

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

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

YES ☒ NO ☐

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

YES ☒ NO ☐

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, A NON-ACCELERATED FILER, SMALLER REPORTING COMPANY, OR AN EMERGING GROWTH COMPANY. SEE THE DEFINITIONS OF "LARGE ACCELERATED FILER," "ACCELERATED FILER," "SMALLER REPORTING COMPANY," AND "EMERGING GROWTH COMPANY" IN RULE 12b-2 OF THE EXCHANGE ACT.

LARGE ACCELERATED FILER

ACCELERATED FILER ☒

NON-ACCELERATED FILER

SMALLER REPORTING COMPANY

EMERGING GROWTH COMPANY

(DO NOT CHECK IF A SMALLER REPORTING COMPANY)

IF AN EMERGING GROWTH COMPANY, INDICATE BY CHECK MARK IF THE REGISTRANT HAS ELECTED NOT TO USE THE EXTENDED TRANSITION PERIOD FOR COMPLYING WITH ANY NEW OR REVISED FINANCIAL ACCOUNTING STANDARDS PROVIDED PURSUANT TO SECTION 13(a) OF THE EXCHANGE ACT.

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

YES NO ☒

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

<u>CLASS</u>	<u>OUTSTANDING AT NOVEMBER 2, 2018</u>
COMMON STOCK, \$1 PAR VALUE	8,444,908

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I – Financial Information</u>	
Forward Looking Statement Disclosure	4
Item 1. Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	45
Item 3. Quantitative and Qualitative Disclosures About Market Risk	69
Item 4. Controls and Procedures	69
<u>PART II – Other Information</u>	
	70
Item 1. Legal Proceedings	70
Item 1A. Risk Factors	70
Item 2. Unregistered Sale of Equity Securities and Use of Proceeds	70
Item 3. Defaults Upon Senior Securities	70
Item 4. Mine Safety Disclosures	70
Item 5. Other Information	70
Item 6. Exhibits	70
Signatures	73

Forward Looking Statement Disclosure

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

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

- 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, terrorism or cyberterrorism.
- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.
- Changes in consumer spending, borrowings and savings habits.
- Technological changes.
- Acquisitions and integration of acquired businesses.
- The ability to increase market share and control expenses.
- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiary must comply.
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.
- Changes in the Company's organization, compensation and benefit plans.
- The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.
- 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.

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

PART 1. FINANCIAL INFORMATION

ITEM 1

FINANCIAL STATEMENTS

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

- A. CONSOLIDATED BALANCE SHEETS – SEPTEMBER 30, 2018 (UNAUDITED) AND DECEMBER 31, 2017 (AUDITED).
- B. CONSOLIDATED STATEMENTS OF INCOME – FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (UNAUDITED).
- C. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 AND THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (UNAUDITED).
- D. CONSOLIDATED STATEMENTS OF CASH FLOWS – FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (UNAUDITED).

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

THE RESULTS OF OPERATIONS FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2018 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

PART I (Continued)

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2018 AND DECEMBER 31, 2017
(DOLLARS IN THOUSANDS)

	<u>September 30, 2018</u> (Unaudited)	<u>December 31, 2017</u> (Audited)
ASSETS		
Cash and Cash Equivalents		
Cash and Due from Banks	\$ 10,149	\$ 23,145
Interest-Bearing Deposits	21,764	34,668
Investment Securities		
Available for Sale, at Fair Value	318,032	354,247
Federal Home Loan Bank Stock, at Cost	3,594	3,043
Loans	779,443	765,284
Allowance for Loan Losses	(7,155)	(7,508)
Unearned Interest and Fees	(515)	(495)
	771,773	757,281
Premises and Equipment	27,744	27,639
Other Real Estate (Net of Allowance of \$815 and \$1,451 as of September 30, 2018 and December 31, 2017, Respectively)	2,173	4,256
Other Intangible Assets	18	45
Other Assets	30,949	28,431
Total Assets	<u>\$ 1,186,196</u>	<u>\$ 1,232,755</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits		
Noninterest-Bearing	\$ 177,261	\$ 190,928
Interest-Bearing	833,798	877,057
	1,011,059	1,067,985
Borrowed Money		
Subordinated Debentures	24,229	24,229
Other Borrowed Money	58,500	47,500
	82,729	71,729
Other Liabilities	3,420	2,718
Stockholders' Equity		
Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 8,444,908 and 8,439,258 Shares as of September 30, 2018 and December 31, 2017 respectively	8,445	8,439
Paid-In Capital	25,970	29,145
Retained Earnings	66,916	59,230
Accumulated Other Comprehensive (Loss), Net of Tax Benefits	(12,343)	(6,491)
	88,988	90,323
Total Liabilities and Stockholders' Equity	<u>\$ 1,186,196</u>	<u>\$ 1,232,755</u>

The accompanying notes are an integral part of these statements.

PART I (Continued)

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Interest Income				
Loans, Including Fees	\$ 10,255	\$ 9,754	\$ 30,048	\$ 28,884
Deposits with Other Banks	48	52	192	166
Investment Securities				
U.S. Government Agencies	1,847	1,684	5,635	4,932
State, County and Municipal	25	27	77	87
Corporate Debt	27	23	84	59
Dividends on Other Investments	49	38	134	109
	<u>12,251</u>	<u>11,578</u>	<u>36,170</u>	<u>34,237</u>
Interest Expense				
Deposits	1,564	1,191	4,165	3,559
Federal Funds Purchased	3	-	4	3
Borrowed Money	579	544	1,602	1,554
	<u>2,146</u>	<u>1,735</u>	<u>5,771</u>	<u>5,116</u>
Net Interest Income	<u>10,105</u>	<u>9,843</u>	<u>30,399</u>	<u>29,121</u>
Provision for Loan Losses	61	-	131	335
Net Interest Income After Provision for Loan Losses	<u>10,044</u>	<u>9,843</u>	<u>30,268</u>	<u>28,786</u>
Noninterest Income				
Service Charges on Deposits	1,134	1,169	3,266	3,315
Other Service Charges, Commissions and Fees	803	741	2,414	2,300
Mortgage Fee Income	176	241	507	629
Securities Gains (Losses)	-	-	116	-
Other	292	273	860	974
	<u>2,405</u>	<u>2,424</u>	<u>7,163</u>	<u>7,218</u>
Noninterest Expenses				
Salaries and Employee Benefits	5,110	4,802	15,032	14,467
Occupancy and Equipment	1,052	1,014	3,077	2,965
Other	2,916	2,564	8,106	7,976
	<u>9,078</u>	<u>8,380</u>	<u>26,215</u>	<u>25,408</u>
Income Before Income Taxes	<u>3,371</u>	<u>3,887</u>	<u>11,216</u>	<u>10,596</u>
Income Taxes	<u>676</u>	<u>1,265</u>	<u>2,264</u>	<u>3,424</u>
Net Income	<u>2,695</u>	<u>2,622</u>	<u>8,952</u>	<u>7,172</u>
Preferred Stock Dividends	<u>-</u>	<u>-</u>	<u>-</u>	<u>211</u>
Net Income Available to Common Stockholders	<u>\$ 2,695</u>	<u>\$ 2,622</u>	<u>\$ 8,952</u>	<u>\$ 6,961</u>
Net Income Per Share of Common Stock				
Basic	<u>\$ 0.32</u>	<u>\$ 0.31</u>	<u>\$ 1.06</u>	<u>\$ 0.82</u>
Diluted	<u>\$ 0.32</u>	<u>\$ 0.30</u>	<u>\$ 1.04</u>	<u>\$ 0.81</u>
Cash Dividends Paid Per Share of Common Stock	<u>\$ 0.05</u>	<u>\$ 0.025</u>	<u>\$ 0.15</u>	<u>\$ 0.075</u>
Weighted Average Basic Shares Outstanding	<u>8,439,415</u>	<u>8,439,258</u>	<u>8,439,310</u>	<u>8,439,258</u>
Weighted Average Diluted Shares Outstanding	<u>8,444,816</u>	<u>8,629,523</u>	<u>8,571,516</u>	<u>8,631,566</u>

The accompanying notes are an integral part of these statements.

PART I (Continued)

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
THREE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2018	2017	2018	2017
Net Income	\$ 2,695	\$ 2,622	\$ 8,952	\$ 7,172
Other Comprehensive Income:				
Gains (Losses) on Securities Arising During the Year	(1,945)	300	(7,291)	1,888
Tax Effect	408	(102)	1,531	(642)
Realized Gains on Sale of AFS Securities	-	-	(116)	-
Tax Effect	-	-	24	-
Change in Unrealized Gains (Losses) on Securities				
Available for Sale, Net of Reclassification Adjustment and Tax Effects	(1,537)	198	(5,852)	1,246
Comprehensive Income	\$ 1,158	\$ 2,820	\$ 3,100	\$ 8,418

The accompanying notes are an integral part of these statements.

PART I (Continued)

Item 1 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Nine Months Ended	
	September 30, 2018	September 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 8,952	\$ 7,172
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	1,310	1,240
Provision for Loan Losses	131	335
Securities (Gains)	(116)	-
Amortization and Accretion	909	1,077
(Gain) on Sale of Other Real Estate and Repossessions	(168)	(111)
Provision for Losses on Other Real Estate	201	256
Increase in Cash Surrender Value of Life Insurance	(368)	(404)
Loss on Sale of Premises & Equipment	1	(11)
Provision for Losses on Premises & Equipment	170	-
Other Prepaids, Deferrals and Accruals, Net	813	1,344
	<u>11,835</u>	<u>10,898</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Investment Securities Available for Sale	(20,893)	(54,448)
Proceeds from Maturities, Calls, and Paydowns of Investment Securities:		
Available for Sale	37,667	40,698
Proceeds from Sale of Investment Securities Available for Sale	11,268	-
Interest-Bearing Deposits in Other Banks	12,904	33,593
Net Loans to Customers	(15,380)	(18,360)
Purchase of Premises and Equipment	(2,256)	(913)
Proceeds from Sale of Other Real Estate and Repossessions	2,769	3,168
Federal Home Loan Bank Stock	(551)	(245)
Proceeds from Sale of Premises and Equipment	8	38
	<u>25,536</u>	<u>3,531</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Noninterest-Bearing Customer Deposits	(13,667)	3,647
Interest-Bearing Customer Deposits	(43,259)	(27,741)
Dividends Paid for Preferred Stock	-	(316)
Dividends Paid for Common Stock	(1,266)	(633)
Redemption of Preferred Stock	-	(9,360)
Repurchase of Warrants	(3,175)	-
Payments on Federal Home Loan Bank Advances	(26,500)	-
Proceeds from Federal Home Loan Bank Advances	39,000	5,000
Payments on Other Borrowed Money	(1,507)	(16)
Proceeds from Other Borrowed Money	7	5,016
	<u>(50,367)</u>	<u>(24,403)</u>
Net Decrease in Cash and Cash Equivalents	(12,996)	(9,974)
Cash and Cash Equivalents at Beginning of Period	23,145	28,822
Cash and Cash Equivalents at End of Period	<u>\$ 10,149</u>	<u>\$ 18,848</u>

The accompanying notes are an integral part of these statements.

PART I (Continued)**Item 1 (Continued)****COLONY BANKCORP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(1) Summary of Significant Accounting Policies****Presentation**

Colony Bankcorp, Inc. (the “Company”) is a bank holding company located in Fitzgerald, Georgia. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Colony Bank, Fitzgerald, Georgia (the “Bank”). All significant intercompany accounts have been eliminated in consolidation. The accounting and reporting policies of the Company 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, except for per share amounts.

The consolidated financial statements in this report are unaudited, except for the December 31, 2017 consolidated balance sheet. All adjustments consisting of normal recurring accruals which are, in the opinion of management, necessary for fair presentation of the interim consolidated financial statements, have been included and fairly and accurately present the financial position, results of operations and cash flows of the Company. The results of operations for the nine months ended September 30, 2018 are not necessarily indicative of the results which may be expected for the entire year.

Nature of Operations

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

Use of Estimates

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

Reclassifications

In certain instances, amounts reported in prior years’ consolidated financial statements have been reclassified to conform to statement presentations selected for 2018. Such reclassifications have not affected previously reported stockholders’ equity or net income.

Concentrations of Credit Risk

Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk. At September 30, 2018, approximately 87 percent of the Company’s loan portfolio was concentrated in loans secured by real estate. A substantial portion of borrowers’ ability to honor their contractual obligations is dependent upon the viability of the real estate economic sector. Collateral real estate values that secure land development, construction and speculative real estate loans in the Company’s larger Metropolitan Statistical Area (MSA) markets have started showing signs of stabilization in values in recent years. In addition, a large portion of the Company’s foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis.

PART I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Concentrations of Credit Risk (Continued)

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

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

Investment Securities

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

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

Federal Home Loan Bank Stock

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

Loans

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

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

When management believes there is sufficient doubt as to the collectability 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 collectability of principal. Loans are returned to an accrual status when factors indicating doubtful collectability on a timely basis no longer exist.

PART I (Continued)**Item 1 (Continued)****(1) Summary of Significant Accounting Policies (Continued)****Loans Modified in a Troubled Debt Restructuring (“TDR”)**

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

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 inability to collect a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

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

The allowance consists of specific, historical and general components. The specific component relates to loans that are classified as either doubtful, substandard or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan are lower than the carrying value of that loan. The historical component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. A general component is maintained to cover uncertainties that could affect management’s estimate of probable losses. The general component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and historical losses in the portfolio. General valuation allowances are based on internal and external qualitative risk factors such as (1) changes in lending policies and procedures, including changes in underwriting standards and collections, charge offs, and recovery practices, (2) changes in international, national, regional, and local conditions, (3) changes in the nature and volume of the portfolio and terms of loans, (4) changes in the experience, depth, and ability of lending management, (5) changes in the volume and severity of past due loans and other similar conditions, (6) changes in the quality of the organization’s loan review system, (7) changes in the value of underlying collateral for collateral dependent loans, (8) the existence and effect of any concentrations of credit and changes in the levels of such concentrations, and (9) the effect of other external factors (i.e. competition, legal and regulatory requirements) on the level of estimated credit losses.

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

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s obtainable market price or the fair value of the collateral if the loan is collateral dependent.

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

A significant portion of the Company's impaired loans are deemed to be collateral dependent. Management therefore measures impairment on these loans based on the fair value of the collateral. Collateral values are determined based on appraisals performed by qualified licensed appraisers hired by the Company or by senior members of the Company's credit administration staff. The decision whether or not to obtain an external third-party appraisal usually depends on the type of property being evaluated. External appraisals are usually obtained on more complex, income producing properties such as hotels, shopping centers and businesses. Less complex properties such as residential lots, farm land and single family houses may be evaluated internally by senior credit administration staff. When the Company does obtain appraisals from external third-parties, the values utilized in the impairment calculation are "as is" or current market values. The appraisals, whether prepared internally or externally, may utilize a single valuation approach or a combination of approaches including the comparable sales, income and cost approach. Appraised amounts used in the impairment calculation are typically discounted 10 percent to account for selling and marketing costs, if the repayment of the loan is to come from the sale of the collateral. Although appraisals are not obtained each year on all impaired loans, the collateral values used in the impairment calculations are evaluated quarterly by management. Based on management's knowledge of the collateral and the current real estate market conditions, appraised values may be further discounted to reflect facts and circumstances known to management since the most recent appraisal was performed.

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

Premises and Equipment

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

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

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

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

Intangible Assets

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

Transfers of Financial Assets

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

PART I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

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, interest-bearing checking accounts, savings accounts, loans and certificates of deposit are reported net.

Advertising Costs

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

Income Taxes

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

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

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

Other Real Estate

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

Bank-Owned Life Insurance

The Company has purchased life insurance on the lives of certain key members of management and directors. The life insurance policies are recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or amounts due that are probable at settlement, if applicable. Increases in the cash surrender value are recorded as other income in the consolidated statements of income. The cash surrender value of the insurance contracts is recorded in other assets on the consolidated balance sheets in the amount of \$17,457 and \$17,089 as of September 30, 2018 and December 31, 2017, respectively.

PART I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

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

Off-Balance Sheet Credit Related Financial Instruments

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

Changes in Accounting Principles and Effects of New Accounting Pronouncements

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. On January 1, 2018, the Company adopted ASU 2014-09 and all subsequent amendments to the ASU and ASC 606 which (1) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (2) revises when it is appropriate to recognize a gain (loss) from the transfer of nonfinancial assets, such as other real estate owned. The majority of the Company's revenues came from interest income and other sources, including loans and investment securities, that are outside the scope of ASC 606. With the exception of gain/losses on the sale of other real estate owned, the Company's services that fall within the scope of ASC 606 are presented within noninterest income and are recognized as revenue as the Company satisfies its obligations to the customer. Services within the scope of ASC 606 reported in noninterest income include service charges on deposit accounts, debit card interchange fees, and ATM fees. The net of gains and losses on the sale of other real estate owned are recorded in other noninterest expenses in the Company's consolidated statements of income. The adoption of ASC 606 did not change the timing or amount of revenue recognized for the Company. Accordingly, no cumulative effect adjustment was recorded under the modified retrospective transition method. See Note 15 for further discussion on the Company's accounting policies for revenue source within the scope of ASC 606.

ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01, among other things, (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (viii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale. ASU 2016-01 is effective for the Company on January 1, 2018. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

ASU 2016-02, *Leases (Topic 842)*. This ASU requires lessees to put most leases on their balance sheets but recognize expenses in the income statement in a manner similar to current accounting treatment. This ASU changes the guidance on sale-leaseback transactions, initial direct costs and lease execution costs, and, for lessors, modifies the classification criteria and the accounting for sales-type and direct financing leases. For public business entities, this ASU is effective for annual periods beginning after December 15, 2018, and interim periods therein. Entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. The Company is evaluating the impact of this ASU on its financial statements and disclosures.

PART I (Continued)

Item 1 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Changes in Accounting Principles and Effects of New Accounting Pronouncements (Continued)

ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326)*. This ASU sets forth a “current expected credit loss” (CECL) model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable supported forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. This ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently assessing the impact of the adoption of this ASU on its consolidated financial statements.

ASU 2016-15, *Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance related to certain cash flow issues in order to reduce the current and potential future diversity in practice. ASU 2016-15 is effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

ASU 2017-08, *Premium Amortization on Purchased Callable Debt Securities*. This ASU shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. Today, entities generally amortize the premium over the contractual life of the security. The new guidance does not change the accounting for purchased callable debt securities held at a discount; the discount continues to be amortized to maturity. ASU No. 2017-08 is effective for interim and annual reporting periods beginning after December 15, 2018; early adoption is permitted. The guidance calls for a modified retrospective transition approach under which a cumulative-effect adjustment will be made to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company is currently evaluating the provisions of ASU No. 2017-08 to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

ASU 2018-02, *Income Statement – Reporting Comprehensive Income (Topic 220) . Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. This ASU allows an entity to elect a reclassification from accumulated other comprehensive income (AOCI) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (TCJA). ASU 2018-02 is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. The Company elected to early adopt the provisions of ASU 2018-02 in the fourth quarter of 2017 and, as a result, reclassified \$1.1 million from AOCI to retained earnings as of December 31, 2017.

ASU 2018-13, *Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820)*. This ASU modifies the disclosure requirements on fair value measurements. ASU 2018-13 is effective for interim and annual reporting periods after December 15, 2019; early adoption is permitted. The Company is currently evaluating the provisions of ASU 2018-13 to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

PART I (Continued)**Item 1 (Continued)****(2) Investment Securities**

Investment securities as of September 30, 2018 and December 31, 2017 are summarized as follows:

September 30, 2018

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U. S. Government Agencies Mortgage-Backed	\$ 326,676	\$ 52	\$ (15,550)	\$ 311,178
State, County & Municipal	4,024	4	(56)	3,972
Corporate Bonds	2,956	-	(74)	2,882
	<u>\$ 333,656</u>	<u>\$ 56</u>	<u>\$ (15,680)</u>	<u>\$ 318,032</u>

December 31, 2017

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U. S. Government Agencies Mortgage-Backed	\$ 354,931	\$ 258	\$ (8,466)	\$ 346,723
State, County & Municipal	4,493	23	(23)	4,493
Corporate Bonds	2,048	12	-	2,060
Asset-Backed	993	-	(22)	971
	<u>\$ 362,465</u>	<u>\$ 293</u>	<u>\$ (8,511)</u>	<u>\$ 354,247</u>

The amortized cost and fair value of investment securities as of September 30, 2018, by contractual maturity, are shown hereafter. Expected maturities may differ from contractual maturities for certain investments because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. This is often the case with mortgage-backed securities, which are disclosed separately in the table below.

	Securities	
	Available for Sale	
	Amortized Cost	Fair Value
Due In One Year or Less	\$ 358	\$ 356
Due After One Year Through Five Years	4,311	4,232
Due After Five Years Through Ten Years	1,134	1,136
Due After Ten Years	1,177	1,130
	<u>\$ 6,980</u>	<u>\$ 6,854</u>
Mortgage-Backed Securities	326,676	311,178
	<u>\$ 333,656</u>	<u>\$ 318,032</u>

Proceeds from the sale of investments available for sale totaled \$11,268 for the first nine months of 2018. The sale of investments available for sale during the first nine months of 2018 resulted in gross realized gains of \$116 and losses of \$0. The Bank did not sell any investments during the first nine months of 2017. Therefore the Bank did not have any proceeds, gains or losses during the first nine months of 2017.

Investment securities having a carrying value approximating \$126,869 and \$175,484 as of September 30, 2018 and December 31, 2017, respectively, were pledged to secure public deposits and for other purposes.

