

COLONY BANKCORP INC  
Form 10-Q  
May 06, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR QUARTER ENDED MARCH 31, 2013

COMMISSION FILE NUMBER 0-12436

COLONY BANKCORP, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

GEORGIA  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

58-1492391  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

115 SOUTH GRANT STREET, FITZGERALD, GEORGIA 31750  
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

229/426-6000  
REGISTRANT'S TELEPHONE NUMBER INCLUDING AREA CODE

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED REPORTS REQUIRED TO BE FILED BY SECTIONS 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT HAS SUBMITTED ELECTRONICALLY AND POSTED ON ITS CORPORATE WEB SITE, IF ANY, EVERY INTERACTIVE DATA FILE REQUIRED TO BE SUBMITTED AND POSTED PURSUANT TO RULE 405 OF REGULATION S-T (§232.405 OF THIS CHAPTER) DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO SUBMIT AND POST SUCH FILES).

YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, A NON-ACCELERATED FILER OR A SMALLER REPORTING COMPANY. SEE DEFINITIONS OF "ACCELERATED FILER", "LARGE ACCELERATED FILER" AND "SMALLER REPORTING

COMPANY” IN RULE 12b-2 OF THE EXCHANGE ACT.

LARGE ACCELERATED FILER                       ACCELERATED FILER   
NON-ACCELERATED FILER                       SMALLER REPORTING COMPANY   
(DO NOT CHECK IF A SMALLER REPORTING COMPANY)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT).

YES                       NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER’S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE.

| CLASS                       | OUTSTANDING AT MAY 6, 2013 |
|-----------------------------|----------------------------|
| COMMON STOCK, \$1 PAR VALUE | 8,439,258                  |

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Forward Looking Statement Disclosure

Certain statements contained in this Quarterly Report that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act), notwithstanding that such statements are not specifically identified. In addition, certain statements may be contained in the Company's future filings with the SEC, in press releases, and in oral and written statements made by or with the approval of the Company that are not statements of historical fact and constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans and objectives of Colony Bankcorp, Inc. or its management or Board of Directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "expects," "intends," "targeted" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- Loss and regional economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact.
- Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.
- The effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board.
  - Inflation, interest rate, market and monetary fluctuations.
  - Political instability.
  - Acts of war or terrorism.
- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.
  - Changes in consumer spending, borrowings and savings habits.
  - Technological changes.
  - Acquisitions and integration of acquired businesses.
  - The ability to increase market share and control expenses.
- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiary must comply.
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The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.

- Changes in the Company's organization, compensation and benefit plans.
  - The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.
  - Greater than expected costs or difficulties related to the integration of new lines of business.
  - The Company's success at managing the risks involved in the foregoing items.
- Restrictions or conditions imposed by our regulators on our operations, including the terms of our Memorandum of Understanding.

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Forward-looking statements speak only as of the date on which such statements are made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

Readers should carefully review all disclosures we file from time to time with the Securities and Exchange Commission (SEC).

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PART 1. FINANCIAL INFORMATION

ITEM 1

FINANCIAL STATEMENTS

THE FOLLOWING FINANCIAL STATEMENTS ARE PROVIDED FOR COLONY BANKCORP, INC. AND ITS WHOLLY-OWNED SUBSIDIARY BANK, COLONY BANK

- A. CONSOLIDATED BALANCE SHEETS – MARCH 31, 2013 (UNAUDITED) AND DECEMBER 31, 2012.
- B. CONSOLIDATED STATEMENTS OF INCOME – FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND 2012 (UNAUDITED).
- C. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND 2012 (UNAUDITED).
- D. CONSOLIDATED STATEMENTS OF CASH FLOWS – FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND 2012 (UNAUDITED).

THE CONSOLIDATED FINANCIAL STATEMENTS FURNISHED HAVE NOT BEEN AUDITED BY INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS, BUT REFLECT, IN THE OPINION OF MANAGEMENT, ALL ADJUSTMENTS (CONSISTING SOLELY OF NORMAL RECURRING ADJUSTMENTS) NECESSARY FOR A FAIR PRESENTATION OF THE RESULTS OF OPERATIONS FOR THE PERIODS PRESENTED.

THE RESULTS OF OPERATIONS FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2013 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

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Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS  
MARCH 31, 2013 AND DECEMBER 31, 2012  
(DOLLARS IN THOUSANDS)

|  | March 31,<br>2013<br>(Unaudited) | December<br>31, 2012<br>(Audited) |
|--|----------------------------------|-----------------------------------|
| <b>ASSETS</b>  |                                  |                                   |
| Cash and Cash Equivalents  |                                  |                                   |
| Cash and Due from Banks  | \$ 18,608                        | \$ 29,244                         |
| Federal Funds Sold   | 10,966                           | 20,002                            |
|  | 29,574                           | 49,246                            |
| Interest-Bearing Deposits  | 8,706                            | 21,795                            |
| Investment Securities  |                                  |                                   |
| Available for Sale, at Fair Value  | 288,249                          | 268,301                           |
| Held to Maturity, at Cost (Fair Value of \$43 and \$42, as of March 31, 2013 and December 31, 2012, Respectively)    | 43                               | 41                                |
|  | 288,292                          | 268,342                           |
| Federal Home Loan Bank Stock, at Cost  | 3,164                            | 3,364                             |
| Loans  | 736,820                          | 747,050                           |
| Allowance for Loan Losses  | (12,930 )                        | (12,737 )                         |
| Unearned Interest and Fees   | (239 )                           | (234 )                            |
|  | 723,651                          | 734,079                           |
| Premises and Equipment   | 25,071                           | 24,916                            |
| Other Real Estate (Net of Allowance of \$4,917 and \$4,561 as of March 31, 2013 and December 31, 2012, Respectively) | 18,771                           | 15,941                            |
| Other Intangible Assets  | 215                              | 224                               |
| Other Assets   | 21,421                           | 21,490                            |
| Total Assets   | \$ 1,118,865                     | \$ 1,139,397                      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                  |                                   |
| Deposits   |                                  |                                   |
| Noninterest-Bearing  | \$ 121,921                       | \$ 123,967                        |
| Interest-Bearing   | 831,654                          | 855,718                           |
|  | 953,575                          | 979,685                           |
| Borrowed Money   |                                  |                                   |
| Subordinated Debentures  | 24,229                           | 24,229                            |
| Other Borrowed Money   | 40,000                           | 35,000                            |
|  | 64,229                           | 59,229                            |
| Other Liabilities  | 5,624                            | 4,724                             |
| Commitments and Contingencies  |                                  |                                   |
| Stockholders' Equity   |                                  |                                   |



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|   |             |             |
|---|-------------|-------------|
| Preferred Stock, Stated Value \$1,000 a Share; Authorized 10,000,000 Shares, Issued 28,000 Shares   | 27,870      | 27,827      |
| Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 8,439,258 and 8,439,258 Shares as of March 31, 2013 and December 31, 2012, Respectively | 8,439       | 8,439       |
| Paid-In Capital   | 29,145      | 29,145      |
| Retained Earnings   | 31,022      | 30,498      |
| Accumulated Other Comprehensive (Loss), Net of Tax  | (1,039 )    | (150 )      |
|   | 95,437      | 95,759      |
| Total Liabilities and Stockholders' Equity  | \$1,118,865 | \$1,139,397 |

The accompanying notes are an integral part of these statements.

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Part I (Continued)  
Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME  
THREE MONTHS ENDED MARCH 31, 2013 AND 2012  
(UNAUDITED)  
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | March 31,<br>2013  | March 31,<br>2012 |
| Interest Income                                     |                    |                   |
| Loans, Including Fees                               | \$10,361           | \$10,420          |
| Federal Funds Sold                                  | 14                 | 26                |
| Deposits with Other Banks                           | 11                 | 20                |
| Investment Securities                               |                    |                   |
| U.S. Government Agencies                            | 712                | 1,619             |
| State, County and Municipal                         | 33                 | 66                |
| Corporate Obligations and Asset-Backed Securities   | 14                 | 23                |
| Dividends on Other Investments                      | 19                 | 17                |
|   | 11,164             | 12,191            |
| Interest Expense                                    |                    |                   |
| Deposits  | 1,686              | 2,470             |
| Borrowed Money                                      | 432                | 837               |
|   | 2,118              | 3,307             |
| Net Interest Income                                 | 9,046              | 8,884             |
| Provision for Loan Losses                           | 1,500              | 1,942             |
| Net Interest Income After Provision for Loan Losses | 7,546              | 6,942             |
| Noninterest Income                                  |                    |                   |
| Service Charges on Deposits                         | 1,101              | 796               |
| Other Service Charges, Commissions and Fees         | 404                | 419               |
| Mortgage Fee Income                                 | 119                | 81                |
| Securities Gains                                    | (8                 | ) 137             |
| Other   | 594                | 381               |
|   | 2,210              | 1,814             |
| Noninterest Expenses                                |                    |                   |
| Salaries and Employee Benefits                      | 4,169              | 3,820             |
| Occupancy and Equipment                             | 933                | 938               |
| Other   | 3,290              | 3,225             |
|   | 8,392              | 7,983             |
| Income Before Income Taxes                          | 1,364              | 773               |
| Income Taxes  | 427                | 232               |
| Net Income  | 937                | 541               |
| Preferred Stock Dividends                           | 370                | 352               |
| Net Income Available to Common Stockholders         | \$567              | \$189             |

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| Net Income Per Share of Common Stock              |           |           |
|---|-----------|-----------|
| Basic   | \$0.07    | \$0.02    |
| Diluted   | \$0.07    | \$0.02    |
| Cash Dividends Declared Per Share of Common Stock | \$0.00    | \$0.00    |
| Weighted Average Basic Shares Outstanding         | 8,439,258 | 8,439,258 |
| Weighted Average Diluted Shares Outstanding       | 8,439,258 | 8,439,258 |

The accompanying notes are an integral part of these statements.

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Part I (Continued)  
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COLONY BANKCORP INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
THREE MONTHS ENDED MARCH 31, 2013 AND 2012  
(UNAUDITED)  
(DOLLARS IN THOUSANDS)

|  | Three Months Ended |                   |
|--|--------------------|-------------------|
|  | March 31,<br>2013  | March 31,<br>2012 |
| Net Income   | \$937              | \$541             |
| Other Comprehensive Income (Loss), Net of Tax  |                    |                   |
| Gains (Losses) on Securities Arising During the Year   | (894 )             | 415               |
| Reclassification Adjustment  | 5                  | ( 91 )            |
| Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of<br>Reclassification Adjustment and Tax Effect | (889 )             | 324               |
| Comprehensive Income   | \$48               | \$865             |

The accompanying notes are an integral part of these statements.

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COLONY BANKCORP, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
THREE MONTHS ENDED MARCH 31, 2013 AND 2012  
(UNAUDITED)  
(DOLLARS IN THOUSANDS)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | March 31,<br>2013  | March 31,<br>2012 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |                    |                   |
| Net Income  | \$937              | \$541             |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: |                    |                   |
| Depreciation  | 387                | 402               |
| Provision for Loan Losses   | 1,500              | 1,942             |
| Securities (Gains) Losses   | 8                  | (137 )            |
| Amortization and Accretion  | 939                | 1,016             |
| (Gain) Loss on Sale of Other Real Estate and Repossessions                        | (94 )              | 121               |
| Provision for Losses on Other Real Estate   | 500                | 350               |
| Increase in Cash Surrender Value of Life Insurance                                | (53 )              | (62 )             |
| Other Prepaids, Deferrals and Accruals, Net                                       | 1,176              | 2,175             |
|   | 5,300              | 6,348             |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |                    |                   |
| Purchases of Investment Securities Available for Sale                             | (68,394 )          | (46,858 )         |
| Proceeds from Maturities, Calls, and Paydowns of<br>Investment Securities:        |                    |                   |
| Available for Sale  | 15,764             | 10,709            |
| Proceeds from Sale of Investment Securities<br>Available for Sale                 |                    |                   |
|   | 30,418             | 6,082             |
| Decrease in Interest-Bearing Deposits in Other Banks                              | 13,089             | 906               |
| Net Loans to Customers  | 3,474              | 4,815             |
| Purchase of Premises and Equipment  | (541 )             | (424 )            |
| Proceeds from Sale of Other Real Estate and Repossessions                         | 2,129              | 2,346             |
| Proceeds from Sale of FHLB Stock  | 200                | --                |
|   | (3,861 )           | (22,424 )         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |                    |                   |
| Noninterest-Bearing Customer Deposits   | (2,046 )           | 11,204            |
| Interest-Bearing Customer Deposits  | (24,065 )          | (17,175 )         |
| Proceeds (Payments) from Other Borrowed Money                                     | 5,000              | (13,500 )         |
|   | (21,111 )          | (19,471 )         |
| Net Decrease in Cash and Cash Equivalents   | (19,672 )          | (35,547 )         |
| Cash and Cash Equivalents at Beginning of Period                                  | 49,246             | 83,372            |
| Cash and Cash Equivalents at End of Period  | \$29,574           | \$47,825          |

The accompanying notes are an integral part of these statements.



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Part I (Continued)  
Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Presentation

Colony Bankcorp, Inc. (the Company) is a bank holding company located in Fitzgerald, Georgia. The consolidated financial statements include the accounts of Colony Bankcorp, Inc. and its wholly-owned subsidiary, Colony Bank, Fitzgerald, Georgia. All significant intercompany accounts have been eliminated in consolidation. The accounting and reporting policies of Colony Bankcorp, Inc. conform to generally accepted accounting principles and practices utilized in the commercial banking industry.

All dollars in notes to consolidated financial statements are rounded to the nearest thousand.

The consolidated financial statements in this report are unaudited, except for the December 31, 2012 consolidated balance sheet. All adjustments consisting of normal recurring accruals which are, in the opinion of management, necessary for fair presentation of the interim consolidated financial statements have been included and fairly and accurately present the financial position, results of operations and cash flows of the Company. The results of operations for the three months ended March 31, 2013, are not necessarily indicative of the results which may be expected for the entire year.

Nature of Operations

The Bank provides a full range of retail and commercial banking services for consumers and small- to medium-size businesses located primarily in central, south and coastal Georgia. Colony Bank is headquartered in Fitzgerald, Georgia with banking offices in Albany, Ashburn, Broxton, Centerville, Chester, Columbus, Cordele, Douglas, Eastman, Fitzgerald, Leesburg, Moultrie, Pitts, Quitman, Rochelle, Savannah, Soperton, Sylvester, Thomaston, Tifton, Valdosta and Warner Robins. Lending and investing activities are funded primarily by deposits gathered through its retail banking office network.

Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans and the valuation of deferred tax assets.

Reclassifications

In certain instances, amounts reported in prior years' consolidated financial statements have been reclassified to conform to statement presentations selected for 2013. Such reclassifications had no effect on previously reported stockholders' equity or net income.

Concentrations of Credit Risk

Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At March 31, 2013, approximately 87 percent of the Company's loan portfolio was concentrated in loans secured by real estate. A substantial portion of borrowers' ability to honor their contractual obligations is dependent upon the viability of the real estate economic sector. The downturn of the housing and real estate market that began in 2007 resulted in an increase of problem loans secured by real estate, of which most are centered in the Company's larger MSA markets. Declining collateral real estate values that secure land development, construction and speculative real estate loans in the Company's larger MSA markets have resulted in high loan loss provisions in recent years. In addition, a large portion of the Company's foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis.



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Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Concentrations of Credit Risk (Continued)

The success of the Company is dependent, to a certain extent, upon the economic conditions in the geographic markets it serves. Adverse changes in the economic conditions in these geographic markets would likely have a material adverse effect on the Company's results of operations and financial condition. The operating results of Colony depend primarily on its net interest income. Accordingly, operations are subject to risks and uncertainties surrounding the exposure to changes in the interest rate environment.

At times, the Company may have cash and cash equivalents at financial institutions in excess of federal deposit insurance limits. The Company places its cash and cash equivalents with high credit quality financial institutions whose credit rating is monitored by management to minimize credit risk.

Investment Securities

The Company classifies its investment securities as trading, available for sale or held to maturity. Securities that are held principally for resale in the near term are classified as trading. Trading securities are carried at fair value, with realized and unrealized gains and losses included in noninterest income. Currently, no securities are classified as trading. Securities acquired with both the intent and ability to be held to maturity are classified as held to maturity and reported at amortized cost. All securities not classified as trading or held to maturity are considered available for sale. Securities available for sale are reported at estimated fair value. Unrealized gains and losses on securities available for sale are excluded from earnings and are reported, net of deferred taxes, in accumulated other comprehensive income (loss), a component of stockholders' equity. Gains and losses from sales of securities available for sale are computed using the specific identification method. Securities available for sale includes securities, which may be sold to meet liquidity needs arising from unanticipated deposit and loan fluctuations, changes in regulatory capital requirements, or unforeseen changes in market conditions.

The Company evaluates each held to maturity and available for sale security in a loss position for other-than-temporary impairment (OTTI). In estimating other-than-temporary impairment losses, management considers such factors as the length of time and the extent to which the market value has been below cost, the financial condition of the issuer and the Company's intent to sell and whether it is more likely than not that the Company will be required to sell the security before anticipated recovery of the amortized cost basis. If the Company intends to sell or if it is more likely than not that the Company will be required to sell the security before recovery, the OTTI write-down is recognized in earnings. If the Company does not intend to sell the security or it is not more likely than not that it will be required to sell the security before recovery, the OTTI write-down is separated into an amount representing credit loss, which is recognized in earnings and an amount related to all other factors, which is recognized in other comprehensive income (loss).

Federal Home Loan Bank Stock

Investment in stock of a Federal Home Loan Bank (FHLB) is required for every federally insured institution that utilizes its services. FHLB stock is considered restricted, as defined in the accounting standards. The FHLB stock is reported in the consolidated financial statements at cost. Dividend income is recognized when earned.

Loans

Loans that the Company has the ability and intent to hold for the foreseeable future or until maturity are recorded at their principal amount outstanding, net of unearned interest and fees. Loan origination fees, net of certain direct origination costs, are deferred and amortized over the estimated terms of the loans using the straight-line method. Interest income on loans is recognized using the effective interest method.

A loan is considered to be delinquent when payments have not been made according to contractual terms, typically evidenced by nonpayment of a monthly installment by the due date.

