

SYNOVUS FINANCIAL CORP
Form 10-Q
November 05, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2014
Commission file number 1-10312

SYNOVUS FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Georgia | 58-1134883 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| 1111 Bay Avenue | 31901 |
| Suite 500, Columbus, Georgia | (Zip Code) |
| (Address of principal executive offices) | |
| Registrant's telephone number, including area code: (706) 649-2311 | |
| Securities registered pursuant to Section 12(b) of the Act: | |
| Title of each class | Name of each exchange on which registered |
| Common Stock, \$1.00 Par Value | |
| Series B Participating Cumulative Preferred Stock | New York Stock Exchange |
| Purchase Rights | New York Stock Exchange |
| Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C | New York Stock Exchange |
| Securities registered pursuant to Section 12(g) of the Act: NONE | |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 x NO "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

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

Class

October 31, 2014

Common Stock, \$1.00 Par Value

136,571,459

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SYNOVUS FINANCIAL CORP.

INDEX OF DEFINED TERMS

2019 Senior Notes – Synovus' outstanding 7.875% senior notes due February 15, 2019

ALCO – Synovus' Asset Liability Management Committee

Annual Meeting - Synovus' 2014 Annual Shareholders' Meeting

ASC – Accounting Standards Codification

ASU – Accounting Standards Update

Basel III – a global regulatory framework developed by the Basel Committee on Banking Supervision

BOV – broker's opinion of value

bp – basis point (bps - basis points)

C&I – commercial and industrial loans

CB&T – Columbus Bank and Trust Company, a division of Synovus Bank. Synovus Bank is a wholly-owned subsidiary of Synovus Financial Corp.

CCC – central clearing counterparty

CEO – Chief Executive Officer

CFO – Chief Financial Officer

CMO – Collateralized Mortgage Obligation

Common Stock – Common Stock, par value \$1.00 per share, of Synovus Financial Corp.

Company – Synovus Financial Corp. and its wholly-owned subsidiaries, except where the context requires otherwise

Covered Litigation – Certain Visa litigation for which Visa is indemnified by Visa USA members

CPP – U.S. Department of the Treasury Capital Purchase Program

CRE – Commercial Real Estate

Dodd-Frank Act – The Dodd-Frank Wall Street Reform and Consumer Protection Act

DRR – dual risk rating

DTA – deferred tax asset

Exchange Act – Securities Exchange Act of 1934, as amended

FASB – Financial Accounting Standards Board

FDIC – Federal Deposit Insurance Corporation

Federal Reserve Bank – The 12 banks that are the operating arms of the U.S. central bank. They implement the policies of the Federal Reserve Board and also conduct economic research.

Federal Reserve Board – The 7-member Board of Governors that oversees the Federal Reserve System establishes monetary policy (interest rates, credit, etc.) and monitors the economic health of the country. Its members are appointed by the President, subject to Senate confirmation, and serve 14-year terms.

Federal Reserve System – The 12 Federal Reserve Banks, with each one serving member banks in its own district. This system, supervised by the Federal Reserve Board, has broad regulatory powers over the money supply and the credit structure.

FFIEC – Federal Financial Institutions Examination Council

FHLB – Federal Home Loan Bank

FICO – Fair Isaac Corporation

GA DBF – Georgia Department of Banking and Finance

GAAP – Generally Accepted Accounting Principles in the United States of America

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GSE – government sponsored enterprise
HAP – Home Affordability Program
HELOC – home equity line of credit
IRC – Internal Revenue Code of 1986, as amended
IRS – Internal Revenue Service
LIBOR – London Interbank Offered Rate
LTV – loan-to-collateral value ratio
MOU – Memorandum of Understanding
MSA – Metropolitan Statistical Area
NOL – net operating loss
NPA – non-performing assets
NPL – non-performing loans
NSF – non-sufficient funds
NYSE – New York Stock Exchange
OCI – other comprehensive income
ORE – other real estate
OTTI – other-than-temporary impairment
Parent Company – Synovus Financial Corp.
SEC – U.S. Securities and Exchange Commission
Securities Act – Securities Act of 1933, as amended
Series A Preferred Stock – Synovus' Fixed Rate Cumulative Perpetual Preferred Stock, Series A, without par value
Series C Preferred Stock – Synovus' Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, \$25 liquidation preference
Synovus – Synovus Financial Corp.
Synovus Bank – A Georgia state-chartered bank, formerly known as Columbus Bank and Trust Company, and wholly-owned subsidiary of Synovus, through which Synovus conducts its banking operations
Synovus' 2013 Form 10-K – Synovus' Annual Report on Form 10-K for the year ended December 31, 2013
Synovus Mortgage – Synovus Mortgage Corp., a wholly-owned subsidiary of Synovus Bank
Synovus MOU – MOU entered into by and among Synovus, the Atlanta Fed and the GA DBF
Synovus Trust Company, N. A. – a wholly-owned subsidiary of Synovus Bank
TARP – Troubled Assets Relief Program
TBA – to-be-announced securities with respect to mortgage-related securities to be delivered in the future (MBSs and CMOs)
TDR – troubled debt restructuring (as defined in ASC 310-40)
Tender Offer – Offer by Synovus to purchase, for cash, all of its outstanding 2013 Notes, which commenced on February 7, 2012 and expired on March 6, 2012
Treasury – United States Department of the Treasury
tMEDS – tangible equity units, each composed of a prepaid common stock purchase contract and a junior subordinated amortizing note
Visa – The Visa U.S.A., Inc. card association or its affiliates, collectively
Visa Class B shares – Class B shares of Common Stock issued by Visa which are subject to restrictions with respect to sale until all of the Covered Litigation has been settled

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Visa Derivative – A derivative contract with the purchaser of Visa Class B shares which provides for settlements between the purchaser and Synovus based upon a change in the ratio for conversion of Visa Class B shares into Visa Class A shares

Warrant – A warrant issued to the Treasury by Synovus to purchase up to 2,215,820 shares of Synovus Common Stock at a per share exercise price of \$65.52 expiring on December 19, 2018

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PART I. FINANCIAL INFORMATION
ITEM 1. - FINANCIAL STATEMENTS
SYNOVUS FINANCIAL CORP.
CONSOLIDATED BALANCE SHEETS
(unaudited)

| (in thousands, except share and per share data) | September 30, 2014 | December 31, 2013 |
|--|--------------------|----------------------|
| ASSETS | | |
| Cash and cash equivalents | \$386,402 | 469,630 |
| Interest bearing funds with Federal Reserve Bank | 750,446 | 644,528 |
| Interest earning deposits with banks | 13,612 | 24,325 |
| Federal funds sold and securities purchased under resale agreements | 70,918 | 80,975 |
| Trading account assets, at fair value | 12,705 | 6,113 |
| Mortgage loans held for sale, at fair value | 72,333 | 45,384 |
| Other loans held for sale | 338 | 10,685 |
| Investment securities available for sale, at fair value | 3,050,257 | 3,199,358 |
| Loans, net of deferred fees and costs | 20,588,566 | 20,057,798 |
| Allowance for loan losses | (269,376 |) (307,560 |
| Loans, net | \$20,319,190 | 19,750,238 |
| Premises and equipment, net | 456,633 | 468,871 |
| Goodwill | 24,431 | 24,431 |
| Other intangible assets, net | 1,471 | 3,415 |
| Other real estate | 81,636 | 112,629 |
| Deferred tax asset, net | 656,151 | 744,646 |
| Other assets | 622,587 | 616,376 |
| Total assets | \$26,519,110 | 26,201,604 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Liabilities | | |
| Deposits: | | |
| Non-interest bearing deposits | \$5,813,809 | 5,642,751 |
| Interest bearing deposits, excluding brokered deposits | 13,609,038 | 14,140,037 |
| Brokered deposits | 1,566,934 | 1,094,002 |
| Total deposits | 20,989,781 | 20,876,790 |
| Federal funds purchased and securities sold under repurchase agreements | 107,160 | 148,132 |
| Long-term debt | 2,130,934 | 2,033,141 |
| Other liabilities | 214,690 | 194,556 |
| Total liabilities | \$23,442,565 | 23,252,619 |
| Shareholders' Equity | | |
| Series C Preferred Stock – no par value. 5,200,000 shares outstanding at September 30, 2014 and December 31, 2013 | 125,980 | 125,862 |
| Common stock - \$1.00 par value. Authorized 342,857,143 shares; 139,877,971 issued at September 30, 2014 and 139,720,701 issued at December 31, 2013; 139,064,621 outstanding at September 30, 2014 and 138,907,351 outstanding at December 31, 2013 | 139,878 | 139,721 |
| Additional paid-in capital | 2,974,319 | 2,976,348 |
| Treasury stock, at cost – 813,350 shares at September 30, 2014 and December 31, 2013 | (114,176 |) (114,176 |
| Accumulated other comprehensive loss, net | (24,827 |) (41,258 |

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| | | | |
|--|--------------|------------|---|
| Accumulated deficit | (24,629 |) (137,512 |) |
| Total shareholders' equity | 3,076,545 | 2,948,985 | |
| Total liabilities and shareholders' equity | \$26,519,110 | 26,201,604 | |

See accompanying notes to unaudited interim consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

| (in thousands, except per share data) | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|---|------------------------------------|---------|-------------------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Interest income: | | | | |
| Loans, including fees | \$644,392 | 650,192 | \$217,288 | 217,982 |
| Investment securities available for sale | 43,775 | 37,302 | 14,029 | 13,584 |
| Trading account assets | 357 | 433 | 106 | 155 |
| Mortgage loans held for sale | 1,719 | 3,987 | 701 | 869 |
| Federal Reserve Bank balances | 1,561 | 2,498 | 562 | 814 |
| Other earning assets | 2,185 | 1,343 | 708 | 448 |
| Total interest income | 693,989 | 695,755 | 233,394 | 233,852 |
| Interest expense: | | | | |
| Deposits | 41,246 | 48,964 | 13,504 | 16,354 |
| Federal funds purchased and securities sold under repurchase agreements | 186 | 242 | 35 | 72 |
| Long-term debt | 40,728 | 40,688 | 13,592 | 13,456 |
| Total interest expense | 82,160 | 89,894 | 27,131 | 29,882 |
| Net interest income | 611,829 | 605,861 | 206,263 | 203,970 |
| Provision for loan losses | 25,638 | 55,534 | 3,843 | 6,761 |
| Net interest income after provision for loan losses | 586,191 | 550,327 | 202,420 | 197,209 |
| Non-interest income: | | | | |
| Service charges on deposit accounts | 58,610 | 58,142 | 20,159 | 19,426 |
| Fiduciary and asset management fees | 33,536 | 32,471 | 11,207 | 10,389 |
| Brokerage revenue | 20,201 | 21,231 | 7,281 | 6,636 |
| Mortgage banking income | 13,459 | 19,569 | 4,665 | 5,314 |
| Bankcard fees | 24,394 | 22,662 | 8,182 | 7,760 |
| Investment securities gains, net | 1,331 | 2,571 | — | 1,124 |
| Other fee income | 14,495 | 16,461 | 4,704 | 5,199 |
| (Decrease) increase in fair value of private equity investments, net | (513 |) (856 |) (144 |) 284 |
| Gain on sale of Memphis branches, net | 5,789 | — | — | — |
| Other non-interest income | 26,253 | 21,139 | 7,931 | 7,446 |
| Total non-interest income | 197,555 | 193,390 | 63,985 | 63,578 |
| Non-interest expense: | | | | |
| Salaries and other personnel expense | 279,855 | 276,190 | 93,870 | 92,794 |
| Net occupancy and equipment expense | 79,436 | 77,025 | 26,956 | 26,475 |
| Third-party processing expense | 29,604 | 30,446 | 10,044 | 10,151 |
| FDIC insurance and other regulatory fees | 25,781 | 24,059 | 8,013 | 7,639 |
| Professional fees | 18,427 | 28,922 | 2,526 | 11,410 |
| Advertising expense | 15,935 | 6,513 | 7,177 | 3,114 |
| Foreclosed real estate expense, net | 18,818 | 28,800 | 9,074 | 10,359 |
| Losses (gains) on other loans held for sale, net | 2,050 | 487 | (176 |) 408 |
| Visa indemnification charges | 2,731 | 801 | 1,979 | — |
| Restructuring charges | 17,101 | 7,295 | 809 | 687 |
| Other operating expenses | 70,377 | 70,261 | 33,477 | 24,291 |
| Total non-interest expense | 560,115 | 550,799 | 193,749 | 187,328 |

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|--|-----------|---------|---------|---------|
| Income before income taxes | 223,631 | 192,918 | 72,656 | 73,459 |
| Income tax expense | 81,554 | 72,114 | 25,868 | 27,765 |
| Net income | 142,077 | 120,804 | 46,788 | 45,694 |
| Dividends and accretion of discount on preferred stock | 7,678 | 38,100 | 2,559 | 8,506 |
| Net income available to common shareholders | \$134,399 | 82,704 | 44,229 | 37,188 |
| Net income per common share, basic | \$0.97 | 0.67 | 0.32 | 0.27 |
| Net income per common share, diluted | \$0.96 | 0.62 | 0.32 | 0.27 |
| Weighted average common shares outstanding, basic | 138,989 | 123,652 | 139,043 | 136,671 |
| Weighted average common shares outstanding, diluted | 139,600 | 132,476 | 139,726 | 137,097 |

See accompanying notes to unaudited interim consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

| (in thousands) | Nine Months Ended September 30, | | | | | |
|--|---------------------------------|-----------------------------|----------------------|----------------------|-----------------------------|-------------------------|
| | 2014 | | | 2013 | | |
| | Before-tax Amount | Tax (Expense) Benefit | Net of Tax Amount | Before-tax Amount | Tax (Expense) Benefit | Net of Tax Amount |
| Net income | \$223,631 | (81,554) | 142,077 | 192,918 | (72,114) | 120,804 |
| Net change related to cash flow hedges: | | | | | | |
| Reclassification adjustment for losses realized in net income | 336 | (130) | 206 | 336 | (131) | 205 |
| Net unrealized gains (losses) on investment securities available for sale: | | | | | | |
| Reclassification adjustment for net gains realized in net income | (1,331) | 513 | (818) | (2,571) | 990 | (1,581) |
| Net unrealized gains (losses) arising during the period | 27,467 | (10,579) | 16,888 | (53,166) | 20,468 | (32,698) |
| Net unrealized gains (losses) | 26,136 | (10,066) | 16,070 | (55,737) | 21,458 | (34,279) |
| Post-retirement unfunded health benefit: | | | | | | |
| Reclassification adjustment for gains realized in net income | (144) | 56 | (88) | (98) | 38 | (60) |
| Actuarial gains arising during the period | 395 | (152) | 243 | 830 | (311) | 519 |
| Net unrealized gains | 251 | (96) | 155 | 732 | (273) | 459 |
| Other comprehensive income (loss) | \$26,723 | (10,292) | 16,431 | (54,669) | 21,054 | (33,615) |
| Comprehensive income | | | \$158,508 | | | 87,189 |

See accompanying notes to unaudited interim consolidated financial statements.

| (in thousands) | Three Months Ended September 30, | | | | | |
|--|----------------------------------|-----------------------------|----------------------|----------------------|-----------------------------|-------------------------|
| | 2014 | | | 2013 | | |
| | Before-tax Amount | Tax (Expense) Benefit | Net of Tax Amount | Before-tax Amount | Tax (Expense) Benefit | Net of Tax Amount |
| Net income | \$72,656 | (25,868) | 46,788 | 73,459 | (27,765) | 45,694 |
| Net change related to cash flow hedges: | | | | | | |
| Reclassification adjustment for losses realized in net income | 112 | (43) | 69 | 112 | (43) | 69 |
| Net unrealized (losses) gains on investment securities available for sale: | | | | | | |
| Reclassification adjustment for net gains realized in net income | — | — | — | (1,124) | 433 | (691) |
| Net unrealized (losses) gains arising during the period | (18,173) | 6,993 | (11,180) | 6,849 | (2,637) | 4,212 |
| Net unrealized (losses) gains | (18,173) | 6,993 | (11,180) | 5,725 | (2,204) | 3,521 |
| Post-retirement unfunded health benefit: | | | | | | |
| Reclassification adjustment for (gains) losses realized in net income | — | — | — | (72) | 28 | (44) |
| Other comprehensive (loss) income | \$(18,061) | 6,950 | (11,111) | 5,765 | (2,219) | 3,546 |

| | | |
|----------------------|----------|--------|
| Comprehensive income | \$35,677 | 49,240 |
|----------------------|----------|--------|

See accompanying notes to unaudited interim consolidated financial statements.

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SYNOVUS FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(unaudited)

| (in thousands, except per share data) | Series A Preferred Stock | Series C Preferred Stock | Common Stock | Additional Paid-in Capital | Treasury Stock | Accumulated Other Comprehensive Income (Loss) | Accumulated Deficit | Total |
|---|--------------------------------|--------------------------------|-----------------|----------------------------------|-------------------|---|------------------------|------------|
| Balance at December 31, 2012 | \$957,327 | — | 113,182 | 2,868,965 | (114,176) | 4,101 | (259,968) | 3,569,431 |
| Net income | — | — | — | — | — | — | 120,804 | 120,804 |
| Other comprehensive loss, net of income taxes | — | — | — | — | — | (33,615) | — | (33,615) |
| Cash dividends declared on Common Stock - \$0.21 per share | — | — | — | — | — | — | (26,703) | (26,703) |
| Cash dividends paid on Series A Preferred Stock | — | — | — | (33,741) | — | — | — | (33,741) |
| Accretion of discount on Series A Preferred Stock | 10,543 | — | — | (10,543) | — | — | — | — |
| Redemption of Series A Preferred Stock | (967,870) | — | — | — | — | — | — | (967,870) |
| Issuance of Series C Preferred Stock, net of issuance costs | — | 125,400 | — | — | — | — | — | 125,400 |
| Settlement of prepaid common stock purchase contracts | — | — | 17,550 | (17,550) | — | — | — | — |
| Issuance of Common Stock, net of issuance costs | — | — | 8,553 | 166,211 | — | — | — | 174,764 |
| Restricted share unit activity | — | — | 372 | (3,413) | — | — | (500) | (3,541) |
| Stock options exercised | — | — | 47 | 742 | — | — | — | 789 |
| Share-based compensation tax benefit | — | — | — | 371 | — | — | — | 371 |
| Share-based compensation expense | — | — | — | 5,771 | — | — | — | 5,771 |
| Balance at September 30, 2013 | \$— | 125,400 | 139,704 | 2,976,813 | (114,176) | (29,514) | (166,367) | 2,931,860 |

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|--|-----|---------|---------|-----------|-----------|-----------|------------|-----------|
| Balance at December 31, 2013 | \$— | 125,862 | 139,721 | 2,976,348 | (114,176) | (41,258) | (137,512) | 2,948,985 |
| Net income | — | — | — | — | — | — | 142,077 | 142,077 |
| Other comprehensive income, net of income taxes | — | — | — | — | — | 16,431 | — | 16,431 |
| Cash dividends declared on Common Stock - \$0.21 per share | — | — | — | — | — | — | (29,194) | (29,194) |
| Cash dividends paid on Series C Preferred Stock | — | — | — | (7,678) | — | — | — | (7,678) |
| Series C Preferred Stock-adjustment to issuance costs | — | 118 | — | — | — | — | — | 118 |
| Restricted share unit activity | — | — | 41 | (509) | — | — | — | (468) |
| Stock options exercised | — | — | 116 | 1,869 | — | — | — | 1,985 |
| Share-based compensation tax deficiency | — | — | — | (3,164) | — | — | — | (3,164) |
| Share-based compensation expense | — | — | — | 7,453 | — | — | — | 7,453 |
| Balance at September 30, 2014 | \$— | 125,980 | 139,878 | 2,974,319 | (114,176) | (24,827) | (24,629) | 3,076,545 |

See accompanying notes to unaudited interim consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

| (in thousands) | Nine Months Ended September 30, | |
|--|---------------------------------|-------------|
| | 2014 | 2013 |
| Operating Activities | | |
| Net income | \$ 142,077 | 120,804 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 25,638 | 55,534 |
| Depreciation, amortization, and accretion, net | 39,524 | 46,513 |
| Deferred income tax expense | 74,940 | 64,101 |
| Decrease in interest receivable | 1,459 | 8,229 |
| Decrease in interest payable | (1,575) | (3,207) |
| Increase in trading account assets | (6,592) | (6,261) |
| Originations of mortgage loans held for sale | (579,139) | (749,437) |
| Proceeds from sales of mortgage loans held for sale | 561,796 | 893,348 |
| Gains on sales of mortgage loans held for sale | (8,971) | (10,789) |
| (Increase) decrease in fair value of mortgage loans held for sale | (969) | 3,838 |
| Decrease in other assets | 1,392 | 36,138 |
| Increase (decrease) in accrued salaries and benefits | 6,772 | (4,584) |
| Increase in other liabilities | 14,934 | 333 |
| Investment securities gains, net | (1,331) | (2,571) |
| Losses on sales of other loans held for sale, net | 2,050 | 487 |
| Losses and write-downs on other real estate, net | 16,734 | 22,714 |
| Share-based compensation expense | 7,453 | 5,771 |
| Write-downs on other assets held for sale | 7,608 | — |
| Gain on sale of Memphis branches, net | (5,789) | — |
| Gain on sale of branch property | (3,116) | — |
| Net cash provided by operating activities | \$ 294,895 | 480,961 |
| Investing Activities | | |
| Net cash (used) received in dispositions/acquisitions | (90,571) | 56,328 |
| Net decrease in interest earning deposits with banks | 10,713 | 9,382 |
| Net decrease in federal funds sold and securities purchased under resale agreements | 10,057 | 33,340 |
| Net (increase) decrease in interest bearing funds with Federal Reserve Bank | (105,918) | 531,955 |
| Proceeds from maturities and principal collections of investment securities available for sale | 417,704 | 584,810 |
| Proceeds from sales of investment securities available for sale | 20,815 | 403,792 |
| Purchases of investment securities available for sale | (277,375) | (1,197,122) |
| Proceeds from sales of loans | 44,001 | 75,359 |
| Proceeds from sales of other real estate | 49,754 | 77,168 |
| Principal repayments by borrowers on other loans held for sale | 770 | 3,966 |
| Net increase in loans | (754,930) | (423,252) |
| Purchases of premises and equipment | (36,059) | (24,971) |
| Proceeds from disposals of premises and equipment | 4,838 | 3,172 |
| Proceeds from sales of other assets held for sale | 507 | 1,085 |
| Net cash (used in) provided by investing activities | \$ (705,694) | 135,012 |
| Financing Activities | | |
| Net increase (decrease) in demand and savings deposits | 8,677 | (281,267) |

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| | | | |
|---|----------|-----------|---|
| Net increase in certificates of deposit | 295,687 | 141,252 | |
| Net decrease in federal funds purchased and securities sold under repurchase agreements | (40,972) | (6,630) |) |
| Principal repayments on long-term debt | (605) | (301,431) |) |
| Proceeds from issuance of long-term debt | 99,938 | 462,500 | |
| Dividends paid to common shareholders | (29,194) | (26,703) |) |
| Dividends paid to preferred shareholders | (7,678) | (33,741) |) |

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| | | | |
|---|-----------|-----------|---|
| Stock options exercised | 1,985 | 789 | |
| Proceeds from issuance of Series C Preferred Stock | — | 125,400 | |
| Redemption of Series A Preferred Stock | — | (967,870 |) |
| Proceeds from issuance of common stock | — | 174,764 | |
| Excess tax benefit from share-based compensation | 201 | 569 | |
| Restricted stock activity | (468 |) (3,541 |) |
| Net cash provided by (used in) financing activities | \$327,571 | (715,909 |) |
| Decrease in cash and cash equivalents | (83,228 |) (99,936 |) |
| Cash and cash equivalents at beginning of period | 469,630 | 614,630 | |
| Cash and cash equivalents at end of period | \$386,402 | 514,694 | |
| Supplemental Cash Flow Information | | | |
| Cash paid during the period for: | | | |
| Income tax payments, net | 4,693 | 1,669 | |
| Interest paid | 83,861 | 85,332 | |
| Non-cash Activities | | | |
| Mortgage loans held for sale transferred to loans at fair value | 334 | 14,471 | |
| Premises and equipment transferred to other assets held for sale | 16,613 | 490 | |
| Loans foreclosed and transferred to other real estate | 35,495 | 72,854 | |
| Loans transferred to other loans held for sale at fair value | 36,736 | 117,806 | |
| Other loans held for sale transferred to loans at fair value | — | 1,235 | |
| Other loans held for sale foreclosed and transferred to other real estate at fair value | — | 3,246 | |
| Settlement of prepaid common stock purchase contracts | — | 122,848 | |
| Securities purchased during the period but settled after period-end | — | 35,160 | |
| Dispositions/Acquisitions: | | | |
| Fair value of non-cash assets (sold) acquired | (100,982 |) 536 | |
| Fair value of liabilities (sold) assumed | (191,553 |) 56,864 | |

See accompanying notes to unaudited interim consolidated financial statements.

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Notes to Unaudited Interim Consolidated Financial Statements

Note 1 - Significant Accounting Policies

Business Operations

The accompanying unaudited interim consolidated financial statements of Synovus include the accounts of the Parent Company and its consolidated subsidiaries. Synovus provides integrated financial services, including commercial and retail banking, financial management, insurance, and mortgage services to its customers through locally-branded divisions of its wholly-owned subsidiary bank, Synovus Bank, in offices located throughout Georgia, Alabama, South Carolina, Florida, and Tennessee.

In addition to our banking operations, we also provide various other financial services to our customers through direct and indirect wholly-owned non-bank subsidiaries, including: Synovus Securities, Inc., headquartered in Columbus, Georgia, which specializes in professional portfolio management for fixed-income securities, investment banking, the execution of securities transactions as a broker/dealer and the provision of individual investment advice on equity and other securities; Synovus Trust Company, N.A., headquartered in Columbus, Georgia, which provides trust, asset management and financial planning services; and Synovus Mortgage Corp., headquartered in Birmingham, Alabama, which offers mortgage services.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to the SEC Form 10-Q and Article 10 of Regulation S-X; therefore, they do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, comprehensive income, and cash flows in conformity with GAAP. All adjustments consisting of normally recurring accruals that, in the opinion of management, are necessary for a fair presentation of the consolidated financial position and results of operations for the periods covered by this Report have been included. The accompanying unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes appearing in Synovus' 2013 Form 10-K. There have been no significant changes to the accounting policies as disclosed in Synovus' 2013 Form 10-K.

In preparing the unaudited interim consolidated financial statements in accordance with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the respective consolidated balance sheets and the reported amounts of revenues and expenses for the periods presented. Actual results could differ significantly from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses; the valuation of other real estate; the fair value of investment securities; the fair value of private equity investments; the valuation of deferred tax assets; and contingent liabilities related to legal matters.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and due from banks. At September 30, 2014 and December 31, 2013, cash and cash equivalents included \$91.3 million and \$104.9 million, respectively, on deposit to meet Federal Reserve Bank requirements. At September 30, 2014 and December 31, 2013, \$125 thousand and \$375 thousand, respectively, of the due from banks balance was restricted as to withdrawal.

Short-term Investments

Short-term investments consist of interest bearing funds with the Federal Reserve Bank, interest earning deposits with banks, and Federal funds sold and securities purchased under resale agreements. Interest earning deposits with banks include \$7.1 million and \$11.1 million at September 30, 2014 and December 31, 2013, respectively, which is pledged as collateral in connection with certain letters of credit. Federal funds sold include \$68.1 million at September 30, 2014 and \$72.2 million at December 31, 2013, which are pledged to collateralize certain derivative instruments.

Federal funds sold and securities purchased under resale agreements, and Federal funds purchased and securities sold under repurchase agreements, generally mature in one day.

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Recently Adopted Accounting Standards Updates

Effective January 1, 2014, Synovus adopted the provisions of ASU 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This ASU provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. Income tax accounting guidance did not explicitly address how to present unrecognized tax benefits when a company also has net operating losses or tax credit carryforwards. Previously, most companies presented these unrecognized benefits as a liability (i.e., gross presentation), but some presented the liability as a reduction of their net operating losses or tax credit carryforwards (i.e., net presentation). To address this diversity in practice, the FASB issued ASU 2013-11, requiring unrecognized tax benefits to be offset against a deferred tax asset for a net operating loss carryforward, similar tax loss, or tax credit carryforward except when either (1) a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available as of the reporting date under the governing tax law to settle taxes that would result from the disallowance of the tax position, or (2) the entity does not intend to use the deferred tax asset for this purpose (provided that the tax law permits a choice). If either of these conditions exists, an entity should present an unrecognized tax benefit in the financial statements as a liability and should not net the unrecognized tax benefit with a deferred tax asset. Synovus adopted the provisions of ASU 2013-11 effective January 1, 2014. However, because prior to adoption Synovus already presented its unrecognized tax benefits as a reduction of its net operating losses, adoption of ASU 2013-11 did not have a significant impact on its consolidated balance sheet.

Reclassifications

Prior periods' consolidated financial statements are reclassified whenever necessary to conform to the current periods' presentation.

Subsequent Events

Synovus has evaluated for consideration, or disclosure, all transactions, events, and circumstances, subsequent to the date of the consolidated balance sheet and through the date the accompanying unaudited interim consolidated financial statements were issued, and has reflected, or disclosed, those items deemed appropriate within the unaudited interim consolidated financial statements.

Note 2 - Share Repurchase Program

On October 21, 2014, Synovus announced a common stock repurchase program of up to \$250 million which will expire on October 23, 2015.

Note 3 - Reverse Stock Split and Increase in Number of Authorized Common Shares

On April 24, 2014, at Synovus' 2014 Annual Shareholders' Meeting ("Annual Meeting"), Synovus' shareholders approved a proposal authorizing Synovus' Board of Directors to effect a one-for-seven reverse stock split of Synovus' common stock. Following the Annual Meeting, Synovus' Board of Directors authorized the one-for-seven reverse stock split. The reverse stock split became effective on May 16, 2014, and Synovus' shares of common stock began trading on a post-split basis on the New York Stock Exchange (NYSE) at the opening of trading on May 19, 2014. All prior periods presented in this Report have been adjusted to reflect the one-for-seven reverse stock split. Financial information updated by this capital change includes earnings per common share, dividends per common share, stock price per common share, weighted average common shares, outstanding common shares, treasury shares, common stock, additional paid-in capital, and share-based compensation.

Additionally, on April 24, 2014, Synovus' shareholders also approved an amendment to Synovus' articles of incorporation to increase the number of authorized shares of Synovus' common stock from 1.2 billion shares to 2.4 billion shares. Synovus effected the increase in the number of authorized shares on April 24, 2014. Upon the reverse stock split effective date, the number of Synovus' authorized shares of common stock were proportionately reduced from 2.4 billion shares to 342.9 million shares.

Note 4 - Sale of Branches

On January 17, 2014, Synovus completed the sale of certain loans, premises, deposits, and other assets and liabilities of the Memphis, Tennessee branches of Trust One Bank, a division of Synovus Bank. The sale included \$89.6 million

in total loans and \$191.3 million in total deposits. Results for the nine months ended September 30, 2014 reflect a pre-tax gain, net of associated costs, of \$5.8 million relating to this transaction.

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Note 5 - Investment Securities

The amortized cost, gross unrealized gains and losses, and estimated fair values of investment securities available for sale at September 30, 2014 and December 31, 2013 are summarized below.

| (in thousands) | September 30, 2014 | | | |
|---|-------------------------------|------------------------|-------------------------|-------------|
| | Amortized Cost ⁽¹⁾ | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| U.S. Treasury securities | \$42,627 | 41 | — | 42,668 |
| U.S. Government agency securities | 26,435 | 1,034 | — | 27,469 |
| Securities issued by U.S. Government sponsored enterprises | 81,549 | 778 | — | 82,327 |
| Mortgage-backed securities issued by U.S. Government agencies | 176,254 | 2,074 | (933) |) 177,395 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 2,323,561 | 13,516 | (20,469) |) 2,316,608 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 371,656 | 4,052 | (2,249) |) 373,459 |
| State and municipal securities | 5,099 | 204 | (2) |) 5,301 |
| Equity securities | 3,228 | 3,129 | — | 6,357 |
| Other investments | 19,110 | — | (437) |) 18,673 |
| Total investment securities available for sale | \$3,049,519 | 24,828 | (24,090) |) 3,050,257 |
| | December 31, 2013 | | | |
| (in thousands) | Amortized Cost ⁽¹⁾ | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| U.S. Treasury securities | \$17,791 | — | — | 17,791 |
| U.S. Government agency securities | 33,480 | 1,161 | — | 34,641 |
| Securities issued by U.S. Government sponsored enterprises | 112,305 | 1,440 | — | 113,745 |
| Mortgage-backed securities issued by U.S. Government agencies | 196,521 | 2,257 | (3,661) |) 195,117 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 2,443,282 | 9,718 | (31,640) |) 2,421,360 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 406,717 | 698 | (8,875) |) 398,540 |
| State and municipal securities | 6,723 | 168 | (2) |) 6,889 |
| Equity securities | 3,856 | 3,728 | — | 7,584 |
| Other investments | 4,074 | — | (383) |) 3,691 |
| Total investment securities available for sale | \$3,224,749 | 19,170 | (44,561) |) 3,199,358 |

(1) Amortized cost is adjusted for other-than-temporary impairment charges in 2014 and 2013, which have been recognized in the consolidated statements of income in the applicable year, and were considered inconsequential.

At September 30, 2014 and December 31, 2013, investment securities with a carrying value of \$1.93 billion and \$2.33 billion respectively, were pledged to secure certain deposits and securities sold under repurchase agreements as required by law and contractual agreements.

Synovus has reviewed investment securities that are in an unrealized loss position as of September 30, 2014 and December 31, 2013 for OTTI and does not consider any securities in an unrealized loss position to be other-than-temporarily impaired. If Synovus intended to sell a security in an unrealized loss position, the entire unrealized loss would be reflected in income. Synovus does not intend to sell investment securities in an unrealized loss position prior to the recovery of the unrealized loss, which may be until maturity, and has the ability and intent to hold those securities for that period of time. Additionally, Synovus is not currently aware of any circumstances which will require it to sell any of the securities that are in an unrealized loss position.

