
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 5, 2007

United Community Banks, Inc.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of
incorporation)

No. 0-21656

(Commission File Number)

No. 58-180-7304

(IRS Employer
Identification No.)

63 Highway 515, P.O. Box 398
Blairsville, Georgia 30512
(Address of principal executive offices)

Registrant's telephone number, including area code: (706) 781-2265

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
-
-

Item 1.01 Entry Into a Material Definitive Agreement

On February 5, 2007, United Community Banks, Inc., (the “**Company**”) entered into an Agreement and Plan of Reorganization (the “**Acquisition Agreement**”) by and among the Company and Gwinnett Commercial Group, Inc., a Georgia corporation, (“**GCG**”) pursuant to which GCG will merge with and into the Company (the “**Merger**”) in a transaction valued at \$216.6 million based on the thirty (30) day average closing price for the company’s common stock of \$32.35 as of February 2, 2007. Under terms of the Acquisition Agreement, GCG’s shareholders may elect to receive common stock of the Company, cash, or a combination thereof, up to a maximum amount of stock and cash. Holders of options to purchase GCG shares will be paid cash for their options.

The Merger has been approved by the Company’s and GCG’s Boards of Directors. The Merger is conditioned on, among other things, the approval of the Acquisition Agreement by the shareholders of GCG and the receipt of all required regulatory approvals.

Additional Information About the Merger

The Company will file a registration statement on Form S-4 with the Securities and Exchange Commission (the “**SEC**”) with respect to this transaction that will contain a proxy statement/prospectus for the shareholders of GCG. GCG will mail the proxy statement/prospectus to its shareholders. These documents will contain important information about the transaction, and the Company and GCG urge you to read these documents when they become available.

You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC’s website www.sec.gov.

Participants in the Merger

The Company and GCG and their respective directors and executive officers may be deemed participants in the solicitation of proxies from GCG’s shareholders in connection with this transaction. Information about persons who may be deemed participants in this transaction will be included in the proxy statement/prospectus. You can find additional information about the Company’s executive officers and directors in its definitive proxy statement filed on Schedule 14A with the SEC on March 30, 2006. Additional information regarding the interests of these participants may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available.

Item 8.01 Other Events.

On February 6, 2007, the Company issued a press release announcing that it had entered into the Acquisition Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

Also, on February 6, 2007, the Company intends to hold a conference call and live web cast at 11:00 a.m. EST to discuss the transaction. A copy of the slide presentation is attached hereto as Exhibit 99.2. The slide presentation will be posted on the Company’s internet website at www.ucbi.com prior to the conference call and the web cast will be archived on the website for 90 days after the conference call.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

99.1 Press Release, dated February 6, 2007

99.2 Slide Presentation, dated February 6, 2007

SIGNATURES

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

/s/ Rex S. Schuette

Rex S. Schuette
Executive Vice President and
Chief Financial Officer

February 6, 2007



For Immediate Release

For more information:
Rex S. Schuette
Chief Financial Officer
(706) 781-2265
rex_schuette@UCBI.com

**UNITED COMMUNITY BANKS, INC. TO ACQUIRE
GWINNETT COMMERCIAL GROUP, INC.**

—Expansion into Three New Markets Significantly Enhances Metro Atlanta Franchise—

BLAIRSVILLE, GA, February 6, 2007 – United Community Banks, Inc. (Nasdaq: UCBI) today announced the signing of a definitive agreement to acquire Gwinnett Commercial Group, Inc., and its wholly owned bank subsidiary First Bank of the South. First Bank of the South has five banking offices in the metro Atlanta counties of Gwinnett, DeKalb and north Fulton, which are new markets for United, and a loan production office in Walton County. At December 31, 2006, Gwinnett Commercial had total assets and deposits of \$675 million and \$583 million, respectively.

Under terms of the agreement, Gwinnett Commercial's shareholders will receive common stock of United Community Banks, cash, or a combination thereof. The terms are fixed with \$32.5 million in cash consideration and 5.7 million shares of United Community Banks common stock. Based on United Community Banks 30 day average closing price of \$32.35 on February 2, 2007, the transaction has an aggregate value of approximately \$216.6 million. The transaction, which has been approved by the boards of directors of both companies, is subject to the approval of Gwinnett Commercial's shareholders and regulatory agencies as well as to other customary conditions of closing. The transaction is expected to close during the second quarter and will be slightly accretive to earnings in 2007.

“First Bank of the South is the perfect partner for our company in many ways,” said Jimmy Tallent, president and chief executive officer of United Community Banks. “This combination is about great bankers joining our team, similar cultures, and the ability to expand into three fast-growing Atlanta markets. We have significantly strengthened our presence in Atlanta, which is the economic engine of the South and one of the best banking markets in the country.”

Established in 2000, First Bank of the South is located in Lawrenceville and has two additional offices in Gwinnett County and one each in DeKalb and north Fulton counties. It is the ninth-largest community bank in deposit market share in the Atlanta MSA and the seventh-largest in Gwinnett County, its primary market. With a population of 780,000, Gwinnett is the second-largest county in the Atlanta MSA and projected to grow 26 percent over the next five years, four times the projected U.S. average. Gwinnett County has \$11 billion in total deposits and a median household income of \$76,900 – significantly above the U.S. and Southeastern medians of \$51,500 and \$47,400, respectively.

“Many times we have stated our strong desire to enter these markets and have always known who we wanted to join with,” stated Tallent. “Now it has happened. We are very excited about First Bank of the South’s team joining United. These seasoned bankers average over 30 years of in-market experience and, like United, specialize in providing personalized banking service to their customers. Glenn White, chief executive officer, and Steven Williams, president, will continue in their current positions to lead our 27th community bank, United Community Bank – Gwinnett. Additionally, their board members will serve on our local board, with one director joining our holding company board after the transaction is completed.”

“This merger is about the growth of two companies that will fit together exceptionally well,” said Glenn White. “Our experience and markets combined with United’s locations, products and resources will create exciting new opportunities for our customers. We look forward to continuing our strong growth and financial performance as part of the United team.”

“We are adding one of the best banking teams and excellent locations. I truly believe First Bank of the South is the community banking franchise of choice in metro Atlanta,” stated Tallent. “With this team, we are filling a gap in our footprint that will significantly enhance our presence in metro Atlanta. Encircling metro Atlanta has been one of our key strategic objectives that we believe will build long-term value for our shareholders. This gives us a significant competitive advantage that no other community bank has in metro Atlanta and we look forward to further expanding this franchise by adding selective de novo offices,” added Tallent.

“When the transaction is completed, United Community Banks will have 27 community banks operating 107 banking offices and assets of approximately \$8 billion. And, we will have ten banks and 39 banking offices in metro Atlanta with total assets of approximately \$3.0 billion, which strengthens our position as the largest community bank in the Atlanta MSA,” concluded Tallent.