When management believes there is sufficient doubt as to the collectibility of principal or interest on any loan or generally when loans are 90 days or more past due, the accrual of applicable interest is discontinued and the loan is designated as nonaccrual, unless the loan is well secured and in the process of collection. Interest payments received on nonaccrual loans are either applied against principal or reported as income, according to management's judgment as to the collectibility of principal. Loans are returned to an accrual status when factors indicating doubtful collectibility on a timely basis no longer exist.

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Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Loans Modified in a Troubled Debt Restructuring (TDR)

Loans are considered to have been modified in a TDR when due to a borrower's financial difficulty, the Company makes certain concessions to the borrower that it would not otherwise consider for new debt with similar risk characteristics. Modifications may include interest rate reductions, principal or interest forgiveness, forbearance, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of the collateral. Generally, a non-accrual loan that has been modified in a TDR remains on non-accrual status for a period of 6 months to demonstrate that the borrower is able to meet the terms of the modified loan. However, performance prior to the modification, or significant events that coincide with the modification, are included in assessing whether the borrower can meet the new terms and may result in the loan being returned to accrual status at the time of loan modification or after a shorter performance period. If the borrower's ability to meet the revised payment schedule is uncertain, the loan remains on non-accrual status. Once a loan is modified in a troubled debt restructuring it is accounted for as an impaired loan, regardless of its accrual status, until the loan is paid in full, sold or charged off.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revisions as more information becomes available.

The allowance consists of specific, historical and general components. The specific component relates to loans that are classified as either doubtful, substandard or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The historical component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. A general component is maintained to cover uncertainties that could affect management's estimate of probable losses. The general component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and historical losses in the portfolio. General valuation allowances are based on internal and external qualitative risk factors such as (i) changes in the composition of the loan portfolio, (ii) the extent of loan concentrations within the portfolio, (iii) the effectiveness of the Company's lending policies, procedures and internal controls, (iv) the experience, ability and effectiveness of the Company's lending management and staff, and (v) national and local economics and business conditions.

Loans identified as losses by management, internal loan review and/or regulatory agencies are charged off.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral

value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

A significant portion of the Company's impaired loans are deemed to be collateral dependent. Management therefore measures impairment on these loans based on the fair value of the collateral. Collateral values are determined based on appraisals performed by qualified licensed appraisers hired by the Company or by senior members of the Company's credit administration staff. The decision whether or not to obtain an external third-party appraisal usually depends on the type of property being evaluated. External appraisals are usually obtained on more complex, income producing properties such as hotels, shopping centers and businesses. Less complex properties such as residential lots, farm land and single family houses may be evaluated internally by senior credit administration staff.

Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (1) Summary of Significant Accounting Policies (Continued)

## Allowance for Loan Losses (Continued)

When the Company does obtain appraisals from external third-parties, the values utilized in the impairment calculation are “as is” or current market values. The appraisals, whether prepared internally or externally, may utilize a single valuation approach or a combination of approaches including the comparable sales, income and cost approach. Appraised amounts used in the impairment calculation are typically discounted 10 percent to account for selling and marketing costs, if the repayment of the loan is to come from the sale of the collateral. Although appraisals are not obtained each year on all impaired loans, the collateral values used in the impairment calculations are evaluated quarterly by management. Based on management’s knowledge of the collateral and the current real estate market conditions, appraised values may be further discounted to reflect facts and circumstances known to management since the initial appraisal was performed.

Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a level 3 classification of the inputs for determining fair value. Because of the high degree of judgment required in estimating the fair value of collateral underlying impaired loans and because of the relationship between fair value and general economic conditions, we consider the fair value of impaired loans to be highly sensitive to changes in market conditions.

## Premises and Equipment

Premises and equipment are recorded at acquisition cost net of accumulated depreciation.

Depreciation is charged to operations over the estimated useful lives of the assets. The estimated useful lives and methods of depreciation are as follows:

| Description             | Life in Years | Method                        |
|-------------------------|---------------|-------------------------------|
| Banking Premises        | 15-40         | Straight-Line and Accelerated |
| Furniture and Equipment | 5-10          | Straight-Line and Accelerated |

Expenditures for major renewals and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. When property and equipment are retired or sold, the cost and accumulated depreciation are removed from the respective accounts and any gain or loss is reflected in other income or expense.

## Intangible Assets

Intangible assets consist of core deposit intangibles acquired in connection with a business combination. The core deposit intangible is initially recognized based on a valuation performed as of the consummation date. The core deposit intangible is amortized by the straight-line method over the average remaining life of the acquired customer deposits.

## Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

#### Statement of Cash Flows

For reporting cash flows, cash and cash equivalents include cash on hand, noninterest-bearing amounts due from banks and federal funds sold. Cash flows from demand deposits, NOW accounts, savings accounts, loans and certificates of deposit are reported net.

#### Advertising Costs

The Company expenses the cost of advertising in the periods in which those costs are incurred.

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Part I (Continued)  
Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Income Taxes

The provision for income taxes is based upon income for financial statement purposes, adjusted for nontaxable income and nondeductible expenses. Deferred income taxes have been provided when different accounting methods have been used in determining income for income tax purposes and for financial reporting purposes.

Deferred tax assets and liabilities are recognized based on future tax consequences attributable to differences arising from the financial statement carrying values of assets and liabilities and their tax bases. The differences relate primarily to depreciable assets (use of different depreciation methods for financial statement and income tax purposes) and allowance for loan losses (use of the allowance method for financial statement purposes and the direct write-off method for tax purposes). In the event of changes in the tax laws, deferred tax assets and liabilities are adjusted in the period of the enactment of those changes, with effects included in the income tax provision. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company and its subsidiary file a consolidated federal income tax return. The subsidiary pays its proportional share of federal income taxes to the Company based on its taxable income.

Positions taken in the Company's tax returns may be subject to challenge by the taxing authorities upon examination. Uncertain tax positions are initially recognized in the consolidated financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. The Company provides for interest and, in some cases, penalties on tax positions that may be challenged by the taxing authorities. Interest expense is recognized beginning in the first period that such interest would begin accruing. Penalties are recognized in the period that the Company claims the position in the tax return. Interest and penalties on income tax uncertainties are classified within income tax expense in the consolidated statement of income.

Other Real Estate

Other real estate generally represents real estate acquired through foreclosure and is initially recorded at estimated fair value at the date of acquisition less the cost of disposal. Losses from the acquisition of property in full or partial satisfaction of debt are recorded as loan losses. Properties are evaluated regularly to ensure the recorded amounts are supported by current fair values, and valuation allowances are recorded as necessary to reduce the carrying amount to fair value less estimated cost of disposal. Routine holding costs and gains or losses upon disposition are included in foreclosed property expense.

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on securities available for sale, represent equity changes from economic events of the period other than transactions with owners and are not reported in the consolidated statements of operations but as a separate component of the equity section of the consolidated balance sheets. Such items are considered components of other comprehensive income (loss). Accounting standards

codification requires the presentation in the consolidated financial statements of net income and all items of other comprehensive income (loss) as total comprehensive income (loss).

#### Off-Balance Sheet Credit Related Financial Instruments

In the ordinary course of business, the Company has entered into commitments to extend credit, commercial letters of credit and standby letters of credit. Such financial instruments are recorded when they are funded.



Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (2) Investment Securities

Investment securities as of March 31, 2013 and December 31, 2012 are summarized as follows:

| March 31, 2013                 | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|--------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| Securities Available for Sale: |                   |                              |                               |               |
| U.S. Government Agencies       |                   |                              |                               |               |
| Mortgage-Backed                | \$ 284,283        | \$ 471                       | \$ (1,944 )                   | \$ 282,810    |
| State, County & Municipal      | 4,173             | 44                           | (8 )                          | 4,209         |
| Corporate Obligations          | 1,000             | 98                           | --                            | 1,098         |
| Asset-Backed Securities        | 367               | --                           | (235 )                        | 132           |
|                                | \$ 289,823        | \$ 613                       | \$ (2,187 )                   | \$ 288,249    |
| Securities Held to Maturity:   |                   |                              |                               |               |
| State, County and Municipal    | \$ 43             | \$ --                        | \$ --                         | \$ 43         |

| December 31, 2012              | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|--------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| Securities Available for Sale: |                   |                              |                               |               |
| U.S. Government Agencies       |                   |                              |                               |               |
| Mortgage-Backed                | \$ 263,187        | \$ 835                       | \$ (962 )                     | \$ 263,060    |
| State, County & Municipal      | 3,974             | 34                           | (4 )                          | 4,004         |
| Corporate Obligations          | 1,000             | 105                          | --                            | 1,105         |
| Asset-Backed Securities        | 366               | --                           | (234 )                        | 132           |
|                                | \$ 268,527        | \$ 974                       | \$ (1,200 )                   | \$ 268,301    |
| Securities Held to Maturity:   |                   |                              |                               |               |
| State, County and Municipal    | \$ 41             | \$ 1                         | \$ --                         | \$ 42         |

The amortized cost and fair value of investment securities as of March 31, 2013, by contractual maturity, are shown hereafter. Expected maturities will differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. This is often the case with mortgage-backed securities, which are disclosed separately in the table below.

|   | Securities         |            |                  |            |
|---|--------------------|------------|------------------|------------|
|   | Available for Sale |            | Held to Maturity |            |
|   | Amortized<br>Cost  | Fair Value | Amortized Cost   | Fair Value |
| Due After One Year Through Five<br>Years  | \$ 2,754           | \$ 2,882   | \$ 43            | \$ 43      |
| Due After Five Years Through Ten<br>Years | 1,765              | 1,779      | --               | --         |
| Due After Ten Years                       | 1,021              | 778        | --               | --         |
|   | 5,540              | 5,439      | 43               | 43         |

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|                            |            |            |       |       |
|----------------------------|------------|------------|-------|-------|
| Mortgage-Backed Securities | 284,283    | 282,810    | --    | --    |
|                            | \$ 289,823 | \$ 288,249 | \$ 43 | \$ 43 |

Proceeds from the sale of investments available for sale during first three months of 2013 totaled \$30,418 compared to \$6,082 for the first three months of 2012. The sale of investments available for sale during 2013 resulted in gross realized gains of \$125 and losses of \$(133). The sale of investments available for sale during the first three months of 2012 resulted in gross realized gains of \$197. This was offset by other than temporary impairment charges of \$(60).

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Item 1 (Continued)

## (2) Investment Securities (Continued)

Nonaccrual securities are securities for which principal and interest are doubtful of collection in accordance with original terms and for which accruals of interest have been discontinued due to payment delinquency. Fair value of securities on nonaccrual status totaled \$132 and \$132 as of March 31, 2013 and December 31, 2012, respectively.

Investment securities having a carry value approximating \$118,473 and \$117,451 as of March 31, 2013 and December 31, 2012, respectively, were pledged to secure public deposits and for other purposes.

Information pertaining to securities with gross unrealized losses at March 31, 2013 and December 31, 2012 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

|                             | Less Than 12 Months |                         | 12 Months or Greater |                         | Total      |                         |
|-----------------------------|---------------------|-------------------------|----------------------|-------------------------|------------|-------------------------|
|                             | Fair Value          | Gross Unrealized Losses | Fair Value           | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| March 31, 2013              |                     |                         |                      |                         |            |                         |
| U.S. Government Agencies    |                     |                         |                      |                         |            |                         |
| Mortgage-Backed             | \$200,421           | \$(1,944 )              | \$--                 | \$--                    | \$200,421  | \$(1,944 )              |
| State, County and Municipal | 646                 | (8 )                    | --                   | --                      | 646        | (8 )                    |
| Asset-Backed Securities     | --                  | --                      | 132                  | (235 )                  | 132        | (235 )                  |
|                             | \$201,067           | \$(1,952 )              | \$132                | \$(235 )                | \$201,199  | \$(2,187 )              |
| December 31, 2012           |                     |                         |                      |                         |            |                         |
| U.S. Government Agencies    |                     |                         |                      |                         |            |                         |
| Mortgage-Backed             | \$142,104           | \$(962 )                | \$--                 | \$--                    | \$142,104  | \$(962 )                |
| State, County and Municipal | 1,431               | (4 )                    | --                   | --                      | 1,431      | (4 )                    |
| Asset-Backed Securities     | --                  | --                      | 132                  | (234 )                  | 132        | (234 )                  |
|                             | \$143,535           | \$(966 )                | \$132                | \$(234 )                | \$143,667  | \$(1,200 )              |

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

At March 31, 2013, the debt securities with unrealized losses have depreciated 1.07 percent from the Company's amortized cost basis. These securities are guaranteed by either the U.S. Government, other governments or U.S. corporations, except for asset-backed securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. As management has the ability to hold debt securities until maturity, or for the foreseeable future if

classified as available-for-sale, no declines are deemed to be other than temporary. However, the Company did own one asset-backed security at March 31, 2013 which has been in a continuous unrealized loss position for more than twelve months. This investment is comprised of one issuance of a trust preferred security, has a book value of \$367 and an unrealized loss of \$235. Management evaluates this investment on a quarterly basis utilizing a third-party valuation model. The Company does not intend to sell this investment, nor does the Company consider it likely that it will be required to sell the investment prior to recovery of the remaining fair value.

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Item 1 (Continued)

## (3) Loans

The following table presents the composition of loans segregated by class of loans, as of March 31, 2013 and December 31, 2012.

|                             | March 31,<br>2013 | December<br>31, 2012 |
|-----------------------------|-------------------|----------------------|
| Commercial and Agricultural |                   |                      |
| Commercial                  | \$52,906          | \$55,684             |
| Agricultural                | 7,856             | 6,211                |
| Real Estate                 |                   |                      |
| Commercial Construction     | 52,094            | 53,808               |
| Residential Construction    | 7,570             | 5,852                |
| Commercial                  | 328,852           | 334,386              |
| Residential                 | 204,658           | 203,845              |
| Farmland                    | 48,208            | 49,057               |
| Consumer and Other          |                   |                      |
| Consumer                    | 28,379            | 29,778               |
| Other                       | 6,297             | 8,429                |
| <b>Total Loans</b>          | <b>\$736,820</b>  | <b>\$747,050</b>     |

Commercial and industrial loans are extended to a diverse group of businesses within the Company's market area. These loans are often underwritten based on the borrower's ability to service the debt from income from the business. Real estate construction loans often require loan funds to be advanced prior to completion of the project. Due to uncertainties inherent in estimating construction costs, changes in interest rates and other economic conditions, these loans often pose a higher risk than other types of loans. Consumer loans are originated at the bank level. These loans are generally smaller loan amounts spread across many individual borrowers to help minimize risk.

**Credit Quality Indicators.** As part of the ongoing monitoring of the credit quality of the loan portfolio, management tracks certain credit quality indicators including trends related to (i) the risk grade assigned to commercial and consumer loans, (ii) the level of classified commercial loans, (iii) net charge-offs, (iv) nonperforming loans, and (v) the general economic conditions in the Company's geographic markets.

The Company uses a risk grading matrix to assign a risk grade to each of its loans. Loans are graded on a scale of 1 to 8. A description of the general characteristics of the grades is as follows:

- Grades 1 and 2 – Borrowers with these assigned grades range in risk from virtual absence of risk to minimal risk. Such loans may be secured by Company-issued and controlled certificates of deposit or properly margined equity securities or bonds. Other loans comprising these grades are made to companies that have been in existence for a long period of time with many years of consecutive profits and strong equity, good liquidity, excellent debt service ability and unblemished past performance, or to exceptionally strong individuals with collateral of unquestioned value that fully secures the loans. Loans in this category fall into the "pass" classification.

- Grades 3 and 4 – Loans assigned these “pass” risk grades are made to borrowers with acceptable credit quality and risk. The risk ranges from loans with no significant weaknesses in repayment capacity and collateral protection to acceptable loans with one or more risk factors considered to be more than average.
- Grade 5 – This grade includes “special mention” loans on management’s watch list and is intended to be used on a temporary basis for pass grade loans where risk-modifying action is intended in the short-term.
- Grade 6 – This grade includes “substandard” loans in accordance with regulatory guidelines. This category includes borrowers with well-defined weaknesses that jeopardize the payment of the debt in accordance with the agreed terms. Loans considered to be impaired are assigned this grade, and these loans often have assigned loss allocations as part of the allowance for loan and lease losses. Generally, loans on which interest accrual has been stopped would be included in this grade.

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## Part I (Continued)

## Item 1 (Continued)

- Grades 7 and 8 – These grades correspond to regulatory classification definitions of “doubtful” and “loss,” respectively. In practice, any loan with these grades would be for a very short period of time, and generally the Company has no loans with these assigned grades. Management manages the Company’s problem loans in such a way that uncollectible loans or uncollectible portions of loans are charged off immediately with any residual, collectible amounts assigned a risk grade of 6.

The following table presents the loan portfolio by credit quality indicator (risk grade) as of March 31, 2013 and December 31, 2012. Those loans with a risk grade of 1, 2, 3 or 4 have been combined in the pass column for presentation purposes.

## March 31, 2013

|                             | Pass             | Special<br>Mention | Substandard     | Total Loans      |
|-----------------------------|------------------|--------------------|-----------------|------------------|
| Commercial and Agricultural |                  |                    |                 |                  |
| Commercial                  | \$47,848         | \$1,821            | \$3,237         | \$52,906         |
| Agricultural                | 7,775            | 16                 | 65              | 7,856            |
| Real Estate                 |                  |                    |                 |                  |
| Commercial Construction     | 39,650           | 1,965              | 10,479          | 52,094           |
| Residential Construction    | 7,401            | 169                | --              | 7,570            |
| Commercial                  | 302,856          | 9,062              | 16,934          | 328,852          |
| Residential                 | 185,951          | 10,126             | 8,581           | 204,658          |
| Farmland                    | 44,378           | 1,278              | 2,552           | 48,208           |
| Consumer and Other          |                  |                    |                 |                  |
| Consumer                    | 27,267           | 366                | 746             | 28,379           |
| Other                       | 6,229            | 4                  | 64              | 6,297            |
| <b>Total Loans</b>          | <b>\$669,355</b> | <b>\$24,807</b>    | <b>\$42,658</b> | <b>\$736,820</b> |

## December 31, 2012

|                             | Pass     | Special<br>Mention | Substandard | Total Loans |
|-----------------------------|----------|--------------------|-------------|-------------|
| Commercial and Agricultural |          |                    |             |             |
| Commercial                  | \$49,947 | \$1,418            | \$4,319     | \$55,684    |
| Agricultural                | 6,156    | --                 | 55          | 6,211       |
| Real Estate                 |          |                    |             |             |
| Commercial Construction     | 37,256   | 1,664              | 14,888      | 53,808      |
| Residential Construction    | 5,749    | 103                | --          | 5,852       |
| Commercial                  | 298,222  | 9,759              | 26,405      | 334,386     |
| Residential                 | 183,222  | 11,413             | 9,210       | 203,845     |
| Farmland                    | 45,495   | 914                | 2,648       | 49,057      |
| Consumer and Other          |          |                    |             |             |
| Consumer                    | 28,840   | 293                | 645         | 29,778      |

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|             |           |          |           |           |
|-------------|-----------|----------|-----------|-----------|
| Other       | 8,351     | 9        | 69        | 8,429     |
| Total Loans | \$663,238 | \$25,573 | \$ 58,239 | \$747,050 |

A loan's risk grade is assigned at the inception of the loan and is based on the financial strength of the borrower and the type of collateral. Loan risk grades are subject to reassessment at various times throughout the year as part of the Company's ongoing loan



Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (3) Loans (Continued)

review process. Loans with an assigned risk grade of 6 or below and an outstanding balance of \$250,000 or more are reassessed on a quarterly basis. During this reassessment process individual reserves may be identified and placed against certain loans which are not considered impaired.