PART I (Continued)**Item 1 (Continued)****(2) Investment Securities (Continued)**

Information pertaining to securities with gross unrealized losses at September 30, 2018 and December 31, 2017 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
September 30, 2018						
U. S. Government Agencies						
Mortgage-Backed	\$ 96,095	\$ (3,370)	\$ 209,451	\$ (12,180)	\$ 305,546	\$ (15,550)
State, County and Municipal	2,498	(21)	1,258	(35)	3,756	(56)
Corporate Bonds	2,000	(35)	882	(39)	2,882	(74)
	<u>\$ 100,593</u>	<u>\$ (3,426)</u>	<u>\$ 211,591</u>	<u>\$ (12,254)</u>	<u>\$ 312,184</u>	<u>\$ (15,680)</u>
December 31, 2017						
U.S. Government Agencies						
Mortgage-Backed	\$ 120,139	\$ (1,655)	\$ 190,196	\$ (6,811)	\$ 310,335	\$ (8,466)
State, County and Municipal	2,598	(23)	-	-	2,598	(23)
Asset-Backed	971	(22)	-	-	971	(22)
	<u>\$ 123,708</u>	<u>\$ (1,700)</u>	<u>\$ 190,196</u>	<u>\$ (6,811)</u>	<u>\$ 313,904</u>	<u>\$ (8,511)</u>

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, 2018, 151 securities have unrealized losses which have depreciated 4.78 percent from the Company's amortized cost basis. These securities are guaranteed by either the U.S. Government, other governments or U.S. corporations. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other than temporary.

PART I (Continued)

Item 1 (Continued)

(3) Loans

The following table presents the composition of loans segregated by class of loans, as of September 30, 2018 and December 31, 2017.

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
Commercial and Agricultural		
Commercial	\$ 47,292	\$ 48,122
Agricultural	21,415	16,443
Real Estate		
Commercial Construction	53,570	45,214
Residential Construction	12,897	8,583
Commercial	349,408	351,172
Residential	189,153	194,049
Farmland	70,069	67,768
Consumer and Other		
Consumer	18,623	18,956
Other	17,016	14,977
Total Loans	<u>\$ 779,443</u>	<u>\$ 765,284</u>

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

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

PART I (Continued)**Item 1 (Continued)**

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

(3) Loans (Continued)

- Grades 1 and 2 – Borrowers with these assigned grades range in risk from virtual absence of risk to minimal risk. Such loans may be secured by Company-issued and controlled certificates of deposit or properly-margined equity securities or bonds. Other loans comprising these grades are made to companies that have been in existence for a long period of time with many years of consecutive profits and strong equity, good liquidity, excellent debt service ability and unblemished past performance, or to exceptionally strong individuals with collateral of unquestioned value that fully secures the loans. Loans in this category fall into the “pass” classification.
- Grades 3 and 4 – Loans assigned these “pass” risk grades are made to borrowers with acceptable credit quality and risk. The risk ranges from loans with no significant weaknesses in repayment capacity and collateral protection to acceptable loans with one or more risk factors considered to be more than average.
- Grade 5 – This grade includes “special mention” loans on management’s watch list and is intended to be used on a temporary basis for pass grade loans where risk-modifying action is intended in the short-term.
- Grade 6 – This grade includes “substandard” loans in accordance with regulatory guidelines. This category includes borrowers with well-defined weaknesses that jeopardize the payment of the debt in accordance with the agreed terms. Loans considered to be impaired are assigned this grade, and these loans often have assigned loss allocations as part of the allowance for loan and lease losses. Generally, loans on which interest accrual has been stopped would be included in this grade.
- Grades 7 and 8 – These grades correspond to regulatory classification definitions of “doubtful” and “loss,” respectively. In practice, any loan with these grades would be for a very short period of time, and generally the Company has no loans with these assigned grades. Management manages the Company’s problem loans in such a way that uncollectible loans or uncollectible portions of loans are charged off immediately with any residual, collectible amounts assigned a risk grade of 6.

The following table presents the loan portfolio by credit quality indicator (risk grade) as of September 30, 2018 and December 31, 2017. Those loans with a risk grade of 1, 2, 3 or 4 have been combined in the pass column for presentation purposes. For the period ending September 30, 2018, the Company did not have any loans classified as “doubtful” or a “loss”.

September 30, 2018

	<u>Pass</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Total Loans</u>
Commercial and Agricultural				
Commercial	\$ 45,612	\$ 847	\$ 833	\$ 47,292
Agricultural	20,026	919	470	21,415
Real Estate				
Commercial Construction	52,181	631	758	53,570
Residential Construction	12,897	-	-	12,897
Commercial	335,844	7,000	6,564	349,408
Residential	173,987	4,543	10,623	189,153
Farmland	66,002	2,002	2,065	70,069
Consumer and Other				
Consumer	18,239	38	346	18,623
Other	17,010	6	-	17,016
Total Loans	<u>\$ 741,798</u>	<u>\$ 15,986</u>	<u>\$ 21,659</u>	<u>\$ 779,443</u>

PART I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

December 31, 2017

	<u>Pass</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Total Loans</u>
Commercial and Agricultural				
Commercial	\$ 46,469	\$ 825	\$ 828	\$ 48,122
Agricultural	15,868	175	400	16,443
Real Estate				
Commercial Construction	41,282	578	3,354	45,214
Residential Construction	8,583	-	-	8,583
Commercial	338,776	7,663	4,733	351,172
Residential	177,963	4,865	11,221	194,049
Farmland	66,335	444	989	67,768
Consumer and Other				
Consumer	18,496	53	407	18,956
Other	14,969	8	-	14,977
Total Loans	<u>\$ 728,741</u>	<u>\$ 14,611</u>	<u>\$ 21,932</u>	<u>\$ 765,284</u>

A loan's risk grade is assigned at the inception of the loan and is based on the financial strength of the borrower and the type of collateral. Loan risk grades are subject to reassessment at various times throughout the year as part of the Company's ongoing loan review process. Loans with an assigned risk grade of 6 or below and an outstanding balance of \$250,000 or more are reassessed on a quarterly basis. During this reassessment process individual reserves may be identified and placed against certain loans which are not considered impaired.

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

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due or when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provision. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due.

PART I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table represents an age analysis of past due loans and nonaccrual loans, segregated by class of loans, as of September 30, 2018 and December 31, 2017:

September 30, 2018

	Accruing Loans			Nonaccrual Loans	Current Loans	Total Loans
	30-89 Days	90 Days or More	Total Accruing Loans Past			
	Past Due	Past Due	Due			
Commercial and Agricultural						
Commercial	\$ 376	\$ -	\$ 376	\$ 471	\$ 46,445	\$ 47,292
Agricultural	65	-	65	423	20,927	21,415
Real Estate						
Commercial Construction	141	-	141	505	52,924	53,570
Residential Construction	-	-	-	-	12,897	12,897
Commercial	895	-	895	2,277	346,236	349,408
Residential	2,485	-	2,485	2,219	184,449	189,153
Farmland	58	-	58	2,066	67,945	70,069
Consumer and Other						
Consumer	141	1	142	175	18,306	18,623
Other	9	-	9	-	17,007	17,016
Total Loans	\$ 4,170	\$ 1	\$ 4,171	\$ 8,136	\$ 767,136	\$ 779,443

December 31, 2017

	Accruing Loans			Nonaccrual Loans	Current Loans	Total Loans
	30-89 Days	90 Days or More	Total Accruing Loans Past			
	Past Due	Past Due	Due			
Commercial and Agricultural						
Commercial	\$ 329	\$ -	\$ 329	\$ 598	\$ 47,195	\$ 48,122
Agricultural	111	-	111	399	15,933	16,443
Real Estate						
Commercial Construction	27	-	27	477	44,710	45,214
Residential Construction	119	-	119	-	8,464	8,583
Commercial	919	-	919	2,172	348,081	351,172
Residential	2,482	-	2,482	2,830	188,737	194,049
Farmland	318	-	318	839	66,611	67,768
Consumer and Other						
Consumer	246	-	246	188	18,522	18,956
Other	7	-	7	-	14,970	14,977
Total Loans	\$ 4,558	\$ -	\$ 4,558	\$ 7,503	\$ 753,223	\$ 765,284

PART I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of September 30, 2018:

September 30, 2018

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
Commercial	\$ 472	\$ 472	\$ -	\$ 508	\$ 13	\$ 15
Agricultural	444	423	-	375	14	21
Commercial Construction	102	102	-	54	3	3
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	9,758	9,758	-	10,759	345	352
Residential Real Estate	3,954	3,868	-	4,052	141	145
Farmland	2,067	2,065	-	1,189	46	75
Consumer	175	175	-	193	9	10
Other	-	-	-	-	-	-
	<u>16,972</u>	<u>16,863</u>	<u>-</u>	<u>17,130</u>	<u>571</u>	<u>621</u>
With An Allowance Recorded						
Commercial	-	-	-	-	-	-
Agricultural	-	-	-	-	-	-
Commercial Construction	471	471	44	483	3	3
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	5,800	5,800	1,394	5,478	185	187
Residential Real Estate	35	35	20	54	2	2
Farmland	366	366	29	368	18	18
Consumer	-	-	-	-	-	-
Other	-	-	-	-	-	-
	<u>6,672</u>	<u>6,672</u>	<u>1,487</u>	<u>6,383</u>	<u>208</u>	<u>210</u>
Total						
Commercial	472	472	-	508	13	15
Agricultural	444	423	-	375	14	21
Commercial Construction	573	573	44	537	6	6
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	15,558	15,558	1,394	16,237	530	539
Residential Real Estate	3,989	3,903	20	4,106	143	147
Farmland	2,433	2,431	29	1,557	64	93
Consumer	175	175	-	193	9	10
Other	-	-	-	-	-	-
	<u>\$ 23,644</u>	<u>\$ 23,535</u>	<u>\$ 1,487</u>	<u>\$ 23,513</u>	<u>\$ 779</u>	<u>\$ 831</u>

PART I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of December 31, 2017:

December 31, 2017

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
Commercial	\$ 599	\$ 599	\$ -	\$ 634	\$ 33	\$ 34
Agricultural	485	398	-	297	11	19
Commercial Construction	54	54	-	141	3	4
Residential Construction	-	-	-	79	-	-
Commercial Real Estate	12,637	12,637	-	12,808	560	550
Residential Real Estate	4,978	4,580	-	4,566	212	227
Farmland	840	839	-	791	54	58
Consumer	188	188	-	186	9	9
	<u>19,781</u>	<u>19,295</u>	<u>-</u>	<u>19,502</u>	<u>882</u>	<u>901</u>
With An Allowance Recorded						
Commercial	-	-	-	-	-	-
Agricultural	-	-	-	-	-	-
Commercial Construction	493	493	66	241	23	33
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	5,729	5,729	1,713	6,599	229	237
Residential Real Estate	109	109	27	482	4	7
Farmland	371	371	21	376	22	22
Consumer	-	-	-	-	-	-
	<u>6,702</u>	<u>6,702</u>	<u>1,827</u>	<u>7,698</u>	<u>278</u>	<u>299</u>
Total						
Commercial	599	599	-	634	33	34
Agricultural	485	398	-	297	11	19
Commercial Construction	547	547	66	382	26	37
Residential Construction	-	-	-	79	-	-
Commercial Real Estate	18,366	18,366	1,713	19,407	789	787
Residential Real Estate	5,087	4,689	27	5,048	216	234
Farmland	1,211	1,210	21	1,167	76	80
Consumer	188	188	-	186	9	9
	<u>\$ 26,483</u>	<u>\$ 25,997</u>	<u>\$ 1,827</u>	<u>\$ 27,200</u>	<u>\$ 1,160</u>	<u>\$ 1,200</u>

PART I (Continued)

Item 1 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of September 30, 2017:

September 30, 2017

	Unpaid Contractual Principal Balance	Impaired Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Interest Income Collected
With No Related Allowance Recorded						
Commercial	\$ 653	\$ 653	\$ -	\$ 642	\$ 28	\$ 28
Agricultural	342	322	-	271	5	12
Commercial Construction	176	176	-	163	4	5
Residential Construction	198	198	-	99	5	5
Commercial Real Estate	10,775	10,775	-	12,851	368	356
Residential Real Estate	5,506	4,718	-	4,563	156	176
Farmland	841	839	-	779	54	58
Consumer	180	179	-	186	5	5
	<u>18,671</u>	<u>17,860</u>	<u>-</u>	<u>19,554</u>	<u>625</u>	<u>645</u>
With An Allowance Recorded						
Commercial	-	-	-	-	-	-
Agricultural	-	-	-	-	-	-
Commercial Construction	497	497	69	178	22	32
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	7,124	7,124	1,471	6,817	201	202
Residential Real Estate	37	37	21	575	(1)	2
Farmland	373	373	24	377	17	16
Consumer	-	-	-	-	-	-
	<u>8,031</u>	<u>8,031</u>	<u>1,585</u>	<u>7,947</u>	<u>239</u>	<u>252</u>
Total						
Commercial	653	653	-	642	28	28
Agricultural	342	322	-	271	5	12
Commercial Construction	673	673	69	341	26	37
Residential Construction	198	198	-	99	5	5
Commercial Real Estate	17,899	17,899	1,471	19,668	569	558
Residential Real Estate	5,543	4,755	21	5,138	155	178
Farmland	1,214	1,212	24	1,156	71	74
Consumer	180	179	-	186	5	5
	<u>\$ 26,702</u>	<u>\$ 25,891</u>	<u>\$ 1,585</u>	<u>\$ 27,501</u>	<u>\$ 864</u>	<u>\$ 897</u>

PART I (Continued)**Item 1 (Continued)****(3) Loans (Continued)**

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

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

As discussed in Note 1, Summary of Significant Accounting Policies, once a loan is identified as a TDR, it is accounted for as an impaired loan. The Company had no unfunded commitments to lend to a customer that has a troubled debt restructured loan as of September 30, 2018. The Company had one commercial construction real estate loan totaling \$402 thousand that was restructured during the three month period ended September 30, 2018 and for the nine month period ended September 30, 2018. There were no loan contracts restructured during the three month period ended and the nine month period ended September 30, 2017. Loans modified in a troubled debt restructuring are considered to be in default once the loan becomes 90 days past due. A TDR may cease being classified as impaired if the loan is subsequently modified at market terms and, has performed according to the modified terms for at least six months, and there has not been any prior principal forgiveness on a cumulative basis.

The Company did not have any TDRs that subsequently defaulted for the three months ended September 30, 2018 and had one loan that subsequently defaulted during the nine months ended September 30, 2018. The loan totaling \$131 thousand failed to continue to perform as agreed and was moved to non-accrual status.

PART I (Continued)**Item 1 (Continued)****(4) Allowance for Loan Losses**

The following tables detail activity in the allowance for loan losses, segregated by class of loan, for the nine month period ended September 30, 2018 and September 30, 2017. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other loan categories and periodically may result in reallocation within the provision categories.

September 30, 2018

	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Commercial and Agricultural					
Commercial	\$ 447	\$ (118)	\$ 114	\$ (59)	\$ 384
Agricultural	186	(123)	7	245	315
Real Estate					
Commercial Construction	1,216	-	39	(1,130)	125
Residential Construction	-	-	-	17	17
Commercial	3,874	(258)	39	626	4,281
Residential	968	(124)	83	255	1,182
Farmland	780	-	11	(61)	730
Consumer and Other					
Consumer	34	(214)	59	214	93
Other	3	-	1	24	28
	<u>\$ 7,508</u>	<u>\$ (837)</u>	<u>\$ 353</u>	<u>\$ 131</u>	<u>\$ 7,155</u>

September 30, 2017

	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Commercial and Agricultural					
Commercial	\$ 456	\$ (215)	\$ 124	\$ 71	\$ 436
Agricultural	168	(160)	3	238	249
Real Estate					
Commercial Construction	323	(49)	241	473	988
Residential Construction	13	-	-	(7)	6
Commercial	5,751	(966)	523	(1,085)	4,223
Residential	1,396	(648)	47	334	1,129
Farmland	722	(61)	2	209	872
Consumer and Other					
Consumer	80	(184)	60	100	56
Other	14	-	2	2	18
	<u>\$ 8,923</u>	<u>\$ (2,283)</u>	<u>\$ 1,002</u>	<u>\$ 335</u>	<u>\$ 7,977</u>

Management continually evaluates the allowance for loan losses methodology seeking to refine and enhance this process as appropriate, and it is likely that the methodology will continue to evolve over time.

(4) Allowance for Loan Losses (Continued)

The Company determines its individual reserves during its quarterly review of substandard loans. This process involves reviewing all loans with a risk grade of 6 or greater and an outstanding balance of \$250,000 or more, regardless of the loans impairment classification. At September 30, 2018, there were 139 impaired loans totaling \$4.0 million below the \$250,000 review threshold which were not individually reviewed for impairment. Those loans were subject to the bank’s general loan loss reserve methodology and are included in the “Collectively Evaluated for Impairment” column of the following tables. Likewise, at September 30, 2017, there were 155 impaired loans totaling \$4.5 million which were below the \$250,000 review threshold and were subject to the bank’s general loan loss reserve methodology and are included in the “Collectively Evaluated for Impairment” column of the following tables.

Since not all loans in the substandard category are considered impaired, this quarterly review process may result in the identification of specific reserves on unimpaired loans. Management considers those loans graded substandard, but not classified as impaired, to be higher risk loans and, therefore, makes specific allocations to the allowance for those loans if warranted. The total of such loans is \$8.73 million and \$12.68 million as of September 30, 2018 and 2017, respectively. Specific allowance allocations were made for these loans totaling \$1.25 million and \$1.49 million as of September 30, 2018 and 2017, respectively. Since these loans are not considered impaired, both the loan balance and related specific allocation are included in the “Collectively Evaluated for Impairment” column of the following tables.

PART I (Continued)**Item 1 (Continued)****(4) Allowance for Loan Losses (Continued)**

The following tables present breakdowns of the allowance for loan losses, segregated by impairment methodology for September 30, 2018 and 2017:

September 30, 2018

	Ending Allowance Balance			Ending Loan Balance		
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Commercial and Agricultural						
Commercial	\$ -	\$ 384	\$ 384	\$ 39	\$ 47,253	\$ 47,292
Agricultural	-	315	315	27	21,388	21,415
Real Estate						
Commercial Construction	44	81	125	471	53,099	53,570
Residential Construction	-	17	17	-	12,897	12,897
Commercial	1,394	2,887	4,281	15,164	334,244	349,408
Residential	20	1,162	1,182	1,753	187,400	189,153
Farmland	29	701	730	2,103	67,966	70,069
Consumer and Other						
Consumer	-	93	93	-	18,623	18,623
Other	-	28	28	-	17,016	17,016
Total End of Period Balance	\$ 1,487	\$ 5,668	\$ 7,155	\$ 19,557	\$ 759,886	\$ 779,443

September 30, 2017

	Ending Allowance Balance			Ending Loan Balance		
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Commercial and Agricultural						
Commercial	\$ -	\$ 436	\$ 436	\$ 77	\$ 45,286	\$ 45,363
Agricultural	-	249	249	5	25,241	25,246
Real Estate						
Commercial Construction	69	919	988	497	36,036	36,533
Residential Construction	-	6	6	-	8,905	8,905
Commercial	1,471	2,752	4,223	17,605	328,646	346,251
Residential	21	1,108	1,129	2,204	194,128	196,332
Farmland	24	848	872	1,038	70,865	71,903
Consumer and Other						
Consumer	-	56	56	-	18,677	18,677
Other	-	18	18	-	20,836	20,836
Total End of Period Balance	\$ 1,585	\$ 6,392	\$ 7,977	\$ 21,426	\$ 748,620	\$ 770,046

PART I (Continued)**Item 1 (Continued)****(5) Other Real Estate Owned**

The aggregate carrying amount of Other Real Estate Owned (OREO) at September 30, 2018 and December 31, 2017 was \$2,173 and \$4,256, respectively. All of the Company's other real estate owned represents properties acquired through foreclosure or deed in lieu of foreclosure. The following table details the change in OREO for the nine months ended September 30, 2018 and the year ended December 31, 2017.

	Nine Months Ended September 30, 2018	Twelve Months Ended December 31, 2017
Balance, Beginning	\$ 4,256	\$ 6,439
Additions	674	1,725
Sales of OREO	(2,718)	(3,787)
Gains (Losses) on Sale	162	213
Provision for Losses	(201)	(334)
Balance, Ending	\$ 2,173	\$ 4,256

At September 30, 2018, the Company held \$485 thousand of residential real estate property as foreclosed property compared to \$479 thousand as of December 31, 2017. Also at September 30, 2018, \$71 thousand of consumer mortgage loans collateralized by residential real estate property were in the process of foreclosure according to local requirements of the applicable jurisdictions. At December 31, 2017, only \$184 thousand of consumer mortgage loans collateralized by residential real estate property were in the process of foreclosure according to local requirements of the applicable jurisdictions.

(6) Deposits

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$459 and \$475 as of September 30, 2018 and December 31, 2017.

Components of interest-bearing deposits as of September 30, 2018 and December 31, 2017 are as follows:

	Nine Months Ended September 30, 2018	Twelve Months Ended December 31, 2017
Interest-Bearing Demand	\$ 438,241	\$ 458,717
Savings	78,532	78,172
Time, \$250,000 and Over	39,487	38,920
Other Time	277,538	301,248
	\$ 833,798	\$ 877,057

At September 30, 2018 and December 31, 2017, the Company had brokered deposits of \$77,670 and \$46,329, respectively. All of these brokered deposits represent Certificate of Deposits Account Registry Service (CDARS) reciprocal deposits. The CDARS deposits are ones in which customers placed core deposits into the CDARS program for FDIC insurance coverage and the Company receives reciprocal brokered deposits in a like amount. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$250,000 was approximately \$24,031 and \$32,152 as of September 30, 2018 and December 31, 2017, respectively. The aggregate amount of certificates of deposit, each with a minimum deposit of \$250,000 was \$39,487 and \$38,920 as of September 30, 2018 and December 31, 2017.

