposits | 4,087,885 | 3,520,763 | 567,122 | 16.11 % |
| Total deposits | 6,035,197 | 4,914,027 | 1,121,170 | 22.82 % |
| Equity | 1,086,558 | 820,194 | 266,364 | 32.48 % |
| Equity - tangible | 783,792 | 639,199 | 144,593 | 22.62 % |
| Book value per share | 17.20 | 15.71 | 1.49 | 9.48 % |
| Book value per share - tangible (3) | 12.36 | 12.21 | 0.15 | 1.23 % |
| Cash dividends declared per share | 0.51 | 0.47 | 0.04 | 8.51 % |
| **Daily Average Balances:** | | | | |
| Total assets | $ 7,205,236 | $ 6,039,418 | $ 1,165,818 | 19.30 % |
| Total assets - tangible | 6,958,267 | 5,858,762 | 1,099,505 | 18.77 % |
| Earning assets (2) | 6,603,377 | 5,528,362 | 1,075,015 | 19.45 % |
| Loans, excluding nonaccrual loans (net of unearned income) | 5,129,990 | 4,239,887 | 890,103 | 20.99 % |
| Allowance for loan losses | 39,547 | 37,194 | 2,353 | 6.33 % |
| Goodwill and other intangibles | 246,968 | 180,656 | 66,312 | 36.71 % |
| Noninterest-bearing deposits | 1,720,093 | 1,343,360 | 376,733 | 28.04 % |
| Interest-bearing deposits | 3,852,100 | 3,324,533 | 527,567 | 15.87 % |
| Total deposits | 5,572,193 | 4,667,893 | 904,300 | 19.37 % |
| Total equity | 963,775 | 804,744 | 159,031 | 19.76 % |
| Total equity - tangible | 716,807 | 624,088 | 92,719 | 14.86 % |
| **Key Ratios:** | | | | |
| Return on average assets | 0.93% | 1.03% | (0.10)% | (9.71)% |
| Return on average tangible assets (3) | 1.02% | 1.10% | (0.08)% | (7.27)% |
| Return on average equity | 6.98% | 7.75% | (0.77)% | (9.94)% |
| Return on average tangible equity (3) | 9.93% | 10.34% | (0.41)% | (3.97)% |
| Net interest margin (2)(4) | 3.50% | 3.45% | 0.05 % | 1.45 % |
| Efficiency ratio (1) | 71.59% | 68.11% | 3.48 % | 5.11 % |
| Average earning assets/total average assets | 91.65% | 91.54% | 0.11 % | 0.12 % |
| Average loans/average deposits | 92.06% | 90.83% | 1.23 % | 1.35 % |
| Average noninterest deposits/total average deposits | 30.87% | 28.78% | 2.09 % | 7.26 % |
| Allowance for loan losses/period end loans | 0.72% | 0.85% | (0.13)% | (15.29)% |
| Period end equity/period end total assets | 13.63% | 13.03% | 0.60 % | 4.60 % |

Notes:
(1) Excludes investment securities gains of $0.01 million in 2016 and securities losses of $0.90 million in 2015.
(2) Includes bank-owned life insurance.
(3) Non-GAAP financial measure. See the Non-GAAP Financial Measures section of MD&A for reconciliation.
(4) Presented on a tax-equivalent basis.

# TOWNEBANK
## SELECTED FINANCIAL HIGHLIGHTS

| Period Ended December 31, | 2014 | 2013 | 2012 |
|---|---|---|---|
| *(Dollars in thousands, except per share data)* | | | |
| **Results of Operations:** | | | |
| Net interest income | $ 145,736 | $ 143,895 | $ 144,284 |
| Noninterest income (1) | 96,744 | 89,917 | 81,184 |
| Total revenue | 242,465 | 234,423 | 228,473 |
| Noninterest expenses | 178,864 | 168,792 | 158,749 |
| Provision for loan losses | 492 | 4,248 | 16,155 |
| Net income attributable to TowneBank | 42,169 | 41,762 | 37,931 |
| Net income per common share - basic | 1.18 | 1.14 | 1.03 |
| Net income per common share - diluted | 1.18 | 1.14 | 1.03 |
| **Period End Data:** | | | |
| Total assets | $ 4,982,485 | $ 4,672,997 | $ 4,405,923 |
| Total assets - tangible | 4,846,816 | 4,552,935 | 4,286,921 |
| Earning assets (2) | 4,610,142 | 4,296,486 | 4,033,813 |
| Loans (net of unearned income and deferred costs) | 3,564,389 | 3,381,194 | 3,226,426 |
| Allowance for loan losses | 35,917 | 38,380 | 40,427 |
| Goodwill and other intangibles | 135,668 | 120,061 | 119,002 |
| Noninterest-bearing deposits | 1,224,466 | 1,037,028 | 978,818 |
| Interest-bearing deposits | 2,622,136 | 2,530,076 | 2,401,234 |
| Total deposits | 3,846,602 | 3,567,104 | 3,380,052 |
| Shareholders' equity | 618,276 | 585,318 | 559,879 |
| Shareholders' equity - tangible | 482,608 | 465,257 | 440,877 |
| Book value per share | 14.88 | 14.16 | 13.30 |
| Book value per share - tangible (3) | 11.09 | 10.76 | 9.52 |
| Cash dividends declared per share | 0.43 | 0.38 | 0.33 |
| **Daily Average Balances:** | | | |
| Total assets | $ 4,866,584 | $ 4,507,233 | $ 4,201,452 |
| Total assets - tangible | 4,738,306 | 4,387,578 | 4,087,602 |
| Earning assets (2) | 4,472,117 | 4,123,527 | 3,811,846 |
| Loans, excluding nonaccrual loans (net of unearned income) | 3,450,730 | 3,258,562 | 3,048,121 |
| Allowance for loan losses | 37,168 | 39,698 | 40,100 |
| Goodwill and other intangibles | 128,278 | 119,655 | 113,850 |
| Noninterest-bearing deposits | 1,158,888 | 1,022,168 | 904,512 |
| Interest-bearing deposits | 2,590,162 | 2,415,178 | 2,370,003 |
| Total deposits | 3,749,050 | 3,437,346 | 3,274,515 |
| Shareholders' equity | 606,777 | 574,558 | 545,566 |
| Shareholders' equity - tangible | 478,499 | 454,903 | 431,716 |
| **Key Ratios:** | | | |
| Return on average assets | 0.87% | 0.93% | 0.90% |
| Return on average tangible assets (3) | 0.93% | 0.95% | 0.93% |
| Return on average equity | 6.95% | 7.27% | 6.95% |
| Return on average tangible equity (3) | 9.16% | 9.18% | 8.79% |
| Net interest margin (2)(4) | 3.38% | 3.61% | 3.92% |
| Efficiency ratio (1) | 73.76% | 72.19% | 70.41% |
| Average earning assets/total average assets | 91.89% | 91.49% | 90.73% |
| Average loans/average deposits | 92.04% | 94.80% | 93.09% |
| Average noninterest deposits/total average deposits | 30.91% | 29.74% | 27.62% |
| Allowance for loan losses/period end loans | 1.01% | 1.14% | 1.25% |
| Period end equity/period end total assets | 12.41% | 12.53% | 12.71% |

Notes:
(1) Excludes investment securities gains of $0.02 million, $0.61 million, and $3.01 million in 2014, 2013, and 2012, respectively.
(2) Includes bank-owned life insurance.
(3) Non-GAAP financial measure. See the Non-GAAP Financial Measures section of MD&A for reconciliation.
(4) Presented on a tax-equivalent basis.

## OVERVIEW

TowneBank is a retail and commercial banking business serving Richmond, Virginia, the Greater Hampton Roads area in southeastern Virginia, and northeastern North Carolina. We place special emphasis on serving the financial needs of small- and medium-size businesses, professionals, and individuals in our geographic footprint. We offer a full range of banking and related financial services through our controlled divisions and subsidiaries.

Since our inception, we have expanded our financial services to include banking, real estate, mortgage, title, insurance, employee benefit services, and investments. We have three reportable segments: Banking, Realty, and Insurance. Our Banking segment provides loan and deposit services to retail and commercial customers and also provides commercial mortgage brokerage services and a variety of investment and asset management services. The Realty segment offers residential real estate services, originations of a variety of mortgage loans, resort property management, and residential and commercial title insurance. The Insurance segment provides property and casualty insurance as well as employee and group benefits through Towne Insurance and Towne Benefits. Through Towne Insurance, we offer a full line of commercial and consumer insurance products and financial services. Through Towne Benefits, we offer health, life, dental, vision, and disability plans to employers, brokers, and individuals.

The following is a summary of the Company's 2016 financial performance:

- Net income increased to $67.25 million compared with $62.38 million in 2015. Fully diluted earnings were $1.18 per common share as compared to $1.22 per common share in 2015. Earnings in 2016 included acquisition-related expenses of $12.90 million on an after-tax basis.

- Net interest income increased $38.43 million or 21.30%, primarily due to an increase in average earning assets as a result of the acquisition of Monarch Financial Holdings, Inc. ("Monarch") in the second quarter of 2016.

- The provision for loan losses increased $2.33 million, or 76.97%, from 2015. The loan loss reserve was 0.72% of loans at December 31, 2016, down from 0.85% at year-end 2015. The increase in the provision for loan losses from the prior year was primarily a result of loan growth, partially offset by a reduction in historical loss ratios. The decrease in the loan loss reserve as a percentage of total loans, excluding purchased loans, is consistent with continued stability in credit quality.

- Excluding gains and losses on investment securities, noninterest income increased by $38.84 million, or 33.37%, over 2015. The primary driver of the increase was an increase in residential mortgage banking income related to the Monarch acquisition, combined with increases resulting from our 2015 insurance agency acquisitions and our acquisition of a North Carolina resort property management company in January 2016.

- Noninterest expense increased $65.67 million, or 32.49%, compared to 2015. The increase was driven by increased operating expenses and acquisition expenses related to the second quarter acquisition of Monarch. Also contributing to the increase were increased operating expenses related to insurance agency and resort property management company acquisitions.

- The effective tax rate decreased to 29.91% in 2016 compared to 30.11% in 2015. The decrease from the prior year was primarily a result of an increase in non-taxable income arising from bank-owned life insurance ("BOLI") and a decrease in nondeductible expenses, partially offset by an increase in taxable income subject to the federal statutory rate of 35%.

## MERGER ACTIVITY

On January 14, 2016, the Company acquired Oak Island Accommodations, Inc., an independent resort property management company that was merged with the operations of Towne Vacations Oak Island, LLC, a division of TowneBank's Realty segment. The purchase price for the transaction was $5.52 million in cash.

On June 24, 2016, the Company completed its acquisition of Monarch Financial Holdings, Inc., and its wholly owned bank subsidiary, Monarch Bank, headquartered in Chesapeake, Virginia. The Company acquired approximately $808.14 million in loans and assumed approximately $1.06 billion in deposits. The purchase price for the transaction was $222.44 million in cash and common stock.

## CRITICAL ACCOUNTING POLICIES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make judgments, assumptions, and estimates in certain circumstances that affect amounts reported in the consolidated financial statements and the accompanying footnotes. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgments. We consider our policies for the allowance for loan losses, other real estate owned, deferred income taxes, estimates of fair value of financial instruments, mergers and acquisitions, and goodwill and other intangibles to be critical accounting policies. Significant accounting policies and effects of new accounting pronouncements are discussed in detail in Note 1 "Summary of Significant Accounting Policies" in the "Notes to Consolidated Financial Statements."

The following is a summary of our critical accounting policies that are highly dependent on estimates, assumptions and judgments.

*Allowance for Loan Losses:* The allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. Increases and decreases in the allowance due to changes in the measurement of impaired loans, if applicable, are included in the provision for loan losses. We periodically evaluate the adequacy of the allowance for loan losses in order to maintain the allowance at a level that is sufficient to absorb probable credit losses. The amount of allowance is based on management's evaluation of the collectability of the loan portfolio, including the nature of the loan portfolio, credit concentrations, trends in historical loss experience, expected cash flows on purchased loans, specific impaired loans, and external influences such as changes in economic conditions.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on their judgments of information available to them at the time of their examination. Although management believes that we use the best information available to evaluate the adequacy of the allowance, unknown market or borrower circumstances could result in adjustments and net earnings being significantly affected if conditions differ substantially from the assumptions used by management in determining the adequacy of the allowance.

*Other Real Estate Owned:* Other real estate owned ("OREO"), which is included in other assets on the balance sheet, consists primarily of commercial and residential real estate that has been obtained in partial or full satisfaction of loan obligations and former bank premises held for sale. OREO is carried at the fair value of the property, less estimated selling costs, with any difference between the fair value of the property, less estimated selling costs, and the carrying value of the loan recorded through a charge to the allowance for loan losses upon transfer to OREO. Subsequent write-downs required for declines in value are recorded through a valuation allowance, or taken directly to the asset, and charged to other noninterest expense.

*Deferred Income Taxes:* Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry-forwards, and deferred tax liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax expense (benefit) represents the change during the period in the deferred tax assets and deferred tax liabilities.

We use the asset and liability method in accounting for income taxes. This method recognizes the amount of taxes payable or refundable for the current year and recognizes deferred tax liabilities and assets for the expected future tax consequences of events and transactions that have been recognized in our financial statements or tax returns. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization of the deferred income tax asset is dependent on generating sufficient taxable income in future years, and, as such, material changes could impact our financial condition and results of operations.

*Estimates of Fair Value of Financial Instruments:* The estimation of fair value is significant to certain assets, including loans held for sale, available-for-sale securities, on-balance-sheet commitments to originate loans held for sale, and other real estate held for sale. These assets and liabilities are recorded either at fair value or at the lower of cost or fair value, as applicable. The fair values of loans held for sale are based on commitments on hand from investors or, if commitments have not yet been obtained, prevailing market rates. The fair values of available-for-sale securities are based on published market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The fair values of commitments to originate loans held for sale are based on fees currently charged to enter into similar agreements and, for fixed-rate commitments, also consider the difference between current levels of interest rates and committed rates.

Fair values can be volatile and may be influenced by a number of factors, including market interest rates, prepayment speeds, discount rates, and market conditions. Since these factors can change significantly and rapidly, fair values are difficult to predict and subject to material changes that could impact our financial condition and results of operations.

*Mergers and acquisitions:* Mergers and acquisitions are accounted for using the acquisition method, as required by Accounting Standards Codification Topic ("ASC") 805, *Business Combinations*. Under this method, the cost of the acquired entity will be allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. The excess of the cost over the fair value of the acquired net assets is recognized as goodwill.

*Goodwill and Other Intangibles*: We record all assets and liabilities acquired in purchase acquisitions, including goodwill, intangibles with indefinite lives, and other intangibles, at fair value as required by ASC 805, *Business Acquisitions*. The initial recording of goodwill and other intangibles requires subjective decisions concerning estimates of the fair value of the acquired assets and liabilities.

Goodwill is reviewed for potential impairment at the reporting unit level (one level below the business segments identified on pages 16-23) on an annual basis, or more often if events or circumstances indicate there may be impairment. Testing is conducted in two steps: identifying the potential impairment and then, if necessary, identifying the amount of impairment. The first step compares the fair value of the reporting unit to its carrying amount. If the fair value is less than the carrying amount, a second test is conducted by comparing the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess.

Other identifiable intangible assets are evaluated for impairment if events or changes in circumstances indicate a possible impairment. Such evaluation is based on undiscounted cash flow projections, which may extend far into the future and, by their nature, are difficult to determine over an extended timeframe. Fair value may be influenced by market prices, comparison to similar assets, market multiples, discounted cash flow analysis, and other determinants. Factors that may significantly affect the estimates include, among others, competitive forces, customer behaviors and attrition, changes in revenue growth trends, cost structures and technology, changes in discount rates, and specific industry or market sector conditions. Other key judgments in accounting for intangibles include useful life and classification between goodwill and intangibles with indefinite lives or other intangibles that require amortization.

## ANALYSIS OF RESULTS OF OPERATIONS

### Consolidated Performance Summary

**Results of Operations:** We reported net income for the years ended December 31, 2016, 2015, and 2014, of $67.25 million, $62.38 million, and $42.17 million, respectively. Diluted earnings per share were $1.18, $1.22, and $1.18 for the years ended December 31, 2016, 2015, and 2014, respectively. Earnings per share were affected by the issuance of 10.49 million shares of TowneBank common stock related to the acquisition of Monarch on June 24, 2016. Additionally, earnings in 2016 included acquisition-related expenses of $12.90 million on an after-tax basis. Earnings per share in 2015 were affected by the issuance of 15.55 million shares of TowneBank common stock related to the acquisition of Franklin Financial Corporation ("Franklin") on January 2, 2015, and the reduction of preferred dividends related to the redemption in full of $76.46 million of outstanding Senior Non-Cumulative Perpetual Preferred Stock, Series C, liquidation value of $1,000 per share ("Series C Preferred Stock"), issued to the U.S. Department of Treasury (the "U.S. Treasury") under the Small Business Lending Fund on January 7, 2015.

Profitability, as measured by our return on average assets ("ROA"), was 0.93%, 1.03%, and 0.87% for the years ended December 31, 2016, 2015, and 2014, respectively. Return on average tangible assets was 1.02%, 1.10%, and 0.93% for the same respective periods. Return on average equity ("ROE") was 6.98%, 7.75%, and 6.95% for years ended December 31, 2016, 2015, and 2014, respectively; while return on average tangible equity was 9.93%, 10.34%, and 9.16% for the same respective years.

Our operating income, calculated as net interest income and noninterest income less gains on investment securities, was $374.09 million for the year ended December 31, 2016, compared to $296.82 million and $242.48 million for 2015 and 2014, respectively.

**Net Interest Income:** Net interest income, the major source of our earnings, is the income generated by interest-earning assets reduced by the total interest cost of the funds incurred to carry them. It is impacted by market interest rates and the mix and volume of earning assets and interest-bearing liabilities. The yields and rates in this discussion and in the following tables include income from BOLI, a non-GAAP measure, and have been computed based upon interest income and expense adjusted to a fully taxable equivalent basis using a 35% federal marginal tax rate for all periods shown.

Our balance sheet is currently in an asset-sensitive balance sheet position, meaning that earning assets generally reprice more quickly than interest-bearing liabilities. If we were in a liability-sensitive balance sheet position, liabilities would generally reprice more quickly than assets such as securities. We are primarily funded by core deposits, with noninterest-bearing demand deposits historically being a significant source of funds. This lower-cost funding base is expected to have a positive impact on the Company's net interest income and net interest margin in a rising interest rate environment.

Net interest income, on a tax-equivalent basis, was $230.95 million for the year ended December 31, 2016, which was $40.39 million, or 21.20%, more than the $190.56 million reported in the previous year. In comparison to the prior year, net interest income rose primarily due to increased balances of earning assets related to the Monarch merger coupled with organic growth in earning assets. Accretion of purchase accounting marks added $6.24 million, or 10 basis points, to margin in the current year and added $3.79 million, or 9 basis points, to margin in 2015.

Interest income, on a tax-equivalent basis, was $266.69 million for the year ended December 31, 2016, which was $43.70 million, or 19.60%, greater than the $222.99 million for the year ended December 31, 2015. Average earning assets grew to $6.60 billion in 2016 from $5.53 billion in 2015, an increase of $1.08 billion, or 19.45%. The yield on earning assets was 4.04% in the year ended December 31, 2016, compared to 4.03% in the prior year. Average loan balances, excluding nonaccrual loans, of $5.13 billion were $890.10 million, or 20.99%, higher in 2016 than in 2015, while loan yields declined by 7 basis points. The increase in interest income from the prior year was primarily driven by growth in loans and loans held for sale resulting from the Monarch acquisition combined with organic loan growth, partially offset by the decrease in loan yields.

Interest expense, for the year ended December 31, 2016, increased by $3.31 million, or 10.20%, to $35.74 million compared to $32.43 million for the year ended December 31, 2015. The balance of average interest-bearing liabilities increased to $4.38 billion in 2016 from $3.79 billion in 2015, an increase of $587.78 million, or 15.52%. The increase in interest expense as compared to the prior year was primarily due to the merger-driven increase in interest-bearing deposits, partially offset by lower rates in borrowings. During fourth quarter 2016, the Company pre-funded $260 million of Federal Home Loan Bank of Atlanta ("FHLB") advances with maturities in 2017. The existing cost on these funds was an average of 4.28% and is being replaced at a cost of 1.26%. The resulting annualized pre-tax savings is expected to be approximately $7.90 million.

Net interest margin, which is net interest income expressed as a percentage of average earning assets, was 3.50% in the year ended December 31, 2016, which was 5 basis points higher than the 3.45% a year ago. The margin improvement in comparison to prior year periods was driven by accretion of purchase accounting marks and rate decreases in borrowings. As the positive effect of the Monarch acquisition on net interest margin diminishes, the Company expects compression in the net interest margin to resume in the coming quarters. The rate of compression will reflect the impacts of the merger, including acquisition accounting impacts. Net interest margin will be impacted by future changes in short-term and long-term interest rate levels, as well as the impact from the competitive environment.

The following table sets forth an estimate of the expected effects of the estimated aggregate acquisition accounting adjustments on the pre-tax net interest income for the periods shown *(in thousands)*:

| | Discount Accretion (Premium Amortization) | | | |
|---|---|---|---|---|
| | For the three months ended | | | |
| | March 31, 2017 | June 30, 2017 | September 30, 2017 | December 31, 2017 |
| **Assets:** | | | | |
| Investment Securities | $ (35) | $ (30) | $ (24) | $ (18) |
| Loans | 932 | 904 | 800 | 780 |
| **Liabilities:** | | | | |
| Deposits | (305) | (232) | (171) | (136) |
| **Total estimated effect on net interest income** | $ 1,202 | $ 1,106 | $ 947 | $ 898 |

Note: This information is intended for informational purposes only and is not necessarily indicative of future results. Actual results may differ due to factors such as changes in estimated prepayment speeds or projected credit loss rates.

The purpose of volume and rate analysis is to describe the impact on interest income resulting from changes in average balances and average interest rates from those in effect during the previous year. The following tables include average balances, interest income and expense, average yields and costs, and volume and rate analysis (dollars in thousands):

| | Year Ended December 31, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2016 | | | 2015 | | | 2014 | | |
| | Average Balance | Interest Income/ Expense | Average Yield/ Rate (1) | Average Balance | Interest Income/ Expense | Average Yield/ Rate (1) | Average Balance | Interest Income/ Expense | Average Yield/ Rate (1) |
| **Assets:** | | | | | | | | | |
| Loans (net of unearned income and deferred costs), excluding nonaccrual loans (2) | $ 5,129,990 | $ 234,318 | 4.57% | $ 4,239,887 | $ 196,868 | 4.64% | $ 3,450,730 | $ 162,347 | 4.70% |
| Taxable investment securities | 695,082 | 11,254 | 1.62% | 786,737 | 11,849 | 1.51% | 574,229 | 6,895 | 1.20% |
| Tax-exempt investment securities | 52,689 | 1,601 | 3.04% | 61,489 | 1,952 | 3.17% | 70,154 | 2,180 | 3.11% |
| Interest-bearing deposits | 300,130 | 1,145 | 0.38% | 188,546 | 499 | 0.26% | 253,416 | 637 | 0.25% |
| Mortgage loans held for sale | 267,721 | 9,152 | 3.42% | 106,149 | 3,836 | 3.61% | 65,746 | 2,586 | 3.93% |
| Bank-owned life insurance | 157,765 | 9,220 | 5.84% | 145,554 | 7,985 | 5.49% | 57,842 | 3,290 | 5.69% |
| Total earning assets | 6,603,377 | 266,690 | 4.04% | 5,528,362 | 222,989 | 4.03% | 4,472,117 | 177,935 | 3.98% |
| Less: allowance for loan losses | (39,547) | | | (37,194) | | | (37,168) | | |
| Total nonearning assets | 641,406 | | | 548,250 | | | 431,635 | | |
| Total assets | $ 7,205,236 | | | $ 6,039,418 | | | $ 4,866,584 | | |
| **Liabilities and Equity:** | | | | | | | | | |
| Interest-bearing deposits | | | | | | | | | |
| Demand and money market | $ 2,012,061 | $ 6,043 | 0.30% | $ 1,689,185 | $ 4,721 | 0.28% | $ 1,306,738 | $ 3,036 | 0.23% |
| Savings | 309,049 | 2,859 | 0.93% | 300,620 | 2,755 | 0.92% | 310,722 | 2,855 | 0.92% |
| Certificates of deposit | 1,530,990 | 13,414 | 0.88% | 1,334,728 | 11,390 | 0.85% | 972,702 | 7,461 | 0.77% |
| Total interest-bearing deposits | 3,852,100 | 22,316 | 0.58% | 3,324,533 | 18,866 | 0.57% | 2,590,162 | 13,352 | 0.52% |
| FHLB advances and repurchase agreements | 523,366 | 13,424 | 2.56% | 463,153 | 13,565 | 2.93% | 429,249 | 13,424 | 3.13% |
| Total interest-bearing liabilities | 4,375,466 | 35,740 | 0.82% | 3,787,686 | 32,431 | 0.86% | 3,019,411 | 26,776 | 0.89% |
| Noninterest-bearing liabilities | | | | | | | | | |
| Demand deposits | 1,720,093 | | | 1,343,360 | | | 1,158,888 | | |
| Other noninterest-bearing liabilities | 145,902 | | | 103,628 | | | 81,508 | | |
| Total liabilities | 6,241,461 | | | 5,234,674 | | | 4,259,807 | | |
| Shareholders' equity | 963,775 | | | 804,744 | | | 606,777 | | |
| Total liabilities and equity | $ 7,205,236 | | | $ 6,039,418 | | | $ 4,866,584 | | |
| Net interest income (tax-equivalent basis) | | $ 230,950 | | | $ 190,558 | | | $ 151,159 | |
| **Reconcilement of Non-GAAP Financial Measures** | | | | | | | | | |
| Bank-owned life insurance | | (9,220) | | | (7,985) | | | (3,290) | |
| Tax-equivalent basis adjustment | | (2,854) | | | (2,131) | | | (2,133) | |
| Net interest income (GAAP) | | $ 218,876 | | | $ 180,442 | | | $ 145,736 | |
| Interest rate spread (3) | | | 3.22% | | | 3.17% | | | 3.09% |
| Interest expense as a percent of average earning assets | | | 0.54% | | | 0.59% | | | 0.60% |
| Net interest margin (tax-equivalent basis) (4) | | | 3.50% | | | 3.45% | | | 3.38% |
| Total cost of deposits | | | 0.40% | | | 0.40% | | | 0.36% |

(1) Yields and interest income are presented on a taxable-equivalent basis using the federal statutory tax rate of 35%.
(2) Excludes average nonaccrual loans of $10.05 million in 2016, $8.77 million in 2015, and $9.27 million in 2014.
(3) Interest rate spread is the average yield earned on earning assets less the average rate paid on interest-bearing liabilities.
(4) Net interest margin is net interest income expressed as a percentage of average earning assets. Fully tax equivalent.

| (in thousands) | 2016 vs 2015 Increase (Decrease) Due to Changes In | | | 2015 vs 2014 Increase (Decrease) Due to Changes In | | |
|---|---|---|---|---|---|---|
| | **Volume** | **Rate (1)** | **Total** | **Volume** | **Rate (1)** | **Total** |
| Assets: | | | | | | |
| Loans (net of unearned income and deferred costs), excluding nonaccrual loans | $ 40,705 | $ (3,255) | $37,450 | $ 36,668 | $ (2,147) | $ 34,521 |
| Taxable investment securities | (1,444) | 849 | (595) | 2,936 | 2,018 | 4,954 |
| Tax-exempt investment securities | (270) | (81) | (351) | (274) | 46 | (228) |
| Interest-bearing deposits | 370 | 276 | 646 | (170) | 32 | (138) |
| Loans held for sale | 5,534 | (218) | 5,316 | 1,475 | (225) | 1,250 |
| Bank-owned life insurance | 695 | 540 | 1,235 | 4,816 | (121) | 4,695 |
| Total earning assets | 45,590 | (1,889) | 43,701 | 45,451 | (397) | 45,054 |
| Liabilities and Equity: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| Demand and money market accounts | 951 | 371 | 1,322 | 995 | 690 | 1,685 |
| Savings | 78 | 26 | 104 | (93) | (7) | (100) |
| Certificates of deposit | 1,712 | 312 | 2,024 | 3,017 | 912 | 3,929 |
| Total interest-bearing deposits | 2,741 | 709 | 3,450 | 3,919 | 1,595 | 5,514 |
| FHLB advances and repurchase agreements | 1,652 | (1,793) | (141) | 1,023 | (882) | 141 |
| Total interest-bearing liabilities | 4,393 | (1,084) | 3,309 | 4,942 | 713 | 5,655 |
| Net interest income (tax equivalent basis) | $ 41,197 | $ (805) | $40,392 | $ 40,509 | $ (1,110) | $ 39,399 |

(1) Variances caused by the change in rate times the change in balances are allocated to rate.

**Provision for Loan Losses:** The provision for loan losses is charged against earnings in order to establish and maintain the allowance for loan losses at a level that reflects management's evaluation of the risk inherent in the portfolio. Management considers continuing assessments of nonperforming and "watch list" loans, analytical reviews of loan loss experience in relation to outstanding loans, and management's judgment with respect to current and expected economic conditions and their impact on the existing loan portfolio. The provisions for loan losses recorded in 2016, 2015, and 2014 were $5.36 million, $3.03 million, and $0.49 million, respectively. Net charge-offs were $1.72 million, $0.59 million, and $2.96 million for 2016, 2015, and 2014, respectively. The increase in the provision for loan losses in the current year period from the prior year was primarily due to loan growth, while the decrease in the provision for loan losses in 2015 from 2014 was primarily due to a combination of loan growth and a reclassification of industrial revenue bonds from investment securities to loans during second quarter 2015. The allowance for loan losses as a percentage of period-end loans was 0.72% and 0.85% at December 31, 2016 and 2015, respectively. The allowance for loan losses as a percentage of period-end loans, excluding purchased loans, was 0.87% and 0.94% at December 31, 2016 and 2015, respectively. For further discussion and analysis of the loan portfolio and the allowance for loan losses, see the "Analysis of Financial Condition" section found later in this report. Also, see Note 4, "Loans and Allowance for Loan Losses," in the Notes to Consolidated Financial Statements.

**Noninterest Income:** Total noninterest income for the year ended December 31, 2016, was $155.22 million, or $37.94 million, and 32.35% higher than 2015. Excluding gains and losses on investment securities, total noninterest income increased by $38.84 million, or 33.37%, over 2015. Total noninterest income for the year ended December 31, 2015, was $117.28 million, representing a $20.55 million, or 21.25%, increase from 2014. Excluding gains and losses on investment securities, total noninterest income increased by $19.64 million, or 20.30%, over 2014. Included in noninterest income were gains on investment securities of $0.01 million in 2016, gains of $0.90 million in 2015, and losses of $0.02 million in 2014. Noninterest income, excluding securities gains or losses, for the year ended December 31, 2016, was 41.49% of total operating income, compared with 39.21% for 2015 and 39.90% for 2014.

The following table provides an analysis of noninterest income (dollars in thousands):

| | | | | 2016/2015 Increase/(Decrease) | | 2015/2014 Increase/(Decrease) | |
|---|---|---|---|---|---|---|---|
| **For the Year Ended December 31,** | **2016** | **2015** | **2014** | **Amount** | **%** | **Amount** | **%** |
| Residential mortgage banking income, net | $ 58,792 | $ 34,211 | $ 27,179 | $ 24,581 | 71.85 % | $ 7,032 | 25.87 % |
| Real estate brokerage and property management income, net | 20,515 | 16,326 | 12,634 | 4,189 | 25.66 % | 3,692 | 29.22 % |
| Insurance commissions and other title fees and income, net | 46,741 | 39,641 | 34,558 | 7,100 | 17.91 % | 5,083 | 14.71 % |
| Service charges on deposit accounts | 9,547 | 9,165 | 9,192 | 382 | 4.17 % | (27) | (0.29)% |
| Credit card merchant fees | 4,508 | 2,588 | 3,576 | 1,920 | 74.19 % | (988) | (27.63)% |
| Other income | | | | | | | |
| Other | 3,509 | 5,059 | 3,539 | (1,550) | (30.64)% | 1,520 | 42.95 % |
| Towne Investment income, net | 3,246 | 2,851 | 2,703 | 395 | 13.85 % | 148 | 5.48 % |
| Bank-owned life insurance income | 5,993 | 5,190 | 2,139 | 803 | 15.47 % | 3,051 | 142.64 % |
| Service fees on loans | 1,108 | 639 | 282 | 469 | 73.40 % | 357 | 126.60 % |
| Income from equity method investments | 913 | 541 | 415 | 372 | 68.76 % | 126 | 30.36 % |
| Commercial mortgage brokerage fees, net | 344 | 168 | 527 | 176 | 104.76 % | (359) | (68.12)% |
| Total other income | 15,113 | 14,448 | 9,605 | 665 | 4.60 % | 4,843 | 50.42 % |
| Noninterest income before securities gain/(loss) | 155,216 | 116,379 | 96,744 | 38,837 | 33.37 % | 19,635 | 20.30 % |
| Gain/(loss) on securities available for sale | 6 | 904 | (15) | (898) | (99.34)% | 919 | N/M |
| Total noninterest income | $ 155,222 | $ 117,283 | $ 96,729 | $ 37,939 | 32.35 % | $ 20,554 | 21.25 % |

For the year ended December 31, 2016, residential mortgage banking income, net of commission expense, was $58.79 million, reflecting an increase of $24.58 million, or 71.85%, compared to 2015, which was $7.03 million, or 25.87%, higher than 2014. The increase in 2016 from 2015 was primarily due to higher production volumes resulting from the Monarch merger in June 2016. Also factoring in the variance from the prior period was a decrease in mortgage banking income of $1.50 million in 2016 as compared to an increase of $0.29 million in 2015 associated with the change in the value of rate lock commitments and forward contracts recorded as of December 31, 2016. The decrease in net mortgage banking income in 2015 from 2014 was primarily due to higher production volumes and improved pricing and margins. Also factoring in the variance from the prior period was an increase in mortgage banking income of $0.29 million in 2015 as compared to an increase of $0.36 million in 2014 associated with the change in the value of rate lock commitments recorded as of December 31, 2015. For further information, refer to our discussion of the Realty segment beginning on page 18 of this Annual Report, which provides a comparative schedule of operations.

Real estate brokerage and property management income, net of commission expense, for the year ended December 31, 2016, was $20.52 million, an increase of $4.19 million, or 25.66%, from 2015, which was

$3.69 million, or 29.22%, higher than 2014. The increase in 2016 from 2015 was primarily a result of an increase in property management fees associated with our purchase of Oak Island on January 14, 2016, combined with an increase of $0.96 million in real estate brokerage income. The total dollar volume of units sold increased by $189.55 million, or 17.53%, while the number of units sold was 4,339, an increase of 427 units, or 10.92%, from 2015. The increase was partially offset by the sale of our Corolla, North Carolina-based property management business ("Corolla") on April 1, 2015, which generated management fee revenue of $1.80 million in 2015 and $4.02 million in 2014. The Company recognized a nonrecurring gain of $1.36 million on the sale, which was recorded in other noninterest income. The increase in 2015 from 2014 was primarily attributable to an increase in property management fees associated with our purchase of Beach Properties on October 1, 2014, combined with a slight increase in real estate brokerage income.