In assessing the overall economic condition of the markets in which it operates, the Company monitors the unemployment rates for its major service areas. The unemployment rates are reviewed on a quarterly basis as part of the allowance for loan loss determination.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due or when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provision. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. Nonaccrual loans totaled \$20,439 and \$29,851 as of March 31, 2013 and December 31, 2012, respectively, and total recorded investment in loans past due 90 days or more and still accruing interest approximated \$0 and \$4, respectively. During its review of impaired loans, the company determined the majority of its exposures on these loans were known losses. As a result, the exposures were charged off, reducing the specific allowances on impaired loans.

The following table represents an age analysis of past due loans and nonaccrual loans, segregated by class of loans, as of March 31, 2013 and December 31, 2012:

March 31, 2013

|                             | Accruing Loans<br>90 Days |                     | Total<br>Accruing<br>Loans Past<br>Due | Nonaccrual<br>Loans | Current<br>Loans | Total Loans      |
|-----------------------------|---------------------------|---------------------|--|---------------------|------------------|------------------|
|                             | 30-89 Days<br>Past Due    | or More<br>Past Due |  |                     |                  |                  |
| Commercial and Agricultural |                           |                     |  |                     |                  |                  |
| Commercial                  | \$604                     | \$--                | \$604                                  | \$33                | \$52,269         | \$52,906         |
| Agricultural                | --                        | --                  | --                                     | 39                  | 7,817            | 7,856            |
| Real Estate                 |                           |                     |  |                     |                  |                  |
| Commercial Construction     | 1,498                     | --                  | 1,498                                  | 9,652               | 40,944           | 52,094           |
| Residential Construction    | --                        | --                  | --                                     | --                  | 7,570            | 7,570            |
| Commercial                  | 3,691                     | --                  | 3,691                                  | 3,761               | 321,400          | 328,852          |
| Residential                 | 3,426                     | --                  | 3,426                                  | 4,189               | 197,043          | 204,658          |
| Farmland                    | 1,460                     | --                  | 1,460                                  | 2,548               | 44,200           | 48,208           |
| Consumer and Other          |                           |                     |  |                     |                  |                  |
| Consumer                    | 652                       | --                  | 652                                    | 217                 | 27,510           | 28,379           |
| Other                       | --                        | --                  | --                                     | --                  | 6,297            | 6,297            |
| <b>Total Loans</b>          | <b>\$11,331</b>           | <b>\$--</b>         | <b>\$11,331</b>                        | <b>\$20,439</b>     | <b>\$705,050</b> | <b>\$736,820</b> |



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Item 1 (Continued)

(3) Loans (Continued)

December 31, 2012

|                             | Accruing Loans<br>90 Days |             | Total<br>Accruing<br>Loans Past<br>Due | Nonaccrual<br>Loans | Current<br>Loans  | Total Loans       |
|-----------------------------|---------------------------|-------------|--|---------------------|-------------------|-------------------|
|                             | 30-89 Days                | or More     |  |                     |                   |                   |
|                             | Past Due                  | Past Due    |  |                     |                   |                   |
| Commercial and Agricultural |                           |             |  |                     |                   |                   |
| Commercial                  | \$ 798                    | \$--        | \$ 798                                 | \$ 1,033            | \$ 53,853         | \$ 55,684         |
| Agricultural                | 28                        | --          | 28                                     | 39                  | 6,144             | 6,211             |
| Real Estate                 |                           |             |  |                     |                   |                   |
| Commercial Construction     | 1,310                     | --          | 1,310                                  | 14,032              | 38,466            | 53,808            |
| Residential Construction    | --                        | --          | --                                     | --                  | 5,852             | 5,852             |
| Commercial                  | 3,771                     | --          | 3,771                                  | 6,630               | 323,985           | 334,386           |
| Residential                 | 8,223                     | --          | 8,223                                  | 5,430               | 190,192           | 203,845           |
| Farmland                    | 140                       | --          | 140                                    | 2,413               | 46,504            | 49,057            |
| Consumer and Other          |                           |             |  |                     |                   |                   |
| Consumer                    | 637                       | 4           | 641                                    | 256                 | 28,881            | 29,778            |
| Other                       | 5                         | --          | 5                                      | 18                  | 8,406             | 8,429             |
| <b>Total Loans</b>          | <b>\$ 14,912</b>          | <b>\$ 4</b> | <b>\$ 14,916</b>                       | <b>\$ 29,851</b>    | <b>\$ 702,283</b> | <b>\$ 747,050</b> |

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Item 1 (Continued)

## (3) Loans (Continued)

The following table details impaired loan data as of March 31, 2013:

March 31, 2013

|                                       | Unpaid<br>Contractual<br>Principal<br>Balance | Impaired<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized | Interest<br>Income<br>Collected |
|---------------------------------------|---|---------------------|----------------------|-----------------------------------|----------------------------------|---------------------------------|
| With No Related Allowance<br>Recorded |   |                     |                      |                                   |                                  |                                 |
| Commercial                            | \$264   | \$122               | \$--                 | \$122                             | \$3                              | \$4                             |
| Agricultural                          | 39  | 39                  | --                   | 39                                | --                               | --                              |
| Commercial Construction               | 9,002   | 4,962               | --                   | 4,962                             | 4                                | 5                               |
| Residential Construction              | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                | 15,405  | 15,331              | --                   | 15,331                            | 102                              | 129                             |
| Residential Real Estate               | 2,726   | 2,382               | --                   | 2,382                             | 10                               | 18                              |
| Farmland                              | 2,590   | 2,548               | --                   | 2,548                             | (1 )                             | 3                               |
| Consumer                              | 229   | 217                 | --                   | 217                               | --                               | 2                               |
| Other                                 | --  | --                  | --                   | --                                | --                               | --                              |
|                                       | 30,255  | 25,601              | --                   | 25,601                            | 118                              | 161                             |
| With An Allowance Recorded            |   |                     |                      |                                   |                                  |                                 |
| Commercial                            | 1,465   | 1,465               | 456                  | 1,465                             | 20                               | 17                              |
| Agricultural                          | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Construction               | 5,339   | 4,690               | 1,493                | 4,690                             | --                               | 1                               |
| Residential Construction              | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                | 10,077  | 9,917               | 1,426                | 9,917                             | 73                               | 91                              |
| Residential Real Estate               | 6,959   | 5,916               | 1,118                | 5,916                             | 40                               | 36                              |
| Farmland                              | --  | --                  | --                   | --                                | --                               | --                              |
| Consumer                              | --  | --                  | --                   | --                                | --                               | --                              |
| Other                                 | --  | --                  | --                   | --                                | --                               | --                              |
|                                       | 23,840  | 21,988              | 4,493                | 21,988                            | 133                              | 145                             |
| Total                                 |   |                     |                      |                                   |                                  |                                 |
| Commercial                            | 1,729   | 1,587               | 456                  | 1,587                             | 23                               | 21                              |
| Agricultural                          | 39  | 39                  | --                   | 39                                | --                               | --                              |
| Commercial Construction               | 14,341  | 9,652               | 1,493                | 9,652                             | 4                                | 6                               |
| Residential Construction              | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                | 25,482  | 25,248              | 1,426                | 25,248                            | 175                              | 220                             |
| Residential Real Estate               | 9,685   | 8,298               | 1,118                | 8,298                             | 50                               | 54                              |
| Farmland                              | 2,590   | 2,548               | --                   | 2,548                             | (1 )                             | 3                               |
| Consumer                              | 229   | 217                 | --                   | 217                               | --                               | 2                               |

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|       |          |          |         |          |       |       |
|-------|----------|----------|---------|----------|-------|-------|
| Other | --       | --       | --      | --       | --    | --    |
|       | \$54,095 | \$47,589 | \$4,493 | \$47,589 | \$251 | \$306 |

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Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (3) Loans (Continued)

The following table details impaired loan data as of December 31, 2012:

December 31, 2012

|   | Unpaid<br>Contractual<br>Principal<br>Balance | Impaired<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized | Interest<br>Income<br>Collected |
|---|---|---------------------|----------------------|-----------------------------------|----------------------------------|---------------------------------|
| <b>With No Related Allowance<br/>Recorded</b> |   |                     |                      |                                   |                                  |                                 |
| Commercial                                    | \$ 1,508                                      | \$ 1,042            | \$--                 | \$ 1,053                          | \$27                             | \$28                            |
| Agricultural                                  | 39  | 39                  | --                   | 58                                | --                               | --                              |
| Commercial Construction                       | 10,625  | 6,415               | --                   | 9,194                             | 27                               | 52                              |
| Residential Construction                      | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                        | 16,566  | 15,506              | --                   | 26,482                            | 430                              | 421                             |
| Residential Real Estate                       | 4,450   | 4,132               | --                   | 3,096                             | 89                               | 123                             |
| Farmland                                      | 2,829   | 2,413               | --                   | 2,326                             | 43                               | 55                              |
| Consumer                                      | 297   | 255                 | --                   | 228                               | 10                               | 13                              |
| Other   | 18  | 18                  | --                   | 24                                | 1                                | 1                               |
|   | 36,332  | 29,820              | --                   | 42,461                            | 627                              | 693                             |
| <b>With An Allowance Recorded</b>             |   |                     |                      |                                   |                                  |                                 |
| Commercial                                    | 1,493   | 1,493               | 463                  | 943                               | 92                               | 88                              |
| Agricultural                                  | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Construction                       | 8,267   | 7,618               | 1,733                | 10,534                            | --                               | --                              |
| Residential Construction                      | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                        | 12,759  | 12,745              | 1,236                | 6,399                             | 384                              | 366                             |
| Residential Real Estate                       | 5,515   | 4,422               | 840                  | 4,288                             | 145                              | 117                             |
| Farmland                                      | --  | --                  | --                   | 65                                | --                               | --                              |
| Consumer                                      | --  | --                  | --                   | --                                | --                               | --                              |
| Other   | --  | --                  | --                   | --                                | --                               | --                              |
|   | 28,034  | 26,278              | 4,272                | 22,229                            | 621                              | 571                             |
| <b>Total</b>                                  |   |                     |                      |                                   |                                  |                                 |
| Commercial                                    | 3,001   | 2,535               | 463                  | 1,996                             | 119                              | 116                             |
| Agricultural                                  | 39  | 39                  | --                   | 58                                | --                               | --                              |
| Commercial Construction                       | 18,892  | 14,033              | 1,733                | 19,728                            | 27                               | 52                              |
| Residential Construction                      | --  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                        | 29,325  | 28,251              | 1,236                | 32,881                            | 814                              | 787                             |
| Residential Real Estate                       | 9,965   | 8,554               | 840                  | 7,384                             | 234                              | 240                             |
| Farmland                                      | 2,829   | 2,413               | --                   | 2,391                             | 43                               | 55                              |

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|          |          |          |         |          |         |         |
|----------|----------|----------|---------|----------|---------|---------|
| Consumer | 297      | 255      | --      | 228      | 10      | 13      |
| Other    | 18       | 18       | --      | 24       | 1       | 1       |
|          | \$64,366 | \$56,098 | \$4,272 | \$64,690 | \$1,248 | \$1,264 |

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Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (3)Loans (Continued)

The following table details impaired loan data as of March 31, 2012:

March 31, 2012

|   | Impaired<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized | Interest<br>Income<br>Collected |
|---|---------------------|----------------------|-----------------------------------|----------------------------------|---------------------------------|
| <b>With No Related Allowance Recorded</b> |                     |                      |                                   |                                  |                                 |
| Commercial                                | \$1,679             | \$--                 | \$1,679                           | \$25                             | \$26                            |
| Agricultural                              | 39                  | --                   | 39                                | --                               | --                              |
| Commercial Construction                   | 12,463              | --                   | 12,463                            | 1                                | 4                               |
| Residential Construction                  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                    | 32,018              | --                   | 32,018                            | 300                              | 296                             |
| Residential Real Estate                   | 2,407               | --                   | 2,407                             | 23                               | 18                              |
| Farmland                                  | 2,297               | --                   | 2,297                             | 32                               | --                              |
| Consumer                                  | 212                 | --                   | 212                               | 2                                | 3                               |
| Other                                     | 44                  | --                   | 44                                | --                               | --                              |
|   | 51,159              | --                   | 51,159                            | 383                              | 347                             |
| <b>With An Allowance Recorded</b>         |                     |                      |                                   |                                  |                                 |
| Commercial                                | 310                 | 304                  | 310                               | 2                                | 5                               |
| Agricultural                              | --                  | --                   | --                                | --                               | --                              |
| Commercial Construction                   | 10,942              | 2,755                | 10,942                            | (9 )                             | --                              |
| Residential Construction                  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                    | 3,647               | 1,023                | 3,647                             | 20                               | 20                              |
| Residential Real Estate                   | 4,045               | 788                  | 4,045                             | 25                               | 26                              |
| Farmland                                  | 260                 | 12                   | 260                               | --                               | --                              |
| Consumer                                  | --                  | --                   | --                                | --                               | --                              |
| Other                                     | --                  | --                   | --                                | --                               | --                              |
|   | 19,204              | 4,882                | 19,204                            | 38                               | 51                              |
| <b>Total</b>                              |                     |                      |                                   |                                  |                                 |
| Commercial                                | 1,989               | 304                  | 1,989                             | 27                               | 31                              |
| Agricultural                              | 39                  | --                   | 39                                | --                               | --                              |
| Commercial Construction                   | 23,405              | 2,755                | 23,405                            | (8 )                             | 4                               |
| Residential Construction                  | --                  | --                   | --                                | --                               | --                              |
| Commercial Real Estate                    | 35,665              | 1,023                | 35,665                            | 320                              | 316                             |
| Residential Real Estate                   | 6,452               | 788                  | 6,452                             | 48                               | 44                              |
| Farmland                                  | 2,557               | 12                   | 2,557                             | 32                               | --                              |
| Consumer                                  | 212                 | --                   | 212                               | 2                                | 3                               |



|       |          |         |          |       |       |
|-------|----------|---------|----------|-------|-------|
| Other | 44       | --      | 44       | --    | --    |
|       | \$70,363 | \$4,882 | \$70,363 | \$421 | \$398 |

Troubled Debt Restructurings (TDRs) are troubled loans on which the original terms of the loan have been modified in favor of the borrower due to deterioration in the borrower's financial condition. Each potential loan modification is reviewed individually and the terms of the loan are modified to meet the borrower's specific circumstances at a point in time. Not all loan modifications are TDRs. Loan modifications are reviewed and approved by the Company's senior lending staff, who then determine whether the loan meets the criteria for a TDR. Generally, the types of concessions granted to borrowers that are evaluated in determining whether a loan is classified as a TDR include:

Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (3) Loans (Continued)

- Interest rate reductions – Occur when the stated interest rate is reduced to a nonmarket rate or a rate the borrower would not be able to obtain elsewhere under similar circumstances.
- Amortization or maturity date changes – Result when the amortization period of the loan is extended beyond what is considered a normal amortization period for loans of similar type with similar collateral.
- Principal reductions – These are often the result of commercial real estate loan workouts where two new notes are created. The primary note is underwritten based upon our normal underwriting standards and is structured so that the projected cash flows are sufficient to repay the contractual principal and interest of the newly restructured note. The terms of the secondary note vary by situation and often involve that note being charged-off, or the principal and interest payments being deferred until after the primary note has been repaid. In situations where a portion of the note is charged-off during modification there is often no specific reserve allocated to those loans. This is due to the fact that the amount of the charge-off usually represents the excess of the original loan balance over the collateral value and the Company has determined there is no additional exposure on those loans.

As discussed in Note 1, Summary of Significant Accounting Policies, once a loan is identified as a TDR, it is accounted for as an impaired loan. The Company had no unfunded commitments to lend to a customer that has a troubled debt restructured loan as of March 31, 2013. The following tables present the number of loan contracts restructured during the three month period ended March 31, 2013. It shows the pre- and post-modification recorded investment as well as the number of contracts and the recorded investment for those TDRs modified during the previous twelve months which subsequently defaulted during the period. Loans modified in a troubled debt restructuring are considered to be in default once the loan becomes 90 days past due.

| Troubled Debt Restructurings | Three Months Ending March 31, 2013 |                  |                   | Three Months Ending March 31, 2012 |                  |                   |
|------------------------------|------------------------------------|------------------|-------------------|------------------------------------|------------------|-------------------|
|                              | # of Contracts                     | # of             |                   | # of Contracts                     | # of             |                   |
|                              |                                    | Pre-Modification | Post-Modification |                                    | Pre-Modification | Post-Modification |
| Commercial                   | 1                                  | \$ 84            | \$ 81             | 1                                  | \$ 57            | \$ 57             |
| Residential RE               | 2                                  | 1,024            | 1,001             | 1                                  | 227              | 224               |
| Total Loans                  | 3                                  | \$ 1,108         | \$ 1,082          | 2                                  | \$ 284           | \$ 281            |

| Troubled Debt Restructurings That Subsequently Defaulted | Three Months Ending March 31, 2013 |                     | Three Months Ending March 31, 2012 |                     |
|--|------------------------------------|---------------------|------------------------------------|---------------------|
|  | # of Contracts                     | Recorded Investment | # of Contracts                     | Recorded Investment |
| Commercial Construction                                  | ----                               | \$----              | 1                                  | \$64                |
| Residential RE   | ----                               | ----                | 1                                  | 50                  |

|             |      |        |   |       |
|-------------|------|--------|---|-------|
| Total Loans | ---- | \$---- | 2 | \$114 |
|-------------|------|--------|---|-------|

At March 31, 2013 all restructured loans were performing as agreed.

