

COLONY BANKCORP INC
Form 10-Q
November 07, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

FOR QUARTER ENDED SEPTEMBER 30, 2007

COMMISSION FILE NUMBER 0-12436

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

GEORGIA
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

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

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

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

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

YES NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER OR A NONACCELERATED FILER. SEE DEFINITION OF ACCELERATED FILER AND LARGE ACCELERATED FILER IN RULE 12b-2 OF THE EXCHANGE ACT. (CHECK ONE)

LARGE ACCELERATED FILER ACCELERATED FILER NON ACCELERATED FILER

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

YES NO

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

<u>CLASS</u>	<u>OUTSTANDING AT NOVEMBER 7, 2007</u>
COMMON STOCK, \$1 PAR VALUE	7,204,775

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I – Financial Information</u>	
<u>Forward Looking Statement Disclosure</u>	3
Item 1. <u>Financial Statements</u>	4
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operation</u>	28
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	48
Item 4. <u>Controls and Procedures</u>	51
<u>PART II – Other Information</u>	
Item 1. <u>Legal Proceedings</u>	52
Item 1A. <u>Risk Factors</u>	52
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	52
Item 3. <u>Defaults Upon Senior Securities</u>	52
Item 4. <u>Submission of Matters to a Vote of Security Holders</u>	52
Item 5. <u>Other Information</u>	52
Item 6. <u>Exhibits</u>	53
<u>Signatures</u>	54

Table of Contents

Forward Looking Statement Disclosure

Statements in this Quarterly Report regarding future events or performance are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the PSLRA) and are made pursuant to the safe harbors of the PSLRA. Actual results of Colony Bankcorp, Inc. (the Company) could be quite different from those expressed or implied by the forward-looking statements. Any statements containing the words “could,” “may,” “will,” “should,” “plan,” “believe,” “anticipates,” “estimates,” “predicts,” “expects,” “projections,” “potential,” “continue,” or words of import, constitute “forward-looking statements”, as do any other statements that expressly or implicitly predict future events, results, or performance. Factors that could cause results to differ from results expressed or implied by our forward-looking statements include, among others, risks discussed in the text of this Quarterly Report as well as the following specific items:

- General economic conditions, whether national or regional, that could affect the demand for loans or lead to increased loan losses;
 - Competitive factors, including increased competition with community, regional, and national financial institutions, that may lead to pricing pressures that reduce yields the Company achieves on loans and increase rates the Company pays on deposits, loss of the Company’s most valued customers, defection of key employees or groups of employees, or other losses;
- Increasing or decreasing interest rate environments, including the shape and level of the yield curve, that could lead to decreases in net interest margin, lower net interest and fee income, including lower gains on sales of loans, and changes in the value of the Company’s investment securities;
- Changing business or regulatory conditions, or new legislation, affecting the financial services industry that could lead to increased costs, changes in the competitive balance among financial institutions, or revisions to our strategic focus;
- Changes or failures in technology or third party vendor relationships in important revenue production or service areas, or increases in required investments in technology that could reduce our revenue, increase our costs or lead to disruptions in our business.
- Readers are cautioned not to place undue reliance on our forward-looking statements, which reflect management’s analysis only as of the date of the statements. The Company does not intend to publicly revise or update forward-looking statements to reflect events or circumstances that arise after the date of this report.

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

Table of Contents

PART 1. FINANCIAL INFORMATION

ITEM 1.

FINANCIAL STATEMENTS

THE FOLLOWING FINANCIAL STATEMENTS ARE PROVIDED FOR COLONY BANKCORP, INC. AND SUBSIDIARIES: COLONY BANK OF FITZGERALD, COLONY BANK ASHBURN, COLONY BANK WILCOX, COLONY BANK OF DODGE COUNTY, COLONY BANK WORTH, COLONY BANK SOUTHEAST, COLONY MANAGEMENT SERVICES, INC., AND COLONY BANK QUITMAN, FSB.

- A. CONSOLIDATED BALANCE SHEETS – SEPTEMBER 30, 2007 AND DECEMBER 31, 2006.
- B. CONSOLIDATED STATEMENTS OF INCOME – FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006 AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006.
- C. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006 AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006.
- D. CONSOLIDATED STATEMENTS OF CASH FLOWS – FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006.

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

THE RESULTS OF OPERATIONS FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2007 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2007 AND DECEMBER 31, 2006
(DOLLARS IN THOUSANDS)

ASSETS	September 30, 2007 (Unaudited)	December 31, 2006
Cash and Cash Equivalents		
Cash and Due from Banks	\$ 22,405	\$ 27,231
Federal Funds Sold	17,129	45,149
	39,534	72,380
Interest-Bearing Deposits	3,616	3,076
Investment Securities		
Available for Sale, at Fair Value	155,605	149,236
Held to Maturity, at Cost (Fair Value of \$69 and \$71, as of September 30, 2007 and December 31, 2006, Respectively)	69	71
	155,674	149,307
Federal Home Loan Bank Stock, at Cost	5,533	5,087
Loans		
Allowance for Loan Losses	(13,821)	(11,989)
Unearned Interest and Fees	(405)	(501)
	954,066	929,783
Premises and Equipment	27,541	27,453
Other Real Estate	1,240	970
Goodwill	2,412	2,412
Other Intangible Assets	411	439
Other Assets	23,243	22,597
Total Assets	\$ 1,213,270	\$ 1,213,504
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits		
Noninterest-Bearing	\$ 74,158	\$ 77,336
Interest-Bearing	944,597	965,110
	1,018,755	1,042,446
Borrowed Money		
Federal Funds Purchased	476	1,070
Subordinated Debentures	29,384	24,229
Other Borrowed Money	73,600	61,500
	103,460	86,799
Other Liabilities	8,134	7,648
Commitments and Contingencies		

Stockholders' Equity

Common Stock, Par Value \$1 a Share, Authorized 20,000,000 Shares, Issued 7,204,775 and 7,189,937 Shares as of September 30, 2007 and December 31, 2006, Respectively	7,205	7,190
Paid-In Capital	24,503	24,257
Retained Earnings	52,019	46,417
Restricted Stock - Unearned Compensation	(343)	(278)
Accumulated Other Comprehensive Loss, Net of Tax	(463)	(975)
	82,921	76,611
Total Liabilities and Stockholders' Equity	\$ 1,213,270	\$ 1,213,504

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
AND NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Nine Months Ended	
	9/30/2007	9/30/2006	9/30/2007	9/30/2006
Interest Income				
Loans, Including Fees	\$ 20,735	\$ 19,665	\$ 60,923	\$ 55,070
Federal Funds Sold	237	462	1,204	1,458
Deposits with Other Banks	36	38	111	92
Investment Securities				
U.S. Government Agencies	1,632	1,370	4,749	3,716
State, County and Municipal	136	95	407	274
Corporate Obligations and				
Asset-Backed Securities	79	43	205	116
Dividends on Other Investments	76	75	225	203
	22,931	21,748	67,824	60,929
Interest Expense				
Deposits	10,853	9,762	32,133	25,938
Federal Funds Purchased	13	12	50	28
Borrowed Money	1,272	1,180	3,572	3,556
	12,138	10,954	35,755	29,522
Net Interest Income	10,793	10,794	32,069	31,407
Provision for Loan Losses	850	1,021	2,678	2,990
Net Interest Income After Provision for Loan Losses	9,943	9,773	29,391	28,417
Noninterest Income				
Service Charges on Deposits	1,224	1,193	3,556	3,380
Other Service Charges,				
Commissions and Fees	218	207	703	625
Mortgage Fee Income	225	180	763	516
Securities Gains (Losses)	(2)	----	184	----
Other	181	318	806	1,003
	1,846	1,898	6,012	5,524
Noninterest Expenses				
Salaries and Employee Benefits	4,464	4,350	13,693	12,676
Occupancy and Equipment	1,025	1,047	3,036	3,035
Other	2,267	2,283	6,901	6,655
	7,756	7,680	23,630	22,366

