

Edgar Filing: PAID INC - Form 10QSB

PAID INC  
Form 10QSB  
May 13, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended March 31, 2005

COMMISSION FILE NUMBER 0-28720

PAID, INC.

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

DELAWARE

(State or other jurisdiction of  
Incorporation or organization)

73-1479833

(I.R.S. Employer  
Identification No.)

4 Brussels Street, Worcester, Massachusetts 01610  
(Address of principal executive offices)

(508) 791-6710

(Issuer's Telephone Number, Including Area Code)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

As of May 10, 2005, the issuer had outstanding 178,778,629 shares of its Common Stock, par value \$.001 per share.

Transitional Small Business Disclosure Format

Yes  No

Paid, Inc.  
and Subsidiary  
Form 10-QSB

For the Three Months ended March 31, 2005

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### PART I - FINANCIAL INFORMATION

#### ITEM 1. FINANCIAL STATEMENTS

##### PAID, INC. AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS

ASSETS	March 31, 2005 <hr style="width: 100%; border: none; border-top: 1px dashed black;"/> (Unaudited)	December 31, 2004 <hr style="width: 100%; border: none; border-top: 1px dashed black;"/> (Audited)
Current assets:		
Cash and cash equivalents	\$ 30,321	\$ 43,558
Accounts receivable	34,355	45,739
Inventories, net	607,050	624,082
Prepaid expenses	40,486	125,180
Due from employees	58,681	55,656
Other current assets	9,073	9,073

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Total current assets	779,966	903,288
Property and equipment, net	227,587	172,706
Other intangible assets, net	493,619	688,872
	-----	-----
Total assets	\$ 1,501,172	\$ 1,764,866
	=====	=====
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Notes payable	\$ 130,000	\$ 290,000
Accounts payable	218,456	164,829
Accrued expenses	1,043,350	991,196
	-----	-----
Total current liabilities	1,391,806	1,446,025
	-----	-----
Convertible debt	2,176,191	2,398,021
	-----	-----
Shareholders' deficit:		
Common stock, \$.001 par value, 350,000,000 shares authorized; 176,254,836 and 173,320,731 shares issued and outstanding at March 31, 2005 and December 31, 2004, respectively	176,255	173,321
Additional paid-in capital	22,139,690	21,166,334
Accumulated deficit	(24,362,770)	(23,383,835)
Unearned compensation	(20,000)	(35,000)
	-----	-----
Total shareholders' deficit	(2,066,825)	(2,079,180)
	-----	-----
Total liabilities and shareholders' deficit	\$ 1,501,172	\$ 1,764,866
	=====	=====

See accompanying notes to consolidated financial statements

PAID, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE THREE MONTHS ENDED MARCH 31,  
(Unaudited)

	2005	2004
	-----	-----
Revenues	\$ 859,653	\$ 385,982
Cost of revenues	527,509	200,914
	-----	-----

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Gross profit	332,144	185,068
	-----	-----
Operating expenses:		
Selling, general, and administrative expenses	1,105,390	760,132
Web site development costs	111,901	147,603
	-----	-----
Total operating expenses	1,217,291	907,735
	-----	-----
Loss from operations	(885,147)	(722,667)
	-----	-----
Other income (expense):		
Interest expense	(93,789)	(128,238)
Other income	1	44
	-----	-----
Total other expense, net	(93,788)	(128,194)
	-----	-----
Loss before income taxes	(978,935)	(850,861)
Provision for income taxes	--	--
	-----	-----
Net loss	\$ (978,935)	\$ (850,861)
	=====	=====
Loss per share (basic and diluted)	\$ (0.01)	\$ (0.01)
	=====	=====
Weighted average shares	174,303,402	159,978,229
	=====	=====

See accompanying notes to consolidated financial statements

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PAID INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 31,  
(Unaudited)

	2005	2004
	-----	-----
Operating activities:		
Net loss	\$ (978,935)	\$ (850,861)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	229,551	293,409
Amortization of unearned compensation	15,000	--
Beneficial conversion feature	30,062	80,131
Common stock issued in payment of		

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professional and consulting fees	282,222	283,639
Issuance of common stock pursuant to exercise of stock options granted to employees for services	94,430	31,734
Common stock issued in payment of interest	8,000	--
Changes in assets and liabilities:		
Accounts receivable	11,384	(8,362)
Inventories	17,032	33,081
Prepaid expenses and other current assets	81,669	(45,135)
Accounts payable	53,627	(133,022)
Accrued expenses	52,154	109,125
	-----	-----
Net cash used in operating activities	(103,804)	(206,261)
	-----	-----
Investing activities:		
Property and equipment additions	(89,179)	(359)
	-----	-----
Financing activities:		
Net proceeds from notes payable	--	(15,000)
Proceeds from sale of warrants	50,000	--
Proceeds from sale of common stock	30,000	--
Proceeds from convertible debt	--	65,926
Proceeds from assignment of call options	99,610	164,500
Proceeds from exercise of stock options	136	176
	-----	-----
Net cash provided by financing activities	179,746	215,602
	-----	-----
Net increase (decrease) in cash and cash equivalents	(13,237)	8,982
Cash and cash equivalents, beginning	43,558	104,397
	-----	-----
Cash and cash equivalents, ending	\$ 30,321	\$ 113,379
	=====	=====