For the year ended December 31, 2016, insurance commissions and other title income, net of commission expense, was $46.74 million, which was $7.10 million, or 17.91%, higher than comparative 2015. The increase from the prior year was largely due to an increase in property and casualty insurance commissions related to a full year of operations from three insurance agencies acquired in the second half of 2015. The acquired agencies contributed additional net commission and fee income of $3.63 million in 2016. The year ended December 31, 2016, included contingency and bonus revenue income of $4.01 million, compared to $3.22 million and $3.23 million for 2015 and 2014, respectively. When compared to 2014, insurance commissions for the year ended December 31, 2015 were $5.08 million, or 14.71%, higher, largely due to the acquisition of two insurance agencies in October 2015, an insurance agency in September 2015, and two insurance agencies in February 2015, combined with a full year of operations for Southern Insurance Agency, Inc. acquired in May 2014, which contributed additional net commission and fee income of $4.33 million in 2015.

Service charges on deposit accounts were $9.55 million for 2016, compared with $9.16 million and $9.19 million for 2015 and 2014, respectively. The increase from prior periods was primarily due to the addition of accounts related to the Monarch merger as average deposits increased 19.37% and 24.51% in the years ended December 31, 2016 and 2015, respectively.

For the year ended December 31, 2016, credit card merchant fees totaled $4.51 million, which was $1.92 million, or 74.19%, higher than comparative 2015, which was $0.99 million, or 27.63%, less than 2014. The increase from the prior year was primarily related to the effects of the Monarch merger, combined with a decrease in prior year merchant fees related to structural changes in vendor contractual terms and nonrecurring expenses due to a platform change and equipment purchases associated with Europay, MasterCard, and Visa (EMV) compliance. The Company believes the contractual changes will be beneficial in the long term, which is reflected in the increase from the prior year.

Other noninterest income for the year ended December 31, 2016 was $15.11 million, compared with $14.45 million for the year ended December 31, 2015, and $9.60 million for the year ended December 31, 2014. Other noninterest income includes income generated by Towne Investment Group, net of commission expense of $3.25 million, $2.85 million, and $2.70 million for the years ended December 31, 2016, 2015, and 2014, respectively. The increase in 2016 from 2015 was due to an increase in income from BOLI policies of $0.80 million combined with an increase in loan service fees and income from Towne Investment Group. The increase was partially offset by a decrease in other income related to nonrecurring gains in 2015 of $1.36 million on the sale of Corolla and $0.57 million on the sale of land in Virginia Beach. The increase in 2015 was largely due to an increase in income from BOLI policies of $3.05 million combined with the nonrecurring gains of $1.36 million and $0.57 million described above.

**Noninterest Expense:** Total noninterest expense for 2016 was $267.83 million, which was $65.67 million, or 32.49%, higher than 2015. Primary components of 2016 noninterest expense were salaries and employee benefits of $143.85 million, occupancy expenses of $23.72 million, furniture and equipment expenses of $11.32 million, advertising and marketing expenses of $8.44 million, acquisition-related expenses of $19.11 million, software expense of $7.12 million, and professional fees of $5.33 million. In comparison to 2015, the primary driver of the increase in total noninterest expense was the Monarch acquisition, which resulted in acquisition-related expenses of $18.47 million and additional increases in operational expenses. Additionally, insurance agency acquisitions in 2015 and the Oak Island acquisition in January 2016 contributed combined additional operational expenses of $7.11 million. Also contributing to the increase from 2015 was the opening of a new banking office in downtown Richmond, Virginia, in September 2016, which resulted in additional noninterest expenses of $1.0 million. A significant portion of the increase in total noninterest expense in 2015 from 2014 was due to $10.99 million of additional operational expenses related to the Franklin acquisition, excluding acquisition-related costs. Additionally, insurance agency acquisitions in 2015 and 2014 contributed additional operational expenses of $4.85 million, and the Beach Properties acquisition in October 2014 contributed $3.76 million of additional expenses. Also contributing to the increase from 2014 was the opening of a new banking office in the Ghent area of Norfolk, Virginia, in May 2015, which resulted in additional noninterest expenses of $0.60 million.

Total noninterest expense to total operating revenue, excluding securities gains and losses, was 71.59% for the year ended December 31, 2016, compared with 68.11% for 2015 and 73.76% for 2014. The following table provides an analysis of noninterest expense (dollars in thousands):

| | | | | 2016/2015 Increase/(Decrease) | | 2015/2014 Increase/(Decrease) | |
|---|---|---|---|---|---|---|---|
| **For the year ended December 31,** | **2016** | **2015** | **2014** | **Amount** | **%** | **Amount** | **%** |
| Salaries and benefits | $143,847 | $113,959 | $ 99,007 | $ 29,888 | 26.23 % | $ 14,952 | 15.10 % |
| Occupancy | 23,717 | 19,645 | 17,863 | 4,072 | 20.73 % | 1,782 | 9.98 % |
| Furniture and equipment | 11,315 | 9,339 | 8,183 | 1,976 | 21.16 % | 1,156 | 14.13 % |
| Other expenses | | | | | | | |
| Advertising and marketing | 8,443 | 7,515 | 5,178 | 928 | 12.35 % | 2,337 | 45.13 % |
| Acquisition-related expenses | 19,111 | 1,312 | 4,280 | 17,799 | N/M | (2,968) | (69.35)% |
| Charitable contributions | 4,582 | 5,193 | 3,430 | (611) | (11.77)% | 1,763 | 51.40 % |
| Telephone and postage | 5,996 | 4,701 | 4,184 | 1,295 | 27.55 % | 517 | 12.36 % |
| Outside processing | 6,420 | 4,844 | 3,631 | 1,576 | 32.54 % | 1,213 | 33.41 % |
| Professional fees | 5,329 | 5,764 | 5,178 | (435) | (7.55)% | 586 | 11.32 % |
| Other | 9,417 | 6,019 | 6,260 | 3,398 | 56.45 % | (241) | (3.85)% |
| Stationery and office supplies | 2,978 | 2,479 | 2,132 | 499 | 20.13 % | 347 | 16.28 % |
| Amortization expense of intangibles | 6,010 | 3,537 | 2,623 | 2,473 | 69.92 % | 914 | 34.85 % |
| Foreclosed property expenses | 1,335 | 1,785 | 3,992 | (450) | (25.21)% | (2,207) | (55.29)% |
| FDIC and other insurance | 4,613 | 4,954 | 3,885 | (341) | (6.88)% | 1,069 | 27.52 % |
| Software expense | 7,116 | 5,916 | 4,615 | 1,200 | 20.28 % | 1,301 | 28.19 % |
| Travel/Meals/Entertainment | 2,044 | 1,452 | 1,133 | 592 | 40.77 % | 319 | 28.16 % |
| Directors' expense | 1,371 | 1,244 | 1,099 | 127 | 10.21 % | 145 | 13.19 % |
| Bank franchise tax/SCC fees | 4,184 | 2,499 | 2,191 | 1,685 | 67.43 % | 308 | 14.06 % |
| Total other expenses | 88,949 | 59,214 | 53,811 | 29,735 | 50.22 % | 5,403 | 10.04 % |
| Total noninterest expense | $267,828 | $202,157 | $178,864 | $ 65,671 | 32.49 % | $ 23,293 | 13.02 % |

Salaries and employee benefits, the largest portion of noninterest expense, were $143.85 million, representing 53.71% of total noninterest expense for the year ended December 31, 2016. This was a $29.89 million, or 26.23%, increase over comparative 2015. The increase from prior year was primarily due to the addition of staff resulting from the Monarch acquisition. Also contributing to the increase was the addition of staff from Insurance and Realty segment acquisitions, which resulted in an increase of $4.57 million. Salaries and benefits expense for the year ended December 31, 2015, was $113.96 million, up 15.10%, or $14.95 million, over 2014. The increase was primarily due to the addition of staff resulting from the Franklin acquisition, which resulted in an increase of $5.18 million, and Insurance and Realty segment acquisitions, which resulted in an increase of $4.64 million. Additionally, company-wide annual salary adjustments effective July 1, 2015, combined with increases in employee profit-sharing expense and 401(k) matching expenses contributed to the increase.

In our Banking segment, we had a total of 848 full-time equivalent employees ("FTE") at December 31, 2016, which was up from 710 and 622 at December 31, 2015 and 2014, respectively. In our non-Banking segments at December 31, 2016, we had a total of 1,272 FTEs, excluding real estate sales agents, which was up from 767 and 722 at December 31, 2015 and 2014, respectively. Real estate agents are independent contractors and, therefore, not included as the Company's employees. There were 409 real estate agents at December 31, 2016. Total operating revenue, excluding securities gains, per FTE was approximately $176,000, $201,000, and $180,000 for the years ended December 31, 2016, 2015, and 2014, respectively. The decrease in revenue per FTE in 2016 from 2015 was due to the increase in employees related to the Monarch merger combined with having only approximately six months of revenue related to the acquired Monarch operations.

For the year ended December 31, 2016, occupancy expense totaled $23.72 million, representing an increase of $4.07 million, or 20.73%, over comparative 2015. Occupancy expense for 2015 was $1.78 million, or 9.98%, over the 2014 amount of $17.86 million. The increase from 2015 was primarily related to facilities acquired in the Monarch acquisition, combined with the opening of a new banking office in Richmond, Virginia, in September 2016. The increases in occupancy expense in 2015 from 2014 were primarily driven by increases related to the Franklin and Insurance segment acquisitions, combined with the opening of a new banking office in Norfolk in May 2015.

Furniture and equipment expense was $11.32 million for 2016, or $1.98 million and 21.16% higher than 2015. Furniture and equipment expense was $9.34 million for 2015, or $1.16 million and 14.13% higher than comparative 2014. The increase from 2015 was primarily related to facilities acquired in the Monarch acquisition. The increase in 2015 from 2014 was related to furnishing new facilities and the associated depreciation expense on the capitalized furnishings utilized in those facilities.

Other expenses for 2016 were $88.95 million, which was $29.74 million, or 50.22%, higher than the 2015 amount of $59.21 million. The primary driver of the increase from 2015 was the increase in acquisition-related expenses of $17.80 million driven by the Monarch acquisition, combined with increases in amortization expense, bank franchise taxes, and outside processing expenses. Partially offsetting the increases were decreases in charitable contributions of $0.61 million and expenses related to foreclosed properties of $0.45 million. Other expenses for 2015 were $59.21 million, or 10.04%, higher than the 2014 amount of $53.81 million due to the Franklin merger combined with increased charitable contributions and advertising and marketing expenses. Partially offsetting the increases were acquisition-related expenses, which decreased by $2.97 million, and expenses related to foreclosed properties, which decreased by $2.21 million.

**Income Taxes:** Income taxes for the year ended December 31, 2016 were $28.70 million. This was $1.82 million higher than the 2015 amount of $26.88 million, which was $8.70 million higher than the 2014 amount of $18.18 million. The effective tax rate for 2016 was 29.91% versus 30.11% for 2015 and 30.12% for 2014. The rate decrease from 2015 was primarily a result of the increase in non-taxable income arising from BOLI and a decrease in nondeductible expenses, partially offset by an increase in taxable income subject to the federal statutory rate of 35%. The rate decrease in 2015 from 2014 was primarily a result of the increase in non-taxable income arising from BOLI and the utilization of a capital loss carryforward acquired in the Franklin merger, partially offset by an increase in taxable income.

## SEGMENT PERFORMANCE SUMMARY

Our reportable segments are a traditional full-service community bank, a full-service realty business, and a full-service insurance agency. In this section, we discuss the performance and financial results of our segments. For further financial details, see Note 25 in the Notes to Consolidated Financial Statements.

**Banking Segment:** For the year ended December 31, 2016, the Banking segment represented 76.77%, or $51.63 million, of our total consolidated net income, compared to 81.03% and 82.33% for 2015 and 2014.

Pre-tax earnings for the year ended December 31, 2016 for the Banking segment were $70.58 million, increasing $0.75 million, or 1.07%, from comparative 2015. The increase in earnings was driven by a $36.30 million, or 18.12%, increase in total revenues, partially offset by a $2.30 million increase in the provision for loan losses and a $33.60 million, or 26.09%, increase in expenses.

The increase in net interest income for the year ended December 31, 2016, of $33.40 million, or 18.79%, was primarily a result of additional interest income from earning assets related to the Monarch merger , as average loan balances increased by $890.10 million to $5.13 billion. The increase was partially offset by additional interest expense of $1.88 million, as the Monarch merger resulted in an increase in average interest-bearing deposits of $527.57 million.

The increase in noninterest income of $2.91 million, or 12.82%, was primarily due to a combination of an increase in income from BOLI policies of $0.80 million and an increase in credit card merchant fees of $1.92 million. The increase was partially offset by a decrease in gains on securities sales of $0.90 million.

Noninterest expense for the year ended December 31, 2016, increased $33.60 million, or 26.09%, over 2015. Primary factors resulting in the increase were additional salaries and employee benefits of $9.84 million, or 14.25%, occupancy expense of $1.82 million, or 13.19%, furniture and equipment expense of $1.04 million, or 14.06%, and other expenses of $21.65 million, or 172.66%, which were partially offset by decreases in foreclosed property expense of $0.45 million, or 25.21%, advertising and marketing of $0.48 million, or 12.17%, and charitable contributions of $0.75 million, or 15.19%.

The increase in salaries and employee benefits was primarily due to the addition of staff resulting from the Monarch acquisition combined with increases in profit sharing accruals, salaries due to annual salary adjustments, and matching contributions to employee retirement plans.

The total increase in occupancy and furniture and equipment expense was primarily related to the Monarch acquisition combined with the addition of a new branch in September 2016 and a full year of expenses related to a branch opened in May 2015.

The increase in other noninterest expenses was driven by an increase in acquisition-related expenses of $17.39 million primarily related to the Monarch merger and additional amortization of intangible assets expense of $1.17 million.

Pre-tax earnings for the year ended December 31, 2015, for the Banking segment were $69.83 million, increasing $22.02 million, or 46.05%, from comparative 2014. The increase in earnings was driven by a $36.63 million, or 22.37%, increase in total revenues, partially offset by a $2.63 million increase in the provision for loan losses and a $12.20 million, or 10.47%, increase in expenses.

The increase in net interest income for the year ended December 31, 2015, of $33.72 million, or 23.41%, was due to additional interest income from earning assets acquired in the Franklin merger, as average loan balances increased by $789.16 million to $4.24 billion and average investments increased to $848.23 million from $644.38 million. These factors were partially offset by an increase in interest expense as average interest-bearing deposits were higher by $734.37 million, primarily due to the Franklin merger.

The increase in noninterest income of $2.91 million, or 14.75%, was due to a combination of an increase in income from BOLI policies of $3.05 million and an increase in gains on securities sale of $0.92 million. The increase was partially offset by a decrease in credit card merchant fees of $0.99 million.

Noninterest expense for the year ended December 31, 2015, increased $12.20 million, or 10.47%, over 2014. Primary factors resulting in the increase were additional salaries and employee benefits of $8.04 million, or 13.17%, occupancy expense of $1.42 million, or 11.50%, furniture and equipment expense of $1.05 million, or 16.45%, charitable contributions of $1.69 million, or 51.77%, and advertising and marketing of $1.22 million, or 44.68%, which were partially offset by decreases in foreclosed property expense of $2.20 million, or 55.16%, and other expenses of $1.83 million, or 12.74%.

The increase in salaries and employee benefits was primarily due to the addition of staff resulting from the Franklin acquisition, which resulted in an increase of $5.18 million, combined with increases in profit sharing accruals, salaries due to annual salary adjustments, and matching contributions to employee retirement plans.

The total increase in occupancy and furniture and equipment expense was primarily related to the Franklin acquisition combined with the addition of a new branch in May 2015 and a full year of expenses related to a branch opened in June 2014. The total increase in occupancy and furniture and equipment expense in relation to the Franklin acquisition was $1.88 million, while additional branch costs added approximately $0.39 million.

The increases in noninterest expenses due to additional operational expenses related to the Franklin acquisition were partially offset by a decrease in foreclosed property expense due to a decrease in the associated valuation allowance and a decrease in total costs relating to mergers and acquisitions of $2.94 million.

The following chart presents revenue and expenses for the Banking segment (dollars in thousands):

| | Year Ended December 31, | | | Increase/(Decrease) 2016 over 2015 | | Increase/(Decrease) 2015 over 2014 | |
|---|---|---|---|---|---|---|---|
| | 2016 | 2015 | 2014 | Amount | Percent | Amount | Percent |
| Revenue | | | | | | | |
| Net interest income | $ 211,112 | $ 177,715 | $ 143,999 | $ 33,397 | 18.79 % | $ 33,716 | 23.41 % |
| Noninterest income | | | | | | | |
| Service charges on deposit accounts | 9,547 | 9,165 | 9,192 | 382 | 4.17 % | (27) | (0.29)% |
| Credit card merchant fees | 4,508 | 2,588 | 3,576 | 1,920 | 74.19 % | (988) | (27.63)% |
| Other income | 11,503 | 10,002 | 6,993 | 1,501 | 15.01 % | 3,009 | 43.03 % |
| Subtotal | 25,558 | 21,755 | 19,761 | 3,803 | 17.48 % | 1,994 | 10.09 % |
| Gain (loss) on investment securities | 6 | 904 | (15) | (898) | (99.34)% | 919 | N/M |
| Total noninterest income | 25,564 | 22,659 | 19,746 | 2,905 | 12.82 % | 2,913 | 14.75 % |
| Total revenue | 236,676 | 200,374 | 163,745 | 36,302 | 18.12 % | 36,629 | 22.37 % |
| Provision for loan losses | 5,326 | 3,027 | 396 | 2,299 | 75.95 % | 2,631 | 664.39 % |
| Expenses | | | | | | | |
| Salaries and employee benefits | 78,910 | 69,070 | 61,031 | 9,840 | 14.25 % | 8,039 | 13.17 % |
| Occupancy expense | 15,610 | 13,791 | 12,369 | 1,819 | 13.19 % | 1,422 | 11.50 % |
| Furniture and equipment | 8,445 | 7,404 | 6,358 | 1,041 | 14.06 % | 1,046 | 16.45 % |
| Advertising and marketing | 3,478 | 3,960 | 2,737 | (482) | (12.17)% | 1,223 | 44.68 % |
| Charitable contributions | 4,192 | 4,943 | 3,257 | (751) | (15.19)% | 1,686 | 51.77 % |
| Outside processing | 4,439 | 3,373 | 2,523 | 1,066 | 31.60 % | 850 | 33.69 % |
| Foreclosed property expenses | 1,335 | 1,785 | 3,981 | (450) | (25.21)% | (2,196) | (55.16)% |
| FDIC and other insurance | 4,243 | 4,624 | 3,660 | (381) | (8.24)% | 964 | 26.34 % |
| Professional fees | 4,081 | 4,330 | 3,678 | (249) | (5.75)% | 652 | 17.73 % |
| Telephone and postage | 3,420 | 2,928 | 2,583 | 492 | 16.80 % | 345 | 13.36 % |
| Other expenses | 34,191 | 12,540 | 14,371 | 21,651 | 172.66 % | (1,831) | (12.74)% |
| Total expenses | 162,344 | 128,748 | 116,548 | 33,596 | 26.09 % | 12,200 | 10.47 % |
| Income before income tax expense and corporate allocation | 69,006 | 68,599 | 46,801 | 407 | 0.59 % | 21,798 | 46.58 % |
| Corporate allocation | 1,573 | 1,234 | 1,014 | 339 | 27.47 % | 220 | 21.70 % |
| Income before income tax provision | 70,579 | 69,833 | 47,815 | 746 | 1.07 % | 22,018 | 46.05 % |
| Provision for income tax expense | (18,923) | (19,290) | (13,098) | 367 | (1.90)% | (6,192) | 47.27 % |
| Net income | 51,656 | 50,543 | 34,717 | 1,113 | 2.20 % | 15,826 | 45.59 % |
| Noncontrolling interest | (28) | — | — | (28) | N/M | — | N/M |
| Net income attributable to TowneBank | $ 51,628 | $ 50,543 | $ 34,717 | $ 1,085 | 2.15 % | $ 15,826 | 45.59 % |

**Realty Segment:** For the year ended December 31, 2016, the Realty segment represented 15.30%, or $10.29 million, of our total consolidated net income, compared to 12.38%, or $7.73 million, for 2015, and 6.42%, or $2.71 million, for 2014.

Earnings before income tax provision and noncontrolling interest for the year ended December 31, 2016, for the Realty segment were $20.14 million, increasing 36.57% from 2015. Total revenue increased to $92.0 million in 2016 from $58.52 million in 2015.

Net residential mortgage banking income increased by $24.92 million to $59.87 million from 2015 as a result of increased production volume related to the Monarch merger. Residential mortgage banking income included a decrease in the value of rate lock commitments and forward contracts of $1.50 million in 2016, as compared to an increase of $0.29 million in 2015. The increase in property management fees from 2015 was primarily due to increased revenue from our purchase of Oak Island on January 14, 2016. The increase in net interest and other income resulted from a higher balance of average mortgage loans held for sale, leading to additional net interest income of $5.04 million as compared to the prior year.

Expenses for the Realty segment increased 64.02%, or $27.69 million, when compared to 2015. The increase in expenses was primarily due to an increase in mortgage operation expenses related to the Monarch merger. Also contributing to the increase in expenses over the prior year were additional operating expenses of $4.47 million related to Oak Island operations.

Earnings before income tax provision and noncontrolling interest for the year ended December 31, 2015, for the Realty segment were $14.75 million, increasing 122.15% from 2014. Total revenue increased to $58.52 million in 2015 from $44.70 million in 2014. Net residential mortgage banking income increased by $7.46 million to $34.95 million from 2014 as a result of increased production volume and improved pricing. Residential mortgage banking income included an increase in the value of rate lock commitments of $0.29 million in 2015, as compared to an increase of $0.36 million in 2014. The increase in property management fees from 2014 was primarily due to our purchase of Beach Properties on October 1, 2014 and was partially offset by fees lost due to the sale of our North Carolina-based property management business on April 1, 2015. The increase in net interest and other income was related to increased production volume leading to higher average mortgage loans held for sale, resulting in additional net interest income of $0.99 million as compared to the prior year. Additionally, net interest and other income in second quarter 2015 included a nonrecurring gain of $1.36 million on the sale of our North Carolina-based property management business, partially offset by expenses of $0.24 million recorded in noninterest expense.

Expenses for the Realty segment increased 15.37%, or $5.76 million, when compared to 2014. The increase in expenses was primarily due to additional operating expenses of $3.76 million related to Beach Properties operations combined with a full year of expenses related to the expansion of our mortgage processing centers in 2014.

The following chart presents revenue and expenses for the Realty segment (dollars in thousands):

| | Year Ended December 31, | | | Increase/(Decrease) | | | |
|---|---|---|---|---|---|---|---|
| | | | | 2016 over 2015 | | 2015 over 2014 | |
| | 2016 | 2015 | 2014 | Amount | Percent | Amount | Percent |
| Revenue | | | | | | | |
| Residential mortgage banking income, net | $ 59,870 | $ 34,952 | $ 27,492 | $ 24,918 | 71.29% | $ 7,460 | 27.14 % |
| Real estate brokerage income, net | 7,833 | 6,874 | 6,439 | 959 | 13.95% | 435 | 6.76 % |
| Title insurance and settlement fees | 1,883 | 1,574 | 1,516 | 309 | 19.63% | 58 | 3.83 % |
| Property management fees, net | 12,682 | 9,452 | 6,195 | 3,230 | 34.17% | 3,257 | 52.57 % |
| Income from unconsolidated subsidiary | 881 | 648 | 516 | 233 | 35.96% | 132 | 25.58 % |
| Net interest and other income | 8,854 | 5,022 | 2,538 | 3,832 | 76.30% | 2,484 | 97.87 % |
| Total revenue | 92,003 | 58,522 | 44,696 | 33,481 | 57.21% | 13,826 | 30.93 % |
| Expenses | | | | | | | |
| Salaries and employee benefits | 41,706 | 24,916 | 21,903 | 16,790 | 67.39% | 3,013 | 13.76 % |
| Occupancy expense | 5,989 | 3,900 | 3,806 | 2,089 | 53.56% | 94 | 2.47 % |
| Furniture and equipment | 2,113 | 1,030 | 1,088 | 1,083 | 105.15% | (58) | (5.33)% |
| Amortization of intangible assets | 1,829 | 1,027 | 685 | 802 | 78.09% | 342 | 49.93 % |
| Other expenses | 19,292 | 12,371 | 10,001 | 6,921 | 55.95% | 2,370 | 23.70 % |
| Total expenses | 70,929 | 43,244 | 37,483 | 27,685 | 64.02% | 5,761 | 15.37 % |
| Income before income tax, corporate allocation, and noncontrolling interest | 21,074 | 15,278 | 7,213 | 5,796 | 37.94% | 8,065 | 111.81 % |
| Corporate allocation | (935) | (532) | (575) | (403) | 75.75% | 43 | (7.48)% |
| Income before income tax provision and noncontrolling interest | 20,139 | 14,746 | 6,638 | 5,393 | 36.57% | 8,108 | 122.15 % |
| Provision for income tax | (6,184) | (4,770) | (1,874) | (1,414) | 29.64% | (2,896) | 154.54 % |
| Net income | 13,955 | 9,976 | 4,764 | 3,979 | 39.89% | 5,212 | 109.40 % |
| Noncontrolling interest | (3,669) | (2,250) | (2,056) | (1,419) | 63.07% | (194) | 9.44 % |
| Net income attributable to TowneBank | $ 10,286 | $ 7,726 | $ 2,708 | $ 2,560 | 33.13% | $ 5,018 | 185.30 % |

The following chart shows key data for the Realty segment (dollars in thousands):

| | Year Ended December 31, | | | Increase/(Decrease) | | | |
|---|---|---|---|---|---|---|---|
| | | | | 2016 over 2015 | | 2015 over 2014 | |
| | 2016 | 2015 | 2014 | Amount | Percent | Amount | Percent |
| Key data | | | | | | | |
| Number of units sold | 4,339 | 3,912 | 3,627 | 427 | 10.92 % | 285 | 7.86 % |
| Volume of units sold | $1,270,900 | $1,081,353 | $1,009,539 | $ 189,547 | 17.53 % | $ 71,814 | 7.11 % |
| Number of real estate agents | 409 | 412 | 376 | (3) | (0.73)% | 36 | 9.57 % |
| Loans originated, mortgage | $2,254,975 | $ 795,087 | $ 540,470 | $1,459,888 | 183.61 % | $ 254,617 | 47.11 % |
| Loans originated, joint ventures | 902,607 | 777,906 | 682,023 | 124,701 | 16.03 % | 95,883 | 14.06 % |
| Total loans originated | $3,157,582 | $1,572,993 | $1,222,493 | $1,584,589 | 100.74 % | $ 350,500 | 28.67 % |
| Number of loans, mortgage | 8,712 | 3,440 | 2,405 | 5,272 | 153.26 % | 1,035 | 43.04 % |
| Number of loans, joint ventures | 4,190 | 3,629 | 3,248 | 561 | 15.46 % | 381 | 11.73 % |
| Total number of loans | 12,902 | 7,069 | 5,653 | 5,833 | 82.52 % | 1,416 | 25.05 % |
| Average loan amount, mortgage | $ 259 | $ 231 | $ 225 | $ 28 | 12.12 % | $ 6 | 2.67 % |
| Average loan amount, joint ventures | 215 | 214 | 210 | 1 | 0.47 % | 4 | 1.90 % |
| Average loan amount | $ 245 | $ 223 | $ 216 | $ 22 | 9.87 % | $ 7 | 3.24 % |
| Average number of originators, mortgage | 158 | 70 | 67 | 88 | 125.71 % | 3 | 4.48 % |
| Average number of originators, joint ventures | 56 | 52 | 61 | 4 | 7.69 % | (9) | (14.75)% |
| Average number of originators | 214 | 122 | 128 | 92 | 75.41 % | (6) | (4.69)% |

*Mortgage.* The loan volume for combined mortgage operations showed increases during the year ended December 31, 2016, as compared to 2015. Total loans originated in 2016 were $3.16 billion, a 100.74%, or $1.58 billion, increase from $1.57 billion in 2015, which was a $350.50 million, or 28.67%, increase compared to the 2014 volume of $1.22 billion. Refinance activity comprised $727.09 million of loan volume for the year ended December 31, 2016, while purchases accounted for the remaining $2.43 billion in loan volume for the year. For the years ended December 31, 2015 and 2014, refinance volume was $263.92 million and $164.44 million, respectively, while purchase volume was $1.31 billion and $1.06 billion, respectively.

**Insurance Segment:** The Insurance segment comprises property and casualty and group benefits divisions. The Insurance segment represented 7.93%, or $5.34 million, of our total consolidated net income in 2016 compared to 6.59%, or $4.11 million, in 2015.

Earnings before taxes and noncontrolling interest for the Insurance segment were $10.20 million in 2016, as compared to $7.96 million in 2015. The primary factors affecting earnings were increases in income related to a full year of operations for insurance agencies acquired in 2015 and growth in our travel insurance business. Also contributing to the increase was higher contingency and bonus revenue of $0.79 million. Contingent commissions primarily consist of amounts received from various property and casualty insurance carriers. The carriers use several non-client-specific factors to determine the amount of the contingency payments. Such factors include the aggregate loss performance of insurance policies previously placed and the volume of business, among other things. Such commissions are seasonal in nature and are mostly received during the first quarter of each year.

Earnings before taxes and noncontrolling interest for the Insurance segment were $7.96 million in 2015, as compared to $8.66 million in 2014. The primary factors affecting earnings were increased operating expenses related to acquisitions of five insurance agencies in 2015 and an increase in amortization of intangible assets related to the acquisitions.

The following chart presents revenue and expenses for the Insurance segment (dollars in thousands):

| | Year Ended December 31, | | | Increase/(Decrease) | | | |
|---|---|---|---|---|---|---|---|
| | | | | 2016 over 2015 | | 2015 over 2014 | |
| | 2016 | 2015 | 2014 | Amount | Percent | Amount | Percent |
| Commission and fee income | | | | | | | |
| Property and casualty | $ 33,544 | $ 29,978 | $ 25,067 | $ 3,566 | 11.90 % | $ 4,911 | 19.59 % |
| Employee benefits | 11,683 | 10,279 | 10,732 | 1,404 | 13.66 % | (453) | (4.22)% |
| Travel insurance | 4,374 | 3,297 | 2,353 | 1,077 | 32.67 % | 944 | 40.12 % |
| Specialized benefit services | 623 | 557 | 544 | 66 | 11.85 % | 13 | 2.39 % |
| Total commissions and fees | 50,224 | 44,111 | 38,696 | 6,113 | 13.86 % | 5,415 | 13.99 % |
| Contingency and bonus revenue | 4,008 | 3,223 | 3,231 | 785 | 24.36 % | (8) | (0.25)% |
| Other income | 280 | 206 | 343 | 74 | 35.92 % | (137) | (39.94)% |
| Total revenue | 54,512 | 47,540 | 42,270 | 6,972 | 14.67 % | 5,270 | 12.47 % |
| Employee commission expense | 9,124 | 8,711 | 8,342 | 413 | 4.74 % | 369 | 4.42 % |
| Revenue, net of commission expense | $ 45,388 | $ 38,829 | $ 33,928 | $ 6,559 | 16.89 % | $ 4,901 | 14.45 % |
| Salaries and employee benefits | 23,231 | 19,974 | 16,073 | 3,257 | 16.31 % | 3,901 | 24.27 % |
| Occupancy expense | 2,117 | 1,954 | 1,688 | 163 | 8.34 % | 266 | 15.76 % |
| Furniture and equipment | 758 | 904 | 737 | (146) | (16.15)% | 167 | 22.66 % |
| Amortization of intangible assets | 2,784 | 2,285 | 1,879 | 499 | 21.84 % | 406 | 21.61 % |
| Other expenses | 5,665 | 5,048 | 4,456 | 617 | 12.22 % | 592 | 13.29 % |
| Total expenses | 34,555 | 30,165 | 24,833 | 4,390 | 14.55 % | 5,332 | 21.47 % |
| Income before income tax, corporate allocation, and noncontrolling interest | 10,833 | 8,664 | 9,095 | 2,169 | 25.03 % | (431) | (4.74)% |
| Corporate allocation | (638) | (702) | (439) | 64 | (9.12)% | (263) | 59.91 % |
| Income before income tax provision and noncontrolling interest | 10,195 | 7,962 | 8,656 | 2,233 | 28.05 % | (694) | (8.02)% |
| Provision for income tax expense | (3,591) | (2,816) | (3,207) | (775) | 27.52 % | 391 | (12.19)% |
| Net income | 6,604 | 5,146 | 5,449 | 1,458 | 28.33 % | (303) | (5.56)% |
| Noncontrolling interest | (1,268) | (1,033) | (705) | (235) | 22.75 % | (328) | 46.52 % |
| Net income attributable to TowneBank | $ 5,336 | $ 4,113 | $ 4,744 | $ 1,223 | 29.73 % | $ (631) | (13.30)% |

Total revenue for the year ended December 31, 2016, increased $6.97 million, or 14.67%. The increase from the prior period was positively impacted by the 2015 insurance agency acquisitions. The acquired insurance agencies contributed additional revenue, net of commission expense of $3.63 million. Also contributing to the increase was improvement in commercial lines commissions due to organic growth and an increase in commissions of $1.08 million from our travel insurance product lines.

Salaries and employee benefits expense increased $3.26 million, or 16.31%, when comparing 2016 to 2015, and increased $3.90 million, or 24.27%, when comparing 2015 to 2014. The increases were mainly driven by the insurance agency acquisitions, which resulted in additional salaries and employee benefit expenses of $2.03 million and $3.02 million for 2016 and 2015, respectively.

Occupancy expense increased $0.16 million, or 8.34%, when comparing 2016 to 2015, and increased $0.27 million, or 15.76%, when comparing 2015 to 2014 as a result of the insurance agency acquisitions.

Amortization of intangible assets increased $0.50 million, or 21.84%, during the year ended December 31, 2016, compared to 2015, and increased $0.41 million, or 21.61%, when comparing 2015 to 2014, which was also a result of the acquisitions.

**ANALYSIS OF FINANCIAL CONDITION**

**Overview:** Our total assets increased $1.68 billion, or 26.64%, to $7.97 billion at December 31, 2016, from $6.30 billion at December 31, 2015. Our loan portfolio grew by 28.50%, or $1.29 billion, to $5.81 billion at December 31, 2016, from $4.52 billion at December 31, 2015.

Our total average assets were $7.21 billion for 2016, reflecting an increase of $1.17 billion, or 19.30%, compared to the 2015 average of $6.04 billion. Total average assets for 2015 increased $1.17 billion, or 24.10%, compared to the 2014 average of $4.87 billion. Average earning assets, including BOLI assets, were $6.60 billion in 2016, reflecting an increase of $1.08 billion, or 19.45%, compared to 2015.

Our average total deposits were $5.57 billion in 2016, reflecting growth of $904.30 million, or 19.37%, compared to 2015. Growth continued in average noninterest-bearing deposits, which increased $376.73 million, or 28.04%.