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Income Before Income Taxes	4,033		3,991	11,773		11,575
Income Taxes	1,414		1,369	3,978		4,034
Net Income	\$ 2,619	\$	2,622	\$ 7,795	\$	7,541
Net Income Per Share of Common Stock						
Basic	\$ 0.36	\$	0.36	\$ 1.08	\$	1.05
Diluted	\$ 0.36	\$	0.36	\$ 1.08	\$	1.05
Cash Dividends Declared Per Share of Common Stock						
	\$ 0.09	\$	0.08	\$ 0.27	\$	0.24
Weighted Average Basic Shares Outstanding						
	7,193,603		7,181,894	7,187,586		7,176,186
Weighted Average Diluted Shares Outstanding						
	7,202,424		7,181,894	7,198,270		7,177,042

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

COLONY BANKCORP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
AND NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Nine Months Ended	
	09/30/07	09/30/06	09/30/07	09/30/06
Net Income	\$ 2,619	\$ 2,622	\$ 7,795	\$ 7,541
Other Comprehensive Income, Net of Tax				
Gains (Losses) on Securities Arising During the Year	1,040	1,209	633	242
Reclassification Adjustment	2	0	(121)	0
Unrealized Gains (Losses) on Securities	1,042	1,209	512	242
Comprehensive Income	\$ 3,661	\$ 3,831	\$ 8,307	\$ 7,783

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 7,795	\$ 7,541
Adjustments to Reconcile Net Income to Net Cash		
Provided by Operating Activities:		
Depreciation	1,391	1,441
Provision for Loan Losses	2,678	2,990
Securities Gains	(184)	---
Amortization and Accretion	428	573
(Gain) Loss on Sale of Other Real Estate and Repossessions	53	(111)
Gain on Sale of Equipment	(6)	---
Decrease (Increase) in Cash Surrender Value of Life Insurance	20	(106)
Other Prepaids, Deferrals and Accruals, Net	(692)	(732)
	11,483	11,596
CASH FLOWS FROM INVESTING ACTIVITIES		
Federal Home Loan Bank Stock	(446)	(188)
Purchases of Investment Securities Available for Sale	(39,256)	(34,121)
Proceeds from Maturities, Calls, and Paydowns of		
Investment Securities:		
Available for Sale	16,786	18,545
Held to Maturity	8	9
Proceeds from Sale of Investment Securities		
Available for Sale	16,985	---
Other Investments	---	(200)
Interest-Bearing Deposits in Other Banks	(542)	(1,521)
Net Loans to Customers	(29,526)	(84,190)
Purchase of Premises and Equipment	(1,730)	(3,328)
Other Real Estate and Repossessions	2,209	4,590
Proceeds from Sale of Premises and Equipment	258	5
Investment in Capital Trust	(434)	(155)
Liquidation of Statutory Trust	279	---
	(35,409)	(100,554)
CASH FLOWS FROM FINANCING ACTIVITIES		
Noninterest-Bearing Customer Deposits	(3,178)	(6,745)
Interest-Bearing Customer Deposits	(20,513)	78,714
Federal Funds Purchased	(594)	---
Dividends Paid	(1,890)	(1,671)
Proceeds from Other Borrowed Money	41,100	35,500
Principal Payments on Other Borrowed Money	(29,000)	(42,226)

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Proceeds from Issuance of Subordinated Debentures	14,434	5,155
Principal Payments on Subordinated Debentures	(9,279)	---
	(8,920)	68,727
Net Increase (Decrease) in Cash and Cash Equivalents	(32,846)	(20,231)
Cash and Cash Equivalents at Beginning of Period	72,380	79,062
Cash and Cash Equivalents at End of Period	\$ 39,534	\$ 58,831

The accompanying notes are an integral part of these statements.

Table of Contents

Part I (Continued)

Item 1 (Continued)

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

(1) Summary of Significant Accounting Policies

Principles of Consolidation

Colony Bankcorp, Inc. (the Company) is a multi-bank holding company located in Fitzgerald, Georgia. The consolidated financial statements include the accounts of Colony Bankcorp, Inc. and its wholly-owned subsidiaries, Colony Bank of Fitzgerald, Fitzgerald, Georgia; Colony Bank Ashburn (which includes its wholly-owned subsidiary, Georgia First Mortgage Company), Ashburn, Georgia; Colony Bank Worth, Sylvester, Georgia; Colony Bank of Dodge County, Eastman, Georgia; Colony Bank Wilcox, Rochelle, Georgia; Colony Bank Southeast, Broxton, Georgia; Colony Bank Quitman, FSB, Quitman, Georgia (the Banks); and Colony Management Services, Inc., 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.

Nature of Operations

The Banks provide a full range of retail and commercial banking services for consumers and small to medium size businesses located primarily in middle and south Georgia. Lending and investing activities are funded primarily by deposits gathered through its retail branch 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 goodwill and other intangible assets.

Reclassifications

In certain instances, amounts reported in prior years' consolidated financial statements have been reclassified to conform to statement presentations selected for 2007. Such reclassifications had no effect on previously reported stockholders' equity or net income.

Concentrations of Credit Risk

Lending is concentrated in commercial and real estate loans to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management's opinion, do not

pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrowers' ability to honor their contracts is dependent upon the viability of the real estate economic sector.

The success of Colony is dependent, to a certain extent, upon the economic conditions in the geographic markets it serves. No assurance can be given that the current economic conditions will continue. 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.

Accounting Policies

The accounting and reporting policies of Colony Bankcorp, Inc. and its subsidiaries are in accordance with accounting principles generally accepted and conform to general practices within the banking industry. The significant accounting policies followed by Colony and the methods of applying those policies are summarized hereafter.

Table of Contents

Part I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Investment Securities

Investment securities are recorded under Statement of Financial Accounting Standards (SFAS) No. 115, whereby the Company classifies its 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. 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 other 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, a component of stockholders' equity. Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (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. Gains and losses from sales of securities available for sale are computed using the specific identification method. This caption 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.

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 SFAS No. 115; accordingly, the provisions of SFAS No. 115 are not applicable to this investment. 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.

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.

10

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)**Allowance for Loan Losses (Continued)**

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, general and unallocated components. The specific component relates to loans that are classified as either doubtful or substandard. 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 general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

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.

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
Leasehold Improvements	5-20	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.

Goodwill and Intangible Assets

Goodwill represents the excess of the cost over the fair value of the net assets purchased in a business combination. Impairment testing of goodwill is performed annually or more frequently if events or circumstances indicate possible impairment. No impairment has been identified as a result of the testing performed.

Table of Contents

Part I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Goodwill and Intangible Assets (Continued)

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. Amortization periods are reviewed annually in connection with the annual impairment testing of goodwill.

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.

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. The Company and its subsidiaries file a consolidated federal income tax return. Each subsidiary pays its proportional share of federal income taxes to the Company based on its taxable income.

Other Real Estate

Other real estate generally represents real estate acquired through foreclosure and is initially recorded at the lower of cost or estimated market value at the date of acquisition. Losses from the acquisition of property in full or partial satisfaction of debt are recorded as loan losses. Subsequent declines in value, routine holding costs and gains or losses upon disposition are included in other losses.

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 income but as a separate component of the equity section of the consolidated balance sheets. Such items are considered components of other comprehensive income. SFAS No. 130, *Reporting Comprehensive Income*, requires the presentation in the financial statements of net income and all items of other comprehensive income as total comprehensive income.

Off-Balance Sheet Credit Related Financial Instruments

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

Table of Contents

Part I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Changes in Accounting Principles and Effects of New Accounting Pronouncements

In February 2006, the Financial Accounting Standard Board (FASB) issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments – an amendment of FASB Statements No. 133 and 140*. This statement provides entities with relief from having to separately determine the fair value of an embedded derivative that would otherwise be required to be bifurcated from its host contract in accordance with the requirements of SFAS 133. Entities can make an irrevocable election to measure such hybrid financial instruments at fair value in its entirety, with subsequent changes in fair value recognized in earnings. This election can be made on an instrument-by-instrument basis. The effective date of this standard is for all financial instruments acquired, issued or subject to a remeasurement event occurring after the beginning of an entity's first fiscal year that begins after September 15, 2006. The adoption of this statement did not have an impact on our financial position, results of operations or disclosures.