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Item 1 (Continued)

## (4) Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses, segregated by class of loan, for the three month period ended March 31, 2013 and March 31, 2012. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other loan categories and periodically may result in reallocation within the provision categories.

## March 31, 2013

|                                | Beginning<br>Balance | Charge-Offs | Recoveries | Provision | Ending<br>Balance |
|--------------------------------|----------------------|-------------|------------|-----------|-------------------|
| Commercial and<br>Agricultural |                      |             |            |           |                   |
| Commercial                     | \$ 981               | \$ (31 )    | \$ 18      | \$ 39     | \$ 1,007          |
| Agricultural                   | 296                  | --          | 4          | --        | 300               |
| Real Estate                    |                      |             |            |           |                   |
| Commercial Construction        | 1,890                | (692 )      | 80         | 511       | 1,789             |
| Residential Construction       | 138                  | --          | --         | --        | 138               |
| Commercial                     | 5,163                | (485 )      | 43         | 593       | 5,314             |
| Residential                    | 3,406                | (187 )      | 5          | 228       | 3,452             |
| Farmland                       | 291                  | (1 )        | 11         | 1         | 302               |
| Consumer and Other             |                      |             |            |           |                   |
| Consumer                       | 228                  | (101 )      | 32         | 123       | 282               |
| Other                          | 344                  | (4 )        | 1          | 5         | 346               |
|                                | \$ 12,737            | \$ (1,501 ) | \$ 194     | \$ 1,500  | \$ 12,930         |

## March 31, 2012

|                                | Beginning<br>Balance | Charge-Offs | Recoveries | Provision | Ending<br>Balance |
|--------------------------------|----------------------|-------------|------------|-----------|-------------------|
| Commercial and<br>Agricultural |                      |             |            |           |                   |
| Commercial                     | \$ 1,071             | \$ (47 )    | \$ 4       | \$ 52     | \$ 1,080          |
| Agricultural                   | 297                  | --          | --         | --        | 297               |
| Real Estate                    |                      |             |            |           |                   |
| Commercial Construction        | 3,123                | (260 )      | 21         | 289       | 3,173             |
| Residential Construction       | 138                  | --          | --         | --        | 138               |
| Commercial                     | 6,448                | (1,297 )    | 11         | 1,438     | 6,600             |
| Residential                    | 3,695                | (129 )      | 3          | 142       | 3,711             |
| Farmland                       | 365                  | --          | 4          | --        | 369               |
| Consumer and Other             |                      |             |            |           |                   |

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|          |           |             |       |          |           |
|----------|-----------|-------------|-------|----------|-----------|
| Consumer | 205       | (19 )       | 25    | 21       | 232       |
| Other    | 308       | --          | 2     | --       | 310       |
|          | \$ 15,650 | \$ (1,752 ) | \$ 70 | \$ 1,942 | \$ 15,910 |

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Item 1 (Continued)

## (4) Allowance for Loan Losses (Continued)

At March 31, 2013 the Company implemented an eight quarter rolling average for the loss history period used in the Allowance for Loan and Lease Losses (ALLL) calculation. This changed from a seven quarter rolling average at December 31, 2012.

The Company determines its individual reserves during its quarterly review of substandard loans. This process involves reviewing all loans with a risk grade of 6 or greater and an outstanding balance of \$250,000 or more, regardless of the loans impairment classification. Effective March 31, 2013, management increased the dollar threshold of this review process from \$50,000 to \$250,000. The threshold change resulted in loans totaling \$3.2 million at March 31, 2013 being removed from the individual impairment review process and being placed in the collective review process. These loans are now subject to general reserves.

Since not all loans in the substandard category are considered impaired, this quarterly review process may result in the identification of specific reserves on nonimpaired loans. Management considers those loans graded substandard, but not classified as impaired, to be higher risk loans and, therefore, makes specific allocations to the allowance for those loans if warranted. The total of such loans is \$10,618 and \$14,994 as of March 31, 2013 and 2012, respectively. Specific allowance allocations were made for these loans totaling \$645 and \$1,570 as of March 31, 2013 and 2012, respectively. Since these loans are not considered impaired, both the loan balance and related specific allocation are included in the "Collectively Evaluated for Impairment" column of the following tables.

At March 31, 2013, impaired loans totaling \$1.97 million were below the \$250,000 review threshold and were not individually reviewed for impairment. Those loans were subject to the bank's general loan loss reserve methodology and are included in the "Collectively Evaluated for Impairment" column of the following tables. Likewise, at March 31, 2012, impaired loans totaling \$869 thousand were below the \$50,000 review threshold and were subject to the bank's general loan loss reserve methodology and are included in the "Collectively Evaluated for Impairment" column of the following tables.

The following tables present breakdowns of the allowance for loan losses, segregated by impairment methodology for March 31, 2013 and 2012:

## March 31, 2013

|                             | Ending Allowance Balance              |                                       |         | Ending Loan Balance                   |                                       |          |
|-----------------------------|---------------------------------------|---------------------------------------|---------|---------------------------------------|---------------------------------------|----------|
|                             | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total   | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total    |
| Commercial and Agricultural |                                       |                                       |         |                                       |                                       |          |
| Commercial                  | \$456                                 | \$551                                 | \$1,007 | \$1,554                               | \$51,352                              | \$52,906 |
| Agricultural                | --                                    | 300                                   | 300     | --                                    | 7,856                                 | 7,856    |
| Real Estate                 |                                       |                                       |         |                                       |                                       |          |
| Commercial Construction     | 1,493                                 | 296                                   | 1,789   | 9,442                                 | 42,652                                | 52,094   |
| Residential Construction    | --                                    | 138                                   | 138     | --                                    | 7,570                                 | 7,570    |
| Commercial                  | 1,426                                 | 3,888                                 | 5,314   | 25,175                                | 303,677                               | 328,852  |

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|                                    |                |                |                 |                 |                  |                  |
|------------------------------------|----------------|----------------|-----------------|-----------------|------------------|------------------|
| Residential                        | 1,118          | 2,334          | 3,452           | 7,173           | 197,485          | 204,658          |
| Farmland                           | --             | 302            | 302             | 2,277           | 45,931           | 48,208           |
| <b>Consumer and Other</b>          |                |                |                 |                 |                  |                  |
| Consumer                           | --             | 282            | 282             | --              | 28,379           | 28,379           |
| Other                              | --             | 346            | 346             | --              | 6,297            | 6,297            |
| <b>Total End of Period Balance</b> | <b>\$4,493</b> | <b>\$8,437</b> | <b>\$12,930</b> | <b>\$45,621</b> | <b>\$691,199</b> | <b>\$736,820</b> |

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Item 1 (Continued)

## (4) Allowance for Loan Losses (Continued)

March 31, 2012

|                             | Ending Allowance Balance                       |  |           | Ending Loan Balance                            |  |            |
|-----------------------------|--|--|-----------|--|--|------------|
|                             | Individually<br>Evaluated<br>for<br>Impairment | Collectively<br>Evaluated<br>for<br>Impairment | Total     | Individually<br>Evaluated<br>for<br>Impairment | Collectively<br>Evaluated<br>for<br>Impairment | Total      |
| Commercial and Agricultural |  |  |           |  |  |            |
| Commercial                  | \$ 304   | \$ 776   | \$ 1,080  | \$ 1,885                                       | \$ 53,788                                      | \$ 55,673  |
| Agricultural                | --   | 297  | 297       | --   | 8,848  | 8,848      |
| Real Estate                 |  |  |           |  |  |            |
| Commercial Construction     | 2,755  | 418  | 3,173     | 23,322   | 33,098   | 56,420     |
| Residential Construction    | --   | 138  | 138       | --   | 3,224  | 3,224      |
| Commercial                  | 1,023  | 5,577  | 6,600     | 35,665   | 264,724  | 300,389    |
| Residential                 | 788  | 2,923  | 3,711     | 6,086  | 188,782  | 194,868    |
| Farmland                    | 12   | 357  | 369       | 2,536  | 45,472   | 48,008     |
| Consumer and Other          |  |  |           |  |  |            |
| Consumer                    | --   | 232  | 232       | --   | 29,643   | 29,643     |
| Other                       | --   | 310  | 310       | --   | 9,440  | 9,440      |
| Total End of Period Balance | \$ 4,882                                       | \$ 11,028                                      | \$ 15,910 | \$ 69,494                                      | \$ 637,019                                     | \$ 706,513 |

## (5) Other Real Estate Owned

The aggregate carrying amount of Other Real Estate Owned (OREO) at March 31, 2013 and December 31, 2012 was \$18,771 and \$15,941, respectively. All of the Company's other real estate owned represents properties acquired through foreclosure or deed in lieu of foreclosure. The following table details the change in OREO for the three months ended March 31, 2013 and the year ended December 31, 2012.

|                      | Three Months<br>Ended<br>March 31,<br>2013 | Twelve<br>Months Ended<br>December 31,<br>2012 |
|----------------------|--|--|
| Balance, Beginning   | \$ 15,941                                  | \$ 20,445                                      |
| Additions            | 5,284                                      | 9,729  |
| Sales of OREO        | (2,048 )                                   | (9,712 )                                       |
| Gain (Loss) on Sale  | 94   | (1,819 )                                       |
| Provision for Losses | (500 )                                     | (2,702 )                                       |
| Balance, Ending      | \$ 18,771                                  | \$ 15,941                                      |





Table of ContentsPart I (Continued)  
Item 1 (Continued)

## (6) Deposits

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$277 and \$389 as of March 31, 2013 and December 31, 2012.

Components of interest-bearing deposits as of March 31, 2013 and December 31, 2012 are as follows:

|                          | March 31,<br>2013 | December<br>31, 2012 |
|--------------------------|-------------------|----------------------|
| Interest-Bearing Demand  | \$ 317,991        | \$ 314,031           |
| Savings                  | 51,821            | 48,777               |
| Time, \$100,000 and Over | 205,247           | 211,245              |
| Other Time               | 256,595           | 281,665              |
|                          | \$ 831,654        | \$ 855,718           |

At March 31, 2013 and December 31, 2012, the Company had brokered deposits of \$25,177 and \$28,230 respectively. Of the \$25,177 brokered deposits at March 31, 2013, \$25,177 represented Certificate of Deposits Account Registry Service (CDARS) reciprocal deposits in which customers placed core deposits into the CDARS program for FDIC insurance coverage and the Company received reciprocal brokered deposits in a like amount. Thus, brokered deposits less the reciprocal deposits totaled \$0 at March 31, 2013. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$100,000 was approximately \$148,725 and \$161,531 as of March 31, 2013 and December 31, 2012, respectively.

As of March 31, 2013 and December 31, 2012, the scheduled maturities of certificates of deposits are as follows:

| Maturity             | March 31,<br>2013 | December<br>31, 2012 |
|----------------------|-------------------|----------------------|
| One Year and Under   | \$ 350,110        | \$ 388,484           |
| One to Three Years   | 93,977            | 87,464               |
| Three Years and Over | 17,755            | 16,962               |
|                      | \$ 461,842        | \$ 492,910           |

## (7) Other Borrowed Money

Other borrowed money at March 31, 2013 and December 31, 2012 is summarized as follows:

|                                 | March 31,<br>2013 | December<br>31, 2012 |
|---------------------------------|-------------------|----------------------|
| Federal Home Loan Bank Advances | \$ 40,000         | \$ 35,000            |

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2017 to 2020 and interest rates ranging from 0.53 percent to 4.75 percent. As collateral on the outstanding FHLB advances, the Company has provided a blanket lien on its portfolio of qualifying residential first mortgage loans and commercial loans. At March 31, 2013 the book value of those loans pledged was approximately \$79,462. At March 31, 2013 the Company had remaining credit availability from the FHLB of approximately \$130,480. The Company may be required to pledge additional qualifying collateral in order to utilize the full amount of the remaining credit line.

The aggregate stated maturities of other borrowed money at March 31, 2013 are as follows:

| Year                | Amount    |
|---------------------|-----------|
| 2017                | \$ 9,000  |
| 2018 and Thereafter | 31,000    |
|                     | \$ 40,000 |

The Company also has available federal funds lines of credit with various financial institutions totaling \$43,000, of which there were none outstanding at March 31, 2013.

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Part I (Continued)  
Item 1 (Continued)

(7) Other Borrowed Money (Continued)

The Company has the ability to borrow funds from the Federal Reserve Bank (FRB) of Atlanta utilizing the discount window. The discount window is an instrument of monetary policy that allows eligible institutions to borrow money from the FRB on a short-term basis to meet temporary liquidity shortages caused by internal or external disruptions. At March 31, 2013, the Company had borrowing capacity available under this arrangement, with no outstanding balances. The Company would be required to pledge certain available-for-sale investment securities as collateral under this agreement.

In addition, at March 31, 2013, the Company had an available repurchase agreement line of credit with a third party totaling \$50,000. Use of this credit facility is subject to the underwriting and risk management policies of the third party in effect at the time of the request. Such policies may take into consideration current market conditions, the current financial condition of the Company and the ability of the Company to provide adequate securities as collateral for the transaction, among other factors.

(8) Preferred Stock and Warrants

On January 9, 2009, the Company issued to the United States Department of the Treasury (Treasury), in exchange for aggregate consideration of \$28.0 million, (i) 28,000 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, (the Preferred Stock), and (ii) a warrant (the Warrant) to purchase up to 500,000 shares (the Warrant Common Stock) of the Company's common stock.

The Preferred Stock qualifies as Tier 1 capital and pays cumulative cash dividends quarterly at a rate of 5 percent per annum for the first five years, and 9 percent per annum thereafter. The Preferred Stock is non-voting, other than class voting rights on certain matters that could adversely affect the Preferred Stock. The Preferred Stock may be redeemed by the Company at the liquidation preference of \$1,000 per share plus any accrued and unpaid dividends. Accrued and unpaid dividends on the Preferred Stock must be declared and set aside for the benefit of the holders of the Preferred Stock before any dividend may be declared on our common stock.

Upon receipt of the aggregate consideration from the Treasury on January 9, 2009, the Company allocated the \$28.0 million proceeds on a pro rata basis to the Preferred Stock and the Warrant based on relative fair values. As a result, the Company allocated \$27.22 million of the aggregate proceeds to the Preferred Stock, and \$780 thousand was allocated to the Warrant. The discount recorded on the Preferred Stock that resulted from allocating a portion of the proceeds to the Warrant is being accreted directly to retained earnings over a 5-year period applying a level yield.

The Warrant may be exercised on or before January 9, 2019 at an exercise price of \$8.40 per share. The Treasury may not exercise voting power with respect to any shares of Warrant Common Stock until the Warrant has been exercised.

On January 29, 2013, the Company's 28,000 shares of Cumulative Perpetual Preferred Stock, Series A (the Preferred Stock) was sold by the Treasury to the public through a modified dutch auction. This auction is part of the Treasury's ongoing efforts to wind down its remaining TARP bank investments. The sale of the Preferred Stock to new investors did not result in any accounting entries and does not change the Company's capital position. The Treasury continues to hold the Warrant for 500,000 shares of common stock; however, the Company has notified the Treasury of its intentions to repurchase the warrant, although no price for the repurchase has been set.

On February 13, 2012, the Company announced the suspension of dividends on the Preferred Stock. At March 31, 2013, there were accumulated dividends in arrears of \$1.98 million, including related accrued interest. The Company may defer dividend payments for up to an aggregate of six dividend periods, whether consecutive or not, without default or penalty under the terms of the agreement. Failure to pay dividends for six periods would trigger board appointment rights for the holder of the Preferred Stock. Cumulative dividends on the Preferred Shares will continue to accrue at a rate of 5 percent per annum for the first five years from initial issuance and at a rate of 9 percent per annum thereafter. The Preferred Stock continues to have no maturity date and ranks senior to the Company's Common Stock. The Preferred Stock continues to be redeemable at the option of the Company at 100 percent of their liquidation preference, plus any accrued and unpaid dividends.

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## (9) Subordinated Debentures (Trust Preferred Securities)

| Description                            | Date      | Amount | 3 month<br>Libor Rate | Added<br>Points | Total<br>Rate | Maturity  | 5 Year<br>Call<br>Option |
|--|-----------|--------|-----------------------|-----------------|---------------|-----------|--------------------------|
| Colony Bankcorp<br>Statutory Trust III | 6/17/2004 | 4,500  | 0.28010               | 2.68            | 2.96010       | 6/14/2034 | 6/17/2009                |
| Colony Bankcorp<br>Capital Trust I     | 4/13/2006 | 5,000  | 0.28360               | 1.50            | 1.78360       | 4/13/2036 | 4/13/2011                |
| Colony Bankcorp<br>Capital Trust II    | 3/12/2007 | 9,000  | 0.28360               | 1.65            | 1.93360       | 3/12/2037 | 3/12/2012                |
| Colony Bankcorp<br>Capital Trust III   | 9/14/2007 | 5,000  | 0.30150               | 1.40            | 1.70150       | 9/14/2037 | 9/14/2012                |

The Trust Preferred Securities are recorded as subordinated debentures on the consolidated balance sheets, but subject to certain limitations, qualify as Tier 1 Capital for regulatory capital purposes. The proceeds from the offering were used to fund the cash portion of the Quitman acquisition, payoff holding company debt, and inject capital into bank subsidiaries.

On February 13, 2012, the Company announced the suspension of the quarterly interest payments on the Trust Preferred Securities. Under the terms of the trust documents, the Company may defer payments of interest for up to 20 consecutive quarterly periods without default or penalty. The regularly scheduled interest payments will continue to be accrued for payment in the future and reported as an expense in the current period. At March 31, 2013, accrued but unpaid interest expense totaled \$682.

## (10) Commitments and Contingencies

**Credit-Related Financial Instruments.** The Company is a party to credit related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance sheet instruments.