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Declines in the fair value of available for sale securities below their cost that are deemed to have OTTI are reflected in earnings as realized losses to the extent the impairment is related to credit losses. The amount of the impairment related to other factors is recognized in other comprehensive income. Currently, unrealized losses on debt securities are attributable to increases in interest rates on comparable securities from the date of purchase. Synovus regularly evaluates its investment securities portfolio to ensure that there are no conditions that would indicate that unrealized losses represent OTTI. These factors include the length of time the security has been in a loss position, the extent that the fair value is below amortized cost, and the credit standing of the issuer. As of September 30, 2014, Synovus had ten investment securities in a loss position for less than twelve months and fifty investment securities in a loss position for twelve months or longer.

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2014 and December 31, 2013, are presented below.

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| (in thousands) | September 30, 2014 | | 12 Months or Longer | | Total | Gross Unrealized Losses |
|---|---------------------|-------------------------|---------------------|-------------------------|------------------|-------------------------|
| | Less than 12 Months | | | | | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | |
| U.S. Treasury securities | \$— | — | — | — | — | — |
| U.S. Government agency securities | — | — | — | — | — | — |
| Securities issued by U.S. Government sponsored enterprises | — | — | — | — | — | — |
| Mortgage-backed securities issued by U.S. Government agencies | 9,678 | 14 | 29,955 | 919 | 39,633 | 933 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 220,542 | 562 | 1,099,220 | 19,907 | 1,319,762 | 20,469 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | — | — | 122,239 | 2,249 | 122,239 | 2,249 |
| State and municipal securities | — | — | 43 | 2 | 43 | 2 |
| Equity securities | — | — | — | — | — | — |
| Other investments | 16,889 | 221 | 1,784 | 216 | 18,673 | 437 |
| Total | \$247,109 | 797 | 1,253,241 | 23,293 | 1,500,350 | 24,090 |
| | December 31, 2013 | | 12 Months or Longer | | Total | Gross Unrealized Losses |
| | Less than 12 Months | | | | | |
| (in thousands) | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | |
| U.S. Treasury securities | \$— | — | — | — | — | — |
| U.S. Government agency securities | — | — | — | — | — | — |
| Securities issued by U.S. Government sponsored enterprises | — | — | — | — | — | — |

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| | | | | | | |
|---|-------------|--------|-------|-----|-----------|--------|
| Mortgage-backed securities issued by U.S. Government agencies | 121,607 | 3,363 | 2,951 | 298 | 124,558 | 3,661 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 1,885,521 | 31,640 | — | — | 1,885,521 | 31,640 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 282,898 | 8,875 | — | — | 282,898 | 8,875 |
| State and municipal securities | — | — | 40 | 2 | 40 | 2 |
| Equity securities | — | — | — | — | — | — |
| Other investments | 1,969 | 105 | 1,722 | 278 | 3,691 | 383 |
| Total | \$2,291,995 | 43,983 | 4,713 | 578 | 2,296,708 | 44,561 |

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The amortized cost and fair value by contractual maturity of investment securities available for sale at September 30, 2014 are shown below. The expected life of mortgage-backed securities or CMOs may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. For purposes of the maturity table, mortgage-backed securities and CMOs, which are not due at a single maturity date, have been classified based on the final contractual maturity date.

| (in thousands) | Distribution of Maturities at September 30, 2014 | | | | | Total |
|---|--|--------------|---------------|--------------------|--------------------|-----------|
| | Within One Year | 1 to 5 Years | 5 to 10 Years | More Than 10 Years | No Stated Maturity | |
| Amortized Cost | | | | | | |
| U.S. Treasury securities | \$ 17,793 | 24,834 | — | — | — | 42,627 |
| U.S. Government agency securities | 78 | 12,577 | 13,780 | — | — | 26,435 |
| Securities issued by U.S. Government sponsored enterprises | — | 81,549 | — | — | — | 81,549 |
| Mortgage-backed securities issued by U.S. Government agencies | 5 | 1 | — | 176,248 | — | 176,254 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 431 | 1,605 | 1,926,129 | 395,396 | — | 2,323,561 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | — | — | — | 371,656 | — | 371,656 |
| State and municipal securities | 100 | 1,971 | 289 | 2,739 | — | 5,099 |
| Equity securities | — | — | — | — | 3,228 | 3,228 |
| Other investments | — | — | — | 17,000 | 2,110 | 19,110 |
| Total amortized cost | \$ 18,407 | 122,537 | 1,940,198 | 963,039 | 5,338 | 3,049,519 |
| Fair Value | | | | | | |
| U.S. Treasury securities | \$ 17,793 | 24,875 | — | — | — | 42,668 |
| U.S. Government agency securities | 80 | 13,014 | 14,375 | — | — | 27,469 |
| Securities issued by U.S. Government sponsored enterprises | — | 82,327 | — | — | — | 82,327 |
| Mortgage-backed securities issued by U.S. Government agencies | 5 | 1 | — | 177,389 | — | 177,395 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | 456 | 1,707 | 1,912,088 | 402,357 | — | 2,316,608 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | — | — | — | 373,459 | — | 373,459 |
| State and municipal securities | 100 | 2,009 | 305 | 2,887 | — | 5,301 |
| Equity securities | — | — | — | — | 6,357 | 6,357 |
| Other investments | — | — | — | 16,666 | 2,007 | 18,673 |

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| | | | | | | |
|------------------|----------|---------|-----------|---------|-------|-----------|
| Total fair value | \$18,434 | 123,933 | 1,926,768 | 972,758 | 8,364 | 3,050,257 |
|------------------|----------|---------|-----------|---------|-------|-----------|

Proceeds from sales, gross gains, and gross losses on sales of securities available for sale for the nine and three months ended September 30, 2014 and 2013 are presented below. Other-than-temporary impairment charges of \$88 thousand are included in gross realized losses for the nine months ended September 30, 2014. The specific identification method is used to reclassify gains and losses out of other comprehensive income at the time of sale.

| (in thousands) | Nine Months Ended September | | Three Months Ended September | | |
|---|-----------------------------|-----------|------------------------------|--------|---|
| | 30, 2014 | 2013 | 30, 2014 | 2013 | |
| Proceeds from sales of investment securities available for sale | \$20,815 | \$403,792 | — | 56,406 | |
| Gross realized gains | 1,419 | 3,185 | — | 1,150 | |
| Gross realized losses | (88 |) (614 |) — | (26 |) |
| Investment securities gains, net | \$1,331 | 2,571 | — | 1,124 | |

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Note 6 - Restructuring Charges

For the nine and three months ended September 30, 2014 and 2013 total restructuring charges are as follows:

| | Nine Months Ended September | | Three Months Ended September | |
|-------------------------------------|-----------------------------|-------|------------------------------|------|
| (in thousands) | 30, 2014 | 2013 | 30, 2014 | 2013 |
| Severance charges | \$8,046 | 7,311 | \$— | 701 |
| Asset impairment charges | 7,374 | — | 36 | — |
| Professional fees and other charges | 1,681 | (16 |) 773 | (14 |
| Total restructuring charges | \$17,101 | 7,295 | \$809 | 687 |

In January 2014, Synovus announced the planned implementation during 2014 of new expense savings initiatives. The initiatives include planned workforce reductions as well as planned reductions in occupancy expenses. Synovus began to implement these initiatives during the first quarter of 2014, undertaking the first targeted staff reductions. As a result of these actions, Synovus recorded aggregate restructuring charges of \$8.6 million during the three months ended March 31, 2014, consisting primarily of \$8.0 million in severance charges related to employees identified for involuntary termination. These termination benefits are provided under an ongoing benefit arrangement as defined in ASC 712, Compensation-Nonretirement Postemployment Benefits; accordingly, the charges were recorded pursuant to the liability recognition criteria of ASC 712. Additionally, during the second quarter of 2014, upon management's decision to close 13 branches across the five-state footprint during the fourth quarter of 2014, Synovus recorded asset impairment charges of \$7.4 million. During the third quarter of 2014, Synovus recorded restructuring charges of \$809 thousand primarily for professional fees related to organizational restructuring. Restructuring charges for the fourth quarter of 2014 are expected to include approximately \$6 million in charges related to operating lease exit costs associated with the branch closings which were completed in October 2014.

Severance charges recorded during the nine months ended September 30, 2013 relate to involuntary terminations in connection with previously announced efficiency initiatives. These termination benefits were provided under a one-time benefit arrangement as defined in ASC 420, Exit or Disposal Costs or Obligations; accordingly, the charges were recorded pursuant to the liability recognition criteria of ASC 420.

At September 30, 2014, the liability for restructuring activities was \$5.1 million, and consisted primarily of involuntary termination benefits.

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Note 7 - Loans and Allowance for Loan Losses

The following is a summary of current, accruing past due, and non-accrual loans by portfolio class as of September 30, 2014 and December 31, 2013.

Current, Accruing Past Due, and Non-accrual Loans

| September 30, 2014 | | | | | | |
|---|--------------|------------------------------------|---|-------------------------------|-------------|---------------------------|
| (in thousands) | Current | Accruing 30-89 Days Past Due | Accruing 90 Days or Greater Past Due | Total Accruing Past Due | Non-accrual | Total |
| Investment properties | \$4,978,360 | 1,565 | 142 | 1,707 | 38,979 | 5,019,046 |
| 1-4 family properties | 1,098,574 | 9,759 | 103 | 9,862 | 29,118 | 1,137,554 |
| Land acquisition | 546,490 | 2,085 | 76 | 2,161 | 40,128 | 588,779 |
| Total commercial real estate | 6,623,424 | 13,409 | 321 | 13,730 | 108,225 | 6,745,379 |
| Commercial, financial and agricultural | 5,935,845 | 13,659 | 545 | 14,204 | 53,360 | 6,003,409 |
| Owner-occupied | 3,970,755 | 15,871 | 230 | 16,101 | 26,810 | 4,013,666 |
| Total commercial and industrial | 9,906,600 | 29,530 | 775 | 30,305 | 80,170 | 10,017,075 |
| Home equity lines | 1,658,917 | 9,656 | 524 | 10,180 | 16,875 | 1,685,972 |
| Consumer mortgages | 1,574,526 | 11,615 | 1,004 | 12,619 | 34,759 | 1,621,904 |
| Credit cards | 250,768 | 1,688 | 1,397 | 3,085 | — | 253,853 |
| Other retail | 288,086 | 2,747 | 46 | 2,793 | 2,353 | 293,232 |
| Total retail | 3,772,297 | 25,706 | 2,971 | 28,677 | 53,987 | 3,854,961 |
| Total loans | \$20,302,321 | 68,645 | 4,067 | 72,712 | 242,382 | 20,617,415 ⁽¹⁾ |
| December 31, 2013 | | | | | | |
| (in thousands) | Current | Accruing 30-89 Days Past Due | Accruing 90 Days or Greater Past Due | Total Accruing Past Due | Non-accrual | Total |
| Investment properties | \$4,546,439 | 3,552 | 40 | 3,592 | 66,454 | 4,616,485 |
| 1-4 family properties | 1,144,447 | 6,267 | 527 | 6,794 | 33,819 | 1,185,060 |
| Land acquisition | 549,936 | 1,100 | 300 | 1,400 | 154,095 | 705,431 |
| Total commercial real estate | 6,240,822 | 10,919 | 867 | 11,786 | 254,368 | 6,506,976 |
| Commercial, financial and agricultural | 5,812,490 | 18,985 | 813 | 19,798 | 62,977 | 5,895,265 |
| Owner-occupied | 3,985,705 | 11,113 | 129 | 11,242 | 39,239 | 4,036,186 |
| Total commercial and industrial | 9,798,195 | 30,098 | 942 | 31,040 | 102,216 | 9,931,451 |
| Home equity lines | 1,564,578 | 4,919 | 136 | 5,055 | 17,908 | 1,587,541 |
| Consumer mortgages | 1,460,219 | 18,068 | 1,011 | 19,079 | 39,770 | 1,519,068 |
| Credit cards | 253,422 | 1,917 | 1,507 | 3,424 | — | 256,846 |
| Other retail | 280,524 | 2,190 | 26 | 2,216 | 2,038 | 284,778 |
| Total retail | 3,558,743 | 27,094 | 2,680 | 29,774 | 59,716 | 3,648,233 |
| Total loans | \$19,597,760 | 68,111 | 4,489 | 72,600 | 416,300 | 20,086,660 ⁽²⁾ |

⁽¹⁾Total before net deferred fees and costs of \$28.8 million.

⁽²⁾Total before net deferred fees and costs of \$28.9 million.

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The credit quality of the loan portfolio is summarized no less frequently than quarterly using the standard asset classification system utilized by the federal banking agencies. These classifications are divided into three groups – Not Criticized (Pass), Special Mention, and Classified or Adverse rating (Substandard, Doubtful, and Loss) and are defined as follows:

Pass - loans which are well protected by the current net worth and paying capacity of the obligor (or guarantors, if any) or by the fair value, less cost to acquire and sell in a timely manner, of any underlying collateral.

Special Mention - loans which have potential weaknesses that deserve management's close attention. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant an adverse classification.

Substandard - loans which are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. Loans with this classification are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful - loans which have all the weaknesses inherent in loans classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable on the basis of currently known facts, conditions, and values.

Loss - loans which are considered by management to be uncollectible and of such little value that their continuance on the institution's books as an asset, without establishment of a specific valuation allowance or charge-off is not warranted.

In the following tables, retail loans and small business loans are generally assigned a risk grade similar to the classifications described above; however, upon reaching 90 days and 120 days past due, they are generally downgraded to Substandard and Loss, respectively, in accordance with the FFIEC Uniform Retail Credit Classification and Account Management Policy. Additionally, in accordance with the Interagency Supervisory Guidance on Allowance for Loan and Lease Losses Estimation Practices for Loans and Lines of Credit Secured by Junior Liens on 1-4 Family Residential Properties, the risk grade classifications of retail loans (home equity lines and consumer mortgages) secured by junior liens on 1-4 family residential properties also consider available information on the payment status of the associated senior lien with other financial institutions.

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Loan Portfolio Credit Exposure by Risk Grade

| September 30, 2014 | | | | | | |
|--|--------------|--------------------|----------------------------|-------------------------|-------|---------------------------|
| (in thousands) | Pass | Special Mention | Substandard ⁽¹⁾ | Doubtful ⁽²⁾ | Loss | Total |
| Investment properties | \$4,687,315 | 197,501 | 134,230 | — | — | 5,019,046 |
| 1-4 family properties | 925,346 | 99,686 | 104,994 | 7,528 | — | 1,137,554 |
| Land acquisition | 460,829 | 55,707 | 71,336 | 907 | — | 588,779 |
| Total commercial real estate | 6,073,490 | 352,894 | 310,560 | 8,435 | — | 6,745,379 |
| Commercial, financial and agricultural | 5,667,272 | 174,559 | 151,871 | 8,562 | 1,145 | ⁽³⁾ 6,003,409 |
| Owner-occupied | 3,728,191 | 124,702 | 159,502 | 839 | 432 | ⁽³⁾ 4,013,666 |
| Total commercial and industrial | 9,395,463 | 299,261 | 311,373 | 9,401 | 1,577 | 10,017,075 |
| Home equity lines | 1,661,751 | — | 19,239 | 2,090 | 2,892 | ⁽³⁾ 1,685,972 |
| Consumer mortgages | 1,577,632 | — | 42,323 | 1,610 | 339 | ⁽³⁾ 1,621,904 |
| Credit cards | 252,510 | — | 539 | — | 804 | ⁽⁴⁾ 253,853 |
| Other retail | 289,713 | — | 3,383 | 32 | 104 | ⁽³⁾ 293,232 |
| Total retail | 3,781,606 | — | 65,484 | 3,732 | 4,139 | 3,854,961 |
| Total loans | \$19,250,559 | 652,155 | 687,417 | 21,568 | 5,716 | 20,617,415 ⁽⁵⁾ |
| December 31, 2013 | | | | | | |
| (in thousands) | Pass | Special Mention | Substandard ⁽¹⁾ | Doubtful ⁽²⁾ | Loss | Total |
| Investment properties | \$4,197,368 | 249,890 | 167,503 | 1,724 | — | 4,616,485 |
| 1-4 family properties | 920,392 | 126,715 | 129,599 | 8,062 | 292 | ⁽³⁾ 1,185,060 |
| Land acquisition | 422,054 | 94,316 | 186,514 | 2,547 | — | 705,431 |
| Total commercial real estate | 5,539,814 | 470,921 | 483,616 | 12,333 | 292 | 6,506,976 |
| Commercial, financial and agricultural | 5,451,369 | 224,620 | 208,422 | 10,764 | 90 | ⁽³⁾ 5,895,265 |
| Owner-occupied | 3,714,400 | 155,097 | 164,560 | 2,129 | — | 4,036,186 |
| Total commercial and industrial | 9,165,769 | 379,717 | 372,982 | 12,893 | 90 | 9,931,451 |
| Home equity lines | 1,559,272 | — | 25,177 | 1,314 | 1,778 | ⁽³⁾ 1,587,541 |
| Consumer mortgages | 1,475,928 | — | 40,368 | 2,485 | 287 | ⁽³⁾ 1,519,068 |
| Credit cards | 255,339 | — | 541 | — | 966 | ⁽⁴⁾ 256,846 |
| Other retail | 281,179 | — | 3,400 | 75 | 124 | ⁽³⁾ 284,778 |
| Total retail | 3,571,718 | — | 69,486 | 3,874 | 3,155 | 3,648,233 |
| Total loans | \$18,277,301 | 850,638 | 926,084 | 29,100 | 3,537 | 20,086,660 ⁽⁶⁾ |

⁽¹⁾ Includes \$215.1 million and \$383.7 million of non-accrual Substandard loans at September 30, 2014 and December 31, 2013, respectively.

⁽²⁾ The loans within this risk grade are on non-accrual status. Commercial loans generally have an allowance for loan losses in accordance with ASC 310, and retail loans generally have an allowance for loan losses equal to 50% of the loan amount.

⁽³⁾ The loans within this risk grade are on non-accrual status and have an allowance for loan losses equal to the full loan amount.

⁽⁴⁾ Represent amounts that were 120 days past due. These credits are downgraded to the Loss category with an allowance for loan losses equal to the full loan amount and are generally charged off upon reaching 181 days past due in accordance with the FFIEC Uniform Retail Credit Classification and Account Management Policy.

(5) Total before net deferred fees and costs of \$28.8 million.

(6) Total before net deferred fees and costs of \$28.9 million.

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The following table details the changes in the allowance for loan losses by loan segment for the nine months ended September 30, 2014 and 2013.

Allowance for Loan Losses and Recorded Investment in Loans

| | As Of and For The Nine Months Ended September 30, 2014 | | | | |
|---|--|----------------------------|-----------|-------------|------------|
| (in thousands) | Commercial Real Estate | Commercial & Industrial | Retail | Unallocated | Total |
| Allowance for loan losses: | | | | | |
| Beginning balance | \$127,646 | 115,435 | 41,479 | 23,000 | 307,560 |
| Allowance for loan losses of sold branches | (281) | (398) | (340) | — | (1,019) |
| Charge-offs | (41,139) | (26,896) | (19,082) | — | (87,117) |
| Recoveries | 8,318 | 9,562 | 6,434 | — | 24,314 |
| Provision (credit) for loan losses | 7,445 | 27,140 | 14,053 | (23,000) | 25,638 |
| Ending balance | \$101,989 | 124,843 | 42,544 | — | 269,376 |
| Ending balance: individually evaluated for impairment | 22,107 | 15,863 | 1,195 | — | 39,165 |
| Ending balance: collectively evaluated for impairment | \$79,882 | 108,980 | 41,349 | — | 230,211 |
| Loans: | | | | | |
| Ending balance: total loans ⁽¹⁾ | \$6,745,379 | 10,017,075 | 3,854,961 | — | 20,617,415 |
| Ending balance: individually evaluated for impairment | 317,011 | 172,860 | 47,669 | — | 537,540 |
| Ending balance: collectively evaluated for impairment | \$6,428,368 | 9,844,215 | 3,807,292 | — | 20,079,875 |

| | As Of and For The Nine Months Ended September 30, 2013 | | | | |
|---|--|----------------------------|-----------|-------------|------------|
| (in thousands) | Commercial Real Estate | Commercial & Industrial | Retail | Unallocated | Total |
| Allowance for loan losses: | | | | | |
| Beginning balance | \$167,926 | 138,495 | 38,984 | 28,000 | 373,405 |
| Charge-offs | (73,825) | (44,104) | (27,359) | — | (145,288) |
| Recoveries | 11,861 | 17,266 | 5,834 | — | 34,961 |
| Provision (credit) for loan losses | 31,221 | 7,462 | 21,851 | (5,000) | 55,534 |
| Ending balance | \$137,183 | 119,119 | 39,310 | 23,000 | 318,612 |
| Ending balance: individually evaluated for impairment | 50,737 | 25,194 | 2,120 | — | 78,051 |
| Ending balance: collectively evaluated for impairment | \$86,446 | 93,925 | 37,190 | 23,000 | 240,561 |
| Loans: | | | | | |
| Ending balance: total loans ⁽²⁾ | \$6,458,518 | 9,705,425 | 3,572,669 | — | 19,736,612 |
| Ending balance: individually evaluated for impairment | 569,128 | 259,764 | 53,061 | — | 881,953 |
| Ending balance: collectively evaluated for impairment | \$5,889,390 | 9,445,661 | 3,519,608 | — | 18,854,659 |

⁽¹⁾Total before net deferred fees and costs of \$28.8 million.

⁽²⁾Total before net deferred fees and costs of \$25.0 million.

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The following table details the changes in the allowance for loan losses by loan segment for the three months ended September 30, 2014 and 2013.

Allowance for Loan Losses and Recorded Investment in Loans

| (in thousands) | As Of and For The Three Months Ended September 30, 2014 | | | | |
|---|---|----------------------------|-----------|-------------|------------|
| | Commercial Real Estate | Commercial & Industrial | Retail | Unallocated | Total |
| Allowance for loan losses: | | | | | |
| Beginning balance | \$104,394 | 130,814 | 42,575 | — | 277,783 |
| Charge-offs | (5,233) | (11,306) | (6,222) | — | (22,761) |
| Recoveries | 3,099 | 5,257 | 2,155 | — | 10,511 |
| Provision for loan losses | (271) | 78 | 4,036 | — | 3,843 |
| Ending balance | \$101,989 | 124,843 | 42,544 | — | 269,376 |
| Ending balance: individually evaluated for impairment | 22,107 | 15,863 | 1,195 | — | 39,165 |
| Ending balance: collectively evaluated for impairment | \$79,882 | 108,980 | 41,349 | — | 230,211 |
| Loans: | | | | | |
| Ending balance: total loans ⁽¹⁾ | \$6,745,379 | 10,017,075 | 3,854,961 | — | 20,617,415 |
| Ending balance: individually evaluated for impairment | 317,011 | 172,860 | 47,669 | — | 537,540 |
| Ending balance: collectively evaluated for impairment | \$6,428,368 | 9,844,215 | 3,807,292 | — | 20,079,875 |
| | | | | | |
| (in thousands) | As Of and For The Three Months Ended September 30, 2013 | | | | |
| | Commercial Real Estate | Commercial & Industrial | Retail | Unallocated | Total |
| Allowance for loan losses: | | | | | |
| Beginning balance | \$138,329 | 133,190 | 40,361 | 23,000 | 334,880 |
| Charge-offs | (9,474) | (13,871) | (6,908) | — | (30,253) |
| Recoveries | 2,766 | 2,152 | 2,306 | — | 7,224 |
| Provision (credit) for loan losses | 5,562 | (2,352) | 3,551 | — | 6,761 |
| Ending balance | \$137,183 | \$119,119 | 39,310 | 23,000 | 318,612 |
| Ending balance: individually evaluated for impairment | 50,737 | 25,194 | 2,120 | — | 78,051 |
| Ending balance: collectively evaluated for impairment | \$86,446 | 93,925 | 37,190 | 23,000 | 240,561 |
| Loans: | | | | | |
| Ending balance: total loans ⁽²⁾ | \$6,458,518 | 9,705,425 | 3,572,669 | — | 19,736,612 |
| Ending balance: individually evaluated for impairment | 569,128 | 259,764 | 53,061 | — | 881,953 |
| Ending balance: collectively evaluated for impairment | \$5,889,390 | 9,445,661 | 3,519,608 | — | 18,854,659 |

⁽¹⁾Total before net deferred fees and costs of \$28.8 million.

⁽²⁾Total before net deferred fees and costs of \$25.0 million.

During the first quarter of 2014, Synovus designated \$23.0 million of allowance for loan losses that was included in the unallocated component of the allowance for loan losses at December 31, 2013 to the allowance for loan losses

allocated to the respective loan segments. The allocation of the allowance for loan losses to the loan segments related to the qualitative factors evaluated at December 31, 2013 on a total loan portfolio basis and included in the unallocated component of the allowance for loan losses at December 31, 2013. These qualitative factors consider the inherent risk of loss relating to the following:

- changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses
- changes in the volume and severity of past due loans, the volume of non-accrual loans, and the volume and severity of adversely classified or grade loans
- experience, ability, and depth of lending management, loan review personnel, and other relevant staff
- changes in the quality of the loan review function
- national and local economic trends and conditions
- changes in the value of underlying collateral for collateral-dependent loans
- changes in the nature and volume of the loan portfolio
- effects of changes in credit concentrations
- model uncertainty

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Management determined that, prospectively, the assessment of these qualitative factors for each loan segment would improve the overall level of precision of the allowance for loan loss estimation process. The designation of this component of the unallocated allowance to the allocated allowance did not result in a change to the total allowance for loan losses or provision expense for the first quarter of 2014. The allowance for loan losses continues to consist of an allocated component (which includes the qualitative factors noted above as well as the qualitative factors disclosed in Synovus' 2013 Form 10-K) and an unallocated component. Beginning March 31, 2014, the unallocated component relates to risk elements, if any, which are not already included in the allocated allowance.

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The tables below summarize impaired loans (including accruing TDRs) as of September 30, 2014 and December 31, 2013.

Impaired Loans (including accruing TDRs)

| (in thousands) | September 30, 2014 | | | Nine Months Ended September 30, 2014 | | Three Months Ended September 30, 2014 | |
|---|------------------------|--------------------------------|----------------------|---|----------------------------------|--|----------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized | Average Recorded Investment | Interest Income Recognized |
| With no related allowance recorded | | | | | | | |
| Investment properties | \$33,849 | 46,096 | — | 24,949 | — | 33,167 | — |
| 1-4 family properties | 4,386 | 12,251 | — | 5,984 | — | 4,151 | — |
| Land acquisition | 29,501 | 76,068 | — | 31,187 | — | 29,584 | — |
| Total commercial real estate | 67,736 | 134,415 | — | 62,120 | — | 66,902 | — |
| Commercial, financial and agricultural | 5,705 | 12,109 | — | 9,917 | — | 6,785 | — |
| Owner-occupied | 15,300 | 17,512 | — | 21,024 | — | 17,942 | — |
| Total commercial and industrial | 21,005 | 29,621 | — | 30,941 | — | 24,727 | — |
| Home equity lines | — | — | — | — | — | — | — |
| Consumer mortgages | 995 | 2,065 | — | 1,471 | — | 1,869 | — |
| Credit cards | — | — | — | — | — | — | — |
| Other retail | — | — | — | — | — | — | — |
| Total retail | 995 | 2,065 | — | 1,471 | — | 1,869 | — |
| Total impaired loans with no related allowance recorded | \$89,736 | 166,101 | — | 94,532 | — | 93,498 | — |
| With allowance recorded | | | | | | | |
| Investment properties | 117,707 | 119,560 | 6,621 | 141,128 | 3,034 | 118,729 | 961 |
| 1-4 family properties | 83,797 | 84,588 | 10,694 | 99,038 | 2,209 | 87,829 | 613 |
| Land acquisition | 47,771 | 47,914 | 4,792 | 102,880 | 1,264 | 48,499 | 418 |
| Total commercial real estate | 249,275 | 252,062 | 22,107 | 343,046 | 6,507 | 255,057 | 1,992 |
| Commercial, financial and agricultural | 81,036 | 85,771 | 12,532 | 97,143 | 1,877 | 82,271 | 553 |
| Owner-occupied | 70,819 | 70,842 | 3,331 | 83,392 | 2,029 | 80,653 | 601 |
| Total commercial and industrial | 151,855 | 156,613 | 15,863 | 180,535 | 3,906 | 162,924 | 1,154 |
| Home equity lines | 3,822 | 3,822 | 68 | 3,253 | 71 | 3,809 | 40 |
| Consumer mortgages | 37,591 | 37,591 | 1,029 | 40,582 | 999 | 39,217 | 457 |
| Credit cards | — | — | — | — | — | — | — |
| Other retail | 5,261 | 5,261 | 98 | 4,892 | 228 | 5,171 | 88 |
| Total retail | 46,674 | 46,674 | 1,195 | 48,727 | 1,298 | 48,197 | 585 |
| Total impaired loans with allowance recorded | \$447,804 | 455,349 | 39,165 | 572,308 | 11,711 | 466,178 | 3,731 |
| Total impaired loans | | | | | | | |
| Investment properties | \$151,556 | 165,656 | 6,621 | 166,077 | 3,034 | 151,896 | 961 |
| 1-4 family properties | 88,183 | 96,839 | 10,694 | 105,022 | 2,209 | 91,980 | 613 |
| Land acquisition | 77,272 | 123,982 | 4,792 | 134,067 | 1,264 | 78,083 | 418 |
| Total commercial real estate | 317,011 | 386,477 | 22,107 | 405,166 | 6,507 | 321,959 | 1,992 |
| | 86,741 | 97,880 | 12,532 | 107,060 | 1,877 | 89,056 | 553 |

| | | | | | | | |
|--|-----------|---------|--------|---------|--------|---------|-------|
| Commercial, financial and agricultural | | | | | | | |
| Owner-occupied | 86,119 | 88,354 | 3,331 | 104,416 | 2,029 | 98,595 | 601 |
| Total commercial and industrial | 172,860 | 186,234 | 15,863 | 211,476 | 3,906 | 187,651 | 1,154 |
| Home equity lines | 3,822 | 3,822 | 68 | 3,253 | 71 | 3,809 | 40 |
| Consumer mortgages | 38,586 | 39,656 | 1,029 | 42,053 | 999 | 41,086 | 457 |
| Credit cards | — | — | — | — | — | — | — |
| Other retail | 5,261 | 5,261 | 98 | 4,892 | 228 | 5,171 | 88 |
| Total retail | 47,669 | 48,739 | 1,195 | 50,198 | 1,298 | 50,066 | 585 |
| Total impaired loans | \$537,540 | 621,450 | 39,165 | 666,840 | 11,711 | 559,676 | 3,731 |

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Impaired Loans (including accruing TDRs)

| (in thousands) | December 31, 2013 | | | Year Ended December 31, 2013 | |
|---|---------------------|--------------------------|-------------------|------------------------------|----------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| With no related allowance recorded | | | | | |
| Investment properties | \$ 14,218 | 15,820 | — | 18,046 | — |
| 1-4 family properties | 9,679 | 29,741 | — | 23,879 | — |
| Land acquisition | 30,595 | 78,470 | — | 41,007 | — |
| Total commercial real estate | 54,492 | 124,031 | — | 82,932 | — |
| Commercial, financial and agricultural | 13,490 | 22,312 | — | 15,355 | — |
| Owner-occupied | 24,839 | 32,626 | — | 22,472 | — |
| Total commercial and industrial | 38,329 | 54,938 | — | 37,827 | — |
| Home equity lines | — | — | — | 33 | — |
| Consumer mortgages | 1,180 | 2,840 | — | 1,487 | — |
| Credit cards | — | — | — | — | — |
| Other retail | — | — | — | 4 | — |
| Total retail | 1,180 | 2,840 | — | 1,524 | — |
| Total impaired loans with no related allowance recorded | \$ 94,001 | 181,809 | — | 122,283 | — |
| With allowance recorded | | | | | |
| Investment properties | \$ 186,058 | 193,765 | 8,863 | 227,073 | 5,062 |
| 1-4 family properties | 115,151 | 117,498 | 11,135 | 115,629 | 3,464 |
| Land acquisition | 183,029 | 202,048 | 26,789 | 191,807 | 2,931 |
| Total commercial real estate | 484,238 | 513,311 | 46,787 | 534,509 | 11,457 |
| Commercial, financial and agricultural | 115,532 | 120,290 | 15,559 | 128,680 | 3,630 |
| Owner-occupied | 89,001 | 94,869 | 4,459 | 107,949 | 3,656 |
| Total commercial and industrial | 204,533 | 215,159 | 20,018 | 236,629 | 7,286 |
| Home equity lines | 2,750 | 2,750 | 116 | 4,668 | 176 |
| Consumer mortgages | 44,019 | 44,019 | 967 | 48,674 | 1,910 |
| Credit cards | — | — | — | — | — |
| Other retail | 7,013 | 7,013 | 109 | 5,555 | 285 |
| Total retail | 53,782 | 53,782 | 1,192 | 58,897 | 2,371 |
| Total impaired loans with allowance recorded | \$ 742,553 | 782,252 | 67,997 | 830,035 | 21,114 |
| Total impaired loans | | | | | |
| Investment properties | \$ 200,276 | 209,585 | 8,863 | 245,119 | 5,062 |
| 1-4 family properties | 124,830 | 147,239 | 11,135 | 139,508 | 3,464 |
| Land acquisition | 213,624 | 280,518 | 26,789 | 232,814 | 2,931 |
| Total commercial real estate | 538,730 | 637,342 | 46,787 | 617,441 | 11,457 |
| Commercial, financial and agricultural | 129,022 | 142,602 | 15,559 | 144,035 | 3,630 |
| Owner-occupied | 113,840 | 127,495 | 4,459 | 130,421 | 3,656 |
| Total commercial and industrial | 242,862 | 270,097 | 20,018 | 274,456 | 7,286 |
| Home equity lines | 2,750 | 2,750 | 116 | 4,701 | 176 |
| Consumer mortgages | 45,199 | 46,859 | 967 | 50,161 | 1,910 |
| Credit cards | — | — | — | — | — |
| Other retail | 7,013 | 7,013 | 109 | 5,559 | 285 |
| Total retail | 54,962 | 56,622 | 1,192 | 60,421 | 2,371 |

| | | | | | |
|----------------------|-----------|---------|--------|---------|--------|
| Total impaired loans | \$836,554 | 964,061 | 67,997 | 952,318 | 21,114 |
|----------------------|-----------|---------|--------|---------|--------|

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The average recorded investment in impaired loans was \$666.8 million and \$559.7 million for the nine and three months ended September 30, 2014, respectively. Excluding accruing TDRs, there was no interest income recognized for the investment in impaired loans for the nine and three months ended September 30, 2014 and 2013. Interest income recognized for accruing TDRs was \$11.7 million and \$3.7 million, respectively, for the nine and three months ended September 30, 2014 and \$16.1 million and \$5.2 million, respectively, for the nine and three months ended September 30, 2013. At September 30, 2014 and December 31, 2013, all impaired loans other than \$408.7 million and \$574.2 million, respectively, of accruing TDRs, were on non-accrual status.

