

COLONY BANKCORP INC
Form 10-Q
August 05, 2013

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 JUNE 30, 2013 COMMISSION FILE NUMBER 0-12436

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

<u>GEORGIA</u> (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	<u>58-1492391</u> (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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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 ..

ABOUT NEOTHERAPEUTICS

We were a development stage pharmaceutical company from inception through the second quarter ended June 30, 2002. Beginning in the third quarter ended September 30, 2002, we are no longer a development stage enterprise in that we have commenced our planned principal operations of (1) in-licensing of oncology drug candidates and the further development of and strategic alliances for these drug candidates and (2) the discovery of neurology drugs and out-licensing these drug candidates to strategic partners and have generated revenue from these operations.

Our functional genomics business has been engaged in discovering gene functions and validating novel molecular targets for innovative drug development. On July 19, 2002, we adopted a formal plan to discontinue the operations of our functional genomics business. However, as part of a change in management and reassessment of the Company's strategy in August 2002, we altered our plans to discontinue the operations and changed the focus of the business to out-licensing the genomics technology and the administration of two Pfizer collaboration agreements. We have eliminated all further functional genomics research operations.

We conduct our pharmaceutical activities as NeoTherapeutics and NeoOncoRx, and our functional genomics activities as NeoGene Technologies. Unless otherwise specified or required by context, references in this prospectus supplement to we, us, our and NeoTherapeutics refer to NeoTherapeutics, Inc. and its subsidiaries on a consolidated basis.

We have incurred losses in every year of our existence and expect to continue to incur significant operating losses for the next several years. We have never generated revenues from product sales and there is no assurance that revenue from product sales will ever be achieved. There is no assurance that any of our proposed products will

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ever be successfully developed, receive and maintain required governmental regulatory approvals, become commercially viable or achieve market acceptance.

The pharmaceutical marketplace in which we operate is highly competitive, and includes many large, well-established companies pursuing treatments for the applications we are pursuing. See **Risk Factors** below.

This prospectus supplement relates to an offering by us on a best efforts basis of up to 1,000,000 shares of our common stock at a purchase price of \$2.00 per share, and warrants to purchase up to 230,000 shares of our common stock at an exercise price of \$3.00 per share, to certain individual and institutional investors for aggregate proceeds of approximately \$2,000,000. In connection with this offering, we will pay fees or commissions and/or issue warrants to one or more placement agents and/or finders. See **Plan of Distribution** on page S-4 for more information regarding these potential arrangements.

We were incorporated in Colorado in December 1987 and reincorporated in Delaware in June 1997. Our executive offices are located at 157 Technology Drive, Irvine, California 92618. Our telephone number is (949) 788-6700. Our web site address is www.neotherapeutics.com. Information contained in our web site does not constitute part of this prospectus supplement.

RECENT DEVELOPMENTS

Our Board of Directors has authorized the issuance of up to 853,000 shares of our common stock to a number of other parties to settle outstanding debts owed to those parties. We are in discussions to settle up to \$1,500,000 of outstanding debt through the issuance of these shares of our common stock at a price of \$1.76 per share, and the shares will be issued without registration under the Securities Act of 1933, as amended. In connection with the settlements, we expect to grant registration rights to the parties that will require us to file a registration statement with the SEC in order to permit the parties to resell the shares of common stock to the public. There can be no assurance that we will be successful in settling all or any portion of these debts or that we will issue any or all of these shares.

RISK FACTORS

Your investment in our common stock involves a high degree of risk. You should consider the risks and other matters described under the heading **Risk Factors** beginning on page 19 of our Annual Report on Form 10-K and on page 30 of our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 2, 2002 and November 13, 2002, respectively, and the other information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, carefully before deciding to invest in our common stock. If any of the risks and other matters discussed in these documents actually occurs, our business, prospects, financial condition and operating results would be significantly harmed. As a result, the trading price of our common stock could decline, and you could lose a part or all of your investment.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, contain forward-looking statements that are based on current expectations, estimates and projections about our industry, management's beliefs, and assumptions made by management. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any forward-looking statements. The risks and uncertainties include those noted in **Risk Factors** in our Annual Report and Quarterly Report referenced above, those in the accompanying prospectus and those in the documents incorporated by reference herein and therein.

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent that we are required to do so by law or regulations. We also may make additional disclosures in our Annual Report on Form 10-K, our definitive proxy statement filed in connection with our Annual Meeting of Stockholders, our Quarterly Reports on Form 10-Q and our Current Reports

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on Form 8-K that we may file from time to time with the Securities and Exchange Commission. Please also note that we provide a cautionary discussion of risks and uncertainties under the section entitled "Risk Factors" in our Annual Report on Form 10-K and in our Quarterly Report on Form 10-Q. These are factors that we think could cause our actual results to differ materially from expected or forecasted results. Other factors besides those listed in the documents referenced above could also adversely affect us. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

USE OF PROCEEDS

If we were to sell 1,000,000 shares of our common stock pursuant to this offering, the net proceeds to us from this offering, before deducting the estimated finder fees and our estimated offering expenses, will be approximately \$2,000,000 based upon the public offering price of \$2.00 per share. Any placement agent or finder associated with this offering would be working solely on a "best efforts" basis and therefore, we may not sell the entire amount of shares of our common stock offered pursuant to this prospectus. We plan to use the net proceeds we raise for general corporate purposes, including:

- * Working capital
- * Capital expenditures
- * Research and development
- * General and administrative expenses

Net proceeds from the sale of the offered securities initially may be temporarily invested in short-term interest-bearing securities.

DILUTION

The net tangible book value of our common stock on September 30, 2002 was \$2,081,409, or approximately \$1.31 per share. Net tangible book value per share represents the amount of our total tangible assets, less our total liabilities, divided by the total number of shares of our common stock outstanding. Dilution in net tangible book value per share to new investors represents the difference between the amount per share paid by purchasers of shares of our common stock in this offering and the net tangible book value per share of our common stock immediately afterwards. Without taking into account any other changes in net tangible book value after September 30, 2002, other than to give effect to the sale of 1,000,000 shares of common stock offered by us at a price of \$2.00 per share and after deducting the estimated finders fees and estimated offering expenses payable by us, our net tangible book value would have been \$3,997,409, or approximately \$1.54 per share. This represents an immediate accretion in net tangible book value of approximately \$0.23 per share to existing stockholders and an immediate dilution in net tangible book value of \$0.46 per share to new investors.

Offering price per share	\$2.00
Net tangible book value per share as of September 30, 2002	1.31
Increase per share attributable to new investors	0.23
	<hr/>
As adjusted net tangible book value per share after the offering	1.54
	<hr/>
Decrease in net tangible book value per share to new investors	\$0.46
	<hr/>

This table excludes shares of common stock issuable upon exercise of options, warrants and other rights, and the effect of shares of common stock issued since September 30, 2002.

PLAN OF DISTRIBUTION

Our common stock is traded on the Nasdaq SmallCap Market under the symbol "NEOT".

This prospectus supplement relates to an offering by us on a "best efforts" basis of up to 1,000,000 shares of our common stock at a purchase price of \$2.00 per share, and warrants to purchase up to 230,000 shares of our common

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stock at an exercise price of \$3.00 per share, to certain individual and institutional investors for aggregate proceeds of approximately \$2,000,000. In connection with this offering, we will pay fees or commissions and/or issue warrants to one or more placement agents and/or finders. Any placement agent or finder associated with this

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offering would likely be working solely on a best efforts basis and therefore, we may not sell the entire amount of shares of our common stock offered pursuant to this prospectus.

Any placement agent, finder, broker or dealer that participates in the distribution (collectively, Distribution Participants), may be deemed to be underwriters within the meaning of Section 2(a)(11) of the Securities Act of 1933, as amended, or the Securities Act, and any commissions received by the Distribution Participants and any profit realized on the resale of the securities sold by them while acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. As underwriters they would be required to comply with the requirements of the Securities Act and the Securities Exchange Act of 1934, as amended, or the Exchange Act, including, without limitation, Rule 415(a)(4) under the Securities Act and Rule 10b-5 and Regulation M under the Exchange Act. These rules and regulations may limit the timing of purchases and sales of shares of common stock by Distribution Participants. Under these rules and regulations, Distribution Participants:

- may not engage in any stabilization activity in connection with our securities; and
- may not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities, other than as permitted under the Exchange Act, until such Distribution Participant has completed its participation in the distribution.

On July 17, 2002, we entered into a letter agreement with Rodman & Renshaw, Inc. (Rodman) pursuant to which Rodman shall act as a non-exclusive placement agent for purchasers of our securities pursuant to our existing shelf registration statement, file no. 333-53108. Pursuant to the agreement, we shall pay Rodman at each closing a cash fee equal to 6% of all cash proceeds received by us from investors introduced to us by Rodman.