**Securities:** Our securities consist of available-for-sale securities and held-to-maturity securities. Our available-for-sale securities portfolio, which is held primarily for earnings, liquidity, and asset/liability management purposes, is reported at fair value based on market prices for similar instruments. Our held-to-maturity securities portfolio, which is held primarily for yield and pledging purposes, is valued at amortized cost. Our investment portfolio totaled $915.40 million as of December 31, 2016, with a balance of $812.97 million in available-for-sale, $66.49 million in held-to-maturity, and $35.94 million in FHLB stock. Average yield on available-for-sale securities was 1.27% at December 31, 2016, compared with 1.49% at December 31, 2015, and 1.10% at December 31, 2014. Average yield on held-to-maturity securities was 3.19% at December 31, 2016, compared to 3.25% at December 31, 2015, and 3.18% at December 31, 2014.

Our available-for-sale securities portfolio consists of U.S. agency securities, municipal securities, mortgage-backed securities, and trust preferred corporate obligations. Our held-to-maturity portfolio consists of municipal securities, and trust preferred corporate obligations. Our investment activities are governed internally by a written and Board-approved investment policy, which is administered by our Asset-Liability Committee ("ALCO"). The ALCO generally meets quarterly to review the economic environment, to assess current activities for appropriateness, and to establish investment strategies.

Investment strategies are established by the ALCO in consideration of the interest rate cycle, balance sheet mix, actual and anticipated loan demand, funding options, and our overall interest rate sensitivity. In general, the investment portfolio is managed in a manner appropriate with the attainment of the following goals: (i) to provide a sufficient margin of liquid assets to cover unanticipated deposit and loan fluctuations, seasonal funds flow variations, and overall funds management objectives; (ii) to provide eligible securities to secure public funds, trust deposits, and repurchase agreements as prescribed by law; and (iii) to earn the maximum return on funds invested that is commensurate with meeting the requirements of (i) and (ii).

The following table provides information regarding the composition of our securities portfolio, showing selected maturities and yields (dollars in thousands). For more information, refer to Note 3 of the Notes to Consolidated Financial Statements.

| | Year Ended December 31, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2016 | | | 2015 | | | 2014 | | |
| | Amortized Cost | Estimated Fair Value | Weighted Average Yield | Amortized Cost | Estimated Fair Value | Weighted Average Yield | Amortized Cost | Estimated Fair Value | Weighted Average Yield |
| **Securities Available for Sale:** | | | | | | | | | |
| U.S. agency securities | $ 293,663 | $ 292,470 | 1.20% | $ 540,984 | $ 537,812 | 1.20% | $ 512,762 | $ 512,441 | 0.81% |
| U.S. Treasury notes | 251,994 | 252,001 | 0.32% | 1,004 | 997 | 0.67% | — | — | — |
| Municipal securities | 23,502 | 23,552 | 2.81% | 21,445 | 21,849 | 2.89% | 24,148 | 24,719 | 3.12% |
| Trust preferred corporate securities | 1,978 | 2,533 | 8.09% | 3,974 | 4,593 | 4.55% | 6,327 | 7,063 | 3.47% |
| Other corporate securities | 1,515 | 1,515 | 1.09% | 1,435 | 1,435 | 1.08% | 1,393 | 1,393 | 1.30% |
| Mortgage-backed securities | 245,106 | 240,903 | 2.13% | 157,425 | 156,803 | 2.24% | 57,240 | 58,292 | 2.52% |
| Total securities available for sale | 817,758 | 812,974 | 1.27% | 726,267 | 723,489 | 1.49% | 601,870 | 603,908 | 1.10% |
| **Securities Held to Maturity:** | | | | | | | | | |
| Trust preferred corporate securities | 500 | 704 | 8.75% | 500 | 714 | 8.75% | 500 | 722 | 8.75% |
| Municipal securities | 40,922 | 42,746 | 3.86% | 44,377 | 47,488 | 3.89% | 56,923 | 60,888 | 3.92% |
| Mortgage-backed securities | 25,068 | 24,746 | 1.99% | 24,168 | 24,165 | 1.96% | 27,824 | 27,942 | 1.58% |
| Total securities held to maturity | 66,490 | 68,196 | 3.19% | 69,045 | 72,367 | 3.25% | 85,247 | 89,552 | 3.18% |
| **Total Portfolio** | $ 884,248 | $ 881,170 | 1.41% | $ 795,312 | $ 795,856 | 1.65% | $ 687,117 | $ 693,460 | 1.36% |

The following table indicates the maturities of securities at December 31, 2016 (dollars in thousands):

| | Available for Sale | | | Held to Maturity | | |
|---|---|---|---|---|---|---|
| | Amortized Cost | Fair Market Value | Weighted Average Yield | Amortized Cost | Fair Market Value | Weighted Average Yield |
| **U.S. Treasury & U.S. agency securities** | | | | | | |
| Due in one year or less | $ 308,648 | $ 308,636 | 0.40% | $ — | $ — | — |
| After one year through five years | 237,009 | 235,835 | 1.30% | — | — | — |
| After five years through ten years | — | — | — | — | — | — |
| After ten years | — | — | — | — | — | — |
| **Municipal securities** | | | | | | |
| Due in one year or less | 3,260 | 3,259 | 1.40% | — | — | — |
| After one year through five years | 11,207 | 11,133 | 2.25% | 2,881 | 2,967 | 4.65% |
| After five years through ten years | 3,716 | 3,708 | 3.22% | 19,906 | 20,562 | 3.41% |
| After ten years | 5,319 | 5,452 | 4.59% | 18,135 | 19,217 | 4.23% |
| **Mortgage-backed securities** | | | | | | |
| Due in one year or less | — | — | — | — | — | — |
| After one year through five years | 3,746 | 3,722 | 1.81% | — | — | — |
| After five years through ten years | 26,751 | 26,598 | 2.45% | 23,732 | 23,315 | 1.72% |
| After ten years | 214,609 | 210,583 | 2.09% | 1,336 | 1,431 | 6.79% |
| **Trust preferred corporate securities** | | | | | | |
| Due in one year or less | — | — | — | — | — | — |
| After one year through five years | — | — | — | — | — | — |
| After five years through ten years | — | — | — | — | — | — |
| After ten years | 1,978 | 2,533 | 8.09% | 500 | 704 | 8.75% |
| **Other securities** | | | | | | |
| Due in one year or less | 1,065 | 1,065 | 1.25% | — | — | — |
| After one year through five years | 250 | 250 | 1.30% | — | — | — |
| After five years through ten years | 200 | 200 | — | — | — | — |
| After ten years | — | — | — | — | — | — |
| No stated maturity | — | — | — | — | — | — |
| **Total Portfolio** | $ 817,758 | $ 812,974 | 1.27% | $ 66,490 | $ 68,196 | 3.19% |

**Loans Held for Sale:** At December 31, 2016, we held $314.12 million in mortgage loans originated and intended for sale in the secondary market, compared with $102.35 million at December 31, 2015. Average loans held for sale were 4.05% and 1.92% of average earning assets for the years ended December 31, 2016 and 2015, respectively. The majority of loans held for sale have been pre-committed to investors, minimizing our interest rate risk.

Our mortgage banking activities include two types of commitments: rate lock commitments and forward loan commitments. Rate lock commitments are loans in our pipeline that have an interest rate locked with the customer. The commitments are generally for periods of 60 days and are at market rates. In order to mitigate the effect of the interest rate risk inherent in providing rate lock commitments, we economically hedge our commitments by entering into either a forward loan sales contract under best efforts or a trade of "to be announced" ("TBA") mortgage-backed securities ("notional securities") for mandatory delivery. The changes in fair value related to movements in market rates of the rate lock commitments and the forward loan sales contracts and notional securities generally move in opposite directions, and the net impact of changes in these valuations on net income during the loan commitment period is generally inconsequential. The Company has not formally designated these derivatives as a qualifying hedge relationship and, accordingly, accounts for such forward contracts as freestanding derivatives with changes in fair value recorded to earnings each period.

The fair value of interest rate lock commitments is based on current secondary market pricing and recognized on the income statement at the time of commitment. Gains on the sales of mortgages are recognized when the Company, the borrower, and the investor enter into a loan contract and the subject loan is closed.

**Loan Portfolio:** Our loan portfolio, net of unearned income and deferred costs, totaled $5.81 billion on December 31, 2016. As a percentage of total average earning assets, average loans were 77.69% in 2016, compared with 76.69% in 2015 and 77.16% in 2014. Lending activities represent our primary source of income. Factors that contributed to the increase in our loan demand were continued improvements in our local economy and the efforts of our loan officers in developing new loan relationships, combined with the support of existing customers. The following tables provide the balance and composition of the loan portfolio by major classification for the periods indicated (dollars in thousands):

| **Year Ended December 31,** | **2016** | **2015** | **2014** | **2013** | **2012** |
|---|---|---|---|---|---|
| **Real estate loans** | | | | | |
| 1-4 family residential | $ 1,215,823 | $ 973,331 | $ 837,370 | $ 797,723 | $ 754,593 |
| Commercial | 2,251,312 | 1,784,393 | 1,447,078 | 1,365,572 | 1,231,819 |
| Construction and land development | 826,027 | 598,875 | 452,481 | 469,679 | 618,562 |
| Multifamily | 222,791 | 167,371 | 51,472 | 53,562 | 57,831 |
| Total real estate loans | 4,515,953 | 3,523,970 | 2,788,401 | 2,686,536 | 2,662,805 |
| **Commercial and industrial loans** | 1,089,539 | 857,036 | 700,623 | 645,960 | 520,913 |
| **Consumer loans and other** | 201,729 | 138,387 | 75,365 | 48,698 | 42,708 |
| **Loans, net of unearned income and deferred costs** | $ 5,807,221 | $ 4,519,393 | $ 3,564,389 | $ 3,381,194 | $ 3,226,426 |

| **Year Ended December 31,** | **2016** | **2015** | **2014** | **2013** | **2012** |
|---|---|---|---|---|---|
| **Real estate loans** | | | | | |
| 1-4 family residential | 20.94% | 21.54% | 23.49% | 23.59% | 23.39% |
| Commercial | 38.77% | 39.48% | 40.60% | 40.39% | 38.18% |
| Construction and land development | 14.22% | 13.25% | 12.70% | 13.89% | 19.17% |
| Multifamily | 3.84% | 3.70% | 1.44% | 1.58% | 1.79% |
| Total real estate loans | 77.77% | 77.97% | 78.23% | 79.45% | 82.53% |
| **Commercial and industrial loans** | 18.76% | 18.97% | 19.66% | 19.11% | 16.15% |
| **Consumer loans and other** | 3.47% | 3.06% | 2.11% | 1.44% | 1.32% |
| **Loans, net of unearned income and deferred costs** | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

The table below provides the maturity and sensitivity of the loan portfolio at December 31, 2016 (in thousands):

| | Due in One Year or Less | Due After One Year Through Five Years | Due After Five Years | Totals | Due After One Year: Fixed Rates | Due After One Year: Adjustable Rates |
|---|---|---|---|---|---|---|
| **Real estate loans** | | | | | | |
| 1-4 family residential | $ 110,482 | $ 148,246 | $ 957,095 | $ 1,215,823 | $ 447,384 | $ 657,956 |
| Commercial | 194,802 | 363,145 | 1,693,365 | 2,251,312 | 1,793,245 | 263,265 |
| Construction and land development | 606,846 | 141,902 | 77,279 | 826,027 | 76,141 | 143,040 |
| Multifamily | 38,947 | 34,545 | 149,299 | 222,791 | 159,319 | 24,524 |
| Total real estate loans | 951,077 | 687,838 | 2,877,038 | 4,515,953 | 2,476,089 | 1,088,785 |
| **Commercial and industrial loans** | 458,923 | 288,910 | 341,706 | 1,089,539 | 474,970 | 155,646 |
| **Consumer loans and other** | 32,448 | 88,822 | 80,459 | 201,729 | 164,030 | 5,251 |
| **Loans, net of unearned income and deferred costs** | $ 1,442,448 | $ 1,065,570 | $ 3,299,203 | $ 5,807,221 | $ 3,115,089 | $ 1,249,682 |

At December 31, 2016, approximately 89% of our floating rate loans are tied to LIBOR interest rates or Wall Street Journal Prime interest rates. The following table is a summary of our floating rate loan portfolio and contractual interest rate indices at December 31, 2016 (in thousands):

| Contractual Interest Rate Index | Floating Rate (at floor rate) | Floating Rate (not at floor or ceiling rate) | Floating Rate (at ceiling rate) | Total Floating Rate |
|---|---|---|---|---|
| Wall Street Journal Prime | $ 575,007 | $ 774,163 | $ 679 | $ 1,349,849 |
| LIBOR | 120,440 | 577,724 | — | 698,164 |
| Other contractual interest rate indices | 10,993 | 251,779 | — | 262,772 |
| | $ 706,440 | $ 1,603,666 | $ 679 | $ 2,310,785 |

**Allowance for Loan Losses:** The allowance for loan losses is established through a provision for loan losses charged against earnings. The level of the allowance for loan losses is based on management's evaluation of the risk inherent in the loan portfolio at the balance sheet date and changes in the nature and volume of loan activity. This evaluation includes a review of loans for which collection may not be reasonably assured. It considers internal risk grades, the estimated fair value of the underlying collateral, current economic conditions, historical loan loss experience, and other current factors that warrant consideration in determining an adequate allowance.

The allowance for loan losses consists of three elements: (i) specific valuation allowances determined in accordance with ASC 310, *Receivables*, based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC 450, *Contingencies*, based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) general valuation allowances determined in accordance with ASC 450 based on general economic conditions and other qualitative risk factors both internal and external to the Company.

Our policy is to establish internal risk grades to all loans as a component of the approval process. Based on the size of the loan, senior credit officers, regional credit administrators, and the chief credit officer review the classification to ensure accuracy and consistency of classifications, which are then validated by the internal loan review process. Loan classifications are internally reviewed to determine if any changes in the circumstances of the loan require a different risk grade. To determine the most appropriate risk grade classification for each loan, the credit officers examine the borrower's liquidity level, asset quality, the amount of the borrower's other indebtedness, cash flow, earnings, sources of financing, and existing lending relationships. The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of classified loans.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans. We calculate historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. Historical loss ratios are updated quarterly based on actual charge-off experience. An historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool. Our pools of similar loans include groups of construction and land development loans, commercial real estate loans, commercial and industrial business loans, 1-4 family residential real estate loans, multifamily real estate loans, and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to TowneBank. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability, and effectiveness of the Company's lending management and staff; (ii) the effectiveness of the Company's loan policies, procedures, and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the effectiveness of the internal loan review function; (vii) the impact of national economic trends on portfolio risks; and (viii) the impact of local economic trends on portfolio risk. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis to determine an appropriate general valuation allowance.

The allowance for loan losses at December 31, 2016, 2015, and 2014 was $42.0 million, $38.36 million, and $35.92 million, respectively. The allowance was equal to 0.72% of total loans outstanding at December 31, 2016, compared with 0.85% at December 31, 2015, and 1.01% at December 31, 2014. Excluding purchased loans, the allowance was equal to 0.87% of total loans outstanding at December 31, 2016, compared with 0.94% at December 31, 2015, and 1.02% at December 31, 2014. We believe the decline in the ratio, excluding purchased loans, is appropriate given the continued improvement in the risk profile of our loan portfolio and diversification efforts in the loan portfolio. Reflective of improving credit quality, classified loans, defined as loans in the substandard and doubtful categories, remained low at 1.31% of total loans at December 31, 2016, down from 1.47% at December 31, 2015. Additionally, loans 30 to 89 days past due were $10.46 million, or 0.18% of total loans, including purchased impaired loans of $1.53 million, at December 31, 2016, up slightly from $7.48 million, or 0.17% of total loans, at December 31, 2015, and total past due and nonaccruing loans were $25.21 million, or 0.43% of total loans, including purchased impaired past-due loans of $3.11 million, at December 31, 2016, compared to $17.85 million, or 0.40% of total loans, at December 31, 2015. Also reflecting the credit quality of our loan portfolio and supporting the adequacy of coverage levels of the allowance for loan losses, the allowance was equal to 3.21x of nonperforming loans at December 31, 2016, compared with 4.42x at December 31, 2015. Additionally, overall economic conditions and labor market conditions have continued to show improvement. Given the combination of these noted factors, we believe our allowance for loan losses is adequate to cover loan losses inherent in the loan portfolio at December 31, 2016.

The following table provides a summary of the activity in the allowance for loan losses for the periods indicated (dollars in thousands):

| **Year Ended December 31,** | **2016** | **2015** | **2014** | **2013** | **2012** |
|---|---|---|---|---|---|
| Balance beginning of period | $ 38,359 | $ 35,917 | $ 38,380 | $ 40,427 | $ 39,740 |
| Loans charged off: | | | | | |
| 1-4 family residential real estate | (1,448) | (1,443) | (1,473) | (4,402) | (4,640) |
| Multifamily | — | — | (493) | (14) | (345) |
| Commercial real estate | (399) | (279) | (1,165) | (396) | (3,295) |
| Construction and land development | (107) | (208) | (561) | (1,734) | (5,989) |
| Commercial and industrial | (481) | (122) | (432) | (1,040) | (1,791) |
| Consumer and other | (459) | (109) | (415) | (397) | (504) |
| Total | (2,894) | (2,161) | (4,539) | (7,983) | (16,564) |
| Loans recovered: | | | | | |
| Residential 1-4 family | 716 | 636 | 661 | 465 | 860 |
| Multifamily | 2 | 1 | 47 | — | — |
| Commercial real estate | 59 | 244 | 452 | 335 | 60 |
| Construction and land development | 110 | 80 | 134 | 367 | 54 |
| Commercial and industrial | 121 | 493 | 130 | 466 | 66 |
| Consumer and other | 171 | 122 | 160 | 55 | 56 |
| Total | 1,179 | 1,576 | 1,584 | 1,688 | 1,096 |
| Net loans charged off | (1,715) | (585) | (2,955) | (6,295) | (15,468) |
| Provision for loan losses | 5,357 | 3,027 | 492 | 4,248 | 16,155 |
| Balance end of period | $ 42,001 | $ 38,359 | $ 35,917 | $ 38,380 | $ 40,427 |
| Nonperforming assets: | | | | | |
| Nonperforming loans | $ 13,099 | $ 8,670 | $ 6,741 | $ 12,753 | $ 40,691 |
| Former bank premises | 3,494 | — | — | — | — |
| Foreclosed property | 21,011 | 34,420 | 35,115 | 39,534 | 30,297 |
| Total nonperforming assets | $ 37,604 | $ 43,090 | $ 41,856 | $ 52,287 | $ 70,988 |
| Loans past due 90 days accruing interest | $ 76 | $ 424 | $ 12 | $ — | $ 222 |
| Asset Quality Ratios | | | | | |
| Allowance for loan losses to nonperforming loans | 3.21x | 4.42x | 5.33x | 3.01x | 0.99x |
| Allowance to nonperforming assets | 1.12x | .89x | .86x | .73x | .57x |
| Allowance for loan losses to period end loans | 0.72% | 0.85% | 1.01% | 1.14% | 1.25% |
| Allowance for loan losses to period end loans excluding purchased loans | 0.87% | 0.94% | 1.02% | 1.15% | 1.27% |
| Nonperforming loans to period end loans | 0.23% | 0.19% | 0.19% | 0.38% | 1.26% |
| Nonperforming assets to period end assets | 0.47% | 0.68% | 0.84% | 1.12% | 1.61% |
| Net charge-offs to average loans | 0.03% | 0.01% | 0.09% | 0.19% | 0.51% |

Nonperforming assets consist of nonaccrual loans, former bank premises, foreclosed real estate, and other repossessed collateral. Our policy is to place commercial loans on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 90 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection. When loans are placed on nonaccrual status, interest receivable is reversed against interest income recognized in the current period, and any prior year unpaid interest is charged off against the allowance for loan losses. Interest payments received thereafter are applied as a reduction of the remaining principal balance so long as doubt exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they become current as to both principal and interest and when the collection of principal or interest is no longer doubtful. Similarly, residential mortgage loans and other consumer loans are also placed on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 120 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection.

At December 31, 2016, we had $37.60 million in nonperforming assets, which amounted to 0.47% of total assets. Nonperforming assets consist of $13.10 million in nonperforming loans, $3.49 million in former bank premises related to the Monarch merger, as well as $21.01 million in foreclosed property. Nonperforming loans increased by $4.43 million, from December 31, 2015, as additions to nonaccrual loans during 2016 were more than offset by transfers to OREO, charge-offs, and payments received. Nonperforming 1-4 family residential real estate loans increased by $1.85 million with paydowns of $1.58 million, charge-offs of $1.65 million, and transfers to OREO of $1.91 million. Nonperforming construction and development loans decreased by $0.55 million with paydowns of $0.58 million, charge-offs of $0.11 million, and transfers to OREO of $0.12 million. Additionally, nonperforming commercial real estate loans increased by $3.02 million as paydowns of $0.79 million, charge-offs of $0.44 million, and transfers to OREO of $1.59 million were outpaced by new nonperforming loans. At December 31, 2016, foreclosed property totaled $21.01 million, a decrease from $34.42 million at December 31, 2015. The seven largest foreclosed property developments represented 86.44% of total foreclosed property at December 31, 2016. Foreclosed property consists of 12 residential properties, 19 construction and development properties, and three commercial properties.

At December 31, 2016, loans 60 to 89 days delinquent, excluding nonperforming loans, totaled $1.62 million. Additionally, there are other performing loans, totaling $30.51 million, that are current but have certain documentation deficiencies or other potential weaknesses that management considers warrant additional monitoring. All loans in these categories are subject to constant management attention, and their status is reviewed on a regular basis.

In order to maximize collection of loan balances, we evaluate troubled loan accounts on a case-by-case basis to determine if a loan modification would be appropriate. We may pursue loan modifications when there is a reasonable chance that an appropriate modification would allow our clients to continue servicing the debt. Because some troubled debt restructurings ("TDRs") may not ultimately result in the complete collection of principal and interest (as modified by the terms of the restructuring), additional incremental losses could result. These potential incremental losses have been factored into our overall allowance for loan losses estimate.

At December 31, 2016, nonaccruing TDRs, which are included in nonperforming loans, totaled $6.10 million, and accruing TDRs totaled $31.35 million. Nonaccruing loans that are modified can be placed back on accrual status when both principal and interest are current, there is a sustained repayment performance of six months or greater, and it is probable that we will be able to collect all amounts due (both principal and interest) according to the terms of the loan agreement. All restructured loans are considered impaired in the calendar year of restructuring. In subsequent years, a restructured loan may cease being classified as impaired if the loan was modified at a market rate and has performed according to the modified terms for at least six months.

The following table provides information on the composition of nonperforming loans by loan type (in thousands):

| | December 31, 2016 | December 31, 2015 |
|---|---|---|
| Construction and land development | $ 696 | $ 1,243 |
| Commercial real estate | 5,110 | 2,093 |
| Multifamily real estate | 690 | 731 |
| 1-4 family residential real estate | 6,113 | 4,267 |
| Commercial and industrial loans | 362 | 282 |
| Consumer loans and other | 128 | 54 |
| Total nonperforming loans | $ 13,099 | $ 8,670 |

**Allocation of the Allowance for Loan Losses:** At December 31, 2016, all of the allowance for loan losses was allocated to specific loan categories. Management monitors whether or not the allowance for loan loss allocation model, as a whole, calculates an appropriate level of allowance for loan losses that moves in direct correlation to the general macroeconomic and loan portfolio conditions the Company experiences over time. This allocation of the allowance for loan losses is calculated on an approximate basis and is not intended as an indication of the specific amounts, by loan classification, to be charged to the allowance. The entire amount of the allowance is available to absorb losses occurring in any category of loans. The following table provides a breakdown of the allowance for loan losses among the various loan types for the periods indicated (in thousands):

| **Year Ended December 31,** | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| **Real estate loans:** | | | | | |
| 1-4 family residential | $ 9,050 | $ 8,990 | $ 9,121 | $ 10,730 | $ 10,722 |
| Commercial | 16,248 | 14,687 | 14,226 | 13,621 | 12,521 |
| Construction | 4,280 | 4,984 | 5,661 | 7,925 | 11,691 |
| Multifamily | 1,370 | 945 | 667 | 699 | 589 |
| Total real estate loans | 30,948 | 29,606 | 29,675 | 32,975 | 35,523 |
| **Commercial and industrial loans** | 6,410 | 5,774 | 4,963 | 4,711 | 4,378 |
| **Consumer loans and other** | 4,643 | 2,979 | 1,279 | 694 | 526 |
| **Total** | $ 42,001 | $ 38,359 | $ 35,917 | $ 38,380 | $ 40,427 |

In the opinion of management, the allowance was adequate at December 31, 2016, based on known conditions. However, the allowance may be increased or decreased in the future based on loan balances outstanding, changes in internally generated credit quality ratings of the loan portfolio, changes in the value of collateral, and changes in general economic conditions and other risk factors.

**Allowance for Loan Losses Policy and Methodology:** Our allowance for loan loss methodology is based on guidance provided by various regulatory agencies and includes allowance allocations calculated in accordance with ASC 310, *Receivables*, and allowance allocations calculated in accordance with ASC 450, *Contingencies*. Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools, and specific loss allocations, with adjustments for current events and conditions. The Company's process for determining the appropriate level of the allowance for possible loan losses is designed to account for credit deterioration as it occurs. Our objective is to maintain a loan portfolio that is diverse in terms of loan type, industry concentration, and borrower concentration in order to reduce overall credit risk by minimizing the adverse impact of any single event or combination of related events.

Commercial lending may involve a higher degree of risk as compared to other types of lending because repayment usually depends on the cash flows generated by a borrower's business, and the debt service capacity of a business can deteriorate because of downturns in national and local economic conditions. Additionally, construction and development lending involves an elevated degree of risk because loans are generally made to builders for specific construction projects, and successful repayment of these types of loans is generally dependent upon the sale of the constructed property. To control risk, initial and continuing financial analysis of a borrower's financial information is required. While management uses the best information available to establish the allowance for loan losses, future adjustments to the allowance methodology may be necessary if economic conditions differ substantially from the assumptions used in making the valuations, or if required by regulators based upon information at the time of their examinations. Such adjustments to original estimates, as necessary, are made in the period in which these factors and other relevant considerations indicate that loss levels may vary from previous estimates.

**Deposits:** Customer deposits are attractive sources of liquidity because of their stability, low average cost, and the ability to generate fee income through the cross-sale of other services to depositors. Deposits are attracted principally from customers within our market area through the offering of a broad selection of deposit instruments, including demand deposits, negotiable order of withdrawal accounts, savings accounts, money rate savings, certificates of deposit, and individual retirement accounts. Deposit account terms vary with respect to the minimum balance required, the time period the funds must remain on deposit, and service charge schedules.

Interest rates paid on specific deposit types are set by considering the (i) interest rates offered by competitors, (ii) anticipated amount and timing of funding needs, (iii) availability of and cost of alternative sources of funding, and (iv) anticipated future economic conditions and interest rates.

Deposit accounts held as of December 31, 2016, totaled \$6.04 billion. This represented an increase of \$1.12 billion, or 22.82%, over 2015, which was \$1.07 billion, or 27.75%, over 2014. Deposit accounts represent our primary source of funds and are provided by individuals, professionals, and small- to medium-sized businesses in Richmond, Virginia, the Greater Hampton Roads area in southeastern Virginia, and northeastern North Carolina. The deposits consist of demand deposits, interest-bearing checking accounts, money market deposit accounts, and time deposits. Some of our interest-bearing deposits were obtained through brokered transactions and our participation in CDARS. We had brokered time deposits of \$91.70 million and CDARS deposits of \$49.54 million at December 31, 2016.

The following tables provide the average balance and cost rate of interest-bearing deposits in addition to maturities of certificates of deposit of \$250,000 and greater for the periods indicated (dollars in thousands). The aggregate amount of time deposits of \$250,000 or more was \$367.81 million and \$390.22 million at December 31, 2016 and 2015, respectively. See Note 9 in the Notes to Consolidated Financial Statements for additional information on deposits.

| | Average Balance | | | Average Cost Rate | | |
|---|---|---|---|---|---|---|
| **For the Year Ended December 31,** | **2016** | **2015** | **2014** | **2016** | **2015** | **2014** |
| Noninterest-bearing demand deposits | $ 1,720,093 | $ 1,343,360 | $ 1,158,888 | — | — | — |
| Demand and money markets | 2,012,061 | 1,689,185 | 1,306,738 | 0.30% | 0.28% | 0.23% |
| Savings | 309,049 | 300,620 | 310,722 | 0.93% | 0.92% | 0.92% |
| Certificates of deposit: | | | | | | |
| Less than $250,000 | 1,188,072 | 1,059,192 | 573,750 | 0.88% | 0.87% | 0.73% |
| $250,000 or more | 342,918 | 275,536 | 398,952 | 0.86% | 0.81% | 0.81% |
| Total interest-bearing deposits | 3,852,100 | 3,324,533 | 2,590,162 | 0.58% | 0.57% | 0.52% |
| Total deposits | $ 5,572,193 | $ 4,667,893 | $ 3,749,050 | 0.40% | 0.40% | 0.36% |

Average noninterest-bearing demand deposits were 30.87% of average total deposits during the year ended December 31, 2016, and 28.78% and 30.91% during 2015 and 2014, respectively. The variance from the prior year is primarily attributable to a change in the deposit mix related to the Monarch merger. The average cost of interest-bearing deposits was 0.58% for the year ended December 31, 2016, compared with 0.57% for 2015, and 0.52% for 2014.

**Advances from the Federal Home Loan Bank:** Our ability to borrow funds through nondeposit sources provides additional flexibility in meeting the liquidity needs of customers while enhancing our cost of funds structure. Average funds borrowed were $483.74 million and $424.59 million for the years ended December 31, 2016 and 2015, respectively. The balance at December 31, 2016, of $687.51 million, increased $258.43 million from the balance at December 31, 2015, of $429.08 million. Refer to Note 10 in the Notes to Consolidated Financial Statements for additional disclosures related to borrowing arrangements.

**Liquidity:** Liquidity represents our ability to provide funds to meet customer demand for loan and deposit withdrawals without impairing profitability. Our liquid assets consist of cash, interest-bearing deposits in financial institutions, federal funds sold, and investments and loans maturing within one year. Asset liquidity is also provided by managing both loan and security maturities.

We maintained an average of $300.13 million outstanding in overnight interest-bearing deposits during 2016, compared with $188.55 million for 2015. We intend to maintain sufficient liquidity at all times to meet our funding commitments and growth plans. During 2016, we primarily funded our growth in total assets with deposit growth.

**Capital Resources:** Federal banking laws set forth certain regulatory capital requirements that apply to us. Within the framework established by the law, we qualify for the classification "well-capitalized," which is the highest regulatory classification.

On September 22, 2011, the Company entered into a Securities Purchase Agreement with the U.S. Treasury, pursuant to which the Company sold and issued 76,458 shares of the Company's Series C Preferred Stock, for a total purchase price of $76.46 million. The issuance was pursuant to the Small Business Lending Fund program, a $30 billion fund established under the Small Business Jobs Act of 2010 that was created to encourage lending to small businesses by providing capital to qualified community banks with assets of less than $10 billion.

On January 7, 2015, the Company used internally available funds to repurchase all 76,458 outstanding shares of its Series C Preferred Stock for a redemption price of $76.46 million, plus accrued but unpaid dividends.

Additional information concerning our capital resources is contained in Note 16 of the Notes to Consolidated Financial Statements.

**Contractual Obligations, Contingent Liabilities, and Commitments:** The following table summarizes our significant contractual obligations, contingent liabilities, and certain other commitments outstanding as of December 31, 2016 (in thousands):

| | Payments Due by Period | | | | |
|---|---|---|---|---|---|
| **Contractual Obligations** | **Total** | **Less Than 1 Year** | **1 - 3 years** | **3 - 5 years** | **More Than 5 Years** |
| **Operating lease obligations** | $ 51,327 | $ 10,402 | $ 14,519 | $ 5,814 | $ 20,592 |
| **Other long-term liabilities reflected on the registrant's balance sheet under GAAP** | | | | | |
| FHLB advances | 687,511 | 260,000 | 13,000 | — | 414,511 |
| **Other commitments** | | | | | |
| Standby letters of credit | 84,307 | 84,307 | — | — | — |
| Commitments to extend credit | 2,084,992 | 2,084,992 | — | — | — |
| **Total contractual obligations** | $ 2,908,137 | $ 2,439,701 | $ 27,519 | $ 5,814 | $ 435,103 |

**Impact of Inflation and Changing Prices:** The financial statements and related data presented herein have been prepared in accordance with generally accepted accounting principles. These principles dictate that financial position and operating results be measured in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. A financial institution's assets and liabilities are primarily monetary in nature. As a result, general levels of inflation typically have a less significant effect on financial performance than do changes in interest rates; however, noninterest expenses tend to rise in periods of general inflation.

**Return on Equity and Assets:** The annualized ratio of operating income to average total assets and average shareholders' equity and average equity to average assets for the periods indicated are as follows:

| **Year Ended December 31,** | **2016** | **2015** | **2014** |
|---|---|---|---|
| Return on average assets | 0.93% | 1.03% | 0.87% |
| Return on average equity | 6.98% | 7.75% | 6.95% |
| Return on average tangible equity | 9.93% | 10.34% | 9.16% |
| Average equity to average assets | 13.38% | 13.32% | 12.47% |

**Interest Sensitivity:** Prudent balance sheet management requires processes that monitor and protect us against unanticipated or significant changes in the level of market interest rates. Net interest income stability should be maintained in changing rate environments by ensuring that interest rate risk is kept to an acceptable level. The ability to reprice our interest-sensitive assets and liabilities over various time intervals is of critical importance.

We use a variety of traditional and on-balance-sheet tools to manage our interest rate risk. Gap analysis, which monitors the "gap" between interest-sensitive assets and liabilities, is one such tool. In addition, we use simulation modeling to forecast future balance sheet and income statement behavior. By studying the effects on net interest income of rising, stable, and falling interest rate scenarios, we can position ourselves to take advantage of anticipated interest rate movement, and protect ourselves from unanticipated rate movements, by understanding the dynamic nature of our balance sheet components.

An asset-sensitive balance sheet structure implies that assets, such as loans and securities, will reprice faster than liabilities; consequently, net interest income should be positively affected in an increasing interest rate environment. Conversely, a liability-sensitive balance sheet structure implies that liabilities, such as deposits, will reprice faster than assets; consequently, net interest income should be positively affected in a decreasing interest rate environment. At December 31, 2016, we had $481.09 million more assets than liabilities subject to repricing within one year and, therefore, were in an asset-sensitive position.

**Market Risk Management:** The effective management of market risk is essential to achieving our strategic objectives. As a financial institution, our most significant market risk exposure is interest rate risk. The primary objective of the management of interest rate risk is to minimize the effect that changes in interest rates have on net interest income. This is accomplished through active management of asset and liability portfolios, with a focus on the strategic pricing of asset and liability accounts and management of appropriate maturity mixes of assets and liabilities. The goal of these activities is the development of appropriate maturity and repricing opportunities in our portfolios of assets and liabilities that will produce consistent net interest income during periods of changing interest rates. Our ALCO monitors loan, investment, and liability portfolios to ensure comprehensive management of interest rate risk. These portfolios are analyzed for proper fixed-rate and variable-rate mixes under various interest rate scenarios.