Conference Call and Web Cast

United Community Banks will hold a conference call on Tuesday, February 6, 2007 at 11:00 a.m. ET to discuss the transaction. Individuals are invited to listen to the live web cast and view a slide presentation. The web cast will be hosted under “Investor Presentations” located in the “Investor Relations” section of United’s website at www.ucbi.com. To participate in the Q&A session of the conference call, the telephone number is (866) 356-3377 and the pass code is “UCBI”. A replay of the conference call will be available in the same location for 90 days along with a link to the presentation materials.

About United Community Banks, Inc.

Headquartered in Blairsville, United Community Banks is the third-largest holding company in Georgia. United Community Banks has assets of \$7.1 billion and operates 26 community banks with 101 banking offices located throughout north Georgia, metro Atlanta, coastal Georgia, western North Carolina and east Tennessee. The company specializes in providing personalized community banking services to individuals and small to mid-size businesses. United Community Banks also offers the convenience of 24-hour access through a network of ATMs, telephone and on-line banking. United Community Banks common stock is listed on the Nasdaq Global Select Market under the symbol UCBI. Additional information may be found at the company’s web site at www.ucbi.com.

Safe Harbor

This news release contains forward-looking statements, as defined by Federal Securities Laws, including statements about financial outlook and business environment. These statements are provided to assist in the understanding of future financial performance and such performance involves risks and uncertainties that may cause actual results to differ materially from those in such statements. Any such statements are based on current expectation and involve a number of risks and uncertainties. For a discussion of factors that may cause such forward-looking statements to differ materially from actual results, please refer to the section entitled “Forward Looking Statements” on page 4 of United Community Banks, Inc.’s annual report filed on Form 10-K with the Securities and Exchange Commission.

###

United Community Banks, Inc.

*Announces Agreement to Acquire
Gwinnett Commercial Group, Inc.*



February 6, 2007

Cautionary Statement

This presentation contains forward-looking statements, as defined by Federal Securities Laws, including statements about financial outlook and business environment. These statements are provided to assist in the understanding of future financial performance. Such performance involves risks and uncertainties that may cause actual results to differ materially from those in such statements. Any such statements are based on current expectations and involve a number of risks and uncertainties. For a discussion of factors that may cause such forward-looking statements to differ materially from actual results, please refer to United Community Banks, Inc. Annual Report filed on Form 10-K with the Securities and Exchange Commission. This presentation also contains non-GAAP financial measures, as defined by the Federal Securities Laws. For a presentation of the most directly comparable financial measures calculated and presented in accordance with GAAP and a reconciliation of the differences between those measures and the non-GAAP financial measures, please refer to "Selected Financial Data" in the United Community Banks, Inc. Annual Report filed on Form 10-K with the Securities Exchange Commission, which may be found on the company's Web site, www.ucbi.com.

Transaction Overview

The Combination of United Community Banks and Gwinnett Commercial / First Bank of the South Further Enhances the UCBI Community Banking Franchise

- **People decision... outstanding banking team**

- **Achieves a primary strategic objective to encircle the Atlanta market**

- **Transaction is consistent with United Community Banks' expansion objectives**
 - *Cultural fit... Bankers that share our passion for community banking*

 - *Strong management and board of directors... People who know the community and want to join the United family*

 - *Gwinnett Commercial / First Bank of the South is a premier banking franchise*



Market Opportunity

Atlanta: The Economic Engine of the Southeast

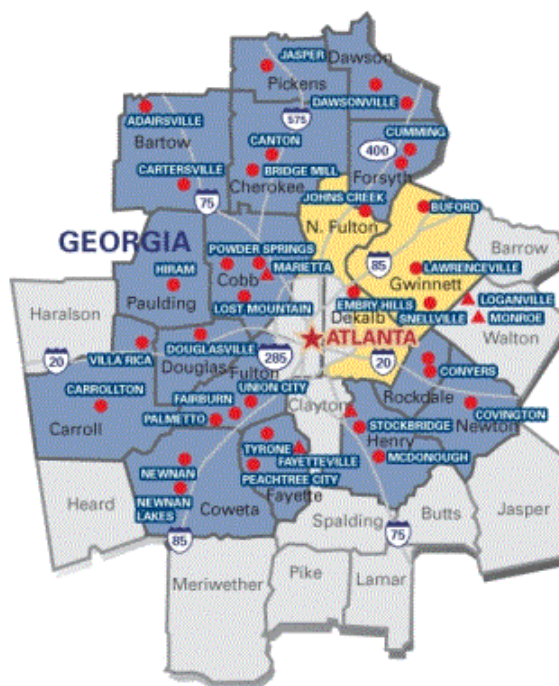
- ❑ Atlanta MSA: 28 counties...5 million people...\$110 billion deposits
- ❑ 14 of the 100 fastest growing counties, including 4 of the top 10
- ❑ 14 Fortune 500 companies
- ❑ United Community Banks entered the Atlanta market in 2000
 - Currently 9 banks and 34 banking offices
 - \$2.1 billion in assets; 30% of our assets
 - 1% deposit market share in the MSA; 4% in the counties where we have banking offices



Gwinnett Commercial Group, Inc.

Headquartered in the Metro Atlanta Community of Lawrenceville (Gwinnett County)

- ❑ **First Bank of the South operates 5 banking offices and 1 LPO in metro Atlanta's fastest growing counties**
 - Gwinnett (3 offices)
 - Buford, Lawrenceville, Snellville
 - DeKalb (1)
 - Embry Hills (Atlanta)
 - North Fulton (1)
 - Johns Creek
 - Walton (LPO)
 - Loganville
- ❑ **Total Assets - \$675 million**
- ❑ **Primary focus on commercial / small business lending**
- ❑ **Track record of loan and core deposit growth and profitability**



Gwinnett Commercial Group, Inc.

First Bank of the South is the Premier Community Banking Franchise in Metro Atlanta

One-of-a-Kind Opportunity

- ❑ Scarcity value of premier community banks operating in metro Atlanta
- ❑ Management team averages 30 years of in-market experience
- ❑ High return balance sheet mix
 - Demand deposits and other transaction accounts = approximately 70%
- ❑ Ranked as the 9th largest community bank in Atlanta
 - 3rd within their markets
- ❑ Track record of excellent asset quality

Financial Highlights: 2006 ⁽¹⁾

Total Assets	\$674.9
Loans	536.1
Deposits	582.6
Net Income	11.9
ROAA	1.94%
ROAE	17.20
Net Interest Margin	5.02
Efficiency Ratio	34.79
LLR/Loans	1.35%
NPAs/Assets	0.02
NCOs/Avg. Loans	0.04

⁽¹⁾ Dollar values in millions. Data as of and for the twelve months ended December 31, 2006.



Gwinnett Commercial Group, Inc.