We may or may not use additional placement agents or finders in connection with this offering. If we do use additional placement agents or finders, we will be required to pay them a negotiated fee or commission which might include warrants. In addition, we may agree to indemnify them against certain liabilities arising from any transaction in which they act as placement agents or finders.

We have also agreed to indemnify Rodman against certain liabilities, including liabilities under the Securities Act, or to contribute to payments Rodman may be required to make in respect of such liabilities.

In addition, we estimate that our share of the total expenses of this offering, excluding the finder fees and expense reimbursements, will be approximately \$5,000.

DESCRIPTION OF COMMON STOCK

The following summary of the terms of our common stock does not purport to be complete and is subject to and qualified in its entirety by reference to our Charter and Bylaws, copies of which are on file with the Commission. See Where You Can Find More Information.

We have authority to issue 50,000,000 shares of common stock, \$.001 par value per share. As of November 15, 2002, we had 1,615,094 shares of common stock outstanding, held of record by approximately 375 stockholders.

Terms

Holders of our common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. The holders of common stock are not entitled to cumulative voting rights with respect to election of directors, and as a consequence, minority stockholders will not be able to elect directors on the basis of their shares alone. Our board of directors is divided into three classes, with the term of each class expiring every third year at the annual meeting of stockholders. The number of directors is distributed equally between the three classes. Subject to the preferences that may be applicable to the holders of outstanding shares of preferred stock, if any, the holders of our common stock are entitled to receive ratably such lawful dividends as may be declared by the Board of Directors. In the event of liquidation, dissolution or winding up of NeoTherapeutics, and subject to the rights of the holders of outstanding shares of preferred stock, if any, the holders of shares of our common stock shall be entitled to receive pro rata all of our remaining assets available for distribution to our stockholders. Our common

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stock has no preemptive or conversion rights, other subscription rights, or redemption or sinking fund provisions. All outstanding shares of our common stock are fully paid and nonassessable. The rights, powers, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock, if any.

Stockholder Rights Plan

On December 13, 2000, we adopted a Stockholder Rights Plan pursuant to which we have distributed rights to purchase units of our capital Series B Junior Participating Preferred Stock. The rights become exercisable upon the earlier of ten days after a person or group of affiliated or associated persons has acquired 20% or more of the outstanding shares of our common stock or ten business days after a tender offer has commenced that would result in a person or group beneficially owning 20% or more of our outstanding common stock. The description and terms of the rights are set forth in a Rights Agreement between us and U.S. Stock Transfer Corporation, as rights agent, filed with the Securities and Exchange Commission on December 26, 2000, as Exhibit 4.1 to our Form 8-A.

Certain Provisions of Delaware Law and of the Company's Charter and Bylaws

The following paragraphs summarize certain provisions of the Delaware General Corporation Law and the Company's Charter and Bylaws. The summary does not purport to be complete and is subject to and qualified in its entirety by reference to the DGCL and to the Company's Charter and Bylaws, copies of which are on file with the Commission. See [Where You Can Find More Information](#).

Our Certificate of Incorporation and Bylaws contain provisions that, together with the ownership position of the officers, directors and their affiliates, could discourage potential takeover attempts and make it more difficult for stockholders to change management, which could adversely affect the market place of our common stock.

Our Certificate of Incorporation limits the personal liability of our directors to NeoTherapeutics and our stockholders to the fullest extent permitted by the Delaware General Corporation Law, or DGCL. The inclusion of this provision in our Certificate of Incorporation may reduce the likelihood of derivative litigation against directors and may discourage or deter stockholders or management from bringing a lawsuit against directors for breach of their duty of care.

Our Bylaws provide that special meetings of stockholders can be called only by the Board of Directors, the Chairman of the Board of Directors or the Chief Executive Officer. Stockholders are not permitted to call a special meeting and cannot require the Board of Directors to call a special meeting. There is no right of stockholders to act by written consent without a meeting, unless the consent is unanimous. Any vacancy on the Board of Directors resulting from death, resignation, removal or otherwise or newly created directorships may be filled only by vote of the majority of directors then in office, or by a sole remaining director. Our Bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, except for nominations made by or at the direction of the board of directors or a committee of the board. Our Bylaws also provide for a classified board. See [Terms](#) above.

We are subject to the [business combination](#) statute of the DGCL, an anti-takeover law enacted in 1988. In general, Section 203 of the DGCL prohibits a publicly-held Delaware corporation from engaging in a [business combination](#) with an [interested stockholder](#), for a period of three years after the date of the transaction in which a person became an [interested stockholder](#), unless:

- prior to such date the board of directors of the corporation approved either the [business combination](#) or the transaction which resulted in the stockholder becoming an [interested stockholder](#),
- upon consummation of the transaction which resulted in the stockholder becoming an [interested stockholder](#), the [interested stockholder](#) owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned (1) by persons who are directors and also officers and (2) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer, or

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- at or subsequent to such time the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66% of the outstanding voting stock which is not owned by the interested stockholder.

A business combination includes mergers, stock or asset sales and other transactions resulting in a financial benefit to the interested stockholders. An interested stockholder is a person who, together with affiliates and associates, owns (or within three years, did own) 15% or more of the corporation's voting stock. Although Section 203 permits us to elect not to be governed by its provisions, we have not made this election. As a result of the application of Section 203, potential acquirers of NeoTherapeutics may be discouraged from attempting to effect an acquisition transaction with us, thereby possibly depriving holders of our securities of certain opportunities to sell or otherwise dispose of such securities at above-market prices pursuant to such transactions.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is U.S. Stock Transfer Corporation.

DESCRIPTION OF WARRANTS

As of November 15, 2002, we had warrants to purchase 149,017 shares of our common stock outstanding at a weighted average exercise price of \$186.15 per share (other than options issued under our stock option plans and non-qualified options issued to our employees and consultants outside of our stock option plans).

This prospectus supplement relates to the issuance of warrants to purchase up to 230,000 shares of our common stock and the issuance of the shares of common stock upon exercise of the warrants. The warrants will have an exercise price of \$3.00 per share and are immediately exercisable. The warrants will expire if not exercised within five years of their date of issuance. The shares our common stock underlying the warrants, when issued upon exercise of the warrants, will be fully paid and nonassessable, and we will pay any transfer tax incurred as a result of the issuance of the underlying common stock except for any tax payable in respect of any transfer in a name other than the holders.

The warrants contain provisions that protect the holders against dilution by adjustment of the exercise price and the number of shares issuable. Such adjustments will occur in the event, among others, of a:

- merger,
- stock split or reverse stock split,
- stock dividend,
- sale or transfer of all or substantially all of assets,
- recapitalization, or
- distribution of assets (other than a liquidation).

We are not required to issue fractional shares upon the exercise of the warrants. The holders of the warrants will not possess any rights as shareholders of NeoTherapeutics until such holders exercise the warrants.

Each warrant may be exercised upon surrender of the warrant on or before the expiration date of the warrant at our offices with the Form of Election to Purchase attached to the warrant completed and executed as indicated, accompany by payment of the exercise price in immediately available funds, by certified or bank draft or by wire transfer to an account designated by us, for the number of shares with respect to which the warrant is being exercised. We will promptly deliver certificates representing the purchased shares to the registered holder of the warrant, registered in the name specified in the Form of Election to Purchase. The warrants do not contain provisions for cashless exercise and there is no minimum or maximum amount which may be exercised at any one time.

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The warrants may not be transferred or assigned without our prior written consent except in certain limited circumstances. We shall register the transfer or assignment of any portion of a warrant in the warrant register upon surrender of the warrant at our offices with the Form of Assignment attached to the warrant completed and executed as indicated. Upon any such transfer or assignment, a new warrant evidencing the portion transferred shall be issued to the transferee, and a new warrant evidencing the remaining portion not transferred shall be issued to the transferor. Each warrant is exchangeable, upon surrender of the warrant at our offices, for one or more new warrants, evidencing in the aggregate the right to purchase the number of shares of our common stock which may then be purchased pursuant to the warrant.

For the life of the warrants, the holders of the warrants have the opportunity to profit from a rise in the market price of our common stock without assuming the risk of ownership of the shares of the underlying common stock. The warrant holders may be expected to exercise the warrants at a time when we would, in all likelihood, be able to obtain any needed capital by an offering of our common stock on terms more favorable than those provided for by the warrants. Furthermore, the terms on which we obtain additional capital during the life of the warrants may be adversely affected.

The warrants will not be listed on any exchange or quotation system. We will act as warrant agent under the warrants.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at the SEC's web site at <http://www.sec.gov>.

