

COLONIAL BANGROUP INC  
Form 8-K  
May 04, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 4, 2009

**THE COLONIAL BANGROUP, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of

**1-13508**  
(Commission File Number)

**63-0661573**  
(I.R.S. Employer Identification No.)

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incorporation or organization)

**100 Colonial Bank Blvd.**

**Montgomery, Alabama 36117**

**(Address of principal executive offices)**

**(334) 676-5000**

**(Registrant's telephone number)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

Under the terms of the Stock Purchase Agreement dated March 31, 2009 (the Agreement ) between The Colonial BancGroup, Inc. ( Colonial ) and investors led by Taylor, Bean & Whitaker Mortgage Corp. ( TBW and collectively the Purchasers ), the time period for due diligence and joinder of the Agreement by the additional investors was originally set to expire April 30, 2009. TBW requested an extension of the due diligence period to finalize review of due diligence materials and share the information and results with the other investors.

On April 30, 2009, the First Amendment to the Stock Purchase Agreement (the Amendment ) was signed by Colonial and TBW. The Amendment extends the due diligence and joinder deadlines to May 22, 2009. In addition, the time period for Colonial to respond to a Superior Proposal was extended through May 22, 2009. Finally, the financing contingency that was included in the Agreement was deleted.

The description of the First Amendment to Stock Purchase Agreement above is a summary and does not purport to be a complete description of all of the terms of such agreement, and is qualified in its entirety by reference to the First Amendment to Stock Purchase Agreement, attached hereto as Exhibit 10.1, and incorporated herein by reference.

To facilitate the evaluation of the impact of the Amendment, Exhibit 10.2 attached hereto provides an updated Stock Purchase Agreement showing marked changes giving effect to the Amendment.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Exhibit</b>
10.1	First Amendment to Stock Purchase Agreement by and among The Colonial BancGroup, Inc. and the Purchasers
10.2	Stock Purchase Agreement updated to show marked changes made by the Amendment. This exhibit is provided for illustration purposes only.

*This report and the information incorporated by reference contain forward-looking statements within the meaning of the federal securities laws. Words such as believes, estimates, plans, expects, should, may, might, could, outlook, potential, would, anticipates, the negative of these terms and similar expressions as they relate to BancGroup (including its subsidiaries and its management), are intended to identify forward-looking statements. The forward-looking statements in this report are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements.*

*In addition to factors mentioned elsewhere in this report or previously disclosed in BancGroup's Securities and Exchange Commission (the SEC) reports (accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) or on BancGroup's website at [www.colonialbank.com](http://www.colonialbank.com)), the following factors, among others, could cause actual results to differ materially from forward-looking statements, and future results could differ materially from historical performance. These factors are not exclusive:*

*losses in our loan portfolio are greater than estimated or expected;*

*an inability to raise additional capital on terms and conditions that are satisfactory, including the failure to close on Colonial's pending agreement with investors led by Taylor, Bean & Whitaker Mortgage Corp.;*

*failure to receive final approval and actual funding from the U.S. Treasury Department's Capital Purchase Program;*

*the impact of current economic conditions and the results of our operations on our ability to borrow additional funds to meet our liquidity needs;*

*economic conditions affecting real estate values and transactions in BancGroup's market and/or general economic conditions, either nationally or regionally, that are less favorable or take longer to recover than expected;*

*changes in the interest rate environment which expand or reduce margins or adversely affect critical estimates as applied, projected returns on investments and fair values of assets;*

*continued or sustained deterioration of market and economic conditions or business performance could increase the likelihood that we would have an additional goodwill impairment charge;*

*deposit attrition, customer loss or revenue loss in the ordinary course of business;*

*increases in competitive pressure in the banking industry and from non-banks;*

*costs or difficulties related to the integration of the businesses of BancGroup and institutions it acquires are greater than expected;*

*the inability of BancGroup to realize elements of its strategic and operating plans for 2009 and beyond;*

*the anticipated savings and revenue enhancements from the Colonial 1<sup>st</sup> program may not be achieved in their entirety or accomplished within our expected time frame;*

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*natural disasters in BancGroup's primary market areas result in prolonged business disruption or materially impair the value of collateral securing loans;*

*management's assumptions and estimates underlying critical accounting policies prove to be inadequate or materially incorrect or are not borne out by subsequent events;*

*the impact of recent and future federal and state regulatory changes;*

*current and future litigation, regulatory investigations, proceedings or inquiries;*

*strategies to manage interest rate risk may yield results other than those anticipated;*

*changes which may occur in the regulatory environment;*

*a significant rate of inflation (deflation);*

*unanticipated litigation or claims;*

*changes in the securities markets;*

*acts of terrorism or war; and*

*details of the recently enacted Emergency Economic Stabilization Act of 2008, the American Recovery and Reinvestment Act of 2009, the Homeowner Affordability and Stability Plan and various announced and unannounced programs implemented by the U.S. Treasury Department and bank regulators to address capital and liquidity concerns in the banking system, are still being finalized and may have a significant effect on the financial services industry and BancGroup.*

*Many of these factors are beyond BancGroup's control. The reader is cautioned not to place undue reliance on any forward looking statements made by or on behalf of BancGroup. Any such statement speaks only as of the date the statement was made or as of such date that may be referenced within the statement. BancGroup does not undertake any obligation to update or revise any forward-looking statements.*

SIGNATURE

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

THE COLONIAL BANGROUP, INC

By                    /s/ SARAH H. MOORE  
                         **Sarah H. Moore**  
                         **Senior Executive Vice President**

**and Chief Financial Officer**

Date: May 4, 2009