The asset and liability management process is designed to achieve relatively stable net interest margins and assure liquidity by coordinating the volumes, maturities, and/or repricing opportunities of earning assets, deposits, and borrowed funds. It is the responsibility of the ALCO to determine and achieve the most appropriate volume and mix of earning assets and interest-bearing liabilities, as well as ensure an adequate level of liquidity and capital within the context of corporate performance goals. The ALCO also sets policy guidelines and establishes long-term strategies with respect to interest rate risk exposure and liquidity. The ALCO meets regularly to review our interest rate risk and liquidity positions in relation to present and prospective market and business conditions. In addition, funding and balance sheet management strategies are adopted with the intent to ensure that the potential impact on earnings and liquidity due to fluctuations in interest rates are within acceptable standards. We currently do not use off-balance-sheet financial instruments to manage interest rate sensitivity and net interest income.

**Earnings Simulation Analysis:** Management uses simulation analysis to measure the sensitivity of net interest income to changes in interest rates. The model calculates an earnings estimate based on current and projected balances and rates. This method is subject to the accuracy of the assumptions that underlie the process, but it provides an additional analysis of the sensitivity of earnings to changes in interest rates to static gap analysis. Assumptions used in the model rates are derived from historical trends, peer analysis, and management's outlook, and include loans and deposit growth rates and projected yields and rates. All maturities, calls, and prepayments in the securities portfolio are assumed to be reinvested in like instruments. Mortgage loans and mortgage-backed securities prepayment assumptions are based on industry estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning. Different interest rate scenarios and yield curves are used to measure the sensitivity of earnings to changing interest rates. Interest rates on different asset and liability accounts move differently when the prime rate changes and is reflected in the different rate scenarios.

The following table represents interest rate sensitivity on our net interest income using different rate scenarios:

| Change in Prime Rate | % Change in Net Interest Income |
|---|---|
| + 300 basis points | 9.83 % |
| + 200 basis points | 6.76 % |
| + 100 basis points | 3.34 % |
| - 100 basis points | (4.75)% |

**Market Value Simulation:** Market value simulation is used to calculate the estimated fair value of assets and liabilities over different interest rate environments. Market values are calculated based on discounted cash flow analysis. The net market value is the market value of all assets minus the market value of all liabilities. The change in net market value over different rate environments is an indication of the longer term repricing risk in the balance sheet. The same assumptions are used in the market value simulation as in the earnings simulation. The following table reflects the change in net market value over different rate environments:

| Change in Prime Rate | Change in Net Market Value (dollars in thousands) |
|---|---|
| + 300 basis points | $ (134,161) |
| + 200 basis points | $ (111,437) |
| + 100 basis points | $ (35,729) |
| - 100 basis points | $ (77,042) |

**Credit Risk Elements:** We place commercial loans in nonaccrual status when management believes, after considering economic and business conditions and collections efforts, that the borrower's financial condition is such that full collection of principal and interest is doubtful or when the loan is past due for 90 days or more, unless the debt is both well-secured and in the process of collection. Residential mortgage loans and other consumer loans are placed on nonaccrual status when full collection of principal and interest becomes doubtful or when the loan is past due for 120 days or more, unless the debt is both well-secured and in the process of collection.

## FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements with respect to our plans, objectives, future performance, and business, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as "expects," "anticipates," "believes," "estimates," and other similar expressions or future or conditional verbs such as "will," "should," "would," and "could" are intended to identify such forward-looking statements. These forward-looking statements are not guarantees of future performance and involve certain risks and uncertainties and are based on the beliefs and assumptions of our management.

Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following:

- competitive pressures in the banking industry may increase significantly;
- changes in the interest rate environment may reduce margins and/or the volumes and values of loans made or held, as well as the value of other financial assets held;
- changes in the creditworthiness of customers and the possible impairment of the collectability of loans;
- general economic conditions, either nationally or regionally, may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and/or a reduced demand for credit or other services;
- changes in the legislative or regulatory environment, including changes in accounting standards, may adversely affect our businesses;
- costs or difficulties related to the integration of the business and the businesses we have acquired may be greater than expected;
- expected cost savings associated with pending or recently completed acquisitions may not be fully realized or realized within the expected time frame;

- our competitors may have greater financial resources and develop products that enable them to compete more successfully;
- changes in business conditions;
- changes in the securities market; and
- changes in our local economy with regard to our market area and its heavy concentration of U.S. military bases and related personnel.

We do not undertake and specifically disclaim any obligation to publicly update or revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

## NON-GAAP FINANCIAL MEASURES

The Company presents return on average assets, return on average tangible assets, return on average equity, and return on average tangible equity. Management excludes the balance of average goodwill and other intangible assets from our calculation of return on average tangible assets and return on average tangible equity. This adjustment allows management to review the Company's core operating results and core capital position and facilitates comparisons with other banks.

| **Year Ended December 31,** | **2016** | **2015** |
|---|---|---|
| Return on average assets (GAAP basis) | 0.93% | 1.03% |
| Impact of excluding average goodwill and other intangibles | 0.09% | 0.07% |
| Return on average tangible assets | 1.02% | 1.10% |
| | | |
| Return on average equity (GAAP basis) | 6.98% | 7.75% |
| Impact of excluding average goodwill and other intangibles | 2.95% | 2.59% |
| Return on average tangible equity | 9.93% | 10.34% |

The Company presents book value (period ended shareholders' equity divided by the period ended common shares outstanding) and tangible book value. In calculating tangible book value, the Company excludes goodwill and other intangible assets, allowing management to review its core capital position.

| | **Per share** | |
|---|---|---|
| **Year Ended December 31,** | **2016** | **2015** |
| Book value (GAAP basis) | $ 17.20 | $ 15.71 |
| Impact of excluding average goodwill and other intangibles | 4.84 | 3.50 |
| Tangible book value | $ 12.36 | $ 12.21 |

When computing the efficiency ratio (noninterest expense divided by the sum of net interest income and noninterest income, excluding securities gains or losses), management excludes gains and losses on securities because of the uncertainty of the amount of gain or loss recognized.

| **Year Ended December 31,** | **2016** | **2015** |
|---|---|---|
| Efficiency ratio (GAAP basis) | 71.59% | 67.90% |
| Impact of excluding securities gains | —% | 0.21% |
| Efficiency ratio, as reported | 71.59% | 68.11% |

## *Report of Independent Registered Public Accounting Firm*

Board of Directors and Shareholders
***TowneBank***

We have audited the accompanying consolidated balance sheets of TowneBank and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2016. We also have audited TowneBank's internal control over financial reporting as of December 31, 2016, including controls over the preparation of regulatory financial statements in accordance with the instructions for Consolidated Reports of Condition and Income (Call Report) of the Federal Financial Institutions Examination Council, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). TowneBank's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

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

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Because management's assessment and our audit were conducted to also meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management's assessment and our audit of the Company's internal control over financial reporting included controls over the preparation of consolidated financial statements in accordance with the Federal Financial Institutions Examination Council instructions for Consolidated Reports of Condition and Income (call report). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles and call report instructions, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of TowneBank and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, TowneBank maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We do not express an opinion or any other form of assurance on management's statements in the accompanying Management's Report on Internal Control in the section Compliance with Designated Laws and Regulations.

/s/ Dixon Hughes Goodman LLP

Norfolk, Virginia
March 1, 2017

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of TowneBank is responsible for the preparation and fair presentation of the financial statements and other financial information contained in this report. The accompanying consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States of America and include, as necessary, best estimates and judgments by management. Management also prepared other information in the Annual Report and is responsible for its accuracy and consistency with the consolidated financial statements. Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for our compliance with laws and regulations relating to safety and soundness designated by the Federal Deposit Insurance Corporation ("FDIC"). Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

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

We maintain systems of controls that we believe are reasonably designed to provide our management with timely and accurate information about our operations. The system of internal controls includes, but is not limited to, maintaining internal audit and compliance functions; establishing formal written policies, procedures, and codes of conduct; training personnel; and segregating key duties and functions, where appropriate.

The Audit and Risk Management Committee of the Board of Directors participates in the adequacy of the system of internal controls and financial reporting. The Audit and Risk Management Committee consists of independent directors who meet regularly with management, the internal auditor, the Chief Risk Officer, and the independent auditors to review the scope of their work and findings.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2016, including controls over regulatory financial statements in accordance with the Federal Financial Institutions Examination Council instructions for Consolidated Reports of Condition and Income. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework (2013). Based on our assessment we believe that, as of December 31, 2016, our internal control over financial reporting is effective based on those criteria.

*Financial Statements*

Our management is responsible for the preparation, integrity, and fair presentation of our published consolidated financial statements as of December 31, 2016, and for the year then ended. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and, as such, include amounts, some of which are based on management's judgments and estimates.

*Compliance with Designated Laws and Regulations*

Our management is also responsible for compliance with federal and state laws and regulations concerning dividend restrictions and federal laws and regulations concerning loans to insiders designated by the FDIC as safety and soundness laws and regulations. Management assessed our compliance with the designated laws and regulations. Based on this assessment, our management believes that we complied, in all significant respects, with the designated laws and regulations relating to safety and soundness for the year ended December 31, 2016.

Management's assessment of the effectiveness of internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the Federal Financial Institutions Examination Council instructions for Consolidated Reports of Condition and Income, as of December 31, 2016, has been audited by Dixon Hughes Goodman LLP, the independent registered public accounting firm, as stated in their report dated March 1, 2017. A copy of this report, which is combined with the report expressing an opinion on the consolidated financial statements, precedes.

March 1, 2017

/s/ G. Robert Aston, Jr.

G. Robert Aston, Jr.
Chairman and Chief Executive Officer

/s/ Clyde E. McFarland, Jr.

Clyde E. McFarland, Jr.
Senior Executive Vice President and Chief Financial Officer

# TOWNEBANK
## CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except share data)
December 31, 2016 and 2015

| | 2016 | 2015 |
|---|---|---|
| **ASSETS** | | |
| Cash and due from banks | $ 130,967 | $ 250,836 |
| Interest-bearing deposits in financial institutions | 5,581 | 1,001 |
| **Total Cash and Cash Equivalents** | 136,548 | 251,837 |
| Securities available for sale, at fair value | 812,974 | 723,489 |
| Securities held to maturity, at amortized cost | 66,490 | 69,045 |
| Federal Home Loan Bank stock, at amortized cost | 35,937 | 23,691 |
| **Total Securities** | 915,401 | 816,225 |
| Mortgage loans held for sale | 314,117 | 102,346 |
| Loans, net of unearned income and deferred costs: | 5,807,221 | 4,519,393 |
| Less: allowance for loan losses | (42,001) | (38,359) |
| **Net Loans** | 5,765,220 | 4,481,034 |
| Premises and equipment, net | 198,568 | 173,695 |
| Goodwill | 264,910 | 154,842 |
| Other intangible assets, net | 37,856 | 26,153 |
| Bank-owned life insurance policies | 189,499 | 149,452 |
| Other assets | 151,796 | 140,990 |
| **TOTAL ASSETS** | $ 7,973,915 | $ 6,296,574 |
| **LIABILITIES AND EQUITY** | | |
| Deposits: | | |
| Noninterest-bearing demand | $ 1,947,312 | $ 1,393,264 |
| Interest-bearing: | | |
| Demand and money market accounts | 2,263,894 | 1,824,226 |
| Savings | 319,611 | 300,408 |
| Certificates of deposit | 1,504,380 | 1,396,129 |
| **Total Deposits** | 6,035,197 | 4,914,027 |
| Advances from the Federal Home Loan Bank | 687,511 | 429,080 |
| Repurchase agreements and other borrowings | 31,747 | 37,434 |
| **Total Borrowings** | 719,258 | 466,514 |
| Other liabilities | 132,902 | 95,839 |
| **TOTAL LIABILITIES** | 6,887,357 | 5,476,380 |
| Preferred stock | | |
| Authorized and unissued shares - 2,000,000 | — | — |
| Common stock, $1.667 par value | | |
| Authorized shares - 90,000,000 | | |
| Issued and outstanding shares 62,492,168 in 2016 and 51,605,521 in 2015 | 104,174 | 86,026 |
| Capital surplus | 745,411 | 535,094 |
| Retained earnings | 229,503 | 192,795 |
| Common stock issued to deferred compensation trust, at cost 692,431 shares in 2016 and 648,350 shares in 2015 | (11,168) | (10,172) |
| Deferred compensation trust | 11,168 | 10,172 |
| Accumulated other comprehensive loss | (3,986) | (2,994) |
| **TOTAL SHAREHOLDERS' EQUITY** | 1,075,102 | 810,921 |
| Noncontrolling interest | 11,456 | 9,273 |
| **TOTAL EQUITY** | 1,086,558 | 820,194 |
| **TOTAL LIABILITIES AND EQUITY** | $ 7,973,915 | $ 6,296,574 |

See accompanying Notes to Consolidated Financial Statements.

# TOWNEBANK
## CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands, except per share data)
For the Years Ended December 31, 2016, 2015, and 2014

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| **INTEREST INCOME:** | | | |
| Loans, including fees | $ 231,464 | $ 194,737 | $ 160,213 |
| Investment securities | 12,855 | 13,801 | 9,076 |
| Interest-bearing deposits in financial institutions and federal funds sold | 1,145 | 499 | 637 |
| Mortgage loans held for sale | 9,152 | 3,836 | 2,586 |
| **Total interest income** | 254,616 | 212,873 | 172,512 |
| **INTEREST EXPENSE:** | | | |
| Deposits | 22,316 | 18,866 | 13,352 |
| Advances from the Federal Home Loan Bank | 13,320 | 13,486 | 13,373 |
| Repurchase agreements and other borrowings, net of capitalized interest | 104 | 79 | 51 |
| **Total interest expense** | 35,740 | 32,431 | 26,776 |
| **Net interest income** | 218,876 | 180,442 | 145,736 |
| **PROVISION FOR LOAN LOSSES** | 5,357 | 3,027 | 492 |
| **Net interest income after provision for loan losses** | 213,519 | 177,415 | 145,244 |
| **NONINTEREST INCOME:** | | | |
| Residential mortgage banking income, net | 58,792 | 34,211 | 27,179 |
| Insurance commissions and other title fees and income, net | 46,741 | 39,641 | 34,558 |
| Real estate brokerage and property management income, net | 20,515 | 16,326 | 12,634 |
| Service charges on deposit accounts | 9,547 | 9,165 | 9,192 |
| Credit card merchant fees, net | 4,508 | 2,588 | 3,576 |
| Other income | 15,113 | 14,448 | 9,605 |
| Gain (loss) on investment securities | 6 | 904 | (15) |
| **Total noninterest income** | 155,222 | 117,283 | 96,729 |
| **NONINTEREST EXPENSE:** | | | |
| Salaries and employee benefits | 143,847 | 113,959 | 99,007 |
| Occupancy | 23,717 | 19,645 | 17,863 |
| Furniture and equipment | 11,315 | 9,339 | 8,183 |
| Other expenses | 88,949 | 59,214 | 53,811 |
| **Total noninterest expense** | 267,828 | 202,157 | 178,864 |
| **Income before income tax expense & noncontrolling interest** | 100,913 | 92,541 | 63,109 |
| **Provision for income tax expense** | 28,698 | 26,876 | 18,179 |
| **Net income** | $ 72,215 | $ 65,665 | $ 44,930 |
| **Net income attributable to noncontrolling interest** | (4,965) | (3,283) | (2,761) |
| **Net income attributable to TowneBank** | $ 67,250 | $ 62,382 | $ 42,169 |
| **Preferred stock dividends and accretion** | — | 13 | 765 |
| **Net income available to common shareholders** | $ 67,250 | $ 62,369 | $ 41,404 |
| **Per common share information** | | | |
| Basic earnings | $ 1.18 | $ 1.22 | $ 1.18 |
| Diluted earnings | $ 1.18 | $ 1.22 | $ 1.18 |
| Cash dividends declared | $ 0.51 | $ 0.47 | $ 0.43 |

See accompanying Notes to Consolidated Financial Statements.

# TOWNEBANK
## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
For the Years Ended December 31, 2016, 2015, and 2014

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| **Net income** | $ 72,215 | $ 65,665 | $ 44,930 |
| **Other comprehensive income (loss)** | | | |
| **Unrealized gains (losses) on securities** | | | |
| Unrealized holding gains (losses) arising during the period | (2,000) | (4,031) | 2,404 |
| Deferred tax benefit (expense) | 700 | 1,411 | (844) |
| Realized (gains) losses reclassified into earnings | (6) | (785) | 15 |
| Deferred tax benefit (expense) | 2 | 275 | (6) |
| Net unrealized gains (losses) | (1,304) | (3,130) | 1,569 |
| **Pension and postretirement benefit plans** | | | |
| Prior service costs | — | (1,405) | — |
| Deferred tax benefit | — | 492 | — |
| Actuarial gain (loss) | 323 | 694 | (1,196) |
| Deferred tax benefit (expense) | (113) | (243) | 418 |
| Amortization of prior service costs | 151 | — | — |
| Deferred tax expense | (53) | — | — |
| Amortization of net actuarial loss | 7 | 215 | 17 |
| Deferred tax expense | (3) | (75) | (6) |
| Change in retirement plans, net of tax | 312 | (322) | (767) |
| **Other comprehensive income (loss), net of tax** | (992) | (3,452) | 802 |
| **Comprehensive income** | $ 71,223 | $ 62,213 | $ 45,732 |

See accompanying Notes to Consolidated Financial Statements.

# TOWNEBANK
## CONSOLIDATED STATEMENTS OF EQUITY
(dollars in thousands, except share data)
For the Years Ended December 31, 2016, 2015, and 2014

| | Common Shares | Preferred Stock | Common Stock | Capital Surplus | Retained Earnings | Deferred Compensation Trust | Common Stock Issued to Deferred Compensation Trust | Accumulated Other Comprehensive Income (Loss) | Non-controlling Interests | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **Balance, December 31, 2013** | **35,306,281** | **$ 76,458** | **$ 58,856** | **$ 312,811** | **$ 128,527** | **$ 8,595** | **$ (8,595)** | **$ (344)** | **$ 9,010** | **$ 585,318** |
| Net income | — | — | — | — | 42,169 | — | — | — | 2,761 | 44,930 |
| Other comprehensive income, net of taxes | — | — | — | — | — | — | — | 802 | — | 802 |
| Cash dividends declared on common stock | — | — | — | — | (15,276) | — | — | — | — | (15,276) |
| Cash dividends declared on preferred stock | — | — | — | — | (765) | — | — | — | — | (765) |
| Directors' deferred compensation | — | — | — | — | — | 1,079 | (1,079) | — | — | — |
| Distribution of interests in joint ventures, net | — | — | — | | — | — | — | — | (2,439) | (2,439) |
| Issuance of common stock - acquisitions | 312,891 | — | 521 | 4,042 | — | — | — | — | — | 4,563 |
| Conversion of convertible debt into common stock | 6,526 | — | 12 | 82 | — | — | — | — | — | 94 |
| Issuance of common stock - stock compensation plans | 159,981 | — | 266 | 783 | — | — | — | — | — | 1,049 |
| **Balance, December 31, 2014** | **35,785,679** | **$ 76,458** | **$ 59,655** | **$ 317,718** | **$ 154,655** | **$ 9,674** | **$ (9,674)** | **$ 458** | **$ 9,332** | **$ 618,276** |
| Net income | — | — | — | — | 62,382 | — | — | — | 3,283 | 65,665 |
| Other comprehensive loss, net of taxes | — | — | — | — | — | — | — | (3,452) | — | (3,452) |
| Cash dividends declared on common stock | — | — | — | — | (24,229) | — | — | — | — | (24,229) |
| Cash dividends declared on preferred stock | — | — | — | — | (13) | — | — | — | — | (13) |
| Directors' deferred compensation | — | — | — | — | — | 498 | (498) | — | — | — |
| Distribution of interests in joint ventures, net | — | — | — | | — | — | — | — | (3,342) | (3,342) |
| Issuance of common stock - acquisitions | 15,633,024 | — | 26,058 | 214,210 | — | — | — | — | — | 240,268 |
| Redemption of preferred stock | — | (76,458) | — | — | — | — | — | — | — | (76,458) |
| Conversion of convertible debt into common stock | 1,674 | — | 4 | 22 | — | — | — | — | — | 26 |
| Issuance of common stock - stock compensation plans | 138,599 | — | 233 | 2,003 | — | — | — | — | — | 2,236 |
| Issuance of common stock - net contingent consideration earned on acquisitions | 46,545 | — | 76 | 1,141 | — | — | — | — | — | 1,217 |
| **Balance, December 31, 2015** | **51,605,521** | **$ —** | **$ 86,026** | **$ 535,094** | **$ 192,795** | **$ 10,172** | **$ (10,172)** | **$ (2,994)** | **$ 9,273** | **$ 820,194** |
| Net income | — | — | — | — | 67,250 | — | — | — | 4,965 | 72,215 |
| Other comprehensive loss, net of taxes | — | — | — | — | — | — | — | (992) | — | (992) |
| Cash dividends declared on common stock | — | — | — | — | (30,542) | — | — | — | — | (30,542) |
| Directors' deferred compensation | — | — | — | — | — | 996 | (996) | — | — | — |
| Distribution of interests in joint ventures, net | — | — | — | — | — | — | — | — | (2,782) | (2,782) |
| Conversion of convertible debt into common stock | 833 | — | 2 | 9 | — | — | — | — | — | 11 |
| Issuance of common stock - acquisitions | 10,487,069 | — | 17,482 | 204,949 | — | — | — | — | — | 222,431 |
| Issuance of common stock - stock compensation plans | 297,774 | — | 496 | 3,263 | — | — | — | — | — | 3,759 |
| Issuance of common stock - net contingent consideration earned on acquisitions | 100,971 | — | 168 | 2,096 | — | — | — | — | — | 2,264 |
| **Balance, December 31, 2016** | **62,492,168** | **$ —** | **$ 104,174** | **$ 745,411** | **$ 229,503** | **$ 11,168** | **$ (11,168)** | **$ (3,986)** | **$ 11,456** | **$ 1,086,558** |

See accompanying Notes to Consolidated Financial Statements.

# TOWNEBANK
## CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
For the Years Ended December 31, 2016, 2015, and 2014

| OPERATING ACTIVITIES: | 2016 | 2015 | 2014 |
|---|---|---|---|
| Net income | $ 72,215 | $ 65,665 | $ 44,930 |
| Adjustments to reconcile net income to net cash from operating activities: | | | |
| Net amortization of securities | 2,688 | 3,238 | 3,173 |
| Investment securities loss (gains) | (6) | (904) | 15 |
| Depreciation, amortization, and other intangible amortization | 20,552 | 16,147 | 13,900 |
| Provision for loan losses | 5,357 | 3,027 | 492 |
| Bank-owned life insurance income | (5,993) | (5,190) | (2,139) |
| Deferred income tax expense (benefit) | 3,154 | 3,671 | (1,146) |
| Share-based compensation expense | 2,162 | 1,917 | 1,391 |
| Loss on sale and write-down of foreclosed assets | 520 | 310 | 1,784 |
| Originations of mortgage loans held for sale | (2,860,710) | (1,448,009) | (1,130,200) |
| Proceeds from sales of mortgage loans held for sale | 3,031,817 | 1,467,932 | 1,155,261 |
| Gain on sales of mortgage loans held for sale | (99,350) | (50,879) | (37,809) |
| Changes in: | | | |
| Interest receivable | (3,766) | (4,247) | (1,089) |
| Other assets | 366 | (37,119) | (10,013) |
| Interest payable | 646 | 499 | (238) |
| Other liabilities | 15,387 | 65,029 | 6,209 |
| Net cash from operating activities | 185,039 | 81,087 | 44,521 |
| **INVESTING ACTIVITIES:** | | | |
| Purchase of available-for-sale securities | (974,031) | (515,713) | (325,395) |
| Purchase of held-to-maturity securities | (6,062) | — | (60,443) |
| Sale of available-for-sale securities | — | 414,141 | 1,861 |
| Sale of held-to-maturity securities | — | 2,272 | — |
| Sale of Federal Home Loan Bank Stock | 3,121 | 8,113 | 1,082 |
| Proceeds from maturities, calls, and prepayments of available-for-sale securities | 885,519 | 196,160 | 262,438 |
| Proceeds from maturities, calls, and prepayments of held-to-maturity securities | 8,408 | 13,821 | 12,185 |
| Net increase in loans | (485,411) | (463,224) | (164,231) |
| Purchases of premises and equipment | (18,055) | (23,315) | (11,926) |
| Proceeds from sales of premises and equipment | 2,981 | 3,713 | 152 |
| Proceeds from sales of foreclosed assets | 20,477 | 24,227 | 14,185 |
| Acquisition of business, net of cash acquired | 61,930 | 241,332 | (12,798) |
| Net cash used for investing activities | (501,123) | (98,473) | (282,890) |
| **FINANCING ACTIVITIES:** | | | |
| Net increase in deposit accounts | 59,550 | 384,479 | 279,497 |
| Net change in borrowings | 170,708 | (229,013) | (13,094) |
| Proceeds (payments) from share-based compensation activity | 1,597 | 322 | (342) |
| Proceeds from issuance of common stock | 2,264 | 1,215 | — |
| Distribution of interest in joint ventures, net | (2,782) | (3,342) | (2,439) |
| Redemption of preferred stock | — | (76,458) | — |
| Cash dividends paid | (30,542) | (21,985) | (16,041) |
| Net cash from financing activities | 200,795 | 55,218 | 247,581 |
| Change in cash and cash equivalents | (115,289) | 37,832 | 9,212 |
| Cash and cash equivalents at beginning of year | 251,837 | 214,005 | 204,793 |
| Cash and cash equivalents at end of year | $ 136,548 | $ 251,837 | $ 214,005 |
| Supplemental cash flow information: | | | |
| Cash paid for interest | $ 35,095 | $ 31,933 | $ 27,014 |
| Cash paid for income taxes | $ 23,459 | $ 15,129 | $ 18,271 |
| Noncash financing and investing activities: | | | |
| Transfer from loans to foreclosed property | $ 4,006 | $ 6,516 | $ 10,684 |
| Sales of foreclosed assets financed by the Company | $ 5,583 | $ 9,890 | $ 3,138 |
| Transfers (to) from foreclosed property to premises and equipment | $ 3,659 | $ 277 | $ (549) |
| Net unrealized gain (loss) on available-for-sale securities | $ (1,304) | $ (3,130) | $ 1,569 |
| Dividends declared but not paid | $ 8,124 | $ 6,193 | $ 3,936 |
| Common stock issued in connection with business acquisitions | $ 222,431 | $ 240,268 | $ 4,563 |

See accompanying Notes to Consolidated Financial Statements.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Business:** TowneBank (the "Company") was organized and incorporated under the laws of the Commonwealth of Virginia on September 1, 1998, and commenced operations on April 8, 1999. The Company, through its banking and non-banking subsidiaries, provides a diverse range of financial services and products throughout Richmond, Virginia, the Greater Hampton Roads region in southeastern Virginia, and northeastern North Carolina.

**Basis of presentation:** The consolidated financial statements include the accounts of the Company and all other entities in which the Company has a controlling financial interest. The accompanying consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and prevailing practices of the banking industry. All significant intercompany balances and transactions have been eliminated in consolidation. The following is a summary of the significant accounting and reporting policies used in preparing the consolidated financial statements.

**Reclassifications and corrections:** To maintain consistency and comparability, certain amounts from prior periods have been reclassified to conform to current period presentation with no effect on net income or shareholders' equity as previously reported.

In order to better reflect the Company's view of the business and credit characteristics of the instruments, a reclassification of industrial revenue bonds ("IRB") from investment securities to loans held for investment was made during 2015. At December 31, 2015, the Company had $240.64 million in IRBs classified as loans held for investment and recorded $5.71 million in interest income from loans related to IRBs for the year then ended. Because there was no allowance for loan loss previously associated with the IRBs, the Company recorded a provision for loan loss related to the IRBs attributable to prior periods of $0.80 million in second quarter 2015 and recorded a total provision for loan loss related to the IRBs of $1.10 million in 2015. Additionally, the Company reclassified $4.32 million in interest income from loans related to IRBs from investment securities income to interest income from loans for the year ended December 31, 2014.

**Use of estimates:** The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates and assumptions. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, valuation of other real estate owned ("OREO"), deferred income taxes, fair value estimates, and valuation of goodwill, intangible assets, and other purchase accounting related adjustments.

**Cash and cash equivalents:** For purposes of reporting cash flows, the Company considers cash and due from banks, interest-bearing deposits in financial institutions, and federal funds sold as cash and cash equivalents. Generally, federal funds and securities purchased under agreements to resell are purchased and sold for one-day periods. The Company is required to maintain average reserve balances in cash with the Federal Reserve Bank of Richmond; required reserves were $40.61 million and $17.52 million at December 31, 2016 and 2015, respectively.

**Investment securities:** Investment securities are classified in three categories and accounted for as follows:

a) Debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and reported at amortized cost.

b) Debt and equity securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings.

c) Debt and equity securities not classified as either held-to-maturity or trading securities are classified as available-for-sale securities and reported at fair value, with unrealized holding gains and losses excluded from earnings and reported as other comprehensive income, a separate component of shareholders' equity, until realized.

Gains and losses on sales of securities are determined on a trade date basis using specific identification of the adjusted cost of each security and included in noninterest income. Amortization of premiums and accretion of discounts are computed by the effective yield method and included in interest income. Other-than-temporary declines in the fair value of individual held-to-maturity and available-for-sale securities below their cost, if any, are included in earnings as realized losses.

The Company evaluates its investment securities portfolio on a quarterly basis for indicators of other-than-temporary impairment ("OTTI"). Management assesses whether OTTI has occurred when the fair value of a debt security is less than the amortized cost basis at the balance sheet date. Management reviews the amount of unrealized loss, the length of time the security has been in an unrealized loss position, the credit rating history, market trends of similar security classes, time remaining to maturity, and the source of both interest and principal payments to identify securities which could potentially be impaired. OTTI is considered to have occurred (i) if management intends to sell the security; (ii) if it is more likely than not management will be required to sell the security before recovery of its amortized cost basis; or (iii) the present value of expected cash flows is not sufficient to recover all contractually required principal and interest payments. For securities that management does not expect to sell, or it is not more likely than not to be required to sell, the OTTI is separated into credit and noncredit components. A discounted cash flow analysis, which includes evaluating the timing of expected cash flows, is completed for all debt securities subject to credit impairment. The measurement of the credit loss component is equal to the difference between the debt security's cost basis and the present value of its expected future cash flows discounted at the security's effective yield. The credit-related OTTI, represented by the expected loss in principal, is recognized in noninterest income. The remaining difference between the security's fair value and the present value of future expected cash flows is due to factors that are not credit-related and, therefore, are recognized in other comprehensive income ("OCI"). Management believes that it will fully collect the carrying value of securities on which noncredit-related impairment has been recognized in OCI. Noncredit-related OTTI results from other factors, including increased liquidity spreads, and extension of the security. For securities that management does expect to sell, or if it is more likely than not the Company will be required to sell the security before recovery of its amortized cost basis, any OTTI is recognized in earnings. Once an OTTI is recorded, when future cash flows can be reasonably estimated, future cash flows are re-allocated between interest and principal cash flows to provide for a level-yield on the security.

**Loans:** Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or pay-off, generally are stated at the amount of outstanding principal less unamortized fees and costs on originated loans, unearned income, and participation interests sold to other lending institutions. Interest on loans is accrued and credited to income based upon the principal amount outstanding. Fees collected and costs incurred in connection with loans originated are deferred and recognized as interest income over the term of the loan as an adjustment of yield.

**Allowance for loan losses:** The allowance for loan losses is established through a provision for loan losses charged against earnings. The level of the allowance for loan losses is based on management's evaluation of the risk inherent in the loan portfolio at the balance sheet date, and changes in the nature and volume of loan activity. This evaluation includes a review of loans for which collection may not be reasonably assured. It considers internal risk grades, the estimated fair value of the underlying collateral, current and anticipated economic conditions, historical loan loss experience, and other current factors that warrant consideration in determining an adequate allowance.

The allowance for loan losses consists of three elements: (i) specific valuation allowances determined in accordance with Accounting Standards Codification Topic ("ASC") 310, *Receivables*, based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC 450, *Contingencies*, based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) general valuation allowances determined in accordance with ASC 450 based on general economic conditions and other qualitative risk factors both internal and external to the Company.

It is our policy to assign internal risk grades to all loans as a component of the approval process. Based on the size of the loan, senior credit officers, regional credit administrators, and the chief credit officer review the classification to ensure accuracy and consistency of classifications, which are then validated by the internal loan review process. Loan classifications are internally reviewed to determine if any changes in the circumstances of the loan require a different risk grade. To determine the most appropriate risk grade classification for each loan, the credit officers examine the borrower's liquidity level, asset quality, the amount of the borrower's other indebtedness, cash flow, earnings, sources of financing, and existing lending relationships. The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of classified loans.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans. We calculate historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are updated quarterly based on actual charge-off experience. An historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool. Our pools of similar loans include groups of construction and land development loans, commercial real estate loans, commercial and industrial business loans, 1-4 family residential real estate loans, multifamily real estate loans, and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability, and effectiveness of the Company's lending management and staff; (ii) the effectiveness of the Company's loan policies, procedures, and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the effectiveness of the internal loan review function; (vii) the impact of national economic trends on portfolio risks; and (viii) the impact of local economic trends on portfolio risk. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis to determine an appropriate general valuation allowance. Management considers the current level of allowance for loan losses adequate to absorb losses inherent in the loan portfolio. Management's determination of the adequacy of the allowance for loan losses, which is based on the factors and risk identification procedures previously discussed, requires the use of judgments and estimations that may change in the future. Changes in the factors used by management to determine the adequacy of the allowance or the availability of new information could cause the allowance for loan losses to be adjusted in future periods.

**Loans acquired:** 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 the Company will be unable to collect all contractually required payments receivable, are initially recorded at fair value (as determined by the present value of expected future cash flows) with no valuation allowance. Loans are evaluated individually to determine if there is evidence of deterioration of credit quality since origination. Loans where there is evidence of deterioration of credit quality since origination may be aggregated and accounted for as a pool of loans, if the loans being aggregated have common risk characteristics. 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. The difference between the contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. A subsequent decrease in the estimate of cash flows expected to be received on purchased credit-impaired loans generally results in the recognition of an allowance for loan losses. Increases in cash flows result in reversal of any nonaccretable difference (or allowance for loan losses to the extent any has been recorded) with a positive impact on interest income subsequently recognized. The measurement of cash flows involves assumptions and judgments for interest rates, prepayments, default rates, loss severity, and collateral values. All of these factors are inherently subjective and significant changes in the cash flow estimates over the life of the loan can result.

For purchased loans that are not deemed impaired at acquisition, credit discounts representing the principal losses expected over the life of the loan are a component of the initial fair value. Loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. Subsequent to the purchase date, the methods utilized to estimate the required allowance for credit losses for these loans is similar to originated loans; however, the Company records a provision for loan losses only when the required allowance exceeds any remaining credit discounts. The difference between the initial fair value at acquisition and the undiscounted expected cash flows is recorded in interest income over the life of the loans using a method that approximates the effective interest method.