In March 2006, the FASB issued SFAS No. 156, *Accounting for Servicing of Financial Assets*. This statement, which is an amendment to SFAS No. 140, will simplify the accounting for servicing assets and liabilities, such as those common with mortgage securitization activities. Specifically, SFAS No. 156 addresses the recognition and measurement of separately recognized servicing assets and liabilities and provides an approach to simplify efforts to obtain hedge-like (offset) accounting. SFAS No. 156 also clarifies when an obligation to service financial assets should be separately recognized as a servicing initially measured at fair value, if practicable, and permits an entity with a separately recognized servicing asset or servicing liability to choose either the amortization or fair value methods for subsequent measurement. The provisions of SFAS No. 156 are effective as of the beginning of the first fiscal year that begins after September 15, 2006. The adoption of this statement did not have an impact on our financial position, results of operations or disclosures.

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes: An Interpretation of FASB Statement No. 109* (FIN 48), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of the beginning of the 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The cumulative change in accounting recorded directly to retained earnings and the effect on 2007 income from operations was not material.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 enhances existing guidance for measuring assets and liabilities using fair value. Before the issuance of SFAS No. 157, guidance for applying fair value was incorporated in several accounting pronouncements. SFAS No. 157 provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities. SFAS No. 157 also emphasizes that fair value is market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under SFAS No. 157, fair value measurements are disclosed by level within that hierarchy. While SFAS No. 157 does not add any new fair value measurements, it does change current practice. Changes to practice include: (1) a requirement for an entity to include its own credit standing in the measurement of its liabilities; (2) a modification of the transaction price presumption; (3) a prohibition on the use of block discounts when valuing large blocks of securities for broker-dealers and investment companies; and (4) a requirement to adjust the value of restricted stock for the effect of the restriction even if the restriction lapses within

one year. SFAS No. 157 is effective for financial statement issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material effect on the financial position, results of operations or disclosures.

In September 2006, the FASB issued No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an Amendment of FASB Statements No. 87, 88, 106 and 123(R) (FASB 158)*. This statement requires companies to recognize a net liability or asset to report the funded status of their defined benefit pension and other post retirement plans on the balance sheet. SFAS 158 requires additional new disclosures to be made in companies' financial statements. SFAS 158 is effective for publicly-held companies for fiscal years ending after December 15, 2006, except for the measurement date provisions, which are effective for fiscal years ending after December 15, 2008. The adoption of this standard did not have an effect on the Company's results of operations or financial position.

In September 2006, the Emerging Issues Task Force issued EITF Issue No. 06-04, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements* ("EITF 06-04"). EITF 06-04 establishes that for certain split-dollar life insurance arrangements, an employer should recognize a liability for future benefits in accordance with currently existing accounting pronouncements based on the substantive agreement with the employee. EITF 06-04 will be effective

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)**Changes in Accounting Principles and Effects of New Accounting Pronouncements (Continued)**

for fiscal years beginning after December 15, 2007. Colony is currently evaluating the impact of the adoption of EITF 06-04 and has not yet determined the impact EITF 06-04 will have on the Colony's consolidated financial statements upon adoption.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment to FASB Statement No. 115*. This statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This statement requires a business entity to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. An entity may decide whether to elect the fair value option for each eligible item on its election date, subject to certain requirements described in the statement. This statement shall be effective as of the beginning of each reporting entity's first fiscal year that begins after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 on its financial position, results of operations and disclosures.

(2) Cash and Due from Banks

Components of cash and balances due from banks are as follows as of September 30, 2007 and December 31, 2006:

	September 30, 2007	December 31, 2006
Cash on Hand and Cash Items	\$ 8,746	\$ 8,308
Noninterest-Bearing Deposits with Other Banks	13,659	18,923
	\$ 22,405	\$ 27,231

As of September 30, 2007, the Banks had required deposits of approximately \$3,517 with the Federal Reserve that was satisfied with cash on hand.

(3) Investment Securities

Investment securities as of September 30, 2007 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U.S. Government Agencies				
Mortgage Backed	\$ 95,783	\$ 186	\$ (715)	\$ 95,254
Other	41,306	147	(177)	41,276

State, County & Municipal	14,438	17	(136)	14,319
Corporate Obligations	3,777	--	(23)	3,754
Asset-Backed Securities	1,000	--	--	1,000
Marketable Equity Securities	2	--	--	2
	\$ 156,306	\$ 350	\$ (1,051)	\$ 155,605
Securities Held to Maturity:				
State, County and Municipal	\$ 69	\$ --	\$ --	\$ 69

The amortized cost and fair value of investment securities as of September 30, 2007, 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.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

	Securities			
	Available for Sale Amortized Cost	Fair Value	Held to Maturity	
			Amortized Cost	Fair Value
Due in One Year or Less	\$ 15,909	\$ 15,821		
Due After One Year Through Five Years	31,957	31,884		
Due After Five Years Through Ten Years	8,628	8,623	\$ 69	\$ 69
Due After Ten Years	4,027	4,021	--	--
	60,521	60,349	69	69
Mortgage Backed Securities	95,783	95,254	--	--
Marketable Equity Securities	2	2	--	--
	\$ 156,306	\$ 155,605	\$ 69	\$ 69

Investment securities as of December 31, 2006 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U.S. Government Agencies				
Mortgage Backed	\$ 80,053	\$ 107	\$ (1,124)	\$ 79,036
Other	54,870	65	(569)	54,366
State, County & Municipal	11,840	36	(136)	11,740
Corporate Obligations	3,787	--	(42)	3,745
Marketable Equity Securities	163	193	(7)	349
	\$ 150,713	\$ 401	\$ (1,878)	\$ 149,236
Securities Held to Maturity:				
State, County and Municipal	\$ 71	\$ --	\$ --	\$ 71

Proceeds from the sale of investments available for sale during first nine months of 2007 totaled \$16,985 compared to \$0 for nine months of 2006. The sale of investments available for sale during 2007 resulted in gross realized gains of \$214 and gross realized losses of \$30.

Investment securities having a carry value approximating \$80,534 and \$86,141 as of September 30, 2007 and December 31, 2006, respectively, were pledged to secure public deposits and for other purposes.

Information pertaining to securities with gross unrealized losses at September 30, 2007 and December 31, 2006 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

Table of Contents**Part I (Continued)**

Item 1 (Continued)

	Less Than 12 Months		12 Months or Greater		Total	
	Gross		Gross		Gross	
	Unrealized		Unrealized		Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
September 30, 2007						
U.S. Government Agencies						
Mortgage Backed	\$ 21,210	\$ (75)	\$ 45,367	\$ (640)	\$ 66,577	\$ (715)
Other	--	--	24,941	(177)	24,941	(177)
State, County and Municipal	6,301	(83)	4,737	(53)	11,038	(136)
Corporate Obligations	984	(16)	997	(7)	1,981	(23)
	\$ 28,495	\$ (174)	\$ 76,042	\$ (877)	\$ 104,537	\$ (1,051)
December 31, 2006						
U.S. Government Agencies						
Mortgage Backed	\$ 11,989	\$ (55)	\$ 52,140	\$ (1,070)	\$ 64,129	\$ (1,125)
Other	5,462	(25)	31,033	(544)	36,495	(569)
State, County and Municipal	2,709	(69)	5,397	(67)	8,106	(136)
Corporate Obligations	1,750	(24)	995	(17)	2,745	(41)
Marketable Equity Securities	--	--	53	(7)	53	(7)
	\$ 21,910	\$ (173)	\$ 89,618	\$ (1,705)	\$ 111,528	\$ (1,878)

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 September 30, 2007, the debt securities with unrealized losses have depreciated 1.00 percent from the Company's amortized cost basis. These securities are guaranteed by either U.S. Government or other governments. These unrealized losses relate principally to current interest rates for similar type of 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. 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.