PART I (Continued)**Item 1 (Continued)****(6) Deposits (Continued)**

As of September 30, 2018 and December 31, 2017, the scheduled maturities of certificates of deposits are as follows:

<u>Maturity</u>	<u>September 30, 2018</u>	<u>December 31, 2017</u>
One Year and Under	\$ 207,262	\$ 255,575
One to Three Years	89,495	63,327
Three Years and Over	20,268	21,266
	<u>\$ 317,025</u>	<u>\$ 340,168</u>

(7) Other Borrowed Money

Other borrowed money at September 30, 2018 and December 31, 2017 is summarized as follows:

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
Federal Home Loan Bank Advances	\$ 58,500	\$ 46,000
Other Borrowings	-	1,500
	<u>\$ 58,500</u>	<u>\$ 47,500</u>

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2019 to 2028 and interest rates ranging from 0.98 percent to 3.51 percent. As collateral on the outstanding FHLB advances, the Company has provided a blanket lien on its portfolio of qualifying residential first mortgage loans and commercial loans. At September 30, 2018 the book value of those loans pledged is \$112,120. At September 30, 2018 the Company had remaining credit availability from the FHLB of \$242,147. The Company may be required to pledge additional qualifying collateral in order to utilize the full amount of the remaining credit line.

In 2017, the Company borrowed \$5,000 as a short term loan to be paid off within one year with an interest rate of 4.75 percent. The loan was paid off in January 2018.

The aggregate stated maturities of other borrowed money at September 30, 2018 are as follows:

<u>Year</u>	<u>Amount</u>
2018	\$ 14,500
2019	5,000
2020	2,500
2021	-
2022	18,000
After 2022	18,500
	<u>\$ 58,500</u>

The Company also has available federal funds lines of credit with various financial institutions totaling \$43,500, none of which were outstanding at September 30, 2018.

The Company has the ability to borrow funds from the Federal Reserve Bank (FRB) of Atlanta utilizing the discount window. The discount window is an instrument of monetary policy that allows eligible institutions to borrow money from the FRB on a short-term basis to meet temporary liquidity shortages caused by internal or external disruptions. At September 30, 2018, the Company had borrowing capacity available under this arrangement, with no outstanding balances. The Company would be required to pledge certain available-for-sale investment securities as collateral under this agreement.

(8) Preferred Stock and Warrants

The Company redeemed 9,360 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Preferred Stock) outstanding with private investors as of March 31, 2017. The Company redeemed 8,661 shares of Preferred Stock at \$1,000 per share in 2016. The Company redeemed 9,979 shares of Preferred Stock at \$1,000 per share during 2015. The Company currently has no outstanding shares of Preferred Stock. The Company also had a warrant (the Warrant) to purchase up to 500,000 shares of the Company's common stock outstanding with private investors. The Warrant was repurchased by the Company on June 5, 2018, for \$3.2 million. Both the Preferred Stock and the Warrant originated in 2009 through transactions with the United States Department of the Treasury and were subsequently sold to the public through an auction process during 2013. The Company currently has no outstanding warrants as of September 30, 2018.

PART I (Continued)**Item 1 (Continued)****(9) Subordinated Debentures (Trust Preferred Securities)**

Description	Date	Amount	3 Month Libor Rate	Added Points	Total Rate	Maturity	5 Year Call Option
Colony Bankcorp Statutory Trust III	6/17/2004	\$ 4,640	2.33413	2.68	5.01415	6/14/2034	6/17/2009
Colony Bankcorp Capital Trust I	4/13/2006	5,155	2.39600	1.50	3.89600	4/13/2036	4/13/2011
Colony Bankcorp Capital Trust II	3/12/2007	9,279	2.39600	1.65	4.04600	3/12/2037	3/12/2012
Colony Bankcorp Capital Trust III	9/14/2007	5,155	2.33888	1.40	3.73888	9/14/2037	9/14/2012

The Trust Preferred Securities are recorded as subordinated debentures on the consolidated balance sheets, but subject to certain limitations, qualify as Tier 1 Capital for regulatory capital purposes. The proceeds from the offerings were used to fund certain acquisitions, pay off holding company debt and inject capital into the bank subsidiary.

The Trust Preferred Securities pay interest quarterly.

(10) Commitments and Contingencies

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

The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance sheet instruments. We evaluate each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include cash or cash equivalents, negotiable instruments, real estate, accounts receivable, inventory, oil, gas and mineral interests, property, plant, and equipment.

At September 30, 2018 and December 31, 2017 the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	September 30, 2018	December 31, 2017
Loan Commitments	\$ 100,518	\$ 96,374
Letters of Credit	1,435	1,536

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer.

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

Standby and performance letters of credit are conditional lending commitments issued by the Company to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements.

Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

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

PART I (Continued)

Item 1 (Continued)

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

Generally accepted accounting principles in the U.S. require disclosure of fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation of the fair value of the Company and the Bank's financial instruments are detailed hereafter. Where quoted prices are not available, fair values are based on estimates using discounted cash flows and other valuation techniques. The use of discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows.

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

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

The following disclosures should not be considered a surrogate of the liquidation value of the Company, but rather a good-faith estimate of the increase or decrease in value of financial instruments held by the Company since purchase, origination or issuance.

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

Investment Securities – Fair values for investment securities are based on quoted market prices where available and classified as Level 1. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable instruments and classified as Level 2. If a comparable is not available, the investment securities are classified as Level 3.

Federal Home Loan Bank Stock – The fair value of Federal Home Loan Bank stock approximates carrying value and is classified as Level 1.

Loans – The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value. Most loans are classified as Level 2, but impaired loans with a related allowance are classified as Level 3.

Bank-Owned Life Insurance – The carrying value of bank-owned life insurance policies approximates fair value and is classified as Level 1.

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

Subordinated Debentures – The fair value of subordinated debentures is estimated by discounting the future cash flows using the current rates at which similar advances would be obtained. Subordinate Debentures are classified as Level 2.

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

PART I (Continued)**Item 1 (Continued)****(11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)**

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

The carrying amount, estimated fair values, and placement in the fair value hierarchy of the Company's financial instruments as of September 30, 2018 and December 31, 2017 are as follows:

Fair Value Measurements at September 30, 2018					
	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Assets					
Cash and Short-Term Investments	\$ 31,913	\$ 31,913	\$ 31,913	\$ -	\$ -
Investment Securities Available for Sale	318,032	318,032	-	311,402	6,630
Federal Home Loan Bank Stock	3,594	3,594	3,594	-	-
Loans, Net	771,773	769,207	-	764,022	5,185
Bank-Owned Life Insurance	17,457	17,457	17,457	-	-
Liabilities					
Deposits	1,011,059	1,012,953	694,034	318,919	-
Subordinated Debentures	24,229	24,229	-	24,229	-
Other Borrowed Money	58,500	58,472	-	58,472	-

Fair Value Measurements at December 31, 2017					
	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Assets					
Cash and Short-Term Investments	\$ 57,813	\$ 57,813	\$ 57,813	\$ -	\$ -
Investment Securities Available for Sale	354,247	354,247	-	346,950	7,297
Federal Home Loan Bank Stock	3,043	3,043	3,043	-	-
Loans, Net	757,281	757,163	-	752,287	4,876
Bank-Owned Life Insurance	17,089	17,089	17,089	-	-
Liabilities					
Deposits	1,067,985	1,068,392	727,818	340,574	-
Subordinated Debentures	24,229	24,229	-	24,229	-
Other Borrowed Money	47,500	47,626	-	47,626	-

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

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

PART I (Continued)

Item 1 (Continued)

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

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

Assets

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

Impaired Loans – Impaired loans are those loans which the Company has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

Other Real Estate – Other real estate owned assets are adjusted to fair value less estimated selling costs upon transfer of the loans to other real estate owned. Typically, an external, third-party appraisal is performed on the collateral upon transfer into the other real estate owned account to determine the asset's fair value. Subsequent adjustments to the collateral's value may be based upon either updated third-party appraisals or management's knowledge of the collateral and the current real estate market conditions. Appraised amounts used in determining the asset's fair value, whether internally or externally prepared, are discounted 10 percent to account for selling and marketing costs. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a level 3 classification of the inputs for determining fair value. Because of the high degree of judgment required in estimating the fair value of other real estate owned assets and because of the relationship between fair value and general economic conditions, we consider the fair value of other real estate owned assets to be highly sensitive to changes in market conditions.

Assets and Liabilities Measured at Fair Value on a Recurring and Nonrecurring Basis – The following table presents the recorded amount of the Company's assets measured at fair value on a recurring and nonrecurring basis as of September 30, 2018 and December 31, 2017, aggregated by the level in the fair value hierarchy within which those measurements fall. The table below includes only impaired loans with a specific reserve and only other real estate properties with a valuation allowance at September 30, 2018 and at December 31, 2017. Those impaired loans and other real estate properties are shown net of the related specific reserves and valuation allowances.

PART I (Continued)

Item 1 (Continued)

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

		Fair Value Measurements at Reporting Date Using		
		Quoted Prices in	Significant	Significant
	Total Fair Value	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
September 30, 2018				
Recurring Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	\$ 311,178	\$ -	\$ 306,763	\$ 4,415
State, County and Municipal	3,972	-	3,757	215
Corporate Bonds	2,882		882	2,000
	<u>\$ 318,032</u>	<u>\$ -</u>	<u>\$ 311,402</u>	<u>\$ 6,630</u>
Nonrecurring				
Impaired Loans	<u>\$ 5,185</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,185</u>
Other Real Estate	<u>\$ 1,468</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,468</u>
December 31, 2017				
Recurring Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	\$ 346,723	\$ -	\$ 341,701	\$ 5,022
State, County and Municipal	4,493	-	4,277	216
Corporate	2,060		-	2,060
Asset-Backed	971		971	-
	<u>\$ 354,247</u>	<u>\$ -</u>	<u>\$ 346,949</u>	<u>\$ 7,298</u>
Nonrecurring				
Impaired Loans	<u>\$ 4,876</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,876</u>
Other Real Estate	<u>\$ 2,015</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,015</u>

Liabilities

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

PART I (Continued)

Item 1 (Continued)

(11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)***Fair Value Measurements Using Significant Unobservable Inputs (Level 3)***

The following table presents quantitative information about the significant unobservable inputs used in the fair value measurements for assets in level 3 of the fair value hierarchy measured on a nonrecurring basis at September 30, 2018 and December 31, 2017. This table is comprised primarily of collateral dependent impaired loans and other real estate owned:

	<u>September 30, 2018</u>	<u>Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range Weighted Avg</u>
Real Estate				
Commercial Construction	\$ 427	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(16.00)% - 1975.00% 979.50%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00% - 10.00% 5.00%
Residential Real Estate	15	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(43.30)% - 66.70% 11.70%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	10.00% - 25.00% 17.50%
Commercial Real Estate	4,406	Income Approach	Capitalization Rate	10.75%
		Sales Contract	Adjustment for Estimated Costs to Sell	0.00% - 0.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00% - 10.00% 4.74%
Farmland	337	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(71.00)% - 88.70% 8.85%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	10.00% - 80.00% 45.00%
Other Real Estate Owned	1,468	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(47.60)% - 25.02% (11.29)%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	9.82% - 81.21% 34.48%
		Income Approach	Discount Rate	10.00%

PART I (Continued)

Item 1 (Continued)

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

	<u>December 31, 2017</u>	<u>Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range Weighted Avg</u>
Real Estate				
Commercial Construction	\$ 427	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(16.00)% - 1,975.00% 979.50%
			Management Adjustments for Age of Appraisals and/or Current	0.00% - 10.00% 5.00%
			Market Conditions	
Residential Real Estate	82	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(43.30)% - 83.30% 20.00%
			Management Adjustments for Age of Appraisals and/or Current	0.00% - 25.00% 12.50%
			Market Conditions	
Commercial Real Estate	4,017	Income Approach	Management Adjustments for Age of Appraisals and/or Current	0.00% - 10.00% 5.00%
			Market Conditions	
			Capitalization Rate	10.75%
Farmland	350	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(71.00)% - 88.70% 8.85%
			Management Adjustments for Age of Appraisals and/or Current	10.00% - 75.00% 42.50%
			Market Conditions	
Other Real Estate Owned	2,015	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(22.74)% - 15.00% (3.87)%
			Management Adjustment for Age of Appraisals and/or Current	5.44% - 87.24% 24.44%
			Market Conditions	
		Income Approach	Capitalization Rate	10.00%

PART I (Continued)**Item 1 (Continued)****(11) Fair Value of Financial Instruments and Fair Value Measurements (Continued)**

The table below presents a reconciliation and statement of income classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the nine months ended September 30, 2018 and the twelve months ended December 31, 2017.

	Available for Sale Securities	
	September 30, 2018	December 31, 2017
Balance, Beginning	\$ 7,298	\$ 576
Transfers out of Level 3	-	-
Maturities	-	(360)
Loss on OTTI Impairment Included in Noninterest Income	-	-
Purchases	-	7,070
Paydowns	(501)	-
Unrealized Gains included in Other Comprehensive Income (Loss)	(167)	12
Balance, Ending	\$ 6,630	\$ 7,298

The Company's policy is to recognize transfers in and transfers out of levels 1, 2 and 3 as of the end of a reporting period. There were no transfers of securities between levels for the nine months ended September 30, 2018 and the twelve months ended December 31, 2017.

The following table presents quantitative information about recurring level 3 fair value measurements as of September 30, 2018.

September 30, 2018	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Avg)
State, County and Municipal	\$ 215	Discounted Cash Flow	Discount Rate or Yield	N/A*
U. S. Government Agencies Mortgage -Backed	4,415	Fundamental Analysis	Discount Rate or Yield	N/A*
Corporate	2,000	Option Pricing	Discount Rate or Yield	N/A*

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

(12) Regulatory Capital Matters

The amount of dividends payable to the parent company from the subsidiary bank is limited by various banking regulatory agencies. Upon approval by regulatory authorities, the Bank may pay cash dividends to the parent company in excess of regulatory limitations.

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.

PART I (Continued)**Item 1 (Continued)****(12) Regulatory Capital Matters (Continued)**

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. As of September 30, 2018, the interim final Basel III rules (Basel III) require the Company to also maintain minimum amounts and ratios of common equity Tier 1 capital to risk-weighted assets. These amounts and ratios as defined in regulations are presented hereafter. Management believes, as of September 30, 2018, 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 events or conditions since prior notification of capital adequacy from the regulators that have changed the institution's category.

The Basel III rules also require the implementation of a new capital conservation buffer comprised of common equity Tier 1 capital. The capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by 0.625% until reaching its final level of 2.5% on January 1, 2019.

The following table summarizes regulatory capital information as of September 30, 2018 and December 31, 2017 on a consolidated basis and for the subsidiary, as defined. Regulatory capital ratios for September 30, 2018 and December 31, 2017 were calculated in accordance with the Basel III rules.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2018						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 131,968	15.88%	\$ 66,466	8.00%	N/A	N/A
Colony Bank	128,955	15.54	66,371	8.00	\$ 82,964	10.00%
Tier I Capital to Risk-Weighted Assets						
Consolidated	124,813	15.02	49,849	6.00	N/A	N/A
Colony Bank	121,800	14.68	49,778	6.00	66,371	8.00
Common Equity Tier I Capital to Risk-Weighted Assets						
Consolidated	101,313	12.19	37,387	4.50	N/A	N/A
Colony Bank	121,800	14.68	37,334	4.50	53,926	6.50
Tier I Capital to Average Assets						
Consolidated	124,813	10.45	47,794	4.00	N/A	N/A
Colony Bank	121,800	10.21	47,720	4.00	59,650	5.00

PART I (Continued)

Item 1 (Continued)

(12) 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, 2017						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 127,786	15.56%	\$ 65,718	8.00%	N/A	N/A
Colony Bank	127,470	15.54	65,628	8.00	\$ 82,036	10.00%
Tier I Capital to Risk-Weighted Assets						
Consolidated	120,279	14.64	49,289	6.00	N/A	N/A
Colony Bank	119,963	14.62	49,221	6.00	65,628	8.00
Common Equity Tier I Capital to Risk-Weighted Assets						
Consolidated	96,779	11.78	36,967	4.50	N/A	N/A
Colony Bank	119,963	14.62	36,916	4.50	53,323	6.50
Tier I Capital to Average Assets						
Consolidated	120,279	9.89	48,635	4.00	N/A	N/A
Colony Bank	119,963	9.88	48,566	4.00	60,708	5.00

PART I (Continued)**Item 1 (Continued)****(13) Earnings Per Share**

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted earnings per share reflects the potential dilution of restricted stock and common stock warrants. Net income available to common stockholders represents net income after preferred stock dividends. The following table presents earnings per share for the three month and nine month period ended September 30, 2018 and 2017.

	Three Months Ended September 30		Nine Months Ended September 30	
	2018	2017	2018	2017
Numerator				
Net Income Available to Common Stockholders	<u>\$ 2,695</u>	<u>\$ 2,622</u>	<u>\$ 8,952</u>	<u>\$ 6,961</u>
Denominator				
Weighted Average Number of Common Shares Outstanding for Basic Earnings Per Common Share	8,439	8,439	8,439	8,439
Dilutive Effect of Potential Common Stock				
Restricted Stock	6	-	6	-
Stock Warrants	<u>-</u>	<u>191</u>	<u>127</u>	<u>193</u>
Weighted-Average Number of Shares Outstanding for Diluted Earnings Per Common Share	<u>8,445</u>	<u>8,630</u>	<u>8,572</u>	<u>8,632</u>
Earnings Per Share - Basic	<u>\$ 0.32</u>	<u>\$ 0.31</u>	<u>\$ 1.06</u>	<u>\$ 0.82</u>
Earnings Per Share - Diluted	<u>\$ 0.32</u>	<u>\$ 0.30</u>	<u>\$ 1.04</u>	<u>\$ 0.81</u>

(14) Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) for unrealized gains and losses securities available for sale for the period ended September 30, 2018 and the year ended December 31, 2017 are as follows:

	September 30, 2018	December 31, 2017
Beginning Balance	<u>\$ (6,491)</u>	<u>\$ (5,022)</u>
Other Comprehensive Income Before Reclassification	(5,760)	(401)
Amounts Reclassified from Accumulated Other Comprehensive Income	(92)	-
TCJ Act	<u>-</u>	<u>(1,068)</u>
Net Current Period Other Comprehensive Income	<u>(5,852)</u>	<u>(1,469)</u>
Ending Balance	<u>\$ (12,343)</u>	<u>\$ (6,491)</u>

PART I (Continued)**Item 1 (Continued)****(15) Revenue From Contracts with Customers**

With the exception of gains/losses on the sale of other real estate owned discussed below, revenue from contracts with customers is recorded in the service charges on deposits category and the other service charges, commissions and fees category in the Company's consolidated statements of income as part of noninterest income. The following provides information on these noninterest income categories that contain ASC 606 Revenue for the periods indicated.

Service Charges on Deposits

This includes both account maintenance fees and overdraft fees. The overdraft fees are recognized at the point in time that the overdraft occurs. For the three and nine month periods ended September 30, 2018, there was \$1.13 million and \$3.27 million, respectively, in service charges on deposits.

Other Service Charges, Commissions and Fees

This includes debit card interchange fees and ATM fees. Debit card interchange fees are earned from debit card holder transactions conducted through various payment networks. Interchange fees from debit card holders transactions represent a percentage of the underlying transaction amount and are recognized daily, concurrently with the transaction processing services provided to the debit cardholder. For the three and nine month periods ended September 30, 2018, there was \$689 thousand and \$2.05 million, respectively, for debit card interchange fees. ATM fees are transaction-based fees recognized at the time the transaction is executed as that is the point at which the Company satisfies the performance obligation. For the three and nine month periods ended September 30, 2018, there was \$84 thousand and \$264 thousand, respectively, for ATM fees.

Gains/Losses on the Sale of Other Real Estate

The net gains and losses on sales of other real estate owned are recorded in other noninterest expenses in the Company's consolidated statements of income. The Company records a gain or loss from the sale of other real estate owned when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Company finances the sale of other real estate owned to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the other real estate owned asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. The Company does not provide financing for the sale of other real estate owned property unless these criteria are met and the property can be derecognized. For the three and nine month periods ended September 30, 2018, there was \$48 thousand and \$162 thousand, respectively, for the gains/losses on the sale of other real estate.

(16) Subsequent Events

On October 22, 2018, the Bank completed its purchase of the Albany, Georgia branch of Planters First Bank. The purchase included approximately \$12.0 million in deposits and \$20.7 million in loans. In addition, the Company purchased a vacant lot owned by Planters First Bank in Albany for \$725 thousand, on which it plans to build a new branch office. The Company is currently evaluating all fair value adjustments related to loans, premises, and interest-bearing deposits.

On October 10, 2018, several of the Bank's geographic markets were impacted by Hurricane Michael. Several branches within these markets had minimal damage from the hurricane. Currently, the Bank is assessing this impact with its customers and especially the collectability of any loans impacted by the hurricane.

Part I (Continued)

Item 2

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

Future Outlook

During the recent financial crisis, the financial industry experienced tremendous adversities as a result of the collapse of the real estate markets across the country. The Company, like most banking companies, has been affected by these economic challenges that started with a rapid stall of real estate sales and developments throughout the country. We have accomplished a considerable amount of work in bringing our problem assets to an acceptable level. With these challenges behind us, we are now focusing on increasing our deposits along with solid loan growth. We continue to explore opportunities to improve core non-interest income. Revenue enhancement initiatives to accomplish this include new product lines and services.

