# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D. C. 20549**

# FORM 10-Q

**(Mark One)**

**[ X ] Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934**
**For the quarterly period ended September 30, 2017**

**[ ] Transition report under Section 13 or 15(d) of the Exchange Act.**
**For the transition period from ________ to ________**

**Commission file number 1-12053**

# SOUTHWEST GEORGIA FINANCIAL CORPORATION

**(Exact Name Of Small Business Issuer as specified in its Charter)**

| Georgia | 58-1392259 |
|---|---|
| (State Or Other Jurisdiction Of Incorporation Or Organization) | (I.R.S. Employer Identification No.) |

**201 FIRST STREET, S.E., MOULTRIE, GEORGIA 31768**
**Address Of Principal Executive Offices**

**(229) 985-1120**
**Registrant's Telephone Number, Including Area Code**

**Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.**
**Yes [ X ] No [ ]**

**Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ X ] No [ ]**

**Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act).**

| | |
|---|---|
| Large accelerated filer [ ] | Non-accelerated filer [ ] (Do not check if smaller reporting company) |
| Accelerated filer [ ] | Smaller reporting company [X] |

**Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).**
**Yes [ ] No [ X ]**

**Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.**

| Class | Outstanding At November 3, 2017 |
|---|---|
| Common Stock, $1 Par Value | 2,547,437 |

**SOUTHWEST GEORGIA FINANCIAL CORPORATION**
**QUARTERLY REPORT ON FORM 10-Q**
**FOR THE QUARTER ENDED SEPTEMBER 30, 2017**

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SOUTHWEST GEORGIA FINANCIAL CORPORATION
CONSOLIDATED BALANCE SHEETS
September 30, 2017 and December 31, 2016

| | (Unaudited) September 30, 2017 | (Audited) December 31, 2016 |
|---|---|---|
| ASSETS | | |
| Cash and due from banks | $ 8,670,020 | $ 7,700,522 |
| Interest-bearing deposits in other banks | 11,617,814 | 18,819,394 |
| Cash and cash equivalents | 20,287,834 | 26,519,916 |
| Certificates of deposit in other banks | 1,985,000 | 0 |
| Investment securities available for sale, at fair value | 54,947,116 | 53,565,503 |
| Investment securities held to maturity (fair value approximates $47,811,846 and $55,123,073) | 46,954,600 | 54,602,535 |
| Federal Home Loan Bank stock, at cost | 2,463,700 | 1,874,200 |
| Total investment securities | 104,365,416 | 110,042,238 |
| Loans | 329,837,806 | 292,543,131 |
| Less: Unearned income | (17,950) | (18,895) |
| Allowance for loan losses | (3,207,550) | (3,124,611) |
| Loans, net | 326,612,306 | 289,399,625 |
| Premises and equipment, net | 11,890,861 | 11,209,285 |
| Bank property held for sale | 211,500 | 211,500 |
| Foreclosed assets | 903,842 | 126,713 |
| Intangible assets | 23,438 | 35,156 |
| Bank owned life insurance | 5,456,848 | 5,356,683 |
| Other assets | 5,482,002 | 5,600,114 |
| Total assets | $ 477,219,047 | $ 448,501,230 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits: | | |
| NOW accounts | $ 29,078,175 | $ 47,420,335 |
| Money Market | 116,769,151 | 95,658,654 |
| Savings | 30,982,353 | 29,006,734 |
| Certificates of deposit $100,000 and over | 41,206,614 | 43,234,832 |
| Other time accounts | 38,242,851 | 39,524,168 |
| Total interest-bearing deposits | 256,279,144 | 254,844,723 |
| Noninterest-bearing deposits | 128,477,333 | 116,648,264 |
| Total deposits | 384,756,477 | 371,492,987 |
| Short-term borrowed funds | 22,114,286 | 8,447,619 |
| Long-term debt | 24,771,429 | 26,028,571 |
| Other liabilities | 4,560,398 | 4,109,719 |
| Total liabilities | 436,202,590 | 410,078,896 |
| Stockholders' equity: | | |
| Common stock - $1 par value, 5,000,000 shares authorized, 4,293,835 shares issued | 4,293,835 | 4,293,835 |
| Capital surplus | 31,701,533 | 31,701,533 |
| Retained earnings | 32,583,013 | 30,333,410 |
| Accumulated other comprehensive loss | (1,441,471) | (1,785,991) |
| Treasury stock, at cost 1,746,398 shares for 2017 and 2016 | (26,120,453) | (26,120,453) |
| Total stockholders' equity | 41,016,457 | 38,422,334 |
| Total liabilities and stockholders' equity | $ 477,219,047 | $ 448,501,230 |

SOUTHWEST GEORGIA FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|---|---|---|---|---|
| | (Unaudited) 2017 | (Unaudited) 2016 | (Unaudited) 2017 | (Unaudited) 2016 |
| Interest income: | | | | |
| Interest and fees on loans | $ 4,169,805 | $ 3,784,837 | $ 11,995,851 | $ 11,017,174 |
| Interest on taxable securities available for sale | 283,567 | 220,638 | 876,365 | 733,346 |
| Interest on taxable securities held to maturity | 31,135 | 42,079 | 101,715 | 137,402 |
| Interest on tax exempt securities | 301,712 | 312,819 | 933,590 | 944,124 |
| Dividends | 26,152 | 22,031 | 72,531 | 67,976 |
| Interest on deposits in other banks | 35,238 | 26,024 | 125,437 | 64,784 |
| Interest on certificates of deposit in other banks | 11,822 | 0 | 23,058 | 52 |
| Total interest income | 4,859,431 | 4,408,428 | 14,128,547 | 12,964,858 |
| Interest expense: | | | | |
| Interest on deposits | 280,202 | 242,930 | 821,006 | 676,128 |
| Interest on federal funds purchased | 409 | 3 | 1,064 | 8 |
| Interest on other short-term borrowings | 61,556 | 28,470 | 114,050 | 76,048 |
| Interest on long-term debt | 130,284 | 140,933 | 407,550 | 429,473 |
| Total interest expense | 472,451 | 412,336 | 1,343,670 | 1,181,657 |
| Net interest income | 4,386,980 | 3,996,092 | 12,784,877 | 11,783,201 |
| Provision for loan losses | 75,000 | 45,000 | 225,000 | 115,000 |
| Net interest income after provision for loan losses | 4,311,980 | 3,951,092 | 12,559,877 | 11,668,201 |
| Noninterest income: | | | | |
| Service charges on deposit accounts | 259,949 | 276,733 | 787,061 | 808,294 |
| Income from trust services | 54,407 | 53,528 | 163,840 | 156,791 |
| Income from retail brokerage services | 84,194 | 89,684 | 280,928 | 258,220 |
| Income from insurance services | 347,244 | 310,145 | 1,157,949 | 1,123,928 |
| Income from mortgage banking services | 15,452 | 89,438 | 154,421 | 272,102 |
| Net gain (loss) on sale or disposition of assets | 394 | 410 | (9,388) | (177) |
| Net gain on sale of securities | 19,795 | 57,052 | 186,610 | 168,919 |
| Other income | 187,445 | 183,288 | 631,127 | 595,505 |
| Total noninterest income | 968,880 | 1,060,278 | 3,352,548 | 3,383,582 |
| Noninterest expense: | | | | |
| Salaries and employee benefits | 2,335,463 | 2,221,615 | 6,953,403 | 6,575,324 |
| Occupancy expense | 290,240 | 297,253 | 845,015 | 864,372 |
| Equipment expense | 214,814 | 182,431 | 632,768 | 632,589 |
| Data processing expense | 374,867 | 349,621 | 1,145,937 | 1,004,167 |
| Amortization of intangible assets | 3,906 | 3,906 | 11,719 | 11,719 |
| Other operating expenses | 848,901 | 683,905 | 2,348,324 | 2,058,939 |
| Total noninterest expenses | 4,068,191 | 3,738,731 | 11,937,166 | 11,147,110 |
| Income before income taxes | 1,212,669 | 1,272,639 | 3,975,259 | 3,904,673 |
| Provision for income taxes | 261,140 | 299,884 | 885,001 | 872,699 |
| Net income | $ 951,529 | $ 972,755 | 3,090,258 | 3,031,974 |
| Earnings per share of common stock: | | | | |
| Net income, basic | $ 0.37 | $ 0.38 | $ 1.21 | $ 1.19 |
| Net income, diluted | $ 0.37 | $ 0.38 | $ 1.21 | $ 1.19 |
| Dividends paid per share | $ 0.11 | $ 0.11 | $ 0.33 | $ 0.31 |
| Weighted average shares outstanding | 2,547,437 | 2,547,837 | 2,547,437 | 2,547,837 |
| Diluted average shares outstanding | 2,547,437 | 2,547,837 | 2,547,437 | 2,547,837 |

SOUTHWEST GEORGIA FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|---|---|---|
| | (Unaudited) 2017 | (Unaudited) 2016 | (Unaudited) 2017 | (Unaudited) 2016 |
| Net income | $ 951,529 | $ 972,755 | $ 3,090,258 | $ 3,031,974 |
| Other comprehensive income: | | | | |
| Unrealized holding gains (losses) on investment securities available for sale | 65,463 | (162,813) | 708,611 | 1,281,757 |
| Reclassification adjustment for gains realized in income | (19,795) | (57,052) | (186,610) | (144,034) |
| Less: Tax effect | 15,527 | (74,754) | 177,481 | 386,826 |
| Total other comprehensive income (loss), net of tax | 30,141 | (145,111) | 344,520 | 750,897 |
| Total comprehensive income | $ 981,670 | $ 827,644 | $ 3,434,778 | $ 3,782,871 |

SOUTHWEST GEORGIA FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

| | For the Nine Months Ended September 30, | |
|---|---|---|
| | (Unaudited) 2017 | (Unaudited) 2016 |
| Cash flows from operating activities: | | |
| Net income | $ 3,090,258 | $ 3,031,974 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 225,000 | 115,000 |
| Depreciation | 655,275 | 688,790 |
| Net amortization of investment securities | 302,635 | 205,981 |
| Income on cash surrender value of bank owned life insurance | (100,165) | (94,169) |
| Amortization of intangibles | 11,719 | 11,719 |
| Loss on sale of foreclosed assets | 8,892 | 0 |
| Net gain on sale of securities | (186,610) | (168,919) |
| Net loss on disposal of other assets | 1,594 | 1,275 |
| Change in: | | |
| Other assets | (59,371) | (381,169) |
| Other liabilities | 450,679 | 674,355 |
| Net cash provided by operating activities | 4,399,906 | 4,084,837 |
| Cash flows from investing activities: | | |
| Proceeds from calls, paydowns and maturities of securities HTM | 7,487,642 | 4,227,615 |
| Proceeds from calls, paydowns and maturities of securities AFS | 482,585 | 10,160,070 |
| Proceeds from Federal Home Loan Bank Stock repurchase | 424,600 | 413,700 |
| Proceeds from sale of securities available for sale | 5,741,211 | 11,933,634 |
| Proceeds from sale of securities held to maturity | 0 | 576,834 |
| Proceeds from maturities of certificates of deposit in other banks | 0 | 245,000 |
| Purchase of securities held to maturity | 0 | (478,559) |
| Purchase of securities available for sale | (7,039,139) | (14,680,561) |
| Purchase of Federal Home Loan Bank Stock | (1,014,100) | (418,700) |
| Purchase of certificates of deposit in other banks | (1,985,000) | 0 |
| Net change in loans | (38,303,523) | (36,538,675) |
| Purchase of premises and equipment | (1,347,213) | (1,304,463) |
| Proceeds from sales of fixed assets and foreclosed assets | 88,588 | 0 |
| Net cash used by investing activities | (35,464,349) | (25,864,105) |
| Cash flows from financing activities: | | |
| Net change in deposits | 13,263,491 | 25,240,406 |
| Payment of short-term portion of long-term debt | (7,590,476) | (6,733,333) |
| Proceeds from issuance of short-term debt | 7,000,000 | 857,143 |
| Proceeds from issuance of long-term debt | 13,000,000 | 5,142,857 |
| Cash dividends paid | (840,654) | (789,829) |
| Net cash provided by financing activities | 24,832,361 | 23,717,244 |
| Increase (decrease) in cash and cash equivalents | (6,232,082) | 1,937,976 |
| Cash and cash equivalents - beginning of period | 26,519,916 | 31,080,273 |
| Cash and cash equivalents - end of period | $ 20,287,834 | $ 33,018,249 |
| NONCASH ITEMS: | | |
| Increase in foreclosed properties and decrease in loans | $ 903,842 | $ 44,963 |
| Unrealized gain on securities available for sale | $ 522,001 | $ 1,137,723 |
| Sale of foreclosed properties through loans | $ 38,000 | $ 0 |
| Net reclass between short and long-term debt | $ 14,257,143 | $ 6,733,333 |

**SOUTHWEST GEORGIA FINANCIAL CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Basis of Presentation**

Southwest Georgia Financial Corporation (the "Corporation"), a bank-holding company organized under the laws of Georgia, provides deposit, lending, and other financial services to businesses and individuals primarily in the Southwest region of Georgia. The Corporation and its subsidiaries are subject to regulation by certain federal and state agencies.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and changes in financial position in conformity with generally accepted accounting principles. The interim financial statements furnished reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. The interim consolidated financial statements should be read in conjunction with the Corporation's 2016 Annual Report on Form 10K.