First Bank of the South is the Premier Community Banking Franchise in Metro Atlanta

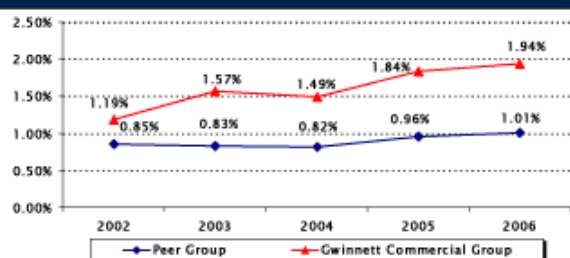
5-Year CAGR ⁽¹⁾

Net Income ⁽²⁾ :	56%
Loans:	31
Deposits:	28

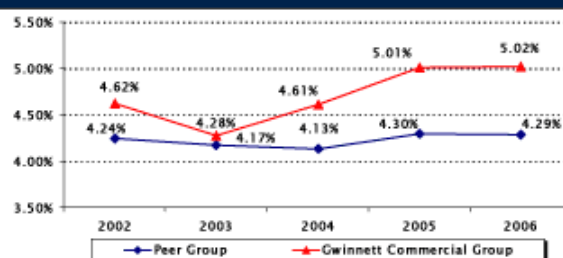
Peer Group Comparison

	Gwinnett Commercial	Peer Median ⁽³⁾
ROAA:	1.94%	1.01%
ROAE:	17.20	12.73
Net Interest Margin:	5.02	4.29
Efficiency Ratio:	34.79	58.61

Historical ROAA ⁽²⁾



Historical Net Interest Margin



(1) Balance sheet CAGRs exclude the financial impact of the Embury Bankshares and Buford Banking Group acquisitions.

(2) Net income and profitability metrics for FY 2002 have been adjusted at an assumed tax rate of 35% to reflect Gwinnett Commercial's Subchapter-S status.

(3) Consists of selected publicly-traded metro Atlanta commercial banks with total assets between \$250 million - \$2.5 billion. Results are for the last twelve months of publicly reported data.

Data Source: SNL Financial; Company documents



Gwinnett Commercial Group, Inc.

Board of Directors and Executive Officers

Name	Occupation	United Community Banks, Inc.
Board of Directors		
John D. Stephens	Chairman - GCG, Inc.; President - Stephens MDS LP	Bank Board
David J. Bowen	President - Bowen Family Homes	-
R. Millard Bowen	President - Bowen & Bowen	-
Richard B. Chandler, Jr.	Partner - Chandler, Britt, Jay & Beck	-
Jacqueline Embry Chiusano	Vice President - The Embry Companies	-
Randall W. Dixon	President - Precision Planning, Inc.	-
Thomas P. Hughes	President - Hughes Investment Company	-
Doyle Johnson	President - Southeast Culvert, Inc.	-
James S. Kennedy	President - Jim Anderson & Co., Inc.	-
Randall W. Pierce	President - Pierce & Pierce Moldings and Millworks, Inc.	-
Andrew R. Pourchier	Chief Financial Officer	-
Wayne T. Sikes	Chairman - Gwinnett Hospital System	-
David E. Snell	Corporate Secretary - E.R. Snell Contractors, Inc.	-
Glenn S. White	Chief Executive Officer	-
Steven W. Williams	President	-
Executive Officers		
Glenn S. White	Chief Executive Officer	Chief Executive Officer - Bank
Steven W. Williams	President	President - Bank
Andrew R. Pourchier	Chief Financial Officer	Transition Team



Franchise Attributes: First Bank of the South

- History**

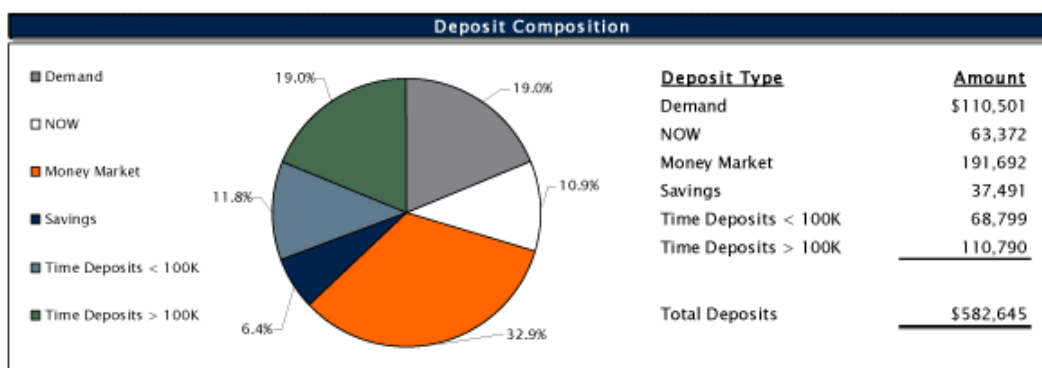
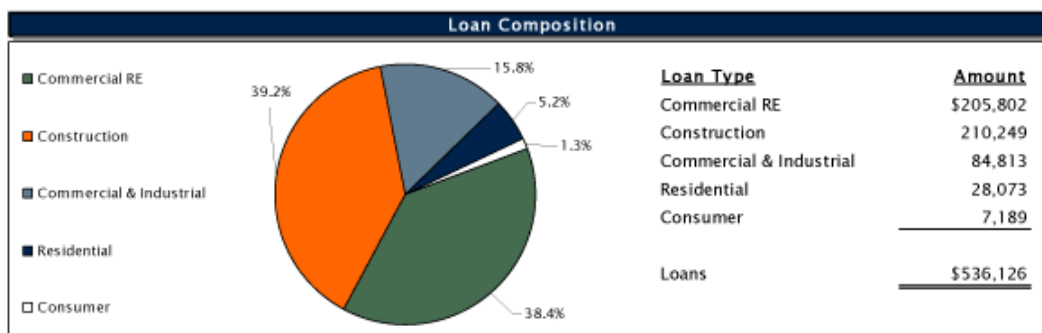
- Banking Team**

- Markets**

- Business Mix**

Gwinnett Commercial Group, Inc.