The SEC allows us to incorporate by reference the information we file with them which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus supplement. The information incorporated by reference is considered to be part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until the offering is terminated:

- Our annual report on Form 10-K for the fiscal year ended December 31, 2001, filed on April 2, 2002;
- Our quarterly report on Form 10-Q for the quarters ended March 31, 2002, June 30, 2002, and September 30, 2002, filed on May 15, 2002, August 19, 2002, and November 13, 2002, respectively;
- Our current reports on Form 8-K filed on March 14, 2002, March 27, 2002, April 2, 2002, April 25, 2002, April 29, 2002, May 1, 2002, May 7, 2002, June 3, 2002, June 7, 2002, June 19, 2002, July 12, 2002, August 23, 2002, September 6, 2002, and October 1, 2002;
- Our definitive proxy statement filed on April 30, 2002, pursuant to Section 14 of the Exchange Act in connection with our 2002 Annual Meeting of Stockholders, and our definitive proxy statements filed on July 12, 2002, August 9, 2002 and August 23, 2002 pursuant to Section 14 of the Exchange Act in connection with our 2002 Special Meeting of Stockholders;
- The description of our common stock contained in the Registration of Securities of Certain Successor Issuers filed pursuant to Section 12(g) of the Exchange Act on Form 8-B on June 27, 1997, including any amendment or reports filed for the purpose of updating such description; and
- The description of our Rights to Purchase Series B Junior Participating Preferred Stock contained in the Registration of Certain Classes of Securities filed pursuant to Section 12(g) of the Exchange Act on Form 8-A on December 26, 2000, including any amendment or reports filed for the purpose of updating such description.

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You can request a copy of these filings, at no cost, by writing or telephoning us at the following address:

NeoTherapeutics, Inc.
Attn: Investor Relations
157 Technology Drive
Irvine, California 92618
(949) 788-6700

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein. We have not authorized anyone else to provide you with different information. We will not make an offer of these shares in any state where the offer is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or any other supplement or in the documents incorporated by reference herein and therein is accurate on any date other than the date on the front of those documents.

This prospectus supplement, the accompanying prospectus and any documents incorporated by reference herein and therein, are part of a registration statement we filed with the SEC (Registration No. 333-53108). The registration statement and the documents incorporated by reference into it and this prospectus supplement and the accompanying prospectus contain more information about the shares sold by us pursuant to this prospectus supplement. Because information about contracts referred to in this prospectus supplement and the accompanying prospectus is not always complete, you should read the full contracts which are incorporated by reference in the registration statement, this prospectus supplement and the accompanying prospectus. You may read and copy the full registration statement and the documents incorporated by reference into it at the SEC's public reference rooms or their web site.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus that is also part of this document. We have not authorized anyone to provide information different from that contained or incorporated in this prospectus supplement and the accompanying prospectus. We are offering to sell, and seeking to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained or incorporated in this prospectus supplement and the accompanying prospectus is accurate only as of the date of such information, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of our common stock.

NEOTHERAPEUTICS, INC.

UP TO 1,000,000 SHARES OF COMMON

STOCK

AND

WARRANTS TO PURCHASE UP TO 230,000

SHARES OF COMMON STOCK

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PROSPECTUS SUPPLEMENT

November 18, 2002

5
Investment Securities

Available for Sale, at Fair Value

267,131

268,301

Held to Maturity, at Cost (Fair Value of \$38 and \$42, as of June 30, 2013 and December 31, 2012, Respectively)

38

41

267,169

268,342

Federal Home Loan Bank Stock, at Cost

3,164

3,364

Loans

744,143

747,050

Allowance for Loan Losses

(12,957
)

(12,737
)

Unearned Interest and Fees

(266
)

(234
)

730,920

734,079

Premises and Equipment

25,035

24,916

Other Real Estate (Net of Allowance of \$4,274 and \$4,561 as of June 30, 2013 and December 31, 2012, Respectively)

16,128

15,941

Other Intangible Assets

206

224

Other Assets

23,455

21,490

Total Assets

\$

1,106,454

\$

1,139,397

LIABILITIES AND STOCKHOLDERS' EQUITY

Deposits

Noninterest-Bearing

\$

111,478

\$

123,967

Interest-Bearing

831,859

855,718

943,337

979,685

Borrowed Money

Subordinated Debentures

24,229

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24,229

Other Borrowed Money

40,000

35,000

64,229

59,229

Other Liabilities

7,148

4,724

Commitments and Contingencies

Stockholders' Equity

Preferred Stock, Stated Value \$1,000 a Share; Authorized 10,000,000 Shares, Issued 28,000 Shares

27,912

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 June 30, 2013 and December 31, 2012, Respectively

8,439

8,439

Paid-In Capital

29,145

29,145

Retained Earnings

31,590

30,498

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Accumulated Other Comprehensive (Loss), Net of Tax

(5,346
)

(150
)

91,740

95,759

Total Liabilities and Stockholders' Equity

\$
1,106,454

\$
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 JUNE 30, 2013 AND 2012
AND SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Interest Income				
Loans, Including Fees	\$10,359	\$10,433	\$20,720	\$20,853
Federal Funds Sold	6	30	20	56
Deposits with Other Banks	5	10	16	30
Investment Securities				
U.S. Government Agencies	862	1,390	1,574	3,009
State, County and Municipal	31	65	64	131
Corporate Obligations and Asset-Backed Securities	14	25	28	48
Dividends on Other Investments	19	20	38	37
	11,296	11,973	22,460	24,164
Interest Expense				
Deposits	1,405	2,253	3,091	4,723
Borrowed Money	436	629	868	1,466
	1,841	2,882	3,959	6,189
Net Interest Income	9,455	9,091	18,501	17,975
Provision for Loan Losses	1,200	1,943	2,700	3,885
Net Interest Income After Provision for Loan Losses	8,255	7,148	15,801	14,090
Noninterest Income				
Service Charges on Deposits	1,147	814	2,248	1,610
Other Service Charges, Commissions and Fees	443	328	847	747
Mortgage Fee Income	141	112	260	193
Securities Gains (Losses)	6	743	(2)	880
Other	303	377	897	758
	2,040	2,374	4,250	4,188
Noninterest Expenses				
Salaries and Employee Benefits	4,149	3,833	8,318	7,653
Occupancy and Equipment	935	963	1,868	1,901
Other	3,655	3,609	6,945	6,834
	8,739	8,405	17,131	16,388
Income Before Income Taxes	1,556	1,117	2,920	1,890
Income Taxes	570	357	997	589
Net Income	986	760	1,923	1,301
Preferred Stock Dividends	375	357	745	709
Net Income Available to Common Stockholders	\$611	\$403	\$1,178	\$592

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Net Income Per Share of Common Stock

Basic	\$0.07	\$0.05	\$0.14	\$0.07
Diluted	\$0.07	\$0.05	\$0.14	\$0.07
Cash Dividends Declared Per Share of Common Stock	\$0.00	\$0.00	\$0.00	\$0.00
Weighted Average Basic Shares Outstanding	8,439,258	8,439,258	8,439,258	8,439,258
Weighted Average Diluted Shares Outstanding	8,439,258	8,439,258	8,439,258	8,439,258

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 COMPREHENSIVE INCOME
THREE MONTHS ENDED JUNE 30, 2013 AND 2012
AND SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Net Income	\$986	\$760	\$1,923	\$1,301
Other Comprehensive Income (Loss), Net of Tax Gains (Losses) on Securities Arising During the Year Reclassification Adjustment	(4,303)	(30)	(5,197)	385
	(4)	(490)	1	(581)
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effect	(4,307)	(520)	(5,196)	(196)
Comprehensive Income (Loss)	\$(3,321)	\$240	\$(3,273)	\$1,105

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 CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Six Months Ended	
	June 30, 2013	June 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 1,923	\$ 1,301
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	777	830
Provision for Loan Losses	2,700	3,885
Securities Gains (Losses)	2	(880)
Amortization and Accretion	1,673	2,073
Loss on Sale of Other Real Estate and Repossessions	540	396
Provision for Losses on Other Real Estate	892	752
Increase in Cash Surrender Value of Life Insurance	(99)	(110)
Other Prepaids, Deferrals and Accruals, Net	2,489	3,817
	10,897	12,064
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Investment Securities Available for Sale	(74,139)	(76,113)
Proceeds from Maturities, Calls, and Paydowns of Investment Securities:		
Available for Sale	29,601	22,989
Held for Maturity	8	7
Proceeds from Sale of Investment Securities Available for Sale	36,217	60,654
Decrease in Interest-Bearing Deposits in Other Banks	8,387	25,588
Net Loans to Customers	(6,107)	(8,488)
Purchase of Premises and Equipment	(896)	(553)
Proceeds from Sale of Other Real Estate and Repossessions	4,902	5,697
Proceeds from Sale of Federal Home Loan Bank Stock	200	1,239
	(1,827)	31,020
CASH FLOWS FROM FINANCING ACTIVITIES		
Noninterest-Bearing Customer Deposits	(12,488)	9,440
Interest-Bearing Customer Deposits	(23,859)	(37,290)
Principal Payments on Other Borrowed Money	(10,500)	(36,000)
Proceeds from Other Borrowed Money	15,500	--
	(31,347)	(63,850)
Net Decrease in Cash and Cash Equivalents	(22,277)	(20,766)
Cash and Cash Equivalents at Beginning of Period	49,246	83,372
Cash and Cash Equivalents at End of Period	\$26,969	\$62,606

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 six months ended June 30, 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 June 30, 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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Part I (Continued)

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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Part I (Continued)

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.

