COLONY BANKCORP INC
Form 10-Q
August 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

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

FOR QUARTER ENDED JUNE 30, 2013 COMMISSION FILE NUMBER 0-12436

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

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 ¨ SMALLER REPORTING COMPANY x
(DO NOT CHECK IF A SMALLER REPORTING COMPANY)

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

YES ¨ NO 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 AUGUST 5, 2013
COMMON STOCK, $1 PAR VALUE	8,439,258

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Forward Looking Statement Disclosure

Certain statements contained in this Quarterly Report that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act), 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:

- Loss and regional economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact.

- Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.

- The effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board.

- Inflation, interest rate, market and monetary fluctuations.

- Political instability.

- Acts of war or terrorism.

- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.

- Changes in consumer spending, borrowings and savings habits.

- Technological changes.

- Acquisitions and integration of acquired businesses.

- The ability to increase market share and control expenses.

- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiary must comply.

- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.

- Changes in the Company's organization, compensation and benefit plans.

- The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.

- Greater than expected costs or difficulties related to the integration of new lines of business.

- The Company's success at managing the risks involved in the foregoing items.

- Restrictions or conditions imposed by our regulators on our operations, including the terms of our Memorandum of Understanding.

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

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

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PART 1. FINANCIAL INFORMATION

ITEM 1

FINANCIAL STATEMENTS

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

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 SIX MONTH PERIOD ENDED JUNE 30, 2013 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

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COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2013 AND DECEMBER 31, 2012
(DOLLARS IN THOUSANDS)

ASSETS	June 30, 2013 (Unaudited)	December 31, 2012 (Audited)
Cash and Cash Equivalents		
Cash and Due from Banks	$ 17,051	$ 29,244
Federal Funds Sold	9,918	20,002
	26,969	49,246
Interest-Bearing Deposits	13,408	21,795
Investment Securities		
Available for Sale, at Fair Value	267,131	268,301
Held to Maturity, at Cost (Fair Value of $38 and $42, as of June 30, 2013 and December 31, 2012, Respectively)	38	41
	267,169	268,342
Federal Home Loan Bank Stock, at Cost	3,164	3,364
Loans	744,143	747,050
Allowance for Loan Losses	(12,957)	(12,737)
Unearned Interest and Fees	(266)	(234)
	730,920	734,079
Premises and Equipment	25,035	24,916
Other Real Estate (Net of Allowance of $4,274 and $4,561 as of June 30, 2013 and December 31, 2012, Respectively)	16,128	15,941
Other Intangible Assets	206	224
Other Assets	23,455	21,490
Total Assets	$ 1,106,454	$ 1,139,397
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits		
Noninterest-Bearing	$ 111,478	$ 123,967
Interest-Bearing	831,859	855,718
	943,337	979,685
Borrowed Money		
Subordinated Debentures	24,229	24,229
Other Borrowed Money	40,000	35,000
	64,229	59,229
Other Liabilities	7,148	4,724
Commitments and Contingencies		
Stockholders' Equity		
Preferred Stock, Stated Value $1,000 a Share; Authorized 10,000,000 Shares, Issued 28,000 Shares	27,912	27,827

Common Stock, Par Value $1 a Share; Authorized 20,000,000 Shares, Issued 8,439,258 and 8,439,258 Shares as of June 30, 2013 and December 31, 2012, Respectively	8,439	8,439
Paid-In Capital	29,145	29,145
Retained Earnings	31,590	30,498
Accumulated Other Comprehensive (Loss), Net of Tax	(5,346)	(150)
	91,740	95,759
Total Liabilities and Stockholders' Equity	$1,106,454	$1,139,397

The accompanying notes are an integral part of these statements.

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COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED JUNE 30, 2013 AND 2012
AND SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

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

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

The accompanying notes are an integral part of these statements.

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COLONY BANKCORP INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
THREE MONTHS ENDED JUNE 30, 2013 AND 2012
AND SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

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

The accompanying notes are an integral part of these statements.
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COLONY BANKCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(UNAUDITED)
(DOLLARS IN THOUSANDS)

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

The accompanying notes are an integral part of these statements.

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

(1) Summary of Significant Accounting Policies

Presentation

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

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

The consolidated financial statements in this report are unaudited, except for the December 31, 2012 consolidated balance sheet. All adjustments consisting of normal recurring accruals which are, in the opinion of management, necessary for fair presentation of the interim consolidated financial statements have been included and fairly and accurately present the financial position, results of operations and cash flows of the Company. The results of operations for the six months ended June 30, 2013, are not necessarily indicative of the results which may be expected for the entire year.