Balance Sheet Profile



Note: As of December 31, 2006; Dollar values in thousands.
Data Source: Company documents

Strategic Rationale

First Bank of the South Enhances United Community Banks' Overall Banking Franchise

- ❑ **Premier community banking organization well positioned for future growth**
 - Banking offices are located in metro Atlanta's fastest growing markets where UCBI has no presence
- ❑ **Impressive demographics in core market – Gwinnett County**
 - 2nd largest metro Atlanta county - population 780,000, total deposits \$11 billion
 - 5-year projected population growth rate estimated to exceed 26.5% - 4x the projected U.S. average
 - Median household income of \$76,937 - significantly above the U.S. and Southeastern averages of \$51,546 and \$47,395, respectively
- ❑ **Strong operational and cultural fit resulting in manageable execution risk**
 - Existing board and management team will continue in key leadership positions; operating autonomy will be maintained under the UCBI brand
 - Leverage UCBI's resources in Atlanta and at the holding company to increase and advance customer relationships
- ❑ **Compelling pro forma financial results – slightly accretive to 2007 EPS**



Strategic Rationale

Pro forma Metro Atlanta Deposit Market Share – Well Positioned for Future Growth

Market	Rank	Institution	# of Branches	June '06		June '05
				Total Deposits	Market Share (%)	Market Share (%)
Atlanta MSA						
Total Deposits: \$109.3 Billion						
	1	SunTrustBanks Inc. (GA)	211	31,774,420	29.06	25.41
	2	Wachovia Corp. (NC)	220	21,185,177	19.38	22.01
	3	Bank of America Corp. (NC)	169	13,429,530	12.28	14.12
	4	Synovus Financial Corp. (GA)	62	4,836,425	4.42	4.60
	5	BB&T Corp. (NC)	79	4,724,581	4.32	4.04
	6	Regions Financial Corp. (AL)	62	2,492,117	2.28	2.75
	7	Royal Bank of Canada	45	1,955,874	1.79	1.81
	8	Pro Forma	32	1,925,956	1.76	1.74
	8	United Community Banks Inc. (GA)	27	1,384,792	1.27	1.22
	9	Fidelity Southern Corp. (GA)	22	1,255,550	1.15	1.16
	10	Georgian Bancorporation Inc. (GA)	5	1,193,876	1.09	0.90
	18	Gwinnett Commercial Group Inc. (GA)	5	541,164	0.49	0.52
Total Institutions			1,393	\$109,339,785	100.00	100.00
Gwinnett County						
Total Deposits: \$10.6 Billion						
	1	Wachovia Corp. (NC)	34	2,480,643	23.35	24.52
	2	Bank of America Corp. (NC)	26	1,360,259	12.80	13.73
	3	SunTrustBanks Inc. (GA)	39	1,175,861	11.07	11.31
	4	Brand Banking Company (GA)	5	675,844	6.36	6.56
	5	Royal Bank of Canada	10	500,795	4.71	6.09
	6	BB&T Corp. (NC)	12	472,546	4.45	4.23
	7	Gwinnett Commercial Group Inc. (GA)	3	425,196	4.00	4.09
Total Institutions			203	\$10,623,929	100.00	100.00

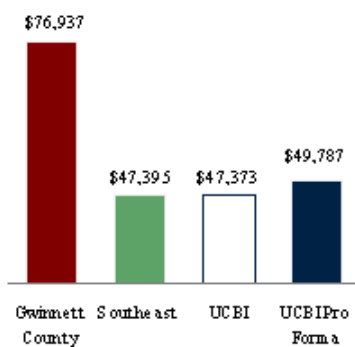
Note: Rending ownership, includes banks; FDIC deposit data as of June 30, 2006.
Data Source: SNL Financial; FDIC



Strategic Rationale

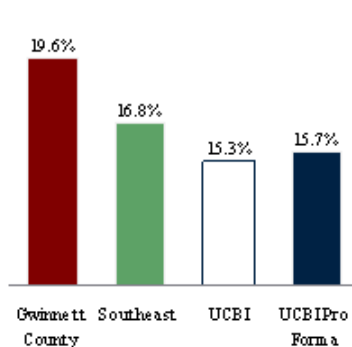
First Bank of the South Further Enhances United Community Banks' Demographic Profile and Growth Prospects

Median Household Income ⁽¹⁾

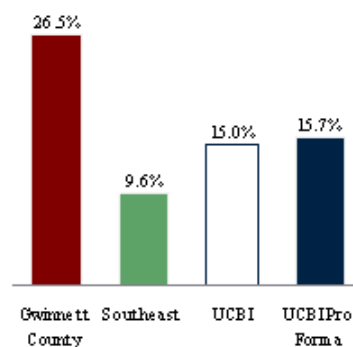


Projected 5-Year Growth Rates ⁽²⁾

Household Income



Population



Note: Pro forma demographic statistics calculated using the weighted average of deposits by county for all counties where UCBI and Gwinnett Commercial Group have a presence.
 (1) For the period ended 2006.
 (2) For the period 2006 – 2011.
Data Source: SML Financial



Transaction Structure

Transaction Value:	\$216.6 million ⁽¹⁾ 5.7 million shares of UCBI common stock \$32.5 million cash Options and SARs cashed out 85% common stock and 15% cash – election
Transaction Costs / Cost Savings:	Annualized cost savings of \$1.0 million (9%) \$6.0 million one-time transaction costs
Board Representation:	Eleven local bank board positions One holding company board position
Termination Fee:	\$7.5 million
Due Diligence:	Completed
Anticipated Closing:	Second Quarter of 2007

(1) Based on UCBI's 30-day average closing stock price of \$22.25 as of February 2, 2007.



Transaction Structure

Transaction Multiples

Transaction Value (\$M) ⁽¹⁾	\$216.6	Recent Commercial Bank Transactions					
		Metro Atlanta ⁽²⁾			Southeast ⁽⁴⁾		
		High	Median	Low	High	Median	Low
2006 EPS	18.2x	32.8x	22.4x	14.3x	57.4x	23.4x	14.3x
12/31/06 Book Value	273.4%	360.5%	245.3%	204.5%	447.6%	304.3%	166.7%
12/31/06 Tangible Book Value	320.3%	446.6%	340.9%	245.3%	447.6%	330.8%	166.7%
Core Deposit Premium ⁽²⁾	31.6%	37.7%	31.4%	22.8%	43.0%	28.6%	20.4%

(1) Based on UCB's 20-day average closing stock price of \$22.25 as of February 2, 2007.

(2) Core deposits equal total deposits less time deposits > \$100,000.

(3) Based on 7 metro Atlanta commercial bank transactions since January 1, 2005 with a transaction value between \$100 million - \$1.0 billion.

(4) Based on 22 Southeast commercial bank transactions since January 1, 2005 with a transaction value between \$100 million - \$1.0 billion.

Data Source: SNL Financial; Company documents



Pro Forma Franchise

Financial Summary

	As of December 31, 2006				
	UCBI	% of Pro Forma	Gwinnett Commercial	% of Pro Forma	Pro Forma Combined
Investment Securities	\$1,107.2	95.7%	\$49.8	4.3%	\$1,156.9
Loans	5,376.5	90.9	536.1	9.1	5,912.7
Total Assets	7,101.2	91.3	674.9	8.7	7,776.1
Demand Deposits	659.9	85.7	110.5	14.3	770.4
NOW	885.4	93.3	63.4	6.7	948.7
Other Core Deposits	2,504.7	89.4	298.0	10.6	2,802.7
Total Deposits	5,772.9	90.8	582.6	9.2	6,355.5
Shareholders' Equity	616.8	88.6	79.2	11.4	696.0
2006 Net Income	68.8	85.3	11.9	14.7	80.7

Note: Dollar values in millions. Financial results as of or for the period ended December 31, 2006. Analysis does not assume any purchase accounting adjustments.