**Mortgage loans held for sale:** Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income.

**Premises and equipment:** Premises and equipment are stated at cost, less accumulated depreciation. Leasehold improvements are amortized over the lives of the respective leases or the estimated useful life of the leasehold improvement, whichever is less.

For financial reporting purposes, depreciation is computed by the straight-line method over the estimated useful lives of the assets. For income tax purposes, the modified accelerated cost recovery system is used. Costs of maintenance and repairs are charged to expense as incurred. Costs of replacing structural parts of major units are considered individually and are expensed or capitalized as the facts dictate.

Fixed assets may be retired and disposed of by sale, trade, abandonment, or through a casualty loss such as a fire or storm. At retirement, the cost of the asset and its related accumulated depreciation are removed from the accounts. The type of disposal will determine the specific treatment of the asset.

**Goodwill and other intangibles:** Goodwill is not subject to amortization, but is subject to an annual assessment for impairment by applying a fair-value-based test as required by the Financial Accounting Standards Board (the "FASB") ASC 350, *Goodwill and Other Intangible Assets*. Additionally, under ASC 350, acquired intangible assets are separately recognized if the benefit of the assets can be sold, transferred, licensed, rented, or exchanged, and amortized over their useful life.

Goodwill is tested for impairment at the reporting unit level on an annual basis as of August 31, or more often if events or circumstances indicate there may be impairment. Testing is conducted in two steps: identifying the potential impairment and then, if necessary, identifying the amount of impairment. The first step (step 1) compares the fair value of the reporting unit to its carrying amount. If the fair value is less than the carrying amount, a second test is conducted by comparing the implied fair value of goodwill with the carrying amount of that goodwill. If the carrying amount exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess. For our annual impairment testing conducted during 2016, we identified six reporting units with goodwill: Berkshire Hathaway HomeServices Towne Realty; property and casualty insurance division; benefits insurance division; mortgage division; resort property management division; and Banking. For purposes of performing step 1 of the goodwill impairment test, the Company primarily uses the income approach to value its reporting units. The income approach consists of discounting projected long-term future cash flows, which are derived from internal forecasts and economic expectations for the respective reporting units. The significant inputs to the income approach include expected future cash flows, the long-term target tangible equity to tangible assets ratio, and the discount rate. Discount rates are unique to each reporting unit and are based upon the cost of capital specific to the industry in which the reporting unit operates. Management evaluated the sensitivity of the significant assumptions in its impairment analysis, including consideration of the effect of changes in estimated future cash flows or the discount rate for each reporting unit. Based on our analysis, we determined there is no goodwill impairment, since the fair value for all reporting units was in excess of the respective reporting unit's carrying value as of August 31, 2016. The fair value of each of the Company's reporting units exceeded its respective carrying value by at least the 17.09% margin as calculated for our Banking segment.

The second step (step 2) of impairment testing is necessary only if the reporting unit does not pass step 1. Step 2 compares the implied fair value of the reporting unit goodwill with the carrying amount of the goodwill for the reporting unit. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting unit. Since none of the reporting units failed step 1, step 2 was not applicable during 2016 testing. The Company monitored events and circumstances during the fourth quarter of 2016, and it determined that there were no triggering events requiring an updated impairment test as of December 31, 2016.

Significant judgment is applied when goodwill is assessed for impairment. This judgment includes developing cash flow projections, selecting appropriate discount rates, identifying relevant market comparables, incorporating general economic and market conditions, and selecting an appropriate control premium. Selection and weighting of the various fair value techniques may result in a higher or lower fair value. Judgment is applied in determining the weightings most representative of fair value.

Intangible assets are amortized or tested for impairment based on whether they have finite or indefinite lives. Intangibles that have finite lives are amortized on a straight-line basis over their useful life and tested for impairment whenever events or circumstances indicate the carrying amount of the assets may not be recoverable. Intangibles with indefinite lives are tested annually for impairment. Note 7 provides additional information related to goodwill and other intangibles.

**Other Real Estate Owned:** OREO, which is included in other assets on the balance sheet, consists primarily of commercial and residential real estate that has been obtained in partial or full satisfaction of loan obligations. OREO is carried at the fair value of the property, less estimated selling costs, with any difference between the fair value of the property, less estimated selling costs, and the carrying value of the loan recorded through a charge to the allowance for loan losses. Subsequent write-downs required for declines in value are recorded through a valuation allowance, or taken directly to the asset, charged to other noninterest expense.

**Transfers of financial assets:** Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (i) the asset has been isolated from the Company, (ii) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred asset, and (iii) an agreement to repurchase the transferred asset before its maturity does not exist.

**Credit-related financial instruments:** In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit card arrangements, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded when they are funded. They are considered in calculating the provision for loan losses.

**Interest rate lock commitments and forward sales contracts:** The Company enters into commitments to originate loans whereby the interest rate on the loan is determined prior to funding ("rate lock commitments"). The commitments are generally for periods of 60 days and are at market rates. In order to mitigate risk from interest rate fluctuations, the Company enters into forward loan sale commitments on a "best efforts" basis while the loan is in the pipeline. Rate lock commitments on mortgage loans that are intended to be sold are considered to be derivatives. Changes in the estimated fair value of the derivatives during the commitment period are recorded in current earnings.

We may also participate in a "mandatory" delivery program for mortgage loans. Under the mandatory delivery system, loans with interest rate locks are paired with the sale of a "to be announced" ("TBA") mortgage-backed security bearing similar attributes. Under the mandatory delivery program, we commit to deliver loans to an investor at an agreed upon price prior to the close of such loans. This differs from a "best efforts" delivery, which sets the sale price with the investor on a loan-by-loan basis when each loan is locked. The Company has not formally designated these derivatives as a qualifying hedge relationship, accordingly, changes to fair value are recorded to earnings each period.

**Revenue recognition:** Revenue earned on interest-earning assets is recognized based on the effective yield of the financial instrument.

Service charges on deposit accounts are recognized as charged. Credit-related fees, including letter of credit fees, are recognized in noninterest income when earned.

Insurance commission income is recorded as of the effective date of insurance coverage or the billing date, whichever is later. Contingent commissions are recognized when determinable, which is generally when such commissions are received or when the Company receives data from the insurance companies that allows the reasonable estimation of these amounts. The income effects of subsequent premium and fee adjustments are recorded when the adjustments become known.

Real estate commissions are earned by the Company's real estate brokerage business upon the closing of a real estate transaction (i.e., purchase or sale of a home). The real estate commissions are recorded net of commissions paid to real estate agents, which are recognized concurrently with the associated revenues.

The Company provides title and closing services, which include title search procedures for title insurance policies, home sale escrow, and other closing services. Title revenues, which are recorded net of amounts remitted to third-party insurance underwriters, and title and closing service fees are recorded at the time a home sale transaction or refinancing closes.

Investment fund servicing fees are primarily based on a percentage of the fair value of the fund assets serviced.

**Income recognition on impaired and nonaccrual loans:** Commercial loans, including impaired loans, are generally classified as nonaccrual if they are past due as to maturity or payment of principal or interest for a period of more than 90 days, unless such loans are well-secured and in the process of collection. Residential mortgage loans and other consumer loans are classified as nonaccrual if they are past due as to maturity or payment of principal or interest for a period of more than 120 days, unless the debt is both well-secured and in the process of collection. If a loan or a portion of a loan is classified as doubtful or is partially charged off, the loan is generally classified as nonaccrual. Loans that are on a current payment status or past due less than 90 days may also be classified as nonaccrual, if repayment in full of principal and/or interest is unlikely.

While a loan is classified as nonaccrual and the probability of collecting the recorded loan balance is doubtful, collections of interest and principal are generally applied as a reduction to principal outstanding. When the probability of collecting the recorded loan balance is expected, interest income may be recognized on a cash basis. In the case where a nonaccrual loan had been partially charged off, recognition of interest on a cash basis is limited to that which would have been recognized on the recorded loan balance at the contractual interest rate. Cash interest receipts in excess of that amount are recorded as recoveries to the allowance for loan losses until prior charge-offs have been fully recovered.

Loans may be returned to accrual status when all principal and interest amounts contractually due (including arrearages) are reasonably assured of repayment within an acceptable period of time, and there is a sustained period of repayment performance by the borrower in accordance with the contractual terms of interest and principal.

**Advertising costs:** Advertising costs are expensed as incurred.

**Segment information:** Operating segments as defined by ASC 280, *Segment Reporting*, are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. The accounting policies of operating segments are the same as those described elsewhere in this footnote. Revenue for all segments is derived from external sources. See Note 25 for further discussion of the Company's operating segments.

**Mergers and acquisitions:** Mergers and acquisitions are accounted for using the acquisition method, as required by ASC 805, *Business Combinations*. Under this method, the cost of the acquired entity will be allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. The excess of the cost over the fair value of the acquired net assets is recognized as goodwill. See Note 2 for further discussion on the Company's mergers and acquisitions.

**Income taxes:** Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities that result in future taxable or deductible amounts. The effect on deferred taxes of a change in tax rates is recognized in the year of enactment and is measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized in the near term. Note 20 provides additional information on the Company's income taxes.

**Comprehensive income:** Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income or loss. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with the operating net income or loss, are components of comprehensive income or loss. Other comprehensive income or loss includes unrealized gains and losses on available-for-sale securities and actuarial gains and losses on our Supplemental Executive Retirement Plan ("SERP") and other postretirement benefit plans.

**Share-based compensation:** The Company has a share-based employee compensation plan, which is described in more detail in Note 13. The Company accounts for the plan using the fair value method, which requires that compensation cost relating to stock-based payment transactions be recognized in the financial statements over the vesting period. The compensation cost is measured based on the fair value of the instruments issued.

**Earnings per share:** Basic earnings per share are computed by dividing earnings available to common shareholders by the weighted-average number of common shares outstanding for the year, less the average number of nonvested restricted stock awards. Diluted earnings per share reflect the potential dilution from the issuance of additional shares of common stock caused by the exercise of stock options and restricted stock awards. See Note 26 for further discussion on the Company's earnings per share.

**Recent accounting pronouncements**

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*. The ASU will supersede most of the existing revenue recognition requirements in GAAP and will require entities to recognize revenue at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer. The new standard also requires significantly expanded disclosures regarding the qualitative and quantitative information of an entity's nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. On July 9, 2015, the FASB approved amendments deferring the effective date by one year. The pronouncement is now effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The amendments can be applied retrospectively to each prior reporting period or retrospectively with the cumulative effect of initially applying the pronouncement recognized at the date of initial application. Early application is permitted but not before the original public entity effective date, i.e., annual periods beginning after December 15, 2016. The Company is currently evaluating the impact the pronouncement will have on its consolidated financial statements and related disclosures.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis.* The ASU changes the guidance with respect to the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The amendments include: (i) modifying the evaluation of limited partnerships and similar legal entities, (ii) amending when fees paid to a decision maker should be included in the variable interest entity analysis, (iii) amending the related party relationship guidance, and (iv) providing a scope exception from the consolidation guidance for reporting entities with interests in certain investment funds. The ASU is effective for interim and annual reporting periods beginning after December 15, 2015, although early adoption was permitted. The adoption of this guidance did not have a material impact on the Company's Consolidated Financial Statements.

In September 2015, the FASB issued ASU No. 2015-16, *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments*. The ASU amended the Business Combinations topic of the Accounting Standards Codification to simplify the accounting for adjustments made to provisional amounts recognized in a business combination by eliminating the requirement to retrospectively account for those adjustments. The amendments are effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted for financial statements that had not been issued. All entities are required to apply the amendments prospectively to adjustments to provisional amounts that occur after the effective date. The adoption of this guidance did not have a material impact on the Company's Consolidated Financial Statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.* The ASU amends the Financial Instruments topic of the Accounting Standards Codification to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments will be effective for interim and annual reporting periods beginning after December 15, 2017. The Company will apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values will be applied prospectively to equity investments that exist as of the date of adoption of the amendments. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The ASU was issued in order to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous GAAP. The ASU requires that a lessee should recognize a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term on the balance sheet. The ASU is effective for interim and annual periods beginning after December 15, 2018, using a modified retrospective approach, and early adoption is permitted. The Company is currently evaluating the impact the pronouncement will have on its Consolidated Financial Statements.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*. The ASU amends ASC Topic 718, *Compensation – Stock Compensation*. The ASU simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The ASU is effective for interim and annual periods beginning after December 15, 2016, and early adoption is permitted. The Company is currently evaluating the impact the pronouncement will have on its Consolidated Financial Statements, but does not expect the adoption of this guidance to have a material impact.

In June 2016, the FASB issued ASU No. 2016-13*, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.* The ASU was issued to change the accounting for credit losses and modify the impairment model for certain debt securities. The ASU is effective for the Company for interim and annual periods beginning after December 15, 2019. The Company is currently evaluating the effect that implementation of the new standard will have on its Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The ASU was issued with the intent to simplify goodwill impairment testing by eliminating the second step of the analysis under which the implied fair value of goodwill is determined as if the reporting unit were being acquired in a business combination. The update instead requires entities to compare the fair value of a reporting unit with its carrying amount and recognize an impairment charge for any amount by which the carrying amount exceeds the reporting unit's fair value, to the extent that the loss recognized does not exceed the amount of goodwill allocated to that reporting unit. ASU 2017-04 must be applied prospectively and is effective for the Company on January 1, 2020. Early adoption is permitted. The Company does not expect the new guidance to have a material impact on its Consolidated Financial Statements.

## NOTE 2: MERGERS AND ACQUISITIONS

*Monarch Financial Holdings:* Effective June 24, 2016, the Company completed its acquisition of Monarch Financial Holdings, Inc. ("Monarch"), and its wholly owned bank subsidiary, Monarch Bank, which were merged with and into TowneBank.

In the merger with Monarch, each outstanding share of common stock of Monarch was converted into 0.8830 shares of TowneBank common stock. TowneBank issued an aggregate of 10.49 million shares of TowneBank common stock to Monarch stockholders. Based on the closing price of TowneBank's common stock on June 24, 2016, of $21.21 per share, the aggregate consideration paid to Monarch common stockholders to acquire Monarch common stock was approximately $222.44 million.

Monarch Bank had 12 branches, of which 11 branches were closed and one branch was re-opened on June 27, 2016, as a TowneBank branch. The integration of Monarch Bank's deposit system and the conversion of the re-opened Monarch Bank branch to TowneBank's operating platform were completed over the weekend of June 25-26, 2016.

The Monarch merger has been accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the June 24, 2016, merger date. Such fair values were preliminary estimates and were subject to adjustment for up to one year after the merger date or when additional information relative to the closing date fair values became available and such information is considered final, whichever is earlier. The application of the acquisition method of accounting resulted in goodwill of approximately $108.05 million. All of the recognized goodwill is expected to be non-deductible for tax purposes.

The following table presents the final purchase price allocation of the fair values of the assets acquired and liabilities assumed for Monarch, acquired June 24, 2016 (dollars in thousands):

| | | |
|---|---|---|
| Fair value of assets acquired: | | |
| Cash and cash equivalents | $ | 67,457 |
| Securities available for sale | | 20,818 |
| Loans held for sale | | 283,528 |
| Loans held for investment | | 808,137 |
| Bank premise and equipment | | 23,998 |
| Intangible assets | | 13,210 |
| Other assets | | 62,427 |
| Total assets | $ | 1,279,575 |
| | | |
| Fair value of liabilities assumed: | | |
| Deposits | $ | 1,061,620 |
| Total borrowings | | 82,046 |
| Other liabilities | | 21,513 |
| Total liabilities | $ | 1,165,179 |
| | | |
| Net identifiable assets acquired | | 114,396 |
| Goodwill | | 108,048 |
| Net assets acquired | $ | 222,444 |
| | | |
| Purchase price: | | |
| Company common shares issued | | 10,487,069 |
| Purchase price per share of Company's common stock | $ | 21.21 |
| Common stock issued | $ | 222,431 |
| Cash exchanged for fractional shares | | 13 |
| Fair value of total consideration transferred | $ | 222,444 |

During the year ended December 31, 2016, adjustments were made to the purchase price allocations that resulted in a decrease to the initial fair value estimate of loans of $9.98 million, an increase in deferred tax assets of

$3.37 million, and a decrease to acquired net assets of $0.83 million resulting from adjustments to other assets and liabilities. The Company made these measurement period adjustments to reflect facts and circumstances that existed as of the merger date and did not result from intervening events subsequent to such date. The revised fair value estimates resulted in an increase to goodwill of $7.44 million. As of December 31, 2016, the Company finalized its valuation of all assets and liabilities acquired.

The loans acquired in the Monarch merger were divided into loans with evidence of credit quality deterioration, which are accounted for under ASC 310-30 (purchased impaired), and loans that do not meet this criteria, which are accounted for under ASC 310-20 (purchased performing). As of June 24, 2016, as revised for measurement period adjustments, the preliminary estimated fair value of the Monarch purchased performing loans acquired was $793.10 million, the related gross contractual amount was $917.34 million, and the preliminary estimated contractual cash flows not expected to be collected were $7.33 million.

The following table presents the acquired impaired loans receivable at the acquisition date, as adjusted (dollars in thousands):

| | | |
|---|---|---|
| Contractual principal and interest at acquisition | $ | 36,510 |
| Nonaccretable difference | | (19,264) |
| Expected cash flows at acquisition | | 17,246 |
| Accretable yield | | (2,207) |
| Preliminary estimated fair value of loans acquired with a deterioration of credit quality | $ | 15,039 |

The following table presents unaudited pro forma results of operations for the periods presented as if the Monarch acquisition had been completed on January 1, 2015. The pro forma results of operations include the historical accounts of the Company and Monarch, and pro forma adjustments as may be required, including amortization of intangibles with definite lives and amortization or accretion of any premiums or discounts arising from fair value adjustments for assets acquired and liabilities assumed. Pro forma earnings were adjusted to exclude $18.47 million of acquisition-related expenses for the year ended December 31, 2016. The pro forma earnings for the year ended December 31, 2015, were adjusted to include these expenses. The pro forma information is intended for informational purposes only and is not necessarily indicative of our future operating results or operating results that would have occurred had the Monarch acquisition been completed at the beginning of 2015. No assumptions have been applied to the pro forma results of operations regarding possible revenue enhancements, expense efficiencies, or asset dispositions.

| (in thousands) | Pro Forma for the Year Ended December 31, 2016 | | Pro Forma for the Year Ended December 31, 2015 | |
|---|---|---|---|---|
| Revenues (net interest income plus noninterest income) | $ | 439,240 | $ | 431,455 |
| Net income | $ | 79,956 | $ | 62,512 |

*Oak Island Accommodations, Inc.*: Effective January 14, 2016, the Company acquired Oak Island Accommodations, Inc. ("Oak Island"), an independent resort property management company that was merged with the operations of Towne Vacations Oak Island, LLC, a division of TowneBank's Realty segment. The acquisition was accounted for as a business combination under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*, and, as such, the assets acquired and liabilities assumed in the transaction were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired business are included in the Company's Consolidated Statements of Income commencing January 14, 2016. The purchase price for the transaction was $5.52 million in cash. The allocation of the purchase price resulted in tangible assets of $0.36 million, goodwill of $1.58 million, and other intangible assets of $3.58 million.

*Insurance Agencies*: Effective October 1, 2015, the Company acquired two insurance agencies, SIFA Corporation d/b/a B.H. Baird Insurance Agency and Invincia Corporation, which were merged with the operations of Towne Insurance Agency ("Towne Insurance"), a wholly-owned subsidiary of TowneBank. The acquisitions were accounted for as business combinations under the acquisition method of accounting, and, as such, the assets acquired and liabilities assumed in the transactions were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired businesses are included in the Company's Consolidated Statements of Income commencing October 1, 2015. The total purchase price for the transactions was $10.69 million in cash, common stock, and contingent common stock consideration. The allocation of the purchase price resulted in tangible assets of $0.57 million, goodwill of $6.54 million, other intangible assets of $3.88 million, and assumed liabilities of $0.30 million.

*Total Insurance Planning, LLC*: Effective September 1, 2015, the Company acquired Total Insurance Planning, LLC, which is affiliated with Towne Insurance. The acquisition was accounted for as a business combination under the acquisition method of accounting, and, as such, the assets acquired and liabilities assumed in the transaction were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired business are included in the Company's Consolidated Statements of Income commencing September 1, 2015. The total purchase price for the transaction was $1.45 million in cash common stock, and contingent common stock consideration. The allocation of the purchase price resulted in tangible assets of $0.06 million, goodwill of $1.0 million, and other intangible assets of $0.39 million.

*Insurance Agencies*: Effective February 1, 2015, the Company acquired two insurance agencies, Lackey-Saunders Co., Inc. and Gloucester-Southside Insurance Agency, Inc., which were merged with the operations of Towne Insurance. The acquisitions were accounted for as business combinations under the acquisition method of accounting, and, as such, the assets acquired and liabilities assumed in the transactions were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired businesses are included in the Company's Consolidated Statements of Income commencing February 1, 2015. The total purchase price for the transactions was $2.89 million in cash and contingent common stock consideration. The allocation of the purchase price resulted in tangible assets of $0.30 million, goodwill of $2.0 million, other intangible assets, including customer lists of $0.78 million, and assumed liabilities of $0.19 million.

*Franklin Financial Corporation:* Effective January 2, 2015, TowneBank completed its acquisition of Franklin Financial Corporation ("Franklin") in an all-stock transaction. In the transaction, Franklin and Franklin Federal Savings Bank ("Franklin Bank"), a wholly-owned subsidiary of Franklin, merged with and into TowneBank.

In the merger with Franklin, each outstanding share of common stock of Franklin was converted into 1.40 shares of TowneBank common stock. TowneBank issued an aggregate of 15.55 million shares of TowneBank common stock to Franklin stockholders and cash of $9.90 million to holders of equity awards. Based on the closing price of TowneBank's common stock on January 2, 2015 of $15.35 per share, the aggregate consideration paid to Franklin common stockholders and holders of equity awards to acquire Franklin common stock was approximately $248.56 million.

The integration of Franklin Bank's deposit system and the conversion of Franklin Bank's branches to TowneBank's operating platform were completed over the weekend of January 3-4, 2015. Franklin Bank had eight branches, which all re-opened on Monday January 5, 2015 as TowneBank branches.

The Franklin merger has been accounted for under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the January 2, 2015 merger date. Such fair values were subject to adjustment for up to one year after the merger date or when additional information relative to the closing date fair values became available and such information was considered final, whichever was earlier. The application of the acquisition method of accounting resulted in goodwill of approximately $35.90 million. All of the recognized goodwill is expected to be non-deductible for tax purposes.

The following table presents the estimated fair values of the assets acquired and liabilities assumed for Franklin as of January 2, 2015 (dollars in thousands):

| | | |
|---|---|---|
| Fair value of assets acquired: | | |
| Cash and cash equivalents | $ | 260,559 |
| Securities available for sale | | 222,539 |
| Net loans | | 496,297 |
| Bank premise and equipment | | 10,890 |
| OREO, net of valuation allowance | | 15,693 |
| Core deposit intangible | | 1,501 |
| Other assets | | 89,290 |
| Total assets | $ | 1,096,769 |
| Fair value of liabilities assumed: | | |
| Deposits | $ | 682,947 |
| Long-term borrowings | | 191,478 |
| Other liabilities | | 9,687 |
| Total liabilities | $ | 884,112 |
| Net identifiable assets acquired | $ | 212,657 |
| Goodwill | | 35,899 |
| Net assets acquired | $ | 248,556 |
| Purchase Price: | | |
| Company common shares issued | | 15,547,627 |
| Purchase price per share of Company's common stock | $ | 15.35 |
| Common stock issued and cash exchanged for fractional shares | $ | 238,656 |
| Cash consideration for stock options paid | | 9,900 |
| Fair value of total consideration transferred | $ | 248,556 |

During the year ended December 31, 2015, adjustments were made to the purchase price allocations that resulted in increases as of the acquisition date to the initial fair value estimate of loans of $3.93 million, OREO of $0.85 million, core deposit intangible of $1.48 million, and a decrease to acquired net assets of $0.18 million resulting from adjustments to other assets and liabilities. The revised fair value estimates resulted in a decrease to goodwill of $6.08 million.

The Company assumed long-term borrowings of $191.48 million in the form of Federal Home Loan Bank of Atlanta ("FHLB") advances. On January 7, 2015, the Company repaid the advances in full.

The loans acquired in the Franklin merger were divided into loans with evidence of credit quality deterioration, which are accounted for under ASC 310-30 (purchased impaired), and loans that do not meet this criteria, which are accounted for under ASC 310-20 (purchased performing). As of January 2, 2015, the estimated fair value of the Franklin purchased performing loans acquired was $390.78 million, the related gross contractual amount was $557.82 million, and the estimated contractual cash flows not expected to be collected were $15.27 million.

The Company's operating results for the year ended December 31, 2015 include the results from the operations acquired in the Franklin transaction since January 2, 2015. Franklin's operations contributed approximately $31.73 million in total revenue (net interest income plus noninterest income) and an estimated $13.26 million in net income for the period from the acquisition date. Acquisition-related expenses of $0.49 million and $3.99 million were recorded in the Consolidated Statements of Income for the years ended December 31, 2015 and 2014, respectively.

The following table presents the acquired impaired loans receivable at the acquisition date (dollars in thousands):

| | |
|---|---|
| Contractual principal and interest at acquisition | $ 177,615 |
| Nonaccretable difference | (26,401) |
| Expected cash flows at acquisition | 151,214 |
| Accretable yield | (45,755) |
| Preliminary estimated fair value of loans acquired with a deterioration of credit quality | $ 105,459 |

*Beach Properties of Hilton Head*: Effective October 1, 2014, the Company acquired Beach Properties of Hilton Head, Inc., an independent resort property management company that was merged with the operations of Towne Vacations, a division of TowneBank's Realty segment. The acquisition was accounted for as a business combination under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*, and, as such, the assets acquired and liabilities assumed in the transaction were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired business are included in the Company's Consolidated Statements of Income commencing October 1, 2014. The purchase price for the transaction was $8.60 million in cash and common stock. The allocation of the purchase price resulted in tangible assets of $3.53 million, goodwill of $1.52 million, other intangible assets including customer lists of $5.47 million, and assumed liabilities of $1.88 million.

*Southern Insurance Agency*: Effective May 1, 2014, the Company acquired Southern Insurance Agency, Inc., which is affiliated with Towne Insurance. The acquisition was accounted for as a business combination under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*, and, as such, the assets acquired and liabilities assumed in the transaction were recorded at their respective fair values as of the acquisition date. The results of operations of the acquired business are included in the Company's Consolidated Statements of Income commencing May 1, 2014. The purchase price for the transaction was $11.81 million in cash, common stock, and contingent common stock consideration. The allocation of the purchase price resulted in tangible assets of $1.22 million, goodwill of $7.14 million, other intangible assets including customer lists of $3.90 million, and assumed liabilities of $0.45 million.

Excluding Monarch and Franklin, the acquisitions, when considered individually or in aggregate under relevant disclosure guidance, do not require the presentation of separate pro forma financial information.

## NOTE 3: INVESTMENT SECURITIES

*Available-for-sale securities*

The following chart indicates the amortized cost and fair values of available-for-sale securities for the periods indicated (in thousands):

**December 31, 2016**

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. agency securities | $ 293,663 | $ 102 | $ (1,295) | $ 292,470 |
| U.S. Treasury notes | 251,994 | 9 | (2) | 252,001 |
| Municipal securities | 23,502 | 184 | (134) | 23,552 |
| Trust preferred and other corporate securities | 3,493 | 555 | — | 4,048 |
| Mortgage-backed securities issued by GSE | 245,106 | 352 | (4,555) | 240,903 |
| Total available-for-sale securities | $ 817,758 | $ 1,202 | $ (5,986) | $ 812,974 |

**December 31, 2015**

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. agency securities | $ 540,984 | $ 91 | $ (3,263) | $ 537,812 |
| U.S. Treasury notes | 1,004 | — | (7) | 997 |
| Municipal securities | 21,445 | 449 | (45) | 21,849 |
| Trust preferred and other corporate securities | 5,409 | 620 | (1) | 6,028 |
| Mortgage-backed securities issued by GSE | 157,425 | 585 | (1,207) | 156,803 |
| Total available-for-sale securities | $ 726,267 | $ 1,745 | $ (4,523) | $ 723,489 |

For the year ended December 31, 2016, there were no proceeds from sales of securities available for sale. For the year ended December 31, 2015, proceeds from sales of securities available for sale amounted to $414.14 million and resulted in gross realized gains of $0.91 million and gross realized losses of $2,000. For the year ended December 31, 2014, the Company had proceeds from sales of securities available for sale in the amount of $1.86 million, resulting in gross realized gains of $45,000 gross realized losses of $60,000.

*Held-to-maturity securities*

The amortized cost and fair values of held-to-maturity investment securities for the periods indicated (in thousands):

**December 31, 2016**

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Trust preferred corporate securities | $ 500 | $ 204 | $ — | $ 704 |
| Municipal securities | 40,922 | 1,824 | — | 42,746 |
| Mortgage-backed securities issued by GSE | 25,068 | 122 | (444) | 24,746 |
| Total held-to-maturity securities | $ 66,490 | $ 2,150 | $ (444) | $ 68,196 |

**December 31, 2015**

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Trust preferred corporate securities | $ 500 | $ 214 | $ — | $ 714 |
| Municipal securities | 44,377 | 3,111 | — | 47,488 |
| Mortgage-backed securities issued by GSE | 24,168 | 94 | (97) | 24,165 |
| Total held-to-maturity securities | $ 69,045 | $ 3,419 | $ (97) | $ 72,367 |

*Maturities of investment securities*

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and estimated fair value of investment securities are shown by contractual maturity (including mortgage-backed securities) in the following tables (in thousands):

| December 31, 2016 | Available for Sale | | Held to Maturity | |
|---|---|---|---|---|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | $ 311,908 | $ 311,895 | $ — | $ — |
| Due after one year through five years | 251,962 | 250,690 | 2,881 | 2,967 |
| Due after five years through 10 years | 30,467 | 30,306 | 43,638 | 43,877 |
| Due after 10 years | 221,906 | 218,568 | 19,971 | 21,352 |
| | 816,243 | 811,459 | 66,490 | 68,196 |
| Other equity securities | 1,515 | 1,515 | — | — |
| | $ 817,758 | $ 812,974 | $ 66,490 | $ 68,196 |

| December 31, 2015 | Available for Sale | | Held to Maturity | |
|---|---|---|---|---|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | $ 138,796 | $ 138,749 | $ — | $ — |
| Due after one year through five years | 391,267 | 388,376 | 2,074 | 2,191 |
| Due after five years through 10 years | 63,766 | 63,681 | 40,803 | 41,662 |
| Due after 10 years | 131,003 | 131,248 | 26,168 | 28,514 |
| | 724,832 | 722,054 | 69,045 | 72,367 |
| Other equity securities | 1,435 | 1,435 | — | — |
| | $ 726,267 | $ 723,489 | $ 69,045 | $ 72,367 |

*Pledged securities*

At December 31, 2016 and 2015, the Company had investment securities with market values of $226.13 million and $210.65 million, respectively, pledged to secure federal, state, and municipal deposits. Additionally, the Company had no investment securities pledged to secure borrowings from the Federal Reserve Bank of Richmond ("FRB") at December 31, 2016 or 2015. The Company also had $42.01 million in investment securities pledged against repurchase agreements with commercial customers at December 31, 2016, compared to $50.34 million at December 31, 2015.

*Unrealized losses*

The following tables show the Company's gross unrealized losses and fair values aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position for the periods indicated (in thousands):

| **December 31, 2016** | **Less than 12 months** | | **12 months or more** | | **Total** | |
|---|---|---|---|---|---|---|
| **Description of Securities** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| U.S. Treasury obligations and direct obligations of U.S. government agencies | $ 241,582 | $ (1,297) | $ — | $ — | $ 241,582 | $ (1,297) |
| Municipal securities | 12,176 | (134) | — | — | 12,176 | (134) |
| Mortgage-backed securities issued by GSE | 230,504 | (4,897) | 5,122 | (102) | 235,626 | (4,999) |
| Total temporarily impaired securities | $ 484,262 | $ (6,328) | $ 5,122 | $ (102) | $ 489,384 | $ (6,430) |

| **December 31, 2015** | **Less than 12 months** | | **12 months or more** | | **Total** | |
|---|---|---|---|---|---|---|
| **Description of Securities** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| U.S. Treasury obligations and direct obligations of U.S. government agencies | $ 467,708 | $ (3,270) | $ — | $ — | $ 467,708 | $ (3,270) |
| Municipal securities | 4,464 | (28) | 2,439 | (17) | 6,903 | (45) |
| Mortgage-backed securities issued by GSE | 144,475 | (1,144) | 3,794 | (160) | 148,269 | (1,304) |
| Trust preferred and other corporate securities | — | — | 1,995 | (1) | 1,995 | (1) |
| Total temporarily impaired securities | $ 616,647 | $ (4,442) | $ 8,228 | $ (178) | $ 624,875 | $ (4,620) |

*U.S. Treasury obligations and direct obligations of U.S. government agency securities*

At December 31, 2016, 22 securities had unrealized losses of $1.30 million. The Company's unrealized losses on U.S. government agency securities were caused by interest rate fluctuations. The severity and duration of these unrealized losses will fluctuate with interest rates in the economy. Based on the credit quality of the issuers, and because it is the Company's intent to hold these securities until a market price recovery or maturity, and it is more likely than not that the Company will not be required to sell the securities before their anticipated recovery, the Company does not consider these investments other than temporarily impaired.

*Municipal securities*

At December 31, 2016, 17 securities had unrealized losses of $0.13 million. The Company's unrealized losses on municipal securities were caused by interest rate fluctuations. The severity and duration of these unrealized losses will fluctuate with interest rates in the economy. Based on the credit quality of the issuers, and because it is the Company's intent to hold these securities until a market price recovery or maturity, and it is more likely than not that the Company will not be required to sell the securities before their anticipated recovery, the Company does not consider these investments other than temporarily impaired.

*Government-Sponsored Enterprises ("GSE") mortgage-backed securities*

At December 31, 2016, 36 securities experienced a total unrealized loss of $5.0 million. The Company's unrealized losses on investments in federal agency mortgage-backed securities were caused by interest rate fluctuations. The severity and duration of these unrealized losses will fluctuate with interest rates in the economy. Because our mortgage-related securities are backed by FNMA and FHLMC, which are GSEs, or are collateralized by securities backed by these agencies, and because it is the Company's intent to hold these securities until a market price recovery or maturity, and it is more likely than not that the Company will not be required to sell the securities before their anticipated recovery, the Company does not consider these investments other than temporarily impaired.

*Trust preferred and other corporate securities*

At December 31, 2016, the Company had no unrealized losses on corporate securities.

*Other investments, including common stock*

At December 31, 2016, the Company had no unrealized losses in other investments or common stocks.

*FHLB stock*

The Company is required to maintain an investment in the capital stock of the FHLB. The FHLB stock is stated at cost, as this is a restricted security without a readily determinable fair value. The Company had $35.94 million and $23.69 million of FHLB stock at December 31, 2016 and 2015, respectively. Based on the Company's review of the credit quality of the institution, the institution's ability to repurchase shares, and the Company's carrying value in the shares, the Company does not consider this investment other than temporarily impaired.