## NOTE 1

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Southwest Georgia Financial Corporation (the "Corporation") and its direct and indirect subsidiaries, including its wholly-owned banking subsidiary, Southwest Georgia Bank (the "Bank"), conform to U.S. generally accepted accounting principles ("GAAP") and to general practices within the banking industry. The following is a description of the more significant of those policies.

### Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its direct and indirect subsidiaries. All significant intercompany accounts and transactions have been eliminated in the consolidation.

### Nature of Operations

The Corporation offers comprehensive financial services to consumer, business, and governmental entity customers through its banking offices in southwest Georgia. Its primary deposit products are money market, NOW, savings and certificates of deposit, and its primary lending products are consumer and commercial mortgage loans. In addition to conventional banking services, the Corporation provides investment planning and management, trust management, and commercial and individual insurance products. Insurance products and advice are provided by the Bank's Southwest Georgia Insurance Services Division.

The Corporation's primary business is providing banking services through the Bank to individuals and businesses principally in the counties of Colquitt, Baker, Worth, Lowndes and the surrounding counties of southwest Georgia. The Bank operates five branch offices in its trade area. It also has three non-deposit taking locations. Trust and retail brokerage services are offered at an office building located at 25 2nd Avenue SW in Moultrie, lending services are offered in Valdosta at 3520 North Valdosta Road, and lending services are offered at 301 N. Virginia Avenue in Tifton.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with these evaluations, management obtains independent appraisals for significant properties.

A substantial portion of the Corporation's loans are secured by real estate located primarily in Georgia. Accordingly, the ultimate collection of these loans is susceptible to changes in the real estate market conditions of this market area.

### Cash and Cash Equivalents and Statement of Cash Flows

For purposes of reporting cash flows, the Corporation considers cash and cash equivalents to include all cash on hand, deposit amounts due from banks, interest-bearing deposits in other banks, and federal funds sold. The Corporation maintains its cash balances in several financial institutions. Accounts at the financial institutions are secured by the Federal Deposit Insurance Corporation (the "FDIC") up to $250,000. There were uninsured deposits of $331,432 at September 30, 2017.

**Investment Securities**

Debt securities that management has the positive intent and ability to hold to maturity are classified as "held to maturity" and recorded at amortized cost. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as "available for sale" and recorded at fair value with unrealized gains and losses reported in other comprehensive income.

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other-than-temporarily impaired 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 Corporation 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 on the sale of securities are recorded on the trade date and are determined using the specific identification method.

**Premises and Equipment**

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation has been calculated primarily using the straight-line method for buildings and building improvements over the assets estimated useful lives. Equipment and furniture are depreciated using the modified accelerated recovery system method over the assets estimated useful lives for financial reporting and income tax purposes for assets purchased on or before December 31, 2003. For assets acquired after 2003, the Corporation used the straight-line method of depreciation. The following estimated useful lives are used for financial statement purposes:

| | |
|---|---|
| Land improvements | 5 – 31 years |
| Building and improvements | 10 – 40 years |
| Machinery and equipment | 5 – 10 years |
| Computer equipment | 3 – 5 years |
| Office furniture and fixtures | 5 – 10 years |

All of the Corporation's leases are operating leases and are not capitalized as assets for financial reporting purposes. Maintenance and repairs are charged to expense and betterments are capitalized.

Long-lived assets are evaluated regularly for other-than-temporary impairment. If circumstances suggest that their value may be impaired and the write-down would be material, an assessment of recoverability is performed prior to any write-down of the asset. Impairment on intangibles is evaluated at each balance sheet date or whenever events or changes in circumstances indicate that the carrying amount should be assessed. Impairment, if any, is recognized through a valuation allowance with a corresponding charge recorded in the income statement.

**Bank Property Held for Sale**

During 2016, the Bank's former branch in Pavo, Georgia, was transferred from premises to bank property held for sale and depreciation was discontinued. The property was booked at the lower of cost or market value based on a current appraisal of $211,500. The Corporation has this property available for sale.

**Loans and Allowances for Loan Losses**

Loans are stated at principal amounts outstanding less unearned income and the allowance for loan losses. Interest income is credited to income based on the principal amount outstanding at the respective rate of interest except for interest on certain installment loans made on a discount basis which is recognized in a manner that results in a level-yield on the principal outstanding.

Accrual of interest income is discontinued on loans when, in the opinion of management, collection of such interest income becomes doubtful. Accrual of interest on such loans is resumed when, in management's judgment, the collection of interest and principal becomes probable.

Fees on loans and costs incurred in origination of most loans are recognized at the time the loan is placed on the books. Because loan fees are not significant, the results on operations are not materially different from the results which would be obtained by accounting for loan fees and costs as amortized over the term of the loan as an adjustment of the yield.

A loan is considered impaired when, based on current information and events, it is probable that the Corporation 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 for commercial and construction loans 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.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer and residential loans for impairment disclosures.

The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes the collection of the principal is unlikely. The allowance is an amount which management believes will be adequate to absorb estimated losses on existing loans that may become uncollectible based on evaluation of the collectability of loans and prior loss experience. This evaluation takes into consideration such factors as changes in the nature and volume of the loan portfolios, current economic conditions that may affect the borrowers' ability to pay, overall portfolio quality, and review of specific problem loans.

Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based upon changes in economic conditions. Also, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize additions to the allowance based on their judgments of information available to them at the time of their examination.

## Foreclosed Assets

In accordance with policy guidelines and regulations, properties acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at the fair market value less costs to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. A valuation allowance is established to record market value changes in foreclosed assets. Revenue and expenses from operations and changes in the valuation allowance are included in net expenses from foreclosed assets. At September 30, 2017, the foreclosed assets recorded were not considered to be residential real estate.

## Intangible Assets

Intangible assets are amortized over a determined useful life using the straight-line basis. These assets are evaluated annually as to the recoverability of the carrying value. The remaining intangibles have a remaining life of less than two years.

## Credit Related Financial Instruments

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

## Retirement Plans

The Corporation and its direct and indirect subsidiaries have post-retirement plans covering substantially all employees. The Corporation makes annual contributions to the plans in amounts not exceeding the regulatory requirements.

## Bank Owned Life Insurance

The Bank owns life insurance policies on a group of employees. Banking laws and regulations allow the Bank to purchase life insurance policies on certain employees in order to help offset the Bank’s overall employee compensation costs. The beneficial aspects of these life insurance policies are tax-free earnings and a tax free death benefit, which are realized by the Bank as the owner of the policies. The cash surrender value of these policies is included as an asset on the balance sheet, and any increases in cash surrender value are recorded as noninterest income on the statement of income. At September 30, 2017, and December 31, 2016, the policies had a value of $5,456,848 and $5,356,683, respectively, and were 13.3% and 13.9%, respectively, of stockholders’ equity. These values are within regulatory guidelines.

## Income Taxes

The Corporation and its subsidiaries file a consolidated income tax return. Each subsidiary computes its income tax expense as if it filed an individual return except that it does not receive any portion of the surtax allocation. Any benefits or disadvantages of the consolidation are absorbed by the parent company. Each subsidiary pays its allocation of federal income taxes to the parent company or receives payment from the parent company to the extent that tax benefits are realized.

The Corporation reports income under the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 740, Income Taxes, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Recognition of deferred tax assets is based on management's belief that it is more likely than not that the tax benefit associated with certain temporary differences and tax credits will be realized.

The Corporation will recognize a tax position as a benefit only if it is more likely than not that the tax position would be sustained in a tax examination, with an examination being presumed to occur. The amount recognized is the largest amount of a tax benefit that is greater than fifty percent likely of being realized on examination. No benefit is recorded for tax positions that do not meet the more than likely than not test.

The Corporation recognizes penalties related to income tax matters in income tax expense. The Corporation is subject to U.S. federal and Georgia state income tax audit for returns for the tax period ending December 31, 2014 and subsequent years.

**Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income (loss) includes all changes in stockholders' equity during a period, except those resulting from transactions with stockholders. Besides net income, other components of the Corporation's accumulated other comprehensive income (loss) includes the after tax effect of changes in the net unrealized gain/loss on securities available for sale and the unrealized gain/loss on pension plan benefits.

**Trust Department**

Trust income is included in the accompanying consolidated financial statements on the cash basis in accordance with established industry practices. Reporting of such fees on the accrual basis would have no material effect on reported income.

**Advertising Costs**

It is the policy of the Corporation to expense advertising costs as they are incurred. The Corporation does not engage in any direct-response advertising and accordingly has no advertising costs reported as assets on its balance sheet. Costs expensed were $52,967 and $133,111 for the three and nine month periods ended September 30, 2017, respectively.

**Recent Market and Regulatory Developments**

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

Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum Tier 1 leverage, Tier 1 risk-based capital and Total risk-based capital ratios. In July 2013, the Board of Governors of the Federal Reserve System published the Basel III Capital Rules. These rules establish a comprehensive capital framework applicable to all depository institutions, certain bank holding companies with total consolidated assets below a certain threshold and all and savings and loan holding companies except for those that are substantially engaged in insurance underwriting or commercial activities. These rules implement higher minimum capital requirements for banks and certain bank holding companies, include a new common equity Tier 1 capital requirement and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital.

The Basel III Capital Rules became effective for the Bank on January 1, 2015, subject to a phase in period, but are not applicable to bank holding companies, like the Corporation, with less than $1 billion in total consolidated assets that meet certain criteria.

The minimum capital level requirements applicable to the Bank under the Basel III Capital Rules are: (i) a common equity Tier 1 risk-based capital ratio of 4.5%; (ii) a Tier 1 risk-based capital ratio of 6% (increased from 4%); (iii) a Total risk-based capital ratio of 8% (unchanged from the rules effective for the year ended December 31, 2014); and (iv) a Tier 1 leverage ratio of 4% for all institutions. Common equity Tier 1 capital will consist of retained earnings and common stock instruments, subject to certain adjustments.

The Basel III Capital Rules set forth changes in the methods of calculating certain risk-weighted assets, which in turn affect the calculation of risk-based ratios. The new risk weightings are more punitive for assets held by banks that are deemed to be of higher risk. These changes were also effective beginning January 1, 2015.

The Basel III Capital Rules also introduce a "capital conservation buffer," which is in addition to each capital ratio and is phased-in over a three-year period beginning in January 2016.

As of September 30, 2017, the Bank is considered to be well-capitalized under the Basel III Capital Rules.