In 2018 we are committed to improving earnings. Given the improved condition of the company, we are also considering product and market expansion. In January 2017, the Company opened its third office in Savannah, Georgia. In February 2018, the Company purchased a property in Statesboro, Georgia for a new office in the future. In May 2018, the Company closed one branch office in Albany, Georgia to improve operating efficiencies.

In July 2018, the Bank entered into a definitive agreement with Planters First Bank to purchase a branch in Albany, Georgia along with a vacant lot of real estate in Albany, Georgia on which the Bank intends to eventually build a new branch office. The transaction closed in October 2018 resulting in additional \$20.7 million of loans and \$12.0 million of deposits for the Bank.

In addition to improving earnings, reducing problem assets and maintaining strong capital levels, we have reinstated dividend payments beginning first quarter 2017 and throughout 2017 on a quarterly basis at \$0.025 per common stock. For the three quarters of 2018, we paid a dividend payment of \$0.05 per common stock.

In June 2018, the Company repurchased the warrants originated in 2009 through transactions with the United States Department of the Treasury for \$3.2 million. The warrants were auctioned to private investors in 2013. The warrants were cancelled upon the completion of the transaction.

In July 2018, the Company announced the retirement of its President and Chief Executive Officer, Edward P. Loomis, Jr. and named Mr. T. Heath Fountain as his replacement. Mr. Fountain previously served as President and Chief Executive Officer of Planters First Bank for three years and Chief Financial Officer of Heritage Financial Group and Heritage Bank of the South for eight years.

In addition, we continue to make efforts to attract and retain top talent to improve business operations. To that end, the Company entered into Retention Agreements with members of management in the first quarter of 2015 and has extended those agreements during the first quarter of 2018. The Company expects that these agreements will facilitate the retention of key individuals responsible for maintaining current operations and spearheading future product and market expansion.

Major Trends/Significant Considerations

The following discussion sets forth management's discussion and analysis of our consolidated financial condition as of September 30, 2018, and the consolidated results of operations for the nine months ended September 30, 2018. This discussion should be read in conjunction with the Company's annual report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2018. Readers should also carefully review all other disclosures we file from time to time with the SEC.

Non-GAAP Financial Measures

Our accounting and reporting policies conform to generally accepted accounting principles (GAAP) in the United States and prevailing practices in the banking industry. However, certain non-GAAP measures are used by management to supplement the evaluation of our performance. These include the fully-taxable equivalent measures: tax-equivalent net interest income, tax-equivalent net interest margin, and tax-equivalent net interest spread, which include the effects of taxable-equivalent adjustments using a federal income tax rate of 21% in 2018 and 34% in 2017 to increase tax-exempt interest income to a tax-equivalent basis. Tax-equivalent adjustments are reported in Notes 1 and 2 to the Average Balances with Average Yields and Rates table under Rate/Volume Analysis. Tangible book value per common share is also a non-GAAP measure used in the selected Financial Data Section.

Part I (Continued)

Item 2 (Continued)

Tax-equivalent net interest income, net interest margin and net interest spread . Net interest income on a tax-equivalent basis is a non-GAAP measure that adjusts for the tax-favored status of net interest income from loans and investments. We believe this measure to be the preferred industry measurement of net interest income and it enhances comparability of net interest income arising from taxable and tax-exempt sources. The most directly comparable financial measure calculated in accordance with GAAP is our net interest income. Net interest margin on a tax-equivalent basis is net interest income on a tax-equivalent basis divided by average interest-earning assets on a tax-equivalent basis. The most directly comparable financial measure calculated in accordance with GAAP is our net interest margin. Net interest spread on a tax-equivalent basis is the difference in the average yield on average interest-earning assets on a tax equivalent basis and the average rate paid on average interest-bearing liabilities. The most directly comparable financial measure calculated in accordance with GAAP is our net interest spread.

These non-GAAP financial measures should not be considered alternatives to GAAP-basis financial statements, and other bank holding companies may define or calculate these non-GAAP measures or similar measures differently.

A reconciliation of these performance measures to GAAP performance measures is included in the tables below.

Non-GAAP Performance Measures Reconciliation

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Interest Income Reconciliation				
Interest Income – Taxable Equivalent	\$ 12,274	\$ 11,622	\$ 36,227	\$ 34,355
Tax Equivalent Adjustment	23	44	57	118
Interest Income (GAAP)	<u>\$ 12,251</u>	<u>\$ 11,578</u>	<u>\$ 36,170</u>	<u>\$ 34,237</u>
Net Interest Income Reconciliation				
Net Interest Income – Taxable Equivalent	\$ 10,128	\$ 9,887	\$ 30,456	\$ 29,239
Tax Equivalent Adjustment	23	44	57	118
Net Interest Income (GAAP)	<u>\$ 10,105</u>	<u>\$ 9,843</u>	<u>\$ 30,399</u>	<u>\$ 29,121</u>
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net Interest Margin Reconciliation				
Net Interest Margin – Taxable Equivalent	3.57%	3.50%	3.56%	3.45%
Tax Equivalent Adjustment	0.00	0.01	0.00	0.02
Net Interest Margin (GAAP)	<u>3.57%</u>	<u>3.49%</u>	<u>3.56%</u>	<u>3.43%</u>
Interest Rate Spread Reconciliation				
Interest Rate Spread – Taxable Equivalent	3.40%	3.38%	3.41%	3.33%
Tax Equivalent Adjustment	0.01	0.01	0.01	0.01
Interest Rate Spread (GAAP)	<u>3.39%</u>	<u>3.37%</u>	<u>3.40%</u>	<u>3.32%</u>

The Company

Colony Bankcorp, Inc. is a bank holding company headquartered in Fitzgerald, Georgia that provides, through Colony Bank, its wholly owned subsidiary (collectively referred to as the Company), a broad array of products and services throughout 19 Georgia markets. The Company offers commercial, consumer and mortgage banking services.

Part I (Continued)**Item 2 (Continued)****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 and subjective.

Overview

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of September 30, 2018 and December 31, 2017, and results of operations for each of the three months and nine months in the periods ended September 30, 2018 and 2017. 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 21 percent in 2018 and 34 percent in 2017 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 interest margin or net yield, which is taxable-equivalent net interest income divided by average interest-earning assets. Net income available to common shareholders totaled \$2.70 million, or \$0.32 diluted per common share, in the three months ended September 30, 2018 compared to net income available to common shareholders of \$2.62 million, or \$0.30 diluted per common share, in the three months ended September 30, 2017. Net income available to common shareholders totaled \$8.95 million, or \$1.04 diluted per common share, in nine months ended September 30, 2018 compared to net income available to common shareholders of \$6.96 million, or \$0.81 diluted per common share, in nine months ended September 30, 2017. The Company did not have any material changes in the third quarter of 2018.

Part I (Continued)
Item 2 (Continued)

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

	Three Months Ended September 30				Nine Months Ended September 30			
	2018	2017	\$ Variance	% Variance	2018	2017	\$ Variance	% Variance
Taxable-equivalent net interest income	\$ 10,128	\$ 9,887	\$ 241	2.44%	\$ 30,456	\$ 29,239	\$ 1,217	4.16%
Taxable-equivalent adjustment	23	44	(21)	(47.73)	57	118	(61)	(51.69)
Net interest income	10,105	9,843	262	2.66	30,399	29,121	1,278	4.39
Provision for loan losses	61	-	61	100.00	131	335	(204)	(60.90)
Noninterest income	2,405	2,424	(19)	(0.78)	7,163	7,218	(55)	(0.76)
Noninterest expense	9,078	8,380	698	8.33	26,215	25,408	807	3.18
Income before income taxes	3,371	3,887	(516)	(13.28)	11,216	10,596	620	5.85
Income taxes	676	1,265	(589)	(46.56)	2,264	3,424	(1,160)	(33.88)
Net income	2,695	2,622	73	2.78	8,952	7,172	1,780	24.82
Preferred stock dividends	-	-	-	-	-	211	(211)	(100.00)
Net income available to common shareholders	\$ 2,695	\$ 2,622	\$ 73	2.78%	\$ 8,952	\$ 6,961	\$ 1,991	28.60%
Net income available to common shareholders:								
Basic	\$ 0.32	\$ 0.31	\$ 0.01	3.23%	\$ 1.06	\$ 0.82	\$ 0.24	29.27%
Diluted	\$ 0.32	\$ 0.30	\$ 0.02	6.67%	\$ 1.04	\$ 0.81	\$ 0.23	28.40%
Return on average assets	0.90%	0.88%	0.02%	2.27%	1.00%	0.78%	0.22%	28.21%
Return on average total equity	12.10%	11.57%	0.53%	4.58%	13.37%	10.23%	3.14%	30.69%

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

Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 80.93 percent of total revenue for nine months ended September 30, 2018 and 80.14 percent for the same period a year ago.

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

The Federal Reserve Board influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The Company's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate, which is the rate offered on loans to borrowers with strong credit, is currently 5.25 percent. The rate increased 25 basis points in each of the three quarters of 2018 and three times in 2017. The federal funds rate moved similarly to the prime rate with interest rates currently at 2.25 percent. We expect an additional rate increase in 2018.

The following table presents the changes in taxable-equivalent net interest income and identifies the changes due to differences in the average volume of interest-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.

Part I (Continued)**Item 2 (Continued)****Rate/Volume Analysis**

The rate/volume analysis presented hereafter illustrates the change from September 30, 2017 to September 30, 2018 for the nine months period ended 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, 2017 to September 30, 2018		
	Volume	Rate	Total
Interest Income			
Loans, Net-taxable	\$ 247	\$ 866	\$ 1,113
Investment Securities			
Taxable	64	662	726
Tax-exempt	(6)	(12)	(18)
Total Investment Securities	58	650	708
Interest-Bearing Deposits in other Banks	(13)	39	26
Federal Funds Sold	-	-	-
Other Interest - Earning Assets	4	21	25
Total Interest Income	296	1,576	1,872
Interest Expense			
Interest-Bearing Demand and Savings Deposits	47	519	566
Time Deposits	(200)	240	40
Subordinated Debentures	-	42	42
Other Borrowed Money	36	(30)	6
Federal Funds Purchased	-	1	1
Total Interest Expense	(117)	772	655
Net Interest Income	\$ 413	\$ 804	\$ 1,217

(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.

The Company maintains about 23.1 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. The net interest margin increased to 3.56 percent for the nine months ended September 30, 2018 compared to 3.45 percent for the same period a year ago. We anticipate the net interest margin remaining relatively flat for 2018.

Taxable-equivalent net interest income for the nine months ended September 30, 2018 increased by \$1.22 million, or 4.16 percent compared to the same period a year ago. The average volume of earning assets during nine months ended September 30, 2018 increased \$9.04 million compared to the same period a year ago. Growth in average earning assets during 2018 was primarily in investments and loans.

The average volume of loans increased \$6.48 million for the nine months ended September 30, 2018 compared to the same period a year ago. The average yield on loans increased 15 basis points for the nine months ended September 30, 2018 compared to the same period a year ago. The average volume of investment securities increased \$4.12 million for the nine months ended September 30, 2018 compared to the same year ago period, while the average yield on investment securities increased 24 basis points for the same period comparison. The average volume of deposits decreased \$30 thousand for the nine months ended September 30, 2018 compared to the same period a year ago, with interest-bearing deposits decreasing \$15.74 million for the nine months ended September 30, 2018.

Part I (Continued)

Item 2 (Continued)

Accordingly, the ratio of average interest-bearing deposits to total average deposits was 83.41 percent for the nine months ended September 30, 2018 compared to 84.94 percent in the same period a year ago. This deposit mix, combined with a general increase in market rates, had the effect of increasing the average cost of total deposits by 8 basis points in nine months ended September 30, 2018 compared to the same period a year ago.

The Company's net interest spread, which represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities, was 3.41 percent in nine months ended September 30, 2018 compared to 3.33 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.

Part I (Continued)
Item 2 (Continued)
**AVERAGE BALANCE
SHEETS**

(\$ in thousands)	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Average Balances	Income/ Expense	Yields/ Rates	Average Balances	Income/ Expense	Yields/ Rates
Assets						
Interest-Earning Assets						
Loans, Net of Unearned Interest and fees						
Taxable (1)	\$ 767,017	\$ 30,094	5.23%	\$ 760,540	\$ 28,981	5.08%
Investment Securities						
Taxable	347,548	5,763	2.21%	343,183	5,037	1.96%
Tax-Exempt (2)	2,066	44	2.84%	2,307	62	3.58%
Total Investment Securities	349,614	5,807	2.21%	345,490	5,099	1.97%
Interest-Bearing Deposits	19,942	192	1.28%	21,611	166	1.02%
Federal Funds Sold	-	-	-%	-	-	-%
Interest-Bearing Other Assets	3,220	134	5.55%	3,114	109	4.67%
Total Interest-Earning Assets	\$ 1,139,793	\$ 36,227	4.24%	\$ 1,130,755	\$ 34,355	4.05%
Non-interest-Earning Assets						
Cash and Cash Equivalents	13,415			19,942		
Allowance for Loan Losses	(7,357)			(8,691)		
Other Assets	48,125			54,991		
Total Noninterest-Earning Assets	54,183			66,242		
Total Assets	\$ 1,193,976			\$ 1,196,997		
Liabilities and Stockholders' Equity						
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Interest-Bearing Demand and Savings	\$ 532,748	\$ 1,971	0.49%	\$ 515,412	\$ 1,405	0.36%
Other Time	323,995	2,194	0.90%	357,075	2,154	0.80%
Total Interest-Bearing Deposits	856,743	4,165	0.65%	872,487	3,559	0.54%
Other Interest-Bearing Liabilities						
Other Borrowed Money	49,865	893	2.39%	47,923	887	2.47%
Subordinated Debentures	24,229	709	3.90%	24,229	667	3.67%
Federal Funds Purchased	240	4	2.22%	233	3	1.72%
Total Other Interest-Bearing Liabilities	74,334	1,606	2.88%	72,385	1,557	2.87%
Total Interest-Bearing Liabilities	\$ 931,077	\$ 5,771	0.83%	\$ 944,872	\$ 5,116	0.72%
Noninterest-Bearing Liabilities and Stockholders' Equity						
Demand Deposits	170,437			154,723		
Other Liabilities	3,164			6,640		
Stockholders' Equity	89,298			90,762		
Total Noninterest-Bearing Liabilities and Stockholders' Equity	262,899			252,125		
Total Liabilities and Stockholders' Equity	\$ 1,193,976			\$ 1,196,997		
Interest Rate Spread						
			3.41%			3.33%
Net Interest Income						
	\$ 30,456			\$ 29,239		
Net Interest Margin						
			3.56%			3.45%

- (1) The average balance of loans includes the average balance of nonaccrual loans. Income on such loans is recognized and recorded on the cash basis. Taxable equivalent adjustments totaling \$46 and \$97 for nine month periods ended September 30, 2018 and 2017, respectively, are included in tax-exempt interest on loans.

- (2) Taxable-equivalent adjustments totaling \$11 and \$21 for nine month periods ended September 30, 2018 and 2017, respectively, are included in tax-exempt interest on investment securities. The adjustments are based on a federal tax rate of 21 percent in 2018 and 34 percent in 2017 with appropriate reductions for the effect of disallowed interest expense incurred in carrying tax-exempt obligations.

Part I (Continued)**Item 2 (Continued)****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 \$131 thousand in the nine months ended September 30, 2018 compared to \$335 thousand 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.

Noninterest Income

The components of noninterest income were as follows:

	Three Months Ended September 30				Nine Months Ended September 30			
	2018	2017	\$ Variance	% Variance	2018	2017	\$ Variance	% Variance
Service Charges on Deposit Accounts	\$ 1,134	\$ 1,169	\$ (35)	(2.99)%	\$ 3,266	\$ 3,315	\$ (49)	(1.48)%
Other Charges, Commissions and Fees	803	741	62	8.37%	2,414	2,300	114	4.96%
Mortgage Fee Income	176	241	(65)	(26.97)%	507	629	(122)	(19.40)%
Securities Gains (Losses)	-	-	-	-%	116	-	116	100.00%
Other	292	273	19	6.96%	860	974	(114)	(11.70)%
Total	\$ 2,405	\$ 2,424	\$ (19)	(0.78)%	\$ 7,163	\$ 7,218	\$ (55)	(0.76)%

Other Charges, Commissions and Fees. Debit card interchange fees and foreign fees increased \$123 thousand in 2018 compared to the same period in 2017.

Mortgage Fee Income. The volume of mortgage loans has shown a decrease in 2018 compared to the same period in 2017 which contributed to the decrease in mortgage fee income.

Other. The decrease in 2018 compared to prior year is primarily attributable to rental income for other real estate owned which decreased by \$57 thousand from \$129 thousand in 2017 to \$72 thousand in 2018. Income for deferred compensation decreased by \$35 thousand.

Noninterest Expense

The components of noninterest expense were as follows:

	Three Months Ended September 30				Nine Months Ended September 30			
	2018	2017	\$ Variance	% Variance	2018	2017	\$ Variance	% Variance
Salaries and Employee Benefits	\$ 5,110	\$ 4,802	\$ 308	6.41%	\$ 15,032	\$ 14,467	\$ 565	3.91%
Occupancy and Equipment	1,052	1,014	38	3.75%	3,077	2,965	112	3.78%
Other	2,916	2,564	352	13.73%	8,106	7,976	130	1.63%
Total	\$ 9,078	\$ 8,380	\$ 698	8.33%	\$ 26,215	\$ 25,408	\$ 807	3.18%

Salaries and Employee Benefits. The increase in 2018 is primarily attributable to merit pay increases and increase in headcount.

Occupancy and Equipment. The increase in the three months ended September 30, 2018 as compared to comparable periods is primarily attributable to an increase in depreciation expense in 2018 and an increase in maintenance on equipment and building in 2018.

Part I (Continued)**Item 2 (Continued)**

Other . The increase in the nine months ended September 30, 2018 as compared to comparable periods is primarily attributable to data processing expenses which increased by \$429 thousand from \$207 thousand in 2017 compared to \$636 thousand in 2018. The Company changed its information technology processes from an in-house approach to outsourcing with our core processing provider during the first quarter of 2018. With this change, the Company has shown a decrease of \$286 thousand in software expense in 2018 compared to 2017. Other increases occurred with ATM expense of \$39 thousand, telephone expense of \$13 thousand, and legal and professional expense of \$97 thousand. Other decreases that offset the overall increase in other noninterest income were foreclosed property expenses decreasing by \$163 thousand and \$19 thousand in FDIC assessments.

Investment Portfolio

The following table presents carrying values of investment securities held by the Company for the periods indicated.

	<u>September 30,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
State, County & Municipal	\$ 3,972	\$ 4,493
US Government Agencies		
Mortgage-Backed	311,178	346,723
Corporate	2,882	2,060
Asset-Backed	-	971
Total Investment Securities	\$ 318,032	\$ 354,247

The following table represents expected maturities and weighted-average yields of investment securities held by the Company as of September 30, 2018. (Mortgage-backed securities are based on the average life at the projected speed, while State and Political Subdivisions reflect anticipated calls being exercised.)

	<u>Within 1 Year</u>		<u>After 1 Year But</u> <u>Within 5 Years</u>		<u>After 5 Years But</u> <u>Within 10 Years</u>		<u>After 10 Years</u>	
	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>
US Government Agencies								
Mortgage-Backed	\$ 22,479	2.53%	\$ 161,252	1.90%	\$ 111,079	2.55%	\$ 16,368	3.55%
State, County & Municipal	1,007	2.44	2,717	2.39	-	-	248	4.03
Corporate	-	-	2,882	3.75	-	-	-	-
Total Investment Portfolio	\$ 23,486	2.53%	\$ 166,851	1.94%	\$ 111,079	2.55%	\$ 16,616	3.56%

Securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Securities are classified as available for sale when they might be sold before maturity. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income. The Company has 100 percent of its portfolio classified as available for sale.

At September 30, 2018, there were no holdings of any one issuer, other than the U.S. government and its agencies, in an amount greater than 10 percent of the Company's stockholders' equity.

The average yield of the securities portfolio was 2.21 percent for the nine months ended September 30, 2018 compared to 1.97 percent for the same period in 2017. The increase in the average yield from 2017 to 2018 was primarily attributed to the purchase of new securities which have a higher yield.

Part I (Continued)**Item 2 (Continued)****Loans**

The following table presents the composition of the Company's loan portfolio as of September 30, 2018 and December 31, 2017:

	<u>September 30, 2018</u>	<u>December 31, 2017</u>	<u>\$ Variance</u>	<u>% Variance</u>
Commercial and Agricultural				
Commercial	\$ 47,292	\$ 48,122	\$ (830)	(1.72)%
Agricultural	21,415	16,443	4,972	30.24
Real Estate				
Commercial Construction	53,570	45,214	8,356	18.48
Residential Construction	12,897	8,583	4,314	50.26
Commercial	349,408	351,172	(1,764)	(0.50)
Residential	189,153	194,049	(4,896)	(2.52)
Farmland	70,069	67,768	2,301	3.40
Consumer and Other				
Consumer	18,623	18,956	(333)	(1.76)
Other	17,016	14,977	2,039	13.61
Gross Loans	<u>779,443</u>	<u>765,284</u>	<u>14,159</u>	<u>1.85</u>
Unearned Interest and Fees	(515)	(495)	(20)	4.04
Allowance for Loan Losses	(7,155)	(7,508)	353	(4.70)
Net Loans	<u>\$ 771,773</u>	<u>\$ 757,281</u>	<u>\$ 14,492</u>	<u>1.91%</u>

Loan Origination/Risk Management. In accordance with the Company's decentralized banking model, loan decisions are made at the Bank level. The Company utilizes both an Executive Loan Committee and a Director Loan Committee to assist lenders with the decision making and underwriting process of larger loan requests. Due to the diverse economic markets served by the Company, evaluation and underwriting criteria may vary slightly by market. 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 agricultural loans are underwritten similarly to how other loans are underwritten throughout the Company. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. In addition, the Company restricts total loans to \$10 million per borrower, subject to exception and approval by the Director Loan Committee. 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 monthly based on collateral, geography, and risk grade criteria. The Company also utilizes information provided by third-party agencies to provide additional insight and guidance about economic conditions and trends affecting the markets it serves.