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during the year for:

Income taxes	\$ --	\$ --
	=====	=====
Interest	\$ --	\$ 1,125
	=====	=====

See accompanying notes to consolidated financial statements

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	Common stock		Additional Paid-in Capital	Accumul defic
	Shares	Amount		
Balance, December 31, 2004	173,320,731	\$ 173,321	\$ 21,166,334	\$ (23,383
Common stock issued pursuant to exercise of stock options granted to employees for services	365,260	365	94,065	
Common stock issued in payment of professional and consulting fees	1,432,511	1,433	280,789	
Common stock issued in payment of interest on note payable	38,095	38	7,962	
Common stock issued in payment of note payable	761,905	762	159,238	
Issuance of common stock	200,000	200	29,800	
Stock options exercised	136,364	136		
Common stock to be issued for payment of convertible debt	--	--	251,892	
Amortization of unearned compensation	--	--	--	
Proceeds from sale of warrants	--	--	50,000	
Proceeds from assignment of call options	--	--	99,610	
Net loss	--	--	--	(978
Balance, March 31, 2005	176,254,866	\$ 176,255	\$ 22,139,690	\$ (24,362

See accompanying notes to consolidated financial statements

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PAID, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2005 AND 2004

Note 1. Organization and Summary of Significant Accounting Policies

Line of business

Paid Inc. and subsidiary (the "Company") provides services to celebrities and sports figures, including hosting and management of official web sites and fan-club services. The Company sponsors autograph signing events and other sports marketing services for sports clientele. The Company also operates and maintains an internet portal dedicated to collectibles in a variety of categories. The Company conducts online auctions of its own merchandise and items posted under consignment arrangements by third party sellers, and provides products and services related to online auction management, and e-commerce and

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web site development, including technology that streamlines back-office and shipping processes for online auctions and e-commerce.

### General

The financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the United States Securities and Exchange Commission for interim financial reporting and include all adjustments (consisting only of normal recurring adjustments which are, in the opinion of management, necessary for a fair presentation). These financial statements have not been audited.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations of interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. However, these financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's annual report for the year ended December 31, 2004, which are included in the Company's Form 10-KSB.

### Principles of consolidation

The accompanying consolidated financial statements include the accounts of Paid, Inc. and its wholly-owned subsidiary, Rotman Collectibles, Inc.

### Inventories

Inventories consist of collectible merchandise for sale and are stated at the lower of average cost or market on a first-in, first-out (FIFO) method. When a purchase contains multiple copies of the same item, they are stated at average cost.

On a periodic basis management reviews inventories on hand to ascertain if any is slow moving or obsolete. In connection with this review, at March 31, 2005 and December 31, 2004 the Company has provided for reserves totaling \$305,000 and \$300,000, respectively.

### Revenue Recognition

The Company generates revenue from sales of its purchased inventories, from fees and commissions on sales of merchandise under consignment type arrangements, from web hosting services, from fan club membership fees, from appraisal services and from advertising and promotional services.

For sales of merchandise owned and warehoused by the Company, the Company is responsible for conducting the auction, billing the customer, shipping the merchandise to the customer, processing customer returns and collecting accounts receivable. The Company recognizes revenue upon verification of the credit card transaction and shipment of the merchandise, discharging all obligations of the Company with respect to the transaction.

For sales of merchandise under consignment-type arrangements, the Company takes physical possession of the merchandise, but is not obligated to, and does not take title or ownership of merchandise. When an auction is completed, consigned merchandise that has been sold is shipped upon receipt of payment. The Company recognizes the net commission and service revenues relating to the consigned

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merchandise upon receipt of the gross sales proceeds and shipment of the merchandise. The Company then releases the net sales proceeds to the Consignor, discharging all obligations of the Company with respect to the transaction.

The Company provides web hosting services under two types of arrangements. Revenue is recognized on a monthly basis as the services are provided for those where payment is to be received in cash. Professional athletes' web sites are hosted under arrangements that are settled by the athlete providing a certain number of autographs on merchandise to be sold by the Company. Revenue related to player websites is recognized upon sale of the autographed merchandise.

Appraisal revenues are recognized when the appraisal is delivered to the customer.

Advertising revenues are recognized at the time the advertisement is initially displayed on the company's web site. Sponsorship revenues are recognized at the time that the related event is conducted.

Fan club membership fees are recognized when the member joins and all direct costs associated with the membership have been incurred.

### Advertising Costs

Advertising costs totaling approximately \$43,000 in 2005 and \$26,000 in 2004 are charged to expense when incurred.

