

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
(Fee Required)**

For the Fiscal Year Ended December 31, 2007

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
(No Fee Required)**

For the Transition Period from _____ to _____

Commission File Number 000-12436

COLONY BANKCORP, INC.

(Exact Name of Registrant Specified in its Charter)

Georgia

(State or Other Jurisdiction of Incorporation or Organization)

58-1492391

(I.R.S. Employer Identification Number)

115 South Grant Street

Fitzgerald, Georgia

(Address of Principal Executive Offices)

31750

(Zip Code)

(229) 426-6000

Issuer's Telephone Number, Including Area Code

Securities Registered Pursuant to Section 12(b) of the Act: None.

Securities Registered Pursuant to Section 12(g) of the Act:

COMMON STOCK, \$1.00 PAR VALUE

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a nonaccelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Nonaccelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

State the aggregate market value of the voting stock held by nonaffiliates computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of June 30, 2007: \$104,778,888 based on stock price of \$19.48.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 7,216,113 shares of \$1.00 par value common stock as of March 10, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the information required by Part III of this Annual Report are incorporated by reference from the Registrant's definitive Proxy Statement to be filed with Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report.

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Forward Looking Statement Disclosure

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

- General economic conditions, whether national or regional, that could affect the demand for loans or lead to increased loan losses;
- Competitive factors, including increased competition with community, regional, and national financial institutions, that may lead to pricing pressures that reduce yields the Company achieves on loans and increase rates the Company pays on deposits, loss of the Company’s most valued customers, defection of key employees or groups of employees, or other losses;
- Increasing or decreasing interest rate environments, including the shape and level of the yield curve, that could lead to decreases in net interest margin, lower net interest and fee income, including lower gains on sales of loans, and changes in the value of the Company’s investment securities;
- Changing business or regulatory conditions, or new legislation, affecting the financial services industry that could lead to increased costs, changes in the competitive balance among financial institutions, or revisions to our strategic focus;
- Changes or failures in technology or third party vendor relationships in important revenue production or service areas, or increases in required investments in technology that could reduce our revenues, increase our costs or lead to disruptions in our business.

Readers are cautioned not to place undue reliance on our forward-looking statements, which reflect management’s analysis only as of the date of the statements. The Company does not intend to publicly revise or update forward-looking statements to reflect events or circumstances that arise after the date of this report.

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

Part I

Item 1

Business

COLONY BANKCORP, INC.

Colony Bankcorp, Inc. (the Company or Colony) is a Georgia business corporation which was incorporated on November 8, 1982. The Company was organized for the purpose of operating as a bank holding company under the Federal Bank Holding Company Act of 1956, as amended, and the bank holding company laws of Georgia (Georgia Laws 1976, p. 168, *et. seq.*). On July 22, 1983, the Company, after obtaining the requisite regulatory approvals, acquired 100 percent of the issued and outstanding common stock of Colony Bank of Fitzgerald (formerly The Bank of Fitzgerald), Fitzgerald, Georgia, through the merger of the Bank with a subsidiary of the Company which was created for the purpose of organizing the Bank into a one-bank holding company. Since that time, Colony Bank of Fitzgerald has operated as a wholly-owned subsidiary of the Company.

On April 30, 1984, Colony, with the prior approval of the Federal Reserve Bank of Atlanta and the Georgia Department of Banking and Finance, acquired 100 percent of the issued and outstanding common stock of Colony Bank Wilcox (formerly Community Bank of Wilcox and Pitts Banking Company), Pitts, Wilcox County, Georgia. As part of that transaction, Colony issued an additional 17,872 shares of its \$10.00 par value common stock, all of which was exchanged with the holders of shares of common stock of Pitts Banking Company for 100 percent of the 250 issued and outstanding shares of common stock of Pitts Banking Company. Since the date of acquisition, the Bank has operated as a wholly-owned subsidiary of the Company.

On November 1, 1984, after obtaining the requisite regulatory approvals, Colony acquired 100 percent of the issued and outstanding common stock of Colony Bank Ashburn (formerly Ashburn Bank), Ashburn, Turner County, Georgia, for a combination of cash and interest-bearing promissory notes. Since the date of acquisition, Colony Bank Ashburn has operated as a wholly-owned subsidiary of the Company.

On September 30, 1985, after obtaining the requisite regulatory approvals, the Company acquired 100 percent of the issued and outstanding common stock of Colony Bank of Dodge County (formerly The Bank of Dodge County), Chester, Dodge County, Georgia. The stock was acquired in exchange for the issuance of 3,500 shares of common stock of Colony. Since the date of its acquisition, Colony Bank of Dodge County has operated as a wholly-owned subsidiary of the Company.

Effective July 31, 1991, the Company acquired all of the outstanding common stock of Colony Bank Worth (formerly Worth Federal Savings and Loan Association and Bank of Worth) in exchange for cash and 7,661 of the Company's common stock for an aggregate purchase price of approximately \$718,000. Since the date of its acquisition, Colony Bank Worth has operated as a wholly-owned subsidiary of the Company.

On November 8, 1996, Colony organized Colony Management Services, Inc. to provide support services to each subsidiary. Services provided include loan and compliance review, internal audit and data processing.

On November 30, 1996, the Company acquired Broxton State Bank (name subsequently changed to Colony Bank Southeast) in a business combination accounted for as a pooling of interests. Broxton State Bank became a wholly-owned subsidiary of the Company through the exchange of 157,735 shares of the Company's common stock for all of the outstanding stock of Broxton State Bank.

Part I (Continued)

Item 1 (Continued)

On March 2, 2000, Colony Bank Ashburn purchased the capital stock of Georgia First Mortgage Company in a business combination accounted for as a purchase. The purchase price of \$346,725 was the fair value of the net assets of Georgia First Mortgage at the date of purchase. Georgia First Mortgage is primarily engaged in residential real estate mortgage lending in the state of Georgia.

On March 26, 2002 and December 19, 2002, Colony formed Colony Bankcorp Statutory Trust I and Colony Bankcorp Statutory Trust II, respectively. Both were formed to establish special purpose entities to issue trust preferred securities. During 2007, both Trusts were liquidated as Colony exercised its option to call and pay off the trust preferred securities.

On March 29, 2002, Colony purchased 100 percent of the outstanding voting stock of Quitman Bancorp, Inc., pursuant to which Quitman was merged with and into Colony with Colony Bankcorp, Inc. surviving the merger and Quitman's wholly-owned subsidiary, Quitman Federal Savings Bank (name subsequently changed to Colony Bank Quitman, FSB) becoming a wholly-owned subsidiary of Colony. The aggregate acquisition price was \$7,446,163, which included cash and 367,093 shares of the Company's common stock.

On March 19, 2004, Colony Bank Ashburn purchased Flag Bank-Thomaston office in a business combination accounted for as a purchase. Since the date of acquisition, the Thomaston office has operated as a branch office of Colony Bank Ashburn.

On June 17, 2004, Colony formed Colony Bankcorp Statutory Trust III for the purpose of establishing a special purpose entity to issue trust preferred securities.

On April 13, 2006, Colony formed Colony Bankcorp Capital Trust I for the purpose of establishing a special purpose entity to issue trust preferred securities.

On March 12, 2007, Colony formed Colony Bankcorp Capital Trust II for the purpose of establishing a special purpose entity to issue trust preferred securities.

On September 14, 2007, Colony formed Colony Bankcorp Capital Trust III for the purpose of establishing a special purpose entity to issue trust preferred securities.

The Company conducts all of its operations through its bank subsidiaries. A brief description of each Bank's history and business operations is discussed below.

COLONY BANK OF FITZGERALD

History and Business of the Bank

Colony Bank of Fitzgerald is a state banking institution chartered under the laws of Georgia on November 10, 1975. Since opening on April 15, 1976, the Bank has continued a general banking business and presently serves its customers from four locations, the main office in Fitzgerald, Georgia at 302 South Main Street, a full-service branch located on Highway 129 South, a full-service branch at 1290 Houston Lake Road in Warner Robins, Georgia and a full-service branch at 200 Gunn Road in Centerville, Georgia.

Part I (Continued)

Item 1 (Continued)

The Bank operates a full-service banking business and engages in a broad range of commercial banking activities, including accepting customary types of demand and time deposits; making individual, consumer, commercial and installment loans; money transfers; safe deposit services; and making investments in United States Government and municipal securities. The Bank does not offer trust services other than acting as custodian of individual retirement accounts. The Bank's mortgage lending services are through Georgia First Mortgage.

The data processing work of the Bank is processed by Colony Management Services, Inc., a wholly-owned subsidiary of Colony Bankcorp, Inc.

Colony Bank of Fitzgerald acts as an agent for Visa Card and MasterCard through Silverton Bank which allows merchants to accept Visa Card and MasterCard and deposit the charge tickets in their accounts with the Bank. The Bank also offers its customers a variety of checking and savings accounts.

The Bank serves the residents of Fitzgerald and surrounding areas of Ben Hill County which has a population of approximately 18,000 people. Manufacturing facilities located in Ben Hill County employ many people and are the most significant part of the local economy. Ben Hill County also has a large agricultural industry producing timber and row crops. Major row crops are peanuts, tobacco, cotton and corn.

The Bank serves Houston County with the opening of its offices in Centerville and Warner Robins, Georgia. The Houston County market has an estimated population of 128,000. Robins Air Force base, located in Houston County, is a major employer in the area which has survived national base closure mandates and expanded in size in recent years.

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 196,006,764	\$ 203,113,676	\$ 185,403,798
Total Deposits	168,106,878	174,078,725	155,593,897
Total Stockholders' Equity	17,844,900	16,465,138	14,815,728
Net Income	2,638,166	2,778,915	2,464,452
Number of Issued and Outstanding Shares	90,000	90,000	90,000
Book Value Per Share	\$ 198.28	\$ 182.95	\$ 164.62
Net Income Per Share	29.31	30.88	27.38

Banking Facilities

The Bank's main offices are housed in a building located in Fitzgerald, Georgia. The main offices, which are owned by the Bank, consist of approximately 13,000 square feet, three drive-in windows and an adjacent parking lot. Banking operations also are conducted from the southside branch which is located at South Dixie Highway, Fitzgerald, Georgia. This branch is owned by the Bank and has been in continuous operation since it opened in December 1977. The branch is a single story building with approximately 850 square feet and is operated with three drive-in windows.

Part I (Continued)

Item 1 (Continued)

In August 2002, the Bank moved from its temporary facilities (opened July 2001) in Warner Robins, Georgia to a new building located at 1290 Houston Lake Road. The 5,500 square foot building has four inside teller windows, four drive-in windows and an ATM machine.

In February 2006, the Bank opened its second office in the Houston County, Georgia market at 200 Gunn Road in Centerville, Georgia. The approximate 5,000 square foot building has four inside teller windows, four drive-in windows and an ATM machine.

Competition

The banking business in Ben Hill County and Houston County is highly competitive. The Bank competes primarily with four other commercial banks and one credit union operating in Ben Hill County. In Houston County the Bank competes with ten commercial banks and four credit unions. Additionally, the Bank competes to a lesser extent with insurance companies and governmental agencies. The banking industry is also experiencing increasing competition for deposits from less traditional sources such as money market and mutual funds. The Bank also offers "NOW" accounts, individual retirement accounts, simplified pension plans, KEOGH plans and custodial accounts for minors.

Correspondents

As of December 31, 2007, the Bank had correspondent relationships with two other banks. The Bank's principal correspondent is Silverton Bank located in Atlanta, Georgia. These correspondent banks provide certain services to the Bank such as investing its excess funds, processing checks and other items, buying and selling federal funds, handling money fund transfers and exchanges, shipping coins and currency, providing security and safekeeping of funds and other valuable items, handling loan participations and furnishing management investment advice on the Bank's securities portfolio. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

COLONY BANK ASHBURN

History and Business of the Bank

Colony Bank Ashburn was chartered as a state commercial bank in 1900 and currently operates under the Financial Institutions Code of Georgia. The Bank's deposits are insured up to \$100,000 per account by the Federal Deposit Insurance Corporation. The Bank conducts business at the offices located at 515 East Washington and 416 East Washington in Ashburn, Turner County, Georgia, 137 Robert E. Lee Drive in Leesburg, Georgia, 2609 Ledo Road in Lee County, Georgia, 1031 24th Ave., E. in Cordele, Georgia, 206 North Church Street in Thomaston, Georgia, 716 Philema Road in Albany, Georgia and 1581 Bradley Park Drive in Columbus, Georgia. The offices operate under the name Colony Bank. The Bank's business largely consists of (1) the acceptance of demand, savings and time deposits; (2) the making of loans to consumers, businesses and other institutions; (3) investment of excess funds and sale of federal funds, U.S. Government obligations and state, county and municipal bonds; and (4) internet online banking. The Bank's mortgage lending services are through Georgia First Mortgage and it does not offer trust services. It acts as an agent for Visa Card and MasterCard through Silverton Bank.

Part I (Continued)

Item 1 (Continued)

The Bank serves Turner County, Georgia, which has a population of approximately 10,000 people. The Bank serves Crisp County with the opening of its branch in Cordele, Georgia. The Crisp County market has an estimated population of 22,000. The Bank serves Lee and Dougherty counties with the opening of offices in Albany and Leesburg, Georgia. The Albany/Leesburg MSA market has an estimated population of 160,000. The Bank serves Upson County with the opening of its branch in Thomaston, Georgia. The Upson County market has an estimated population of 28,000. The Bank serves Muscogee County with the opening of its office in Columbus, Georgia. The Columbus MSA market has an estimated population of 282,000.

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 334,741,915	\$ 342,704,792	\$ 332,217,540
Total Deposits	284,228,173	299,891,433	294,311,410
Total Stockholders' Equity	29,189,963	27,777,175	27,017,259
Net Income	2,061,767	2,593,841	2,586,828
Number of Issued and Outstanding Shares	50,000	50,000	50,000
Book Value Per Share	\$ 583.80	\$ 555.54	\$ 540.35
Net Income Per Share	41.24	51.88	51.74

Banking Facilities

The Bank's main office is located at 515 East Washington Street in Ashburn and consists of a building of approximately 13,000 square feet of office and banking space with an adjacent parking lot. A branch facility is located across the street from the main office and consists of a single story building with approximately 850 square feet and is operated with three drive-in windows and one automated teller machine.

The Bank has a Lee County office which opened in October 1998. This full-service facility, located within the city limits of Leesburg, consists of a two-story brick building of approximately 5,000 square feet and includes three drive-in lanes. In 2001, a second Lee County facility located at 2609 Ledo Road opened. The facility is a 5,500 square foot facility with four drive-in windows and five inside teller windows. The Bank has a third Lee/Dougherty County office which opened in March 2004. This full service facility located within the city limits of Albany consists of approximately 5,000 square feet, with four drive-in-lanes and one automated teller machine. As a result of the purchase of Georgia First Mortgage Company, the Bank has a mortgage lending office at 616 North Westover Blvd., Albany, Dougherty County, Georgia.

The Bank opened a branch office in Cordele, Crisp County, Georgia on October 4, 1999. The full-service branch facility consists of approximately 5,500 square feet, with four drive-in lanes and one automated teller machine.

In March 2004, the Bank acquired Flag Bank-Thomaston office in Thomaston, Upson County, Georgia. The full service branch facility consists of approximately 18,000 square feet, with four drive-in-lanes and one automated teller machine.

Part I (Continued)

Item 1 (Continued)

In September 2004, the Bank opened a loan production office in Columbus, Muscogee County, Georgia. The Bank opened a branch office in Columbus, Muscogee County, Georgia in June 2006 and relocated the loan production operation to the new office. The approximate 5,000 square foot facility has four drive-in windows, four inside teller windows and one automated teller machine.

All occupied premises, with the exception of Georgia First Mortgage located in Albany, are owned by the Bank.

Competition

The banking business is highly competitive. The Bank competes in Turner County primarily with South Georgia Banking Company which operates out of one facility in Ashburn, Georgia. The Bank competes with four commercial banks in Crisp County, eight in Lee County, eleven in Dougherty County, three in Upson County and eleven in Muscogee County. The Bank also competes with other financial institutions, including credit unions and finance companies and, to a lesser extent, with insurance companies and certain governmental agencies. The banking industry is also experiencing increased competition for deposits from less traditional sources such as money market and mutual funds.

Correspondents

Colony Bank Ashburn has correspondent relationships with the following banks: Silverton Bank in Atlanta, Georgia; SunTrust Bank, N.A. in Atlanta, Georgia; Colony Bank of Fitzgerald in Fitzgerald, Georgia; and the Federal Home Loan Bank in Atlanta, Georgia. The correspondent relationships facilitate the transactions of business by means of loans, letters of credit, acceptances, collections, exchange services and data processing. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

COLONY BANK WILCOX

History and Business of the Bank

The Bank was chartered on June 2, 1906 under the name "Pitts Banking Company." The name of the Bank subsequently was changed to Community Bank of Wilcox on June 1, 1991 and then to Colony Bank Wilcox in 2000. The Bank currently operates under the Financial Institutions Code of Georgia. The Bank's deposits are insured up to \$100,000 per account by the Federal Deposit Insurance Corporation. The Bank conducts business at locations in Pitts and Rochelle in Wilcox County, Georgia. The Bank's business consists of: (1) the acceptance of demand, savings and time deposits; (2) the making of loans to consumers, businesses and other institutions; (3) investment of excess funds and sale of federal funds, U.S. Government obligations and state, county and municipal bonds; and (4) certain other miscellaneous financial services usually handled for customers by commercial banks. The Bank's mortgage lending services are through Georgia First Mortgage and it does not offer trust services.

The Bank serves the residents of Wilcox County, Georgia, which has a population of approximately 9,000.

Part I (Continued)

Item 1 (Continued)

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 51,746,386	\$ 49,190,359	\$ 48,959,120
Total Deposits	43,892,009	41,757,568	42,482,714
Total Stockholders' Equity	4,293,545	4,231,005	4,327,857
Net Income	737,941	766,236	691,579
Number of Issued and Outstanding Shares	250	250	250
Book Value Per Share	\$ 17,174.18	\$ 16,924.02	\$ 17,311.43
Net Income Per Share	2,951.76	3,064.94	2,766.32

Banking Facilities

The Bank operates out of two locations at 105 South Eighth Street, Pitts, Georgia and at Highway 280, Rochelle, Georgia, both of which are in Wilcox County. The Pitts office consists of a building of approximately 2,200 square feet of usable office and banking space which it owns. The facility contains one drive-in window and three teller windows. The Rochelle office, which opened in August 1989, consists of a building of approximately 5,000 square feet of usable office and banking space, which is owned by the Company. The facility has three inside teller windows, three drive-in windows and one automated teller machine.

Competition

The banking business is highly competitive. The Bank competes in Wilcox County primarily with four commercial banks. In addition, the Bank competes with other financial institutions, including credit unions and finance companies and, to a lesser extent, insurance companies and certain governmental agencies. The banking industry is also experiencing increased competition for deposits from less traditional sources such as money market and mutual funds.

Correspondents

The Bank has correspondent relationships with the following banks: Silverton Bank in Atlanta, Georgia; Federal Home Loan Bank, in Atlanta, Georgia; and SunTrust Bank, N.A., in Atlanta, Georgia. The correspondent relationships facilitate the transactions of business by means of loans, letters of credit, acceptances, collections, exchange services and data processing. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

Part I (Continued)

Item 1 (Continued)

COLONY BANK OF DODGE COUNTY**History and Business of the Bank**

The Bank was chartered on June 14, 1966 under the name "Bank of Chester." The name of the Bank subsequently was changed to The Bank of Dodge County on April 15, 1983 and then to Colony Bank of Dodge County in 2000. The Bank currently operates under the Financial Institutions Code of Georgia. The Bank's deposits are insured up to \$100,000 per account by the Federal Deposit Insurance Corporation. The Bank's business consists of: (1) the acceptance of demand, savings and time deposits; (2) the making of loans to consumers, businesses and other institutions; (3) investment of excess funds in the sale of federal funds, U.S. Government obligations and state, county and municipal bonds; and (4) certain other miscellaneous financial services usually handled for customers by commercial banks. The Bank's mortgage lending services are through Georgia First Mortgage and it does not offer trust services.

The Bank serves the residents of Dodge County, Georgia, which has a population of approximately 20,000. The Bank serves Treutlen County, Georgia with the opening of its office in Soperton, Georgia. The Treutlen County market has an estimated population of 7,000.

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 88,848,084	\$ 81,020,282	\$ 77,083,271
Total Deposits	79,364,535	72,720,715	68,111,242
Total Stockholders' Equity	6,089,440	5,775,668	5,555,685
Net Income	898,916	1,122,422	932,931
Number of Issued and Outstanding Shares	1,750	1,750	1,750
Book Value Per Share	\$ 3,479.68	\$ 3,300.38	\$ 3,174.68
Net Income Per Share	513.67	641.38	533.10

Banking Facilities

The Bank's main office is located at 5510 Oak Street in Eastman, Dodge County, Georgia and consists of a building of approximately 11,000 square feet of office and banking space with an adjacent parking lot and is operated with three drive-in windows. The branch facility is located in Chester, Dodge County, Georgia and consists of a building with approximately 2,700 square feet of office and banking space and an adjacent parking lot. A second branch was opened during 2000 in Soperton, Treutlen County, Georgia at 310 Main Street. The branch has approximately 1,600 square feet of banking and office space with three walk-up teller units and two drive-in windows. The Bank owns all of the premises which it occupies.

Competition

The banking business is highly competitive. The Bank competes in the Dodge County area with two other banks. The Bank competes in the Treutlen County market with one other bank. In addition, the Bank competes with other financial institutions, including credit unions and finance companies and, to a lesser extent, insurance companies and certain governmental agencies. The banking industry is also experiencing increased competition for deposits from less traditional sources such as money market and mutual funds.

Part I (Continued)

Item 1 (Continued)

Correspondents

The Bank has correspondent relationships with the following banks: Silverton Bank in Atlanta, Georgia; The Federal Home Loan Bank in Atlanta, Georgia; and SunTrust Bank, N.A., in Atlanta, Georgia. The correspondent relationships facilitate the transactions of business by means of loans, letters of credit, acceptances, collections, exchange services and data processing. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

COLONY BANK WORTH

Colony Bank Worth operated as a savings and loan stock association until it was acquired by the Company on July 31, 1991, at which time the association changed its name to Bank of Worth (subsequently named Colony Bank Worth) and became a state-chartered commercial bank. The Bank conducts business at its offices located at 601 North Main Street, Sylvester, Worth County, Georgia, 605 West Second Street and 1909 Highway 82 West, Tifton, Tift County, Georgia and 621 East By-Pass, NE, Moultrie, Colquitt County, Georgia. The Bank's business consists of: (1) the acceptance of demand, savings and time deposits; (2) the making of loans to consumers, businesses and other institutions; (3) investment of excess funds and sale of federal funds, U.S. Government obligations and state, county and municipal bonds; and (4) certain other miscellaneous financial services usually handled for customers by commercial banks. The Bank's deposits are insured up to \$100,000 per account by the Federal Deposit Insurance Corporation. The Bank does not offer trust services. It acts as an agent for Visa Card and MasterCard through Silverton Bank. The Bank's mortgage lending services are through Georgia First Mortgage.

The Bank serves the residents of Worth County, Georgia, which has a population of approximately 22,000. The Bank serves the residents of Tift County, Georgia with the opening of its two offices in Tifton, Georgia. The Tift County market has an estimated population of 42,000. The Bank serves the residents of Colquitt County, Georgia with the opening of its office in Moultrie, Georgia. The Colquitt County market has an estimated population of 45,000.