## NOTE 4: LOANS AND ALLOWANCE FOR LOAN LOSSES

The Company grants commercial, real estate, and consumer loans to customers throughout our lending area. Although the Company has a diversified loan portfolio, a substantial portion of the Company's debtors' abilities to honor their contracts is dependent upon the economic environment of the lending area.

A summary of loan balances by major classification (in thousands):

| **December 31,** | **2016** | **2015** |
|---|---|---|
| **Real estate loans** | | |
| 1-4 family residential | $ 1,215,823 | $ 973,331 |
| Commercial | 2,251,312 | 1,784,393 |
| Construction and land development | 826,027 | 598,875 |
| Multifamily | 222,791 | 167,371 |
| Total real estate loans | 4,515,953 | 3,523,970 |
| **Commercial and industrial business** | 1,089,539 | 857,036 |
| **Consumer loans and other** | 201,729 | 138,387 |
| **Loans, net of unearned income and deferred costs** | $ 5,807,221 | $ 4,519,393 |

Unearned loan income was $4.02 million in excess of deferred loan costs at December 31, 2016, $2.86 million at December 31, 2015, and $2.57 million at December 31, 2014. There were $13.10 million, $8.67 million, and $6.74 million in nonaccrual loans at December 31, 2016, 2015, and 2014, respectively. The Company would have earned $0.18 million in 2016, $0.13 million in 2015, and $0.17 million in 2014 if interest on the loans had been accrued. Of total loans, $1.22 billion was pledged as collateral to secure overnight borrowings with the FHLB, and $65.34 million was pledged to secure borrowings from the discount window at the FRB at December 31, 2016.

*Allowance for Loan Losses*

The total allowance reflects management's estimate of loan losses inherent in the loan portfolio at the balance sheet date. While portions of the allowance are attributed to specific portfolio segments, the entire allowance is available to absorb credit losses inherent in the total loan portfolio. The Company considers the allowance for loan losses of $42.0 million adequate to cover loan losses inherent in the loan portfolio at December 31, 2016. The following table presents, by portfolio segment, the changes in the allowance for loan losses for the years ended December 31, 2016, 2015, and 2014 (in thousands):

| **December 31, 2016** | **Construction and Land Development** | **Commercial Real Estate** | **Multi-Family Real Estate** | **1-4 Family Residential Real Estate** | **Commercial and Industrial Business** | **Consumer Loans and Other** | **Total** |
|---|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | | |
| Balance, beginning of year | $ 4,984 | $ 14,687 | $ 945 | $ 8,990 | $ 5,774 | $ 2,979 | $ 38,359 |
| Provision charged to expense | (707) | 1,901 | 423 | 792 | 996 | 1,952 | 5,357 |
| Losses charged off | (107) | (399) | — | (1,448) | (481) | (459) | (2,894) |
| Recoveries | 110 | 59 | 2 | 716 | 121 | 171 | 1,179 |
| Balance, end of year | $ 4,280 | $ 16,248 | $ 1,370 | $ 9,050 | $ 6,410 | $ 4,643 | $ 42,001 |
| **December 31, 2015** | | | | | | | |
| Allowance for loan losses: | | | | | | | |
| Balance, beginning of year | $ 5,661 | $ 14,226 | $ 667 | $ 9,121 | $ 4,963 | $ 1,279 | $ 35,917 |
| Provision charged to expense | (549) | 496 | 277 | 676 | 440 | 1,687 | 3,027 |
| Losses charged off | (208) | (279) | — | (1,443) | (122) | (109) | (2,161) |
| Recoveries | 80 | 244 | 1 | 636 | 493 | 122 | 1,576 |
| Balance, end of year | $ 4,984 | $ 14,687 | $ 945 | $ 8,990 | $ 5,774 | $ 2,979 | $ 38,359 |
| **December 31, 2014** | | | | | | | |
| Allowance for loan losses: | | | | | | | |
| Balance, beginning of year | $ 7,925 | $ 13,621 | $ 699 | $ 10,730 | $ 4,711 | $ 694 | $ 38,380 |
| Provision charged to expense | (1,837) | 1,318 | 414 | (797) | 554 | 840 | 492 |
| Losses charged off | (561) | (1,165) | (493) | (1,473) | (432) | (415) | (4,539) |
| Recoveries | 134 | 452 | 47 | 661 | 130 | 160 | 1,584 |
| Balance, end of year | $ 5,661 | $ 14,226 | $ 667 | $ 9,121 | $ 4,963 | $ 1,279 | $ 35,917 |

The following table presents, by portfolio segment, the allocation of the allowance for loan losses at December 31, 2016 and 2015 (in thousands):

| December 31, 2016 | Construction and Land Development | Commercial Real Estate | Multi-Family Real Estate | 1-4 Family Residential Real Estate | Commercial and Industrial Business | Consumer Loans and Other | Total |
|---|---|---|---|---|---|---|---|
| Period-end balance allocated to: | | | | | | | |
| Loans individually evaluated for impairment | $ 61 | $ 1,078 | $ 13 | $ 1,384 | $ 71 | $ 14 | $ 2,621 |
| Loans collectively evaluated for impairment | 4,179 | 15,102 | 1,357 | 7,473 | 6,339 | 4,629 | 39,079 |
| Loans acquired with deteriorated credit quality | 40 | 68 | — | 193 | — | — | 301 |
| Balance, end of year | $ 4,280 | $ 16,248 | $ 1,370 | $ 9,050 | $ 6,410 | $ 4,643 | $ 42,001 |
| **December 31, 2015** | | | | | | | |
| Period-end balance allocated to: | | | | | | | |
| Loans individually evaluated for impairment | $ 411 | $ 819 | $ — | $ 1,255 | $ 26 | $ 13 | $ 2,524 |
| Loans collectively evaluated for impairment | 4,573 | 13,868 | 945 | 7,708 | 5,748 | 2,966 | 35,808 |
| Loans acquired with deteriorated credit quality | — | — | — | 27 | — | — | 27 |
| Balance, end of year | $ 4,984 | $ 14,687 | $ 945 | $ 8,990 | $ 5,774 | $ 2,979 | $ 38,359 |

The following table presents, by portfolio segment, the Company's investment in loans (in thousands):

| December 31, 2016 | Construction and Land Development | Commercial Real Estate | Multi-Family Real Estate | 1-4 Family Residential Real Estate | Commercial and Industrial Business | Consumer Loans and Other | Total |
|---|---|---|---|---|---|---|---|
| Ending balance: individually evaluated for impairment | $ 18,923 | $ 31,586 | $ 1,507 | $ 21,128 | $ 3,247 | $ 348 | $ 76,739 |
| Ending balance: collectively evaluated for impairment | 797,575 | 2,186,027 | 205,551 | 1,163,958 | 1,084,620 | 201,381 | 5,639,112 |
| Ending balance: loans acquired with deteriorated credit quality | 9,529 | 33,699 | 15,733 | 30,737 | 1,672 | — | 91,370 |
| Ending Balance | $ 826,027 | $ 2,251,312 | $222,791 | $ 1,215,823 | $ 1,089,539 | $ 201,729 | $ 5,807,221 |
| **December 31, 2015** | | | | | | | |
| Ending balance: individually evaluated for impairment | $ 9,566 | $ 13,627 | $ 731 | $ 13,286 | $ 496 | $ 78 | $ 37,784 |
| Ending balance: collectively evaluated for impairment | 582,901 | 1,740,467 | 150,282 | 930,185 | 856,540 | 138,309 | 4,398,684 |
| Ending balance: loans acquired with deteriorated credit quality | 6,408 | 30,299 | 16,358 | 29,860 | — | — | 82,925 |
| Ending Balance | $ 598,875 | $ 1,784,393 | $167,371 | $ 973,331 | $ 857,036 | $ 138,387 | $ 4,519,393 |

Loans acquired in a transfer, including business combinations, where there is evidence of credit deterioration since origination and it is probable at the date of acquisition that we will not collect all contractually required principal and interest payments, are accounted for as purchased impaired loans. Purchased impaired loans are initially recorded at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, the historical allowance for credit losses related to these loans is not carried over.

Accounting for purchased impaired loans involves estimating fair value, at acquisition, using the principal and interest cash flows expected to be collected discounted at the prevailing market rate of interest. The excess of cash flows expected to be collected over the estimated fair value at acquisition date is referred to as the accretable yield and is recognized in interest income using an effective yield method over the remaining life of the loans. The difference between contractually required payments and the cash flows expected to be collected at acquisition, considering the impact of prepayments, is referred to as the nonaccretable difference. Any decreases in cash flows expected to be collected (other than due to decreases in interest rate indices and changes in prepayment assumptions) will be charged to the provision for loan losses, resulting in an increase to the allowance for loan losses.

The following table presents the changes in the accretable yield for purchased impaired loans for the years ended December 31, 2016 and 2015 (in thousands):

| | December 31, | |
|---|---|---|
| | 2016 | 2015 |
| Balance at beginning of period | $ 43,959 | $ 2,107 |
| Additions | 2,207 | 45,755 |
| Accretion | (6,595) | (7,377) |
| Reclassifications from nonaccretable balance, net | 3,761 | 3,182 |
| Other changes, net | (2,865) | 292 |
| Balance at end of period | $ 40,467 | $ 43,959 |

At December 31, 2016, none of the purchased impaired loans were classified as nonperforming assets. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased loans. Any decreases in cash flows expected to be collected (other than due to decreases in interest rate indices and changes in prepayment assumptions), will be charged to the provision for loan losses, resulting in an increase to the allowance for loan losses.

*Portfolio Quality Indicators*

The Company's portfolio grading analysis estimates the capability of the borrower to repay the contractual obligations of the loan agreements as scheduled or at all. The Company's internal credit risk grading system is based on numerous factors, including management's experiences with similarly graded loans. Credit risk grades on impaired credits are refreshed each quarter as they become available, at which time management analyzes the resulting scores, as well as other external statistics and factors, to track loan performance.

The Company's internally assigned grades are as follows:

- Pass – Several pass credit grades comprise loans in this category, which are assigned based on varying levels of risk, ranging from credits that are secured by cash or marketable securities, to management attention credits which have all the characteristics of an acceptable credit risk but warrant more than the normal level of monitoring.

- Special Mention – Loans in this category are considered to have potential weaknesses that deserve management's attention. The borrower's ability to repay from the primary (intended) sources is currently adequate, but threatened by potential weaknesses which may, if not corrected, result in the deterioration of the repayment prospects for the asset or in the Company's credit position loss at some future date.

- Substandard – Loans in this category are considered to have increased credit risk and servicing needs and generally require that the Company follow their performance very closely. The borrower's ability to repay is threatened by a clearly defined weakness which jeopardizes ultimate repayment of the loan.

- Doubtful – Loans in this category are considered to be doubtful or a loss to the Company in terms of principal and interest repayment. The borrower's ability to repay in full, on the basis of currently existing facts, conditions, and values, is generally highly questionable and improbable.

The following tables represent consumer credit exposures by internally assigned grades for the years ended December 31, 2016 and 2015 (in thousands):

| December 31, 2016 | Construction and Land Development | Commercial Real Estate | Multi-Family Real Estate | 1-4 Family Residential Real Estate | Commercial and Industrial Business | Consumer Loans and Other | Total |
|---|---|---|---|---|---|---|---|
| Pass | $ 802,941 | $ 2,204,051 | $ 221,284 | $ 1,191,410 | $ 1,083,798 | $ 201,406 | $5,704,890 |
| Special Mention | 5,327 | 16,944 | — | 2,405 | 1,866 | — | 26,542 |
| Substandard | 17,759 | 30,317 | 1,507 | 22,008 | 3,795 | 323 | 75,709 |
| Doubtful | — | — | — | — | 80 | — | 80 |
| **Total** | $ 826,027 | $ 2,251,312 | $ 222,791 | $ 1,215,823 | $ 1,089,539 | $ 201,729 | $5,807,221 |

| December 31, 2015 | Construction and Land Development | Commercial Real Estate | Multi-Family Real Estate | 1-4 Family Residential Real Estate | Commercial and Industrial Business | Consumer Loans and Other | Total |
|---|---|---|---|---|---|---|---|
| Pass | $ 578,737 | $ 1,740,028 | $ 162,934 | $ 953,790 | $ 851,775 | $ 138,219 | $4,425,483 |
| Special Mention | 956 | 18,886 | 3,429 | 2,275 | 1,851 | 59 | 27,456 |
| Substandard | 19,182 | 25,479 | 1,008 | 17,266 | 3,410 | 109 | 66,454 |
| Doubtful | — | — | — | — | — | — | — |
| **Total** | $ 598,875 | $ 1,784,393 | $ 167,371 | $ 973,331 | $ 857,036 | $ 138,387 | $4,519,393 |

*Age Analysis of Past-Due Financing Receivables by Class*

The following table includes an aging analysis of the recorded investment of past-due financing receivables as of December 31, 2016. Also included are loans that are 90 days or more past due as to interest and principal and still accruing, because they are (i) well-secured and in the process of collection, or (ii) real estate loans or loans exempt under regulatory rules from being classified as nonaccrual. Purchased impaired loans are included in the aging schedule, but are excluded from the disclosure of accruing loans more than 90 days past due as they are considered to be accruing due to the existence of the accretable yield and not based on consideration given to contractual interest payments (in thousands).

| | Loans 30 - 59 Days Past Due | Loans 60 - 89 Days Past Due | Loans 90 or More Days Past Due | Nonaccrual Loans | Total Past Due and Nonaccruing | Current Loans | Total Loans Receivable | Accruing Loans More Than 90 Days Past Due |
|---|---|---|---|---|---|---|---|---|
| **December 31, 2016** | | | | | | | | |
| Construction and land development | $ 67 | $ — | $ 396 | $ 696 | $ 1,159 | $ 824,868 | $ 826,027 | $ — |
| Commercial real estate | 2,133 | 1,354 | 19 | 5,110 | 8,616 | 2,242,696 | 2,251,312 | — |
| Multifamily real estate | — | — | — | 690 | 690 | 222,101 | 222,791 | — |
| 1-4 family residential real estate | 5,170 | 77 | 1,157 | 6,113 | 12,517 | 1,203,306 | 1,215,823 | — |
| Commercial and industrial business loans | 792 | 75 | 4 | 362 | 1,233 | 1,088,306 | 1,089,539 | — |
| Consumer loans and other | 678 | 113 | 76 | 128 | 995 | 200,734 | 201,729 | 76 |
| **Total** | $ 8,840 | $ 1,619 | $ 1,652 | $ 13,099 | $ 25,210 | $5,782,011 | $ 5,807,221 | $ 76 |

| | Loans 30 - 59 Days Past Due | Loans 60 - 89 Days Past Due | Loans 90 or More Days Past Due | Nonaccrual Loans | Total Past Due and Nonaccruing | Current Loans | Total Loans Receivable | Accruing Loans More Than 90 Days Past Due |
|---|---|---|---|---|---|---|---|---|
| **December 31, 2015** | | | | | | | | |
| Construction and land development | $ 239 | $ — | $ 810 | $ 1,243 | $ 2,292 | $ 596,583 | $ 598,875 | $ 424 |
| Commercial real estate | 1,689 | 1,220 | — | 2,093 | 5,002 | 1,779,391 | 1,784,393 | — |
| Multifamily real estate | — | — | — | 731 | 731 | 166,640 | 167,371 | — |
| 1-4 family residential real estate | 2,586 | 834 | 895 | 4,267 | 8,582 | 964,749 | 973,331 | — |
| Commercial and industrial business loans | 633 | — | — | 282 | 915 | 856,121 | 857,036 | — |
| Consumer loans and other | 276 | — | — | 54 | 330 | 138,057 | 138,387 | — |
| **Total** | $ 5,423 | $ 2,054 | $ 1,705 | $ 8,670 | $ 17,852 | $4,501,541 | $ 4,519,393 | $ 424 |

The following table includes an aging analysis of the recorded investment of purchased impaired loans included in the table above (in thousands):

| | Loans 30 - 59 Days Past Due | Loans 60 - 89 Days Past Due | Loans 90 or More Days Past Due | Total Past Due | Current Loans | Total Loans Receivable |
|---|---|---|---|---|---|---|
| **December 31, 2016** | | | | | | |
| Construction and land development | $ — | $ — | $ 396 | $ 396 | $ 9,133 | $ 9,529 |
| Commercial real estate | — | 346 | 19 | 365 | 33,334 | 33,699 |
| Multifamily real estate | — | — | — | — | 15,733 | 15,733 |
| 1-4 family residential real estate | 902 | — | 1,158 | 2,060 | 28,678 | 30,738 |
| Commercial and industrial business loans | 205 | 75 | 4 | 284 | 1,387 | 1,671 |
| Consumer loans and other | — | — | — | — | — | — |
| **Total** | $ 1,107 | $ 421 | $ 1,577 | $ 3,105 | $ 88,265 | $ 91,370 |

| | Loans 30 - 59 Days Past Due | Loans 60 - 89 Days Past Due | Loans 90 or More Days Past Due | Total Past Due | Current Loans | Total Loans Receivable |
|---|---|---|---|---|---|---|
| **December 31, 2015** | | | | | | |
| Construction and land development | $ — | $ — | $ 386 | $ 386 | $ 6,022 | $ 6,408 |
| Commercial real estate | 59 | 1 | — | 60 | 30,239 | 30,299 |
| Multifamily real estate | — | — | — | — | 16,358 | 16,358 |
| 1-4 family residential real estate | 372 | 206 | 895 | 1,473 | 28,387 | 29,860 |
| Commercial and industrial business loans | — | — | — | — | — | — |
| Consumer loans and other | — | — | — | — | — | — |
| **Total** | $ 431 | $ 207 | $ 1,281 | $ 1,919 | $ 81,006 | $ 82,925 |

*Impaired Loans*

Management considers a loan to be impaired when, based on current information and events, it is determined that the Company will not be able to collect all amounts due according to the loan contract, including scheduled interest payments. Determination of impairment is treated the same across all classes of loans. When management identifies a loan as impaired, the impairment is measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, except when the sole (remaining) source of repayment for the loan is the operation or liquidation of the collateral. In these cases, management uses the current fair value of the collateral, less selling costs when foreclosure is probable, instead of discounted cash flows. If management determines that the value of the impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs, and unamortized premium or discount), impairment is recognized as a specific component to be provided for in the allowance for loan losses, or the impaired balance on collateral dependent loans is charged-off if it is determined that such amount represents a confirmed loss. Smaller balance loans (under $500,000) are generally not individually assessed for impairment but are evaluated collectively. In the fourth quarter of 2016, the Company adopted a policy to classify all loans identified as substandard as impaired. Previously, these loans were reviewed on a case-by-case basis. The adoption of this policy resulted in an increase in impaired loans of $32.29 million at December 31, 2016.

When the ultimate collectability of the total principal of an impaired loan is in doubt and the loan is on nonaccrual status, all payments are applied to principal, under the cost-recovery method. When the ultimate collectability of the total principal of an impaired loan is not in doubt and the loan is on nonaccrual status, contractual interest is credited to interest income when received, under the cash-basis method.

The following table includes the recorded investment, excluding interest receivable, and unpaid principal balances for impaired financing receivables, excluding purchased impaired loans, with the associated allowance amount, if applicable (in thousands):

| December 31, 2016 | Unpaid Principal Balance | Recorded Investment | Specific Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| **Loans without a specific valuation allowance** | | | | | |
| Construction and land development | $ 15,933 | $ 15,842 | $ — | $ 16,454 | $ 808 |
| Commercial real estate | 18,495 | 18,251 | — | 20,024 | 1,006 |
| Multifamily real estate | 1,288 | 1,239 | — | 1,313 | 69 |
| 1-4 family residential real estate | 7,569 | 7,445 | — | 7,711 | 323 |
| Commercial and industrial business loans | 1,892 | 1,749 | — | 1,904 | 106 |
| **Total** | $ 45,177 | $ 44,526 | $ — | $ 47,406 | $ 2,312 |
| **Loans with a specific valuation allowance** | | | | | |
| Construction and land development | $ 3,431 | $ 3,082 | $ 61 | $ 3,459 | $ 146 |
| Commercial real estate | 13,533 | 13,336 | 1,078 | 13,742 | 692 |
| Multifamily real estate | 268 | 268 | 13 | 274 | 15 |
| 1-4 family residential real estate | 14,084 | 13,682 | 1,384 | 14,322 | 642 |
| Commercial and industrial business loans | 1,579 | 1,497 | 71 | 1,867 | 97 |
| Consumer loans and other | 351 | 348 | 14 | 392 | 16 |
| **Total** | $ 33,246 | $ 32,213 | $ 2,621 | $ 34,056 | $ 1,608 |
| **Total impaired loans** | | | | | |
| Construction and land development | $ 19,364 | $ 18,924 | $ 61 | $ 19,913 | $ 954 |
| Commercial real estate | 32,028 | 31,587 | 1,078 | 33,766 | 1,698 |
| Multifamily real estate | 1,556 | 1,507 | 13 | 1,587 | 84 |
| 1-4 family residential real estate | 21,653 | 21,127 | 1,384 | 22,033 | 965 |
| Commercial and industrial business loans | 3,471 | 3,246 | 71 | 3,771 | 203 |
| Consumer loans and other | 351 | 348 | 14 | 392 | 16 |
| **Total** | $ 78,423 | $ 76,739 | $ 2,621 | $ 81,462 | $ 3,920 |

Included in the table above are accruing TDRs of $31.35 million, which the Company has designated as performing loans, while nonaccruing TDRs, which are also included in the above table of impaired loans, totaled $6.10 million.

| December 31, 2015 | Unpaid Principal Balance | Recorded Investment | Specific Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| **Loans without a specific valuation allowance** | | | | | |
| Construction and land development | $ 7,822 | $ 7,802 | $ — | $ 8,385 | $ 400 |
| Commercial real estate | 4,701 | 4,701 | — | 4,731 | 209 |
| Multifamily real estate | 751 | 731 | — | 755 | 28 |
| 1-4 family residential real estate | 2,086 | 2,070 | — | 2,107 | 75 |
| Commercial and industrial business loans | 281 | 161 | — | 268 | 16 |
| Consumer loans and other | — | — | — | — | — |
| **Total** | $ 15,641 | $ 15,465 | $ — | $ 16,246 | $ 728 |
| **Loans with a specific valuation allowance** | | | | | |
| Construction and land development | $ 2,154 | $ 1,764 | $ 411 | $ 2,450 | $ 52 |
| Commercial real estate | 8,982 | 8,926 | 819 | 9,103 | 448 |
| Multifamily real estate | — | — | — | — | — |
| 1-4 family residential real estate | 11,738 | 11,216 | 1,255 | 12,214 | 541 |
| Commercial and industrial business loans | 393 | 335 | 26 | 419 | 20 |
| Consumer loans and other | 80 | 78 | 13 | 90 | 5 |
| **Total** | $ 23,347 | $ 22,319 | $ 2,524 | $ 24,276 | $ 1,066 |
| **Total impaired loans** | | | | | |
| Construction and land development | $ 9,976 | $ 9,566 | $ 411 | $ 10,835 | $ 452 |
| Commercial real estate | 13,683 | 13,627 | 819 | 13,834 | 657 |
| Multifamily real estate | 751 | 731 | — | 755 | 28 |
| 1-4 family residential real estate | 13,824 | 13,286 | 1,255 | 14,321 | 616 |
| Commercial and industrial business loans | 674 | 496 | 26 | 687 | 36 |
| Consumer loans and other | 80 | 78 | 13 | 90 | 5 |
| **Total** | $ 38,988 | $ 37,784 | $ 2,524 | $ 40,522 | $ 1,794 |

Included in the table above are accruing TDRs of $29.11 million, which the Company has designated as performing loans, while nonaccruing TDRs, which are also included in the above table of impaired loans, totaled $4.80 million.

| December 31, 2014 | Unpaid Principal Balance | Recorded Investment | Specific Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| **Loans without a specific valuation allowance** | | | | | |
| Construction and land development | $ 9,288 | $ 9,043 | $ — | $ 9,602 | $ 451 |
| Commercial real estate | 10,232 | 9,964 | — | 10,342 | 486 |
| 1-4 family residential real estate | 6,686 | 6,459 | — | 6,730 | 288 |
| Commercial and industrial business loans | 572 | 443 | — | 578 | 23 |
| Consumer loans and other | 41 | 41 | — | 53 | 4 |
| **Total** | $ 26,819 | $ 25,950 | $ — | $ 27,305 | $ 1,252 |
| **Loans with a specific valuation allowance** | | | | | |
| Construction and land development | $ 2,076 | $ 1,881 | $ 464 | $ 2,452 | $ 36 |
| Commercial real estate | 9,350 | 9,177 | 1,177 | 9,474 | 377 |
| 1-4 family residential real estate | 8,077 | 7,920 | 1,195 | 8,141 | 391 |
| Commercial and industrial business loans | 255 | 231 | 231 | 282 | 13 |
| Consumer loans and other | — | — | — | — | — |
| **Total** | $ 19,758 | $ 19,209 | $ 3,067 | $ 20,349 | $ 817 |
| **Total impaired loans** | | | | | |
| Construction and land development | $ 11,364 | $ 10,924 | $ 464 | $ 12,054 | $ 487 |
| Commercial real estate | 19,582 | 19,141 | 1,177 | 19,816 | 863 |
| 1-4 family residential real estate | 14,763 | 14,379 | 1,195 | 14,871 | 679 |
| Commercial and industrial business loans | 827 | 674 | 231 | 860 | 36 |
| Consumer loans and other | 41 | 41 | — | 53 | 4 |
| **Total** | $ 46,577 | $ 45,159 | $ 3,067 | $ 47,654 | $ 2,069 |

Included in the table above are accruing TDRs of $38.42 million, which the Company has designated as performing loans, while nonaccruing TDRs, which are also included in the above table of impaired loans, totaled $2.50 million.

*Troubled Debt Restructurings*

In order to maximize the collection of loan balances, the Company evaluates troubled loan accounts on a case-by-case basis to determine if a loan modification would be appropriate. Loan modifications may be utilized when there is a reasonable chance that an appropriate modification would allow our clients to continue servicing the debt. A loan is a troubled debt restructuring ("TDR") if both of the following exist: (i) a creditor has granted a concession to the debtor, and (ii) the debtor is experiencing financial difficulties. Nonaccruing loans that are modified can be placed back on accrual status when both principal and interest are current, there is a sustained repayment performance of six months or greater, and it is probable that we will be able to collect all amounts due (both principal and interest) according to the terms of the loan agreement. All restructured loans are considered impaired in the calendar year of restructuring. Effective January 1, 2015, the Company adopted a policy stating that in subsequent years, a restructured loan may cease being classified as impaired if the loan was modified at a market rate and has performed according to the modified terms for at least six months.

The following table shows the loans modified in TDRs for the years ended December 31, 2016 and 2015 (in thousands, except number of loans):

| | Year Ended December 31, 2016 | | |
|---|---|---|---|
| | Number of Loans | Pre-Modification Recorded Balance | Post-Modification Recorded Balance |
| Construction and land development | 3 | $ 2,288 | $ 2,286 |
| Commercial real estate | 7 | 5,639 | 5,636 |
| 1-4 family residential real estate | 4 | 879 | 874 |
| Commercial and industrial | 1 | 206 | 206 |
| Consumer loans and other | 1 | 25 | 25 |
| **Total** | 16 | $ 9,037 | $ 9,027 |

| | Year Ended December 31, 2015 | | |
|---|---|---|---|
| | Number of Loans | Pre-Modification Recorded Balance | Post-Modification Recorded Balance |
| Commercial real estate | 1 | $ 468 | $ 468 |
| Multifamily real estate | 1 | 755 | 742 |
| 1-4 family residential real estate | 15 | 1,352 | 1,334 |
| Commercial and industrial | 1 | 21 | 20 |
| Consumer loans and other | 1 | 3 | 3 |
| **Total** | 19 | $ 2,599 | $ 2,567 |

The restructured loans generally include terms to reduce the interest rate and extend payment terms. We have not forgiven any principal on the above loans. One loan relationship consisting of five commercial loans, which totaled $1.52 million, was restructured within the last 12 months and subsequently defaulted.

The specific reserve portion of the allowance for loan losses on TDRs is determined by discounting the restructured cash flows at the original effective rate of the loan before modification, or is based on the underlying collateral value less costs to sell, if repayment of the loan is collateral-dependent. If the resulting amount is less than the recorded book value, the Company either establishes a valuation allowance as a component of the allowance for loan losses or charges off the impaired balance if it determines that such amount is a confirmed loss. This method is used consistently for all segments of the portfolio. At December 31, 2016, the large majority of significant impaired loans have been determined to be collateral-dependent.

*Nonaccrual Loans*

The Company generally places loans on nonaccrual status when the full and timely collection of interest or principal becomes uncertain, part of the principal balance has been charged off and no restructuring has occurred, or the loans reach a certain number of days past due. Commercial loans are placed on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 90 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection. Residential mortgage loans and other consumer loans are placed on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 120 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection. When loans are placed on nonaccrual status, interest receivable is reversed against interest income recognized in the current period, and any prior year unpaid interest is charged off against the allowance for loan losses. Interest payments received thereafter are applied as a reduction of the remaining principal balance so long as doubt exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they become current as to both principal and interest and when the collection of principal or interest is no longer doubtful. Similarly, mortgage loans and other consumer loans are also placed on nonaccrual status when full collection of principal and interest becomes doubtful, or they become delinquent for a specified period of time.

## NOTE 5: OTHER REAL ESTATE OWNED

The table below presents a summary of the activity related to OREO (in thousands):

| | Year Ended December 31, | |
|---|---|---|
| | 2016 | 2015 |
| Beginning balance | $ 34,420 | $ 35,115 |
| Additions and capital improvements | 7,657 | 18,202 |
| Franklin merger | (234) | 15,807 |
| Sales | (20,477) | (34,117) |
| Valuation allowance | (301) | 678 |
| Loss on sale and write-downs | (219) | (988) |
| Transfers (to) from premises and equipment | 3,659 | (277) |
| Ending balance | $ 24,505 | $ 34,420 |

## NOTE 6: PREMISES, EQUIPMENT, AND LEASES

A summary of the cost and accumulated depreciation of premises and equipment is as follows (in thousands):

| | Useful Life | December 31, | |
|---|---|---|---|
| | | 2016 | 2015 |
| Land and improvements | — | $ 34,040 | $ 31,467 |
| Buildings and improvements | 10 to 45 years | 133,362 | 119,147 |
| Autos | 3 to 5 years | 5,768 | 4,426 |
| Computer equipment | 2 to 5 years | 16,175 | 12,785 |
| Equipment | 5 to 10 years | 22,950 | 16,219 |
| Furniture and fixtures | 5 to 20 years | 49,071 | 41,073 |
| Leasehold improvements | Lesser of lease term or 15 years | 29,466 | 21,242 |
| Construction in progress | — | 102 | 322 |
| | | 290,934 | 246,681 |
| Less accumulated depreciation | | (92,366) | (72,986) |
| Net premises and equipment | | $ 198,568 | $ 173,695 |

Depreciation and leasehold amortization expense for the years ended December 31, 2016, 2015, and 2014 was $13.70 million, $11.72 million, and $10.46 million, respectively.

Various facilities and equipment are leased under noncancellable operating leases with initial remaining terms in excess of one year and an option for renewal. In addition to minimum rentals, certain leases have escalation clauses and include provisions for additional payments to cover taxes, insurance, and maintenance. The effects of scheduled rent increases, which are included in the minimum lease payments, are recognized on a straight-line basis over the lease term. Rental expense was $9.37 million for 2016, compared to $7.57 million for 2015, and $7.64 million for 2014.

Future minimum lease payments, by year and in the aggregate, under noncancellable operating facilities leases at December 31, 2016, are listed in the following chart (in thousands):

| | |
|---|---|
| 2017 | $ 10,402 |
| 2018 | 8,783 |
| 2019 | 5,736 |
| 2020 | 3,769 |
| 2021 | 2,045 |
| Thereafter | 20,592 |
| | $ 51,327 |

Rental income for the year ended December 31, 2016 was $0.96 million, compared to $0.64 million for 2015, and $0.33 million for 2014. Future minimum rental income, by year and in the aggregate, under noncancellable operating leases, was as follows at December 31, 2016 (in thousands):

| | |
|---|---|
| 2017 | $ 744 |
| 2018 | 506 |
| 2019 | 428 |
| 2020 | 351 |
| 2021 | 311 |
| Thereafter | 228 |
| | $ 2,568 |

## NOTE 7: GOODWILL AND INTANGIBLE ASSETS

The gross carrying amount and accumulated amortization for the Company's intangible assets (in thousands):

| | December 31, | | | |
|---|---|---|---|---|
| | 2016 | | 2015 | |
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| **Intangible assets subject to amortization** | | | | |
| Core deposit intangible | $ 9,818 | $ 1,827 | $ 1,918 | $ 431 |
| Non-compete agreements | 2,201 | 1,407 | 1,531 | 1,190 |
| Customer lists | 43,291 | 17,493 | 34,158 | 13,148 |
| Trade names | 211 | 169 | 211 | 127 |
| Total intangible assets subject to amortization | 55,521 | 20,896 | 37,818 | 14,896 |
| **Intangible assets not subject to amortization** | | | | |
| Contractual agreements | 3,231 | — | 3,231 | — |
| Total intangible assets not subject to amortization | 3,231 | — | 3,231 | — |
| **Total intangible assets** | $ 58,752 | $ 20,896 | $ 41,049 | $ 14,896 |

The aggregate amortization expense for intangible assets with finite lives for the year ended December 31, 2016 was $6.01 million, compared to $3.54 million for 2015, and $2.62 million for 2014. The estimated aggregate annual amortization expense for each of the five years subsequent to December 31, 2016, is as follows: 2017, $6.90 million; 2018, $6.32 million; 2019, $5.54 million; 2020, $4.87 million; and 2021, $4.16 million.

During 2016, the Company recorded $110.07 million in net increases to goodwill and $11.70 million in intangible assets. This represents the acquisitions of Monarch, Oak Island, and an insurance-related book of business. During 2015, the Company recorded $41.68 million in net increases to goodwill and $3.64 million in intangible assets. This represents the acquisitions of Franklin and five insurance agencies, and an insurance-related book of business. The intangible assets acquired are finite-lived, consisting primarily of book-of-business purchases.

No impairment charges were recorded in any year reported. Impairment testing indicated that goodwill was not impaired in 2016, 2015, or 2014. Changes in the carrying amount of goodwill related to each of the Company's segments are as follows (in thousands):

| | Bank | Realty | Insurance | Consolidated Totals |
|---|---|---|---|---|
| Balance, December 31, 2014 | $ 58,884 | $ 17,340 | $ 36,935 | $ 113,159 |
| Additions to goodwill | 35,435 | — | 9,589 | 45,024 |
| Other adjustments | — | (3,341) | — | (3,341) |
| Balance, December 31, 2015 | $ 94,319 | $ 13,999 | $ 46,524 | $ 154,842 |
| Additions to goodwill | 100,129 | 10,263 | — | 110,392 |
| Other adjustments | 465 | (767) | (22) | (324) |
| **Balance, December 31, 2016** | $ 194,913 | $ 23,495 | $ 46,502 | $ 264,910 |

## NOTE 8: BANK-OWNED LIFE INSURANCE POLICIES

The total carrying amount of bank-owned life insurance policies ("BOLI") as of December 31, 2016 was $189.50 million. The Company had $149.45 million of BOLI at December 31, 2015, and $58.72 million at December 31, 2014. The Company recognized BOLI income, included in other noninterest income, of $5.99 million, $5.19 million, and $2.14 million for the years ended December 31, 2016, 2015, and 2014, respectively. The Company has a related retirement plan, which provides retirement benefits to the executives covered under the plan. Although the retirement plan is technically unfunded, the life insurance policies are available to finance future benefits. Refer to Note 12 for additional discussions regarding retirement plans.

