

2007 ANNUAL REPORT

CADENCESM

The logo graphic consists of three horizontal bars stacked vertically. The top two bars are light blue, and the bottom bar is yellow.

Corporate Performance and Selected Operating Highlights

Reported record loans of \$1.32 billion and record assets of \$1.98 billion in 2007.

Interest income rose 25.9% to a record \$122.1 million due to the continued growth in Cadence's loan portfolio.

Our newer markets in Tennessee, Alabama and Florida were solid contributors to 2007 loan growth of \$115 million.

Revenues from insurance fees and commissions, trust department income and mortgage fee income rose 20.7% in 2007 due to our continued focus on generating non-interest income.

Cadence's cash dividend of \$1.00 per share provided an attractive yield of 6.85% at year-end 2007.

Selected Financial Highlights

(\$ in thousands, except per share data)

AT YEAR END

	2007	2006
Total assets	\$ 1,984,155	\$ 1,900,681
Total deposits	\$ 1,425,566	\$ 1,460,523
Net loans	\$ 1,337,847	\$ 1,222,946
Investment securities	\$ 443,091	\$ 448,580
Total shareholders' equity	\$ 194,370	\$ 191,265

FOR THE YEAR

Net interest income	\$ 57,268	\$ 50,482
Non-interest income	\$ 17,485	\$ 19,993
Total income	\$ 74,753	\$ 70,475
Net income	\$ 9,793	\$ 14,153

PER SHARE

Net income - diluted	\$ 0.82	\$ 1.37
Dividends paid	\$ 1.00	\$ 1.00
Book value	\$ 16.33	\$ 16.15
Tangible book value	\$ 10.47	\$ 10.09

We successfully executed our growth strategy over the past three years by adding new markets to enhance our growth potential. By year-end, we had accomplished most of our goals and believe our franchise has a solid base on which to build in the future.



Dear Cadence Shareholder:

We successfully executed our growth strategy over the past three years by adding new markets to enhance our growth potential. Our plans for 2007 focused on integrating our Florida and Georgia acquisitions and solidifying our operating platform. New branch offices were also added in our Franklin, Tennessee (Nashville) and Hoover, Alabama (Birmingham) markets. By year-end, we had accomplished most of our goals and believe our franchise has a solid base on which to build in the future.

2007 Operating Results

We ended the year with record loans of \$1.3 billion and record assets that were just shy of \$2 billion. Although loans continued to grow, 2007 was a difficult operating environment due to continued pressure on margins, a deteriorating housing market, and a general slowing of the broader economy. As a result, our 2007 earnings of \$9.8 million, or \$0.82 per diluted share, were below our expectations due to lower margins, a higher provision for loan losses, and a \$0.26 per share non-cash impairment charge related to SFAS 159.

A detailed look at our financial results shows solid progress in a number of key areas. Interest income rose over 25% to \$122.1 million in 2007, reflecting the growth in our loan portfolio. The primary driver for Cadence's loan growth was the new markets added under our strategic growth plan. Total loans rose by approximately \$115 million in 2007, largely due to our success in generating real estate loans across our markets and in a number of real estate sectors. Our newer markets in Tennessee, Alabama and Florida were solid contributors to new loans, more than offsetting the softer demand for loans in Mississippi and a decline in loans in Georgia due to our restructuring of that market. The \$115 million increase in loans was 23% below our annual budget, reflecting a reduction in loan demand beginning in the third quarter of the year.

We continue to be pleased with our decision of adding strong growth markets to supplement our Mississippi base. This strategy has provided valuable earning asset and interest income growth to our core franchise. We believe these markets will provide increasing revenues to our company as our presence matures and expands in these locations.

Interest income rose over 25% to \$122.1 million in 2007, reflecting the growth in our loan portfolio. The primary driver for Cadence's loan growth was the new markets added under our strategic growth plan.

A major part of our strategic plan has focused on building our sources of non-interest income to diversify this revenue component. These sources include our insurance operations, trust and wealth management areas, and our mortgage operations. We reported excellent growth in insurance fees and commissions, trust department and wealth management income, and mortgage fee income in 2007. Revenue from these three areas grew 20.7% during the year.

One of our priorities for 2007 was to expand our mortgage operations, and we are pleased to report an almost doubling of mortgage loan fees compared to 2006 under our new management team for this area. Our projections indicate additional increases in mortgage income in future years. Growth from this area could be challenged in 2008 due to slowing of residential sales activity.

We worked throughout 2007 on improving the efficiency of our operations. Since last year, we continued to leverage our operating infrastructure to support the banks acquired and the de-novo branches that we added. We believe our success is highlighted by the fact that our operating revenue growth rate of 19.3% significantly outpaced the 8.8% growth in non-interest expenses in 2007.


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Focus on 2008

We expect 2008 to be another challenging year due to the soft economy and to margin pressures resulting from rapidly declining interest rates. As a result, we have taken proactive steps to offset these market trends on our earnings.

As the economy slowed in 2007, we implemented aggressive measures to evaluate new loans and to monitor those already on our books to maintain our loan quality. We have a solid credit platform that allows us to monitor loan quality, market and customer concentrations, as well as other metrics we established as part of our loan review process. We believe economic growth will continue to decline during much of 2008, putting additional pressure on loan portfolios. We intend to use all of our resources in this area to monitor our loan portfolio to minimize future credit issues.

Cadence has no exposure to the sub-prime market. We will remain focused on making quality loans in the markets we know. Although about 76% of our loan portfolio is real estate based, our loan loss experience for these loans has been much better than their weighting in our portfolio. We believe we have benefited from our solid underwriting criteria for real estate loans. Additionally, the diversification of our credit risks across a number of strong markets and in different loan types reduces concentration risk in our portfolio.



We have a solid credit platform that allows us to monitor loan quality, market and customer concentrations, as well as other metrics we established as part of our loan review process. We intend to use all of our resources in this area to monitor our loan portfolio to minimize future credit issues.



We have made significant progress in executing our strategic plans over the past three years. We added new markets that have been key drivers to our growth. As economic and market conditions improve, we believe Cadence is well positioned to benefit.

Historically, we have increased our dividend each year. Presently, our Board believes our dividend is at a sufficiently strong level and it is prudent to maintain solid and conservative reserves of capital during these uncertain times. At the end of 2007, Cadence's dividend yield was a very attractive 6.85%. Our Board remains focused on building long-term shareholder value, and we will continue to evaluate our dividend policy in this regard.

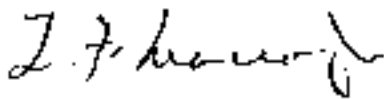
We have made significant progress in executing our strategic plans over the past three years. We added new markets that have been key drivers to our growth. We consolidated all of our banks under a single corporate structure to improve our operating efficiency and launched the Cadence brand to improve our visibility across our five state branching network. As economic and market conditions improve, we believe Cadence is well positioned to benefit.

Plans for 2008 include a major upgrading of our internet banking service and a consistent promotion of the Cadence branding campaign throughout the year. Expansion plans are limited to opening our new facilities on Highway 119 in Hoover, Alabama and beginning construction during the latter half of the year on a second major location in Franklin, Tennessee.

Our primary objective in 2008 is to increase net income by maintaining credit quality, improving net interest margins, and controlling non-interest expenses. Our challenge will be to manage the risks associated with the economy and interest rates and their potential impact on our loan portfolio and earnings.

Our primary objective in 2008 is to increase net income by maintaining credit quality, improving net interest margins, and controlling non-interest expenses. Our core business is strong; our operations are running well. Our challenge will be to manage the risks associated with the economy and interest rates and their potential impact on our loan portfolio and earnings. We will be vigilant in this regard.

Thank you for your investment and your confidence in Cadence. We look forward to reporting on our progress in 2008.



L.F. Mallory, Jr.
Chairman and Chief Executive Officer

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Selected Financial Data

<i>(In thousands, except per share data)</i>	Years Ended December 31,				
	2007	2006	2005	2004	2003
INCOME DATA					
Interest and fees on loans	\$ 99,591	\$ 74,182	\$ 53,035	\$ 43,242	\$ 34,073
Interest and dividends on securities	21,552	21,500	19,480	18,796	17,242
Other interest income	970	1,312	669	346	262
Total interest income	122,113	96,994	73,184	62,384	51,577
Interest expense	64,845	46,512	27,970	21,186	17,881
Net interest income	57,268	50,482	45,214	41,198	33,696
Provision for loan losses	8,130	1,656	2,128	3,522	2,770
Net interest income after provision for loan losses	49,138	48,826	43,086	37,676	30,926
Service charges on deposit accounts	9,295	8,878	7,952	8,581	7,774
Other income	8,190	11,115	11,983	11,526	12,871
Total noninterest income	17,485	19,993	19,935	20,107	20,645
Salaries and employee benefits	30,707	28,766	24,934	23,415	19,868
Occupancy and equipment expense	8,372	6,815	6,172	5,861	4,657
Other expenses	14,963	14,101	13,639	12,451	9,029
Total noninterest expenses	54,042	49,682	44,745	41,727	33,554
Income before income taxes	12,581	19,137	18,276	16,056	18,017
Income taxes	2,788	4,984	4,522	3,757	4,492
Net income	\$ 9,793	\$ 14,153	\$ 13,754	\$ 12,299	\$ 13,525
PER SHARE DATA					
Net income - basic	\$ 0.82	\$ 1.37	\$ 1.68	\$ 1.51	\$ 1.65
Net income - diluted	0.82	1.37	1.68	1.50	1.65
Dividends	1.00	1.00	0.98	0.96	0.92
FINANCIAL DATA					
Total assets	\$ 1,984,155	\$ 1,899,948	\$ 1,446,117	\$ 1,439,573	\$ 1,093,223
Net loans	1,322,921	1,210,710	851,332	817,649	582,933
Total deposits	1,425,566	1,460,523	1,121,684	1,116,373	815,839
Long-term obligations ⁽¹⁾	94,284	110,832	126,779	121,991	99,625
Total shareholders' equity	194,370	191,265	116,984	114,766	111,102

- (1) Long-term obligations are defined as those obligations with maturities in excess of one year. The Corporation's long-term obligations consist of certain term repurchase agreements (included in the "Federal funds purchased and securities sold under agreements to repurchase" caption on our consolidated balance sheets), subordinated debentures, and certain Federal Home Loan Bank borrowings (included in the "Other borrowed funds" caption on our consolidated balance sheets).

Management's Discussion and Analysis

The following provides a narrative discussion and analysis of the financial condition, changes in financial condition and results of operations of Cadence Financial Corporation (the "Corporation"). You should read this discussion in conjunction with the Consolidated Financial Statements, including the notes thereto, and the Supplemental Financial Data included elsewhere in this report, including the five-year summary of Selected Financial Data and management's letter to shareholders at the beginning of our Annual Report to shareholders that accompanies the proxy statement for our 2008 annual meeting of shareholders.

Certain information included in this report and any other written or oral statement by or on behalf of the Corporation contain forward-looking statements and information that are based on management's beliefs, expectations and conclusions, drawn from certain assumptions and information currently available. The Private Securities Litigation Act of 1995 encourages the disclosure of forward-looking information by management by providing a safe harbor for such information. This discussion includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Although we believe that the expectations and conclusions reflected in such forward-looking statements are reasonable, such forward-looking statements are based on numerous assumptions (some of which may prove to be incorrect) and are subject to risks and uncertainties, which could cause the actual results to differ materially from our expectations. The words "anticipate," "believe," "estimate," "expect," "objective," "project," "forecast," "goal" and similar expressions contained in the reports and statements referenced above are intended to identify forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with forward-looking statements, factors that could cause our actual results to differ materially from those contemplated in any forward-looking statements include, among others, increased competition, regulatory factors, economic conditions, changing interest rates, changing market conditions, availability or cost of capital, changes in accounting standards and practices, employee workforce factors, ability to achieve cost savings and enhance revenues, the assimilation of acquired operations and establishing credit practices and efficiencies therein, acts of war or acts of terrorism or geopolitical instability and other effects of legal and administrative proceedings, changes in federal, state or local laws and regulations and other factors. Readers are cautioned not to place undue reliance on any forward-looking statements made by or on behalf of the Corporation. Any such statement speaks only as of the date the statement was made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of changes in actual results, changes in assumptions or other factors affecting such statements.

For purposes of the following discussion, the words the "Corporation," "we," "us" and "our" refer to the combined entities of Cadence Financial Corporation and its wholly owned subsidiary, Cadence Bank, N.A. ("Cadence" or the "Bank"), unless the context suggests otherwise.

INTRODUCTION AND MANAGEMENT OVERVIEW

The Corporation is a financial holding company that owns Cadence. Cadence operates in the states of Mississippi, Alabama, Tennessee, Florida and Georgia. Cadence's primary business is providing traditional commercial and retail banking services to customers. Cadence also provides other financial services, including trust services, mortgage services, insurance and investment products. Our stock is traded on The NASDAQ Global Select Market ("NASDAQ") under the ticker symbol of "CADE".

Cadence's profitability, like that of many financial institutions, is dependent on its ability to generate revenue from net interest income and noninterest income sources. Net interest income is the difference between the interest income Cadence receives on earning assets, such as loans and securities, and the interest expense Cadence pays on interest-bearing liabilities, principally deposits and borrowings. Noninterest income includes fees from service charges on deposit accounts, trust, investment activities, mortgage origination and servicing, insurance and other customer services which Cadence provides. Results of operations are also affected by the provision for loan losses and noninterest expenses such as salaries, employee benefits, occupancy and other operating expenses, including taxes.

Economic conditions, competition and the monetary and fiscal policies of the Federal government in general, significantly affect financial institutions, including Cadence. Lending and deposit activities and fee income generation are influenced by the level of business spending and investment, consumer income, spending and savings, capital market activities, competition among financial institutions, customer preferences, interest rate conditions and prevailing market rates on competing products in Cadence's market areas.

Management's Discussion and Analysis

During 2007, five major factors significantly impacted our operating results, as follows:

- \$5.1 million impairment loss relating to our first quarter rescission of the application of Financial Accounting Standards Board ("FASB") Statement No. 159 to certain investment securities, resulting in a \$0.26 per share after-tax impact on our earnings in 2007.
- \$4.2 million increase in provision for loan losses due to softening in certain real estate sectors and the economy in general, as well as a deterioration of certain large credits.
- Loan growth in our Tennessee, Alabama and Florida markets positively impacted our net interest income. However, the general softening in the economy caused our loan growth to be approximately 24% less than budgeted.
- One hundred basis point rate reduction by the Federal Reserve in 2007. This rate reduction impacted our yields on earning assets and cost of funds.
- Strong competition for core deposits, resulting in the cost of retail deposits exceeding the cost of wholesale deposits. This competition negatively impacted our margin and resulted in increased utilization of the wholesale market to fund our growth.

For 2007, our net interest margin was 3.28%, compared to 3.46% for 2006. We were able to increase our loan yields by 13 basis points between 2006 and 2007; however, our net interest margin was negatively impacted by the increase in our overall cost of funds of 55 basis points during this same period. Pricing for deposits did not decline at the same pace as variable rate assets because of the strong competition for these funds. The cost of deposits increased by 61 basis points from 2006 to 2007. Our margins were under significantly more pressure in the fourth quarter of 2007 due to the 50 basis point rate reduction, as our variable rate loans immediately repriced but deposit costs continued to remain high.

Our provision for loan losses was substantially higher in 2007 as compared to 2006, due primarily to the deterioration of some large credits, a softening in certain real estate sectors, and a general softening in the economy. We do not engage in any sub-prime or Alt A lending; therefore, none of the increase in our provision for loan losses related to or was affected by these types of loans. Our underwriting standards for certain segments have tightened based on recent changes in market conditions, and we believe that the current level of our allowance for loan losses is adequate as of December 31, 2007.

During 2007, noninterest income, including gains on securities and impairment loss on securities, decreased from \$20.0 million to \$17.5 million. Noninterest income for 2007 reflects an impairment loss on certain investment securities that related to our decision to rescind the application of FASB Statement No. 159 to these securities. The components of and other reasons for the decrease in this category are discussed more fully below. Noninterest income accounted for 12.5% of income in 2007, 17.1% of income in 2006 and 21.4% of income in 2005. The changes in these percentages were impacted more by the growth in total interest income than by the changes in noninterest income. The growth of noninterest income continues to be an important part of our strategic goals.

One of our goals in 2007 was to continue to control the level of noninterest expenses. During 2007, total noninterest expenses increased by \$4.4 million, or 8.8%, as compared to the year ended December 31, 2006. Virtually all of this increase in 2007 is due to a full year of expenses relating to new branches in Brentwood and Memphis, Tennessee opened in 2006, a full year of expenses relating to the branches acquired in connection with the SunCoast Bancorp, Inc. ("SunCoast") and Seasons Bancshares, Inc. ("Seasons") acquisitions in 2006, and expenses relating to new branches in the cities of Hoover, Alabama and Franklin, Tennessee opened in 2007.

For 2007, we reported net income of \$9.8 million, or \$0.82 per diluted share, compared to \$14.2 million, or \$1.37 per diluted share, for 2006. Diluted weighted average shares outstanding were 15.4% higher due to the stock offering and SunCoast acquisition in 2006, from 10.3 million in 2006 to 11.9 million in 2007. Also, our net income for the year ended December 31, 2007 was negatively impacted by \$0.26 per share (after-tax) due to the rescission of the application of FASB Statement No. 159 to certain investment securities. This rescission resulted in an impairment loss on those securities.