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 180,872,592	\$ 178,612,527	\$ 172,221,653
Total Deposits	159,096,106	160,719,979	152,518,642
Total Stockholders' Equity	14,089,489	12,822,905	11,895,191
Net Income	2,217,024	1,978,512	1,671,621
Number of Issued and Outstanding Shares	95,790	95,790	95,790
Book Value Per Share	\$ 147.09	\$ 133.86	\$ 124.18
Net Income Per Share	23.14	20.65	17.45

Part I (Continued)

Item 1 (Continued)

Banking Facilities

The Bank's main office is housed in a building located in Sylvester, Georgia. The building, which is owned by the Bank, consists of approximately 13,000 square feet, a drive-in window and an adjacent parking lot. On June 15, 1998, the Bank opened a branch office at 605 West Second Street, Tifton, Georgia. The office is a single story building of approximately 2,300 square feet with one attached drive-in window. A second branch office opened in 2000 in Moultrie, Colquitt County, Georgia. This branch building of approximately 5,000 square feet includes three walk-up teller units and four drive-in windows. In August 2004, the Bank opened a second office in Tifton, Tift County, Georgia. The office is located at 1909 Highway 82 West and consists of approximately 2,800 square feet. The office has four drive-in windows and an ATM machine. All occupied offices, with the exception of the two Tifton locations, are owned by the Bank.

Competition

The banking business in Worth County, Tift County and Colquitt County is highly competitive. The Bank competes primarily with three other commercial banks operating in Worth County, seven other commercial banks in Tift County and seven other commercial banks in Colquitt County. Additionally, the Bank competes with credit unions of employers located in the area and, to a lesser extent, insurance companies and governmental agencies. The banking industry is also experiencing increasing competition for deposits from less traditional sources such as money market and mutual funds.

Correspondents

As of December 31, 2007, the Bank had correspondent relationships with three other banks. The Bank's principal correspondent is Silverton Bank located in Atlanta, Georgia. These correspondent banks provide certain services to the Bank such as investing its excess funds, processing checks and other items, buying and selling federal funds, handling money fund transfers and exchanges, shipping coins and currency, providing security and safekeeping of funds and other valuable items, handling loan participations and furnishing management investment advice on the Bank's securities portfolio. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

COLONY BANK SOUTHEAST

History and Business of the Bank

Colony Bank Southeast, formerly Broxton State Bank, was chartered under the laws of Georgia on August 4, 1966 and opened for business on September 1, 1966, having absorbed "Citizens Bank," a private, unincorporated bank.

The Bank is a full-service bank offering a wide variety of banking services targeted at all sectors of the Bank's primary market area. The Bank offers customary types of demand, savings, time and individual retirement accounts; installment, commercial and real estate loans; home mortgages and personal lines-of-credit; Visa and Master Card services through its correspondent, Silverton Bank; safe deposit and night depository services; cashier's checks, money orders, traveler's checks, wire transfers and various other services that can be tailored to the customer's needs. The Bank does not offer trust services at this time. The Bank's mortgage lending services are through Georgia First Mortgage. The Bank serves the residents of Coffee County, Georgia, which has a population of approximately 40,000.

Part I (Continued)

Item 1 (Continued)

In March 2004, the Bank opened a loan production office in Savannah, Chatham County, Georgia. The Bank renovated an approximately 7,000 square foot facility for a full service branch. The branch opened in September 2005. In addition, the Bank has begun construction of its second office in Savannah with anticipated opening in the fourth quarter of 2008. The new facility will be a full service branch consisting of approximately 8,000 square feet. The Bank serves the residents of the Chatham County, Georgia MSA market which has a population of approximately 293,000.

A history of the Bank's financial position for fiscal years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 210,019,712	\$ 215,668,120	\$ 173,059,806
Total Deposits	180,602,528	188,267,151	146,533,872
Total Stockholders' Equity	20,420,442	17,980,842	13,640,842
Net Income	912,414	1,793,773	1,176,862
Number of Issued and Outstanding Shares	50,730	50,730	50,730
Book Value Per Share	\$ 402.53	\$ 354.44	\$ 268.89
Net Income Per Share	17.99	35.36	23.20

Banking Facilities

The Bank operates one banking office located at 401 North Alabama Street, Broxton, Georgia which consists of approximately 5,000 square feet of space. The building has four alarm-equipped vaults, one for safe-deposit boxes and cash storage, one for night depository service and two for record storage. The building has two drive-in systems, one commercial drawer and one pneumatic tube system. Colony Bank Southeast opened a branch office in Douglas, Georgia on July 6, 1998. The two-story brick building located at 625 West Ward Street consists of approximately 8,300 square feet and provides four drive-in lanes for customer convenience. A second Douglas office was opened on September 8, 1999 and consists of approximately 1,200 square feet with three drive-in lanes and one automated teller machine. A loan production office was opened in Savannah, Chatham County, Georgia in March 2004. The Bank renovated an approximately 7,000 square foot facility for a full service branch in September 2005 with the loan production office moving its operation into the new office. All occupied premises are owned by the Bank, with the exception of the branch located at 1351 A SE Bowens Mill Road, Douglas. The Bank purchased real estate during 2006 for the future site of its second office in Savannah, Chatham County, Georgia. It is anticipated construction of its second office branch will be completed during the fourth quarter of 2008. The new facility will approximate 8,000 square feet.

Competition

The banking business in Coffee County is highly competitive. Colony Bank Southeast competes with nine other banks and one credit union in Douglas, Georgia. As a result of the opening of a branch office in Savannah, the Bank now competes with nineteen other banks in Chatham County. The banking industry is also experiencing increased competition for deposits from less traditional sources such as money market and mutual funds.

Part I (Continued)

Item 1 (Continued)

Correspondents

The Bank has correspondent relationships with the following banks: SunTrust Bank, Atlanta, Georgia; Silverton Bank, Atlanta, Georgia; the Federal Home Loan Bank in Atlanta, Georgia and Columbus Bank & Trust, Columbus, Georgia. The correspondent relationships facilitate the transactions of business by means of loans, letters-of-credit, acceptances, collections, exchange services and data processing. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts.

COLONY BANK QUITMAN, FSB**History and Business of the Bank**

Colony Bank Quitman, FSB was chartered as a federal savings association in 1936. The Bank operates under the oversight of the Office of Thrift Supervision. The Federal Deposit Insurance Corporation insures the Bank's deposits up to \$100,000 per depositor. The Bank conducts business at offices located at 602 East Screven Street in Quitman, Brooks County, Georgia, 2910-N North Ashley Street, Valdosta, Lowndes County, Georgia and Highway 41-North Valdosta Road, Valdosta, Lowndes County, Georgia. The Bank's business largely consists of (1) the acceptance of demand, savings and time deposits; (2) the making of loans to consumers, businesses and other institutions; and (3) investment of excess funds through the sale of federal funds and purchase of U.S. government agency obligations and state, county and municipal bonds. The Bank is primarily a portfolio lender with a major focus on residential real estate lending. The Bank acts as an agent for Visa Card and Mastercard through Silverton Bank. The Bank's mortgage lending services are through Georgia First Mortgage.

The Bank serves the residents of Brooks County, Georgia, which has a population of approximately 16,500. The Bank serves Lowndes County with the opening of its two branches in Valdosta, Georgia. The Lowndes County market has an estimated population of 98,000.

A history of the Bank's financial position for calendar years ended 2007, 2006 and 2005 is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total Assets	\$ 147,588,709	\$ 141,038,931	\$ 126,149,879
Total Deposits	108,894,100	108,487,649	95,069,270
Total Stockholder's Equity	11,679,989	10,898,134	10,162,924
Net Income	1,353,790	1,423,846	1,388,222
Numbers of Issued and Outstanding Shares	100,000	100,000	100,000
Book Value Per Share	\$ 116.80	\$ 108.98	\$ 101.63
Net Income Per Share	13.54	14.24	13.88

Part I (Continued)

Item 1 (Continued)

Banking Facilities

The Bank's main office is located at 602 East Screven Street in Quitman and consists of a building of approximately 6,720 square feet of office and banking space. The building has additional expansion room upstairs. The attached drive-through facility consists of three drive-through lanes plus an automated teller machine lane. The building has four inside teller windows. In March 2003, the Bank opened its first branch. The new facility, located at 2190-N North Ashley Street in Valdosta, Georgia, is a 2,200 square foot building with two drive-through lanes, three inside teller windows and a walk-up automated teller machine. The Bank owns the Quitman location and leases the Valdosta location. The Bank opened a second office in Valdosta, Lowndes County, Georgia that consists of approximately 5,000 square feet. The new office opened in May 2005 with three drive-through lanes plus an automated teller machine lane.

Competition

The banking business is highly competitive. In Brooks County, the Bank competes with four banks. In Lowndes County, the Bank competes with fifteen banks, two savings and loan associations and six federal credit unions. The Bank also competes to a lesser extent with finance companies, insurance companies and certain governmental agencies. The banking industry is also experiencing increased competition for deposits from less traditional sources such as money market and mutual funds.

Correspondents

Colony Bank Quitman, FSB has correspondent relationships with the following banks: Silverton Bank in Atlanta, Georgia; Colony Bank of Fitzgerald in Fitzgerald, Georgia; Compass Bank in Birmingham, Alabama; and the Federal Home Loan Bank in Atlanta, Georgia. The correspondent relationships facilitate the transactions of business by means of loans, collections, investment services, exchange services and data processing. As compensation for these services, the Bank maintains balances with its correspondents in noninterest-bearing accounts and pays some service charges.

EMPLOYEES

As of December 31, 2007, Colony Bankcorp, Inc. and its subsidiaries employed 349 full-time employees and 41 part-time employees. Colony considers its relationship with its employees to be excellent.

The subsidiary banks have noncontributory profit-sharing plans covering all employees subject to certain minimum age and service requirements. All Banks made contributions for all eligible employees in 2007. In addition, Colony Bankcorp, Inc. and its subsidiaries maintain a comprehensive employee benefit program providing, among other benefits, hospitalization, major medical insurance and life insurance. Management considers these benefits to be competitive with those offered by other financial institutions in south Georgia. Colony's employees are not represented by any collective bargaining group.

Part I (Continued)
Item 1 (Continued)

**SUPERVISION AND REGULATION
BANK HOLDING COMPANY REGULATION**

General

Colony is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (BHCA). As a bank holding company registered with the Federal Reserve under the BHCA and the Georgia Department of Banking and Finance (the Georgia Department) under the Financial Institutions Code of Georgia, it is subject to supervision, examination and reporting by the Federal Reserve and the Georgia Department. Its activities are limited to banking, managing or controlling banks, furnishing services to or performing services for its subsidiaries, or engaging in any other activity that the Federal Reserve determines to be so closely related to banking, or managing or controlling banks, as to be a proper incident to these activities.

Colony is required to file with the Federal Reserve and the Georgia Department periodic reports and any additional information as they may require. The Federal Reserve and Georgia Department will also regularly examine the Company. The Federal Deposit Insurance Corporation and Georgia Department also examine the Banks, while the Office of Thrift Supervision examines the Thrift Bank.

Activity Limitations

The BHCA requires prior Federal Reserve approval for, among other things:

- the acquisition by a bank holding company of direct or indirect ownership or control of more than 5 percent of the voting shares or substantially all of the assets of any bank, or
- a merger or consolidation of a bank holding company with another bank holding company.

Similar requirements are imposed by the Georgia Department.

A bank holding company may acquire direct or indirect ownership or control of voting shares of any company that is engaged directly or indirectly in banking, or managing or controlling banks, or performing services for its authorized subsidiaries. A bank holding company may also engage in or acquire an interest in a company that engages in activities that the Federal Reserve has determined by regulation or order to be so closely related to banking as to be a proper incident to these activities. The Federal Reserve normally requires some form of notice or application to engage in or acquire companies engaged in such activities. Under the BHCA, Colony will generally be prohibited from engaging in or acquiring direct or indirect control of more than 5 percent of the voting shares of any company engaged in activities other than those referred to above.

The BHCA permits a bank holding company located in one state to lawfully acquire a bank located in any other state, subject to deposit percentage, aging requirements and other restrictions. The Riegle-Neal Interstate Banking and Branching Efficiency Act also generally provides that national and state chartered banks may, subject to applicable state law, branch interstate through acquisitions of banks in other states.

Part I (Continued)

Item 1 (Continued)

In November 1999, Congress enacted the Gramm-Leach-Bliley Act, which made substantial revisions to the statutory restrictions separating banking activities from other financial activities. Under the Gramm-Leach-Bliley Act, bank holding companies that are well capitalized, well managed and meet other conditions can elect to become “financial holding companies.” As financial holding companies, they and their subsidiaries are permitted to acquire or engage in activities that were not previously allowed bank holding companies, such as insurance underwriting, securities underwriting and distribution, travel agency activities, broad insurance agency activities, merchant banking and other activities that the Federal Reserve determines to be financial in nature or complementary to these activities. Financial holding companies continue to be subject to the overall oversight and supervision of the Federal Reserve, but the Gramm-Leach-Bliley Act applies the concept of functional regulation to the activities conducted by subsidiaries. For example, insurance activities would be subject to supervision and regulation by state insurance authorities. While Colony has not elected to become a financial holding company in order to exercise the broader activity powers provided by the Gramm-Leach-Bliley Act, it may elect to do so in the future.

Limitations on Acquisitions of Bank Holding Companies

As a general proposition, other companies seeking to acquire control of a bank holding company would require the approval of the Federal Reserve under the BHCA. In addition, individuals or groups of individuals seeking to acquire control of a bank holding company would need to file a prior notice with the Federal Reserve (which the Federal Reserve may disapprove under certain circumstances) under the Change in Bank Control Act. Control is conclusively presumed to exist if an individual or company acquires 25 percent or more of any class of voting securities of the bank holding company. Control may exist under the Change in Bank Control Act if the individual or company acquires 10 percent or more of any class of voting securities of the bank holding company.

Source of Financial Strength

Federal Reserve policy requires a bank holding company to act as a source of financial strength and to take measures to preserve and protect bank subsidiaries in situations where additional investments in a troubled bank may not otherwise be warranted. In addition, if a bank holding company has more than one bank or thrift subsidiary, each of the bank holding company’s subsidiary depository institutions is responsible for any losses to the FDIC as a result of an affiliated depository institution’s failure. As a result, a bank holding company may be required to loan money to its subsidiaries in the form of capital notes or other instruments that qualify as capital of the subsidiary bank under regulatory rules. However, any loans from the bank holding company to those subsidiary banks will likely be unsecured and subordinated to that of bank’s depositors and perhaps to other creditors of that bank.

Part I (Continued)

Item 1 (Continued)

BANK REGULATION

General

The Banks are commercial banks chartered under the laws of the State of Georgia, and as such are subject to supervision, regulation and examination by the Georgia Department. The Banks are members of the FDIC, and their deposits are insured by the FDIC's Deposit Insurance Fund up to the amount permitted by law. The FDIC, Office of Thrift Supervision (OTS) and the Georgia Department routinely examine the Banks and monitor and regulate all of the Banks' operations, including such things as adequacy of reserves, quality and documentation of loans, payments of dividends, capital adequacy, adequacy of systems and controls, credit underwriting and asset liability management, compliance with laws and establishment of branches. Interest and other charges collected or contracted for by the Banks are subject to state usury laws and certain federal laws concerning interest rates. The Banks file periodic reports with the FDIC, OTS and the Georgia Department.

Transactions with Affiliates and Insiders

The Company is a legal entity separate and distinct from the Banks. Various legal limitations restrict the Banks from lending or otherwise supplying funds to the Company and other nonbank subsidiaries of the Company, all of which are deemed to be "affiliates" of the Banks for the purposes of these restrictions. The Company and the Banks are subject to Section 23A of the Federal Reserve Act. Section 23A defines "covered transactions," which include extensions of credit, and limits a bank's covered transactions with any affiliate to 10 percent of such bank's capital and surplus and with all affiliates to 20 percent of such bank's capital and surplus. All covered and exempt transactions between a bank and its affiliates must be on terms and conditions consistent with safe and sound banking practices, and banks and their subsidiaries are prohibited from purchasing low-quality assets from the bank's affiliates. Finally, Section 23 A requires that all of a bank's extensions of credit to an affiliate be appropriately secured by acceptable collateral, generally United States government or agency securities. The Company and the Banks are also subject to Section 23B of the Federal Reserve Act, which generally limits covered and other transactions between a bank and its affiliates to terms and under circumstances, including credit standards, that are substantially the same or at least as favorable to the bank as prevailing at the time for transactions with unaffiliated companies.

Dividends

The Company is a legal entity separate and distinct from the Banks. The principal source of the Company's cash flow, including cash flow to pay dividends to its stockholders, is dividends that the Banks pay to it. Statutory and regulatory limitations apply to the Banks' payment of dividends to the Company as well as to the Company's payment of dividends to its stockholders.

A variety of federal and state laws and regulations affect the ability of the Banks and the Company to pay dividends. A depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. The federal banking agencies may prevent the payment of a dividend if they determine that the payment would be unsafe and unsound banking practice. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. In addition, regulations promulgated by the Georgia Department limit the Bank's payment of dividends.

Part I (Continued)

Item 1 (Continued)

Mortgage Banking Regulation

Georgia First Mortgage is licensed and regulated as a “mortgage banker” by the Georgia Department. It is also qualified as a Fannie Mae and Freddie Mac seller/servicer and must meet the requirements of such corporations and of the various private parties with which it conducts business, including warehouse lenders and those private entities to which it sells mortgage loans.

Enforcement Policies and Actions

Federal law gives the Federal Reserve and FDIC substantial powers to enforce compliance with laws, rules and regulations. Banks or individuals may be ordered to cease and desist from violations of law or other unsafe or unsound practices. The agencies have the power to impose civil money penalties against individuals or institutions of up to \$1,000,000 per day for certain egregious violations. Persons who are affiliated with depository institutions can be removed from any office held in that institution and banned from participating in the affairs of any financial institution. The banking regulators have not hesitated to use the enforcement authorities provided in federal law.

Capital Regulations

The federal bank regulatory authorities have adopted capital guidelines for banks and bank holding companies. In general, the authorities measure the amount of capital an institution holds against its assets. There are three major capital tests: (i) the Total Capital ratio (the total of Tier 1 Capital and Tier 2 Capital measured against risk-adjusted assets), (ii) the Tier 1 Capital ratio (Tier 1 Capital measured against risk-adjusted assets) and (iii) the leverage ratio (Tier 1 Capital measured against average (i.e., nonrisk-weighted) assets).

Tier 1 Capital consists of common equity, retained earnings and a limited amount of qualifying preferred stock, less goodwill and core deposit intangibles. Tier 2 Capital consists of nonqualifying preferred stock, qualifying subordinated, perpetual and/or mandatory convertible debt, term subordinated debt and intermediate term preferred stock and up to 45 percent of the pretax unrealized holding gains on available-for-sale equity securities with readily determinable market values that are prudently valued, and a limited amount of any loan loss allowance.

In measuring the adequacy of capital, assets are generally weighted for risk. Certain assets, such as cash and U.S. government securities, have a zero risk weighting. Others, such as commercial and consumer loans, have a 100 percent risk weighting. Risk weightings are also assigned for off-balance sheet items such as loan commitments. The various assets are multiplied by the appropriate risk-weighting to determine risk-adjusted assets for the capital calculations. For the leverage ratio mentioned above, average assets are not risk-weighted.

Part I (Continued)

Item 1 (Continued)

The federal banking agencies must take “prompt corrective action” in respect of depository institutions that do not meet minimum capital requirements. There are five tiers for financial institutions: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” Under these regulations, a bank will be:

- “well capitalized” if it has a Total Capital ratio of 10 percent or greater, a Tier 1 Capital ratio of 6 percent or greater, a leverage ratio of 5 percent or better – or 4 percent in certain circumstances – and is not subject to any written agreement, order, capital directive, or prompt corrective action directive by a federal bank regulatory agency to meet and maintain a specific capital level for any capital measure;
- “adequately capitalized” if it has a Total Capital ratio of 8 percent or greater, a Tier 1 Capital ratio of 4 percent or greater, and a leverage ratio of 4 percent or greater – or 3 percent in certain circumstances – and is not well capitalized;
- “undercapitalized” if it has a Total Capital ratio of less than 8 percent, a Tier 1 Capital ratio of less than 4 percent – or 3 percent in certain circumstances;
- “significantly undercapitalized” if it has a Total Capital ratio of less than 6 percent or a Tier 1 Capital ratio of less than 3 percent, or a leverage ratio of less than 3 percent; or
- “critically undercapitalized” if its tangible equity is equal to or less than 2 percent of average quarterly assets.

Federal law generally prohibits a depository institution from making any capital distribution, including the payment of a dividend or paying any management fee to its holding company if the depository institution would be undercapitalized as a result. Undercapitalized depository institutions may not accept brokered deposits absent a waiver from the FDIC, are subject to growth limitations and are required to submit a capital restoration plan for approval. For a capital restoration plan to be acceptable, the depository institution’s parent holding company must guarantee that the institution will comply with such capital restoration plan. The aggregate liability of the parent holding company is limited to the lesser of 5 percent of the depository institution’s total assets at the time it became undercapitalized, and the amount necessary to bring the institution into compliance with applicable capital standards. If a depository institution fails to submit an acceptable plan, it is treated as if it is significantly undercapitalized. If the controlling holding company fails to fulfill its obligations under this law and files, or has filed against it, a petition under the federal Bankruptcy Code, the FDIC claim related to the holding company’s obligations would be entitled to a priority in such bankruptcy proceeding over third party creditors of the bank holding company.

Significantly undercapitalized depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets and cessation of receipt of deposits from correspondent banks. Critically undercapitalized institutions are subject to the appointment of a receiver or conservator.

At December 31, 2007, the Company exceeded the minimum Tier 1, risk-based and leverage ratios and qualified as “well capitalized” under current Federal Reserve Board criteria. The following table sets forth certain capital information for the Company as of December 31, 2007. Consider the following brief summary rather than the preceding and the table. As of December 31, 2007, Colony had Tier 1 Capital and Total Capital of approximately 10.83 percent and 12.08 percent, respectively, of risk-weighted assets. As of December 31, 2007, Colony had a leverage ratio of Tier 1 Capital to total average assets of approximately 8.60 percent.

Part I (Continued)

Item 1 (Continued)

	December 31, 2007	
	Amount	Percent
Leverage Ratio		
Actual	\$ 104,157	8.60%
Well-Capitalized Requirement	60,583	5.00
Minimum Required (1)	48,467	4.00
Risk Based Capital:		
Tier 1 Capital		
Actual	104,157	10.83
Well-Capitalized Requirement	57,708	6.00
Minimum Required (1)	38,472	4.00
Total Capital		
Actual	116,222	12.08
Well-Capitalized Requirement	96,180	10.00
Minimum Required (1)	76,944	8.00

- (1) Represents the minimum requirement. Institutions that are contemplating acquisitions or anticipating or experiencing significant growth may be required to maintain a substantially higher leverage ratio.

The guidelines also provide that institutions experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Higher capital may be required in individual cases, depending upon a bank or bank holding company's risk profile. All bank holding companies and banks are expected to hold capital commensurate with the level and nature of their risks, including the volume and severity of their problem loans. Lastly, the Federal Reserve's guidelines indicate that the Federal Reserve will continue to consider a "Tangible Tier 1 Leverage Ratio," calculated by deducting all intangibles, in evaluating proposals for expansion or new activity.

FDIC Insurance Assessments

The Banks' deposits are insured by the FDIC and thus the Banks are subject to FDIC deposit insurance assessments. The FDIC utilizes a risk-based insurance premium scheme to determine the assessment rates for insured depository institutions. Each financial institution is assigned to one of three capital groups: well capitalized, adequately capitalized or undercapitalized.

Each financial institution is further assigned to one of three subgroups within a capital group, on the basis of supervisory evaluations by the institution's primary federal and, if applicable, state regulators and other information relevant to the institution's financial condition and the risk posed to the insurance fund. The actual assessment rate applicable to a particular institution will, therefore, depend in part upon the risk assessment classification assigned to the institution by the FDIC. The FDIC is presently considering whether to charge deposit insurance premiums based upon management weaknesses and whether the Banks' underwriting practices, concentrations of risk and growth are undisciplined or outside industry norms.

Part I (Continued)

Item 1 (Continued)

The deposit insurance assessment rates currently range from five basis points on deposits (for a financial institution in the highest category) to 43 basis points on deposits (for an institution in the lowest category). In addition, the FDIC collects The Financing Corporation (FICO) deposit assessments on assessable deposits at the same rate. FICO assessments are set quarterly, and in 2007 ranged from 1.14 to 1.22 basis points. The FICO assessment rate for the Banks for the first quarter of 2008 is 1.14 basis points of assessable deposits.