Data Source: Company documents



Transaction Summary

Conclusion

- People decision... outstanding banking team**
- Achieves a primary strategic objective to encircle the Atlanta market**
- Transaction is consistent with United Community Banks' expansion objectives**



Appendix

Gwinnett Commercial Group, Inc.

Historical Financial Summary

	For the Fiscal Year						5-Year CAGR ⁽¹⁾
	2001	2002	2003	2004	2005	2006	
Balance Sheet							
Total Assets	\$124,217	\$270,669	\$395,801	\$396,417	\$470,816	\$674,885	29%
% Growth	60%	118%	24%	18%	19%	19% (2)	
Loans	\$98,900	\$204,771	\$252,037	\$339,869	\$404,994	\$536,126	31%
% Growth	72%	107%	23%	35%	19%	19% (2)	
Deposits	\$111,114	\$243,804	\$297,108	\$344,858	\$423,299	\$582,645	26%
% Growth	66%	119%	22%	16%	23%	14% (2)	
Equity	\$12,504	\$24,905	\$38,007	\$40,583	\$42,202	\$79,227	
% Growth	15%	98%	53%	7%	4%	88%	
Loans / Assets	80%	76%	75%	86%	86%	79%	
Loans / Deposits	89%	84%	85%	96%	96%	92%	
Tangible Equity / Tangible Assets	10.07%	9.20%	11.32%	10.24%	8.96%	10.19%	
Asset Quality							
LLR / Loans	1.09%	1.45%	1.45%	1.45%	1.41%	1.35%	
NPAs / Assets	0.00%	0.00%	0.01%	0.00%	0.01%	0.02%	
NCOs / Avg. Loans	0.01%	0.10%	0.03%	-0.06%	0.00%	0.04%	
Profitability							
Net Income (3)	\$1,301	\$2,250	\$4,682	\$5,376	\$7,967	\$11,889	56%
% Growth	NM	73%	108%	15%	48%	48%	
ROAA (3)	1.20%	1.19%	1.57%	1.49%	1.84%	1.94%	
ROAE (3)	11.39%	14.87%	13.00%	14.10%	19.25%	17.20%	
Net Interest Margin	4.72%	4.62%	4.28%	4.61%	5.01%	5.02%	
Efficiency Ratio	48.12%	56.96%	48.85%	42.76%	36.28%	34.79%	

Note: Financial data for FY 2001 is bank level; Dollar values in thousands.

(1) Balance sheet CAGRs exclude the financial impact of the Embury Bankshares and Buford Banking Group acquisitions.

(2) Growth rate excludes the financial impact of the Buford Banking Group acquisition.

(3) Net income and profitability metrics for FY 2001 and 2002 have been adjusted at an assumed tax rate of 25% to reflect Gwinnett Commercial's Subchapter-S status.

Data Source: SNL Financial; Company documents



Gwinnett Commercial Group, Inc.

Deposit Market and Demographic Analysis - By County

County	Gwinnett Commercial Group Presence				Deposit Market						
	Deposits (\$1000s)	Branches	Market Share Rank	%	Deposits (\$1000s)	# of Inst.	# of Branches	Deposits Held - "The Big 4" ⁽¹⁾	Projected Population Growth ⁽²⁾	Median Household Income ⁽³⁾	Projected Med. HHI Growth ⁽⁴⁾
Gwinnett	\$425,196	2	7	4.00%	\$10,622,929	29	202	51.67%	26.46%	\$76,927	19.58%
DeKalb	\$69,050	1	16	0.83%	\$7,908,178	28	157	70.85%	4.88%	\$61,416	19.52%
Fulton	\$46,918	1	29	0.09%	\$54,496,550	56	200	85.70%	14.46%	\$60,760	28.62%
Gwinnett Commercial Group⁽⁴⁾	\$541,164	5							22.62%	\$72,554	19.92%
								UCB	14.99%	\$47,272	15.22%
								UCB - Bro. Form	15.69%	\$49,787	15.74%
								Southwest Avg.	9.62%	\$47,295	16.78%
								U.S. Avg.	6.66%	\$51,546	17.77%

Note: Deposit statistics and market share information per FDIC data as of June 30, 2006.

(1) "The Big 4" consists of Bank of America, Wachovia, SunTrust and BB&T.

(2) Projected for the period 2006-2011.

(3) As of 2006.

(4) Demographic statistics calculated using the weighted average of deposits by county for all counties where Gwinnett Commercial Group has a presence.

Data Source: SNL Financial



Gwinnett Commercial Group, Inc.

Deposit Market and Demographic Analysis - By Zip Code

Town & Zip Code	Gwinnett Commercial Group Presence				Overall Market						
	Deposits (\$/000s)	Branches	Bank	Market Share %	Deposits (\$/000s)	# of Instit	# of Branches	Deposits Held - "The Big 4" ⁽¹⁾	Projected Population Growth ⁽²⁾	Median Household Income ⁽³⁾	Projected Med. HHI Growth ⁽⁴⁾
Lawrenceville - 30042	\$201,229	1	1	40.99%	\$724,917	12	16	28.16%	22.96%	\$98,207	27.71%
Buford - 30518	\$82,474	1	2	9.98%	\$827,804	9	12	25.92%	20.10%	\$64,458	19.09%
Embry Hills/Atlanta - 30341	\$69,050	1	5	9.24%	\$746,912	8	12	64.65%	5.02%	\$68,514	20.67%
Johns Creek - 30097	\$46,918	1	8	4.62%	\$1,016,156	12	17	26.20%	24.11%	\$121,770	27.22%
Snellville - 30078	\$41,482	1	8	4.29%	\$966,722	14	18	4.29%	22.10%	\$81,625	19.47%
Gwinnett Commercial Group⁽⁴⁾	\$541,164	5							22.25%	\$82,499	24.82%
								UCB	14.99%	\$47,272	15.22%
								JCB-Bo. Form	15.62%	\$51,022	16.19%
								Southwest Avg.	9.62%	\$47,295	16.78%
								U.S. Avg.	6.66%	\$51,546	17.77%

Note: Deposit statistics and market share information per FDIC data as of June 30, 2006.

(1) "The Big 4" consists of Bank of America, Wachovia, SunTrust and BB&T.

(2) Projected for the period 2006-2011.

(3) As of 2006.

(4) Demographic statistics calculated using the weighted average of deposits by zip code for all markets where Gwinnett Commercial Group has a presence.

Data Source: SNL Financial



Gwinnett Commercial Group, Inc.