Nature of Operations

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

Use of Estimates

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

Reclassifications

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

Concentrations of Credit Risk

Concentrations of credit risk can exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, or certain geographic regions. The Company has a concentration in real estate loans as well as a geographic concentration that could pose an adverse credit risk, particularly with the current economic downturn in the real estate market. At June 30, 2013, approximately 87 percent of the Company's loan portfolio was concentrated in loans secured by real estate. A substantial portion of borrowers' ability to honor their contractual obligations is dependent upon the viability of the real estate economic sector. The downturn of the housing and real estate market that began in 2007 resulted in an increase of problem loans secured by real estate, of which most are centered in the Company's larger MSA markets. Declining collateral real estate values that secure land development, construction and speculative real estate loans in the Company's larger MSA markets have resulted in high loan loss provisions in recent years. In addition, a large portion of the Company's foreclosed assets are also located in these same geographic markets, making the recovery of the carrying amount of foreclosed assets susceptible to changes in market conditions. Management continues to monitor these concentrations and has considered these concentrations in its allowance for loan loss analysis.

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(1) Summary of Significant Accounting Policies (Continued)

Concentrations of Credit Risk (Continued)

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

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

Investment Securities

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

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

Federal Home Loan Bank Stock

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

Loans

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

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

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

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(1) Summary of Significant Accounting Policies (Continued)

Loans Modified in a Troubled Debt Restructuring (TDR)

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

Allowance for Loan Losses

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

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

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

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

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

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

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(1) Summary of Significant Accounting Policies (Continued)

Allowance for Loan Losses (Continued)

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

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

Premises and Equipment

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

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

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

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

Intangible Assets

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

Transfers of Financial Assets

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

Statement of Cash Flows

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

Advertising Costs

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

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(1) Summary of Significant Accounting Policies (Continued)

Income Taxes

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

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

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

Other Real Estate

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

Comprehensive Income

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

Off-Balance Sheet Credit Related Financial Instruments

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

(2) Investment Securities

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

June 30, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale:				
U.S. Government Agencies				
Mortgage-Backed	$ 269,707	$ 156	$ (8,070)	$ 261,793
State, County & Municipal	4,158	21	(58)	4,121
Corporate Obligations	1,000	85	--	1,085
Asset-Backed Securities	367	--	(235)	132
	$ 275,232	$ 262	$ (8,363)	$ 267,131
Securities Held to Maturity:				
State, County and Municipal	$ 38	$ --	$ --	$ 38

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

The amortized cost and fair value of investment securities as of June 30, 2013, by contractual maturity, are shown hereafter. Expected maturities will differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. This is often the case with mortgage-backed securities, which are disclosed separately in the table below.

	Securities Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due After One Year Through Five Years	$2,751	$2,855	$38	$ 38
Due After Five Years Through Ten Years	1,754	1,740	--	--
Due After Ten Years	1,020	743	--	--
	5,525	5,338	38	38
Mortgage-Backed Securities	269,707	261,793	--	--

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

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

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(2) Investment Securities (Continued)

Nonaccrual securities are securities for which principal and interest are doubtful of collection in accordance with original terms and for which accruals of interest have been discontinued due to payment delinquency. Fair value of securities on nonaccrual status totaled $132 and $132 as of June 30, 2013 and December 31, 2012, respectively.

Investment securities having a carry value approximating $100,326 and $117,451 as of June 30, 2013 and December 31, 2012, respectively, were pledged to secure public deposits and for other purposes.

Information pertaining to securities with gross unrealized losses at June 30, 2013 and December 31, 2012 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
June 30, 2013						
U.S. Government Agencies Mortgage-Backed	$246,778	$ (8,070)	$--	$ --	$246,778	$ (8,070)
State, County and Municipal	1,694	(58)	--	--	1,694	(58)
Asset-Backed Securities	--	--	132	(235)	132	(235)
	$248,472	$ (8,128)	$132	$ (235)	$248,604	$ (8,363)
December 31, 2012						
U.S. Government Agencies Mortgage-Backed	$142,104	$ (962)	$--	$ --	$142,104	$ (962)
State, County and Municipal	1,431	(4)	--	--	1,431	(4)
Asset-Backed Securities	--	--	132	(234)	132	(234)
	$143,535	$ (966)	$132	$ (234)	$143,667	$ (1,200)

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

At June 30, 2013, the debt securities with unrealized losses have depreciated 3.25 percent from the Company's amortized cost basis. These securities are guaranteed by either the U.S. Government, other governments or U.S. corporations, except for asset-backed securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other than temporary. However, the Company did own one asset-backed security at June 30, 2013 which has been in a continuous unrealized loss position for more than twelve months. This investment is comprised of one issuance of a trust preferred security, has a book value of $367 and an unrealized loss of $235. Management evaluates this investment on a quarterly basis utilizing a third-party valuation model. The Company does not intend to sell this investment, nor does the Company consider it likely that it will be required to sell the investment prior to recovery of the remaining fair value.