(4) Loans

The composition of loans as of September 30, 2007 and December 31, 2006 was as follows:

	September 30, 2007	December 31, 2006
Commercial, Financial and Agricultural	\$ 60,742	\$ 61,887

Real Estate – Construction	220,069	193,952
Real Estate – Farmland	44,869	40,936
Real Estate – Other	546,212	549,601
Installment Loans to Individuals	74,358	76,930
All Other Loans	22,042	18,967
	\$ 968,292	\$ 942,273

Nonaccrual loans are loans for which principal and interest are doubtful of collection in accordance with original loan terms and for which accruals of interest have been discontinued due to payment delinquency. Nonaccrual loans totaled \$6,087 and \$8,069 as of

September 30, 2007 and December 31, 2006, respectively and total recorded investment in loans past due 90 days or more and still

accruing interest approximated \$32 and \$9, respectively.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(5) Allowance for Loan Losses

Transactions in the allowance for loan losses are summarized below for nine months ended September 30, 2007 and September 30, 2006 as follows:

	September 30, 2007	September 30, 2006
Balance, Beginning	\$ 11,989	\$ 10,762
Provision Charged to Operating Expenses	2,678	2,990
Loans Charged Off	(1,971)	(2,021)
Loan Recoveries	1,125	577
Balance, Ending	\$ 13,821	\$ 12,308

(6) Premises and Equipment

Premises and equipment are comprised of the following as of September 30, 2007 and December 31, 2006:

	September 30, 2007	December 31, 2006
Land	\$ 7,799	\$ 7,414
Building	20,987	20,886
Furniture, Fixtures and Equipment	12,613	12,060
Leasehold Improvements	994	994
Construction in Progress	108	114
	42,501	41,468
Accumulated Depreciation	(14,960)	(14,015)
	\$ 27,541	\$ 27,453

Depreciation charged to operations totaled \$1,391 and \$1,441 for September 30, 2007 and September 30, 2006, respectively.

Certain Company facilities and equipment are leased under various operating leases. Rental expense approximated \$273 and \$243 for nine months ended September 30, 2007 and September 30, 2006, respectively.

(7) Goodwill and Intangible Assets

The following is an analysis of the goodwill and core deposit intangible asset activity for the nine months ended September 30, 2007 and September 30, 2006:

Nine Months Ended September 30, 2007	Nine Months Ended September 30, 2006
---	---

Goodwill

Balance, Beginning	\$ 2,412	\$ 2,412
Goodwill Acquired	--	--
Balance, Ending	\$ 2,412	\$ 2,412

Net Core Deposit, Intangible

Balance, Beginning	\$ 439	\$ 520
Amortization Expense	(28)	(72)
Balance, Ending	\$ 411	\$ 448

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(7) Goodwill and Intangible Assets (Continued)

The following table reflects the expected amortization for the core deposit intangible at September 30, 2007:

2007	\$	9
2008		36
2009		36
2010		36
2011 and thereafter		294
	\$	411

(8) Income Taxes

The Company records income taxes under SFAS No. 109, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

(9) Deposits

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$1,370 and \$839 as of September 30, 2007 and December 31, 2006.

Components of interest-bearing deposits as of September 30, 2007 and December 31, 2006 are as follows:

	September 30, 2007	December 31, 2006
Interest-Bearing Demand	\$ 177,688	\$ 185,769
Savings	33,335	33,305
Time, \$100,000 and Over	360,549	366,041
Other Time	373,025	379,995
	\$ 944,597	\$ 965,110

At September 30, 2007 and December 31, 2006, the Company had brokered deposits of \$66,171 and \$72,682 respectively. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$100,000 was approximately \$328,031 and \$328,788 as of September 30, 2007 and December 31, 2006, respectively.

As of September 30, 2007 and December 31, 2006, the scheduled maturities of certificates of deposits are as follows:

Maturity

	September 30, 2007	December 31, 2006
One Year and Under	\$ 664,101	\$ 663,217
One to Three Years	49,096	54,524
Three Years and Over	20,377	28,295
	\$ 733,574	\$ 746,036

(10) Other Borrowed Money

Other borrowed money at September 30, 2007 and December 31, 2006 is summarized as follows:

	September 30, 2007	December 31, 2006
Federal Home Loan Bank Advances	\$ 73,500	\$ 61,500
The Banker's Bank Note Payable	100	--
	\$ 73,600	\$ 61,500

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(10) Other Borrowed Money (Continued)

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2008 to 2019 and interest rates ranging from 2.74 percent to 5.93 percent. Under the Blanket Agreement for Advances and Security Agreement with the FHLB, residential first mortgage loans and cash balances held by the FHLB are pledged as collateral for the FHLB advances outstanding. At September 30, 2007, the Company had available line of credit commitments totaling \$88,231, of which \$14,731 was available.

The Banker's Bank Note Payable originated on February 15, 2007 as a line of credit with funds available of \$1,000 at a rate of The Wall Street Prime minus 0.75 percent. Interest payments are due monthly with the entire balance due February 14, 2008. The debt is secured by all furniture, fixtures, equipment and software of Colony Management Services. Colony Bankcorp, Inc. guarantees the debt. As of September 30, 2007, \$900 was available on the line of credit.

The aggregate stated maturities of other borrowed money at September 30, 2007 are as follows:

<u>Year</u>	<u>Amount</u>
2007	\$ 0
2008	9,600
2009	0
2010	1,000
2011 and Thereafter	63,000
	\$ 73,600

The Company also has available federal funds lines of credit with various financial institutions totaling \$47,300, of which \$476 was outstanding at September 30, 2007.

(11) Subordinated Debentures (Trust Preferred Securities)

During the fourth quarter of 2002, the Company formed a second subsidiary whose sole purpose was to issue \$5,000 in Trust Preferred Securities through a pool sponsored by FTN Financial Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At September 30, 2007 the floating-rate securities had a 8.45 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 3.25 percent.

During the second quarter of 2004, the Company formed a third subsidiary whose sole purpose was to issue \$4,500 in Trust Preferred Securities through a pool sponsored by FTN Financial Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At September 30, 2007, the floating rate securities had a 8.37 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 2.68 percent.

During the second quarter of 2006, the Company formed a fourth subsidiary whose sole purpose was to issue \$5,000 in Trust Preferred Securities through a pool sponsored by SunTrust Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At September 30, 2007 the

floating-rate securities had a 6.73 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.50 percent.

During the first quarter of 2007, the Company formed a fifth subsidiary whose sole purpose was to issue \$9,000 in Trust Preferred

Securities through a pool sponsored by Trapeza Capital Management, LLC. The Trust Preferred Securities have a maturity of 30

years and are redeemable after five years with certain exceptions. At September 30, 2007, the floating-rate securities had a 6.88 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.65 percent. Proceeds from this issuance were used to payoff the trust preferred securities with the first subsidiary formed in March 2002 as the Company exercised its option to call.

During the third quarter of 2007, the Company formed a sixth subsidiary whose sole purpose was to issue \$5,000 in Trust Preferred Securities through a pool sponsored by Trapeza Capital Management, LLC. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At September 30, 2007, the floating-rate securities had a 7.10 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.40 percent. Proceeds from this issuance will be used to payoff the trust preferred securities with the second subsidiary formed in December 2002 as the Company exercises its option to call in December 2007.

Table of Contents

Part I (Continued)

Item 1 (Continued)

(11) Subordinated Debentures (Trust Preferred Securities) (Continued)

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 offerings were used to fund the cash portion of the Quitman acquisition, payoff holding company debt, and inject capital into bank subsidiaries.

(12) Restricted Stock – Unearned Compensation

In 1999, the board of directors of Colony Bankcorp, Inc. adopted a restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares (split-adjusted) which may be subject to restricted stock awards is 64,701. During 2000 – 2007, 75,803 split-adjusted shares were issued under this plan and since the plan's inception, 11,539 shares have been forfeited; thus, remaining shares which may be subject to restricted stock awards are 437 at September 30, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period.)