**Recent Accounting Pronouncements**

In May 2017, the FASB issued ASU No. 2017-09, *"Stock Compensation, Scope of Modification Accounting."* This ASU clarifies when changes to the terms of conditions of a share-based payment award must be accounted for as modifications. Companies will apply the modification accounting guidance if the value, vesting conditions or classification of the award changes. The new guidance should reduce diversity in practice and result in fewer changes to the terms of an award being accounted for as modifications, as the guidance will allow companies to make certain non-substantive changes to awards without accounting for them as modifications. It does not change the accounting for modifications. ASU No. 2017-09 is effective for interim and annual reporting periods beginning after December 15, 2017; early adoption is permitted. The adoption of ASU 2017-09 is not expected to have a material impact on the Corporation's consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-08, *Receivables – Nonrefundable Fees and Other Costs (Topic 310-20): Premium Amortization on Purchased Callable Debt Securities*. This ASU shortens the amortization period for certain callable debt securities held at a premium. The premium on individual callable debt securities shall be amortized to the earliest call date. This guidance does not apply to securities for which prepayments are estimated on a large number of similar loans where prepayments are probable and reasonable estimable. The amendments in this update are effective for fiscal years beginning December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. This update should be adopted on a modified retrospective basis with a cumulative effect adjustment to retained earnings on the date of adoption. The adoption of ASU 2017-08 is not expected to have a material impact on the Corporation's consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. The updated accounting guidance requires changes to the presentation of the components of net periodic benefit cost on the income statement by requiring service cost to be presented with other employee compensation costs and other components of net periodic pension cost to be presented outside of any subtotal of operating income. This ASU also stipulates that only the service cost component of net benefit cost is eligible for capitalization. This ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of ASU 2017-07 is not expected to have a material impact on the Corporation's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other (Topic 350),* which requires an entity to no longer perform a hypothetical purchase price allocation to measure goodwill impairment. Rather, impairment will be measured using the difference between the carrying amount and the fair value of the reporting unit. This ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Entities may early adopt the standard for goodwill impairment tests with measurement dates after January 1, 2017. The adoption of ASU 2017-04 is not expected to have a material impact on the Corporation's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-03, *Accounting Changes and Error Corrections (Topic 250) and Investments-Equity Method and Joint Ventures (Topic 323),* which incorporates into the FASB ASC recent SEC guidance about disclosing, under SEC Staff Accounting Bulletin, Topic 11.M, the effect on financial statements of adopting the revenue, leases, and credit losses standards. The effective date varies as each topic addressed in this ASU has its own effective date. The adoption of ASU 2017-03 is not expected to have a material impact on the Corporation's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805),* which provides a new framework for determining whether transactions should be accounted for as acquisitions or disposals of assets or businesses. This ASU is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. Early adoption will be permitted and should apply it to transactions that have not been reported in financial statements that have been issued or made available for issuance. The adoption of ASU 2017-01 is not expected to have a material impact on the Corporation's consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash,* This ASU requires entities to include cash and cash equivalents that have restrictions on withdrawal or use in total cash and cash equivalents on the statement of cash flows. This ASU is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. Early adoption will be permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, adjustments should be reflected at the beginning of the fiscal year that includes that interim period. The adoption of ASU 2016-18 is not expected to have a material impact on the Corporation's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments,* to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments provide guidance on the following eight specific cash flow issues: 1) debt prepayment or debt extinguishment costs; 2) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; 3) contingent consideration payments made after a business combination; 4) proceeds from the settlement of insurance claims; 5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; 6) distributions received from equity method investees; 7) beneficial interests in securitization transactions; and 8) separately identifiable cash flows and application of the predominance principle. The amendments are effective for public companies for fiscal years beginning after December 31, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The adoption of ASU No. 2016-15 is not expected to have a material impact on the Corporation's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which is essentially the final rule on use of the so-called CECL model, or current expected credit losses. Among other things, the amendments in this ASU require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For SEC filers, the amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with later effective dates for non-SEC registrant public companies and other organizations. Early adoption will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The adoption of ASU No. 2016-13 is being reviewed for any material impact on the Corporation's consolidated financial statements.

## NOTE 2

## Fair Value Measurements

The Corporation utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. From time to time, the Corporation may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans and foreclosed real estate. Additionally, the Corporation is required to disclose, but not record, the fair value of other financial instruments.

Fair Value Hierarchy:
Under ASC Topic 820, the Corporation groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Following is a description of valuation methodologies used for assets and liabilities which are either recorded or disclosed at fair value.

Cash and Cash Equivalents:
For disclosure purposes for cash and due from banks, interest bearing deposits in other banks and federal funds sold, the carrying amount is a reasonable estimate of fair value.

Certificates of Deposit in Other Banks:
For disclosure purposes for certificates of deposit in other banks, the carrying amount is a reasonable estimate of fair value.

Investment Securities Available for Sale:
Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange and U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter market funds. Level 2 securities include mortgage-backed securities issued by government sponsored enterprises and state, county and municipal bonds. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Investment Securities Held to Maturity:
Investment securities held to maturity are not recorded at fair value on a recurring basis. For disclosure purposes, fair value measurement is based upon quoted prices, if available.

Federal Home Loan Bank Stock:
For disclosure purposes, the carrying value of other investments approximate fair value.

Loans:
The Corporation does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and a specific allocation is established within the allowance for loan losses. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC Topic 310, *Accounting by Creditors for Impairment of a Loan*. The fair value of impaired loans is estimated using one of three methods, including collateral value, market value of similar debt, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. In accordance with ASC Topic 820, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Corporation records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Corporation records the impaired loan as nonrecurring Level 3.

For disclosure purposes, the fair value of fixed rate loans which are not considered impaired, 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 unimpaired variable rate loans, the carrying amount is a reasonable estimate of fair value for disclosure purposes.

Foreclosed Assets:
Other real estate properties are adjusted to fair value upon transfer of the loans to other real estate. Subsequently, other real estate assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Corporation records the other real estate as nonrecurring Level 2. When an appraised value is not

available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Corporation records the other real estate asset as nonrecurring Level 3.

Bank Owned Life Insurance:
For disclosure purposes, for cash surrender value of life insurance, the carrying value is a reasonable estimate of fair value.

Deposits:
For disclosure purposes, the fair value of demand deposits, savings accounts, NOW accounts and money market deposits is the amount payable on demand at the reporting date, while the fair value of fixed maturity certificates of deposit is estimated by discounting the future cash flows using current rates at which comparable certificates would be issued.

Federal Funds Purchased:
For disclosure purposes, the carrying amount for Federal funds purchased is a reasonable estimate of fair value due to the short-term nature of these financial instruments.

FHLB Advances:
For disclosure purposes, the fair value of the FHLB fixed rate borrowing is estimated using discounted cash flows, based on the current incremental borrowing rates for similar types of borrowing arrangements.

Commitments to Extend Credit and Standby Letters of Credit:
Because commitments to extend credit and standby letters of credit are made using variable rates and have short maturities, the carrying value and the fair value are immaterial for disclosure.

Assets Recorded at Fair Value on a Recurring Basis:
The table below presents the recorded amount of assets measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016.

| September 30, 2017 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Investment securities available for sale: | | | | |
| U.S. government treasury securities | $ 0 | $ 974,490 | $ 0 | $ 974,490 |
| U.S. government agency securities | 0 | 44,234,475 | 0 | 44,234,475 |
| State and municipal securities | 0 | 7,600,999 | 0 | 7,600,999 |
| Residential mortgage-backed securities | 0 | 2,036,772 | 0 | 2,036,772 |
| Equity securities | 0 | 100,380 | 0 | 100,380 |
| Total | $ 0 | $ 54,947,116 | $ 0 | $ 54,947,116 |

| December 31, 2016 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Investment securities available for sale: | | | | |
| U.S. government treasury securities | $ 0 | $ 962,150 | $ 0 | $ 962,150 |
| U.S. government agency securities | 0 | 40,984,897 | 0 | 40,984,897 |
| State and municipal securities | 0 | 6,452,597 | 0 | 6,452,597 |
| Residential mortgage-backed securities | 0 | 2,529,314 | 0 | 2,529,314 |
| Corporate notes | 0 | 2,524,165 | 0 | 2,524,165 |
| Equity securities | 0 | 112,380 | 0 | 112,380 |
| Total | $ 0 | $ 53,565,503 | $ 0 | $ 53,565,503 |

Assets Recorded at Fair Value on a Nonrecurring Basis:
The Corporation may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below as of September 30, 2017, and December 31, 2016.

| September 30, 2017 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Foreclosed assets | $ 0 | $ 0 | $ 903,842 | $ 903,842 |
| Impaired loans | 0 | 0 | 4,278,077 | 4,278,077 |
| Total assets at fair value | $ 0 | $ 0 | $ 5,181,919 | $ 5,181,919 |

| December 31, 2016 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Foreclosed assets | $ 0 | $ 0 | $ 126,713 | $ 126,713 |
| Impaired loans | 0 | 0 | 3,011,472 | 3,011,472 |
| Total assets at fair value | $ 0 | $ 0 | $ 3,138,185 | $ 3,138,185 |

Foreclosed properties that are included above as measured at fair value on a nonrecurring basis are those properties that resulted from a loan that had been foreclosed and charged down or have been written down subsequent to foreclosure. Foreclosed properties are generally recorded at the appraised value less estimated selling costs in the range of 15 – 20%. Loans that are reported above as being measured at fair value on a nonrecurring basis are generally impaired loans that have been either partially charged off or have specific reserves assigned to them. Nonaccrual impaired loans that are collateral dependent are generally written down to a range of 80 – 85% of appraised value which considers the estimated costs to sell. Specific reserves are established for impaired loans based on appraised value of collateral or discounted cash flows.

The carrying amount and estimated fair values of the Corporation's assets and liabilities which are required to be either disclosed or recorded at fair value at September 30, 2017, and December 31, 2016, are as follows:

| | | Estimated Fair Value | | | |
|---|---|---|---|---|---|
| September 30, 2017 | Carrying Amount | Level 1 | Level 2 | Level 3 | Total |
| | | (Dollars in thousands) | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $ 20,288 | $ 20,288 | $ 0 | $ 0 | $ 20,288 |
| Certificates of deposit in other banks | 1,985 | 1,985 | 0 | 0 | 1,985 |
| Investment securities available for sale | 54,947 | 0 | 54,947 | 0 | 54,947 |
| Investment securities held to maturity | 46,955 | 0 | 47,812 | 0 | 47,812 |
| Federal Home Loan Bank stock | 2,464 | 0 | 2,464 | 0 | 2,464 |
| Loans, net | 326,612 | 0 | 320,926 | 4,278 | 325,204 |
| Bank owned life insurance | 5,457 | 0 | 5,457 | 0 | 5,457 |
| Liabilities: | | | | | |
| Deposits | 384,756 | 0 | 385,008 | 0 | 385,008 |
| Federal Home Loan Bank advances | 46,886 | 0 | 46,793 | 0 | 46,793 |

| December 31, 2016 | Carrying Amount | Estimated Fair Value Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|---|
| | | (Dollars in thousands) | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $ 26,520 | $ 26,520 | $ 0 | $ 0 | $ 26,520 |
| Certificates of deposit in other banks | 0 | 0 | 0 | 0 | 0 |
| Investment securities available for sale | 53,566 | 0 | 53,566 | 0 | 53,566 |
| Investment securities held to maturity | 54,603 | 0 | 55,123 | 0 | 55,123 |
| Federal Home Loan Bank stock | 1,874 | 0 | 1,874 | 0 | 1,874 |
| Loans, net | 289,400 | 0 | 286,869 | 3,011 | 289,880 |
| Bank owned life insurance | 5,357 | 0 | 5,357 | 0 | 5,357 |
| Liabilities: | | | | | |
| Deposits | 371,493 | 0 | 371,793 | 0 | 371,793 |
| Federal Home Loan Bank advances | 34,476 | 0 | 34,337 | 0 | 34,337 |

Limitations:
Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statement element. 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 included herein are based on existing on- and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business and the fair value of assets and liabilities that are not required to be recorded or disclosed at fair value like 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.