Community Reinvestment Act

The Banks are subject to the provisions of the Community Reinvestment Act of 1977, as amended (the CRA), and the federal banking agencies' related regulations. Under the CRA, all banks and thrifts have a continuing and affirmative obligation, consistent with safe and sound operation, to help meet the credit needs for their entire communities, including low- and moderate-income neighborhoods. The CRA requires a depository institution's primary federal regulator, in connection with its examination of the institution or its evaluation of certain regulatory applications, to assess the institution's record in assessing and meeting the credit needs of the community served by that institution, including low- and moderate-income neighborhoods. The regulatory agency's assessment of the institution's record is made available to the public.

Current CRA regulations rate institutions based on their actual performance in meeting community credit needs. The Banks received a "satisfactory" rating on their most recent examinations in 2007.

Consumer Regulations

Interest and other charges collected or contracted for by the Banks are subject to state usury laws and certain federal laws concerning interest rates. The Banks' loan operations are also subject to federal laws and regulations applicable to credit transactions, such as those:

- Governing disclosures of credit terms to consumer borrowers;
- Requiring financial institutions provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Governing the use and provision of information to credit reporting agencies; and
- Governing the manner in which consumer debts may be collected by collection agencies.

The deposit operations of the Banks are also subject to laws and regulations that:

- Impose a duty to maintain the confidentiality of consumer financial records and prescribe procedures for complying with administrative subpoenas of financial records; and
- Govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

Part I (Continued)

Item 1 (Continued)

Fiscal and Monetary Policy

Banking is a business that depends on interest rate differentials. In general, the difference between the interest paid by a bank on its deposits and its other borrowings, and the interest received by a bank on its loans and securities holdings, constitutes the major portion of a bank's earnings. Thus, Colony's earnings and growth and that of the Banks will be subject to the influence of economic conditions, generally both domestic and foreign, and also to the monetary and fiscal policies of the United States and its agencies, particularly the Federal Reserve. The Federal Reserve regulates the supply of money through various means, including open market dealings in United States government securities, the discount rate at which banks may borrow from the Federal Reserve and the reserve requirements on deposits.

The monetary policies of the Federal Reserve historically have had a significant effect on the operating results of commercial banks and mortgage banking operations and will continue to do so in the future. The Company cannot predict the conditions in the national and international economies and money markets, the actions and changes in policy by monetary and fiscal authorities or their effect on the Banks.

Anti-Terrorism Legislation

In the wake of the tragic events of September 11th, on October 26, 2001, the President signed the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA PATRIOT) Act of 2001. Under the USA PATRIOT Act, financial institutions are subject to prohibitions against specified financial transactions and account relationships as well as enhanced due diligence and "know your customer" standards in their dealings with foreign financial institutions and foreign customers. For example, the enhanced due diligence policies, procedures and controls generally require financial institutions to take reasonable steps to:

- conduct enhanced scrutiny of account relationships to guard against money laundering and report any suspicious transaction;
- ascertain the identity of the nominal and beneficial owners of, and the source of funds deposited into, each account as needed to guard against money laundering and report any suspicious transactions;
- ascertain for any foreign bank, the shares of which are not publicly traded, the identity of the owners of the foreign bank, and the nature and extent of the ownership interest of each owner; and
- ascertain whether any foreign bank provides correspondent accounts to other foreign banks and, if so, the identity of those foreign banks and related due diligence information.

The USA PATRIOT Act requires financial institutions to establish anti-money laundering programs. The USA PATRIOT Act sets forth minimum standards for these programs, including:

- The development of internal policies, procedures and controls;
- The designation of a compliance officer;
- An ongoing employee training program; and
- An independent audit function to test the programs.

Part I (Continued)

Item 1 (Continued)

In addition, the USA PATRIOT Act authorizes the Secretary of the Treasury to adopt rules increasing the cooperation and information sharing between financial institutions, regulators and law enforcement authorities regarding individuals, entities and organizations engaged in, or reasonably suspected based on credible evidence of engaging in, terrorist acts or money laundering activities. Any financial institution complying with these rules will not be deemed to have violated the privacy provisions of the Gramm-Leach-Bliley Act, as discussed above.

Item 1A

Risk Factors

The following are certain risks that management believes are specific to our business. This should not be viewed as an all inclusive list or in any particular order.

Future loan losses may exceed our allowance for loan losses

We are subject to credit risk, which is the risk of losing principal or interest due to borrowers' failure to repay loans in accordance with their terms. A downturn in the economy or the real estate market in our market areas or a rapid change in interest rates could have a negative effect on collateral values and borrowers' ability to repay. This deterioration in economic conditions could result in losses to the Bank in excess of loan loss allowances.

Our loan customers may not repay their loans according to the terms of these loans, and the collateral securing the payment of these loans may be insufficient to ensure repayment. As a result, we may experience loan losses, which could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for loan losses in an attempt to cover any loan losses that may occur. In determining the size of the allowance, we rely on an analysis of our loan portfolio based on historical loss experience, volume and types of loans, trends in classification, volume and trends in delinquencies and nonaccruals, national and local economic conditions and other pertinent information. Our determination of the size of the allowance could be understated due to our lack of familiarity with market-specific factors.

If our assumptions are wrong, our current allowance may not be sufficient to cover future loan losses, and adjustments may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. Material additions to our allowance would materially decrease our net income. As a result of a difficult real estate market, we have increased our allowance from \$11.99 million as of December 31, 2006 to \$15.51 million as of December 31, 2007. We expect to continue to increase our allowance in 2008; however, we can make no assurance that our allowance will be adequate to cover future loan losses given current and future market conditions.

In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different than those of our management. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory agencies could have a negative effect on our operating results.

Part I (Continued)
Item 1A (Continued)

Rapidly changing interest rate environments could reduce our net interest margin, net interest income, fee income and net income

Interest and fees on loans and securities, net of interest paid on deposits and borrowings, are a large part of our net income. Interest rates are key drivers of our net interest margin and subject to many factors beyond the control of management. As interest rates change, net interest income is affected. Rapid increases in interest rates in the future could result in interest expense increasing faster than interest income because of mismatches in financial instrument maturities. Further, substantially higher interest rates generally reduce loan demand and may result in slower loan growth particularly in construction lending, an important factor in the Company's revenue growth over the years. Decreases or increases in interest rates could have a negative effect on the spreads between the interest rates earned on assets and the rates of interest paid on liabilities and, therefore, decrease net interest income. In response to the dramatic deterioration of the subprime, mortgage, credit and liquidity markets, the Federal Reserve recently has taken action on five occasions to reduce interest rates by a total of 225 basis points since September 2007, which likely will reduce our net interest income during the first quarter of 2008 and the foreseeable future. See "Quantitative and Qualitative Disclosures about Market Risk."

Our business is subject to the success of the local economies where we operate

Our success significantly depends upon the growth in population, income levels, deposits and housing starts in our primary and secondary markets. If the communities in which we operate do not grow or if prevailing economic conditions locally or nationally are unfavorable, our business may not succeed. We are currently experiencing adverse economic conditions in some of our market areas, which affect the ability of our customers to repay their loans to us and generally negatively affect our financial condition and results of operations.

The market value of the real estate securing our loans as collateral has been adversely affected by the slowing economy and unfavorable change in economic conditions in our market areas and could be further adversely affected in the future. As of December 31, 2007, approximately 84.5 percent of our loans receivable were secured by real estate. Any sustained period of increased payment delinquencies, foreclosures or losses caused by the adverse market and economic conditions, including the downturn in the real estate market in the state of Georgia will adversely affect the value of our assets, our revenues, results of operations and financial condition. Currently, we are experiencing such an economic downturn, and if it continues, our operations could be further adversely affected.

We make and hold in our portfolio a significant number of land acquisition and development and construction loans, which in the current market environment pose more credit risk than other types of loans typically made by financial institutions.

We offer land acquisition and development and construction loans for builders and developers. As of December 31, 2007, approximately \$202 million of our loan portfolio represents loans for which the related property is neither presold nor preleased. These land acquisition and development and construction loans are considered more risky than other types of residential mortgage loans. The primary credit risks associated with land acquisition and development and construction lending are underwriting, project risks and market risks. Project risks include cost overruns, borrower credit risk, project completion risk, general contractor credit risk and environmental and other hazard risks. Market risks are risks associated with the sale of the completed residential units. They include affordability risk, which means the risk of affordability of financing by borrowers, product design risks, and risks posed by completing projects. While we believe we have established adequate reserves on our financial statements to cover the credit risk of our land acquisition and development and construction loan portfolio, there can be no assurance that losses will not exceed our reserves, which could adversely impact our earnings.

Part I (Continued)

Item 1A (Continued)

Current and anticipated deterioration in the housing market and the homebuilding industry may lead to increased loss severities and further worsening of delinquencies and nonperforming assets in our loan portfolios. Consequently, our results of operations may be adversely impacted.

There has been substantial industry concern and publicity over asset quality among financial institutions due in large part to issues related to subprime mortgage lending, declining real estate values and general economic concerns. Furthermore, the housing and the residential mortgage markets recently have experienced a variety of difficulties and changed economic conditions. If market conditions continue to deteriorate, they may lead to additional valuation adjustments on our loan portfolios and real estate owned as we continue to reassess the market value of our loan portfolio, the losses associated with the loans in default and the net realizable value of real estate owned.

The homebuilding industry has experienced a significant and sustained decline in demand for new homes and an oversupply of new and existing homes available for sale in various markets, including some of the markets in which we lend. Our customers who are builders and developers face greater difficulty in selling their homes in markets where these trends are more pronounced. Consequently, we are facing increased delinquencies and nonperforming assets as these builders and developers are forced to default on their loans with us. We do not anticipate that the housing market will improve in the near-term and, accordingly, additional downgrades, provisions for loan losses and charge-offs related to our loan portfolio may occur.

Slower than anticipated growth in new branches and new product and service offerings could result in reduced net income

We have placed a strategic emphasis on expanding our branch network and product offerings. Executing this strategy carries risks of slower than anticipated growth both in new branches and new products. New branches and products require a significant investment of both financial and personnel resources. Lower than expected loan and deposit growth in new investments can decrease anticipated revenues and net income generated by those investments, and opening new branches and introducing new products could result in more additional expenses than anticipated and divert resources from current core operations.

The financial services industry is very competitive

We face competition in attracting and retaining deposits, making loans, and providing other financial services throughout our market area. Our competitors include other community banks, larger banking institutions, and a wide range of other financial institutions such as credit unions, government-sponsored enterprises, mutual fund companies, insurance companies and other nonbanking businesses. Many of these competitors have substantially greater resources than us. For a more complete discussion of our competitive environment, see “Business – Competition” in Item 1 above. If we are unable to compete effectively, we will lose market share, and income from deposits, loans and other products may be reduced.

Inability to hire or retain certain key professionals, management and staff could adversely affect our revenues and net income

We rely on key personnel to manage and operate our business, including major revenue generating functions such as our loan and deposit portfolios. The loss of key staff may adversely affect our ability to maintain and manage these portfolios effectively, which could negatively affect our revenues. In addition, loss of key personnel could result in increased recruiting and hiring expenses, which could cause a decrease in our net income.

Item 1B

Unresolved Staff Comments

None.

Item 2

Properties

The principal properties of the Registrant consist of the properties of the Banks. For a description of the properties of the Banks, see "Item 1 – Business of the Company and Subsidiary Banks" included elsewhere in this Annual Report.

Item 3

Legal Proceedings

The Company and its subsidiaries may become parties to various legal proceedings arising from the normal course of business. As of December 31, 2007, there are no material pending legal proceedings to which Colony or its subsidiaries are a party or of which any of its property is the subject.

Item 4

Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of the Registrant's stockholders during the fourth quarter of 2007.

Part II

Item 5

Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities

Effective April 2, 1998, Colony Bankcorp, Inc. common stock is quoted on the NASDAQ National Market under the symbol "CBAN." Prior to this date, there was no public market for the common stock of the registrant.

The following table sets forth the high, low and close sale prices per share of the common stock as reported on the NASDAQ National Market, and the dividends declared per share for the periods indicated.

<u>Year Ended December 31, 2007</u>	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>Dividends Per Share</u>
Fourth Quarter	\$ 19.00	\$ 14.55	\$ 15.20	\$ 0.095
Third Quarter	20.50	16.47	17.35	0.093
Second Quarter	21.85	18.88	19.48	0.090
First Quarter	20.76	17.55	20.76	0.088
<u>Year Ended December 31, 2006</u>				
Fourth Quarter	20.52	17.25	17.70	0.085
Third Quarter	22.07	19.04	20.90	0.083
Second Quarter	22.63	17.10	22.34	0.080
First Quarter	27.55	21.05	22.04	0.078

Part II (Continued)

Item 5 (Continued)

Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities (Continued)

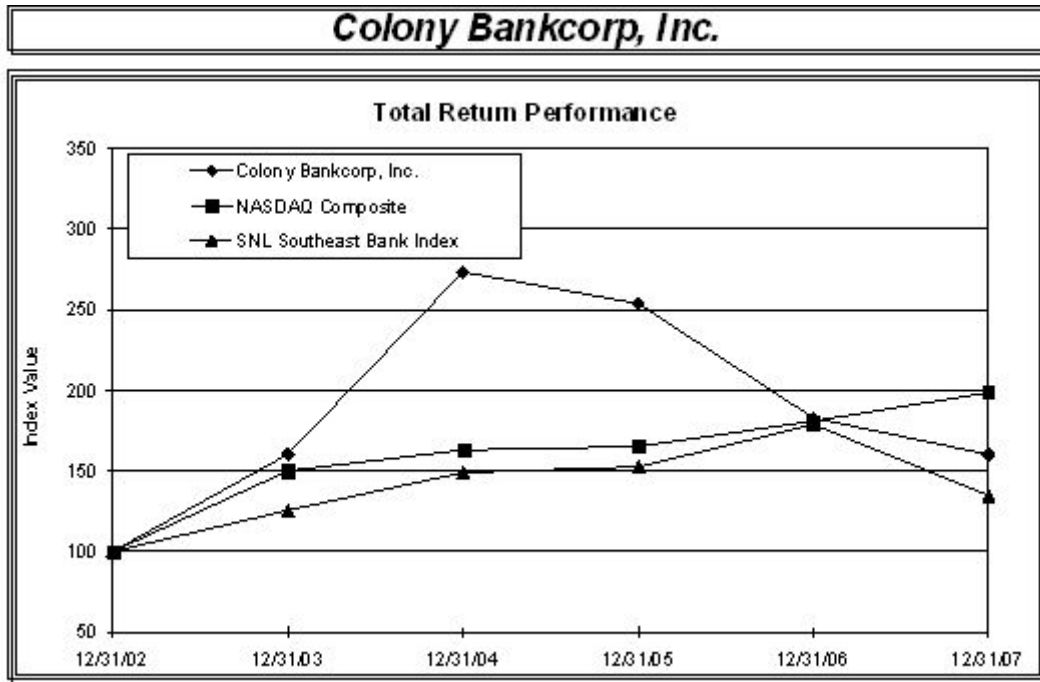
The Registrant paid cash dividends on its common stock of \$2,629,381 or \$0.365 per share and \$2,336,865 or \$0.325 per share in 2007 and 2006, respectively.

As of December 31, 2007, the Company had approximately 2,107 stockholders of record. There were no sales of unregistered securities of the Company in 2007.

Performance Graph

The graph presented below compares the cumulative total stockholder return on Colony Bankcorp, Inc.’s common stock to the cumulative total return of the NASDAQ Composite and the SNL Southeast Bank Index for the five fiscal years, which commenced January 1, 2003 and ended December 31, 2007. The cumulative total stockholder return assumes the investment of \$100 in Colony Bankcorp, Inc.’s common stock and in each index on December 31, 2002 and assumes reinvestment of dividends. The NASDAQ Composite Index is a publicly available measure of over 3,000 companies including NASDAQ domestic and international based common type stocks listed on The NASDAQ Stock Market. The SNL Southeast Bank Index is a compilation of the total stockholder return of all publicly-traded bank holding companies headquartered in the Southeastern United States.

Comparison of Five-Year Cumulative Total Stockholder Return



<i>Index</i>	<i>Period Ending</i>					
	12/31/02	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07
Colony Bankcorp, Inc.	100.00	160.35	273.31	253.65	182.70	160.15
NASDAQ Composite	100.00	150.01	162.89	165.13	180.85	198.60
SNL Southeast Bank Index	100.00	125.58	148.92	152.44	178.75	134.65

Source: SNL Financial LC

Part II (Continued)

Item 5 (Continued)

Issuer Purchase of Equity Securities

The Company purchased no shares of the Company's common stock during the quarter ended December 31, 2007.

Item 6

Selected Financial Data

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars in Thousands, except per share data)				
Selected Balance Sheet Data					
Total Assets	\$ 1,208,777	\$ 1,213,504	\$ 1,108,338	\$ 997,591	\$ 868,606
Total Loans, Net of Unearned Interest and Fees	944,978	941,772	858,815	778,643	654,177
Total Deposits	1,018,602	1,042,446	944,365	850,329	732,318
Investment Securities	167,191	149,307	124,326	112,593	110,408
Federal Home Loan Bank Stock	5,533	5,087	5,034	4,479	3,000
Stockholders' Equity	83,743	76,611	68,128	61,763	55,976
Selected Income Statement Data					
Interest Income	90,159	83,280	63,634	51,930	46,418
Interest Expense	47,701	41,392	26,480	18,383	18,414
Net Interest Income	42,458	41,888	37,154	33,547	28,004
Provision for Loan Losses	5,931	3,987	3,444	3,469	4,060
Other Income	7,817	7,350	6,152	6,424	7,128
Other Expense	31,579	29,882	26,076	24,271	20,864
Income Before Tax	12,765	15,369	13,786	12,231	10,208
Income Tax Expense	4,218	5,217	4,809	4,162	3,392
Net Income	\$ 8,547	\$ 10,152	\$ 8,977	\$ 8,069	\$ 6,816
Weighted Average Shares Outstanding (1)	7,189	7,177	7,168	7,131	7,127
Shares Outstanding (1)	7,201	7,190	7,181	7,172	7,160
Intangible Assets	\$ 2,815	\$ 2,851	\$ 2,932	\$ 3,047	\$ 691
Dividends Declared	2,629	2,337	2,058	1,808	1,555
Average Assets	1,204,165	1,160,718	1,034,777	938,283	816,666
Average Stockholders' Equity	80,595	71,993	65,146	59,037	53,843
Net Charge-Offs	2,407	2,760	2,694	1,973	2,908
Reserve for Loan Losses	15,513	11,989	10,762	10,012	8,516
OREO	1,332	970	2,170	1,127	2,724
Nonperforming Loans	15,016	8,078	8,593	8,809	7,492
Nonperforming Assets	16,348	9,048	10,763	9,936	10,216
Average Interest-Earning Assets	1,141,652	1,097,716	979,966	887,331	774,984
Noninterest-Bearing Deposits	86,112	77,336	78,778	68,169	64,044

Part II (Continued)

Item 6 (Continued)

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars in Thousands, except per share data)				
Per Share Data: (1)					
Net Income (Diluted)	\$ 1.19	\$ 1.41	\$ 1.25	\$ 1.13	\$ 0.95
Book Value	11.63	10.66	9.49	8.61	7.82
Tangible Book Value	11.24	10.26	9.08	8.19	7.72
Dividends	0.365	0.325	0.285	0.252	0.217
Profitability Ratios:					
Net Income to Average Assets	0.71%	0.87%	0.87%	0.86%	0.83%
Net Income to Average Stockholders' Equity	10.60	14.10	13.78	13.67	12.66
Net Interest Margin	3.75	3.84	3.81	3.81	3.65
Loan Quality Ratios:					
Net Charge-Offs to Total Loans	0.25	0.29	0.31	0.25	0.44
Reserve for Loan Losses to Total Loans and OREO	1.64	1.27	1.25	1.28	1.30
Nonperforming Assets to Total Loans and OREO	1.73	0.96	1.25	1.27	1.56
Reserve for Loan Losses to Nonperforming Loans	103.31	148.42	125.24	113.66	113.67
Reserve for Loan Losses to Total Nonperforming Assets	94.89	132.50	99.99	100.76	83.36
Liquidity Ratios:					
Loans to Total Deposits	92.77	90.34	90.94	91.57	89.33
Loans to Average Earning Assets	82.77	85.79	87.64	87.75	84.41
Noninterest-Bearing Deposits to Total Deposits	8.45	7.42	8.34	8.02	8.75
Capital Adequacy Ratios:					
Common Stockholders' Equity to Total Assets	6.93	6.31	6.15	6.19	6.45
Total Stockholders' Equity to Total Assets	6.93	6.31	6.15	6.19	6.45
Dividend Payout Ratio	30.67	23.05	22.80	22.30	22.84

(1) All per share data adjusted to reflect 5-for-4 stock split effective May 15, 2005.

Part II (Continued)

Item 7

Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements and Factors that Could Affect Future Results

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

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

- Local and regional economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact.
- Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.
- The effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board.
- Inflation, interest rate, market and monetary fluctuations.
- Political instability.
- Acts of war or terrorism.
- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.
- Changes in consumer spending, borrowings and savings habits.
- Technological changes.
- Acquisitions and integration of acquired businesses.
- The ability to increase market share and control expenses.

Part II (Continued)

Item 7 (Continued)

- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiaries must comply.
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.
- Changes in the Company's organization, compensation and benefit plans.
- The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.
- Greater than expected costs or difficulties related to the integration of new lines of business.
- The Company's success at managing the risks involved in the foregoing items.

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

The Company

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

Application of Critical Accounting Policies and Accounting Estimates

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's financial position and/or results of operations. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results of operations, and they require management to make estimates that are difficult and subjective.

Allowance for Loan Losses – The allowance for loan losses provides coverage for probable losses inherent in the Company's loan portfolio. Management evaluates the adequacy of the allowance for loan losses quarterly based on changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, regulatory guidance and economic factors. This evaluation is inherently subjective, as it requires the use of significant management estimates. Many factors can affect management's estimates of specific and expected losses, including volatility of default probabilities, collateral values, rating migrations, loss severity and economic and political conditions. The allowance is increased through provisions charged to operating earnings and reduced by net charge-offs.

Part II (Continued)

Item 7 (Continued)

The Company determines the amount of the allowance based on relative risk characteristics of the loan portfolio. The allowance recorded for loans is based on reviews of individual credit relationships and historical loss experience. The allowance for losses relating to impaired loans is based on the loan's observable market price, the discounted cash flows using the loan's effective interest rate, or the value of collateral for collateral dependent loans.

Regardless of the extent of the Company's analysis of customer performance, portfolio trends or risk management processes, certain inherent but undetected losses are probable within the loan portfolio. This is due to several factors, including inherent delays in obtaining information regarding a customer's financial condition or changes in their unique business conditions, the judgmental nature of individual loan evaluations, collateral assessments and the interpretation of economic trends. Volatility of economic or customer-specific conditions affecting the identification and estimation of losses for larger nonhomogeneous credits and the sensitivity of assumptions utilized to establish allowances for homogeneous groups of loans are among other factors. The Company estimates a range of inherent losses related to the existence of these exposures. The estimates are based upon the Company's evaluation of risk associated with the commercial and consumer levels and the estimated impact of the current economic environment.

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

Overview

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of December 31, 2007 and 2006, and results of operations for each of the years in the three-year period ended December 31, 2007. 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.

Part II (Continued)

Item 7 (Continued)

Results of Operations

The Company's results of operations are determined by its ability to effectively manage interest income and expense, to minimize loan and investment losses, to generate noninterest income and to control noninterest expense. Since market forces and economic conditions beyond the control of the Company determine interest rates, the ability to generate net interest income is dependent upon the Company's ability to obtain an adequate spread between the rate earned on earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance for net interest income is the interest margin or net yield, which is taxable-equivalent net interest income divided by average earning assets. Net income totaled \$8.55 million, or \$1.19 diluted per common share in 2007 compared to \$10.15 million, or \$1.41 diluted per common share in 2006 and \$8.98 million, or \$1.25 diluted per common share in 2005.