Concessions provided in a TDR are primarily in the form of providing a below market interest rate given the borrower's credit risk, a period of time generally less than one year with a reduction of required principal and/or interest payments (e.g., interest only for a period of time), or extension of the maturity of the loan generally for less than one year. Insignificant periods of reduction of principal and/or interest payments, or one time deferrals of 3 months or less, are generally not considered to be financial concessions.

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The following tables represent, by concession type, the post-modification balance for loans modified or renewed during the nine and three months ended September 30, 2014 and 2013 that were reported as accruing or non-accruing TDRs.

TDRs by Concession Type

| (in thousands, except contract data) | Nine Months Ended September 30, 2014 | | | | | Total | (1) |
|--|--------------------------------------|-----------------------|----------------------------|--|--------|-------|------|
| | Number of Contracts | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | | | |
| Investment properties | 14 | \$— | 8,423 | 5,598 | 14,021 | | |
| 1-4 family properties | 36 | — | 2,390 | 3,859 | 6,249 | | |
| Land acquisition | 15 | 2,338 | 4,721 | 2,688 | 9,747 | | |
| Total commercial real estate | 65 | 2,338 | 15,534 | 12,145 | 30,017 | | |
| Commercial, financial and agricultural | 68 | 60 | 7,639 | 16,977 | 24,676 | | |
| Owner-occupied | 14 | — | 22,178 | 14,392 | 36,570 | | |
| Total commercial and industrial | 82 | 60 | 29,818 | 31,369 | 61,247 | | |
| Home equity lines | 11 | — | 1,163 | 451 | 1,614 | | |
| Consumer mortgages | 13 | — | 2,296 | 315 | 2,611 | | |
| Credit cards | — | — | — | — | — | | |
| Other retail | 17 | — | 543 | 385 | 928 | | |
| Total retail | 41 | — | 4,002 | 1,151 | 5,153 | | |
| Total TDRs | 188 | \$2,398 | 49,354 | 44,665 | 96,417 | (1) | |

| (in thousands, except contract data) | Three Months Ended September 30, 2014 | | | | | Total | (2) |
|--|---------------------------------------|-----------------------|----------------------------|--|--------|-------|------|
| | Number of Contracts | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | | | |
| Investment properties | 4 | \$— | 875 | 3,899 | 4,774 | | |
| 1-4 family properties | 7 | — | 879 | 203 | 1,082 | | |
| Land acquisition | 3 | 2,338 | 204 | 646 | 3,188 | | |
| Total commercial real estate | 14 | 2,338 | 1,958 | 4,748 | 9,044 | | |
| Commercial, financial and agricultural | 28 | 60 | 3,098 | 5,280 | 8,438 | | |
| Owner-occupied | 2 | — | 2,703 | 130 | 2,833 | | |
| Total commercial and industrial | 30 | 60 | 5,802 | 5,410 | 11,272 | | |
| Home equity lines | 5 | — | 435 | — | 435 | | |
| Consumer mortgages | 5 | — | 543 | 212 | 755 | | |
| Credit cards | — | — | — | — | — | | |
| Other retail | 7 | — | 101 | 150 | 251 | | |
| Total retail | 17 | — | 1,079 | 362 | 1,441 | | |
| Total TDRs | 61 | \$2,398 | 8,839 | 10,520 | 21,757 | (2) | |

(1) Net charge-offs of \$163 thousand were recorded during the nine months ended September 30, 2014 upon restructuring of these loans.

(2) Net charge-offs of \$163 thousand were recorded during the three months ended September 30, 2014 upon restructuring of these loans.

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TDRs by Concession Type

| Nine Months Ended September 30, 2013 | | | | | | |
|--|---------------------|-----------------------|----------------------------|--|---------|-----|
| (in thousands, except contract data) | Number of Contracts | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total | |
| Investment properties | 44 | — | 121,263 | 4,372 | 125,635 | |
| 1-4 family properties | 99 | 424 | 28,863 | 8,629 | 37,916 | |
| Land acquisition | 26 | 74 | 113,627 | 9,763 | 123,464 | |
| Total commercial real estate | 169 | 498 | 263,753 | 22,764 | 287,015 | |
| Commercial, financial and agricultural | 85 | 183 | 21,600 | 12,675 | 34,458 | |
| Owner-occupied | 51 | — | 21,571 | 22,935 | 44,506 | |
| Total commercial and industrial | 136 | 183 | 43,171 | 35,610 | 78,964 | |
| Home equity lines | 1 | — | — | 80 | 80 | |
| Consumer mortgages | 123 | — | 10,230 | 4,004 | 14,234 | |
| Credit cards | — | — | — | — | — | |
| Other retail | 56 | — | 879 | 1,424 | 2,303 | |
| Total retail | 180 | — | 11,109 | 5,508 | 16,617 | |
| Total TDRs | 485 | 681 | 318,033 | 63,882 | 382,596 | (1) |
| Three Months Ended September 30, 2013 | | | | | | |
| (in thousands, except contract data) | Number of Contracts | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total | |
| Investment properties | 13 | — | 74,111 | — | 74,111 | |
| 1-4 family properties | 41 | — | 4,832 | 2,133 | 6,965 | |
| Land acquisition | 10 | — | 108,295 | 2,532 | 110,827 | |
| Total commercial real estate | 64 | — | 187,238 | 4,665 | 191,903 | |
| Commercial, financial and agricultural | 16 | — | 3,152 | 2,737 | 5,889 | |
| Owner-occupied | 12 | — | 5,575 | 7,940 | 13,515 | |
| Total commercial and industrial | 28 | — | 8,727 | 10,677 | 19,404 | |
| Home equity lines | — | — | — | — | — | |
| Consumer mortgages | 39 | — | 3,106 | 966 | 4,072 | |
| Credit cards | — | — | — | — | — | |
| Other retail | 18 | — | 419 | 396 | 815 | |
| Total retail | 57 | — | 3,525 | 1,362 | 4,887 | |
| Total TDRs | 149 | — | 199,490 | 16,704 | 216,194 | (2) |

(1) Net charge-offs of \$199 thousand were recorded during the nine months ended September 30, 2013 upon restructuring of these loans.

(2) Net charge-offs of \$146 thousand were recorded during the three months ended September 30, 2013 upon restructuring of these loans.

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The following table presents TDRs that defaulted in the periods indicated and which were modified or renewed in a TDR within 12 months of the default date.

Troubled Debt Restructurings Entered Into That Subsequently Defaulted* During

| (in thousands, except contract data) | Nine Months Ended September 30, 2014 | | Three Months Ended September 30, 2014 | |
|--|--------------------------------------|---------------------|---------------------------------------|---------------------|
| | Number of Contracts | Recorded Investment | Number of Contracts | Recorded Investment |
| Investment properties | 1 | \$ 186 | — | \$— |
| 1-4 family properties | 3 | 1,018 | — | — |
| Land acquisition | 1 | 428 | — | — |
| Total commercial real estate | 5 | 1,632 | — | — |
| Commercial, financial and agricultural | 4 | 1,559 | 2 | 181 |
| Owner-occupied | — | — | — | — |
| Total commercial and industrial | 4 | 1,559 | 2 | 181 |
| Home equity lines | — | — | — | — |
| Consumer mortgages | 3 | 206 | 2 | 136 |
| Credit cards | — | — | — | — |
| Other retail | — | — | — | — |
| Total retail | 3 | 206 | 2 | 136 |
| Total TDRs | 12 | \$3,397 | 4 | \$317 |

* Default is defined as the earlier of the troubled debt restructuring being placed on non-accrual status or reaching 90 days past due with respect to principal and/or interest payments.

Troubled Debt Restructurings Entered Into That Subsequently Defaulted* During

| (in thousands, except contract data) | Nine Months Ended September 30, 2013 | | Three Months Ended September 30, 2013 | |
|--|--------------------------------------|---------------------|---------------------------------------|---------------------|
| | Number of Contracts | Recorded Investment | Number of Contracts | Recorded Investment |
| Investment properties | 2 | \$4,519 | — | \$— |
| 1-4 family properties | 9 | 12,374 | 1 | 1,620 |
| Land acquisition | 1 | 126 | — | — |
| Total commercial real estate | 12 | 17,019 | 1 | 1,620 |
| Commercial, financial and agricultural | 3 | 409 | — | — |
| Owner-occupied | 2 | 924 | — | — |
| Total commercial and industrial | 5 | 1,333 | — | — |
| Home equity lines | 1 | 98 | 1 | 98 |
| Consumer mortgages | 15 | 1,195 | 2 | 217 |
| Credit cards | — | — | — | — |
| Other retail | 1 | 195 | — | — |
| Total retail | 17 | 1,488 | 3 | 315 |
| Total TDRs | 34 | \$19,840 | 4 | \$1,935 |

* Default is defined as the earlier of the troubled debt restructuring being placed on non-accrual status or reaching 90 days past due with respect to principal and/or interest payments.

If, at the time a loan was designated as a TDR, the loan was not already impaired, the measurement of impairment that resulted from the TDR designation changes from a general pool-level reserve to a specific loan measurement of

impairment in accordance with ASC 310-10-35. Generally, the change in the allowance for loan losses resulting from such TDR designation is not significant. At September 30, 2014, the allowance for loan losses allocated to accruing TDRs totaling \$408.7 million was \$22.7 million compared to accruing TDRs of \$556.4 million with an allocated allowance for loan losses of \$27.7 million at December 31, 2013. Non-accrual, non-homogeneous loans (commercial-type impaired loans greater than \$1 million) that are designated as TDRs, are individually measured for the amount of impairment, if any, both before and after the TDR designation.

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Note 8 - Other Real Estate

ORE consists of properties obtained through a foreclosure proceeding or through an in-substance foreclosure in satisfaction of loans. In accordance with provisions of ASC 310-10-35 regarding subsequent measurement of loans for impairment and ASC 310-40-15 regarding accounting for troubled debt restructurings by a creditor, a loan is classified as an in-substance foreclosure when Synovus has taken possession of the collateral regardless of whether formal foreclosure proceedings have taken place.

At foreclosure, ORE is recorded at the lower of cost or fair value less the estimated cost to sell, which establishes a new cost basis. Subsequent to foreclosure, ORE is evaluated quarterly and reported at fair value less estimated costs to sell, not to exceed the new cost basis, determined on the basis of current appraisals, comparable sales, and other estimates of fair value obtained principally from independent sources, adjusted for estimated selling costs.

Management also considers other factors or recent developments such as changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition, which could result in an adjustment to lower the collateral value estimates indicated in the appraisals. At the time of foreclosure or initial possession of collateral, any excess of the loan balance over the fair value of the real estate held as collateral, less costs to sell, is recorded as a charge against the allowance for loan losses. Revenue and expenses from ORE operations as well as gains or losses on sales are recorded as foreclosed real estate expense, net, a component of non-interest expense on the consolidated statements of income. Subsequent declines in fair value are recorded on a property-by-property basis through use of a valuation allowance within other real estate on the consolidated balances sheets and valuation adjustment account in foreclosed real estate expense, net, a component of non-interest expense on the consolidated statements of income.

The carrying value of ORE was \$81.6 million and \$112.6 million at September 30, 2014 and December 31, 2013, respectively. During the nine months ended September 30, 2014 and 2013, \$35.5 million and \$76.2 million, respectively, of loans and other loans held for sale were foreclosed and transferred to other real estate at fair value less costs to sell. During the nine months ended September 30, 2014 and 2013, Synovus recognized foreclosed real estate expense, net, of \$18.8 million and \$28.8 million, respectively. These expenses included write-downs for declines in fair value of ORE subsequent to the date of foreclosure and net realized losses resulting from sales transactions totaling \$16.7 million and \$22.7 million for the nine months ended September 30, 2014 and 2013, respectively.

Note 9 - Other Comprehensive Income (Loss)

The following table illustrates activity within the balances in accumulated other comprehensive income (loss) by component, and is shown for the nine and three months ended September 30, 2014 and 2013.

Changes in Accumulated Other Comprehensive Income (Loss) by Component (Net of Income Taxes)

| (in thousands) | Net unrealized gains (losses) on cash flow hedges | Net unrealized gains (losses) on investment securities available for sale | Post-retirement unfunded health benefit | Total |
|---|---|--|---|----------|
| Balance as of December 31, 2013 | \$(13,099) | (28,936) | 777 | (41,258) |
| Other comprehensive income before reclassifications | — | 16,888 | 243 | 17,131 |
| Amounts reclassified from accumulated other comprehensive income (loss) | 206 | (818) | (88) | (700) |
| Net current period other comprehensive income (loss) | 206 | 16,070 | 155 | 16,431 |
| Balance as of September 30, 2014 | \$(12,893) | (12,866) | 932 | (24,827) |
| Balance as of July 1, 2014 | \$(12,962) | (1,686) | 932 | (13,716) |
| Other comprehensive income before reclassifications | — | (11,180) | — | (11,180) |
| | 69 | — | — | 69 |

Amounts reclassified from
accumulated other comprehensive
income (loss)

| | | | | | |
|---|-----------|-----------|-------|---------|---|
| Net current period other comprehensive income (loss) | 69 | (11,180 |) — | (11,111 |) |
| Balance as of September 30, 2014 | \$(12,893 |) (12,866 |) 932 | (24,827 |) |

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Changes in Accumulated Other Comprehensive Income (Loss) by Component (Net of Income Taxes)

| (in thousands) | Net unrealized gains (losses) on cash flow hedges | Net unrealized gains (losses) on investment securities available for sale | Post-retirement unfunded health benefit | Total |
|---|---|--|---|----------|
| Balance as of December 31, 2012 | \$(13,373 |) 17,111 | 363 | 4,101 |
| Other comprehensive income (loss) before reclassifications | — | (32,698 |) 519 | (32,179 |
| Amounts reclassified from accumulated other comprehensive income (loss) | 205 | (1,581 |) (60 |) (1,436 |
| Net current period other comprehensive income (loss) | 205 | (34,279 |) 459 | (33,615 |
| Balance as of September 30, 2013 | \$(13,168 |) (17,168 |) 822 | (29,514 |
| Balance as of July 1, 2013 | \$(13,237 |) (20,689 |) 866 | (33,060 |
| Other comprehensive income (loss) before reclassifications | — | 4,212 | — | 4,212 |
| Amounts reclassified from accumulated other comprehensive income (loss) | 69 | (691 |) (44 |) (666 |
| Net current period other comprehensive income (loss) | 69 | 3,521 | (44 |) 3,546 |
| Balance as of September 30, 2013 | \$(13,168 |) (17,168 |) 822 | (29,514 |

In accordance with ASC 740-20-45-11(b), a deferred tax asset valuation allowance associated with unrealized gains and losses not recognized in income is charged directly to other comprehensive income (loss). Thus, during the years 2010 and 2011, Synovus recorded a deferred tax asset valuation allowance associated with unrealized gains and losses not recognized in income directly to other comprehensive income (loss) by applying the portfolio approach for allocation of the valuation allowance. Synovus has consistently applied the portfolio approach which treats derivative financial instruments, equity securities, and debt securities as a single portfolio. As of September 30, 2014, the ending balance in net unrealized gains (losses) on cash flow hedges and net unrealized gains (losses) on investment securities available for sale includes unrealized losses of \$12.1 million and \$13.3 million, respectively, related to the residual tax effects remaining in OCI due to the previously established deferred tax asset valuation allowance. Under the portfolio approach, these unrealized losses are realized at the time the entire portfolio is sold or disposed.

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The following table illustrates activity within the reclassifications out of accumulated other comprehensive income (loss), for the nine and three months ended September 30, 2014 and 2013.

Reclassifications out of Accumulated Other Comprehensive Income (Loss)

For the Nine Months Ended September 30, 2014

| Details about accumulated other comprehensive income (loss) components | Amount reclassified from accumulated other comprehensive income (loss) | Affected line item in the statement where net income is presented |
|--|--|---|
| Net unrealized gains (losses) on cash flow hedges: | | |
| Amortization of deferred losses | \$ (336) |) Interest expense |
| | 130 | Income tax (expense) benefit |
| | \$ (206) |) Reclassifications, net of income taxes |
| Net unrealized gains (losses) on investment securities available for sale: | | |
| Realized gain on sale of securities | \$ 1,331 | Investment securities gains, net |
| | (513) |) Income tax (expense) benefit |
| | \$ 818 | Reclassifications, net of income taxes |
| Post-retirement unfunded health benefit: | | |
| Amortization of actuarial gains | \$ 144 | Salaries and other personnel expense |
| | (56) |) Income tax (expense) benefit |
| | \$ 88 | Reclassifications, net of income taxes |

Reclassifications out of Accumulated Other Comprehensive Income (Loss)

For the Three Months Ended September 30, 2014

| Details about accumulated other comprehensive income (loss) components | Amount reclassified from accumulated other comprehensive income (loss) | Affected line item in the statement where net income is presented |
|--|--|---|
| Net unrealized gains (losses) on cash flow hedges: | | |
| Amortization of deferred losses | \$ (112) |) Interest expense |
| | 43 | Income tax (expense) benefit |
| | \$ (69) |) Reclassifications, net of income taxes |

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Reclassifications out of Accumulated Other Comprehensive Income (Loss)

For the Nine Months Ended September 30, 2013

| Details about accumulated other comprehensive income (loss) components | Amount reclassified from accumulated other comprehensive income (loss) | Affected line item in the statement where net income is presented |
|--|--|---|
| Net unrealized gains (losses) on cash flow hedges: | | |
| Amortization of deferred losses | \$ (336) |) Interest expense |
| | 131 | Income tax (expense) benefit |
| | \$ (205) |) Reclassifications, net of income taxes |
| Net unrealized gains (losses) on investment securities available for sale: | | |
| Realized gain on sale of securities | \$ 2,571 | Investment securities gains, net |
| | (990) |) Income tax (expense) benefit |
| | \$ 1,581 | Reclassifications, net of income taxes |
| Post-retirement unfunded health benefit: | | |
| Amortization of actuarial gains | \$ 98 | Salaries and other personnel expense |
| | (38) |) Income tax (expense) benefit |
| | \$ 60 | Reclassifications, net of income taxes |

Reclassifications out of Accumulated Other Comprehensive Income (Loss)

For the Three Months Ended September 30, 2013

| Details about accumulated other comprehensive income (loss) components | Amount reclassified from accumulated other comprehensive income (loss) | Affected line item in the statement where net income is presented |
|--|--|---|
| Net unrealized gains (losses) on cash flow hedges: | | |
| Amortization of deferred losses | \$ (112) |) Interest expense |
| | 43 | Income tax (expense) benefit |
| | \$ (69) |) Reclassifications, net of income taxes |
| Net unrealized gains (losses) on investment securities available for sale: | | |
| Realized gain on sale of securities | \$ 1,124 | Investment securities gains, net |
| | (433) |) Income tax (expense) benefit |
| | \$ 691 | Reclassifications, net of income taxes |
| Post-retirement unfunded health benefit: | | |
| Amortization of actuarial gains | \$ 72 | Salaries and other personnel expense |
| | (28) |) Income tax (expense) benefit |
| | \$ 44 | Reclassifications, net of income taxes |

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Note 10 - Fair Value Accounting

Synovus carries various assets and liabilities at fair value based on the fair value accounting guidance under ASC 820 and ASC 825. 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.

Fair Value Hierarchy

Synovus determines the fair value of its financial instruments based on the fair value hierarchy established under ASC 820-10, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the financial instrument's fair value measurement in its entirety. There are three levels of inputs that may be used to measure fair value. The three levels of inputs of the valuation hierarchy are defined below:

Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities for the instrument or security to be valued. Level 1 assets include marketable equity securities as well as U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or model-based valuation techniques for which all significant assumptions are derived principally from or corroborated by observable market data. 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 by using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. U.S. Government sponsored agency securities, mortgage-backed securities issued by U.S. Government sponsored enterprises and agencies, obligations of states and municipalities, CMOs issued by U.S. Government sponsored enterprises, and mortgage loans held-for-sale are generally included in this category. Certain private equity investments that invest in publicly traded companies are also considered Level 2 assets.

Level 3 Unobservable inputs that are supported by little, if any, market activity for the asset or liability. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow models and similar techniques, and may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability. These methods of valuation may result in a significant portion of the fair value being derived from unobservable assumptions that reflect Synovus' own estimates for assumptions that market participants would use in pricing the asset or liability. This category primarily includes collateral-dependent impaired loans, other real estate, and certain private equity investments.

See Note 16 "Fair Value Accounting" to the consolidated financial statements of Synovus' 2013 Form 10-K for a description of valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis.

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Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table presents all financial instruments measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, according to the valuation hierarchy included in ASC 820-10. For equity and debt securities, class was determined based on the nature and risks of the investments.

September 30, 2014

| (in thousands) | Level 1 | Level 2 | Level 3 | Total Assets and Liabilities at Fair Value |
|---|----------|-----------|---------|--|
| Assets | | | | |
| Trading securities: | | | | |
| Mortgage-backed securities issued by U.S. Government agencies | \$— | 3,502 | — | 3,502 |
| Collateralized mortgage obligations issued by U.S. Government sponsored enterprises | — | 3,677 | — | 3,677 |
| State and municipal securities | — | — | — | — |
| All other mortgage-backed securities | — | 4,174 | — | 4,174 |
| Other investments | 97 | 1,255 | — | 1,352 |
| Total trading securities | \$97 | 12,608 | — | 12,705 |
| Mortgage loans held for sale | — | 72,333 | — | 72,333 |
| Investment securities available for sale: | | | | |
| U.S. Treasury securities | 42,668 | — | — | 42,668 |
| U.S. Government agency securities | — | 27,469 | — | 27,469 |
| Securities issued by U.S. Government sponsored enterprises | — | 82,327 | — | 82,327 |
| Mortgage-backed securities issued by U.S. Government agencies | — | 177,395 | — | 177,395 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | — | 2,316,608 | — | 2,316,608 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | — | 373,459 | — | 373,459 |
| State and municipal securities | — | 5,301 | — | 5,301 |
| Equity securities | 6,357 | — | — | 6,357 |
| Other investments ⁽¹⁾ | 2,006 | 14,882 | 1,785 | 18,673 |
| Total investment securities available for sale | \$51,031 | 2,997,441 | 1,785 | 3,050,257 |
| Private equity investments | — | 1,094 | 27,232 | 28,326 |
| Mutual funds held in Rabbi Trusts | 10,817 | — | — | 10,817 |
| Derivative assets: | | | | |
| Interest rate contracts | — | 30,184 | — | 30,184 |
| Mortgage derivatives ⁽²⁾ | — | 1,138 | — | 1,138 |
| Total derivative assets | \$— | 31,322 | — | 31,322 |
| Liabilities | | | | |
| Trading account liabilities | — | 6,264 | — | 6,264 |
| Salary stock units | 728 | — | — | 728 |
| Derivative liabilities: | | | | |
| Interest rate contracts | — | 30,689 | — | 30,689 |
| Mortgage derivatives ⁽²⁾ | — | 320 | — | 320 |
| Visa derivative | — | — | 4,021 | 4,021 |
| Total derivative liabilities | \$— | 31,009 | 4,021 | 35,030 |

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| (in thousands) | December 31, 2013 | | | Total Assets and Liabilities at Fair Value |
|---|-------------------|-----------|---------|--|
| | Level 1 | Level 2 | Level 3 | |
| Assets | | | | |
| Trading securities: | | | | |
| Collateralized mortgage obligations issued by U.S. Government sponsored enterprises | — | 2,465 | — | 2,465 |
| State and municipal securities | — | 429 | — | 429 |
| All other mortgage-backed securities | — | 968 | — | 968 |
| Other investments | — | 2,251 | — | 2,251 |
| Total trading securities | \$— | 6,113 | — | 6,113 |
| Mortgage loans held for sale | — | 45,384 | — | 45,384 |
| Investment securities available for sale: | | | | |
| U.S. Treasury securities | 17,791 | — | — | 17,791 |
| U.S. Government agency securities | — | 34,641 | — | 34,641 |
| Securities issued by U.S. Government sponsored enterprises | — | 113,745 | — | 113,745 |
| Mortgage-backed securities issued by U.S. Government agencies | — | 195,117 | — | 195,117 |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises | — | 2,421,360 | — | 2,421,360 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | — | 398,540 | — | 398,540 |
| State and municipal securities | — | 6,889 | — | 6,889 |
| Equity securities | 6,956 | — | 628 | 7,584 |
| Other investments ⁽¹⁾ | 1,969 | — | 1,722 | 3,691 |
| Total investment securities available for sale | \$26,716 | 3,170,292 | 2,350 | 3,199,358 |
| Private equity investments | — | 1,615 | 27,745 | 29,360 |
| Mutual funds held in Rabbi Trusts | 11,246 | — | — | 11,246 |
| Derivative assets: | | | | |
| Interest rate contracts | — | 38,482 | — | 38,482 |
| Mortgage derivatives ⁽²⁾ | — | 1,522 | — | 1,522 |
| Total derivative assets | \$— | 40,004 | — | 40,004 |
| Liabilities | | | | |
| Trading account liabilities | — | 1,763 | — | 1,763 |
| Salary stock units | 1,764 | — | — | 1,764 |
| Derivative liabilities: | | | | |
| Interest rate contracts | — | 39,436 | — | 39,436 |
| Visa derivative | — | — | 2,706 | 2,706 |
| Total derivative liabilities | \$— | 39,436 | 2,706 | 42,142 |

⁽¹⁾ Based on an analysis of the nature and risks of these investments, Synovus has determined that presenting these investments as a single asset class is appropriate.

⁽²⁾ Mortgage derivatives consist of customer interest rate lock commitments that relate to the potential origination of mortgage loans, which would be classified as held for sale and forward loan sales commitments with third party investors.

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Fair Value Option

Synovus has elected the fair value option for mortgage loans held for sale primarily to ease the operational burdens required to maintain hedge accounting for these loans. Synovus is still able to achieve effective economic hedges on mortgage loans held for sale without the operational time and expense needed to manage a hedge accounting program. The following table summarizes the difference between the fair value and the unpaid principal balance of mortgage loans held for sale measured at fair value and the changes in fair value of these loans. Mortgage loans held for sale are initially measured at fair value with subsequent changes in fair value recognized in earnings. Changes in fair value were recorded as a component of mortgage banking income in the consolidated statements of income. An immaterial portion of these changes in fair value was attributable to changes in instrument-specific credit risk.

Changes in Fair Value Included in Net Income

| (in thousands) | For the Nine Months Ended September 30, | | For the Three Months Ended September 30, | |
|------------------------------|--|--------|---|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Mortgage loans held for sale | \$969 | (3,838 |) (813 |) 4,092 |

Mortgage Loans Held for Sale

| (in thousands) | As of September 30, 2014 | As of December 31, 2013 |
|--|--------------------------|-------------------------|
| Fair value | \$72,333 | 45,384 |
| Unpaid principal balance | 70,924 | 44,943 |
| Fair value less aggregate unpaid principal balance | \$1,409 | 441 |

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Changes in Level 3 Fair Value Measurements

As noted above, Synovus uses significant unobservable inputs (Level 3) in determining the fair value of assets and liabilities classified as Level 3 in the fair value hierarchy. The table below includes a roll-forward of the amounts on the consolidated balance sheet for the nine and three months ended September 30, 2014 and 2013 (including the change in fair value), for financial instruments of a material nature that are classified by Synovus within Level 3 of the fair value hierarchy and are measured at fair value on a recurring basis. Transfers between fair value levels are recognized at the end of the reporting period in which the associated changes in inputs occur. During the first nine months of 2014 and 2013, Synovus did not have any material transfers between levels in the fair value hierarchy.

| (in thousands) | Nine Months Ended September 30, 2014 | | | 2013 | | |
|--|--|----------------------------|---------------------------------|--|----------------------------|---------------------------------|
| | Investment Securities Available for Sale | Private Equity Investments | Other Derivative Contracts, Net | Investment Securities Available for Sale | Private Equity Investments | Other Derivative Contracts, Net |
| Beginning balance, January 1, | \$2,350 | 27,745 | (2,706) | \$3,178 | 30,708 | (2,956) |
| Total gains (losses) realized/unrealized: | | | | | | |
| Included in earnings* | (88) | (513) | (2,731) | — | (856) | (801) |
| Unrealized gains (losses) included in other comprehensive income | 63 | — | — | 401 | — | — |
| Purchases | — | — | — | — | — | — |
| Sales | — | — | — | — | — | — |
| Issuances | — | — | — | — | — | — |
| Settlements | (540) | — | 1,416 | — | — | 1,252 |
| Amortization of discount/premium | — | — | — | — | — | — |
| Transfers in and/or out of Level 3 | — | — | — | — | — | — |
| Ending balance, September 30, | \$1,785 | 27,232 | (4,021) | 3,579 | 29,852 | (2,505) |
| Total net gains (losses) for the nine months included in earnings attributable to the change in unrealized gains (losses) relating to assets and liabilities still held at September 30, | \$(88) | (513) | (2,731) | — | (856) | (801) |

* Included in earnings as a component of non-interest income (expense).

| (in thousands) | Three Months Ended September 30, 2014 | | | 2013 | | |
|--|--|----------------------------|---------------------------------|--|----------------------------|---------------------------------|
| | Investment Securities Available for Sale | Private Equity Investments | Other Derivative Contracts, Net | Investment Securities Available for Sale | Private Equity Investments | Other Derivative Contracts, Net |
| Beginning balance, July 1, | \$1,866 | 27,376 | (2,438) | 3,454 | 29,568 | (2,977) |
| Total gains (losses) realized/unrealized: | | | | | | |
| Included in earnings* | — | (144) | (1,979) | — | 284 | — |
| Unrealized gains (losses) included in other comprehensive income | (81) | — | — | 125 | — | — |
| Purchases | — | — | — | — | — | — |
| Sales | — | — | — | — | — | — |
| Issuances | — | — | — | — | — | — |
| Settlements | — | — | 396 | — | — | 472 |

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| | | | | | | |
|---|---------|--------|----------|-------|--------|----------|
| Amortization of discount/premium | — | — | — | — | — | — |
| Transfers in and/or out of Level 3 | — | — | — | — | — | — |
| Ending balance, September 30, | \$1,785 | 27,232 | (4,021) | 3,579 | 29,852 | (2,505) |
| Total net gains (losses) for the three months included in earnings attributable to the change in unrealized gains (losses) relating to assets and liabilities still held at September 30, | \$— | (144) | (1,979) | — | 284 | — |

* Included in earnings as a component of non-interest income (expense).

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Assets Measured at Fair Value on a Non-recurring Basis

From time to time, certain assets may be recorded at fair value on a non-recurring basis. These non-recurring fair value adjustments typically are a result of the application of lower of cost or fair value accounting or a write-down occurring during the period. For example, if the fair value of an asset in these categories falls below its cost basis, it is considered to be at fair value at the end of the period of the adjustment. The following table presents assets measured at fair value on a non-recurring basis as of the dates indicated for which there was a fair value adjustment during the period, according to the valuation hierarchy included in ASC 820-10.

| (in thousands) | September 30, 2014 | | | | December 31, 2013 | | | |
|----------------------------|--------------------|---------|---------|--------|-------------------|---------|---------|---------|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Impaired loans* | \$— | — | 37,790 | 37,790 | — | — | 170,693 | 170,693 |
| Other loans held for sale | — | — | 338 | 338 | — | — | 9,670 | 9,670 |
| Other real estate | — | — | 25,928 | 25,928 | — | — | 50,070 | 50,070 |
| Other assets held for sale | \$— | — | 7,744 | 7,744 | — | — | 4,945 | 4,945 |

The following table presents fair value adjustments recognized for the nine and three months ended September 30, 2014 and 2013 for the assets measured at fair value on a non-recurring basis.

| (in thousands) | Nine Months Ended September | | Three Months Ended September | |
|----------------------------|-----------------------------|--------|------------------------------|-------|
| | 30, 2014 | 2013 | 30, 2014 | 2013 |
| Impaired loans* | \$20,661 | 27,624 | \$9,380 | 4,630 |
| Other loans held for sale | 285 | 2,844 | 285 | 2,833 |
| Other real estate | 7,343 | 5,919 | 4,114 | 1,406 |
| Other assets held for sale | \$7,608 | 246 | \$100 | 76 |

* Impaired loans that are collateral-dependent.

Quantitative Information about Level 3 Fair Value Measurements

The tables below provide an overview of the valuation techniques and significant unobservable inputs used in those techniques to measure financial instruments that are classified within Level 3 of the valuation hierarchy. The range of sensitivities that management utilized in its fair value calculations is deemed acceptable in the industry with respect to the identified financial instruments. The tables below present both the total balance as of the dates indicated for assets measured at fair value on a recurring basis and the assets measured at fair value on a non-recurring basis for which there was a fair value adjustment during the period, according to the valuation hierarchy included in ASC 820-10.

