

UNITED COMMUNITY BANKS INC
Form 11-K
June 22, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K**

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

For the fiscal year ended December 31, 2010

or

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

For the transition period from _____ to _____

Commission file number 001-35095

A. Full title of the Plan and address of the Plan, if different from that of the issuer named below:

United Community Banks, Inc. Profit Sharing Plan

B. Name of the issuer of the securities held pursuant to the plan and the address of the principal executive office:

United Community Banks, Inc.
125 Highway 515 East, PO Box 398
Blairsville, GA 30514

UNITED COMMUNITY BANKS, INC.
PROFIT SHARING PLAN
Financial Statements and Supplemental Schedule
December 31, 2010 and 2009
(with Report of Independent Registered Public Accounting Firm)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Benefits Administrative Committee Members
United Community Banks, Inc. Profit Sharing Plan
Blairsville, Georgia

We have audited the accompanying statements of net assets available for plan benefits of United Community Banks, Inc. Profit Sharing Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of United Community Banks, Inc. Profit Sharing Plan as of December 31, 2010 and 2009, and the changes in net assets available for plan benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

Our audit of the Plan's financial statements as of and for the year ended December 31, 2010 was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets Held for Investment Purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management and has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Porter Keadle Moore, LLP
Atlanta, Georgia
June 21, 2011

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Statements of Net Assets Available for Plan Benefits
December 31, 2010 and 2009

	2010	2009
Assets:		
Cash	\$ 94,654	\$ 62,069
Investments at fair value:		
Common stock of United Community Banks, Inc.	4,439,261	5,985,187
Shares of registered investment company mutual funds	61,151,264	54,028,993
 Total investments	 65,590,525	 60,014,180
 Receivables:		
Accrued dividends	23,245	15,588
Due from brokers	35,146	13,708
 Total receivables	 58,391	 29,296
 Total assets	 65,743,570	 60,105,545
 Liabilities:		
Amounts due to brokers	45,860	62,111
Benefits payable	62,647	6,496
 Total liabilities	 108,507	 68,607
 Net assets available for plan benefits	 \$ 65,635,063	 \$ 60,036,938

See accompanying notes to financial statements.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2010

Additions to net assets attributable to:

Investment income:	
Interest and dividends	\$ 584,715
Net appreciation in fair value of investments	3,268,497

Total investment income	3,853,212
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Contributions:

Employer match	3,001,768
Employee deferrals	4,722,266
Employee rollovers and other	170,991

Total contributions	7,895,025
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Total additions	11,748,237
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Deductions from net assets attributable to:

Distributions paid to participants	5,876,066
Administrative expenses	274,046

Total deductions	6,150,112
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Increase in net assets available for plan benefits	5,598,125
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Net assets available for plan benefits:

Beginning of year	60,036,938
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End of year	\$ 65,635,063
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See accompanying notes to financial statements.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Notes to Financial Statements

(1) Description of the Plan

The following description of United Community Banks, Inc. Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan and was formed to provide benefits exclusively for the employees of United Community Banks, Inc. and its subsidiaries (the Company). Employees are eligible to participate in the Plan on the next immediate enrollment date following employment, but are eligible to participate in the matching portion of the Plan after the completion of one year of service with the Company as defined in the Plan documents. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Employees of the Company participating in the Plan are entitled to make pre-tax contributions to the Plan in amounts ranging from 2% to 75% of their annual base salary and commissions, subject to mandated maximum limitations. The Company's matching contribution is up to 5% of a participant's annual base salary and commissions for those who have completed at least one year of service and have elected to make deferred contributions. The Company may also make an additional discretionary contribution in any Plan year. Contributions are subject to certain limitations.

Vesting

Participants are immediately vested in their contributions to the Plan. Participants vest in the Company's contributions according to the following schedule:

Years of Service	Percentage
Less Than 1	0%
2	33%
3	66%
More Than 3	100%

Participants automatically become 100% vested upon death or disability while still an active employee of the Company. Upon termination of employment, amounts not vested will be forfeited with such forfeitures reducing administrative expenses paid from the Plan.

Payment of Benefits

Upon retirement, a participant is entitled to receive 100% of the vested account balance in a lump-sum distribution or periodic payments over a predetermined period. Upon the death of a participant, the designated beneficiary is entitled to receive 100% of the participant's account in a lump-sum distribution or periodic payments over a predetermined period. In addition, disabled participants are entitled to 100% of their account balance. Plan participants who are terminated for reasons other than retirement, death or disability are entitled to receive only the vested portion of their account. The Plan also allows for certain hardship withdrawals prior to termination of employment. Benefits are recorded when paid.