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

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Taxable-Equivalent Net Interest Income	\$ 42,817	\$ 42,158	\$ 37,381
Taxable-Equivalent Adjustment	359	270	227
Net Interest Income	42,458	41,888	37,154
Provision for Possible Loan Losses	5,931	3,987	3,444
Noninterest Income	7,817	7,350	6,152
Noninterest Expense	31,579	29,882	26,076
Income Before Income Taxes	12,765	15,369	13,786
Income Taxes	4,218	5,217	4,809
Net Income	\$ 8,547	\$ 10,152	\$ 8,977
Earnings per Common Share:			
Basic	\$ 1.19	\$ 1.41	\$ 1.25
Diluted	\$ 1.19	\$ 1.41	\$ 1.25
Return on Average Assets	0.71%	0.87%	0.87%
Return on Average Equity	10.60%	14.10%	13.78%

Part II (Continued)

Item 7 (Continued)

Net income for 2007 decreased \$1.61 million, or 15.81 percent, compared to 2006. The decrease was primarily the result of a \$1.95 million increase in provision for loan losses and an increase of \$1.70 million in noninterest expense. The impact of these items was partly offset by a \$0.57 million increase in net interest income, an increase of \$0.47 million in noninterest income and a decrease of \$1 million in income tax expense. Net income for 2006 increased \$1.18 million, or 13.09 percent, compared to 2005. The increase was primarily the result of a \$4.74 million increase in net interest income and an increase of \$1.20 million in noninterest income. The impact of these items was partly offset by a \$3.81 million increase in noninterest expense, an increase of \$0.54 million in provision for loan losses and an increase of \$0.41 million in income tax expense.

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

Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 84.45 percent of total revenue during 2007 and 85.07 percent during 2006.

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

The Federal Reserve Board influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The Company's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate, which is the rate offered on loans to borrowers with strong credit, ended with a prime interest rate of 4.75 percent, 4.25 percent, 4.00 percent, 5.25 percent, 7.25 percent, 8.25 percent and 7.25 percent, respectively, as of year-end 2001, 2002, 2003, 2004, 2005, 2006 and 2007. The federal funds rate moved similar to prime rate with an interest rate of 1.75 percent, 1.25 percent, 1.00 percent, 2.25 percent, 4.25 percent, 5.25 percent and 4.25 percent, respectively, as of year-end 2001, 2002, 2003, 2004, 2005, 2006 and 2007. With the current housing and real estate concerns along with recessionary fears, it is anticipated that the Federal Reserve will continue reducing interest rates during 2008. The impact of further interest rate cuts will put further pressure on the Company's net interest margin.

The following table presents the changes in taxable-equivalent net interest income and identifies the changes due to differences in the average volume of earning assets and interest-bearing liabilities and the changes due to changes in the average interest rate on those assets and liabilities. The changes in net interest income due to changes in both average volume and average interest rate have been allocated to the average volume change or the average interest rate change in proportion to the absolute amounts of the change in each. The Company's consolidated average balance sheets along with an analysis of taxable-equivalent net interest earnings are presented in the Quantitative and Qualitative Disclosures About Market Risk included elsewhere in this report.

Part II (Continued)

Item 7 (Continued)

Rate/Volume Analysis

The rate/volume analysis presented hereafter illustrates the change from year to year for each component of the taxable equivalent net interest income separated into the amount generated through volume changes and the amount generated by changes in the yields/rates.

(\$ in thousands)	Changes From 2006 to 2007 (a)			Changes From 2005 to 2006 (a)		
	Volume	Rate	Total	Volume	Rate	Total
Interest Income						
Loans, Net-Taxable	\$ 2,855	\$ 3,028	\$ 5,883	\$ 6,633	\$ 10,156	\$ 16,789
Investment Securities						
Taxable	704	627	1,331	680	1,208	1,888
Tax-Exempt	278	(7)	271	75	19	94
Total Investment Securities	982	620	1,602	755	1,227	1,982
Interest-Bearing Deposits in						
Other Banks	6	4	10	(1)	48	47
Federal Funds Sold	(613)	56	(557)	86	683	769
Other Interest-Earning Assets	6	24	30	11	91	102
Total Interest Income	3,236	3,732	6,968	7,484	12,205	19,689
Interest-Expense						
Interest-Bearing Demand and						
Savings Deposits	72	328	400	108	1,257	1,365
Time Deposits	1,090	4,631	5,721	3,258	9,397	12,655
Total Interest Expense						
On Deposits	1,162	4,959	6,121	3,366	10,654	14,020
Other Interest-Bearing Liabilities						
Federal Funds Purchased	29	1	30	4	9	13
Subordinated Debentures	272	(145)	127	242	368	610
Other Debt	18	13	31	(32)	301	269
Total Interest Expense	1,481	4,828	6,309	3,580	11,332	14,912
Net Interest Income (Loss)	\$ 1,755	\$ (1,096)	\$ 659	\$ 3,904	\$ 873	\$ 4,777

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

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

Part II (Continued)

Item 7 (Continued)

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

Interest rates play a major part in the net interest income of financial institutions. The repricing of interest earnings assets and interest-bearing liabilities can influence the changes in net interest income. The timing of repriced assets and liabilities is Gap management and our Company has established its policy to maintain a Gap ratio in the one-year time horizon of .80 to 1.20.

Our exposure to interest rate risk is reviewed at least quarterly by our Board of Directors and the ALCO. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in net portfolio value in the event of assumed changes in interest rates. In order to reduce the exposure to interest rate fluctuations, we have implemented strategies to more closely match our balance sheet composition. The Company has engaged SunTrust Bank to run a quarterly asset/liability model for interest rate risk analysis. We are generally focusing our investment activities on securities with terms or average lives in the 3-7 year range.

The Company maintains about 37 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 certificates of deposit that mature within one year. This balance sheet composition has allowed the Company to be relatively constant with its net interest margin the past several years, though the unprecedented 475 basis point decrease by U.S. Federal Reserve in 2001, 50 basis point decrease in 2002 and 25 basis point decrease in 2003 resulted in significant net interest margin pressure. During 2004 interest rates increased 125 basis points, during 2005 interest rates increased 200 basis points, during 2006 interest rates increased 100 basis points and during 2007 interest rates decreased 100 basis points. The shift to increased rates the prior three years resulted in improved and stable net interest margins; however, the significant rate decrease the last four months of 2007 resulted in margin compression for the Company. Net interest margin decreased to 3.75 percent for 2007 compared to 3.84 percent for 2006 and 3.81 percent for 2005. We anticipate some contraction in the net interest margin for 2008 given the Federal Reserve's present declining rate forecast for 2008. Should the Federal Reserve's stance be further rate cuts, the Company would be challenged with net interest rate compression.

Part II (Continued)

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Taxable-equivalent net interest income for 2007 increased \$0.66 million, or 1.56 percent, compared to 2006, while taxable-equivalent net interest income for 2006 increased by \$4.78 million, or 12.78 percent, compared to 2005. The fluctuation between the comparable periods resulted from the positive impact of growth in the average volume of earning assets and a negative impact from the increasing average interest rates. The average volume of earning assets during 2007 increased almost \$43.9 million compared to 2006 while over the same period the net interest margin decreased to 3.75 from 3.84 percent. Similarly, the average volume of earning assets during 2006 increased \$117.8 million compared to 2005 while over the same period the net interest margin increased to 3.84 percent from 3.81 percent. Growth in average earning assets during 2007 and 2006 was primarily in loans. The reduction in the net interest margin in 2007 was primarily the result of the Federal Reserve reducing interest rates 100 basis points the last four months of the year along with sluggish loan growth in 2007.

The average volume of loans increased \$34.6 million in 2007 compared to 2006 and increased \$93.0 million in 2006 compared to 2005. The average yield on loans increased 32 basis points in 2007 compared to 2006 and increased 111 basis points in 2006 compared to 2005. Funding for this growth was primarily provided by deposit growth. The average volume of deposits increased \$30.6 million in 2007 compared to 2006 and increased \$112.9 million in 2006 compared to 2005. Interest-bearing deposits made up 89.6 percent of the growth in average deposits in 2007 and 95.5 percent of the growth in average deposits in 2006. Accordingly, the ratio of average interest-bearing deposits to total average deposits was 92.5 percent in 2007, 92.6 percent in 2006 and 92.2 percent in 2005. This deposit mix, combined with a general increase in interest rates, had the effect of (i) increasing the average cost of total deposits by 49 basis points in 2007 compared to 2006 and increasing the average cost of total deposits by 112 basis points in 2006 compared to 2005, and (ii) mitigating a portion of the impact of increasing yields on earning assets on the Company's net interest income.

The Company's net interest spread, which represents the difference between the average rate earned on earning assets and the average rate paid on interest-bearing liabilities, was 3.34 percent in 2007 compared to 3.50 percent in 2006 and 3.56 percent in 2005. The net interest spread, as well as the net interest margin, will be impacted by future changes in short-term and long-term interest rate levels, as well as the impact from the competitive environment. A discussion of the effects of changing interest rates on net interest income is set forth in Quantitative and Qualitative Disclosures About Interest Rate Sensitivity included elsewhere in this report.

Provision for Possible Loan Losses

The provision for possible loan losses is determined by management as the amount to be added to the allowance for possible 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 possible loan losses totaled \$5.93 million in 2007 compared to \$3.99 million in 2006 and \$3.44 million in 2005. See the section captioned "Allowance for Possible Loan Losses" elsewhere in this discussion for further analysis of the provision for possible loan losses.

Part II (Continued)

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Noninterest Income

The components of noninterest income were as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Service Charges on Deposit Accounts	\$ 4,771	\$ 4,580	\$ 4,128
Other Charges, Commissions and Fees	921	831	708
Other	974	1,171	822
Mortgage Fee Income	967	768	494
Securities Gains	184	-	-
	<u>\$ 7,817</u>	<u>\$ 7,350</u>	<u>\$ 6,152</u>

Total noninterest income for 2007 increased \$0.47 million, or 6.35 percent, compared to 2006 while total noninterest income for 2006 increased \$1.20 million, or 19.47 percent, compared to 2005. The increase in 2007 noninterest income compared to 2006 was primarily in mortgage fee income and service charges on deposits accounts, while the increase in 2006 noninterest income compared to 2005 was primarily in mortgage fee income, service charges on deposit accounts and other. Changes in these items and the other components of noninterest income are discussed in more detail below.

Service Charges on Deposit Accounts. Service charges on deposit accounts for 2007 increased \$191 thousand, or 4.17 percent, compared to 2006. The increase was primarily due to an increase in overdraft fees assessed and increased volume of consumer and business accounts. Service charges on deposit accounts for 2006 increased \$452 thousand, or 10.95 percent, compared to 2005. The increase was primarily due to an increase in overdraft fees, which were mostly related to consumer accounts.

Mortgage Fee Income. Mortgage fee income for 2007 increased \$199 thousand, or 25.91 percent, compared to 2006. The increase was primarily due to a company-wide focus on mortgage loans to be sold into the secondary market. Of significance was the increased activity in the larger MSA markets that the Company has operations. Mortgage fee income for 2006 increased \$274 thousand, or 55.47 percent, compared to 2005.

All Other Noninterest Income. The aggregate of all other noninterest income accounts increased \$77 thousand, or 3.85 percent, compared to 2006. The increase was primarily due to gains realized from the sale of securities of \$184 thousand for 2007 compared to no security gains in 2006, or an increase of \$184 thousand. In addition ATM fee income increased to \$765 thousand for 2007 compared to \$652 thousand for 2006, or an increase of \$113 thousand and fee income on check orders increased to \$147 thousand for 2007 compared to \$78 thousand for 2006, or an increase of \$69 thousand. These increases were offset by a reduction in gains realized from the sale of SBA and FSA governmental loans as gains realized were \$150 thousand for 2007 compared to \$512 thousand for 2006, or a reduction of \$362 thousand.

Part II (Continued)

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The aggregate of all other noninterest income accounts increased \$472 thousand, or 30.85 percent, compared to 2005. The increase was primarily due to gains realized from the sale of SBA and FSA governmental loans that increased to \$512 thousand for 2006 compared to \$42 thousand for 2005, or an increase of \$470 thousand. Also, ATM fee income increased to \$652 thousand for 2006 compared to \$526 thousand for 2005, or an increase of \$126 thousand. These increases were offset by fee income recorded on director and executive officer deferred compensation and retirement plans that decreased to \$148 thousand for 2006 compared to \$329 thousand for 2005, or a decrease of \$181 thousand. For 2005 fee income on deferred compensation included a one-time entry from the demutualization of insurance companies used to fund the plan.

Noninterest Expense

The components of noninterest expense were as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Salaries and Employee Benefits	\$ 17,866	\$ 16,870	\$ 14,128
Occupancy and Equipment	4,039	4,035	3,778
Other	9,674	8,977	8,170
	<u>\$ 31,579</u>	<u>\$ 29,882</u>	<u>\$ 26,076</u>

Total noninterest expense for 2007 increased \$1.70 million, or 5.68 percent compared to 2006 while total noninterest expense for 2006 increased \$3.81 million, or 14.60 percent, compared to 2005. Growth in noninterest expense in 2007 and 2006 was primarily in salaries, employee benefits, occupancy and equipment expense and other noninterest expenses. These items and the changes in the various components of noninterest expense are discussed in more detail below.

Salaries and Employee Benefits. Salaries and benefits expense for 2007 increased \$996 thousand, or 5.90 percent, compared to 2006. The increase is primarily related to increases in head count, merit increases, payroll taxes and health insurance expense. The slight increase in head count was primarily staffing needs in the back office support area as no new offices were opened during 2007. Areas of addition included technology, human resources and administrative support. These increases were offset by a reduction in incentive and profit sharing expense as payouts were approximately \$442 thousand less than in 2006 due to the Company's performance in which targeted goals with the incentive and profit sharing plan were not met.

Salaries and benefits expense for 2006 increased \$2.74 million, or 19.41 percent, compared to 2005. The increase is primarily related to increases in head count, merit increases and denovo branching. During 2006, new offices were opened in Centerville and Columbus, Georgia while new offices opened in Valdosta and Savannah, Georgia during 2005 were online all of 2006 compared to being online part of 2005.

Part II (Continued)

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Occupancy and Equipment. Net occupancy expense for 2007 remained flat compared to 2006. The Company matched up with net occupancy and equipment expense for 2006 primarily because there were no new offices opened during 2007. Net occupancy expense for 2006 increased \$257 thousand, or 6.80 percent, compared to 2005. The Company experienced increased net occupancy and equipment expense for 2006 resulting from two new offices opened during 2006. The impact of new offices opened during 2006 resulted in higher maintenance, insurance, utilities and depreciation.

All Other Noninterest Expense. All other noninterest expense for 2007 increased \$697 thousand, or 7.76 percent. Significant changes in noninterest expense were: legal and professional fees increased to \$1.14 million for 2007 compared to \$1.07 million for 2006, or an increase of \$70 thousand; ATM expense increased to \$462 thousand for 2007 compared to \$377 thousand for 2006, or an increase of \$85 thousand; software and license fee expense increased to \$424 thousand for 2007 compared to \$341 thousand for 2006, or an increase of \$83 thousand; deferred compensation expense increased to \$238 thousand for 2007 compared to \$165 thousand for 2006, or an increase of \$73 thousand and amortization expense on trust preferred securities increased to \$295 thousand for 2007 compared to \$30 thousand for 2006, or an increase of \$265 thousand. The Company exercised call options on trust preferred securities to refinance at lower interest rates and expensed the unamortized fees on the two trust preferred securities.

All other noninterest expense for 2006 increased \$807 thousand, or 9.88 percent, compared to 2005. The increase is primarily due to additional overhead associated with new offices opened along with significant changes in noninterest expense as follows: loss on sale of other real estate decreased to \$20 thousand for 2006 compared to \$185 thousand for 2005, or a decrease of \$165 thousand; other real estate and repossession expense increased to \$162 thousand for 2006 compared to \$127 thousand for 2005, or an increase of \$35 thousand; legal and professional fees increased to \$1.071 million for 2006 compared to \$765 thousand for 2005, or an increase of \$306 thousand; ATM expense increased to \$377 thousand for 2006 compared to \$322 thousand for 2005, or an increase of \$55 thousand; director fees increased to \$639 thousand for 2006 compared to \$617 thousand for 2005, or an increase of \$22 thousand; stationery and supplies increased to \$559 thousand for 2006 compared to \$514 thousand for 2005, or an increase of \$45 thousand; postage expense increased to \$386 thousand for 2006 compared to \$348 thousand for 2005, or an increase of \$38 thousand; and advertising expense increased to \$653 thousand for 2006 compared to \$457 thousand for 2005, or an increase of \$196 thousand.

Sources and Uses of Funds

The following table illustrates, during the years presented, the mix of the Company's funding sources and the assets in which those funds are invested as a percentage of the Company's average total assets for the period indicated. Average assets totaled \$1,204 million in 2007 compared to \$1,161 million in 2006 and \$1,035 million in 2005.

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	2007		2006		2005	
Sources of Funds						
Deposits						
Noninterest-Bearing	\$ 76,509	6.4%	\$ 73,334	6.3%	\$ 68,259	6.6%
Interest-Bearing	945,028	78.5	917,634	79.1	809,850	78.3
Federal Funds Purchased	1,130	-	563	-	449	-
Subordinated Debentures and Other						
Borrowed Money	92,211	7.7	88,512	7.6	85,675	8.3
Other Noninterest-Bearing Liabilities	8,692	0.7	8,682	0.8	5,398	0.5
Equity Capital	80,595	6.7	71,993	6.2	65,146	6.3
	<u>\$ 1,204,165</u>	<u>100.0%</u>	<u>\$ 1,160,718</u>	<u>100.0%</u>	<u>\$ 1,034,777</u>	<u>100.0%</u>

Uses of Funds						
Loans	\$ 934,495	77.6%	\$ 901,162	77.6%	\$ 809,401	78.2%
Investment Securities	157,033	13.0	135,538	11.7	113,704	11.0
Federal Funds Sold	28,863	2.4	41,307	3.6	38,692	3.7
Interest-Bearing Deposits	2,879	0.2	2,753	0.2	2,792	0.3
Other Interest-Earning Assets	5,308	0.5	5,192	0.4	4,878	0.5
Other Noninterest-Earning Assets	75,587	6.3	74,766	6.5	65,310	6.3
	<u>\$ 1,204,165</u>	<u>100.0%</u>	<u>\$ 1,160,718</u>	<u>100.0%</u>	<u>\$ 1,034,777</u>	<u>100.0%</u>

Deposits continue to be the Company's primary source of funding. Over the comparable periods, the relative mix of deposits continues to be high in interest-bearing deposits. Interest-bearing deposits totaled 92.51 percent of total average deposits in 2007 compared to 92.60 percent in 2006 and 92.23 percent in 2005.

The Company primarily invests funds in loans and securities. Loans continue to be the largest component of the Company's mix of invested assets. Loan demand was sluggish in 2007 as total loans were \$945.3 million at December 31, 2007, up 0.32 percent, compared to loans of \$942.3 million at December 31, 2006, while total loans at December 31, 2006 were up 9.68 percent compared to loans of \$859.1 million at December 31, 2005. See additional discussion regarding the Company's loan portfolio in the section captioned "Loans" included below. The majority of funds provided by deposit growth have been invested in loans.

Part II (Continued)

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Loans

The following table presents the composition of the Company's loan portfolio as of December 31 for the past five years.

	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Commercial, Financial and Agricultural	\$ 52,323	\$ 61,887	\$ 48,849	\$ 44,284	\$ 44,590
Real Estate					
Construction	211,484	193,952	152,944	100,774	56,374
Mortgage, Farmland	42,439	40,936	37,152	38,245	33,097
Mortgage, Other	544,655	549,601	529,599	500,869	428,197
Consumer	72,350	76,930	73,473	73,685	73,020
Other	22,028	18,967	17,100	20,823	18,932
	<u>945,279</u>	<u>942,273</u>	<u>859,117</u>	<u>778,680</u>	<u>654,210</u>
Unearned Interest and Fees	(301)	(501)	(302)	(37)	(33)
Allowance for Loan Losses	(15,513)	(11,989)	(10,762)	(10,012)	(8,516)
Loans	<u>\$ 929,465</u>	<u>\$ 929,783</u>	<u>\$ 848,053</u>	<u>\$ 768,631</u>	<u>\$ 645,661</u>

The following table presents total loans as of December 31, 2007 according to maturity distribution and/or repricing opportunity on adjustable rate loans.

<u>Maturity and Repricing Opportunity</u>	<u>(\$ in thousands)</u>
One Year or Less	\$ 621,825
After One Year through Three Years	269,055
After Three Years through Five Years	42,869
Over Five Years	11,530
	<u>\$ 945,279</u>

Overview. Loans totaled \$945.3 million at December 31, 2007, up 0.32 percent from December 31, 2006 loans of \$942.3 million. The majority of the Company's loan portfolio is comprised of the real estate loans-other, real estate construction and installment loans to individuals. Real estate-other, which is primarily 1-4 family residential properties and nonfarm nonresidential properties, made up 57.62 percent and 58.33 percent of total loans, real estate construction made up 22.37 percent and 20.58 percent while installment loans to individuals made up 7.65 percent and 8.16 percent of total loans at December 31, 2007 and December 31, 2006, respectively. Real estate loans-other include both commercial and consumer balances.

Loan Origination/Risk Management. In accordance with the Company's decentralized banking model, loan decisions are made at the local bank level. The Company utilizes a Central Loan Committee to assist lenders with the decision making and underwriting process of larger loan requests. Due to the diverse economic markets served by the Company, evaluation and underwriting criterion may vary slightly by bank. Overall, loans are extended after a review of the borrower's repayment ability, collateral adequacy, and overall credit worthiness.

Part II (Continued)

Item 7 (Continued)

Commercial purpose, commercial real estate and industrial loans are underwritten similar to other loans throughout the Company. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. This diversity helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. The Company also utilizes information provided by third-party agencies to provide additional insight and guidance about economic conditions and trends affecting the markets it serves.

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

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

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

Commercial, Financial and Agricultural. Commercial, financial and agricultural loans at December 31, 2007 decreased 15.45 percent from December 31, 2006 to \$52.3 million. The Company's commercial and industrial loans are a diverse group of loans to small, medium and large businesses. The purpose of these loans varies from supporting seasonal working capital needs to term financing of equipment. While some short-term loans may be made on an unsecured basis, most are secured by the assets being financed with collateral margins that are consistent with the Company's loan policy guidelines.

Industry Concentrations. As of December 31, 2007 and December 31, 2006, there were no concentrations of loans within any single industry in excess of 10 percent of total loans, as segregated by Standard Industrial Classification code (SIC code). The SIC code is a federally designed standard industrial numbering system used by the Company to categorize loans by the borrower's type of business.

Part II (Continued)

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Collateral Concentrations. Lending is concentrated in commercial and real estate loans primarily to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management’s opinion, do not pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrower’s ability to honor their contracts is dependent upon the viability of the real estate economic sector.

Large Credit Relationships. Colony is currently in eighteen counties in south and central Georgia and include metropolitan markets in Dougherty, Lowndes, Houston, Chatham and Muscogee counties. As a result, the Company originates and maintains large credit relationships with several commercial customers in the ordinary course of business. The Company considers large credit relationships to be those with commitments equal to or in excess of \$5.0 million prior to any portion being sold. Large relationships also include loan participations purchased if the credit relationship with the agent is equal to or in excess of \$5.0 million. In addition to the Company’s normal policies and procedures related to the origination of large credits, the Company’s Central Credit Committee must approve all new and renewed credit facilities which are part of large credit relationships. The following table provides additional information on the Company’s large credit relationships outstanding at December 31, 2007 and December 31, 2006.

	<u>December 31, 2007</u>			<u>December 31, 2006</u>		
	<u>Number of Relationships</u>	<u>Period End Balances</u>		<u>Number of Relationships</u>	<u>Period End Balances</u>	
		<u>Committed</u>	<u>Outstanding</u>		<u>Committed</u>	<u>Outstanding</u>
Large Credit Relationships						
\$10 Million and Greater	3	\$ 38,957	\$ 23,441	2	\$ 25,692	\$ 18,365
\$5 Million to \$9.9 Million	15	92,595	89,677	12	69,485	62,914

Maturities and Sensitivities of Loans to Changes in Interest Rates. The following table presents the maturity distribution of the Company’s loans at December 31, 2007. The table also presents the portion of loans that have fixed interest rates or variable interest rates that fluctuate over the life of the loans in accordance with changes in an interest rate index such as the prime rate.