At March 31, 2013 and December 31, 2012 the following financial instruments were outstanding whose contract amounts represent credit risk:

|                   | Contract Amount   |                      |
|-------------------|-------------------|----------------------|
|                   | March 31,<br>2013 | December<br>31, 2012 |
| Loan Commitments  | \$ 69,643         | \$ 64,147            |
| Letters of Credit | 1,000             | 1,141                |

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. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are uncollateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Standby and performance letters of credit are conditional lending commitments issued by the Company to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

**Legal Contingencies.** In the ordinary course of business, there are various legal proceedings pending against Colony and its subsidiary. The aggregate liabilities, if any, arising from such proceedings would not, in the opinion of management, have a material adverse effect on Colony's consolidated financial position.

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Item 1 (Continued)

(11) Fair Value of Financial Instruments and Fair Value Measurements

Generally accepted accounting standards in the U.S. require disclosure of fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation of the fair value of Colony Bankcorp, Inc. and Subsidiary's financial instruments are detailed hereafter. Where quoted prices are not available, fair values are based on estimates using discounted cash flows and other valuation techniques. The use of discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following disclosures should not be considered a surrogate of the liquidation value of the Company, but rather a good-faith estimate of the increase or decrease in value of financial instruments held by the Company since purchase, origination or issuance.

Cash and Short-Term Investments – For cash, due from banks, bank-owned deposits and federal funds sold, the carrying amount is a reasonable estimate of fair value and is classified as Level 1.

Investment Securities – Fair values for investment securities are based on quoted market prices where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable Instruments. If a comparable is not available, the investment securities are classified as level 3.

Federal Home Loan Bank Stock – The fair value of Federal Home Loan Bank stock approximates carrying value.

Loans – The fair value of fixed rate 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. For variable rate loans, the carrying amount is a reasonable estimate of fair value.

Deposit Liabilities – The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date and is classified as Level 1. The fair value of fixed maturity certificates of deposit is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities and is classified as Level 2.

Subordinated Debentures – Fair value approximates carrying value due to the variable interest rates of the subordinated debentures.

Other Borrowed Money – The fair value of other borrowed money is calculated by discounting contractual cash flows using an estimated interest rate based on current rates available to the Company for debt of similar remaining maturities and collateral terms. Other borrowed money is classified as Level 2 due to their expected maturities.

Disclosures of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis, are required in the financial statements.



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## (11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)

The carrying amount, estimated fair values, and placement in the fair value hierarchy of the Company's financial instruments as of March 31, 2013 and December 31, 2012 are as follows:

|  | Carrying Value | Estimated Fair Value | Fair Value Measurements at |         |         |
|--|----------------|----------------------|----------------------------|---------|---------|
|  |                |                      | Level 1                    | Level 2 | Level 3 |
| March 31, 2013                           |                |                      |                            |         |         |
| Assets                                   |                |                      |                            |         |         |
| Cash and Short-Term Investments          | \$ 38,280      | \$ 38,280            | \$ 38,280                  | \$ ---  | \$ ---  |
| Investment Securities Available for Sale | 288,249        | 288,249              | ---                        | 287,108 | 1,141   |
| Investment Securities Held to Maturity   | 43             | 43                   | ---                        | 43      | ---     |
| Federal Home Loan Bank Stock             | 3,164          | 3,164                | 3,164                      | ---     | ---     |
| Loans, Net                               | 723,651        | 723,995              | ---                        | 706,500 | 17,495  |
| Liabilities                              |                |                      |                            |         |         |
| Deposits                                 | 953,575        | 955,440              | 491,732                    | 463,708 | ---     |
| Subordinated Debentures                  | 24,229         | 24,229               | 24,229                     | ---     | ---     |
| Other Borrowed Money                     | 40,000         | 42,888               | ---                        | 42,888  | ---     |
| Fair Value Measurements at               |                |                      |                            |         |         |
| December 31, 2012                        |                |                      |                            |         |         |
|  | Carrying Value | Estimated Fair Value | Level 1                    | Level 2 | Level 3 |
| Assets                                   |                |                      |                            |         |         |
| Cash and Short-Term Investments          | \$ 71,041      | \$ 71,041            | \$ 71,041                  | \$ ---  | \$ ---  |
| Investment Securities Available for Sale | 268,301        | 268,301              | ---                        | 267,163 | 1,138   |

|  |         |         |         |         |        |
|--|---------|---------|---------|---------|--------|
| Investment Securities Held to Maturity | 41      | 42      | ---     | 42      | ---    |
| Federal Home Loan Bank Stock           | 3,364   | 3,364   | 3,364   | ---     | ---    |
| Loans, Net                             | 734,079 | 735,115 | ---     | 713,109 | 22,006 |
| <b>Liabilities</b>                     |         |         |         |         |        |
| Deposits                               | 979,685 | 982,215 | 486,775 | 495,440 | ---    |
| Subordinated Debentures                | 24,229  | 24,229  | 24,229  | ---     | ---    |
| Other Borrowed Money                   | 35,000  | 38,424  | ---     | 38,424  | ---    |

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include deferred income taxes and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

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Part I (Continued)  
Item 1 (Continued)

(11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)

Fair Value Measurements

Generally accepted accounting principles related to Fair Value Measurements, defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurements and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and represent the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

Assets

Securities – Where quoted prices are available in an active market, securities are classified within level 1 of the valuation hierarchy. Level 1 inputs include securities that have quoted prices in active markets for identical assets. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Examples of such instruments, which would generally be classified within level 2 of the valuation hierarchy, include certain collateralized mortgage and debt obligations and certain high-yield debt securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within level 3 of the valuation hierarchy. When measuring fair value, the valuation techniques available under the market approach, income approach and/or cost approach are used. The Company's evaluations are based on market data and the Company employs combinations of these approaches for its valuation methods depending on the asset class.

Impaired loans – Impaired loans are those that are accounted for under ASC Sub-topic 310-40, Troubled Debt Restructurings by Creditors, in which the Company has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

Other Real Estate – Other real estate owned assets are adjusted to fair value less estimated selling costs upon transfer of the loans to other real estate owned. Typically, an external, third-party appraisal is performed on the collateral upon transfer into the other real estate owned account to determine the asset's fair value. Subsequent adjustments to the collateral's value may be based upon either updated third-party appraisals or management's knowledge of the collateral

and the current real estate market conditions. Appraised amounts used in determining the asset's fair value, whether internally or externally prepared, are discounted 10 percent to account for selling and marketing costs. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a level 3 classification of the inputs for determining fair value. Because of the high degree of judgment required in estimating the fair value of other real estate owned assets and because of the relationship between fair value and general economic conditions, we consider the fair value of other real estate owned assets to be highly sensitive to changes in market conditions.

Assets and Liabilities Measured at Fair Value on a Recurring Basis – The following table presents the recorded amount of the Company's assets measured at fair value on a recurring and nonrecurring basis as of March 31, 2013 and December 31, 2012, aggregated by the level in the fair value hierarchy within which those measurements fall. The table below includes only impaired loans with a specific reserve and only other real estate properties with a valuation allowance at March 31, 2013. Those impaired loans and other real estate properties are shown net of the related specific reserves and valuation allowances.

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## (11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)

|   | Total Fair Value | Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets |   |   |
|---|------------------|--|---|---|
|   |                  | (Level 1)  | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| March 31, 2013                          |                  |  |   |   |
| Recurring Securities Available for Sale |                  |  |   |   |
| U.S. Government Agencies                |                  |  |   |   |
| Mortgage-Backed                         | \$282,810        | \$---  | \$ 282,810                                    | \$ ---                                    |
| State, County and Municipal             | 4,209            | ---  | 3,200   | 1,009                                     |
| Corporate Obligations                   | 1,098            | ---  | 1,098   | ---                                       |
| Asset-Backed Securities                 | 132              | ---  | ---   | 132                                       |
|   | \$288,249        | \$---  | \$ 287,108                                    | \$ 1,141                                  |

|                   |          |       |        |           |
|-------------------|----------|-------|--------|-----------|
| Nonrecurring      |          |       |        |           |
| Impaired Loans    | \$17,495 | \$--- | \$ --- | \$ 17,495 |
| Other Real Estate | \$9,157  | \$--- | \$ --- | \$ 9,157  |

|   | Total Fair Value | Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets |   |   |
|---|------------------|--|---|---|
|   |                  | (Level 1)  | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2012                       |                  |  |   |   |
| Recurring Securities Available for Sale |                  |  |   |   |
| U.S. Government Agencies                |                  |  |   |   |
| Mortgage-Backed                         | \$263,060        | \$---  | \$ 263,060                                    | \$ ---                                    |
| State, County and Municipal             | 4,004            | ---  | 2,998   | 1,006                                     |
| Corporate Obligations                   | 1,105            | ---  | 1,105   | ---                                       |
| Asset-Backed Securities                 | 132              | ---  | ---   | 132                                       |
|   | \$268,301        | \$---  | \$ 267,163                                    | \$ 1,138                                  |

Nonrecurring

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|                   |          |       |        |           |
|-------------------|----------|-------|--------|-----------|
| Impaired Loans    | \$22,006 | \$--- | \$ --- | \$ 22,006 |
| Other Real Estate | \$8,817  | \$--- | \$ --- | \$ 8,817  |

Liabilities

The Company did not identify any liabilities that are required to be presented at fair value.

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## (11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)

## Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

The following table presents quantitative information about the significant unobservable inputs used in the fair value measurements for assets in level 3 of the fair value hierarchy measured on a nonrecurring basis at March 31, 2013. This table is comprised primarily of collateral dependent impaired loans and other real estate owned:

|                         | March 31,<br>2013 | Valuation<br>Techniques | Unobservable<br>Inputs  | Range<br>Weighted Avg            |
|-------------------------|-------------------|-------------------------|---|----------------------------------|
| <b>Impaired Loans</b>   |                   |                         |   |                                  |
| Commercial              | \$ 1,009          | Sales<br>Comparison     | Adjustment for Differences<br>Between the Comparable Sales                          | 0.00%<br>- 0.00 %<br>0.00 %      |
|                         |                   |                         | Management Adjustments for<br>Age of Appraisals and/or Current<br>Market Conditions | 0.00%<br>- 80.00 %<br>40.00 %    |
| <b>Real Estate</b>      |                   |                         |   |                                  |
| Commercial Construction | 3,197             | Sales<br>Comparison     | Adjustment for Differences<br>Between the Comparable Sales                          | (16.00%)<br>- 45.00 %<br>14.50 % |
|                         |                   |                         | Management Adjustments for<br>Age of Appraisals and/or Current<br>Market Conditions | 0.00% -<br>10.00 %<br>5.00 %     |
|                         |                   | Income<br>Approach      | Capitalization Rate   | 8.50 %                           |
|                         |                   |                         | Discount Rate   | 3.00 %                           |
| Residential Real Estate | 4,798             | Sales<br>Comparison     | Adjustment for Differences<br>Between the Comparable Sales                          | (0.40%)<br>-168.20 %<br>83.90 %  |
|                         |                   |                         | Management Adjustments for<br>Age of Appraisals and/or Current<br>Market Conditions | 0.00% -<br>50.00 %<br>25.00 %    |

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|                         |       |                  |   |                       |
|-------------------------|-------|------------------|---|-----------------------|
| Commercial Real Estate  | 8,491 | Sales Comparison |   | (7.40%) -             |
|                         |       |                  | Adjustment for differences<br>Between the comparable Sales                          | 52.00 %<br>22.30 %    |
|                         |       |                  |   | 0.00% -               |
|                         |       |                  | Management Adjustments for<br>Age of Appraisals and/or Current<br>Market Conditions | 30.00 %<br>15.00 %    |
|                         |       | Income Approach  | Capitalization Rate   | 10.50 %               |
|                         |       | Discount Rate    | 5.13 %  |                       |
| Other Real Estate Owned | 9,157 | Sales Comparison |   | (35.00%) -            |
|                         |       |                  | Adjustment for Differences<br>Between the Comparable Sales                          | - 129.50 %<br>47.25 % |
|                         |       |                  |   | 3.10% -               |
|                         |       |                  | Management Adjustment for<br>Age of Appraisals and/or Current<br>Market Conditions  | 87.24 %<br>38.57 %    |
|                         |       | Income Approach  | Discount Rate   | 3.00 %                |



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## (11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)

The table below presents a reconciliation and statement of income classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the three months ended March 31, 2013 and the twelve months ended December 31, 2012.

|  | Available for Sale Securities |                      |
|--|-------------------------------|----------------------|
|  | March 31,<br>2013             | December<br>31, 2012 |
| Balance, Beginning   | \$ 1,138                      | \$ 1,122             |
| Total Realized/Unrealized Gains (Losses) Included<br>In<br>Purchases, Sales, Issuances and Settlements |                               |                      |
| Transfers into Level 3   | --                            | 789                  |
| Securities Purchased During the Year   | --                            | 208                  |
| Securities Called During the Year  | --                            | (1,000 )             |
| Unrealized Gains Included in Other Comprehensive<br>Income   | 3                             | 78                   |
| Loss on OTTI Impairment Included in Noninterest<br>Income  | --                            | (59 )                |
| Balance, Ending  | \$ 1,141                      | \$ 1,138             |

The Company's policy is to recognize transfers in and transfers out of levels 1, 2 and 3 as of the end of a reporting period. As of December 31, 2012, the Company transferred certain state, county and municipal securities out of level 2 and into level 3. The transfers into level 3 were the result of decreased market activity for these types of securities, as well as a lack of current credit ratings on these securities. There were no gains or losses recognized as a result of the transfers. There were no transfers of securities between level 1 and level 2 for the three months ended March 31, 2013.

The following table presents quantitative information about recurring level 3 fair value measurements as of March 31, 2013.

|                             | Fair Value | Valuation<br>Techniques | Unobservable<br>Inputs | Range<br>Weighted Avg       |
|-----------------------------|------------|-------------------------|------------------------|-----------------------------|
| Asset-Back Securities       | \$ 132     | Discounted Cash<br>Flow | Discount Rate          | 2.95% -<br>3.42 %<br>3.19 % |
| State, County and Municipal | 1,009      | Discounted Cash<br>Flow | Discount Rate          | N/A *                       |

\* The Company relies on a third-party pricing service to value its municipal securities. The details of the unobservable inputs and other adjustments used by the third-party pricing service were not readily available to the

Company.

(12)

Regulatory Capital Matters

The amount of dividends payable to the parent company from the subsidiary bank is limited by various banking regulatory agencies. Upon approval by regulatory authorities, the Bank may pay cash dividends to the parent company in excess of regulatory limitations. Additionally, in the third quarter of 2009, the Company suspended the payment of dividends to common shareholders. At March 31, 2013, the Company is subject to certain regulatory restrictions that preclude the declaration of or payment of any dividends to its common stockholders, without prior approval from the Federal Reserve Bank.

The Company is subject to various 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 Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

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## (12) Regulatory Capital Matters (Continued)

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. The amounts and ratios as defined in regulations are presented hereafter. Management believes, as of March 31, 2013, the Company meets all capital adequacy requirements to which it is subject under the regulatory framework for prompt corrective action. In the opinion of management, there are no conditions or events since prior notification of capital adequacy from the regulators that have changed the institution's category.

The following table summarizes regulatory capital information as of March 31, 2013 and December 31, 2012 on a consolidated basis and for each significant subsidiary, as defined.

|  | Actual    |       | For Capital Adequacy Purposes |       | To Be Well Capitalized Under Prompt Corrective Action Provisions |         |
|--|-----------|-------|-------------------------------|-------|--|---------|
|  | Amount    | Ratio | Amount                        | Ratio | Amount   | Ratio   |
| As of March 31, 2013                   |           |       |                               |       |  |         |
| Total Capital to Risk-Weighted Assets  |           |       |                               |       |  |         |
| Consolidated                           | \$123,027 | 16.86 | % \$58,374                    | 8.00  | % NA   | NA      |
| Colony Bank                            | 122,914   | 16.87 | 58,290                        | 8.00  | \$72,864   | 10.00 % |
| Tier 1 Capital to Risk-Weighted Assets |           |       |                               |       |  |         |
| Consolidated                           | 113,859   | 15.60 | 29,187                        | 4.00  | NA   | NA      |
| Colony Bank                            | 113,759   | 15.61 | 29,145                        | 4.00  | 43,718   | 6.00    |
| Tier 1 Capital to Average Assets       |           |       |                               |       |  |         |
| Consolidated                           | 113,859   | 10.18 | 44,757                        | 4.00  | NA   | NA      |
| Colony Bank                            | 113,759   | 10.18 | 44,689                        | 4.00  | 55,861   | 5.00    |
|  | Actual    |       | For Capital Adequacy Purposes |       | To Be Well Capitalized Under Prompt Corrective Action Provisions |         |
|  | Amount    | Ratio | Amount                        | Ratio | Amount   | Ratio   |
| As of December 31, 2012                |           |       |                               |       |  |         |
| Total Capital to Risk-Weighted Assets  |           |       |                               |       |  |         |

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|              |           |       |            |      |   |          |         |
|--------------|-----------|-------|------------|------|---|----------|---------|
| Consolidated | \$122,630 | 16.47 | % \$59,548 | 8.00 | % | NA       | NA      |
| Colony Bank  | 123,463   | 16.61 | 59,474     | 8.00 |   | \$74,342 | 10.00 % |

Tier 1 Capital to  
Risk-Weighted Assets

|              |         |       |        |      |  |        |      |
|--------------|---------|-------|--------|------|--|--------|------|
| Consolidated | 113,283 | 15.22 | 29,774 | 4.00 |  | NA     | NA   |
| Colony Bank  | 114,128 | 15.35 | 29,737 | 4.00 |  | 44,605 | 6.00 |

Tier 1 Capital to Average  
Assets

|              |         |       |        |      |  |        |      |
|--------------|---------|-------|--------|------|--|--------|------|
| Consolidated | 113,283 | 10.22 | 44,343 | 4.00 |  | NA     | NA   |
| Colony Bank  | 114,128 | 10.31 | 44,282 | 4.00 |  | 55,352 | 5.00 |

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## (12) Regulatory Capital Matters (Continued)

The Bank is currently subject to a memorandum of understanding (MOU) which requires, among other things, that the Bank maintain minimum capital ratios at specified levels higher than those otherwise required by applicable regulations as follows: Tier 1 capital to total average assets of 8% and total risk-based capital to total risk-weighted assets of 10% during the life of the MOU. The MOU also requires that, prior to declaring or paying any cash dividend to the Company, the Bank must obtain written consent of its regulators.