## NOTE 3

### Investment Securities

Debt and equity securities have been classified in the consolidated balance sheets according to management's intent. The amortized cost of securities as shown in the consolidated balance sheets and their estimated fair values at September 30, 2017, and December 31, 2016, were as follows:

Securities Available For Sale:

| September 30, 2017 | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| U.S. government treasury securities | $ 979,470 | $ 0 | $ 4,980 | $ 974,490 |
| U.S. government agency securities | 44,003,490 | 793,816 | 562,831 | 44,234,475 |
| State and municipal securities | 7,505,040 | 122,194 | 26,235 | 7,600,999 |
| Residential mortgage-backed securities | 1,967,371 | 70,265 | 864 | 2,036,772 |
| Total debt securities AFS | 54,455,371 | 986,275 | 594,910 | 54,846,736 |
| Equity securities | 100,380 | 0 | 0 | 100,380 |
| Total securities AFS | $54,555,751 | $ 986,275 | $ 594,910 | $54,947,116 |

| December 31, 2016 | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| U.S. government treasury securities | $ 977,967 | $ 0 | $ 15,817 | $ 962,150 |
| U.S. government agency securities | 41,117,402 | 697,811 | 830,316 | 40,984,897 |
| State and municipal securities | 6,537,093 | 25,170 | 109,666 | 6,452,597 |
| Residential mortgage-backed securities | 2,454,282 | 76,284 | 1,252 | 2,529,314 |
| Corporate notes | 2,497,016 | 27,944 | 795 | 2,524,165 |
| Total debt securities AFS | 53,583,760 | 827,209 | 957,846 | 53,453,123 |
| Equity securities | 112,380 | 0 | 0 | 112,380 |
| Total securities AFS | $53,696,140 | $ 827,209 | $ 957,846 | $53,565,503 |

Securities Held to Maturity:

| September 30, 2017 | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| State and municipal securities | $43,580,427 | $ 765,970 | $ 17,608 | $44,328,789 |
| Residential mortgage-backed securities | 3,374,173 | 108,884 | 0 | 3,483,057 |
| Total securities HTM | $46,954,600 | $ 874,854 | $ 17,608 | $47,811,846 |

| December 31, 2016 | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
|---|---|---|---|---|
| State and municipal securities | $50,435,624 | $ 508,109 | $ 117,077 | $50,826,656 |
| Residential mortgage-backed securities | 4,166,911 | 129,506 | 0 | 4,296,417 |
| Total securities HTM | $54,602,535 | $ 637,615 | $ 117,077 | $55,123,073 |

The amortized cost and estimated fair value of securities at September 30, 2017, and December 31, 2016, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

| September 30, 2017<br>Available for Sale: | Amortized Cost | Estimated Fair Value |
|---|---|---|
| Amounts maturing in: | | |
| One year or less | $ 0 | $ 0 |
| After one through five years | 14,464,631 | 14,727,470 |
| After five through ten years | 36,074,391 | 36,152,596 |
| After ten years | 3,916,349 | 3,966,670 |
| Total debt securities AFS | 54,455,371 | 54,846,736 |
| Equity securities | 100,380 | 100,380 |
| Total securities AFS | $54,555,751 | $54,947,116 |

| Held to Maturity: | Amortized Cost | Estimated Fair Value |
|---|---|---|
| Amounts maturing in: | | |
| One year or less | $ 8,334,947 | $ 8,354,920 |
| After one through five years | 21,995,877 | 22,330,418 |
| After five through ten years | 13,642,518 | 14,065,982 |
| After ten years | 2,981,258 | 3,060,526 |
| Total securities HTM | $46,954,600 | $47,811,846 |

| December 31, 2016<br>Available for Sale: | Amortized Cost | Estimated Fair Value |
|---|---|---|
| Amounts maturing in: | | |
| One year or less | $ 0 | $ 0 |
| After one through five years | 10,130,179 | 10,303,973 |
| After five through ten years | 39,818,677 | 39,507,820 |
| After ten years | 3,634,904 | 3,641,330 |
| Total debt securities AFS | 53,583,760 | 53,453,123 |
| Equity securities | 112,380 | 112,380 |
| Total securities AFS | $53,696,140 | $53,565,503 |

| Held to Maturity: | Amortized Cost | Estimated Fair Value |
|---|---|---|
| Amounts maturing in: | | |
| One year or less | $ 7,939,740 | $ 7,941,397 |
| After one through five years | 26,537,314 | 26,786,525 |
| After five through ten years | 15,178,560 | 15,493,803 |
| After ten years | 4,946,921 | 4,901,348 |
| Total securities HTM | $54,602,535 | $55,123,073 |

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

| September 30, 2017 | Less Than Twelve Months | | Twelve Months or More | |
|---|---|---|---|---|
| | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value |
| Securities Available for Sale | | | | |
| Temporarily impaired debt securities: | | | | |
| U.S. government treasury securities | $ 4,980 | $ 974,490 | $ 0 | $ 0 |
| U.S. government agency securities | 527,903 | 18,541,258 | 34,928 | 962,870 |
| State and municipal securities | 12,760 | 2,260,529 | 13,475 | 677,896 |
| Residential mortgage-backed securities | 864 | 216,393 | 0 | 0 |
| Total debt securities available for sale | $ 546,507 | $ 21,992,670 | $ 48,403 | $ 1,640,766 |
| Securities Held to Maturity | | | | |
| Temporarily impaired debt securities: | | | | |
| State and municipal securities | $ 15,430 | $ 2,895,378 | $ 2,178 | $ 1,613,290 |
| Total securities held to maturity | $ 15,430 | $ 2,895,378 | $ 2,178 | $ 1,613,290 |

| December 31, 2016 | Less Than Twelve Months | | Twelve Months or More | |
|---|---|---|---|---|
| | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value |
| Securities Available for Sale | | | | |
| Temporarily impaired debt securities: | | | | |
| U.S. government treasury securities | $ 15,817 | $ 962,150 | $ 0 | $ 0 |
| U.S. government agency securities | 830,316 | 19,330,575 | 0 | 0 |
| State and municipal securities | 109,666 | 4,676,685 | 0 | 0 |
| Residential mortgage-backed securities | 1,252 | 311,851 | 0 | 0 |
| Corporate notes | 0 | 0 | 795 | 499,205 |
| Total debt securities available for sale | $ 957,051 | $ 25,281,261 | $ 795 | $ 499,205 |
| Securities Held to Maturity | | | | |
| Temporarily impaired debt securities: | | | | |
| State and municipal securities | $ 117,077 | $ 16,162,203 | $ 0 | $ 0 |
| Total securities held to maturity | $ 117,077 | $ 16,162,203 | $ 0 | $ 0 |

During the three months ended September 30, 2017, two U.S. Government Agencies were sold in the amount of $3,065,000 resulting in a realized gain of $19,795. During the first half of 2017, two corporate notes were sold in the amount of $2,540,000 resulting in a realized gain of $42,604, and 2,400 shares of available for sale Federal Agricultural Mortgage Corporation equity securities were sold in the amount of $136,211 resulting in a realized gain of $124,211.

During the three months ended September 30, 2016, one available for sale U.S. Government Agency security was sold in the amount of $1,549,453, resulting in a gain of $57,052. In the first half of 2016, we sold available for sale U.S. Government Agency securities in the amount of $10,036,609 resulting in a net realized gain of $76,524. Also, available for sale mortgage-backed securities in the amount of $347,572 and held to maturity mortgage-backed securities in the amount of $576,834 were sold in the first half of 2016 for net gains of $10,458 and $24,885, respectively. These transactions occurred in order to provide liquidity and remove small lots of mortgage-backed securities. These small lots of held to maturity mortgage-backed securities sold were paid down to over 85% of face value.

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 Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

At September 30, 2017, thirty-five debt securities with unrealized losses have depreciated 2.1% from the Corporation's amortized cost basis. 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, its agencies, or other governments, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. Management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale. No declines in debt securities are deemed to be other-than-temporary.

## NOTE 4

## Loans and Allowance for Loan Losses

The composition of the Corporation's loan portfolio and the percentage of loans in each category to total loans at September 30, 2017 and December 31, 2016, were as follows:

| | September 30, 2017 | | December 31, 2016 | |
|---|---|---|---|---|
| Commercial, financial and agricultural loans | $ 75,372,558 | 22.9% | $ 70,999,423 | 24.3% |
| Real estate: | | | | |
| Construction loans | 25,712,412 | 7.8% | 25,999,295 | 8.9% |
| Commercial mortgage loans | 103,374,781 | 31.3% | 91,732,812 | 31.3% |
| Residential loans | 95,823,402 | 29.1% | 83,270,983 | 28.5% |
| Agricultural loans | 25,527,651 | 7.7% | 16,580,126 | 5.7% |
| Consumer & other loans | 4,027,002 | 1.2% | 3,960,492 | 1.3% |
| Loans outstanding | 329,837,806 | 100.0% | 292,543,131 | 100.0% |
| Unearned interest and discount | ( 17,950) | | ( 18,895) | |
| Allowance for loan losses | ( 3,207,550) | | ( 3,124,611) | |
| Net loans | $ 326,612,306 | | $ 289,399,625 | |

The Corporation’s only significant concentration of credit at September 30, 2017, occurred in real estate loans which totaled $250,438,246 compared with $217,583,216 at December 31, 2016. However, this amount was not concentrated in any specific segment within the market or geographic area.

Certain 1-4 family and multifamily mortgage loans are pledged to Federal Home Loan Bank to secure outstanding advances. At September 30, 2017, $49,979,415 in loans were pledged in this capacity.

The following table shows maturities as well as interest sensitivity of the commercial, financial, agricultural, and construction loan portfolio at September 30, 2017.

| | Commercial, Financial, Agricultural and Construction |
|---|---|
| Distribution of loans which are due: | |
| In one year or less | $ 25,753,218 |
| After one year but within five years | 49,145,359 |
| After five years | 26,186,393 |
| Total | $ 101,084,970 |

The following table shows, for such loans due after one year, the amounts which have predetermined interest rates and the amounts which have floating or adjustable interest rates at September 30, 2017.

| | Loans With Predetermined Rates | Loans With Floating Rates | Total |
|---|---|---|---|
| Commercial, financial, agricultural and construction | $ 68,584,874 | $ 6,746,878 | $ 75,331,752 |

Appraisal Policy

When a loan is first identified as a problem loan, the appraisal is reviewed to determine if the appraised value is still appropriate for the collateral. For the duration that a loan is considered a problem loan, the appraised value of the collateral is monitored on a quarterly basis. If significant changes occur in market conditions or in the condition of the collateral, a new appraisal will be obtained.

Nonaccrual Policy

The Corporation does not accrue interest on any loan (1) that is maintained on a cash basis due to the deteriorated financial condition of the borrower, (2) for which payment in full of principal or interest is not expected, or (3) upon which principal or interest has been past due for ninety days or more unless the loan is well secured and in the process of collection.

A loan subsequently placed on nonaccrual status may be returned to accrual status if (1) all past due interest and principal is paid with expectations of any remaining contractual principal and interest being repaid or (2) the loan becomes well secured and in the process of collection.

Loans placed on nonaccrual status amounted to $1,549,366 and $246,320 at September 30, 2017, and December 31, 2016, respectively. There were no past due loans over ninety days and still accruing at September 30, 2017, or December 31, 2016. The accrual of interest is discontinued when the loan is placed on nonaccrual. Interest income that would have been recorded on these nonaccrual loans in accordance with their original terms totaled $22,891 for September 30, 2017, and $476 for December 31, 2016.

The following tables present an age analysis of past due loans and nonaccrual loans segregated by class of loans.

Age Analysis of Past Due Loans
As of September 30, 2017

| | 30-89 Days Past Due | Greater than 90 Days | Total Past Due Loans | Nonaccrual Loans | Current Loans | Total Loans |
|---|---|---|---|---|---|---|
| Commercial, financial and agricultural loans | $ 571,348 | $ 0 | $ 571,348 | $ 246,932 | $ 74,554,278 | $ 75,372,558 |
| Real estate: | | | | | | |
| Construction loans | 336,089 | 0 | 336,089 | 203,272 | 25,173,051 | 25,712,412 |
| Commercial mortgage loans | 416,273 | 0 | 416,273 | 757,085 | 102,201,423 | 103,374,781 |
| Residential loans | 609,643 | 0 | 609,643 | 333,196 | 94,880,563 | 95,823,402 |
| Agricultural loans | 313,298 | 0 | 313,298 | 0 | 25,214,353 | 25,527,651 |
| Consumer & other loans | 53,737 | 0 | 53,737 | 8,881 | 3,964,384 | 4,027,002 |
| Total loans | $2,300,388 | $ 0 | $2,300,388 | $ 1,549,366 | $325,988,052 | $329,837,806 |

Age Analysis of Past Due Loans
As of December 31, 2016

| | 30-89 Days Past Due | Greater than 90 Days | Total Past Due Loans | Nonaccrual Loans | Current Loans | Total Loans |
|---|---|---|---|---|---|---|
| Commercial, financial and agricultural loans | $1,264,998 | $ 0 | $1,264,998 | $ 38,798 | $ 69,695,627 | $ 70,999,423 |
| Real estate: | | | | | | |
| Construction loans | 66,931 | 0 | 66,931 | 207,522 | 25,724,842 | 25,999,295 |
| Commercial mortgage loans | 1,268,405 | 0 | 1,268,405 | 0 | 90,464,407 | 91,732,812 |
| Residential loans | 1,376,671 | 0 | 1,376,671 | 0 | 81,894,312 | 83,270,983 |
| Agricultural loans | 0 | 0 | 0 | 0 | 16,580,126 | 16,580,126 |
| Consumer & other loans | 65,127 | 0 | 65,127 | 0 | 3,895,365 | 3,960,492 |
| Total loans | $4,042,132 | $ 0 | $4,042,132 | $ 246,320 | $288,254,679 | $292,543,131 |

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Corporation 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 for commercial and construction loans 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.

At September 30, 2017, and December 31, 2016, impaired loans amounted to $4,750,140 and $3,560,901, respectively. A reserve amount of $472,063 and $549,429 were recorded in the allowance for loan losses for these impaired loans as of September 30, 2017, and December 31, 2016, respectively.