	<u>Due in One Year or Less</u>	<u>After One, but Within Three Years</u>	<u>After Three, but Within Five Years</u>	<u>After Five Years</u>	<u>Total</u>
Loans with Fixed Interest Rates	\$ 271,926	\$ 268,710	\$ 42,812	\$ 11,183	\$ 594,631
Loans with Floating Interest Rates	349,899	345	57	347	350,648
	<u>\$ 621,825</u>	<u>\$ 269,055</u>	<u>\$ 42,869</u>	<u>\$ 11,530</u>	<u>\$ 945,279</u>

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

Part II (Continued)

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Nonperforming Assets and Potential Problem Loans

Year-end nonperforming assets and accruing past due loans were as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Loans Accounted for on Nonaccrual	\$ 14,956	\$ 8,069	\$ 8,579	\$ 7,856	\$ 7,251
Loans Past Due 90 Days or More	60	9	14	953	241
Renegotiated Loans	-	-	-	-	-
Other Real Estate Foreclosed	1,332	970	2,170	1,127	2,724
Total Nonperforming Assets	<u>\$ 16,348</u>	<u>\$ 9,048</u>	<u>\$ 10,763</u>	<u>\$ 9,936</u>	<u>\$ 10,216</u>
Nonperforming Assets as a Percentage of					
Total Loans and Foreclosed Assets	1.73%	0.96%	1.25%	1.27%	1.56%
Total Assets	1.35%	0.75%	0.97%	1.00%	1.18%
Accruing Past Due Loans					
30–89 Days Past Due	\$ 15,681	\$ 10,593	\$ 6,829	\$ 8,302	\$ 6,703
90 or More Days Past Due	60	9	14	953	241
Total Accruing Past Due Loans	<u>\$ 15,741</u>	<u>\$ 10,602</u>	<u>\$ 6,843</u>	<u>\$ 9,255</u>	<u>\$ 6,944</u>

Nonperforming assets include nonaccrual loans, loans past due 90 days or more, restructured loans and foreclosed real estate. Nonperforming assets at December 31, 2007 increased 80.68 percent from December 31, 2006. The increase in nonperforming assets was primarily attributable to the under performance of residential real estate and land development loans given the downturn in the real estate market the last half of 2007.

Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due and/or management deems the collectibility of the principal and/or interest to be in question, as well as when required by regulatory requirements. Loans to a customer whose financial condition has deteriorated are considered for nonaccrual status whether or not the loan is 90 days or more past due. For consumer loans, collectibility and loss are generally determined before the loan reaches 90 days past due. Accordingly, losses on consumer loans are recorded at the time they are determined. Consumer loans that are 90 days or more past due are generally either in liquidation/payment status or bankruptcy awaiting confirmation of a plan. Once interest accruals are discontinued, accrued but uncollected interest is charged to current year operations. Subsequent receipts on 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.

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

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

Part II (Continued)

Item 7 (Continued)

Allowance for Possible Loan Losses

The allowance for possible loan losses is a reserve established through a provision for possible 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 possible loan losses includes allowance allocations calculated in accordance with SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*, as amended by SFAS No. 118, and allowance allocations determined in accordance with SFAS No. 5, *Accounting for Contingencies*. The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company's allowance for possible loan losses consists of specific valuation allowances established for probable losses on specific loans and historical valuation allowances for other loans with similar risk characteristics.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of classified loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor's ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the subsidiary bank level and is reviewed at the parent company level. Once a loan is classified, it is reviewed to determine whether the loan is impaired and, if impaired, a portion of the allowance for possible loan losses is specifically allocated to the loan. Specific valuation allowances are determined after considering the borrower's financial condition, collateral deficiencies, and economic conditions affecting the borrower's industry, among other things.

Historical valuation allowances are calculated from loss factors applied to loans with similar risk characteristics. The loss factors are based on loss ratios for groups of loans with similar risk characteristics. The loss ratios are derived from the proportional relationship between actual loan losses and the total population of loans in the risk category. The historical loss ratios are periodically updated based on actual charge-off experience. The Company's groups of similar loans include similarly risk-graded groups of loans not reviewed for individual impairment.

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.

Part II (Continued)

Item 7 (Continued)

An allocation for loan losses has been made according to the respective amounts deemed necessary to provide for the possibility of incurred losses within the various loan categories. The allocation is based primarily on previous charge-off experience adjusted for changes in experience among each category. Additional amounts are allocated by evaluating the loss potential of individual loans that management has considered impaired. The reserve for loan loss allocation is subjective since it is based on judgment and estimates, and therefore is not necessarily indicative of the specific amounts or loan categories in which the charge-offs may ultimately occur. The following table shows a comparison of the allocation of the reserve for loan losses for the periods indicated.

	<u>2007</u>		<u>2006</u>		<u>2005</u>		<u>2004</u>		<u>2003</u>	
	<u>Reserve</u>	<u>%*</u>	<u>Reserve</u>	<u>%*</u>	<u>Reserve</u>	<u>%*</u>	<u>Reserve</u>	<u>%*</u>	<u>Reserve</u>	<u>%*</u>
Commercial, Financial and Agricultural	\$ 3,645	6%	\$ 3,597	7%	\$ 3,229	6%	\$ 3,004	6%	\$ 2,470	7%
Real Estate – Construction	2,560	22	719	21	646	18	501	13	340	9
Real Estate – Farmland	621	4	599	4	538	4	501	5	426	5
Real Estate – Other	5,430	58	3,896	58	3,498	62	3,304	64	2,981	65
Loans to Individuals	2,404	8	2,398	8	2,152	8	2,002	9	1,703	11
All Other Loans	853	2	780	2	699	2	700	3	596	3
	<u>\$ 15,513</u>	<u>100%</u>	<u>\$ 11,989</u>	<u>100%</u>	<u>\$ 10,762</u>	<u>100%</u>	<u>\$ 10,012</u>	<u>100%</u>	<u>\$ 8,516</u>	<u>100%</u>

*Loan balance in each category expressed as a percentage of total end of period loans.

Activity in the allowance for loan losses is presented in the following table. There were no charge-offs or recoveries related to foreign loans during any of the periods presented.

Part II (Continued)

Item 7 (Continued)

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

(\$ in thousands)	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Allowance for Loan					
Losses at Beginning of Year	\$ 11,989	\$ 10,762	\$ 10,012	\$ 8,516	\$ 7,364
Charge-Offs					
Commercial, Financial and Agricultural	957	1,351	767	463	1,790
Real Estate	1,862	854	678	692	570
Consumer	793	697	1,369	618	507
All Other	296	471	232	363	203
	3,908	3,373	3,046	2,136	3,070
Recoveries					
Commercial, Financial and Agricultural	109	420	176	9	30
Real Estate	992	20	18	36	39
Consumer	312	156	83	90	58
All Other	88	17	75	28	35
	1,501	613	352	163	162
Net Charge-Offs	2,407	2,760	2,694	1,973	2,908
Provision for Loan Losses	5,931	3,987	3,444	3,469	4,060
Allowance for Loan Losses at End of Year	\$ 15,513	\$ 11,989	\$ 10,762	\$ 10,012	\$ 8,516
Ratio of Net Charge-Offs to Average Loans	0.25%	0.30%	0.33%	0.27%	0.46%

The allowance for possible loan losses is maintained at a level considered appropriate by management, based on estimated probable losses within the existing loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The provision for loan losses reflects loan quality trends, including the level of net charge-offs or recoveries, among other factors. The provision for loan losses increased \$1.94 million from \$3.99 million in 2006 to \$5.93 million in 2007. Provisions were higher in 2007 compared to 2006 primarily due to the elevated risk of residential real estate and land development loans given the downturn in the real estate market the last half of 2007. Nonperforming assets as a percentage of total loans and foreclosed assets increased to 1.73 percent at December 31, 2007 compared to 0.96 percent a year ago. During 2006, provision for loan losses increased \$0.54 million from the \$3.44 million recorded in 2005.

Net charge-offs in 2007 decreased \$353 thousand compared to 2006 while net charge-offs in 2006 increased \$66 thousand compared to 2005. Net charge-offs the past three years have been consistent; however, we anticipate an increase in 2008 as many problem credits have not had time to run through the current cycle and brought to any resolution.

Part II (Continued)

Item 7 (Continued)

Management believes the level of the allowance for loan losses was appropriate as of December 31, 2007. Should any of the factors considered by management in evaluating the adequacy of the allowance for loan losses change, the Company's estimate of probable loan losses could also change, which could affect the level of future provisions for possible loan losses.

Investment Portfolio

The following table presents carrying values of investment securities held by the Company as of December 31, 2007, 2006 and 2005.

(\$ in thousands)

	<u>2007</u>	<u>2006</u>	<u>2005</u>
U.S. Treasuries and Government Agencies	\$ 37,095	\$ 54,366	\$ 38,446
Obligations of State and Political Subdivisions	13,984	11,811	9,270
Corporate Obligations	5,787	3,745	3,023
Asset Backed Securities	1,000	-	-
Marketable Equity Securities	2	349	300
Investment Securities	57,868	70,271	51,039
Mortgage Backed Securities	109,323	79,036	73,287
Total Investment Securities and Mortgage Backed Securities	\$ 167,191	\$ 149,307	\$ 124,326

The following table represents expected maturities and weighted-average yields of investment securities held by the Company as of December 31, 2007. (Mortgage backed securities are based on the average life at the projected speed, while Agencies, State and Political Subdivisions and Corporate Obligations reflect anticipated calls being exercised.)

	<u>Within 1 Year</u>		<u>After 1 Year But Within 5 Years</u>		<u>After 5 Years But Within 10 Years</u>		<u>After 10 Years</u>	
	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>	<u>Amount</u>	<u>Yield</u>
U.S. Government Agencies	\$ 14,121	3.92%	\$ 21,475	4.98%	\$ 1,499	5.80%	\$ -	-
Mortgage Backed Securities	6,623	4.28	48,143	4.73	44,823	5.32	9,734	5.54%
Obligations of State and Political Subdivisions	1,869	4.34	6,782	5.09	5,333	5.90	-	-
Corporate Obligations	2,246	6.64	-	-	3,541	5.48	-	-
Marketable Equity Securities	-	-	1,000	6.33	-	-	2	-
Total Investment Portfolio	\$ 24,859	4.29%	\$ 77,400	4.85%	\$ 55,196	5.40%	\$ 9,736	5.54%

Part II (Continued)

Item 7 (Continued)

Securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Securities are classified as available for sale when they might be sold before maturity. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income. The Company has 99.9 percent of its portfolio classified as available for sale.

At December 31, 2007, there were no holdings of any one issuer, other than the U.S. government and its agencies, in an amount greater than 10 percent of the Company's stockholders' equity.

The average yield of the securities portfolio was 4.77 percent in 2007 compared to 4.34 percent in 2006 and 3.43 percent in 2005. The increase in the average yield from 2006 to 2007 primarily resulted from the investment of new funds at higher rates due to Federal Reserve's rate hike during 2006. The overall growth in the securities portfolio over the comparable periods was primarily funded by deposit growth.

Deposits

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the years 2007, 2006 and 2005.

(\$ in thousands)	2007		2006		2005	
	Average Amount	Average Rate	Average Amount	Average Rate	Average Amount	Average Rate
Noninterest-Bearing Demand Deposits	\$ 76,509		\$ 73,334		\$ 68,259	
Interest-Bearing Demand and Savings	214,111	2.13%	210,461	1.97%	202,618	1.38%
Time Deposits	730,917	5.22	707,173	4.59	607,232	3.26
Total Deposits	\$ 1,021,537	4.18%	\$ 990,968	3.69%	\$ 878,109	2.57%

The following table presents the maturities of the Company's other time deposits as of December 31, 2007.

(\$ in thousands)	Other Time Deposits \$100,000 or Greater	Other Time Deposits Less Than \$100,000	Total
Months to Maturity			
3 or Less	\$ 81,144	\$ 91,536	\$ 172,680
Over 3 through 12	229,828	230,430	460,258
Over 12 Months	36,247	41,413	77,660
	<u>\$ 347,219</u>	<u>\$ 363,379</u>	<u>\$ 710,598</u>

Part II (Continued)

Item 7 (Continued)

Average deposits increased \$30.6 million in 2007 compared to 2006 and \$112.9 million in 2006 compared to 2005. The increase in 2007 included \$3.2 million or 10.4 percent, related to noninterest-bearing deposits while the increase in 2006 included \$5.1 million, or 4.5 percent related to noninterest-bearing deposits. Accordingly, the ratio of average noninterest-bearing deposits to total average deposits was 7.5 percent in 2007 from 7.4 percent in 2006 and 7.8 percent in 2005. The general increase in market rates had the effect of (i) increasing the average cost of interest-bearing deposits by 53 basis points in 2007 compared to 2006 and increasing the average cost of interest-bearing deposits by 120 basis points in 2006 compared to 2005; and (ii) mitigating a portion of the impact of increasing yields on earning assets on the Company's net interest income.

Total average interest-bearing deposits increased \$27.4 million, or 2.99 percent in 2007 compared to 2006 and increased \$107.8 million, or 13.31 percent, in 2006 compared to 2005. The growth in average deposits in 2007 compared to 2006 was primarily in other time deposit accounts. With the current interest rate environment, it appears that many customers are choosing to maintain such funds in time deposit accounts, with the prevalent investment period continuing to be for one year time deposits.

The Company supplements deposit sources with brokered deposits. As of December 31, 2007, the Company had \$54.7 million, or 5.37 percent of total deposits, in brokered certificates of deposit attracted by external third parties.

Off-Balance Sheet Arrangements, Commitments, Guarantees, and Contractual Obligations

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of December 31, 2007. Payments for borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts. Loan commitments and standby letters of credit are presented at contractual amounts; however, since many of these commitments are expected to expire unused or only partially used, the total amounts of these commitments do not necessarily reflect future cash requirements.

Part II (Continued)
Item 7 (Continued)

	Payments Due by Period				Total
	1 Year or Less	More than 1 Year but Less Than 3 Years	3 Years or More but Less Than 5 Years	5 Years or More	
Contractual Obligations					
Subordinated Debentures	\$ -	\$ -	\$ -	\$ 24,229	\$ 24,229
Federal Funds Purchased	1,346	-	-	-	1,346
Other Borrowed Money	100	-	-	-	100
Federal Home Loan Bank Advances	9,500	1,000	41,000	22,000	73,500
Operating Leases	123	183	176	57	539
Deposits with Stated Maturity Dates	632,938	63,905	13,699	56	710,598
	<u>644,007</u>	<u>65,088</u>	<u>54,875</u>	<u>46,342</u>	<u>810,312</u>
Other Commitments					
Loan Commitments	93,105	-	-	-	93,105
Standby Letters of Credit	3,814	-	-	-	3,814
Construction Contracts	1,662	-	-	-	1,662
	<u>98,581</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>98,581</u>
Total Contractual Obligations and Other Commitments	<u>\$ 742,588</u>	<u>\$ 65,088</u>	<u>\$ 54,875</u>	<u>\$ 46,342</u>	<u>\$ 908,893</u>

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

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

Loan commitments outstanding at December 31, 2007 are included in the preceding table.

Standby Letters of Credit. Letters of credit are written conditional commitments issued by the Company to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Company would be required to fund the commitment. The maximum potential amount of future payments the Company could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the Company would be entitled to seek recovery from the customer. The Company's policies generally require that standby letters of credit arrangements contain security and debt covenants similar to those contained in loan agreements. Standby letters of credit outstanding at December 31, 2007 are included in the preceding table.

Part II (Continued)

Item 7 (Continued)

Capital and Liquidity

At December 31, 2007, stockholders' equity totaled \$83.7 million compared to \$76.6 million at December 31, 2006. In addition to net income of \$8.55 million, other significant changes in stockholders' equity during 2007 included \$2.63 million of dividends declared and an increase of \$212 thousand resulting from the stock grant plan. The accumulated other comprehensive income component of stockholders' equity totaled \$272 thousand at December 31, 2007 compared to \$(975) thousand at December 31, 2006. This fluctuation was mostly related to the after-tax effect of changes in the fair value of securities available for sale. Under regulatory requirements, the unrealized gain or loss on securities available for sale does not increase or reduce regulatory capital and is not included in the calculation of risk-based capital and leverage ratios. Regulatory agencies for banks and bank holding companies utilize capital guidelines designed to measure Tier 1 and total capital and take into consideration the risk inherent in both on-balance sheet and off-balance sheet items. Tier 1 capital consists of common stock and qualifying preferred stockholders' equity less goodwill. Tier 2 capital consists of certain convertible, subordinated and other qualifying debt and the allowance for loan losses up to 1.25 percent of risk-weighted assets. The Company has no Tier 2 capital other than the allowance for loan losses and gain on marketable equity securities.

Using the capital requirements presently in effect, the Tier 1 ratio as of December 31, 2007 was 10.83 percent and total Tier 1 and 2 risk-based capital was 12.08 percent. Both of these measures compare favorably with the regulatory minimum of 4 percent for Tier 1 and 8 percent for total risk-based capital. The Company's Tier 1 leverage ratio as of December 31, 2007 was 8.60 percent, which exceeds the required ratio standard of 4 percent.

For 2007, average capital was \$80.6 million, representing 6.69 percent of average assets for the year. This compares to 6.20 percent for 2006.

The Company paid a quarterly dividend of \$0.0875, \$0.09, \$0.0925 and \$0.095 per common share during the first, second, third and fourth quarters of 2007, respectively, and quarterly dividends of \$0.0775, \$0.08, \$0.0825 and \$0.085 per common share during the first, second, third and fourth quarters of 2006, respectively. This equates to a dividend payout ratio of 30.67 percent in 2007 and 23.05 percent in 2006.

The Company, primarily through the actions of its subsidiary banks, 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 noncore 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 Banks.

Part II (Continued)

Item 7 (Continued)

The investment portfolio provides a ready means to raise cash if liquidity needs arise. As of December 31, 2007, the Company held \$167 million in bonds (excluding FHLB stock), at current market value in the available for sale portfolio. At December 31, 2006, the available for sale bond portfolio totaled \$149 million. Only marketable investment grade bonds are purchased. Although most of the Banks' bond portfolios are encumbered as pledges to secure various public funds deposits, repurchase agreements, and for other purposes, management can restructure and free up investment securities for a sale if required to meet liquidity needs.

Management continually monitors the relationship of loans to deposits as it primarily determines the Company's liquidity posture. Colony had ratios of loans to deposits of 92.8 percent as of December 31, 2007 and 90.3 percent at December 31, 2006. 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 December 31, 2007 and December 31, 2006 were 86.4 percent and 85.2 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 December 31, 2007 and December 31, 2006, the Banks had \$347.2 million and \$366.0 million, respectively, in certificates of deposit of \$100,000 or more. These larger deposits represented 34.09 percent and 35.11 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.

Local market deposit sources proved insufficient to fund the strong loan growth trends at Colony over the past several years. The Company supplemented deposit sources with brokered deposits. As of December 31, 2007, the Company had \$54.7 million, or 5.37 percent of total deposits, in brokered certificates of deposit attracted by external third parties. Additionally, the Banks use external wholesale or Internet services to obtain out-of-market certificates of deposit at competitive interest rates when funding is needed.

To plan for contingent sources of funding not satisfied by both local and out-of-market deposit balances, Colony and its subsidiaries 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 Banks have 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.

Part II (Continued)

Item 7 (Continued)

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

Liability liquidity is provided by access to funding sources which include core deposits. Should the need arise, the Company also maintains relationships with the Federal Home Loan Bank and several correspondent banks that can provide funds on short notice.

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

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

Impact of Inflation and Changing Prices

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

Regulatory and Economic Policies

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

Part II (Continued)

Item 7 (Continued)

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

Recently Issued Accounting Pronouncements

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

Quantitative and Qualitative Disclosures About Market Risk

AVERAGE BALANCE SHEETS

(\$ in thousands)	2007			2006			2005		
	Average Balances	Income/Expense	Yields/Rates	Average Balances	Income/Expense	Yields/Rates	Average Balances	Income/Expense	Yields/Rates
Assets									
Interest-Earning Assets									
Loans, Net of Unearned Income (1)	\$ 947,569	\$ 81,100	8.56%	\$ 912,926	\$ 75,217	8.24%	\$ 819,900	\$ 58,428	7.13%
Investment Securities									
Taxable	144,591	6,805	4.71	128,109	5,474	4.27	107,696	3,586	3.33
Tax-Exempt (2)	12,442	683	5.49	7,429	412	5.55	6,008	318	5.29
Total Investment Securities	157,033	7,488	4.77	135,538	5,886	4.34	113,704	3,904	3.43
Interest-Bearing Deposits	2,879	143	4.97	2,753	133	4.83	2,792	86	3.08
Federal Funds Sold	28,863	1,478	5.12	41,307	2,035	4.93	38,692	1,266	3.27
Other Interest-Earning Assets	5,308	309	5.82	5,192	279	5.37	4,878	177	3.63
Total Interest-Earning Assets	1,141,652	90,518	7.93	1,097,716	83,550	7.61	979,966	63,861	6.52
Noninterest-Earning Assets									
Cash	21,575			22,372			20,014		
Allowance for Loan Losses	(13,074)			(11,764)			(10,499)		
Other Assets	54,012			52,394			45,296		
Total Noninterest-Earning Assets	62,513			63,002			54,811		
Total Assets	\$1,204,165			\$1,160,718			\$1,034,777		
Liabilities and Stockholders' Equity									
Interest-Bearing Liabilities									
Interest-Bearing Demand and Savings	\$ 214,111	\$ 4,555	2.13%	\$ 210,461	\$ 4,155	1.97%	\$ 202,618	\$ 2,790	1.38%
Other Time	730,917	38,176	5.22	707,173	32,455	4.59	607,232	19,800	3.26
Total Interest-Bearing Deposits	945,028	42,731	4.52	917,634	36,610	3.99	809,850	22,590	2.79
Other Interest-Bearing Liabilities									
Other Borrowed Money	66,200	2,905	4.39	65,794	2,874	4.37	66,601	2,605	3.91
Subordinated Debentures	26,011	2,006	7.71	22,718	1,879	8.27	19,074	1,269	6.65
Federal Funds Purchased	1,130	59	5.22	563	29	5.15	449	16	3.56
Total Other Interest-Bearing Liabilities	93,341	4,970	5.32	89,075	4,782	5.37	86,124	3,890	4.52
Total Interest-Bearing Liabilities	1,038,369	47,701	4.59	1,006,709	41,392	4.11	895,974	26,480	2.96
Noninterest-Bearing Liabilities and Stockholders' Equity									
Demand Deposits	76,509			73,334			68,259		
Other Liabilities	8,692			8,682			5,398		
Stockholders' Equity	80,595			71,993			65,146		
Total Noninterest-Bearing Liabilities and Stockholders' Equity	165,796			154,009			138,803		
Total Liabilities and Stockholders' Equity	\$1,204,165			\$1,160,718			\$1,034,777		

Interest Rate Spread	3.34%	3.50%	3.56%
Net Interest Income	\$ 42,817	\$ 42,158	\$ 37,381
Net Interest Margin	3.75%	3.84%	3.81%

- (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 \$127, \$130 and \$119 for 2007, 2006 and 2005 respectively, are included in interest on loans. The adjustments are based on a federal tax rate of 34 percent.
- (2) Taxable-equivalent adjustments totaling \$232, \$140 and \$108 for 2007, 2006, and 2005 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 II (Continued)
Item 7 (Continued)

Colony Bankcorp, Inc. and Subsidiaries
Interest Rate Sensitivity

The following table is an analysis of the Company's interest rate-sensitivity position at December 31, 2007. The interest-bearing rate-sensitivity gap, which is the difference between interest-earning assets and interest-bearing liabilities by repricing period, is based upon maturity or first repricing opportunity, along with a cumulative interest rate-sensitivity gap. It is important to note that the table indicates a position at a specific point in time and may not be reflective of positions at other times during the year or in subsequent periods. Major changes in the gap position can be, and are, made promptly as market outlooks change.

