COLONY BANKCORP INC
Form 10-Q
May 05, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

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

EXCHANGE ACT OF 1934

FOR QUARTER ENDED MARCH 31, 2016 COMMISSION FILE NUMBER 0-12436

COLONY BANKCORP, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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

115 SOUTH GRANT STREET, FITZGERALD, GEORGIA 31750

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

229/426-6000

REGISTRANT’S TELEPHONE NUMBER INCLUDING AREA CODE

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

YES X NO

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

YES X NO

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

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

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

YES NO X

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

CLASS	OUTSTANDING AT MAY 5, 2016
COMMON STOCK, $1 PAR VALUE	8,439,258

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Forward Looking Statement Disclosure

Certain statements contained in this Quarterly Report that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act), not withstanding 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; (ii) 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 – MARCH 31, 2016 (UNAUDITED) AND DECEMBER 31, 2015 (AUDITED).

B. CONSOLIDATED STATEMENTS OF INCOME – FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015 (UNAUDITED).

C. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015 (UNAUDITED).

D. CONSOLIDATED STATEMENTS OF CASH FLOWS – FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015 (UNAUDITED).

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

THE RESULTS OF OPERATIONS FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2016 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

Part I (Continued)

Item 2 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2016 AND DECEMBER 31, 2015
(DOLLARS IN THOUSANDS)

	March 31, 2016 (Unaudited)	December 31, 2015 (Audited)
ASSETS		
Cash and Cash Equivalents		
Cash and Due from Banks	**$ 16,070**	$ 22,257
Interest-Bearing Deposits	**32,842**	38,615
Investment Securities		
Available for Sale, at Fair Value	**308,840**	296,149
Federal Home Loan Bank Stock, at Cost	**2,755**	2,731
Loans	**754,261**	758,636
Allowance for Loan Losses	**(9,549)**	(8,604)
Unearned Interest and Fees	**(356)**	(357)
	744,356	749,675
Premises and Equipment	**27,019**	26,454
Other Real Estate (Net of Allowance of $1,462 and $1,582 as of March 31, 2016 and December 31, 2015, Respectively)	**9,618**	8,839
Other Intangible Assets	**107**	116
Other Assets	**26,782**	29,313
Total Assets	**$ 1,168,389**	$ 1,174,149
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits		
Noninterest-Bearing	**$ 135,351**	$ 133,886
Interest-Bearing	**864,692**	877,668
	1,000,043	1,011,554
Borrowed Money		
Subordinated Debentures	**24,229**	24,229
Other Borrowed Money	**40,000**	40,000
	64,229	64,229
Other Liabilities	**3,574**	2,909

Stockholders' Equity		
Preferred Stock, Stated Value $1,000 a Share; Authorized 10,000,000 Shares, Issued 18,021 Shares and 18,021 as of March 31, 2016 and December 31, 2015, Respectively	**18,021**	18,021
Common Stock, Par Value $1 a Share; Authorized 20,000,000 Shares, Issued 8,439,258 Shares as of March 31, 2016 and December 31, 2015	**8,439**	8,439
Paid-In Capital	**29,145**	29,145
Retained Earnings	**45,941**	44,286
Accumulated Other Comprehensive (Loss), Net of Tax Benefits	**(1,003)**	(4,434)
	100,543	95,457
Total Liabilities and Stockholders' Equity	**$ 1,168,389**	$ 1,174,149

The accompanying notes are an integral part of these statements.

Part I (Continued)

Item 2 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED MARCH 31, 2016 AND 2015
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended	
	March 31, 2016	March 31, 2015
Interest Income		
Loans, Including Fees	**$9,632**	$9,709
Federal Funds Sold	**-**	15
Deposits with Other Banks	**38**	17
Investment Securities		
U.S. Government Agencies	**1,353**	1,070
State, County and Municipal	**34**	25
Dividends on Other Investments	**32**	30
	11,089	10,866
Interest Expense		
Deposits	**1,204**	1,219
Borrowed Money	**429**	445
	1,633	1,664
Net Interest Income	**9,456**	9,202
Provision for Loan Losses	**354**	362
Net Interest Income After Provision for Loan Losses	**9,102**	8,840
Noninterest Income		
Service Charges on Deposits	**1,002**	987
Other Service Charges, Commissions and Fees	**704**	662
Mortgage Fee Income	**100**	113
Securities Gains (Losses)	**2**	3
Other	**364**	447
	2,172	2,212
Noninterest Expenses		
Salaries and Employee Benefits	**4,474**	4,468
Occupancy and Equipment	**964**	993
Other	**2,797**	2,825
	8,235	8,286

Income Before Income Taxes	**3,039**	2,766
Income Taxes	**978**	883
Net Income	**2,061**	1,883
Preferred Stock Dividends	**405**	630
Net Income Available to Common Stockholders	**$1,656**	$1,253
Net Income Per Share of Common Stock		
Basic	**$0.20**	$0.15
Diluted	**$0.20**	$0.15
Cash Dividends Declared Per Share of Common Stock	**$-**	$-
Weighted Average Basic Shares Outstanding	**8,439,258**	8,439,258
Weighted Average Diluted Shares Outstanding	**8,483,727**	8,439,258

The accompanying notes are an integral part of these statements.

Part I (Continued)

Item 2 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
THREE MONTHS ENDED MARCH 31, 2016 AND 2015
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended	
	March 31, 2016	March 31, 2015
Net Income	**$2,061**	$1,883
Other Comprehensive Income:		
Gains (Losses) on Securities Arising During the Year	**5,197**	3,154
Tax Effect	**(1,767)**	(1,074)
Realized Gains (Losses) on Sale of AFS Securities	**2**	3
Tax Effect	**(1)**	(1)
Change in Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects	**3,431**	2,082
Comprehensive Income	**$5,492**	$3,965

The accompanying notes are an integral part of these statements.

Part I (Continued)

Item 2 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2016 AND 2015
(UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended March 31, 2016	March 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	**$2,061**	$1,883
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	**379**	410
Provision for Loan Losses	**354**	362
Securities (Gains) Losses	**(2)**	(3)
Amortization and Accretion	**359**	390
(Gain) Losses on Sale of Other Real Estate and Repossessions	**(42)**	10
Provision for Losses on Other Real Estate	**78**	-
Increase in Cash Surrender Value of Life Insurance	**(155)**	(117)
(Gain) Loss on Sale of Premises & Equipment	**73**	-
Other Prepaids, Deferrals and Accruals, Net	**1,558**	(220)
	4,663	2,715
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Investment Securities Available for Sale	**(30,834)**	(38,257)
Proceeds from Maturities, Calls, and Paydowns of Investment Securities:		
Available for Sale	**11,206**	11,326
Proceeds from Sale of Investment Securities Available for Sale	**11,800**	25,173
Interest-Bearing Deposits in Other Banks	**5,773**	(21,106)
Net Loans to Customers	**2,749**	(12,518)
Purchase of Premises and Equipment	**(1,031)**	(195)
Proceeds from Sale of Other Real Estate and Repossessions	**1,413**	2,641
Federal Home Loan Bank Stock	**(24)**	100
Proceeds from Sale of Premises and Equipment	**14**	-
	1,066	(32,836)
CASH FLOWS FROM FINANCING ACTIVITIES		
Noninterest-Bearing Customer Deposits	**1,465**	244
Interest-Bearing Customer Deposits	**(12,976)**	6,309
Dividends Paid for Preferred Stock	**(405)**	(630)
Redemption of Preferred Stock	**-**	-
Payments on Federal Home Loan Bank Advances	**(3,000)**	-

Proceeds from Federal Home Loan Bank Advances	**3,000**	-
	(11,916)	5,923
Net Decrease in Cash and Cash Equivalents	**(6,187)**	(24,198)
Cash and Cash Equivalents at Beginning of Period	**22,257**	44,605
Cash and Cash Equivalents at End of Period	**$16,070**	$20,407

The accompanying notes are an integral part of these statements.

Part I (Continued)

Item 2 (Continued)

COLONY BANKCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Presentation

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

All dollars in notes to consolidated financial statements are rounded to the nearest thousand, except for per share amounts.

The consolidated financial statements in this report are unaudited, except for the December 31, 2015 consolidated balance sheet. All adjustments consisting of normal recurring accruals which are, in the opinion of management, necessary for fair presentation of the interim consolidated financial statements have been included and fairly and accurately present the financial position, results of operations and cash flows of the Company. The results of operations for the three months ended March 31, 2016, are not necessarily indicative of the results which may be expected for the entire year.

Nature of Operations

The Bank provides a full range of retail and commercial banking services for consumers and small- to medium-size businesses located primarily in central, south and coastal Georgia. Colony Bank is headquartered in Fitzgerald,

Georgia with banking offices in Albany, Ashburn, Broxton, Centerville, Columbus, Cordele, Douglas, Eastman, Fitzgerald, Leesburg, Moultrie, Quitman, Rochelle, Savannah, Soperton, Sylvester, Thomaston, Tifton, Valdosta and Warner Robins. Lending and investing activities are funded primarily by deposits gathered through its retail banking office network.

Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses 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 2016. Such reclassifications had no effect on previously reported stockholders' equity or net income.

Concentrations of Credit Risk

Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At March 31, 2016, 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. Declining collateral real estate values that secure land development, construction and speculative real estate loans in the Company's larger MSA markets have resulted in high loan loss provisions in recent years. In addition, a large portion of the Company's foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis.

Part I (Continued)

Item 2 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Concentrations of Credit Risk (Continued)

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

At times, the Company may have cash and cash equivalents at financial institutions in excess of federal deposit insurance limits. The Company places its cash and cash equivalents with high credit quality financial institutions whose credit 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 held to maturity and available for sale security in a loss position for other-than-temporary impairment (OTTI). In estimating other-than-temporary impairment losses, management

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

Federal Home Loan Bank Stock

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

Loans

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

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

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

Part I (Continued)

Item 2 (Continued)

(1) Summary of Significant Accounting Policies (Continued)

Loans Modified in a Troubled Debt Restructuring (TDR)

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

Allowance for Loan Losses

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

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

The allowance consists of specific, historical and general components. The specific component relates to loans that are classified as either doubtful, substandard or special mention. For such loans that are also classified as impaired, an

allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan 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 2 (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 2 (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 $14,985 and $14,830 as of March 31, 2016 and December 31, 2015, respectively.

Part I (Continued)

Item 2 (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 operations but as a separate component of the equity section of the consolidated balance sheets. Such items are considered components of other comprehensive income (loss). Accounting standards codification requires the presentation in the consolidated financial statements of net income and all items of other comprehensive income (loss) as total comprehensive income (loss).

Off-Balance Sheet Credit Related Financial Instruments

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

Changes in Accounting Principles and Effects of New Accounting Pronouncements

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity is expected to be entitled for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation. ASU 2014-09, as deferred one year by ASU 2015-14, is effective for the Company in the first quarter of fiscal year 2018. The Company is currently evaluating the impact of the pending adoption of ASU 2014-09 on the consolidated financial statements.

ASU 2016-1, *“No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.* ASU 2016-1, 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 2016-1 will be effective for the Company on January 1, 2018. The Company is currently evaluating the impact of the pending adoption of ASU 2016-1 on the consolidated financial statements.

ASU 2016-02, *"Leases."* 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.

ASU 2016-09, *"Improvements to Employee Share-Based Payment Accounting."* This ASU simplifies several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. For public business entities, this ASU is effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods therein. The Company is evaluating the impact of this ASU on its financial statements and disclosures.

Part I (Continued)

Item 2 (Continued)

(2) Investment Securities

Investment securities as of March 31, 2016 and December 31, 2015 are summarized as follows:

March 31, 2016

	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Securities Available for Sale:				
U. S. Government Agencies				
Mortgage-Backed	**$ 305,385**	**$ 1,058**	**$ (2,633)**	**$ 303,810**
State, County & Municipal	**4,975**	**74**	**(19)**	**5,030**
	$ 310,360	**$ 1,132**	**$ (2,652)**	**$ 308,840**

December 31, 2015

	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Securities Available for Sale:				
U. S. Government Agencies				
Mortgage-Backed	$ 297,779	$ 63	$ (6,792)	$ 291,050
State, County & Municipal	5,089	30	(20)	5,099
	$ 302,868	$ 93	$ (6,812)	$ 296,149

The amortized cost and fair value of investment securities as of March 31, 2016, 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	**$330**	**$331**
Due After One Year Through Five Years	**1,480**	**1,473**
Due After Five Years Through Ten Years	**1,671**	**1,717**
Due After Ten Years	**1,494**	**1,509**
	$4,975	**$5,030**
Mortgage-Backed Securities	**305,385**	**303,810**
	$310,360	**$308,840**

Proceeds from the sale of investments available for sale during the first three months of 2016 totaled $11,800 compared to $25,173 for the first three months of 2015. The sale of investments available for sale during the first three months of 2016 resulted in gross realized gains of $9 and losses of $7.

Investment securities having a carry value approximating $132,675 and $133,754 as of March 31, 2016 and December 31, 2015, respectively, were pledged to secure public deposits and for other purposes.

Part I (Continued)

Item 2 (Continued)

(2) Investment Securities (Continued)

Information pertaining to securities with gross unrealized losses at March 31, 2016 and December 31, 2015 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
March 31, 2016						
U.S. Government Agencies						
Mortgage-Backed	**$37,615**	**$ (202)**	**$126,577**	**$ (2,431)**	**$164,192**	**$ (2,633)**
State, County and Municipal	**701**	**(12)**	**249**	**(7)**	**950**	**(19)**
	$38,316	**$ (214)**	**$126,826**	**$ (2,438)**	**$165,142**	**$ (2,652)**
December 31, 2015						
U.S. Government Agencies						
Mortgage-Backed	$139,765	$ (1,270)	$139,720	$ (5,522)	$279,485	$ (6,792)
State, County and Municipal	1,035	(20)	-	-	1,035	(20)
	$140,800	$ (1,290)	$139,720	$ (5,522)	$280,520	$ (6,812)

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

At March 31, 2016, the debt securities with unrealized losses have depreciated 1.58 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 2 (Continued)

(3) Loans

The following table presents the composition of loans segregated by class of loans, as of March 31, 2016 and December 31, 2015.

	March 31, 2016	December 31, 2015
Commercial and Agricultural		
Commercial	**$45,115**	$47,782
Agricultural	**18,562**	19,193
Real Estate		
Commercial Constuction	**35,970**	40,107
Residential Construction	**9,849**	9,413
Commercial	**347,372**	346,262
Residential	**195,679**	197,002
Farmland	**66,285**	61,780
Consumer and Other		
Consumer	**19,661**	20,605
Other	**15,768**	16,492
Total Loans	**$754,261**	$758,636

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

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

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

Part I (Continued)

Item 2 (Continued)

(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 March 31, 2016 and December 31, 2015. 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 March 31, 2016, the Company did not have any loans classified as "doubtful" or a "loss".

March 31, 2016

	Pass	Special Mention	Substandard	Total Loans
Commercial and Agricultural				
Commercial	$41,878	$1,749	$ 1,488	$45,115
Agricultural	18,240	75	247	18,562
Real Estate				
Commercial Construction	33,618	1,001	1,351	35,970
Residential Construction	9,849	-	-	9,849
Commercial	322,522	6,565	18,285	347,372
Residential	176,393	8,418	10,868	195,679
Farmland	61,104	1,029	4,152	66,285
Consumer and Other				
Consumer	19,129	119	413	19,661
Other	15,746	-	22	15,768
Total Loans	$698,479	$18,956	$ 36,826	$754,261

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

December 31, 2015

	Pass	Special Mention	Substandard	Total Loans
Commercial and Agricultural				
Commercial	$44,274	$ 1,927	$ 1,581	$47,782
Agricultural	18,970	18	205	19,193
Real Estate				
Commercial Construction	36,516	913	2,678	40,107
Residential Construction	9,413	-	-	9,413
Commercial	320,566	13,653	12,043	346,262
Residential	177,054	8,546	11,402	197,002
Farmland	56,798	930	4,052	61,780
Consumer and Other				
Consumer	20,038	156	411	20,605
Other	16,467	-	25	16,492
Total Loans	$700,096	$ 26,143	$ 32,397	$758,636

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 2 (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 March 31, 2016 and December 31, 2015:

March 31, 2016

	Accruing Loans					
	30-89 Days Past Due	90 Days or More Past Due	Total Accruing Loans Past Due	Nonaccrual Loans	Current Loans	Total Loans
Commercial and Agricultural						
Commercial	$286	$ -	$ 286	$ 529	$44,300	$45,115
Agricultural	777	-	777	193	17,592	18,562
Real Estate						
Commercial Construction	177	-	177	228	35,565	35,970
Residential Construction	-	-	-	-	9,849	9,849
Commercial	5,385	-	5,385	6,755	335,232	347,372
Residential	2,199	-	2,199	2,874	190,606	195,679
Farmland	191	-	191	1,327	64,767	66,285
Consumer and Other						
Consumer	223	8	231	195	19,235	19,661
Other	-	-	-	-	15,768	15,768
Total Loans	$9,238	$ 8	$ 9,246	$ 12,101	$732,914	$754,261

December 31, 2015

	Accruing Loans				
		90 Days	Total Accruing	Nonaccrual	Current

	30-89 Days Past Due	or More Past Due	Loans Past Due	Loans	Loans	Total Loans
Commercial and Agricultural						
Commercial	$491	$ -	$491	$ 577	$46,714	$47,782
Agricultural	71	-	71	178	18,944	19,193
Real Estate						
Commercial Construction	90	-	90	1,643	38,374	40,107
Residential Construction	-	-	-	-	9,413	9,413
Commercial	6,031	-	6,031	7,565	332,666	346,262
Residential	3,683	-	3,683	3,164	190,155	197,002
Farmland	123	-	123	1,103	60,554	61,780
Consumer and Other						
Consumer	470	8	478	178	19,949	20,605
Other	-	-	-	-	16,492	16,492
Total Loans	$10,959	$ 8	$ 10,967	$ 14,408	$733,261	$758,636