## (13) Earnings Per Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted earnings per share reflects the potential dilution of restricted stock and common stock warrants. Net income available to common stockholders represents net income after preferred stock dividends. The following table presents earnings per share for the three month period ended March 31, 2013 and 2012:

|   | Three<br>Months<br>Ended<br>March 31,<br>2013 | Three<br>Months<br>Ended<br>March 31,<br>2012 |
|---|---|---|
| Numerator   |   |   |
| Net Income Available to Common Stockholders   | \$567   | \$189   |
| Denominator   |   |   |
| Weighted Average Number of Common Shares<br>Outstanding for Basic Earnings Per Common Share | 8,439   | 8,439   |
| Dilutive Effect of Potential Common Stock   |   |   |
| Restricted Stock  | --  | --  |
| Stock Warrants  | --  | --  |
| Weighted-Average Number of Shares Outstanding for<br>Diluted Earnings Per Common Share      | 8,439   | 8,439   |
| Earnings Per Share - Basic  | \$0.07  | \$0.02  |
| Earnings Per Share - Diluted  | \$0.07  | \$0.02  |

For the three months ended March 31, 2013 and 2012, respectively, the Company has excluded 500 shares of common stock equivalents because the strike price of the common stock equivalents would cause them to have an anti-dilutive effect.

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Item 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements and Factors that Could Affect Future Results

Certain statements contained in this Quarterly Report that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act), notwithstanding that such statements are not specifically identified. In addition, certain statements may be contained in the Company's future filings with the SEC, in press releases, and in oral and written statements made by or with the approval of the Company that are not statements of historical fact and constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans and objectives of Colony Bankcorp, Inc. or its management or Board of Directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "expects," "intends," "targeted," and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- Local and regional economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact.
- Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.
- The effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board.
  - Inflation, interest rate, market and monetary fluctuations.
  - Political instability.
  - Acts of war or terrorism.
- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.
  - Changes in consumer spending, borrowings and savings habits.
  - Technological changes.
  - Acquisitions and integration of acquired businesses.

- The ability to increase market share and control expenses.
- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiary must comply.
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.
  - Changes in the Company's organization, compensation and benefit plans.
  - The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.

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- Greater than expected costs or difficulties related to the integration of new lines of business.
- The Company's success at managing the risks involved in the foregoing items.
- Restrictions or conditions imposed by our regulators on our operations, including the terms of our Memorandum of Understanding.

Forward-looking statements speak only as of the date on which such statements are made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

The following discussion sets forth management's discussion and analysis of our consolidated financial condition as of March 31, 2013, and the consolidated results of operations for the three months ended March 31, 2013. This discussion should be read in conjunction with the Company's annual report on Form 10-K filed with the Securities and Exchange Commission on March 12, 2013. Readers should also carefully review all other disclosures we file from time to time with the SEC.

The Company

Colony Bankcorp, Inc. (Colony) is a bank holding company headquartered in Fitzgerald, Georgia that provides, through its wholly owned subsidiary (collectively referred to as the Company), a broad array of products and services throughout 18 Georgia markets. The Company offers commercial, consumer and mortgage banking services.

Application of Critical Accounting Policies and Accounting Estimates

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's financial position and/or results of operations. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results of operations, and they require management to make estimates that are difficult, subjective or complete.

**Allowance for Loan Losses** – The allowance for loan losses provides coverage for probable losses inherent in the Company's loan portfolio. Management evaluates the adequacy of the allowance for loan losses quarterly based on changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, regulatory guidance and economic factors. This evaluation is inherently subjective, as it requires the use of significant management estimates. Many factors can affect management's estimates of specific and expected losses, including volatility of default probabilities, collateral values, rating migrations, loss severity and economic and political conditions. The allowance is increased through provisions charged to operating earnings and reduced by net charge-offs.

The Company determines the amount of the allowance based on relative risk characteristics of the loan portfolio. The allowance recorded for loans is based on reviews of individual credit relationships and historical loss experience. The allowance for losses relating to impaired loans is based on the loan's observable market price, the discounted cash



flows using the loan's effective interest rate, or the value of collateral for collateral dependent loans.

Regardless of the extent of the Company's analysis of customer performance, portfolio trends or risk management processes, certain inherent but undetected losses are probable within the loan portfolio. This is due to several factors, including inherent delays in obtaining information regarding a customer's financial condition or changes in their unique business conditions, the judgmental nature of individual loan evaluations, collateral assessments and the interpretation of economic trends. Volatility of economic or customer-specific conditions affecting the identification and estimation of losses for larger nonhomogeneous credits and the sensitivity of assumptions utilized to establish allowances for homogeneous groups of loans are among other factors. The Company estimates a range of inherent losses related to the existence of these exposures. The estimates are based upon the Company's evaluation of risk associated with the commercial and consumer levels and the estimated impact of the current economic environment.

#### Overview

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of March 31, 2013 and 2012, and results of operations for each of the three months in the periods ended March 31, 2013 and 2012. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements, notes thereto and other financial information appearing elsewhere in this report.

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Taxable-equivalent adjustments are the result of increasing income from tax-free loans and investments by an amount equal to the taxes that would be paid if the income were fully taxable based on a 34 percent federal tax rate, thus making tax-exempt yields comparable to taxable asset yields.

Dollar amounts in tables are stated in thousands, except for per share amounts.

## Results of Operations

The Company's results of operations are determined by its ability to effectively manage interest income and expense, to minimize loan and investment losses, to generate noninterest income and to control noninterest expense. Since market forces and economic conditions beyond the control of the Company determine interest rates, the ability to generate net interest income is dependent upon the Company's ability to obtain an adequate spread between the rate earned on earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance for net interest income is the interest margin or net yield, which is taxable-equivalent net interest income divided by average earning assets. Net income available to shareholders totaled \$567 thousand, or \$0.07 diluted per common share, in three months ended March 31, 2013 compared to net income available to shareholders of \$189 thousand, or \$0.02 diluted per common share, in three months ended March 31, 2012.

Selected income statement data, returns on average assets and average equity and dividends per share for the comparable periods were as follows:

|  | Three Months Ended<br>March 31 |          |
|--|--------------------------------|----------|
|  | 2013                           | 2012     |
| Taxable-equivalent net interest income       | \$ 9,085                       | \$ 8,917 |
| Taxable-equivalent adjustment                | 39                             | 33       |
| Net interest income                          | 9,046                          | 8,884    |
| Provision for possible loan losses           | 1,500                          | 1,942    |
| Noninterest income                           | 2,210                          | 1,814    |
| Noninterest expense                          | 8,392                          | 7,983    |
| Income before income taxes                   | 1,364                          | 773      |
| Income taxes                                 | 427                            | 232      |
| Net income                                   | \$ 937                         | \$ 541   |
| Preferred stock dividends                    | 370                            | 352      |
| Net income available to common shareholders  | \$ 567                         | \$ 189   |
| Net income available to common shareholders: |                                |          |
| Basic  | \$ 0.07                        | \$ 0.02  |
| Diluted                                      | \$ 0.07                        | \$ 0.02  |
| Return on average assets                     | 0.20 %                         | 0.06 %   |

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|                                 |      |   |      |   |
|---------------------------------|------|---|------|---|
| Return on average common equity | 2.37 | % | 0.78 | % |
|---------------------------------|------|---|------|---|

Net income from operations for three months ended March 31, 2013 increased \$396 thousand, or 73.20 percent, compared to the same period in 2012. The increase was primarily the result of an increase of \$162 thousand in net interest income, an increase of \$396 thousand in noninterest income, and a decrease of \$442 thousand in provision for loan losses. This was offset by an increase of \$409 thousand in noninterest expense and an increase of \$195 thousand in income taxes.

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Details of the changes in the various components of net income are further discussed below.

Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 80.31 percent of total revenue for three months ended March 31, 2013 and 83.04 percent for the same period a year ago.

Net interest margin is the taxable-equivalent net interest income as a percentage of average earning assets for the period. The level of interest rates and the volume and mix of earning assets and interest-bearing liabilities impact net interest income and net interest margin.

The Federal Reserve Board influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The Company's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate, which is the rate offered on loans to borrowers with strong credit is currently 3.25 percent and has been for the past three years. The federal funds rate moved similar to prime rate with interest rates currently at 0.25 percent and has been for the past three years. We anticipate the Federal Reserve maintaining its current interest rate policy in 2013, which should benefit Colony's net interest margin.

The following table presents the changes in taxable-equivalent net interest income and identifies the changes due to differences in the average volume of earning assets and interest-bearing liabilities and the changes due to changes in the average interest rate on those assets and liabilities. The changes in net interest income due to changes in both average volume and average interest rate have been allocated to the average volume change or the average interest rate change in proportion to the absolute amounts of the change in each. The Company's consolidated average balance sheets along with an analysis of taxable-equivalent net interest earnings are presented in the Quantitative and Qualitative Disclosures About Market Risk included elsewhere in this report.

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## Rate/Volume Analysis

The rate/volume analysis presented hereafter illustrates the change from March 31, 2012 to March 31, 2013 for each component of the taxable equivalent net interest income separated into the amount generated through volume changes and the amount generated by changes in the yields/rates.

| (\$ in thousands)                            | Changes from March 31, 2012 to March 31, 2013 |         |         |
|--|---|---------|---------|
|  | Volume  | Rate    | Total   |
| <b>Interest Income</b>                       |   |         |         |
| Loans, Net-taxable                           | \$415   | \$(462) | \$(47)  |
| <b>Investment Securities</b>                 |   |         |         |
| Taxable                                      | (213)   | (724)   | (937)   |
| Tax-exempt                                   | (19)  | 1       | (18)    |
| Total Investment Securities                  | (232)   | (723)   | (955)   |
| Interest-Bearing Deposits in other Banks     | (11)  | 2       | (9)     |
| Federal Funds Sold                           | (12)  | ---     | (12)    |
| Other Interest - Earning Assets              | (6)   | 8       | 2       |
| Total Interest Income                        | 154   | (1,175) | (1,021) |
| <b>Interest Expense</b>                      |   |         |         |
| Interest-Bearing Demand and Savings Deposits | 42  | (43)    | (1)     |
| Time Deposits                                | (325)   | (458)   | (783)   |
| Subordinated Debentures                      | ---   | (14)    | (14)    |
| Other Borrowed Money                         | (309)   | (82)    | (391)   |
| Total Interest Expense                       | (592)   | (597)   | (1,189) |
| Net Interest Income                          | \$746   | \$(578) | \$168   |

(1) Changes in net interest income for the periods, based on either changes in average balances or changes in average rates for interest-earning assets and interest-bearing liabilities, are shown on this table. During each year, there are numerous and simultaneous balance and rate changes; therefore, it is not possible to precisely allocate the changes between balances and rates. For the purpose of this table, changes that are not exclusively due to balance changes or rate changes have been attributed to rates.

Our financial performance is impacted by, among other factors, interest rate risk and credit risk. We do not utilize derivatives to mitigate our interest rate or credit risk, relying instead on an extensive loan review process and our allowance for loan losses.

Interest rate risk is the change in value due to changes in interest rates. The Company is exposed only to U.S. dollar interest rate changes and accordingly, the Company manages exposure by considering the possible changes in the net interest margin. The Company does not have any trading instruments nor does it classify any portion of its investment portfolio as held for trading. The Company does not engage in any hedging activity or utilize any derivatives. The Company has no exposure to foreign currency exchange rate risk, commodity price risk and other market risks. This risk is addressed by our Asset & Liability Management Committee (“ALCO”) which includes senior management representatives. The ALCO monitors interest rate risk by analyzing the potential impact of alternative strategies or changes in balance sheet structure.

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Interest rates play a major part in the net interest income of financial institutions. The repricing of interest earning assets and interest-bearing liabilities can influence the changes in net interest income. The timing of repriced assets and liabilities is Gap management and our Company has established its policy to maintain a Gap ratio in the one-year time horizon of 0.80 to 1.20.

Our exposure to interest rate risk is reviewed on a quarterly basis by our Board of Directors and the ALCO. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in net portfolio value in the event of assumed changes in interest rates, in order to reduce the exposure to interest rate fluctuations, we have implemented strategies to more closely match our balance sheet composition. We are generally focusing our investment activities on securities with terms or average lives in the 2-5 year range.

The Company maintains about 16 percent of its loan portfolio in adjustable rate loans that reprice with prime rate changes, while the bulk of its other loans mature within 3 years. The liabilities to fund assets are primarily in short term certificate of deposits that mature within one year. This balance sheet composition has allowed the Company to be relatively constant with its net interest margin until 2008. During 2007 interest rates decreased 100 basis points and this decrease by the Federal Reserve in 2007 followed by 400 basis point decrease in 2008 resulted in significant pressure in net interest margins. While the Federal Reserve rates have remained unchanged since 2008, the net interest margin increased to 3.45 percent for three months ended March 31, 2013 compared to 3.23 percent for the same period a year ago. We anticipate continued improvement in the net interest margin in 2013 as a result of our loan and deposit pricing guidance.

Taxable-equivalent net interest income for three months ended March 31, 2013 increased \$168 thousand, or 1.88 percent compared to the same period a year ago. The average volume of earning assets during three months ended March 31, 2013 decreased \$51.41 million compared to the same period a year ago while over the same period the net interest margin increased by 22 basis points from 3.23 percent to 3.45 percent. Decline in average earning assets during 2013 was primarily in interest bearing deposits, interest-bearing other assets, investments and federal funds sold. The increase in the net interest margin in 2013 is primarily the result of reducing and repricing higher cost time deposits and borrowed money.

The average volume of loans increased \$28.18 million in three months ended March 31, 2013 compared to the same period a year ago. The average yield on loans decreased 25 basis points in three months ended March 31, 2013 compared to the same period a year ago. The average volume of investment securities decreased \$41.12 million in three months ended March 31, 2013 compared to the same year ago period, while the average yield on investment securities decreased 107 basis points for the same period comparison. The average volume of deposits decreased \$27.80 million in three months ended March 31, 2013 compared to the same period a year ago, with interest-bearing deposits decreasing \$44.95 million in three months ended March 31, 2013. Accordingly, the ratio of average interest-bearing deposits to total average deposits was 88.11 percent in three months ended March 31, 2013 compared to 90.17 percent in the same period a year ago. This deposit mix, combined with a general decrease in market rates, had the effect of (i) decreasing the average cost of total deposits by 30 basis points in three months ended March 31, 2013 compared to the same period a year ago and, (ii) mitigating a portion of the impact of decreasing yields on earning assets.

The Company's net interest spread, which represents the difference between the average rate earned on earning assets and the average rate paid on interest-bearing liabilities, was 3.33 percent in three months ended March 31, 2013 compared to 3.09 percent in the same period a year ago. The net interest spread, as well as the net interest margin, will be impacted by future changes in short-term and long-term interest rate levels, as well as the impact from the

competitive environment. A discussion of the effects of changing interest rates on net interest income is set forth in Quantitative and Qualitative Disclosures About Market Risk included elsewhere in this report.

#### Provision for Loan Losses

The provision for loan losses is determined by management as the amount to be added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level which, in management's best estimate, is necessary to absorb probable losses within the existing loan portfolio. The provision for loan losses totaled \$1.50 million in three months ended March 31, 2013 compared to \$1.94 million in the same period a year ago. See the section captioned "Allowance for Loan Losses" elsewhere in this discussion for further analysis of the provision for loan losses.



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## Noninterest Income

The components of noninterest income were as follows:

|                                     | Three Months Ended<br>March 31 |                 |
|-------------------------------------|--------------------------------|-----------------|
|                                     | 2013                           | 2012            |
| Service Charges on Deposit Accounts | \$ 1,101                       | \$ 796          |
| Other Charges, Commissions and Fees | 404                            | 419             |
| Other                               | 594                            | 381             |
| Mortgage Fee Income                 | 119                            | 81              |
| Securities Gains                    | (8 )                           | 137             |
| <b>Total</b>                        | <b>\$ 2,210</b>                | <b>\$ 1,814</b> |

Total noninterest income for three months ended March 31, 2013 increased \$396 thousand, or 21.83 percent compared to the same period year ago. The increase in noninterest income was primarily in other income and service charges on deposit accounts for three months ended March 31, 2013. Changes in these items and the other components of noninterest income are discussed in more detail below.

**Service Charges on Deposit Accounts.** Service charges on deposit accounts for three months ended March 31, 2013 increased \$305 thousand, or 38.32 percent, compared to the same period a year ago.

**Mortgage Fee Income.** Mortgage fee income for three months ended March 31, 2013 increased \$38 thousand, or 46.91 percent, compared to the same period year ago. The Company began an initiative during first quarter 2012 to enhance our secondary mortgage lending operations. This will allow better penetration in the markets that Colony serves and result in increased mortgage fee income.

**All Other Noninterest Income.** Other charges, commissions and fees and other income for three months ended March 31, 2013 was \$998 thousand compared to \$800 thousand in the same year ago period, or an increase of 24.75 percent. Significant amounts impacting the comparable periods was primarily attributed to premiums on sale of guaranteed loans which increased to \$352 thousand in 2013 compared to \$105 thousand in 2012, or an increase of 235.24 percent. ATM and debit card fees increased \$33 thousand in 2013 compared to 2012.

**Securities Gains.** The Company realized losses in the amount of \$8 thousand from the sale of securities in three months ended March 31, 2013 compared to \$137 thousand realized gains in the same year ago period.

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## Noninterest Expense

The components of noninterest expense were as follows:

|                                | Three Months Ended<br>March 31 |                 |
|--------------------------------|--------------------------------|-----------------|
|                                | 2013                           | 2012            |
| Salaries and Employee Benefits | \$ 4,169                       | \$ 3,820        |
| Occupancy and Equipment        | 933                            | 938             |
| Other                          | 3,290                          | 3,225           |
| <b>Total</b>                   | <b>\$ 8,392</b>                | <b>\$ 7,983</b> |

Total noninterest expense for three months ended March 31, 2013 increased \$409 thousand, or 5.12 percent, compared to the same period a year ago. These items and the changes in the various components of noninterest expense are discussed in more detail below.

**Salaries and Employee Benefits.** Salaries and employee benefits expense for three months ended March 31, 2013 increased \$349 thousand, or 9.14 percent, compared to the same period a year ago. The increase is primarily attributable to an increase in headcount related to increased “back office” regulatory compliance demands and merit pay increases.