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Part 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 other noninterest 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.

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Part I (Continued)

Item 1 (Continued)

(2) Investment Securities

Investment securities as of June 30, 2013 and December 31, 2012 are summarized as follows:

June 30, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U.S. Government Agencies				
Mortgage-Backed	\$ 269,707	\$ 156	\$ (8,070)	\$ 261,793
State, County & Municipal	4,158	21	(58)	4,121
Corporate Obligations	1,000	85	--	1,085
Asset-Backed Securities	367	--	(235)	132
	\$ 275,232	\$ 262	\$ (8,363)	\$ 267,131
Securities Held to Maturity:				
State, County and Municipal	\$ 38	\$ --	\$ --	\$ 38
December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair 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 June 30, 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		Held to Maturity	
	Available for Sale Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due After One Year Through Five Years	\$2,751	\$2,855	\$ 38	\$ 38
Due After Five Years Through Ten Years	1,754	1,740	--	--
Due After Ten Years	1,020	743	--	--
	5,525	5,338	38	38
Mortgage-Backed Securities	269,707	261,793	--	--

\$275,232 \$267,131 \$38 \$ 38

Proceeds from the sale of investments available for sale during the first six months of 2013 totaled \$36,217 compared to \$60,654 for the first six months of 2012. The sale of investments available for sale during the first six months of 2013 resulted in gross realized gains of \$191 and losses of \$(193). The sale of investments available for sale during the first six months of 2012 resulted in gross realized gains of \$990 and losses of \$(110).

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Part I (Continued)

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 June 30, 2013 and December 31, 2012, respectively.

Investment securities having a carry value approximating \$100,326 and \$117,451 as of June 30, 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 June 30, 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
June 30, 2013						
U.S. Government Agencies						
Mortgage-Backed	\$246,778	\$ (8,070)	\$--	\$ --	\$246,778	\$ (8,070)
State, County and Municipal	1,694	(58)	--	--	1,694	(58)
Asset-Backed Securities	--	--	132	(235)	132	(235)
	\$248,472	\$ (8,128)	\$132	\$ (235)	\$248,604	\$ (8,363)
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 June 30, 2013, the debt securities with unrealized losses have depreciated 3.25 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 June 30, 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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Part I (Continued)

Item 1 (Continued)

(3) Loans

The following table presents the composition of loans segregated by class of loans, as of June 30, 2013 and December 31, 2012.

	June 30, 2013	December 31, 2012
Commercial and Agricultural		
Commercial	\$51,158	\$55,684
Agricultural	14,177	6,211
Real Estate		
Commercial Construction	52,699	53,808
Residential Construction	8,189	5,852
Commercial	325,317	334,386
Residential	208,562	203,845
Farmland	49,798	49,057
Consumer and Other		
Consumer	27,439	29,778
Other	6,804	8,429
Total Loans	\$744,143	\$747,050

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 June 30, 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.

June 30, 2013

	Pass	Special Mention	Substandard	Total Loans
Commercial and Agricultural				
Commercial	\$45,294	\$ 1,778	\$ 4,086	\$51,158
Agricultural	14,148	16	13	14,177
Real Estate				
Commercial Construction	40,316	2,128	10,255	52,699
Residential Construction	7,981	208	--	8,189
Commercial	301,651	10,783	12,883	325,317
Residential	185,643	13,184	9,735	208,562
Farmland	45,293	711	3,794	49,798
Consumer and Other				
Consumer	26,309	385	745	27,439
Other	6,728	3	73	6,804
Total Loans	\$673,363	\$29,196	\$ 41,584	\$744,143

December 31, 2012

	Pass	Special 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
Other	8,351	9	69	8,429

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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 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.

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

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 \$24,685 and \$29,851 as of June 30, 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.

The following table represents an age analysis of past due loans and nonaccrual loans, segregated by class of loans, as of June 30, 2013 and December 31, 2012:

June 30, 2013

	Accruing Loans			Nonaccrual Loans	Current Loans	Total Loans
	30-89 Days Past Due	90 Days or More Past Due	Total Accruing Loans Past Due			
Commercial and Agricultural						
Commercial	\$691	\$ --	\$ 691	\$ 2,432	\$48,035	\$51,158
Agricultural	--	--	--	--	14,177	14,177
Real Estate						
Commercial Construction	494	--	494	10,166	42,039	52,699
Residential Construction	--	--	--	--	8,189	8,189
Commercial	2,244	--	2,244	5,234	317,839	325,317
Residential	3,651	--	3,651	4,340	200,571	208,562
Farmland	349	--	349	2,307	47,142	49,798
Consumer and Other						
Consumer	483	--	483	206	26,750	27,439
Other	--	--	--	--	6,804	6,804
Total Loans	\$7,912	\$ --	\$ 7,912	\$ 24,685	\$711,546	\$744,143

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

December 31, 2012

	Accruing Loans		Total	Nonaccrual	Current	Total
	30-89	90	Accruing	Loans	Loans	Loans
	Days	Days	Loans			
	Past	or	Past Due			
	Due	More				
		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
Total Loans	\$14,912	\$ 4	\$ 14,916	\$ 29,851	\$702,283	\$747,050

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of June 30, 2013:

June 30, 2013

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
Commercial	\$ 174	\$ 172	\$ --	\$ 147	\$ 4	\$ 6
Agricultural	--	--	--	20	--	--
Commercial Construction	3,969	1,699	--	3,330	12	12
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	10,879	10,148	--	12,740	112	133
Residential Real Estate	4,327	3,685	--	3,033	62	67
Farmland	2,307	2,307	--	2,427	1	1
Consumer	217	206	--	212	4	6
Other	--	--	--	--	--	--
	21,873	18,217	--	21,909	195	225
With An Allowance Recorded						
Commercial	2,374	2,374	551	1,919	22	30
Agricultural	--	--	--	--	--	--
Commercial Construction	11,017	8,467	1,580	6,578	6	9
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	13,436	13,436	1,080	11,677	240	234
Residential Real Estate	4,791	4,078	982	4,997	40	37
Farmland	--	--	--	--	--	--
Consumer	--	--	--	--	--	--
Other	--	--	--	--	--	--
	31,618	28,355	4,193	25,171	308	310
Total						
Commercial	2,548	2,546	551	2,066	26	36
Agricultural	--	--	--	20	--	--
Commercial Construction	14,986	10,166	1,580	9,908	18	21
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	24,315	23,584	1,080	24,417	352	367
Residential Real Estate	9,118	7,763	982	8,030	102	104
Farmland	2,307	2,307	--	2,427	1	1
Consumer	217	206	--	212	4	6
Other	--	--	--	--	--	--

\$ 53,491 \$46,572 \$ 4,193 \$ 47,080 \$ 503 \$ 535

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

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

December 31, 2012

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
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
With An Allowance Recorded						
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
Total						
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
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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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of June 30, 2012:

June 30, 2012

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
Commercial	\$ 1,546	\$ 1,456	\$ --	\$ 1,568	\$ 49	\$ 40
Agricultural	45	45	--	42	--	--
Commercial Construction	11,998	9,694	--	11,079	(7)	4
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	33,857	28,254	--	30,136	358	325
Residential Real Estate	2,748	2,152	--	2,280	46	42
Farmland	2,340	2,297	--	2,297	32	44
Consumer	256	237	--	225	3	5
Other	38	36	--	40	--	--
	52,828	44,171	--	47,667	481	460
With An Allowance Recorded						
Commercial	290	290	300	300	2	5
Agricultural	--	--	--	--	--	--
Commercial Construction	17,961	12,966	2,111	11,954	--	--
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	5,163	5,141	1,462	4,394	55	53
Residential Real Estate	4,852	4,139	868	4,092	46	45
Farmland	--	--	--	130	--	--
Consumer	--	--	--	--	--	--
Other	--	--	--	--	--	--
	28,266	22,536	4,741	20,870	103	103
Total						
Commercial	1,836	1,746	300	1,868	51	45
Agricultural	45	45	--	42	--	--
Commercial Construction	29,959	22,660	2,111	23,033	(7)	4
Residential Construction	--	--	--	--	--	--
Commercial Real Estate	39,020	33,395	1,462	34,530	413	378
Residential Real Estate	7,600	6,291	868	6,372	92	87
Farmland	2,340	2,297	--	2,427	32	44
Consumer	256	237	--	225	3	5
Other	38	36	--	40	--	--

\$ 81,094 \$ 66,707 \$ 4,741 \$ 68,537 \$ 584 \$ 563

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

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:

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 June 30, 2013. The following tables present the number of loan contracts restructured during the three and six month period ended June 30, 2013 and June 30, 2012. 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 June 30, 2013			Six Months Ending June 30, 2013		
	#	Pre-Modification	Post-Modification	#	Pre-Modification	Post-Modification
	of Contracts			of Contracts		
Commercial	--	\$ --	\$ --	1	\$ 84	\$ 81
Commercial Construction	2	229	226	2	229	226
Commercial RE	1	226	226	1	226	226
Residential RE	--	--	--	2	1,024	1,001
Total Loans	3	\$ 455	\$ 452	6	\$ 1,563	\$ 1,534
		Three Months	Six Months			
		Ending June 30,	Ending June 30,			

Troubled Debt Restructurings That Subsequently Defaulted	2013		2013	
	# of Contracts	Recorded Investment	# of Contracts	Recorded Investment
Commercial Construction	----	\$ ----	----	\$ ----
Residential RE	----	----	----	----
Total Loans	----	\$ ----	----	\$ ----

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Part I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

Troubled Debt Restructurings	Three Months Ending June 30, 2012			Six Months Ending June 30, 2012		
	# of Contracts	Pre-Modification	Post-Modification	# of Contracts	Pre-Modification	Post-Modification
Commercial RE	----	\$ ----	\$ ----	1	\$ 57	\$ 57
Residential RE	----	----	----	1	227	224
Total Loans	----	\$ ----	\$ ----	2	\$ 284	\$ 281

Troubled Debt Restructurings That Subsequently Defaulted	Three Months Ending June 30, 2012		Six Months Ending June 30, 2012	
	# of Contracts	Recorded Investment	# of Contracts	Recorded Investment
Commercial Construction	----	\$ ----	1	\$ 64
Residential RE	----	----	1	50
Total Loans	----	\$ ----	2	\$ 114

At June 30, 2013 all restructured loans were performing as agreed.

(4) Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses, segregated by class of loan, for the six month period ended June 30, 2013 and June 30, 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.

June 30, 2013

	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Commercial and Agricultural					
Commercial	\$ 981	\$ (45)	\$ 38	\$ 43	\$1,017
Agricultural	296	(27)	4	26	299
Real Estate					
Commercial Construction	1,890	(791)	120	756	1,975
Residential Construction	138	--	--	--	138

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Commercial	5,163	(1,425)	85	1,361	5,184
Residential	3,406	(279)	18	267	3,412
Farmland	291	(21)	16	20	306
Consumer and Other					
Consumer	228	(233)	55	223	273
Other	344	(4)	9	4	353
	\$ 12,737	\$ (2,825)	\$ 345	\$ 2,700	\$12,957

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Part I (Continued)

Item 1 (Continued)

(4) Allowance for Loan Losses (Continued)

June 30, 2012

	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Commercial and Agricultural					
Commercial	\$ 1,071	\$ (230)	\$ 96	\$ 105	\$ 1,042
Agricultural	297	--	--	--	297
Real Estate					
Commercial Construction	3,123	(474)	35	578	3,262
Residential Construction	138	--	--	--	138
Commercial	6,448	(3,397)	18	2,876	5,945
Residential	3,695	(275)	5	285	3,710
Farmland	365	(39)	5	--	331
Consumer and Other					
Consumer	205	(41)	48	41	253
Other	308	--	7	--	315
	\$ 15,650	\$ (4,456)	\$ 214	\$ 3,885	\$ 15,293

During 2012, the Company changed its loss history period used in calculating the ALLL from a one year average to a rolling eight quarter average. At June 30, 2012 the loss history period used was based on the annual loss rate from calendar year 2011, whereas the loss history period used at June 30, 2013 was based on the loss rate from the eight quarters ended March 31, 2013.

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 \$3.1 million at June 30, 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 \$8,154 and \$14,994 as of June 30, 2013 and 2012, respectively. Specific allowance allocations were made for these loans totaling \$615 and \$1,570 as of June 30, 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 June 30, 2013, impaired loans totaling \$2.17 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 June 30, 2012, impaired loans totaling \$748 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.

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Part I (Continued)

Item 1 (Continued)

(4) Allowance for Loan Losses (Continued)

The following tables present breakdowns of the allowance for loan losses, segregated by impairment methodology for June 30, 2013 and 2012:

June 30, 2013

	Ending Allowance Balance			Ending Loan Balance		
	Individual	Collectively	Total	Individual	Collectively	Total
	Evaluated for Impairment	Evaluated for Impairment		Evaluated for Impairment	Evaluated for Impairment	
Commercial and Agricultural						
Commercial	\$ 551	\$ 466	\$ 1,017	\$ 2,388	\$ 48,770	\$ 51,158
Agricultural	--	299	299	--	14,177	14,177
Real Estate						
Commercial Construction	1,580	395	1,975	10,007	42,692	52,699
Residential Construction	--	138	138	--	8,189	8,189
Commercial	1,080	4,104	5,184	23,144	302,173	325,317
Residential	982	2,430	3,412	6,591	201,971	208,562
Farmland	--	306	306	2,277	47,521	49,798
Consumer and Other						
Consumer	--	273	273	--	27,439	27,439
Other	--	353	353	--	6,804	6,804
Total End of Period Balance	\$ 4,193	\$ 8,764	\$ 12,957	\$ 44,407	\$ 699,736	\$ 744,143

June 30, 2012

	Ending Allowance Balance			Ending Loan Balance		
	Individual	Collectively	Total	Individual	Collectively	Total
	Evaluated for Impairment	Evaluated for Impairment		Evaluated for Impairment	Evaluated for Impairment	
Commercial and Agricultural						
Commercial	\$ 300	\$ 742	\$ 1,042	\$ 1,721	\$ 53,553	\$ 55,274
Agricultural	--	297	297	--	11,284	11,284
Real Estate						
Commercial Construction	2,111	1,151	3,262	22,595	33,773	56,368
Residential Construction	--	138	138	--	4,169	4,169
Commercial	1,462	4,483	5,945	33,395	275,541	308,936
Residential	868	2,842	3,710	5,951	187,239	193,190
Farmland	--	331	331	2,277	46,471	48,748

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Consumer and Other						
Consumer	--	253	253	20	29,632	29,652
Other	--	315	315	--	8,740	8,740
Total End of Period Balance	\$4,741	\$ 10,552	\$15,293	\$65,959	\$ 650,402	\$716,361

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Part I (Continued)

Item 1 (Continued)

(5) Other Real Estate Owned

The aggregate carrying amount of Other Real Estate Owned (OREO) at June 30, 2013 and December 31, 2012 was \$16,128 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 six months ended June 30, 2013 and the year ended December 31, 2012.

	Six Months Ended June 30, 2013	Twelve Months Ended December 31, 2012
Balance, Beginning	\$ 15,941	\$ 20,445
Additions	6,339	9,729
Sales of OREO	(4,720)	(9,712)
Gain (Loss) on Sale	(540)	(1,819)
Provision for Losses	(892)	(2,702)
Balance, Ending	\$ 16,128	\$ 15,941

(6) Deposits

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$378 and \$389 as of June 30, 2013 and December 31, 2012.

Components of interest-bearing deposits as of June 30, 2013 and December 31, 2012 are as follows:

	June 30, 2013	December 31, 2012
Interest-Bearing Demand	\$ 305,935	\$ 314,031
Savings	54,026	48,777
Time, \$100,000 and Over	222,749	211,245
Other Time	249,149	281,665
	\$ 831,859	\$ 855,718

At June 30, 2013 and December 31, 2012, the Company had brokered deposits of \$33,825 and \$28,230 respectively.

Of the \$33,825 brokered deposits at June 30, 2013, \$33,825 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 June 30, 2013 and December 31, 2012. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$100,000 was approximately \$155,284 and \$161,531 as of June 30, 2013 and December 31, 2012, respectively.

As of June 30, 2013 and December 31, 2012, the scheduled maturities of certificates of deposits are as follows:

Maturity	June 30, 2013	December 31, 2012
One Year and Under	\$342,295	\$388,484
One to Three Years	102,588	87,464
Three Years and Over	27,015	16,962
	\$471,898	\$492,910

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Part I (Continued)

Item 1 (Continued)

(7) Other Borrowed Money

Other borrowed money at June 30, 2013 and December 31, 2012 is summarized as follows:

	June 30,	December
	2013	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 0.52 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 June 30, 2013 the book value of those loans pledged was approximately \$85,471. At June 30, 2013 the Company had remaining credit availability from the FHLB of approximately \$127,380. 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 June 30, 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 June 30, 2013.

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 June 30, 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 June 30, 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. 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 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.

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

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Part I (Continued)

Item 1 (Continued)

(8) Preferred Stock and Warrants (Continued)

On February 13, 2012, the Company announced the suspension of dividends on the Preferred Stock. At June 30, 2013, there were accumulated dividends in arrears of \$2.36 million, including related accrued interest. 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.