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of March 31, 2016:

March 31, 2016	**Unpaid Contractual Principal Balance**	**Impaired Balance**	**Related Allowance**	**Average Recorded Investment**	**Interest Income Recognized**	**Interest Income Collected**
With No Related Allowance Recorded						
Commercial	$ 502	$ 500	$ -	$ 477	$ 2	$ 3
Agricultural	213	193	-	185	7	10
Commercial Construction	466	466	-	1,182	4	3
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	10,439	9,992	-	12,557	89	93
Residential Real Estate	5,209	4,288	-	4,432	52	48
Farmland	1,328	1,327	-	1,215	(4)	-
Consumer	207	195	-	187	1	4
Other	-	-	-	-	-	-
	18,364	16,961	-	20,235	151	161
With An Allowance Recorded						
Commercial	29	28	4	76	-	-
Agricultural	-	-	-	-	-	-
Commercial Construction	75	75	24	76	-	-
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	7,279	7,265	1,940	8,110	50	52
Residential Real Estate	971	964	528	1,019	1	1
Farmland	386	386	35	387	5	5
Consumer	-	-	-	-	-	-
Other	-	-	-	-	-	-
	8,740	8,718	2,531	9,668	56	58
Total						

Commercial	**531**	**528**	**4**	**553**	**2**	**3**
Agricultural	**213**	**193**	**-**	**185**	**7**	**10**
Commercial Construction	**541**	**541**	**24**	**1,258**	**4**	**3**
Residential Construction	**-**	**-**	**-**	**-**	**-**	**-**
Commercial Real Estate	**17,718**	**17,257**	**1,940**	**20,667**	**139**	**145**
Residential Real Estate	**6,180**	**5,252**	**528**	**5,451**	**53**	**49**
Farmland	**1,714**	**1,713**	**35**	**1,602**	**1**	**5**
Consumer	**207**	**195**	**-**	**187**	**1**	**4**
Other	**-**	**-**	**-**	**-**	**-**	**-**
	$ 27,104	**$ 25,679**	**$ 2,531**	**$ 29,903**	**$ 207**	**$ 219**

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of December 31, 2015:

December 31, 2015	**Unpaid Contractual Principal Balance**	**Impaired Balance**	**Related Allowance**	**Average Recorded Investment**	**Interest Income Recognized**	**Interest Income Collected**
With No Related Allowance Recorded						
Commercial	$ 454	$ 454	$ -	$ 535	$ 17	$ 21
Agricultural	196	178	-	163	(10)	10
Commercial Construction	6,888	1,897	-	2,867	26	27
Commercial Real Estate	15,569	15,122	-	15,430	529	531
Residential Real Estate	5,429	4,576	-	4,715	176	159
Farmland	1,105	1,103	-	1,340	1	2
Consumer	180	178	-	191	14	15
Other	-	-	-	48	-	-
	29,821	23,508	-	25,289	753	765
With An Allowance Recorded						
Commercial	123	123	95	100	2	3
Agricultural	-	-	-	-	-	-
Commercial Construction	77	77	25	92	-	-
Commercial Real Estate	8,969	8,956	1,608	6,673	214	209
Residential Real Estate	1,083	1,075	308	1,089	16	16
Farmland	388	388	37	391	21	21
Consumer	-	-	-	-	-	-
Other	-	-	-	-	-	-
	10,640	10,619	2,073	8,345	253	249
Total						
Commercial	577	577	95	635	19	24
Agricultural	196	178	-	163	(10)	10

Commercial Construction	6,965	1,974	25	2,959	26	27
Commercial Real Estate	24,538	24,078	1,608	22,103	743	740
Residential Real Estate	6,512	5,651	308	5,804	192	175
Farmland	1,493	1,491	37	1,731	22	23
Consumer	180	178	-	191	14	15
Other	-	-	-	48	-	-
	$ 40,461	$ 34,127	$ 2,073	$ 33,634	$ 1,006	$ 1,014

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

The following table details impaired loan data as of March 31, 2015:

March 31, 2015	**Unpaid Contractual Principal Balance**	**Impaired Balance**	**Related Allowance**	**Average Recorded Investment**	**Interest Income Recognized**	**Interest Income Collected**
With No Related Allowance Recorded						
Commercial	$ 492	$ 464	$ -	$ 386	$ (7)	$ 5
Agricultural	174	156	-	101	(10)	10
Commercial Construction	9,537	3,428	-	3,446	6	7
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	17,531	17,037	-	16,632	157	163
Residential Real Estate	6,141	5,195	-	6,397	42	47
Farmland	1,419	1,417	-	1,433	3	3
Consumer	200	192	-	197	1	4
Other	205	194	-	195	2	2
	35,699	28,083	-	28,787	194	241
With An Allowance Recorded						
Commercial	94	94	94	95	-	-
Agricultural	-	-	-	-	-	-
Commercial Construction	206	134	49	136	-	-
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	5,463	5,463	209	5,799	45	45
Residential Real Estate	1,209	1,103	330	1,584	13	6
Farmland	394	394	53	395	5	5
Consumer	-	-	-	-	-	-
Other	-	-	-	-	-	-
	7,366	7,188	735	8,009	63	56
Total						

Commercial	586	558	94	481	(7)	5
Agricultural	174	156	-	101	(10)	10
Commercial Construction	9,743	3,562	49	3,582	6	7
Residential Construction	-	-	-	-	-	-
Commercial Real Estate	22,994	22,500	209	22,431	202	208
Residential Real Estate	7,350	6,298	330	7,981	55	53
Farmland	1,813	1,811	53	1,828	8	8
Consumer	200	192	-	197	1	4
Other	205	194	-	195	2	2
	$ 43,065	$ 35,271	$ 735	$ 36,796	$ 257	$ 297

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

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

Interest rate reductions – Occur when the stated interest rate is reduced to a nonmarket rate or a rate the borrower would not be able to obtain elsewhere under similar circumstances.

Amortization or maturity date changes – Result when the amortization period of the loan is extended beyond what is considered a normal amortization period for loans of similar type with similar collateral.

Principal reductions – These are often the result of commercial real estate loan workouts where two new notes are created. The primary note is underwritten based upon our normal underwriting standards and is structured so that the projected cash flows are sufficient to repay the contractual principal and interest of the newly restructured note. The terms of the secondary note vary by situation and often involve that note being charged-off, or the principal and interest payments being deferred until after the primary note has been repaid. In situations where a portion of the note is charged-off during modification there is often no specific reserve allocated to those loans. This is due to the fact that the amount of the charge-off usually represents the excess of the original loan balance over the collateral value and the Company has determined there is no additional exposure on those loans.

As discussed in Note 1, Summary of Significant Accounting Policies, once a loan is identified as a TDR, it is accounted for as an impaired loan. The Company had no unfunded commitments to lend to a customer that has a troubled debt restructured loan as of March 31, 2016. The following tables present the number of loan contracts restructured during the three month period ended March 31, 2016. It shows the pre- and post-modification recorded investment as well as the number of contracts and the recorded investment for those TDRs modified during the previous twelve months which subsequently defaulted during the period. Loans modified in a troubled debt restructuring are considered to be in default once the loan becomes 90 days past due. 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.

Troubled Debt Restructurings	**Three Months Ended March 31, 2016**		
	# of Contracts	Pre-Modification	Post-Modification
Residential Real Estate	**1**	**$ 91**	**$ 91**
Total Loans	**1**	**$ 91**	**$ 91**

Troubled Debt Restructurings	**Three Months Ended March 31, 2015**		
	# of Contracts	Pre-Modification	Post-Modification
Residential Real Estate	1	$ 881	$ 897
Total Loans	1	$ 881	$ 897

Part I (Continued)

Item 2 (Continued)

(3) Loans (Continued)

The company did not have any TDRs that subsequently defaulted for the three months ended March 31, 2016.

(4) Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses, segregated by class of loan, for the three month period ended March 31, 2016 and March 31, 2015. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other loan categories and periodically may result in reallocation within the provision categories.