Management's Discussion and Analysis

We are continuing our efforts to grow loans and improve our margin. While loan growth is expected to slow in 2008 as compared to 2007, we believe that, based on the current state of the economy, we will still be able to achieve solid growth, primarily in our Tennessee and Alabama markets. The expansion or even maintenance of the margin, however, will be a more difficult objective to attain in the current interest rate environment. With the recent rate reductions by the Federal Reserve (100 basis points in 2007 and 125 basis points in January 2008), our variable rate loans are repricing downward. However, the need for core deposits makes it very difficult to reduce the cost of these funds. There is strong competition for core deposits as all banks struggle to maintain this very important component of their funding. Additionally, our need for funding has increased as our loan demand has increased, requiring us to pay higher rates to grow deposits.

Currently, we expect that interest rates will continue to decline at least through the first half of 2008. We expect growth to continue in our Tennessee, Alabama and Florida markets; however, we expect this growth to occur more slowly in 2008. We based our 2008 projections, budgets and goals on these expectations. If these trends move differently than expected in either direction or speed, they could have a material impact on our financial condition and results of operations. The areas of our operations most directly impacted would be the net interest margin, loan and deposit growth and the provision for loan losses.

We continue to look for ways to grow noninterest income. The continued growth in the Memphis market, the expansion into the Birmingham and Nashville areas and our acquisitions of SunCoast in Florida and Seasons in Georgia have provided new customer bases for our other banking products and services.

We will also continue our efforts to control noninterest expenses by working to achieve maximum efficiencies within our new expanded footprint. Reducing our efficiency ratio remains a key objective.

The previously mentioned growth in assets, expansion of noninterest income, and control of noninterest expenses will all contribute to net income growth. Other areas of focus to accomplish this goal will be controlling the cost of funding that will be needed to support our earning assets and maintaining our level of credit quality. Funding is a challenging issue, due to the current rate environment. This situation makes it very difficult to obtain the desired spread between loan yields and cost of funds. If the economy continues to slow or the real estate market continues to soften, credit quality could become a more significant issue. In management's opinion, the current level of the allowance for loan losses is sufficient for the level of anticipated losses in our current loan portfolio. However, we have tightened our underwriting standards for certain segments based on recent changes in market conditions, in an effort to better control credit quality.

In summary, our primary objective in 2008 is to increase net income by improving our net interest margin, maintaining our credit quality, and controlling non-interest expenses.

RECENTLY ISSUED ACCOUNTING STANDARDS AND CRITICAL ACCOUNTING POLICIES

Our accounting and financial reporting policies conform to United States generally accepted accounting principles and, where applicable, to general practices within the banking industry. Note A of the Notes to Consolidated Financial Statements contains a summary of our accounting policies. Management is of the opinion that Note A, read in conjunction with all other information in this report, including this Management's Discussion and Analysis, is sufficient to provide the reader with the information needed to understand our financial condition and results of operations.

Critical Accounting Policies

It is management's opinion that the areas of the financial statements that require the most difficult, subjective and complex judgments, and therefore contain the most critical accounting estimates, are the provision for loan losses and the resulting allowance for loan losses; the liability and expense relating to our pension and other postretirement benefit plans; issues relating to other-than-temporary impairment losses in the securities portfolio; and goodwill and other intangible assets.

Management's Discussion and Analysis

Provision/Allowance for Loan Losses

Our provision for loan losses is utilized to replenish the allowance for loan losses on the balance sheet. The allowance is maintained at a level deemed adequate by management after their evaluation of the risk exposure contained in our loan portfolio. The senior credit officers and the loan review staff perform the methodology used to make this determination of risk exposure on a quarterly basis. As a part of this evaluation, certain loans are individually reviewed to determine if there is an impairment of our ability to collect the loans and the related interest. This determination is generally made based on collateral value securing such loans. If the senior credit officers and loan review staff determine that impairments exist, specific portions of the allowance are allocated to these individual loans. We group all other loans into homogeneous pools and determine risk exposure by considering the following non-exclusive list of factors: historical loss experiences; trends in delinquencies and non-accruals; and national, regional and local economic conditions. (These economic conditions would include, but not be limited to, general real estate conditions, the current interest rate environment and trends, unemployment levels and other information, as deemed appropriate.) Additionally, management looks at specific external credit risk factors that bring additional risk into the portfolio. For the year ended December 31, 2007, we identified the following external risk factors: (1) declining economic conditions; (2) increased risk associated with commercial real estate credits; and (3) the softening of real estate sectors in our markets. These external risk factors are re-evaluated on a quarterly basis. Management makes its estimates of the credit risk in the portfolio and the amount of provision needed to keep the allowance for loan losses at an appropriate level using what management believes are the best and most current sources of information available at the time of the estimates; however, many of these factors can change quickly and with no advance warning. If management significantly misses its estimates in any period, it can have a material impact on the results of operations for that period and for subsequent periods.

Pension and Other Postretirement Benefit Plans

Another area that requires subjective and complex judgments is the liability and expense relating to our pension and other postretirement benefit plans. We maintain several benefit plans for our employees. They include a defined benefit pension plan, a defined contribution pension plan, a 401(k) plan and a deferred compensation plan. We make all contributions to these plans when due.

The defined benefit pension plan is the only plan that requires multiple assumptions to determine the liability under the plan. This plan has been frozen to new participants for several years. Management evaluates, reviews with the plan actuaries, and updates as appropriate the assumptions used in the determination of pension liability, including the discount rate, the expected rate of return on plan assets, and increases in future compensation. Actual experience that differs from the assumptions could have a significant impact on our financial position and results of operations. The discount rate and the expected rate of return on the plan assets have a significant impact on the actuarially computed present value of future benefits that is recorded on the financial statements as a liability and the corresponding pension expense.

In selecting the expected rate of return, management, in consultation with the plan trustees, selected a rate based on assumptions compared to recent returns and economic forecasts. We consider the current allocation of the portfolio and the probable rates of return of each investment type. In selecting the discount rate, prior to 2006, management, in consultation with actuarial consultants, selected rates based on rates of return on long-term, high-quality bonds having maturity dates corresponding as closely as possible to the expected retirement dates of the employees and the subsequent payout periods of the respective plans. Beginning in 2006, management, with the assistance of actuarial consultants, selects the appropriate discount rate by performing an analysis of the plan's projected benefit cash flows against discount rates from a national Pension Discount Curve (a yield curve used to measure pension liabilities). Based on the analysis, management used a discount rate of 5.75% in 2005, 2006 and 2007. We used an expected rate of return of 7.5% for 2005, 2006 and 2007. From a historical perspective, the rates of return on the plan were 5.4% for 2005, 9.5% for 2006, and 7.6% for 2007. Additionally, our philosophy has been to fund the plan annually to the maximum amount deductible under the Internal Revenue Service rules. As a result, as of December 31, 2007, the plan had a prepaid benefit cost of \$3.1 million, a current accumulated benefit obligation of approximately \$10.1 million, and plan assets with a fair value of approximately \$12.2 million.

Management's Discussion and Analysis

FASB Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," requires us to recognize the funded status of the plan (defined as the difference between the fair value of plan assets and the projected benefit obligation) on the balance sheet and to recognize in other comprehensive income any gains or losses and prior service costs or benefits not included as components of periodic benefit cost. Detailed information on our pension plan and the related impacts of these changes on the amounts recorded in our financial statements can be found in Note M of the Notes to Consolidated Financial Statements.

Other-Than-Temporary Impairment of Investment Securities

A third area that requires subjective and complex judgments on the part of management is the review of the investments in the securities portfolio for other-than-temporary impairments. EITF Issue 03-01 and FASB FSP FAS 115-1 and FAS 124-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments," require us to review our investment portfolio and determine if it has impairment losses that are other-than-temporary. In making its determination, management considers the following items: (1) the length of time and extent to which the current market value is less than cost; (2) evidence of a forecasted recovery; (3) financial condition and the industry environment of the issuer; (4) downgrades of the securities by rating agencies; (5) whether there has been a reduction or elimination of dividends or interest payments; (6) whether we have the intent or ability to hold the securities for a period of time sufficient to allow for anticipated recovery of fair value; and (7) interest rate trends that may impact recovery and realization.

During the first quarter of 2007, we recognized a \$5.1 million impairment loss relating to certain collateralized mortgage obligations and mortgage-backed securities. During the third quarter of 2006, we recognized a \$2.0 million other-than-temporary impairment charge relating to certain Fannie Mae and Freddie Mac preferred stock.

As of December 31, 2007, our securities portfolio included certain securities that were impaired, by definition. We reviewed each of these securities to determine if any of the impairments were other-than-temporary. Using the criteria listed above, we determined that none of the impairments were other-than-temporary as of December 31, 2007.

Goodwill and Other Intangible Assets

FASB Statement No. 142, "Goodwill and Other Intangible Assets," eliminated the requirement to amortize goodwill; however, it does require periodic testing for impairment. We completed our impairment test in accordance with Statement No. 142 in October 2007 and concluded that no impairment writedown was warranted. At December 31, 2007, we had approximately \$66.8 million of goodwill on our balance sheet.

Other Accounting/Regulatory Issues

In the normal course of business, Cadence makes loans to related parties, including our directors and executive officers and their relatives and affiliates. We make these loans on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other parties. Also, the loans are consistent with sound banking practices and within applicable regulatory and lending limitations. Please see Note O in the Notes to Consolidated Financial Statements and our proxy statement for additional details concerning related party transactions.

Section 402 of the Sarbanes-Oxley Act of 2002 generally prohibits loans to executive officers. However, the rule does not apply to any loan made or maintained by an insured depository institution if the loan is subject to the insider lending restrictions of section 22(h) of the Federal Reserve Act. All loans that the Bank makes to executive officers are subject to the above referenced section of the Federal Reserve Act.

During 2007, we owned NBC Capital Corporation (MS) Statutory Trust I and Enterprise (TN) Statutory Trust I, both organized under the laws of the State of Connecticut for the purpose of issuing trust preferred securities. In accordance with FASB Interpretation No. 46 (revised December 2003), the trusts, which are considered variable interest entities, are not consolidated into our financial statements because the only activity of the variable interest entities is the issuance of the trust preferred securities. The trust preferred securities related to Enterprise (TN) Statutory Trust I were fully redeemed in December 2007, and the trust was dissolved in January 2008.

Management's Discussion and Analysis

RESULTS OF OPERATIONS

Net income for 2007 was \$9.8 million, or \$0.82 per diluted share, a decrease from \$14.2 million, or \$1.37 per diluted share, in 2006 and \$13.8 million, or \$1.68 per diluted share, in 2005. Return on average equity was 5.1% in 2007, 9.0% in 2006, and 11.8% in 2005. Return on average assets was 0.5% in 2007, 0.9% in 2006 and 1.0% in 2005.

Net interest income, the primary source of our earnings, represents income generated from earning assets, less the interest expense of funding those assets. Net interest income increased by 13.4% in 2007 and 11.7% in 2006. Changes in net interest income may be divided into two components: (1) the change in average earning assets (volume component) and (2) the change in the net interest spread (rate component). Net interest spread represents the difference between yields on earning assets and rates paid on interest-bearing liabilities.

Net interest income increased by \$6.8 million, or 13.5%, from \$50.5 million in 2006 to \$57.3 million in 2007. Average earning assets increased from \$1.46 billion in 2006 to \$1.74 billion in 2007, an increase of \$285.5 million, or 19.6%. During this period, the net interest margin declined to 3.28%, compared to 3.46% for 2006. Net interest margin is net interest income divided by average earning assets.

In analyzing the rate component of net interest income, from 2006 to 2007, we gained 35 basis points of yield on our earning assets. However, during this period, the cost of funds increased by 55 basis points. Our loan portfolio, which is comprised of approximately 61% variable rate loans, reflected a yield increase from 7.62% to 7.75% from 2006 to 2007. The yield on our investment securities portfolio also increased from 2006 to 2007, from 4.68% to 4.89%. However, our cost of deposits increased from 3.39% to 4.00%.

The primary reason for our increased net interest income between 2006 and 2007 is the increase in average earning asset balances. The increase in average earning assets from 2006 to 2007 is composed of the following: average loans increased by \$311.3 million; average federal funds sold and other interest-bearing assets decreased by \$6.5 million; and average investment securities decreased by \$19.3 million. From 2006 to 2007, the average balance of interest-bearing deposits increased by \$187.6 million, and the average balance of other borrowings increased by \$85.2 million.

In 2006, net interest income increased by \$5.3 million, from \$45.2 million in 2005 to \$50.5 million, or 11.7%. Average earning assets increased from \$1.27 billion in 2005 to \$1.46 billion in 2006, an increase of \$185.5 million, or 14.6%. During this period, the net interest margin declined to 3.46%, compared to 3.55% for 2005.

In analyzing the rate component of net interest income, from 2005 to 2006, we gained 90 basis points of yield on our earning assets. However, during this period, the cost of funds increased by 120 basis points. As the Federal Reserve raised interest rates during the first half of 2006, our loan portfolio, which is comprised of approximately 61% variable rate loans, was positively impacted. From 2005 to 2006, the yield on loans increased from 6.56% to 7.62%. The increase in interest rates also had a positive impact on other earning assets, as the yield on federal funds sold increased from 3.33% to 5.07% and the yield on the investment securities portfolio increased from 4.38% to 4.68%. The increase in rates had a negative impact on our cost of funds, as our cost of deposits increased from 2.17% to 3.39% and our cost of other borrowings increased from 4.17% to 5.06%. Also, the increase in rates resulted in an inverted yield curve. As a result, we were not able to increase our loan yields as much as the cost of deposits increased.

The increase in average earning assets from 2005 to 2006 is composed of the following: average loans increased by \$164.7 million; average federal funds sold and other interest-bearing assets increased by \$5.8 million; and average investment securities increased by \$15.1 million. From 2005 to 2006, the average balance of interest-bearing deposits increased by \$122.8 million, and the average balance of other borrowings increased by \$24.6 million.

The following table shows, for the periods indicated, an analysis of net interest income, including the average amount of earning assets and interest-bearing liabilities outstanding during the period, the interest earned or paid on such amounts, the average yields/rates paid and the net yield on earning assets on both a book and tax equivalent basis:

Management's Discussion and Analysis

(\$ In thousands)	Average Balance	
	Year Ended 12/31/07	Year Ended 12/31/06
EARNING ASSETS:		
Net loans	\$ 1,284,762	\$ 973,466
Federal funds sold and other interest-bearing assets	19,384	25,893
Securities:		
Taxable	335,564	343,515
Tax-exempt	104,995	116,328
Totals	1,744,705	1,459,202
INTEREST-BEARING LIABILITIES:		
Interest-bearing deposits	1,248,812	1,061,250
Borrowed funds, federal funds purchased and securities sold under agreements to repurchase and other interest-bearing liabilities	293,087	207,927
Totals	1,541,899	1,269,177
Net amounts	\$ 202,806	\$ 190,025

	Interest For		Yields Earned And Rates Paid (%)	
	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/07	Year Ended 12/31/06
EARNING ASSETS:				
Net loans	\$ 99,591	\$ 74,182	7.75	7.62
Federal funds sold and other interest-bearing assets	970	1,312	5.00	5.07
Securities:				
Taxable	17,173	16,641	5.12	4.84
Tax-exempt	4,379	4,859	4.17	4.18
Totals	122,113	96,994	7.00	6.65
INTEREST-BEARING LIABILITIES:				
Interest-bearing deposits	49,945	35,992	4.00	3.39
Borrowed funds, federal funds purchased and securities sold under agreements to repurchase and other interest-bearing liabilities	14,900	10,520	5.08	5.06
Totals	64,845	46,512	4.21	3.66
Net amounts	\$ 57,268	\$ 50,482	3.28	3.46

Note: Yields on a tax equivalent basis would be:

Tax-exempt securities	6.42	6.43
Total earning assets	7.13	6.83
Net yield on earning assets	3.42	3.64

We utilize the provision for loan losses to replenish the allowance for loan losses on the balance sheet. Based on an evaluation of the risk exposure contained in the loan portfolio, our management believes that the level of the allowance

Management's Discussion and Analysis

is adequate. The Board of Directors reviews and approves management's evaluation. This is an ongoing process, and we review and determine the amount of the provision quarterly, using a methodology that has historically proven to be sound. The provision for loan losses decreased from \$2.1 million in 2005 to \$1.7 million in 2006 but increased to \$8.1 million in 2007. The decrease in the provision for 2006 resulted from an overall improvement in the credit quality in the portfolio, and the significant increase for 2007 is due to the deterioration of some large credits, including two commercial loans, a bankruptcy of a customer, and an agricultural loan, as well as a softening in certain real estate sectors and a general softening in the economy. Please see the "Financial Condition" section of this Management's Discussion and Analysis for additional discussion of the allowance for loan losses. At this time, management expects the level of the provision for loan losses to protect us from any unforeseen deterioration in the quality of the loan portfolio. However, if during the year, any or all of these factors change in direction or speed, we will make the necessary adjustments in the provision for loan losses to reflect these changes.

Noninterest income includes various service charges, fees and commissions we collected, including insurance commissions earned by Galloway-Chandler-McKinney Insurance Agency, Inc., a wholly owned subsidiary of Cadence. It has been, and continues to be, one of our strategic objectives to diversify our other income sources so that we can be less dependent on net interest income. Other income decreased from \$20.0 million in 2006 to \$17.5 million in 2007. The changes in the major categories between 2007 and 2006 are as follows:

<i>(In thousands)</i>	2007	2006	Change
Service charges on deposit accounts	\$ 9,295	\$ 8,878	\$ 417
Insurance commissions, fees, and premiums	4,999	4,441	558
Other service charges and fees	3,337	2,933	404
Trust Department income	2,558	2,341	217
Mortgage loan fees	1,690	876	814
Securities gains (losses), net	(17)	66	(83)
Bank owned life insurance income	681	641	40
Impairment loss on securities	(5,097)	(2,025)	(3,072)
Other	39	1,842	(1,803)
Total other income	\$ 17,485	\$ 19,993	\$ (2,508)

Service charges on deposit accounts increased by 4.7% in 2007, mostly due to improved management and oversight of our noninterest-bearing accounts. Insurance commissions, fees, and premiums increased by 12.6% in 2007, because of an increase in profit sharing received from the insurance carriers based on loss experience. Other service charges and fees increased by 13.8%, primarily due to increases in checkcard income and retail investment income. Trust Department income increased by 9.3%, because of higher asset balances under management. Mortgage loan fees increased by 92.9%, as a result of our recent restructuring of the division and the expanding of our mortgage operations into our newer markets. Other noninterest income decreased significantly in 2007. This decline is mostly due to the following items included in 2006 noninterest income: 1) a \$488,000 gain on the sale of our credit card portfolio; 2) a \$215,000 increase in earnings from our investment in a low income housing partnership; and 3) \$842,000 in gains on early extinguishment of debt related to prepayments on certain Federal Home Loan Bank ("FHLB") borrowings. Changes in other accounts were not individually material.