On January 29, 2013, the Company's 28,000 shares of Preferred Stock was sold by the Treasury to the public through a modified dutch auction. On June 5, 2013, the Company's Warrant for 500,000 shares of common stock was also sold by the Treasury to the public through an auction. Neither the sale of the Preferred Stock nor the sale of the Warrant to new investors resulted in any accounting entries and neither transaction had an impact on the Company's capital position.

(9) Subordinated Debentures (Trust Preferred Securities)

Description	Date	Amount	3 month	Added	Total	5 Year	
			Libor	Points	Rate	Maturity	Call Option
Colony Bankcorp Statutory Trust III	6/17/2004	4,500	0.27325	2.68	2.95325	6/14/2034	6/17/2009
Colony Bankcorp Capital Trust I	4/13/2006	5,000	0.27400	1.50	1.77400	4/13/2036	4/13/2011
Colony Bankcorp Capital Trust II	3/12/2007	9,000	0.27400	1.65	1.92400	3/12/2037	3/12/2012
Colony Bankcorp Capital Trust III	9/14/2007	5,000	0.27560	1.40	1.67560	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 June 30, 2013, accrued but unpaid interest expense totaled \$810.

(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.

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At June 30, 2013 and December 31, 2012 the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	June 30, 2013	December 31, 2012
Loan Commitments	\$63,570	\$ 64,147
Letters of Credit	1,000	1,141

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Part I (Continued)

Item 1 (Continued)

(10) Commitments and Contingencies (Continued)

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.

(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.

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Part I (Continued)

Item 1 (Continued)

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

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.

The carrying amount, estimated fair values, and placement in the fair value hierarchy of the Company's financial instruments as of June 30, 2013 and December 31, 2012 are as follows:

	Fair Value Measurements at June 30, 2013				
	Carrying	Estimated	Level	Level	Level
	Value	Fair	1	2	3
		Value			
Assets					
Cash and Short-Term Investments	\$40,377	\$40,377	\$40,377	\$---	\$---
Investment Securities Available for Sale	267,131	267,131	---	266,002	1,129
Investment Securities Held to Maturity	38	38	---	38	---
Federal Home Loan Bank Stock	3,164	3,164	3,164	---	---
Loans, Net	730,920	730,084	---	705,922	24,162
Liabilities					
Deposits	943,337	944,685	471,439	473,246	---
Subordinated Debentures	24,229	24,229	24,229	---	---
Other Borrowed Money	40,000	41,450	---	41,450	---
Fair Value Measurements at December 31, 2012					
	Carrying	Estimated	Level	Level	Level
	Value	Fair	1	2	3
		Value			
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
Liabilities					
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 June 30, 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 June 30, 2013. Those impaired loans and other real estate properties are shown net of the related specific reserves and valuation allowances.

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Part I (Continued)

Item 1 (Continued)

(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)
June 30, 2013				
Recurring Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	\$261,793	\$---	\$ 261,793	\$ ---
State, County and Municipal	4,121	---	3,124	997
Corporate Obligations	1,085	---	1,085	---
Asset-Backed Securities	132	---	---	132
	\$267,131	\$---	\$ 266,002	\$ 1,129
Nonrecurring				
Impaired Loans	\$24,162	\$---	\$ ---	\$ 24,162
Other Real Estate	\$8,102	\$---	\$ ---	\$ 8,102

	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

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\$268,301 \$--- \$267,163 \$ 1,138

Nonrecurring

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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Part I (Continued)

Item 1 (Continued)

(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 June 30, 2013. This table is comprised primarily of collateral dependent impaired loans and other real estate owned:

	June 30, 2013	Valuation Techniques	Unobservable Inputs	Range Weighted Avg
Impaired Loans				
Commercial	\$ 1,823	Sales Comparison	Adjustment for Differences Between the Comparable Sales	0.00% - 0.00% 0.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00% - 90.00% 45.00%
Real Estate				
Commercial Construction	6,887	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(80.00%) - 450.00% 185.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00% - 25.00% 12.50%
		Income Approach	Capitalization Rate	8.75%
Residential Real Estate	3,096	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(0.40%) -191.70% 95.65%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00% - 10.00% 5.00%
		Income Approach	Capitalization Rate	15.00
Commercial Real Estate	12,356	Sales Comparison	Adjustment for Differences	0.00% - 52.00

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			Between the Comparable Sales	26.00
			Management Adjustments for	0.00% -
			Age of Appraisals and/or Current	40.00
			Market Conditions	20.00
		Income Approach	Capitalization Rate	10.50%
			Discount Rate	5.13%
Other Real Estate Owned	8,102	Sales Comparison	Adjustment for Differences	(35.00%) -
			Between the Comparable Sales	319.10%
				142.05%
			Management Adjustment for	3.10% -
			Age of Appraisals and/or Current	62.16%
			Market Conditions	30.32%
		Income Approach	Discount Rate	3.00%
			Capitalization Rate	14.00%

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Part I (Continued)

Item 1 (Continued)

(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 six months ended June 30, 2013 and the twelve months ended December 31, 2012.

	Available for Sale Securities	
	June 30, 2013	December 31, 2012
Balance, Beginning	\$1,138	\$ 1,122
Total Realized/Unrealized Gains (Losses) Included In 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 Income	(9)	78
Loss on OTTI Impairment Included in Noninterest Income	--	(59)
Balance, Ending	\$1,129	\$ 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 six months ended June 30, 2013.

The following table presents quantitative information about recurring level 3 fair value measurements as of June 30, 2013.

	Fair Value	Valuation Techniques	Unobservable Inputs	Range Weighted Avg
Asset-Back Securities	\$ 132	Discounted Cash Flow	Discount Rate	3.48% - 3.91 % 3.70 %
State, County and Municipal	997	Discounted Cash 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

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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 June 30, 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

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Part I (Continued)

Item 1 (Continued)

(12) Regulatory Capital Matters (Continued)

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.

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 June 30, 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 June 30, 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 June 30, 2013						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 123,678	16.89%	\$ 58,580	8.00%	NA	NA
Colony Bank	124,109	16.98	58,486	8.00	\$ 73,107	10.00%
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	114,478	15.63	29,290	4.00	NA	NA
Colony Bank	114,924	15.72	29,243	4.00	43,864	6.00
Tier 1 Capital to Average Assets						
Consolidated	114,478	10.36	44,207	4.00	NA	NA
Colony Bank	114,924	10.42	44,134	4.00	55,167	5.00
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	

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	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2012						
Total Capital to Risk-Weighted Assets						
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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Part I (Continued)

Item 1 (Continued)

(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 and six month period ended June 30, 2013 and 2012:

	Three Months Ended June 30		Six Months Ended June 30	
	2013	2012	2013	2012
Numerator				
Net Income (Loss) Available to Common Stockholders	\$611	\$403	\$1,178	\$592
Denominator				
Weighted Average Number of Common Shares Outstanding for Basic Earnings Per Common Share	8,439	8,439	8,439	8,439
Dilutive Effect of Potential Common Stock				
Restricted Stock	--	--	--	--
Stock Warrants	--	--	--	--
Weighted-Average Number of Shares Outstanding for Diluted Earnings Per Common Share	8,439	8,439	8,439	8,439
Earnings (Loss) Per Share - Basic	\$0.07	\$0.05	\$0.14	\$0.07
Earnings (Loss) Per Share - Diluted	\$0.07	\$0.05	\$0.14	\$0.07

For the six months ended June 30, 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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Part I (Continued)

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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Part I (Continued)

Item 2 (Continued)

· 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 June 30, 2013, and the consolidated results of operations for the six months ended June 30, 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 June 30, 2013 and 2012, and results of operations for each of the three and six months in the periods ended June 30, 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 \$611 thousand, or \$0.07 diluted per common share, in three months ended June 30, 2013 compared to net income available to shareholders of \$403 thousand, or \$0.05 diluted per common share, in three months ended June 30, 2012. Net income available to shareholders totaled \$1.18 million, or \$0.14 diluted per common share, in six months ended June 30, 2013 compared to net income available to shareholders of \$592 thousand, or \$0.07 diluted per common share, in six months ended June 30, 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 June 30		Six Months Ended June 30	
	2013	2012	2013	2012
Taxable-equivalent net interest income	\$9,496	\$9,125	\$18,581	\$18,043
Taxable-equivalent adjustment	41	34	80	68
Net interest income	9,455	9,091	18,501	17,975
Provision for loan losses	1,200	1,943	2,700	3,885
Noninterest income	2,040	2,374	4,250	4,188
Noninterest expense	8,739	8,405	17,131	16,388
Income before income taxes	\$1,556	\$1,117	2,920	1,890
Income Taxes	570	357	997	589
Net income	\$986	\$760	\$1,923	\$1,301
Preferred stock dividends	375	357	745	709
Net income available to common shareholders	\$611	\$403	\$1,178	\$592
Net income available to common shareholders:				
Basic	\$0.07	\$0.05	\$0.14	\$0.07

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Diluted	\$0.07	\$0.05	\$0.14	\$0.07
Return on average assets	0.22 %	0.14 %	0.21 %	0.10 %
Return on average common equity	2.56 %	1.66 %	2.47 %	1.22 %

Net income from operations for three months ended June 30, 2013 increased \$226 thousand, or 29.74 percent, compared to the same period in 2012. The increase was primarily the result of an increase of \$364 thousand in net interest income and a decrease of \$743 thousand in provision for loan losses. This was offset by an increase of \$334 thousand in noninterest expense, a decrease of \$334 thousand in noninterest income, and an increase of \$213 thousand in income taxes.