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(3) Loans

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

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

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

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

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

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

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Grades 3 and 4 – Loans assigned these "pass" risk grades are made to borrowers with acceptable credit quality and risk. The risk ranges from loans with no significant weaknesses in repayment capacity and collateral protection to acceptable loans with one or more risk factors considered to be more than average.

- Grade 5 – This grade includes "special mention" loans on management's watch list and is intended to be used on a temporary basis for pass grade loans where risk-modifying action is intended in the short-term.

- Grade 6 – This grade includes "substandard" loans in accordance with regulatory guidelines. This category includes borrowers with well-defined weaknesses that jeopardize the payment of the debt in accordance with the agreed terms. Loans considered to be impaired are assigned this grade, and these loans often have assigned loss allocations as part of the allowance for loan and lease losses. Generally, loans on which interest accrual has been stopped would be included in this grade.

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

The following table presents the loan portfolio by credit quality indicator (risk grade) as of June 30, 2013 and December 31, 2012. Those loans with a risk grade of 1, 2, 3 or 4 have been combined in the pass column for presentation purposes.

June 30, 2013

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

December 31, 2012

	Pass	Special Mention	Substandard	Total Loans
Commercial and Agricultural				
Commercial	$49,947	$1,418	$ 4,319	$55,684
Agricultural	6,156	--	55	6,211
Real Estate				
Commercial Construction	37,256	1,664	14,888	53,808
Residential Construction	5,749	103	--	5,852
Commercial	298,222	9,759	26,405	334,386
Residential	183,222	11,413	9,210	203,845
Farmland	45,495	914	2,648	49,057
Consumer and Other				
Consumer	28,840	293	645	29,778
Other	8,351	9	69	8,429

Total Loans	$663,238	$25,573	$ 58,239	$747,050

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

Part I (Continued)
Item 1 (Continued)

(3) Loans (Continued)

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

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due or when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provision. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. Nonaccrual loans totaled $24,685 and $29,851 as of June 30, 2013 and December 31, 2012, respectively, and total recorded investment in loans past due 90 days or more and still accruing interest approximated $0 and $4, respectively.

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

June 30, 2013

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

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(3) Loans (Continued)

December 31, 2012

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

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Part I (Continued)
Item 1 (Continued)

(3) Loans (Continued)

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

June 30, 2013

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

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

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Part I (Continued)
Item 1 (Continued)

(3) Loans (Continued)

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

December 31, 2012

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

	$ 64,366	$ 56,098	$ 4,272	$ 64,690	$ 1,248	$ 1,264

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(3) Loans (Continued)

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

June 30, 2012

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

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

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Part I (Continued)
Item 1 (Continued)

(3) Loans (Continued)

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

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

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

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

As discussed in Note 1, Summary of Significant Accounting Policies, once a loan is identified as a TDR, it is accounted for as an impaired loan. The Company had no unfunded commitments to lend to a customer that has a troubled debt restructured loan as of June 30, 2013. The following tables present the number of loan contracts restructured during the three and six month period ended June 30, 2013 and June 30, 2012. It shows the pre- and post-modification recorded investment as well as the number of contracts and the recorded investment for those TDRs modified during the previous twelve months which subsequently defaulted during the period. Loans modified in a troubled debt restructuring are considered to be in default once the loan becomes 90 days past due.

Troubled Debt Restructurings	Three Months Ending June 30, 2013			Six Months Ending June 30, 2013		
	# of Contracts	Pre-Modification	Post-Modification	# of Contracts	Pre-Modification	Post-Modification
Commercial	--	$ --	$ --	1	$ 84	$ 81
Commercial Construction	2	229	226	2	229	226
Commercial RE	1	226	226	1	226	226
Residential RE	--	--	--	2	1,024	1,001
Total Loans	3	$ 455	$ 452	6	$ 1,563	$ 1,534

	Three Months Ending June 30,	Six Months Ending June 30,

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

(3) Loans (Continued)

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

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

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

(4) Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses, segregated by class of loan, for the six month period ended June 30, 2013 and June 30, 2012. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other loan categories and periodically may result in reallocation within the provision categories.