**Occupancy and Equipment.** Occupancy and equipment expense has remained relatively flat in both periods with a decrease of \$5 thousand for three months ended March 31, 2013 compared to the same year ago period.

**All Other Non-Interest Expense.** All other noninterest expense for three months ended March 31, 2013 increased \$65 thousand, or 2.02 percent compared to the same year ago period. Significant amounts impacting the comparable periods was primarily ATM related expenses. ATM expenses increased to \$154 thousand in 2013 compared to \$118 thousand in 2012, or an increase of 30.51 percent.

## Loans

The following table presents the composition of the Company’s loan portfolio as of March 31, 2013 and December 31, 2012:

|  | March 31,<br>2013 | December<br>31, 2012 |
|--|-------------------|----------------------|
| Commercial, Financial and Agricultural | \$ 60,762         | \$ 61,895            |
| Real Estate                            |                   |                      |
| Construction                           | 59,664            | 59,660               |
| Mortgage, Farmland                     | 48,208            | 49,057               |
| Mortgage, Other                        | 533,510           | 538,231              |
| Consumer                               | 28,379            | 29,778               |
| Other                                  | 6,297             | 8,429                |

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|                            |            |            |
|----------------------------|------------|------------|
|                            | 736,820    | 747,050    |
| Unearned Interest and Fees | (239 )     | (234 )     |
| Allowance for Loan Losses  | (12,930 )  | (12,737 )  |
| Loans                      | \$ 723,651 | \$ 734,079 |

Overview. Loans totaled \$736.8 million at March 31, 2013, down 1.37 percent from December 31, 2012 loans of \$747.1 million. The majority of the Company's loan portfolio is comprised of the real estate loans-other, real estate construction and commercial, financial and agricultural. Real estate-other, which is primarily 1-4 family residential properties and nonfarm nonresidential properties, made up 72.41 percent and 72.05 percent of total loans, real estate construction made up 8.10 percent and 7.99 percent, while commercial, financial, and agricultural based loans made up 8.25 percent and 8.29 percent of total loans at March 31, 2013 and December 31, 2012, respectively.

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**Loan Origination/Risk Management.** In accordance with the Company's decentralized banking model, loan decisions are made at the local bank level. The Company utilizes an Executive Loan Committee to assist lenders with the decision making and underwriting process of larger loan requests. Due to the diverse economic markets served by the Company, evaluation and underwriting criterion may vary slightly by bank. Overall, loans are extended after a review of the borrower's repayment ability, collateral adequacy, and overall credit worthiness.

Commercial purpose, commercial real estate, and industrial loans are underwritten similar to other loans throughout the company. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. This diversity helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. The Company also utilizes information provided by third-party agencies to provide additional insight and guidance about economic conditions and trends affecting the markets it serves.

The Company extends loans to builders and developers that are secured by non-owner occupied properties. In such cases, the Company reviews the overall economic conditions and trends for each market to determine the desirability of loans to be extended for residential construction and development. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim mini-perm loan commitment from the Company until permanent financing is obtained. In some cases, loans are extended for residential loan construction for speculative purposes and are based on the perceived present and future demand for housing in a particular market served by the Company. These loans are monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, general economic conditions and trends, the demand for the properties, and the availability of long-term financing.

The Company originates consumer loans at the bank level. Due to the diverse economic markets served by the Company, underwriting criterion may vary slightly by bank. The Company is committed to serving the borrowing needs of all markets served and, in some cases, adjusts certain evaluation methods to meet the overall credit demographics of each market. Consumer loans represent relatively small loan amounts that are spread across many individual borrowers that helps minimize risk. Additionally, consumer trends and outlook reports are reviewed by management on a regular basis.

The Company utilizes an independent third party to perform loan reviews on an ongoing basis. The Loan Review Company reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management and the audit committee. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

**Commercial, Financial and Agricultural.** Commercial, financial and agricultural loans at March 31, 2013 decreased 1.83 percent from December 31, 2012 to \$60.8 million. The Company's commercial and industrial loans are a diverse group of loans to small, medium and large businesses. The purpose of these loans varies from supporting seasonal working capital needs to term financing of equipment. While some short-term loans may be made on an unsecured basis, most are secured by the assets being financed with collateral margins that are consistent with the Company's loan policy guidelines.

**Collateral Concentrations.** Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a

concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At March 31, 2013, approximately 87 percent of the Company's loan portfolio was concentrated in loans secured by real estate. A substantial portion of borrowers' ability to honor their contractual obligations is dependent upon the viability of the real estate economic sector. In addition, a large portion of the Company's foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis.

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## Non-Performing Assets and Potential Problem Loans

Non-performing assets and accruing past due loans as of March 31, 2013, December 31, 2012 and March 31, 2012 were as follows:

|  | March 31,<br>2013 | December<br>31, 2012 | March 31,<br>2012 |
|--|-------------------|----------------------|-------------------|
| Loans Accounted for on Nonaccrual        | \$ 20,439         | \$ 29,851            | \$ 39,367         |
| Loans Accruing Past Due 90 Days or More  | --                | 4                    | --                |
| Other Real Estate Foreclosed             | 18,771            | 15,941               | 20,989            |
| Securities Accounted for on Nonaccrual   | 367               | 366                  | 367               |
| Total Nonperforming Assets               | \$ 39,577         | \$ 46,162            | \$ 60,723         |
| Nonperforming Assets as a Percentage of: |                   |                      |                   |
| Total Loans and Foreclosed Assets        | 5.24 %            | 6.05 %               | 8.35 %            |
| Total Assets                             | 3.54 %            | 4.05 %               | 5.16 %            |
| Supplemental Data:                       |                   |                      |                   |
| Trouble Debt Restructured Loans          |                   |                      |                   |
| In Compliance with Modified Terms        | 26,998            | 24,870               | 30,996            |
| Trouble Debt Restructured Loans          |                   |                      |                   |
| Past Due 30-89 Days                      | 152               | 1,377                | --                |
| Accruing Past Due Loans:                 |                   |                      |                   |
| 30-89 Days Past Due                      | \$ 11,331         | \$ 14,911            | \$ 5,342          |
| 90 or More Days Past Due                 | --                | 4                    | --                |
| Total Accruing Past Due Loans            | \$ 11,331         | \$ 14,915            | \$ 5,342          |

Non-performing assets include non-accrual loans, loans past due 90 days or more, foreclosed real estate and nonaccrual securities. Non-performing assets at March 31, 2013 decreased 14.26 percent from December 31, 2012.

Generally, loans are placed on non-accrual status if principal or interest payments become 90 days past due and/or management deems the collectibility of the principal and/or interest to be in question, as well as when required by regulatory requirements. Loans to a customer whose financial condition has deteriorated are considered for non-accrual status whether or not the loan is 90 days or more past due. For consumer loans, collectibility and loss are generally determined before the loan reaches 90 days past due. Accordingly, losses on consumer loans are recorded at the time they are determined. Consumer loans that are 90 days or more past due are generally either in liquidation/payment status or bankruptcy awaiting confirmation of a plan. Once interest accruals are discontinued, accrued but uncollected interest is charged to current year operations. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Classification of a loan as non-accrual does not preclude the ultimate collection of loan principal or interest.

Troubled debt restructured loans are loans on which, due to deterioration in the borrower's financial condition, the original terms have been modified in favor of the borrower or either principal or interest has been forgiven.

Foreclosed assets represent property acquired as the result of borrower defaults on loans. Foreclosed assets are recorded at the lower of cost or estimated fair value, less estimated selling costs, at the time of foreclosure. Write-downs occurring at foreclosure are charged against the allowance for possible loan losses. On an ongoing basis, properties are appraised as required by market indications and applicable regulations. Write-downs are provided for subsequent declines in value and are included in other non-interest expense along with other expenses related to maintaining the properties.

#### Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The allowance for loan losses includes allowance allocations calculated in accordance with current U.S. accounting standards. The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

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Part I (Continued)  
Item 2 (Continued)

The Company's allowance for loan losses consists of specific valuation allowances established for probable losses on specific loans and historical valuation allowances for other loans with similar risk characteristics.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of classified loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor's ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the subsidiary bank level and is reviewed at the parent company level. Once a loan of \$250 thousand or more is classified, it is considered impaired and is reviewed to determine the amount of specific valuation allowance needed, if any. Specific valuation allowances are determined after considering the borrower's financial condition, collateral deficiencies, and economic conditions affecting the borrower's industry, among other things.

Historical valuation allowances are calculated from loss factors applied to loans with similar risk characteristics. The loss factors are based on loss ratios for groups of loans with similar risk characteristics. The loss ratios are derived from the proportional relationship between actual loan losses and the total population of loans in the risk category. The historical loss ratios are periodically updated based on actual charge-off experience. The Company's groups of similar loans include similarly risk-graded groups of loans not reviewed for individual impairment. In addition, the Company has also segmented its' real estate portfolio into thirteen separate categories and captured loan loss experience for each category. Most of the company's charge-offs the past two years have been real estate dependent loans and we believe this segmentation provides more accuracy in determining allowance for loan loss adequacy.

Management evaluates the adequacy of the allowance for each of these components on a quarterly basis. Peer comparisons, industry comparisons, and regulatory guidelines are also used in the determination of the general valuation allowance.

Loans identified as losses by management, internal loan review, and/or bank examiners are charged-off.

An allocation for loan losses has been made according to the respective amounts deemed necessary to provide for the possibility of incurred losses within the various loan categories. The allocation is based primarily on previous charge-off experience adjusted for changes in experience among each category. Additional amounts are allocated by evaluating the loss potential of individual loans that management has considered impaired. The reserve for loan loss allocation is subjective since it is based on judgment and estimates, and therefore is not necessarily indicative of the specific amounts or loan categories in which the charge-offs may ultimately occur. An analysis of the allocation of the reserve for loan losses and a detail of the Company's loss experience by loan segment is included in footnote 4 in the accompanying notes to the interim financial statements.

The allowance for loan losses is maintained at a level considered appropriate by management, based on estimated probable losses within the existing loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The provision for loan losses reflects loan quality trends, including the level of net charge-offs or recoveries, among other factors. The provision for loan losses decreased \$442 thousand from \$1.94 million in three months ended March 31, 2012 to \$1.50 million in three months ended March 31, 2013. The provision for loan losses charged to earnings was based upon management's judgment of the amount necessary to maintain the allowance at an adequate level to absorb losses inherent in the loan portfolio at quarter-end. The amount each period is dependent upon many factors, including changes in the risk ratings of the loan portfolio, net charge-offs, past due ratios, the value of collateral, and other environmental factors that include portfolio



loan quality indicators; portfolio growth and composition of commercial real estate and concentrations; portfolio policies, procedures, underwriting standards, loss recognition, collection and recovery practices; local economic business conditions; and the experience, ability, and depth of lending management and staff. Of significance to changes in the allowance during the first quarter 2013 was the provision of \$1.50 million and net charge-offs of \$1.31 million. Net charge-offs for first quarter 2012 totaled \$1.68 million. The Company believes that collection efforts have reduced impaired loans and the reduction in net charge-offs runs parallel with the improvement in the substandard assets. As we begin to see stabilization in the economy and the housing and real estate market, we expect continued improvement in our substandard assets, including net charge-offs.

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## Part I (Continued)

## Item 2 (Continued)

Nonperforming assets as a percentage of total loans and foreclosed assets decreased to 5.24 percent at March 31, 2013 compared to 6.05 percent at December 31, 2012 and 8.35 percent at March 31, 2012. Total nonperforming assets at March 31, 2013 were \$39.6 million, of which \$22.8 million were construction, land development and other land loans; \$6.0 million were 1-4 family residential properties; \$0.6 million were multifamily residential properties; \$7.0 million were nonfarm nonresidential properties; \$2.5 million were farmland properties; and the remainder of nonperforming assets totaling \$0.7 million were commercial and consumer loans. All of the classified loans greater than \$250 thousand, including the nonperforming loans, are reviewed throughout the quarter for impairment review. Total nonperforming assets at December 31, 2012 were \$46.2 million, of which \$23.9 million were construction, land development and other land loans; \$7.2 million were 1-4 family residential properties; \$0.6 million were multifamily residential properties; \$10.4 million were nonfarm nonresidential properties; \$2.4 million were farmland properties; and the remainder of nonperforming assets totaling \$1.7 million were commercial and consumer loans. Total nonperforming assets at March 31, 2012 were \$60.7 million, of which \$34.7 million were construction, land development and other land loans; \$2.7 million were farmland; \$4.6 million were 1-4 family residential properties; \$0.5 million were multifamily residential properties; \$15.8 million were nonfarm nonresidential properties; and the remainder of nonperforming assets totaling \$2.4 million were commercial and consumer loans. The allowance for loan losses of \$12.93 million at March 31, 2013 was 1.76 percent of total loans which compares to \$12.7 million at December 31, 2012, or 1.70 percent of total loans and to \$15.91 million at March 31, 2012, or 2.25 percent. Unusually high levels of loan loss provision have been required as Company management addresses asset quality deterioration. While the nonperforming loans as a percentage of total loans was 2.77 percent, 4.00 percent, 5.57 percent, respectively as of March 31, 2013, December 31, 2012 and March 31, 2012, the Company's allowance for loan losses as a percentage of nonperforming loans was 63.26 percent, 42.66 percent, 40.41 percent, respectively as of March 31, 2013, December 31, 2012 and March 31, 2012. We continue to identify new problem loans, though at a slower pace than in previous quarters.

While the allowance for loan losses increased from \$12.74 million, or 1.70 percent of total loans at December 31, 2012 to \$12.93 million, or 1.76 percent of total loans at March 31, 2013, the Company also reflected a decrease in nonperforming loans from \$29.86 million at December 31, 2012 to \$20.44 million at March 31, 2013 and a decrease in special mention and substandard loans from \$83.81 million at December 31, 2012 to \$67.47 million at March 31, 2013. The allowance for loan losses is inherently judgmental, nevertheless the Company's methodology is consistently applied based on standards for current accounting by creditors for impairment of a loan and allowance allocations determined in accordance with accounting for contingencies. Loans individually selected for impairment review consist of all loans classified substandard that are \$250 thousand and over. The remaining portfolio is analyzed based on historical loss data. Loans selected for individual review where no individual impairment amount is identified do not receive any contribution to the allowance for loan losses based on historical data. Historical loss rates are updated quarterly to provide the annual loss rate which is applied to the appropriate portfolio grades. In addition, the Company has also segmented its real estate portfolio into thirteen separate categories and captured loan loss experience for each category. Most of the company's charge-offs the past two years have been real estate dependent loans and we believe this segmentation provides more accuracy in determining allowance for loan loss adequacy. In addition, environmental factors as discussed earlier are evaluated for any adjustments needed to the allowance for loan losses determination produced by individual loan impairment analysis and remaining portfolio segmentation analysis. The allowance for loan losses determination is based on reviews throughout the year and an environmental analysis at quarter end.

As part of our monitoring and evaluation of collateral values for nonperforming and problem loans in determining adequate allowance for loan losses, regional credit officers along with lending officers submit quarterly problem loan reports for loans greater than \$250 thousand in which impairment is identified. This process typically determines

collateral shortfall based upon local market real estate value estimates should the collateral be liquidated. Once the loan is deemed uncollectible, it is transferred to our problem loan department for workout, foreclosure and/or liquidation. The problem loan department gets a current appraisal on the property in order to record a fair market value (less selling expenses) when the property is foreclosed on and moved into other real estate.

The allowance for loan losses is \$193 thousand more than the prior quarter end, after factoring in net-charge offs, additional provisions, and the normal determination for an adequate funding level, management believes the level of the allowance for loan losses was adequate as of March 31, 2013. Should any of the factors considered by management in evaluating the adequacy of the allowance for loan losses change, the Company's estimate of probable loan losses could also change, which could affect the level of future provisions for loan losses.

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Item 2 (Continued)

## Deposits

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the three month periods ended March 31, 2013 and March 31, 2012.

| (\$ in thousands)                            | March 31, 2013    |               | March 31, 2012    |               |
|--|-------------------|---------------|-------------------|---------------|
|  | Average Amount    | Average Rate  | Average Amount    | Average Rate  |
| Noninterest-Bearing Demand Deposits          | \$ 114,708        |               | \$ 97,560         |               |
| Interest-Bearing Demand and Savings Deposits | 369,059           | 0.36 %        | 327,795           | 0.41 %        |
| Time Deposits                                | 481,040           | 1.13 %        | 567,250           | 1.51 %        |
| <b>Total Deposits</b>                        | <b>\$ 964,807</b> | <b>0.70 %</b> | <b>\$ 992,605</b> | <b>1.00 %</b> |

Average deposits decreased \$27.80 million to \$964.81 million at March 31, 2013 from \$992.61 million at March 31, 2012. The decrease included a decrease of \$86.21 million, or 15.20 percent, related to time deposits. Accordingly the ratio of average noninterest-bearing deposits to total average deposits was 11.89 percent for three months ended March 31, 2013 compared to 9.83 percent for three months ended March 31, 2012. The general decrease in market rates, had the effect of (i) decreasing the average cost of total deposits by 30 basis points in three months ended March 31, 2013 compared to the same period a year ago; and (ii) mitigating a portion of the impact of decreasing yields on earning assets.

## Off-Balance-Sheet Arrangements, Commitments, Guarantees

In the ordinary course of business, the Company enters into off-balance sheet financial instruments which are not reflected in the consolidated financial statements. These instruments include commitments to extend credit, standby letters of credit, performance letters of credit, guarantees and liability for assets held in trust. Such financial instruments are recorded in the financial statements when funds are disbursed or the instruments become payable. The Company uses the same credit policies for these off-balance sheet financial instruments as they do for instruments that are recorded in the consolidated financial statements.

**Loan Commitments.** The Company enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of the Company's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. The Company minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for possible loan losses. Loan commitments outstanding at March 31, 2013 are included in the table in Footnote 10.