March 31, 2016

	Beginning Balance	Charge-Offs	Recoveries	Provision	Ending Balance
Commercial and Agricultural					
Commercial	$ 855	$ (169)	$ 12	$ (144)	$ 554
Agricultural	203	(22)	1	10	192
Real Estate					
Commercial Construction	691	-	804	(685)	810
Residential Construction	20	-	-	-	20
Commercial	3,851	(248)	168	1,475	5,246
Residential	1,990	(63)	14	(136)	1,805
Farmland	912	-	125	(234)	803
Consumer and Other					
Consumer	63	(49)	15	72	101
Other	19	-	3	(4)	18
	$ 8,604	$ (551)	$ 1,142	$ 354	$ 9,549

Part I (Continued)

Item 2 (Continued)

(4) Allowance for Loan Losses (Continued)

March 31, 2015

	Beginning Balance	**Charge-Offs**	**Recoveries**	**Provision**	**Ending Balance**
Commercial and Agricultural					
Commercial	$ 497	$ (184)	$ 13	$ 8	$ 334
Agricultural	304	-	1	2	307
Real Estate					
Commercial Construction	1,223	(6)	14	138	1,369
Residential Construction	138	-	-	-	138
Commercial	3,665	(125)	88	144	3,772
Residential	2,425	(589)	22	42	1,900
Farmland	104	-	-	2	106
Consumer and Other					
Consumer	67	(36)	13	26	70
Other	379	-	2	-	381
	$ 8,802	$ (940)	$ 153	$ 362	$ 8,377

The loss history period used at March 31, 2016 was based on the loss rate from the twelve quarters ended December 31, 2015.

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.

A change in the method of calculation since March 31, 2015 and since year end 2015 was made. The historical losses period was increased from 8 quarters to 12 quarters. Management believes the 12 quarter period includes loss history that will be more indicative of incurred losses than 8 quarters. In more recent quarters, recoveries have exceeded ongoing expectations, and losses have moderated significantly as problem loans made several years ago have been worked out. The result is that net charge-offs have become lower than ongoing expectations. This change in the

historical losses period from 8 quarters to 12 quarters increased the ALLL calculation for call code segments by $718. 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. Effective with the quarter ended June 30, 2015, the calculation of the amount needed in the Allowance for Loan Losses changed. Management determined that the segmentation method for the ASC 450-20 portion of the loan portfolio should be changed to bank call report categories. Prior to this change, the ASC 450-20 segmentation categorized loans by various non-owner occupied commercial real estate loan types and risk grades for the remainder of the ASC 450-20 portion of the portfolio. On the date of change, June 30, 2015, the change in methodology resulted in an increase to the calculated allowance for loan loss reserve of $1,621; however, no additional provisions were required to be recorded as a result of the change.

Since not all loans in the substandard category are considered impaired, this quarterly review process may result in the identification of specific reserves on nonimpaired loans. Management considers those loans graded substandard, but not classified as impaired, to be higher risk loans and, therefore, makes specific allocations to the allowance for those loans if warranted. The total of such loans is $17.84 million and $7.2 million as of March 31, 2016 and 2015, respectively. Specific allowance allocations were made for these loans totaling $1.17 million and $596 thousand as of March 31, 2016 and 2015, respectively. Since these loans are not considered impaired, both the loan balance and related specific allocation are included in the "Collectively Evaluated for Impairment" column of the following tables.

At March 31, 2016, there were 156 impaired loans totaling $3.6 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 March 31, 2015, impaired loans totaling $4.4 million 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.

Part I (Continued)

Item 2 (Continued)

(4) Allowance for Loan Losses (Continued)

The following tables present breakdowns of the allowance for loan losses, segregated by impairment methodology for March 31, 2016 and 2015:

March 31, 2016

	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	$4	$ 550	$554	$37	$ 45,078	$45,115
Agricultural	-	192	192	-	18,562	18,562
Real Estate						
Commercial Construction	24	786	810	389	35,581	35,970
Residential Construction	-	20	20	-	9,849	9,849
Commercial	1,940	3,306	5,246	16,918	330,454	347,372
Residential	528	1,277	1,805	3,370	192,309	195,679
Farmland	35	768	803	1,401	64,884	66,285
Consumer and Other						
Consumer	-	101	101	-	19,661	19,661
Other	-	18	18	-	15,768	15,768
Total End of Period Balance	$2,531	$ 7,018	$9,549	$22,115	$ 732,146	$754,261

March 31, 2015

	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	$94	$ 240	$334	$94	$ 51,680	$51,774
Agricultural	-	307	307	8	19,180	19,188
Real Estate						
Commercial Construction	49	1,320	1,369	3,428	45,183	48,611
Residential Construction	-	138	138	-	10,030	10,030
Commercial	209	3,563	3,772	21,953	319,892	341,845
Residential	330	1,570	1,900	3,680	199,198	202,878
Farmland	53	53	106	1,699	49,873	51,572
Consumer and Other						
Consumer	-	70	70	-	21,705	21,705
Other	-	381	381	-	6,031	6,031
Total End of Period Balance	$735	$ 7,642	$8,377	$30,862	$ 722,772	$753,634

Part I (Continued)

Item 2 (Continued)

(5) Other Real Estate Owned

The aggregate carrying amount of Other Real Estate Owned (OREO) at March 31, 2016 and December 31, 2015 was $9,618 and $8,839, respectively. All of the Company's other real estate owned represents properties acquired through foreclosure or deed in lieu of foreclosure. The following table details the change in OREO for the three months ended March 31, 2016 and the year ended December 31, 2015.

	Three Months Ended March 31, 2016	Twelve Months Ended December 31, 2015
Balance, Beginning	**$ 8,839**	$ 10,402
Additions	**2,183**	7,536
Sales of OREO	**(1,366)**	(8,055)
Gains (Losses) on Sale	**40**	(591)
Provision for Losses	**(78)**	(453)
Balance, Ending	**$ 9,618**	$ 8,839

At March 31, 2016, the Company held $1.34 million of residential real estate property as foreclosed property. Also at March 31, 2016, $173 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 $415 and $272 as of March 31, 2016 and December 31, 2015.

Components of interest-bearing deposits as of March 31, 2016 and December 31, 2015 are as follows:

	Three Months Ended March 31, 2016	Twelve Months Ended December 31, 2015
Interest-Bearing Demand	**$405,485**	$412,960
Savings	**68,759**	64,976
Time, $100,000 and Over	**199,515**	202,801
Other Time	**190,933**	196,931
	$864,692	$877,668

At March 31, 2016 and December 31, 2015, the Company had brokered deposits of $42,637 and $25,577, 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 $100,000 was approximately $136,156 and $141,900 as of March 31, 2016 and December 31, 2015, respectively. The aggregate amount of certificates of deposit, each with a minimum deposit of $250,000 was $29,309 and $31,755 as of March 31, 2016 and December 31, 2015.

Part I (Continued)

Item 2 (Continued)

(6) Deposits (Continued)

As of March 31, 2016 and December 31, 2015, the scheduled maturities of certificates of deposits are as follows:

Maturity	**March 31, 2016**	December 31, 2015
One Year and Under	**$276,187**	$287,423
One to Three Years	**89,566**	88,019
Three Years and Over	**24,695**	24,290
	$390,448	$399,732

(7) Other Borrowed Money

Other borrowed money at March 31, 2016 and December 31, 2015 is summarized as follows:

	March 31, 2016	December 31, 2015
Federal Home Loan Bank Advances	**$40,000**	$ 40,000

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2018 to 2023 and interest rates ranging from 1.47 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 March 31, 2016 the book value of those loans pledged is $105,738. At March 31, 2016 the Company had remaining credit availability from the FHLB of $135,822. The Company may be required to pledge additional qualifying collateral in order to utilize the full amount of the remaining credit line.

The aggregate stated maturities of other borrowed money at March 31, 2016 are as follows:

Year	Amount
2018	$2,500
2019	5,000
2020	2,500
After 2020	30,000
	$40,000

The Company also has available federal funds lines of credit with various financial institutions totaling $43,500, none of which were outstanding at March 31, 2016.

The Company has the ability to borrow funds from the Federal Reserve Bank (FRB) of Atlanta utilizing the discount window. The discount window is an instrument of monetary policy that allows eligible institutions to borrow money from the FRB on a short-term basis to meet temporary liquidity shortages caused by internal or external disruptions. At March 31, 2016, 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 had 18,021 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Preferred Stock) issued and outstanding with private investors as of March 31, 2016. The Company redeemed 9,979 shares of Preferred Stock at $1,000 per share during 2015. 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. 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 Preferred Stock qualifies as Tier 1 capital and is nonvoting, other than class voting rights on certain matters that could adversely affect the Preferred Stock. The Preferred Stock may be redeemed by the Company at the liquidation preference of $1,000 per share, plus any accrued and unpaid dividends. The Warrant may be exercised on or before January 9, 2019 at an exercise price of $8.40 per share. No voting rights may be exercised with respect to the shares of the Warrant until the Warrant has been exercised.

Part I (Continued)

Item 2 (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	0.64195	2.68	3.32195	6/14/2034	6/17/2009
Colony Bankcorp Capital Trust I	4/13/2006	5,155	0.63085	1.50	2.13085	4/13/2036	4/13/2011
Colony Bankcorp Capital Trust II	3/12/2007	9,279	0.62860	1.65	2.27860	3/12/2037	3/12/2012
Colony Bankcorp Capital Trust III	9/14/2007	5,155	0.61560	1.40	2.01560	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.