June 30, 2013

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

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

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(4) Allowance for Loan Losses (Continued)

June 30, 2012

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

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

The Company determines its individual reserves during its quarterly review of substandard loans. This process involves reviewing all loans with a risk grade of 6 or greater and an outstanding balance of $250,000 or more, regardless of the loans impairment classification. Effective March 31, 2013, management increased the dollar threshold of this review process from $50,000 to $250,000. The threshold change resulted in loans totaling $3.1 million at June 30, 2013 being removed from the individual impairment review process and being placed in the collective review process. These loans are now subject to general reserves.

Since not all loans in the substandard category are considered impaired, this quarterly review process may result in the identification of specific reserves on nonimpaired loans. Management considers those loans graded substandard, but not classified as impaired, to be higher risk loans and, therefore, makes specific allocations to the allowance for those loans if warranted. The total of such loans is $8,154 and $14,994 as of June 30, 2013 and 2012, respectively. Specific allowance allocations were made for these loans totaling $615 and $1,570 as of June 30, 2013 and 2012, respectively. Since these loans are not considered impaired, both the loan balance and related specific allocation are included in the "Collectively Evaluated for Impairment" column of the following tables.

At June 30, 2013, impaired loans totaling $2.17 million were below the $250,000 review threshold and were not individually reviewed for impairment. Those loans were subject to the bank's general loan loss reserve methodology and are included in the "Collectively Evaluated for Impairment" column of the following tables. Likewise, at June 30, 2012, impaired loans totaling $748 thousand were below the $50,000 review threshold and were subject to the bank's general loan loss reserve methodology and are included in the "Collectively Evaluated for Impairment" column of the following tables.

(4) Allowance for Loan Losses (Continued)

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

June 30, 2013

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

June 30, 2012

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

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

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(5) Other Real Estate Owned

The aggregate carrying amount of Other Real Estate Owned (OREO) at June 30, 2013 and December 31, 2012 was $16,128 and $15,941, respectively. All of the Company's other real estate owned represents properties acquired through foreclosure or deed in lieu of foreclosure. The following table details the change in OREO for the six months ended June 30, 2013 and the year ended December 31, 2012.

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

(6) Deposits

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

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

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

At June 30, 2013 and December 31, 2012, the Company had brokered deposits of $33,825 and $28,230 respectively. Of the $33,825 brokered deposits at June 30, 2013, $33,825 represented Certificate of Deposits Account Registry Service (CDARS) reciprocal deposits in which customers placed core deposits into the CDARS program for FDIC insurance coverage and the Company received reciprocal brokered deposits in a like amount. Thus, brokered deposits less the reciprocal deposits totaled $0 at June 30, 2013 and December 31, 2012. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of $100,000 was approximately $155,284 and $161,531 as of June 30, 2013 and December 31, 2012, respectively.

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

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

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(7) Other Borrowed Money

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

	June 30, 2013	December 31, 2012
Federal Home Loan Bank Advances	$40,000	$ 35,000

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2017 to 2020 and interest rates ranging from 0.52 percent to 4.75 percent. As collateral on the outstanding FHLB advances, the Company has provided a blanket lien on its portfolio of qualifying residential first mortgage loans and commercial loans. At June 30, 2013 the book value of those loans pledged was approximately $85,471. At June 30, 2013 the Company had remaining credit availability from the FHLB of approximately $127,380. The Company may be required to pledge additional qualifying collateral in order to utilize the full amount of the remaining credit line.

The aggregate stated maturities of other borrowed money at June 30, 2013 are as follows:

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

The Company also has available federal funds lines of credit with various financial institutions totaling $43,000, of which there were none outstanding at June 30, 2013.

The Company has the ability to borrow funds from the Federal Reserve Bank (FRB) of Atlanta utilizing the discount window. The discount window is an instrument of monetary policy that allows eligible institutions to borrow money from the FRB on a short-term basis to meet temporary liquidity shortages caused by internal or external disruptions. At June 30, 2013, the Company had borrowing capacity available under this arrangement, with no outstanding balances. The Company would be required to pledge certain available-for-sale investment securities as collateral under this agreement.

In addition, at June 30, 2013, the Company had an available repurchase agreement line of credit with a third party totaling $50,000. Use of this credit facility is subject to the underwriting and risk management policies of the third party in effect at the time of the request. Such policies may take into consideration current market conditions, the current financial condition of the Company and the ability of the Company to provide adequate securities as collateral for the transaction, among other factors.