## Capital and Liquidity

At March 31, 2013, stockholders' equity totaled \$95.4 million compared to \$95.8 million at December 31, 2012. In addition to net income of \$937 thousand, other significant changes in stockholders' equity during three months ended

March 31, 2013 included \$370 thousand of preferred stock dividends declared. The accumulated other comprehensive income (loss) component of stockholders' equity totaled \$(1.04) million at March 31, 2013 compared to \$(150) thousand at December 31, 2012. This fluctuation was mostly related to the after-tax effect of changes in the fair value of securities available for sale. Under regulatory requirements the unrealized gain or loss on securities available for sale does not increase or reduce regulatory capital and is not included in the calculation of risk-based capital and leverage ratios. Regulatory agencies for banks and bank holding companies utilize capital guidelines designed to measure Tier 1 and total capital and take into consideration the risk inherent in both on-balance sheet and off-balance sheet items. Tier 1 capital consists of common stock and qualifying preferred stockholders' equity and trust preferred securities less goodwill. Tier 2 capital consists of certain convertible, subordinated and other qualifying debt and the allowance for loan losses up to 1.25 percent of risk-weighted assets. The Company has no Tier 2 capital other than the allowance for loan losses.

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Part I (Continued)

Item 2 (Continued)

Using the capital requirements presently in effect, the Tier 1 ratio as of March 31, 2013 was 15.60 percent and total Tier 1 and 2 risk-based capital was 16.86 percent. Both of these measures compare favorably with the regulatory minimum to be adequately capitalized of 4 percent for Tier 1 and 8 percent for total risk-based capital. The Company's Tier 1 leverage ratio as of March 31, 2013 was 10.18 percent, which exceeds the required ratio standard of 4 percent.

The Company suspended cash dividends on its common stock beginning in the third quarter of 2009 and has not reinstated dividend payments. In addition on February 13, 2012, the Company announced the suspension of the quarterly interest payments on the Trust Preferred Securities and of the dividends on the Preferred Stock.

The Company, primarily through the actions of its subsidiary bank, engages in liquidity management to ensure adequate cash flow for deposit withdrawals, credit commitments and repayments of borrowed funds. Needs are met through loan repayments, net interest and fee income and the sale or maturity of existing assets. In addition, liquidity is continuously provided through the acquisition of new deposits, the renewal of maturing deposits and external borrowings.

Management monitors deposit flow and evaluates alternate pricing structures to retain and grow deposits. To the extent needed to fund loan demand, traditional local deposit funding sources are supplemented by the use of FHLB borrowings, brokered deposits and other wholesale deposit sources outside the immediate market area. Internal policies have been updated to monitor the use of various core and non-core funding sources, and to balance ready access with risk and cost. Through various asset/liability management strategies, a balance is maintained among goals of liquidity, safety and earnings potential. Internal policies that are consistent with regulatory liquidity guidelines are monitored and enforced by the Bank.

The investment portfolio provides a ready means to raise cash if liquidity needs arise. As of March 31, 2013, the Company held \$288.2 million in bonds (excluding FHLB stock), at current market value in the available for sale portfolio. At December 31, 2012, the available for sale bond portfolio totaled \$268.3 million. Only marketable investment grade bonds are purchased. Although most of the banks' bond portfolios are encumbered as pledges to secure various public funds deposits, repurchase agreements, and for other purposes, management can restructure and free up investment securities for a sale if required to meet liquidity needs.

Management continually monitors the relationship of loans to deposits as it primarily determines the Company's liquidity posture. Colony had ratios of loans to deposits of 77.3 percent as of March 31, 2013 and 76.3 percent at December 31, 2012. Management employs alternative funding sources when deposit balances will not meet loan demands. The ratios of loans to all funding sources (excluding Subordinated Debentures) at March 31, 2013 and December 31, 2012 were 74.2 percent and 73.6 percent, respectively. Management continues to emphasize programs to generate local core deposits as our Company's primary funding sources. The stability of the banks' core deposit base is an important factor in Colony's liquidity position. A heavy percentage of the deposit base is comprised of accounts of individuals and small business with comprehensive banking relationships and limited volatility. At March 31, 2013 and December 31, 2012, Colony had \$205.2 million and \$211.2 million in certificates of deposit of \$100,000 or more. These larger deposits represented 21.5 percent and 21.6 percent of respective total deposits. Management seeks to monitor and control the use of these larger certificates, which tend to be more volatile in nature, to ensure an adequate supply of funds as needed. Relative interest costs to attract local core relationships are compared to market rates of interest on various external deposit sources to help minimize the Company's overall cost of funds.

As of March 31, 2013, the Company had \$25.2 million, or 2.64 percent of total deposits, in brokered certificates of deposit attracted by external third parties. Additionally, Colony uses external wholesale or Internet services to obtain out-of-market certificates of deposit at competitive interest rates when funding is needed. As of March 31, 2013, the Company had \$13.4 million, or 1.41 percent of total deposits in internet deposits.

To plan for contingent sources of funding not satisfied by both local and out-of-market deposit balances, Colony and its subsidiary has established multiple borrowing sources to augment their funds management. The Company has borrowing capacity through membership of the Federal Home Loan Bank program. The Bank has also established overnight borrowing for Federal Funds purchased through various correspondent banks. Management believes the various funding sources discussed above are adequate to meet the Company's liquidity needs in the future without any material adverse impact on operating results.

Liquidity measures the ability to meet current and future cash flow needs as they become due. The liquidity of a financial institution reflects its ability to meet loan requests, to accommodate possible outflows in deposits and to take advantage of interest rate market opportunities. The ability of a financial institution to meet its current financial obligations is a function of balance sheet structure, the ability to liquidate assets, and the availability of alternative sources of funds. The Company seeks to ensure its funding needs are met by maintaining a level of liquid funds through asset/liability management.

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Asset liquidity is provided by liquid assets which are readily marketable or pledgeable or which will mature in the near future. Liquid assets include cash, interest-bearing deposits in banks, securities available for sale, maturities and cash flow from securities held to maturity, and federal funds sold and securities purchased under resale agreements.

Liability liquidity is provided by access to funding sources which include core deposits. Should the need arise, the Company also maintains relationships with the Federal Home Loan Bank, Federal Reserve Bank, three correspondent banks and repurchase agreement lines that can provide funds on short notice.

Since Colony is a bank holding company and does not conduct operations, its primary sources of liquidity are dividends up streamed from the subsidiary bank and borrowings from outside sources.

The liquidity position of the Company is continuously monitored and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Management is not aware of any events that are reasonably likely to have a material adverse effect on the Company's liquidity, capital resources or operations. In addition, management is not aware of any regulatory recommendations regarding liquidity, which if implemented, would have a material adverse effect on the Company.

On October 21, 2010, the Board of Directors of the Company's subsidiary bank, Colony Bank (the "Bank"), received notification from its primary regulators, the Georgia Department of Banking and Finance ("GDB&F") and the FDIC that the Bank's latest examination results require a program of corrective action as outlined in a proposed Memorandum of Understanding ("MOU"). An MOU is characterized by the supervising authorities as an informal action that is neither published nor made publically available by the supervising authorities and is used when circumstances do not warrant formal supervisory action. An MOU is not a "written agreement" for purposes of Section 8 of the Federal Deposit Insurance Act. The Board of Directors entered into the MOU at its regularly scheduled monthly meeting on November 16, 2010 with the effective date of the MOU being November 23, 2010.

The MOU requires the Bank to develop, implement, and maintain various processes to improve the Bank's risk management of its loan portfolio, reduce adversely classified assets in accordance with certain timeframes, limit the extension of additional credit to borrowers with adversely classified loans subject to certain exceptions, adopt a written plan to properly monitor and reduce the Bank's commercial real estate concentration, continue to maintain the Bank's loan loss provision and review its adequacy at least quarterly, and formulate and implement a written plan to improve and maintain earnings to be forwarded for review by the GDB&F and FDIC. The Bank is also required to obtain approval before any cash dividends can be paid.

The Bank has also agreed to have and maintain minimum capital ratios at specified levels higher than those otherwise required by applicable regulations as follows: Tier 1 capital to total average assets of 8% and total risk-based capital to total risk-weighted assets of 10%. At March 31, 2013, the Bank's capital ratios were 10.18% and 16.87%, respectively.

Recently Issued Accounting Pronouncements

See Note 1 – Summary of Significant Accounting Policies, under the section headed Changes in Accounting Principles and Effects of New Accounting Pronouncements included in the Notes to Consolidated Financial Statements.

Return on Assets and Stockholders' Equity



The following table presents selected financial ratios for each of the periods indicated.

|  | Three Months Ended |   |          |   |      |  |
|--|--------------------|---|----------|---|------|--|
|  | 2013               |   | March 31 |   | 2012 |  |
| Return on Average Assets (1)           | 0.20               | % | 0.06     | % |      |  |
| Return on Average Total Equity (1)     | 2.37               | % | 0.78     | % |      |  |
| Average Total Equity to Average Assets | 8.50               | % | 8.17     | % |      |  |

(1) Computed using annualized net income available to common shareholders.

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Part I (Continued)

Item 3

## Item 3 - Quantitative and Qualitative Disclosures About Market Risk

## AVERAGE BALANCE

## SHEETS

| (\$ in thousands)                                    | Three Months Ended<br>March 31, 2013 |                    |                  | Three Months Ended<br>March 31, 2012 |                    |                  |      |   |
|--|--------------------------------------|--------------------|------------------|--------------------------------------|--------------------|------------------|------|---|
|  | Average<br>Balances                  | Income/<br>Expense | Yields/<br>Rates | Average<br>Balances                  | Income/<br>Expense | Yields/<br>Rates |      |   |
| Assets   |                                      |                    |                  |                                      |                    |                  |      |   |
| Interest-Earning Assets                              |                                      |                    |                  |                                      |                    |                  |      |   |
| Loans, Net of Unearned Interest<br>and fees          |                                      |                    |                  |                                      |                    |                  |      |   |
| Taxable (1)  | \$736,897                            | \$10,389           | 5.64             | %                                    | \$708,722          | \$10,436         | 5.89 | % |
| Investment Securities                                |                                      |                    |                  |                                      |                    |                  |      |   |
| Taxable  | 271,648                              | 737                | 1.09             | %                                    | 311,201            | 1,674            | 2.15 | % |
| Tax-Exempt (2)                                       | 2,619                                | 33                 | 5.04             | %                                    | 4,186              | 51               | 4.87 | % |
| Total Investment Securities                          | 274,267                              | 770                | 1.12             | %                                    | 315,387            | 1,725            | 2.19 | % |
| Interest-Bearing Deposits                            | 15,984                               | 11                 | 0.28             | %                                    | 33,973             | 20               | 0.24 | % |
| Federal Funds Sold                                   | 22,131                               | 14                 | 0.25             | %                                    | 40,549             | 26               | 0.26 | % |
| Interest-Bearing Other Assets                        | 3,345                                | 19                 | 2.27             | %                                    | 5,398              | 17               | 1.26 | % |
| Total Interest-Earning Assets                        | 1,052,624                            | \$11,203           | 4.26             | %                                    | 1,104,029          | \$12,224         | 4.43 | % |
| Non-interest-Earning Assets                          |                                      |                    |                  |                                      |                    |                  |      |   |
| Cash and Cash Equivalents                            | 21,267                               |                    |                  |                                      | 20,122             |                  |      |   |
| Allowance for Loan Losses                            | (13,292)                             |                    |                  |                                      | (16,215)           |                  |      |   |
| Other Assets   | 63,807                               |                    |                  |                                      | 73,646             |                  |      |   |
| Total Noninterest-Earning<br>Assets                  | 71,782                               |                    |                  |                                      | 77,553             |                  |      |   |
| Total Assets   | \$1,124,406                          |                    |                  |                                      | \$1,181,582        |                  |      |   |
| Liabilities and Stockholders'<br>Equity              |                                      |                    |                  |                                      |                    |                  |      |   |
| Interest-Bearing Liabilities                         |                                      |                    |                  |                                      |                    |                  |      |   |
| Interest-Bearing Deposits                            |                                      |                    |                  |                                      |                    |                  |      |   |
| Interest-Bearing Demand and<br>Savings               |                                      |                    |                  |                                      |                    |                  |      |   |
|  | \$369,059                            | \$331              | 0.36             | %                                    | \$327,795          | \$332            | 0.41 | % |
| Other Time   | 481,040                              | 1,355              | 1.13             | %                                    | 567,250            | 2,138            | 1.51 | % |
| Total Interest-Bearing Deposits                      | 850,099                              | 1,686              | 0.79             | %                                    | 895,045            | 2,470            | 1.10 | % |
| Other Interest-Bearing<br>Liabilities                |                                      |                    |                  |                                      |                    |                  |      |   |
| Other Borrowed Money                                 | 35,611                               | 303                | 3.40             | %                                    | 64,324             | 694              | 4.31 | % |
| Subordinated Debentures                              | 24,229                               | 129                | 2.13             | %                                    | 24,229             | 143              | 2.36 | % |
| Federal Funds Purchased and<br>Repurchase Agreements | --                                   | --                 | --               |                                      | --                 | --               | --   |   |
| Total Other Interest-Bearing<br>Liabilities          | 59,840                               | 432                | 2.89             | %                                    | 88,553             | 837              | 3.78 | % |
| Total Interest-Bearing<br>Liabilities                | 909,939                              | \$2,118            | 0.93             | %                                    | 983,598            | \$3,307          | 1.34 | % |

Noninterest-Bearing Liabilities  
and

|  |             |      |             |         |   |
|--|-------------|------|-------------|---------|---|
| Stockholders' Equity   |             |      |             |         |   |
| Demand Deposits  | 114,708     |      | 97,560      |         |   |
| Other Liabilities  | 4,179       |      | 3,896       |         |   |
| Stockholders' Equity   | 95,580      |      | 96,528      |         |   |
| Total Noninterest-Bearing Liabilities and Stockholders' Equity | 214,467     |      | 197,984     |         |   |
| Total Liabilities and Stockholders' Equity                     | \$1,124,406 |      | \$1,181,582 |         |   |
| Interest Rate Spread   |             | 3.33 | %           | 3.09    | % |
| Net Interest Income  | \$9,085     |      |             | \$8,917 |   |
| Net Interest Margin  |             | 3.45 | %           | 3.23    | % |

- (1) The average balance of loans includes the average balance of nonaccrual loans. Income on such loans is recognized and recorded on the cash basis. Taxable equivalent adjustments totaling \$28 and \$16 for three month periods ended March 31, 2013 and 2012, respectively, are included in tax-exempt interest on loans.
- (2) Taxable-equivalent adjustments totaling \$11 and \$17 for three month periods ended March 31, 2013 and 2012, respectively, are included in tax-exempt interest on investment securities. The adjustments are based on a federal tax rate of 34 percent with appropriate reductions for the effect of disallowed interest expense incurred in carrying tax-exempt obligations.

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Part I (Continued)

Item 4

CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this report, as required by paragraph (b) of Rules 13a-15 or 15d-15 of the Exchange Act. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective.

During the quarter ended March 31, 2013, there was not any change in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

None

ITEM 1A – RISK FACTORS

N/A

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

None

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 – (REMOVED AND RESERVED)

None

ITEM 5 – OTHER INFORMATION

None

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Part I (Continued)

Item 6

ITEM 6 – EXHIBITS

3.1 Articles of Incorporation

-filed as Exhibit 3(a) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference.

3.2 Bylaws, as Amended

-filed as Exhibit 3(b) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference.

3.3 Article of Amendment to the Company's Articles of Incorporation Authorizing Additional Capital Stock in the Form of Ten Million Shares of Preferred Stock

-filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-12436) filed with the Commission on January 13, 2009 and incorporated herein by reference.

3.4 Articles of Amendment to the Company's Articles of Incorporation Establishing the Terms of the Series A Preferred Stock

-filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 000-12436) filed with the Commission on January 13, 2009 and incorporated herein by reference.

4.1 Instruments Defining the Rights of Security Holders

-incorporated herein by reference to page 1 of the Company's Definitive Proxy Statement for Annual Meeting of Stockholders to be held on April 27, 2004, filed with the Securities and Exchange Commission on March 3, 2004 (File No. 000-12436).

4.2 Warrant to Purchase up to 500,000 shares of Common Stock

-filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 000-12436), filed with the Commission on January 13, 2009 and incorporated herein by reference.

4.3 Form of Series A Preferred Stock Certificate

-filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 000-12436), filed with the Commission on January 13, 2009 and incorporated herein by reference.

10.1 Deferred Compensation Plan and Sample Director Agreement

-filed as Exhibit 10(a) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference.

10.2 Profit-Sharing Plan Dated January 1, 1979

-filed as Exhibit 10(b) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference.

10.3 1999 Restricted Stock Grant Plan and Restricted Stock Grant Agreement

-filed as Exhibit 10(c) the Registrant's Annual Report on Form 10-K (File No. 000-12436), filed with the Commission on March 30, 2001 and incorporated herein by reference.

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Part I (Continued)

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10.4 2004 Restricted Stock Grant Plan and Restricted Stock Grant Agreement

- filed as Exhibit C to the Registrant's Definitive Proxy Statement for Annual Meeting of Shareholders held on April 27, 2004, filed with the Securities and Exchange Commission on March 3, 2004 (File No. 000-12436) and incorporated herein by reference.

10.5 Lease Agreement – Mobile Home Tracts, LLC c/o Stafford Properties, Inc. and Colony Bank Worth

- filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10Q (File No. 000-12436), filed with Securities and Exchange Commission on November 5, 2004 and incorporated herein by reference.

10.6 Letter Agreement, Dated January 9, 2009, Including Securities Purchase Agreement – Standard Terms Incorporated by Reference Therein, Between the Company and the United States Department of the Treasury

- filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-12436), filed with the Commission on January 13, 2009 and incorporated herein by reference.

10.7 Form of Waiver, Executed by Each of Messrs Al D. Ross, Terry L. Hester, Henry F. Brown, Jr., Walter P. Patten and Larry E. Stevenson

- filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 000-12436), filed with the Commission on January 13, 2009 and incorporated herein by reference.

10.8 Employment Agreement, Dated April 27, 2012 Between Edward P. Loomis, Jr. and ColonyBankcorp, Inc.

-filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-12436), filed with the Commission on May 2, 2012 and incorporated herein by reference.

31.1 Certificate of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

31.2 Certificate of Chief Financial Officer Pursuant to Section 302 of Sarbanes – Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906of the Sarbanes-Oxley Act of 2002

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document



101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

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SIGNATURES

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

|                   |   |
|-------------------|---|
|                   | Colony Bankcorp, Inc.   |
| Date: May 6, 2013 | /s/ Edward P. Loomis, Jr.,<br>Edward P. Loomis, Jr.,<br>President and Chief Executive Officer       |
| Date: May 6, 2013 | /s/ Terry L. Hester,<br>Terry L. Hester,<br>Executive Vice President and Chief Financial<br>Officer |