	Assets and Liabilities Repricing Within					Total
	3 Months or Less	4 to 12 Months	1 Year	1 to 5 Years	Over 5 Years	
(\$ in Thousands)						
Earning Assets						
Interest-Bearing Deposits	\$ 1,467	\$ -	\$ 1,467	\$ -	\$ -	\$ 1,467
Federal Funds Sold	21,737	-	21,737	-	-	21,737
Investment Securities	18,263	16,893	35,156	98,545	33,490	167,191
Loans, Net of Unearned Income	438,561	183,113	621,674	311,774	11,530	944,978
Other Interest-Bearing Assets	5,533	-	5,533	-	-	5,533
Total Interest-Earning Assets	485,561	200,006	685,567	410,319	45,020	1,140,906
Interest-Bearing Liabilities						
Interest-Bearing Demand Deposits (1)	190,304	-	190,304	-	-	190,304
Savings (1)	31,588	-	31,588	-	-	31,588
Time Deposits	172,680	460,258	632,938	77,604	56	710,598
Other Borrowings (2)	6,100	6,500	12,600	42,000	19,000	73,600
Subordinated Debentures	24,229	-	24,229	-	-	24,229
Federal Funds Purchased	1,346	-	1,346	-	-	1,346
Total Interest-Bearing Liabilities	426,247	466,758	893,005	119,604	19,056	1,031,665
Interest Rate-Sensitivity Gap	59,314	(266,752)	(207,438)	290,715	25,964	\$ 109,241
Cumulative Interest-Sensitivity Gap	\$ 59,314	\$ (207,438)	\$ (207,438)	\$ 83,277	\$ 109,241	
Interest Rate-Sensitivity Gap as a Percentage of Interest-Earning Assets	5.20%	(23.38)%	(18.18)%	25.48%	2.28%	
Cumulative Interest Rate-Sensitivity as a Percentage of Interest-Earning Assets	5.20%	(18.18)%	(18.18)%	7.30%	9.57%	

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

(2) Short-term borrowings for repricing purposes are considered to reprice within 3 months or less.

Part II (Continued)

Item 7 (Continued)

The foregoing table indicates that we had a one-year negative gap of (\$207) million, or (18.18) percent of total assets at December 31, 2007. In theory, this would indicate that at December 31, 2007, \$207 million more in liabilities than assets would reprice if there were a change in interest rates over the next 365 days. Thus, if interest rates were to decline, the gap would indicate a resulting increase in net interest margin. However, changes in the mix of earning assets or supporting liabilities can either increase or decrease the net interest margin without affecting interest rate sensitivity. In addition, the interest rate spread between an asset and our supporting liability can vary significantly while the timing of repricing of both the assets and our supporting liability can remain the same, thus impacting net interest income. This characteristic is referred to as a basis risk and, generally, relates to the repricing characteristics of short-term funding sources such as certificates of deposit.

Gap analysis has certain limitations. Measuring the volume of repricing or maturing assets and liabilities does not always measure the full impact on the portfolio value of equity or net interest income. Gap analysis does not account for rate caps on products; dynamic changes such as increasing prepay speeds as interest rates decrease, basis risk, or the benefit of nonrate funding sources. The majority of our loan portfolio reprices quickly and completely following changes in market rates, while nonterm deposit rates in general move slowly and usually incorporate only a fraction of the change in rates. Products categorized as nonrate sensitive, such as our noninterest-bearing demand deposits, in the gap analysis behave like long-term fixed rate funding sources. Both of these factors tend to make our actual behavior more asset sensitive than is indicated in the gap analysis. In fact, we experience higher net interest income when rates rise, opposite what is indicated by the gap analysis. Also, during the recent period of declines in interest rates, our net interest margin has declined. Therefore, management uses gap analysis, net interest margin analysis and market value of portfolio equity as our primary interest rate risk management tools.

The Company is now utilizing SunTrust Asset/Liability Management Analysis for a more dynamic analysis of balance sheet structure. The Company has established earnings at risk for net interest income in a +/- 200 basis point rate shock to be no more than a fifteen percent change. The most recent analysis as of December 31, 2007 indicates that net interest income would deteriorate 9.61 percent with a 200 basis point decrease and would improve 4.45 percent with a 200 basis point increase. The Company has established equity at risk in a +/- 200 basis point rate shock to be no more than a twenty percent change. The most recent analysis as of December 31, 2007 indicates that net economic value of equity percentage change would decrease 0.15 percent with a 200 basis point increase and would decrease 9.57 percent with a 200 basis point decrease. The Company has established its one-year gap to be 0.80 percent to 1.20 percent. The most recent analysis as of December 31, 2007 indicates a one-year gap of 0.90 percent. The analysis reflects net interest margin compression in a declining interest rate environment. Given that interest rates are projected to decline further in 2008 but begin to increase in late 2008 or early 2009, the Company is focusing on areas to minimize margin compression in the future. These include minimizing longer term fixed rate loans, shortening on the yield curve with investments, securing longer term FHLB advances, securing brokered certificates of deposit for longer terms and focusing on reduction of nonperforming assets.

Part II (Continued)

Item 7 (Continued)

Return on Assets and Stockholder's Equity

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

	Year Ended December 31		
	2007	2006	2005
Return on Assets	0.71%	0.87%	0.87%
Return on Equity	10.60%	14.10%	13.78%
Dividend Payout	30.67%	23.05%	22.80%
Equity to Assets	6.93%	6.31%	6.15%
Dividends Declared	\$ 0.365	\$ 0.325	\$ 0.285

Future Outlook

Colony is an emerging company in an industry filled with nonregulated competitors and a rapid pace of consolidation. The year brings with it new opportunities for growth in our existing markets, as well as opportunities to expand into new markets through acquisitions and denovo branching. The Company completed construction of two offices during 2006 – one of which was its second Houston County location in Centerville, Georgia that was opened during the first quarter 2006 and the other was its first location in Columbus/Muscogee County that was opened in the third quarter 2006. Entry into the MSA markets – Savannah, Columbus, Albany, Warner Robins/Macon and Valdosta – will require multi-branch offices, and the Company is presently looking for available real estate to purchase in those markets. The Company began construction on its second Savannah location during the fourth quarter 2007 and anticipates opening during the fourth quarter 2008. Also, the Company purchased real estate for another location in Albany, Dougherty County Georgia though no established date for construction has been set. In response to the elevated risk of residential real estate and land development loans, management has extensively reviewed our loan portfolio with a particular emphasis on our residential and land development real estate exposure. Senior management with experience in problem loan workouts have been identified and assigned responsibility to oversee the workout and resolution of problem loans. The Company will continue to closely monitor our real estate dependent loans throughout the Company and focus on asset quality during this economic downturn.

Part II (Continued)

Item 7A

Quantitative and Qualitative Disclosures about Market Risk

The information required by this item is located in Item 7 under the heading Interest Rate Sensitivity.

Item 8

Financial Statements and Supplemental Data

The following consolidated financial statements of the Registrant and its subsidiaries are included on exhibit 13 of this Annual Report on Form 10-K:

Consolidated Balance Sheets – December 31, 2007 and 2006

Consolidated Statements of Income – Years Ended December 31, 2007, 2006 and 2005

Consolidated Statements of Comprehensive Income – Years Ended December 31, 2007, 2006 and 2005

Consolidated Statements of Stockholders' Equity – Years Ended December 31, 2007, 2006 and 2005

Consolidated Statements of Cash Flows – Years Ended December 31, 2007, 2006 and 2005

Notes to Consolidated Financial Statements

Part II (Continued)

Item 8 (Continued)

Quarterly Results of Operations (Unaudited)

The following is a summary of the unaudited quarterly results of operations for the years ended December 31, 2007 and 2006:

	Three Months Ended			
	December 31	September 30	June 30	March 31
2007	(\$ in Thousands, Except Per Share Data)			
Interest Income	\$ 22,336	\$ 22,931	\$ 22,636	\$ 22,257
Interest Expense	11,946	12,138	11,811	11,806
Net Interest Income	10,390	10,793	10,825	10,451
Provision for Loan Losses	3,253	850	914	914
Securities Gains (Losses)	-	(2)	2	184
Noninterest Income	1,805	1,848	2,054	1,926
Noninterest Expense	7,950	7,756	7,965	7,909
Income Before Income Taxes	992	4,033	4,002	3,738
Provision for Income Taxes	240	1,414	1,300	1,264
Net Income	<u>\$ 752</u>	<u>\$ 2,619</u>	<u>\$ 2,702</u>	<u>\$ 2,474</u>
Net Income Per Common Share				
Basic	\$ 0.11	\$ 0.36	\$ 0.38	\$ 0.34
Diluted	0.11	0.36	0.38	0.34
2006				
Interest Income	\$ 22,351	\$ 21,748	\$ 20,581	\$ 18,600
Interest Expense	11,870	10,954	9,901	8,667
Net Interest Income	10,481	10,794	10,680	9,933
Provision for Loan Losses	997	1,021	1,047	922
Noninterest Income	1,826	1,898	2,018	1,608
Noninterest Expense	7,516	7,680	7,599	7,087
Income Before Income Taxes	3,794	3,991	4,052	3,532
Provision for Income Taxes	1,183	1,369	1,442	1,223
Net Income	<u>\$ 2,611</u>	<u>\$ 2,622</u>	<u>\$ 2,610</u>	<u>\$ 2,309</u>
Net Income Per Common Share				
Basic	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.32
Diluted	0.36	0.36	0.36	0.32

Part II (Continued)

Item 9

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There was no accounting or disclosure disagreement or reportable event with the former or current auditors that would have required the filing of a report on Form 8-K.

Item 9A

Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and the Principal Financial and Accounting Officer, of the design and operation of the disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Principal Financial and Accounting Officer concluded that the disclosure controls and procedures are effective.

Management's Report on Internal Control Over Financial Reporting

Colony's management is responsible for establishing and maintaining adequate internal control over financial reporting. Colony's internal control over financial reporting is a process designed under the supervision of the Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Colony's financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Colony's management assessed the effectiveness of Colony's internal control over financial reporting as of December 31, 2007 based on the criteria for effective internal control over financial reporting established in *Internal Control-Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, management determined that Colony maintained effective internal control over financial reporting as of December 31, 2007.

Part II (Continued)

Item 9A (Continued)

McNair, McLemore, Middlebrooks & Co., LLP, the independent registered public accounting firm that audited the consolidated financial statements of Colony included in this Annual Report on Form 10-K, has issued an attestation report on management's assessment of the effectiveness of Colony's internal control over financial reporting as of December 31, 2007. The report, which expresses unqualified opinions on management's assessment and on the effectiveness of Colony's internal control over financial reporting as of December 31, 2007, is included in Item 8 of this Report under the heading "Report of Independent Registered Public Accounting Firm."

Colony Bankcorp, Inc.
March 12, 2008

Item 9B

Other Information

None.

Part III

Item 10

Directors and Executive Officers and Corporate Governance

Code of Ethics

Colony Bankcorp, Inc. has adopted a Code of Ethics that applies to the Company's principal executive officer and principal accounting and financial officer. A copy of the Code of Ethics will be provided to any person without charge, upon written request mailed to Terry Hester, Colony Bankcorp, Inc., 115 S. Grant Street, Fitzgerald, Georgia 31750.

The remaining information required by this item is incorporated by reference to the Company's definitive Proxy Statements to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this Annual Report.

Item 11

Executive Compensation

The information required by this item is incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this Annual Report.

Part III (Continued)

Item 12

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be Issued Upon Stock Grant, Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved By Security Holders			
2004 Restricted Stock Grant Plan			128,593
Equity Compensation Plans Not Approved by Security Holders			
1999 Restricted Stock Grant Plan			1,249
			129,842

The remaining information required by this item is incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this Annual Report.

Item 13

Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated by reference to the Company's definitive Proxy Statements to be filed with Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the fiscal year covered by this Annual Report.

Item 14

Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the Company's definitive Proxy Statements to be filed with Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the fiscal year covered by this Annual Report.

Part IV

Item 15

Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

- (1) Financial Statements
- (2) Financial Statements Schedules:

All schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or the related notes.

- (3) A list of the exhibits required by Item 601 of Regulation S-K to be filed as a part of this report is shown on the "Exhibit Index" filed herewith.

Exhibit Index

3.1 Articles of Incorporation

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

3.2 Bylaws, as Amended

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

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).

10.1 Deferred Compensation Plan and Sample Director Agreement

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

10.2 Profit-Sharing Plan Dated January 1, 1979

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

10.3 1999 Restricted Stock Grant Plan and Restricted Stock Grant Agreement

-filed as Exhibit 10(c) the Registrant's Annual Report on Form 10-K (File 000-12436), filed with the Commission on March 30, 2001 and incorporated herein by reference.

Part IV

Item 15 (Continued)

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 Stockholders 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 Tracks, 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.

11 Statement of Computation of Per Share Earnings

13 Consolidated Financial Statements of Colony Bankcorp, Inc. as of December 31, 2007 and 2006.

21 Subsidiaries of the Company

31.1 Certificate of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certificate of Chief Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Colony Bankcorp, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

COLONY BANKCORP, INC.

/s/ Al D. Ross
Al D. Ross
President/Director/Chief Executive Officer
March 14, 2008
Date

/s/ Terry L. Hester
Terry L. Hester
Executive Vice-President/Chief Financial Officer/Director
March 14, 2008
Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Terry Coleman
Terry Coleman, Director

March 14, 2008
Date

/s/ L. Morris Downing
L. Morris Downing, Director

March 14, 2008
Date

/s/ Edward J. Harrell
Edward J. Harrell, Director

March 14, 2008
Date

/s/ Mark H. Masee
Mark H. Masee, Director

March 14, 2008
Date

/s/ James D. Minix
James D. Minix, Director

March 14, 2008
Date

Table of Contents

/s/ Charles E. Myler
Charles E. Myler, Director

March 14, 2008
Date

/s/ W. B. Roberts, Jr.
W. B. Roberts, Jr., Director

March 14, 2008
Date

/s/ Jonathan W. R. Ross
Jonathan W. R. Ross, Director

March 14, 2008
Date

/s/ B. Gene Waldron
B. Gene Waldron, Director

March 14, 2008
Date

STATEMENT OF COMPUTATION OF EARNINGS PER SHARE

Year Ended
December 31, 2007

	Shares	Earnings Per Share
	(In Thousands)	

Basic Weighted Average Shares Outstanding	7,189	\$ 1.19
---	-------	---------

Diluted

Average Shares Outstanding	7,189	
----------------------------	-------	--

Common Stock Equivalents	8	
--------------------------	---	--

	7,197	\$ 1.19
--	-------	---------

Year Ended
December 31, 2006

Basic Weighted Average Shares Outstanding	7,177	\$ 1.41
---	-------	---------

Diluted

Average Shares Outstanding	7,177	
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Common Stock Equivalents	1	
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	7,178	\$ 1.41
--	-------	---------

McNAIR, McLEMORE, MIDDLEBROOKS & Co., LLP
 CERTIFIED PUBLIC ACCOUNTANTS
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 SIDNEY B. McNAIR, CPA (1913-1992)

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 J. RANDOLPH NICHOLS, CPA
 WILLIAM H. EPPS, JR., CPA
 RAYMOND A. PIPPIN, JR., CPA
 JERRY A. WOLFE, CPA
 W. E. BARFIELD, JR., CPA
 HOWARD S. HOLLEMAN, CPA
 F. GAY McMICHAEL, CPA

RICHARD A. WHITTEN, JR., CPA
 ELIZABETH WARE HARDIN, CPA
 CAROLINE E. GRIFFIN, CPA
 RONNIE K. GILBERT, CPA
 RON C. DOUTHIT, CPA
 CHARLES A. FLETCHER, CPA
 MARJORIE HUCKABEE CARTER, CPA
 BRYAN A. ISGETT, CPA
 DAVID PASCHAL MUSE, JR., CPA

March 14, 2008

**REPORT OF INDEPENDENT
 REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders
 Colony Bankcorp, Inc.

We have audited the accompanying consolidated balance sheets of **Colony Bankcorp, Inc. and Subsidiaries** as of December 31, 2007 and 2006 and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Colony Bankcorp, Inc. and Subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Colony Bankcorp, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 14, 2008 expressed an unqualified opinion on the effectiveness of Colony Bankcorp, Inc.'s internal control over financial reporting.

/s/ McNAIR, McLEMORE, MIDDLEBROOKS & CO., LLP
 McNAIR, McLEMORE, MIDDLEBROOKS & CO., LLP

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BRYAN A. ISGETT, CPA
DAVID PASCHAL MUSE, JR., CPA

March 14, 2008

**REPORT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders
Colony Bankcorp, Inc.

We have audited Colony Bankcorp, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. Colony Bankcorp, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Colony Bankcorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007 based on criteria established in *Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Colony Bankcorp, Inc. and Subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2007 and our report dated March 14, 2008, expressed an unqualified opinion.

/s/ McNAIR, McLEMORE, MIDDLEBROOKS & CO., LLP
McNAIR, McLEMORE, MIDDLEBROOKS & CO., LLP

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31

ASSETS

	<u>2007</u>	<u>2006</u>
Cash and Cash Equivalents		
Cash and Due from Banks	\$ 28,369,037	\$ 27,231,017
Federal Funds Sold	<u>21,737,143</u>	<u>45,149,434</u>
	<u>50,106,180</u>	<u>72,380,451</u>
Interest-Bearing Deposits	<u>1,466,690</u>	<u>3,075,481</u>
Investment Securities		
Available for Sale, at Fair Value	167,123,042	149,236,225
Held to Maturity, at Cost (Fair Value of \$72,005 and \$70,874 as of December 31, 2007 and 2006, Respectively)	<u>68,170</u>	<u>70,874</u>
	<u>167,191,212</u>	<u>149,307,099</u>
Federal Home Loan Bank Stock, at Cost	<u>5,532,700</u>	<u>5,086,800</u>
Loans	945,278,642	942,273,015
Allowance for Loan Losses	(15,512,940)	(11,989,359)
Unearned Interest and Fees	<u>(300,577)</u>	<u>(501,143)</u>
	<u>929,465,125</u>	<u>929,782,513</u>
Premises and Equipment	<u>27,808,838</u>	<u>27,453,132</u>
Other Real Estate	<u>1,332,391</u>	<u>970,320</u>
Goodwill	<u>2,412,338</u>	<u>2,412,338</u>
Other Intangible Assets	<u>402,253</u>	<u>438,714</u>
Other Assets	<u>23,058,742</u>	<u>22,597,010</u>
Total Assets	<u><u>\$ 1,208,776,469</u></u>	<u><u>\$ 1,213,503,858</u></u>

The accompanying notes are an integral part of these balance sheets.

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31

LIABILITIES AND STOCKHOLDERS' EQUITY

	<u>2007</u>	<u>2006</u>
Deposits		
Noninterest-Bearing	\$ 86,111,783	\$ 77,335,680
Interest-Bearing	<u>932,490,203</u>	<u>965,110,219</u>
	<u>1,018,601,986</u>	<u>1,042,445,899</u>
Borrowed Money		
Federal Funds Purchased	1,346,000	1,070,000
Subordinated Debentures	24,229,000	24,229,000
Other Borrowed Money	<u>73,600,000</u>	<u>61,500,000</u>
	<u>99,175,000</u>	<u>86,799,000</u>
Other Liabilities	<u>7,256,365</u>	<u>7,647,798</u>
Commitments and Contingencies		
Stockholders' Equity		
Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 7,200,913 and 7,189,937 Shares as of December 31, 2007 and 2006, Respectively	7,200,913	7,189,937
Paid-In Capital	24,420,497	24,257,392
Retained Earnings	52,086,834	46,416,571
Restricted Stock – Unearned Compensation	(237,002)	(277,918)
Accumulated Other Comprehensive Income (Loss), Net of Tax	<u>271,876</u>	<u>(974,821)</u>
	<u>83,743,118</u>	<u>76,611,161</u>
Total Liabilities and Stockholders' Equity	<u>\$1,208,776,469</u>	<u>\$1,213,503,858</u>

The accompanying notes are an integral part of these balance sheets.

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Interest Income			
Loans, Including Fees	\$ 80,973,666	\$ 75,086,845	\$ 58,308,810
Federal Funds Sold	1,477,985	2,034,823	1,266,120
Deposits with Other Banks	142,785	133,321	86,121
Investment Securities			
U. S. Government Agencies	6,437,743	5,198,384	3,412,711
State, County and Municipal	549,031	381,085	240,864
Corporate Obligations	269,283	162,377	138,559
Other Investments	-	3,808	3,223
Dividends on Other Investments	308,840	278,974	177,335
	<u>90,159,333</u>	<u>83,279,617</u>	<u>63,633,743</u>
Interest Expense			
Deposits	42,730,760	36,610,386	22,590,018
Federal Funds Purchased	59,145	28,853	16,259
Borrowed Money	4,910,945	4,752,642	3,873,730
	<u>47,700,850</u>	<u>41,391,881</u>	<u>26,480,007</u>
Net Interest Income	42,458,483	41,887,736	37,153,736
Provision for Loan Losses	5,930,756	3,987,000	3,443,750
Net Interest Income After Provision for Loan Losses	<u>36,527,727</u>	<u>37,900,736</u>	<u>33,709,986</u>
Noninterest Income			
Service Charges on Deposits	4,771,239	4,580,181	4,127,889
Other Service Charges, Commissions and Fees	921,502	831,472	708,276
Mortgage Fee Income	966,897	767,803	493,458
Securities Gains	183,656	-	-
Other	973,687	1,170,725	822,337
	<u>7,816,981</u>	<u>7,350,181</u>	<u>6,151,960</u>
Noninterest Expenses			
Salaries and Employee Benefits	17,866,304	16,870,488	14,127,949
Occupancy and Equipment	4,039,327	4,034,909	3,777,759
Directors' Fees	632,547	638,721	616,534
Legal and Professional Fees	1,144,229	1,070,605	764,896
Other Real Estate and Repossession Expense	100,959	162,384	126,630
Loss on Sale of Other Real Estate	48,384	20,263	185,379
Other	7,747,539	7,084,189	6,476,263
	<u>31,579,289</u>	<u>29,881,559</u>	<u>26,075,410</u>
Income Before Income Taxes	12,765,419	15,369,358	13,786,536
Income Taxes	4,218,463	5,217,363	4,809,320
Net Income	<u>\$ 8,546,956</u>	<u>\$ 10,151,995</u>	<u>\$ 8,977,216</u>
Net Income Per Share of Common Stock			
Basic	<u>\$ 1.19</u>	<u>\$ 1.41</u>	<u>\$ 1.25</u>
Diluted	<u>\$ 1.19</u>	<u>\$ 1.41</u>	<u>\$ 1.25</u>

Cash Dividends Declared Per Share of Common Stock	\$ 0.365	\$ 0.325	\$ 0.285
Weighted Average Shares Outstanding	7,188,696	7,176,894	7,168,406

The accompanying notes are an integral part of these statements.

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net Income	<u>\$ 8,546,956</u>	<u>\$ 10,151,995</u>	<u>\$ 8,977,216</u>
Other Comprehensive Income, Net of Tax			
Gains (Losses) on Securities Arising During the Year	1,367,910	377,840	(755,824)
Reclassification Adjustment	<u>(121,213)</u>	<u>-</u>	<u>-</u>
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects	<u>1,246,697</u>	<u>377,840</u>	<u>(755,824)</u>
Comprehensive Income	<u>\$ 9,793,653</u>	<u>\$ 10,529,835</u>	<u>\$ 8,221,392</u>

The accompanying notes are an integral part of these statements.