In April 2004, the stockholders of Colony Bankcorp, Inc. adopted a restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares which may be subject to restricted stock awards (split-adjusted) is 143,500. During 2006 - 2007, 20,155 shares were issued under this plan and since the plan's inception 2,198 shares have been forfeited, thus remaining shares which may be subject to restricted stock awards are 125,543 at September 30, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period).

(13) Profit Sharing Plan

The Company has a profit sharing plan that covers substantially all employees who meet certain age and service requirements. It is the Company's policy to make contributions to the plan as approved annually by the board of directors. The total provision for contributions to the plan was \$663 for 2006, \$558 for 2005 and \$479 for 2004.

(14) Commitments and Contingencies

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

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

At September 30, 2007 and December 31, 2006 the following financial instruments were outstanding whose contract amounts represent credit risk:

Contract Amount

	September 30, 2007	December 31, 2006
--	-------------------------------	----------------------

Loan Commitments	\$ 102,185	\$ 105,165
Standby Letters of Credit	3,679	3,279

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.

Table of Contents

Part I (Continued)

Item 1 (Continued)

(14) Commitments and Contingencies (Continued)

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.

Purchase Commitments. As of September 30, 2007, the Company had an outstanding commitment of approximately \$1,967 to construct and furnish an office in Savannah. No draws have been advanced as of September 30, 2007.

Legal Contingencies. In the ordinary course of business, there are various legal proceedings pending against Colony and its subsidiaries. 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.

(15) Deferred Compensation Plan

Two of the Bank subsidiaries have deferred compensation plans covering directors choosing to participate through individual deferred compensation contracts. In accordance with terms of the contracts, the Banks are committed to pay the directors deferred compensation over a specified number of years, beginning at age 65. In the event of a director's death before age 65, payments are made to the director's named beneficiary over a specified number of years, beginning on the first day of the month following the death of the director.

Liabilities accrued under the plans totaled \$1,172 and \$1,108 as of September 30, 2007 and December 31, 2006, respectively. Benefit payments under the contracts were \$140 and \$127 for the nine month period ended September 30, 2007 and September 30, 2006, respectively. Provisions charged to operations totaled \$205 and \$109 for the nine month period ended September 30, 2007 and September 30, 2006, respectively.

Fee income recognized with deferred compensation plans totaled \$104 and \$106 for nine month period ended September 30, 2007 and September 30, 2006, respectively.

(16) Regulatory Capital Matters

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

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 September 30, 2007, 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.

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(16) Regulatory Capital Matters (Continued)

The following table summarizes regulatory capital information as of September 30, 2007 and December 31, 2006 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 September 30, 2007						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 121,355	12.36%	\$ 78,584	8.00%	\$ 98,230	10.00%
Fitzgerald	19,675	12.60	12,491	8.00	15,614	10.00
Ashburn	29,859	11.05	21,612	8.00	27,014	10.00
Worth	15,463	10.82	11,434	8.00	14,299	10.00
Southeast	21,530	11.12	15,555	8.00	19,444	10.00
Quitman	12,750	11.90	8,572	8.00	10,715	10.00
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	\$ 108,356	11.03%	\$ 39,292	4.00%	\$ 58,938	6.00%
Fitzgerald	17,720	11.35	6,246	4.00	9,369	6.00
Ashburn	26,473	9.80	10,806	4.00	16,209	6.00
Worth	13,669	9.56	5,720	4.00	8,579	6.00
Southeast	19,223	9.93	7,777	4.00	11,666	6.00
Quitman	11,409	10.65	4,286	4.00	6,429	6.00
Tier 1 Capital to Average Assets						
Consolidated	\$ 108,356	9.02%	\$ 48,070	4.00%	\$ 60,087	5.00%
Fitzgerald	17,720	8.97	7,902	4.00	9,878	5.00
Ashburn	26,473	7.93	13,353	4.00	16,692	5.00
Worth	13,669	7.71	7,088	4.00	8,860	5.00
Southeast	19,223	9.40	8,179	4.00	10,223	5.00
Quitman	11,409	7.89	5,782	4.00	7,228	5.00

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(16) Regulatory Capital Matters (Continued)

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2006						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 110,304	11.50%	\$ 76,710	8.00%	\$ 95,887	10.00%
Fitzgerald	18,697	11.33	13,206	8.00	16,508	10.00
Ashburn	28,908	10.77	21,464	8.00	26,830	10.00
Worth	14,618	11.02	10,610	8.00	13,262	10.00
Southeast	20,091	10.76	14,934	8.00	18,667	10.00
Quitman	12,183	11.65	8,367	8.00	10,458	10.00
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	\$ 98,235	10.24%	\$ 38,355	4.00%	\$ 57,532	6.00%
Fitzgerald	16,567	10.04	6,603	4.00	9,905	6.00
Ashburn	25,551	9.52	10,732	4.00	16,098	6.00
Worth	12,958	9.77	5,305	4.00	7,957	6.00
Southeast	17,981	9.63	7,467	4.00	11,200	6.00
Quitman	10,985	10.50	4,183	4.00	6,275	6.00
Tier 1 Capital to Average Assets						
Consolidated	\$ 98,235	8.17%	\$ 48,087	4.00%	\$ 60,109	5.00%
Fitzgerald	16,567	8.07	8,207	4.00	10,259	5.00
Ashburn	25,551	7.68	13,306	4.00	16,632	5.00
Worth	12,958	7.44	6,969	4.00	8,711	5.00
Southeast	17,981	8.52	8,445	4.00	10,556	5.00
Quitman	10,985	7.78	5,647	4.00	7,059	5.00

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(17) Financial Information of Colony Bankcorp, Inc. (Parent Only)

The parent company's balance sheets as of September 30, 2007 and December 31, 2006 and the related statements of income and comprehensive income and cash flows are as follows:

COLONY BANKCORP, INC. (PARENT ONLY)
BALANCE SHEETS
SEPTEMBER 30, 2007 AND DECEMBER 31, 2006

ASSETS	September 30, 2007 (Unaudited)	December 31, 2006 (Audited)
Cash	\$ 7,884	\$ 2,224
Premises and Equipment, Net	1,256	1,273
Investment in Subsidiaries, at Equity	102,929	97,270
Other	1,187	999
Totals Assets	\$ 113,256	\$ 101,766
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Dividends Payable	\$ 666	\$ 611
Other	285	315
	951	926
Subordinated Debt	29,384	24,229
Stockholders' Equity		
Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 7,204,775 and 7,189,937 Shares as of September 30, 2007 and December 31, 2006, Respectively	7,205	7,190
Paid-In Capital	24,503	24,257
Retained Earnings	52,019	46,417
Restricted Stock - Unearned Compensation	(343)	(278)
Accumulated Other Comprehensive Loss, Net of Tax	(463)	(975)
	82,921	76,611
Total Liabilities and Stockholders' Equity	\$ 113,256	\$ 101,766

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(17) Financial Information of Colony Bankcorp, Inc. (Parent Only) (Continued)

COLONY BANKCORP, INC. (PARENT ONLY)
STATEMENT OF INCOME AND COMPREHENSIVE INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006
(UNAUDITED)

	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Income		
Dividends from Subsidiaries	\$ 4,544	\$ 5,108
Other	130	79
	4,674	5,187
Expenses		
Interest	1,468	1,415
Salaries and Employee Benefits	793	806
Other	731	589
	2,992	2,810
Income Before Taxes and Equity in Undistributed Earnings of Subsidiaries		
	1,682	2,377
Income Tax (Benefits)	(875)	(788)
Income Before Taxes and Equity in Undistributed Earnings of Subsidiaries		
	2,557	3,165
Equity in Undistributed Earnings of Subsidiaries	5,238	4,376
Net Income		
	7,795	7,541
Other Comprehensive Income, Net of Tax		
Gains (Losses) on Securities Arising During Year	633	242
Reclassification Adjustment	(121)	0
Unrealized Gains (Losses) in Securities		
	512	242
Comprehensive Income		
	\$ 8,307	\$ 7,783