Deposit Market Share Analysis - By Zip Code

Pending Ownership, Including Banks & Thrifts

Deposit Data as of June 30, 2006

Town / Zip Code	Rank	Institution	Inst Type	# of Branches	June '06		June '05
					Total Deposits	Market Share (%)	Market Share (%)
Lawrenceville - 30043	1	Gwinnett Commercial Group Inc. (GA)	Bank	1	301,239	40.99	40.13
Total Zip Code Deposits =	2	Wachovia Corp. (NC)	Bank	2	111,064	15.11	14.62
\$734,917	3	Georgian Bancorporation Inc. (GA)	Bank	1	92,593	12.60	10.14
	4	Bank of America Corp. (NC)	Bank	2	64,266	8.74	9.06
	5	First Citizens BancShares Inc. (NC)	Bank	2	36,867	5.02	5.70
	6	Peoples Bank & Trust (GA)	Bank	1	35,209	4.79	5.20
	7	BB&T Corp. (NC)	Bank	1	31,653	4.31	4.90
	8	Fidelity Southern Corp. (GA)	Bank	1	25,169	3.42	4.55
	9	Royal Bank of Canada	Bank	1	24,215	3.29	4.12
	10	Washington Mutual Inc. (WA)	Thrift	1	5,446	0.74	0.70
		Top 10 Institutions		13	\$727,721	99.01	99.12
Buford - 30518	1	Peoples Bank & Trust (GA)	Bank	3	350,156	42.30	40.45
Total Zip Code Deposits =	2	Synovus Financial Corp. (GA)	Bank	1	164,135	19.83	17.99
\$827,804	3	Gwinnett Commercial Group Inc. (GA)	Bank	1	82,474	9.96	13.18
	4	BB&T Corp. (NC)	Bank	2	76,124	9.20	7.89
	5	Bank of America Corp. (NC)	Bank	1	73,989	8.94	9.32
	6	Wachovia Corp. (NC)	Bank	1	55,079	6.65	7.61
	7	SunTrust Banks Inc. (GA)	Bank	1	9,364	1.13	0.78
	8	GB&T Bancshares Inc. (GA)	Bank	1	8,929	1.08	2.04
	9	Washington Mutual Inc. (WA)	Thrift	1	7,554	0.91	0.74
		Total Institutions		12	\$827,804	100.00	100.00

Note: Dollar values in thousands.
Data Source: SNL Financial



Gwinnett Commercial Group, Inc.

Deposit Market Share Analysis - By Zip Code

Pending Ownership, Including Banks & Thrifts

Deposit Data as of June 30, 2006

Town / Zip Code	Rank	Institution	Inst Type	# of Branches	June '06		June '05
					Total Deposits	Market Share (%)	Market Share (%)
Embry Hills/Atlanta - 30341 Total Zip Code Deposits = \$746,912	1	Bank of America Corp. (NC)	Bank	3	194,158	25.99	28.33
	2	UCBH Holdings Inc. (CA)	Bank	2	167,697	22.45	26.43
	3	SunTrust Banks Inc. (GA)	Bank	2	158,924	21.28	16.85
	4	Wachovia Corp. (NC)	Bank	2	129,823	17.38	15.96
	5	Gwinnett Commercial Group Inc. (GA)	Bank	1	69,050	9.24	9.58
	6	United Americas Bankshares (GA)	Bank	1	16,750	2.24	1.37
	7	Washington Mutual Inc. (WA)	Thrift	1	9,688	1.30	1.43
	8	El Banco Financial Corp. (GA)	Bank	1	822	0.11	0.05
Total Institutions				13	\$746,912	100.00	100.00
Johns Creek - 30097 Total Zip Code Deposits = \$1,016,156	1	Haven Trust Bancorp Inc. (GA)	Bank	2	192,169	18.91	18.86
	2	Alabama National Bancorp. (AL)	Bank	1	191,894	18.88	19.44
	3	SunTrust Banks Inc. (GA)	Bank	3	144,564	14.23	13.61
	4	GB&T Bancshares Inc. (GA)	Bank	1	125,791	12.38	14.09
	5	Wachovia Corp. (NC)	Bank	2	118,098	11.62	11.70
	6	Bank of America Corp. (NC)	Bank	2	105,161	10.35	9.96
	7	First Citizens BancShares Inc. (NC)	Bank	2	65,853	6.48	6.97
	8	Gwinnett Commercial Group Inc. (GA)	Bank	1	46,918	4.62	5.38
	9	Century Security Bank (GA)	Bank	1	11,720	1.15	0.00
	10	Integrity Bancshares Inc. (GA)	Bank	1	9,546	0.94	0.00
Top 10 Institutions				16	\$1,011,714	99.56	100.01

Note: Dollar values in thousands.
Data Source: SNL Financial



Gwinnett Commercial Group, Inc.

Deposit Market Share Analysis - By Zip Code

Pending Ownership, Including Banks & Thrifts

Deposit Data as of June 30, 2006

Town / Zip Code	Rank	Institution	Inst Type	# of Branches	June '06		June '05
					Total Deposits	Market Share (%)	Market Share (%)
Snellville - 30078	1	Wachovia Corp. (NC)	Bank	2	223,055	23.07	26.42
Total Zip Code Deposits =	2	BB&T Corp. (NC)	Bank	2	131,607	13.61	15.04
\$966,733	3	Brand Banking Company (GA)	Bank	1	122,986	12.72	13.29
	4	SunTrust Banks Inc. (GA)	Bank	3	120,250	12.44	14.76
	5	Bank of America Corp. (NC)	Bank	2	109,677	11.35	11.96
	6	First Horizon National Corp. (TN)	Bank	1	85,664	8.86	0.00
	7	Triangle Finl Grp Inc. (GA)	Bank	1	48,648	5.03	5.50
	8	Gwinnett Commercial Group Inc. (GA)	Bank	1	41,483	4.29	4.38
	9	First Citizens BancShares Inc. (NC)	Bank	1	40,649	4.20	4.54
	10	Royal Bank of Canada	Bank	1	24,696	2.55	2.85
Top 10 Institutions				15	\$948,715	98.12	98.74