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

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

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

Part I (Continued)**Item 2 (Continued)**

Commercial and Agricultural. Commercial and agricultural loans at September 30, 2018 increased 6.42 percent to \$68.71 million from December 31, 2017 at \$64.57 million. The Company's commercial and agricultural 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.

Real Estate. Commercial and residential construction loans increased by \$12.67 million, or 23.55 percent, at September 30, 2018 to \$66.47 million from \$53.80 million at December 31, 2017. This increase is partially due to new commercial construction loans being financed during the year that have not been completed by the end of the quarter. Commercial real estate decreased \$1.76 million, or 0.50 percent, at September 30, 2018 to \$349.41 million from \$351.17 million at December 31, 2017.

Other. Other loans at September 30, 2018 increased 13.61 percent to \$17.02 million from \$14.98 million at December 31, 2017.

Collateral Concentrations. Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At September 30, 2018, approximately 87 percent of the Company's loan portfolio was concentrated in loans secured by real estate. A substantial portion of borrowers' ability to honor their contractual obligations is dependent upon the viability of the real estate economic sector. In addition, a large portion of the Company's foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis. In the recent year, we have seen real estate values stabilizing in our markets. The stabilization of rates has resulted in a decrease in the number of loans being classified as impaired over the past several years.

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, 2018. 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.

	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	\$ 219,784	\$ 227,303	\$ 117,284	\$ 35,138	\$ 599,509
Loans with floating interest rates	92,135	47,432	38,349	2,018	179,934
Total	<u>\$ 311,919</u>	<u>\$ 274,735</u>	<u>\$ 155,633</u>	<u>\$ 37,156</u>	<u>\$ 779,443</u>

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.

Part I (Continued)**Item 2 (Continued)****Nonperforming Assets and Potential Problem Loans**

Nonperforming assets and accruing past due loans as of September 30, 2018, December 31, 2017 and September 30, 2017 were as follows:

	<u>September 30, 2018</u>	<u>December 31, 2017</u>	<u>September 30, 2017</u>
Loans Accounted for on Nonaccrual	\$ 8,136	\$ 7,503	\$ 8,807
Loans Accruing Past Due 90 Days or More	1	-	-
Other Real Estate Foreclosed	2,173	4,256	4,520
Total Nonperforming Assets	<u>\$ 10,310</u>	<u>\$ 11,759</u>	<u>\$ 13,327</u>
Nonperforming Assets by Segment			
Construction and Land Development	\$ 925	\$ 2,630	\$ 2,907
1-4 Family Residential	2,704	3,309	3,542
Nonfarm Residential	3,544	3,796	4,885
Farmland	2,066	839	839
Commercial and Consumer	1,071	1,185	1,154
Total Nonperforming Assets	<u>\$ 10,310</u>	<u>\$ 11,759</u>	<u>\$ 13,327</u>
Nonperforming Assets as a Percentage of:			
Total Loans and Foreclosed Assets	1.32%	1.53%	1.72%
Total Assets	0.87%	0.95%	1.11%
Nonperforming Loans as a Percentage of:			
Total Loans	1.04%	0.98%	1.14%
Supplemental Data:			
Trouble Debt Restructured Loans In Compliance with Modified Terms	\$ 15,400	\$ 18,363	\$ 16,952
Trouble Debt Restructured Loans Past Due 30-89 Days	-	131	132
Accruing Past Due Loans:			
30-89 Days Past Due	\$ 4,170	\$ 4,558	\$ 5,250
90 or More Days Past Due	1	-	-
Total Accruing Past Due Loans	<u>\$ 4,171</u>	<u>\$ 4,558</u>	<u>\$ 5,250</u>
Allowance for Loan Losses	\$ 7,155	\$ 7,508	\$ 7,977
ALLL as a Percentage of:			
Total Loans	0.92%	0.98%	1.04%
Nonperforming Loans	87.93%	100.06%	90.58%

Nonperforming assets include nonaccrual loans, loans past due 90 days or more and foreclosed real estate. Nonperforming assets at September 30, 2018 decreased 12.32 percent from December 31, 2017.

Generally, loans are placed on non-accrual status if principal or interest payments become 90 days past due and/or management deems the collectability 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, collectability 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 nonaccrual 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 nonaccrual does not preclude the ultimate collection of loan principal or interest.

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

Part I (Continued)**Item 2 (Continued)**

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

Allowance for Loan Losses

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

The Company's allowance for loan losses consists of specific valuation allowances established for probable losses on specific loans and historical valuation allowances for other loans with similar risk characteristics. The allowances established for probable losses on specific loans are the result of management's quarterly review of substandard loans with an outstanding balance of \$250,000 or more. This review process usually involves regional credit officers along with local lending officers reviewing the loans for impairment. Specific valuation allowances are determined after considering the borrower's financial condition, collateral deficiencies, and economic conditions affecting the borrower's industry, among other things. In the case of collateral dependent loans, collateral shortfall is most often based upon local market real estate value estimates. This review process is performed at the subsidiary bank level and is reviewed at the parent Company level.

Once the loan becomes impaired, it is removed from the pool of loans covered by the general reserve and reviewed individually for exposure as described above. In cases where the individual review reveals no exposure, no reserve is recorded for that loan, either through an individual reserve or through a general reserve. If, however, the individual review of the loan does indicate some exposure, management often charges off this exposure, rather than recording a specific reserve. In these instances, a loan which becomes nonperforming could actually reduce the allowance for loan losses. Those loans deemed uncollectible are transferred to our problem loan department for workout, foreclosure and/or liquidation. The problem loan department obtains a current appraisal on the property in order to record the fair market value (less selling expenses) when the property is foreclosed on and moved into other real estate.

The allowances established for the remainder of the loan portfolio are based on historical loss factors, adjusted for certain qualitative factors, which are applied to groups of loans with similar risk characteristics. Loans are segregated into fifteen separate groups based on call codes. Most of the Company's charge-offs during the past two years have been real estate dependent loans. The historical loss ratios applied to these groups of loans are updated quarterly based on actual charge-off experience. The historical loss ratios are further adjusted by qualitative factors.

Management evaluates the adequacy of the allowance for each of these components on a quarterly basis. Peer comparisons, industry comparisons, and regulatory guidelines are also used in the determination of the general valuation allowance. Loans identified as losses by management, internal loan review, and/or bank examiners are charged off. Additional information about the Company's allowance for loan losses is provided in the Notes to the Consolidated Financial Statements for Allowance for Loan Losses.

Part I (Continued)

Item 2 (Continued)

The following table sets forth the breakdown of the allowance for loan losses by loan category for the periods indicated. The allocation of the allowance to each category is subjective and is not necessarily indicative of future losses and does not restrict the use of the allowance to absorb losses in any other category.

	September 30, 2018		December 31, 2017	
	Reserve	%*	Reserve	%*
Commercial and Agricultural				
Commercial	\$ 384	6%	\$ 447	6%
Agricultural	315	3%	186	2%
Real Estate				
Commercial Construction	125	7%	1,216	6%
Residential Construction	17	2%	-	1%
Commercial	4,281	45%	3,874	46%
Residential	1,182	24%	968	25%
Farmland	730	9%	780	9%
Consumer and Other				
Consumer	93	2%	34	3%
Other	28	2%	3	2%
	<u>\$ 7,155</u>	<u>100%</u>	<u>\$ 7,508</u>	<u>100%</u>

* Percentage represents the loan balance in each category expressed as a percentage of total end of period loans.

Part I (Continued)

Item 2 (Continued)

The following table presents an analysis of the Company's loan loss experience for the periods indicated.

	Nine Months Ended September 30,	
	2018	2017
Allowance for Loan Losses at Beginning of Year	<u>\$ 7,508</u>	<u>\$ 8,923</u>
Charge-Offs		
Commercial	118	215
Agricultural	123	160
Commercial Construction	-	49
Residential Construction	-	-
Commercial	258	966
Residential	124	648
Farmland	-	61
Consumer	214	184
Other	-	-
	<u>\$ 837</u>	<u>\$ 2,283</u>
Recoveries		
Commercial	114	124
Agricultural	7	3
Commercial Construction	39	241
Residential Construction	-	-
Commercial	39	523
Residential	83	47
Farmland	11	2
Consumer	59	60
Other	1	2
	<u>353</u>	<u>1,002</u>
Net Charge-Offs	<u>484</u>	<u>1,281</u>
Provision for Loans Losses	<u>131</u>	<u>335</u>
Allowance for Loan Losses at End of Year	<u>\$ 7,155</u>	<u>\$ 7,977</u>
Ratio of Annualized Net Charge-Offs to Average Loans	<u>0.08%</u>	<u>0.22%</u>

Part I (Continued)**Item 2 (Continued)****Deposits**

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the three month periods ended September 30, 2018 and September 30, 2017.

	September 30, 2018		September 30, 2017	
	Average Amount	Average Rate (1)	Average Amount	Average Rate (1)
Noninterest-Bearing Demand Deposits	\$ 170,437		\$ 154,723	
Interest-Bearing Demand and Savings Deposits	532,748	0.49%	515,412	0.36%
Time Deposits	323,995	0.90%	357,075	0.80%
Total Deposits	<u>\$ 1,027,180</u>	<u>0.54%</u>	<u>\$ 1,027,210</u>	<u>0.46%</u>

(1) Average rate is an annualized rate.

Average deposits decreased \$30 thousand to \$1.03 billion at September 30, 2018 from \$1.03 billion at September 30, 2017. The decrease was attributed to a decrease in time deposits of \$33.08 million, or 9.26 percent, while being offset by increases of noninterest-bearing demand deposits of \$15.71 million, or 10.16 percent, and interest-bearing demand and savings deposits of \$17.34 million, or 3.36 percent. Accordingly the ratio of average noninterest-bearing deposits to total average deposits was 16.59 percent for nine months ended September 30, 2018 compared to 15.06 percent for nine months ended September 30, 2017. The general increase in market rates, had the effect of increasing the average cost of total deposits by 8 basis points in nine months ended September 30, 2018 compared to the same period a year ago.

Part I (Continued)**Item 2 (Continued)****Off-Balance-Sheet Arrangements, Commitments, Guarantees, and Contractual Obligations**

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of September 30, 2018. Payments for borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts. Loan commitments and standby letters of credit are presented at contractual amounts; however, since many of these commitments are expected to expire unused or only partially used, the total amounts of these commitments do not necessarily reflect future cash requirements. The off-balance-sheet arrangements for loan commitments consist of approximately \$12 million in 1-4 residential home equity and construction loans, \$23 million in commercial real estate construction loans, \$19 million in commercial/industrial loans and \$47 million in the overdraft privilege program.

	Payments Due by Period				
	Total	Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Contractual Obligations:					
Subordinated Debentures	\$ 24,229	\$ -	\$ -	\$ -	\$ 24,229
Federal Home Loan Bank Advances	58,500	14,500	7,500	24,000	12,500
Operating Leases	175	43	42	90	-
Deposits with Stated Maturity Dates	317,025	207,262	89,495	20,132	136
	<u>399,929</u>	<u>221,805</u>	<u>97,037</u>	<u>44,222</u>	<u>36,865</u>
Other Commitments:					
Loan Commitments (1)	100,518	100,518	-	-	-
Standby Letters of Credit (1)	1,435	1,435	-	-	-
	<u>101,953</u>	<u>101,953</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Contractual Obligations and Other Commitments	<u>\$ 501,882</u>	<u>\$ 323,758</u>	<u>\$ 97,037</u>	<u>\$ 44,222</u>	<u>\$ 36,865</u>

(1) Additional information is included in Footnote 10 of the notes to consolidated financial statements.

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments which are not reflected in the consolidated financial statements. These instruments include commitments to extend credit, standby letters of credit, performance letters of credit, guarantees and liability for assets held in trust.

Such financial instruments are recorded in the financial statements when funds are disbursed or the instruments become payable. The Company uses the same credit policies for these off-balance sheet financial instruments as they do for instruments that are recorded in the consolidated financial statements.

Loan Commitments . The Company enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of the Company's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. The Company minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for loan losses. Loan commitments outstanding at September 30, 2018 are included in the preceding table.

Standby Letters of Credit . Letters of credit are written conditional commitments issued by the Company to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Company would be required to fund the commitment. The maximum potential amount of future payments the Company could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the Company would be entitled to seek recovery from the customer. The Company's policies generally require that standby letters of credit arrangements contain security and debt covenants similar to those contained in loan agreements. Standby letters of credit outstanding at September 30, 2018 are included in the preceding table.

Part I (Continued)

Item 2 (Continued)

Capital and Liquidity

At September 30, 2018, stockholders' equity totaled \$88.99 million compared to \$90.32 million at December 31, 2017. In addition to net income of \$8.95 million, other significant changes in stockholders' equity during nine months ended September 30, 2018 included \$1.27 million of dividends declared on common stock, \$3.17 million repurchase of warrants and the issuance of approximately \$6 thousand in shares of restricted stock. The accumulated other comprehensive income (loss) component of stockholders' equity totaled \$(12.34) million at September 30, 2018 compared to \$(6.49) million at December 31, 2017. This fluctuation was mostly related to the after-tax effect of changes in the fair value of securities available for sale.

On August 23, 2018, the Company granted 5,650 restricted shares of common stock to T. Heath Fountain, President and Chief Executive Officer, as part of his employment agreement. The restricted shares will vest over a three year period.

Regulatory agencies for banks and bank holding companies utilize capital guidelines designed to measure Tier 1 and total capital and take into consideration the risk inherent in both on-balance sheet and off-balance sheet items.

Tier 1 capital consists of common stock and qualifying preferred stockholders' equity and trust preferred securities less goodwill. Tier 2 capital consists of tier 1 capital and the allowance for loan losses up to 1.25 percent of risk-weighted assets. The Company has no Tier 2 capital other than the allowance for loan losses.

Using the capital requirements presently in effect, the Tier 1 ratio as of September 30, 2018 was 15.02 percent and total Tier 1 and 2 risk-based capital was 15.88 percent. Both of these measures compare favorably with the regulatory minimum to be adequately capitalized of 6 percent for Tier 1 and 8 percent for total risk-based capital. The Company's common equity Tier 1 ratio as of September 30, 2018 was 12.19, which exceeds the regulatory minimum of 4.50 percent. The Company's Tier 1 leverage ratio as of September 30, 2018 was 10.45 percent, which exceeds the required ratio standard of 4 percent.

As of September 30, 2018, average capital was \$89.30 million, representing 7.48 percent of average assets for the year. This compares to 7.58 percent for September 2017.

After suspending common stock dividend payments beginning in the third quarter of 2009 for capital retention purposes, the Company reinstated common stock dividends in the first quarter of 2017. The Company paid \$0.025 per share of common stock in each of the quarters of 2017. The Company paid \$0.05 per share of common stock in each of the first three quarters of 2018.

The Company declared dividends of \$211 thousand preferred stock on March 31, 2017. The Company redeemed the remaining \$9.36 million of preferred stock in the first quarter of 2017. The Company repurchased the Warrants in the second quarter of 2018 for \$3.17 million. Additional information is provided in the Notes to the Consolidated Financial Statements for Preferred Stock and Warrants.

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

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

The investment portfolio provides a ready means to raise cash if liquidity needs arise. As of September 30, 2018, the available for sale bond portfolio totaled \$318.0 million. At December 31, 2017, the available for sale bond portfolio totaled \$354.2 million. Only marketable investment grade bonds are purchased. Although a good portion of the banks' bond portfolios are encumbered as pledges to secure various public funds deposits, repurchase agreements, and for other purposes, management can restructure and free up investment securities for a sale if required to meet liquidity needs.

Management continually monitors the relationship of loans to deposits as it primarily determines the Company's liquidity posture. The Company had ratios of loans to deposits of 77.1 percent as of September 30, 2018 and 71.6 percent at December 31, 2017. Management employs alternative funding sources when deposit balances will not meet loan demands. The ratios of loans to all funding sources (excluding Subordinated Debentures) at September 30, 2018 and December 31, 2017 were 72.9 percent and 68.6 percent, respectively.

Part I (Continued)

Item 2 (Continued)

Management continues to emphasize programs to generate local core deposits as our Company's primary funding sources. The stability of the banks' core deposit base is an important factor in Colony's liquidity position. A heavy percentage of the deposit base is comprised of accounts of individuals and small businesses with comprehensive banking relationships and limited volatility. At September 30, 2018 and December 31, 2017, the Company had \$39.5 million and \$38.9 million in certificates of deposit of \$250,000 or more. These larger deposits represented 3.9 percent and 3.6 percent of respective total deposits. Management seeks to monitor and control the use of these larger certificates, which tend to be more volatile in nature, to ensure an adequate supply of funds as needed. Relative interest costs to attract local core relationships are compared to market rates of interest on various external deposit sources to help minimize the Company's overall cost of funds.

The Company supplemented deposit sources with brokered deposits. As of September 30, 2018, the Company had \$77.7 million, or 7.68 percent of total deposits, in CDARS. Additional information is provided in the Notes to the Consolidated Financial Statements regarding these brokered deposits. Additionally, the Company uses external deposit listing services to obtain out-of-market certificates of deposit at competitive interest rates when funding is needed. These deposits obtained from listing services are often referred to as wholesale or internet CDs. As of September 30, 2018, the Company had \$11.21 million, or 1.11 percent of total deposits, in internet certificates of deposit obtained through deposit listing services.

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

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

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

Liability liquidity is provided by access to funding sources which include core deposits. Should the need arise, the Company also maintains relationships with the Federal Home Loan Bank, Federal Reserve Bank and three correspondent banks.

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

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

Impact of Inflation and Changing Prices

The Company's financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States (GAAP). GAAP presently requires the Company to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Company is reflected in increased operating costs, though given recent economic conditions, the Company has not experienced any material effects of inflation during the last three fiscal years. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Company, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities, among other things, as further discussed in the next section.

Part I (Continued)**Item 2 (Continued)****Regulatory and Economic Policies**

The Company's business and earnings are affected by general and local economic conditions and by the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities, among other things. The Federal Reserve Board regulates the supply of money in order to influence general economic conditions. Among the instruments of monetary policy available to the Federal Reserve Board are (i) conducting open market operations in United States government obligations, (ii) changing the discount rate on financial institution borrowings, (iii) imposing or changing reserve requirements against financial institution deposits, and (iv) restricting certain borrowings and imposing or changing reserve requirements against certain borrowings by financial institutions and their affiliates. These methods are used in varying degrees and combinations to affect directly the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. For that reason alone, the policies of the Federal Reserve Board have a material effect on the earnings of the Company.

Governmental policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future; however, the Company cannot accurately predict the nature, timing or extent of any effect such policies may have on its future business and earnings.

Recently Issued Accounting Pronouncements

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

Market Risk and Interest Rate Sensitivity

Our financial performance is impacted by, among other factors, interest rate risk and credit risk. We do not utilize derivatives to mitigate our 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. Interest rate 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 to the net portfolio of equity value and net interest income from potential changes to interest rates and considers the impact of alternative strategies or changes in balance sheet structure.

Interest rates play a major part in the net interest income of financial institutions. The repricing of interest earnings 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 .80 to 1.20.

Our exposure to interest rate risk is reviewed at least quarterly 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. The Company has engaged FTN Financial to run a quarterly asset/liability model for interest rate risk analysis. We are generally focusing our investment activities on securities with terms or average lives in the 3 ½ - 5 ½ year range.

Market risk reflects the risk of economic loss resulting from adverse changes in market prices and interest rates. This risk of loss can be reflected in either reduced current market values or reduced current and potential net income. Colony's most significant market risk is interest rate risk. This risk arises primarily from Colony's extension of loans and acceptance of deposits.

Managing interest rate risk is a primary goal of the asset liability management function. Colony attempts to achieve stability in net interest income while limiting volatility arising from changes in interest rates. Colony seeks to achieve this goal by balancing the maturity and repricing characteristics of assets and liabilities. Colony manages its exposure to fluctuations in interest rates through policies established by ALCO and approved by the Board of Directors. ALCO meets at least quarterly and has responsibility for developing asset liability management policies, reviewing the interest rate sensitivity of Colony, and developing and implementing strategies to improve balance sheet structure and interest rate risk positioning.

Part I (Continued)**Item 2 (Continued)**

Colony measures the sensitivity of net interest income to changes in market interest rates through the utilization of Asset/Liability simulation modeling. On at least a quarterly basis, the following twenty-four month time period is simulated to determine a baseline net interest income forecast and the sensitivity of this forecast to changes in interest rates. These simulations include all of Colony's earning assets and liabilities. Forecasted balance sheet changes, primarily reflecting loan and deposit growth and forecasts, are included in the periods modeled. Projected rates for loans and deposits are based on management's outlook and local market conditions.

The magnitude and velocity of rate changes among the various asset and liability groups exhibit different characteristics for each possible interest rate scenario; additionally, customer loan and deposit preferences can vary in response to changing interest rates. Simulation modeling enables Colony to capture the expected effect of these differences. Assumptions utilized in the model are updated on an ongoing basis and are reviewed and approved by the ALCO Committee of the Board of Directors.