We recognized \$17,000 in net securities losses during 2007, compared with \$66,000 in net securities gains during 2006. During the first quarter of 2007, we recognized a \$5.1 million impairment loss on certain CMOs and mortgage-backed securities. Those securities were sold in early April and the proceeds reinvested in agency securities. During the third quarter of 2006, we recognized a \$2.0 million other-than-temporary impairment charge relating to certain Fannie Mae and Freddie Mac preferred stock. Those securities were sold in the fourth quarter of 2006 for amounts approximating their fair values.

Other income increased slightly from \$19.9 million in 2005 to \$20.0 million in 2006. The changes in the major categories between 2006 and 2005 are as follows:

Management's Discussion and Analysis

<i>(In thousands)</i>	2006	2005	Change
Service charges on deposit accounts	\$ 8,878	\$ 7,952	\$ 926
Insurance commissions, fees, and premiums	4,441	4,578	(137)
Other service charges and fees	2,933	2,481	452
Trust Department income	2,341	2,219	122
Mortgage loan fees	876	838	38
Securities gains (losses), net	66	159	(93)
Bank owned life insurance income	641	641	-
Impairment loss on securities	(2,025)	-	(2,025)
Other	1,842	1,067	775
Total other income	\$ 19,993	\$ 19,935	\$ 58

Service charges on deposit accounts increased by 11.6%, mostly due to improved management and oversight of our non-interest-bearing accounts. Other service charges and fees increased by 18.2%, primarily due to increases in official check income, checkcard income, and retail investment income. Other noninterest income increased by 72.6% in 2006. This increase is mostly due to the following items included in 2006 other noninterest income: 1) a \$488,000 gain on the sale of our credit card portfolio; 2) a \$215,000 increase in earnings from our investment in a low income housing partnership; and 3) \$842,000 in gains on early extinguishment of debt related to prepayments on certain FHLB borrowings. Also, 2005 other noninterest income includes an \$837,000 gain related to our interest in the Pulse card-clearing network, which was sold during the first quarter. Changes in other accounts were not individually material.

We recognized \$66,000 in net securities gains during 2006, compared with net gains of \$159,000 in 2005. In addition, during the third quarter of 2006, we recognized a \$2.0 million other-than-temporary impairment charge relating to certain Fannie Mae and Freddie Mac preferred stock. Those securities were sold in the fourth quarter of 2006 for amounts approximating their fair values.

Noninterest expense represents ordinary overhead expenses. These expenses increased from \$49.7 million in 2006 to \$54.0 million in 2007. The following table shows the detailed changes in the major categories of noninterest expense between 2007 and 2006:

<i>(In thousands)</i>	2007	2006	Change
Salaries	\$ 25,351	\$ 23,010	\$ 2,341
Employee benefits	5,356	5,756	(400)
Net occupancy	4,367	3,314	1,053
Furniture and equipment	4,005	3,501	504
Communications	1,272	1,128	144
Data processing	1,736	1,676	60
Advertising	820	969	(149)
Professional fees	1,712	1,476	236
Intangible amortization	1,328	1,144	184
Other	8,095	7,708	387
Total other expense	\$ 54,042	\$ 49,682	\$ 4,360

The 10.2% increase in salaries can be attributed to three primary factors: 1) a full year of salaries related to the former SunCoast and Seasons branches acquired in 2006, 2) a full year of salaries related to branches opened in Memphis and Brentwood, Tennessee in 2006, and 3) salaries related to new branches in Hoover, Alabama and Franklin, Tennessee opened in 2007. For 2007, salaries related to the former SunCoast and Seasons branches increased by \$1.7 million, salaries related to the new branches in Memphis and Brentwood increased by \$275,000, and salaries expense for the new branches in Hoover and Franklin totaled \$286,000. Exclusive of these items, our overall salaries expense remained virtually flat, as normal raises were offset by increased staffing efficiencies. However, employee benefits expense decreased by 6.9% in 2007, due primarily to pension costs associated with certain retirements in 2006.

The 31.8% increase in net occupancy expense and the 14.4% increase in furniture and equipment expense are mostly due to increased depreciation, facility rental, and equipment rental expenses associated with new branches opened

Management's Discussion and Analysis

in Hoover, Alabama, and Franklin, Tennessee, and a full year of expenses related to the newer branches in Memphis and Brentwood and the former SunCoast and Seasons branches. These branches accounted for \$1.4 million of the \$1.6 million increase in expense in these two categories from 2006 to 2007.

None of the changes in the other expense categories were considered to be individually material.

Noninterest expenses increased from \$44.7 million in 2005 to \$49.7 million in 2006. The following table shows the detailed changes in the major categories of noninterest expense between 2006 and 2005:

<i>(In thousands)</i>	2006	2005	Change
Salaries	\$ 23,010	\$ 20,294	\$ 2,716
Employee benefits	5,756	4,640	1,116
Net occupancy	3,314	2,958	356
Furniture and equipment	3,501	3,214	287
Communications	1,128	981	147
Data processing	1,676	1,520	156
Advertising	969	728	241
Professional fees	1,476	1,286	190
Intangible amortization	1,144	1,275	(131)
Other	7,708	7,849	(141)
Total other expense	\$ 49,682	\$ 44,745	\$ 4,937

The 13.4% increase in salaries in 2006 and the 24.1% increase in employee benefits in 2006 can be attributed to three primary factors: 1) salaries and employee benefits related to the new de novo branches in Hoover, Alabama and Brentwood, Tennessee, 2) additional salaries and employee benefits related to the former SunCoast and Seasons branches, and 3) pension costs associated with certain scheduled retirements. Salaries and employee benefits expense for the de novo branches totaled \$1,180,000 for 2006, salaries and employee benefits related to the former SunCoast and Seasons branches totaled \$786,000 for 2006, and pension expense increased by \$606,000 as a result of the scheduled retirements. Exclusive of these items, our overall salaries and employee benefits expense increased by approximately 5.1%, due mostly to normal raises and the addition of certain key staff positions.

The 12.0% increase in net occupancy expense in 2006 and the 8.9% increase in furniture and equipment expense in 2006 are mostly due to increased depreciation, facility rental, and equipment rental expenses associated with the de novo branches, the new branches opened in Memphis and the former SunCoast and Seasons branches. These added branches accounted for \$504,000 of the \$643,000 increase in expense from 2005 to 2006.

The 33.1% increase in advertising expense in 2006 is due to our market expansions, as well as additional system-wide promotional and public relations campaigns run during the year that included the promotion of the new Cadence Bank name.

None of the changes in the other expense categories were considered to be individually material.

Changes in our income tax expense in each year have generally paralleled changes in pre-tax income. Our effective tax rates were 24.7% in 2005, 26.0% in 2006, and 22.2% in 2007. These changes resulted primarily from the mix of income from tax-exempt investments and the percentage relationship of tax-exempt income to total pre-tax income. The alternative minimum tax provision, the market supply of acceptable municipal securities, the level of tax-exempt yields and our normal liquidity and balance sheet structure requirements limit our ability to reduce income tax expense by acquiring additional tax-free investments.

In summary, net income increased from \$13.8 million, or \$1.68 per diluted share, in 2005, to \$14.2 million, or \$1.37 per diluted share, in 2006, but declined to \$9.8 million, or \$0.82 per diluted share, in 2007.

The reduction in earnings per share in 2007 can be attributed to several factors, including: 1) the first quarter impairment loss of \$5.1 million (\$3.1 million after tax), or \$0.26 per share, 2) the \$6.5 million increase in our provision for

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loan losses (\$4.0 million after tax), or \$0.34 per share, and 3) the 15.4% increase in average weighted shares outstanding, resulting from the \$50.2 million stock offering and shares issued in the SunCoast acquisition during 2006.

The reduction in earnings per share in 2006 was caused primarily by the additional shares issued with the stock offering and the SunCoast acquisition. Additionally, the diluted earnings per share for 2006 were impacted by the one-time impairment charge of \$2.0 million (\$1.3 million after taxes), or \$0.12 per share. The impact of this charge was partially offset by the gain on early extinguishment of debt of \$842,000 and the gain on the sale of our credit card loan portfolio of \$488,000. These two items in 2006 equated to \$1.3 million (\$821,000 after taxes), or \$0.08 per share.

FINANCIAL CONDITION

Our balance sheet showed an increase in total assets from \$1.90 billion at December 31, 2006, to \$1.98 billion at December 31, 2007. This was an increase in total assets of approximately \$84.2 million, or 4.4%.

Cash and cash equivalents decreased from \$83.5 million in 2006 to \$52.4 million in 2007, a decrease of \$31.1 million, or 37.3%. The investment securities portfolio decreased slightly from \$448.6 million in 2006 to \$443.1 million in 2007, a decrease of \$5.5 million, or 1.2%. The declines in cash and securities in 2007 as compared to 2006 were used to partially fund our loan growth.

The loan portfolio grew from \$1.2 billion at the end of 2006 to \$1.3 billion at December 31, 2007. The increase during 2007 was \$114.9 million, or 9.4%. This growth originated in our Alabama, Tennessee, and Florida markets.

During 2007, the allowance for loan losses increased by \$2.7 million, or 22.0%, from \$12.2 million to \$14.9 million. We have tightened our underwriting standards for certain segments based on recent changes in market conditions. See Note D in the Notes to Consolidated Financial Statements for additional information concerning the transactions in the allowance for loan losses for the three-year period ended December 31, 2007.

The following table reflects some of the statistics we use to evaluate the quality and potential exposure within our loan portfolio. Classified assets included graded loans (loans exhibiting some form of weakness), other real estate owned, and repossessed assets.

	Year Ended 12/31/07	Year Ended 12/31/06
Non-performing loans as a percentage of total loans	0.68%	0.22%
Non-performing assets as a percentage of total loans	1.49%	0.61%
Allowance for loan losses as a percentage of non-performing loans	163.36%	444.95%
Allowance for loan losses as a percentage of total loans	1.12%	1.00%
Classified assets as a percentage of average capital	25.92%	16.67%
Classified loans as a percentage of total loans	2.91%	1.81%
Net charge-offs as a percentage of average net loans outstanding	0.42%	0.19%

Based on the evaluations described earlier and the information above, the allowances for loan losses at the end of 2007 and 2006 were deemed adequate to cover exposure in our loan portfolio.

The liability side of the balance sheet increased from \$1.71 billion at December 31, 2006 to \$1.79 billion at December 31, 2007, an increase of \$81.1 million, or 4.7%.

During 2007, deposits declined by \$35.0 million, or 2.4%, to \$1.43 billion. The decrease resulted from a \$28.3 million, or 2.2%, decrease in interest-bearing deposits, and a \$6.6 million, or 3.7%, decrease in non-interest bearing deposits. Federal funds purchased and securities sold under agreements to repurchase increased by \$26.2 million, or 32.4%, from \$80.8 million to \$107.1 million. Also during 2007, FHLB advances increased by \$99.0 million, or 89.5%.

Management's Discussion and Analysis

The changes in liability mix occurred because during much of 2007, retail deposits, specifically certificates of deposit ("CDs"), were costing 25 to 50 basis points more than wholesale funds. As a result, management decided to allow the single service retail CDs to leave the bank and to replace them with cheaper wholesale funding. Our objective is to fund loan growth with the proper mix of retail and wholesale funding that will maximize net interest income and yet maintain our core deposits at the appropriate level.

The \$6.2 million decrease in subordinated debentures between 2006 and 2007 is due to the redemption of the trust preferred securities issued by Enterprise (TN) Statutory Trust I, a Connecticut business trust of which we are the sole shareholder. This trust was dissolved in January 2008.

CAPITAL RESOURCES AND SHAREHOLDERS' EQUITY

Shareholders' equity increased from \$191.3 million as of December 31, 2006 to \$194.4 million as of December 31, 2007. During 2007, we earned net income of \$9.8 million and declared approximately \$11.9 million in dividends. Accumulated other comprehensive income improved from an unrealized loss of \$6.7 million in 2006 to an unrealized loss of \$1.6 million in 2007. The positive difference between 2006 and 2007 in accumulated other comprehensive income included a \$5.3 million increase in the market value of the available-for-sale portion of our investment securities portfolio, a \$268,000 adjustment to our pension liability, in accordance with FASB Statement No. 158, and a \$63,000 unrealized gain on interest rate swaps during 2007.

The capital to asset ratio decreased from 10.1% at December 31, 2006 to 9.8% at December 31, 2007. Peer organizations are traditionally in the 8.0% to 8.5% range.

Current regulatory requirements call for a basic leverage ratio of 5.0% for an institution to be considered "well-capitalized." As of December 31, 2007, we maintained a leverage ratio of 8.0%, significantly exceeding the ratio required for a "well-capitalized" institution.

Regulatory authorities also evaluate a financial institution's capital under certain risk-weighted formulas (high-risk assets would require a higher capital allotment, lower risk assets a lower capital allotment). In this context, a "well-capitalized" financial institution is required to have a Tier 1 risk-based capital ratio (excludes allowance for loan losses) of 6.0% and a total risk-based capital ratio (includes allowance for loan losses) of 10.0%. At the end of 2007, we had a Tier 1 risk-based capital ratio of 10.2% and a total risk-based capital ratio of 11.2%.

Dividends paid by the Corporation are provided from dividends received from Cadence. Under regulations controlling national banks, the payment of dividends by a bank without prior approval from the Comptroller of the Currency is limited in amount to the current year's net profit and the retained net earnings of the two preceding years. At December 31, 2007, without approval from the Comptroller of the Currency, Cadence's ability to pay dividends was limited to approximately \$4.4 million, plus earnings to be generated in 2008.

LIQUIDITY, INFLATION AND ASSET/LIABILITY MANAGEMENT

Liquidity may be defined as our ability to meet cash flow requirements created by decreases in deposits and/or other sources of funds or increases in loan demand. We have not experienced any problems with liquidity during 2007 and anticipate that all liquidity requirements will be met in the future. Our traditional sources of funds from deposit growth, maturing loans and investments, wholesale borrowing lines and earnings have generally allowed us to consistently generate sufficient funds to meet our daily operational liquidity needs. As the result of a \$114.9 million increase in loans and a \$35.0 million decrease in deposits in 2007 from 2006, our loan/deposit ratio increased from 83.7% in 2006 to 93.8% in 2007. Our total funding sources include not only deposits, but also federal funds purchased, securities sold under agreements to repurchase and FHLB borrowings. When we include these sources of funding with deposits, our loans to total funding ratio increased from 73.9% in 2006 to 76.7% in 2007. Management's target loans to deposits ratio is in the range of 85-95%, and our goal is to limit wholesale funding to no more than 20% of total assets.

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We offer retail repurchase agreements to accommodate excess funds of some of our larger depositors. Management believes that these repurchase agreements stabilize traditional deposit sources as opposed to risking the potential loss of these funds to alternative investment arrangements. Retail repurchase agreements, which we view as a source of funds, totaled \$30.8 million and \$48.7 million at December 31, 2006 and 2007, respectively. The level of retail repurchase agreement activity is limited by the availability of investment portfolio securities to be pledged against the accounts and our asset/liability funding policy. Because of the limited amount of retail repurchase agreements and the fact that the underlying securities remain under our control, we do not consider the exposure for this service material.

In September 2007, we entered into a \$25.0 million structured repurchase transaction. This transaction was a standard repurchase transaction with a fixed rate of 4.255% and a forty-two month term. The transaction has a quarterly call option after one year.

In December 2006, we entered into a \$25.0 million structured repurchase transaction. This transaction was a standard repurchase transaction with a fixed rate of 4.49% and a three-year term. The transaction has a quarterly call option after one year.

We believe that normal earnings and other traditional sources of cash flow, along with additional FHLB borrowings, if necessary, will provide the cash to allow us to meet our obligations with no adverse effect on liquidity. At December 31, 2007, we had the ability to borrow approximately \$177.8 million from the FHLB under the blanket line, a \$24.1 million available line of credit from the Federal Reserve, and other unused short-term borrowing lines (federal funds purchased lines) of approximately \$108.0 million from upstream correspondent banks. As of December 31, 2007, we had \$209.7 million in outstanding FHLB borrowings.

In December 2007, we extended a secured line of credit with an upstream correspondent that provides us access to borrow up to \$30.0 million. These borrowings may be used to finance acquisitions and for other general corporate purposes, provided that the borrowings used for purposes other than acquisitions do not exceed \$15.0 million. The term of the line of credit is two years. Interest on each borrowing will be paid at the lender's base rate or at LIBOR, plus 1.25% annually. We also pay a commitment fee, accruing at the annual rate of 0.15%, on the daily amount of the unused commitment. Borrowings are contingent on our ability to maintain various operational and financial covenants. We have pledged 605,000 shares of Cadence Bank stock as collateral for these borrowings and additionally have agreed that such pledged shares will have a minimum book value of \$75.0 million.