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

	<u>Shares Issued</u>	<u>Common Stock</u>	<u>Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Restricted Stock - Unearned Compensation</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total</u>
Balance, December 31, 2004	5,738,343	\$ 5,738,343	\$23,713,200	\$33,119,090	\$ (210,833)	\$ (596,837)	\$61,762,963
5 for 4 Stock Split Effected as a Stock Dividend	1,436,579	1,436,579		(1,436,579)			-
Issuance of Restricted Stock	11,200	11,200	369,600		(380,800)		-
Forfeiture of Restricted Stock	(4,802)	(4,802)	(83,025)		87,827		-
Amortization of Unearned Compensation					201,923		201,923
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects						(755,824)	(755,824)
Dividends Declared				(2,058,286)			(2,058,286)
Net Income				<u>8,977,216</u>			<u>8,977,216</u>
Balance, December 31, 2005	7,181,320	7,181,320	23,999,775	38,601,441	(301,883)	(1,352,661)	68,127,992
Issuance of Restricted Stock	12,790	12,790	303,123		(315,913)		-
Forfeiture of Restricted Stock	(4,173)	(4,173)	(106,663)		110,836		-
Tax Benefit of Restricted Stock			61,157				61,157
Amortization of Unearned Compensation					229,042		229,042
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects						377,840	377,840
Dividends Declared				(2,336,865)			(2,336,865)
Net Income				<u>10,151,995</u>			<u>10,151,995</u>
Balance, December 31, 2006	7,189,937	7,189,937	24,257,392	46,416,571	(277,918)	(974,821)	76,611,161
Cumulative Effect of Change in Accounting for Uncertainty in Income Taxes				(247,312)			(247,312)
Issuance of Restricted Stock	16,175	16,175	270,122		(286,297)		-
Forfeiture of Restricted Stock	(5,199)	(5,199)	(110,514)		115,713		-
Tax Benefit of Restricted Stock			3,497				3,497
Amortization of Unearned Compensation					211,500		211,500
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects						1,246,697	1,246,697
Dividends Declared				(2,629,381)			(2,629,381)
Net Income				<u>8,546,956</u>			<u>8,546,956</u>
Balance, December 31, 2007	<u>7,200,913</u>	<u>\$ 7,200,913</u>	<u>\$24,420,497</u>	<u>\$52,086,834</u>	<u>\$ (237,002)</u>	<u>\$ 271,876</u>	<u>\$83,743,118</u>

The accompanying notes are an integral part of these statements.

COLONY BANKCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Cash Flows from Operating Activities			
Net Income	\$ 8,546,956	\$ 10,151,995	\$ 8,977,216
Adjustments to Reconcile Net Income to Net Cash Provided from Operating Activities			
Depreciation	1,875,779	1,933,290	1,903,242
Amortization and Accretion	529,805	720,446	1,307,710
Provision for Loan Losses	5,930,756	3,987,000	3,443,750
Deferred Income Taxes	(1,233,259)	112,518	(546,891)
Securities Gains	(183,656)	-	-
(Gain) Loss on Sale of Equipment	(5,813)	7,507	(1,886)
(Gain) Loss on Sale of Other Real Estate and Repossessions	53,851	(14,239)	34,339
Unrealized Loss on Other Real Estate	-	32,773	150,000
Increase in Cash Surrender Value of Life Insurance	(15,427)	(185,850)	(203,367)
Change In			
Loans Held for Sale	-	-	1,190,937
Interest Receivable	362,311	(2,913,483)	(1,566,643)
Prepaid Expenses	144,931	87,542	(122,165)
Interest Payable	291,225	1,040,748	932,717
Accrued Expenses and Accounts Payable	(109,441)	344,075	470,293
Other	(1,018,977)	(301,677)	(94,880)
	<u>15,169,041</u>	<u>15,002,645</u>	<u>15,874,372</u>
Cash Flows from Investing Activities			
Interest-Bearing Deposits in Other Banks	1,608,791	(1,440,066)	1,593,274
Purchase of Investment Securities Available for Sale	(60,521,076)	(48,498,815)	(49,527,780)
Proceeds from Sale of Investment Securities Available for Sale	16,984,665	-	-
Proceeds from Maturities, Calls and Paydowns of Investment Securities			
Available for Sale	27,603,088	23,868,423	35,864,083
Held to Maturity	12,054	18,035	11,417
Proceeds from Sale of Premises and Equipment	267,120	4,691	11,750
Net Loans to Customers	(8,333,042)	(88,764,174)	(85,879,622)
Purchase of Premises and Equipment	(2,492,797)	(3,722,786)	(5,765,092)
Other Real Estate and Repossessions	2,318,696	4,136,207	1,633,964
Federal Home Loan Bank Stock	(445,900)	(52,600)	(555,100)
Investment in Capital Trusts	(434,000)	(155,000)	-
Liquidation of Statutory Trusts	434,000	-	-
Other Investments	(420,560)	(400,000)	-
	<u>(23,418,961)</u>	<u>(115,006,085)</u>	<u>(102,613,106)</u>
Cash Flows from Financing Activities			
Interest-Bearing Customer Deposits	(32,620,017)	99,529,936	83,461,129
Noninterest-Bearing Customer Deposits	8,776,104	(1,442,462)	10,609,094
Proceeds from Other Borrowed Money	41,100,000	41,500,000	19,500,000
Principal Payments on Other Borrowed Money	(29,000,000)	(50,226,206)	(10,723,429)
Dividends Paid	(2,556,438)	(2,264,319)	(1,993,100)
Proceeds from Issuance of Subordinated Debentures	14,434,000	5,155,000	-
Principal Payments of Subordinated Debentures	(14,434,000)	-	-
Federal Funds Purchased	276,000	1,070,000	-
	<u>(14,024,351)</u>	<u>93,321,949</u>	<u>100,853,694</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>(22,274,271)</u>	<u>(6,681,491)</u>	<u>14,114,960</u>
Cash and Cash Equivalents, Beginning	<u>72,380,451</u>	<u>79,061,942</u>	<u>64,946,982</u>
Cash and Cash Equivalents, Ending	<u>\$ 50,106,180</u>	<u>\$ 72,380,451</u>	<u>\$ 79,061,942</u>

The accompanying notes are an integral part of these statements.

COLONY BANKCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Principles of Consolidation

Colony Bankcorp, Inc. (the Company) is a multi-bank holding company located in Fitzgerald, Georgia. The consolidated financial statements include the accounts of Colony Bankcorp, Inc. and its wholly-owned subsidiaries, Colony Bank of Fitzgerald, Fitzgerald, Georgia; Colony Bank Ashburn (which includes its wholly-owned subsidiary, Georgia First Mortgage Company), Ashburn, Georgia; Colony Bank Worth, Sylvester, Georgia; Colony Bank of Dodge County, Eastman, Georgia; Colony Bank Wilcox, Rochelle, Georgia; Colony Bank Southeast, Broxton, Georgia; Colony Bank Quitman, FSB, Quitman, Georgia (the Banks); and Colony Management Services, Inc., Fitzgerald, Georgia. All significant intercompany accounts have been eliminated in consolidation. The accounting and reporting policies of Colony Bankcorp, Inc. conform to generally accepted accounting principles and practices utilized in the commercial banking industry.

Nature of Operations

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

Use of Estimates

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

Reclassifications

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

Concentrations of Credit Risk

Lending is concentrated in commercial and real estate loans to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management's opinion, do not pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrowers' ability to honor their contracts is dependent upon the viability of the real estate economic sector.

(1) Summary of Significant Accounting Policies (Continued)

Concentrations of Credit Risk (Continued)

The success of Colony is dependent, to a certain extent, upon the economic conditions in the geographic markets it serves. No assurance can be given that the current economic conditions will continue. Adverse changes in the economic conditions in these geographic markets would likely have a material adverse effect on the Company's results of operations and financial condition. The operating results of Colony depend primarily on its net interest income. Accordingly, operations are subject to risks and uncertainties surrounding the exposure to changes in the interest rate environment.

At times, the Company may have cash and cash equivalents at financial institutions in excess of insured 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

Investment securities are recorded under Statement of Financial Accounting Standards (SFAS) No. 115, whereby the Banks classify their securities as trading, available for sale or held to maturity. Securities that are held principally for resale in the near term are classified as trading. Trading securities are carried at fair value, with realized and unrealized gains and losses included in noninterest income. Securities acquired with both the intent and ability to be held to maturity are classified as held to maturity and reported at amortized cost. All other securities not classified as trading or held to maturity are considered available for sale.

Securities available for sale are reported at estimated fair value. Unrealized gains and losses on securities available for sale are excluded from earnings and are reported, net of deferred taxes, in accumulated other comprehensive income, a component of stockholders' equity. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other than temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses from sales of securities available for sale are computed using the specific identification method. This caption includes securities, which may be sold to meet liquidity needs arising from unanticipated deposit and loan fluctuations, changes in regulatory capital requirements, or unforeseen changes in market conditions.

Federal Home Loan Bank Stock

Investment in stock of a Federal Home Loan Bank (FHLB) is required for every federally insured institution that utilizes its services. FHLB stock is considered restricted, as defined in SFAS No. 115; accordingly, the provisions of SFAS No. 115 are not applicable to this investment. The FHLB stock is reported in the consolidated financial statements at cost. Dividend income is recognized when earned.

(1) Summary of Significant Accounting Policies (Continued)

Loans

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

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

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

Allowance for Loan Losses

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

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

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

(1) Summary of Significant Accounting Policies (Continued)

Allowance for Loan Losses (Continued)

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

Premises and Equipment

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

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

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

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

Goodwill and Intangible Assets

Goodwill represents the excess of the cost over the fair value of the net assets purchased in a business combination. Impairment testing of goodwill is performed annually or more frequently if events or circumstances indicate possible impairment. No impairment was identified as a result of the testing performed during 2007 or 2006.

Intangible assets consist of core deposit intangibles acquired in connection with a business combination. The core deposit intangible is initially recognized based on an independent valuation performed as of the consummation date. The core deposit intangible is amortized by the straight-line method over the average remaining life of the acquired customer deposits. Amortization periods are reviewed annually in connection with the annual impairment testing of goodwill.

(1) Summary of Significant Accounting Policies (Continued)

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.

Income Taxes

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

Deferred tax assets and liabilities are recognized based on future tax consequences attributable to differences arising from the financial statement carrying values of assets and liabilities and their tax bases. The differences relate primarily to depreciable assets (use of different depreciation methods for financial statement and income tax purposes) and allowance for loan losses (use of the allowance method for financial statement purposes and the direct write-off method for tax purposes). In the event of changes in the tax laws, deferred tax assets and liabilities are adjusted in the period of the enactment of those changes, with effects included in the income tax provision. The Company and its subsidiaries file a consolidated federal income tax return. Each subsidiary pays its proportional share of federal income taxes to the Company based on its taxable income.

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 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.

(1) Summary of Significant Accounting Policies (Continued)

Other Real Estate

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

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on securities available for sale, represent equity changes from economic events of the period other than transactions with owners and are not reported in the consolidated statements of income but as a separate component of the equity section of the consolidated balance sheets. Such items are considered components of other comprehensive income. SFAS No. 130, *Reporting Comprehensive Income*, requires the presentation in the financial statements of net income and all items of other comprehensive income as total comprehensive income.

Off-Balance Sheet Credit Related Financial Instruments

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

Changes in Accounting Principles and Effects of New Accounting Pronouncements

SFAS No. 141, Business Combinations (Revised 2007). SFAS No. 141R replaces SFAS No. 141, *Business Combinations*, and applies to all transactions and other events in which one entity obtains control over one or more other businesses. SFAS No. 141R requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any noncontrolling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under SFAS No. 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. SFAS No. 141R requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under SFAS No. 141. Under SFAS No. 141R, the requirements of SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a noncontractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of SFAS No. 5, *Accounting for Contingencies*. SFAS No. 141R is expected to have an impact on the Company's accounting for business combinations closing on or after January 1, 2009.

(1) Summary of Significant Accounting Policies (Continued)

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

In February 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments—an amendment of FASB Statements No. 133 and 140*. This statement provides entities with relief from having to separately determine the fair value of an embedded derivative that would otherwise be required to be bifurcated from its host contract in accordance with the requirements of SFAS 133. Entities can make an irrevocable election to measure such hybrid financial instruments at fair value in its entirety, with subsequent changes in fair value recognized in earnings. This election can be made on an instrument-by-instrument basis. The adoption of SFAS No. 155 on January 1, 2007 did not impact the Company's consolidated financial statements.

In March 2006, the FASB issued SFAS No. 156, *Accounting for Servicing of Financial Assets*. This statement, which is an amendment to SFAS No. 140, will simplify the accounting for servicing assets and liabilities, such as those common with mortgage securitization activities. Specifically, SFAS No. 156 addresses the recognition and measurement of separately recognized servicing assets and liabilities and provides an approach to simplify efforts to obtain hedge-like (offset) accounting. SFAS No. 156 also clarifies when an obligation to service financial assets should be separately recognized as a servicing initially measured at fair value, if practicable, and permits an entity with a separately recognized servicing asset or servicing liability to choose either the amortization or fair value methods for subsequent measurement. The adoption of SFAS No. 156 on January 1, 2007 did not have a significant impact on the Company's consolidated financial statements.

FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109. Interpretation No. 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. Interpretation No. 48 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. The adoption of Interpretation No. 48 on January 1, 2007 did not significantly impact the Company's consolidated financial statements.

FSP No. 48-1 Definition of Settlement in FASB Interpretation No. 48. FSP No. 48-1 provides guidance on how to determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. FSP No. 48-1 was effective retroactively to January 1, 2007 and did not significantly impact the Company's consolidated financial statements.

(1) Summary of Significant Accounting Policies (Continued)

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

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 enhances existing guidance for measuring assets and liabilities using fair value. Before the issuance of SFAS No. 157, guidance for applying fair value was incorporated in several accounting pronouncements. SFAS No. 157 provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities. SFAS No. 157 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under SFAS No. 157, fair value measurements are disclosed by level within that hierarchy. While SFAS No. 157 does not add any new fair value measurements, it does change current practice. Changes to practice include: (1) a requirement for an entity to include its own credit standing in the measurement of its liabilities; (2) a modification of the transaction price presumption; (3) a prohibition on the use of block discounts when valuing large blocks of securities for broker-dealers and investment companies; and (4) a requirement to adjust the value of restricted stock for the effect of the restriction even if the restriction lapses within one year. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material effect on its financial position, results of operations or disclosures.

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

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

(1) Summary of Significant Accounting Policies (Continued)

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

SFAS No. 160, Noncontrolling Interest in Consolidated Financial Statements, an amendment of ARB Statement No. 51. SFAS No. 160 amends Accounting Research Bulletin (ARB) No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 clarifies that a noncontrolling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, SFAS No. 160 requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statements of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS No. 160 is effective for the Company on January 1, 2009 and is not expected to have a significant impact on the Company's consolidated financial statements.

Emerging Issues Task Force (EITF) Issue No. 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements. EITF No. 06-4 requires the recognition of a liability and related compensation expense for endorsement split-dollar life insurance policies that provide a benefit to an employee that extends to post-retirement periods. Under EITF No. 06-4, life insurance policies purchased for the purpose of providing such benefits do not effectively settle an entity's obligation to the employee. Accordingly, the entity must recognize a liability and related compensation expense during the employee's active service period based on the future cost of insurance to be incurred during the employee's retirement. If the entity has agreed to provide the employee with a death benefit, then the liability for the future death benefit should be recognized by following the guidance in SFAS No. 106, *Employer's Accounting for Postretirement Benefits Other Than Pensions*. The Company expects to adopt EITF No. 06-4 effective as of January 1, 2008 as a change in accounting principle through a cumulative-effect adjustment to retained earnings. The amount of the adjustment is not expected to be significant.

SAB No. 109, Written Loan Commitments Recorded at Fair Value Through Earnings. SAB No. 109 supersedes SAB No. 105, *Application of Accounting Principles to Loan Commitments*, and indicates that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The guidance in SAB No. 109 is applied on a prospective basis to derivative loan commitments issued or modified in fiscal quarters beginning after December 15, 2007. SAB No. 109 is not expected to have a material impact on the Company's consolidated financial statements.

(2) Cash and Balances Due from Banks

Components of cash and balances due from banks are as follows as of December 31:

	<u>2007</u>	<u>2006</u>
Cash on Hand and Cash Items	\$ 8,527,336	\$ 8,307,648
Noninterest-Bearing Deposits with Other Banks	<u>19,841,701</u>	<u>18,923,369</u>
	<u>\$ 28,369,037</u>	<u>\$ 27,231,017</u>

As of December 31, 2007, the Banks had required deposits of approximately \$4,068,000 with the Federal Reserve.

(3) Investment Securities

Investment securities as of December 31, 2007 are summarized as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Securities Available for Sale				
U.S. Government Agencies				
Mortgage Backed	\$ 109,023,711	\$ 758,105	\$ (459,043)	\$ 109,322,773
Other	36,817,832	314,276	(36,536)	37,095,572
State, County and Municipal	14,178,545	32,979	(295,869)	13,915,655
Corporate Obligations	5,689,011	105,029	(6,748)	5,787,292
Asset-Backed Securities	1,000,000	-	-	1,000,000
Marketable Equity Securities	2,010	-	(260)	1,750
	<u>\$ 166,711,109</u>	<u>\$ 1,210,389</u>	<u>\$ (798,456)</u>	<u>\$ 167,123,042</u>
Securities Held to Maturity				
State, County and Municipal	<u>\$ 68,170</u>	<u>\$ 3,835</u>	<u>\$ -</u>	<u>\$ 72,005</u>

The amortized cost and fair value of investment securities as of December 31, 2007, by contractual maturity, are shown hereafter. Expected maturities will differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties.

	<u>Securities</u>			
	<u>Available for Sale</u>		<u>Held to Maturity</u>	
	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
Due in One Year or Less	\$ 15,558,431	\$ 15,517,260		
Due After One Year Through Five Years	26,378,407	26,531,598		
Due After Five Years Through Ten Years	11,820,453	11,856,841	\$ 68,170	\$ 72,005
Due After Ten Years	3,928,097	3,892,820	-	-
	57,685,388	57,798,519	68,170	72,005
Marketable Equity Securities	2,010	1,750	-	-
Mortgage Backed Securities	109,023,711	109,322,773	-	-
	<u>\$ 166,711,109</u>	<u>\$ 167,123,042</u>	<u>\$ 68,170</u>	<u>\$ 72,005</u>

(3) Investment Securities (Continued)

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

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Securities Available for Sale				
U.S. Government Agencies				
Mortgage Backed	\$ 80,053,405	\$ 106,426	\$ (1,124,365)	\$ 79,035,466
Other	54,870,102	65,487	(569,214)	54,366,375
State, County and Municipal	11,839,893	36,337	(135,965)	11,740,265
Corporate Obligations	3,786,691	-	(41,556)	3,745,135
Marketable Equity Securities	163,135	192,442	(6,593)	348,984
	<u>\$ 150,713,226</u>	<u>\$ 400,692</u>	<u>\$ (1,877,693)</u>	<u>\$ 149,236,225</u>
Securities Held to Maturity				
State, County and Municipal	<u>\$ 70,874</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 70,874</u>

Proceeds from sales of investments available for sale were \$16,984,665 in 2007 and \$0 in 2006 and 2005. Gross realized gains totaled \$211,676 in 2007 and \$0 in 2006 and 2005. Gross realized losses totaled \$28,020 in 2007 and \$0 in 2006 and 2005.

Investment securities having a carrying value approximating \$89,145,000 and \$86,141,000 as of December 31, 2007 and 2006, respectively, were pledged to secure public deposits and for other purposes.

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

	<u>Less Than 12 Months</u>		<u>12 Months or Greater</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>
December 31, 2007						
U.S. Government Agencies						
Mortgage Backed	\$ 13,721,144	\$ (56,190)	\$ 30,761,318	\$ (402,853)	\$ 44,482,462	\$ (459,043)
Other	-	-	14,100,741	(36,536)	14,100,741	(36,536)
State, County and Municipal	6,917,719	(255,263)	3,114,838	(40,606)	10,032,557	(295,869)
Corporate Obligations	-	-	995,090	(6,748)	995,090	(6,748)
Marketable Equity Securities	1,750	(260)	-	-	1,750	(260)
	<u>\$ 20,640,613</u>	<u>\$ (311,713)</u>	<u>\$ 48,971,987</u>	<u>\$ (486,743)</u>	<u>\$ 69,612,600</u>	<u>\$ (798,456)</u>
December 31, 2006						
U.S. Government Agencies						
Mortgage Backed	\$ 11,989,365	\$ (54,716)	\$ 52,139,791	\$ (1,069,649)	\$ 64,129,156	\$ (1,124,365)
Other	5,461,550	(24,616)	31,033,305	(544,598)	36,494,855	(569,214)
State, County and Municipal	2,708,622	(69,220)	5,396,659	(66,745)	8,105,281	(135,965)
Corporate Obligations	1,750,000	(24,379)	995,135	(17,177)	2,745,135	(41,556)
Marketable Equity Securities	-	-	53,454	(6,593)	53,454	(6,593)
	<u>\$ 21,909,537</u>	<u>\$ (172,931)</u>	<u>\$ 89,618,344</u>	<u>\$ (1,704,762)</u>	<u>\$ 111,527,881</u>	<u>\$ (1,877,693)</u>

(3) Investment Securities (Continued)

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 December 31, 2007, the debt securities with unrealized losses have depreciated 1.12 percent from the Company's amortized cost basis. These securities are guaranteed by either the U.S. Government or other governments. These unrealized losses relate principally to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other than temporary.

(4) Loans

The composition of loans as of December 31 are:

	<u>2007</u>	<u>2006</u>
Commercial, Financial and Agricultural	\$ 52,322,654	\$ 61,887,534
Real Estate-Construction	211,483,898	193,951,793
Real Estate-Farmland	42,438,731	40,936,126
Real Estate-Other	544,654,646	549,600,833
Installment Loans to Individuals	72,350,201	76,929,633
All Other Loans	22,028,512	18,967,096
	<u>\$ 945,278,642</u>	<u>\$ 942,273,015</u>

Nonaccrual loans are loans for which principal and interest are doubtful of collection in accordance with original loan terms and for which accruals of interest have been discontinued due to payment delinquency. Nonaccrual loans totaled \$14,955,945 and \$8,068,685 as of December 31, 2007 and 2006, respectively, and total recorded investment in loans past due 90 days or more and still accruing interest approximated \$60,057 and \$9,346, respectively. Foregone interest on nonaccrual loans approximated \$576,000 in 2007, \$533,000 in 2006 and \$426,000 in 2005.

(4) Loans (Continued)

The following table details impaired loan data as of December 31 for the years ended as indicated:

	<u>2007</u>	<u>2006</u>
Total Investment in Impaired Loans	\$ 14,955,945	\$ 8,068,685
Less Allowance for Impaired Loan Losses	<u>(1,323,108)</u>	<u>(210,283)</u>
Net Investment, December 31	<u>\$ 13,632,837</u>	<u>\$ 7,858,402</u>
Average Investment during the Year	<u>\$ 8,086,620</u>	<u>\$ 7,607,659</u>
Income Recognized during the Year	<u>\$ 812,378</u>	<u>\$ 393,215</u>
Income Collected during the Year	<u>\$ 910,725</u>	<u>\$ 391,242</u>

(5) Allowance for Loan Losses

Transactions in the allowance for loan losses are summarized below for the years ended December 31:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance, Beginning	\$ 11,989,359	\$ 10,761,915	\$ 10,012,179
Provision Charged to Operating Expenses	5,930,756	3,987,000	3,443,750
Loans Charged Off	(3,908,011)	(3,373,273)	(3,046,192)
Loan Recoveries	<u>1,500,836</u>	<u>613,717</u>	<u>352,178</u>
Balance, Ending	<u>\$ 15,512,940</u>	<u>\$ 11,989,359</u>	<u>\$ 10,761,915</u>

(6) Premises and Equipment

Premises and equipment are comprised of the following as of December 31:

	<u>2007</u>	<u>2006</u>
Land	\$ 7,799,149	\$ 7,413,927
Building	20,900,517	20,885,790
Furniture, Fixtures and Equipment	12,641,372	12,059,702
Leasehold Improvements	994,283	994,282
Construction in Progress	<u>448,087</u>	<u>114,429</u>
	42,783,408	41,468,130
Accumulated Depreciation	<u>(14,974,570)</u>	<u>(14,014,998)</u>
	<u>\$ 27,808,838</u>	<u>\$ 27,453,132</u>

(6) Premises and Equipment (Continued)

Depreciation charged to operations totaled \$1,875,779 in 2007, \$1,933,290 in 2006 and \$1,903,242 in 2005.