Administrative Expenses

The Plan pays substantially all administrative expenses.

Forfeited Accounts

At December 31, 2010 and 2009, forfeited non vested accounts approximated \$7,000 and \$18,000, respectively. These amounts will be used to reduce future administrative expenses.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Notes to Financial Statements, continued

(1) Description of the Plan, continued

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The participants affected by the termination or discontinuance of contributions will immediately become 100% vested in their accounts.

(2) Summary of Significant Accounting Policies and Recent Accounting Pronouncements

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual method of accounting and present the net assets available for plan benefits and changes in those assets of the Plan. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Investment Valuation

The Financial Accounting Standards Board's (FASB) Accounting Standards Codification Topic 820 (ASC 820) *Fair Value Measurements and Disclosures* defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements. ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Fair Value Hierarchy

Level 1 Valuation is based upon quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2 Valuation is based upon quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption based on unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN

Notes to Financial Statements, continued

(2) Summary of Significant Accounting Policies and Recent Accounting Pronouncements, continued

The Plan's investments are reported at fair value. The Company's common stock trades on the Nasdaq Global Select Market (Nasdaq), and its value is based on a quoted market price. Investments in mutual funds held are stated at fair value based on quoted market prices of the underlying fund securities. In accordance with ASC 820, all of the Plan's investments are classified as Level 1 recurring items since their valuation is based upon quoted market prices in active markets for identical assets. At December 31, 2010 and 2009 the Plan held investments in the Company's common stock amounting to \$4,439,261 and \$5,985,187, respectively. This investment represented 7% and 10% of total investments at December 31, 2010 and 2009, respectively. A significant decline in the market value of the Company's common stock would significantly affect the net assets available for benefits.

The Plan provides for investments in various investment securities, which are exposed to various risks such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for plan benefits.

The net gain or loss from investment activity includes realized and unrealized gains and losses from investment activity as well as earnings on investments. Unrealized gains and losses are calculated as the difference between the current value of securities as of the end of the plan year and either the current value at the end of the preceding year or the actual cost if such investments were purchased during the current year. Realized gains or losses on sales of investments are calculated as the difference between sales proceeds and the current value of investments at the beginning of the year or the actual cost if such investments were purchased during the year. Earnings on investments include interest and dividends received on the Company's common stock and mutual fund shares.

Securities transactions are recorded on the trade date. Interest income is recorded on an accrual basis when it is earned. Dividend income is recorded on the ex-dividend date.

Recent Accounting Pronouncements

In September 2010, the FASB issued Accounting Standards Update No. 2010-25, *Reporting Loans to Participants By Defined Contribution Pension Plans* (ASU No. 2010-25). ASU No. 2010-25 requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This guidance is effective for fiscal years ending after December 15, 2010 and should be applied retrospectively to all prior periods presented. The adoption of this update did not have a material impact on the Plan's financial statements, as the Plan does not currently allow loans to participants.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Notes to Financial Statements, continued

(3) Investments

The following table represents investments at December 31, 2010 and 2009.

	2010	2009
Cash	\$ 94,654	\$ 62,069
United Community Banks, Inc. common stock (2,276,544 and 1,765,542 shares at December 31, 2010 and 2009, respectively)	\$ 4,439,261	\$ 5,985,187
Mutual funds:		
Federated Govt Obligations Fund	\$ 6,833,516	\$ 7,233,440
Alger Smallcap Growth Institutional Fund	1,736,728	1,273,997
American Independence Stock Fund	2,957,832	2,493,108
NestEgg 2050 Fund	14,945	
NestEgg 2040 Fund	6,419,220	5,583,504
NestEgg 2030 Fund	6,604,788	6,069,652
NestEgg 2020 Fund	10,041,561	9,812,899
NestEgg 2010 Fund	3,768,919	4,887,464
American Independence International Equity Fund	2,545,668	2,179,664
Goldman Sachs Mid Cap Value	2,561,316	1,927,153
Morgan Stanley Mid Cap Growth Fund	3,776,839	2,413,789
Northern Small Cap Value Fund	1,602,397	1,221,978
T. Rowe Price Growth Stk Fund	3,380,531	2,227,420
Vanguard 500 Index Fund	2,121,066	1,515,006
PIMCO Total Return Bond Fund	6,785,938	5,189,919
Total mutual funds	\$ 61,151,264	\$ 54,028,993

During 2010, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as detailed below:

	Year Ended December 31, 2010
Net change in investments at fair value as determined by quoted market price:	
Mutual funds	\$ 6,014,129
United Community Banks, Inc. common stock	(2,745,632)
Net change in fair value	\$ 3,268,497

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Notes to Financial Statements, continued

(3) Investments, continued

Single investments representing more than 5% of the Plan's net assets as of December 31, 2010 and/or 2009, are separately identified.

