

**Report of Organizational Actions  
Affecting Basis of Securities**

OMB No. 1545-0123

► See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
TowneBank		54-1910608	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Kevin Fly	757-686-7028	kevin.fly@townebank.net	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
6001 Harbour View Blvd.		Suffolk, VA 23435	
<b>8</b> Date of action		<b>9</b> Classification and description	
January 26, 2018		Common Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
89214P109		TOWN	NA

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On January 26, 2018 (the "effective date"), Paragon Commercial Corporation ("Paragon") was merged with and into TowneBank (NASDAQ:TOWN), with TowneBank as the surviving entity, pursuant to the terms and condition of the Agreement and Plan of Reorganization (the "Merger Agreement"), dated April 26, 2017.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► Pursuant to the Merger Agreement, each share of Paragon was converted into the right to receive 1.7250 shares of TowneBank common stock. Cash was received in lieu of fractional shares at a rate of \$32.055 per share of TowneBank stock. The transaction qualifies as a "reorganization" within the meaning of 368(a)(1) of the IRC. Under section 358(a), the shareholder's aggregate tax basis in the TowneBank common stock received pursuant to the transaction (including any fractional TowneBank common stock shares deemed received and exchanged for cash) will equal the aggregate tax basis in the original Paragon common stock surrendered in the transaction.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Refer to the description of the basis calculation in Part II, Box 15 above. The January 26, 2018 closing price of a single share of TOWN common stock on the NASDAQ stock exchange was \$31.20.

**Part II Organizational Action** (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

IRC 368 (a)(1)

IRC 354

IRC 356

IRC 358

IRC 1001

**18** Can any resulting loss be recognized? ► For United States federal income tax purposes a former Paragon shareholder generally will not recognize any gain or loss with respect to the exchange of Paragon common stock shares for shares of TowneBank common stock in the transaction, but will however, have to recognize gain or loss in connection with any cash received in lieu of fractional share interest in TowneBank common stock equal to the difference between the amount of cash received in lieu of a fractional share and the portion of the Paragon shareholder's adjusted tax basis of the Paragon shares surrendered that is allocable to the fractional share of TowneBank stock. Such gain or loss generally will be long-term capital gain or loss if the holding period in the Paragon shares is more than twelve months as of the closing date of the merger.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year is the calendar year ending December 31, 2018.

Any information disclosed in this information return should not be considered, used or relied upon as tax advice on the tax treatment of the transaction, and each shareholder of TowneBank common stock should consult their tax advisor as to the resulting tax consequences of the transaction.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► /s/ Kevin Fly

Date ►

Print your name ► Kevin Fly

Title ► Executive Vice President

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054