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September 30, 2014

(dollars in thousands)

Assets measured at fair value on a recurring basis

| Level 3 Fair Value | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) ⁽¹⁾ |
|--------------------|---------------------|--------------------------------|---|
|--------------------|---------------------|--------------------------------|---|

Investment Securities Available for Sale: Other Investments:

| | | | | |
|----------------------------|-------|-------------------------------|---|-----------------------|
| Trust preferred securities | 1,785 | Discounted cash flow analysis | Credit spread embedded in discount rate | 450-550 bps (500 bps) |
|----------------------------|-------|-------------------------------|---|-----------------------|

| | | | | |
|----------------------------|--------|--|--|-----|
| Private equity investments | 27,232 | Individual analysis of each investee company | Multiple factors, including but not limited to, current operations, financial condition, cash flows, evaluation of business management and financial plans, and recently executed financing transactions related to the investee companies | N/A |
|----------------------------|--------|--|--|-----|

| | | | | |
|---------------------------|-------|--------------------|--|-----|
| Visa derivative liability | 4,021 | Internal valuation | Multiple factors, including but not limited to, management's estimate of the timing and amount of the Covered Litigation settlement, and the resulting payments due to the counterparty under the terms of the contract. | N/A |
|---------------------------|-------|--------------------|--|-----|

September 30, 2014

(dollars in thousands)

Assets measured at fair value on a non-recurring basis

| Level 3 Fair Value | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) ⁽¹⁾ |
|--------------------|---------------------|--------------------------------|---|
|--------------------|---------------------|--------------------------------|---|

| | | | | |
|-------------------------------------|----------|--|---|----------------------------------|
| Collateral dependent impaired loans | \$37,790 | Third party appraised value of collateral less estimated selling costs | Discount to appraised value ⁽²⁾ Estimated selling costs | 0% - 100% (48%) 0% - 10% (7%) |
|-------------------------------------|----------|--|---|----------------------------------|

| | | | | |
|---------------------------|-----|--|---|---------------------------------|
| Other loans held for sale | 338 | Third party appraised value of collateral less estimated selling costs | Discount to appraised value ⁽²⁾ Estimated selling costs | 0% - 23% (23%) 0% - 10% (7%) |
|---------------------------|-----|--|---|---------------------------------|

| | | | | |
|-------------------|--------|--|--|----------------|
| Other real estate | 25,928 | | Discount to appraised value ⁽²⁾ | 0% - 38% (16%) |
|-------------------|--------|--|--|----------------|

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| | | | | |
|----------------------------|-------|---|---|-------------------------------|
| | | Third party appraised value of collateral less estimated selling costs | Estimated selling costs | 0% - 10% (7%) |
| Other assets held for sale | 7,744 | Third party appraised value of collateral less estimated selling costs or BOV | Discount to appraised value ⁽²⁾ Estimated selling costs | 0%-100% (69%) 0%-10% (10%) |

(1) The range represents management's best estimate of the high and low of the value that would be assigned to a particular input. For assets measured at fair value on a non-recurring basis, the weighted average is the measure of central tendencies; it is not the value that management is using for the asset or liability.

(2) Synovus also makes adjustments to the values of the assets listed above for various reasons, including age of the appraisal, information known by management about the property, such as occupancy rates, changes to the physical conditions of the property, and other factors.

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December 31, 2013

(dollars in thousands)

Assets measured at fair value on a recurring basis

Investment Securities Available for Sale:

| | Level 3 Fair Value | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) ⁽¹⁾ |
|----------------------------|--------------------|--|--|---|
| Equity securities | \$628 | Individual analysis of each investment | Multiple data points, including, but not limited to evaluation of past and projected business performance | N/A ⁽³⁾ |
| Other Investments: | | | | |
| Trust preferred securities | 1,722 | Discounted cash flow analysis | Credit spread embedded in discount rate | 400-480 bps (441 bps) |
| Private equity investments | 27,745 | Individual analysis of each investee company | Multiple factors, including but not limited to, current operations, financial condition, cash flows, evaluation of business management and financial plans, and recently executed company transactions related to the investee companies | N/A |
| Visa derivative liability | 2,706 | Internal valuation | Multiple factors, including but not limited to, management's estimate of the timing and amount of the Covered Litigation settlement, and the resulting payments due to the counterparty under the terms of the contract. | N/A |

December 31, 2013

(dollars in thousands)

Assets measured at fair value on a non-recurring basis

| | Level 3 Fair Value | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) ⁽¹⁾ |
|-------------------------------------|--------------------|--|---|---|
| Collateral dependent impaired loans | \$170,693 | Third party appraised value of collateral less estimated selling costs | Discount to appraised value ⁽²⁾ Estimated selling costs | 0%-65% (25%) 0%-10% (7%) |

| | | | | |
|----------------------------|--------|---|---|-----------------------------|
| Other loans held for sale | 9,670 | Third party appraised value of collateral less estimated selling costs | Discount to appraised value ⁽²⁾ Estimated selling costs | 0%-12% (4%) 0%-10% (7%) |
| Other real estate | 50,070 | Third party appraised value of collateral less estimated selling costs | Discount to appraised value ⁽²⁾ Estimated selling costs | 0%-7% (2%) 0%-10% (7%) |
| Other assets held for sale | 4,945 | Third party appraised value of collateral less estimated selling costs or BOV | Discount to appraised value ⁽²⁾ Estimated selling costs | 5%-36% (20%) 0%-10% (7%) |

⁽¹⁾ The range represents management's best estimate of the high and low of the value that would be assigned to a particular input. For assets measured at fair value on a non-recurring basis, the weighted average is the measure of central tendencies; it is not the value that management is using for the asset or liability.

⁽²⁾ Synovus also makes adjustments to the values of the assets listed above for various reasons, including age of the appraisal, information known by management about the property, such as occupancy rates, changes to the physical conditions of the property, and other factors.

⁽³⁾ The range has not been disclosed due to the wide range of possible values given the methodology used.

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Sensitivity Analysis of Level 3 Unobservable Inputs Measured on a Recurring Basis

Included in the fair value estimates of financial instruments carried at fair value on the consolidated balance sheet are those estimated in full or in part using valuation techniques based on assumptions that are not supported by observable market prices, rates, or other inputs. Unobservable inputs are assessed carefully, considering the current economic environment and market conditions. However, by their very nature, unobservable inputs imply a degree of uncertainty in their determination, because they are supported by little, if any, market activity for the related asset or liability.

Investment Securities Available for Sale

For the trust preferred securities in Level 3 assets, raising the credit spread, and raising the discount for lack of liquidity assumptions will result in a lower fair value measurement.

Private Equity Investments

In the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of private equity investments, significant judgment is required to value these investments. The significant unobservable inputs used in the fair value measurement of private equity investments include current operations, financial condition, and cash flows, comparables and private sales, when available; and recently executed financing transactions related to investee companies. Significant increases or decreases in any of these inputs in isolation would result in a significantly lower or higher fair value measurement.

Visa Derivative Liability

The fair value of the Visa derivative contract is determined based on management's estimate of the timing and amount of the Covered Litigation settlement, and the resulting payments due to the counterparty under the terms of the contract. Significant increases (decreases) in any of these inputs in isolation could result in a significantly higher (lower) valuation of the Visa derivative liability.

Fair Value of Financial Instruments

The following table presents the carrying and fair values of financial instruments at September 30, 2014 and December 31, 2013. The fair value represents management's best estimates based on a range of methodologies and assumptions. For financial instruments that are not recorded at fair value on the balance sheet, such as loans, interest bearing deposits (including brokered deposits), and long-term debt, the amounts disclosed in the notes should not be considered an estimate of the amount that would be realized if all such financial instruments were to be settled immediately. See Note 16 "Fair Value Accounting" to the consolidated financial statements of Synovus' 2013 Form 10-K for a description of valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis and financial instruments that are not recorded at fair value on the balance sheet.

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The carrying and estimated fair values of financial instruments, as well as the level within the fair value hierarchy, as of September 30, 2014 and December 31, 2013 are as follows:

| (in thousands) | September 30, 2014 | | | | |
|---|--------------------|----------------------|---------|------------|------------|
| | Carrying Value | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | |
| Cash and cash equivalents | \$386,402 | 386,402 | 386,402 | — | — |
| Interest bearing funds with Federal Reserve Bank | 750,446 | 750,446 | 750,446 | — | — |
| Interest earning deposits with banks | 13,612 | 13,612 | 13,612 | — | — |
| Federal funds sold and securities purchased under resale agreements | 70,918 | 70,918 | 70,918 | — | — |
| Trading account assets | 12,705 | 12,705 | 97 | 12,608 | — |
| Mortgage loans held for sale | 72,333 | 72,333 | — | 72,333 | — |
| Other loans held for sale | 338 | 338 | — | — | 338 |
| Investment securities available for sale | 3,050,257 | 3,050,257 | 51,031 | 2,997,441 | 1,785 |
| Private equity investments | 28,326 | 28,326 | — | 1,094 | 27,232 |
| Mutual funds held in Rabbi Trusts | 10,817 | 10,817 | 10,817 | — | — |
| Loans, net of deferred fees and costs | 20,588,566 | 20,334,382 | — | — | 20,334,382 |
| Derivative assets | 31,322 | 31,322 | — | 31,322 | — |
| Financial liabilities | | | | | |
| Trading account liabilities | 6,264 | 6,264 | — | 6,264 | — |
| Non-interest bearing deposits | 5,813,809 | 5,813,809 | — | 5,813,809 | — |
| Interest bearing deposits | 15,175,972 | 15,177,126 | — | 15,177,126 | — |
| Federal funds purchased and securities sold under repurchase agreements | 107,160 | 107,160 | 107,160 | — | — |
| Salary stock units | 728 | 728 | 728 | — | — |
| Long-term debt | 2,130,934 | 2,185,455 | — | 2,185,455 | — |
| Derivative liabilities | \$35,030 | 35,030 | — | 31,009 | 4,021 |

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| (in thousands) | December 31, 2013 | | | | |
|---|-------------------|----------------------|---------|------------|------------|
| | Carrying Value | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | |
| Cash and cash equivalents | \$469,630 | 469,630 | 469,630 | — | — |
| Interest bearing funds with Federal Reserve Bank | 644,528 | 644,528 | 644,528 | — | — |
| Interest earning deposits with banks | 24,325 | 24,325 | 24,325 | — | — |
| Federal funds sold and securities purchased under resale agreements | 80,975 | 80,975 | 80,975 | — | — |
| Trading account assets | 6,113 | 6,113 | — | 6,113 | — |
| Mortgage loans held for sale | 45,384 | 45,384 | — | 45,384 | — |
| Other loans held for sale | 10,685 | 10,685 | — | — | 10,685 |
| Investment securities available for sale | 3,199,358 | 3,199,358 | 26,716 | 3,170,292 | 2,350 |
| Private equity investments | 29,360 | 29,360 | — | 1,615 | 27,745 |
| Mutual funds held in Rabbi Trusts | 11,246 | 11,246 | 11,246 | — | — |
| Loans, net of deferred fees and costs | 20,057,798 | 19,763,708 | — | — | 19,763,708 |
| Derivative assets | 40,004 | 40,004 | — | 40,004 | — |
| Financial liabilities | | | | | |
| Trading account liabilities | 1,763 | 1,763 | — | 1,763 | — |
| Non-interest bearing deposits | 5,642,751 | 5,642,751 | — | 5,642,751 | — |
| Interest bearing deposits | 15,234,039 | 15,244,020 | — | 15,244,020 | — |
| Federal funds purchased and securities sold under repurchase agreements | 148,132 | 148,132 | 148,132 | — | — |
| Salary stock units | 1,764 | 1,764 | 1,764 | — | — |
| Long-term debt | 2,033,141 | 2,095,720 | — | 2,095,720 | — |
| Derivative liabilities | \$42,142 | 42,142 | — | 39,436 | 2,706 |

Note 11 - Derivative Instruments

As part of its overall interest rate risk management activities, Synovus utilizes derivative instruments to manage its exposure to various types of interest rate risk. These derivative instruments generally consist of interest rate swaps, interest rate lock commitments made to prospective mortgage loan customers, and commitments to sell fixed-rate mortgage loans. Interest rate lock commitments represent derivative instruments since it is intended that such loans will be sold.

Synovus may also utilize interest rate swaps to manage interest rate risks primarily arising from its core banking activities. These interest rate swap transactions generally involve the exchange of fixed and floating interest rate payment obligations without the exchange of underlying principal amounts. Swaps may be designated as either cash flow hedges or fair value hedges, as discussed below. As of September 30, 2014 and December 31, 2013, Synovus had no outstanding interest rate swap contracts utilized to manage interest rate risk.

Synovus is party to master netting arrangements with its dealer counterparties; however, Synovus does not offset assets and liabilities under these arrangements for financial statement presentation purposes.

Counterparty Credit Risk and Collateral

Entering into derivative contracts potentially exposes Synovus to the risk of counterparties' failure to fulfill their legal obligations, including, but not limited to, potential amounts due or payable under each derivative contract. Notional principal amounts are often used to express the volume of these transactions, but the amounts potentially subject to credit risk are much smaller. Synovus assesses the credit risk of its dealer counterparties by regularly monitoring publicly available credit rating information and other market indicators. Dealer collateral requirements are determined via risk-based policies and procedures and in accordance with existing agreements. Synovus seeks to minimize dealer credit risk by dealing with highly rated counterparties and by obtaining collateral for exposures above certain

predetermined limits. Management closely monitors credit conditions within the customer swap portfolio, which management deems to be of higher risk than dealer counterparties. Collateral is secured at origination and credit related fair value adjustments are recorded against the asset value of the derivative as deemed necessary based upon an analysis, which includes consideration of the current asset value of the swap, customer credit rating, collateral value, and customer standing with regards to its swap contractual obligations and other related matters. Such asset values fluctuate based upon changes in interest rates regardless of changes in notional amounts and changes in customer specific risk.

Table of Contents**Cash Flow Hedges**

Synovus designates hedges of floating rate loans as cash flow hedges. These swaps hedge against the variability of cash flows from specified pools of floating rate prime based loans. Synovus calculates effectiveness of the hedging relationship quarterly using regression analysis. The effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transactions affect earnings. Ineffectiveness from cash flow hedges is recognized in the consolidated statements of income as a component of other non-interest income. As of September 30, 2014, there were no cash flow hedges outstanding, and therefore, no cumulative ineffectiveness.

Synovus expects to reclassify from accumulated other comprehensive income (loss) \$447 thousand of interest expense during the next twelve months as amortization of deferred losses are recorded.

Synovus did not terminate any cash flow hedges during 2014 or 2013. The remaining unamortized deferred net loss balance of all previously terminated cash flow hedges at September 30, 2014 and December 31, 2013 was \$(1.2) million and \$(1.6) million, respectively.

Fair Value Hedges

Synovus designates hedges of fixed rate liabilities as fair value hedges. These swaps hedge against the change in fair value of various fixed rate liabilities due to changes in the benchmark interest rate, LIBOR. Synovus calculates effectiveness of the fair value hedges quarterly using regression analysis. Ineffectiveness from fair value hedges is recognized in the consolidated statements of income as a component of other non-interest income. As of September 30, 2014, there were no fair value hedges outstanding, and therefore, no cumulative ineffectiveness.

Synovus did not terminate any fair value hedges during 2014 or 2013. The remaining unamortized deferred net gain balance on all previously terminated fair value hedges at September 30, 2014 and December 31, 2013 was \$8.4 million and \$10.7 million, respectively. Synovus expects to reclassify from hedge-related basis adjustment, a component of long-term debt, \$3.1 million of the deferred gain balance on previously terminated fair value hedges as a reduction to interest expense during the next twelve months as amortization of deferred gains is recorded.

Customer Related Derivative Positions

Synovus enters into interest rate swap agreements to facilitate the risk management strategies of a small number of commercial banking customers. Synovus mitigates this risk by entering into equal and offsetting interest rate swap agreements with highly rated third party financial institutions. The interest rate swap agreements are free-standing derivatives and are recorded at fair value on Synovus' consolidated balance sheet. Fair value changes are recorded in non-interest income in Synovus' consolidated statements of income. As of September 30, 2014, the notional amount of customer related interest rate derivative financial instruments, including both the customer position and the offsetting position, was \$1.08 billion, a decrease of \$107.8 million compared to December 31, 2013.

Visa Derivative

In conjunction with the sale of Class B shares of common stock issued by Visa to Synovus as a Visa USA member, Synovus entered into a derivative contract with the purchaser, which provides for settlements between the parties based upon a change in the ratio for conversion of Visa Class B shares to Visa Class A shares. The conversion ratio changes when Visa deposits funds to a litigation escrow established by Visa to pay settlements for certain litigation, for which Visa is indemnified by Visa USA members. The litigation escrow is funded by proceeds from Visa's conversion of Class B shares. The fair value of the derivative contract was \$4.0 million and \$2.7 million at September 30, 2014 and December 31, 2013, respectively. The fair value of the derivative contract is determined based on management's estimate of the timing and amount of the Covered Litigation settlement, and the resulting payments due to the counterparty under the terms of the contract.

Mortgage Derivatives

Synovus originates first lien residential mortgage loans for sale into the secondary market and generally does not hold the originated loans for investment purposes. Mortgage loans are sold by Synovus for conversion to securities and the servicing of these loans is generally sold to a third-party servicing aggregator, or Synovus sells the mortgage loans as whole loans to investors either individually or in bulk on a servicing released basis.

Synovus enters into interest rate lock commitments for residential mortgage loans which commit us to lend funds to a potential borrower at a specific interest rate and within a specified period of time. Interest rate lock commitments that

relate to the origination of mortgage loans that, if originated, will be held for sale, are considered derivative financial instruments under applicable accounting guidance. Outstanding interest rate lock commitments expose Synovus to the risk that the price of the mortgage loans underlying the commitments may decline due to increases in mortgage interest rates from inception of the rate lock to the funding of the loan.

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At September 30, 2014 and December 31, 2013, Synovus had commitments to fund at a locked interest rate, primarily fixed-rate mortgage loans to customers, in the amount of \$78.0 million and \$65.0 million, respectively. The fair value of these commitments resulted in a gain of \$531 thousand and a loss of \$682 thousand for the nine months ended September 30, 2014 and 2013, respectively, which was recorded as a component of mortgage banking income in the consolidated statements of income.

At September 30, 2014 and December 31, 2013, outstanding commitments to sell primarily fixed-rate mortgage loans amounted to \$105.5 million and \$92.0 million, respectively. Such commitments are entered into to reduce the exposure to market risk arising from potential changes in interest rates, which could affect the fair value of mortgage loans held for sale and outstanding rate lock commitments, which guarantee a certain interest rate if the loan is ultimately funded or granted by Synovus as a mortgage loan held for sale. The commitments to sell mortgage loans are at fixed prices and are scheduled to settle at specified dates that generally do not exceed 90 days. The fair value of outstanding commitments to sell mortgage loans resulted in a loss of \$(1.2) million for the nine months ended September 30, 2014 and 2013, which was recorded as a component of mortgage banking income in the consolidated statements of income.

Collateral Contingencies

Certain derivative instruments contain provisions that require Synovus to maintain an investment grade credit rating from each of the major credit rating agencies. When Synovus' credit rating falls below investment grade, these provisions allow the counterparties of the derivative instrument to demand immediate and ongoing full collateralization on derivative instruments in net liability positions and, for certain counterparties, request immediate termination. As Synovus' current rating is below investment grade, Synovus is required to post collateral, as required by each agreement, against these positions. Additionally, as of June 10, 2013, the CCC became mandatory for certain trades as required under the Dodd-Frank Act. These derivative transactions also carry collateral requirements, both at the inception of the trade, and as the value of each derivative position changes. As trades are migrated to the CCC, dealer counterparty exposure will be reduced, and higher notional amounts of Synovus' derivative instruments will be housed at the CCC, a highly regulated and well-capitalized entity. As of September 30, 2014, collateral totaling \$68.1 million consisting of Federal funds sold was pledged to the derivative counterparties, including \$3.8 million with the CCC, to comply with collateral requirements.

The impact of derivative instruments on the consolidated balance sheets at September 30, 2014 and December 31, 2013 is presented below.

| (in thousands) | Fair Value of Derivative Assets | | | Fair Value of Derivative Liabilities | | |
|---|--|--------------------|-------------------|--|--------------------|-------------------|
| | Location on Consolidated Balance Sheet | September 30, 2014 | December 31, 2013 | Location on Consolidated Balance Sheet | September 30, 2014 | December 31, 2013 |
| Derivatives not designated as hedging instruments: | | | | | | |
| Interest rate contracts | Other assets | \$30,184 | 38,482 | Other liabilities | \$30,689 | 39,436 |
| Mortgage derivatives | Other assets | 1,138 | 1,522 | Other liabilities | 320 | — |
| Visa derivative | | — | — | Other liabilities | 4,021 | 2,706 |
| Total derivatives not designated as hedging instruments | | \$31,322 | 40,004 | | \$35,030 | 42,142 |

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The pre-tax effect of fair value hedges on the consolidated statements of income for the nine and three months ended September 30, 2014 and 2013 is presented below.

| (in thousands) | Location of Gain (Loss) Recognized in Income | Gain (Loss) Recognized in Income Nine Months Ended September 30, | |
|--|---|---|----------|
| | | 2014 | 2013 |
| Derivatives not designated as hedging instruments | | | |
| Interest rate contracts ⁽¹⁾ | Other non-interest income | 449 | 63 |
| Mortgage derivatives ⁽²⁾ | Mortgage banking income | (704 |) (1,865 |
| Total | | \$(255 |) (1,802 |

| (in thousands) | Location of Gain (Loss) Recognized in Income | Gain (Loss) Recognized in Income Three Months Ended September 30, | |
|--|---|--|--------|
| | | 2014 | 2013 |
| Derivatives not designated as hedging instruments | | | |
| Interest rate contracts ⁽¹⁾ | Other non-interest income | 65 | 221 |
| Mortgage derivatives ⁽²⁾ | Mortgage banking income | 51 | (6,806 |
| Total | | \$ 116 | (6,585 |

(1) Gain (loss) represents net fair value adjustments (including credit related adjustments) for customer swaps and offsetting positions.

(2) Gain (loss) represents net fair value adjustments recorded for interest rate lock commitments and commitments to sell mortgage loans to third party investors.

During the nine months ended September 30, 2014 and 2013, Synovus also reclassified \$2.3 million and \$2.5 million, respectively, from hedge-related basis adjustment, a component of long-term debt, as a reduction to interest expense. These deferred gains relate to hedging relationships that have been previously terminated and are reclassified into earnings over the remaining life of the hedged items.

Note 12 - Net Income Per Common Share

The following table displays a reconciliation of the information used in calculating basic and diluted earnings per common share for the nine and three months ended September 30, 2014 and 2013.

| (in thousands, except per share data) | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|---|------------------------------------|---------|-------------------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Basic Net Income Per Common Share: | | | | |
| Net income available to common shareholders | \$ 134,399 | 82,704 | 44,229 | 37,188 |
| Weighted average common shares outstanding | 138,989 | 123,652 | 139,043 | 136,671 |
| Basic net income per common share | \$0.97 | 0.67 | 0.32 | 0.27 |
| Diluted Net Income Per Common Share: | | | | |
| Net income available to common shareholders | \$ 134,399 | 82,704 | 44,229 | 37,188 |
| Weighted average common shares outstanding | 138,989 | 123,652 | 139,043 | 136,671 |
| Potentially dilutive shares from assumed exercise of securities or other contracts to purchase Common Stock | 611 | 8,823 | 683 | 426 |
| Weighted average diluted common shares | 139,600 | 132,476 | 139,726 | 137,097 |
| Diluted net income per common share | \$0.96 | 0.62 | 0.32 | 0.27 |

A reverse stock split became effective on May 16, 2014, and Synovus' shares of common stock began trading on a post-split basis on the NYSE at the opening of trading on May 19, 2014. Share and per share amounts included in this

Report for prior periods have been adjusted to reflect the one-for-seven reverse stock split.

Basic net income per common share is computed by dividing net income by the average common shares outstanding for the period. Diluted net income per common share reflects the dilution that could occur if securities or other contracts to issue Common Stock were exercised or converted. The dilutive effect of outstanding options and restricted share units is reflected in diluted net income per common share, unless the impact is anti-dilutive, by application of the treasury stock method.

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During 2010, 13,800,000 units of tMEDS were issued through a public offering. On May 15, 2013, each remaining tMED automatically settled, and Synovus issued 17.6 million shares of Common Stock. As a result, these shares are no longer potentially dilutive shares from assumed exercise of these contracts to purchase Common Stock.

As of September 30, 2014 and 2013, there were 3.2 million and 3.6 million, respectively, potentially dilutive shares related to Common Stock options and Warrants to purchase shares of Common Stock that were outstanding during 2014 and 2013, but were not included in the computation of diluted net income per common share because the effect would have been anti-dilutive.

Note 13 - Share-based Compensation

General Description of Share-based Plans

Synovus has a long-term incentive plan under which the Compensation Committee of the Board of Directors has the authority to grant share-based awards to Synovus employees. At September 30, 2014, Synovus had a total of 7,550,907 shares of its authorized but unissued Common Stock reserved for future grants under the 2013 Omnibus Plan. The 2013 Omnibus Plan authorizes 8,571,429 common share equivalents available for grant, where grants of options count as one share equivalent and grants of full value awards (e.g., restricted share units, market restricted share units) count as 2 share equivalents. Any restricted share units that are forfeited and options that expire unexercised will again become available for issuance under the Plan. The Plan permits grants of share-based compensation including stock options, non-vested shares, and restricted share units. The grants generally include vesting periods ranging from two to five years and contractual terms of 10 years. Stock options are granted at exercise prices which equal the fair value of a share of common stock on the grant-date. Synovus has historically issued new shares to satisfy share option exercises and share unit conversions. Dividend equivalents are paid on outstanding restricted share units in the form of additional restricted share units that vest over the same vesting period or the vesting period left on the original restricted share unit grant.

Share-based Compensation Expense

Share-based compensation costs associated with employee grants are recorded as a component of salaries and other personnel expense in the consolidated statements of income. Share-based compensation costs associated with grants made to non-employee directors of Synovus are recorded as a component of other operating expenses. Share-based compensation expense for service-based awards is recognized net of estimated forfeitures for plan participants on a straight-line basis over the vesting period. Total share-based compensation expense was \$7.5 million and \$2.8 million for the nine and three months ended September 30, 2014 respectively, and \$5.8 million and \$2.3 million for the nine and three months ended September 30, 2013, respectively.

Stock Options

No stock option grants were made during the nine months ended September 30, 2014. At September 30, 2014, there were 2,615,051 options to purchase shares of Common Stock outstanding with a weighted average exercise price of \$44.48.

Restricted Share Units, Performance Share Units, and Market Restricted Share Units

During the nine months ended September 30, 2014, Synovus awarded 407,374 restricted share units that have a service-based vesting period of three years and awarded 67,157 performance share units that vest upon service conditions and performance conditions. Synovus also granted 90,117 market restricted share units during the nine months ended September 30, 2014. The weighted average grant-date fair value of the awarded restricted share units, performance share units and market restricted share units was \$23.76 per share. At September 30, 2014, including dividend equivalents granted, there were 1,084,659 restricted share units, performance share units and market restricted share units outstanding with a weighted average grant-date fair value of \$20.59.

During the nine months ended September 30, 2014, Synovus also granted 30,786 salary stock units to senior management, which vested and were expensed immediately upon grant. Compensation expense is initially determined based on the number of salary stock units granted and the market price of Common Stock at the grant date.

Subsequent to the grant date, compensation expense is recorded for changes in Common Stock market price. The total fair value of salary stock units granted during the nine months ended September 30, 2014 was \$728 thousand. The salary stock units granted during 2014 are classified as liabilities and will be settled in cash on January 15, 2015.

Note 14 - Income Taxes

The valuation allowance for deferred tax assets was \$15.2 million and \$14.6 million at September 30, 2014 and December 31, 2013, respectively. The \$621 thousand increase in the valuation allowance from December 31, 2013 to September 30, 2014 is related to certain state income tax credits that are expected to expire before they can be utilized. Management assesses the need for a valuation allowance for deferred tax assets at each reporting period. The determination of whether a valuation allowance for deferred tax assets is appropriate is subject to considerable judgment and requires an evaluation of all the positive and negative

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evidence. Based on the assessment of all of the positive and negative evidence at September 30, 2014, management has concluded that it is more likely than not that \$656.2 million of the net deferred tax asset will be realized based upon future taxable income.

Synovus expects to realize substantially all of the \$656.2 million in net deferred tax assets well in advance of the statutory carryforward period. At September 30, 2014, \$186.1 million of existing deferred tax assets are not related to net operating losses or credits and, therefore, have no expiration dates. Approximately \$378.9 million of the remaining deferred tax assets relate to federal net operating losses which expire in years beginning in 2028 through 2032.

Additionally, \$54.0 million of the deferred tax assets relate to state NOLs which will expire in installments annually through the tax year 2034. Tax credit carryforwards at September 30, 2014 include federal alternative minimum tax credits totaling \$25.3 million, which have an unlimited carryforward period. Other federal and state tax credits at September 30, 2014 total \$27.1 million and have expiration dates through the tax year 2034.

The valuation allowance could fluctuate in future periods based on management's assessment of the positive and negative evidence. Management's conclusion at September 30, 2014 that it is more likely than not that the net deferred tax assets of \$656.2 million will be realized is based upon management's estimate of future taxable income.

Management's estimate of future taxable income is based on internal projections which consider historical performance, various internal estimates and assumptions, as well as certain external data, all of which management believes to be reasonable although inherently subject to significant judgment. If actual results differ significantly from the current estimates of future taxable income, the valuation allowance may need to be increased. Such an increase to the deferred tax asset valuation allowance could have a material adverse effect on Synovus' financial condition or results of operations.

Synovus is subject to income taxation in the United States and various state jurisdictions. Synovus' federal income tax return is filed on a consolidated basis, while state income tax returns are filed on both a consolidated and separate entity basis. Currently, no years for which Synovus filed a Federal income tax return are under examination by the IRS. A state tax examination by the Tennessee Department of Revenue is currently in progress. Synovus is no longer subject to income tax examinations by the IRS for years before 2010, and excluding certain limited exceptions, Synovus is no longer subject to income tax examinations by state and local income tax authorities for years before 2009. Although Synovus is unable to determine the ultimate outcome of current and future examinations, Synovus believes that the liability recorded for uncertain tax positions is adequate.

Note 15 - Legal Proceedings

Synovus and its subsidiaries are subject to various legal proceedings and claims that arise in the ordinary course of its business. Additionally, in the ordinary course of business, Synovus and its subsidiaries are subject to regulatory examinations, information gathering requests, inquiries and investigations. Synovus, like many other financial institutions, has been the target of numerous legal actions and other proceedings asserting claims for damages and related relief for losses resulting from the recent financial crisis. These actions include claims and counterclaims asserted by individual borrowers related to their loans and allegations of violations of state and federal laws and regulations relating to banking practices, including several purported putative class action matters. In addition to actual damages if Synovus does not prevail in any asserted legal action, credit-related litigation could result in additional write-downs or charge-offs of assets, which could adversely affect Synovus' results of operations during the period in which the write-down or charge-off occurred.

Synovus carefully examines and considers each legal matter, and, in those situations where Synovus determines that a particular legal matter presents loss contingencies that are both probable and reasonably estimable, Synovus establishes an appropriate accrual. An event is considered to be probable if the future event is likely to occur. While the final outcome of any legal proceeding is inherently uncertain, based on the information currently available, advice of counsel and available insurance coverage, management believes that the amounts accrued with respect to legal matters as of September 30, 2014 are adequate. The actual costs of resolving legal claims may be higher or lower than the amounts accrued.

In addition, where Synovus determines that there is a reasonable possibility of a loss in respect of legal matters, including those legal matters described below, Synovus considers whether it is able to estimate the total reasonably possible loss or range of loss. An event is reasonably possible if the chance of the future event or events occurring is

more than remote but less than likely. An event is remote if the chance of the future event occurring is slight. In many situations, Synovus may be unable to estimate reasonably possible losses due to the preliminary nature of the legal matters, as well as a variety of other factors and uncertainties. For those legal matters where Synovus is able to estimate a range of reasonably possible losses, management currently estimates the aggregate range from our outstanding litigation, including, without limitation, the matters described below, is from zero to \$15 million in excess of the amounts accrued, if any, related to those matters. This estimated aggregate range is based upon information currently available to Synovus, and the actual losses could prove to be higher. As there are further developments in these legal matters, Synovus will reassess these matters, and the estimated range of reasonably possible losses may change as a result of this assessment. Based on Synovus' current knowledge and advice of counsel, management presently does not believe that the liabilities arising from these legal matters will have a material adverse effect on Synovus' consolidated financial condition,

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results of operations or cash flows. However, it is possible that the ultimate resolution of these legal matters could have a material adverse effect on Synovus' results of operations for any particular period.

Synovus intends to vigorously pursue all available defenses to these legal matters, but will also consider other alternatives, including settlement, in situations where there is an opportunity to resolve such legal matters on terms that Synovus considers to be favorable, including in light of the continued expense and distraction of defending such legal matters. Synovus also maintains insurance coverage, which may (or may not) be available to cover legal fees, or potential losses that might be incurred in connection with the legal matters described below. The above-noted estimated range of reasonably possible losses does not take into consideration insurance coverage which may or may not be available for the respective legal matters.

Securities Class Action

On July 7, 2009, the City of Pompano Beach General Employees' Retirement System filed suit against Synovus, and certain of Synovus' current and former officers, in the United States District Court, Northern District of Georgia (Civil Action File No. 1:09-CV-1811) (the "Securities Class Action"); and on June 11, 2010, Lead Plaintiffs, the Labourers' Pension Fund of Central and Eastern Canada and the Sheet Metal Workers' National Pension Fund, filed an amended complaint alleging that Synovus and the named individual defendants misrepresented or failed to disclose material facts that artificially inflated Synovus' stock price in violation of the federal securities laws. Lead Plaintiffs' allegations are based on purported exposure to Synovus' lending relationship with the Sea Island Company and the impact of such alleged exposure on Synovus' financial condition. Lead Plaintiffs in the Securities Class Action seek damages in an unspecified amount. On October 4, 2013, the Lead Plaintiffs and the Defendants reached a settlement-in-principle to settle the Securities Class Action. Under the settlement in principle, the Defendants shall cause to be paid \$11.8 million to the Lead Plaintiffs (the "Securities Class Action Settlement Payment") in exchange for broad releases, dismissal with prejudice of the Securities Class Action and other material and customary terms and conditions. On March 17, 2014, the Lead Plaintiffs filed a motion with the District Court for preliminary approval of the Securities Class Action Settlement Payment. The District Court granted preliminary approval of the Securities Class Action Settlement Payment on June 4, 2014. The hearing date for the final approval was originally scheduled for October 7, 2014, but has been postponed to November 18, 2014. Synovus expects that, subject to execution of an appropriate release of the Defendants' insurance carriers and other customary acknowledgments by the Defendants, the Securities Class Action Settlement Payment will be fully covered by insurance. There can be no assurance that the settlement-in-principle will be finally approved by the District Court. In the event the settlement-in-principle of the Securities Class Action is not approved by the District Court and finally settled, Synovus and the individually named defendants collectively intend to vigorously defend themselves against the Securities Class Action.