United Community Banks, Inc. common stock	\$ 4,439,261	\$ 5,985,187
NestEgg 2040 Fund	6,419,220	5,583,504
NestEgg 2030 Fund	6,604,788	6,069,652
NestEgg 2020 Fund	10,041,561	9,812,899
NestEgg 2010 Fund	3,768,919	4,887,464
Federated Govt Oblig Fund	6,833,516	7,233,440
PIMCO Total Return Bond Fund	6,785,938	5,189,919
T Rowe Price Growth Stk Fund	3,380,531	*
Morgan Stanley Mid Cap Growth Fund	3,776,839	*

* Investment did not represent 5% or more of Plan's net assets at respective year end.

(4) Tax Status

The Plan obtained its latest determination letter on October 4, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan was amended effective September 15, 2009; however, the Plan sponsor and the Plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(5) Party-In-Interest Transactions

During the course of the year, the Plan enters into certain party-in-interest transactions with the Company and INTRUST Bank, N.A. (the Trustee). The Company, as the Plan sponsor, may declare cash dividends on its common stock on a quarterly basis throughout the year. In 2010, the Plan did not receive cash dividends on its investment in the Company's stock. Additionally, the Company may provide a discretionary contribution to the Plan's participants, which is based on the diluted earnings per share of the Company. No discretionary contribution was made for the 2010 or 2009 plan year, and therefore there was no contribution receivable as of December 31, 2010 or 2009.

The Plan regularly purchases shares of the Company's common stock directly from the Company based on the average of the high and low price for the Company's common stock as reported by Nasdaq on the date of transaction. During 2010 and 2009, the Plan purchased 449,167 and 255,727 shares, respectively, directly from the Company.

The Trustee functions as the trustee, custodian and record keeper for the Plan. The cost for these services totaled \$274,046 for 2010 and is presented on the statement of changes in net assets available for plan benefits as administrative expenses. The fees for 2010 for trustee and custodial services amounted to \$226,941 and for record keeping amounted to \$47,105.

UNITED COMMUNITY BANKS, INC. PROFIT SHARING PLAN
Schedule of Assets Held for Investment Purposes
December 31, 2010
Employer Identification Number: 58-0554454
Plan Number: 001

a) Identity of issuer or similar party (b)	Description of assets (c)	Cost (d)	Fair Value (e)
United Community Banks, Inc.	Common stock 2,276,544 shares	N/A	\$ 4,439,261
Federated Government Obligation Fund	Federated Govt Oblig Fund	N/A	6,833,516
American Independence Financial	NestEgg 2050 Fund 1,316 shares	N/A	14,945
American Independence Financial	NestEgg 2040 Fund 688,019 shares	N/A	6,419,220
American Independence Financial	NestEgg 2030 Fund 727,400 shares	N/A	6,604,788
American Independence Financial	NestEgg 2020 Fund 1,027,795 shares	N/A	10,041,561
American Independence Financial	NestEgg 2010 Fund 388,548 shares	N/A	3,768,919
American Independence Financial	American Independence International Equity Fund 221,941 shares	N/A	2,545,668
American Independence Financial	American Independence Stock Fund 211,879 shares	N/A	2,957,832
Vanguard Funds	Vanguard 500 Index Fund 22,168 shares	N/A	2,121,066
PIMCO Funds	PIMCO Total Return Bond Fund 625,432 shares	N/A	6,785,938
Goldman Sachs	Goldman Sachs Mid Cap Value Fund 70,852 shares	N/A	2,561,316
T. Rowe Price	T Rowe Price Growth Stock Fund 105,149 shares	N/A	3,380,531
Morgan Stanley	Morgan Stanley Mid Cap Growth Fund 101,120 shares	N/A	3,776,839
Northern Trust Investments	Northern Small Cap Value Fund 105,351 shares	N/A	1,602,397
Alger	Alger Smallcap Growth Institutional Fund 62,382 shares	N/A	1,736,728

* *Party-in-interest*

N/A- Due to Plan being fully participant directed, such values are not required.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

United Community Banks, Inc.
Profit Sharing Plan

By: /s/ John Goff
Title: Senior Vice President and Trust
Officer

INTRUST BANK, N.A.

Date: June 10, 2011

EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Independent Registered Public Accounting Firm