(10) Commitments and Contingencies

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

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

At March 31, 2016 and December 31, 2015 the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	March 31, 2016	December 31, 2015
Loan Commitments	**$80,935**	$ 67,889
Letters of Credit	**1,454**	1,588

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

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

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

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

Other Contractual Obligations. In 2015, the Company committed to the construction of a new branch facility at an estimated cost of $1.2 million. Construction is expected to be completed in late fall of 2016.

Part I (Continued)

Item 2 (Continued)

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

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

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

Investment Securities – Fair values for investment securities are based on quoted market prices where available 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 2 (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 March 31, 2016 and December 31, 2015 are as follows:

	Fair Value Measurements at March 31, 2016				
	Carrying Value	**Estimated Fair Value**	**Level 1**	**Level 2**	**Level 3**
Assets					
Cash and Short-Term Investments	**$48,912**	**$48,912**	**$48,912**	**$-**	**$-**
Investment Securities Available for Sale	**308,840**	**308,840**	**-**	**307,911**	**929**
Federal Home Loan Bank Stock	**2,755**	**2,755**	**2,755**	**-**	**-**
Loans, Net	**744,356**	**745,279**	**-**	**739,092**	**6,187**
Bank-Owned Life Insurance	**14,985**	**14,985**	**14,985**	**-**	**-**
Liabilities					
Deposits	**1,000,043**	**1,001,576**	**609,595**	**391,981**	**-**
Subordinated Debentures	**24,229**	**24,229**	**-**	**24,229**	**-**
Other Borrowed Money	**40,000**	**41,640**	**-**	**41,640**	**-**

	Fair Value Measurements at December 31, 2015				
	Carrying Value	**Estimated Fair Value**	**Level 1**	**Level 2**	**Level 3**
Assets					
Cash and Short-Term Investments	$60,872	$60,872	$60,872	$-	$-
Investment Securities Available for Sale	296,149	296,149	-	295,219	930
Federal Home Loan Bank Stock	2,731	2,731	2,731	-	-

Loans, Net	749,675	750,412	-	741,867	8,545
Bank-Owned Life Insurance	14,830	14,830	14,830	-	-
Liabilities					
Deposits	1,011,554	1,013,111	611,822	401,289	-
Subordinated Debentures	24,229	24,229	-	24,229	-
Other Borrowed Money	40,000	40,421	-	40,421	-

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 2 (Continued)

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

Fair Value Measurements

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 measurements 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.

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 Basis – The following table presents the recorded amount of the Company's assets measured at fair value on a recurring and nonrecurring basis as of March 31, 2016 and December 31, 2015, aggregated by the level in the fair value hierarchy within which those measurements fall. The table below includes only impaired loans with a specific reserve and only other real estate properties with a valuation allowance at March 31, 2016. Those impaired loans and other real estate properties are shown net of the related specific reserves and valuation allowances.

Part I (Continued)

Item 2 (Continued)

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

		Fair Value Measurements at Reporting Date Using		
March 31, 2016	**Total Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Recurring				
Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	**$303,810**	**$-**	**$ 303,810**	**$ -**
State, County and Municipal	**5,030**	**-**	**4,101**	**929**
	$308,840	**$-**	**$ 307,911**	**$ 929**
Nonrecurring				
Impaired Loans	**$6,187**	**$-**	**$ -**	**$ 6,187**
Other Real Estate	**$2,941**	**$-**	**$ -**	**$ 2,941**

		Fair Value Measurements at Reporting Date Using		
December 31, 2015	**Total Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**

Recurring				
Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	$291,050	$-	$ 291,050	$ -
State, County and Municipal	5,099	-	4,169	930
	$296,149	$-	$ 295,219	$ 930
Nonrecurring				
Impaired Loans	$8,545	$-	$ -	$ 8,545
Other Real Estate	$2,536	$-	$ -	$ 2,536

Liabilities

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

Part I (Continued)

Item 2 (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 March 31, 2016 and December 31, 2015. This table is comprised primarily of collateral dependent impaired loans and other real estate owned:

	March 31, 2016	Valuation Techniques	Unobservable Inputs	Range Weighted Avg		
Commercial	$24	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(31.77)%	- 1.12%	34.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00%	- 5.00%	10.00%
		Income Approach	Capitalization Rate		11.00%	
Real Estate Commercial Construction	51	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(5.00)%	- 47.00%	99.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00%	- 5.00%	10.00%

Residential Real Estate	**436**	**Sales Comparison**	**Adjustment for Differences Between the Comparable Sales**	**(22.00)%**	**- (11.00)%**	**0.00%**
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	**0.00%**	**- 20.00%**	**40.00%**
Commercial Real Estate	**5,325**	**Sales Comparison**	**Adjustment for Differences Between the Comparable Sales**	**(31.77)%**	**- 1.12%**	**34.00%**
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	**0.00%**	**- 45.00%**	**90.00%**
		Income Approach	**Capitalization Rate**		**10.33%**	
Farmland	**351**	**Sales Comparison**	**Adjustment for Differences Between the Comparable Sales**	**(27.00)%**	**- (6.00)%**	**15.00%**
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	**10.00%**	**- 42.50%**	**75.00%**
Other Real Estate Owned	**2,941**	**Sales Comparison**	**Adjustment for Differences Between the Comparable Sales**	**(50.80)%**	**- 46.05%**	**142.90%**
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	**0.62%**	**- 29.23%**	**72.75%**
		Income Approach	**Discount Rate**		**12.50%**	

Part I (Continued)

Item 2 (Continued)

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

	December 31, 2015	**Valuation Techniques**	**Unobservable Inputs**	**Range Weighted Avg**		
Commercial	$ 28	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(31.77)%	- 1.12%	34.00%
			Management Adjustment for Age of Appraisals and/or Current Market Conditions	0.00%	- 5.00%	10.00%
		Income Approach	Capitalization Rate		11.00%	
Real Estate Commercial Construction	51	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(5.00)%	- 47.00%	99.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00%	- 5.00%	10.00%
Residential Real Estate	767	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(22.00)%	- 5.60%	10.80%
			Management Adjustments for	0.00%	- 12.50%	25.00%

			Age of Appraisals and/or Current Market Conditions			
Commercial Real Estate	7,348	Sales Comparison	Adjustment for differences Between the comparable Sales	(31.77)%	- 1.12%	34.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	0.00%	- 5.00%	10.00%
		Income Approach	Capitalization Rate		10.25%	
Farmland	351	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(27.00)%	- (6.00)%	15.00%
			Management Adjustments for Age of Appraisals and/or Current Market Conditions	10.00%	- 42.50%	75.00%
Other Real Estate Owned	2,536	Sales Comparison	Adjustment for Differences Between the Comparable Sales	(50.80)%	- 46.05%	142.90%
			Management Adjustment for Age of Appraisals and/or Current Market Conditions	15.53%	- 43.37%	72.75%
		Income Approach	Discount Rate		12.50%	

Part I (Continued)

Item 2 (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 three months ended March 31, 2016 and the twelve months ended December 31, 2015.

	Available for Sale Securities	
	March 31, 2016	December 31, 2015
Balance, Beginning	**$930**	$ 948
Transfers out of Level 3	**-**	-
Loss on OTTI Impairment Included in Noninterest Income	**-**	-
Unrealized Gains included in Other Comprehensive Income (Loss)	**(1)**	(18)
Balance, Ending	**$929**	$ 930

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 three months ended March 31, 2016 and the twelve months ended December 31, 2015.

The following table presents quantitative information about recurring level 3 fair value measurements as of March 31, 2016.

	Fair Value	**Valuation Techniques**	**Unobservable Inputs**	**Range Weighted Avg**
State, County and Municipal	**$ 929**	Discounted Cash Flow	Discount Rate	N/A*

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

(12) Regulatory Capital Matters

The amount of dividends payable to the parent company from the subsidiary bank is limited by various banking regulatory agencies. Upon approval by regulatory authorities, the Bank may pay cash dividends to the parent company in excess of regulatory limitations. Additionally, the Company suspended the payment of dividends to its common stockholders in the third quarter of 2009.

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

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. As of March 31, 2016, 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 March 31, 2016, 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.