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(17) Financial Information of Colony Bankcorp, Inc. (Parent Only) (Continued)

COLONY BANKCORP, INC. (PARENT ONLY)
STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006
(UNAUDITED)

	2007	2006
Cash Flows from Operating Activities		
Net Income	\$ 7,795	\$ 7,541
Adjustments to Reconcile Net Income to Net Cash Provided from Operating Activities		
Depreciation and Amortization	252	229
Equity in Undistributed Earnings of Subsidiary	(5,238)	(4,376)
Other	(214)	(178)
	2,595	3,216
Cash Flows from Investing Activities		
Capital Infusion in Subsidiary	--	(2,500)
Purchases of Premises and Equipment	(45)	(50)
Investment in Capital Trust	(434)	(155)
Liquidation of Statutory Trust	279	---
	(200)	(2,705)
Cash Flows from Financing Activities		
Dividends Paid	(1,890)	(1,671)
Principal Payments on Other Borrowed Money	--	(2,500)
Proceeds from Issuance of Subordinated Debentures	14,434	5,155
Principal Payment on Subordinated Debentures	(9,279)	---
	3,265	984
Net Increase in Cash	5,660	1,495
Cash, Beginning	2,224	229
Cash, Ending	\$ 7,884	\$ 1,724

Table of Contents**Part I (Continued)**

Item 1 (Continued)

(18) Earnings Per Share

SFAS No. 128 establishes standards for computing and presenting basic and diluted earnings per share. Basic earnings per share is calculated and presented based on income available to common stockholders divided by the weighted average number of shares outstanding during the reporting periods. Diluted earnings per share reflects the potential dilution of restricted stock. The following presents earnings per share for the three months and nine months ended September 30, 2007 and 2006, respectively, under the requirements of Statement 128:

	Three Months Ended September 30, 2007			Three Months Ended September 30, 2006		
	Income Numerator	Common Shares Denominator	EPS	Income Numerator	Common Shares Denominator	EPS
Basic EPS						
Income Available to Common Stockholders	\$ 2,619	7,194	\$ 0.36	\$ 2,622	7,182	\$ 0.36
Dilutive Effect of Potential Common Stock						
Restricted Stock		8			0	
Diluted EPS						
Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	\$ 2,619	7,202	\$ 0.36	\$ 2,622	7,182	\$ 0.36
September 30, 2007						
	Nine Months Ended September 30, 2007			Nine Months Ended September 30, 2006		
	Income Numerator	Common Shares Denominator	EPS	Income Numerator	Common Shares Denominator	EPS
Basic EPS						
Income Available to Common Stockholders	\$ 7,795	7,188	\$ 1.08	\$ 7,541	7,176	\$ 1.05
Dilutive Effect of Potential Common Stock						
Restricted Stock		10			1	
Diluted EPS						

Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	\$	7,795	7,198	\$	1.08	\$	7,541	7,177	\$	1.05
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27

Table of Contents

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 subsidiaries 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.

Table of Contents

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.

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 Company

Colony Bankcorp, Inc. (Colony) is a bank holding company headquartered in Fitzgerald, Georgia that provides, through its wholly owned subsidiaries (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.

Goodwill and Other Intangibles— The Company records all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangibles, at fair value as required by SFAS 141. Goodwill is subject, at a minimum, to annual tests for impairment. Other intangible assets are amortized over their estimated useful lives using straight-line and accelerated methods, and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. The initial goodwill and other intangibles recorded and subsequent impairment analysis require management to make subjective judgments concerning estimates of how the acquired asset will perform in the future. Events and factors that may significantly affect the estimates include, among others, customer attrition, changes in revenue growth trends, specific industry conditions and changes in competition.

Overview

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of

Table of Contents**Part I (Continued)**

Item 2 (Continued)

September 30, 2007 and December 31, 2006, and results of operations for each of three months and nine months in the periods ended September 30, 2007 and 2006. 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.

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 interest earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance for net interest income is the net interest margin or net yield, which is taxable-equivalent net interest income divided by average earning assets. Net income totaled \$2.62 million, or \$0.36 diluted per common share, in three months ended September 30, 2007 compared to \$2.62 million, or \$0.36 diluted per common share, in three months ended September 30, 2006 and net income totaled \$7.80 million or \$1.08 diluted per common share in nine months ended September 30, 2007 compared to \$7.54 million, or \$1.05 diluted per common share in nine months ended September 30, 2006.

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 September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Taxable-equivalent net interest income	\$ 10,885	\$ 10,866	\$ 32,331	\$ 31,592
Taxable-equivalent adjustment	92	72	262	185
Net interest income	10,793	10,794	32,069	31,407
Provision for possible loan losses	850	1,021	2,678	2,990
Noninterest income	1,846	1,898	6,012	5,524
Noninterest expense	7,756	7,680	23,630	22,366
Income before income taxes	4,033	3,991	11,773	11,575
Income Taxes	1,414	1,369	3,978	4,034
Net income	\$ 2,619	\$ 2,622	\$ 7,795	\$ 7,541

Basic per common share:

Net income	\$	0.36	\$	0.36	\$	1.08	\$	1.05
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Diluted per common share:

Net income	\$	0.36	\$	0.36	\$	1.08	\$	1.05
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Return on average assets:

Net income		0.87%		0.90%		0.87%		0.88%
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Return on average equity:

Net income		12.87%		14.45%		13.07%		14.22%
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Net income for three months ended September 30, 2007 decreased \$.003 million, or .11 percent compared to the same period in 2006. The decrease was primarily the result of a decrease of \$0.052 million in non-interest income, an increase of \$0.076 million in non-interest expense and an increase of \$0.045 million in income taxes. This was offset by a decrease of \$0.171 million in provision for possible loan losses.

Table of Contents

Part I (Continued)

Item 2 (Continued)

Net income for nine months ended September 30, 2007 increased \$0.254 million, or 3.37 percent, compared to the same period in 2006. The increase was primarily the result of an increase of \$0.662 million in net interest income, an increase of \$0.488 in noninterest income, a decrease of \$0.312 million in provision for possible loan losses and a decrease of \$0.056 million in income taxes. This was offset by an increase of \$1.264 million in noninterest expense.

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 84.21 percent of total revenue for nine months ended September 30, 2007 and 85.04 percent for the same period a year ago.

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

The Federal Reserve Board influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The Company's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate, which is the rate offered on loans to borrowers with strong credit, began 2001 at 9.50 percent and decreased 475 basis points during 2001 to end the year at 4.75 percent. During 2002, the prime rate decreased 50 basis points to end the year at 4.25 percent. During 2003, the prime rate decreased 25 basis points to end the year at 4.00 percent. During 2004, the prime rate increased 125 basis points to end the year at 5.25 percent and during 2005, the prime rate increased 200 basis points to end the year at 7.25 percent. During 2006, the prime rate increased 100 basis points to end the year at 8.25 percent. The federal funds rate moved similar to prime rate with interest rates of 1.75 percent, 1.25 percent, 1.00 percent, 2.25 percent and 4.25 percent, respectively, as of year-end 2001, 2002, 2003, 2004 and 2005. During 2006, the federal funds rate increased 100 basis points to end the year at 5.25 percent. During the third quarter 2007, the federal funds rate decreased 50 basis points to the current level of 4.75 percent. It is anticipated the Federal Reserve will pause with another possible decrease at year-end.

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.