The following tables present impaired loans, segregated by class of loans as of September 30, 2017, and December 31, 2016:

| September 30, 2017 | Unpaid Principal Balance | Recorded Investment With No Allowance | Recorded Investment With Allowance | Recorded Investment Total | Related Allowance | Year-to-date Average Recorded Investment | Interest Income Received During Impairment |
|---|---|---|---|---|---|---|---|
| Commercial, financial and agricultural loans | $ 310,921 | $ 0 | $ 310,921 | $ 310,921 | $ 12,012 | $ 131,489 | $ 8,363 |
| Real estate: | | | | | | | |
| Construction loans | 440,956 | 320,156 | 0 | 320,156 | 0 | 235,379 | 13,688 |
| Commercial mortgage loans | 1,617,584 | 757,085 | 860,499 | 1,617,584 | 225,302 | 4,748,813 | 41,683 |
| Residential loans | 2,408,020 | 243,383 | 2,083,962 | 2,327,345 | 229,055 | 4,748,549 | 86,316 |
| Agricultural loans | 146,907 | 146,907 | 0 | 146,907 | 0 | 685,432 | 5,734 |
| Consumer & other loans | 27,227 | 1,468 | 25,759 | 27,227 | 5,694 | 8,292 | 257 |
| Total loans | $4,951,615 | $1,468,999 | $3,281,141 | $4,750,140 | $472,063 | $10,557,954 | $156,041 |

| December 31, 2016 | Unpaid Principal Balance | Recorded Investment With No Allowance | Recorded Investment With Allowance | Recorded Investment Total | Related Allowance | Year-to-date Average Recorded Investment | Interest Income Received During Impairment |
|---|---|---|---|---|---|---|---|
| Commercial, financial and agricultural loans | $ 102,086 | $ 4,798 | $ 97,288 | $ 102,086 | $ 12,021 | $ 21,154 | $ 2,464 |
| Real estate: | | | | | | | |
| Construction loans | 247,015 | 126,215 | 0 | 126,215 | 0 | 168,432 | 12,691 |
| Commercial mortgage loans | 880,670 | 0 | 880,670 | 880,670 | 245,472 | 4,005,175 | 46,195 |
| Residential loans | 2,223,421 | 230,610 | 1,971,899 | 2,202,509 | 291,936 | 3,272,528 | 122,370 |
| Agricultural loans | 246,175 | 246,175 | 0 | 246,175 | 0 | 851,740 | 8,150 |
| Consumer & other loans | 3,246 | 3,246 | 0 | 3,246 | 0 | 6,501 | 201 |
| Total loans | $3,702,613 | $ 611,044 | $2,949,857 | $3,560,901 | $549,429 | $8,325,530 | $192,071 |

At September 30, 2016, the year-to-date average recorded investment of impaired loans was $7,539,696 and the interest income received during impairment was $143,524.

At September 30, 2017, and December 31, 2016, included in impaired loans were $5,318 and $914,378, respectively, of troubled debt restructurings.

Troubled Debt Restructurings (TDR)

Loans are considered to have been modified in a troubled debt restructuring, or TDR, when due to a borrower's financial difficulty the Corporation makes certain concessions to the borrower that it would not otherwise consider for new debt with similar risk characteristics. Modifications may include interest rate reductions, principal or interest forgiveness, forbearance, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of the collateral. Each potential loan modification is reviewed individually and the terms of the loan are modified to meet the borrower's specific circumstances at a point in time. Not all loan modifications are TDRs. However, performance prior to the modification, or significant events that coincide with the modification, are included in assessing whether the borrower can meet the new terms and may result in the loan being returned to accrual status at the time of loan modification or after a shorter performance period.

Loan modifications are reviewed and recommended by the Corporation's senior credit officer, who determines whether the loan meets the criteria for a TDR. Generally, the types of concessions granted to borrowers that are evaluated in determining whether the loan is classified as a TDR include:

- Interest rate reductions – Occur when the stated interest rate is reduced to a nonmarket rate or a rate the borrower would not be able to obtain elsewhere under similar circumstances.
- Amortization or maturity date changes – Result when the amortization period of the loan is extended beyond what is considered a normal amortization period for loans of similar type with similar collateral.
- Principal reductions – Arise when the Corporation charges off a portion of the principal that is not fully collateralized and collectability is uncertain; however, this portion of principal may be recovered in the future under certain circumstances.

The following tables present the amount of troubled debt restructuring by loan class, classified separately as accrual and nonaccrual at September 30, 2017, and December 31, 2016, as well as those currently paying under restructured terms and those that have defaulted under restructured terms as of September 30, 2017, and December 31, 2016. Loans modified in a troubled debt restructuring are considered to be in default once the loan becomes 30 or more days past due.

| | September 30, 2017 | | | | | |
|---|---|---|---|---|---|---|
| | | | Under restructured terms | | | |
| | Accruing | Non-accruing | # | Current | # | Default |
| Commercial, financial, and agricultural loans | $ 0 | $ 0 | 0 | $ 0 | 0 | $ 0 |
| Real estate: | | | | | | |
| Construction loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Commercial mortgage loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Residential loans | 3,850 | 0 | 1 | 3,850 | 0 | 0 |
| Agricultural loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Consumer & other loans | 1,468 | 0 | 1 | 1,468 | 0 | 0 |
| Total TDR's | $ 5,318 | $ 0 | 2 | $ 5,318 | 0 | $ 0 |

| | December 31, 2016 | | | | | |
|---|---|---|---|---|---|---|
| | | | Under restructured terms | | | |
| | Accruing | Non-accruing | # | Current | # | Default |
| Commercial, financial, and agricultural loans | $ 0 | $ 0 | 0 | $ 0 | 0 | $ 0 |
| Real estate: | | | | | | |
| Construction loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Commercial mortgage loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Residential loans | 4,853 | 0 | 1 | 4,853 | 0 | 0 |
| Agricultural loans | 906,279 | 0 | 3 | 906,279 | 0 | 0 |
| Consumer & other loans | 3,246 | 0 | 1 | 3,246 | 0 | 0 |
| Total TDR's | $ 914,378 | $ 0 | 5 | $ 914,378 | 0 | $ 0 |

The following table presents the amount of troubled debt restructurings by types of concessions made, classified separately as accrual and non-accrual at September 30, 2017, and December 31, 2016.

| | September 30, 2017 | | | | December 31, 2016 | | | |
|---|---|---|---|---|---|---|---|---|
| | Accruing | | Nonaccruing | | Accruing | | Nonaccruing | |
| | # | Balance | # | Balance | # | Balance | # | Balance |
| Type of concession: | | | | | | | | |
| Payment modification | 0 | $ 0 | 0 | $ 0 | 0 | $ 0 | 0 | $ 0 |
| Rate reduction | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Rate reduction, payment modification | 2 | 5,318 | 0 | 0 | 5 | 914,378 | 0 | 0 |
| Forbearance of interest | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 2 | $ 5,318 | 0 | $ 0 | 5 | $ 914,378 | 0 | $ 0 |

As of September 30, 2017, and December 31, 2016, the Corporation had a balance of $5,318 and $914,378, respectively, in troubled debt restructurings. The Corporation had no charge-offs on such loans at September 30, 2017, and December 31, 2016. The Corporation had no balance in the allowance for loan losses allocated to such troubled debt restructurings at September 30, 2017, or December 31, 2016. The Corporation had no unfunded commitments to lend to a customer that has a troubled debt restructured loan as of September 30, 2017.

Credit Risk Monitoring and Loan Grading

The Corporation employs several means to monitor the risk in the loan portfolio including volume and severity of loan delinquencies, nonaccrual loans, internal grading of loans, historical loss experience and economic conditions.

Loans are subject to an internal risk grading system which indicates the risk and acceptability of that loan. The loan grades used by the Corporation are for internal risk identification purposes and do not directly correlate to regulatory classification categories or any financial reporting definitions.

The general characteristics of the risk grades are as follows:

*Grade 1 – Exceptional* – Loans graded 1 are characterized as having a very high credit quality, exhibit minimum risk to the Corporation and have low administrative cost. These loans are usually secured by highly liquid and marketable collateral and a strong primary and secondary source of repayment is available.

*Grade 2 – Above Average* – Loans graded 2 are basically sound credits secured by sound assets and/or backed by the financial strength of borrowers of integrity with a history of satisfactory payments of credit obligations.

*Grade 3 – Acceptable* – Loans graded 3 are secured by sound assets of sufficient value and/or supported by the sufficient financial strength of the borrower. The borrower will have experience in their business area or employed a reasonable amount of time at their current employment. The borrower will have a sound primary source of repayment, and preferably a secondary source, which will allow repayment in a prompt and reasonable period of time.

*Grade 4 – Fair* – Loans graded 4 are those which exhibit some weakness or downward trend in financial condition and although the repayment history is satisfactory, it requires supervision by bank personnel. The borrower may have little experience in their business area or employed only a short amount of time at their current employment. The loan may be secured by good collateral; however, it may require close supervision as to value and/or quality and may not have sufficient liquidation value to completely cover the loan.

*Grade 5a – Watch* – Loans graded 5a contain a discernible weakness; however, the weakness is not sufficiently pronounced so as to cause concern for the possible loss of interest or principal. Loans in this category may exhibit outward signs of stress, such as slowness in financial disclosures or recent payments. However, such signs are not of long duration or of sufficient severity that default appears imminent. Loans in this category are not so deficient as to cause alarm, but do require close monitoring for further deterioration and possible downgrade.

*Grade 5b – Other Assets Especially Mentioned (OAEM)* – Loans graded 5b may otherwise be classified more severely except that the loan is well secured by properly margined collateral, it is generally performing in accordance with the original contract or modification thereof and such performance has seasoned for a period of 90 days, or the ultimate collection of all principal and interest is reasonably expected. Loans in this grade are unsupported by sufficient evidence of the borrower’s sound net worth or repayment capacity or may be subject to third party action that would cause concern for future prompt repayment.

*Grade 6 – Substandard* – Loans graded 6 contain clearly pronounced credit weaknesses that are below acceptable credit standards for the Corporation. Such weaknesses may be due to either collateral deficiencies or inherent financial weakness of the borrower, but in either case represents less than acceptable credit risk. Loans in this grade are unsupported by sufficient evidence of the borrower’s sound net worth, repayment capacity or acceptable collateral.

*Grade 7 – Doubtful* – Loans graded 7 have such a pronounced credit weaknesses that the Corporation is clearly exposed to a significant degree of potential loss of principal or interest. Theses loan generally have a defined weakness which jeopardizes the ultimate repayment of the debt.

*Grade 8 – Loss* – Loans graded 8 are of such deteriorated credit quality that repayment of principal and interest can no longer be considered. These loans are of such little value that their continuance as an active bank asset is not warranted. As of September 30, 2017, all Grade 8 loans have been charged-off.