Part I (Continued)

Item 2 (Continued)

(12) Regulatory Capital Matters (Continued)

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 March 31, 2016 and December 31, 2015 on a consolidated basis and for the subsidiary, as defined. Regulatory capital ratios for March 31, 2016 and December 31, 2015 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 March 31, 2016						
Total Capital to Risk-Weighted Assets						
Consolidated	**$134,531**	**17.13 %**	**$62,813**	**8.00 %**	**N/A**	**N/A**
Colony Bank	**130,136**	**16.60**	**62,722**	**8.00**	**$78,403**	**10.00 %**
Tier I Capital to Risk-Weighted Assets						
Consolidated	**124,982**	**15.92**	**47,109**	**6.00**	**N/A**	**N/A**
Colony Bank	**120,587**	**15.38**	**47,042**	**6.00**	**62,722**	**8.00**
Common Equity Tier I Capital to Risk-Weighted Assets						
Consolidated	**83,461**	**10.63**	**35,332**	**4.50**	**N/A**	**N/A**
Colony Bank	**120,587**	**15.38**	**35,281**	**4.50**	**50,962**	**6.50**
Tier I Capital to Average Assets						
Consolidated	**124,982**	**10.70**	**46,707**	**4.00**	**N/A**	**N/A**
Colony Bank	**120,587**	**10.34**	**46,633**	**4.00**	**58,291**	**5.00**

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Part I (Continued)

Item 2 (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, 2015						
Total Capital to Risk-Weighted Assets						
Consolidated	$131,948	16.60%	$63,602	8.00 %	N/A	N/A
Colony Bank	126,939	15.99	63,500	8.00	$79,375	10.00%
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	123,344	15.51	47,702	6.00	N/A	N/A
Colony Bank	118,335	14.91	47,625	6.00	63,500	8.00
Common Equity Tier 1 Capital to Risk-Weighted Assets						
Consolidated	81,823	10.29	35,776	4.50	N/A	N/A
Colony Bank	118,335	14.91	35,719	4.50	51,594	6.50
Tier 1 Capital to Average Assets						
Consolidated	123,344	10.69	46,149	4.00	N/A	N/A
Colony Bank	118,335	10.27	46,074	4.00	57,592	5.00

Part I (Continued)

Item 2 (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 period ended March 31, 2016 and 2015:

	Three Months Ended March 31	
	2016	2015
Numerator		
Net Income Available to Common Stockholders	**$1,656**	$1,253
Denominator		
Weighted Average Number of Common Shares Outstanding for Basic Earnings Per Common Share	**8,439**	8,439
Dilutive Effect of Potential Common Stock		
Restricted Stock	**-**	-
Stock Warrants	**45**	-
Weighted-Average Number of Shares Outstanding for Diluted Earnings Per Common Share	**8,484**	8,439
Earnings Per Share - Basic	**$0.20**	$0.15
Earnings Per Share - Diluted	**$0.20**	$0.15

For the three months ended March 31, 2015, the Company excluded 500 shares of common stock equivalents because the strike price of the common stock equivalents would cause them to have an anti-dilutive effect.

(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 March 31, 2016 and the year ended December 31, 2015 are as follows:

	March 31, 2016	December 31, 2015
Beginning Balance	**$(4,434)**	$ (4,845)
Other Comprehensive Income (Loss) Before Reclassification	**5,199**	622
Amounts Reclassified from Accumulated Other Comprehensive Income	**(1,768)**	(211)
Net Current Period Other Comprehensive Income	**3,431**	411
Ending Balance	**$(1,003)**	$ (4,434)

Part I (Continued)

Item 2 (Continued)

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

Future Outlook

In 2016, the Company is committed to improving earnings, reducing problem assets and redeeming TARP Preferred Stock. Given the improved condition of the Company we are also considering product and market expansion. During the quarter we completed construction of a new banking facility in Tifton while beginning construction of new facilities in Statesboro and Savannah. The new Tifton location resulted in closure of two leased offices in that market while two branch offices in Pitts and Chester were closed to improve operating efficiencies.

The following discussion sets forth management's discussion and analysis of our consolidated financial condition as of March 31, 2016, and the consolidated results of operations for the three months ended March 31, 2016. 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 10, 2016. Readers should also carefully review all other disclosures we file from time to time with the SEC.

The Company

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

Application of Critical Accounting Policies and Accounting Estimates

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The

Company's financial position and results of operations are affected by management's application of accounting policies, including judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's financial position and/or results of operations. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results of operations, and they require management to make estimates that are difficult and subjective.

Overview

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of March 31, 2016 and 2015, and results of operations for each of the three months in the periods ended March 31, 2016 and 2015. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements, notes thereto and other financial information appearing elsewhere in this report.

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

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

Results of Operations

The Company's results of operations are determined by its ability to effectively manage interest income and expense, to minimize loan and investment losses, to generate noninterest income and to control noninterest expense. Since market forces and economic conditions beyond the control of the Company determine interest rates, the ability to generate net interest income is dependent upon the Company's ability to obtain an adequate spread between the rate earned on interest-earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance for net interest income is the 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 $1.66 million, or $0.20 diluted per common share, in three months ended March 31, 2016 compared to net income available to common shareholders of $1.25 million, or $0.15 diluted per common share, in three months ended March 31, 2015. The Company did not have any material changes in the first quarter of 2016.

Part I (Continued)

Item 2 (Continued)

Results of Operations (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 March 31			
	2016	2015	**$ Variance**	**% Variance**
Taxable-equivalent net interest income	**$9,484**	$9,228	**$ 256**	**2.77 %**
Taxable-equivalent adjustment	**28**	26	**2**	**7.69**
Net interest income	**9,456**	9,202	**254**	**2.76**
Provision for loan losses	**354**	362	**(8)**	**(2.21)**
Noninterest income	**2,172**	2,212	**(40)**	**(1.81)**
Noninterest expense	**8,235**	8,286	**(51)**	**(0.62)**
Income before income taxes	**$3,039**	$2,766	**$ 273**	**9.87**
Income Taxes	**978**	883	**95**	**10.76**
Net income	**$2,061**	$1,883	**$ 178**	**9.45**
Preferred stock dividends	**405**	630	**(225)**	**(35.71)**
Net income available to common shareholders	**$1,656**	$1,253	**$ 403**	**32.16 %**
Net income available to common shareholders:				
Basic	**$0.20**	$0.15	**$ 0.05**	**33.33 %**
Diluted	**$0.20**	$0.15	**$ 0.05**	**33.33 %**
Return on average assets	**0.57 %**	0.44 %	**0.13 %**	**29.55 %**
Return on average total equity	**6.75 %**	4.98 %	**1.77 %**	**35.54 %**

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

Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 81.32 percent of total revenue for three months ended March 31, 2016 and 80.62 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 3.50 percent. The rate increased 25 basis points in fourth quarter of 2015 for the first time in several years. The federal funds rate moved similarly to the prime rate with interest rates currently at 0.50 percent. As expected, the federal funds rate and the prime rate remained flat the first quarter of 2016.

Part I (Continued)

Item 2 (Continued)

Net Interest Income (Continued)

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.

Rate/Volume Analysis

The rate/volume analysis presented hereafter illustrates the change from March 31, 2015 to March 31, 2016 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.

	Changes from March 31, 2015 to March 31, 2016		
($ in thousands)	**Volume**	**Rate**	**Total**
Interest Income			
Loans, Net-taxable	**$116**	**$(192)**	**$(76)**
Investment Securities			
Taxable	**133**	**157**	**290**
Tax-exempt	**10**	**(7)**	**3**
Total Investment Securities	**143**	**150**	**293**
Interest-Bearing Deposits in other Banks	**1**	**20**	**21**
Federal Funds Sold	**(15)**	**-**	**(15)**
Other Interest - Earning Assets	**(1)**	**3**	**2**

Total Interest Income	**244**	**(19)**	**225**
Interest Expense			
Interest-Bearing Demand and Savings Deposits	**38**	**12**	**50**
Time Deposits	**(67)**	**2**	**(65)**
Subordinated Debentures	**-**	**(37)**	**(37)**
Other Borrowed Money	**-**	**21**	**21**
Total Interest Expense	**(29)**	**(2)**	**(31)**
Net Interest Income	**$273**	**$(17)**	**$256**

(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.

Part I (Continued)

Item 2 (Continued)

Rate/Volume Analysis (Continued)

The Company maintains about 19 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 3.47 percent for three months ended March 31, 2016 compared to 3.43 percent for the same period a year ago. We anticipate the net interest margin remaining relatively flat for 2016.

Taxable-equivalent net interest income for three months ended March 31, 2016 increased by $256 thousand, or 2.77 percent compared to the same period a year ago. The average volume of earning assets during three months ended March 31, 2016 increased $19.42 million compared to the same period a year ago. Growth in average earning assets during 2016 was primarily in loans, investments and interest bearing deposits.

The average volume of loans increased $8.87 million for the three months ended March 31, 2016 compared to the same period a year ago. The average yield on loans decreased 10 basis points for the three months ended March 31, 2016 compared to the same period a year ago. The average volume of investment securities increased $34.23 million for the three months ended March 31, 2016 compared to the same year ago period, while the average yield on investment securities increased 20 basis points for the same period comparison. The average volume of deposits increased $20.19 million for the three months ended March 31, 2016 compared to the same period a year ago, with interest-bearing deposits increasing $11.56 million for the three months ended March 31, 2016.

Accordingly, the ratio of average interest-bearing deposits to total average deposits was 86.60 percent for the three months ended March 31, 2016 compared to 87.21 percent in the same period a year ago. This deposit mix, combined with a general decrease in market rates, had the effect of (i) decreasing the average cost of total deposits by 2 basis points in three months ended March 31, 2016 compared to the same period a year ago and, (ii) mitigating a portion of the impact of decreasing yields on earning assets.