Table of Contents**Part I (Continued)**

Item 2 (Continued)

Rate/Volume Analysis

The rate/volume analysis presented hereafter illustrates the change from September 30, 2006 to September 30, 2007 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 September 30, 2006 to September 30, 2007 (1)		
	Volume	Rate	Total
Interest Income			
Loans, Net-taxable	\$ 2,490	\$ 3,368	\$ 5,858
Investment Securities			
Taxable	594	524	1,118
Tax-exempt	211	(2)	209
Total Investment Securities	805	522	1,327
Interest-Bearing Deposits in other Banks	12	7	19
Federal Funds Sold	(349)	95	(254)
Other Interest - Earning Assets	1	21	22
Total Interest Income	2,959	4,013	6,972
Interest Expense			
Interest-Bearing Demand and Savings Deposits	32	391	423
Time Deposits	1,353	4,419	5,772
Federal Funds Purchased	21	1	22
Subordinated Debentures	171	(71)	100
Other Borrowed Money	(111)	27	(84)
Total Interest Expense	1,466	4,767	6,233
Net Interest Income	\$ 1,493	\$ (754)	\$ 739

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

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

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

Table of Contents**Part I (Continued)**

Item 2 (Continued)

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 at least a semiannual 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 2-7 year range.

The Company maintains about 38.5 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 the past several years, though the unprecedented 475 basis point decrease by U.S. Federal Reserve in 2001, 50 basis point decrease in 2002 and 25 basis point decrease in 2003 resulted in significant net interest margin pressure. During 2004 and 2005, interest rates increased 125 basis points and 200 basis points respectively, while another 100 basis point increase occurred during 2006, resulting in stable net interest margins during second quarter 2007. The Federal Reserve decreased rates 50 basis points during third quarter resulting in pressure on net interest margins again. Net interest margin decreased to 3.79 percent for nine months ended September 30, 2007 compared to 3.89 percent for the same period a year ago. We anticipate continued margin compression for 2007 given the Federal Reserve's present interest rate forecast of neutral to easing for the balance of 2007.

Taxable-equivalent net interest income for nine months ended September 30, 2007 increased \$0.74 million, or 2.34 percent compared to the same period a year ago. The fluctuation between the comparable periods resulted from the positive impact of growth in the average volume of earning assets that was partially offset by the negative impact of increasing average interest rates. The average volume of earning assets during nine months ended September 30, 2007 increased almost \$55.4 million compared to the same period a year ago while over the same period the net interest margin decreased by 10 basis points from 3.89 percent to 3.79 percent. Growth in average earning assets during 2007 and 2006 was primarily in loans. The decrease in the net interest margin in 2007 was primarily the result of the general increase in market interest rates and the inverted yield curve.

The average volume of loans increased \$40.7 million in nine months ended September 30, 2007 compared to the same period a year ago. The average yield on loans increased 47 basis points in nine months ended September 30, 2007 compared to the same period a year ago. Funding for this growth was primarily provided by deposit growth. The average volume of deposits increased \$45.9 million in nine months ended September 30, 2007 compared to the same period a year ago. Interest-bearing deposits made up 94 percent of the growth in average deposits in nine months ended September 30, 2007. Accordingly, the ratio of average interest-bearing deposits to total average deposits was 92.6 percent in nine months ended September 30, 2007 compared to 92.5 percent in the same period a year ago. This deposit mix, combined with a general increase in market rates, had the effect of (i) increasing the average cost of total deposits by 65 basis points in nine months ended September 30, 2007 compared to the same period a year ago and, (ii) mitigating a portion of the impact of increasing 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 3.38 percent in nine months ended September 30, 2007

compared to 3.57 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 \$2.68 million in nine months ended

September 30, 2007 compared to \$2.99 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.

Table of Contents**Part I (Continued)**

Item 2 (Continued)

NonInterest Income

The components of noninterest income were as follows:

	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2007	2006	2007	2006
Service Charges on Deposit Accounts	\$ 1,224	\$ 1,193	\$ 3,556	\$ 3,380
Other Charges, Commissions and Fees	218	207	703	625
Other	181	318	806	1,003
Mortgage Fee Income	225	180	763	516
Securities Gains (Losses)	(2)	--	184	--
Total	\$ 1,846	\$ 1,898	\$ 6,012	\$ 5,524

Total noninterest income for three months ended September 30, 2007 decreased \$52 thousand, or 2.74 percent compared to the same period a year ago. Total noninterest income for nine months ended September 30, 2007 increased \$488 thousand, or 8.83 percent, compared to the same year ago period. Growth in both periods was primarily in service charges on deposit accounts, mortgage fee income and securities gains. 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 September 30, 2007 increased \$31 thousand, or 2.60 percent, compared to the same period a year ago. Service charges on deposit accounts for the nine months ended September 30, 2007 increased \$176 thousand, or 5.21 percent, compared to the same year ago period. The increase was primarily due to an increase in overdraft fees, which was mostly related to consumer and commercial checking accounts.

Mortgage Fee Income. Mortgage fee income for three months ended September 30, 2007 increased \$45 thousand, or 25.0 percent, compared to the same period year ago. Mortgage fee income for nine months ended September 30, 2007 increased \$247 thousand, or 47.87 percent, compared to the same year ago period. The company anticipates fee income to continue to show an increase over the previous year due to the Company's focus on generating mortgage fee income.

All Other Noninterest Income. Other charges, commissions and fees and other income for three months ended September 30, 2007 decreased \$126 thousand, or 24.00 percent, compared to the same period a year ago. The significant decrease was premiums on the sale of SBA loans which decreased to \$17 thousand for three months ended September 30, 2007 from \$170 thousand for the same period a year ago. Other charges, commissions and fees and other income for nine months ended September 30, 2007 decreased \$119 thousand, or 7.3 percent, compared to the same year ago period. Significant changes included a decrease in premiums on the sale of SBA loans which decreased to \$138 thousand from \$430 thousand in nine months ended September 30, 2007 offset by an increase in the gain realized from unwinding FHLB advances of \$59 thousand from no gain in nine months ended September 30, 2006 and proceeds realized from life insurance death benefit claim of \$101 thousand compared to no benefit in nine months ended September 30, 2006.

Securities Gains. The Company realized losses from the sale of securities of \$2 thousand in third quarter 2007 and gains of \$186 thousand in first and second quarter 2007. The Company was able to reposition its balance sheet to realize higher yields on the investment securities that were sold.

Noninterest Expense

The components of noninterest expense were as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Salaries and Employee Benefits	\$ 4,464	\$ 4,350	\$ 13,693	\$ 12,676
Occupancy and Equipment	1,025	1,047	3,036	3,035
Other	2,267	2,283	6,901	6,655
Total	\$ 7,756	\$ 7,680	\$ 23,630	\$ 22,366

Table of Contents**Part I (Continued)**

Item 2 (Continued)

Total noninterest expense for three months ended September 30, 2007 increased \$76 thousand, or 0.99 percent, compared to the same period a year ago. Total noninterest expense for nine months ended September 30, 2007 increased \$1.264 million, or 5.65 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 September 30, 2007 increased \$114 thousand, or 2.62 percent, compared to the same period a year ago. Salaries and employee benefits expense for the nine months ended September 30, 2007 increased \$1.017 million, or 8.02 percent, compared to the same year ago period. The increase is primarily related to increases in headcount as a result of new offices with the Company's denovo branch expansions. Merit increases, increased insurance premiums and additional staffing for back office support also added to the increased personnel expense.

Occupancy and Equipment. Occupancy and equipment expense has remained relatively flat in both periods with a decrease of \$22 thousand for three months ended September 30, 2007 compared to the same year ago period and an increase of \$1 thousand for nine months ended September 30, 2007 compared to the same year ago period.

All Other Non-Interest Expense. All other noninterest expense for three months ended September 30, 2007 decreased \$16 thousand, or 0.70 percent compared to the same year ago period. All other noninterest expense for nine months ended September 30, 2007 increased \$246 thousand, or 3.70 percent compared to the same year ago period. This increase is primarily attributable to amortization of trust preferred securities placement fees increasing to \$193 thousand for nine months ended September 30, 2007 compared to \$23 thousand in the same period a year ago and one-time reserve of \$100 thousand for deferred compensation benefits due beneficiaries upon the death of an emeritus director.