We have no plans for the refinancing or redemption of any liabilities other than normal maturities and payments relating to the FHLB borrowings. We do not have plans at this time for any discretionary spending that would have a material impact on liquidity. Our stock repurchase plan gives management the authority, at its discretion, to purchase 500,000 additional shares of our common stock. If purchased at the year-end closing price of \$14.59, this purchase would require approximately \$7.3 million. Any purchases under this program will be made over an unknown period of time, and the necessary funds will be provided from internal sources. Under regulations controlling financial holding companies and national banks, Cadence is limited in the amount it can lend to the Corporation, and such loans are required to be on a fully secured basis. At December 31, 2007, there were no loans between Cadence and the Corporation.

The majority of assets and liabilities of a financial institution are monetary in nature; therefore, a financial institution differs greatly from most commercial and industrial companies, which have significant investments in fixed assets or inventories. Fluctuations in interest rate and actions of the Federal Reserve Board to regulate the national money supply in order to mitigate recessionary and inflationary pressures have a greater effect on a financial institution's profitability than do the higher costs for goods and services.

The primary objective of rate sensitivity management is to maintain net interest income growth while reducing exposure to adverse fluctuations in rates. The Asset/Liability Management Committee evaluates and analyzes our pricing, asset/liability maturities and growth, and balance sheet mix strategies in an effort to make informed decisions that will increase income and limit interest rate risk. The Committee uses simulation modeling as a guide for decision-making and to forecast changes in net income and the economic value of equity under assumed fluctuations in interest rate levels.

Management's Discussion and Analysis

Due to the potential volatility of interest rates, our goal is to stabilize the net interest margin by maintaining a neutral rate sensitive position. As of December 31, 2007, our balance sheet reflected approximately \$4.9 million more in rate sensitive assets than liabilities that were scheduled to reprice within one year. This represents 0.25% of our total assets and indicates that we have achieved a basically neutral rate sensitive position. This computation results from a static gap analysis that weights assets and liabilities equally. Management believes that interest rates will continue to trend downward during 2008 and that our current position places us in the correct interest rate risk posture for this rate environment. Management does not believe that it is in our best interest to speculate on changes in interest rate levels. Although earnings could be enhanced if predictions were correct, if interest rates move against predictions, then Cadence's earnings will be less than predicted.

Because of our neutral rate sensitive position, we do not believe that inflation has a significant impact on our financial results. We maintained a consistent and disciplined asset/liability management policy during 2007 focusing on interest rate risk and sensitivity.

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

During 2006, we hedged a portion of our floating rate prime based lending portfolio using floating to fixed interest rate swaps. As of December 31, 2007, we had one outstanding swap with a notional amount of \$10.0 million, an original maturity of twenty-four months, and a rate of 8.01%. This transaction was initiated to protect us from future downward fluctuations in the prime rate and to help ensure a more consistent cash flow from interest earned by our prime based lending portfolio.

This transaction is a cash flow hedge as defined by FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities," and was accounted for in accordance with the provisions of that Statement. As required by FASB Statement No. 133, we measured the effectiveness of the transaction as of December 31, 2007 and determined that it remained "highly effective," as defined by the Statement.

The following table shows our contractual obligations as of December 31, 2007:

<i>(In thousands)</i>	Total	Due in less than 1 year	Due in 1-3 years	Due in 3-5 years	Due after 5 years
FHLB advances	\$ 209,690	\$ 196,334	\$ 11,515	\$ 1,841	\$ -
Subordinated debentures	30,928	-	-	-	30,928
Operating leases	12,066	1,573	2,348	1,571	6,574
Federal funds purchased and securities sold under agreements to repurchase	107,060	57,060	50,000	-	-
Other borrowings	1,081	1,081	-	-	-
Total contractual obligations	\$ 360,825	\$ 256,048	\$ 63,863	\$ 3,412	\$ 37,502

The following table shows our other commercial commitments as of December 31, 2007:

<i>(In thousands)</i>	Total	Expires in less than 1 year	Expires in 1-3 years	Expires in 3-5 years	Expires after 5 years
Lines of credit (unfunded commitments)	\$ 357,541	\$ 190,178	\$ 97,618	\$ 18,074	\$ 51,671
Standby letters of credit	23,904	18,835	460	4,609	-
Total commercial commitments	\$ 381,445	\$ 209,013	\$ 98,078	\$ 22,683	\$ 51,671

Management's Discussion and Analysis

MARKET INFORMATION

Effective December 28, 2006, our stock was listed on the NASDAQ and is traded under the symbol CADE. Prior to that date, our stock was listed on the American Stock Exchange ("AMEX") and was traded under the symbol NBY. Registrar and Transfer Company acts as our transfer agent. The following table sets forth, for the periods indicated, the range of sales prices of our common stock as reported on NASDAQ and AMEX for 2006 and 2007 and the dividends declared for each period.

Year	Quarter	High	Low	Cash Dividend Declared Per Quarter
2006	First	\$ 25.14	\$ 22.79	\$ 0.25
	Second	23.48	19.57	0.25
	Third	22.26	19.90	0.25
	Fourth	22.57	20.00	0.25
2007	First	\$ 23.00	\$ 19.88	\$ 0.25
	Second	20.48	18.92	0.25
	Third	20.35	16.62	0.25
	Fourth	20.48	14.25	0.25

We have paid cash dividends on our common stock since our inception. We currently estimate that dividends in 2008 will approximate \$1.00 per share.

Consolidated Balance Sheets

(In thousands)		December 31,	
		2007	2006
ASSETS			
Cash and due from banks	\$ 36,729	\$ 41,124	
Interest-bearing deposits with banks	12,250	17,576	
Federal funds sold	3,418	24,804	
Total cash and cash equivalents	52,397	83,504	
Securities available-for-sale	403,796	413,812	
Securities held-to-maturity (estimated fair value of \$23,957 in 2007 and \$25,057 in 2006)	22,846	23,478	
Other securities	16,449	11,290	
Total securities	443,091	448,580	
Loans	1,337,847	1,222,946	
Less allowance for loan losses	(14,926)	(12,236)	
Net loans	1,322,921	1,210,710	
Interest receivable	13,200	12,345	
Premises and equipment	35,908	32,535	
Goodwill and other intangible assets	69,738	71,342	
Other assets	46,900	40,932	
Total Assets	\$ 1,984,155	\$ 1,899,948	
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities:			
Noninterest-bearing deposits	\$ 171,403	\$ 178,018	
Interest-bearing deposits	1,254,163	1,282,505	
Total deposits	1,425,566	1,460,523	
Interest payable	4,632	6,880	
Federal funds purchased and securities sold under agreements to repurchase	107,060	80,838	
Subordinated debentures	30,928	37,114	
Other borrowed funds	210,771	112,664	
Other liabilities	10,828	10,664	
Total liabilities	1,789,785	1,708,683	
Shareholders' equity:			
Common stock - \$1 par value, authorized 50,000,000 shares in 2007 and 2006; issued 11,901,132 shares in 2007 and 11,888,932 shares in 2006	11,901	11,889	
Surplus	93,251	93,122	
Retained earnings	90,843	92,947	
Accumulated other comprehensive income (loss)	(1,625)	(6,693)	
Total shareholders' equity	194,370	191,265	
Total Liabilities and Shareholders' Equity	\$ 1,984,155	\$ 1,899,948	

The accompanying notes are an integral part of these statements.

Consolidated Statements of Income

<i>(In thousands, except per share data)</i>	Years Ended December 31,		
	2007	2006	2005
INTEREST INCOME			
Interest and fees on loans	\$ 99,591	\$ 74,182	\$ 53,035
Interest and dividends on securities:			
Taxable	17,173	16,641	14,433
Tax-exempt	4,379	4,859	5,047
Other	970	1,312	669
Total interest income	122,113	96,994	73,184
INTEREST EXPENSE			
Interest on time deposits of \$100,000 or more	18,838	13,902	7,960
Interest on other deposits	31,107	22,090	12,367
Interest on borrowed funds	14,900	10,520	7,643
Total interest expense	64,845	46,512	27,970
Net interest income	57,268	50,482	45,214
Provision for loan losses	8,130	1,656	2,128
Net interest income after provision for loan losses	49,138	48,826	43,086
OTHER INCOME			
Service charges on deposit accounts	9,295	8,878	7,952
Insurance commissions, fees, and premiums	4,999	4,441	4,578
Other service charges and fees	3,337	2,933	2,481
Trust Department income	2,558	2,341	2,219
Mortgage loan fees	1,690	876	838
Securities gains (losses), net	(17)	66	159
Bank owned life insurance income	681	641	641
Impairment loss on securities	(5,097)	(2,025)	-
Other	39	1,842	1,067
Total other income	17,485	19,993	19,935
OTHER EXPENSE			
Salaries	25,351	23,010	20,294
Employee benefits	5,356	5,756	4,640
Net occupancy	4,367	3,314	2,958
Furniture and equipment	4,005	3,501	3,214
Communications	1,272	1,128	981
Data processing	1,736	1,676	1,520
Advertising	820	969	728
Professional fees	1,712	1,476	1,286
Intangible amortization	1,328	1,144	1,275
Other	8,095	7,708	7,849
Total other expense	54,042	49,682	44,745
Income before income taxes	12,581	19,137	18,276
Income taxes	2,788	4,984	4,522
Net income	\$ 9,793	\$ 14,153	\$ 13,754
Net income per share:			
Basic	\$ 0.82	\$ 1.37	\$ 1.68
Diluted	\$ 0.82	\$ 1.37	\$ 1.68

The accompanying notes are an integral part of these statements.

Consolidated Statements of Changes in Shareholders' Equity

<i>(In thousands)</i>	Comprehensive Income	Common Stock	Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income(Loss)	Total
Balance, January 1, 2005		\$ 9,616	\$ 53,729	\$ 83,767	\$ (27,972)	\$ (4,374)	\$ 114,766
Comprehensive income:							
Net income for 2005	\$ 13,754	-	-	13,754	-	-	13,754
Net change in unrealized gains (losses) on securities available-for-sale, net of tax	(3,786)	-	-	-	-	(3,786)	(3,786)
Comprehensive income	<u>\$ 9,968</u>						
Cash dividends declared, \$.98 per share		-	-	(8,005)	-	-	(8,005)
Exercise of stock options		-	20	-	235	-	255
Balance, December 31, 2005		9,616	53,749	89,516	(27,737)	(8,160)	116,984
Comprehensive income:							
Net income for 2006	\$ 14,153	-	-	14,153	-	-	14,153
Net change in unrealized gains (losses) on securities available-for-sale, net of tax	3,767	-	-	-	-	3,767	3,767
Net change in unrealized gains (losses) on derivative transactions	(41)	-	-	-	-	(41)	(41)
Comprehensive income	<u>\$ 17,879</u>						
Cash dividends declared, \$1.00 per share		-	-	(10,722)	-	-	(10,722)
Net proceeds from equity offering		1,331	21,423	-	27,464	-	50,218
Acquisition of SunCoast Bancorp, Inc.		922	17,940	-	-	-	18,862
Issuance of performance shares		19	362	-	-	-	381
Unearned compensation relating to performance shares		-	(365)	-	-	-	(365)
Exercise of stock options		1	(25)	-	273	-	249
Tax benefit of stock options		-	38	-	-	-	38
Balance, December 31, 2006		11,889	93,122	92,947	-	(4,434)	193,524
SFAS 158 transition adjustment		-	-	-	-	(2,259)	(2,259)
Adjusted balance, December 31, 2006		11,889	93,122	92,947	-	(6,693)	191,265
Comprehensive income:							
Net income for 2007	\$ 9,793	-	-	9,793	-	-	9,793
Net change in unrealized gains (losses) on securities available-for-sale, net of tax	5,273	-	-	-	-	5,273	5,273
Net change in unrealized gains (losses) on derivative transactions	63	-	-	-	-	63	63
Net change in pension liability	(268)	-	-	-	-	(268)	(268)
Comprehensive income	<u>\$ 14,861</u>						
Cash dividends declared, \$1.00 per share		-	-	(11,897)	-	-	(11,897)
Net performance share activity		12	234	-	-	-	246
Unearned compensation relating to performance shares		-	(105)	-	-	-	(105)
Balance, December 31, 2007		<u>\$ 11,901</u>	<u>\$ 93,251</u>	<u>\$ 90,843</u>	<u>\$ -</u>	<u>\$ (1,625)</u>	<u>\$ 194,370</u>

The accompanying notes are an integral part of these statements.

Consolidated Statements of Cash Flows

<i>(In thousands, except per share data)</i>	Years Ended December 31,		
	2007	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 9,793	\$ 14,153	\$ 13,754
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,565	4,104	4,548
Deferred income taxes	(2,424)	(1,350)	(163)
Provision for loan losses	8,130	1,656	2,128
Increase in cash value of life insurance, net	(681)	(641)	(661)
Securities amortization and accretion, net	698	1,524	2,044
FHLB discount accretion	-	(142)	(274)
Tax benefit of stock options	-	(38)	-
Net performance share activity	141	-	-
Loss (gain) on sale of securities, net	17	(66)	(159)
Impairment loss on securities	5,097	2,025	-
(Increase) decrease in interest receivable	(855)	(3,580)	(1,102)
(Increase) decrease in loans held for sale	909	(3,377)	2,284
(Increase) decrease in other assets	(6,131)	3,668	(275)
Increase (decrease) in interest payable	(2,248)	4,442	545
Increase (decrease) in other liabilities	(753)	195	2,133
Net cash provided by operating activities	16,258	22,573	24,802
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid in excess of cash equivalents for acquisition	-	(28,369)	-
Purchases of securities available-for-sale	(308,303)	(98,306)	(63,132)
Purchases of other securities	(11,494)	(2,449)	(387)
Proceeds from sales of securities available-for-sale	6,738	29,278	23,345
Proceeds from sales of securities held-to-maturity	-	-	3,066
Proceeds from sales of securities held-for-trading	161,391	-	-
Proceeds from redemption of other securities	6,336	2,730	-
Proceeds from maturities and calls of securities available-for-sale	145,443	76,032	51,067
Proceeds from maturities and calls of securities held-to-maturity	704	315	1,750
Proceeds from maturities and calls of securities held-for-trading	7,069	-	-
(Increase) decrease in loans	(121,250)	(157,760)	(38,095)
(Additions) disposal of premises and equipment	(6,205)	(7,659)	(2,893)
Net cash provided by (used in) investing activities	(119,571)	(186,188)	(25,279)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase (decrease) in deposits	(34,957)	128,665	5,311
Dividends paid on common stock	(11,897)	(12,766)	(7,921)
Net change in federal funds purchased and securities sold under agreements to repurchase	26,222	22,267	31,772
Net change in short-term FHLB borrowings	128,972	57,000	-
Proceeds from long-term debt	-	40,000	10,000
Repayment of long-term debt	(36,134)	(81,674)	(45,245)
Exercise of stock options	-	249	255
Tax benefit of stock options	-	38	-
Net proceeds from equity offering	-	50,218	-
Net cash provided by (used in) financing activities	72,206	203,997	(5,828)
Net increase (decrease) in cash and cash equivalents	(31,107)	40,382	(6,305)
Cash and cash equivalents at beginning of year	83,504	43,122	49,427
Cash and cash equivalents at end of year	\$ 52,397	\$ 83,504	\$ 43,122

The accompanying notes are an integral part of these statements.

Notes to Consolidated Financial Statements

NOTE A - SUMMARY OF ACCOUNTING POLICIES

Cadence Financial Corporation (the “Corporation”) and its subsidiaries follow accounting principles generally accepted in the United States of America, including, where applicable, general practices within the banking industry.

1. Basis of Presentation

The consolidated financial statements include the accounts of the Corporation and Cadence Bank, N.A. (“Cadence” or the “Bank”), a wholly-owned subsidiary of the Corporation, Enterprise Bancshares, Inc. (“Enterprise”), a wholly-owned subsidiary of the Corporation, Galloway-Chandler-McKinney Insurance Agency, Inc. (“GCM”), a wholly-owned subsidiary of Cadence, NBC Insurance Services of Alabama, Inc., a wholly-owned subsidiary of Cadence, NBC Service Corporation, a wholly-owned subsidiary of Cadence, and Commerce National Insurance Company (“CNIC”), a wholly-owned subsidiary of NBC Service Corporation.

Significant intercompany accounts and transactions have been eliminated in consolidation.

Certain amounts reported in prior years have been reclassified to conform with the 2007 presentation. These reclassifications did not impact the Corporation’s consolidated financial condition or results of operations.

2. Nature of Operations

The Corporation is a financial holding company. Its primary asset is its investment in Cadence, its subsidiary bank. Cadence operates under a national bank charter and is subject to regulation by the Office of the Comptroller of the Currency. Cadence provides full banking services in five southeastern states as follows: the north central region of Mississippi; the Tuscaloosa and Hoover (Birmingham MSA), Alabama market areas; the Memphis, Tennessee market area; the Brentwood and Franklin (Nashville MSA), Tennessee market area; the Sarasota (Sarasota-Bradenton-Venice MSA), Florida market area; and the cities of Blairsville and Blue Ridge in northeast Georgia.

The Corporation acquired SunCoast Bancorp, Inc. (“SunCoast”), the parent company of SunCoast Bank, in August 2006. Also, the Corporation acquired Seasons Bancshares, Inc. (“Seasons”), the parent company of Seasons Bank, in November 2006. Both SunCoast and Seasons were merged into the Corporation, and SunCoast Bank and Seasons Bank were merged into Cadence.

Enterprise is an inactive subsidiary of the Corporation. GCM operates insurance agencies in Cadence’s Mississippi market area. NBC Insurance Services of Alabama, Inc., sells annuity contracts in Alabama. The primary asset of NBC Service Corporation is its investment in CNIC, a wholly owned life insurance company.

3. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. Securities

Securities are accounted for as follows:

Securities Available-for-Sale

Securities classified as available-for-sale are those securities that are intended to be held for an indefinite period of time, but not necessarily to maturity. Any decision to sell a security classified as available-for-sale would be based on various factors, including movements in interest rates, liquidity needs, security risk assessments, changes in the mix of assets and liabilities and other similar factors. These securities are carried at their estimated fair value, and the net unrealized gain or loss is reported as accumulated other comprehensive income, net of tax, until realized. Premiums and discounts are recognized in interest income using the interest method.

Gains and losses on the sale of securities available-for-sale are determined using the adjusted cost of the specific security sold.

Notes to Consolidated Financial Statements

Securities Held-to-Maturity

Securities classified as held-to-maturity are those securities for which there is a positive intent and ability to hold to maturity. These securities are carried at cost adjusted for amortization of premium and accretion of discount, computed by the interest method.

Trading Account Securities

Trading account securities are securities that are held for the purpose of selling them at a profit. There were no trading account securities on hand at December 31, 2007 and 2006.

Other Securities

Other securities are carried at cost and are restricted in marketability. Other securities consist of required investments in the Federal Home Loan Bank ("FHLB") and Federal Reserve Bank.

Derivative Instruments

Derivative instruments are accounted for under the requirements of Financial Accounting Standards Board ("FASB") Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." In 2006, the Corporation had a structured repurchase transaction with an embedded floor, which was accounted for as an embedded derivative.

In 2006, the Corporation hedged a portion of its floating rate prime based lending portfolio by entering into floating to fixed interest rate swaps. The transactions are cash flow hedges as defined by FASB Statement No. 133 and are accounted for under the provisions of the Statement. As of December 31, 2007, one swap remained outstanding, with a total notional amount of \$10 million, an original maturity of twenty-four months, and a rate of 8.01%. The effectiveness of the transaction was tested as of December 31, 2007, in accordance with FASB Statement No. 133, and management determined as of that date, the transaction remained "highly effective," as defined by the Statement. For the years ended December 31, 2007 and 2006, \$63,000 and (\$41,000), respectively, were recorded as adjustments to accumulated other comprehensive income for the change in fair value of these transactions.

5. Loans

Loans are carried at the principal amount outstanding adjusted for the allowance for loan losses, net deferred origination fees, and unamortized discounts and premiums. Interest income on loans is recognized based on the principal balance outstanding and the stated rate of the loan.

A loan is considered to be impaired when it appears probable that the entire amount contractually due will not be collected. Factors considered in determining impairment include payment status, collateral values, and the probability of collecting scheduled payments of principal and interest when due. Generally, impairment is measured on a loan-by-loan basis using the fair value of the supporting collateral.

Loans are generally placed on a nonaccrual status when principal or interest is past due ninety days or when specifically determined to be impaired. When a loan is placed on nonaccrual status, interest accrued but not received is generally reversed against interest income. If collectibility is in doubt, cash receipts on nonaccrual loans are used to reduce principal rather than recorded as interest income. Past due status is determined based upon contractual terms.

Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield on the related loan. Premiums and discounts on purchased loans are recognized as an adjustment of yield over the contractual life of the loan.

Fees on mortgage loans sold individually in the secondary market, including origination fees, service release premiums, processing and administrative fees, and application fees, are recognized as other income in the period in which the loans are sold. These loans are underwritten to the standards of upstream correspondents and are not held on the Corporation's consolidated balance sheets.

6. Allowance for Loan Losses

The allowance for loan losses is maintained at a level believed adequate to absorb probable losses inherent in the loan portfolio and is based on the size and current risk characteristics of the loan portfolio, an assessment of individual problem loans, actual and anticipated loss experience, current economic events, internal and regulatory loan reviews,

Notes to Consolidated Financial Statements

and other pertinent factors, including regulatory guidance and general economic conditions. Determination of the allowance is inherently subjective, as it requires significant estimates, including the evaluation of collateral supporting impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends, all of which may be susceptible to significant change. When management believes the collectibility of a loan is unlikely, the loss is charged off against the allowance, while any recovery of an amount previously charged off is credited to the allowance. A provision for loan losses is charged to operations based on management's periodic evaluation of the factors previously mentioned.

The allowance for loan losses consists of an allocated component and an unallocated component. The components of the allowance for loan losses represent an estimation made pursuant to either FASB Statement No. 5, "Accounting for Contingencies," or FASB Statement No. 114, "Accounting by Creditors for Impairment of a Loan." The allocated component of the allowance for loan losses reflects expected losses resulting from an analysis developed through specific credit allocations for individual loans and historical loss experience for each loan category. The specific allocations are based on a regular review of all loans over a fixed-dollar amount and where the internal credit rating is at or below a predetermined classification. The historical loan loss element is determined statistically using loss experience and the related internal gradings of loans charged off. The analysis is performed quarterly and loss factors are updated regularly based on actual experience. The allocated component of the allowance for loan losses also includes consideration of the amounts necessary for any concentrations and changes in portfolio mix and volume.

The unallocated portion of the allowance reflects management's estimate of probable inherent but undetected losses within the portfolio due to external credit risk factors, such as uncertainties in economic conditions, changes in certain market segments, changes in collateral values, and unfavorable information about a borrower's financial condition.

7. Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are determined using the straight-line method at rates calculated to depreciate or amortize the cost of assets over their estimated useful lives.

Maintenance and repairs of property and equipment are charged to operations, and major improvements are capitalized. Upon retirement, sale, or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts, and any gains or losses are included in operations.

8. Other Real Estate

Other real estate consists of properties acquired through foreclosure and, as held for sale property, is recorded at the lower of the outstanding loan balance or current appraisal less estimated costs to sell. Any write-down to fair value required at the time of foreclosure is charged to the allowance for loan losses. Subsequent gains or losses on other real estate are reported in other operating income or expenses.

9. Goodwill and Other Intangible Assets

Goodwill represents the cost of acquired institutions in excess of the fair value of the net assets acquired. In accordance with FASB Statement No. 142, "Goodwill and Other Intangible Assets," the Corporation does not amortize goodwill but performs periodic testing of goodwill for impairment. If impaired, the asset is written down to its estimated fair value.

Other identifiable intangible assets consist primarily of the core deposit premium arising from acquisitions. The core deposit premium was established using the discounted cash flow approach and is being amortized using an accelerated method over the estimated remaining life of the acquired core deposits.

10. Income Taxes

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently payable plus deferred taxes related primarily to differences between the bases of assets and liabilities as measured by income tax laws and their bases as reported in the financial statements. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Tax credits are recognized as a reduction of the current tax provision in the period they may be utilized.

Notes to Consolidated Financial Statements

The Corporation and its subsidiaries file consolidated income tax returns. The subsidiaries provide for income taxes on a separate return basis and remit to the Corporation amounts determined to be payable.

11. Trust Assets

Except for amounts included in deposits, assets of the Trust Department are not included in the accompanying balance sheets.

12. Advertising Costs

Advertising costs are expensed in the period in which they are incurred.

13. Employee Benefits

Employees hired prior to January 1, 2001, participate in a noncontributory defined benefit pension plan. The plan calls for benefits to be paid to eligible employees at retirement based primarily upon years of service and compensation. Contributions to the plan reflect benefits attributed to employees' services to date, as well as services expected to be earned in the future. The annual pension cost charged to expense is actuarially determined in accordance with the provisions of FASB Statement No. 87, "Employers' Accounting for Pensions." The plan was amended effective January 1, 2001, to close participation in the plan. Employees hired subsequent to December 31, 2000, are not eligible to participate. Current participants continue to accrue benefits, but benefits accrued are offset by contributions to the profit sharing plan.

On January 1, 2001, the Corporation and its subsidiaries adopted a defined contribution profit sharing plan. Employer contributions are made annually equal to 3% of each participant's base pay. Participant accounts are 100% vested upon completion of five years of service. Effective January 1, 2008, the plan was frozen, and employees hired subsequent to December 31, 2007 are not eligible to participate. Current participant accounts will continue to share in the earnings of the plan, and the accounts will be available to participants at retirement in accordance with the plan documents.

The Corporation and its subsidiaries provide a deferred compensation arrangement (401(k)) plan whereby employees contribute a percentage of their compensation. Prior to January 1, 2008, the plan provided for matching contributions of fifty percent of employee contributions of six percent or less for employees with less than twenty years of service. For employees with service of twenty years or more, the matching contribution was seventy-five percent of employee contributions of six percent or less. Effective January 1, 2008, the plan provides for a 100% match of employee contributions up to six percent of employee compensation, and the matching contributions are immediately vested at 100%.

Employees participate in a nonleveraged Employee Stock Ownership Plan ("ESOP") through which common stock of the Corporation is purchased at its market price for the benefit of employees. Effective January 1, 2001, the ESOP plan was amended to freeze the plan and to allow no new entrants into the ESOP. All participants at December 31, 2000, became 100% vested in their accounts. The ESOP is accounted for in accordance with Statement of Position 93-6, "Employers' Accounting for Employee Stock Ownership Plans."

The Corporation has a supplemental retirement plan that originated from an acquired bank for certain directors and officers of that acquired bank. Life insurance contracts have been purchased which may be used to fund payments under the plans. The annual cost charged to expense and the estimated present value of the projected payments are actuarially determined in accordance with the provisions of FASB Statement No. 87, "Employers' Accounting for Pensions."

The Corporation has entered into agreements with certain senior officers to establish an indexed retirement plan. Benefit amounts are based on additional earnings from bank owned life insurance ("BOLI") policies compared to the yield on treasury securities. Benefit payments are not guaranteed because there may not be a positive spread between BOLI earnings and the yield on selected treasury securities. However, life insurance assets have historically generated more net earnings than treasury securities. The annual cost charged to expense and the estimated present value of the projected payments are determined in accordance with the provisions of Accounting Principles Board ("APB") No. 12 relating to deferred compensation contracts.

The Corporation provides a voluntary deferred compensation plan for certain of its executive and senior officers. Under this plan, the participants may defer up to 25% of their annual compensation. The Corporation may, but is not obligated to contribute to the plan. Amounts contributed to this plan are credited to a separate account for each participant and are subject to a risk of loss in the event of the Corporation's insolvency. The Corporation made no contributions to this plan in 2005, 2006 or 2007.

Notes to Consolidated Financial Statements

The Corporation provides an employee phantom stock plan whereby 11,245 units or phantom shares of the Corporation's stock have been assigned for the benefit of certain key employees. Under the terms of the plan, retirement or similar payments will be equal to the fair market value of the stock plus all cash dividends paid since the adoption of the agreement. An expense was recorded at the establishment date based on the market value of the stock. Any increase or decrease in the value of the stock is recorded as an adjustment to employee benefits expense.

14. Other Assets

Financing costs related to the issuance of junior subordinated debentures and the origination cost of the Corporation's revolving line of credit have been capitalized and are being amortized over the life of the respective instruments and are included in other assets.

The Corporation has invested in a low income housing partnership as a 99% limited partner. The partnership has qualified to receive annual low income housing federal tax credits that are recognized as a reduction of current tax expense. The investment is accounted for using the equity method.

The Corporation invests in BOLI, which involves the purchasing of life insurance on a chosen number of employees. The Corporation is the owner of the policies and, accordingly, the cash surrender value of the policies is included in other assets, and increases in cash surrender values are reported as income.

15. Stock Options/Performance Share Grants

Effective January 1, 2006, the Corporation adopted FASB Statement No. 123(R), "Share-Based Payment." This Statement requires that the fair value of equity instruments exchanged for employee service (as determined on the grant date of the award) be recognized as compensation cost over the period during which an employee is required to provide service in exchange for the award – the requisite service period (usually the vesting period). Changes in fair value during the requisite service period are recognized as compensation cost over that period. The Statement's provisions are applied to new awards and to awards modified, repurchased, or cancelled after the required effective date. Additionally, compensation cost for the portion of awards for which the requisite service has not been rendered that are outstanding as of the required effective date is recognized as the requisite service is rendered on or after the required effective date. The adoption of Statement No. 123(R) did not significantly impact the Corporation's financial statements for the years ended December 31, 2007 and 2006, as all outstanding options were vested as of December 31, 2005.

Prior to 2006, the Corporation's stock option plans were accounted for under the recognition and measurement provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," as permitted by FASB Statement No. 123, "Accounting for Stock-Based Compensation." As such, the Corporation did not recognize any compensation expense for stock options granted, since all stock options were priced at the fair market value of the Corporation's common stock on the date of grant.

The following table illustrates the effect on net income and earnings per share if the Corporation had applied the fair value recognition provisions to options granted under the Corporation's stock option plans for the year ended December 31, 2005:

<i>(In thousands, except per share data)</i>	Year Ended December 31, 2005
Net income as reported	\$ 13,754
Deduct stock-based compensation expense determined under fair value based method	369
Pro forma net income	\$ 13,385
Basic net income per share as reported	\$ 1.68
Pro forma basic net income per share	1.64
Diluted net income per share as reported	1.68
Pro forma diluted net income per share	1.64

Notes to Consolidated Financial Statements

The estimated fair value of the options granted under the stock option plan during the year ended December 31, 2005 was computed using the Black-Scholes option-pricing model using the following assumptions: dividend yield of 3.75%, expected volatility of 31%, risk-free interest rate of 4.48%, and expected life of 8 years. See Note L of these Consolidated Financial Statements for additional information concerning the current status of the Corporation's stock options.

During 2006, the shareholders of the Corporation adopted a new Long-Term Incentive Compensation Plan. This plan gave the Compensation Committee of the Board of Directors additional alternatives for using share-based compensation. During 2006 and 2007, the Committee granted performance shares to certain officers. These shares are being accounted for under FASB Statement No. 123(R) and compensation expense is being recognized over the requisite service period based upon the fair market value of the shares at grant date. See Note L of these Consolidated Financial Statements for additional information concerning performance shares.

16. Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and amounts due from banks, interest-bearing deposits with banks, and federal funds sold. Generally, federal funds are sold for one to seven day periods.

17. Net Income Per Share

Basic net income per share computations are based upon the weighted average number of common shares outstanding during the periods. Diluted net income per share computations are based upon the weighted average number of common shares outstanding during the periods plus the dilutive effect of outstanding stock options.

Performance shares outstanding are included in the average diluted shares outstanding until the performance targets have been achieved. Once the performance has been attained and the shares are vesting over a time period, they are included in average primary shares outstanding.

Presented below is a summary of the components used to calculate basic and diluted net income per share for the years ended December 31, 2007, 2006, and 2005:

<i>(In thousands, except per share data)</i>	Years Ended December 31,		
	2007	2006	2005
Basic Net Income Per Share			
Weighted average common shares outstanding	11,896	10,323	8,166
Net income	\$ 9,793	\$ 14,153	\$ 13,754
Basic net income per share	\$ 0.82	\$ 1.37	\$ 1.68
Diluted Net Income Per Share			
Weighted average common shares outstanding	11,896	10,323	8,166
Net effect of weighted average outstanding but unearned performance shares	17	-	-
Net effect of the assumed exercise of stock options based on the treasury stock method	2	6	16
Total weighted average common shares and common stock equivalents outstanding	11,915	10,329	8,182
Net income	\$ 9,793	\$ 14,153	\$ 13,754
Diluted net income per share	\$ 0.82	\$ 1.37	\$ 1.68

18. Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Corporation enters into off-balance sheet financial instruments consisting of commitments to extend credit, credit card lines, standby letters of credit and commitments to purchase securities. Such financial instruments are recorded in the financial statements when they are exercised.

Notes to Consolidated Financial Statements

19. Business Segments

FASB Statement No. 131, "Disclosures About Segments of an Enterprise and Related Information," requires public companies to report (i) certain financial and descriptive information about their reportable operating segments (as defined) and (ii) certain enterprise-wide financial information about products and services, geographic areas, and major customers. Management believes the Corporation's principal activity is commercial banking and that other activities are not considered significant segments.

20. Recent Accounting Pronouncements

In September 2006, the FASB ratified the consensus reached in Emerging Issues Task Force ("EITF") Issue No. 06-4, "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements." Under the terms of an endorsement arrangement, an employer owns and controls a policy that will provide future postretirement benefits to an employee. EITF Issue No. 06-4 requires that a liability be recognized for the postretirement benefit obligation, together with related postretirement benefit expense, based on the substantive agreement with the employee. This Issue is effective for the first interim reporting period beginning after December 15, 2007, with the guidance applied using either a retrospective approach or a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. As of January 1, 2008, the Corporation will record a cumulative-effect debit adjustment to retained earnings of approximately \$368,000 related to the adoption of EITF Issue No. 06-4. Related postretirement benefit expense will be recorded monthly thereafter.

In November 2007, the SEC issued Staff Accounting Bulletin ("SAB") No. 109, "Written Loan Commitments Recorded at Fair Value through Earnings," which states the Staff's view that expected net future cash flows from servicing a loan should be included in the fair value of a loan commitment when it qualifies for derivative accounting under FASB Statement No. 133. Also, internally developed intangible assets such as customer relationship intangibles should not be recorded as part of the fair value of a loan commitment. The Staff's views included in SAB No. 109 should be applied on a prospective basis to derivative loan commitments issued or modified in fiscal quarters beginning after December 15, 2007. Because Cadence does not conduct servicing activities for loans after they are sold, SAB No. 109 will not impact the Corporation's consolidated financial statements.

In December 2007, the FASB issued Statement No. 141(R), "Business Combinations," which will replace FASB Statement No. 141. FASB Statement No. 141(R) requires the acquirer in a business combination to recognize assets acquired and liabilities assumed at their fair values and to recognize acquisition-related costs separately from the acquisition. FASB Statement No. 141(R) is effective for business combinations with acquisition dates in fiscal years beginning on or after December 15, 2008, with early application prohibited.

