

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

PRINCIPAL SHAREHOLDERS

The following table sets forth certain information regarding the shares of the Company's common stock owned as of February 28, 2010, (a) by each person who beneficially owned more than 5% of the shares of the Company's common stock, (b) by each of the Company's directors and named executive officers, and (c) by all of the Company's directors and executive officers as a group.

Name of Beneficial Owner ⁽¹⁾	Number of Shares	Percentage Ownership ⁽²⁾
R. Bradford Burnette	221,353 ⁽³⁾	1.45
Dewar Family, L.P.	1,659,310 ⁽⁴⁾	10.88
James L. Dewar, Jr.	2,932,616 ⁽⁵⁾	19.22
R. Wesley Fuller	87,667 ⁽⁶⁾	*
James W. Godbee, Jr.	38,354 ⁽⁷⁾	*
Michael H. Godwin	95,997 ⁽⁸⁾	*
GreenSky Trade Credit, LLC	1,240,000 ⁽⁹⁾	8.13
David H. Hammond	3,747 ⁽¹⁰⁾	*
George D. Henderson	67,198 ⁽¹¹⁾	*
Judith S. Kelly	26,178 ⁽¹²⁾	*
Thompson Kurrie, Jr.	63,472 ⁽¹³⁾	*
James B. Lanier, Jr.	53,833 ⁽¹⁴⁾	*
John E. Mansfield, Jr.	155,495 ⁽¹⁵⁾	1.02
Kennith D. McLeod	217,216 ⁽¹⁶⁾	1.42
Douglas W. McNeill	241,313 ⁽¹⁷⁾	1.58
Paul E. Parker	82,626 ⁽¹⁸⁾	*
F. Ferrell Scruggs, Sr.	134,604 ⁽¹⁹⁾	*
Nicole S. Stokes	5,065 ⁽²⁰⁾	*
Donald J. Torbert, Jr.	43,724 ⁽²¹⁾	*
All directors and executive officers as a group (17 persons)	<u>4,470,458</u>	<u>29.31</u>

* Less than 1 percent.

- (1) Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if he or she has or shares the power to vote or to direct the voting of such security, or the power to dispose or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities owned by such person's spouse, children or relatives living in the same household. Accordingly, more than one person may be deemed to be a beneficial owner of the same securities. A person is also deemed to be a beneficial owner of any securities that such person has the right to acquire beneficial ownership of within 60 days. Unless otherwise indicated, the persons named in the above table have sole voting and investment power with respect to all shares shown as beneficially owned by them. The information as to beneficial ownership has been provided by the respective persons listed in the above table.
- (2) Based on 13,795,040 shares outstanding as of February 28, 2010 plus shares underlying outstanding stock options or warrants which are exercisable within 60 days of such date are deemed to be outstanding for purposes of calculating the percentage owned by such holder.
- (3) Includes 5,878 shares held by Mr. Burnette's wife and 6,642 shares held for Mr. Burnette's minor grandchildren by Mr. Burnette's wife as custodian. Mr. Burnette disclaims beneficial ownership of those shares held by his wife. Also includes 20,000 common stock warrants and 12,232 options exercisable within 60 days.
- (4) The Dewar Family, L.P. is a limited partnership and Mr. Dewar, Jr., is its general partner. The mailing address is P.O. Box 2285, Valdosta, Georgia 31604.

- (5) Includes 1,659,310 shares owned by the Dewar Family, L.P. Mr. Dewar, Jr. is a general partner of the Dewar Family, L.P. and possesses the sole power to vote all shares owned by the limited partnership. Also includes 240,000 common stock warrants, 14,272 options exercisable within 60 days and 6,486 shares held by Mr. Dewar, Jr.'s wife. Includes 1,020 shares held by Mr. Dewar, Jr.'s wife and stepchildren. Mr. Dewar, Jr. disclaims beneficial ownership of the shares held by his wife and those held by his wife and stepchildren. Mr. Dewar, Jr.'s mailing address is P. O. Box 2285, Valdosta, Georgia 31604.
- (6) Includes 8,000 common stock warrants and 25,500 options exercisable within 60 days. Also includes 236 shares held by Mr. Fuller's minor children, over which shares Mr. Fuller has custodial power.
- (7) Includes 8,000 common stock warrants and 673 options exercisable within 60 days.
- (8) Includes 16,000 common stock warrants and 8,968 options exercisable within 60 days.
- (9) Includes 240,000 common stock warrants. The mailing address for GreenSky Trade Credit, LLC is 1797 Northeast Expressway NE, Suite 100 Atlanta, Georgia 30329.
- (10) Includes 2,652 options exercisable within 60 days.
- (11) Includes 479 shares held by Mr. Henderson's son, of which Mr. Henderson disclaims beneficial ownership. Also includes 8,000 common stock warrants and 17,034 options exercisable within 60 days.
- (12) Includes 12,472 options exercisable within 60 days.
- (13) Includes 10,400 common stock warrants and 6,120 options exercisable within 60 days.
- (14) Includes 4,000 common stock warrants and 14,272 options exercisable within 60 days.
- (15) Includes 98,461 shares held in a family partnership, of which shares Mr. Mansfield has sole voting power. Also, includes 8,000 common stock warrants, 6,112 options exercisable within 60 days and 1,582 shares held by Mr. Mansfield's minor children, over which shares Mr. Mansfield has custodial power.
- (16) Includes 33,782 shares held by Mr. McLeod's wife, of which shares Mr. McLeod disclaims beneficial ownership. Also includes 20,000 common stock warrants and 6,928 options exercisable within 60 days.
- (17) Includes 40,000 common stock warrants and 5,296 options exercisable within 60 days.
- (18) Includes 5,920 common stock warrants and 14,272 options exercisable within 60 days.
- (19) Includes 16,440 shares held by Mr. Scruggs' wife, of which shares Mr. Scruggs disclaims beneficial ownership and 14,619 shares held by a family limited partnership. Also includes 8,000 common stock warrants and 14,272 options exercisable within 60 days.
- (20) Includes 3,467 options exercisable within 60 days.
- (21) Includes 800 common stock warrants and 31,254 options exercisable within 60 days.

Equity Compensation Plan Information

The following table summarizes the Company's equity compensation plans as of December 31, 2009:

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans*</u>
Equity Compensation Plans			
Approved by Security Holders	912,563	\$8.52	403,283
Equity Compensation Plans Not			
Approved by Security Holders	n/a	n/a	n/a

*excluding securities reflected in the first column

In addition to the equity compensation plans approved by our stockholders, we have the Employee and Director Stock Purchase Program (the "SPP"). The Bank, serving as the SPP custodian, uses funds contributed from employees and directors up to an amount specified in the SPP, matched by the Company at a rate of 50%, to purchase shares of our common stock. A participant may request a distribution of his or her entire account at any time. A participant's participation in the SPP terminates immediately upon termination of employment or director status. The SPP is administered by a committee appointed by the Board of Directors. We may amend or terminate the SPP or suspend the employer matching contributions at any time. For more information about the SPP, see Note 17 in the accompanying Notes to the Consolidated Financial Statements in Item 8 of this Report.