The Company’s net interest spread, which represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities, was 3.36 percent in three months ended March 31, 2016 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)

Rate/Volume Analysis (Continued)

AVERAGE BALANCE SHEETS	**Three Months Ended March 31, 2016**			Three Months Ended March 31, 2015		
($ in thousands)	**Average Balances**	**Income/ Expense**	**Yields/ Rates**	Average Balances	Income/ Expense	Yields/ Rates
Assets						
Interest-Earning Assets						
Loans, Net of Unearned Interest and fees Taxable (1)	**$752,323**	**$9,651**	**5.13** %	$743,457	$9,727	5.23 %
Investment Securities						
Taxable	**305,428**	**1,370**	**1.79** %	272,031	1,080	1.59 %
Tax-Exempt (2)	**2,623**	**26**	**3.96** %	1,793	23	5.13 %
Total Investment Securities	**308,051**	**1,396**	**1.81** %	273,824	1,103	1.61 %
Interest-Bearing Deposits	**31,560**	**38**	**0.48** %	30,579	17	0.22 %
Federal Funds Sold	**-**	**-**	**-** %	24,558	15	0.24 %
Interest-Bearing Other Assets	**2,732**	**32**	**4.69** %	2,825	30	4.25 %
Total Interest-Earning Assets	**$1,094,666**	**$11,117**	**4.06** %	$1,075,243	$10,892	4.05 %
Non-interest-Earning Assets						
Cash and Cash Equivalents	**19,320**			20,256		
Allowance for Loan Losses	**(9,086)**			(8,822)		
Other Assets	**60,386**			63,985		
Total Noninterest-Earning Assets	**70,620**			75,419		
Total Assets	**$1,165,286**			$1,150,662		
Liabilities and Stockholders' Equity						
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Interest-Bearing Demand and Savings	**$470,191**	**$415**	**0.35** %	$425,117	$365	0.34 %
Other Time	**395,256**	**789**	**0.80** %	428,769	854	0.80 %
Total Interest-Bearing Deposits	**865,447**	**1,204**	**0.56** %	853,886	1,219	0.57 %
Other Interest-Bearing Liabilities						
Other Borrowed Money	**40,000**	**286**	**2.86** %	40,000	323	3.23 %
Subordinated Debentures	**24,229**	**143**	**2.36** %	24,229	122	2.01 %
Total Other Interest-Bearing Liabilities	**64,229**	**429**	**2.67** %	64,229	445	2.77 %
Total Interest-Bearing Liabilities	**$929,676**	**$1,633**	**0.70** %	$918,115	$1,664	0.72 %
Noninterest-Bearing Liabilities and Stockholders' Equity						
Demand Deposits	**133,887**			125,255		
Other Liabilities	**3,527**			6,665		
Stockholders' Equity	**98,196**			100,627		

Total Noninterest-Bearing Liabilities and Stockholders' Equity	**235,610**			232,547			
Total Liabilities and Stockholders' Equity	**$1,165,286**			$1,150,662			
Interest Rate Spread			**3.36**	**%**		3.33	%
Net Interest Income		**$9,484**			$9,228		
Net Interest Margin			**3.47**	**%**		3.43	%

(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 $19 and $18 for three month periods ended March 31, 2016 and 2015, respectively, are included in tax-exempt interest on loans.

(2) Taxable-equivalent adjustments totaling $9 and $8 for three month periods ended March 31, 2016 and 2015, respectively, are included in tax-exempt interest on investment securities. The adjustments are based on a federal tax rate of 34 percent with appropriate reductions for the effect of disallowed interest expense incurred in carrying tax-exempt obligations.

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 $354 thousand in the three months ended March 31, 2016 compared to $362 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 March 31			
	2016	2015	**$ Variance**	**% Variance**
Service Charges on Deposit Accounts	**$1,002**	$987	$ 15	1.52 %
Other Charges, Commissions and Fees	**704**	662	42	6.34
Mortgage Fee Income	**100**	113	(13)	(11.50)
Securities Gains (Losses)	**2**	3	(1)	(33.33)
Other	**369**	447	(78)	(17.45)
Total	**$2,177**	$2,212	$ (35)	(1.81)%

Other Charges, Commissions and Fees. Debit card interchange fees increased $53 thousand in 2016 compared to the same period in 2015.

Mortgage Fee Income. The volume of mortgage loans has shown a slight decrease in 2016 compared to the same period in 2015 which contributed to a slight decrease in mortgage fee income.

Other. The decrease in other noninterest income is attributed to having a tax credit of $66 thousand and a life insurance benefit of $25 thousand in 2015 that did not occur in 2016.

Noninterest Expense

The components of noninterest expense were as follows:

	Three Months Ended March 31			
	2016	2015	**$ Variance**	**% Variance**
Salaries and Employee Benefits	**$4,474**	$4,468	$ 6	0.13 %
Occupancy and Equipment	**964**	993	(29)	(2.92)
Other	**2,797**	2,825	(28)	(0.99)
Total	**$8,235**	$8,286	$ (51)	(0.62)%

Occupancy and Equipment. Significant amounts impacting the comparable periods was primarily attributed to the decrease in depreciation expense in 2016.

Other. Significant amounts impacting the comparable periods was primarily attributed to foreclosed property costs which decreased by $68 thousand from $205 thousand in 2015 compared to $137 thousand in 2016.

Part I (Continued)

Item 2 (Continued)

Loans

The following table presents the composition of the Company’s loan portfolio as of March 31, 2016 and December 31, 2015:

	March 31, 2016	December 31, 2015	$ Variance	% Variance
Commercial and Agricultural				
Commercial	**$45,115**	$47,782	$(2,667)	(5.58)%
Agricultural	**18,562**	19,193	(631)	(3.29)
Real Estate				
Commercial Construction	**35,970**	40,107	(4,137)	(10.31)
Residential Construction	**9,849**	9,413	436	4.63
Commercial	**347,372**	346,262	1,110	0.32
Residential	**195,679**	197,002	(1,323)	(0.67)
Farmland	**66,285**	61,780	4,505	7.29
Consumer and Other				
Consumer	**19,661**	20,605	(944)	(4.58)
Other	**15,768**	16,492	(724)	(4.39)
Gross Loans	**754,261**	758,636	(4,375)	(0.58)
Unearned Interest and Fees	**(356)**	(357)	1	0.28
Allowance for Loan Losses	**(9,549)**	(8,604)	(945)	(10.98)
Net Loans	**$744,356**	$749,675	$(5,319)	(0.71)%

Loan Origination/Risk Management. In accordance with the Company’s decentralized banking model, loan decisions are made at the local bank level. The Company utilizes 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 criterion 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 criterion 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.

Part I (Continued)

Item 2 (Continued)

Loans (Continued)

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.

Commercial and Agricultural. Commercial and agricultural loans at March 31, 2016 decreased 4.9 percent to $63.7 million from December 31, 2015 at $67.0 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 decreased by $3.70 million, or 7.47 percent, at March 31, 2016 to $45.82 million from $49.52 million at December 31, 2015. Part of the decrease is due to completion of construction and the new loans transferring to the commercial real estate category. Therefore, commercial real estate increased $1.11 million, or 0.32 percent, at March 31, 2016 to $347.37 million from $346.26 million at December 31, 2015. Farmland also increased $4.5 million, or 7.29 percent, at March 31, 2016 to $66.29 million from $61.78 million at December 31, 2015.

Other. Other loans at March 31, 2016 decreased 4.39 percent to $15.77 million from $16.49 million at December 31, 2015.

Collateral Concentrations. Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At March 31, 2016, 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.

Part I (Continued)

Item 2 (Continued)

Nonperforming Assets and Potential Problem Loans

Nonperforming assets and accruing past due loans as of March 31, 2016, December 31, 2015 and March 31, 2015 were as follows:

	March 31, 2016	December 31, 2015	March 31, 2015
Loans Accounted for on Nonaccrual	**$12,101**	$ 14,408	$14,779
Loans Accruing Past Due 90 Days or More	**8**	8	8
Other Real Estate Foreclosed	**9,618**	8,839	11,979
Total Nonperforming Assets	**$21,727**	$ 23,255	$26,766
Nonperforming Assets by Segment			
Construction and Land Development	**$4,565**	$ 7,106	$9,646
1-4 Family Residential	**4,218**	4,197	6,175
Multifamily Residential	**--**	--	173
Nonfarm Residential	**10,885**	9,908	8,247
Farmland	**1,327**	1,103	1,417
Commercial and Consumer	**732**	941	1,108
Total Nonperforming Assets	**$21,727**	$ 23,255	$26,766
Nonperforming Assets as a Percentage of:			
Total Loans and Foreclosed Assets	**2.84 %**	3.03 %	3.50 %
Total Assets	**1.86 %**	1.98 %	2.31 %
Nonperforming Loans as a Percentage of:			
Total Loans	**1.61 %**	1.90 %	1.96 %
Supplemental Data:			
Trouble Debt Restructured Loans In Compliance with Modified Terms	**$13,236**	$ 19,375	$20,492
Trouble Debt Restructured Loans Past Due 30-89 Days	**343**	344	--
Accruing Past Due Loans:			
30-89 Days Past Due	**$9,238**	$ 10,959	$7,652
90 or More Days Past Due	**8**	8	8
Total Accruing Past Due Loans	**$9,246**	$ 10,967	$7,660

Allowance for Loan Losses	**$9,549**	$ 8,604	$8,377
ALLL as a Percentage of:			
Total Loans	**1.27 %**	1.13 %	1.11 %
Nonperforming Loans	**78.86 %**	59.68 %	56.65 %

Nonperforming assets include nonaccrual loans, loans past due 90 days or more and foreclosed real estate. Nonperforming assets at March 31, 2016 decreased 6.57 percent from December 31, 2015.