Overdraft Litigation

Posting Order Litigation

On September 21, 2010, Synovus, Synovus Bank and CB&T were named as defendants in a putative multi-state class action relating to the manner in which Synovus Bank charges overdraft fees to customers (Posting Order Litigation). The case, Childs et al. v. Columbus Bank and Trust et al., was filed in the Northern District of Georgia, Atlanta Division, and asserts claims for breach of contract and breach of the covenant of good faith and fair dealing, unconscionability, conversion and unjust enrichment for alleged injuries suffered by plaintiffs as a result of Synovus Bank's assessment of overdraft charges in connection with its POS/debit and automated-teller machine cards allegedly resulting from the sequence used to post payments to the plaintiffs' accounts. On October 25, 2010, the Childs case was transferred to a multi-district proceeding in the Southern District of Florida. In Re: Checking Account Overdraft Litigation, MDL No. 2036.

On August 23, 2014, Synovus reached a settlement in principle with plaintiffs' counsel to settle the Posting Order Litigation. Under the settlement in principle, Synovus shall cause to be paid \$3.75 million plus payment of \$150,000 in settlement expenses (the "Posting Order Settlement Payment") in exchange for broad releases, dismissal with prejudice of the Posting Order Litigation and other material and customary terms and conditions. There can be no assurance that the settlement in principle will be approved by the District Court. In the event the settlement in principle of the posting Order Litigation is not approved by the District Court and finally settled, Synovus intends to vigorously defend itself against the Posting Order Litigation.

Assertion of Overdraft Fees as Interest Litigation

Synovus Bank was also named as a defendant in a putative state-wide class action in which the plaintiffs allege that overdraft fees charged to customers constitute interest and, as such, are usurious under Georgia law. The case, Griner et. al. v. Synovus Bank, et. al. was filed in Gwinnett County State Court (State of Georgia) on July 30, 2010, and asserts claims for usury, conversion and money had and received for alleged injuries suffered by the plaintiffs as a result of Synovus Bank's assessment of overdraft charges in connection with its POS/debit and automated-teller machine cards used to access customer accounts ("the Griner Overdraft Litigation"). Plaintiffs contend that such overdraft charges constitute interest and are therefore subject to Georgia usury laws. Synovus Bank contends that such overdraft charges constitute non-interest fees and charges under both federal and Georgia law and are otherwise exempt from Georgia usury limits.

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On February 3, 2014, the Gwinnett County State Court (State of Georgia) issued an order preliminarily approving the proposed settlement (the “Griner Settlement”) by and among Synovus Financial Corp. and Synovus Bank (collectively referred to herein as “Synovus”), and the plaintiffs in the Griner Overdraft Litigation. Under the terms of the Griner Settlement, Synovus has agreed to (1) establish a fund to pay eligible class member claims and (2) pay an agreed-upon amount of fees to counsel for the plaintiffs in the Griner Overdraft Litigation. In exchange, each purported class member in the Griner Overdraft Litigation will give Synovus a full and final general release of all claims alleged or that could be alleged in the Griner Overdraft Litigation. The final fairness hearing on the Griner Settlement was held on May 20, 2014, and the Griner Settlement was approved by the Court. Substantially all amounts owed by Synovus pursuant to the Griner Settlement have been paid as of the date of this Report.

ITEM 2. – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this Report, the words “Synovus,” “the Company,” “we,” “us,” and “our” refer to Synovus Financial Corp. together with Synovus Bank and Synovus’ other wholly-owned subsidiaries, except where the context requires otherwise.

FORWARD-LOOKING STATEMENTS

Certain statements made or incorporated by reference in this Report which are not statements of historical fact including those under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and elsewhere in this Report, constitute forward-looking statements within the meaning of, and subject to the protections of, Section 27A of the Securities Act, and Section 21E of the Exchange Act. Forward-looking statements include statements with respect to Synovus’ beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance and involve known and unknown risks, many of which are beyond Synovus’ control and which may cause Synovus’ actual results, performance or achievements or the commercial banking industry or economy generally, to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are forward-looking statements. You can identify these forward-looking statements through Synovus’ use of words such as “believes,” “anticipates,” “expects,” “may,” “will,” “assume,” “predicts,” “could,” “should,” “would,” “intends,” “targets,” “estimates,” “projects,” “plans,” “potential” and other similar words or expressions of the future or otherwise regarding the outlook for Synovus’ future business and financial performance and/or the performance of the commercial banking industry and economy in general. Forward-looking statements are based on the current beliefs and expectations of Synovus’ management and are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by such forward-looking statements. A number of factors could cause actual results to differ materially from those contemplated by the forward-looking statements in this document. Many of these factors are beyond Synovus’ ability to control or predict. These factors include, but are not limited to:

- (1) the risk that competition in the financial services industry may adversely affect our future earnings and growth;
- (2) the risk that we may not realize the expected benefits from our efficiency and growth initiatives, which will negatively affect our future profitability;
- (3) the risk that we may be required to make substantial expenditures to keep pace with the rapid technological changes in the financial services market;
- (4) the risk that our enterprise risk management framework may not identify or address risks adequately, which may result in unexpected losses;
- (5) the risk that our allowance for loan losses may prove to be inadequate or may be negatively affected by credit risk exposures;
- (6) the risk that any future economic downturn could have a material adverse effect on our capital, financial condition, results of operations and future growth;
- (7) the risk that we could realize additional losses if our levels of non-performing assets increase and/or if we determine to sell certain non-performing assets and the proceeds we receive are lower than the carrying value of such assets;
- (8)

changes in the interest rate environment and competition in our primary market area may result in increased funding costs or reduced earning assets yields, thus reducing margins and net interest income; the risk that if we pursue acquisitions in the future as part of our growth strategy, we may not be able to complete such

- (9) acquisitions or successfully integrate bank or nonbank acquisitions into our existing operations;

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- (10) risks related to a failure in or breach of our operational or security systems of our infrastructure, or those of our third-party vendors and other service providers, including as a result of cyber attacks, which could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs or cause losses;
- (11) risks related to our reliance on third parties to provide key components of our business infrastructure, including the costs of services and products provided to us by third parties, and risks related to disruptions in service or financial difficulties of a third-party vendor;
- (12) the impact on our financial results, reputation, and business if we are unable to comply with all applicable federal and state regulations, or other supervisory actions or directives and any necessary capital initiatives; the impact of the Dodd-Frank Act, the capital requirements promulgated by the Basel Committee on Banking Supervision and other recent and proposed changes in governmental policy, laws and regulations, including proposed and recently enacted changes in the regulation of banks and financial institutions, or the interpretation or application thereof, including restrictions, increased capital requirements, limitations and/or penalties arising from banking, securities and insurance laws, enhanced regulations and examinations and restrictions on compensation;
- (13) the risks that if economic conditions worsen or regulatory capital rules are modified, or the results of mandated “stress testing” do not satisfy certain criteria, we may be required to undertake additional strategic initiatives to improve our capital position;
- (14) changes in the cost and availability of funding due to changes in the deposit market and credit market, or the way in which we are perceived in such markets, including a downgrade in our credit ratings;
- (15) the impact on our borrowing costs, capital costs and our liquidity due to our status as a non-investment grade issuer;
- (16) restrictions or limitations on access to funds from historical and alternative sources of liquidity could adversely affect our overall liquidity, which could restrict our ability to make payments on our obligations and our ability to support asset growth and sustain our operations and the operations of Synovus Bank;
- (17) the risk that we may be unable to pay dividends on our Common Stock or Series C Preferred Stock or obtain any applicable regulatory approval to take certain capital actions, including any increases in dividends on our Common Stock, any repurchase of Common Stock (including repurchases under the recently announced share repurchase program) or any other issuance or redemption of any other regulatory capital instruments;
- (18) our ability to receive dividends from our subsidiaries could affect our liquidity, including our ability to pay dividends or take other capital actions (including repurchases under the recently announced share repurchase program);
- (19) the risk that for our deferred tax assets, we may be required to increase the valuation allowance in future periods, or we may not be able to realize all of the deferred tax assets in the future;
- (20) the risk that we could have an “ownership change” under Section 382 of the IRC, which could impair our ability to timely and fully utilize our net operating losses and built-in losses that may exist when such “ownership change” occurs;
- (21) risks related to recent and proposed changes in the mortgage banking industry, including the risk that we may be required to repurchase mortgage loans sold to third parties and the impact of the “ability to pay” and “qualified mortgage” rules on our loan origination process and foreclosure proceedings;
- (22) the costs and effects of litigation, investigations, inquiries or similar matters, or adverse facts and developments related thereto;
- (23) risks related to the fluctuation in our stock price;
- (24)

- (25) the effects of any damages to Synovus' reputation resulting from developments related to any of the items identified above; and
- (26) other factors and other information contained in this Report, other reports and filings that we make with the SEC under the Exchange Act, including, without limitation, those found in "Part I-Item 1A. Risk Factors" of Synovus' 2013 Form 10-K.

For a discussion of these and other risks that may cause actual results to differ from expectations, refer to "Part I-Item 1A. Risk Factors" and other information contained in Synovus' 2013 Form 10-K and our other periodic filings, including quarterly reports on Form 10-Q and current reports on Form 8-K, that we file from time to time with the SEC. All written or oral forward-

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looking statements that are made by or are attributable to Synovus are expressly qualified by this cautionary notice. You should not place undue reliance on any forward-looking statements since those statements speak only as of the date on which the statements are made. Synovus undertakes no obligation to update any forward-looking information and statements, whether written or oral, to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of new information or unanticipated events, except as may otherwise be required by law.

INTRODUCTION AND CORPORATE PROFILE

Synovus Financial Corp. is a diversified financial services company and a registered financial holding company headquartered in Columbus, Georgia. Synovus provides integrated financial services including commercial and retail banking, financial management, insurance, and mortgage services to its customers through locally-branded banking divisions of its wholly-owned subsidiary bank, Synovus Bank, and other offices in Georgia, Alabama, South Carolina, Florida, and Tennessee.

The following financial review summarizes the significant trends affecting Synovus' results of operations and financial condition for the nine and three months ended September 30, 2014 and 2013. This discussion supplements, and should be read in conjunction with, the unaudited interim consolidated financial statements and notes thereto contained elsewhere in this Report and the consolidated financial statements of Synovus, the notes thereto, and management's discussion and analysis contained in Synovus' 2013 Form 10-K.

Management's Discussion and Analysis of Financial Condition and Results of Operations consist of:

Discussion of Results of Operations - Reviews Synovus' financial performance, as well as selected balance sheet items, items from the statements of income, and certain key ratios that illustrate Synovus' performance.

Credit Quality, Capital Resources and Liquidity - Discusses credit quality, market risk, capital resources, and liquidity, as well as performance trends. It also includes a discussion of liquidity policies, how Synovus obtains funding, and related performance.

Additional Disclosures - provides comments on additional important matters including other contingencies, critical accounting policies and non-GAAP financial measures used within this Report.

A reading of each section is important to understand fully the nature of our financial performance.

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DISCUSSION OF RESULTS OF OPERATIONS

Consolidated Financial Highlights

A summary of Synovus' financial performance for the nine and three months ended September 30, 2014 and 2013 is set forth in the table below.

| (dollars in thousands, except per share data) | Nine Months Ended September 30, | | | Three Months Ended September 30, | | |
|--|---------------------------------|---------|----------|----------------------------------|---------|----------|
| | 2014 | 2013 | Change | 2014 | 2013 | Change |
| Net interest income | \$611,829 | 605,861 | 1.0% | 206,263 | 203,970 | 1.1% |
| Provision for loan losses | 25,638 | 55,534 | (53.8) | 3,843 | 6,761 | (43.2) |
| Non-interest income | 197,555 | 193,390 | 2.2 | 63,985 | 63,578 | 0.6 |
| Non-interest expense | 560,115 | 550,799 | 1.7 | 193,749 | 187,328 | 3.4 |
| Adjusted non-interest expense ⁽¹⁾ | 503,313 | 502,618 | 0.1 | 166,754 | 171,038 | (2.5) |
| Income before income taxes | 223,631 | 192,918 | 15.9 | 72,656 | 73,459 | (1.1) |
| Adjusted pre-tax, pre-credit costs income ⁽¹⁾ | \$298,951 | 294,062 | 1.7 | 103,494 | 95,386 | 8.5 |
| Net income | 142,077 | 120,804 | 17.6 | 46,788 | 45,694 | 2.4 |
| Net income available to common shareholders | 134,399 | 82,704 | 62.5 | 44,229 | 37,188 | 18.9 |
| Net income per common share, basic | 0.97 | 0.67 | 44.6 | 0.32 | 0.27 | 16.9 |
| Net income per common share, diluted | 0.96 | 0.62 | 54.2 | 0.32 | 0.27 | 16.7 |
| Net interest margin | 3.39 | % 3.41 | (2) bps | 3.37 | % 3.40 | (3) bps |
| Net charge-off ratio | 0.41 | 0.75 | (34) bps | 0.24 | 0.47 | (23) bps |

| (dollars in thousands, except per share data) | September 30, | June 30, 2014 | Sequential | September 30, | Year Over |
|--|---------------|---------------|------------|---------------|-------------|
| | 2014 | | Quarter | 2013 | Year Change |
| Loans, net of deferred fees and costs | \$20,588,566 | 20,455,763 | 132,803 | \$19,711,610 | 876,956 |
| Total deposits | 20,989,781 | 20,993,467 | (3,686) | 20,973,856 | 15,925 |
| Total average deposits | 20,938,587 | 20,863,706 | 74,881 | 20,878,768 | 59,819 |
| Core deposits ⁽¹⁾ | 19,422,847 | 19,544,047 | (121,200) | 19,698,656 | (275,809) |
| Average core deposits ⁽¹⁾ | 19,443,967 | 19,462,539 | (18,572) | 19,545,475 | (101,508) |
| Core deposits excluding time deposits ⁽¹⁾ | \$16,182,007 | 16,377,551 | (195,544) | 16,128,904 | 53,103 |
| Non-performing assets ratio | 1.57 | % 1.77 | (20) bps | 2.96 | (139) bps |
| Past due loans over 90 days | 0.02 | 0.02 | — | 0.02 | — |
| Tier 1 capital | \$2,553,764 | 2,500,491 | 53,273 | \$2,292,758 | 261,006 |
| Tier 1 common equity ⁽¹⁾ | 2,417,784 | 2,364,511 | 53,273 | 2,157,358 | 260,426 |
| Total risk-based capital | 3,005,346 | 2,958,274 | 47,072 | 2,835,108 | 170,238 |
| Tier 1 capital ratio | 11.19 | % 11.01 | 18 bps | 10.55 | % 64 bps |
| Tier 1 common equity ratio ⁽¹⁾ | 10.60 | 10.42 | 18 bps | 9.93 | 67 bps |
| Total risk-based capital ratio | 13.17 | 13.03 | 14 bps | 13.04 | 13 bps |
| Total shareholders' equity to total assets ratio | 11.60 | 11.47 | 13 bps | 11.18 | 42 bps |
| Tangible common equity to tangible assets ratio ⁽¹⁾ | 11.04 | 10.91 | 13 bps | 10.61 | 43 bps |

(1) See reconciliation of “Non-GAAP Financial Measures” in this Report.

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Results for the Nine and Three Months Ended September 30, 2014

For the nine months ended September 30, 2014, net income available to common shareholders was \$134.4 million, or \$0.96 per diluted common share, compared to net income available to common shareholders of \$82.7 million or \$0.62 per diluted common share for the nine months ended September 30, 2013. For the three months ended September 30, 2014, net income available to common shareholders was \$44.2 million, or \$0.32 per diluted common share, compared to net income available to common shareholders of \$37.2 million, or \$0.27 per diluted common share, for the same period a year earlier. Net income available to common shareholders for the third quarter of 2014 was \$51.3 million or \$0.37 per diluted common share, excluding net litigation related expenses, restructuring charges, and Visa indemnification charges totaling \$7.0 million after-tax. For the nine months ended September 30, 2014, results included a \$5.8 million net gain from the Memphis transaction, a \$3.1 million gain on a branch property sale, \$17.1 million in restructuring charges, \$12.3 million in charges related to litigation settlements, and a benefit of \$3.6 million from a net insurance recovery for incurred legal fees related to litigation. Results for the nine months ended September 30, 2013 included \$7.3 million in restructuring charges and dividends and accretion of discount on preferred stock of \$38.1 million. The third quarter of 2014 included net expense of \$11.5 million from net litigation related expenses, restructuring charges, and Visa indemnification charges compared to \$687 thousand in restructuring charges for the same period a year earlier.

Results for the nine months ended September 30, 2014 reflect continued broad-based improvement in credit quality as the NPL ratio declined to 1.18% at September 30, 2014 from 1.27% at June 30, 2014 and 2.29% a year ago. Credit costs continued to decline and totaled \$50.3 million for the nine months ended September 30, 2014, compared to \$95.6 million for the nine months ended September 30, 2013. For the three months ended September 30, 2014, credit costs were \$15.7 million compared to \$22.4 million for the same period a year ago. Net charge-offs for the three months ended September 30, 2014 totaled \$12.3 million or 0.24% of average loans annualized, down \$23.1 million from \$35.4 million in the second quarter of 2014. The year-to-date net charge-off ratio is 0.41%, compared to 0.75% for the nine months ended September 30, 2013. Total non-performing assets were \$324.4 million at September 30, 2014, down \$38.8 million or 10.7% from the previous quarter, and down \$262.5 million or 44.7% from the third quarter of 2013.

Adjusted pre-tax, pre-credit costs income (which excludes provision for loan losses, other credit costs, restructuring charges, securities gains and losses, gain on the Memphis transaction, litigation settlement expenses, and certain other items) was \$299.0 million for the nine months ended September 30, 2014 with \$103.5 million reported for the three months ended September 30, 2014 and \$98.9 million reported for the three months ended June 30, 2014. The sequential quarter increase of \$4.6 million in adjusted pre-tax, pre-credit costs income included a \$2.7 million decline in adjusted non-interest expense, a \$1.2 million increase in net interest income (loan growth and one more calendar day partially offset by a 4 bp decline in the net interest margin), and a \$598 thousand increase in non-interest income. Compared to the nine months ended September 30, 2013, adjusted pre-tax, pre-credit costs income grew \$4.9 million primarily from year-over-year loan growth of \$877.0 million or 4.4%. See reconciliation of "Non-GAAP Financial Measures" in this Report.

The net interest margin declined four basis points to 3.37% in the third quarter of 2014 from 3.41% in the second quarter of 2014 and compares to 3.40% for the third quarter of 2013. The yield on earning assets was 3.81%, a decline of five basis points from the second quarter of 2014, and the effective cost of funds declined one basis point to 0.44%. Compared to the third quarter of 2013, the yield on earning assets declined eight basis points from 3.89% and the effective cost of funds declined five basis points from 0.49%.

At September 30, 2014, total loans outstanding were \$20.59 billion, a sequential quarter increase of \$132.8 million, or 2.6% annualized, driven by growth in retail and commercial real estate loans. Year-over-year, total loans grew \$877.0 million or 4.4%.

At September 30, 2014, total deposits were \$20.99 billion and total average deposits were \$20.94 billion, with total average deposits up \$75.0 million or 1.4% annualized from the previous quarter. Average core deposits ended the quarter at \$19.44 billion, down \$18.6 million compared to the second quarter of 2014. See reconciliation of "Non-GAAP Financial Measures" in this Report.

Total shareholders' equity was \$3.08 billion at September 30, 2014, up from \$2.95 billion at December 31, 2013.

Recent Developments

On October 21, 2014, Synovus announced a common stock repurchase program of up to \$250 million and a 43% increase in the quarterly Common Stock dividend. The share repurchase program expires on October 23, 2015. The quarterly Common Stock dividend increase from \$0.07 to \$0.10 per share will be effective with the quarterly dividend payable in January 2015.

On April 24, 2014, at Synovus' 2014 Annual Shareholders' Meeting ("Annual Meeting"), Synovus' shareholders approved a proposal authorizing Synovus' Board of Directors to effect a one-for-seven reverse stock split of Synovus' common stock. Following the Annual Meeting, Synovus' Board of Directors authorized the one-for-seven reverse stock split. The reverse stock split became effective on May 16, 2014, and Synovus' shares of common stock began trading on a post-split basis on the New York Stock

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Exchange (NYSE) at the opening of trading on May 19, 2014. All prior periods presented in this Report have been adjusted to reflect the one-for-seven reverse stock split. Financial information updated by this capital change includes earnings per common share, dividends per common share, stock price per common share, weighted average common shares, outstanding common shares, treasury shares, common stock, additional paid-in capital, and share-based compensation.

Additionally, on April 24, 2014, Synovus' shareholders also approved an amendment to Synovus' articles of incorporation to increase the number of authorized shares of Synovus' common stock from 1.2 billion shares to 2.4 billion shares. Synovus effected the increase in the number of authorized shares on April 24, 2014. Upon the reverse stock split effective date, the number of Synovus' authorized shares of common stock were proportionately reduced from 2.4 billion shares to 342.9 million shares.

Changes in Financial Condition

During the nine months ended September 30, 2014, total assets increased \$317.5 million from \$26.20 billion at December 31, 2013 to \$26.52 billion. The principal component of this increase was growth of \$530.8 million in loans net of deferred fees and costs. Additionally, mortgage loans held for sale increased \$26.9 million and interest bearing funds with the Federal Reserve Bank increased \$105.9 million. These increases were partially offset by a \$149.1 million decrease in investment securities available for sale, an \$88.5 million decrease in net deferred tax assets, an \$83.2 million decrease in cash and cash equivalents, and a \$31.0 million decline in other real estate. The increase in funding sources utilized to support asset growth was driven by a \$97.8 million increase in long-term debt with increased utilization of FHLB advances and a \$113.0 million increase in total deposits with increases in brokered deposits of \$472.9 million.

Loans

The following table compares the composition of the loan portfolio at September 30, 2014, December 31, 2013, and September 30, 2013.

| (dollars in thousands) | September 30, 2014 | December 31, 2013 | September 30, 2014 vs. December 31, 2013 % Change ⁽¹⁾ | September 30, 2013 | September 30, 2014 vs. September 30, 2013 % Change | |
|---|-----------------------|----------------------|---|-----------------------|--|---|
| Investment properties | \$5,019,046 | 4,616,485 | 11.7 | % \$4,541,245 | 10.5 | % |
| 1-4 family properties | 1,137,554 | 1,185,060 | (5.4) |) 1,188,178 | (4.3) |) |
| Land acquisition | 588,779 | 705,431 | (22.1) |) 729,095 | (19.2) |) |
| Total commercial real estate | 6,745,379 | 6,506,976 | 4.9 | 6,458,518 | 4.4 | |
| Commercial, financial and agricultural | 6,003,409 | 5,895,265 | 2.5 | 5,728,357 | 4.8 | |
| Owner-occupied | 4,013,666 | 4,036,186 | (0.7) |) 3,977,068 | 0.9 | |
| Total commercial and industrial | 10,017,075 | 9,931,451 | 1.2 | 9,705,425 | 3.2 | |
| Home equity lines | 1,685,972 | 1,587,541 | 8.3 | 1,549,582 | 8.8 | |
| Consumer mortgages | 1,621,904 | 1,519,068 | 9.1 | 1,482,861 | 9.4 | |
| Credit cards | 253,853 | 256,846 | (1.6) |) 253,805 | — | |
| Other retail | 293,232 | 284,778 | 4.0 | 286,421 | 2.4 | |
| Total retail | 3,854,961 | 3,648,233 | 7.6 | 3,572,669 | 7.9 | |
| Total loans | 20,617,415 | 20,086,660 | 3.5 | 19,736,612 | 4.5 | |
| Deferred fees and costs, net | (28,849) | (28,862) | (0.1) |) (25,002) |) 15.4 | |
| Total loans, net of deferred fees and costs | \$20,588,566 | 20,057,798 | 3.5 | % \$19,711,610 | 4.4 | % |

⁽¹⁾ Percentage changes are annualized

At September 30, 2014, total loans were \$20.59 billion, an increase of \$877.0 million or 4.4% compared to September 30, 2013.

Commercial Loans

Total commercial loans (which are comprised of C&I and CRE loans) at September 30, 2014 were \$16.76 billion or 81.3% of the total loan portfolio compared to \$16.44 billion, or 81.9%, at December 31, 2013 and \$16.16 billion, or 81.9%, at September 30, 2013.

At both September 30, 2014 and December 31, 2013, Synovus had 25 commercial loan relationships with total commitments of \$50 million or more (including amounts funded). The average funded balance of these relationships at September 30, 2014 and December 31, 2013 was approximately \$37 million and \$41 million, respectively.

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Commercial and Industrial Loans

The C&I portfolio represents the largest category of Synovus' total loan portfolio and is currently concentrated on small to middle market commercial and industrial lending disbursed throughout a diverse group of industries in the Southeast, including health care and social assistance, finance and insurance, manufacturing, construction, real estate leasing, wholesale trade, and retail trade as shown in the following table. The portfolio is relationship focused and, as a result, Synovus' lenders have in-depth knowledge of the borrowers, most of which have guaranty arrangements. C&I loans are primarily originated through Synovus' local market banking divisions and made to commercial customers primarily to finance capital expenditures, including real property, plant and equipment, or as a source of working capital. In accordance with Synovus' uniform lending policy, each loan undergoes a detailed underwriting process which incorporates uniform underwriting standards and oversight in proportion to the size and complexity of the lending relationship. Approximately 91% of Synovus' C&I loans are secured by real estate, business equipment, inventory, and other types of collateral.

Total C&I loans at September 30, 2014 were \$10.02 billion, or 48.6% of the total loan portfolio compared to \$9.93 billion, or 49.5% of the total loan portfolio at December 31, 2013 and \$9.71 billion, or 49.2% of the total loan portfolio at September 30, 2013. C&I loans grew \$85.6 million or 1.2% annualized from December 31, 2013, driven by increases in commercial, financial, and agricultural loans.

| Commercial and Industrial Loans by Industry (dollars in thousands) | September 30, 2014 | | December 31, 2013 | | |
|---|--------------------|------------------|-------------------|------------------|---|
| | Amount | % ⁽¹⁾ | Amount | % ⁽¹⁾ | % |
| Health care and social assistance | \$1,723,828 | 17.2 | % 1,608,071 | 16.2 | % |
| Manufacturing | 902,258 | 9.0 | % 915,116 | 9.2 | % |
| Retail trade | 787,641 | 7.9 | % 757,719 | 7.6 | % |
| Real estate other | 766,338 | 7.6 | % 802,566 | 8.1 | % |
| Wholesale trade | 606,977 | 6.1 | % 612,045 | 6.2 | % |
| Real estate leasing | 574,879 | 5.7 | % 586,548 | 5.9 | % |
| Professional, scientific, and technical services | 555,333 | 5.5 | % 505,668 | 5.1 | % |
| Finance and insurance | 527,753 | 5.3 | % 580,170 | 5.8 | % |
| Accommodation and food services | 447,065 | 4.5 | % 429,454 | 4.3 | % |
| Construction | 437,434 | 4.4 | % 490,839 | 4.9 | % |
| Agriculture, forestry, fishing, and hunting | 369,468 | 3.7 | % 306,552 | 3.1 | % |
| Transportation and warehousing | 239,430 | 2.4 | % 215,027 | 2.2 | % |
| Educational services | 227,670 | 2.3 | % 233,543 | 2.4 | % |
| Mining | 169,726 | 1.7 | % 203,815 | 2.1 | % |
| Arts, entertainment, and recreation | 150,100 | 1.5 | % 168,413 | 1.7 | % |
| Other services | 875,595 | 8.7 | % 915,993 | 9.2 | % |
| Other industries | 655,580 | 6.5 | % 599,912 | 6.0 | % |
| Total commercial and industrial loans | \$10,017,075 | 100.0 | % \$9,931,451 | 100.0 | % |

(1) Loan balance in each category expressed as a percentage of total commercial and industrial loans.

Synovus has actively invested in additional expertise, product offerings, and product quality to provide its C&I clients with increased and enhanced product offerings and customer service. Complementing this investment in C&I, management continues to focus on streamlining and enhancing Synovus' existing product lines, especially for traditional retail, small business, and professional services customers.

The Corporate Banking Group provides lending solutions to larger corporate clients and includes specialty units such as syndications, senior housing, and equipment finance. These units partner with Synovus' local bankers to build relationships across the five-state footprint, as well as the Southeastern and Southwestern United States. To date, loan syndications consist primarily of loans where Synovus is participating in the credit (versus being the lead bank). Senior housing loans are typically extended to borrowers in the assisted living or skilled nursing facilities sectors. The Corporate Banking Group also originates loans and participates in loans to well-capitalized public companies and larger private companies that operate in the five-state footprint as well as other states in the Southeast. The Equipment

Financing Group was formed in late 2013 and is expected to drive loan growth with small, middle, and large commercial banking customers in future periods. The formation of this group further strengthens the equipment financing line of business and signals Synovus' continued commitment to offer a broad range of expertise, products, and services to commercial customers.

At September 30, 2014, \$4.01 billion of total C&I loans, or 19.5% of the total loan portfolio, represented loans originated for the purpose of financing owner-occupied properties. The primary source of repayment on these loans is revenue generated from

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products or services offered by the business or organization. The secondary source of repayment on these loans is the real estate. These loans are predominately secured by owner-occupied properties and other real estate. Other types of collateral securing these loans consist primarily of marketable equipment, marketable inventory, accounts receivable, equity and debt securities, and time deposits.

At September 30, 2014, \$6.00 billion of total C&I loans, or 29.1% of the total loan portfolio, represented loans originated for the purpose of financing commercial, financial, and agricultural business activities. The primary source of repayment on these loans is revenue generated from products or services offered by the business or organization. The secondary source of repayment is the collateral, which consists primarily of equipment, inventory, accounts receivable, time deposits, and other business assets.

Commercial Real Estate Loans

CRE loans consist of investment properties loans, 1-4 family properties loans, and land acquisition loans. CRE loans are primarily originated through Synovus' local market banking divisions. These loans are subject to the same uniform lending policies referenced above. Total CRE loans, which represent 32.7% of the total loan portfolio at September 30, 2014, were \$6.75 billion compared to \$6.51 billion or 32.4% of the total loan portfolio at December 31, 2013 and \$6.46 billion or 32.7% of the total loan portfolio at September 30, 2013. CRE loans grew \$238.4 million or 4.9% annualized from December 31, 2013 and \$286.9 million or 4.4% from September 30, 2013 primarily as a result of growth in investment properties loans being partially offset by planned reductions in land acquisition and 1-4 family properties loans.

Investment Properties Loans

Total investment properties loans as of September 30, 2014 were \$5.02 billion, or 74.4% of the total CRE portfolio and 24.4% of the total loan portfolio, compared to \$4.62 billion or 70.9% of the total CRE portfolio, and 23.0% of the total loan portfolio at December 31, 2013, an increase of \$402.6 million or 11.7% annualized primarily due to initiatives to grow this portion of the loan portfolio. Investment properties loans consist of construction and mortgage loans for income producing properties and are primarily made to finance multi-family properties, hotels, office buildings, shopping centers, warehouses, and other commercial development properties. Synovus' investment properties portfolio is well diversified with no concentration by property type, geography (other than the fact that most of these loans are in Synovus' primary market areas of Georgia, Alabama, Tennessee, South Carolina, and Florida), or tenants. These loans have been underwritten with stressed interest rates and vacancies with short-term maturities (four years or less) allowing for restructuring opportunities that reduce Synovus' overall risk exposure. The investment properties loans are primarily secured by the property being financed by the loans; however, these loans may also be secured by real estate or other assets beyond the property being financed.

1-4 Family Properties Loans

At September 30, 2014, 1-4 family properties loans totaled \$1.14 billion, or 16.9% of the total CRE portfolio and 5.5% of the total loan portfolio, compared to \$1.19 billion, or 18.2% of the total CRE portfolio and 5.9% of the total loan portfolio at December 31, 2013. 1-4 family properties loans include construction loans to homebuilders, commercial mortgage loans to real estate investors, and residential development loans to developers and are almost always secured by the underlying property being financed by such loans. These properties are primarily located in the markets served by Synovus. Underwriting standards for these types of loans include stricter approval requirements as well as more stringent underwriting standards than current regulatory guidelines. Construction and residential development loans are generally interest-only loans and typically have maturities of three years or less, and 1-4 family rental properties generally have maturities of three to five years, with amortization periods of up to fifteen to twenty years. Although housing and real estate markets in the five Southeastern states within Synovus' footprint have stabilized, Synovus has continued to reduce its exposure to these types of loans.

Land Acquisition Loans

Total land acquisition loans were \$588.8 million at September 30, 2014, or 2.8% of the total loan portfolio, a decline of \$116.7 million or 22.1% annualized from December 31, 2013. Land acquisition loans are secured by land held for future development, typically in excess of one year. These loans have short-term maturities and are typically unamortized. Land securing these loans is substantially within the Synovus footprint, and loan terms generally include personal guarantees from the principals. Loans in this portfolio are underwritten based on the loan to value of the

collateral and the capacity of the guarantor(s). Generally, the maximum loan-to-value at the time of origination or refinancing is aligned with regulatory requirements. Synovus has continued to reduce its exposure to these types of loans.

Retail Loans

Retail loans at September 30, 2014 totaled \$3.85 billion, representing 18.7% of the total loan portfolio compared to \$3.65 billion, or 18.1% of the total loan portfolio at December 31, 2013 and \$3.57 billion or 18.1% of the total loan portfolio at September 30, 2013. Retail loans increased by \$206.7 million or 7.6% annualized from December 31, 2013 primarily due to targeted efforts around certain products including portfolio mortgages and HELOCs.