## NOTE 9: DEPOSITS

A summary of time deposits by maturity at December 31, 2016, is shown in the following chart (dollars in thousands):

| Maturity | Total |
|---|---|
| 2017 | $ 1,009,278 |
| 2018 | 310,735 |
| 2019 | 65,729 |
| 2020 | 46,308 |
| 2021 and thereafter | 72,330 |
| | $ 1,504,380 |

At year-end 2016, TowneBank had a total of $407.94 million in no-penalty time deposits as compared to $398.72 million at December 31, 2015. The aggregate amount of time deposits of $250,000 or more was $367.81 million and $390.22 million at December 31, 2016 and 2015, respectively.

Some of the Company's officers and directors, and the respective companies in which the officers and directors have a financial interest, have deposit relationships with the Company. Related party deposits amounted to approximately $82.29 million and $54.76 million at December 31, 2016 and 2015, respectively.

## NOTE 10: BORROWINGS

TowneBank is a member of the FHLB and may borrow funds based on criteria established by the FHLB. The FHLB may call these borrowings if the adjusted collateral balance falls below the borrowing level. The borrowing arrangements available from the FHLB could be either short- or long-term, depending on our related cost and needs.

Advances from the FHLB for the years ended December 31 are summarized as follows (dollars in thousands):

| | 2016 | 2015 |
|---|---|---|
| Balance outstanding at end of year | $ 687,511 | $ 429,080 |
| Average balance outstanding | $ 483,739 | $ 424,585 |
| Maximum outstanding at any month-end | $ 687,572 | $ 437,697 |
| Average interest rate during the year | 2.75% | 3.18% |
| Average interest rate at end of year | 2.32% | 2.90% |

The scheduled maturity dates, call dates, and related fixed interest rates on advances from the FHLB at December 31, 2016, are summarized as follows (dollars in thousands):

| Maturity Date | Interest Rate | Call Date | Outstanding Amount |
|---|---|---|---|
| 03/06/2017 | 4.08% | — | $ 100,000 |
| 05/18/2017 | 4.35% | 02/21/2017 | 80,000 |
| 05/18/2017 | 4.48% | 02/21/2017 | 80,000 |
| 01/29/2018 | 3.05% | — | 13,000 |
| 11/15/2028 | 3.43% | — | 4,955 |
| 12/01/2028 | 2.83% | — | 3,556 |
| 12/07/2020 | 0.53% | 01/09/2017 | 74,000 |
| 08/29/2019 | 0.65% | 01/30/2017 | 72,000 |
| 11/04/2019 | 1.26% | — | 260,000 |
| | | | $ 687,511 |

Information concerning securities sold under agreements to repurchase and federal funds purchased is summarized as follows (dollars in thousands):

| | 2016 | 2015 |
|---|---|---|
| Balance outstanding at end of year | $ 31,747 | $ 37,434 |
| Average balance outstanding | $ 36,088 | $ 38,561 |
| Maximum outstanding at any month-end | $ 39,442 | $ 39,206 |
| Average interest rate during the year | 0.25% | 0.15% |
| Average interest rate at end of year | 0.27% | 0.16% |

Retail repurchase agreements (“REPOs”) totaled $31.75 million at December 31, 2016. All REPOs are overnight short-term investments and are not insured by the Federal Deposit Insurance Corporation. Securities pledged as collateral under these REPO financing arrangements cannot be sold or repledged by the secured party and are therefore accounted for as a secured borrowing. Due to the overnight short-term nature of REPOs, potential risk due to a decline in the value of the pledged collateral is low. Collateral pledging requirements with REPOs are monitored daily. In addition, federal funds lines with other financial institutions of $140.00 million were available at December 31, 2016, for short-term funding needs. Federal funds purchased are overnight, unsecured borrowings.

At December 31, 2016 and 2015, the Company had an unused line of credit with the FHLB totaling $1.60 billion and $1.36 billion, respectively. The FHLB advances are secured by a blanket floating lien on certain 1-4 family residential, multifamily, HELOCS, second mortgages, and commercial mortgages with carrying values of $1.22 billion at December 31, 2016.

Further, the Company had loan participation lines and reverse repurchase agreements with various financial institutions available at December 31, 2016, which provide potential additional funding.

## NOTE 11: COMMITMENTS

TowneBank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit risk, which have not been recognized in the balance sheet. The contract amount of these instruments reflects the extent of the Company's involvement or "credit risk."

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. Unless noted otherwise, collateral or other security is required to support financial instruments with credit risk.

Our contractual amounts are as follows (in thousands):

| **December 31,** | **2016** | **2015** |
|---|---|---|
| Financial instruments whose contract amounts represent credit risk: | | |
| Commitments to extend credit | $ 2,084,992 | $ 1,400,395 |
| Standby letters of credit | 84,307 | 37,198 |
| | $ 2,169,299 | $ 1,437,593 |

Commitments to extend credit are agreements to lend to a customer as long as there is not a violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the counter-party. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, income-producing commercial properties, and real estate.

Standby letters of credit are conditional commitments issued to guarantee performance of a customer to a third party. The letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral supporting those commitments is generally held, if deemed necessary. The Company provides an allowance for estimated losses from such provisions that management considered adequate at December 31, 2016. Management does not anticipate any material losses will arise from additional disbursements of the aforementioned lines or standby letters of credit.

## NOTE 12: RETIREMENT PLANS

*Defined Contribution Plans*

The Company has a defined contribution 401(k) plan. All employees who are at least 18 years of age and have completed one quarter of a year of service are eligible to participate. Under the plan, employees may contribute a percentage of their annual salary, subject to statutory limitations, and the Company will make a discretionary match of the employees' contributions up to 6% of their salary. The Company matched employee contributions up to 3.0% in 2016, 4.2% in 2015, and did not match employee contributions in 2014. The Company may also make an additional discretionary contribution; there were no discretionary contributions for the years ended December 31, 2016, 2015, or 2014. The Company made matching contributions of $3.46 million, $1.19 million, and $0 for the years ended December 31, 2016, 2015, and 2014, respectively.

The Company has a non-qualified deferred compensation plan that allows certain executives, senior officers, and other employees to defer payment of up to 100% of their base salary and annual bonus. The Company has the option to match an employee's combined non-qualified deferred compensation and 401(k) deferrals up to a maximum of 6% of his or her salary. The Company does not match contributions made by employees who are participants in the SERP, described below.

The funds for the non-qualified deferred compensation plan are held in a rabbi trust and invested in certificates of deposit, which are included in other assets on the balance sheet. Changes in the obligation are recorded in compensation expense, which resulted in an increase in expenses of $0.68 million, $0.46 million, and $0.42 million for the years ended December 31, 2016, 2015, and 2014, respectively. The Company did not make matching contributions to the plan for the years ended December 31, 2016, 2015, or 2014.

*Retirement Plans*

On December 1, 2008, the Company implemented a noncontributory, unfunded SERP for certain officers and key employees. The SERP is intended to provide retirement benefits and postretirement health benefits to individuals covered under the plan. The SERP agreements with the officers provide that upon attainment of retirement age, generally at age 65, the participating officer will be entitled to receive a retirement benefit equal to either (i) a designated percentage, ranging from 30% to 50% of their base salary depending on their level of seniority, with an annual 4% increase until retirement, or (ii) a fixed targeted benefit amount. The retirement benefit is payable over a 15-year period, beginning at attainment of contractual retirement age. The SERP agreements provide for an annual vesting schedule until the participating officer reaches retirement age. In the case of a participating officer's voluntary termination of employment, disability, or termination for cause, the annual amount payable under the SERP is equal to the amount of the vested benefit earned as of the date of termination of employment. In the case of involuntary termination without cause or termination of employment for good reason by the participating officer, the participating officer becomes fully vested in the full retirement benefit. Upon termination of employment, payment of the retirement benefit does not begin until the participating officer reaches the designated retirement age set forth in the SERP agreement. In the event of death, the full amount of the retirement benefit is payable. We also provide postretirement benefits other than pensions for certain employees, which include healthcare, dental care, Medicare Part B reimbursement and life insurance benefits.

The following table sets forth changes in benefit obligations and financial data relative to the retirement plans. The accrued liability is recorded on the Consolidated Balance Sheets as a component of other liabilities (in thousands):

| | SERP | | Other Postretirement Benefits | |
|---|---|---|---|---|
| **December 31,** | **2016** | **2015** | **2016** | **2015** |
| *Change in benefit obligation* | | | | |
| Benefit obligation, beginning of year | $ 23,970 | $ 21,179 | $ 843 | $ 1,039 |
| Service cost | 2,270 | 1,497 | 111 | 3 |
| Interest cost | 1,092 | 874 | 32 | 1 |
| Net amortization | 217 | 146 | (59) | 69 |
| Benefits paid | (469) | (469) | (17) | (22) |
| Benefit obligation assumed through acquisition | 3,699 | — | — | — |
| Prior service cost | — | 1,405 | — | — |
| Net actuarial (gain) loss | (489) | (662) | 8 | (247) |
| Benefit obligation, end of year | $ 30,290 | $ 23,970 | $ 918 | $ 843 |
| *Change in plan assets* | | | | |
| Fair value of plan assets, beginning of year | — | — | — | — |
| Employer contributions | 469 | 469 | 17 | 22 |
| Benefits paid | (469) | (469) | (17) | (22) |
| Fair value of plan assets, end of year | $ — | $ — | $ — | $ — |
| Funded status, end of year | $ (30,290) | $ (23,970) | $ (918) | $ (843) |
| Accumulated benefit obligation, end of year | $ 28,433 | $ 22,027 | $ 918 | $ 843 |
| *Amounts recognized in other comprehensive income, pretax* | | | | |
| Prior service cost | $ — | $ 1,405 | $ — | $ — |
| Net actuarial (gain) loss | $ (489) | $ (662) | $ 8 | $ (247) |

The components of the net periodic benefit cost are as follows (in thousands):

| | SERP | | | Other Postretirement Benefits | | |
|---|---|---|---|---|---|---|
| | **2016** | **2015** | **2014** | **2016** | **2015** | **2014** |
| Service cost | $ 2,270 | $ 1,497 | $ 3,026 | $ 111 | $ 3 | $ 220 |
| Interest cost | 1,092 | 874 | 755 | 32 | 1 | 44 |
| Prior service cost | 151 | — | — | — | — | — |
| Net amortization | 66 | 146 | 17 | (59) | 69 | — |
| Net periodic benefit cost | $ 3,579 | $ 2,517 | $ 3,798 | $ 84 | $ 73 | $ 264 |

Amounts recognized as a component of accumulated other comprehensive income that have not yet been recognized as a component of net periodic benefit cost consist of the following:

| | SERP | | Other Postretirement Benefits | |
|---|---|---|---|---|
| **December 31,** | **2016** | **2015** | **2016** | **2015** |
| Prior service cost | $ 1,254 | $ 1,405 | $ — | $ — |
| Net actuarial (gain) loss | 334 | 671 | (239) | (247) |
| Deferred tax benefit (expense) | (556) | (726) | 83 | 86 |
| Amounts included in accumulated other comprehensive income, net of tax | $ 1,032 | $ 1,350 | $ (156) | $ (161) |

Pre-tax amounts recorded in accumulated other comprehensive income as of December 31, 2016 that are expected to be recognized as a component of our net periodic benefit cost in 2017 consist of the following:

| | SERP | Other Postretirement Benefits |
|---|---|---|
| Net actuarial (gain) loss | $ 135 | $ (24) |
| Prior service cost | $ 164 | $ — |

The Company used certain weighted average assumptions to determine benefit obligations and net benefit costs, including discount rate and rate of increase in future compensation levels. The discount rate used to determine net periodic benefit cost and benefit obligation of the SERP was 4.32% in 2016, 4.32% in 2015, and 4.08% 2014. The rate of increase in future compensation levels used was 4.0% in 2016, 2015, and 2014. The discount rate used to determine net periodic benefit cost and benefit obligation of other postretirement benefits was 4.32% in 2016, 4.32% in 2015, and 4.08% 2014.When estimating the discount rate, we review yields available on high-quality, fixed-income debt instruments and use a yield curve model from which the discount rate is derived by applying the projected benefit payments under the plan to points on a published yield curve.

The following table sets forth expected future benefit payments, which include expected future service, for the periods indicated (in thousands):

| Year | SERP | Other Postretirement Benefits |
|---|---|---|
| 2017 | $ 1,749 | $ 32 |
| 2018 | 1,802 | 34 |
| 2019 | 2,089 | 36 |
| 2020 | 2,231 | 55 |
| 2021 | 2,447 | 58 |
| 2022-2026 | 13,657 | 340 |

## NOTE 13: SHARE-BASED COMPENSATION

The Company maintains a share-based compensation plan ("Plan") that provides for the granting of incentive and non-statutory stock options and restricted common stock. The Plan is administered by the Compensation Committee of the Board of Directors (the "Compensation Committee"). The maximum number of shares reserved under the Plan is equal to 20% of the fully diluted number of shares of the Company's common stock outstanding, or such lesser number of shares as the Compensation Committee shall determine. The Company has a policy of using authorized and unissued common shares to satisfy share option exercises and vesting of restricted stock awards. At December 31, 2016, approximately 8.92 million common shares were available for issuance under the Plan.

*Stock options*: For stock options granted under the Plan, the stock option price cannot be less than the fair market value of the stock on the date granted. The Compensation Committee determines the exercise price for certain awards, and it can be based on future service. An option's maximum contractual term is 10 years from the date of grant. Options and awards granted under the Plan are subject to vesting requirements ranging from two to 10 years.

The following tables summarize our stock option activity and related information:

| For the Year Ended December 31, | 2016 | | 2015 | | 2014 | |
|---|---|---|---|---|---|---|
| | Number of Shares | Weighted-Average Exercise Price | Number of Shares | Weighted-Average Exercise Price | Number of Shares | Weighted-Average Exercise Price |
| Options outstanding, beginning balance | 277,287 | $ 17.69 | 414,005 | $ 18.44 | 514,086 | $ 18.43 |
| Granted | — | — | — | — | — | — |
| Exercised | (125,622) | 17.59 | (28,690) | 17.50 | — | — |
| Expired | (51,500) | 20.87 | (105,453) | 20.68 | (96,270) | 18.50 |
| Forfeited | (2,575) | 14.18 | (2,575) | 17.96 | (3,811) | 16.05 |
| Options outstanding, ending balance | 97,590 | $ 16.24 | 277,287 | $ 17.69 | 414,005 | $ 18.44 |
| Options exercisable at December 31, | 66,799 | $ 16.51 | 226,973 | $ 18.07 | 338,781 | $ 18.88 |

| | Number of Shares | Weighted-Average Exercise Price |
|---|---|---|
| Unvested stock options, December 31, 2015 | 50,314 | $ 15.99 |
| Granted | — | — |
| Vested | (18,238) | 16.71 |
| Forfeited | (1,285) | 14.18 |
| Unvested stock options, December 31, 2016 | 30,791 | $ 15.64 |

For the years ended December 31, 2016, 2015, and 2014, there were no stock options granted. In 2016, the total intrinsic value of options exercised was $1.27 million. In 2015, the total intrinsic value of options exercised was $0.09 million. There were no stock options exercised in 2014. Additional information pertaining to options outstanding at December 31, 2016, is as follows:

| | Number of Shares | Weighted-Average Exercise Price | Aggregate Intrinsic Value | Weighted-Average Remaining Contractual Life |
|---|---|---|---|---|
| Options outstanding | 97,590 | $ 16.24 | $ 1,660,323 | 1.87 |
| Options vested or expected to vest | 96,464 | $ 16.25 | $ 1,639,904 | 1.85 |
| Options exercisable | 66,799 | $ 16.51 | $ 1,118,050 | 1.51 |

The grant-date fair value of each option grant is estimated using the Black-Scholes option pricing model. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. Expected volatility was calculated based on the historical volatility of the Company's stock over the most recent period of time equal to the expected term of the option. The average expected life was based on the contractual term of the option and expected employee exercise and post-vesting employment termination behavior based on historical patterns. The risk-free interest rate is based on the U.S. Treasury zero-coupon issues with a remaining term equal to the expected life assumed at the date of grant. Forfeitures are estimated based on historical voluntary termination behavior.

For the years ended December 31, 2016 and 2015, the tax benefit on cash paid for stock options exercised was $0.45 million and $0.30 million, respectively. There were no exercises of stock options for the year ended December 31, 2014, for which cash was received and, therefore, no tax benefit realized. Compensation expense related to stock options for the years ended December 31, 2016, 2015, and 2014 was $0.07 million, $0.11 million, and $0.16 million, respectively. As of December 31, 2016, there was $0.11 million of total unrecognized compensation cost related to unvested stock option awards; that cost is expected to be recognized over a period of 2.58 years.

*Restricted stock awards ("RSAs")*: Under the Plan, grantees of restricted stock awards have full voting rights on the shares and are entitled to receive cash and stock dividends. RSAs granted under the Plan are generally subject to vesting requirements ranging from three to 10 years. The shares are subject to forfeiture if vesting and other contractual provision requirements are not met.

The following chart shows a summary of the restricted stock award activity and related information, assuming the weighted-average price being the weighted-average fair value at the date of grant for the year ended December 31, 2016:

| | Number of Shares | Weighted-Average Price |
|---|---|---|
| Unvested RSAs, beginning balance | 376,990 | $ 15.08 |
| Granted | 201,896 | 21.33 |
| Vested | (117,439) | 14.97 |
| Forfeited | (5,062) | 17.79 |
| Unvested RSAs, ending balance | 456,385 | $ 17.84 |

Compensation expense related to awards for the years ended December 31, 2016, 2015, and 2014 was $2.09 million, $1.81 million, and $1.49 million, respectively. The total fair value of awards vested during 2016, 2015, and 2014 was $1.76 million, $1.51 million, and $1.57 million, respectively. As of December 31, 2016, there was $6.78 million of total unrecognized compensation cost related to unvested restricted stock awards; that cost is expected to be recognized over a period of 3.75 years.

The Company has a directors' deferred compensation plan whereby the directors may elect to defer up to 100% of their directors' fees. All deferred compensation is invested in the Company's common stock and is held in a rabbi trust. The stock is held in the nominee name of the trustee, and the principal and earnings of the trust are held separate and apart from other funds of the Company, and are used exclusively for the uses and purposes of the deferred compensation agreement. The accounts of the trust have been consolidated in the financial statements of the Company with common stock reported separately in a manner similar to treasury stock (that is, changes in fair value are not recognized) and a corresponding deferred compensation obligation reflected in additional paid-in capital of $11.17 million and $10.17 million at December 31, 2016 and 2015, respectively.

## NOTE 14: STOCK PURCHASE PLAN, DIVIDEND REINVESTMENT PLAN, AND DIVIDEND RESTRICTIONS

The Board of Directors approved and adopted the Member Stock Purchase and Dividend Reinvestment Plan to raise additional capital by providing a convenient and cost-effective way for shareholders, customers, and employees to purchase shares of TowneBank common stock. In connection with the member stock purchase component of the plan for the year ended December 31, 2016, the Company entered the open market and acquired 101,867 shares at an average price of $22.28 per share. In connection with the dividend reinvestment component of the plan for the year ended December 31, 2016, the Company entered the open market and acquired 216,312 shares at an average price of $21.81 per share.

In connection with the member stock purchase component of the plan for the year ended December 31, 2015, the Company entered the open market and acquired 118,823 shares at an average price of $17.60 per share. In connection with the dividend reinvestment component of the plan for the year ended December 31, 2015, the Company entered the open market and acquired 263,453 shares at an average price of $17.13 per share.

TowneBank, as a Virginia banking corporation, may pay cash dividends only out of retained earnings. In February 2016, the Company declared a quarterly cash dividend of $0.12 per common share. In May, August, and November of 2016, the Company declared quarterly cash dividends of $0.13 per common share. In February 2015, the Company declared a quarterly cash dividend of $0.11 per common share. In May, August, and November of 2015, the Company declared quarterly cash dividends of $0.12 per common share. In February 2014, the Company declared a quarterly cash dividend of $0.10 per common share. In May, August, and November of 2014, the Company declared quarterly cash dividends of $0.11 per common share. The quarterly dividends were paid on April 12, 2013; July 12, 2013; October 11, 2013; January 12, 2014; April 11, 2014; July 11, 2014; October 10, 2014; January 12, 2015; April 10, 2015; July 10, 2015; October 9, 2015; January 12, 2016; April 12, 2016; July 12, 2016; October 12, 2016; and January 12, 2017.

Declaration of future cash dividends will depend on our earnings, our capital position, and other factors. All dividends paid are limited by the requirement to meet capital guidelines issued by regulatory authorities, and future declarations are subject to financial performance and regulatory requirements.

*Preferred Stock*

On September 22, 2011, the Company entered into a Securities Purchase Agreement with the Secretary of the U.S. Department of the Treasury (the "U.S. Treasury"), pursuant to which the Company sold and issued 76,458 shares of the Company's Senior Non-Cumulative Perpetual Preferred Stock, Series C ("Series C Preferred Stock"), for a total purchase price of $76.46 million. The issuance was pursuant to the Small Business Lending Fund program, a $30 billion fund established under the Small Business Jobs Act of 2010 that was created to encourage lending to small businesses by providing capital to qualified community banks with assets of less than $10 billion.

The holder of the Series C Preferred Stock was entitled to receive non-cumulative dividends, payable quarterly, on January 1, April 1, July 1, and October 1 of each year. The dividend rate could fluctuate on a quarterly basis during the first 10 quarters during which the Series C Preferred Stock was outstanding, based upon changes in the level of "Qualified Small Business Lending" ("QSBL") by the Company as compared to the Company's baseline QSBL level, which was established at the closing of the issuance. Due to the Company's loan growth, the blended rate for the years ended December 31, 2013 and 2014, was 1.0% and remained fixed at that rate through the date of repayment.

On January 7, 2015, the Company redeemed in full its $76.46 million of outstanding Series C Preferred Stock issued to the U.S. Treasury under the Small Business Lending Fund. The redemption price was $76.46 million plus accrued but unpaid dividends to the date of redemption.

## NOTE 15: OTHER EXPENSES

The following chart shows a summary of other expenses (in thousands):

| **Year Ended December 31,** | **2016** | **2015** | **2014** |
|---|---|---|---|
| Advertising and marketing | $ 8,443 | $ 7,515 | $ 5,178 |
| Acquisition-related expenses | 19,111 | 1,312 | 4,280 |
| Charitable contributions | 4,582 | 5,193 | 3,430 |
| Telephone and postage | 5,996 | 4,701 | 4,184 |
| Outside processing | 6,420 | 4,844 | 3,631 |
| Professional fees | 5,329 | 5,764 | 5,178 |
| Other | 9,417 | 6,019 | 6,260 |
| Stationery and office supplies | 2,978 | 2,479 | 2,132 |
| Amortization of intangible assets | 6,010 | 3,537 | 2,623 |
| Foreclosed property expenses | 1,335 | 1,785 | 3,992 |
| FDIC and other insurance | 4,613 | 4,954 | 3,885 |
| Software expense | 7,116 | 5,916 | 4,615 |
| Travel/Meals/Entertainment | 2,044 | 1,452 | 1,133 |
| Directors' expense | 1,371 | 1,244 | 1,099 |
| Bank franchise tax/SCC fees | 4,184 | 2,499 | 2,191 |
| | $ 88,949 | $ 59,214 | $ 53,811 |

## NOTE 16: REGULATORY CAPITAL REQUIREMENTS

The Company is subject to various regulatory capital requirements. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

In July 2013, the Federal Deposit Insurance Corporation (the "FDIC") and the other federal banking agencies approved the final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks (commonly known as Basel III). On January 1, 2015, the Company became subject to the FDIC final rule's revised definitions of regulatory capital, the new minimum regulatory capital ratios, and various regulatory capital adjustments and deductions according to transition provisions and timelines. All banking organizations began calculating standardized total risk-weighted assets on January 1, 2015. A transition period for the capital conservation buffer under Basel III for all banking organizations began on January 1, 2016 and will end January 1, 2019.

Risk-based capital ratios, which include common equity tier I, tier I capital, total capital and leverage capital, are calculated based on Basel III regulatory transitional guidance related to the measurement of capital, risk-weighted assets, and average assets. To be categorized as "well-capitalized," the Company must maintain minimum total common equity tier I, tier 1 capital, total capital, and leverage capital ratios as set forth in the table below. Under the FDIC rules, we are considered "well capitalized" as of December 31, 2016.

A summary of our required and actual capital components follow (dollars in thousands):

| As of December 31, 2016 | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Action Provisions | |
|---|---|---|---|---|---|---|
| | Amount | Ratio % | Amount | Ratio % | Amount | Ratio % |
| Common equity tier 1 | | | | | | |
| (to risk-weighted assets) | $ 797,205 | 11.75% | $ 305,365 | 4.50% | $ 441,083 | 6.50% |
| Tier 1 capital | | | | | | |
| (to risk-weighted assets) | $ 802,066 | 11.82% | $ 407,154 | 6.00% | $ 542,872 | 8.00% |
| Total risk-based capital | | | | | | |
| (to risk-weighted assets) | $ 844,067 | 12.44% | $ 542,872 | 8.00% | $ 678,590 | 10.00% |
| Tier 1 leverage ratios | | | | | | |
| (to average assets) | $ 802,066 | 10.44% | $ 307,342 | 4.00% | $ 384,178 | 5.00% |

| As of December 31, 2015 | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Action Provisions | |
|---|---|---|---|---|---|---|
| | Amount | Ratio % | Amount | Ratio % | Amount | Ratio % |
| Common equity tier 1 | | | | | | |
| (to risk-weighted assets) | $ 649,657 | 12.59% | $ 232,278 | 4.50% | $ 335,512 | 6.50% |
| Tier 1 capital | | | | | | |
| (to risk-weighted assets) | $ 655,337 | 12.70% | $ 309,703 | 6.00% | $ 412,938 | 8.00% |
| Total risk-based capital | | | | | | |
| (to risk-weighted assets) | $ 693,695 | 13.44% | $ 412,938 | 8.00% | $ 516,173 | 10.00% |
| Tier 1 leverage ratios | | | | | | |
| (to average assets) | $ 655,337 | 10.67% | $ 245,653 | 4.00% | $ 307,066 | 5.00% |

## NOTE 17: FAIR VALUE DISCLOSURES

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level valuation hierarchy was established for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

**Level 1** Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments, and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

**Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis.

**Securities available for sale:** Fair values are based on published market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

**Derivative Financial Instruments:** Interest rate lock commitments, related to the origination of mortgage loans held for sale, are recorded at estimated fair value based on the value of the underlying loan, which in turn is based on quoted prices for similar loans in the secondary market. However, this value is adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close. This factor, the fall-out rate, is derived from the Company’s internal data and is adjusted using significant management judgment. The fall-out rate is largely dependent on the processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. As such, interest rate lock commitments are classified as recurring Level 3. For the years ended December 31, 2016 and 2015, the Company used weighted average fall-out rates of 17.99%, and 16.80%, respectively.

To mitigate the effect of the interest rate risk inherent in providing rate lock commitments to borrowers, the Company enters into either a forward sales contract to sell loans to investors when using best efforts or a TBA mortgage-backed security under mandatory delivery. The forward sales contracts lock in a price for the sale of loans with similar characteristics to the specific rate lock commitments. The Company has not formally designated these derivatives as a qualifying hedge relationship, accordingly, changes to fair value are recorded to earnings each period. These valuations fall into a Level 2 category.

Assets and liabilities measured at fair value on a recurring basis are summarized below (in thousands):

| | December 31, 2016 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| U.S. agency securities | $ — | $ 292,470 | $ — | $ 292,470 |
| U.S. Treasury notes | $ — | $ 252,001 | $ — | $ 252,001 |
| Municipal securities | $ — | $ 23,552 | $ — | $ 23,552 |
| Mortgage-backed securities issued by GSE | $ — | $ 240,903 | $ — | $ 240,903 |
| Trust preferred and other corporate securities | $ — | $ 4,048 | $ — | $ 4,048 |
| Derivative assets | $ — | $ 1,547 | $ 2,282 | $ 3,829 |
| Derivative liabilities | $ — | $ 647 | $ — | $ 647 |

| | December 31, 2015 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| U.S. agency securities | $ — | $ 537,812 | $ — | $ 537,812 |
| U.S. Treasury notes | $ — | $ 997 | $ — | $ 997 |
| Municipal securities | $ — | $ 21,849 | $ — | $ 21,849 |
| Mortgage-backed securities issued by GSE | $ — | $ 156,803 | $ — | $ 156,803 |
| Trust preferred and other corporate securities | $ — | $ 6,028 | $ — | $ 6,028 |
| Derivative assets | $ — | $ — | $ 1,239 | $ 1,239 |

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis that were still held in the balance sheet at quarter-end, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related assets (in thousands):

| **December 31, 2016** | **Level 1** | **Level 2** | **Level 3** | **Total** |
|---|---|---|---|---|
| Impaired loans | $ — | $ — | $ 12,097 | $ 12,097 |
| Foreclosed property | $ — | $ 20,355 | $ 4,150 | $ 24,505 |
| **December 31, 2015** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Impaired loans | $ — | $ — | $ 13,858 | $ 13,858 |
| Foreclosed property | $ — | $ 24,378 | $ 10,042 | $ 34,420 |

The following is a description of valuation methodologies used for assets measured on a nonrecurring basis.

**Loans:** Impaired loans for which repayment of the loan is expected to be provided solely by the value of the underlying collateral are considered collateral dependent and are valued based on the fair value of such collateral. Collateral values are estimated using inputs based on observable market data, where available, or inputs based on customized discounting criteria. In cases where such inputs were unobservable, specifically discounts applied to appraisal values to adjust such values to current market conditions or to reflect net realizable value, the impaired loan balance is reflected within Level 3 of the hierarchy. These discounts ranged from 0.56% to 58.69%, with a weighted average of 14.75%.

**Loans held for sale:** Loans held for sale are carried at the lower of cost or estimated fair value. Fair values of loans held for sale are based on commitments on hand from investors or, if commitments have not yet been obtained, prevailing market rates.

**Foreclosed property:** The fair value of foreclosed property is estimated using Level 2 inputs based on observable market data or Level 3 inputs based on assumptions specific to the individual property. Level 3 inputs typically include unobservable inputs such as management-applied discounts used to further reduce values to a net realizable value or in situations where our appraisal date predates a likely change in market conditions. These deductions ranged from 5.86% to 57.08%, with a weighted average of 9.86%.

The following methods and assumptions were used in estimating fair value for the remaining classes of our financial instruments.

**Cash and due from banks, interest-bearing deposits in financial institutions, and federal funds sold:** The carrying amount approximates fair value.

**Securities held to maturity:** Fair values are based on published market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

**Loans:** For credit card and other loan receivables with short-term and/or variable characteristics, the total receivable outstanding approximates fair value. The fair value of other loans is estimated by discounting the future cash flows using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

**Interest receivable and interest payable:** The carrying amount approximates fair value.

**Deposits:** The fair value of noninterest-bearing deposits and deposits with no defined maturity is estimated by discounting anticipated future cash flows using current borrowing rates. The fair value of certificates of deposit is estimated by discounting the future cash flows using the current rates at which similar deposits would be made.

**Advances from the FHLB:** The fair value of advances from the FHLB is determined using the discounted cash flow method with the discount rate being equal to the rate currently offered on similar products.

**Repurchase agreements:** The carrying amount approximates fair value.

**Commitments to extend and standby letters of credit:** These financial instruments are generally not sold or traded. The estimated fair values of off-balance-sheet credit commitments, including standby letters of credit and guarantees written, are not readily available due to the lack of cost-effective and reliable measurement methods for these instruments.

The estimated fair values of our financial instruments required to be disclosed under ASC 825, *Financial Instruments*, and the level within the fair value hierarchy at which such assets and liabilities are measured on a recurring basis are as follows (in thousands):

| December 31, 2016 | Carrying Value | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|---|
| Cash and due from banks | $ 130,967 | $ 130,967 | $ 130,967 | $ — | $ — |
| Interest-bearing deposits in financial institutions | $ 5,581 | $ 5,581 | $ 5,581 | $ — | $ — |
| Securities available for sale | $ 812,974 | $ 812,974 | $ — | $ 812,974 | $ — |
| Securities held to maturity | $ 66,490 | $ 68,196 | $ — | $ 68,196 | $ — |
| Mortgage loans held for sale | $ 314,117 | $ 314,409 | $ — | $ 314,409 | $ — |
| Loans, net | $ 5,807,221 | $ 5,828,335 | $ — | $ — | $ 5,828,335 |
| Interest receivable | $ 20,288 | $ 20,288 | $ — | $ 20,288 | $ — |
| Deposits | $ 6,035,197 | $ 5,468,657 | $ — | $ 5,468,657 | $ — |
| Advances from the Federal Home Loan Bank of Atlanta | $ 687,511 | $ 687,100 | $ — | $ 687,100 | $ — |
| Repurchase agreements and other borrowings | $ 31,747 | $ 31,750 | $ — | $ 31,750 | $ — |
| Interest payable | $ 3,320 | $ 3,320 | $ — | $ 3,320 | $ — |

| December 31, 2015 | Carrying Value | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|---|
| Cash and due from banks | $ 250,836 | $ 250,836 | $ 250,836 | $ — | $ — |
| Interest-bearing deposits in financial institutions | $ 1,001 | $ 1,001 | $ 1,001 | $ — | $ — |
| Securities available for sale | $ 723,489 | $ 723,489 | $ — | $ 723,489 | $ — |
| Securities held to maturity | $ 69,045 | $ 72,367 | $ — | $ 72,367 | $ — |
| Mortgage loans held for sale | $ 102,346 | $ 102,346 | $ — | $ 102,346 | $ — |
| Loans, net | $ 4,481,034 | $ 4,523,282 | $ — | $ — | $ 4,523,282 |
| Interest receivable | $ 16,522 | $ 16,522 | $ — | $ 16,522 | $ — |
| Deposits | $ 4,914,027 | $ 4,454,157 | $ — | $ 4,454,157 | $ — |
| Advances from the Federal Home Loan Bank of Atlanta | $ 429,080 | $ 441,175 | $ — | $ 441,175 | $ — |
| Repurchase agreements and other borrowings | $ 37,434 | $ 37,437 | $ — | $ 37,437 | $ — |
| Interest payable | $ 2,908 | $ 2,908 | $ — | $ 2,908 | $ — |

## Note 18. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company enters into interest rate lock commitments with its mortgage customers. The Company is also a party to forward mortgage loan sales contracts to sell loans servicing released and sales of TBA mortgage-backed securities. When the interest rate is locked with the borrower, the rate lock commitment, forward sale agreement, and mortgage-backed security position are undesignated derivatives and marked to fair value through earnings. The fair value of the rate lock derivative is based on quoted prices for similar loans in the secondary market adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close. Both the rate lock commitment and the corresponding forward sales contracts are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the estimated fair value of the derivatives during the commitment period are recorded in current earnings and included in net residential mortgage banking income in the Consolidated Statements of Income.