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)

Nonperforming Assets and Potential Problem Loans (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.

A change in the method of calculation since March 31, 2015 and since year end 2015 was made. The historical losses period was increased from 8 quarters to 12 quarters. Management believes the 12 quarter period includes loss history that will be more indicative of incurred losses than 8 quarters. In more recent quarters, recoveries have exceeded ongoing expectations, and losses have moderated significantly as problem loans made several years ago have been worked out. The result is that net charge-offs have become lower than ongoing expectations. This change in the historical losses period from 8 quarters to 12 quarters increased the ALLL calculation for call code segments by $718. 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. Effective with the quarter ended June 30, 2015, the calculation of the amount needed in the Allowance for Loan Losses changed. Management determined that the segmentation method for the ASC 450-20 portion of the loan portfolio should be changed to bank call report categories. Prior to this change, the ASC 450-20 segmentation categorized loans by

various non-owner occupied commercial real estate loan types and risk grades for the remainder of the ASC 450-20 portion of the portfolio. On the date of change, June 30, 2015, the change in methodology resulted in an increase to the calculated allowance for loan loss reserve of $1,621; however, no additional provisions were required to be recorded as a result of the change.

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.

Part I (Continued)

Item 2 (Continued)

Allowance for Loan Losses (Continued)

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.

Deposits

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the three month periods ended March 31, 2016 and March 31, 2015.

	March 31, 2016		March 31, 2015	
($ in thousands)	**Average Amount**	**Average Rate (1)**	Average Amount	Average Rate (1)
Noninterest-Bearing Demand Deposits	**$133,887**		$125,255	
Interest-Bearing Demand and Savings Deposits	**470,191**	**0.35 %**	425,117	0.34 %
Time Deposits	**395,256**	**0.80 %**	428,769	0.80 %
Total Deposits	**$999,334**	**0.48 %**	$979,141	0.50 %

(1) Average rate is an annualized rate.

Average deposits increased $20.19 million to $999.33 million at March 31, 2016 from $979.14 million at March 31, 2015. The increase included an increase of $8.63 million, or 6.89 percent in noninterest-bearing demand deposits while, at the same time, interest-bearing demand and savings deposits increased $45.07 million, or 10.60 percent and time deposits decreased $33.51 million, or 7.82 percent. Accordingly the ratio of average noninterest-bearing deposits to total average deposits was 13.40 percent for three months ended March 31, 2016 compared to 12.79 percent for three months ended March 31, 2015. The general decrease in market rates, had the effect of (i) decreasing the average

cost of total deposits by 2 basis points in three months ended March 31, 2016 compared to the same period a year ago; and (ii) mitigating a portion of the impact of decreasing yields on interest-earning assets.

Off-Balance-Sheet Arrangements, Commitments, Guarantees

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

Loan Commitments. The Company enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of the Company's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. The Company minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for loan losses. Loan commitments outstanding at March 31, 2016 are included in the table in Footnote 10 of the Consolidated Financial Statements.

Capital and Liquidity

At March 31, 2016, stockholders' equity totaled $100.54 million compared to $95.46 million at December 31, 2015. In addition to net income of $2.06 million, other significant changes in stockholders' equity during three months ended March 31, 2016 included $405 thousand of preferred stock dividends declared. The accumulated other comprehensive income (loss) component of stockholders' equity totaled $(1.00) million at March 31, 2016 compared to $(4.43) million at December 31, 2015. This fluctuation was mostly related to the after-tax effect of changes in the fair value of securities available for sale. Under regulatory requirements the unrealized gain or loss on securities available for sale does not increase or reduce regulatory capital and is not included in the calculation of risk-based capital and leverage ratios. Regulatory agencies for banks and bank holding companies utilize capital guidelines designed to measure Tier 1 and total capital and take into consideration the risk inherent in both on-balance sheet and off-balance sheet items.

Part I (Continued)

Item 2 (Continued)

Capital and Liquidity (Continued)

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

Using the capital requirements presently in effect, the Tier 1 ratio as of March 31, 2016 was 15.92 percent and total Tier 1 and 2 risk-based capital was 17.13 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 March 31, 2016 was 10.63, which exceeds the regulatory minimum of 4.50 percent. The Company's Tier 1 leverage ratio as of March 31, 2016 was 10.70 percent, which exceeds the required ratio standard of 4 percent.

For March 2016, average capital was $98.20 million, representing 8.43 percent of average assets for the year. This compares to 8.75 percent for March 2015.

For March 2016, the Company had $1.2 million material commitments for capital expenditures to construct a new branch.

The Company did not pay any common stock dividends in the first quarter of 2016 or 2015. The Company suspended common stock dividend payments beginning in the third quarter of 2009 for capital retention purposes.

The Company declared dividends of $405 and $630 on preferred stock on March 31, 2016 and 2015, respectively. Additional information is provided in the Notes to the Consolidated Financial Statements for Preferred Stock.

The Company, primarily through the actions of its subsidiary bank, engages in liquidity management to ensure adequate cash flow for deposit withdrawals, credit commitments and repayments of borrowed funds. Needs are met

through loan repayments, net interest and fee income and the sale or maturity of existing assets. In addition, liquidity is continuously provided through the acquisition of new deposits, the renewal of maturing deposits and external borrowings.

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

The investment portfolio provides a ready means to raise cash if liquidity needs arise. As of March 31, 2016, the available for sale bond portfolio totaled $308.84 million. At December 31, 2015, the available for sale bond portfolio totaled $296.2 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. Colony had ratios of loans to deposits of 75.4 percent as of March 31, 2016 and 75.0 percent at December 31, 2015. Management employs alternative funding sources when deposit balances will not meet loan demands. The ratios of loans to all funding sources (excluding Subordinated Debentures) at March 31, 2016 and December 31, 2015 were 72.5 percent and 72.1 percent, respectively.

Management continues to emphasize programs to generate local core deposits as our Company's primary funding sources. The stability of the banks' core deposit base is an important factor in Colony's liquidity position. A heavy percentage of the deposit base is comprised of accounts of individuals and small businesses with comprehensive banking relationships and limited volatility. At March 31, 2016 and December 31, 2015, Colony had $199.5 million and $203 million in certificates of deposit of $100,000 or more. These larger deposits represented 20.0 percent and 20.1 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.

Part I (Continued)

Item 2 (Continued)

Capital and Liquidity (Continued)

The Company supplemented deposit sources with brokered deposits. As of March 31, 2016, the Company had $42.6 million, or 4.26 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 March 31, 2016, the Company had $26.9 million, or 2.69 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, Colony and its subsidiary 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 Colony is a bank holding company and does not conduct operations, its primary sources of liquidity are dividends up streamed from the subsidiary bank and borrowings from outside sources.

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

Return on Assets and Stockholders’ Equity

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

	Three Months Ended March 31	
	2016	2015
Return on Average Assets (1)	**0.57 %**	0.44 %
Return on Average Total Equity (1)	**6.75 %**	4.98 %
Average Total Equity to Average Assets	**8.43 %**	8.75 %

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

Part I (Continued)

Item 3

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, Colony Bank is not required to report this information.

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 March 31, 2016 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

N/A

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

None

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 – (REMOVED AND RESERVED)

None

ITEM 5 – OTHER INFORMATION

None

Part II (Continued)

Item 6

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 Instruments Defining the Rights of Security Holders

-incorporated herein by reference to page 1 of the Company's Definitive Proxy Statement for Annual Meeting of Stockholders to be held on April 26, 2005, filed with the Securities and Exchange Commission on March 2, 2005 (File No. 000-12436).

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

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

4.3 Form of Series A Preferred Stock Certificate

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

10.1 Deferred Compensation Plan and Sample Director Agreement

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

10.2 Profit-Sharing Plan Dated January 1, 1979

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

Part II (Continued)

Item 6

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

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

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

10.9 Retention Agreements

-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.

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

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

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SIGNATURES

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

	Colony Bankcorp, Inc.
Date: May 5, 2016	/s/ Edward P. Loomis, Jr. Edward P. Loomis, Jr. President/Director/Chief Executive Officer
Date: May 5, 2016	/s/ Terry L. Hester Terry L. Hester Executive Vice-President/Director/Chief Financial Officer