Note: Dollar values in thousands.
Data Source: SNL Financial



Selected Merger and Acquisition Transactions

Selected Merger and Acquisition Transactions

Recent Metro-Atlanta Commercial Bank Transactions

Deal Value Between \$100 Million - \$1.0 Billion

Transactions Since January 1, 2005

Number of Transactions = 7

Acquiror	St	B/ T/ F Seller	Ann. Date	Deal Value (\$M)	Consideration	Transaction Information					
						Deal Price/4-Qtr EPS(\$)	Deal Price/Book (\$)	Deal Price/Tan. Bk (\$)	Deal Price/Deposits (\$)	Deal Price/Assets (\$)	Tan. Bk Premium/ Core Dep. (\$)
UCBH Holdings Inc.	CA	B Summit Bank Corp.	9/18/06	176.4	Mixed	22.58	304.26	363.05	30.95	26.86	37.02
Royal Bank of Canada	B	FLAG Financial Corp.	8/9/06	456.8	Cash	22.37	204.49	446.58	33.85	25.46	34.93
First Charter Corp.	NC	B GBC Bancorp Inc	6/1/06	101.3	Mixed	14.27	245.28	245.28	26.98	24.21	22.76
Alabama National Bancorp.	AL	B PB Financial Services Corp.	5/24/06	128.8	Common Stock	20.92	340.87	340.87	27.51	24.91	24.55
BB&T Corp.	NC	B Main Street Banks Inc.	12/14/05	621.4	Common Stock	20.03	209.13	321.74	35.11	25.12	31.39
Synovus Financial Corp.	GA	B Riverside Bancshares Inc.	9/6/05	171.3	Common Stock	22.75	360.50	360.50	37.31	28.41	37.66
FLAG Financial Corp.	GA	B First Capital Bancorp, Inc.	5/26/05	135.2	Mixed	32.75	221.58	255.74	28.28	20.02	25.03
HIGH				621.4		32.75	360.50	446.58	37.31	28.41	37.66
LOW				101.3		14.27	204.49	245.28	26.98	20.02	22.76
MEAN				255.9		22.24	269.44	333.39	31.43	25.00	30.48
MEDIAN				171.3		22.37	245.28	340.87	30.95	25.12	31.39

Data Source: SNL Financial



Selected Merger and Acquisition Transactions

Recent Metro-Atlanta Commercial Bank Transactions

Deal Value Between \$100 Million - \$1.0 Billion

Transactions Since January 1, 2005

Number of Transactions = 7

Acquirer	City	St	B/T	Seller	City	Ann. Date	Seller Information						
							Total Assets (\$ 000)	Total Equity (\$ 000)	Tang. Assets (%)	YTD ROAA (%)	YTD NPAs/Assets (%)	YTD ROE (%)	
UCBH Holdings Inc.	San Francisco	CA	B	Summit Bank Corp.	Atlanta	9/18/06	65,670	57,725	7.47	1.04	12.18	0.66	
Royal Bank of Canada	Toronto		B	FLAG Financial Corp.	Atlanta	8/9/06	1,794,461	212,095	5.79	1.28	10.68	0.22	
First Charter Corp.	Charlotte	NC	B	GBC Bancorp Inc.	Lawrenceville	6/1/06	418,222	34,440	8.22	1.57	18.62	NA	
Alabama National Bancorp.	Birmingham	AL	B	PB Financial Services Corp.	Duluth	5/24/06	517,012	36,521	7.07	1.42	19.52	NA	
BBST Corp.	Winston-Salem	NC	B	Main Street Banks Inc.	Atlanta	12/14/05	2,472,567	291,850	8.00	1.27	10.54	0.69	
Synovus Financial Corp.	Columbus	GA	B	Riverside Bancshares Inc.	Marietta	9/6/05	602,860	42,788	7.10	1.22	18.88	0.15	
FLAG Financial Corp.	Atlanta	GA	B	First Capital Bancorp, Inc.	Norcross	5/26/05	675,020	57,692	7.29	0.78	9.06	0.17	
							HIGH	2,472,567	291,850	8.22	1.57	19.52	0.69
							LOW	418,222	34,440	5.79	0.78	9.06	0.15
							MEAN	1,019,706	104,732	7.29	1.24	14.26	0.38
							MEDIAN	656,702	57,692	7.29	1.28	12.18	0.22
Gwinnett Commercial Group (1) - Lawrenceville							\$674,885	\$79,227	10.19	1.94	17.20	0.02	

(1) Financial data as of or for the twelve months December 31, 2006.

Data Source: SNL Financial; Company documents



Selected Merger and Acquisition Transactions

Recent Southeast Commercial Bank Transactions

Deal Value Between \$100 Million - \$1.0 Billion

Transactions Since January 1, 2005

Number of Transactions = 23

Acquirer	Br Tr	St F Seller	St	Ann. Date	Deal Value (\$M)	Consideration	Transaction Information					
							Deal Price / 4-Qtr	Deal Price / Book	Deal Price / Tan. Bk	Deal Price / Deposits	Deal Price / Assets	Tan. Bk Premium / Core Dep.
							EPS(x)	(%)	(%)	(%)	(%)	(%)
Greene County Bankshares Inc.	TN B	Civitas Bank Group	TN	1/25/07	164.4	Mixed	22.81	202.14	202.14	22.79	18.99	27.02
Banco Sabadell SA	B	Transatlantic Holding Corp	FL	1/24/07	175.0	Cash	19.96	248.99	248.99	25.22	20.16	42.96
Colonial BancGroup Inc.	AL B	Commercial Bankshares Inc.	FL	1/22/07	216.5	Mixed	24.62	220.70	221.60	27.62	20.57	42.29
Marshall & Ilsley Corp.	WI B	United Heritage Bankshares	FL	12/1/06	216.0	Common Stock	27.79	204.57	209.76	24.29	29.24	27.56
UCBH Holdings Inc.	CA B	Summit Bank Corp.	GA	9/18/06	176.4	Mixed	22.58	204.26	262.05	20.95	26.86	27.02
Park National Corp.	OH B	Vision Bankshares Inc.	FL	9/14/06	169.6	Mixed	18.61	298.00	221.86	28.48	24.28	27.82
IBERIA BANK Corp.	LA B	Pulaski Investment Corp.	AR	8/9/06	120.0	Mixed	20.54	224.24	224.22	22.85	27.56	25.77
Royal Bank of Canada	B	FLAG Financial Corp.	GA	8/9/06	456.8	Cash	22.27	204.49	446.58	22.85	25.46	24.92
First Charter Corp.	NC B	GBC Bancorp Inc	GA	6/1/06	101.2	Mixed	14.27	245.28	245.28	26.98	24.21	22.76
Alabama National Bancorp.	AL B	PB Financial Services Corp.	GA	5/24/06	128.8	Common Stock	20.92	240.87	240.87	27.51	24.91	24.55
Mercantile Bankshares Corp.	MD B	Jama's Monroe Bancorp Inc.	VA	2/27/06	142.8	Mixed	22.67	220.79	220.79	20.50	27.12	28.07
BBST Corp.	NC B	First Citizens Bancorp	TN	1/11/06	144.8	Mixed	15.72	240.55	244.65	25.72	21.11	22.58
BBST Corp.	NC B	Main Street Banks Inc.	GA	12/14/05	621.4	Common Stock	20.02	209.12	221.74	25.11	25.12	21.29
Alabama National Bancorp.	AL B	Florida Choice Bankshares Inc.	FL	10/27/05	108.8	Mixed	28.55	259.56	259.56	50.17	27.02	29.65
Pinnacle Financial Partners	TN B	Cavalry Bancorp Inc.	TN	9/20/05	175.2	Common Stock	NM	202.20	212.55	22.50	28.98	26.41
FNB Corp.	NC B	Integrity Financial Corp	NC	9/18/05	128.4	Mixed	57.26	186.49	262.24	22.58	19.21	20.41
Synovus Financial Corp.	GA B	Riverside Bankshares Inc.	GA	9/6/05	171.2	Common Stock	22.75	260.50	260.50	27.21	28.41	27.66
Whitney Holding Corp.	LA B	First National Bankshares Inc.	FL	7/27/05	120.0	Mixed	24.64	417.09	426.27	41.77	25.85	27.18
Commerce Bancorp Inc.	NJ B	Palm Beach County Bank	FL	7/25/05	112.0	Common Stock	28.11	447.62	447.62	42.17	22.22	29.08
Capital Bank Corp.	NC B	1stState Bancorp Inc.	NC	6/29/05	114.6	Mixed	20.20	166.67	166.67	41.11	20.75	22.95
FLAG Financial Corp.	GA B	First Capital Bancorp, Inc.	GA	5/26/05	125.2	Mixed	22.75	221.58	255.74	28.28	20.02	25.02
First Citizens Bancorp.	SC B	Summit Financial Corp.	SC	2/7/05	110.0	Cash	24.44	266.67	267.97	47.48	24.28	27.85
Mercantile Bankshares Corp.	MD B	Community Bank of N. Virginia	VA	1/24/05	211.1	Mixed	22.01	240.85	242.16	22.50	22.99	28.57