As a result of the Monarch merger, we participate in a “mandatory” delivery program for mortgage loans. Under the mandatory delivery system, loans with interest rate locks are paired with the sale of a TBA mortgage-backed security bearing similar attributes. Under the mandatory delivery program, we commit to deliver loans to an investor at an agreed upon price prior to the close of such loans. This differs from a “best efforts” delivery, which sets the sale price with the investor on a loan-by-loan basis when each loan is locked.

The following table reflects the amount and market value of mortgage banking derivatives included in the Consolidated Balance Sheets as of the period end (in thousands):

| | December 31, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Notional Amount | Fair Value | Notional Amount | Fair Value |
| Included in other assets: | | | | |
| Forward contracts related to interest rate lock commitments and mortgage loans held for sale | $ 14,923 | $ 78 | $ — | $ — |
| Interest rate lock commitments | 215,166 | 2,282 | 76,815 | 1,239 |
| TBA mortgage-backed securities | 73,500 | 1,469 | — | — |
| Total included in other assets | | $ 3,829 | | $ 1,239 |
| Included in other liabilities: | | | | |
| Forward contracts related to interest rate lock commitments and mortgage loans held for sale | $ 29,881 | $ 647 | $ — | $ — |
| Total included in other liabilities | | $ 647 | | $ — |

The following table indicates the gain or loss recognized in income on derivatives for the years presented (in thousands):

| | December 31, | |
|---|---|---|
| | 2016 | 2015 |
| Interest rate lock commitments | $ (2,407) | $ 293 |
| Forward sales contracts | 908 | — |
| | $ (1,499) | $ 293 |

## NOTE 19: VARIABLE INTEREST ENTITIES

In the normal course of business, the Company is involved with various entities that are considered to be Variable Interest Entities ("VIE"). A VIE is an entity that has either 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. In accordance with existing accounting guidance, we are required to consolidate any VIE of which we are determined to be the primary beneficiary. The primary beneficiary is the entity that has (i) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and (ii) the obligation to absorb losses of the entity that could potentially be significant to the VIE, or the right to receive benefits from the entity that could potentially be significant to the VIE. We review all significant interests in the VIEs we are involved with, including the amounts and types of financial and other support, including equity investments, debt financing, and guarantees. We also consider the activities of the VIEs that most significantly impact the VIEs' economic performance and whether we have control over those activities. We assess whether or not we are the primary beneficiary of a VIE on an ongoing basis. To provide the necessary disclosures, we aggregate similar VIEs based on the nature and purpose of the entities.

*Low Income Housing Tax Credit Partnerships*

As part of its community reinvestment initiatives, the Company invests within its footprint in multifamily affordable housing developments as a limited partner. The Company receives tax credits for its partnership investments. The Company has determined that these partnerships are VIEs when it does not own 100% of the entity, because the holders of the equity investment at risk do not have the power through voting rights or similar rights to direct the activities of the entity that most significantly impact the entity's economic performance. Accordingly, the Company's limited partner interests are variable interests that the Company evaluates for purposes of determining whether the Company is the primary beneficiary.

For each of the partnerships, the Company acts strictly in a limited partnership capacity. The Company has determined that it is not the primary beneficiary of these partnerships because it does not have the power to direct the activities of the entity that most significantly impact the entity's economic performance. The Company accounts for its limited partner interests in accordance with the accounting guidance for investments in affordable housing projects. Partnership assets of $92.44 million and $61.71 million in these partnerships were not included in the Consolidated Balance Sheets at December 31, 2016 and 2015, respectively. These limited partner interests had carrying values of $14.94 million and $16.16 million at December 31, 2016 and 2015, respectively, and are recorded in other assets on the Company's Consolidated Balance Sheets. The Company's maximum exposure to loss for these limited partner investments totaled $21.02 million and $16.16 million at December 31, 2016 and 2015, respectively. As of December 31, 2016, the Company has $19.92 million in funding commitments that are dependent on certain contractual milestones and $12.0 million in loans, unfunded short-term construction loans or letters of credit commitments. For the 12-month period ended December 31, 2016, a tax benefit totaling $1.38 million, net of amortization of $2.78 million, was recognized as a component of income tax expense.

## NOTE 20: INCOME TAXES

The provision for income taxes charged to operations is listed in the following chart (in thousands):

| For the Year Ended December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| **Current income tax expense** | | | |
| Federal | $ (24,520) | $ (22,163) | $ (18,778) |
| State | (1,024) | (1,042) | (547) |
| Total current tax expense | (25,544) | (23,205) | (19,325) |
| **Deferred income tax (expense) benefit** | | | |
| Federal | (3,154) | (3,671) | 1,146 |
| State | — | — | — |
| Total deferred income tax (expense) benefit | (3,154) | (3,671) | 1,146 |
| Income tax expense | $ (28,698) | $ (26,876) | $ (18,179) |

Differences between income tax expense calculated at the statutory rate and shown on the Consolidated Statements of Income are summarized as follows (dollars in thousands):

| | 2016 | | 2015 | | 2014 | |
|---|---|---|---|---|---|---|
| **For the Year Ended December 31,** | **$** | **Rate** | **$** | **Rate** | **$** | **Rate** |
| Federal income tax expense at statutory rate | $ (33,582) | (35.00)% | $ (31,240) | (35.00)% | $ (21,122) | (35.00)% |
| State income tax expense, net of federal benefit | (666) | (0.69)% | (677) | (0.76)% | (332) | (0.55)% |
| Tax advantaged income | 4,981 | 5.19 % | 3,850 | 4.31 % | 2,760 | 4.57 % |
| Tax credits | — | — % | 204 | 0.23 % | 222 | 0.37 % |
| LIHTC, net of amortization | 1,378 | 1.44 % | 1,291 | 1.45 % | 1,152 | 1.91 % |
| Franklin Federal capital loss carryforward utilized | — | — % | 452 | 0.51 % | — | — |
| Section 162(m) disallowance | — | — % | (615) | (0.69)% | (171) | (0.28)% |
| Merger and acquisition expense | (476) | (0.50)% | (212) | (0.24)% | (534) | (0.88)% |
| Other | (333) | (0.35)% | 71 | 0.08 % | (154) | (0.26)% |
| Income tax expense | $ (28,698) | (29.91)% | $ (26,876) | (30.11)% | $ (18,179) | (30.12)% |

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Management believes it is more likely than not that the Company will realize the benefits of the Company's deferred tax assets.

Significant components of deferred tax assets and deferred tax liabilities follow (in thousands):

| **Year Ended December 31,** | **2016** | **2015** |
|---|---|---|
| **Deferred tax assets:** | | |
| Allowance for loan losses | $ 14,700 | $ 13,426 |
| Stock-based compensation | 754 | 975 |
| Basis differences due to tax credits and partnerships | 2,576 | 335 |
| Other | 3,590 | 3,424 |
| Accrued expenses | 3,009 | 3,408 |
| Retirement plan | 11,348 | 8,545 |
| Unrealized loss on securities available for sale | 1,674 | 972 |
| Deferred compensation | 7,103 | 5,951 |
| Assets acquired in acquisitions | 20,189 | 14,847 |
| Total deferred tax assets | 64,943 | 51,883 |
| **Deferred tax liabilities:** | | |
| Depreciation | 12,270 | 13,424 |
| Noncompete and intangibles | 6,580 | 2,867 |
| Other | 3,028 | 1,224 |
| Total deferred tax liabilities | 21,878 | 17,515 |
| Net deferred tax assets | $ 43,065 | $ 34,368 |

As of December 31, 2016 and December 31, 2015, the Company did not have any unrecognized tax benefits. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next 12 months. The Company recognizes interest and penalties related to unrecognized tax benefits as "Interest Expense" and "Other Expense," respectively, and not as part of the tax provision. The Company did not recognize any interest expense or penalties for the years ended December 31, 2016, 2015, and 2014. Additionally, there were no interest or penalties accrued at December 31, 2016 or 2015. The Company is no longer subject to examination for federal and state purposes for tax years prior to 2013.

## NOTE 21: ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the components of accumulated other comprehensive income (loss) at December 31, 2016, 2015, and 2014, and changes during the years then ended. The amounts reclassified from accumulated other comprehensive income for the securities available for sale are included in gain on investment securities, net on the consolidated statements of income, while the amounts reclassified from accumulated other comprehensive income for the defined benefit retirement plan are a component of salaries and employee benefits expense on the consolidated statements of income.

| | Unrealized Gains (Losses) on Securities (a) | Pension and Postretirement Plans (b) | Accumulated Other Comprehensive Income (Loss), Net of Tax |
|---|---|---|---|
| Balance, December 31, 2013 | $ (244) | $ (100) | $ (344) |
| Other comprehensive income (loss) before reclassifications, net of tax | 1,560 | (778) | 782 |
| Amounts reclassified from AOCI, net of tax | 9 | 11 | 20 |
| Net change | 1,569 | (767) | 802 |
| Balance, December 31, 2014 | 1,325 | (867) | 458 |
| Other comprehensive loss before reclassifications, net of tax | (2,620) | (462) | (3,082) |
| Amounts reclassified from AOCI, net of tax | (510) | 140 | (370) |
| Net change | (3,130) | (322) | (3,452) |
| Balance, December 31, 2015 | (1,805) | (1,189) | (2,994) |
| Other comprehensive loss before reclassifications, net of tax | (1,300) | 210 | (1,090) |
| Amounts reclassified from AOCI, net of tax | (4) | 102 | 98 |
| Net change | (1,304) | 312 | (992) |
| **Balance, December 31, 2016** | $ (3,109) | $ (877) | $ (3,986) |

(a) For additional information about securities, refer to Note 3.
(b) For additional information about retirement plans, refer to Note 12.

## NOTE 22: LEGAL CONTINGENCIES

Various legal actions arise from time to time in the normal course of our business. There were no significant asserted claims or assessments at December 31, 2016. Management was not aware of any unasserted claims or assessments that may be probable of assertion at December 31, 2016.

## NOTE 23: OTHER RELATED PARTY TRANSACTIONS

Loans are made to the Company's executive officers and directors and their associates during the ordinary course of business. The aggregate amount of loans to such related parties totaled $364.33 million, $258.01 million, and $218.21 million as of December 31, 2016, 2015, and 2014, respectively. During 2016, new advances on all commitments to such parties totaled $433.53 million, additions to loans associated with related parties resulting from the Monarch merger totaled $29.62 million, and repayments amounted to $353.09 million. Included in the loans to related parties, at December 31, 2016, we had $168.81 million in unfunded commitments to extend credit to such related parties.

The Company rents space for various financial centers from companies associated with its directors. Rent expense related to these leases was $2.76 million, $2.44 million, and $2.38 million for the years ended December 31, 2016, 2015, and 2014, respectively.

In the ordinary course of business, the Company acquired certain goods and services from companies associated with its directors and employees, including purchases of automobiles, construction of Company-owned facilities, and maintenance and furnishing of Company facilities. Amounts paid to these companies during the years ended December 31, 2016, 2015, and 2014 approximated $1.67 million, $1.09 million, and $0.77 million, respectively.

## NOTE 24: QUARTERLY FINANCIAL DATA (UNAUDITED)

Summarized unaudited quarterly financial data for the years ended December 31, 2016 and 2015, is as follows (in thousands, except per share data):

| 2016 | Fourth | Third | Second | First |
|---|---|---|---|---|
| Interest income | $ 71,818 | $ 71,823 | $ 56,241 | $ 54,734 |
| Interest expense | 9,667 | 9,218 | 8,457 | 8,398 |
| Provision for loan losses | 1,831 | 1,686 | 2,099 | (259) |
| Noninterest income | 39,512 | 46,821 | 36,468 | 32,415 |
| Net gain on investment securities | 6 | — | — | — |
| Noninterest expense | 72,834 | 70,933 | 71,899 | 52,161 |
| Income before income tax expense and noncontrolling interest | 27,004 | 36,807 | 10,254 | 26,849 |
| Income tax expense | 7,160 | 10,974 | 2,375 | 8,188 |
| Net income | 19,844 | 25,833 | 7,879 | 18,661 |
| Noncontrolling interest | (848) | (1,657) | (1,620) | (842) |
| Net income attributable to TowneBank | $ 18,996 | $ 24,176 | $ 6,259 | $ 17,819 |
| Net income per common share | | | | |
| Basic | $ 0.31 | $ 0.39 | $ 0.12 | $ 0.35 |
| Diluted | $ 0.31 | $ 0.39 | $ 0.12 | $ 0.35 |
| Comprehensive income | $ 14,518 | $ 25,568 | $ 9,467 | $ 21,672 |
| Dividends | $ 0.13 | $ 0.13 | $ 0.13 | $ 0.12 |

| 2015 | Fourth | Third | Second | First |
|---|---|---|---|---|
| Interest income | $ 54,811 | $ 53,987 | $ 52,708 | $ 51,368 |
| Interest expense | 8,480 | 8,317 | 7,824 | 7,812 |
| Provision for loan losses | 852 | 130 | 1,723 | 323 |
| Noninterest income | 25,079 | 29,568 | 32,966 | 28,767 |
| Net gain on investment securities | — | 736 | 119 | 49 |
| Noninterest expense | 52,743 | 49,906 | 49,067 | 50,440 |
| Income before income tax expense and noncontrolling interest | 17,815 | 25,938 | 27,179 | 21,609 |
| Income tax expense | 4,846 | 7,444 | 8,201 | 6,385 |
| Net income | 12,969 | 18,494 | 18,978 | 15,224 |
| Noncontrolling interest | (503) | (928) | (1,166) | (686) |
| Net income attributable to TowneBank | $ 12,466 | $ 17,566 | $ 17,812 | $ 14,538 |
| Net income per common share | | | | |
| Basic | $ 0.24 | $ 0.34 | $ 0.35 | $ 0.29 |
| Diluted | $ 0.24 | $ 0.34 | $ 0.35 | $ 0.29 |
| Comprehensive income | $ 8,939 | $ 19,239 | $ 16,910 | $ 17,125 |
| Dividends | $ 0.12 | $ 0.12 | $ 0.12 | $ 0.11 |

## NOTE 25: SEGMENT REPORTING

The Company has three reportable segments: Banking, Realty, and Insurance. The Banking segment provides loan and deposit services to retail and commercial customers throughout Richmond, Virginia, the Greater Hampton Roads area in southeastern Virginia, and northeastern North Carolina and includes the operations of TowneBank Commercial Mortgage and Towne Investment Group. The Realty segment combines the operations of Berkshire Hathaway HomeServices Towne Realty with TowneBank Mortgage; Lawyers Escrow and Title, LLC, d/b/a Virginia Home Title and Settlements; SimonTowne Mortgage, LLC; Towne Mortgage of the Carolinas, LLC; NewTowne Mortgage, LLC; Homesale Mortgage, LLC; Towne Vacations, LLC, d/b/a Beach Properties of Hilton Head; and Towne Vacations Oak Island, LLC, d/b/a Oak Island Accommodations, to provide residential real estate services, resort property management, originations of a variety of mortgage loans, and commercial and residential title insurance. Mortgage loans are originated and sold principally in the secondary market through purchase commitments from investors. The Insurance segment provides full-service commercial and retail insurance and employee benefit services through Towne Insurance and Towne Benefits.

All the segments are service-based. The Banking segment offers a distribution and referral network for the realty and insurance services, and the Realty and Insurance divisions offer a similar network for the Banking segment due largely to overlapping geographic markets. A major distinction is the source of income. The Realty and Insurance businesses are fee-based businesses, while the Banking segment is driven principally by net interest income.

Segment profit and loss is measured by net income after income tax. Inter-segment transactions are recorded at cost and eliminated as part of the consolidation process. Because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities.

Information about reportable segments and reconciliation of such information to the consolidated financial statements follows (dollars in thousands):

| **For the Year Ended December 31, 2016** | **Bank** | **Realty** | **Insurance** | **Consolidated Totals** |
|---|---|---|---|---|
| Net interest income | $ 211,112 | $ 7,763 | $ 1 | $ 218,876 |
| Provision for loan losses | 5,326 | 31 | — | 5,357 |
| Net interest income after provision for loan losses | 205,786 | 7,732 | 1 | 213,519 |
| Residential mortgage banking income, net | (1,078) | 59,870 | — | 58,792 |
| Real estate brokerage and property management income, net | — | 20,515 | — | 20,515 |
| Insurance commissions and other title fees and income, net | 373 | 1,883 | 44,485 | 46,741 |
| Other noninterest income | 26,269 | 2,003 | 902 | 29,174 |
| Noninterest expense | 149,082 | 67,167 | 31,027 | 247,276 |
| Depreciation and amortization | 13,262 | 3,762 | 3,528 | 20,552 |
| Income before income tax, corporate allocation, and noncontrolling interest | 69,006 | 21,074 | 10,833 | 100,913 |
| Corporate allocation | 1,573 | (935) | (638) | — |
| Income before income tax provision and noncontrolling interest | 70,579 | 20,139 | 10,195 | 100,913 |
| Income tax provision | 18,923 | 6,184 | 3,591 | 28,698 |
| Net income | 51,656 | 13,955 | 6,604 | 72,215 |
| Noncontrolling interest | (28) | (3,669) | (1,268) | (4,965) |
| Net income attributable to TowneBank | $ 51,628 | $ 10,286 | $ 5,336 | $ 67,250 |
| Net income as percentage of total | 76.77% | 15.30% | 7.93% | 100.00% |
| Assets | $ 7,332,713 | $ 481,476 | $ 159,726 | $ 7,973,915 |
| Efficiency ratio | 68.59% | 77.07% | 76.13% | 71.59% |

| For the Year Ended December 31, 2015 | Bank | Realty | Insurance | Consolidated Totals |
|---|---|---|---|---|
| Net interest income | $ 177,715 | $ 2,727 | $ — | $ 180,442 |
| Provision for loan losses | 3,027 | — | — | 3,027 |
| Net interest income after provision for loan losses | 174,688 | 2,727 | — | 177,415 |
| Residential mortgage banking income, net | (741) | 34,952 | — | 34,211 |
| Real estate brokerage and property management income, net | — | 16,326 | — | 16,326 |
| Insurance commissions and other title fees and income, net | — | 1,574 | 38,067 | 39,641 |
| Other noninterest income | 23,400 | 2,943 | 762 | 27,105 |
| Noninterest expense | 117,900 | 40,913 | 27,196 | 186,009 |
| Depreciation and amortization | 10,848 | 2,331 | 2,969 | 16,148 |
| Income before income tax, corporate allocation, and noncontrolling interest | 68,599 | 15,278 | 8,664 | 92,541 |
| Corporate allocation | 1,234 | (532) | (702) | — |
| Income before income tax provision and noncontrolling interest | 69,833 | 14,746 | 7,962 | 92,541 |
| Income tax provision | 19,290 | 4,770 | 2,816 | 26,876 |
| Net income | 50,543 | 9,976 | 5,146 | 65,665 |
| Noncontrolling interest | — | (2,250) | (1,033) | (3,283) |
| Net income attributable to TowneBank | $ 50,543 | $ 7,726 | $ 4,113 | $ 62,382 |
| Net income as percentage of total | 81.03% | 12.38% | 6.59% | 100.00% |
| Assets | $ 5,991,165 | $ 175,120 | $ 130,289 | $ 6,296,574 |
| Efficiency ratio | 64.25% | 73.89% | 77.69% | 68.11% |

| For the Year Ended December 31, 2014 | Bank | Realty | Insurance | Consolidated Totals |
|---|---|---|---|---|
| Net interest income | $ 143,999 | $ 1,737 | $ — | $ 145,736 |
| Provision for loan losses | 396 | 96 | — | 492 |
| Net interest income after provision for loan losses | 143,603 | 1,641 | — | 145,244 |
| Residential mortgage banking income, net | (313) | 27,492 | — | 27,179 |
| Real estate brokerage and property management income, net | — | 12,634 | — | 12,634 |
| Insurance commissions and other title fees and income, net | — | 1,516 | 33,042 | 34,558 |
| Other noninterest income | 20,059 | 1,413 | 886 | 22,358 |
| Noninterest expense | 107,162 | 35,546 | 22,255 | 164,963 |
| Depreciation and amortization | 9,386 | 1,937 | 2,578 | 13,901 |
| Income before income tax, corporate allocation, and noncontrolling interest | 46,801 | 7,213 | 9,095 | 63,109 |
| Corporate allocation | 1,014 | (575) | (439) | — |
| Income before income tax provision and noncontrolling interest | 47,815 | 6,638 | 8,656 | 63,109 |
| Income tax provision | 13,098 | 1,874 | 3,207 | 18,179 |
| Net income | 34,717 | 4,764 | 5,449 | 44,930 |
| Noncontrolling interest | — | (2,056) | (705) | (2,761) |
| Net income attributable to TowneBank | $ 34,717 | $ 2,708 | $ 4,744 | $ 42,169 |
| Net income as percentage of total | 82.33% | 6.42% | 11.25% | 100.00% |
| Assets | $ 4,730,447 | $ 145,274 | $ 106,764 | $ 4,982,485 |
| Efficiency ratio | 71.18% | 83.68% | 73.19% | 73.76% |

The following table provides the change in net income and total assets for each segment, comparing the years ended December 31, 2016 and 2015 (dollars in thousands):

| | Banking | Realty | Insurance | Consolidated |
|---|---|---|---|---|
| Net Income ($) | $ 1,085 | $ 2,560 | $ 1,223 | $ 4,868 |
| Net Income (%) | 2.15% | 33.13% | 29.73% | 7.80% |
| Total Assets ($) | $ 1,341,548 | $ 306,356 | $ 29,437 | $ 1,677,341 |
| Total Assets (%) | 22.39% | 174.94% | 22.59% | 26.64% |

## NOTE 26: EARNINGS PER SHARE

The following chart summarizes information related to the computation of basic and diluted earnings per share (dollars in thousands, except per share data):

| **Year Ended December 31,** | **2016** | **2015** | **2014** |
|---|---|---|---|
| **Basic** | | | |
| Net income, as reported | $ 67,250 | $ 62,382 | $ 42,169 |
| Preferred stock dividends and accretion of discount | — | (13) | (765) |
| Net income available to common shareholders | $ 67,250 | $ 62,369 | $ 41,404 |
| Average common shares outstanding | 56,837,018 | 51,064,719 | 35,160,747 |
| Basic earnings per common share | $ 1.18 | $ 1.22 | $ 1.18 |
| **Diluted** | | | |
| Net income available to common shareholders, for diluted EPS | $ 67,250 | $ 62,369 | $ 41,404 |
| Average common shares outstanding | 56,837,018 | 51,064,719 | 35,160,747 |
| Effect of dilutive securities: | | | |
| Stock compensation plans, net of tax benefit (1) | 146,287 | 96,522 | 48,333 |
| Average diluted shares outstanding | 56,983,305 | 51,161,241 | 35,209,080 |
| Diluted earnings per common share | $ 1.18 | $ 1.22 | $ 1.18 |

(1) Stock options and restricted stock shares totaling 80,045; 12,814; and 140,172 were excluded from the computation of diluted earnings per share during 2016, 2015, and 2014, respectively, because their inclusion would be antidilutive.

On January 7, 2015, the Company redeemed in full its $76.46 million of outstanding Series C Preferred Stock issued to the U.S. Treasury under the Small Business Lending Fund. The redemption price was $76.46 million plus accrued but unpaid dividends to the date of redemption.

## ANNUAL MEETING

TowneBank's Annual Meeting of Stockholders will be held at 11:30 a.m. on Wednesday, May 24, 2017, at the Virginia Beach Convention Center, 1000 19th Street, Virginia Beach, Virginia 23451.

## COMMON STOCK

The Company's Common Stock is listed on the NASDAQ Global Select Market under the symbol TOWN. The following are the quarterly high and low closing sale prices of the Company's common stock for the periods indicated.

| | 2016 | | 2015 | |
|---|---|---|---|---|
| **Quarter** | **High** | **Low** | **High** | **Low** |
| First | $ 20.88 | $ 16.65 | $ 16.38 | $ 14.28 |
| Second | 22.64 | 19.10 | 17.00 | 15.66 |
| Third | 24.03 | 21.66 | 19.23 | 16.05 |
| Fourth | 34.10 | 23.83 | 22.51 | 18.57 |

## INVESTOR RELATIONS

Our Annual Report, Form 10-K, and other corporate publications are available to shareholders on request, without charge, by writing:

Mr. Clyde E. McFarland, Jr.
Senior Executive Vice President and Chief Financial Officer
TowneBank
6001 Harbour View Boulevard
Suffolk, Virginia 23435
757-638-6801
email: Clyde.McFarland@townebank.net

These reports are also available on our website at http://www.townebank.com/investor_relations.

## INDEPENDENT AUDITORS

Dixon Hughes Goodman LLP
1400 Wells Fargo Center
440 Monticello Avenue
Norfolk, Virginia 23510

## TRANSFER AGENT

Computershare Shareholder Services
P.O. Box 30170
College Station, Texas 77842-3170
800-368-5948
www.computershare.com/investor

## CORPORATE COUNSEL

Williams Mullen
200 South 10th Street, Suite 1600
Richmond, Virginia 23219

Troutman Sanders L.L.P.
222 Central Park Avenue, Suite 2000
Virginia Beach, Virginia 23462

**Exhibit (14)**

# TOWNEBANK
# CHIEF EXECUTIVE OFFICER, EXECUTIVE OFFICERS and SENIOR FINANCIAL OFFICERS
# CODE OF ETHICAL CONDUCT

## Preface

The honesty, integrity, and sound judgment of the Chief Executive Officer ("CEO"), executive and senior financial officers are fundamental to the reputation and success of TowneBank. While all employees, officers, and directors are required to adhere to the TowneBank ***Standards of Conduct***, the professional and ethical conduct of the CEO, executive and senior financial officers is essential to the proper function and success of TowneBank as a leading financial services provider.

The CEO, executive and senior financial officers hold an important and elevated role in corporate governance. These individuals are key members of the management team, who are uniquely capable and empowered to ensure that the interests of stakeholders (including shareholders, clients, employees, suppliers, and citizens of the communities in which TowneBank operates) are appropriately balanced, protected, and preserved. The CEO, executive and senior financial officers fulfill this responsibility by prescribing and enforcing the policies and procedures employed in TowneBank's financial operations.

## Code of Ethical Conduct

### General standards of ethical behavior

The CEO, executive and senior financial officers of TowneBank performing accounting, audit, financial management, or similar functions must:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide colleagues with information that is accurate, complete, objective, relevant, timely, and understandable.
- Comply with applicable laws, rules, and regulations of federal, state, and local governments (both United States and foreign) and other appropriate private and public regulatory agencies.
- Act in good faith, with due care, competence, and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of employment.
- Share knowledge and maintain skills necessary and relevant to TowneBank's needs.

- Proactively promote ethical and honest behavior within the workplace.

- Assure responsible use of and control of all assets, resources, and information in possession of TowneBank.

- Keep management informed of financial information of importance, including departures from sound policy, practice and accounting norms.

**Standards regarding financial records and reporting**

The CEO, executive and senior financial officers of TowneBank performing accounting, audit, financial management, or similar functions must:

- Establish systems and procedures to ensure business transaction are recorded in accordance with Generally Accepted Accounting Principles, company policy and appropriate regulatory pronouncements and guidelines.

- Protect and maintain accounting records and information as required by applicable law, regulation, or regulatory guidelines.

- Inform the Board of Directors and the Audit Committee of any material information that affects the disclosures made by the Bank in its public filings.

- Report to the Board of Directors and the Audit Committee concerning (a) significant deficiencies in the design and operation of internal controls or (b) any fraud involving management or other employees with a significant role in the Bank's financial reporting, disclosures or internal controls.

The CEO, executive and senior financial officers are expected to adhere to both the TowneBank ***Standards of Conduct*** and the ***TowneBank Chief Executive Officer and Senior Financial Officers Code of Ethical Conduct*** at all times. The board of directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from the ***Code of Ethical Conduct***. Any waiver and the grounds for such waiver for the CEO, executive or senior financial officer shall be promptly disclosed through a filing with the Federal Deposit Insurance Corporation on Form 8-K. Additionally, any change of this ***Code of Ethical Conduct*** shall be promptly disclosed to stockholders.

The policy is applicable to the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Controller, Corporate Treasurer, Internal Audit members, any person Assistant Vice President and above in an Accounting/ Financial position, Senior Financial Analyst, any Regulation O Executive Officers along with any person serving in an equivalent position regardless of whether or not they are designated as executive officers for Regulation O purposes, or any persons serving in equivalent positions within the Bank or any of its subsidiaries.

**TOWNEBANK**
**CHIEF EXECUTIVE OFFICER, EXECUTIVE OFFICERS and SENIOR FINANCIAL OFFICERS**
**CODE OF ETHICAL CONDUCT**

Please indicate that you have received, read and will abide by the ***TowneBank Chief Executive Officer, Executive Officer and Senior Financial Officers Code of Ethical Conduct*** by signing your name and dating the attached acknowledgment and returning it promptly to the Chairman and CEO of TowneBank.

## ACKNOWLEDGMENT

I certify that I have received and read and that I will abide by the ***TowneBank Chief Executive Officer, Executive Officer and Senior Financial Officers Code of Ethical Conduct*** distributed to me on this _____________ day of _____________, 20___.

______________________________
OFFICER

______________________________
DATE

**Exhibit (21)**

**Subsidiaries of TowneBank**

| Subsidiary | State of Incorporation or Organization |
|---|---|
| TowneBank Investment Corporation | Virginia |
| Towne Investments, LLC | Virginia |
| TowneBank Woodview Investment Co., LLC | Virginia |
| TowneBank Woodview Investment Co. II, LLC | Virginia |
| TowneBank Heritage Forest, LLC | Virginia |
| TowneBank Cromwell House Affordable Housing, LLC | Virginia |
| TowneBank Pavilion Place Affordable Housing, LLC | Virginia |
| TowneBank Westbury Cottages Affordable Housing, LLC | Virginia |
| TowneBank Affordable Housing Equity Fund XX, LLC | Virginia |
| TowneBank Catalina Crossing Affordable Housing, LLC | Virginia |
| Hamilton Place Towne I, LLC | Virginia |
| Hamilton Place Towne II, LLC | Virginia |
| TowneBank VCDC Fund 18, LLC | Virginia |
| TowneBank VCDC Fund 19, LLC | Virginia |
| Towne Financial Services Group, LLC | Virginia |
| GSH Residential Real Estate Corporation | Virginia |
| Towne Oak Island RE, LLC | Virginia |
| Towne Vacations Oak Island, LLC, t/a Oak Island Accommodations | Virginia |
| Towne Vacations, LLC, t/a Beach Properties of Hilton Head | |
| GSH NC Realty, LLC | Virginia |
| Towne Realty LLC, t/a Berkshire Hathaway HomeServices Towne Realty | Virginia |
| Lawyers Escrow & Title Agency, LLC | Virginia |
| Eastern Title Company, Inc. | Virginia |
| PTR Referral, LLC | Virginia |
| Virginia Home Title and Settlements, LLC | Virginia |
| Towne Insurance Agency, LLC | Virginia |
| The Frieden Agency LLC, t/a Towne Benefits | Virginia |
| Benefit Design Group, LLC | Virginia |
| Beneflex Management, LLC | Virginia |
| Towne Insurance Agency of North Carolina, LLC | North Carolina |
| Out of Towne, LLC, t/a Red Sky Insurance | Virginia |
| TowneBank Commercial Mortgage, LLC | Virginia |
| Towne Hall, LLC | Virginia |
| Towne 1031 Exchange, LLC | Virginia |
| Towne Security, LLC | Virginia |
| Towne Mortgage, LLC | Virginia |
| NewTowne Mortgage, LLC | Virginia |
| SimonTowne Mortgage, LLC | Virginia |
| Towne Center Mortgage, LLC | Virginia |

**Subsidiaries of TowneBank (continued)**

| Subsidiary | State of Incorporation or Organization |
|---|---|
| Towne First Mortgage, LLC | Virginia |
| Franklin Service Corporation | Virginia |
| Homesale Mortgage, LLC | Virginia |
| Reality Holdings, LLC | Virginia |
| Reality I, LLC | Virginia |
| Reality II, LLC | Virginia |
| Reality III, LLC | Virginia |
| Reality IV, LLC | Virginia |
| Reality V, LLC | Virginia |
| Reality IX, LLC | Virginia |
| Reality X, LLC | Virginia |
| Southeastern Virginia Investment Properties, LLC | Virginia |
| Southeastern Virginia Coastal Properties I, LLC | Virginia |
| Southeastern Virginia Properties, LLC | Virginia |
| Southeastern Virginia Properties at Uncles Neck, LLC | Virginia |
| Towne Mortgage of the Carolinas, LLC | North Carolina |
| Northeastern North Carolina Properties, LLC | North Carolina |
| Northeastern North Carolina Properties at Bermuda Bay, LLC | Virginia |
| Northeastern North Carolina Properties at Hamilton Cay, LLC | North Carolina |
| Northeastern North Carolina Properties Corolla Soundside, LLC | North Carolina |
| Northeastern North Carolina Properties Oceanside Villas, LLC | North Carolina |
| Virginia Hotel Properties, LLC | Virginia |
| Virginia Properties Apartment and Land, LLC | Virginia |
| CPF Partners, LLC | Virginia |
| TBNCT, LLC | Virginia |
| TBVAT, LLC | Virginia |
| West Suffolk Properties, LLC | Virginia |
| TB Travel Services, LLC | Virginia |

TOWNEBANK

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, G. Robert Aston, Jr., Chairman and Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of TowneBank;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

TOWNEBANK

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of t internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

| | |
|---|---|
| March 1, 2017 | /s/ G. Robert Aston, Jr. |
| Date | G. Robert Aston, Jr. |
| | Chairman/Chief Executive Officer |

TOWNEBANK

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Clyde E. McFarland, Jr., Senior Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of TowneBank;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

TowneBank

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

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|---|---|
| March 1, 2017 | /s/ Clyde E. McFarland, Jr. |
| Date | Clyde E. McFarland, Jr. |
| | Senior Executive Vice President/CFO |

**Exhibit (32)**

**Certification Pursuant to 18 U.S.C. Section 1350,**
**As Adopted By**
**Section 906 of The Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. §1350, as adopted by §906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of TowneBank (the "Bank"), do hereby certify, to such officer's knowledge, that:

1. Our Annual Report on Form 10-K for the year ended December 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report presents fairly, in all material respects, our financial condition and results of operations as of and for the period covered by the Report.

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| March 1, 2017 | /s/ G. Robert Aston, Jr. |
| Date | G. Robert Aston, Jr.<br>Chairman/Chief Executive Officer |

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| March 1, 2017 | /s/ Clyde E. McFarland, Jr. |
| Date | Clyde E. McFarland, Jr.<br>Senior Executive Vice President/CFO |

*A signed original of this written statement required by Section 906 has been provided to TowneBank and will be retained by TowneBank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.*