Colony has modeled its baseline net interest income forecast assuming a flat interest rate environment with the federal funds rate at the Federal Reserve's current targeted range of 2.00% to 2.25% and the current prime rate of 5.25%. Colony has modeled the impact of a gradual increase in short-term rates of 100 and 200 basis points and a decline of 100 basis points to determine the sensitivity of net interest income for the next twelve months. As illustrated in the table below, the net interest income sensitivity model indicates that, compared with a net interest income forecast assuming stable rates, net interest income is projected to increase by 1.19% and increase by 1.97% if interest rates increased by 100 and 200 basis points, respectively. Net interest income is projected to decline by 2.06% if interest rates decreased by 100 basis points. These changes were within Colony's policy limit of a maximum 15% negative change.

Twelve Month Net Interest Income Sensitivity

Change in Short-term Interest Rates (in basis points)	Estimated Change in Net Interest Income	
	September 30, 2018	December 31, 2017
+200	1.97%	0.27%
+100	1.19%	0.58%
Flat	-%	-%
-100	-2.06%	-2.57%

The measured interest rate sensitivity indicates an asset sensitive position over the next year, which could serve to improve net interest income in a rising interest rate environment. The actual realized change in net interest income would depend on several factors, some of which could serve to reduce or eliminate the asset sensitivity noted above. These factors include a higher than projected level of deposit customer migration to higher cost deposits, such as certificates of deposit, which would increase total interest expense and serve to reduce the realized level of asset sensitivity. Another factor which could impact the realized interest rate sensitivity in a rising rate environment is the repricing behavior of interest bearing non-maturity deposits. Assumptions for repricing are expressed as a beta relative to the change in the prime rate. For instance, a 25% beta would correspond to a deposit rate that would increase 0.25% for every 1% increase in the prime rate. Projected betas for interest bearing non-maturity deposit repricing are a key component of determining the Company's interest rate risk position. Should realized betas be higher than projected betas, the expected benefit from higher interest rates would be reduced.

The net interest income simulation model is the primary tool utilized to evaluate potential interest rate risks over a shorter term time horizon. Colony also evaluates potential longer term interest rate risk through modeling and evaluation of economic value of equity (EVE). This EVE modeling allows Colony to capture longer-term repricing risk and options risk embedded in the balance sheet. Simulation modeling is utilized to measure the economic value of equity and its sensitivity to immediate changes in interest rates. These simulations value only the current balance sheet and do not incorporate growth assumptions used in the net interest income simulation. The economic value of equity is the net fair value of assets and liabilities derived from the present value of future cash flows discounted at current market interest rates. From this baseline valuation, Colony evaluates changes in the value of each of these items in various interest rate scenarios to determine the net impact on the economic value of equity. Key assumptions utilized in the model, namely loan prepayments, deposit pricing betas, and non-maturity deposit durations have a significant impact on the results of the EVE simulations.

Part I (Continued)**Item 2 (Continued)**

As illustrated in the table below, the economic value of equity model indicates that, compared with a valuation assuming stable rates, EVE is projected to increase by 5.87% and 9.48%, assuming an immediate and sustained increase in interest rates of 100 and 200 basis points, respectively. The primary reason for the increase in asset sensitivity from the prior year is a more aggressive assumption regarding non-maturity deposit durations. Assuming an immediate 100 basis point decline in rates, EVE is projected to decrease by 8.32%. These changes were within Colony's policy except in the -100 basis point change, which limits the maximum negative change in EVE to 10% of the base EVE. We believe this projection outside of policy is mitigated by the unlikely reduction in interest rates due to the current rate environment.

Economic Value of Equity Sensitivity

Immediate Change in Interest Rates (in basis points)	Estimated Change in EVE	
	September 30, 2018	December 31, 2017
+200a	9.48%	13.13%
+100a	5.87%	7.93%
-100a	-8.32%	-11.73%

Colony is also subject to market risk in certain of its fee income business lines. Financial management services revenues, which include trust, brokerage, and asset management fees, can be affected by risk in the securities markets, primarily the equity securities market. A significant portion of the fees in this unit are determined based upon a percentage of asset values. Weaker securities markets and lower equity values have an adverse impact on the fees generated by these operations. Trading account assets, maintained to facilitate brokerage customer activity, are also subject to market risk. This risk is not considered significant, as trading activities are limited and subject to risk policy limits. Mortgage banking income is also subject to market risk. Mortgage loan originations are sensitive to levels of mortgage interest rates and therefore, mortgage banking income could be negatively impacted during a period of rising interest rates. The extension of commitments to customers to fund mortgage loans also subjects Colony to market risk. This risk is primarily created by the time period between making the commitment and closing and delivering the loan. Colony seeks to minimize this exposure by utilizing various risk management tools, the primary of which are forward sales commitments and best efforts commitments.

Part I (Continued)
Item 2 (Continued)

The following table is an analysis of the Company's interest rate-sensitivity position at September 30, 2018. The interest-bearing rate-sensitivity gap, which is the difference between interest-earning assets and interest-bearing liabilities by repricing period, is based upon maturity or first repricing opportunity, along with a cumulative interest rate-sensitivity gap. It is important to note that the table indicates a position at a specific point in time and may not be reflective of positions at other times during the year or in subsequent periods. Major changes in the gap position can be, and are, made promptly as market outlooks change.

	Assets and Liabilities Repricing Within					
	3 Months or Less	4 to 12 Months	1 Year	1 to 5 Years	Over 5 Years	Total
INTEREST-EARNING ASSETS:						
Interest-Bearing Deposits	\$ 21,764	\$ -	\$ 21,764	\$ -	\$ -	\$ 21,764
Investment Securities	1,572	9,686	11,258	165,206	141,568	318,032
Loans, Net of Unearned Income	163,453	148,465	311,918	430,369	37,156	779,443
Other Interest- Earning Assets	3,594	-	3,594	-	-	3,594
Total Interest-Earning Assets	\$ 190,383	\$ 158,151	\$ 348,534	\$ 595,575	\$ 178,724	\$ 1,122,833
INTEREST-BEARING LIABILITIES:						
Interest-Bearing Demand Deposits (1)	438,241	-	438,241	-	-	438,241
Savings (1)	78,532	-	78,532	-	-	78,532
Time Deposits	58,466	148,795	207,261	109,628	136	317,025
Other Borrowings	14,500	21,000	35,500	23,000	-	58,500
Subordinated Debentures	24,229	-	24,229	-	-	24,229
Total Interest-Bearing Liabilities	613,968	169,795	783,763	132,628	136	916,527
Interest Rate-Sensitivity Gap	(423,585)	(11,644)	(435,229)	462,947	178,588	\$ 206,306
Cumulative Interest-Sensitivity Gap	\$ (423,585)	\$ (435,229)	\$ (435,229)	\$ 27,718	\$ 206,306	
Interest Rate-Sensitivity Gap as a Percentage of Interest-Earning Assets	(37.72)%	(1.04)%	(38.76)%	41.23%	15.90%	
Cumulative Interest Rate-Sensitivity as a Percentage of Interest-Earning	(37.72)%	(38.76)%	(38.76)%	2.47%	18.37%	

(1) Interest-bearing Demand and Savings Accounts for repricing purposes are considered to reprice within 3 months or less.

Part I (Continued)**Item 2 (Continued)**

The foregoing table indicates that we had a one year negative gap of \$435.2 million, or 38.76 percent of total interest-earning assets at September 30, 2018. In theory, this would indicate that at September 30, 2018, \$435.2 million more in liabilities than assets would reprice if there were a change in interest rates over the next 365 days. Thus, if interest rates were to decline, the gap would indicate a resulting increase in net interest margin. However, changes in the mix of interest-earning assets or supporting liabilities can either increase or decrease the net interest margin without affecting interest rate sensitivity. In addition, the interest rate spread between an asset and our supporting liability can vary significantly while the timing of repricing of both the assets and our supporting liability can remain the same, thus impacting net interest income. This characteristic is referred to as a basis risk and, generally, relates to the repricing characteristics of short-term funding sources such as certificates of deposits.

Gap analysis has certain limitations. Measuring the volume of repricing or maturing assets and liabilities does not always measure the full impact on the portfolio value of equity or net interest income. Gap analysis does not account for rate caps on products; dynamic changes such as increasing prepay speeds as interest rates decrease, basis risk, or the benefit of non-rate funding sources. The majority of our loan portfolio reprices quickly and completely following changes in market rates, while non-term deposit rates in general move slowly and usually incorporate only a fraction of the change in rates. Products categorized as non-rate sensitive, such as our noninterest-bearing demand deposits, in the gap analysis behave like long term fixed rate funding sources. Both of these factors tend to make our actual behavior more asset sensitive than is indicated in the gap analysis. In fact, we experience higher net interest income when rates rise, opposite what is indicated by the gap analysis. Therefore, management uses gap analysis, net interest margin analysis and market value of portfolio equity as our primary interest rate risk management tools. The Company has established its one year gap to be 80 percent to 120 percent. The most recent analysis as of September 30, 2018 indicates a one year gap of 1.17 percent. The analysis reflects slight net interest margin compression in both a declining and increasing interest rate environment. Given that interest rates have shown a gradual increase with the Federal Reserve's actions since 2015, the Company is anticipating interest rates to increase in the future though we believe that interest rates will increase modestly in 2018. The Company is focusing on areas to minimize margin compression in the future by minimizing longer term fixed rate loans, shortening on the yield curve with investments, securing longer term FHLB advances, securing certificates of deposit for longer terms and focusing on reduction of nonperforming assets.

The Company utilizes FTN Financial Asset/Liability Management Analysis for a more dynamic analysis of balance sheet structure. The Company has established policies for rate shock per basis point (bp) for earnings at risk for net interest income and for equity at risk. The following table shows the policy limits with the rate shock for earnings at risk and equity at risk September 30, 2018.

	Rate Shock	Policy	Immediate Shock (-) decrease bp	Immediate Shock (+) increase bp
Net Interest Income –	+/- 100 bp	+/- 10%	-1.34%	0.42%
Earnings at Risk	+/- 200 bp	+/- 15%	-7.55	1.97
	+/- 300 bp	+/- 20%	-12.37	0.16
	+/- 400 bp	+/- 25%	-15.72	3.14
Equity at Risk	+/- 100 bp	+/- 10%	-8.32	5.87
	+/- 200 bp	+/- 20%	-20.96	9.48
	+/- 300 bp	+/- 30%	-36.47	11.32
	+/- 400 bp	+/- 40%	-39.86	12.24

Return on Assets and Stockholders' Equity

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

	Three Months Ended September 30		Nine Months Ended September 30	
	2018	2017	2018	2017
Return on Average Assets (1)	0.90%	0.88%	1.00%	0.78%
Return on Average Total Equity (1)	12.10%	11.57%	13.37%	10.23%
Average Total Equity to Average Assets	7.48%	7.58%	7.48%	7.58%

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

Part I (Continued)

Item 3

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by Item 305 of Regulation S-K is contained in the Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Quarterly Report on Form 10-Q under the heading “Market Risk and Interest Rate Sensitivity”, which information is incorporated herein by reference.

ITEM 4 – CONTROLS AND PROCEDURES

The Company’s Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company’s “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based upon their evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the “SEC”) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and (2) is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. In addition, no change in the Company’s internal control over financial reporting occurred during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

None

ITEM 1A – RISK FACTORS

There have been no material changes to the risk factors disclosed in Item 1A of Part I in our Annual Report on Form 10-K for the year ended December 31, 2017.

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

There were no shares of the Company's common stock sold during the three-month period ended September 30, 2018.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable

ITEM 5 – OTHER INFORMATION

None

ITEM 6 – EXHIBITS

3.1 Articles of Incorporation, As Amended

[-filed as Exhibit 99.1 to the Registrant's 10-Q for the period ended June 30, 2014 \(File No. 0-12436\), filed with the Commission on August 4, 2014 and incorporated herein by reference.](#)

3.2 Bylaws, as Amended

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

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

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

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

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

3.5 Amendment to the Company's Bylaws

[-filed as Exhibit 99.1 to the Registrant's 8-K \(File No.000-12436\) , filed with the Commission on May 29, 2015 and incorporated herein by reference.](#)

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

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

Part II (Continued)

Item 6 (Continued)

4.2 Form of Series A Preferred Stock Certificate

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

10.1 Deferred Compensation Plan and Sample Director Agreement

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

10.2 Profit-Sharing Plan Dated January 1, 1979

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

10.3 1999 Restricted Stock Grant Plan and Restricted Stock Grant Agreement

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

10.4 2004 Restricted Stock Grant Plan and Restricted Stock Grant Agreement

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

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

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

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

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

10.7 Form of Waiver, Executed by Al D. Ross

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

10.8 Form of Waiver, Executed by Terry L. Hester

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

10.9 Form of Waiver, Executed by Henry F. Brown, Jr.

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

10.10 Form of Waiver, Executed by Walter F. Patten

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

Part II (Continued)

Item 6 (Continued)

10.11 Form of Waiver, Executed by Larry E. Stevenson

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

10.12 Employment Agreement, Dated April 27, 2012 Between Edward P. Loomis, Jr. and Colony Bankcorp, Inc.

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

10.13 Restricted Stock Award Between T. Heath Fountain and Colony Bankcorp, Inc.

[-filed as Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 \(File No. 000-12436\), filed with the Commission on August 23, 2018 and incorporated herein by reference.](#)

99.1 Retention Agreement

[-filed as Exhibit 99.1 to the Registrant's 10-Q for the period ended March 31, 2015 \(File No. 000-12436\), filed with the Commission on May 4, 2015 and incorporated herein by reference.](#)

99.2 Retention Agreement

[-filed as Exhibit 99.2 to the Registrant's 10-Q for the period ended June 30, 2016 \(File No. 000-12436\), filed with the Commission on May 31, 2016 and incorporated herein by reference.](#)

99.3 Retention Agreement

[-filed as Exhibit 99.3 to the Registrant's 10-Q for the period ended March 31, 2018 \(File No. 000-12436\), filed with the Commission on May 4, 2018 and incorporated herein by reference.](#)

99.4 Employment Agreement, Dated July 27, 2018 Between T. Heath Fountain and Colony Bankcorp, Inc.

[-filed as Exhibit 99.4 to the Registrant's 10-Q for the period ended September 30, 2018 \(File No. 000-12436\), filed with the Commission on November 2, 2018.](#)

[31.1 Certificate of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002](#)

[31.2 Certificate of Chief Financial Officer Pursuant to Section 302 of Sarbanes – Oxley Act of 2002](#)

[32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

SIGNATURES

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

Colony Bankcorp, Inc.

Date: November 2, 2018

/s/ T. Heath Fountain

T. Heath Fountain
President/Director/Chief Executive Officer

Date: November 2, 2018

/s/ Terry L. Hester

Terry L. Hester
Executive Vice-President/Director/Chief Financial
Officer

CERTIFICATION

I, T. Heath Fountain certify that:

1. I have reviewed this Form 10-Q of Colony Bankcorp, Inc:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2018

/s/ T. Heath Fountain
T. Heath Fountain
President and Chief Executive Officer

CERTIFICATION

I, Terry L. Hester certify that:

1. I have reviewed this Form 10-Q of Colony Bankcorp, Inc:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2018

/s/ Terry L. Hester

Terry L. Hester

Executive Vice-President and Chief Financial Officer

**CERTIFICATION OF CEO AND CFO PURSUANT TO
18 U.S.C. § 1350
AS ADOPTED PURSUANT TO
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Form 10-Q of Colony Bankcorp, Inc. (the Company) for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the Report), T. Heath Fountain, President and Chief Executive Officer of the Company, and Terry L. Hester, Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 2, 2018

/s/ T. Heath Fountain
T. Heath Fountain
President and Chief Executive Officer

November 2, 2018

/s/ Terry L. Hester
Terry L. Hester
Executive Vice-President and Chief Financial Officer

This certification accompanies this Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

EMPLOYMENT AGREEMENT

This EMPLOYMENT AGREEMENT (this "Agreement"), dated as of this 27th day of July, 2018 (the "Effective Date"), is by and between Colony Bankcorp, Inc. (the "Holding Company"), Colony Bank, a Georgia Bank and wholly-owned subsidiary of the Holding Company (the "Bank" and, together with the Holding Company, the "Employer"), and T. Heath Fountain ("Executive"), a resident of the State of Georgia (collectively, the "Parties").

WHEREAS, Employer desires to secure the services of Executive and to enter into this Agreement embodying the terms of the employment of Executive by Employer; and

WHEREAS, Executive desires to begin employment with Employer and to enter into this Agreement in order to facilitate and obtain the benefits set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, Employer and Executive hereby agree as follows:

1. Employment.

(a) Agreement to Employ. Upon the terms and subject to the conditions of this Agreement, Employer hereby agrees to employ Executive and Executive hereby agrees to be employed with Employer as of the Start Date (as defined in Section 1(b) hereof).

(b) Term of Agreement. The "Term" of this Agreement and Executive's employment with Employer hereunder shall begin on July 30, 2018 (the "Start Date"). The "Term" of this Agreement shall end on July 30, 2021, unless terminated earlier in accordance with Section 4 below.

2. Position ; Extent of Service.

(a) Position. During the Term, Executive shall serve as the President and Chief Executive Officer of the Holding Company and the President and Chief Executive Officer of the Bank, and in such other position or positions with the Holding Company and/or the Bank as may be reasonably delegated by the Board of Directors of the Holding Company (the "Holding Company Board") and/or the Board of Directors of the Bank (the "Bank Board"), as applicable. In his capacity as the President and Chief Executive Officer of Employer, Executive will report directly to the Bank Board and the Holding Company Board, respectively. Executive shall serve as a member of the Bank Board and the Holding Company Board (subject to Executive's nomination and election as a member of the Bank Board and Holding Company Board for subsequent terms) and, at the request of the Bank Board and/or Holding Company Board, as a member of the board of directors (or equivalent) of any subsidiary. Executive shall receive a monthly fee of \$1,000.00 for serving on the Boards, which may be increased from time to time so that such fees paid to Executive are equivalent to those paid to any other inside director.

(b) Extent of Service. During the Term, Executive shall (i) use his reasonable best efforts, judgment, skill and energy to perform the services required of him under this Agreement in a manner consonant with the duties of his position; (ii) devote substantially all of his business effort, time, energy, and skill (reasonable vacations and reasonable absences due to illness excepted) to fulfill his employment duties; (iii) faithfully, loyally and diligently perform such duties, subject to the control and supervision of the Holding Company Board and Bank Board, as applicable; and (iv) diligently follow and implement all lawful management policies and decisions of the Holding Company Board and the Bank Board that are communicated to Executive.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(c) Office Location. Executive shall maintain offices in both Albany, Georgia and Fitzgerald, Georgia; provided, however, that Executive agrees to make reasonable efforts to, at least weekly, perform his services from the Fitzgerald, Georgia office. In addition, Executive from time-to time may be required to travel to other geographic locations in connection with the performance of his duties.

3. Compensation and Benefits.

(a) Base Salary. During the Term, Executive shall receive an annual "Base Salary" in the amount of Three-Hundred Thousand Dollars and Zero Cents (\$300,000.00), subject to applicable withholdings required by law or authorized by Executive. Executive's Base Salary will be paid in accordance with Employer's ordinary payroll policies and practices then in effect. Executive's Base Salary is subject to review annually by the Holding Company Board and the Bank Board in connection with the annual performance review process.

(b) Bonus Plans. During the Term, Executive shall be entitled to participate in any annual discretionary bonus plans available to other Bank employees similarly situated to Executive, subject to eligibility requirements and terms and conditions of each such plan, provided that nothing herein shall limit the ability of Employer to amend, modify or terminate any such plans at any time and from time to time, and provided, further, that Employer shall, in its sole discretion, determine whether any such discretionary bonus shall be payable in cash, stock or other consideration. Without limiting the foregoing, Executive shall be eligible to receive an annual discretionary cash bonus payment based upon criteria established by the Holding Company Board and the Bank Board.

(c) Employer-Provided Automobile. During the Term, Executive shall be entitled to the exclusive use of a company car of his choosing, provided that Employer determines, in its sole discretion, the cost of such company car to be reasonable. All expenses of maintenance, operation and insurance shall be paid by Employer or reimbursed by Employer to Employee. Executive shall be responsible for any tax liability resulting from his personal use of such company car.

(d) Benefit Plans. During the Term, Executive shall be eligible to participate in each employee benefit plan sponsored or maintained by Employer, including, without limitation, each medical, dental, group life, accident or disability insurance, and retirement contribution matching, in each case, whether now existing or established hereafter, to the extent that Executive is eligible to participate in any such plan under the generally applicable provisions thereof. Nothing in this Agreement shall require Employer to create or maintain any employee benefit plans, nor shall anything in this Agreement prohibit Employer from changing or discontinuing any existing employee benefit plans. Without limiting the foregoing, (i) beginning January 1, 2019, Executive shall be eligible to participate in Employer's profit sharing plan, (ii) Executive shall receive \$250,000 life insurance coverage under Employer's GBA group insurance policy, (iii) Employer shall pay Executive's monthly membership dues (for the avoidance of doubt, excluding any initiation fees) at Doublegate Country Club; and (iv) Employer shall provide Executive with a smartphone and shall pay for the monthly phone and data service thereof.