The following tables present internal loan grading by class of loans as of September 30, 2017, and December 31, 2016:

| September 30, 2017 | Commercial, Financial, and Agricultural | Construction Real Estate | Commercial Real Estate | Residential Real Estate | Agricultural Real Estate | Consumer and Other | Total |
|---|---|---|---|---|---|---|---|
| Rating: | | | | | | | |
| Grade 1- Exceptional | $ 1,334,834 | $ 0 | $ 0 | $ 24,184 | $ 0 | $ 399,220 | $ 1,758,238 |
| Grade 2- Above Avg. | 0 | 0 | 0 | 0 | 0 | 54,683 | 54,683 |
| Grade 3- Acceptable | 27,878,528 | 2,735,722 | 30,227,267 | 28,318,753 | 12,239,321 | 1,214,977 | 102,614,568 |
| Grade 4- Fair | 44,700,727 | 22,656,533 | 67,350,012 | 62,775,779 | 12,761,501 | 2,315,882 | 212,560,434 |
| Grade 5a- Watch | 327,370 | 0 | 1,041,995 | 770,338 | 39,972 | 8,881 | 2,188,556 |
| Grade 5b- OAEM | 635,424 | 203,273 | 2,830,391 | 1,093,966 | 339,950 | 3,023 | 5,106,027 |
| Grade 6- Substandard | 413,690 | 116,884 | 1,925,116 | 2,840,382 | 146,907 | 21,455 | 5,464,434 |
| Grade 7- Doubtful | 81,985 | 0 | 0 | 0 | 0 | 8,881 | 90,866 |
| Total loans | $75,372,558 | $25,712,412 | $103,374,781 | $95,823,402 | $25,527,651 | $4,027,002 | $329,837,806 |

| December 31, 2016 | Commercial, Financial, and Agricultural | Construction Real Estate | Commercial Real Estate | Residential Real Estate | Agricultural Real Estate | Consumer and Other | Total |
|---|---|---|---|---|---|---|---|
| Rating: | | | | | | | |
| Grade 1- Exceptional | $ 615,535 | $ 0 | $ 0 | $ 24,963 | $ 0 | $ 395,765 | $ 1,036,263 |
| Grade 2- Above Avg. | 0 | 0 | 0 | 7,172 | 289,561 | 10,195 | 306,928 |
| Grade 3- Acceptable | 28,049,484 | 7,456,101 | 24,383,326 | 29,654,781 | 8,899,344 | 1,343,547 | 99,786,583 |
| Grade 4- Fair | 40,358,471 | 18,402,769 | 62,023,892 | 48,747,687 | 6,306,754 | 2,182,145 | 178,021,718 |
| Grade 5a- Watch | 111,488 | 0 | 1,071,667 | 832,624 | 22,642 | 16,002 | 2,054,423 |
| Grade 5b- OAEM | 1,561,359 | 14,210 | 2,883,133 | 1,260,719 | 0 | 3,247 | 5,722,668 |
| Grade 6- Substandard | 214,862 | 126,215 | 1,370,794 | 2,743,037 | 1,061,825 | 9,591 | 5,526,324 |
| Grade 7- Doubtful | 88,224 | 0 | 0 | 0 | 0 | 0 | 88,224 |
| Total loans | $70,999,423 | $25,999,295 | $91,732,812 | $83,270,983 | $16,580,126 | $3,960,492 | $292,543,131 |

Allowance for Loan Losses Methodology

The allowance for loan losses (ALL) is determined by a calculation based on segmenting the loans into the following categories: (1) impaired loans and nonaccrual loans, (2) loans with a credit risk rating of 5b, 6, 7 or 8, (3) other outstanding loans, and (4) other commitments to lend. In addition, unallocated general reserves are estimated based on migration and economic analysis of the loan portfolio.

The ALL is calculated by the addition of the estimated loss derived from each of the above categories. The impaired loans and nonaccrual loans are analyzed on an individual basis to determine if the future collateral value is sufficient to support the outstanding debt of the loan. If an estimated loss is calculated, it is included in the estimated ALL until it is charged to the loan loss reserve. The calculation for loan risk graded 5b, 6, 7 or 8, other outstanding loans and other commitments to lend is based on assigning an estimated loss factor based on a twelve quarter rolling historical weighted average net loss rate. The estimated requirement for unallocated general reserves from migration and economic analysis is determined by considering (1) trends in asset quality, (2) level and trends in charge-off experience, (3) macroeconomic trends and conditions, (4) microeconomic trends and conditions and (5) risk profile of lending activities. Within each of these categories, a high risk factor percentage and a low risk factor percentage from a rating of excessive, high, moderate or low will be determined by management and applied to the loan portfolio. This results in a high and low range of the estimated reserves required. By adding the estimated high and low value from the migration and economic analysis to the estimated reserve from the loan portfolio, a high and low range of total estimated loss reserves is obtained. This amount is then compared to the actual amount in the loan loss reserve.

The calculation of ALL is performed on a monthly basis and is presented to the Loan Committee and the Board of Directors.

The following table details activity in the ALL and loans evaluated for impairment by class of loans for the three and nine month periods ended September 30, 2017. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories. The annualized net charge-offs to average loans outstanding ratio was 0.06% for the nine months ended September 30, 2017, compared with 0.02% at December 31, 2016.

Three months ended September 30, 2017:

| | Commercial, Financial, and Agricultural | Construction Real Estate | Commercial Real Estate | Residential Real Estate | Agricultural Real Estate | Consumer and Other | Total |
|---|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | | |
| Beginning balance, June 30, 2017 | $ 209,320 | $ 1,043,083 | $ 1,192,098 | $ 375,958 | $ 86,656 | $ 188,872 | $ 3,095,987 |
| Charge-offs | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Recoveries | 35,375 | 0 | 0 | 0 | 0 | 1,188 | 36,563 |
| Net charge-offs | (35,375) | 0 | 0 | 0 | 0 | (1,188) | (36,563) |
| Provisions charged to operations | 43,278 | 0 | 0 | 28,751 | 0 | 2,971 | 75,000 |
| Balance at end of period, September 30, 2017 | $ 287,973 | $ 1,043,083 | $ 1,192,098 | $ 404,709 | $ 86,656 | $ 193,031 | $ 3,207,550 |

Nine months ended September 30, 2017:

| September 30, 2017 | Commercial, Financial, and Agricultural | Construction Real Estate | Commercial Real Estate | Residential Real Estate | Agricultural Real Estate | Consumer and Other | Total |
|---|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | | |
| Beginning balance, December 31, 2016 | $ 191,267 | $ 1,043,083 | $ 1,192,098 | $ 420,189 | $ 86,656 | $ 191,318 | $ 3,124,611 |
| Charge-offs | 113,334 | 0 | 0 | 59,764 | 0 | 8,548 | 181,646 |
| Recoveries | 37,013 | 0 | 0 | 0 | 0 | 2,572 | 39,585 |
| Net charge-offs | 76,321 | 0 | 0 | 59,764 | 0 | 5,976 | 142,061 |
| Provisions charged to operations | 173,027 | 0 | 0 | 44,284 | 0 | 7,689 | 225,000 |
| Balance at end of period, September 30, 2017 | $ 287,973 | $ 1,043,083 | $ 1,192,098 | $ 404,709 | $ 86,656 | $ 193,031 | $ 3,207,550 |
| Ending balance - Individually evaluated for impairment | $ 12,012 | $ 0 | $ 225,302 | $ 229,055 | $ 0 | $ 5,694 | $ 472,063 |
| Collectively evaluated for impairment | 275,961 | 1,043,083 | 966,796 | 175,654 | 86,656 | 187,337 | 2,735,487 |
| Balance at end of period | $ 287,973 | $ 1,043,083 | $ 1,192,098 | $ 404,709 | $ 86,656 | $ 193,031 | $ 3,207,550 |
| Loans : | | | | | | | |
| Ending balance - Individually evaluated for impairment | $ 310,921 | $ 320,156 | $ 4,745,205 | $ 2,378,335 | $ 146,907 | $ 27,227 | $ 7,928,751 |
| Collectively evaluated for impairment | 75,061,637 | 25,392,256 | 98,629,576 | 93,445,067 | 25,380,744 | 3,999,775 | 321,909,055 |
| Balance at end of period | $75,372,558 | $25,712,412 | $103,374,781 | $95,823,402 | $25,527,651 | $4,027,002 | $329,837,806 |

The following table details activity in the ALL and loans evaluated for impairment by class of loans for the year ended December 31, 2016.

| December 31, 2016 | Commercial, Financial, and Agricultural | Construction Real Estate | Commercial Real Estate | Residential Real Estate | Agricultural Real Estate | Consumer and Other | Total |
|---|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | | |
| Beginning balance, December 31, 2015 | $ 144,781 | $ 1,043,083 | $ 1,192,098 | $ 381,891 | $ 86,656 | $ 183,733 | $ 3,032,242 |
| Charge-offs | 103,387 | 0 | 0 | 3,394 | 0 | 9,225 | 116,006 |
| Recoveries | 28,303 | 0 | 0 | 16,994 | 0 | 3,078 | 48,375 |
| Net charge-offs | 75,084 | 0 | 0 | (13,600) | 0 | 6,147 | 67,631 |
| Provisions charged to operations | 121,570 | 0 | 0 | 24,698 | 0 | 13,732 | 160,000 |
| Balance at end of period, December 31, 2016 | $ 191,267 | $ 1,043,083 | $ 1,192,098 | $ 420,189 | $ 86,656 | $ 191,318 | $ 3,124,611 |
| Ending balance - Individually evaluated for impairment | $ 12,021 | $ 0 | $ 245,472 | $ 291,936 | $ 0 | $ 0 | $ 549,429 |
| Collectively evaluated for impairment | 179,246 | 1,043,083 | 946,626 | 128,253 | 86,656 | 191,318 | 2,575,182 |
| Balance at end of period | $ 191,267 | $ 1,043,083 | $ 1,192,098 | $ 420,189 | $ 86,656 | $ 191,318 | $ 3,124,611 |
| Loans : | | | | | | | |
| Ending balance - Individually evaluated for impairment | $ 102,086 | $ 126,215 | $ 4,496,700 | $ 2,281,439 | $ 1,061,826 | $ 3,246 | $ 8,071,512 |
| Collectively evaluated for impairment | 70,897,337 | 25,873,080 | 87,236,112 | 80,989,544 | 15,518,300 | 3,957,246 | 284,471,619 |
| Balance at end of period | $70,999,423 | $25,999,295 | $91,732,812 | $83,270,983 | $16,580,126 | $3,960,492 | $292,543,131 |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

In addition to historical information, this Form 10-Q report contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, and can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "projects", "plans", "goal", "targets", "potential", "estimates", "pro forma", "seeks", "intends", or "anticipates" or the negative thereof or comparable terminology. Forward-looking statements include discussions of strategy, financial projections, guidance and estimates (including their underlying assumptions), statements regarding plans, objectives, expectations or consequences of various transactions, and statements about the future performance, operations, products and services of the Corporation and its subsidiaries. We caution our stockholders and other readers not to place undue reliance on such statements.

The Corporation cautions that there are various factors that could cause actual results to differ materially from the anticipated results or other expectations expressed in any forward-looking statements; accordingly, there can be no assurance that such indicated results will be realized. These factors include risks related to:

- the conditions in the banking system, financial markets, and general economic conditions;
- the Corporation's ability to raise capital;
- the Corporation's ability to maintain liquidity or access other sources of funding;
- the Corporation's construction and land development loans;
- asset quality;
- the adequacy of the allowance for loan losses;
- technology difficulties or failures;
- the Corporation's ability to execute its business strategy;
- the loss of key personnel;
- competition from financial institutions and other financial service providers;
- the impact of the Dodd-Frank Act and related regulations and other changes in financial services laws and regulations;
- changes in regulatory capital and other requirements;
- changes in regulation and monetary policy;
- losses due to fraudulent and negligent conduct of customers, service providers or employees;
- acquisitions or dispositions of assets or internal restructuring that may be pursued by the Corporation;
- changes in or application of environmental and other laws and regulations to which the Corporation is subject;
- political, legal and local economic conditions and developments;
- financial market conditions and the results of financing efforts;
- changes in commodity prices and interest rates;
- a cybersecurity incident involving the misappropriation, loss or unauthorized disclosure or use of confidential information of our customers; and
- weather, natural disasters and other catastrophic events and other factors discussed in the Corporation's other filings with the SEC.

The foregoing list of factors is not exclusive, and readers are cautioned not to place undue reliance on any forward-looking statements. The Corporation undertakes no obligation to update or revise any forward-looking statements. Additional information with respect to factors that may cause results to differ materially from those contemplated by such forward-looking statements is included in the Corporation's current and subsequent filings with the SEC.

**Overview**

The Corporation is a full-service community bank holding company headquartered in Moultrie, Georgia. The community of Moultrie has been served by the Bank since 1928. We provide comprehensive financial services to consumer, business and governmental customers, which, in addition to conventional banking products, include a full range of trust, retail brokerage and insurance services. Our primary market area incorporates Colquitt County, where we are headquartered, as well as Baker, Lowndes, Tift and Worth Counties, each contiguous with Colquitt County, and the surrounding counties of southwest Georgia. We have five full service banking facilities, six automated teller machines, and a loan production office in Tifton, Georgia.

Our strategy is to:

- maintain the diversity of our revenue, including both interest and noninterest income;
- strengthen our sales and marketing efforts while developing our employees to provide the best possible service to our customers;
- expand our market share where opportunity exists; and
- grow outside of our current geographic market either through de-novo branching or acquisitions into areas proximate to our current market area.

We believe that investing in sales and marketing in this challenging market will provide us with a competitive advantage. To that end, in 2010 we began expanding geographically in Valdosta, Georgia, with two full-service banking centers and most recently added a commercial banking center in August 2014. Continuing to expand our geographical footprint, in January 2016, a loan production office was opened in the neighboring community of Tifton, Georgia. Construction has begun on a new full-service banking center in Tifton and it is expected to be completed in the first half of 2018.