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The retail loan portfolio consists of a wide variety of loan products offered through Synovus' banking network, including first and second residential mortgages, HELOCs, credit card, automobile, and other retail loans. The majority of Synovus' retail loans are consumer mortgages and home equity lines secured by first and second liens on residential real estate primarily located in the markets served by Synovus in Georgia, Florida, South Carolina, Alabama, and Tennessee. Substantially all retail loans are to in-market borrowers with no indirect lending products, which increases opportunities for cross-selling. Credit card loans totaled \$253.9 million at September 30, 2014, including \$60.3 million of commercial credit card loans. The commercial credit card loans relate to Synovus' commercial and small business customers who utilize corporate credit cards for various business activities. Retail loans are subject to uniform lending policies and consist primarily of loans with strong borrower credit scores (most recently measured as of June 30, 2014). At June 30, 2014 and December 31, 2013, weighted-average FICO scores within the residential real estate portfolio were 771 and 768 (HELOC), respectively, and 732 and 720 (consumer mortgages), respectively. Conservative debt-to-income ratios (average HELOC debt to income ratio of loans originated) were maintained in both the second and third quarters of 2014 at 30.0%. HELOC utilization rates (total amount outstanding as a percentage of total available lines) of 61.5% and 61.3% at September 30, 2014 and December 31, 2013, respectively, and loan-to-value ratios based upon prudent guidelines were maintained to ensure consistency with Synovus' overall risk philosophy. At September 30, 2014, 34% of our home equity lines balances were secured by a first lien while 66% were secured by a second lien. Apart from credit card loans and unsecured loans, Synovus does not originate loans with LTV ratios greater than 100% at origination except for infrequent situations provided that certain underwriting requirements are met. Additionally, at origination, loan maturities are determined based on the borrower's ability to repay (cash flow or earning power of the borrower that represents the primary source of repayment) and the collateralization of the loan, including the economic life of the asset being pledged. Collateral securing these loans provides a secondary source of repayment in that the collateral may be liquidated. Synovus determines the need for collateral on a case-by-case basis. Factors considered include the purpose of the loan, current and prospective credit-worthiness of the customer, terms of the loan, and economic conditions. Risk levels 1-6 (descending) are assigned based upon a risk score matrix. At least annually, the retail loan portfolio data is sent to a consumer credit reporting agency for a refresh of customers' credit scores. The most recent credit score refresh was completed as of June 30, 2014. Management reviews the refreshed scores to monitor the credit risk migration of the retail loan portfolio, which impacts the allowance for loan losses. Management also considers the results from the refreshed scores for possible changes in underwriting policies. Revolving lines of credit are regularly reviewed for any material change in financial circumstances, and when appropriate, the line of credit may be suspended.

Higher-risk consumer loans as defined by the FDIC are consumer loans (excluding consumer loans defined as nontraditional mortgage loans) where, as of the origination date or, if the loan has been refinanced, as of the refinance date, the probability of default within two years is greater than 20%, as determined using a defined historical stress period. These loans are not a part of Synovus' retail lending strategy, and Synovus does not currently develop or offer specific higher-risk consumer loans, alt-A, no documentation or stated income retail residential real estate loan products. Synovus estimates that, as of September 30, 2014, it had \$139.3 million of higher-risk consumer loans (3.6% of the retail portfolio and 0.7% of the total loan portfolio). Included in this amount is approximately \$16 million of accruing TDRs. Synovus makes retail lending decisions based upon a number of key credit risk determinants including credit scores, bankruptcy predictor scores, loan-to-value ratios, and debt-to-income ratios. Prior to 2009, Synovus Mortgage originated Fannie Mae alt-A loans which were generally sold into the secondary market. Synovus Mortgage no longer originates such loans, and as of September 30, 2014, the balance of such loans remaining on the balance sheet was less than \$1 million.

Other Real Estate

The carrying value of ORE was \$81.6 million, \$112.6 million, and \$126.6 million at September 30, 2014, December 31, 2013, and September 30, 2013, respectively. As of September 30, 2014, the ORE carrying value reflects cumulative write-downs totaling approximately \$85 million, or 51% of the related loans' unpaid principal balance. During the nine months ended September 30, 2014 and 2013, \$35.5 million and \$76.2 million, respectively, of loans and other loans held for sale were foreclosed and transferred to other real estate at fair value less costs to sell.

During the nine months ended September 30, 2014 and 2013, Synovus recognized foreclosed real estate expense, net, of \$18.8 million and \$28.8 million, respectively. These expenses included write-downs for declines in fair value of ORE subsequent to the date of foreclosure and net realized losses resulting from sales transactions totaling \$16.7 million and \$22.7 million for the nine months ended September 30, 2014 and 2013, respectively.

At foreclosure, ORE is reported at the lower of cost or fair value less estimated selling costs, which establishes a new cost basis. Subsequent to foreclosure, ORE is evaluated quarterly and reported at fair value less estimated selling costs, not to exceed the new cost basis, determined on the basis of current appraisals, comparable sales and other estimates of fair value obtained principally from independent sources, adjusted for estimated selling costs.

Management also considers other factors or recent developments such as changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition, which could result in an adjustment to lower the collateral value estimates indicated

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in the appraisals. At the time of foreclosure or initial possession of collateral, any excess of the loan balance over the fair value of the real estate held as collateral, less costs to sell, is recorded as a charge against the allowance for loan losses.

Synovus' objective is to dispose of ORE properties in a timely manner and to maximize net sale proceeds. Synovus has a centralized managed assets division, with the specialized skill set to facilitate this objective. While there is not a defined timeline for their sale, ORE properties are actively marketed through unaffiliated third parties, including real estate brokers and real estate auctioneers. Sales are made on an opportunistic basis, as acceptable buyers and terms are identified. In addition, Synovus may also decide to sell ORE properties in bulk asset sales to unaffiliated third parties, in which case the typical period of marketing the property will likely not occur. In some cases, Synovus is approached by potential buyers of ORE properties or Synovus may contact independent third parties who we believe might have an interest in an ORE property.

Deposits

Deposits provide the most significant funding source for interest earning assets. The following table shows the relative composition of deposits as of the dates indicated.

Composition of Deposits

| (dollars in thousands) | September 30, 2014 | % ⁽¹⁾ | December 31, 2013 | % ⁽¹⁾ | September 30, 2013 | % ⁽¹⁾ |
|--|-----------------------|------------------|-------------------|------------------|-----------------------|------------------|
| Non-interest bearing demand deposits | \$5,813,809 | 27.7 % | \$5,642,751 | 27.0 % | \$5,358,659 | 25.5 % |
| Interest bearing demand deposits | 3,744,560 | 17.8 | 3,969,634 | 19.0 | 4,038,710 | 19.3 |
| Money market accounts, excluding brokered deposits | 5,978,518 | 28.5 | 6,069,548 | 29.1 | 6,124,544 | 29.2 |
| Savings deposits | 645,120 | 3.1 | 602,655 | 2.9 | 606,991 | 2.9 |
| Time deposits, excluding brokered deposits | 3,240,840 | 15.4 | 3,498,200 | 16.8 | 3,569,752 | 17.0 |
| Brokered deposits | 1,566,934 | 7.5 | 1,094,002 | 5.2 | 1,275,200 | 6.1 |
| Total deposits | \$20,989,781 | 100.0 | \$20,876,790 | 100.0 | \$20,973,856 | 100.0 |
| Core deposits ⁽²⁾ | \$19,422,847 | 92.5 | \$19,782,788 | 94.8 | \$19,698,656 | 93.9 |
| Core deposits excluding time deposits ⁽²⁾ | \$16,182,007 | 77.1 % | \$16,284,588 | 78.0 % | \$16,128,904 | 76.9 % |

⁽¹⁾ Deposits balance in each category expressed as percentage of total deposits.

⁽²⁾ See reconciliation of "Non-GAAP Financial Measures" in this Report.

Total deposits at September 30, 2014 increased \$113.0 million, or 0.7% annualized, from December 31, 2013; excluding the impact of the Memphis transaction, total deposits increased \$304.3 million or 1.9% annualized compared to December 31, 2013. Core deposits excluding the impact from the Memphis transaction were down \$168.6 million or 1.1% annualized compared to December 31, 2013 and down \$84.5 million or 0.4% compared to September 30, 2013. Non-interest bearing demand deposits as a percentage of total deposits was 27.7% at September 30, 2014, compared to 27.0% at December 31, 2013 and 25.5% at September 30, 2013. See reconciliation of "Non-GAAP Financial Measures" in this Report.

Time deposits of \$100,000 and greater at September 30, 2014, December 31, 2013 and September 30, 2013 were \$3.31 billion, \$2.91 billion, and \$3.13 billion respectively, and included brokered time deposits of \$1.39 billion, \$880.8 million, and \$1.07 billion, respectively. These larger deposits represented 15.8%, 13.9%, and 14.9% of total deposits at September 30, 2014, December 31, 2013, and September 30, 2013, respectively, and included brokered time deposits which represented 6.6%, 4.2%, and 5.1% of total deposits at September 30, 2014, December 31, 2013, and September 30, 2013, respectively.

At September 30, 2014, total brokered deposits represented 7.5% of Synovus' total deposits compared to 5.2% and 6.1% of total deposits at December 31, 2013, and September 30, 2013, respectively.

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Net Interest Income

The following table summarizes the components of net interest income for the nine and three months ended September 30, 2014 and 2013, including the tax-equivalent adjustment that is required in making yields on tax-exempt loans and investment securities comparable to taxable loans and investment securities. The taxable-equivalent adjustment is based on a 35% Federal income tax rate.

| Net Interest Income (in thousands) | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|---|------------------------------------|---------|-------------------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Interest income | \$693,989 | 695,755 | \$233,394 | 233,852 |
| Taxable-equivalent adjustment | 1,306 | 1,703 | 408 | 529 |
| Interest income, taxable equivalent | 695,295 | 697,458 | 233,802 | 234,381 |
| Interest expense | 82,160 | 89,894 | 27,131 | 29,882 |
| Net interest income, taxable equivalent | \$613,135 | 607,564 | \$206,671 | 204,499 |

Non-interest Income

Non-interest income for the nine and three months ended September 30, 2014 was \$197.6 million and \$64.0 million, respectively, up \$4.2 million, or 2.2%, compared to the nine months ended September 30, 2013, and up \$407 thousand, or 0.6%, compared to the three months ended September 30, 2013. Adjusted non-interest income, which excludes net investment securities gains and the current year net gain of \$5.8 million from the Memphis transaction, declined \$384 thousand, or 0.2%, for the nine months ended September 30, 2014, compared to the same period a year ago, driven by declines in mortgage banking income. For the three months ended September 30, 2014, adjusted non-interest income increased \$1.5 million, or 2.5%, compared to the same period in 2013, with increases in service charges on deposit accounts, fiduciary and asset management fees, brokerage revenue, and bankcard fees. See reconciliation of "Non-GAAP Financial Measures" in this Report.

The following table shows the principal components of non-interest income.

| Non-interest Income (in thousands) | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|--|------------------------------------|---------|-------------------------------------|--------|
| | 2014 | 2013 | 2014 | 2013 |
| Service charges on deposit accounts | \$58,610 | 58,142 | \$20,159 | 19,426 |
| Fiduciary and asset management fees | 33,536 | 32,471 | 11,207 | 10,389 |
| Brokerage revenue | 20,201 | 21,231 | 7,281 | 6,636 |
| Mortgage banking income | 13,459 | 19,569 | 4,665 | 5,314 |
| Bankcard fees | 24,394 | 22,662 | 8,182 | 7,760 |
| Investment securities gains, net | 1,331 | 2,571 | — | 1,124 |
| Other fee income | 14,495 | 16,461 | 4,704 | 5,199 |
| (Decrease) increase in fair value of private equity investments, net | (513 |) (856 |) (144 |) 284 |
| Gain on sale of Memphis branches, net | 5,789 | | — | |
| Other non-interest income | 26,253 | 21,139 | 7,931 | 7,446 |
| Total non-interest income | \$197,555 | 193,390 | \$63,985 | 63,578 |

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Principal Components of Non-interest Income

Service charges on deposit accounts for the nine and three months ended September 30, 2014 were \$58.6 million and \$20.2 million, up \$468 thousand, or 0.8%, and up \$733 thousand, or 3.8%, respectively, compared to the nine and three months ended September 30, 2013. Service charges on deposit accounts consist of NSF fees, account analysis fees, and all other service charges. NSF fees of \$26.2 million for the nine months ended September 30, 2014 were up \$923 thousand, or 3.7%, compared to NSF fees of \$25.3 million for the nine months ended September 30, 2013. NSF fees were \$9.5 million for the three months ended September 30, 2014, up \$915 thousand, or 10.6%, compared to the same period in 2013, due to an increase in overdraft service utilization rates and higher Regulation E opt-in rates (Regulation E limits the ability of a financial institution to assess an overdraft fee for paying automated teller machine and debit card transactions that overdraw a customer's account unless the customer affirmatively consents, or opts-in, to the institution's payment of overdrafts for these transactions). Account analysis fees were \$17.5 million and \$5.6 million for the nine and three months ended September 30, 2014, respectively, up \$771 thousand, or 4.6%, and down \$75 thousand, or 1.3%, compared to the nine and three months ended September 30, 2013. Pricing structure changes increased net account analysis fees for the nine months ended September 30, 2014, compared to the same time period in 2013, while higher earnings credit balances and a decline in the number of accounts on analysis offset the pricing structure changes for a slight decline for the three months ended September 30, 2014, compared to the same period in 2013. All other service charges on deposit accounts, which consist primarily of monthly fees on retail demand deposit and saving accounts, were \$14.9 million and \$5.1 million for the nine and three months ended September 30, 2014, respectively, down \$1.2 million, or 7.6%, and down \$107 thousand, or 2.1%, respectively, compared to the same periods in 2013, with more retail customers meeting requirements to qualify for free checking products.

Fiduciary and asset management fees are derived from providing estate administration, employee benefit plan administration, personal trust, corporate trust, corporate bond, investment management, and financial planning services. Fiduciary and asset management fees were \$33.5 million and \$11.2 million for the nine and three months ended September 30, 2014, respectively, an increase of \$1.1 million, or 3.3%, and \$818 thousand, or 7.9%, respectively, compared to the same periods in 2013. The increase in fiduciary and asset management fees that largely occurred during the third quarter of 2014 was due to new talent acquisition in strategic markets and a year-over-year increase of assets-under-management of approximately 8.0%.

Brokerage revenue, which consists primarily of brokerage commissions, was \$20.2 million and \$7.3 million for the nine and three months ended September 30, 2014, respectively. Compared to the nine and three months ended September 30, 2013, brokerage revenue was down \$1.0 million, or 4.9%, and up \$645 thousand, or 9.7%, respectively. The increase during the third quarter of 2014 was driven by talent acquisition of commission-based financial consultants and brokers and a favorable increase in customer fee-based assets-under-management while the year-over-year decline in brokerage revenue was largely due to the unfavorable impact of severe winter weather on transactions during the first quarter of 2014.

Mortgage banking income declined \$6.1 million, or 31.2%, and \$649 thousand or 12.2% for the nine and three months ended September 30, 2014, respectively, when compared to the same periods in 2013. The decline was primarily due to a decrease in mortgage production with a significant decline in refinancing volume that began in the third quarter of 2013.

Bankcard fees increased \$1.7 million, or 7.6%, and \$422 thousand, or 5.4%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013, due primarily to an increase in transaction volume and a reduction in processing expense. Bankcard fees consist primarily of credit card interchange fees and debit card interchange fees. Debit card interchange fees were \$10.2 million, up \$522 thousand, or 5.4%, and \$3.4 million, up \$146 thousand, or 4.4%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013. Credit card interchange fees were \$16.8 million, up \$1.4 million, or 8.8%, and \$5.8 million, up \$542 thousand, or 10.3%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013.

The gain on sale of Memphis branches consists of a gain, net of associated costs, from the sale of certain loans, premises, deposits, and other assets and liabilities of the Memphis, Tennessee operations of Trust One Bank, a division of Synovus Bank on January 17, 2014. Please see "Note 4 - Sale of Branches" of this Report for further

explanation of this transaction.

Other fee income includes fees for letters of credit, safe deposit box fees, access fees for automated teller machine use, customer swap dealer fees, and other service charges. Other fee income declined \$2.0 million, or 11.9%, and \$495 thousand, or 9.5%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013. The decline in other fee income is primarily due to a decline in customer swap dealer fees.

The main components of other non-interest income are income from company-owned life insurance policies, insurance commissions, card sponsorship fees, and other miscellaneous items. Other non-interest income increased \$5.1 million, or 24.2%, and \$485 thousand, or 6.5%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013. Other non-interest income for the current year included a \$3.1 million gain from the sale of a branch property during the first quarter of 2014.

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Non-interest Expense

Non-interest expense for the nine and three months ended September 30, 2014 increased by \$9.3 million, or 1.7%, and \$6.4 million, or 3.4%, respectively, compared to the same periods in 2013. Adjusted non-interest expense for the nine and three months ended September 30, 2014, which excludes restructuring charges, credit costs, litigation settlement expenses, and Visa indemnification charges, increased \$693 thousand, or 0.1%, and declined \$4.3 million, or 2.5%, respectively, compared to the same periods in 2013. The year-over-year increase is due largely to planned increases in advertising expense that, for the third quarter of 2014, were more than offset by a decrease in professional fees which included the benefit of a \$3.6 million net insurance recovery for incurred legal fees related to litigation. See "Non-GAAP Financial Measures" in this Report for applicable reconciliation. Expense savings initiatives of approximately \$30 million are expected to be fully implemented by year-end 2014. These expense savings initiatives are being offset, however, by investments in talent, technology, and marketing.

The following table summarizes the components of non-interest expense for the nine and three months ended September 30, 2014 and 2013.

Non-interest Expense

| (in thousands) | Nine Months Ended September 30, | | Three Months Ended September 30, | |
|--|------------------------------------|---------|-------------------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Salaries and other personnel expense | \$279,855 | 276,190 | \$93,870 | 92,794 |
| Net occupancy and equipment expense | 79,436 | 77,025 | 26,956 | 26,475 |
| Third-party processing expense | 29,604 | 30,446 | 10,044 | 10,151 |
| FDIC insurance and other regulatory fees | 25,781 | 24,059 | 8,013 | 7,639 |
| Professional fees | 18,427 | 28,922 | 2,526 | 11,410 |
| Advertising expense | 15,935 | 6,513 | 7,177 | 3,114 |
| Foreclosed real estate expense, net | 18,818 | 28,800 | 9,074 | 10,359 |
| Losses (gains) on other loans held for sale, net | 2,050 | 487 | (176 |) 408 |
| Visa indemnification charges | 2,731 | 801 | 1,979 | — |
| Restructuring charges | 17,101 | 7,295 | 809 | 687 |
| Other operating expenses | 70,377 | 70,261 | 33,477 | 24,291 |
| Total non-interest expense | \$560,115 | 550,799 | \$193,749 | 187,328 |

Total headcount at September 30, 2014 was 4,563, down 162 or 3.4% from a year ago and down 133 or 2.8% from December 31, 2013. By year-end, total headcount is expected to decline by approximately 4% compared to December 31, 2013. The projected annual decline includes the elimination of approximately 300 positions in connection with branch closings, further refinement of our branch staffing model, as well as other efficiency initiatives, offset somewhat by workforce additions in Corporate Banking, information technology, and centralized customer care centers. Salaries and other personnel expenses increased \$3.7 million, or 1.3%, and increased \$1.1 million, or 1.2%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013 primarily due to increases in employee incentive expense, but partially offset by the decrease in headcount.

Net occupancy and equipment expense increased \$2.4 million, or 3.1%, and increased \$481 thousand, or 1.8%, during the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013 reflecting Synovus' recent investments in technology. Synovus continues to rationalize its branch network and, as previously announced, 13 branches were closed in October 2014 (this brings the total branch count to 258, for a total decrease of 20 branches for the full year).

Third-party processing expense includes all third-party core operating system and processing charges. Third-party processing expense declined \$841 thousand, or 2.8%, and declined \$107 thousand, or 1.1%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013, reflecting savings realized from ongoing efficiency initiatives.

FDIC insurance costs and other regulatory fees increased \$1.7 million, or 7.2%, and \$375 thousand, or 4.9%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013, primarily due to the phase-out from the earnings component measure of the deferred tax asset recapture of \$637.5 million recorded in the fourth quarter of 2012.

Professional fees declined \$10.5 million, or 36.3%, and \$8.9 million, or 77.9%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013. The decline in professional fees, which largely occurred during the third quarter of 2014, was driven by a decrease in attorney fees and included the benefit of a \$3.6 million net insurance recovery for incurred legal fees related to litigation.

Advertising expense increased \$9.4 million, or 144.7%, and \$4.1 million, or 130.5%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013 due to a 2014 advertising campaign that includes brand

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and capability awareness in key markets throughout Synovus' footprint. Advertising expense for the fourth quarter of 2014 is expected to be slightly higher than third quarter expense with ongoing expenses associated with the 2014 advertising campaign.

Foreclosed real estate costs declined \$10.0 million, or 34.7%, and \$1.3 million, or 12.4%, for the nine and three months ended September 30, 2014, respectively, compared to the same periods in 2013. The decline was largely a result of lower levels of write-downs from declines in fair value of ORE, as well as lower ORE inventory due to a reduction in the level of foreclosures. For further discussion of foreclosed real estate, see the section captioned "Other Real Estate" of this Report.

Losses on other loans held for sale of \$2.1 million for the nine months ended September 30, 2014 increased \$1.6 million compared to the same period a year ago with losses mostly related to the sale of one loan.

Visa indemnification charges were \$2.7 million and \$2.0 million for the nine and three months ended September 30, 2014, respectively. Visa Inc. announced a decision to deposit funds into the litigation escrow account during the third quarter of 2014; thus, Synovus accrued its allocated amount of the Covered Litigation.

Other operating expenses for the nine and three months ended September 30, 2014 include \$12.3 million in litigation settlement expenses, including loss contingency accruals, with respect to certain legal matters. For additional information, see "Part I - Item 1. Financial Statements - Note 15 - Legal Proceedings" of this Report.

In January 2014, Synovus announced the planned implementation during 2014 of new expense savings initiatives which are expected to result in annualized cost savings of \$30 million. The initiatives include planned workforce reductions as well as planned reductions in occupancy expenses. Synovus began to implement these initiatives during the first quarter of 2014, undertaking the first targeted staff reductions. As a result of these actions, Synovus recorded aggregate restructuring charges of \$8.6 million during the three months ended March 31, 2014, consisting primarily of \$8.0 million in severance charges related to employees identified for involuntary termination. Additionally, during the second quarter of 2014, upon management's decision to close 13 branches across the five-state footprint during the fourth quarter of 2014, Synovus recorded asset impairment charges of \$7.4 million. During the third quarter of 2014, Synovus recorded restructuring charges of \$809 thousand primarily for professional fees related to organizational restructuring. Restructuring charges for the fourth quarter of 2014 are expected to include approximately \$6 million in charges related to operating lease exit costs associated with the branch closings which were completed in October 2014.

The projected annualized cost savings of \$30 million relate only to the implementation of the above mentioned expense savings initiatives. The projected reduction in expenses during 2014 resulting from the implementation of these initiatives is expected to be fully offset by incremental expenses associated with investments in talent, technology, and marketing. Management currently expects that adjusted non-interest expense for the year ending December 31, 2014 will be approximately the same as in 2013 (\$670 million). See "Non-GAAP Financial Measures" in Synovus' 2013 Form 10-K for applicable reconciliation.

Income Tax Expense

Income tax expense was \$81.6 million and \$25.9 million for the nine and three months ended September 30, 2014, respectively, compared to \$72.1 million and \$27.8 million for the nine and three months ended September 30, 2013, respectively. Synovus expects to record income tax expense during 2014 at an annual effective tax rate of approximately 36%. The actual effective income tax rate in future periods could be affected by items that are infrequent in nature, such as new legislation and changes in the deferred tax asset valuation allowance.

At September 30, 2014, the net deferred tax asset, net of valuation allowance, was \$656.2 million compared to \$744.6 million at December 31, 2013. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and their respective tax bases, including operating losses and tax credit carryforwards.

Management assesses the valuation allowance recorded against deferred tax assets at each reporting period. The determination of whether a valuation allowance for deferred tax assets is appropriate is subject to considerable judgment and requires an evaluation of all positive and negative evidence. Based on the assessment of all the positive and negative evidence at September 30, 2014, management has concluded that it is more likely than not that \$656.2 million of the net deferred tax asset will be realized based upon future taxable income. If actual results differ

significantly from the current estimates of future taxable income, the valuation allowance may need to be increased. Such an increase to the deferred tax asset valuation allowance could have a material adverse effect on Synovus' financial condition or results of operations.

Synovus expects to realize the \$656.2 million net deferred tax asset well in advance of the statutory carryforward period. At September 30, 2014, \$186.1 million of existing deferred tax assets are not related to net operating losses or credits and, therefore, have no expiration date. Approximately \$378.9 million of the remaining deferred tax assets relate to federal net operating losses, which will expire in installments annually beginning in 2028 through 2032. Additionally, \$54.0 million of the deferred tax assets relate to state NOLs which expire in installments through the tax year 2034. Tax credit carryforwards at September 30, 2014

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include federal alternative minimum tax credits totaling \$25.3 million, which have an unlimited carryforward period. Other federal and state tax credits at September 30, 2014 total \$27.1 million and have expiration dates through the tax year 2034.

The Tax Reform Act of 1986 contains provisions that limit the utilization of NOL carryovers if there has been an “ownership change” as defined in Section 382 of the IRC. In general, this would occur if ownership of common stock held by one or more 5% shareholders increased by more than 50 percentage points over their lowest pre-change ownership within a three year period. If Synovus experiences such an ownership change, the utilization of pre-change NOLs to reduce future federal income tax obligations could be limited. To reduce the likelihood of such an ownership change, Synovus adopted a tax benefits preservation rights plan in 2010 that was ratified by Synovus shareholders in 2011. This tax benefits preservation rights plan, as amended on April 24, 2013 and ratified by Synovus shareholders in 2014, will expire on April 28, 2016.

CREDIT QUALITY, CAPITAL RESOURCES AND LIQUIDITY**Credit Quality**

Synovus continuously monitors the credit quality of its loan portfolio and maintains an allowance for loan losses that management believes is sufficient to absorb probable losses inherent in its loan portfolio. Credit quality continued to improve during the third quarter of 2014 with non-performing assets declining by 10.7% to an ending non-performing assets ratio of 1.57%, past dues remaining at low levels, and the net charge-off ratio declining to 0.24% and 0.41% year-to-date.

The table below includes selected credit quality metrics.

| Credit Quality Metrics (dollars in thousands) | As of and for the Three Months Ended, | | | | |
|--|---------------------------------------|------------------|-------------------|----------------------|-----------------------|
| | September 30, 2014 | June 30, 2014 | March 31, 2014 | December 31, 2013 | September 30, 2013 |
| Provision for loan losses | \$3,843 | 12,284 | 9,511 | 14,064 | 6,761 |
| Other credit costs | 11,858 | 4,635 | 8,128 | 8,285 | 15,603 |
| Total credit costs | \$15,701 | 16,919 | 17,639 | 22,349 | 22,364 |
| Non-performing loans | 242,382 | 259,547 | 384,324 | 416,300 | 450,879 |
| Impaired loans held for sale ⁽¹⁾ | 338 | 2,045 | 3,120 | 10,685 | 9,351 |
| Other real estate | 81,636 | 101,533 | 110,757 | 112,629 | 126,640 |
| Non-performing assets | \$324,356 | 363,125 | 498,201 | 539,614 | 586,870 |
| Non-performing loans as a % of total loans | 1.18 | % 1.27 | 1.91 | 2.08 | 2.29 |
| Non-performing assets as a % of total loans, other loans held for sale, and ORE | 1.57 | % 1.77 | 2.46 | 2.67 | 2.96 |
| NPL inflows | \$32,988 | 34,321 | 35,460 | 41,175 | 47,446 |
| Loans 90 days past due and still accruing | 4,067 | 4,798 | 6,563 | 4,489 | 4,738 |
| As a % of total loans | 0.02 | % 0.02 | 0.03 | 0.02 | 0.02 |
| Total past due loans and still accruing | \$72,712 | 60,428 | 75,038 | 72,600 | 78,906 |
| As a % of total loans | 0.35 | % 0.30 | 0.37 | 0.36 | 0.40 |
| Net charge-offs | \$12,250 | 35,372 | 15,181 | 25,116 | 23,029 |
| Net charge-offs/average loans | 0.24 | % 0.69 | 0.30 | 0.51 | 0.47 |
| Allowance for loan losses | \$269,376 | 277,783 | 300,871 | 307,560 | 318,612 |
| Allowance for loan losses as a % of total loans | 1.31 | % 1.36 | 1.49 | 1.53 | 1.62 |

⁽¹⁾ Represent only impaired loans that have been specifically identified to be sold. Impaired loans held for sale are carried at the lower of cost or fair value, less costs to sell, based primarily on estimated sales proceeds net of selling costs.

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Total credit costs

Total credit costs (provision for loan losses plus other credit costs which consist primarily of foreclosed real estate expense, net, provision for losses on unfunded commitments, and charges related to other loans held for sale) for the quarters ended September 30, 2014 and September 30, 2013 were \$15.7 million and \$22.4 million, respectively, including provision for loan losses of \$3.8 million and \$6.8 million, respectively, and expenses related to foreclosed real estate of \$9.1 million and \$10.4 million, respectively. Total credit costs improved 7.2% on a sequential quarter basis and improved 29.8 % from the third quarter of 2013. Synovus currently expects that credit costs will be similar to the first three quarters of the year as further credit quality improvements are partially offset by provision for loan losses associated with loan growth.

Non-performing Assets

Total NPAs were \$324.4 million at September 30, 2014, a \$215.3 million or 39.9% decrease from December 31, 2013 and a \$262.5 million or 44.7% decrease from \$586.9 million at September 30, 2013. The year-over-year decline in non-performing assets was primarily driven by significant balance reductions in legacy non-performing assets, a continued decline in NPL inflows, as well as asset dispositions. Total non-performing assets as a percentage of total loans, other loans held for sale, and other real estate were 1.57% at September 30, 2014 compared to 2.67% at December 31, 2013, and 2.96% at September 30, 2013. Synovus currently expects that NPAs and NPLs will continue on an overall downward trend.

NPL inflows during the third quarter of 2014 were \$33.0 million, down \$14.5 million or 30.5% from the third quarter of 2013 inflow additions of \$47.4 million.

NPL Inflows by Loan Type

| (in thousands) | Nine Months Ended | | Three Months Ended | |
|--|-------------------|---------------|--------------------|---------------|
| | September 30, | September 30, | September 30, | September 30, |
| | 2014 | 2013 | 2014 | 2013 |
| Investment properties | \$7,601 | 31,972 | \$2,475 | 6,734 |
| 1-4 family properties | 15,311 | 44,288 | 10,085 | 6,416 |
| Land for future development | 6,891 | 16,545 | 350 | 3,451 |
| Total commercial real estate | 29,803 | 92,805 | 12,910 | 16,601 |
| Commercial, financial and agricultural | 26,714 | 36,107 | 7,038 | 9,493 |
| Owner-occupied | 16,674 | 21,424 | 4,486 | 9,483 |
| Total commercial and industrial | 43,388 | 57,531 | 11,524 | 18,976 |
| Home equity lines | 8,490 | 16,261 | 3,700 | 3,724 |
| Consumer mortgages | 18,631 | 28,088 | 3,842 | 7,518 |
| Credit cards | — | — | — | — |
| Other retail loans | 2,457 | 3,522 | 1,012 | 627 |
| Total retail | 29,578 | 47,871 | 8,554 | 11,869 |
| Total NPL inflows | \$102,769 | 198,207 | \$32,988 | 47,446 |

Past Due Loans

As a percentage of total loans outstanding, loans 90 days past due and still accruing interest continue to be at very low levels and were 0.02% at September 30, 2014 and 2013 and December 31, 2013. These loans are in the process of collection, and management believes that sufficient collateral value securing these loans exists to cover contractual interest and principal payments.

Troubled Debt Restructurings

For consumer mortgage borrowers experiencing financial difficulties that evidence that current monthly payments are unsustainable, Synovus has been providing through its consumer real estate home affordability program (HAP) a below market interest rate given the borrower's credit risk and/or an extension of the maturity and amortization period beyond loan policy limits for renewed loans. All consumer loans that have been restructured or modified under HAP are TDRs. In December 2013, the home affordability program ended, and any of the loans in this program that are renewed, refinanced, or modified will no longer be able to utilize this program. As of September 30, 2014, there were

\$2.2 million in accruing TDRs that remain part of the HAP program.

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Accruing TDRs were \$408.7 million at September 30, 2014, compared to \$556.4 million at December 31, 2013 and \$574.2 million at September 30, 2013. At September 30, 2014, the allowance for loan losses allocated to these accruing TDRs was \$22.7 million compared to \$27.7 million at December 31, 2013 and \$37.4 million at September 30, 2013. Accruing TDRs are considered performing because they are performing in accordance with the restructured terms. At September 30, 2014, over 98% of accruing TDRs were current, and 43.6% or \$178.2 million of accruing TDRs were graded as Pass (25.8%) or Special Mention (17.8%) loans. At September 30, 2014, troubled debt restructurings (accruing and non-accruing) were \$508.3 million, a decrease of \$261.5 million or 34.0% compared to December 31, 2013.

| Accruing TDRs by Risk Grade (dollars in thousands) | September 30, 2014 | | December 31, 2013 | | |
|---|--------------------|-------|-------------------|-------|---|
| | Amount | % | Amount | % | |
| Pass | \$105,584 | 25.8 | % \$114,930 | 20.7 | % |
| Special Mention | 72,631 | 17.8 | 153,547 | 27.6 | |
| Substandard accruing | 230,522 | 56.4 | 287,933 | 51.7 | |
| Total accruing TDRs | \$408,737 | 100.0 | % \$556,410 | 100.0 | % |

Accruing TDRs Aging and Allowance for Loan Losses by Portfolio Class

September 30, 2014

| (in thousands) | Current | 30-89 Days Past Due | 90+ Days Past Due | Total | Allowance for Loan Losses |
|--|-----------|------------------------|----------------------|---------|---------------------------------|
| Investment properties | \$114,684 | 96 | — | 114,780 | 6,501 |
| 1-4 family properties | 72,521 | 721 | — | 73,242 | 6,048 |
| Land acquisition | 43,938 | — | 76 | 44,014 | 2,881 |
| Total commercial real estate | 231,143 | 817 | 76 | 232,036 | 15,430 |
| Commercial, financial and agricultural | 60,894 | 675 | 36 | 61,605 | 3,339 |
| Owner-occupied | 65,242 | 4,379 | — | 69,621 | 3,064 |
| Total commercial and industrial | 126,136 | 5,054 | 36 | 131,226 | 6,403 |
| Home equity lines | 3,822 | — | — | 3,822 | 68 |
| Consumer mortgages | 34,875 | 1,346 | 171 | 36,392 | 681 |
| Credit cards | — | — | — | — | — |
| Other retail loans | 5,172 | 89 | — | 5,261 | 97 |
| Total retail | 43,869 | 1,435 | 171 | 45,475 | 846 |
| Total accruing TDRs | \$401,148 | 7,306 | 283 | 408,737 | 22,679 |

December 31, 2013

| (in thousands) | Current | 30-89 Days Past Due | 90+ Days Past Due | Total | Allowance for Loan Losses |
|--|-----------|------------------------|----------------------|---------|---------------------------------|
| Investment properties | \$141,289 | 1,657 | — | 142,946 | 4,410 |
| 1-4 family properties | 104,567 | 1,618 | 43 | 106,228 | 7,243 |
| Land acquisition | 69,976 | — | — | 69,976 | 5,090 |
| Total commercial real estate | 315,832 | 3,275 | 43 | 319,150 | 16,743 |
| Commercial, financial and agricultural | 94,081 | 572 | 59 | 94,712 | 5,394 |
| Owner-occupied | 86,402 | 2,298 | 66 | 88,766 | 4,341 |
| Total commercial and industrial | 180,483 | 2,870 | 125 | 183,478 | 9,735 |
| Home equity lines | 2,475 | 275 | — | 2,750 | 116 |
| Consumer mortgages | 42,383 | 1,371 | 265 | 44,019 | 967 |
| Credit cards | — | — | — | — | — |
| Other retail loans | 6,951 | 62 | — | 7,013 | 109 |

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| | | | | | |
|---------------------|-----------|-------|-----|---------|--------|
| Total retail | 51,809 | 1,708 | 265 | 53,782 | 1,192 |
| Total accruing TDRs | \$548,124 | 7,853 | 433 | 556,410 | 27,670 |

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Non-accruing TDRs may generally be returned to accrual status if there has been a period of performance, consisting usually of at least a six month sustained period of repayment performance in accordance with the terms of the agreement. Consistent with regulatory guidance, a TDR will generally no longer be reported as a TDR after a period of performance which is generally a minimum of six months and after the loan has been reported as a TDR at a year-end reporting date, and if at the time of the modification, the interest rate was at market, considering the credit risk associated with the borrower. Non-accruing TDRs were \$99.6 million at September 30, 2014 compared to \$213.4 million at December 31, 2013. The \$113.8 million or 53.3% decline from December 31, 2013 is primarily related to significant balance reductions in legacy non-performing loans.