Sources and Uses of Funds

The following table illustrates, during the years presented, the mix of the Company's funding sources and the assets in which those funds are invested as a percentage of the Company's average total assets for the period indicated. Average assets totaled \$1.201 billion in nine months ended September 30, 2007 compared to \$1.146 billion in nine months ended September 30, 2006.

Source of Funds:	Nine Months Ended September 30,			
	2007		2006	
Deposits:				
Noninterest-Bearing	\$ 75,553	6.29%	\$ 72,811	6.36%
Interest-Bearing	946,877	78.86	903,759	78.87
Federal Funds Purchased	1,258	0.11	717	0.06
Long-term Debt and Other Borrowings	88,693	7.39	89,310	7.79
Other Noninterest-Bearing Liabilities	8,818	0.73	8,551	0.75
Equity Capital	79,518	6.62	70,705	6.17
Total	\$ 1,200,717	100.00%	\$ 1,145,853	100.00%

Uses of Funds:

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Loans	\$ 930,538	77.50%	\$ 891,046	77.76%
Securities	155,658	12.96	131,674	11.49
Federal Funds Sold	30,762	2.56	40,444	3.53
Interest-Bearing Deposits in Other Banks	2,943	0.25	2,612	0.23
Other Interest-Earning Assets	5,233	0.44	5,219	0.46
Other Noninterest-Earning Assets	75,583	6.29	74,858	6.53
Total	\$ 1,200,717	100.00%	\$ 1,145,853	100.00%

35

Table of Contents**Part I (Continued)**

Item 2 (Continued)

Deposits continue to be the Company's primary source of funding. Over the comparable periods, the relative mix of deposits continues to be high in interest-bearing deposits. Interest-bearing deposits totaled 92.61 percent of total average deposits in nine months ended September 30, 2007 compared to 92.54 percent in the same period a year ago.

The Company primarily invests funds in loans and securities. Loans continue to be the largest component of the Company's mix of invested assets. Total loans were \$968 million at September 30, 2007, up 2.76 percent, compared to loans of \$942 million at December 31, 2006. See additional discussion regarding the Company's loan portfolio in the section captioned "Loans" included elsewhere in this discussion. The majority of funds provided by deposit growth have been invested in loans.

Loans

The following table presents the composition of the Company's loan portfolio as of September 30, 2007 and December 31, 2006:

	September 30, 2007	December 31, 2006
Commercial, Financial and Agricultural	\$ 60,742	\$ 61,887
Real Estate		
Construction	220,069	193,952
Mortgage, Farmland	44,869	40,936
Mortgage, Other	546,212	549,601
Consumer	74,358	76,930
Other	22,042	18,967
	968,292	942,273
Unearned Interest and Fees	(405)	(501)
Allowance for Loan Losses	(13,821)	(11,989)
Loans	\$ 954,066	\$ 929,783

The following table presents total loans as of September 30, 2007 according to maturity distribution and/or repricing opportunity on adjustable rate loans:

<u>Maturity and Repricing Opportunity</u>	(\$ in Thousands)
One Year or Less	\$ 654,734
After One Year through Three Years	250,943
After Three Years through Five Years	51,981
Over Five Years	10,634
	\$ 968,292

Overview. Loans totaled \$968 million at September 30, 2007, up 2.76 percent from December 31, 2006 loans of \$942 million. The majority of the Company's loan portfolio is comprised of the real estate loans-other, real estate construction and installment loans to individuals. Real estate-other, which is primarily 1-4 family residential

properties and nonfarm nonresidential properties, made up 56.41 percent and 58.33 percent of total loans, real estate construction made up 22.73 percent and 20.58 percent, while installment loans to individuals made up 7.68 percent and 8.16 percent of total loans at September 30, 2007 and December 31, 2006, respectively. Real estate loans-other include both commercial and consumer balances.

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 a Central Credit 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.

Table of Contents

Part I (Continued)

Item 2 (Continued)

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 borrower's that helps minimize risk. Additionally, consumer trends and outlook reports are reviewed by management on a regular basis.

The Company maintains an independent loan review department that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

Commercial, Financial and Agricultural. Commercial, financial and agricultural loans at September 30, 2007 decreased 1.85 percent from December 31, 2006 to \$61 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. Lending is concentrated in commercial and real estate loans primarily to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management's opinion, do not pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrower's ability to honor their contracts is dependent upon the viability of the real estate economic sector.

Large Credit Relationships. Colony is currently in eighteen counties in middle and south Georgia and include metropolitan markets in Dougherty, Lowndes, Houston, Chatham and Muscogee counties. As a result, the Company originates and maintains large credit relationships with several commercial customers in the ordinary course of business. The Company considers large credit relationships to be those with commitments equal to or in excess of \$5.0 million prior to any portion being sold. Large relationships also include loan participations purchased if the credit relationship with the agent is equal to or in excess of \$5.0 million. In addition to the Company's normal policies and procedures related to the origination of large credits, the Company's Central Credit Committee must approve all new and renewed credit facilities which are part of large credit relationships. The following table provides additional information on the Company's large credit relationships outstanding at period end.

	September 30, 2007				December 31, 2006				
	Number of Relationships	Period End Balances		Number of Relationships	Period End Balances		Number of Relationships	Period End Balances	
Committed		Outstanding	Committed		Outstanding	Committed		Outstanding	
Large Credit Relationships:									
\$10 million and greater	3	\$ 38,188	\$ 22,744	2	\$ 25,692	\$ 18,365			
\$5 million to \$9.9 million	16	\$ 100,158	\$ 95,249	12	\$ 69,485	\$ 62,914			

Maturities and Sensitivities of Loans to Changes in Interest Rates. The following table presents the maturity distribution of the Company's loans at September 30, 2007. The table also presents the portion of loans that have fixed interest rates or variable interest rates that fluctuate over the life of the loans in accordance with changes in an interest rate index such as the prime rate.

Table of Contents**Part I (Continued)**

Item 2 (Continued)

	Due in One Year or Less	After One, but Within Three Years	After Three, but Within Five Years	After Five Years	Total
Loans with fixed interest rates	\$ 282,451	\$ 250,777	\$ 51,970	\$ 10,287	\$ 595,485
Loans with floating interest rates	372,283	166	11	347	372,807
Total	\$ 654,734	\$ 250,943	\$ 51,981	\$ 10,634	\$ 968,292

The Company may renew loans at maturity when requested by a customer whose financial strength appears to support such renewal or when such renewal appears to be in the Company's best interest. In such instances, the Company generally requires payment of accrued interest and may adjust the rate of interest, require a principal reduction or modify other terms of the loan at the time of renewal.

Non-Performing Assets and Potential Problem Loans

Non-performing assets and accruing past due loans as of September 30, 2007 and December 31, 2006 were as follows:

	September 30, 2007	December 31, 2006
Loans accounted for on nonaccrual	\$ 6,087	\$ 8,069
Loans past due 90 days or more	32	9
Other real estate foreclosed	1,240	970
Total non-performing assets	\$ 7,359	\$ 9,048
Non-performing assets as a percentage of:		
Total loans and foreclosed assets	0.76%	0.96%
Total assets	0.61%	0.75%
Accruing past due loans:		
30-89 days past due	\$ 12,108	\$ 10,593
90 or more days past due	32	9
Total accruing past due loans	\$ 12,140	\$ 10,602
Restructured loans	5,690	0

Non-performing assets include non-accrual loans, loans past due 90 days or more, restructured loans and foreclosed real estate. Non-performing assets at September 30, 2007 decreased 18.67 percent from December 31, 2006.

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.

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. A \$5.69 million commercial real estate relationship was restructured during the quarter with a reduction in the market rate of interest. Interest payments were current at quarter end. Management continues to monitor and assess the relationship for any potential loss exposure in the loan.

Foreclosed assets represent property acquired as the result of borrower defaults on loans. Foreclosed assets are recorded at the lower of cost or estimated fair value, less estimated selling costs, at the time of foreclosure. Write-downs occurring at forecl