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Net income from operations for six months ended June 30, 2013 increased \$622 thousand, or 47.81 percent, compared to the same period in 2012. The increase was primarily the result of an increase of \$526 thousand in net interest income, an increase of \$62 thousand in noninterest income, and a decrease of \$1.19 million in provision for loan losses. This was offset by an increase of \$743 thousand in noninterest expense and an increase of \$408 thousand in income taxes.

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 81.32 percent of total revenue for six months ended June 30, 2013 and 81.10 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 June 30, 2012 to June 30, 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 June 30, 2012 to June 30, 2013		
	Volume	Rate	Total
Interest Income			
Loans, Net-taxable	\$819	\$(932)	\$(113)
Investment Securities			
Taxable	(284)	(1,222)	(1,506)
Tax-exempt	(26)	2	(24)
Total Investment Securities	(310)	(1,220)	(1,530)
Interest-Bearing Deposits in other Banks	(15)	1	(14)
Federal Funds Sold	(36)	---	(36)
Other Interest - Earning Assets	(13)	14	1
Total Interest Income	445	(2,137)	(1,692)
Interest Expense			
Interest-Bearing Demand and Savings Deposits	75	(59)	16
Time Deposits	(619)	(1,029)	(1,648)
Subordinated Debentures	---	(24)	(24)
Other Borrowed Money	(344)	(230)	(574)
Total Interest Expense	(888)	(1,342)	(2,230)
Net Interest Income	\$1,333	\$(795)	\$538

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 (1) 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 15 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 3.55 percent for six months ended June 30, 2013 compared to 3.31 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 and balance sheet restructuring.

Taxable-equivalent net interest income for six months ended June 30, 2013 increased \$538 thousand, or 2.98 percent compared to the same period a year ago. The average volume of earning assets during six months ended June 30, 2013 decreased \$42.24 million compared to the same period a year ago while over the same period the net interest margin increased by 24 basis points from 3.31 percent to 3.55 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 \$27.84 million in six months ended June 30, 2013 compared to the same period a year ago. The average yield on loans decreased 25 basis points in six months ended June 30, 2013 compared to the same period a year ago. The average volume of investment securities decreased \$28.61 million in six months ended June 30, 2013 compared to the same year ago period, while the average yield on investment securities decreased 88 basis points for the same period comparison. The average volume of deposits decreased \$31.90 million in six months ended June 30, 2013 compared to the same period a year ago, with interest-bearing deposits decreasing \$46.57 million in six months ended June 30, 2013. Accordingly, the ratio of average interest-bearing deposits to total average deposits was 88.12 percent in six months ended June 30, 2013 compared to 90.00 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 31 basis points in six months ended June 30, 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 3.42 percent in six months ended June 30, 2013 compared to 3.17 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 \$2.70 million in six months ended June 30, 2013 compared to \$3.89 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		Six Months	
	Ended		Ended	
	June 30		June 30	
	2013	2012	2013	2012
Service Charges on Deposit Accounts	\$1,147	\$814	\$2,248	\$1,610
Other Charges, Commissions and Fees	443	328	847	747
Other	303	377	897	758
Mortgage Fee Income	141	112	260	193
Securities Gains (Losses)	6	743	(2)	880
Total	\$2,040	\$2,374	\$4,250	\$4,188

Total noninterest income for three months ended June 30, 2013 decreased \$334 thousand, or 14.07 percent compared to the same period year ago. Total noninterest income for six months ended June 30, 2013 increased \$62 thousand, or 1.48 percent compared to the same period year ago. The decrease in noninterest income was primarily in securities gains for three months ended June 30, 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 June 30, 2013 increased \$333 thousand, or 40.91 percent, compared to the same period a year ago. Service charges on deposit accounts for six months ended June 30, 2013 increased \$638 thousand, or 39.63 percent, compared to the same period a year ago. The increase for the three months and the six months ended June 30, 2013 is attributable to the implementation of a formalized overdraft deposit privilege program this year.

Mortgage Fee Income. Mortgage fee income for three months ended June 30, 2013 increased \$29 thousand, or 25.89 percent, compared to the same period year ago. Mortgage fee income for six months ended June 30, 2013 increased \$67 thousand, or 34.72 percent, compared to the same period year ago.

All Other Noninterest Income. Other charges, commissions and fees and other income for three months ended June 30, 2013 was \$746 thousand compared to \$705 thousand in the same year ago period, or an increase of 5.82 percent. Other charges, commissions and fees and other income for six months ended June 30, 2013 was \$1.74 million compared to \$1.51 million in the same year ago period, or an increase of 15.88 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 \$207 thousand in 2012, or an increase of 69.78 percent. ATM and debit card fees increased \$94 thousand in 2013 compared to 2012.

Securities Gains. The Company realized gains in the amount of \$6 thousand from the sale of securities in three months ended June 30, 2013 compared to \$743 thousand realized gains in the same year ago period. The Company realized losses in the amount of \$2 thousand from the sale of securities in six months ended June 30, 2013 compared to \$880 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		Six Months Ended	
	Ended		June 30	
	June 30	2012	2013	2012
Salaries and Employee Benefits	\$4,149	\$3,833	\$8,318	\$7,653
Occupancy and Equipment	935	963	1,868	1,901
Other	3,655	3,609	6,945	6,834
Total	\$8,739	\$8,405	\$17,131	\$16,388

Total noninterest expense for three months ended June 30, 2013 increased \$334 thousand, or 3.97 percent, compared to the same period a year ago. Total noninterest expense for six months ended June 30, 2013 increased \$743 thousand or 4.53 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 June 30, 2013 increased \$316 thousand, or 8.24 percent, compared to the same period a year ago. Salaries and employee benefits expense for six months ended June 30, 2013 increased \$665 thousand, or 8.69 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 \$28 thousand for three months ended June 30, 2013 compared to the same year ago period. Occupancy and equipment expense has remained relatively flat in both periods with a decrease of \$33 thousand for six months ended June 30, 2013 compared to the same year ago period.

All Other Non-Interest Expense. All other noninterest expense for three months ended June 30, 2013 increased \$46 thousand, or 1.27 percent compared to the same year ago period. All other noninterest expense for six months ended June 30, 2013 increased \$111 thousand, or 1.62 percent compared to the same year ago period. Significant amounts impacting the comparable periods was primarily ATM related expenses. ATM expenses increased to \$316 thousand in 2013 compared to \$259 thousand in 2012, or an increase of 21.92 percent.

Loans

The following table presents the composition of the Company's loan portfolio as of June 30, 2013 and December 31, 2012:

	June 30,	December
	2013	31, 2012
Commercial, Financial and Agricultural	\$65,335	\$61,895
Real Estate		

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Construction	60,888	59,660
Mortgage, Farmland	49,798	49,057
Mortgage, Other	533,879	538,231
Consumer	27,439	29,778
Other	6,804	8,429
	744,143	747,050
Unearned Interest and Fees	(266)	(234)
Allowance for Loan Losses	(12,957)	(12,737)
Loans	\$730,920	\$734,079

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Overview. Loans totaled \$744.1 million at June 30, 2013, down 0.39 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-mortgage other, which is primarily 1-4 family residential properties and nonfarm nonresidential properties, made up 71.74 percent and 72.05 percent of total loans, real estate construction made up 8.18 percent and 7.99 percent, while commercial, financial, and agricultural based loans made up 8.78 percent and 8.29 percent of total loans at June 30, 2013 and December 31, 2012, respectively.