Certain Company facilities and equipment are leased under various operating leases. Rental expense approximated \$360,000 for 2007, \$329,000 for 2006 and \$334,000 for 2005.

Future minimum rental payments as of December 31, 2007 are as follows:

<u>Year Ending December 31</u>	<u>Amount</u>
2008	\$ 122,620
2009	93,700
2010	89,700
2011	89,700
2012 and Thereafter	<u>143,405</u>
	<u>\$ 539,125</u>

(7) Goodwill and Intangible Assets

The following is an analysis of the goodwill and core deposit intangible activity for the years ended December 31:

	<u>2007</u>	<u>2006</u>	
Goodwill			
Balance, Beginning	\$ 2,412,338	\$ 2,412,338	
Goodwill Acquired	-	-	
Balance, Ending	<u>\$ 2,412,338</u>	<u>\$ 2,412,338</u>	
	<u>Core Deposit Intangible</u>	<u>Accumulated Amortization</u>	
		<u>Net Core Deposit Intangible</u>	
Core Deposit Intangible			
Balance, December 31, 2006	\$ 1,056,693	\$ (617,979)	\$ 438,714
Amortization Expense	-	(36,461)	(36,461)
Balance, December 31, 2007	<u>\$ 1,056,693</u>	<u>\$ (654,440)</u>	<u>\$ 402,253</u>

Amortization expense related to the core deposit intangible was \$36,461, \$81,201 and \$114,645 for the years ended December 31, 2007, 2006 and 2005, respectively.

(7) Goodwill and Intangible Assets (Continued)

The following table reflects the expected amortization schedule for the core deposit intangible at December 31, 2007:

2008	\$ 35,749
2009	35,749
2010	35,749
2011	35,749
2012 and Thereafter	<u>259,257</u>
	<u>\$ 402,253</u>

(8) Income Taxes

The components of income tax expense for the years ended December 31 are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Current Federal Expense	\$ 5,339,925	\$ 4,994,008	\$ 5,041,180
Deferred Federal (Benefit) Expense	<u>(1,233,259)</u>	<u>112,518</u>	<u>(546,891)</u>
Federal Income Tax Expense	<u>4,106,666</u>	<u>5,106,526</u>	<u>4,494,289</u>
Current State Income Tax Expense	<u>111,797</u>	<u>110,837</u>	<u>315,031</u>
	<u>\$ 4,218,463</u>	<u>\$ 5,217,363</u>	<u>\$ 4,809,320</u>

The federal income tax expense of \$4,106,666 in 2007, \$5,106,526 in 2006 and \$4,494,289 in 2005 is less than the income taxes computed by applying the federal statutory rates to income before income taxes. The reasons for the differences are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Statutory Federal Income Taxes	\$ 4,340,243	\$ 5,290,356	\$ 4,725,288
Tax-Exempt Interest	(234,863)	(188,408)	(163,184)
Interest Expense Disallowance	46,847	28,211	17,136
Premiums on Officers' Life Insurance	(47,369)	(50,419)	(56,374)
Meal and Entertainment Disallowance	14,488	16,644	10,756
State Income Taxes	(2,281)	(46,441)	(94,719)
Other	<u>(10,399)</u>	<u>56,583</u>	<u>55,386</u>
Actual Federal Income Taxes	<u>\$ 4,106,666</u>	<u>\$ 5,106,526</u>	<u>\$ 4,494,289</u>

(8) Income Taxes (Continued)

Deferred taxes in the accompanying consolidated balance sheets as of December 31 include the following:

	<u>2007</u>	<u>2006</u>
Deferred Tax Assets		
Allowance for Loan Losses	\$ 5,274,506	\$ 4,076,487
Deferred Compensation	393,617	376,297
Other Real Estate	-	45,143
Restricted Stock	347,169	275,259
Other	<u>263,618</u>	<u>223,312</u>
	<u>6,278,910</u>	<u>4,996,498</u>
Deferred Tax Liabilities		
Premises and Equipment	(1,013,824)	(1,020,752)
Restricted Stock	(190,117)	(125,545)
Other	<u>(191,188)</u>	<u>(199,679)</u>
	<u>(1,395,129)</u>	<u>(1,345,976)</u>
Deferred Tax Assets (Liabilities) on Unrealized Securities Losses	<u>(140,058)</u>	<u>502,180</u>
Net Deferred Tax Assets	<u>\$ 4,743,723</u>	<u>\$ 4,152,702</u>

As discussed in Note 1, the Company applied the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes-an Interpretation of FASB Statement No. 109*, on January 1, 2007. An analysis of activity related to unrecognized tax benefits follows as of December 31, 2007.

Balance, Beginning	\$ 247,312
Positions Taken During the Current Year	62,427
Reductions Resulting from Lapse of Statutes of Limitation	-
Balance, Ending	<u>\$ 309,739</u>

(9) Deposits

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$573,939 and \$838,935 as of December 31, 2007 and 2006, respectively.

Components of interest-bearing deposits as of December 31 are as follows:

	<u>2007</u>	<u>2006</u>
Interest-Bearing Demand	\$ 190,303,611	\$ 185,768,785
Savings	31,588,035	33,305,542
Time, \$100,000 and Over	347,219,102	366,041,185
Other Time	363,379,455	379,994,707
	<u>\$ 932,490,203</u>	<u>\$ 965,110,219</u>

At December 31, 2007 and 2006, the Company had brokered deposits of \$54,737,011 and \$72,682,000, respectively. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$100,000, was approximately \$310,971,000 and \$328,788,000 as of December 31, 2007 and 2006, respectively.

As of December 31, 2007, the scheduled maturities of certificates of deposit are as follows:

<u>Year</u>	<u>Amount</u>
2008	\$ 632,936,434
2009	42,977,383
2010	20,928,911
2011	9,574,289
2012 and Thereafter	4,181,540
	<u>\$ 710,598,557</u>

(10) Other Borrowed Money

Other borrowed money at December 31 is summarized as follows:

	<u>2007</u>	<u>2006</u>
Federal Home Loan Bank Advances	\$ 73,500,000	\$ 61,500,000
Silverton Bank Note Payable	100,000	-
	<u>\$ 73,600,000</u>	<u>\$ 61,500,000</u>

(10) Other Borrowed Money (Continued)

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2008 to 2019 and interest rates ranging from 2.74 percent to 5.93 percent. Under the Blanket Agreement for Advances and Security Agreement with the FHLB, residential first mortgage loans, commercial loans and cash balances held by the FHLB are pledged as collateral for the FHLB advances outstanding. At December 31, 2007, the Company had available line of credit commitments totaling \$99,131,763, of which \$25,631,763 was available.

Silverton Bank note payable originated on February 15, 2007 as a line of credit with funds available of \$1,000,000 at a rate of The Wall Street prime minus 0.75 percent. Interest payments are due monthly with the entire balance due February 14, 2008. The debt is secured by all furniture, fixtures, equipment and software of Colony Management Services. Colony Bankcorp, Inc. guarantees the debt. As of December 31, 2007, \$900,000 was available to be drawn on the line of credit.

The aggregate stated maturities of other borrowed money at December 31, 2007 are as follows:

<u>Year</u>	<u>Amount</u>
2008	\$ 9,600,000
2009	-
2010	1,000,000
2011	-
2012 and Thereafter	<u>63,000,000</u>
	<u>\$ 73,600,000</u>

The Company also has available federal funds lines of credit with various financial institutions totaling \$47,300,000, of which there was \$1,346,000 outstanding at December 31, 2007.

(11) Subordinated Debentures (Trust Preferred Securities)

During the second quarter of 2004, the Company formed a third subsidiary whose sole purpose was to issue \$4,500,000 in Trust Preferred Securities through a pool sponsored by FTN Financial Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after 5 years with certain exceptions. At December 31, 2007, the floating rate securities had a 7.67 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 2.68 percent.

During the second quarter of 2006, the Company formed a fourth subsidiary whose sole purpose was to issue \$5,000,000 in Trust Preferred Securities in a private placement by SunTrust Bank Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after 5 years with certain exceptions. At December 31, 2007, the floating rate securities had a 6.33 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.50 percent.

During the first quarter of 2007, the Company formed a fifth subsidiary whose sole purpose was to issue \$9,000,000 in Trust Preferred Securities through a pool sponsored by Trapeza Capital Management, LLC. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At December 31, 2007, the floating rate securities had a 6.48 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.50 percent. Proceeds from this issuance were used to pay off the Trust Preferred Securities with the first subsidiary formed in March 2002 as the Company exercised its option to call.

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

During the third quarter of 2007, the Company formed a sixth subsidiary whose sole purpose was to issue \$5,000,000 in Trust Preferred Securities through a pool sponsored by Trapeza Capital Management, LLC. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At December 31, 2007, the floating rate securities had a 6.38 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.40 percent. Proceeds from this issuance were used to pay off the Trust Preferred Securities with the second subsidiary formed in December 2002 as the Company exercised its option to call.

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

The total aggregate principal amount of trust preferred certificates outstanding at December 31, 2007 was \$23,500,000. The total aggregate principal amount of subordinated debentures outstanding at December 31, 2007 was \$24,229,000.

(12) Restricted Stock - Unearned Compensation

In 1999, the board of directors of Colony Bankcorp, Inc. adopted a restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares (split-adjusted) which may be subject to restricted stock awards is 64,701. To date, 75,803 shares have been issued under this plan and 12,351 shares have been forfeited; thus, remaining shares which may be issued are 1,249 at December 31, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period).

In April 2004, the stockholders of Colony Bankcorp, Inc. adopted a second restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares which may be subject to restricted stock awards (split-adjusted) is 143,500. To date, 20,155 shares have been issued under this plan and 5,248 shares have been forfeited; thus, remaining shares which may be issued are 128,593 at December 31, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period).

(13) Profit Sharing Plan

The Company has a profit sharing plan that covers substantially all employees who meet certain age and service requirements. It is the Company's policy to make contributions to the plan as approved annually by the board of directors. The total provision for contributions to the plan was \$583,690 for 2007, \$662,730 for 2006 and \$558,138 for 2005.

(14) Commitments and Contingencies

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

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

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

	Contract Amount	
	2007	2006
Commitments to Extend Credit	\$ 93,105,000	\$ 105,165,000
Standby Letters of Credit	3,814,000	3,279,000

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.

Purchase Commitments. As of December 31, 2007, the Company had an outstanding commitment of approximately \$1,967,000 to construct its second office in Savannah, Georgia. As of December 31, 2007, the Company has paid \$305,119 toward construction in progress.

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

(15) Deferred Compensation Plan

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

Liabilities accrued under the plans totaled \$1,158,597 and \$1,107,653 as of December 31, 2007 and 2006, respectively. Benefit payments under the contracts were \$187,059 in 2007 and \$171,029 in 2006. Provisions charged to operations totaled \$238,003 in 2007, \$164,997 in 2006 and \$359,787 in 2005.

Fee income recognized with deferred compensation plans totaled \$139,322 in 2007, \$148,290 in 2006 and \$328,942 in 2005.

(16) Interest Income and Expense

Interest income of \$506,896, \$311,828 and \$257,639 from state, county and municipal bonds was exempt from regular income taxes in 2007, 2006 and 2005, respectively.

Interest on deposits includes interest expense on time certificates of \$100,000 or more totaling \$18,700,653, \$16,189,086 and \$8,180,847 for the years ended December 31, 2007, 2006 and 2005, respectively.

(17) Supplemental Cash Flow Information

Cash payments for the following were made during the years ended December 31:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Interest Expense	<u>\$ 47,409,731</u>	<u>\$ 40,351,134</u>	<u>\$ 25,547,290</u>
Income Taxes	<u>\$ 6,380,000</u>	<u>\$ 5,371,395</u>	<u>\$ 5,353,702</u>

Noncash financing and investing activities for the years ended December 31 are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Acquisitions of Real Estate			
Through Loan Foreclosures	<u>\$ 2,576,332</u>	<u>\$ 2,815,716</u>	<u>\$ 2,793,978</u>
Unrealized (Gain) Loss on Investment Securities	<u>\$ (1,888,934)</u>	<u>\$ (572,485)</u>	<u>\$ 1,145,190</u>

(18) Related Party Transactions

The aggregate balance of direct and indirect loans to directors, executive officers or principal holders of equity securities of the Company was \$16,544,057 as of December 31, 2007 and \$18,142,109 as of December 31, 2006. All such loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than a normal risk of collectibility. A summary of activity of related party loans is shown below:

	<u>2007</u>	<u>2006</u>
Balance, Beginning	\$ 18,142,109	\$ 15,103,982
New Loans	10,009,867	18,540,907
Repayments	(10,981,245)	(15,528,723)
Transactions Due to Changes in Directors	(626,674)	25,943
Balance, Ending	<u>\$ 16,544,057</u>	<u>\$ 18,142,109</u>

(19) Fair Value of Financial Instruments

SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, requires 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 Subsidiaries' 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.

Investment Securities - Fair values for investment securities are based on quoted market prices.

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. 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.

(19) Fair Value of Financial Instruments (Continued)

Federal Funds Purchased – The carrying value of federal funds purchased approximates fair value.

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.

Unrecognized Financial Instruments – Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fees associated with these instruments are not material.

The carrying amount and estimated fair values of the Company's financial instruments as of December 31 are as follows:

	2007		2006	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
(in Thousands)				
Assets				
Cash and Short-Term Investments	\$ 51,573	\$ 51,573	\$ 75,456	\$ 75,456
Investment Securities Available for Sale	167,123	167,123	149,236	149,236
Investment Securities Held to Maturity	68	72	71	71
Federal Home Loan Bank Stock	5,533	5,533	5,087	5,087
Loans	945,278	943,970	942,273	930,716
Liabilities				
Deposits	1,018,602	1,020,855	1,042,446	1,040,991
Federal Funds Purchased	1,346	1,346	1,070	1,070
Subordinated Debentures	24,229	24,229	24,229	24,229
Other Borrowed Money	73,600	72,301	61,500	58,345

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.

(20) Regulatory Capital Matters

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

The Company is subject to various regulatory capital requirements administered by the 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 classification 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 I capital to risk-weighted assets, and of Tier I capital to average assets. The amounts and ratios as defined in regulations are presented hereafter. Management believes, as of December 31, 2007, the Company meets all capital adequacy requirements to which it is subject under the regulatory framework for prompt corrective action. In the opinion of management, there are no conditions or events since prior notification of capital adequacy from the regulators that have changed the institution's category.

(20) Regulatory Capital Matters (Continued)

The following table summarizes regulatory capital information as of December 31, 2007 and 2006 on a consolidated basis and for each significant subsidiary, as defined.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2007			(In Thousands)			
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 116,222	12.08%	\$ 76,944	8.00%	N/A	N/A
Fitzgerald	19,771	12.65	12,508	8.00	\$ 15,635	10.00%
Ashburn	29,873	11.38	21,000	8.00	26,251	10.00
Worth	15,808	11.23	11,264	8.00	14,079	10.00
Southeast	22,702	12.19	14,895	8.00	18,619	10.00
Quitman	12,979	11.70	8,872	8.00	11,091	10.00
Tier I Capital to Risk-Weighted Assets						
Consolidated	104,157	10.83	38,472	4.00	N/A	N/A
Fitzgerald	17,809	11.39	6,254	4.00	9,381	6.00
Ashburn	26,571	10.12	10,500	4.00	15,750	6.00
Worth	14,043	9.97	5,632	4.00	8,448	6.00
Southeast	20,364	10.94	7,447	4.00	11,171	6.00
Quitman	11,592	10.45	4,436	4.00	6,654	6.00
Tier I Capital to Average Assets						
Consolidated	104,157	8.60	48,467	4.00	N/A	N/A
Fitzgerald	17,809	9.13	7,800	4.00	9,750	5.00
Ashburn	26,571	7.92	13,426	4.00	16,783	5.00
Worth	14,043	7.87	7,139	4.00	8,924	5.00
Southeast	20,364	9.72	8,377	4.00	10,471	5.00
Quitman	11,592	7.86	5,899	4.00	7,374	5.00

(20) Regulatory Capital Matters (Continued)

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

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

The parent company's balance sheets as of December 31, 2007 and 2006 and the related statements of income and comprehensive income and cash flows for each of the years in the three-year period then ended are as follows:

COLONY BANKCORP, INC. (PARENT ONLY)
BALANCE SHEETS
DECEMBER 31

ASSETS

	2007	2006
Cash	\$ 972,960	\$ 2,223,581
Premises and Equipment, Net	1,235,508	1,273,215
Investment in Subsidiaries, at Equity	105,323,496	97,270,695
Other	1,490,676	998,759
Total Assets	\$ 109,022,640	\$ 101,766,250

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities		
Dividends Payable	\$ 684,087	\$ 641,314
Other	366,435	284,775
	1,050,522	926,089
Subordinated Debt	24,229,000	24,229,000
Stockholders' Equity		
Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 7,200,913 and 7,189,937 Shares as of December 31, 2007 and 2006, Respectively	7,200,913	7,189,937
Paid-In Capital	24,420,497	24,257,392
Retained Earnings	52,086,834	46,416,571
Restricted Stock – Unearned Compensation	(237,002)	(277,918)
Accumulated Other Comprehensive Income (Loss), Net of Tax	271,876	(974,821)
	83,743,118	76,611,161
Total Liabilities and Stockholders' Equity	\$ 109,022,640	\$ 101,766,250

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

COLONY BANKCORP, INC. (PARENT ONLY)
STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Income			
Dividends from Subsidiaries	\$ 5,662,500	\$ 6,800,000	\$ 4,350,000
Other	<u>281,885</u>	<u>168,763</u>	<u>109,119</u>
	<u>5,944,385</u>	<u>6,968,763</u>	<u>4,459,119</u>
Expenses			
Interest	2,005,971	1,926,647	1,323,247
Amortization	295,093	30,317	30,317
Salaries and Employee Benefits	974,524	1,013,523	1,053,636
Other	<u>889,093</u>	<u>735,821</u>	<u>716,954</u>
	<u>4,164,681</u>	<u>3,706,308</u>	<u>3,124,154</u>
Income Before Taxes and Equity in Undistributed Earnings of Subsidiaries	1,779,704	3,262,455	1,334,965
Income Tax Benefits	<u>1,213,835</u>	<u>1,027,921</u>	<u>1,000,501</u>
Income Before Equity in Undistributed Earnings of Subsidiaries	2,993,539	4,290,376	2,335,466
Equity in Undistributed Earnings of Subsidiaries	<u>5,553,417</u>	<u>5,861,619</u>	<u>6,641,750</u>
Net Income	<u>8,546,956</u>	<u>10,151,995</u>	<u>8,977,216</u>
Other Comprehensive Income, Net of Tax			
Gains (Losses) on Securities Arising During the Year	1,367,910	377,840	(755,824)
Reclassification Adjustment	<u>(121,213)</u>	<u>-</u>	<u>-</u>
Change in Net Unrealized Gains (Losses) on Securities Available for Sale, Net of Reclassification Adjustment and Tax Effects	<u>1,246,697</u>	<u>377,840</u>	<u>(755,824)</u>
Comprehensive Income	<u>\$ 9,793,653</u>	<u>\$ 10,529,835</u>	<u>\$ 8,221,392</u>

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

COLONY BANKCORP, INC. (PARENT ONLY)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Cash Flows from Operating Activities			
Net Income	\$ 8,546,956	\$ 10,151,995	\$ 8,977,216
Adjustments to Reconcile Net Income to Net Cash Provided from Operating Activities			
Depreciation and Amortization	294,121	309,388	294,155
Equity in Undistributed Earnings of Subsidiaries	(5,553,417)	(5,861,619)	(6,641,750)
Other	(436,928)	(267,646)	123,856
	<u>2,850,732</u>	<u>4,332,118</u>	<u>2,753,477</u>
Cash Flows from Investing Activities			
Capital Infusion in Subsidiary	(1,500,000)	(2,500,000)	(2,950,000)
Purchases of Premises and Equipment	(44,915)	(73,749)	(244,268)
Investment in Capital Trusts	(434,000)	(155,000)	-
Liquidation of Statutory Trusts	434,000	-	-
	<u>(1,544,915)</u>	<u>(2,728,749)</u>	<u>(3,194,268)</u>
Cash Flows from Financing Activities			
Dividends Paid	(2,556,438)	(2,264,320)	(1,993,100)
Principal Payments on Notes and Debentures	(14,434,000)	(2,500,000)	(1,500,000)
Proceeds from Notes and Debentures	14,434,000	5,155,000	4,000,000
	<u>(2,556,438)</u>	<u>390,680</u>	<u>506,900</u>
Increase (Decrease) in Cash	(1,250,621)	1,994,049	66,109
Cash, Beginning	<u>2,223,581</u>	<u>229,532</u>	<u>163,423</u>
Cash, Ending	<u>\$ 972,960</u>	<u>\$ 2,223,581</u>	<u>\$ 229,532</u>

(22) Earnings Per Share

SFAS No. 128 establishes standards for computing and presenting basic and diluted earnings per share. Basic earnings per share is calculated and presented based on income available to common stockholders divided by the weighted average number of shares outstanding during the reporting periods. Diluted earnings per share reflects the potential dilution of restricted stock. The following presents earnings per share for the years ended December 31, 2007, 2006 and 2005 under the requirements of Statement 128:

December 31, 2007	<u>Income Numerator</u>	<u>Common Shares Denominator</u>	<u>EPS</u>
Basic EPS			
Income Available to Common Stockholders	<u>\$ 8,546,956</u>	<u>7,188,696</u>	<u>\$ 1.19</u>
Dilutive Effect of Potential Common Stock			
Restricted Stock		<u>8,635</u>	
Diluted EPS			
Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	<u>\$ 8,546,956</u>	<u>7,197,331</u>	<u>\$ 1.19</u>
December 31, 2006			
Basic EPS			
Income Available to Common Stockholders	<u>\$ 10,151,995</u>	<u>7,176,894</u>	<u>\$ 1.41</u>
Dilutive Effect of Potential Common Stock			
Restricted Stock		<u>843</u>	
Diluted EPS			
Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	<u>\$ 10,151,995</u>	<u>7,177,737</u>	<u>\$ 1.41</u>
December 31, 2005			
Basic EPS			
Income Available to Common Stockholders	<u>\$ 8,977,216</u>	<u>7,168,406</u>	<u>\$ 1.25</u>
Dilutive Effect of Potential Common Stock			
Restricted Stock		<u>2,694</u>	
Diluted EPS			
Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	<u>\$ 8,977,216</u>	<u>7,171,100</u>	<u>\$ 1.25</u>

SUBSIDIARIES OF THE COMPANY

<u>Name of Subsidiary</u>	<u>State of Incorporation</u>
Colony Bank of Fitzgerald	Georgia
Colony Bank Ashburn	Georgia
Colony Bank of Dodge County	Georgia
Colony Bank Worth	Georgia
Colony Bank Wilcox	Georgia
Colony Bank Southeast	Georgia
Colony Management Services, Inc.	Georgia
Colony Bank Quitman	Georgia
Colony Bankcorp Statutory Trust III	Delaware
Colony Bankcorp Capital Trust I	Delaware
Colony Bankcorp Capital Trust II	Delaware
Colony Bankcorp Capital Trust III	Delaware

**CERTIFICATIONS PURSUANT TO RULE 13a-14(a)/15d-14(a) UNDER THE
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Al D. Ross, President and Chief Executive Officer, certify that:

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

March 14, 2008

/s/ Al D. Ross

AL D. ROSS

President and Chief Executive Officer

**CERTIFICATIONS PURSUANT TO RULE 13a-14(a)/15d-14(a) UNDER THE
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Terry L. Hester, Chief Financial Officer, certify that:

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

March 14, 2008

/s/ Terry L. Hester
TERRY L. HESTER
Chief Financial Officer

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

In connection with the Form 10-K of Colony Bankcorp, Inc. (the Company) for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Al D. Ross, President and Chief Executive Officer of the Company, and Terry L. Hester, Chief Financial and Accounting Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of our knowledge and belief that:

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

/s/ Al D. Ross

Al D. Ross
President and Chief Executive Officer
March 14, 2008

/s/ Terry L. Hester

Terry L. Hester
Chief Financial and Accounting Officer
March 14, 2008

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