Non-accruing TDRs by Type

| (in thousands) | September 30, 2014 | December 31, 2013 |
|--|--------------------|-------------------|
| Investment properties | \$33,326 | \$53,130 |
| 1-4 family properties | 10,071 | 8,368 |
| Land acquisition | 29,221 | 124,324 |
| Total commercial real estate | 72,618 | 185,822 |
| Commercial, financial and agricultural | 8,723 | 13,518 |
| Owner-occupied | 11,933 | 8,267 |
| Total commercial and industrial | 20,656 | 21,785 |
| Home equity lines | 1,120 | 1,060 |
| Consumer mortgages | 5,116 | 4,727 |
| Credit cards | — | — |
| Other retail loans | 64 | 13 |
| Total retail | 6,300 | 5,800 |
| Total non-accruing TDRs | \$99,574 | \$213,407 |

Potential Problem Loans

Potential problem loans are defined by management as being certain performing loans with a well-defined weakness where there is known information about possible credit problems of borrowers which causes management to have concerns about the ability of such borrowers to comply with the present repayment terms of such loans. Potential problem commercial loans consist of commercial Substandard accruing loans but exclude loans 90 days past due and still accruing interest and accruing TDRs classified as Substandard. Synovus had \$223.1 million of potential problem commercial loans at September 30, 2014 compared to \$239.3 million and \$301.6 million at December 31, 2013 and September 30, 2013, respectively. Synovus cannot predict at this time whether these potential problem loans ultimately will become non-performing loans or result in losses.

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Net Charge-offs

Net charge-offs for the nine months ended September 30, 2014 were \$62.8 million, or 0.41% as a percentage of average loans annualized, a decrease of \$47.5 million or 43.1% compared to \$110.3 million or 0.75% as a percentage of average loans annualized for the nine months ended September 30, 2013. The decline in net charge-offs was driven by a decline in NPL inflows, lower impairment charge-offs on existing collateral dependent impaired loans, and a decrease in retail net charge-offs. Net charge-offs for the three months ended September 30, 2014 totaled \$12.3 million or 0.24% of average loans annualized, down \$10.8 million or 46.8% from \$23.0 million or 0.47% of average loans annualized for the three months ended September 30, 2013 primarily due to the elevated level of net charge-offs in the previous quarter related to a significant reduction in NPLs which had existing reserves.

The following tables show net charge-offs by loan type for the nine and three months ended September 30, 2014 and 2013.

Net Charge-offs by Loan Type

| (in thousands) | Nine Months Ended September | | Three Months Ended September | |
|--|-----------------------------|-----------|------------------------------|----------|
| | 30, 2014 | 2013 | 30, 2014 | 2013 |
| Investment properties | \$10,159 | \$26,416 | \$1,265 | \$3,643 |
| 1-4 family properties | 3,144 | 13,393 | 1,455 | 3,186 |
| Land for future development | 19,518 | 22,155 | (586 |) (121 |
| Total commercial real estate | 32,821 | 61,964 | 2,134 | 6,708 |
| Commercial, financial and agricultural | 11,406 | 14,016 | 4,765 | 5,364 |
| Owner-occupied | 5,929 | 12,822 | 1,284 | 6,355 |
| Total commercial and industrial | 17,335 | 26,838 | 6,049 | 11,719 |
| Home equity lines | 4,226 | 6,432 | 979 | 1,368 |
| Consumer mortgages | 3,212 | 7,877 | 1,243 | 1,242 |
| Credit cards | 3,585 | 4,895 | 1,063 | 1,416 |
| Other retail loans | 1,625 | 2,321 | 782 | 576 |
| Total retail | 12,648 | 21,525 | 4,067 | 4,602 |
| Total net charge-offs | \$62,804 | \$110,327 | \$12,250 | \$23,029 |

Provision for Loan Losses and Allowance for Loan Losses

For the nine months ended September 30, 2014, the provision for loan losses was \$25.6 million, a decrease of \$29.9 million or 53.8% compared to the nine months ended September 30, 2013. For the three months ended September 30, 2014, the provision for loan losses was \$3.8 million, a decrease of \$2.9 million or 43.2% compared to the three months ended September 30, 2013. The decrease in the provision for loan losses for the nine and three months ended September 30, 2014 was primarily a result of continued improvement in credit quality trends, including:

- Reduced net loan charge-offs by \$47.5 million or 43.1% from \$110.3 million for the nine months ended September 30, 2013 to \$62.8 million for the nine months ended September 30, 2014;
- Reduced NPL inflows by \$95.4 million or 48.2% from \$198.2 million for the nine months ended September 30, 2013 to \$102.8 million for the nine months ended September 30, 2014;
- Reduced loans rated Special Mention by \$365.6 million or 35.9% from \$1.02 billion at September 30, 2013 to \$652.2 million at September 30, 2014;
- Reduced loans rated Substandard accruing by \$123.1 million or 20.7% from \$595.4 million at September 30, 2013 to \$472.3 million at September 30, 2014; and
- Pass rated loans as a percentage of total loans were 93.4% at September 30, 2014 compared to 89.5% at September 30, 2013.

The allowance for loan losses at September 30, 2014 was \$269.4 million or 1.31% of total loans compared to \$307.6 million or 1.53% of total loans at December 31, 2013 and \$318.6 million or 1.62% of total loans at September 30, 2013. The decrease in the allowance for loan losses is primarily due to continued improvement in credit quality trends, which includes reduced NPL inflows, NPLs and net charge-offs, as well as improved risk grade migration trends and

stable collateral values.

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Capital Resources

Synovus is required to comply with the capital adequacy standards established by the Federal Reserve Board and our subsidiary bank, Synovus Bank, must comply with similar capital adequacy standards established by the FDIC.

Synovus has always placed great emphasis on maintaining a solid capital base and continues to satisfy applicable regulatory capital requirements.

The following table presents certain ratios used to measure Synovus and Synovus Bank's capitalization.

Capital Ratios

| (dollars in thousands) | September 30, 2014 | December 31, 2013 |
|--|--------------------|-------------------|
| Tier 1 capital | | |
| Synovus Financial Corp. | \$2,553,764 | 2,351,493 |
| Synovus Bank | 3,002,740 | 2,806,197 |
| Tier 1 common equity ⁽¹⁾ | | |
| Synovus Financial Corp. | 2,417,784 | 2,215,631 |
| Total risk-based capital | | |
| Synovus Financial Corp. | 3,005,346 | 2,900,865 |
| Synovus Bank | \$3,274,118 | 3,084,756 |
| Tier 1 capital ratio | | |
| Synovus Financial Corp. | 11.19 | % 10.54 |
| Synovus Bank | 13.19 | 12.61 |
| Tier 1 common equity ratio ⁽¹⁾ | | |
| Synovus Financial Corp. | 10.60 | 9.93 |
| Total risk-based capital to risk-weighted assets ratio | | |
| Synovus Financial Corp. | 13.17 | 13.00 |
| Synovus Bank | 14.38 | 13.86 |
| Leverage ratio | | |
| Synovus Financial Corp. | 9.85 | 9.13 |
| Synovus Bank | 11.61 | 10.94 |
| Tangible common equity to tangible assets ratio ⁽¹⁾ | | |
| Synovus Financial Corp. | 11.04 | % 10.68 |

⁽¹⁾ See reconciliation of "Non-GAAP Financial Measures" in this Report.

As a financial holding company, Synovus and its subsidiary bank, Synovus Bank, are required to maintain capital levels required for a well-capitalized institution as defined by federal banking regulations. The capital measures used by the federal banking regulators include the total risk-based capital ratio, the Tier 1 risk-based capital ratio, and the leverage ratio. Synovus Bank is a state-chartered bank under the regulations of the GA DBF. Under applicable regulations, Synovus Bank is well-capitalized if it has a total risk-based capital ratio of 10% or greater, a Tier 1 capital ratio of 6% or greater, a leverage ratio of 5% or greater, and is not subject to any written agreement, order, capital directive, or prompt corrective action directive from a federal and/or state banking regulatory agency to meet and maintain a specific capital level for any capital measure. However, even if Synovus Bank satisfies all applicable quantitative criteria to be considered well-capitalized, the regulations also establish procedures for "downgrading" an institution to a lower capital category based on supervisory factors other than capital. At September 30, 2014, Synovus' capital ratios were well above current regulatory requirements and Synovus Bank's capital levels exceeded well-capitalized requirements. All capital ratios increased as of September, 2014 compared to December 31, 2013 driven by earnings and accretion of deferred tax assets. The increase in capital was partially offset by an increase in risk-weighted assets due to loan growth.

On July 26, 2013, Synovus redeemed all 967,870 shares of its Series A Preferred Stock issued to the U.S. Treasury under the CPP established under TARP. Over two-thirds of the TARP redemption was funded by internally available funds from an upstream dividend of \$680.0 million from Synovus Bank. The balance of the redemption was funded

by net proceeds from the following equity offerings completed in July 2013. On July 24, 2013, Synovus completed a public offering of 8,552,936 shares of its Common Stock at \$21.63 per share. The offering generated net proceeds of \$175.2 million. On July 25, 2013, Synovus completed a public offering of \$130 million of Series C Preferred Stock. The offering generated net proceeds of \$126.0 million. From the date of issuance to, but excluding, August 1, 2018, the rate for declared dividends is 7.875% per annum. From and including August 1, 2018, the dividend rate will change to a floating rate equal to the three-month LIBOR plus a spread of 6.39% per annum.

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During 2013, the Federal Reserve released final United States Basel III regulatory capital rules implementing the global regulatory capital reforms of Basel III and certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The FDIC and OCC also approved the final rule during 2013. The rule applies to all banking organizations that are currently subject to regulatory capital requirements as well as certain savings and loan holding companies. The rule strengthens the definition of regulatory capital, increases risk-based capital requirements, and makes selected changes to the calculation of risk-weighted assets. The rule becomes effective January 1, 2015, for Synovus and most banking organizations, subject to a transition period for several aspects of the rule, including the new minimum capital ratio requirements, the capital conservation buffer, and the regulatory capital adjustments and deductions. Under the final rules, the minimum capital requirements will be a common equity Tier 1 ratio of 4.5%; Tier 1 capital ratio of 6%; Total capital ratio of 8%; and leverage ratio of 4%. When fully phased-in on January 1, 2019, the new rules include a capital conservation buffer of 2.5% that is added on top of the minimum risk-based capital ratios. Additionally, the new rules also revise the "prompt corrective action" regulations pursuant to Section 38 of the Federal Deposit Insurance Act, with the following requirements for well-capitalized status: Common equity Tier 1 ratio of 6.5%; Tier 1 capital ratio of 8% (as compared to the current 6%); Total capital ratio of 10%; and leverage ratio of 5%. Based on management's interpretation of the regulation, Synovus' estimated common equity Tier 1 ratio under Basel III, on a fully phased-in basis, as of September 30, 2014 is 10.50%, which is well in excess of the minimum requirements, and compares to a Tier 1 common equity ratio of 10.60% under current capital rules. See reconciliation of "Non-GAAP Financial Measures" in this Report.

There are limitations on the inclusion of deferred tax assets for regulatory capital based on Tier 1 capital levels and projected future earnings (Basel III revises limitation criteria effective January 1, 2015). As of September 30, 2014, total disallowed deferred tax assets were \$529.3 million or 2.32% of risk weighted assets, compared to \$618.5 million or 2.77% of risk weighted assets at December 31, 2013. The DTA limitation will continue to decrease over time, thus creating additional regulatory capital in future periods.

Management currently believes, based on internal capital analyses and earnings projections, that Synovus' capital position is adequate to meet current and future regulatory minimum capital requirements.

Dividends

Synovus has historically paid a quarterly cash dividend to the holders of its Common Stock. Management closely monitors trends and developments in credit quality, liquidity (including dividends from subsidiaries), financial markets and other economic trends, as well as regulatory requirements regarding the payment of dividends, all of which impact Synovus' capital position. The Synovus Board of Directors recently approved an increase in the quarterly Common Stock dividend from \$0.07 to \$0.10 per share, effective with the quarterly dividend payable in January 2015. Synovus' ability to pay dividends on its capital stock, including the Common Stock and the Series C Preferred Stock, is partially dependent upon dividends and distributions that it receives from its bank and non-banking subsidiaries, which are restricted by various regulations administered by federal and state bank regulatory authorities, as further discussed below in the section titled "Liquidity." On July 19, 2013, Synovus received an upstream dividend of \$680.0 million from Synovus Bank, which Synovus utilized to redeem its \$967.9 million of Series A Preferred Stock on July 26, 2013. During the nine months ended September 30, 2014, Synovus Bank received regulatory approval and paid upstream dividends totaling \$60.0 million to Synovus Financial Corp. Additionally, Synovus Bank paid an upstream dividend of \$122.0 million to Synovus on October 17, 2014.

Synovus declared and paid dividends of \$0.21 per common share for the nine months ended September 30, 2014 and 2013. Please see "Note 3 - Reverse Stock Split", of this Report for information on Synovus' recent reverse stock split. In addition to dividends paid on its Common Stock, Synovus paid dividends of \$7.7 million during the nine months ended September 30, 2014 on its Series C Preferred Stock. Synovus paid dividends of \$33.7 million to the Treasury on its Series A Preferred Stock during the nine months ended September 30, 2013. On July 26, 2013, Synovus redeemed all 967,870 shares of its Series A Preferred Stock issued to the U.S. Treasury under the CPP established under TARP. On July 25, 2013 Synovus completed a public offering of \$130 million of Series C Preferred Stock. For the Series C Preferred Stock, from the date of issuance to, but excluding, August 1, 2018, the rate for declared dividends is 7.875% per annum. From and including August 1, 2018, the dividend rate will change to a floating rate equal to the three-month LIBOR plus a spread of 6.39% per annum.

Liquidity

Liquidity represents the extent to which Synovus has readily available sources of funding needed to meet the needs of depositors, borrowers and creditors, to support asset growth, and to otherwise sustain operations of Synovus and its subsidiaries, at a reasonable cost, on a timely basis, and without adverse consequences. ALCO monitors Synovus' economic, competitive, and regulatory environment and is responsible for measuring, monitoring, and reporting on liquidity and funding risk, interest rate risk, and market risk and has the authority to establish policies relative to these risks. ALCO, operating under liquidity and funding policies approved by the Board of Directors, actively analyzes contractual and anticipated cash flows in order to properly manage Synovus' liquidity position.

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Contractual and anticipated cash flows are analyzed under normal and stressed conditions to determine forward looking liquidity needs and sources. Synovus analyzes liquidity needs under various scenarios of market conditions and operating performance. This analysis includes stress testing and measures expected sources and uses of funds under each scenario. Emphasis is placed on maintaining numerous sources of current and potential liquidity to allow Synovus to meet its obligations to depositors, borrowers, and creditors on a timely basis.

Liquidity is generated primarily through maturities and repayments of loans by customers, maturities and sales of investment securities, deposit growth, and access to sources of funds other than deposits. Management continuously monitors and maintains appropriate levels of liquidity so as to provide adequate funding sources to manage customer deposit withdrawals, loan requests, and funding maturities. Liquidity is also enhanced by the acquisition of new deposits. Each of the banking divisions monitors deposit flows and evaluates local market conditions in an effort to retain and grow deposits.

Synovus Bank also generates liquidity through the national deposit markets. Synovus Bank issues certificates of deposit across a broad geographic base to diversify its sources of funding and liquidity. Access to these deposits could become more limited if Synovus Bank's asset quality and financial performance were to significantly deteriorate. Synovus Bank has the capacity to access funding through its membership in the FHLB System. At September 30, 2014, Synovus Bank had access to incremental funding, subject to available collateral and FHLB credit policies, through utilization of FHLB advances.

In addition to bank level liquidity management, Synovus must manage liquidity at the Parent Company for various operating needs including potential capital infusions into subsidiaries, the servicing of debt, the payment of dividends on our Common Stock and Preferred Stock, and payment of general corporate expenses. The primary source of liquidity for Synovus consists of dividends from Synovus Bank, which is governed by certain rules and regulations of the GA DBF and FDIC. During 2012 and 2011, Synovus Bank did not pay dividends to the Parent Company. On July 19, 2013, the Parent Company received a \$680.0 million dividend from Synovus Bank, which Synovus utilized along with the net proceeds from its July Common Stock and Series C Preferred Stock offerings to redeem its \$967.9 million of Series A Preferred Stock on July 26, 2013. During the nine months ended September 30, 2014, Synovus Bank received regulatory approval and paid upstream dividends totaling \$60.0 million to Synovus Financial Corp. Additionally, Synovus Bank paid an upstream dividend of \$122.0 million to Synovus on October 17, 2014. Synovus' ability to receive dividends from Synovus Bank in future periods will depend on a number of factors, including, without limitation, Synovus Bank's future profits, asset quality and overall condition. See "Part I - Item 1A. Risk Factors - Changes in the cost and availability of funding due to changes in the deposit market and credit market, or the way in which we are perceived in such markets, may adversely affect our capital resources, liquidity and financial results." of Synovus' 2013 Form 10-K.

As previously disclosed, in 2009, Synovus entered into the Synovus MOU with the Atlanta Fed and the GA DBF. The Atlanta Fed and the GA DBF terminated the Synovus MOU effective as of April 22, 2013, and replaced it with a resolution adopted by Synovus' Board of Directors relating to, among other things, continued emphasis on improving asset quality and maintaining strong levels of capital and liquidity. The Board resolutions were terminated on April 23, 2014. As previously disclosed, in 2010, Synovus Bank entered into the Synovus Bank MOU. The FDIC and the GA DBF terminated the Synovus Bank MOU effective as of May 29, 2013, and replaced it with a resolution adopted by Synovus Bank's Board of Directors relating to, among other things, continued emphasis on improving asset quality and maintaining strong levels of capital and liquidity. The Board resolutions were terminated on April 23, 2014. Synovus presently believes that the sources of liquidity discussed above, including existing liquid funds on hand, are sufficient to meet its anticipated funding needs through the near future. However, if economic conditions were to significantly deteriorate, regulatory capital requirements for Synovus or Synovus Bank increase as the result of regulatory directives or otherwise, or Synovus believes it is prudent to enhance current liquidity levels, then Synovus may seek additional liquidity from external sources. See "Part I – Item 1A. Risk Factors - Changes in the cost and availability of funding due to changes in the deposit market and credit market, or the way in which we are perceived in such markets, may adversely affect our capital resources, liquidity and financial results." of Synovus' 2013 Form 10-K.

Earning Assets and Sources of Funds

Average total assets for the nine months ended September 30, 2014 increased \$131.6 million, or 0.5%, to \$26.43 billion as compared to \$26.30 billion for the first nine months of 2013. Average earning assets increased \$327.2 million, or 1.4%, in the first nine months of 2014 compared to the same period in 2013 and represented 91.5% of average total assets at September 30, 2014, as compared to 90.7% at September 30, 2013. The increase in average earning assets resulted from a \$819.0 million increase in average loans, net, and a \$75.1 million increase in average taxable investment securities. The increase was partially offset by a \$476.4 million reduction in average interest bearing funds at the Federal Reserve Bank, and a \$74.7 million decrease in average mortgage loans held for sale. Average interest bearing liabilities increased \$73.4 million, or 0.4%, to \$17.47 billion for the first nine months of 2014 compared to the same period in 2013. The increase in funding sources utilized to support earning assets was driven by a \$353.6 million increase in long-term debt due to the increased utilization of FHLB advances. The increase was partially offset by a \$248.3 million decrease in core time deposits.

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Net interest income for the nine months ended September 30, 2014 was \$611.8 million, an increase of \$6.0 million, or 0.99%, compared to \$605.9 million for the nine months ended September 30, 2013.

The net interest margin for the nine months ended September 30, 2014 was 3.39%, down 2 bps from 3.41% for the nine months ended September 30, 2013. Earning asset yields decreased by 8 bps compared to the nine months ended September 30, 2013 while the effective cost of funds decreased by 6 bps. The primary factor negatively impacting earning asset yields was a 22 bp decline in loan yields. Loan yield decreases were primarily driven by downward repricing of maturing and prepaid loans. Factors positively impacting earning asset yields included a 24 bp increase in taxable investment securities yields and a reduction in lower yielding interest bearing funds at the Federal Reserve Bank. The effective cost of funds was positively impacted by the downward repricing of maturing core certificates of deposit and brokered time deposits, and a decrease in the cost of long-term debt. As compared to the nine months ended September 30, 2013, core certificates of deposit declined by 10 bps, brokered time deposits declined by 26 bps, and the cost of long-term debt declined by 50 bps. See reconciliation of core deposits in the "Non-GAAP Financial Measures" in this Report.

On a sequential quarter basis, net interest income increased by \$1.2 million and the net interest margin decreased by 4 bps to 3.37%. The increase in net interest income for the third quarter was driven by loan growth as well as one more calendar day. Yields on earning assets decreased by 5 bps while the effective cost of funds decreased by 1 bp. The primary factors negatively impacting earning asset yields were a 3 bp decline in loan yields, a 3 bp decline in taxable investment securities yields, and an increase in the average balance of lower yielding funds held at the Federal Reserve Bank. The effective cost of funds was positively impacted by a 4 bp decline in the cost of long term debt. Current expectations are for moderate downward pressure on the net interest margin during the fourth quarter of 2014. This expectation is primarily due to a projected further decrease in loan yields and limited ability to further reduce the effective cost of funds.

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Quarterly yields earned on average interest-earning assets and rates paid on average interest-bearing liabilities for the five most recent quarters are presented below.

| Average Balances, Interest, and Yields (dollars in thousands) (yields and rates annualized) | 2014 | | | 2013 | |
|---|---------------|-------------------|------------------|-------------------|------------------|
| | Third Quarter | Second Quarter | First Quarter | Fourth Quarter | Third Quarter |
| Interest Earning Assets: | | | | | |
| Taxable investment securities ⁽¹⁾ | \$3,035,940 | 3,091,537 | 3,181,678 | 3,196,561 | 3,062,976 |
| Yield | 1.84 | % 1.87 | 1.91 | 1.90 | 1.76 |
| Tax-exempt investment securities ⁽¹⁾⁽³⁾ | \$5,168 | 5,781 | 6,421 | 7,758 | 9,835 |
| Yield (taxable equivalent) ⁽³⁾ | 6.21 | % 6.23 | 6.24 | 6.14 | 6.26 |
| Trading account assets | \$16,818 | 16,011 | 20,346 | 10,021 | 13,806 |
| Yield | 2.52 | % 2.25 | 3.16 | 4.60 | 4.50 |
| Commercial loans ⁽²⁾⁽³⁾ | \$16,603,287 | 16,673,930 | 16,451,594 | 16,217,373 | 16,067,424 |
| Yield | 4.17 | % 4.19 | 4.21 | 4.28 | 4.37 |
| Consumer loans ⁽²⁾ | \$3,814,160 | 3,695,010 | 3,628,347 | 3,615,836 | 3,528,057 |
| Yield | 4.44 | % 4.51 | 4.53 | 4.50 | 4.61 |
| Allowance for loan losses | \$(274,698) | (293,320) | (307,078) | (316,001) | (328,084) |
| Loans, net ⁽²⁾ | \$20,142,749 | 20,075,620 | 19,772,863 | 19,517,208 | 19,267,397 |
| Yield | 4.29 | % 4.32 | 4.34 | 4.40 | 4.50 |
| Mortgage loans held for sale | \$70,766 | 59,678 | 38,699 | 46,036 | 85,493 |
| Yield | 3.96 | % 4.13 | 4.15 | 3.94 | 4.07 |
| Federal funds sold, due from Federal Reserve Bank, and other short-term investments | \$974,363 | 843,018 | 935,300 | 1,235,144 | 1,375,920 |
| Yield | 0.23 | % 0.23 | 0.23 | 0.24 | 0.24 |
| Federal Home Loan Bank and Federal Reserve Bank Stock ⁽⁴⁾ | \$78,131 | 76,172 | 82,585 | 70,815 | 70,741 |
| Yield | 3.57 | % 4.15 | 3.21 | 2.85 | 2.30 |
| Total interest earning assets | \$24,323,935 | 24,167,817 | 24,037,892 | 24,083,543 | 23,886,168 |
| Yield | 3.81 | % 3.86 | 3.86 | 3.85 | 3.89 |
| Interest Bearing Liabilities: | | | | | |
| Interest bearing demand deposits | \$3,722,599 | 3,830,956 | 3,878,590 | 4,102,398 | 3,933,902 |
| Rate | 0.19 | % 0.19 | 0.19 | 0.19 | 0.23 |
| Money Market accounts | \$6,044,138 | 6,033,523 | 6,077,357 | 6,161,893 | 6,148,289 |
| Rate | 0.29 | % 0.31 | 0.32 | 0.33 | 0.33 |
| Savings deposits | \$645,654 | 644,103 | 616,962 | 605,054 | 607,144 |
| Rate | 0.07 | % 0.09 | 0.10 | 0.10 | 0.11 |
| Time deposits under \$100,000 | \$1,335,848 | 1,364,322 | 1,423,487 | 1,491,673 | 1,526,974 |
| Rate | 0.56 | % 0.57 | 0.59 | 0.61 | 0.62 |
| Time deposits over \$100,000 | \$1,871,136 | 1,824,349 | 1,956,925 | 2,049,094 | 2,022,719 |
| Rate | 0.75 | % 0.74 | 0.76 | 0.80 | 0.84 |
| Brokered money market accounts | \$174,538 | 184,233 | 207,681 | 210,380 | 202,802 |
| Rate | 0.27 | % 0.27 | 0.26 | 0.27 | 0.27 |
| Brokered time deposits | \$1,320,082 | 1,216,934 | 1,027,167 | 984,047 | 1,130,491 |
| Rate | 0.52 | % 0.51 | 0.62 | 0.65 | 0.70 |
| Total interest bearing deposits | \$15,113,995 | 15,098,420 | 15,188,169 | 15,604,539 | 15,572,321 |
| Rate | 0.35 | % 0.36 | 0.38 | 0.39 | 0.42 |
| Federal funds purchased and other short-term liabilities | \$171,429 | 219,490 | 215,027 | 216,757 | 195,717 |
| Rate | 0.08 | % 0.13 | 0.14 | 0.15 | 0.14 |

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|--------------------------------------|--------------|------------|------------|------------|------------|
| Long-term debt | \$2,142,705 | 2,099,578 | 2,156,836 | 1,886,223 | 1,885,385 |
| Rate | 2.54 | % 2.58 | 2.52 | 2.85 | 2.85 |
| Total interest bearing liabilities | \$17,428,129 | 17,417,488 | 17,560,032 | 17,707,519 | 17,653,423 |
| Rate | 0.62 | % 0.62 | 0.64 | 0.65 | 0.67 |
| Non-interest bearing demand deposits | \$5,824,592 | 5,765,287 | 5,537,090 | 5,545,529 | 5,306,447 |

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| | | | | | |
|--|-------|--------|------|-------|------|
| Effective cost of funds | 0.44 | % 0.45 | 0.47 | 0.47 | 0.49 |
| Net interest margin | 3.37 | % 3.41 | 3.39 | 3.38 | 3.40 |
| Taxable equivalent adjustment ⁽³⁾ | \$408 | 443 | 455 | \$481 | 529 |

⁽¹⁾ Excludes net unrealized gains and (losses).

⁽²⁾ Average loans are shown net of deferred fees and costs. Non-performing loans are included.

⁽³⁾ Reflects taxable-equivalent adjustments, using the statutory federal income tax rate of 35%, in adjusting interest on tax-exempt loans and investment securities to a taxable-equivalent basis.

⁽⁴⁾ Included as a component of Other Assets on the balance sheet.

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Net Interest Income and Rate/Volume Analysis

The following tables set forth the major components of net interest income and the related annualized yields and rates for the nine months ended September 30, 2014 and 2013, as well as the variances between the periods caused by changes in interest rates versus changes in volume.

Net Interest Income and Rate/Volume Analysis

| (dollars in thousands) | Nine Months Ended September 30, | | | | Annualized Yield/Rate | | 2014 Compared to 2013 | | | |
|---|---------------------------------|------------|-----------|---------|-----------------------|--------|-----------------------|-----------|---------------------|--|
| | Average Balances | | Interest | | | | Change due to | | Increase (Decrease) | |
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | Volume | Rate | | |
| Assets | | | | | | | | | | |
| Interest earning assets: | | | | | | | | | | |
| Taxable investment securities | \$3,102,518 | 3,027,374 | \$43,598 | 36,931 | 1.87 % | 1.63 % | \$916 | 5,751 | \$6,667 | |
| Tax-exempt investment securities ⁽²⁾ | 5,785 | 11,861 | 270 | 567 | 6.23 | 6.37 | (289) | (8) | (297) | |
| Total investment securities | 3,108,303 | 3,039,235 | 43,868 | 37,498 | 1.88 | 1.65 | 627 | 5,743 | 6,370 | |
| Trading account assets | 17,712 | 10,113 | 357 | 433 | 2.69 | 5.71 | 325 | (401) | (76) | |
| Taxable loans, net ⁽¹⁾ | 20,193,398 | 19,414,763 | 642,140 | 647,483 | 4.25 | 4.46 | 25,974 | (31,317) | (5,343) | |
| Tax-exempt loans, net ⁽¹⁾⁽²⁾ | 96,614 | 114,997 | 3,465 | 4,307 | 4.79 | 5.01 | (689) | (153) | (842) | |
| Allowance for loan losses | (291,580) | (350,304) | | | | | | | | |
| Loans, net | 19,998,432 | 19,179,456 | 645,605 | 651,790 | 4.32 | 4.54 | 25,285 | (31,470) | (6,185) | |
| Mortgage loans held for sale | 56,498 | 131,236 | 1,719 | 3,987 | 4.06 | 4.05 | (2,264) | (5) | (2,269) | |
| Federal funds sold, due from Federal Reserve Bank, and other short-term investments | 917,703 | 1,423,348 | 1,595 | 2,576 | 0.23 | 0.24 | (869) | (112) | (981) | |
| Federal Home Loan Bank and Federal Reserve Bank stock | 78,946 | 67,048 | 2,151 | 1,174 | 3.63 | 2.33 | 207 | 771 | 978 | |
| Total interest earning assets | \$24,177,594 | 23,850,436 | \$695,295 | 697,458 | 3.83 % | 3.91 % | \$23,311 | (25,474) | \$(2,163) | |
| Cash and due from banks | 404,077 | 435,440 | | | | | | | | |
| Premises and equipment, net | 466,561 | 478,543 | | | | | | | | |
| Other real estate | 107,829 | 148,671 | | | | | | | | |
| Other assets ⁽³⁾ | 1,270,850 | 1,382,171 | | | | | | | | |
| Total assets | \$26,426,911 | 26,295,261 | | | | | | | | |

Liabilities and Shareholders'

Equity

Interest-bearing liabilities:

| | | | | | | | | | | | |
|---|--------------|------------|-----------|---------|------|---|------|---|----------|-----------|------------|
| Interest-bearing demand deposits | \$3,810,143 | 3,890,106 | \$5,334 | 5,784 | 0.19 | % | 0.20 | % | \$(120) | (330) | \$(450) |
| Money market accounts | 6,240,247 | 6,321,433 | 14,155 | 15,580 | 0.30 | | 0.33 | | (200) | (1,225) | (1,425) |
| Savings deposits | 635,678 | 599,682 | 413 | 473 | 0.09 | | 0.11 | | 30 | (90) | (60) |
| Time deposits | 4,447,188 | 4,598,569 | 21,344 | 27,127 | 0.64 | | 0.79 | | (895) | (4,888) | (5,783) |
| Federal funds purchased and securities sold under repurchase agreements | 201,823 | 205,405 | 186 | 242 | 0.12 | | 0.16 | | (4) | (52) | (56) |
| Long-term debt | 2,132,988 | 1,779,434 | 40,728 | 40,688 | 2.55 | | 3.05 | | 8,065 | (8,025) | 40 |
| Total interest-bearing liabilities | \$17,468,067 | 17,394,629 | \$82,160 | 89,894 | 0.63 | | 0.69 | | \$6,876 | (14,610) | \$(7,734) |
| Non-interest bearing deposits | 5,710,043 | 5,289,213 | | | | | | | | | |
| Other liabilities | 228,321 | 198,829 | | | | | | | | | |
| Shareholders' equity | 3,020,480 | 3,412,590 | | | | | | | | | |
| Total liabilities and equity | \$26,426,911 | 26,295,261 | | | | | | | | | |
| Net interest income/margin | | | 613,135 | 607,564 | 3.39 | % | 3.41 | % | \$16,435 | (10,864) | \$5,571 |
| Taxable equivalent adjustment | | | 1,306 | 1,703 | | | | | | | |
| Net interest income, actual | | | \$611,829 | 605,861 | | | | | | | |

(1) Average loans are shown net of unearned income. Non-performing loans are included. Interest income includes fees as follows: 2014 - \$21.4 million, 2013 - \$18.4 million.