(e) Vacation, PTO and Holidays. During the Term, Executive shall be entitled to up to three (3) weeks of paid vacation leave each calendar year during the Term, as well as seven (7) days of paid-time off, plus holidays offered consistent with Employer policy.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(f) Initial Stock Award. Subject to approval by the Compensation Committee of the Holding Company Board, the Holding Company shall grant to Executive restricted shares of the Holding Company's common stock ("Common Stock") having a grant date fair value of One Hundred Thousand Dollars (\$100,000) (the "Initial Stock Award"). The Initial Stock Award shall be granted as soon as administratively practical following approval by the Compensation Committee, but not earlier than the effective date of a Form S-8 Registration Statement filed by the Holding Company with the SEC to register the shares of common stock underlying the Initial Stock Award, and shall vest in three approximately equal annual installments on each of the first three (3) anniversaries of the date of Start Date, conditioned upon Executive's continuing employment with Employer on each vesting date. The Initial Stock Award shall be granted pursuant to the terms and conditions of an award certificate memorializing the Initial Stock Award. The award certificate memorializing the Initial Stock Award shall provide, among other things, that any withholding requirement related to the vesting of the Initial Stock Award may be satisfied, in whole or in part, at the election of Executive, by withholding from the award shares of Common Stock having a fair market value on the date of withholding equal to the amount required to be withheld for tax purposes, all in accordance with such procedures as the Holding Company establishes.

(g) Reimbursement of Expenses. During the Term, Employer shall reimburse Executive for all reasonable out-of-pocket expenses incurred by Executive on behalf of Employer in the ordinary course of business, in accordance with Employer's then current reimbursement procedures.

(h) Terms Regarding Reimbursement of Expenses. If Executive is entitled to be paid or reimbursed for any taxable expenses under this Agreement, and such payments or reimbursements are includible in Executive's federal gross taxable income, the amount of such expenses reimbursable in any one calendar year shall not affect the amount reimbursable in any other calendar year, and the reimbursement of an eligible expense must be made no later than December 31 of the year after the year in which the expense was incurred. No right of Executive to reimbursement of expenses shall be subject to liquidation or exchange for another benefit.

4. Termination of Employment. This Agreement and Executive's employment with Employer may be terminated as follows:

(a) Death. Executive's employment and this Agreement shall terminate immediately upon the death of Executive.

(b) Disability. If Executive is incapacitated by accident, sickness or otherwise so as to render him mentally or physically incapable of performing fully the services required of him under this Agreement (referred to herein as a "Disability") for a period of ninety (90) consecutive days or for an aggregate of one hundred twenty (120) business days during any twelve (12) month period, Employer may terminate Executive's employment and this Agreement effective immediately after the expiration of either of such periods, upon giving Executive written notice of such termination. Notwithstanding the foregoing provision, if it is determined by Employer that Executive has a "disability" as defined under the Americans with Disabilities Act, Executive's employment shall not be terminated on the basis of such disability unless it is first determined by Employer after consultation with Executive that there is no reasonable accommodation which would permit Executive to perform the essential functions of his position without imposing an undue hardship on Employer.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(c) By Employer. Employer may terminate Executive's employment and this Agreement with or without Cause immediately on written notice to Executive. For purposes of this Agreement, "Cause" shall mean a good faith determination by the Holding Company Board or the Bank Board that any of the following has occurred: (i) any intentional misconduct by Executive in connection with Employer's business or relating to Executive's duties, or any willful violation of any laws, rules or regulations applicable to banks or the banking industry generally (including but not limited to the regulations of the Board of Governors of the Federal Reserve, the Federal Deposit Insurance Corporation (the "FDIC"), the State of Georgia Department of Banking and Finance, or any other applicable regulatory authority); (ii) Executive's material failure to comply with Employer's policies or guidelines of employment or corporate governance policies or guidelines, including, without limitation, any business code of ethics adopted by Employer; (iii) any act of fraud, misappropriation or embezzlement by Executive, whether or not such act was committed in connection with the business of Employer; (iv) a breach or threatened breach of this Agreement, including, without limitation, a breach of any of the obligations set forth in Section 6 hereof, that, if such breach is capable of being cured, is not cured by Executive within ten (10) days of written notice by Employer of the breach; or (v) the conviction by Executive of, or Executive's pleading guilty or nolo contendere to, a felony or a crime involving moral turpitude (including pleading guilty or nolo contendere to a felony or lesser charge which results from plea bargaining), whether or not such felony, crime or lesser offense is connected with the business of Employer.

(d) By Executive. Executive's employment and this Agreement may be terminated by Executive with or without Good Reason (as defined herein) by delivering a written notice of termination to Employer thirty (30) days prior to the desired date of termination (with the thirty (30) day period to be referred to as the "Notice Period"). During the Notice Period, and at the sole discretion of Employer, Executive may be required to assist Employer with identifying a successor and in transitioning his duties and responsibilities to that successor. Moreover, during the Notice Period, and at the sole discretion of Employer, Executive may be relieved of all duties and/or prohibited from physically working at the offices of Employer. A termination by Executive shall not constitute termination for Good Reason unless Executive shall first have delivered to Employer written notice setting forth with specificity the occurrence deemed to give rise to a right to terminate for Good Reason (which notice must be given no later than sixty (60) days after the initial occurrence of such event) (the "Good Reason Notice"), and Employer has not taken action to correct, rescind or otherwise substantially reverse the occurrence supporting termination for Good Reason as identified by Executive within thirty (30) days following its receipt of such Good Reason Notice. Good Reason shall not include Executive's death or Disability. Executive's date of termination for Good Reason must occur within a period of one hundred twenty (120) days after the occurrence of an event of Good Reason. For purposes of this Agreement, "Good Reason" shall mean any of the following, without Executive's consent: (i) a material diminution in Executive's Base Salary (other than an across-the-board reduction in base salary that affects all peer executives); (ii) a material diminution in Executive's authority, duties, or responsibilities; or (iii) the relocation of Executive's principal office to a location that is more than thirty-five (35) miles from the location of Employer's principal office on the Effective Date; provided, however, that Good Reason shall not include any relocation of Executive's principal office which is proposed or initiated by Executive.

(e) By Written Agreement. The Parties may agree in writing to terminate Executive's employment with Employer and this Agreement on the terms set forth in such writing.

5. Obligations Upon Termination.

(a) Termination for Any Reason. If this Agreement and Executive's employment with Employer are terminated for any reason, Employer shall be obligated to pay to Executive (or, in the case of a termination under Section 4(a), Executive's estate) only: (i) any Base Salary already earned but unpaid (which shall be paid in a lump sum in cash within thirty (30) days after Executive's date of termination); and (ii) to the extent not theretofore paid or provided, any other amounts or benefits required to be paid or provided or which Executive is eligible to receive under any plan, program, policy or practice or contract or agreement of Employer (collectively, the "Accrued Obligations").

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(b) Termination by Employer Without Cause ; Resignation by Executive for Good Reason . During the Term, if Employer terminates Executive's employment and this Agreement other than for Cause or Disability or Executive terminates his employment and this Agreement for Good Reason (each, a "Qualifying Termination"), then, in addition to the Accrued Obligations, Employer shall pay to Executive (i) if the Qualifying Termination occurs prior to a Change in Control (as defined herein) or more than twelve (12) months following a Change in Control, an amount equal to the Base Salary that would have been payable to Executive through the remainder of the Term had his employment not terminated or, if longer, for a period of twelve (12) months (the "Non-CIC Severance Period"), subject to applicable withholding and payable in approximately equal installments in accordance with Employer's ordinary payroll policies and practices then in effect, with such payments commencing with Employer's first regular payroll that occurs after the sixtieth (60th) day following the date of termination and continuing for the Non-CIC Severance Period; provided that the first such payment shall consist of all amounts payable to Executive pursuant to this Section 5(b)(i) between the date of termination and the first payroll date to occur after the sixtieth (60th) day following the date of termination; or (ii) if the Qualifying Termination occurs within twelve (12) months following a Change in Control, an amount equal to two and one-half (2.5) times the sum of (x) Executive's then-current Base Salary plus (y) an amount equal to the annual bonus paid by Employer to Executive with respect to the calendar year immediately preceding the effective date of the Qualifying Termination, subject to applicable withholdings and payable in a single lump sum within thirty (30) days following the Change in Control (the amounts described in (i) and (ii) herein referred to herein collectively as the "Severance"). The Severance shall be subject to Executive's continued compliance in all material respects with Section 6 hereof and the execution, delivery, and non-revocation of a separation agreement and general release (other than of Employer's obligations under this Agreement), in form reasonably acceptable to Employer (the "Release").

(c) Termination Other than by Reason of a Qualifying Termination . If this Agreement and Executive's employment terminates other than by reason of a Qualifying Termination, Employer shall be obligated to pay to Executive only the Accrued Obligations and shall have no further obligations to Executive.

(d) Termination upon Expiration of the Term . If this Agreement and Executive's employment with Employer terminate as a result of the expiration of the Term, Employer shall be obligated to pay to Executive only the Accrued Obligations and shall have no further obligations to Executive.

(e) Survival of Restrictions on Conduct of Executive . The provisions of Section 6 of this Agreement, as well as any other terms of this Agreement necessary for the interpretation of Section 6, shall survive termination of the Agreement pursuant to the time periods specified therein.

6. Restrictions on Conduct of Executive .

(a) Acknowledgements .

(i) Condition of Employment and Other Consideration . Executive acknowledges and agrees that he has received good and valuable consideration for entering into this Agreement, including, without limitation, access to and use of Employer's Confidential Information and access to Employer's donor and employee relationships and goodwill, and further acknowledges that Employer would not employ or continue to employ Executive in the absence of his execution of and compliance with this Agreement.

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(ii) Access to Confidential Information, Relationships, and Goodwill. Executive acknowledges and agrees that he is being provided and entrusted with Confidential Information, including highly confidential business information that is subject to extensive measures to maintain its secrecy within Employer, is not known in the trade or disclosed to the public, and would materially harm Employer's legitimate business interests if it was disclosed or used in violation of this Agreement. Executive also acknowledges and agrees that he is being provided and entrusted with access to Employer's donor and employee relationships and goodwill. Executive further acknowledges and agrees that Employer would not provide access to the Confidential Information, donor and employee relationships, and goodwill in the absence of Executive's execution of and compliance with this Agreement. Executive further acknowledges and agrees that Employer's Confidential Information, donor and employee relationships, and goodwill are valuable assets of Employer and are legitimate business interests that are properly subject to protection through the covenants contained in this Agreement.

(iii) Potential Unfair Competition. Executive acknowledges and agrees that as a result of his employment with Employer, his knowledge of and access to Confidential Information, and his relationships with Employer's donors and employees, Executive would have an unfair competitive advantage if Executive were to engage in activities in violation of this Agreement.

(iv) No Undue Hardship. Executive acknowledges and agrees that, in the event that his employment with Employer terminates, Executive possesses marketable skills and abilities that will enable Executive to find suitable employment without violating the covenants set forth in this Agreement.

(v) Voluntary Execution. Executive acknowledges and affirms that he is executing this Agreement voluntarily, that he has read this Agreement carefully and had a full and reasonable opportunity to consider this Agreement (including an opportunity to consult with legal counsel), and that he has not been pressured or in any way coerced, threatened or intimidated into signing this Agreement.

(b) Definitions. The following capitalized terms used in this Agreement shall have the meanings assigned to them below, which definitions shall apply to both the singular and the plural forms of such terms:

(i) *"Change in Control"* means and includes the occurrence of any one of the following events but shall specifically exclude a public offering of any class or series of the Holding Company's equity securities pursuant to a registration statement filed by the Holding Company under the Securities Act of 1933:

(A) during any consecutive 12-month period, individuals who, at the beginning of such period, constitute the Holding Company Board (the "Incumbent Directors") cease for any reason to constitute at least a majority of such Board, provided that any person becoming a director after the beginning of such 12-month period and whose election or nomination for election was approved by a vote of at least a majority of the Incumbent Directors then on the Holding Company Board shall be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of the Holding Company as a result of an actual or threatened election contest with respect to the election or removal of directors ("Election Contest") or other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Holding Company Board ("Proxy Contest"), including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest, shall be deemed an Incumbent Director; or

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(B) any person becomes a Beneficial Owner (as defined in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934), directly or indirectly, of either (A) 50% or more of the then-outstanding shares of common stock of the Holding Company ("Holding Company Common Stock") or (B) securities of the Holding Company representing 50% or more of the combined voting power of the Holding Company's then outstanding securities eligible to vote for the election of directors (the "Holding Company Voting Securities"); provided, however, that for purposes of this subsection (ii), the following acquisitions of Holding Company Common Stock or Holding Company Voting Securities shall not constitute a Change in Control: (w) an acquisition directly from the Holding Company, (x) an acquisition by the Holding Company or a Subsidiary, (y) an acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Holding Company or any Subsidiary, or (z) an acquisition pursuant to a Non-Qualifying Transaction (as defined in subsection (iii) below); or

(C) the consummation of a reorganization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Holding Company or a Subsidiary (a "Reorganization"), or the sale or other disposition of all or substantially all of the Holding Company's assets (a "Sale") or the acquisition of assets or stock of another corporation or other entity (an "Acquisition"), unless immediately following such Reorganization, Sale or Acquisition: (A) all or substantially all of the individuals and entities who were the Beneficial Owners, respectively, of the outstanding Holding Company Common Stock and outstanding Holding Company Voting Securities immediately prior to such Reorganization, Sale or Acquisition beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the entity resulting from such Reorganization, Sale or Acquisition (including, without limitation, an entity which as a result of such transaction owns the Holding Company or all or substantially all of the Holding Company's assets or stock either directly or through one or more subsidiaries, the "Surviving Entity") in substantially the same proportions as their ownership, immediately prior to such Reorganization, Sale or Acquisition, of the outstanding Holding Company Common Stock and the outstanding Holding Company Voting Securities, as the case may be, and (B) no person (other than (x) the Holding Company or any Subsidiary, (y) the Surviving Entity or its ultimate parent entity, or (z) any employee benefit plan (or related trust) sponsored or maintained by any of the foregoing) is the Beneficial Owner, directly or indirectly, of 50% or more of the total common stock or 50% or more of the total voting power of the outstanding voting securities eligible to elect directors of the Surviving Entity, and (C) at least a majority of the members of the board of directors of the Surviving Entity were Incumbent Directors at the time of the Board's approval of the execution of the initial agreement providing for such Reorganization, Sale or Acquisition (any Reorganization, Sale or Acquisition which satisfies all of the criteria specified in (A), (B) and (C) above shall be deemed to be a "Non-Qualifying Transaction").

(ii) " *Competitive Services* " means the community banking or commercial banking business, including, without limitation, originating, underwriting, closing and selling loans, receiving deposits and otherwise engaging in the business of banking, as well as the business of providing any other activities, products, or services of the type conducted, authorized, offered, or provided by Employer as of Executive's Termination Date, or during the two (2) years immediately prior to Executive's Termination Date.

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(iii) “ *Confidential Information* ” means any and all data and information relating to Employer, or their respective activities, business, donors, or clients that (i) is disclosed to Executive or of which Executive becomes aware as a consequence of his employment with Employer; (ii) has value to Employer; and (iii) is not generally known outside of Employer. “Confidential Information” shall include, but is not limited to the following types of information regarding, related to, or concerning Employer: trade secrets (as defined by O.C.G.A. § 10-1-761); financial plans and data; management planning information; business plans; operational methods; market studies; marketing plans or strategies; pricing information; product development techniques or plans; donor or customer lists; donor or customer files, data and financial information; details of donor or customer contracts; current and anticipated donor or customer requirements; identifying and other information pertaining to business referral sources; past, current and planned research and development; computer aided systems, software, strategies and programs; business acquisition plans; management organization and related information (including, without limitation, data and other information concerning the compensation and benefits paid to officers, directors, employees and management); personnel and compensation policies; new personnel acquisition plans; and other similar information. “Confidential Information” also includes combinations of information or materials which individually may be generally known outside of Employer, but for which the nature, method, or procedure for combining such information or materials is not generally known outside of Employer. In addition to data and information relating to Employer, “Confidential Information” also includes any and all data and information relating to or concerning a third party that otherwise meets the definition set forth above, that was provided or made available to Employer by such third party, and that Employer has a duty or obligation to keep confidential. This definition shall not limit any definition of “confidential information” or any equivalent term under state or federal law. “Confidential Information” shall not include information that has become generally available to the public by the act of one who has the right to disclose such information without violating any right or privilege of Employer.

(iv) “ *Intellectual Property Rights* ” means all intellectual property rights worldwide arising under statutory or common law or by contract and whether or not perfected, pending, now existing or hereafter filed, issued, or acquired, including all (A) patent rights; (B) rights associated with works of authorship including copyrights and mask work rights; (C) rights relating to the protection of trade secrets and confidential information; (D) trademarks, service marks, trade dress, and trade names; and (E) any right analogous to those set forth herein and any other proprietary rights relating to intangible property.

(v) “ *Invention* ” means any discovery, process, formula, method, compound, composition of matter, technique, development, improvement, design, schematic, device, concept, system, technical information, or know-how, whether patentable or not, and any and all patent rights therein, whether now or hereafter perfected and reduced to practice.

(vi) “ *Material Contact* ” means contact between Executive and a customer or potential customer of Employer (i) with whom or which Executive has or had dealings on behalf of Employer; (ii) whose dealings with Employer are or were coordinated or supervised by Executive; (iii) about whom Executive obtains Confidential Information in the ordinary course of business as a result of his employment with Employer; or (iv) who receives products or services of Employer, the sale or provision of which results or resulted in compensation, commissions, or earnings for Executive within the two (2) years preceding the conduct in question (if the conduct occurs while Executive is still employed by Employer) or the Termination Date (if the conduct occurs after Executive’s Termination), as applicable.

(vii) “ *Person* ” means any individual or any corporation, partnership, joint venture, limited liability company, association or other entity or enterprise.

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(viii) “ *Principal or Representative* ” means a principal, owner, partner, shareholder, joint venturer, investor, member, trustee, director, officer, manager, employee, agent, representative or consultant.

(ix) “ *Protected Customer* ” means any Person to whom Employer has sold its products or services or actively solicited to sell its products or services, and with whom Executive has had Material Contact on behalf of Employer during the last two years of his employment with Employer.

(x) “ *Protected Work* ” means any and all ideas, Inventions, Works, hardware systems, logos, trade dress, trademarks, service marks, brand names, and trade names (i) conceived, developed or produced by Executive, in whole or in part, alone or by others working with Executive or under his direction, during the period of his employment which relates to Employer’s business, (ii) conceived, produced or used or intended for use by or on behalf of Employer or its customers or (iii) conceived, developed or produced by Executive after Executive leaves the employ of Employer that relates to or is based on Confidential Information to which Executive had access by virtue of his employment with Employer.

(xi) “ *Protective Covenants* ” means the protective covenants contained in Section 6 of this Agreement.

(xii) “ *Restricted Period* ” means any time during Executive’s employment with Employer, plus twelve (12) months following Executive’s Termination Date. Notwithstanding the foregoing, if Executive becomes entitled to Severance pursuant to Section 5(b)(i) of this Agreement, and the Non-CIC Severance Period is longer than twelve (12) months, then the Restricted Period means any time during Executive’s employment with Employer, plus the Non-CIC Severance Period.

(xiii) “ *Restricted Territory* ” means the following counties in the state of Georgia: Ben Hill, Turner, Worth, Wilcox, Houston, Crisp, Upson, Dodge, Treutlen, Tift, Coffee, Chatham, Brooks, Loundes, Muscoge, Colquitt, Lee and Dougherty and any other county in which Executive is working on behalf of Employer during the one (1) year preceding the conduct in question (if the conduct occurs while Executive is still employed by Employer) or the Termination Date (if the conduct occurs after Executive’s Termination), as applicable.

(xiv) “ *Subsidiary* ” means any corporation, limited liability company, partnership or other entity of which a majority of the outstanding voting stock or voting power is beneficially owned directly or indirectly by the Holding Company.

(xv) “ *Termination* ” means the termination of Executive’s employment with Employer, for any reason, whether with or without cause, upon the initiative of either party.

(xvi) “ *Termination Date* ” means the date of Executive’s Termination.

(xvii) “ *Works* ” means any works of authorship, compilations, documents, data, notes, designs, photographs, artwork, drawings, visual or aural works, data bases, computer programs, software (source code and object code), systems, programs, software integration techniques, schematics, flow charts, studies, research, findings, manuals, pamphlets, instructional and training materials and other materials, including, without limitation, any modifications or improvements thereto or derivatives therefrom, and whether or not subject to copyright or trade secret protection.

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(c) Restriction on Disclosure and Use of Confidential Information. Executive agrees that Executive shall not, directly or indirectly, use any Confidential Information on Executive's own behalf or on behalf of any Person other than Employer, or reveal, divulge, or disclose any Confidential Information to any Person not expressly authorized by Employer to receive such Confidential Information. This obligation shall remain in effect for as long as the information or materials in question retain their status as Confidential Information. Executive further agrees that he shall fully cooperate with Employer in maintaining the Confidential Information to the extent permitted by law. The parties acknowledge and agree that this Agreement is not intended to, and does not, alter either Employer's rights or Executive's obligations under any state or federal statutory or common law regarding trade secrets and unfair trade practices. Anything herein to the contrary notwithstanding, Executive shall not be restricted from: (i) disclosing information that is required to be disclosed by law, court order or other valid and appropriate legal process; provided, however, that in the event such disclosure is required by law, Executive shall provide Employer with prompt notice of such requirement so that Employer may seek an appropriate protective order prior to any such required disclosure by Executive; (ii) reporting possible violations of federal, state, or local law or regulation to any governmental agency or entity, or from making other disclosures that are protected under the whistleblower provisions of federal, state, or local law or regulation, and Executive shall not need the prior authorization of Employer to make any such reports or disclosures and shall not be required to notify Employer that Executive has made such reports or disclosures; (iii) disclosing a trade secret (as defined by 18 U.S.C. § 1839) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, in either event solely for the purpose of reporting or investigating a suspected violation of law; or (iv) disclosing a trade secret (as defined by 18 U.S.C. § 1839) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

(d) Non-Competition. Executive agrees that, during the Restricted Period, he will not, without prior written consent of Employer, directly or indirectly (i) carry on or engage in Competitive Services within the Restricted Territory on his own or on behalf of any Person or any Principal or Representative of any Person.