HIGH	621.4	57.26	447.62	447.62	50.17	27.02	42.96
LOW	101.2	14.27	166.67	166.67	22.58	18.99	20.41
MEAN	188.4	26.17	298.04	224.17	22.95	27.25	21.22
MEDIAN	144.8	22.41	204.26	220.79	22.85	27.12	28.57

Data Source: SNL Financial



Selected Merger and Acquisition Transactions

Recent Southeast Commercial Bank Transactions

Deal Value Between \$100 Million - \$1.0 Billion

Transactions Since January 1, 2005

Number of Transactions = 22

Acquirer	City	St	Br Tr F Seller	City	St	Ann. Date	Seller Information					
							Total Assets (\$'000)	Total Equity (\$'000)	ROAA (%)	YTD ROA (%)	YTD NPAs/r Assets (%)	NA
Greene County Bancshares Inc.	Greenville	TN	B Civitas Bank Group	Franklin	TN	1/25/07	865,745	52,652	6.08	0.92	14.76	0.27
Banco Sabadell SA	Sabadell		B Transatlantic Holding Corp	Miami	FL	1/24/07	580,255	50,145	8.64	1.59	19.25	0.22
Coburn BancGroup Inc.	Montgomery	AL	B Commercial Bankshares Inc.	Miami	FL	1/22/07	1,025,261	90,227	8.69	1.20	14.78	0.00
Marzilli & Ilisky Corp.	Milwaukee	WI	B United Heritage Bankshares	Orlando	FL	12/1/06	726,094	64,929	8.68	1.08	12.26	0.01
UCBH Holdings Inc.	San Francisco	CA	B Summit Bank Corp.	Atlanta	GA	9/18/06	656,702	57,725	7.47	1.04	12.18	0.66
Bank National Corp.	Newark	OH	B Vision Bankshares Inc.	Panama City	FL	9/14/06	695,726	51,869	6.94	1.39	17.91	0.40
IBERIA BANK Corp.	Lafayette	LA	B Pulaski Investment Corp.	Little Rock	AR	8/9/06	471,621	40,021	8.26	1.41	17.49	0.26
Royal Bank of Canada	Toronto		B FLAG Financial Corp.	Atlanta	GA	8/9/06	1,794,461	212,095	5.79	1.28	10.68	0.22
First Charter Corp.	Charlotte	NC	B GEC Bancorp Inc	Lawrenceville	GA	6/1/06	418,222	24,440	8.22	1.57	18.62	NA
Alabama National Bancorp.	Birmingham	AL	B PB Financial Services Corp.	Duluth	GA	5/24/06	517,012	26,521	7.07	1.42	19.52	NA
Marquette Bankshares Corp.	Baltimore	MD	B James Monroe Bancorp Inc.	Arlington	VA	2/27/06	529,921	29,645	7.48	0.86	11.04	0.04
BBST Corp.	Winston-Salem	NC	B First Citizens Bancorp	Cleveland	TN	1/11/06	685,964	42,522	6.12	2.16	22.41	0.64
BBST Corp.	Winston-Salem	NC	B Main Street Bank Inc.	Atlanta	GA	12/14/05	2,472,567	291,850	8.00	1.27	10.54	0.69
Alabama National Bancorp.	Birmingham	AL	B Florida Choice Bankshares Inc.	Mount Dora	FL	10/27/05	292,884	28,092	12.96	0.79	7.21	0.27
Pinnacle Financial Partners	Nashville	TN	B Cavalry Bancorp Inc.	Murfreesboro	TN	9/20/05	604,656	56,870	9.12	1.42	14.84	0.18
FNB Corp.	Asheboro	NC	B Integrity Financial Corp	Hickory	NC	9/18/05	668,298	65,989	7.20	0.95	9.81	0.86
Synovus Financial Corp.	Columbus	GA	B Riverside Bankshares Inc.	Marietta	GA	9/6/05	602,860	42,788	7.10	1.32	18.88	0.15
Whitney Holding Corp.	New Orleans	LA	B First National Bankshares Inc.	Bradenton	FL	7/27/05	224,621	27,462	7.87	1.19	14.29	0.00
Commerce Bancorp Inc.	Cherry Hill	NJ	B Palm Beach County Bank	West Palm Beach	FL	7/25/05	249,602	25,241	7.22	1.72	22.24	0.00
Capital Bank Corp.	Raleigh	NC	B 1st State Bancorp Inc.	Burlington	NC	6/29/05	272,752	64,721	17.27	0.92	5.26	0.75
FLAG Financial Corp.	Atlanta	GA	B First Capital Bancorp, Inc.	Norcross	GA	5/26/05	675,020	57,692	7.29	0.78	9.06	0.17
First Citizens Bancorp.	Columbia	SC	B Summit Financial Corp.	Greenville	SC	2/7/05	220,928	27,265	11.56	1.26	12.81	0.22
Marquette Bankshares Corp.	Baltimore	MD	B Community Bank of N. Virginia	Sterling	VA	1/24/05	879,919	60,260	6.82	1.07	15.76	NA

HIGH	2,472,567	291,850	17.27	2.16	22.41	0.86
LOW	292,884	25,241	5.79	0.78	5.26	0.00
MEAN	720,144	67,006	8.25	1.25	14.99	0.21
MEDIAN	604,656	51,869	7.48	1.27	14.76	0.22

(1) Financial data as of or for the twelve months
December 31, 2006.

Data Source: SNL Financial; Company
documents

Gwinnett Commercial Group (1) Lawrenceville **\$674,885 \$79,227 10.19 1.94 17.20 0.02**