(2) Reflects taxable-equivalent adjustments, using the statutory federal income tax rate of 35% in adjusting interest on tax-exempt loans and investment securities to a taxable-equivalent basis.

(3) Includes average net unrealized gains (losses) on investment securities available for sale of \$2.2 million and \$17.8 million for the nine months ended September 30, 2014 and 2013, respectively.

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The following tables set forth the major components of net interest income and the related annualized yields and rates for the three months ended September 30, 2014 and 2013, as well as the variances between the periods caused by changes in interest rates versus changes in volume.

Net Interest Income and Rate/Volume Analysis

| (dollars in thousands) | Three Months Ended September 30, | | | | Annualized Yield/Rate | | 2014 Compared to 2013 | | |
|---|----------------------------------|------------|-----------|---------|-----------------------|--------|-----------------------|----------|---------------------|
| | Average Balances | | Interest | | | | Change due to | | Increase (Decrease) |
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | Volume | Rate | |
| Assets | | | | | | | | | |
| Interest earning assets: | | | | | | | | | |
| Taxable investment securities | \$3,035,940 | 3,062,976 | \$13,977 | 13,483 | 1.84 % | 1.76 % | \$(120) | 614 | \$ 494 |
| Tax-exempt investment securities ⁽²⁾ | 5,168 | 9,835 | 80 | 154 | 6.21 | 6.26 | (74) | — | (74) |
| Total investment securities | 3,041,108 | 3,072,811 | 14,057 | 13,637 | 1.85 | 1.78 | (194) | 614 | 420 |
| Trading account assets | 16,818 | 13,806 | 106 | 155 | 2.52 | 4.50 | 34 | (83) | (49) |
| Taxable loans, net ⁽¹⁾ | 20,326,010 | 19,486,551 | 216,581 | 217,124 | 4.23 | 4.42 | 9,352 | (9,895) | (543) |
| Tax-exempt loans, net ⁽¹⁾⁽²⁾ | 91,437 | 108,930 | 1,087 | 1,359 | 4.72 | 4.95 | (218) | (54) | (272) |
| Allowance for loan losses | (274,698) | (328,084) | | | | | | | |
| Loans, net | 20,142,749 | 19,267,397 | 217,668 | 218,483 | 4.29 | 4.50 | 9,134 | (9,949) | (815) |
| Mortgage loans held for sale | 70,766 | 85,493 | 701 | 869 | 3.96 | 4.07 | (151) | (18) | (169) |
| Federal funds sold, due from Federal Reserve Bank, and other short-term investments | 974,363 | 1,375,920 | 573 | 830 | 0.23 | 0.24 | (233) | (24) | (257) |
| Federal Home Loan Bank and Federal Reserve Bank stock | 78,131 | 70,741 | 697 | 407 | 3.57 | 2.30 | 43 | 247 | 290 |
| Total interest earning assets | \$24,323,935 | 23,886,168 | \$233,802 | 234,381 | 3.81 % | 3.89 % | \$8,633 | (9,213) | \$(580) |
| Cash and due from banks | 399,906 | 420,527 | | | | | | | |
| Premises and equipment, net | 462,308 | 478,359 | | | | | | | |
| Other real estate | 99,372 | 142,562 | | | | | | | |
| Other assets ⁽³⁾ | 1,245,980 | 1,328,637 | | | | | | | |

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| | | | | | | | | | | | | |
|---|--------------|------------|-----------|---------|------|---|------|---|---------|---------|-----------|---|
| Total assets | \$26,531,501 | 26,256,253 | | | | | | | | | | |
| Liabilities and Shareholders' | | | | | | | | | | | | |
| Equity | | | | | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | | | | | |
| Interest-bearing demand deposits | \$3,722,599 | 3,933,902 | \$1,758 | 2,269 | 0.19 | % | 0.23 | % | \$(122) | (389) | \$(511) |) |
| Money market accounts | 6,218,677 | 6,351,090 | 4,468 | 5,238 | 0.29 | | 0.33 | | (110) | (660) | (770) |) |
| Savings deposits | 645,654 | 607,144 | 116 | 161 | 0.07 | | 0.11 | | 11 | (56) | (45) |) |
| Time deposits | 4,527,066 | 4,680,185 | 7,162 | 8,686 | 0.63 | | 0.74 | | (286) | (1,238) | (1,524) |) |
| Federal funds purchased and securities sold under repurchase agreements | 171,429 | 195,717 | 35 | 72 | 0.08 | | 0.14 | | (9) | (28) | (37) |) |
| Long-term debt | 2,142,705 | 1,885,385 | 13,592 | 13,456 | 2.54 | | 2.85 | | 1,849 | (1,713) | 136 |) |
| Total interest-bearing liabilities | \$17,428,130 | 17,653,423 | \$27,131 | 29,882 | 0.62 | | 0.67 | | \$1,333 | (4,084) | \$(2,751) |) |
| Non-interest bearing deposits | 5,824,592 | 5,306,447 | | | | | | | | | | |
| Other liabilities | 214,256 | 206,863 | | | | | | | | | | |
| Shareholders' equity | 3,064,523 | 3,089,520 | | | | | | | | | | |
| Total liabilities and equity | \$26,531,501 | 26,256,253 | | | | | | | | | | |
| Net interest income/margin | | | 206,671 | 204,499 | 3.37 | % | 3.40 | % | \$7,300 | (5,129) | \$2,171 |) |
| Taxable equivalent adjustment | | | 408 | 529 | | | | | | | | |
| Net interest income, actual | | | \$206,263 | 203,970 | | | | | | | | |

(1) Average loans are shown net of unearned income. Non-performing loans are included. Interest income includes fees as follows: 2014 - \$7.5 million, 2013 - \$6.7 million.

(2) Reflects taxable-equivalent adjustments, using the statutory federal income tax rate of 35% in adjusting interest on tax-exempt loans and investment securities to a taxable-equivalent basis.

(3) Includes average net unrealized gains (losses) on investment securities available for sale of \$9.9 million and (\$26.2) million for the three months ended September 30, 2014 and 2013, respectively.

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Market Risk Analysis

Interest rate risk is the primary market risk to which Synovus is potentially exposed. Synovus measures its sensitivity to changes in market interest rates through the use of a simulation model. Synovus uses this simulation model to determine a baseline net interest income forecast and the sensitivity of this forecast to changes in interest rates. These simulations include all of Synovus' earning assets and liabilities. Forecasted balance sheet changes, primarily reflecting loan and deposit growth forecasts, are included in the periods modeled. Anticipated deposit mix changes in each interest rate scenario are also included in the periods modeled.

Synovus has modeled its baseline net interest income forecast assuming a flat interest rate environment with the federal funds rate at the Federal Reserve's current targeted range of 0% to 0.25% and the current prime rate of 3.25%. Due to the targeted federal funds rate being at or near 0% at this time, only rising rate scenarios have been modeled. Synovus has modeled the impact of a gradual increase in short-term rates of 100 and 200 basis points to determine the sensitivity of net interest income for the next twelve months. Synovus continues to maintain a modestly asset sensitive position which would be expected to benefit net interest income in a rising interest rate environment. The following table represents the estimated sensitivity of net interest income to these changes in short term interest rates at September 30, 2014, with comparable information for December 31, 2013.

| Change in Short-term Interest Rates (in basis points) | Estimated % Change in Net Interest Income as Compared to Unchanged Rates (for the next twelve months) | |
|---|---|-------------------|
| | September 30, 2014 | December 31, 2013 |
| +200 | 6.3% | 5.0% |
| +100 | 4.0% | 3.2% |
| Flat | —% | —% |

Several factors could serve to diminish or eliminate this asset sensitivity. These factors include a higher than projected level of deposit customer migration to higher cost deposits, such as certificates of deposit, which would increase total interest expense and serve to reduce the realized level of asset sensitivity. Another factor which could impact the realized interest rate sensitivity is the repricing behavior of interest bearing non-maturity deposits. Assumptions for repricing are expressed as a beta relative to the change in the prime rate. For instance, a 50% beta would correspond to a deposit rate that would increase 0.5% for every 1% increase in the prime rate. Projected betas for interest bearing non-maturity deposit repricing are a key component of determining the Company's interest rate risk positioning. Should realized betas be higher than projected betas, the expected benefit from higher interest rates would be diminished. The following table presents an example of the potential impact of an increase in repricing betas on Synovus' realized interest rate sensitivity position.

| Change in Short-term Interest Rates (in basis points) | As of September 30, 2014 | |
|---|--------------------------|--|
| | Base Scenario | 15% Increase in Average Repricing Beta |
| +200 | 6.3% | 5.1% |
| +100 | 4.0% | 3.4% |

While all of the above estimates are reflective of the general interest rate sensitivity of Synovus, local market conditions and their impact on loan and deposit pricing would be expected to have a significant impact on the realized level of net interest income. Actual realized balance sheet growth and mix would also impact the realized level of net interest income.

ADDITIONAL DISCLOSURES

Other Contingencies

Repurchase Obligations for Mortgage Loans Originated for Sale

The majority of mortgage loans originated by Synovus are sold to third-party purchasers on a servicing released basis, without recourse, or continuing involvement. These sales are typically effected as non-recourse loan sales to GSEs and non-GSE purchasers. Each purchaser of Synovus' mortgage loans has specific guidelines and criteria for sellers of loans, and the risk of credit loss with regard to the principal amount of the loans sold is generally transferred to the

purchasers upon sale. While the loans are sold without recourse, the purchase agreements require Synovus to make certain representations and warranties regarding the existence and sufficiency of file documentation and the absence of fraud by borrowers or other third parties such as appraisers in connection with obtaining the loan. If it is determined that loans sold were in breach of these representations or warranties, Synovus has obligations to either repurchase the loan at the unpaid principal balance and related investor fees or make the purchaser whole for the economic benefits of the loan.

Each GSE and non-GSE purchaser has specific guidelines and criteria for sellers of loans, and the risk of credit loss with regard to the principal amount of the loans sold is generally transferred to the purchasers upon sale. The purchase agreements

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require Synovus to make certain representations and warranties regarding the existence and sufficiency of file documentation and the absence of fraud by borrowers or other third parties such as appraisers in connection with obtaining the loan. If it is determined that loans sold were in breach of these representations or warranties, Synovus has obligations to either repurchase the loan at the unpaid principal balance and related investor fees or make the purchaser whole for the economic benefits of the loan.

To date, repurchase activity pursuant to the terms of these representations and warranties has been minimal and has primarily been associated with loans originated from 2005 through 2008. From January 1, 2005 through September 30, 2014, Synovus Mortgage originated and sold approximately \$8.2 billion of first lien GSE eligible mortgage loans and approximately \$3.6 billion of first and second lien non-GSE eligible mortgage loans. The total expense pertaining to losses from repurchases of mortgage loans previously sold, including amounts accrued in accordance with ASC 450, was \$1.7 million and \$768 thousand for the nine months ended September 30, 2014 and 2013, respectively. The total accrued liability related to mortgage repurchase claims was \$3.0 million at September 30, 2014 and \$4.1 million at December 31, 2013. See "Part I-Item 1A - Risk Factors- We may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, borrower fraud, or certain borrower defaults, which could harm our liquidity, results of operations and financial condition." in Synovus' 2013 Form 10-K.

Mortgage Loan Foreclosure Practices

At September 30, 2014 and December 31, 2013, Synovus had \$3.31 billion and \$3.11 billion, respectively, of home equity and consumer mortgage loans which are secured by first and second liens on residential properties. Of the amounts at September 30, 2014, \$585.5 million and \$505.9 million, respectively, consist of mortgages relating to properties in Florida and South Carolina, which are states where foreclosures proceed through the courts and of the amounts at December 31, 2013, \$508.4 million and \$483.4 million, respectively, consist of mortgages relating to properties in Florida and South Carolina. To date, foreclosure activity in the home equity and consumer mortgage loan portfolio has been low. Any foreclosures on these loans are handled by designated Synovus personnel and external legal counsel, as appropriate, following established policies regarding legal and regulatory requirements. Based on information currently available, management believes that it does not have significant exposure related to our foreclosure practices.

Recently Issued Accounting Standards

The following accounting pronouncements were issued during the first nine months of 2014: ASU 2014-14, "Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure." ASU 2014-14 addresses the diversity in practice regarding the classification and measurement of foreclosed loans which were part of a government-sponsored loan guarantee program (i.e., FHA, HUD, and VA). If (a) the government guarantee is not separable from the loan before foreclosure and (b) at foreclosure, the creditor has the intent to convey the real estate to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim and (c) at foreclosure any amount of the claim based on the fair value of the real estate is fixed, the loan should be derecognized and a separate other receivable should be recorded upon foreclosure at the amount of the loan balance (principle and interest) expected to be recovered from the guarantor. The provisions of this ASU are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014. Management does not expect the application of this guidance to have a material impact on Synovus' Consolidated Financial Statements. ASU 2014-01, "Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects." The ASU permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using a proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense. A reporting entity should evaluate whether the conditions have been met to apply the proportional amortization method to an investment in a qualified affordable housing project through a limited liability entity at the time of initial investment on the basis of facts and circumstances that exist at that time. A reporting entity should re-evaluate the conditions upon the occurrence of certain specified events. An investment in a qualified affordable housing project through a limited liability entity should be tested for impairment when there are

events or changes in circumstances indicating that it is more likely than not that the carrying amount of the investment will not be realized. For those investments in qualified affordable housing projects not accounted for using the proportional amortization method, the investment should be accounted for as an equity method investment or a cost method investment. The decision to apply the proportional amortization method of accounting is an accounting policy decision that should be applied consistently to all qualifying affordable housing project investments rather than a decision to be applied to individual investments. The provisions of this ASU are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014, and will be applied retrospectively to all periods presented. Early adoption is permitted. Management does not expect the application of this guidance to have a material impact on Synovus' Consolidated Financial Statements.

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ASU 2014-09, "Revenue from Contracts with Customers." ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The standard is intended to increase comparability across industries and jurisdictions. The core principle of the revenue model is that a company will recognize revenue when it transfers control of goods or services to customers at an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. The guidance in ASU 2014-09 is effective for annual reporting periods beginning after December 31, 2016. Early application is not permitted for public entities. Management is currently evaluating the impact of the accounting update on Synovus' Consolidated Financial Statements.

ASU 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 amends the definition of a discontinued operation and requires entities to provide additional disclosures about discontinued operations as well as disposal transactions that do not meet the discontinued operations criteria. Under ASU 2014-08, an entity's disposal of a component or group of components must be reported in discontinued operations if the disposal represents a strategic shift that has or will have a major impact on an entity's operations or financial results. Additionally, this ASU requires expanded disclosures about discontinued operations that will provide more information about the assets, liabilities, income, and expenses of discontinued operations. The provisions of this ASU are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014, and will be applied retrospectively to all periods presented. Early adoption is permitted. ASU 2014-08 is not expected to have a material impact on Synovus' Consolidated Financial Statements.

See Note 1 of the notes to the unaudited interim consolidated financial statements for a discussion of recently issued and adopted accounting standards updates.

Critical Accounting Policies

The accounting and financial reporting policies of Synovus are in accordance with U.S. GAAP and conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. Synovus has identified certain of its accounting policies as "critical accounting policies," consisting of those related to the allowance for loan losses, contingent liabilities related to legal matters, deferred tax assets valuation allowance, other real estate, and determining the fair value of financial instruments. In determining which accounting policies are critical in nature, Synovus has identified the policies that require significant judgment or involve complex estimates. It is management's practice to discuss critical accounting policies with the Board of Directors' Audit Committee, including the development, selection, implementation and disclosure of the critical accounting policies. The application of these policies has a significant impact on Synovus' unaudited interim consolidated financial statements. Synovus' financial results could differ significantly if different judgments or estimates are used in the application of these policies. All accounting policies described in Note 1 - Summary of Significant Accounting Policies in Synovus' 2013 Form 10-K should be reviewed for a greater understanding of how we record and report our financial performance. During the nine months ended September 30, 2014, there have been no significant changes to Synovus' critical accounting policies, estimates and assumptions, or the judgments affecting the application of these estimates and assumptions from those disclosed in Synovus' 2013 Form 10-K.

Allowance for Loan Losses - Dual Risk Rating Implementation

Synovus began implementation of a Dual Risk Rating allowance for loan losses methodology (DRR methodology) for certain components of its commercial and industrial loan portfolio during the third quarter of 2013. The DRR methodology includes sixteen probabilities of default categories and nine categories for estimating losses given an event of default. The result is an expected loss rate established for each borrower. The DRR methodology is generally considered in the banking industry to be a more refined estimate of the inherent risk of loss. The third quarter of 2013 DRR methodology implementation was applied to approximately \$2.4 billion of the total commercial and industrial loan portfolio. Implementation of the DRR methodology resulted in a reduction to the provision for loan losses and the allowance for loan losses of approximately \$2.5 million for the three months ended September 30, 2013. During the third quarter of 2014, the DRR implementation was expanded to certain components of the investment properties commercial real estate portfolio totaling approximately \$2.5 billion. This implementation resulted in an increase to the

provision for loan losses and the allowance for loan losses of approximately \$1.8 million for the three months ended September 30, 2014.

At September 30, 2014, the DRR methodology is utilized to calculate the allowance for loan losses for 31.2% of the commercial loan portfolio and 25.4% of the total loan portfolio. Management currently expects to implement the DRR methodology for additional components of the commercial loan portfolio over the next few years. The implementation is expected to be in multiple phases, with each component determined based primarily on loan type and size. The timing of future implementations will depend upon completion of applicable data analysis and model assessment. Once full implementation is completed, management estimates that the DRR methodology will be utilized to calculate the allowance for loan losses on commercial loans amounting to over 30% of the total loan portfolio.

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Non-GAAP Financial Measures

The measures entitled adjusted pre-tax, pre-credit costs income, adjusted non-interest income, adjusted non-interest expense, core deposits, core deposits excluding time deposits, core deposits excluding the impact from the Memphis transaction, total deposits excluding the impact from the Memphis transaction, average core deposits, Tier 1 common equity, the tangible common equity to tangible assets ratio, the Tier 1 common equity ratio, and the estimated common equity Tier 1 ratio under final Basel III rules (on a fully phased-in basis) are not measures recognized under U.S. GAAP and therefore are considered non-GAAP financial measures. The most comparable GAAP measures are income before income taxes, total non-interest income, total non-interest expense, total deposits, Tier 1 capital, the ratio of total shareholders' equity to total assets, and the ratio of Tier 1 capital to risk-weighted assets, respectively. Management uses these non-GAAP financial measures to assess the performance of Synovus' core business and the strength of its capital position. Synovus believes that these non-GAAP financial measures provide meaningful additional information about Synovus to assist investors in evaluating Synovus' operating results, financial strength and capital position. These non-GAAP financial measures should not be considered as a substitute for operating results determined in accordance with GAAP and may not be comparable to other similarly titled measures at other companies. Adjusted pre-tax, pre-credit costs income is a measure used by management to evaluate core operating results exclusive of credit costs as well as certain revenues and expenses such as investment securities gains, net and restructuring charges. Adjusted non-interest income is a measure used by management to evaluate non-interest income exclusive of net investment securities gains and other non-recurring income items. Adjusted non-interest expense is a measure used by management to gauge the success of expense management initiatives focused on reducing recurring controllable operating costs. Core deposits, core deposits excluding time deposits, core deposits excluding the impact from the Memphis transaction, total deposits excluding the impact from the Memphis transaction, and average core deposits are measures used by management to evaluate organic growth of deposits and the quality of deposits as a funding source. Tier 1 common equity, the tangible common equity to tangible assets ratio, the Tier 1 common equity ratio, and the estimated common equity Tier 1 ratio under final Basel III rules (on a fully phased-in basis) are used by management and investment analysts to assess the strength of Synovus' capital position. The computations of these measures are set forth in the tables below.

Reconciliation of Non-GAAP Financial Measures

| (in thousands) | Nine Months Ended | | Three Months Ended | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 30, 2014 | September 30, 2013 | September 30, 2014 | September 30, 2013 |
| Adjusted Pre-tax, Pre-credit Costs Income | | | | |
| Income before income taxes | \$223,631 | 192,918 | \$72,656 | 73,459 |
| Add: Provision for loan losses | 25,638 | 55,534 | 3,843 | 6,761 |
| Add: Other credit costs ⁽¹⁾ | 24,621 | 40,085 | 11,858 | 15,603 |
| Add: Restructuring charges | 17,101 | 7,295 | 809 | 687 |
| Add: Litigation settlement expenses | 12,349 | — | 12,349 | — |
| Add: Visa indemnification charges | 2,731 | 801 | 1,979 | — |
| Less: Investment securities gains, net | (1,331 |) (2,571 |) — | (1,124 |
| Less: Gain on sale of Memphis branches, net | (5,789 |) — | — | — |
| Adjusted Pre-tax, pre-credit costs income | \$298,951 | 294,062 | \$103,494 | 95,386 |
| Adjusted Non-interest Income | | | | |
| Total non-interest income | \$197,555 | 193,390 | \$63,985 | 63,578 |
| Less: Investment securities gains, net | (1,331 |) (2,571 |) — | (1,124 |
| Less: Gain on sale of Memphis branches, net | \$(5,789 |) — | \$— | — |
| Adjusted non-interest income | \$190,435 | 190,819 | \$63,985 | 62,454 |
| Adjusted Non-interest Expense | | | | |
| Total non-interest expense | \$560,115 | 550,799 | 193,749 | 187,328 |

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| | | | | | |
|---|-----------|-----------|-----------|-----------|---|
| Less: Other credit costs ⁽¹⁾ | (24,621 |) (40,085 |) (11,858 |) (15,603 |) |
| Less: Restructuring charges | (17,101 |) (7,295 |) (809 |) (687 |) |
| Less: Visa indemnification charges | (2,731 |) (801 |) (1,979 |) — | |
| Less: Litigation settlement expenses ⁽²⁾ | (12,349 |) — | (12,349 |) — | |
| Adjusted non-interest expense | \$503,313 | 502,618 | \$166,754 | 171,038 | |

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| (dollars in thousands) | September 30, 2014 | June 30, 2014 | December 31, 2013 | September 30, 2013 |
|---|-----------------------|---------------|----------------------|-----------------------|
| Core Deposits, Core Deposits Excluding Time Deposits, Core Deposits Excluding the Impact From the Memphis Transaction, and Total Deposits Excluding the Impact From the Memphis Transaction | | | | |
| Total deposits | \$20,989,781 | 20,993,467 | 20,876,790 | 20,973,856 |
| Less: Brokered deposits | (1,566,934) | (1,449,420) | (1,094,002) | (1,275,200) |
| Core deposits | 19,422,847 | 19,544,047 | 19,782,788 | 19,698,656 |
| Less: Time deposits | 3,240,840 | (3,166,496) | (3,498,200) | (3,569,752) |
| Core deposits excluding time deposits | \$16,182,007 | 16,377,551 | 16,284,588 | 16,128,904 |
| Core deposits | \$19,422,847 | \$19,544,047 | | |
| Add: Impact from the Memphis transaction | 191,302 | 191,302 | | |
| Core deposits excluding the impact from the Memphis transaction | \$19,614,149 | \$19,735,349 | | |
| Total deposits | \$20,989,781 | 20,993,467 | | |
| Add: Impact from the Memphis transaction | 191,302 | 191,302 | | |
| Total deposits excluding the impact from the Memphis transaction | \$21,181,083 | \$21,184,769 | | |
| Average Core Deposits | | | | |
| Average total deposits | \$20,938,587 | 20,863,706 | 21,150,068 | 20,878,768 |
| Less: Average brokered deposits | (1,494,620) | (1,401,167) | (1,194,427) | (1,333,293) |
| Average core deposits | \$19,443,967 | 19,462,539 | 19,955,641 | 19,545,475 |
| Tangible Common Equity to Tangible Assets Ratio | | | | |
| Total assets | \$26,519,110 | 26,627,290 | 26,201,604 | 26,218,360 |
| Less: Goodwill | (24,431) | (24,431) | (24,431) | (24,431) |
| Less: Other intangible assets, net | (1,471) | (1,678) | (3,415) | (3,783) |
| Tangible Assets | \$26,493,208 | 26,601,181 | 26,173,758 | 26,190,146 |
| Total shareholders' equity | 3,076,545 | 3,053,051 | 2,948,985 | 2,931,860 |
| Less: Goodwill | (24,431) | (24,431) | (24,431) | (24,431) |
| Less: Other intangible assets, net | (1,471) | (1,678) | (3,415) | (3,783) |
| Less: Series C Preferred Stock, no par value | (125,980) | (125,980) | (125,862) | (125,400) |
| Tangible common equity | \$2,924,663 | 2,900,962 | 2,795,277 | 2,778,246 |
| Total shareholders' equity to total assets ratio | 11.60 | % 11.47 | 11.25 | 11.18 |
| Tangible common equity to tangible assets ratio | 11.04 | % 10.91 | 10.68 | 10.61 |

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Reconciliation of Non-GAAP Financial Measures, continued

| (dollars in thousands) | September 30, 2014 | June 30, 2014 | December 31, 2013 | September 30, 2013 |
|---|-----------------------|---------------|----------------------|-----------------------|
| Tier 1 Common Equity and Tier 1 Common Equity Ratio | | | | |
| Total shareholders' equity | \$3,076,545 | 3,053,051 | 2,948,985 | 2,931,860 |
| Less: Accumulated other comprehensive loss, net | 24,827 | 13,716 | 41,258 | 29,514 |
| Less: Goodwill | (24,431) | (24,431) | (24,431) | (24,431) |
| Less: Other intangible assets, net | (1,471) | (1,678) | (3,415) | (3,783) |
| Less: Disallowed deferred tax assets ⁽³⁾ | (529,342) | (547,786) | (618,516) | (647,828) |
| Other items | 7,636 | 7,619 | 7,612 | 7,426 |
| Tier 1 capital | \$2,553,764 | 2,500,491 | 2,351,493 | 2,292,758 |
| Less: Qualifying trust preferred securities | (10,000) | (10,000) | (10,000) | (10,000) |
| Less: Series C Preferred Stock, no par value | (125,980) | (125,980) | (125,862) | (125,400) |
| Tier 1 common equity | \$2,417,784 | 2,364,511 | 2,215,631 | 2,157,358 |
| Total risk-weighted assets | 22,817,379 | 22,702,108 | 22,316,091 | 21,735,362 |
| Tier 1 capital ratio | 11.19 | % 11.01 | 10.54 | 10.55 |
| Tier 1 common equity ratio | 10.60 | % 10.42 | 9.93 | 9.93 |

Estimated Common Equity Tier 1 Ratio Under Basel III Rules (On a Fully Phased-in Basis)

| | |
|---|-------------|
| Tier 1 common equity (Basel I) | \$2,417,784 |
| Add: Adjustment related to capital components | 63,191 |
| Estimated common equity Tier 1 under final Basel III rules without AOCI | \$2,480,975 |
| Estimated risk-weighted assets under final Basel III rules | 23,624,802 |
| Estimated common equity Tier 1 ratio under Basel III rules (on a fully phased-in basis) | 10.50 % |

(1) Other credit costs consist primarily of foreclosed real estate expense, net.

(2) Consists of litigation settlement expenses, including loss contingency accruals, with respect to certain legal matters. Amounts for other periods presented herein are not reported separately as amounts are not material.

(3) Only one year of projected future taxable income may be applied in calculating deferred tax assets for regulatory capital purposes.

ITEM 3. – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information presented in the Market Risk Analysis section of the Management's Discussion and Analysis of Financial Condition and Results of Operations is incorporated herein by reference.

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ITEM 4. – CONTROLS AND PROCEDURES

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by Synovus' management, with the participation of Synovus' Chief Executive Officer and Chief Financial Officer, of the effectiveness of Synovus' disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on that evaluation, Synovus' Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2014, Synovus' disclosure controls and procedures were effective.

Synovus regularly engages in productivity and efficiency initiatives to streamline operations, reduce expenses, and increase revenue. Additionally, investment in new and updated information technology systems has enhanced information gathering and processing capabilities; and allowed management to operate in a more centralized environment for critical processing and monitoring functions. Management of Synovus is responsible for identifying, documenting, and evaluating the adequacy of the design and operation of the controls implemented during each process change described above. There have been no material changes in Synovus' internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, Synovus' internal controls over financial reporting.

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PART II. – OTHER INFORMATION

ITEM 1. – LEGAL PROCEEDINGS

Synovus and its subsidiaries are subject to various legal proceedings and claims that arise in the ordinary course of its business. Additionally, in the ordinary course of business, Synovus and its subsidiaries are subject to regulatory examinations, information gathering requests, inquiries and investigations. Synovus, like many other financial institutions, has been the target of numerous legal actions and other proceedings asserting claims for damages and related relief for losses resulting from the recent financial crisis. These actions include claims and counterclaims asserted by individual borrowers related to their loans and allegations of violations of state and federal laws and regulations relating to banking practices, including several purported putative class action matters. In addition to actual damages if Synovus does not prevail in any asserted legal action, credit-related litigation could result in additional write-downs or charge-offs of assets, which could adversely affect Synovus' results of operations during the period in which the write-down or charge-off occurred.

Based on our current knowledge and advice of counsel, management presently does not believe that the liabilities arising from these legal matters will have a material adverse effect on Synovus' consolidated financial condition, operating results or cash flows. However, it is possible that the ultimate resolution of these legal matters could have a material adverse effect on Synovus' results of operations and financial condition for any particular period. For additional information, see "Part I - Item 1. Financial Statements - Note 15 - Legal Proceedings" of this Report, which Note is incorporated herein by this reference.

ITEM 1A. – RISK FACTORS

In addition to the other information set forth in this Report, you should carefully consider the factors discussed in "Risk Factors" in Part I-Item 1A of Synovus' 2013 Form 10-K which could materially affect its business, financial position, results of operations, cash flows, or future results. Please be aware that these risks may change over time and other risks may prove to be important in the future. New risks may emerge at any time, and we cannot predict such risks or estimate the extent to which they may affect our business, financial condition or results of operations, or the trading price of our securities.

There were no material changes during the period covered by this Report to the risk factors previously disclosed in Synovus' 2013 10-K.

ITEM 2. – UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. – DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. – MINE SAFETY DISCLOSURES

None.

ITEM 5. – OTHER INFORMATION

None.

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ITEM 6. – EXHIBITS

| Exhibit Number | Description |
|-------------------|---|
| 3.1 | Amended and Restated Articles of Incorporation of Synovus, as amended, incorporated by reference to Exhibit 3.1 of Synovus' Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, as filed with the SEC on August 9, 2010. |
| 3.2 | Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus with respect to the Series C Preferred Stock, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated July 25, 2013, as filed with the SEC on July 25, 2013. |
| 3.3 | Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated April 29, 2014, as filed with the SEC on April 29, 2014. |
| 3.4 | Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated May 19, 2014, as filed with the SEC on May 19, 2014. |
| 3.5 | Bylaws, as amended, of Synovus, incorporated by reference to Exhibit 3.1 of Synovus' Current Report on Form 8-K dated November 8, 2010, as filed with the SEC on November 9, 2010. |
| 4.1 | Specimen stock certificate for Fixed Rate Cumulative Perpetual Stock, Series A, incorporated by reference to Exhibit 4.2 of Synovus' Current Report on Form 8-K dated December 17, 2008, as filed with the SEC on December 22, 2008. |
| 4.2 | Specimen stock certificate for Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, incorporated by reference to Exhibit 4.1 of Synovus' Current Report in Form 8-K dated July 2, 2013, as filed with the SEC on July 25, 2013. |
| 4.3 | Warrant for purchase of up to 15,510,737 shares of Synovus Common Stock, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated December 17, 2008, as filed with the SEC on December 22, 2008. |
| 4.4 | Shareholder Rights Plan, dated as of April 26, 2010, between Synovus Financial Corp. and Mellon Investor Services LLC, as Rights Agent, which includes the Form of Articles of Amendment to the Articles of Incorporation of Synovus Financial Corp. (Series B Participating Cumulative Preferred Stock) as Exhibit A, the Summary of Terms of the Rights Agreement as Exhibit B and the Form of Right Certificate as Exhibit C, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated April 26, 2010, as filed with the SEC on April 26, 2010. |
| 4.5 | Amendment No. 1, dated as of September 6, 2011 to Shareholder Rights Plan between Synovus Financial Corp. and American Stock Transfer & Trust Company, LLC, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated September 6, 2011, as filed with the SEC on September 6, 2011. |
| 4.6 | |

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Amendment No. 2, dated April 24, 2013, to Shareholder Rights Plan dated as of April 26, 2010 (as amended) by and between Synovus Financial Corp. and American Stock Transfer and Trust Company, LLC, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated April 24, 2013, as filed with the SEC on April 24, 2013.

4.7 Indenture, dated as of June 20, 2005, between Synovus Financial Corp. and The Bank of New York Trust Company, N.A., as trustee, incorporated by reference to Exhibit 4.1 of Synovus' Registration Statement on Form S-4 (No. 333-126767) filed with the SEC on July 21, 2005.

4.8 Senior Notes Indenture, dated as of February 13, 2012, between Synovus Financial Corp. and The Bank of New York Melton Trust Company, N.A., as trustee, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated February 8, 2012, as filed with the SEC on February 13, 2012.

4.9 Specimen Physical Stock Certificate of Synovus, incorporated by reference to Exhibit 4.1 to Synovus' Current Report on Form 8-K dated May 19, 2014, as filed with the SEC on May 19, 2014.

12.1 Ratio of Earnings to Fixed Charges.

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

SYNOVUS FINANCIAL CORP.

November 5, 2014
Date

By: /s/ Thomas J. Prescott
Thomas J. Prescott
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)