In December 2007, the FASB issued Statement No. 160, "Noncontrolling Interests in Business Combinations," which clarifies that a noncontrolling interest (previously referred to as minority interest) should be reported as a component of equity in consolidated financial statements. FASB Statement No. 160 is effective for interim periods and fiscal years beginning on or after December 15, 2008, with early adoption prohibited. As the Corporation has no noncontrolling interest, FASB Statement No. 160 will not impact the Corporation's consolidated financial statements.

NOTE B - ACQUISITIONS

On November 14, 2006, the Corporation completed the acquisition of Seasons Bancshares, Inc. ("Seasons"), and its subsidiary bank, Seasons Bank, located in Blairsville, Georgia. The acquisition will allow the Corporation to expand its business into other Georgia markets. The acquisition was an all-cash transaction valued at approximately \$17.6 million. As part of this total, option and warrant holders received the difference between the cash price and the exercise price of the options or warrants. Seasons' assets and liabilities were recorded on the balance sheet at their respective market values as of the closing date.

Notes to Consolidated Financial Statements

The following table summarizes the allocation of the purchase price to the assets and liabilities acquired on November 14, 2006.

<i>(In thousands)</i>	
Cash and cash equivalents	\$ 2,712
Securities	5,783
Loans	77,430
Less allowance for loan losses	(1,735)
Net loans	75,695
Premises and equipment	3,765
Goodwill	10,160
Core deposit intangible	424
Other assets	2,212
Total assets acquired	100,751
Deposits	82,089
Other liabilities	1,100
Total liabilities assumed	83,189
Net assets acquired	\$ 17,562

On August 17, 2006, the Corporation completed the acquisition of SunCoast Bancorp, Inc. ("SunCoast"), and its subsidiary bank, SunCoast Bank, located in Sarasota and Manatee Counties, Florida. The acquisition will allow the Corporation to expand further into the markets of Tampa, Sarasota, and Naples, Florida. The acquisition was valued at approximately \$35.9 million, of which 45% was paid in cash and 55% was paid in shares of the Corporation's common stock. Option holders received the difference between the cash election price and the option price of their options, or an aggregate of approximately \$1.0 million. SunCoast's assets and liabilities were recorded on the balance sheet at their respective market values as of the closing date.

The following table summarizes the allocation of the purchase price to the assets and liabilities acquired on August 17, 2006.

<i>(In thousands)</i>	
Cash and cash equivalents	\$ 3,563
Securities	9,217
Loans	125,584
Less allowance for loan losses	(1,382)
Net loans	124,202
Premises and equipment	4,278
Goodwill	20,337
Core deposit intangible	1,631
Other assets	1,231
Total assets acquired	164,459
Deposits	128,085
Other liabilities	434
Total liabilities assumed	128,519
Net assets acquired	\$ 35,940

The Corporation's financial statements include the results of operations for Seasons and SunCoast from their respective merger dates. The pro forma impact of these acquisitions on the Corporation's results of operations was immaterial. Goodwill resulting from these acquisitions is not deductible for income tax reporting purposes.

Notes to Consolidated Financial Statements

NOTE C - SECURITIES

A summary of amortized cost and estimated fair value of securities available-for-sale and securities held-to-maturity at December 31, 2007 and 2006, follows:

<i>(In thousands)</i>	December 31, 2007			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available-for-sale:				
U. S. Treasury securities	\$ 300	\$ -	\$ -	\$ 300
Obligations of other U. S. government agencies	172,749	935	5	173,679
Obligations of states and municipal subdivisions	90,224	364	386	90,202
Mortgage-backed securities	137,221	971	412	137,780
Other securities	1,855	39	59	1,835
	\$ 402,349	\$ 2,309	\$ 862	\$ 403,796
Securities held-to-maturity:				
Obligations of states and municipal subdivisions	\$ 22,846	\$ 1,111	\$ -	\$ 23,957
<i>(In thousands)</i>	December 31, 2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available-for-sale:				
U. S. Treasury securities	\$ 300	\$ -	\$ -	\$ 300
Obligations of other U. S. government agencies	78,669	58	364	78,363
Obligations of states and municipal subdivisions	86,016	179	840	85,355
Mortgage-backed securities	254,390	268	6,466	248,192
Other securities	1,571	34	3	1,602
	\$ 420,946	\$ 539	\$ 7,673	\$ 413,812
Securities held-to-maturity:				
Obligations of states and municipal subdivisions	\$ 23,478	\$ 1,579	\$ -	\$ 25,057

The scheduled maturities of securities available-for-sale and securities held-to-maturity at December 31, 2007 were as follows:

<i>(In thousands)</i>	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 25,979	\$ 26,054	\$ 205	\$ 206
Due after one year through five years	156,069	156,803	145	146
Due after five years through ten years	38,016	38,094	2,871	2,977
Due after ten years	45,064	45,065	19,625	20,628
Mortgage-backed securities and other securities	137,221	137,780	-	-
	\$ 402,349	\$ 403,796	\$ 22,846	\$ 23,957

Notes to Consolidated Financial Statements

Gross gains of \$124,000, \$71,000, and \$179,000, and gross losses of \$141,000, \$6,000, and \$20,000, were realized on securities available-for-sale in 2007, 2006, and 2005, respectively.

The Corporation recognized a \$5.1 million impairment loss in the first quarter of 2007 relating to certain collateralized mortgage obligations and mortgage-backed securities. These securities were sold early in the second quarter of 2007, and the proceeds were invested in agency securities.

During the third quarter of 2006, the Corporation recognized a \$2.0 million other-than-temporary impairment charge relating to certain Fannie Mae and Freddie Mac preferred stock. Those securities were sold in the fourth quarter of 2006 for amounts approximating their fair values.

Securities with a carrying value of \$316.2 million and \$302.9 million at December 31, 2007 and 2006, respectively, were pledged to secure public and trust deposits, FHLB borrowings, repurchase agreements and for other purposes as required or permitted by law.

The details concerning securities classified as available-for-sale with unrealized losses as of December 31, 2007 and 2006, were as follows:

	Losses <12 Months		Losses 12 Months or >		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(In thousands)</i>						
2007						
Obligations of other U.S. government agencies	\$ 1,999	\$ 1	\$ 2,696	\$ 4	\$ 4,695	\$ 5
Obligations of states and municipal subdivisions	1,434	6	39,924	380	41,358	386
Mortgage-backed securities	256	1	50,355	411	50,611	412
Other securities	1,032	55	59	4	1,091	59
	<u>\$ 4,721</u>	<u>\$ 63</u>	<u>\$ 93,034</u>	<u>\$ 799</u>	<u>\$ 97,755</u>	<u>\$ 862</u>
2006						
Obligations of other U.S. government agencies	\$ 14,809	\$ 8	\$ 37,421	\$ 355	\$ 52,230	\$ 363
Obligations of states and municipal subdivisions	6,561	24	60,624	817	67,185	841
Mortgage-backed securities	1,234	1	221,990	6,465	223,224	6,466
Equity securities	94	3	-	-	94	3
	<u>\$ 22,698</u>	<u>\$ 36</u>	<u>\$ 320,035</u>	<u>\$ 7,637</u>	<u>\$ 342,733</u>	<u>\$ 7,673</u>

There were no securities classified as held-to-maturity with unrealized losses as of December 31, 2007 or 2006.

As of December 31, 2007, approximately 38% of the number of securities in the investment portfolio reflected an unrealized loss. Management does not believe any individual security with an unrealized loss as of December 31, 2007 is other-than-temporarily impaired, as discussed in more detail below:

Obligations of Other U.S. Government Agencies The unrealized losses on the Corporation's investments in obligations of other U.S. government agencies were caused by interest rate increases. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. Because the Corporation has the ability and intent to hold these investments until a recovery of fair value, which may be maturity, the Corporation does not consider these investments to be other-than-temporarily impaired as of December 31, 2007.

Notes to Consolidated Financial Statements

Obligations of States and Municipal Subdivisions The unrealized losses on the Corporation's investments in obligations of states and municipal subdivisions were caused by interest rate increases. Because none of these investments have been downgraded by rating agencies and the Corporation has the ability and intent to hold these investments until a recovery of fair value, which may be maturity, the Corporation does not consider these investments to be other-than-temporarily impaired as of December 31, 2007.

Mortgage-Backed Securities The unrealized losses on the Corporation's mortgage-backed securities were caused by interest rate increases. Contractual cash flows of these investments are guaranteed by an agency of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Corporation's investment, unless they have early prepayments that would place any unamortized premium at risk. The total amount of unamortized premium at December 31, 2007 is not material to the Corporation. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Corporation has the ability and intent to hold these investments until a recovery of fair value, which may be maturity, the Corporation does not consider these investments to be other-than-temporarily impaired as of December 31, 2007.

Other Securities The unrealized losses on the Corporation's investments in other securities relate to various mutual funds held in deferred compensation accounts. The amount of these securities and the related unrealized losses are not material and the Corporation has the ability and intent to hold the investments until a recovery of fair value; thus, the Corporation does not consider these investments to be other-than-temporarily impaired as of December 31, 2007.

NOTE D - LOANS

Loans outstanding include the following types:

(In thousands)	December 31,	
	2007	2006
Commercial and industrial	\$ 233,055	\$ 232,338
Personal	34,702	36,325
Real estate:		
Construction	281,391	211,220
Commercial real estate	573,387	515,029
Real estate secured by residential properties	130,432	144,691
Mortgage	35,392	43,557
Total real estate	1,020,602	914,497
Other	49,488	39,786
	1,337,847	1,222,946
Allowance for loan losses	(14,926)	(12,236)
	<u>\$ 1,322,921</u>	<u>\$ 1,210,710</u>

Transactions in the allowance for loan losses are summarized as follows:

(In thousands)	Years Ended December 31,		
	2007	2006	2005
Balance at beginning of year	\$ 12,236	\$ 9,312	\$ 10,914
Allowance of acquired entities	-	3,116	-
	<u>12,236</u>	<u>12,428</u>	<u>10,914</u>
Additions:			
Provision for loan losses charged to operating expense	8,130	1,656	2,128
Recoveries of loans previously charged off	2,058	785	890
	<u>10,188</u>	<u>2,441</u>	<u>3,018</u>
Deductions:			
Loans charged off	7,498	2,633	4,620
	<u>7,498</u>	<u>2,633</u>	<u>4,620</u>
Balance at end of year	<u>\$ 14,926</u>	<u>\$ 12,236</u>	<u>\$ 9,312</u>

Notes to Consolidated Financial Statements

At December 31, 2007 and 2006, the recorded investment in loans considered to be impaired (as defined in FASB Statement No. 114, "Accounting by Creditors for Impairment of a Loan") totaled approximately \$23.8 million and \$13.6 million, respectively. The allowance for loan losses related to these loans approximated \$4.4 million and \$2.1 million at December 31, 2007 and 2006, respectively. The average recorded investment in impaired loans during the years ended December 31, 2007 and 2006 was approximately \$17.2 million and \$10.3 million, respectively. For the years ended December 31, 2007 and 2006, the amount of income recognized on impaired loans was immaterial. At December 31, 2007 and 2006, nonaccrual loans amounted to approximately \$3.6 million and \$1.5 million, respectively, and loans past due ninety days or more and still accruing interest amounted to approximately \$5.5 million and \$1.3 million, respectively.

Generally, mortgage loans are originated in amounts up to 80% of the appraised value or selling price of the property. However, certain loans may allow the borrower to borrow more than 80% of the appraised value, often without buying private mortgage insurance, therefore subjecting the Corporation to greater credit risk. The amount of residential mortgage loans with loan-to-value ratios greater than 80% was approximately \$3.2 million as of December 31, 2007 and 2006.

NOTE E - PREMISES AND EQUIPMENT

Premises and equipment are stated at cost, less accumulated depreciation and amortization as follows:

<i>(In thousands)</i>	Estimated Useful Lives in Years	December 31,	
		2007	2006
Premises:			
Land	—	\$ 10,524	\$ 7,620
Buildings, construction and improvements	10 - 50	32,349	30,251
		42,873	37,871
Equipment	3 - 10	15,362	14,291
		58,235	52,162
Less accumulated depreciation and amortization		(22,327)	(19,627)
		\$ 35,908	\$ 32,535

The amount charged to operating expenses for depreciation was \$2,832,000 for 2007, \$2,410,000 for 2006, and \$2,259,000 for 2005.

NOTE F - DEPOSITS

The aggregate amount of time deposits in denominations of \$100,000 or more as of December 31, 2007 and 2006, was \$383,229,000 and \$400,620,000, respectively.

At December 31, 2007, the scheduled maturities of time deposits included in interest-bearing deposits were as follows:

Year	Amount
	<i>(In thousands)</i>
2008	\$ 641,283
2009	50,722
2010	18,136
2011	7,131
2012	4,732
Thereafter	1,534

Notes to Consolidated Financial Statements

NOTE G - BORROWED FUNDS

Federal funds purchased and securities sold under agreements to repurchase, excluding the term repurchase transaction discussed in the following paragraph, generally mature within one to seven days from the transaction date. Securities underlying the repurchase agreements remain under the control of the Corporation.

On September 26, 2007, the Corporation entered into a \$25.0 million structured repurchase transaction. This transaction was a standard repurchase transaction with a fixed rate of 4.255% and a forty-two month term. The transaction has a quarterly call option after one year.

On December 13, 2006, the Corporation entered into a \$25.0 million structured repurchase transaction. This transaction was a standard repurchase transaction with a fixed rate of 4.49% and a three-year term. The transaction has a quarterly call option after one year.

Information concerning federal funds purchased and securities sold under agreements to repurchase is summarized as follows:

<i>(\$ In thousands)</i>	2007	2006
Balance at year end	\$ 107,060	\$ 80,838
Average balance during the year	95,406	63,830
Average interest rate during the year	4.29%	4.17%
Maximum month-end balance during the year	\$ 107,060	\$ 80,838

Repurchase agreements are treated as collateralized financing obligations and are reflected as a liability in the consolidated financial statements.

On December 30, 2003, the Corporation issued \$30.9 million of floating rate junior subordinated deferrable interest debentures to the NBC Capital Corporation (MS) Statutory Trust I ("Trust"), a Connecticut business trust, in which the Corporation owns all of the common equity. The debentures are the sole asset of the Trust. The net proceeds received by the Corporation from the issuance of the debentures were used for the Enterprise acquisition. The Trust issued \$30.0 million of Trust Preferred Securities ("TPSs") to investors. The Corporation's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Corporation of the Trust's obligations under the TPSs. The TPSs are redeemable at the Corporation's option on December 30, 2008, or earlier in the event the deduction of related interest for federal income taxes is prohibited, treatment as Tier I capital is no longer permitted, or certain other contingencies arise. Thereafter, the TPSs may be redeemed in whole or in part on any interest payment date. The TPSs must be redeemed upon maturity of the debentures in 2033. Interest on the debentures and TPSs is the three month London Interbank Offer Rate ("LIBOR") plus 2.85% and is payable quarterly.

With the 2004 acquisition of Enterprise, the Corporation assumed the liability for an additional \$6.2 million in subordinated debentures issued to support TPSs. As a result, the Corporation became the sole shareholder of Enterprise (TN) Statutory Trust I, a Connecticut business trust. The TPSs were fully redeemed in December 2007, and the trust was dissolved in January 2008.

In accordance with FASB Interpretation No. 46R, neither of the above-referenced trusts are consolidated into the financial statements of the Corporation.

Other borrowed funds consisted of the following at December 31:

<i>(In thousands)</i>	2007	2006
FHLB advances	\$ 209,690	\$ 110,666
Treasury tax and loan note	1,081	1,998
	<u>\$ 210,771</u>	<u>\$ 112,664</u>

Notes to Consolidated Financial Statements

Advances due to the FHLB consist of both monthly amortized and term borrowings with maturity dates ranging from January 2008 through August 2012. Interest is payable monthly at rates ranging from 2.85% to 5.58%. Advances due to the FHLB are collateralized by FHLB stock and a blanket lien on first mortgage loans in the amount of the outstanding borrowings. FHLB advances available and unused at December 31, 2007, totaled \$177.8 million. The treasury tax and loan note generally matures within one to sixty days from the transaction date. Interest is paid at an adjustable rate as set by the U. S. Government.

Annual principal repayment requirements on FHLB borrowings at December 31, 2007, are as follows:

Year	Amount
	<i>(In thousands)</i>
2008	\$ 196,334
2009	7,853
2010	3,662
2011	1,308
2012	533
Thereafter	-

On December 16, 2007, the Corporation extended a revolving credit agreement (the "Agreement") originally entered into in 2005 that provides the Corporation with access to borrow up to \$30.0 million. These borrowings may be used to finance acquisitions and for other general corporate purposes, provided that the borrowings used for purposes other than acquisitions do not exceed \$15.0 million. Interest on each borrowing will be paid at the lender's base rate or at LIBOR, plus 1.25% annually. The Corporation will also pay a commitment fee, accruing at the annual rate of 0.15%, on the daily amount of the unused commitment. Borrowings are contingent on the Corporation's ability to maintain various operational and financial covenants. The Agreement expires on December 16, 2009. The Corporation has pledged 605,000 shares of Cadence stock as collateral for these borrowings and has covenanted to pledge shares with a minimum book value of \$75.0 million. The Corporation had no outstanding borrowings under the Agreement as of December 31, 2007 or 2006.