(8) Preferred Stock and Warrants

On January 9, 2009, the Company issued to the United States Department of the Treasury (Treasury), in exchange for aggregate consideration of $28.0 million, (i) 28,000 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, (the Preferred Stock), and (ii) a warrant (the Warrant) to purchase up to 500,000 shares (the Warrant Common Stock) of the Company's common stock. Upon receipt of the aggregate consideration from the Treasury on January 9, 2009, the Company allocated the $28.0 million proceeds on a pro rata basis to the Preferred Stock and the Warrant based on relative fair values. As a result, the Company allocated $27.22 million of the aggregate proceeds to the Preferred Stock, and $780 thousand was allocated to the Warrant. The discount recorded on the Preferred Stock that resulted from allocating a portion of the proceeds to the Warrant is being accreted directly to retained earnings over a 5-year period applying a level yield.

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

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

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(8) Preferred Stock and Warrants (Continued)

On February 13, 2012, the Company announced the suspension of dividends on the Preferred Stock. At June 30, 2013, there were accumulated dividends in arrears of $2.36 million, including related accrued interest. Cumulative dividends on the Preferred Shares will continue to accrue at a rate of 5 percent per annum for the first five years from initial issuance and at a rate of 9 percent per annum thereafter. The Preferred Stock continues to have no maturity date and ranks senior to the Company's Common Stock. The Preferred Stock continues to be redeemable at the option of the Company at 100 percent of their liquidation preference, plus any accrued and unpaid dividends.

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

(9) Subordinated Debentures (Trust Preferred Securities)

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

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

On February 13, 2012, the Company announced the suspension of the quarterly interest payments on the Trust Preferred Securities. Under the terms of the trust documents, the Company may defer payments of interest for up to 20 consecutive quarterly periods without default or penalty. The regularly scheduled interest payments will continue to be accrued for payment in the future and reported as an expense in the current period. At June 30, 2013, accrued but unpaid interest expense totaled $810.

(10) Commitments and Contingencies

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

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

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

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

(10) Commitments and Contingencies (Continued)

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

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

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

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

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

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

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

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

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

Loans – The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value.

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

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

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

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

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

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

	Fair Value Measurements at June 30, 2013				
	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Assets					
Cash and Short-Term Investments	$40,377	$40,377	$40,377	$---	$---
Investment Securities Available for Sale	267,131	267,131	---	266,002	1,129
Investment Securities Held to Maturity	38	38	---	38	---
Federal Home Loan Bank Stock	3,164	3,164	3,164	---	---
Loans, Net	730,920	730,084	---	705,922	24,162
Liabilities					
Deposits	943,337	944,685	471,439	473,246	---
Subordinated Debentures	24,229	24,229	24,229	---	---
Other Borrowed Money	40,000	41,450	---	41,450	---

	Fair Value Measurements at December 31, 2012				
	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Assets					
Cash and Short-Term Investments	$71,041	$71,041	$71,041	$---	$---
Investment Securities Available for Sale	268,301	268,301	---	267,163	1,138
Investment Securities Held to Maturity	41	42	---	42	---
Federal Home Loan Bank Stock	3,364	3,364	3,364	---	---
Loans, Net	734,079	735,115	---	713,109	22,006
Liabilities					
Deposits	979,685	982,215	486,775	495,440	---
Subordinated Debentures	24,229	24,229	24,229	---	---
Other Borrowed Money	35,000	38,424	---	38,424	---

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

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

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

Fair Value Measurements

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

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3 inputs to the valuation methodology are unobservable and represent the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

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

Assets

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

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

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

Assets and Liabilities Measured at Fair Value on a Recurring Basis – The following table presents the recorded amount of the Company's assets measured at fair value on a recurring and nonrecurring basis as of June 30, 2013 and December 31, 2012, aggregated by the level in the fair value hierarchy within which those measurements fall. The table below includes only impaired loans with a specific reserve and only other real estate properties with a valuation allowance at June 30, 2013. Those impaired loans and other real estate properties are shown net of the related specific reserves and valuation allowances.

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

June 30, 2013	Total Fair Value	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring Securities Available for Sale				
U.S. Government Agencies				
Mortgage-Backed	$261,793	$---	$ 261,793	$ ---
State, County and Municipal	4,121	---	3,124	997
Corporate Obligations	1,085	---	1,085	---
Asset-Backed Securities	132	---		