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 loans at June 30, 2013 increased 5.56 percent from December 31, 2012 to \$65.3 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 June 30, 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 June 30, 2013, December 31, 2012 and June 30, 2012 were as follows:

	June 30, 2013	December 31, 2012	June 30, 2012
Loans Accounted for on Nonaccrual	\$24,685	\$ 29,851	\$35,474
Loans Accruing Past Due 90 Days or More	--	4	213
Other Real Estate Foreclosed	16,128	15,941	17,915
Securities Accounted for on Nonaccrual	367	366	367
Total Nonperforming Assets	\$41,180	\$ 46,162	\$53,969
Nonperforming Assets as a Percentage of:			
Total Loans and Foreclosed Assets	5.42 %	6.05 %	7.35 %
Total Assets	3.72 %	4.05 %	4.76 %
Supplemental Data:			
Trouble Debt Restructured Loans			
In Compliance with Modified Terms	21,683	24,870	30,096
Trouble Debt Restructured Loans			
Past Due 30-89 Days	204	1,377	1,136
Accruing Past Due Loans:			
30-89 Days Past Due	\$7,912	\$ 14,911	\$7,120
90 or More Days Past Due	--	4	213
Total Accruing Past Due Loans	\$7,912	\$ 14,915	\$7,333

Non-performing assets include non-accrual loans, loans past due 90 days or more, foreclosed real estate and nonaccrual securities. Non-performing assets at June 30, 2013 decreased 10.79 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 estimated fair value less estimated selling costs. 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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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 \$743 thousand from \$1.94 million in three months ended June 30, 2012 to \$1.20 million in three months ended June 30, 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 second quarter 2013 was the provision of \$1.20 million and net charge-offs of \$1.17 million. Net charge-offs for second quarter 2012 totaled \$2.56 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 5.42 percent at June 30, 2013 compared to 6.05 percent at December 31, 2012 and 7.35 percent at June 30, 2012. Total nonperforming assets at June 30, 2013 were \$41.2 million, of which \$21.5 million were construction, land development and other land loans; \$5.8 million were 1-4 family residential properties; \$0.5 million were multifamily residential properties; \$8.1 million were nonfarm nonresidential properties; \$2.3 million were farmland properties; and the remainder of nonperforming assets totaling \$3.0 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 June 30, 2012 were \$54.0 million, of which \$33.6 million were construction, land development and other land loans; \$2.5 million were farmland; \$4.7 million were 1-4 family residential properties; \$0.1 million were multifamily residential properties; \$12.1 million were nonfarm nonresidential properties; and the remainder of nonperforming assets totaling \$1.0 million were commercial and consumer loans. The allowance for loan losses of \$12.96 million at June 30, 2013 was 1.74 percent of total loans which compares to \$12.74 million at December 31, 2012, or 1.70 percent of total loans and to \$15.29 million at June 30, 2012, or 2.13 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 3.32 percent, 4.00 percent, 4.98 percent, respectively as of June 30, 2013, December 31, 2012 and June 30, 2012, the Company's allowance for loan losses as a percentage of nonperforming loans was 52.49 percent, 42.66 percent, 42.85 percent, respectively as of June 30, 2013, December 31, 2012 and June 30, 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 \$12.96 million, or 1.74 percent of total loans at June 30, 2013, the Company also reflected a decrease in nonperforming loans from \$29.86 million at December 31, 2012 to \$24.69 million at June 30, 2013 and a decrease in special mention and substandard loans from \$83.81 million at December 31, 2012 to \$70.78 million at June 30, 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.

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Part I (Continued)

Item 2 (Continued)

The allowance for loan losses is \$27 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 June 30, 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.

Deposits

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the six month periods ended June 30, 2013 and June 30, 2012.

(\$ in thousands)	June 30, 2013		June 30, 2012	
	Average Amount	Average Rate	Average Amount	Average Rate
Noninterest-Bearing Demand Deposits	\$ 113,139		\$ 98,475	
Interest-Bearing Demand and Savings Deposits	366,234	0.36 %	328,007	0.39 %
Time Deposits	473,186	1.03 %	557,981	1.46 %
Total Deposits	\$ 952,559	0.65 %	\$ 984,463	0.96 %

Average deposits decreased \$31.90 million to \$952.56 million at June 30, 2013 from \$984.46 million at June 30, 2012. The decrease included a decrease of \$84.80 million, or 15.20 percent, related to time deposits. Accordingly the ratio of average noninterest-bearing deposits to total average deposits was 11.88 percent for six months ended June 30, 2013 compared to 10.00 percent for six months ended June 30, 2012. The general decrease in market rates, had the effect of (i) decreasing the average cost of total deposits by 31 basis points in six months ended June 30, 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 June 30, 2013 are included in the table in Footnote 10.

Capital and Liquidity

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At June 30, 2013, stockholders' equity totaled \$91.7 million compared to \$95.8 million at December 31, 2012. In addition to net income of \$1.92 million, other significant changes in stockholders' equity during six months ended June 30, 2013 included \$745 thousand of preferred stock dividends declared. The accumulated other comprehensive income (loss) component of stockholders' equity totaled \$(5.35) million at June 30, 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 June 30, 2013 was 15.63 percent and total Tier 1 and 2 risk-based capital was 16.89 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 June 30, 2013 was 10.36 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 June 30, 2013, the Company held \$267.1 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 78.9 percent as of June 30, 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 June 30, 2013 and December 31, 2012 were 75.7 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 June 30, 2013 and December 31, 2012, Colony had \$222.7 million and \$211.2 million in certificates of deposit of \$100,000 or more. These larger deposits represented 23.6 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 June 30, 2013, the Company had \$33.8 million, or 3.59 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 June 30, 2013, the Company had \$21.0 million, or 2.23 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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Part I (Continued)

Item 2 (Continued)

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 June 30, 2013, the Bank's capital ratios were 10.42% and 16.98%, respectively.

Return on Assets and Stockholders' Equity

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

Three Months Ended June 30	Six Months Ended June 30
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	2013	2012	2013	2012
Return on Average Assets (1)	0.22%	0.14%	0.21%	0.10%
Return on Average Total Equity (1)	2.56%	1.66%	2.47%	1.22%
Average Total Equity to Average Assets	8.61%	8.44%	8.55%	8.30%

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

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Item 3

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

AVERAGE BALANCE SHEETS	Six Months Ended			Six Months Ended		
	June 30, 2013			June 30, 2012		
(\$ in thousands)	Average Balances	Income/Expense	Yields/Rates	Average Balances	Income/Expense	Yields/Rates
Assets						
Interest-Earning Assets						
Loans, Net of Unearned Interest and fees						
Taxable (1)	\$738,656	\$20,777	5.63 %	\$710,814	\$20,890	5.88 %
Investment Securities						
Taxable	276,020	1,621	1.17 %	303,553	3,127	2.06 %
Tax-Exempt (2)	2,791	68	4.87 %	3,867	92	4.76 %
Total Investment Securities	278,811	1,689	1.21 %	307,420	3,219	2.09 %
Interest-Bearing Deposits	11,473	16	0.28 %	22,309	30	0.27 %
Federal Funds Sold	15,330	20	0.26 %	44,188	56	0.25 %
Interest-Bearing Other Assets	3,340	38	2.28 %	5,117	37	1.45 %
Total Interest-Earning Assets	1,047,610	\$22,540	4.30 %	1,089,848	\$24,232	4.45 %
Non-interest-Earning Assets						
Cash and Cash Equivalents	19,732			18,785		
Allowance for Loan Losses	(13,200)			(16,324)		
Other Assets	63,059			73,206		
Total Noninterest-Earning Assets	69,591			75,667		
Total Assets	\$1,117,201			\$1,165,515		
Liabilities and Stockholders' Equity						
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Interest-Bearing Demand and Savings	\$366,234	\$661	0.36 %	\$328,007	\$645	0.39 %
Other Time	473,186	2,430	1.03 %	557,981	4,078	1.46 %
Total Interest-Bearing Deposits	839,420	3,091	0.74 %	885,988	4,723	1.07 %
Other Interest-Bearing Liabilities						
Other Borrowed Money	39,575	611	3.09 %	55,745	1,185	4.25 %
Subordinated Debentures	24,229	257	2.12 %	24,229	281	2.32 %
Federal Funds Purchased and Repurchase Agreements	69	--	--	--	--	--
Total Other Interest-Bearing Liabilities	63,873	868	2.72 %	79,974	1,466	3.67 %
Total Interest-Bearing Liabilities	903,293	\$3,959	0.88 %	965,962	\$6,189	1.28 %
Noninterest-Bearing Liabilities and Stockholders' Equity						
Demand Deposits	113,139			98,475		
Other Liabilities	5,200			4,312		
Stockholders' Equity	95,569			96,766		
Total Noninterest-Bearing Liabilities and Stockholders' Equity	213,908			199,553		
Total Liabilities and Stockholders' Equity	\$1,117,201			\$1,165,515		
Interest Rate Spread			3.42 %			3.17 %

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Net Interest Income	\$ 18,581	\$ 18,043
Net Interest Margin	3.55 %	3.31 %

The average balance of loans includes the average balance of nonaccrual loans. Income on such loans is (1) recognized and recorded on the cash basis. Taxable equivalent adjustments totaling \$57 and \$37 for six month periods ended June 30, 2013 and 2012, respectively, are included in tax-exempt interest on loans.

Taxable-equivalent adjustments totaling \$23 and \$31 for six month periods ended June 30, 2013 and 2012, (2) 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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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 June 30, 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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ART 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 II (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

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-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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Item 6

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 906 of 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.

/s/ Edward P. Loomis, Jr.

Date: August 5, 2013 Edward P. Loomis, Jr.,
President and Chief Executive Officer

/s/ Terry L. Hester

Date: August 5, 2013 Terry L. Hester,
Executive Vice President and Chief Financial Officer