NOTE H - OTHER ASSETS AND OTHER LIABILITIES

Other assets and other liabilities at December 31, 2007 and 2006, consisted of the following:

	December 31,	
<i>(In thousands)</i>	2007	2006
Other assets:		
Cash surrender value of life insurance	\$ 22,755	\$ 21,793
Deferred income tax benefits	6,640	7,169
Other real estate	10,678	4,561
Prepaid expenses and other	6,827	7,409
	<u>\$ 46,900</u>	<u>\$ 40,932</u>
Other liabilities:		
Accrued expenses	\$ 6,354	\$ 7,610
Other	4,474	3,054
	<u>\$ 10,828</u>	<u>\$ 10,664</u>

Notes to Consolidated Financial Statements

NOTE I - COMPREHENSIVE INCOME

In the calculation of comprehensive income, certain reclassification adjustments are made to avoid double counting amounts that are displayed as part of net income for a period that also had been displayed as part of other comprehensive income. The disclosures of the reclassification amounts are as follows:

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Net change in unrealized gains (losses) on securities:			
Net unrealized gains (losses) on securities available-for-sale	\$ 3,425	\$ 4,141	\$ (5,972)
Reclassification adjustment for (gains) losses on securities available-for-sale	5,114	1,959	(159)
Net change in unrealized gains (losses) on securities available-for-sale before tax	8,539	6,100	(6,131)
Income tax:			
Net unrealized gains (losses) on securities available-for-sale	(1,310)	(1,584)	2,284
Reclassification adjustment for (gains) losses on securities available-for-sale	(1,956)	(749)	61
Total income tax	(3,266)	(2,333)	2,345
Net change in unrealized gains (losses) on securities	\$ 5,273	\$ 3,767	\$ (3,786)

NOTE J - INCOME TAXES

The provision for income taxes including the tax effects of securities transactions (2007—(\$1,956,000); 2006—(\$749,000); 2005—\$61,000) was as follows:

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Current:			
Federal	\$ 4,872	\$ 5,472	\$ 3,873
State	340	862	812
Deferred (credits)	(2,424)	(1,350)	(163)
	\$ 2,788	\$ 4,984	\$ 4,522

The difference between the total expected tax expense at the federal tax rate and the reported income tax expense is as follows:

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Tax on income before income taxes	\$ 4,405	\$ 6,698	\$ 6,397
Increase (decrease) resulting from:			
Tax-exempt income	(1,829)	(1,943)	(2,100)
Nondeductible expenses	251	188	335
State income taxes, net of federal benefit	221	560	528
Tax credits	(291)	(432)	(678)
Other, net	31	(87)	40
	\$ 2,788	\$ 4,984	\$ 4,522

Notes to Consolidated Financial Statements

The components of the net deferred tax included in the consolidated balance sheets are as follows:

<i>(In thousands)</i>	December 31, 2007	2006
Deferred tax assets:		
Allowance for loan losses	\$ 5,709	\$ 4,680
Unrealized loss on securities available-for-sale	-	2,733
Deferred compensation	1,416	1,304
Pension	408	198
Other	2,170	2,189
Total deferred tax assets	<u>9,703</u>	<u>11,104</u>
Deferred tax liabilities:		
Premises and equipment	(186)	(145)
FHLB stock	(161)	(659)
Core deposit intangible premium	(1,089)	(1,899)
Unrealized gain on securities available-for-sale	(557)	-
Other	(1,070)	(1,232)
Total deferred tax liabilities	<u>(3,063)</u>	<u>(3,935)</u>
Net deferred tax asset	<u>\$ 6,640</u>	<u>\$ 7,169</u>

On January 1, 2007, the Corporation adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an Interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 requires a company to evaluate whether the tax position taken by a company will more likely than not be sustained upon examination by the appropriate taxing authority. It also provides guidance on how a company should measure the amount of benefit that the company is to recognize in its financial statements. Because the Corporation does not have tax positions that meet these requirements as of December 31, 2007, the adoption of FIN 48 did not impact its financial statements and did not require additional disclosure.

NOTE K - GOODWILL AND OTHER INTANGIBLE ASSETS

The following table summarizes goodwill and intangible assets at December 31:

<i>(In thousands)</i>	2007	2006
Core deposit intangible, net of accumulated amortization	\$ 2,848	\$ 4,092
Trademarks, net of accumulated amortization	24	24
Noncompete agreements, net of accumulated amortization	21	104
Total intangible assets	<u>2,893</u>	<u>4,220</u>
Goodwill	66,845	67,122
Total goodwill and intangible assets	<u>\$ 69,738</u>	<u>\$ 71,342</u>

The amortization expense relating to intangible assets was \$1,328,000, \$1,144,000, and \$1,275,000 for 2007, 2006, and 2005, respectively.

Estimated intangible assets amortization expense for the next five years and thereafter is:

Year	Amount
	<i>(In thousands)</i>
2008	\$ 890
2009	619
2010	450
2011	333
2012	249
Thereafter	328

Notes to Consolidated Financial Statements

NOTE L - PERFORMANCE SHARES AND STOCK OPTIONS

The Corporation has one active Long Term Incentive Compensation Plan (the "LTIP"), administered by the Compensation Committee of the Board of Directors. Under the LTIP, 750,000 shares of common stock have been reserved for issuance to the Corporation's eligible employees, as well as the directors and employees of certain of the Corporation's affiliates. The form of share awards that may be awarded under the LTIP include the following: (i) incentive stock options under Section 422 of the Internal Revenue Code, as amended (the "Code"); (ii) non-statutory stock options not covered by Section 422 of the Code; (iii) stock appreciation rights, granting the recipient the right to receive an excess in the fair market value of shares of common stock over a specified exercise price; (iv) restricted stock, which will be non-transferable until it vests over time; (v) qualified performance-based incentives to employees who qualify as covered employees within the meaning of Section 162(m) of the Code; and (vi) performance shares, consisting of common stock, cash, or a combination of common stock and cash.

In 2006 and 2007, under the provisions of the LTIP, the Compensation Committee awarded performance shares of stock to certain eligible employees. The shares vest in equal amounts over a four-year period after they are earned.

A summary of the Corporation's performance share activity for the years ended December 31, 2007 and 2006, follows:

	2007	2006
Shares outstanding, beginning of year	18,750	-
Shares granted	70,300	18,750
Shares forfeited	(53,600)	-
Shares outstanding, end of year	35,450	18,750
Shares earned, beginning of year	18,750	-
Shares earned	15,200	18,750
Shares forfeited	(3,000)	-
Shares earned, end of year	30,950	18,750
Shares unearned, end of year	4,500	-
Shares outstanding, end of year	35,450	18,750
Compensation expense for year	\$ 148,928	\$ 16,000

Prior to 2006, the Corporation had certain nonqualified stock option plans administered by the Compensation Committee. Employees eligible to receive incentives under these plans were those designated, individually or by groups or categories, by the Compensation Committee. The following grants were issued under these plans:

Grant Date	Number of Shares	Option Price
June 2001	112,000	\$20.75
June 2002	117,868	\$24.11
April 2004	139,187	\$25.18
January 2005	16,300	\$25.28

Initially under these plans, the options were to vest in equal amounts over a four-year period. However, during the third quarter of 2005, the Compensation Committee reviewed the Corporation's stock option plans and the options outstanding. At the time of the review, all outstanding options that were not vested were out-of-the-money. This situation had existed for much of 2005. In the opinion of the Compensation Committee, the options were not achieving their intended purposes of incentive compensation and employee retention. As a result, the Compensation Committee recommended to the Board of Directors that all outstanding options be vested to avoid recognizing future expense for options that were not achieving their intended results, and the Board of Directors voted to vest all outstanding options, effective August 31, 2005.

In April of 2004, the Corporation exchanged its options for options that had been issued by Enterprise. As a result of this transaction, the Corporation issued 16,731 options at an exercise price of \$16.14 per share and 22,308 options at

Notes to Consolidated Financial Statements

an exercise price of \$17.21 per share. All of these options became fully vested at the change of control and expire between 2010 and 2013. At December 31, 2007, 11,154 of the \$16.14 options and 14,872 of the \$17.21 options were outstanding and exercisable.

FASB 123(R) requires that compensation cost related to share-based payment transactions, including stock options, be recognized in the financial statements; however, since all options were fully vested as of the effective date of this pronouncement, no expense was recognized in the income statement in 2006 or 2007.

A summary of the status of the Corporation's stock option plans for the three years ended December 31, 2007 follows:

	2007		2006		2005	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding, beginning of year	339,286	\$ 23.07	374,263	\$ 22.91	389,568	\$ 22.83
Options granted	-	-	-	-	16,300	25.28
Options exercised	-	-	(14,513)	17.16	(11,200)	21.23
Options cancelled	(12,000)	24.65	(20,464)	24.33	(20,405)	24.18
Options outstanding, end of year	<u>327,286</u>	<u>23.01</u>	<u>339,286</u>	<u>23.07</u>	<u>374,263</u>	<u>22.91</u>
Options exercisable at end of year	<u>327,286</u>	<u>23.01</u>	<u>339,286</u>	<u>23.07</u>	<u>374,263</u>	<u>22.91</u>
Weighted average fair value of options granted during year	<u>\$ -</u>		<u>\$ -</u>		<u>\$ 6.78</u>	

The following table summarizes information about stock options outstanding at December 31, 2007:

Exercise Price	Number Outstanding	Remaining Contractual	
		Life In Years	Number Exercisable
\$ 20.75	88,400	3.5	88,400
24.11	94,267	4.5	94,267
25.18	102,293	6.7	102,293
16.14	3,718	3.0	3,718
17.21	7,436	4.0	7,436
17.21	7,436	5.0	7,436
16.14	7,436	6.0	7,436
25.28	16,300	7.1	16,300

NOTE M - EMPLOYEE BENEFITS

The Corporation accounts for its defined benefit plan in accordance with FASB Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." This Statement requires companies to recognize the funded status of a defined benefit plan (measured as the difference between the fair value of plan assets and the projected benefit obligation) on the balance sheet and to recognize in other comprehensive income any gains or losses and prior service costs or benefits not included as components of periodic benefit cost. FASB Statement No. 158 also requires companies to use their fiscal year-end as their plan measurement date. Although this requirement is not effective until fiscal years ending after December 15, 2008, this requirement will not impact the Corporation, as the measurement date currently used is the balance sheet date.

The following table sets forth the defined benefit plan's funded status and amounts recognized in the Corporation's consolidated financial statements at December 31, 2007 and 2006:

Notes to Consolidated Financial Statements

	December 31,	
(\$ In thousands)	2007	2006
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 12,147	\$ 13,092
Service cost	638	591
Interest cost	691	703
Actuarial loss	354	329
Administrative expenses paid	(120)	(95)
Benefits paid	(848)	(97)
Plan change	348	-
Settlements	-	(2,376)
Benefit obligation at end of year	<u>13,210</u>	<u>12,147</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	11,631	12,050
Return on plan assets	879	1,148
Employer contributions	654	1,001
Administrative expenses paid	(120)	(95)
Benefits paid	(848)	(97)
Settlements	-	(2,376)
Fair value of plan assets at end of year	<u>12,196</u>	<u>11,631</u>
Funded status	<u>\$ (1,014)</u>	<u>\$ (516)</u>

Weighted average assumptions used to determine benefit obligations at December 31:

Discount rate	6.00%	5.75%
Compensation increase rate	4.00%	4.00%
Measurement date	12/31/07	12/31/06
Census date	1/1/07	1/1/06

	Years Ended December 31,		
	2007	2006	2005
Weighted average assumptions used to determine net periodic benefit cost at December 31:			
Discount rate	5.75%	5.75%	6.00%
Expected return on plan assets	7.50%	7.50%	7.50%
Rate of compensation increase	4.00%	4.00%	4.00%
Components of net periodic benefit cost:			
Service cost	\$ 638	\$ 591	\$ 628
Interest cost	691	703	718
Expected return on plan assets	(831)	(832)	(816)
Amortization of prior service costs	(126)	(126)	(126)
Recognized net actuarial loss	346	381	402
Net periodic benefit cost	<u>\$ 718</u>	<u>\$ 717</u>	<u>\$ 806</u>

Amounts recognized in accumulated other comprehensive income:

Net actuarial loss	\$ (4,257)	\$ (4,297)
Prior service cost	165	638
	<u>(4,092)</u>	<u>(3,659)</u>
Tax effect	(1,565)	(1,400)
Net	<u>\$ (2,527)</u>	<u>\$ (2,259)</u>

Notes to Consolidated Financial Statements

The amounts in accumulated other comprehensive income that are expected to be recognized as components of net periodic benefit cost in 2008 are as follows:

	Amount
	(In thousands)
Amortization of net actuarial loss	\$ 287
Amortization of prior service cost	(93)
Total	<u>\$ 194</u>

The accumulated benefit obligation for the defined benefit pension plan was \$10.1 million and \$9.3 million at December 31, 2007 and 2006, respectively.

Retiree benefit payments, which reflect expected future service, are anticipated to be paid as follows:

Year	Amount
	(In thousands)
2008	\$ 2,255
2009	660
2010	1,087
2011	1,522
2012	1,226
2013-2017	6,761
Total	<u>\$ 13,511</u>

In determining the expected return on plan assets, the Corporation considers the relative weighting of plan assets, the historical performance of total plan assets, individual asset classes, and economic and other indicators of future performance. In addition, the Corporation may consult with and consider the opinions of financial and other professionals in developing appropriate return benchmarks.

The Corporation's pension plan weighted-average asset allocations at December 31, 2007 and 2006, by asset category were as follows:

	Plan Assets at December 31,	
	2007	2006
Asset Category		
Equity securities	60%	54%
Debt securities	33%	31%
Cash and cash equivalents	7%	15%
Total	<u>100%</u>	<u>100%</u>

The primary investment objective of the Corporation's defined benefit pension plan is to maximize total return while accepting and managing a moderate to average degree of risk. The assets are invested based upon a moderate growth asset allocation model, which seeks to provide long-term growth of capital with a moderate level of current income and a somewhat higher level of principal volatility. The assets are allocated in a target mix of 32% fixed income, 63% equity and 5% money market. The fixed income class is divided between a short-term government bond fund, a core fixed income bond fund, a high-yield bond fund and an international bond fund. The equity class is diversified among large, mid and small cap growth and value stock funds with an emphasis being placed on large cap. There is also an exposure in the international equity market. This diversification among all of the equity sectors is an effort to reduce risk and attempt to generate higher returns. As a result of market conditions and cash contributions by the Corporation, the target percentages may not be achieved at any one point in time. The asset category percentages shown for 2006 reflect a cash contribution made by the Corporation in mid-December in the amount of \$1.0 million. This contribution was placed in an interest-bearing money market fund inside the plan's trust and was invested according to the plan's objective in January 2007.

Notes to Consolidated Financial Statements

The Employee Benefit Committee of the Corporation reviews annually the investments of the plan made throughout the year and approves and ratifies the investment model used for the upcoming year. The investments are managed by the Trust Division of the Corporation within the guidelines established by the Employee Benefit Committee. It is the intent of management and the Committee to give the investment managers flexibility within the overall parameters designated in the investment model selected by the Employee Benefit Committee for the plan.

Equity securities do not include common stock of the Corporation.

The Corporation has until September 15, 2009 to make any necessary cash contributions to the plan for 2008. There is no requirement to make a contribution by December 31, 2008. However, to maximize funding levels and to take advantage of certain tax benefits, the Corporation expects to deposit to the plan an amount ranging from the calculated minimum required contribution to the maximum deductible contribution by December 31, 2008. This amount is estimated to be approximately \$330,000.

No contributions were made to the Corporation's nonleveraged ESOP in each of the three years ended December 31, 2007. At December 31, 2007, the plan held 307,244 shares of the Corporation's common stock. Contributions to the 401(k) plan amounted to \$604,000 in 2007, \$527,000 in 2006 and \$472,000 in 2005. Expense for the defined contribution plan totaled \$515,000 in 2007, \$430,000 in 2006 and \$443,000 in 2005.

The accrued liability for the supplemental retirement plan, accounted for under FASB Statement No. 87, approximates the projected benefit obligation; therefore, the adoption of FASB Statement No. 158 had no impact on this plan. The accrued liability for this plan was \$1,843,000 and \$1,770,000 at December 31, 2007 and 2006, respectively. The amounts recognized in compensation expense were \$154,000, \$144,000 and \$164,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

Projected benefit payments under the supplemental retirement plan are anticipated to be paid as follows:

Year	Amount
	<i>(In thousands)</i>
2008	\$ 191
2009	191
2010	191
2011	191
2012	189
2013-2017	481
Total	<u>\$ 1,434</u>

The accrued liability for the index retirement and deferred compensation plans was \$3,190,000 and \$2,988,000 at December 31, 2007 and 2006, respectively. The amounts recognized in compensation expense were \$29,000, \$170,000, and \$40,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

NOTE N - TREASURY STOCK

The Corporation had no shares held in treasury at December 31, 2007 and 2006.

In January 2006, the Corporation's Board of Directors renewed the previously authorized stock repurchase plan that had expired. Under the renewed plan, the Corporation could repurchase up to 298,783 shares of its common stock in the secondary market. The Board of Directors approved a new stock repurchase plan in April 2007, which authorized the Corporation to repurchase up to 500,000 shares of its common stock through open market purchases, block trades, and negotiated private transactions. The Corporation did not repurchase any shares of its common stock in 2007 or 2006.

Notes to Consolidated Financial Statements

NOTE O – RELATED PARTY TRANSACTIONS

In the normal course of business, loans are made to directors and executive officers and to companies in which they have a significant ownership interest. In the opinion of management, these loans are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other parties, are consistent with sound banking practices, and are within applicable regulatory and lending limitations. The activity in loans to current directors, executive officers, and their affiliates during 2007 and 2006 is summarized as follows:

<i>(In thousands)</i>	December 31,	
	2007	2006
Loans outstanding at beginning of year	\$ 13,586	\$ 14,196
New loans	21,920	8,967
Repayments	(21,540)	(9,577)
Loans outstanding at end of year	<u>\$ 13,966</u>	<u>\$ 13,586</u>

Also, in the normal course of business, the Corporation and its subsidiaries enter into transactions for services with companies and firms whose principals are directors and shareholders.