The Corporation's profitability, like most financial institutions, is dependent to a large extent upon net interest income, which is the difference between the interest received on earning assets and the interest paid on interest-bearing liabilities. The Corporation's earning assets are primarily loans, securities, and short-term interest-bearing deposits with banks, and the interest-bearing liabilities are principally customer deposits and borrowings. Net interest income is highly sensitive to fluctuations in interest rates. After the overnight borrowing rate for banks remained at a range of 0% to 0.25% from December 2008 to December 2015, the Federal Reserve Bank began increasing it incrementally, and as of September 30, 2017, it has been increased by approximately 1% to a range of 1% to 1.25%. To address interest rate fluctuations, we manage our balance sheet in an effort to diminish the impact should interest rates suddenly change.

Broadening our revenue sources helps to reduce the risk and exposure of our financial results to the impact of changes in interest rates, which are outside of our control. Sources of noninterest income include our insurance agency, fees on customer accounts, and trust and retail brokerage services through our Wealth Strategies division. In the third quarter of 2017, noninterest income was 16.6% of the Corporation's total revenue.

Our profitability is also impacted by operating expenses such as salaries, employee benefits, occupancy, and income taxes. Our lending activities are significantly influenced by regional and local factors such as changes in population, competition among lenders, interest rate conditions and prevailing market rates on competing uses of funds and investments, customer preferences and levels of personal income and savings in the Corporation's primary market area.

Although the economy is slowly recovering, regulatory burdens continue to outpace growth opportunities. Despite those challenges, we will continue to focus on our customers and believe that our strategic positioning, strong balance sheet and capital levels position us to sustain our franchise, capture market share and build customer loyalty.

The Corporation's nonperforming assets increased to $2.5 million at the end of September 30, 2017, up $2.1 million compared with December 31, 2016, and up $2.0 million from the same period last year. Foreclosed assets were $904 thousand at September 30, 2017, compared with foreclosed assets of $127 thousand at both December 31, 2016, and September 30, 2016. While the current level is significantly higher than last year, it remains extremely low by historical standards.

**Critical Accounting Policies**

In the course of the Corporation's normal business activity, management must select and apply many accounting policies and methodologies that lead to the financial results presented in the consolidated financial statements of the Corporation. Management considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy because of the uncertainty and subjectivity inherent in estimating the levels of allowance needed to cover probable credit losses within the loan portfolio and the material effect that these estimates have on the Corporation's results of operations. We believe that the allowance for loan losses as of September 30, 2017, is adequate; however, under adverse conditions or assumptions, future additions to the allowance may be necessary. There have been no significant changes in the methods or assumptions used in our accounting policies that would have resulted in material estimates and assumptions changes. Note 1 to the Consolidated Financial Statements provides a description of our significant accounting policies and contributes to the understanding of how our financial performance is reported.

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity management involves the ability to meet the cash flow requirements of customers who may be either depositors wanting to withdraw their funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. In the ordinary course of business, the Corporation's cash flows are generated from interest and fee income as well as from loan repayments and the maturity or sale of other earning assets. In addition, liquidity is continuously provided through the acquisition of new deposits and borrowings or the rollover of maturing deposits and borrowings. The Corporation strives to maintain an adequate liquidity position by managing the balances and maturities of interest-earning assets and interest-earning liabilities so its short-term investments balance, at any given time, will adequately cover any reasonably anticipated immediate need for funds. Additionally, the Bank maintains relationships with correspondent banks that could provide funds on short notice, if needed.

The liquidity and capital resources of the Corporation are monitored on a periodic basis by state and Federal regulatory authorities. As determined under guidelines established by these regulatory authorities, the Bank's liquidity ratios at September 30, 2017, were considered satisfactory. At that date, the Bank's short-term investments were adequate to cover any reasonably anticipated immediate need for funds. We are not aware of any known trends, events, or uncertainties that will have or that are reasonably likely to have a material adverse effect on the Corporation's liquidity or operations. At September 30, 2017, the Corporation's and the Bank's risk-based capital ratios were considered adequate based on guidelines established by regulatory authorities. During the nine months ended September 30, 2017, total capital increased $2.6 million to $41.0 million and increased $1.9 million from the same period last year. Also, the Corporation continues to maintain a healthy level of capital adequacy as measured by its equity-to-asset ratio of 8.59% as of September 30, 2017, and average equity-to-average asset ratio for the third quarter ending September 30, 2017, of 8.71%. The Corporation is not aware of any events or trends likely to result in a material change in capital resources other than the effects of normal operations on the retention of net earnings. Also, the Corporation's management is not aware of any current recommendations by the regulatory authorities which, if they were implemented, would have a material effect on the Corporation's capital resources.

## RESULTS OF OPERATIONS

The Corporation'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 interest rates are determined by market forces and economic conditions beyond the control of the Corporation, the ability to generate net interest income is dependent upon the Bank's ability to obtain an adequate spread between the rate earned on interest-earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance measure for net interest income is the interest margin or net yield, which is taxable-equivalent net interest income divided by average earning assets.

### Performance Summary

The Corporation's net income after taxes for the three-month period ending September 30, 2017, was $952 thousand, down $21 thousand from net income of $973 thousand for the third quarter of 2016. Net interest income for the third quarter grew $391 thousand, or 10%, to $4.4 million driven by a 12% higher average loan volume. This revenue growth was more than offset by a $329 thousand increase in noninterest expense due to a mass reissue of debit cards, other system migration costs and increased salaries and employee benefits. Noninterest income also decreased $91 thousand compared with the third quarter of 2016 primarily due to lower mortgage banking services income.

On a per share basis, net income for the third quarter was $.37 per diluted share compared with $.38 per diluted share for the same quarter in 2016. The weighted average common diluted shares outstanding for the quarter were 2.547 million, down from 2.548 million third quarter last year. At September 30, 2017, the Corporation had no outstanding instruments with a dilutive effect on shares outstanding.

We measure our performance on selected key ratios, which are provided for the previous five quarterly periods.

| | 3rd Qtr 2017 | 2nd Qtr 2017 | 1st Qtr 2017 | 4th Qtr 2016 | 3rd Qtr 2016 |
|---|---|---|---|---|---|
| Return on average total assets | 0.81% | 0.92% | 0.91% | 0.89% | 0.89% |
| Return on average total equity | 9.26% | 10.69% | 10.91% | 10.23% | 9.95% |
| Average shareholders' equity to Average total assets | 8.71% | 8.56% | 8.38% | 8.65% | 8.97% |
| Net interest margin (tax equivalent) | 4.14% | 4.15% | 3.98% | 3.97% | 4.12% |

### Comparison of Statements of Income for the Quarter

Total interest income increased $451 thousand to $4.9 million for the three months ended September 30, 2017, compared with the same period in 2016, reflecting an increase in interest income and fees on loans of $385 thousand. Interest income and dividends from investment securities increased $45 thousand compared with the same period last year. Interest on certificates of deposit and deposits and in other banks increased $12 thousand and $9 thousand, respectively, when compared with the third quarter of 2016.

Total interest expense increased $60 thousand, or 15%, to $472 thousand in the third quarter of 2017 compared with the same period in 2016. Interest paid on deposits increased $37 thousand, or 15%, during the third quarter of 2017 due to a $14.5 million increase in average interest-bearing deposit volume. Total borrowings increased $23 thousand compared with the same quarter in 2016.

The primary source of revenue for the Corporation is net interest income, which is the difference between total interest income on earning assets and interest expense on interest-bearing sources of funds. Net interest income improved to $4.4 million for the third quarter of 2017 compared with $4.0 million in net interest income in the 2016 third quarter. Net interest income after provision for loan losses for the third quarter of 2017 was $4.3 million compared with $4.0 million for the same period in 2016 as the third quarter provision for loan losses was up $30 thousand to $75 thousand in 2017. The Corporation's net interest margin was 4.14% for the third quarter of 2017, up 2 basis points from the same period last year. The slightly higher net interest margin was mostly a result of an asset mix shift towards loan growth.

Noninterest income, at 16.6% of the Corporation's total revenue for the quarter, was $969 thousand for the third quarter, down $91 thousand compared with the same period in 2016. The decrease in noninterest income was primarily the result of a $74 thousand decrease in mortgage banking services income. The Corporation is in the process of dissolving its commercial mortgage banking subsidiary, Empire Financial Services, Inc., as net assets currently consist of only cash. Also contributing to the decrease was a $37 thousand lower gain on the sale of investment securities compared with the prior year third quarter, as well as a decrease in income from service charges on deposit accounts and retail brokerage services of $17 thousand and $5 thousand, respectively. Partially offsetting these decreases was a $37 thousand increase in income from insurance services and a $4 thousand increase in other income compared with the third quarter last year. Income from trust services and gains on the disposition of assets remained relatively flat compared with the third quarter last year.

Noninterest expense was $4.1 million for the third quarter of 2017, an increase of $329 thousand when compared with the third quarter of 2016. Other operating expense increased $165 thousand compared with the prior year third quarter due mostly to a mass reissue of debit card and other costs related to migration to a new core processing provider. The largest component of noninterest expense, salaries and employee benefits, increased $114 thousand to $2.3 million for the third quarter mainly due to personnel growth initiatives and higher incentive compensation. Equipment and data processing expense also increased $32 thousand and $25 thousand, respectively, compared with the third quarter last year, which were also related to the core processor migration. Slightly offsetting these increases, occupancy expenses decreased $7 thousand compared with the third quarter a year ago.

**Comparison of Statements of Income for the Nine-month Period**

Total interest income for the first nine months of 2017 increased $1.2 million to $14.1 million when compared with the same period in 2016. This increase was largely due to a $979 thousand increase in interest income and fees on loans due to a $35.8 million higher average loan volume compared with the first nine months of 2016. Interest income and dividends from investment securities increased by $101 thousand due to a $5.6 million higher average volume of investment securities when compared with the first nine months of last year. Interest on deposits and certificates of deposit in banks also increased $61 thousand and $23 thousand, respectively, compared to the same period last year.

Total interest expense for the nine-month period ended September 30, 2017, increased $162 thousand, or 13.7%, to $1.3 million compared with the same period in 2016. The increase in interest expense was mostly related to higher interest paid on interest-bearing deposits of $145 thousand compared with the first nine months of 2016. Interest expense on total borrowings also increased $17 thousand for the first nine months of 2017 due to increased rates on Federal Home Loan Bank advances compared with the same period last year.

Net interest income for the first nine months of 2017 was 8.5% higher at $12.8 million compared with $11.8 million for the same period in 2016. Net interest income after provision for loan losses was $12.6 million compared with $11.7 million for the same period in 2016. The provision for loan losses was $225 thousand in the first nine months of 2017, up from $115 thousand for the same period of 2016. Net interest margin was 4.09% for the first nine months of 2017, down 11 basis points from 4.20% for the same period last year. As mentioned for the quarter, the growth in loan volume and 20 basis point decrease in average rate earned on loans contributed to the decrease in net interest margin. The average rate paid on interest-bearing liabilities increased 3 basis points compared to the first half of last year.

For the first nine months of 2017, noninterest income was $3.4 million, down $31 thousand compared with the same period in 2016. The decrease was primarily attributed to lower mortgage banking income of $118 thousand and a decrease in income from service charges on deposit accounts of $21 thousand compared with the first nine months of 2016. Net loss on disposition of assets was also $9 thousand more than the same period last year. Partially offsetting these decreases, other income, income from insurance services, and income from retail brokerage services were up $36 thousand, $34 thousand, and $23 thousand, respectively, compared with the first nine months of 2016. Also, gain on the sale of securities in the first nine months of 2017 was $18 thousand higher compared with the prior year. Income from trust services increased $7 thousand from the prior year period as well.

Noninterest expense increased $790 thousand for the first nine months of 2017 compared with the same period last year mainly attributed to an increase in salary and employee benefits of $378 thousand related to staffing the Tifton expansion and greater incentive based income. Other operating and data processing expenses increased $289 thousand and $142 thousand, respectively, when compared with the same period in 2016. These expenses were driven by migration to a new core processing system, professional fees and activity based computer expenses. Partially offsetting these increases, occupancy expenses decreased $19 thousand in the first nine months of 2017 compared with the prior year period while equipment expense remained flat.

**Comparison of Financial Condition Statements**

At September 30, 2017, total assets were $477.2 million, a $28.7 million increase from December 31, 2016. Growth in total loans of $37.3 million was primarily funded by an increase in total deposits of $13.3 million at September 30, 2017, primarily in money market and noninterest-bearing deposit accounts, and an increase in borrowed funds of $12.4 million. Interest-bearing deposits in other banks decreased $7.2 million and investment securities decreased $5.7 million compared with December 31, 2016, shifting the asset mix towards loan growth.