(e) Non-Solicitation of Protected Customers. Executive agrees that, during the Restricted Period, he shall not, without the prior written consent of Employer, directly or indirectly, on his own behalf or as a Principal or Representative of any Person, solicit, divert, take away, or attempt to solicit, divert, or take away a Protected Customer for the purpose of engaging in, providing, or selling Competitive Services.

(f) Non-Recruitment of Employees and Independent Contractors. Executive agrees that during the Restricted Period, he shall not, directly or indirectly, whether on his own behalf or as a Principal or Representative of any Person, recruit, solicit, or induce or attempt to recruit, solicit or induce any employee or independent contractor of Employer to terminate his/her employment or other relationship with Employer or to enter into employment or any other kind of business relationship with Executive or any other Person. This provision shall not apply to the solicitation, if any, of Kimberly Dockery.

(g) Proprietary Rights.

(i) Ownership of Protected Works. Executive acknowledges and agrees that any and all Confidential Information and Protected Works, and all Intellectual Property Rights therein, are the sole and exclusive property of Employer, and that no compensation in addition to Executive's base salary is due to Executive for development, assignment or transfer of Protected Works. Executive acknowledges and agrees that all Works related to or useful in the business of Employer, whether created within or without Employer's facilities and before, during or after normal business hours, are specifically intended to be "works made for hire" by Executive created within the scope of employment with Employer, and Protected Works. Executive hereby waives any and all moral rights he may have to the Works in the United States and all other countries, including, without limitation, any rights Executive may have under 17 U.S.C. § 106A.

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(ii) Disclosure of Protected Works. Executive will promptly and fully disclose in writing to Employer the existence of any Protected Works and maintain adequate written records of all Protected Works, which records remains the exclusive property of Employer.

(iii) Assignment of Protected Works. Executive hereby assigns and transfers, and agrees to assign and transfer, all of his rights, title and interest, as and when those rights arise, in any and all Protected Works, including all Intellectual Property Rights therein, to Employer. If and to the extent it is impossible as a matter of law to assign rights, including, without limitation, Intellectual Property Rights in any portion of the Protected Works to Employer, Executive hereby grants to Employer an exclusive, irrevocable, perpetual, transferable, fully paid-up, royalty-free, worldwide and unlimited right and license (with right to sublicense) to make (including the right to practice methods, processes and procedures), have made, sell, import, export, distribute, use and exploit in any possible ways (including, but not limited to, modify, copy, amend, translate, display, further develop, prepare derivative works of, distribute and sublicense) all Intellectual Property Rights pertaining to the Protected Works, and any portion of it. Executive shall not be entitled to use Protected Works for his own benefit or the benefit of anyone, except Employer, without written permission from Employer and then only subject to the terms of such permission. Executive agrees that he will not oppose or object in any way to applications for registration of Protected Works by Employer or others designated by Employer. Executive agrees to exercise reasonable care to avoid making Protected Works available to any third party and shall be liable to Employer for all damages and expenses, including reasonable attorneys' fees, if Protected Works are made available to third parties by him, without the express written consent of Employer.

Anything herein to the contrary notwithstanding, Executive will not be obligated to assign to Employer any Invention or Work for which no equipment, supplies, facilities, or Confidential Information of Employer was used and which was developed entirely on Executive's own time, unless (i) the Invention or Work relates (A) directly to the business of Employer, or (B) to Employer's actual or demonstrably anticipated research or development; or (ii) the Invention or Work results from any work performed by Executive for Employer. Executive likewise will not be obligated to assign to Employer any Invention or Work that is conceived by Executive after Executive leaves the employ of Employer, except that Executive is so obligated if the same relates to or is based on Confidential Information to which Executive had access by virtue of his employment with Employer. Similarly, Executive will not be obligated to assign any Invention or Work to Employer that was conceived and reduced to practice prior to his employment, regardless of whether such Invention or Work relates to or would be useful in the business of Employer.

(iv) Reasonable Assistance. Executive will, during and after his employment, communicate to Employer any facts known to him regarding the Protected Works and, at Employer's request, testify in any legal proceedings, sign all lawful papers, make all rightful oaths, execute and deliver all transfers, assignments, instruments and papers (including, without limitation, applications for registration, divisionals, continuations, continuations-in-part, foreign counterparts, or reissue applications) and take such further action as may be considered necessary by Employer to carry into full force and effect the assignment, transfer, and conveyance made or to be made of title to the Protected Works and all Intellectual Property Rights therein clearly and exclusively to Employer and to enforce and defend Employer's rights therein.

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(v) Prior Works and Inventions; No Other Duties. Executive acknowledges and affirms that either (A) there are no Works or Inventions conceived, developed or produced by Executive, whether or not perfected and reduced to practice, prior to his employment Employer, or (B) Executive has, on or before signing this Agreement, disclosed all such prior Works and Inventions to Employer in writing and provided to Employer a detailed written description thereof. Executive acknowledges and agrees that there is no other contract or duty on his part now in existence to assign Protected Works to anyone other than Employer.

(h) Return of Materials. Executive agrees that he will not retain or destroy (except as set forth below), and will immediately return to Employer on or prior to the Termination Date, or at any other time Employer requests such return, any and all property of Employer that is in his possession or subject to his control, including, but not limited to, donor or customer files and information, papers, drawings, notes, manuals, specifications, designs, devices, code, email, documents, diskettes, CDs, tapes, keys, access cards, credit cards, identification cards, equipment, computers, mobile devices, other electronic media, all other files and documents relating to Employer and its business (regardless of form, but specifically including all electronic files and data of Employer), together with all Protected Works and Confidential Information belonging to Employer or that Executive received from or through his employment with Employer. Executive will not make, distribute, or retain copies of any such information or property. To the extent that Executive has electronic files or information in his possession or control that belong to Employer, contain Confidential Information, or constitute Protected Works (specifically including but not limited to electronic files or information stored on personal computers, mobile devices, electronic media, or in cloud storage), on or prior to the Termination Date, or at any other time Employer requests, Executive shall (i) provide Employer with an electronic copy of all of such files or information (in an electronic format that readily accessible by Employer); (ii) after doing so, delete all such files and information, including all copies and derivatives thereof, from all non-Employer-owned computers, mobile devices, electronic media, cloud storage, and other media, devices, and equipment, such that such files and information are permanently deleted and irretrievable; and (iii) if requested by Employer, provide a written certification to Employer that the required deletions have been completed and specifying the files and information deleted and the media source from which they were deleted.

(i) Enforcement of Protective Covenants.

(i) Rights and Remedies Upon Breach. The Parties specifically acknowledge and agree that the remedy at law for any breach of the Protective Covenants will be inadequate, and that in the event Executive breaches, or threatens to breach, any of the Protective Covenants, Employer shall have the right and remedy, without the necessity of proving actual damage or posting any bond, to enjoin, preliminarily and permanently, Executive from violating or threatening to violate the Protective Covenants and to have the Protective Covenants specifically enforced by any court of competent jurisdiction, it being agreed that any breach or threatened breach of the Protective Covenants would cause irreparable injury to Employer and that money damages would not provide an adequate remedy to Employer. Executive understands and agrees that if he violates any of the obligations set forth in the Protective Covenants, the period of restriction applicable to each obligation violated shall cease to run during the pendency of any litigation over such violation, provided that such litigation was initiated during the period of restriction. Such rights and remedies shall be in addition to, and not in lieu of, any other rights and remedies available to Employer at law or in equity Employer's ability to enforce its rights under the Protective Covenants or applicable law against Executive shall not be impaired in any way by the existence of a claim or cause of action on the part of Executive based on, or arising out of, this Agreement or any other event or transaction.

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(ii) Severability and Modification of Covenants. Executive acknowledges and agrees that each of the Protective Covenants is reasonable and valid in time and scope and in all other respects. The Parties agree that it is their intention that the Protective Covenants be enforced in accordance with their terms to the maximum extent permitted by law. Each of the Protective Covenants shall be considered and construed as a separate and independent covenant. Should any part or provision of any of the Protective Covenants be held invalid, void, or unenforceable, such invalidity, voidness, or unenforceability shall not render invalid, void, or unenforceable any other part or provision of this Agreement or such Protective Covenant. If any of the provisions of the Protective Covenants should ever be held by a court of competent jurisdiction to exceed the scope permitted by the applicable law, such provision or provisions shall be automatically modified to such lesser scope as such court may deem just and proper for the reasonable protection of Employer's legitimate business interests and may be enforced by Employer to that extent in the manner described above and all other provisions of this Agreement shall be valid and enforceable.

7. Existing Covenants and Reimbursement of Potential Consideration. Executive represents and warrants that he has disclosed to Employer restrictive covenants found in his employment agreement with PlantersFIRST Bank ("PlantersFIRST Restrictions"), which has agreed to modify those restrictions in connection with the sale of its Albany Branch location to Employer (the "Transaction"). Executive represents and warrants that his employment with Employer does not otherwise breach any agreement that Executive has with any former employer to keep in confidence proprietary or confidential information or not to compete with any such former employer. Executive will not disclose to Employer or use on its behalf any proprietary or confidential information of any other party required to be kept confidential by Executive. As consideration for modifying the PlantersFIRST Restrictions, if the Transaction is not completed, Executive will be required to pay PlantersFIRST Bank the amount of \$100,000.00. If such payment is owed, Employer agrees timely to pay Executive in advance of such payment becoming due the full sum of \$100,000.00, grossed up to account for taxes that may be owed if such sum is considered income to Executive.

8. Disclosure of Agreement. Executive acknowledges and agrees that, during the Restricted Period, he will disclose the existence and terms of this Agreement to any prospective employer, business partner, investor or lender prior to entering into an employment, partnership or other business relationship with such prospective employer, business partner, investor or lender. Executive further agrees that Employer shall have the right to make any such prospective employer, business partner, investor or lender of Executive aware of the existence and terms of this Agreement.

9. Miscellaneous.

(a) Applicable Law; Forum Selection; Consent to Jurisdiction. The Parties agree that this Agreement shall be governed by and construed and interpreted in accordance with the laws of the State of Georgia without giving effect to its conflicts of law principles. The Parties that the exclusive forum for any action to enforce this Agreement, as well as any action relating to or arising out of this Agreement, shall be the state or federal courts of the State of Georgia. With respect to any such court action, Executive hereby (a) irrevocably submits to the personal jurisdiction of such courts;; (b) consents to venue; and (c) waives any other requirement (whether imposed by statute, rule of court, or otherwise) with respect to personal jurisdiction or venue. The Parties hereto further agree that the state and federal courts of the State of Georgia are convenient forums for any dispute that may arise herefrom and that neither party shall raise as a defense that such courts are not convenient forums.

(b) Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(c) Waiver. Failure of either Party to insist, in one or more instances, on performance by the other in strict accordance with the terms and conditions of this Agreement shall not be deemed a waiver or relinquishment of any right granted in this Agreement or of the future performance of any such term or condition or of any other term or condition of this Agreement, unless such waiver is contained in a writing signed by the Party making the waiver.

(d) Entire Agreement; Amendment. This Agreement contains the entire agreement between Employer and Executive with respect to the subject matter hereof and, from and after the date hereof, this Agreement shall supersede any other agreement, written or oral, between the parties relating to the subject matter of this Agreement. This Agreement may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives.

(e) Assignment. This Agreement can be assigned by Employer and shall be binding and inure to the benefit of Employer, its successors and assigns. No right, obligation or duty of this Agreement may be assigned by Executive without the prior written consent of Employer.

(f) Notices. Any notice required or desired to be delivered under this Agreement shall be in writing and shall be delivered personally, by courier service, by registered mail, return receipt requested, or by telecopy and shall be effective upon actual receipt by the party to which such notice shall be directed, and shall be addressed as follows (or to such other address as the party entitled to notice shall hereafter designate in accordance with the terms hereof):

If to Employer:	To the then-current Chair of the Bank Board at the address listed on the then-current roster of the Bank Board as maintained by the Secretary of Employer.
If to Executive:	T. Heath Fountain Current address on file with Employer

(g) Construction. The Parties understand and agree that because they both have been given the opportunity to have counsel review and revise this Agreement, the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting party shall not be employed in the interpretation of this Agreement. Instead, the language of all parts of this Agreement shall be construed as a whole, and according to its fair meaning, and not strictly for or against either of the parties.

(h) Counterparts. This Agreement may be executed in two or more counterparts, and it shall not be necessary that the signatures of the Parties hereto be contained on any one counterpart hereof. Each counterpart shall be deemed an original but all counterparts together shall constitute one and the same instrument. Any signature page of any such counterpart, or any electronic facsimile thereof, may be attached or appended to any other counterpart to complete a fully executed counterpart of this Agreement, and any telecopy or other electronic transmission of any signature shall be deemed an original and shall bind such Party.

(i) Third Party Beneficiaries. The parties acknowledge and agree that any direct and indirect parent companies or subsidiaries of Employer are intended to be beneficiaries of this Agreement and shall have every right to enforce the terms and provisions of this Agreement in accordance with the provisions of this Agreement.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(j) Acknowledgements. Executive acknowledges and agrees that he has read and reviewed this Agreement in its entirety, and that he has been given the opportunity to ask Employer questions about this Agreement. Executive further acknowledges and agrees that he has been given an opportunity to consult with an attorney of his choice regarding this Agreement.

10. Code Section 280G.

(a) Notwithstanding anything in this Agreement to the contrary, in the event it shall be determined that any benefit, payment or distribution by Employer to or for the benefit of Executive (whether payable or distributable pursuant to the terms of this Agreement or otherwise) (such benefits, payments or distributions are hereinafter referred to as "Payments") would, if paid, be subject to the excise tax (the "Excise Tax") imposed by Section 4999 of the Code, then the aggregate present value of the Payments shall be reduced (but not below zero) to an amount expressed in present value that maximizes the aggregate present value of the Payments without causing the Payments or any part thereof to be subject to the Excise Tax and therefore nondeductible by Employer because of Section 280G of the Code (the "Reduced Amount"). The reduction of the Payments due hereunder, if applicable, shall be made by first reducing cash Payments and then, to the extent necessary, reducing those Payments having the next highest ratio of Parachute Value to actual present value of such Payments as of the date of the change of control, as determined by the Determination Firm (as defined in Section 10(b) below). For purposes of this Section 10, present value shall be determined in accordance with Section 280G(d)(4) of the Code. For purposes of this Section 10, the "Parachute Value" of a Payment means the present value as of the date of the change of control of the portion of such Payment that constitutes a "parachute payment" under Section 280G(b)(2) of the Code, as determined by the Determination Firm for purposes of determining whether and to what extent the Excise Tax will apply to such Payment.

(b) All determinations required to be made under this Section 10, including whether an Excise Tax would otherwise be imposed, whether the Payments shall be reduced, the amount of the Reduced Amount, and the assumptions to be utilized in arriving at such determinations, shall be made by an accounting firm or compensation consulting firm mutually acceptable to Employer and Executive (the "Determination Firm") which shall provide detailed supporting calculations both to Employer and Executive within 15 business days of the receipt of notice from Executive that a Payment is due to be made, or such earlier time as is requested by Employer. All fees and expenses of the Determination Firm shall be borne solely by Employer. Any determination by the Determination Firm shall be binding upon Employer and Executive. As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Determination Firm hereunder, it is possible that Payments hereunder will have been unnecessarily limited by this Section 10 ("Underpayment"), consistent with the calculations required to be made hereunder. The Determination Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be promptly paid by Employer to or for the benefit of Executive together with interest at the applicable Federal rate provided for in Section 7872(f)(2) of the Code, but no later than March 15 of the year after the year in which the Underpayment is determined to exist, which is when the legally binding right to such Underpayment arises.

11. Code Section 409A.

(a) General. This Agreement shall be interpreted and administered in a manner so that any amount or benefit payable hereunder shall be paid or provided in a manner that is either exempt from or compliant with the requirements Section 409A of the Code and applicable Internal Revenue Service guidance and Treasury Regulations issued thereunder (and any applicable transition relief under Section 409A of the Code). Nevertheless, the tax treatment of the benefits provided under the Agreement is not warranted or guaranteed. Neither Employer nor its directors, officers, employees or advisers shall be held liable for any taxes, interest, penalties or other monetary amounts owed by Executive as a result of the application of Section 409A of the Code.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

(b) Definitional Restrictions. Notwithstanding anything in this Agreement to the contrary, to the extent that any amount or benefit that would constitute non-exempt “deferred compensation” for purposes of Section 409A of the Code (“Non-Exempt Deferred Compensation”) would otherwise be payable or distributable hereunder, or a different form of payment of such Non-Exempt Deferred Compensation would be effected, by reason of a Change in Control or Executive’s termination of employment, such Non-Exempt Deferred Compensation will not be payable or distributable to Executive, and/or such different form of payment will not be effected, by reason of such circumstance unless the circumstances giving rise to such Change in Control or termination of employment, as the case may be, meet any description or definition of “change in control event” or “separation from service”, as the case may be, in Section 409A of the Code and applicable regulations (without giving effect to any elective provisions that may be available under such definition). If this provision prevents the payment or distribution of any Non-Exempt Deferred Compensation, or the application of a different form of payment, such payment or distribution shall be made at the time and in the form that would have applied absent the non-409A-conforming event.

(c) Treatment of Installment Payments. Each payment of termination benefits under Section 5(b) of this Agreement shall be considered a separate payment, as described in Treas. Reg. Section 1.409A-2(b)(2), for purposes of Section 409A of the Code.

(d) Timing of Release of Claims. Whenever in this Agreement a payment or benefit is conditioned on Executive’s execution and non-revocation of a release of claims, such release must be executed and all revocation periods shall have expired within 60 days after Executive’s date of termination; failing which such payment or benefit shall be forfeited. If such payment or benefit constitutes Non-Exempt Deferred Compensation, then such payment or benefit shall be made (or in the case of installment payments, installments that would have otherwise been payable during such 60-day period shall be accumulated and paid) on the 60th day after Executive’s date of termination provided such release shall have been executed and such revocation periods shall have expired. If such payment or benefit is exempt from Section 409A of the Code, Employer may elect to make or commence payment at any time during such 60-day period.

(e) Six-Month Delay in Certain Circumstances. Notwithstanding anything in this Agreement to the contrary, if any amount or benefit that would constitute Non-Exempt Deferred Compensation would otherwise be payable or distributable under this Agreement by reason of Executive’s separation from service during a period in which he is a Specified Employee (as defined below), then, subject to any permissible acceleration of payment by Employer under Treas. Reg. Section 1.409A-3(j)(4)(ii) (domestic relations order), (j)(4)(iii) (conflicts of interest), or (j)(4)(vi) (payment of employment taxes): (i) the amount of such Non-Exempt Deferred Compensation that would otherwise be payable during the six-month period immediately following Executive’s separation from service will be accumulated through and paid or provided on the first day of the seventh month following Executive’s separation from service (or, if Executive dies during such period, within 30 days after Executive’s death) (in either case, the “Required Delay Period”); and (ii) the normal payment or distribution schedule for any remaining payments or distributions will resume at the end of the Required Delay Period. For purposes of this Agreement, the term “Specified Employee” has the meaning given such term in Code Section 409A and the final regulations thereunder.

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

11. Regulatory Action.

(a) If Executive is removed and/or permanently prohibited from participating in the conduct of Employer's affairs by an order issued under Section 8(e)(4) or 8(g)(1) of the Federal Deposit Insurance Act ("FDIA") (12 U.S.C. 1818(e)(4) and (g)(1)), all obligations of Employer under this Agreement shall terminate, as of the effective date of such order.

(b) If Executive is suspended and/or temporarily prohibited from participating in the conduct of Employer's affairs by a notice served under Section 8(e)(3) or 8(g)(1) of the FDIA (12 U.S.C. 1818(e)(3) and (g)(1)), all obligations of Employer under this Agreement shall be suspended as of the date of service, unless stayed by appropriate proceedings. If the charges in the notice are dismissed, the Employer shall reinstate (in whole or in part) any of its obligations which were suspended.

(c) If Employer is in default (as defined in Section 3(x)(1) of the FDIA), all obligations under this Agreement shall terminate as of the date of default.

(d) All obligations under this Agreement shall be terminated, except to the extent a determination is made that continuation of the Agreement is necessary for the continued operation of the Employer (1) by the director of the FDIC or his or her designee (the "Director"), at the time the FDIC enters into an agreement to provide assistance to or on behalf of Employer under the authority contained in 13(c) of the FDIA; or (2) by the Director, at the time the Director approves a supervisory merger to resolve problems related to operation of Employer when Employer is determined by the Director to be in an unsafe and unsound condition.

(e) Notwithstanding anything contained in this Agreement to the contrary, no payments shall be made pursuant to any provision herein in contravention of the requirements of Section 2[18(k)] of the FDIA (12 U.S.C. 1828(k)). In particular, the provisions pertaining to the potential for payments shall have no force or effect as long as either the agreement concerning the potential for payments or the actual payment of such amounts would be considered a "golden parachute payment," with the meaning of 12 C.F.R. Section 359.1(f).

IN WITNESS WHEREOF, the Parties hereto have duly executed and delivered this Agreement.

COLONY BANKCORP, INC.

By: /s/ Edward P. Loomis
Name: Edward P. Loomis
Title: President

Date: July 28, 2018

COLONY BANK

By: /s/ Edward P. Loomis
Name: Edward P. Loomis
Title: President

Date: July 28, 2018

Executive Initials: /s/ THF

Employer Initials: /s/ EPL

EMPLOYEE

/s/ T. Heath Fountain
T. Heath Fountain

Date: July 28, 2018

Executive Initials: /s/ THF

Employer Initials: /s/ EPL