NOTE P - REGULATORY MATTERS

Any dividends paid by the Corporation are provided from dividends received from Cadence. Under regulations controlling national banks, the payment of any dividends by a bank without prior approval of the Comptroller of the Currency is limited to the current year's net profits (as defined by the Comptroller of the Currency) and retained net profits of the two preceding years.

The Corporation and Cadence are subject to regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's Consolidated Financial Statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and Cadence must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgment by regulators about components, risk weightings, and other related factors.

To ensure capital adequacy, quantitative measures have been established by regulators that require the Corporation and Cadence to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined) to risk-weighted assets (as defined), and of Tier 1 capital to adjusted average total assets (leverage). Management believes, as of December 31, 2007, that the Corporation and Cadence exceed all capital adequacy requirements.

For 2007 and 2006, Cadence was categorized by regulators as well-capitalized under the regulatory framework for prompt corrective action. A financial institution is considered to be well-capitalized if it has a total risk-based capital ratio of 10% or more, has a Tier 1 risk-based capital ratio of 6% or more, and has a Tier 1 leverage capital ratio of 5% or more. There are no conditions or anticipated events that, in the opinion of management, would change the categorization.

The actual capital amounts and ratios are presented in the following table. No amount was deducted from capital for interest-rate risk exposure.

Notes to Consolidated Financial Statements

(\$ In thousands)	Cadence Financial Corporation (Consolidated)		Cadence	
	Amount	Ratio	Amount	Ratio
December 31, 2007:				
Total risk-based	\$ 168,640	11.2%	\$ 156,272	10.4%
Tier 1 risk-based	153,714	10.2%	141,346	9.4%
Tier 1 leverage	153,714	8.0%	141,346	7.4%
December 31, 2006:				
Total risk-based	\$ 172,612	12.5%	\$ 152,744	11.1%
Tier 1 risk-based	160,357	11.7%	140,508	10.3%
Tier 1 leverage	160,357	9.2%	140,508	8.1%

The minimum amounts of capital and ratios as established by banking regulators are as follows:

December 31, 2007:				
Total risk-based	\$ 120,173	8.0%	\$ 119,777	8.0%
Tier 1 risk-based	60,087	4.0%	59,889	4.0%
Tier 1 leverage	76,463	4.0%	76,001	4.0%
December 31, 2006:				
Total risk-based	\$ 110,115	8.0%	\$ 109,663	8.0%
Tier 1 risk-based	55,058	4.0%	54,832	4.0%
Tier 1 leverage	69,897	4.0%	69,080	4.0%

The Corporation is required to maintain average reserve balances in the form of cash or deposits with the Federal Reserve Bank. The reserve balance varies depending upon the types and amounts of deposits. At December 31, 2007 and 2006, the required reserve balance on deposit with the Federal Reserve Bank was approximately \$150,000 and \$600,000, respectively.

NOTE Q - COMMITMENTS AND CONTINGENT LIABILITIES

The consolidated financial statements do not reflect various commitments and contingent liabilities which arise in the normal course of banking business and which involve elements of credit risk, interest rate risk, and liquidity risk. The commitments and contingent liabilities are commitments to extend credit, home equity lines, overdraft protection lines, and standby letters of credit. Such financial instruments are recorded when they are funded. A summary of commitments and contingent liabilities at December 31, 2007 and 2006, is as follows:

(\$ In thousands)	Contractual Amount December 31,	
	2007	2006
Commitments to extend credit	\$ 357,541	\$ 359,271
Standby letters of credit	23,904	18,183

Commitments to extend credit and letters of credit include some exposure to credit loss in the event of nonperformance of the customer. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. The credit policies and procedures for such commitments are the same as those used for lending activities. Because these instruments have fixed maturity dates and because a number expire without being drawn upon, they generally do not present any significant liquidity risk. No significant losses on commitments were incurred during the three years ended December 31, 2007, nor are any significant losses as a result of these transactions anticipated.

Notes to Consolidated Financial Statements

The Corporation leases various premises and equipment under operating leases. At December 31, 2007, future minimum rental commitments are as follows:

Year	Amount
2008	\$ 1,573
2009	1,401
2010	947
2011	824
2012	747
Thereafter	6,574

Rental expense for premises and equipment for the years ended December 31, 2007, 2006, and 2005, was \$1,776,000, \$1,069,000, and \$818,000, respectively.

The Corporation is a defendant in various pending and threatened legal actions arising in the normal course of business. In the opinion of management, based upon the advice of legal counsel, the ultimate disposition of these matters will not have a material effect on the Corporation's consolidated financial statements.

NOTE R – CONCENTRATIONS OF CREDIT

Most of the loans, commitments and letters of credit have been granted to customers in the Corporation's market areas. Generally, such customers are also depositors. Investments in state and municipal securities also involve governmental entities within the Corporation's market areas. The concentrations of credit by type of loan are set forth in Note D of these Consolidated Financial Statements. The distribution of commitments to extend credit approximates the distribution of loans outstanding. Letters of credit were granted primarily to commercial borrowers.

NOTE S – SUPPLEMENTAL CASH FLOW INFORMATION

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Cash paid during the year for:			
Interest	\$ 67,093	\$ 42,070	\$ 27,425
Income taxes, net of refunds	7,064	6,890	1,555
Non-cash activities:			
Transfers of loans to other real estate	8,979	1,079	637
Stock issued for acquisition	-	18,862	-

NOTE T – DISCLOSURE ABOUT FAIR VALUES OF FINANCIAL INSTRUMENTS

The following disclosure of the estimated fair value of financial instruments is made in accordance with FASB Statement No. 107, "Disclosures About Fair Value of Financial Instruments." The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and Cash Equivalents – For such short-term instruments, the carrying amount is a reasonable estimate of fair value.

Notes to Consolidated Financial Statements

Securities – For securities held as investments, fair value equals market price, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities; however, as of December 31, 2007, quoted market prices were available for all securities. The fair value of other securities, which consist of FHLB stock and Federal Reserve Bank stock, is estimated to be the carrying value, which is par.

Loans – The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits – The fair values of demand deposits are, as required by Statement No. 107, equal to the carrying value of such deposits. Demand deposits include noninterest-bearing demand deposits, savings accounts, NOW accounts, and money market demand accounts. The fair value of variable rate term deposits, those repricing within six months or less, approximates the carrying value of these deposits. Discounted cash flows have been used to value fixed rate term deposits and variable rate term deposits repricing after six months. The discount rate used is based on interest rates currently being offered on comparable deposits as to amount and term.

Short-Term Borrowings – The fair value of any federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings generally approximates their carrying value.

Subordinated Debentures – The subordinated debentures bear interest at a variable rate and the carrying value approximates the fair value.

FHLB and Other Borrowings – The fair value of the fixed rate borrowings is estimated using discounted cash flows, based on current incremental borrowing rates for similar types of borrowing arrangements. The carrying amount of any variable rate borrowings approximates their fair values.

Off-Balance Sheet Instruments – Fair values of off-balance sheet financial instruments are based on fees charged to enter into similar agreements. However, commitments to extend credit do not represent a significant value until such commitments are funded or closed. Management has determined that these instruments do not have a distinguishable fair value and no fair value has been assigned.

	December 31, 2007		December 31, 2006	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<i>(In thousands)</i>				
Financial Instruments:				
Assets:				
Cash and cash equivalents	\$ 52,397	\$ 52,397	\$ 83,504	\$ 83,504
Securities available-for-sale	403,796	403,796	413,812	413,812
Securities held-to-maturity	22,846	23,957	23,478	25,057
Other securities	16,449	16,449	11,290	11,290
Loans	1,322,921	1,321,174	1,210,710	1,193,397
Liabilities:				
Noninterest-bearing deposits	171,403	171,403	178,018	178,018
Interest-bearing deposits	1,254,163	1,247,841	1,282,505	1,259,292
Federal funds purchased and securities sold under agreements to repurchase	107,060	106,410	80,838	80,566
Subordinated debentures	30,928	30,928	37,114	37,114
FHLB and other borrowings	210,771	210,988	112,664	112,425

The Corporation elected early adoption of FASB Statement No. 159 and adopted FASB Statement No. 157, effective January 1, 2007. As of December 31, 2007, the Corporation's balance sheet does not include any financial assets or liabilities for which the fair value option of FASB Statement No. 159 was elected.

Notes to Consolidated Financial Statements

The following table reflects assets measured at fair value on a recurring basis:

<i>(In thousands)</i>	Fair Value at December 31, 2007
Available-for-sale securities	\$ 403,796

Fair value for these assets was determined by reference to quoted market prices in active markets for identical assets.

NOTE U - CONDENSED PARENT COMPANY STATEMENTS

Balance sheets as of December 31, 2007 and 2006, and statements of income and cash flows for the years ended December 31, 2007, 2006 and 2005, of Cadence Financial Corporation (parent company only) are presented below

BALANCE SHEETS

<i>(In thousands)</i>	December 31,	
	2007	2006
Assets		
Cash and cash equivalents	\$ 7,669	\$ 8,309
Securities available-for-sale	3,730	10,486
Investment in and advances to subsidiaries	213,950	210,161
Other assets	1,596	1,475
	\$ 226,945	\$ 230,431
Liabilities and Shareholders' Equity		
Dividends payable and other liabilities	\$ 1,647	\$ 2,052
Subordinated debentures	30,928	37,114
Shareholders' equity	194,370	191,265
	\$ 226,945	\$ 230,431

STATEMENTS OF INCOME

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Dividends from subsidiaries	\$ 11,897	\$ 10,722	\$ 9,006
Other	929	1,313	14
Total income	12,826	12,035	9,020
Total expense	3,539	3,601	2,660
Income before income taxes and equity in undistributed earnings of subsidiaries	9,287	8,434	6,360
Income tax benefit	998	875	1,025
Income before equity in undistributed earnings of subsidiaries	10,285	9,309	7,385
Equity in undistributed earnings of subsidiaries in excess of (less than) dividends	(492)	4,844	6,369
Net income	\$ 9,793	\$ 14,153	\$ 13,754

Notes to Consolidated Financial Statements

STATEMENTS OF CASH FLOWS

<i>(In thousands)</i>	Years Ended December 31,		
	2007	2006	2005
Cash Flows From Operating Activities			
Net income	\$ 9,793	\$ 14,153	\$ 13,754
Equity in subsidiaries' earnings (in excess of) less than dividends	492	(4,844)	(6,369)
Other, net	(10)	2,097	2,276
Net cash provided by operating activities	<u>10,275</u>	<u>11,406</u>	<u>9,661</u>
Cash Flows From (Used In) Investing Activities			
Payments for investments in and advances to subsidiaries	(180)	(34,505)	-
Purchase of investments available-for-sale	(6,213)	(50,921)	-
Proceeds from sales and maturities of securities available-for-sale	13,128	41,000	-
Other, net	-	498	-
Net cash provided by (used in) investing activities	<u>6,735</u>	<u>(43,928)</u>	<u>-</u>
Cash Flows From (Used In) Financing Activities			
Repayment of advances from subsidiaries	(6,000)	-	-
Dividends paid on common stock	(11,897)	(12,766)	(7,921)
Net proceeds from equity offering	-	50,218	-
Other, net	247	479	255
Net cash provided by (used in) financing activities	<u>(17,650)</u>	<u>37,931</u>	<u>(7,666)</u>
Net increase (decrease) in cash and cash equivalents	(640)	5,409	1,995
Cash and cash equivalents at beginning of year	8,309	2,900	905
Cash and cash equivalents at end of year	<u>\$ 7,669</u>	<u>\$ 8,309</u>	<u>\$ 2,900</u>

NOTE V - SUMMARY OF QUARTERLY RESULTS OF OPERATIONS AND PER SHARE AMOUNTS (UNAUDITED)

<i>(In thousands, except per share data)</i>	Mar. 31	Three Months Ended		Dec. 31
		June 30	Sept. 30	
2007				
Total interest income	\$ 29,465	\$ 30,433	\$ 31,276	\$ 30,939
Total interest expense	15,766	16,093	16,636	16,350
Net interest income	13,699	14,340	14,640	14,589
Provision for loan losses	1,229	900	3,150	2,851
Net interest income after provision for loan losses	12,470	13,440	11,490	11,738
Total noninterest income, excluding securities gains (losses)	5,534	5,477	5,756	5,832
Securities gains (losses)	8	(140)	43	72
Impairment loss on securities	(5,097)	-	-	-
Total noninterest expenses	13,458	13,654	13,812	13,118
Income taxes	(646)	1,513	860	1,061
Net income	<u>\$ 103</u>	<u>\$ 3,610</u>	<u>\$ 2,617</u>	<u>\$ 3,463</u>
Per share:				
Net income	\$ 0.01	\$ 0.30	\$ 0.22	\$ 0.29
Net income, diluted	0.01	0.30	0.22	0.29
Cash dividends declared	0.25	0.25	0.25	0.25

Notes to Consolidated Financial Statements

<i>(In thousands, except per share data)</i>	Three Months Ended			
	Mar. 31	June 30	Sept. 30	Dec. 31
2006				
Total interest income	\$ 20,611	\$ 22,388	\$ 25,544	\$ 28,451
Total interest expense	8,869	10,302	12,523	14,818
Net interest income	11,742	12,086	13,021	13,633
Provision for loan losses	401	827	(72)	500
Net interest income after provision for loan losses	11,341	11,259	13,093	13,133
Total noninterest income, excluding securities gains (losses)	4,743	5,377	5,811	6,021
Securities gains (losses)	2	17	2	45
Impairment loss on securities	-	-	(2,025)	-
Total noninterest expenses	11,634	11,834	12,660	13,554
Income taxes	1,202	1,325	1,111	1,346
Net income	\$ 3,250	\$ 3,494	\$ 3,110	\$ 4,299
Per share:				
Net income	\$ 0.40	\$ 0.36	\$ 0.27	\$ 0.36
Net income, diluted	0.40	0.36	0.27	0.36
Cash dividends declared	0.25	0.25	0.25	0.25

NOTE W – EQUITY OFFERING

On May 12, 2006, the Corporation closed on a public offering of its common stock. As a result of this offering, 2.76 million shares were sold at a price of \$19.50 per share, with net proceeds of approximately \$50.2 million. Some of these proceeds were used to fund the SunCoast and Seasons acquisitions, and the remainder will be used for other general corporate purposes.

Report of Independent Registered Public Accounting Firm

To the Audit Committee of the Board of Directors and Shareholders
Cadence Financial Corporation

We have audited the accompanying consolidated balance sheets of Cadence Financial Corporation and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of income, changes in shareholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2007. We also have audited Cadence Financial Corporation's internal control over financial reporting as of December 31, 2007, based on criteria established in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Cadence Financial Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Report of Management on Internal Control Over Financial Reporting." Our responsibility is to express an opinion on these financial statements and an opinion on the Corporation's internal control over financial reporting based on our audits.

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

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cadence Financial Corporation and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Cadence Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

T. E. Lott & Company

Columbus, Mississippi
March 13, 2008

Report of Management on Internal Control Over Financial Reporting

Management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) of the Securities and Exchange Act of 1934. The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

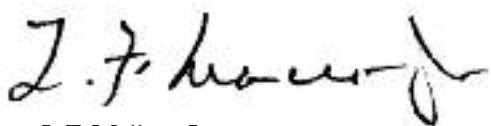
Management has in place an internal accounting control system designed to safeguard corporate assets from material loss or misuse. The internal control system includes an organizational structure that provides appropriate delegation of authority and segregation of duties, establishes policies and procedures, and comprehensive internal audit and loan review programs. Management believes that this system provides assurance that assets are adequately safeguarded and that the accounting records, which are the basis for the preparation of the financial statements, are reliable.

Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented, or overridden or misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, an effective system of control will provide only reasonable assurance with respect to the financial statement preparation.

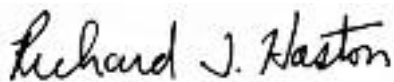
The Board of Directors, primarily through its audit committee, oversees the adequacy of the Corporation's internal control structure. The audit committee, consisting entirely of independent directors, meets regularly with management, internal auditors and the independent registered public accounting firm, and reviews audit plans and results as well as management's actions taken in discharging responsibilities for accounting, financial reporting and internal control. Both the independent registered public accounting firm and the internal auditors have direct confidential access to the audit committee at all times to discuss the results of their examinations.

Management conducted an evaluation of the effectiveness of the Corporation's internal controls over financial reporting as of December 31, 2007. This evaluation was based on criteria for effective internal control over financial reporting described in "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon that evaluation, management concluded that the Corporation maintained effective internal control over financial reporting as of December 31, 2007.

The effectiveness of the Corporation's internal control over financial reporting as of December 31, 2007, has been audited by the Corporation's independent registered public accounting firm.



L.F. Mallory, Jr.
Chairman and Chief Executive Officer
March 13, 2008



Richard T. Haston
Executive Vice President and Chief Financial Officer
March 13, 2008

Officers and Directors

CADENCE FINANCIAL CORPORATION

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David C. Byars	J. Nutie Dowdle	Clifton S. Hunt	H. Stokes Smith
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Robert L. Calvert, III	Hunter M. Gholson	L. F. Mallory, Jr.	* <i>also Board Members CADENCE BANK, N.A.</i>

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J. Aubrey Adair <i>Senior Vice President and Controller</i>	Thomas L. Green <i>Senior Vice President, Security and Facilities</i>	Mary W. Sanders <i>Senior Vice President, Loan Operations</i>	

Officers and Directors

CADENCE BANK, N.A.

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Jon Farmer
State Executive

BIRMINGHAM

Jon Farmer, *President and Chief Executive Officer*

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James G. Galloway, Jr., CIC
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