Total loans increased $37.3 million to $329.8 million at September 30, 2017, compared with $292.5 million at December 31, 2016. The Corporation continues to be conservative in its lending practices in order to maintain a quality loan portfolio. Loans, a major use of funds, represented 69.1% of total assets.

Investment securities, interest-bearing deposits in other banks, and certificates of deposit in other banks represented 24.7% of total assets at September 30, 2017. Compared with December 31, 2016, interest-bearing deposits in other banks decreased $7.2 million and investment securities decreased $5.7 million while certificates of deposit in other banks increased $2.0 million. This resulted in an overall decrease in investments of $10.9 million since December 31, 2016.

Deposits increased to $384.8 million at the end of the third quarter of 2017, up $13.3 million from the end of 2016. The increase was primarily in money market deposit accounts of $21.1 million and noninterest-bearing deposits of $11.8 million. Savings accounts also increased slightly by $2.0 million compared with year end 2016. Partially offsetting these increases, NOW accounts decreased $18.3 million and total certificates of deposit decreased $3.3 million when compared with December 31, 2016. At September 30, 2017, total deposits represented 80.6% of total assets.

Total debt increased $12.4 million to $46.9 million when compared with the end of 2016. Short-term borrowed funds consist of Federal Home Loan Bank advances of $22.1 million as of September 30, 2017, compared with $8.4 million at December 31, 2016. $7.1 million of short-term borrowings are short-term portions of long-term principal reducing Federal Home Loan Bank advances. The Corporation will repay the Federal Home Loan Bank long-term advances as scheduled. The following table shows the major contractual obligations for the Corporation.

Long-term debt consists of the following:

| | September 30, 2017 | December 31, 2016 | September 30, 2016 |
|---|---|---|---|
| Advance from FHLB with a 3.39% fixed rate of interest maturing August 20, 2018 (convertible to a variable rate at quarterly options of FHLB – no conversion option has been made). | $ 0 | $5,000,000 | $5,000,000 |
| Advance from FHLB with a 2.78% fixed rate of interest maturing September 10, 2018 (convertible to a variable rate at quarterly options of FHLB – no conversion option has been made). | 0 | 5,000,000 | 5,000,000 |
| Advance from FHLB with a 1.4325% fixed rate of interest maturing September 4, 2018 (principal reducing hybrid advance with principal reductions of $1.8 million annually). | 0 | 1,800,000 | 1,800,000 |
| Advance from FHLB with a 1.259% fixed rate of interest maturing September 30, 2020 (principal reducing hybrid advance with principal reductions of $1.6 million). | 3,200,000 | 4,800,000 | 4,800,000 |
| Advance from FHLB with a 1.9425% fixed rate of interest maturing December 16, 2022 (principal reducing hybrid advance with principal reductions of $857 thousand annually). | 4,285,714 | 4,285,714 | 5,142,857 |
| Advance from FHLB with a 1.419% fixed rate of interest maturing August 30, 2023 (principal reducing hybrid advance with principal reductions of $857 thousand annually). | 4,285,715 | 5,142,857 | 5,142,857 |
| Advance from FHLB with a 1.53% fixed rate of interest maturing January 10, 2019. | 1,500,000 | 0 | 0 |
| Advance from FHLB with a 1.60% fixed rate of interest maturing July 10, 2019. | 1,500,000 | 0 | 0 |
| Advance from FHLB with a 1.80% fixed rate of interest maturing July 10, 2020. | 2,000,000 | 0 | 0 |
| Advance from FHLB with a 1.925% fixed rate of interest maturing September 28, 2022 (principal reducing hybrid advance with principal reductions of $2.0 million annually). | 8,000,000 | 0 | 0 |
| Total long-term debt | $24,771,429 | $26,028,571 | $26,885,714 |

The allowance for loan losses represents a reserve for potential losses in the loan portfolio. The adequacy of the allowance for loan losses is evaluated monthly based on a review of all significant loans, with a particular emphasis on nonaccruing, past due, and other loans that management believes require attention.

Other factors used in determining the adequacy of the reserve are management's judgment about factors affecting loan quality and their assumptions about the local and national economy. The allowance for loan losses was 0.97% of total loans outstanding at September 30, 2017, compared with 1.07% at December 31, 2016, and 1.08% at September 30, 2016. In the 2017 third quarter, net recoveries were $37 thousand compared with net charge-offs of $64 thousand in the third quarter of 2016. Management considers the allowance for loan losses as of

September 30, 2017, adequate to cover potential losses in the loan portfolio. For more information about loans, see Part I, Item 1, "Note 4 – Loans and Allowance for Loan Losses."

Nonperforming assets were $2.5 million, or 0.51% of total assets, in the third quarter of 2017, up from $373 thousand, or 0.08% of total assets, at the end of 2016, and up from $479 thousand, or 0.11% of total assets in the same period last year. Nonaccrual loans were $1.5 million in the third quarter of 2017 mostly concentrated in one $1.0 million commercial customer relationship.

**Off-Balance Sheet Arrangements**

In the normal course of business, we are a party to financial instruments with off-balance-sheet risk to meet the financing needs of our customers and reduce risk exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit in the form of loans or through letters of credit. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the financial statements. Since many of the commitments to extend credit and standby letters of credit are expected to expire without being drawn upon, the contractual or notional amounts do not represent future cash requirements.

| Financial instruments whose contract amounts represent credit risk (dollars in thousands): | September 30, 2017 | September 30, 2016 |
|---|---|---|
| Commitments to extend credit | $ 23,887 | $ 34,429 |
| Standby letters of credit and financial guarantees | $ 2,193 | $ 1,143 |

The Corporation does not have any special purpose entities or off-balance sheet financing arrangements.

**Capital Resources and Dividends**

The Corporation considers a solid capital foundation as essential to continued strength and growth as well as return to our shareholders. Risk-based capital requirements and rules became effective January 1, 2015, with some conditions that phase in through January 2019. These requirements and rules increase the minimum capital ratios, add a new ratio (CET1), and designate a standardized approach for risk-weighting assets.

As of September 30, 2017, the Corporation met the definition under Basel III of a small bank holding company and, therefore, was exempt from the new consolidated risk-based and leverage capital adequacy guidelines for bank holding companies.

Total risk-based capital for the Corporation and the Bank are composed of CET1, additional Tier 1 capital, and Tier 2 capital. CET 1 capital includes common stock plus related surplus and retained earnings less intangible assets. Additional Tier 1 capital is currently the same as the CET1. Tier 2 capital consists of allowances for possible loan and lease losses, subject to limitations. The Tier 1 leverage ratio is based on average assets. Our total risk-based capital ratio now stands at 13.61%, which is 36 percent in excess of the regulatory standard for "well-capitalized". See Footnote 1, Summary of Significant Accounting Policies, Recent Market and Regulatory Developments section, elsewhere in this report for further discussion on Basel III and capital requirements. The Corporation's and the Bank's risk-based capital ratios as of September 30, 2017, are shown in the following table.

**Risk Based Capital Ratios**

| Risk-Based Capital Ratios | Southwest Georgia Financial Corporation[1] | Southwest Georgia Bank | For Well Capitalized | Basel III Regulatory Guidelines 2017 Required Minimum Capital Phase-in Guidelines | Basel III Regulatory Guidelines 2019 Required Minimum Capital Plus Buffer |
|---|---|---|---|---|---|
| Common Equity Tier 1 capital | 12.66% | 11.81% | 6.50% | 5.75% | 7.00% |
| Tier 1 capital | 12.66% | 11.81% | 8.00% | 7.25% | 8.50% |
| Total risk-based capital | 13.61% | 12.77% | 10.00% | 9.25% | 10.50% |
| Tier 1 leverage ratio | 9.00% | 8.40% | 5.00% | 4.00% | 4.00% |

(1) Corporation meets the requirements of the exemption as a small bank holding company.

In September 2017, the Corporation paid a quarterly cash dividend of $0.11 per common share. A cash dividend of $0.11 per common share was also paid in June and March 2017. The Board of Directors will continue to assess conditions for future dividend payments.

**Interest Rate Sensitivity**

The Corporation's most important element of asset/liability management is the monitoring of its sensitivity and exposure to interest rate movements which is the Corporation's primary market risk. We have no foreign currency exchange rate risk, commodity price risk, or any other material market risk. The Corporation has no trading investment portfolio, nor do we have any interest rate swaps or other derivative instruments.

Our primary source of earnings, net interest income, can fluctuate with significant interest rate movements. To lessen the impact of these movements, we seek to maximize net interest income while remaining within prudent ranges of risk by practicing sound interest rate sensitivity management. We attempt to accomplish this objective by structuring the balance sheet so that the differences in repricing opportunities between assets and liabilities are minimized. Interest rate sensitivity refers to the responsiveness of earning assets and interest-bearing liabilities to changes in market interest rates. The Corporation's interest rate risk management is carried out by the Asset/Liability Management Committee which operates under policies and guidelines established by the Bank's Board of Directors. The principal objective of asset/liability management is to manage the levels of interest-sensitive assets and liabilities to minimize net interest income fluctuations in times of fluctuating market interest rates. To effectively measure and manage interest rate risk, the Corporation uses computer simulations that determine the impact on net interest income of numerous interest rate scenarios, balance sheet trends and strategies. These simulations cover the following financial instruments: short-term financial instruments, investment securities, loans, deposits, and borrowings. These simulations incorporate assumptions about balance sheet dynamics, such as loan and deposit growth and pricing, changes in funding mix, and asset and liability repricing and maturity characteristics. Simulations are run under various interest rate scenarios to determine the impact on net income and capital. From these computer simulations, interest rate risk is quantified and appropriate strategies are developed and implemented. The Corporation also maintains an investment portfolio which receives monthly cash flows from mortgage-backed securities principal payments, and staggered maturities and provides flexibility over time in managing exposure to changes in interest rates. Any imbalances in the repricing opportunities at any point in time constitute a financial institution's interest rate sensitivity.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

## ITEM 4. CONTROLS AND PROCEDURES

### Disclosure Controls and Procedures

The Corporation's management, including the Chief Executive Officer and Chief Financial Officer, supervised and participated in an evaluation of the effectiveness of its disclosure controls and procedures (as defined in federal securities rules) as of the end of the period covered by this report. Based on, and as of the date of, that evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures were effective in accumulating and communicating information to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures of that information under the Securities and Exchange Commission's rules and forms and that the Corporation's disclosure controls and procedures are designed to ensure that the information required to be disclosed in reports that are filed or submitted by the Corporation under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

### Management's Annual Report on Internal Control over Financial Reporting

The Corporation's management is responsible for establishing and maintaining adequate internal control over financial reporting. Management's assessment of the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2016, was included in Item 8 of the form 10K , dated December 31, 2016, under the heading "Management's Report on Internal Control Over Financial Reporting".

The annual report form 10K, dated December 31, 2016, does not include an attestation report of the Corporation's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Corporation's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permits the Corporation to provide only management's report in the annual report.

### Changes in Internal Control over Financial Reporting

No changes were made to the Corporation's internal control over financial reporting during this quarter that materially affected or could reasonably likely to materially affect the Corporation's internal controls over financial reporting.

## PART II. - OTHER INFORMATION

## ITEM 6. EXHIBITS

| | |
|---|---|
| Exhibit 31.1 | Section 302 Certification of Periodic Financial Report by Chief Executive Officer. |
| Exhibit 31.2 | Section 302 Certification of Periodic Financial Report by Principal Financial Officer. |
| Exhibit 32.1 | Section 906 Certification of Periodic Financial Report by Chief Executive Officer. |
| Exhibit 32.2 | Section 906 Certification of Periodic Financial Report by Principal Financial Officer. |

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|---|---|
| Exhibit 101 | Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2017, is formatted in XBRL interactive data files: (i) Consolidated Balance Sheets at September 30, 2017, and December 31, 2016; (ii) Consolidated Statements of Income for the three and nine months ended September 30, 2017, and 2016; (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2017, and 2016; (iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and 2016; and (v) Notes to Consolidated Financial Statements. |

* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

**SIGNATURES**

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

SOUTHWEST GEORGIA FINANCIAL CORPORATION

/s/Karen T. Boyd

BY: KAREN T. BOYD

SENIOR VICE PRESIDENT AND TREASURER

Date: November 14, 2017