### Earnings Per Common Share

Basic earnings per share represents income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to convertible debt and outstanding stock options and warrants. The number of common shares that would be issued upon conversion of the convertible debt would have been 16,666,667 as of March 31, 2005 and 12,413,286 as of March 31, 2004. The number of common shares that would be included in the calculation of outstanding options is determined using the treasury stock method. The assumed conversion of outstanding dilutive stock options and warrants would increase the shares outstanding but would not require an adjustment of income as a result of the conversion. Stock options and warrants applicable to 27,465,054 shares and 25,066,000 shares at March 31, 2005 and 2004, respectively, have been excluded from the computation of diluted earnings per share, as have the common shares that would be issued upon conversion of the convertible debt, because they were antidilutive. Diluted earnings per share have not been presented as a result of the Company's net loss for each period.

### Website and Software Development Costs

The Company accounts for website development costs in accordance with the provisions of EITF 00-2, "Accounting for Web Site Development Costs" ("EITF 00-2"), which requires that costs incurred in planning, maintaining, and operating stages that do not add functionality to the site be charged to operations as incurred. External costs incurred in the site application and infrastructure development stage and graphic development are capitalized. Such capitalized costs are included in "Property and equipment." During the three months ended March 31, 2005 the Company capitalized approximately \$87,000 of website development costs. There was no such capitalization during the three months ended March 31, 2004.

### Note 2. Notes and Loan Payable



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At March 31, 2005 and December 31, 2004 the Company was obligated on short-term demand notes payable to a related party totaling \$130,000 bearing interest at 8%. Interest expense charged to operations in connection with these related party notes totaled approximately \$2,600 for each of the three months ended March 31, 2005 and 2004.

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In addition, at December 31, 2004 the Company was obligated on a short-term note payable, bearing interest at 18%, and due on March 1, 2005. In addition the Company issued 125,000 unregistered shares of stock valued at \$17,500 as an origination fee which was amortized over the life of the note. This note and all related accrued interest was repaid through the issuance of 800,000 shares of common stock on March 1, 2005.

### Note 3. Accrued Expenses

Accrued expenses are comprised of the following:

	March 31, 2005	December 31, 2004
	-----	-----
Interest	\$ 176,611	\$ 129,635
Payroll	140,664	141,818
Professional & Consulting fees	361,166	378,210
Consignments	172,782	173,626
Due to K Sports	62,500	62,500
Commissions	40,000	40,000
Other	89,627	65,407
	-----	-----
	\$1,043,350	\$ 991,196
	=====	=====

### Note 4. Common Stock

#### Call Option Agreements

In connection with a settlement agreement with CSEI, the Company was granted call options for 2,283,565 unregistered common shares held by CSEI at an exercise price of \$.001 per share. All remaining call options were assigned during January 2005.

During the three months ended March 31, 2005 and 2004 the Company assigned options to purchase 394,565 and 275,000 shares of stock from CSEI to certain individuals in exchange for \$99,611 and \$164,500 which was added to the paid in capital of the Company.

#### Stock Options and Warrants

On February 1, 2001 the Company adopted the 2001 Non-Qualified Stock Option Plan (the "2001 Plan") and has filed Registration Statements on Form S-8 to register 60,000,000 shares of its common stock. Under the 2001 Plan, employees and consultants may elect to receive their gross compensation in the form of options, exercisable at \$.001 per share, to acquire the number of shares of the Company's common stock equal to their gross compensation divided by the fair value of the stock on the date of grant.

During the three months ended March 31, 2005 the Company granted options for 1,697,771 shares at various dates aggregating \$344,652 under this plan. During

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the three months ended March 31, 2004 the Company granted options for 1,160,951 shares at various dates aggregating \$315,373 under this plan. All options granted during these periods were exercised.

During the three months ended March 31, 2005, the Company entered into an Agreement and sold a warrant to purchase common stock ("Warrant") to an investor. The investor paid the Company \$50,000 as a deposit ("Deposit") for the right to acquire up to 2,000,000 shares of unregistered common stock at any time within one year of the Agreement at \$.15 per share. If exercised, the \$50,000 will be applied as partial payment of the exercise price. If the Warrants are not exercised within one year the Deposit will be forfeited. The Deposit has been recorded as an addition to Paid in Capital.

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The Company applies Accounting Principles Board Opinion No. 25 and related interpretations in accounting for its stock option plans. Accordingly, compensation cost has been recognized only to the extent described above. Had compensation cost for the Company's stock option plan been determined based on the fair value at the grant dates for awards under the plan consistent with the method prescribed by FASB Statement No. 123, the Company's net income and earnings per share would have been adjusted to the pro forma amounts indicated below:

	Three Months Ended March 31,	
	2005	2004
Net loss		
As reported	\$ (978,935)	\$ (850,861)
Stock based compensation cost, as reported (net of tax)	15,000	--
Stock based compensation cost that would have been included in the determination of net net income had the fair value method been applied (net of tax)	(15,000)	(67,650)
Pro forma	\$ (978,935)	\$ (918,511)
Loss per share (basic and diluted) as reported	\$ (.01)	\$ (.01)
Proforma loss per share (basic And diluted), as adjusted	\$ (.01)	\$ (.01)

### Note 5. Income Taxes

There was no provision for income taxes for the three months ended March 31, 2005 and 2004 due to the Company's net operating loss and its valuation reserve against deferred income taxes.

The difference between the provision for income taxes from amounts computed by applying the statutory federal income tax rate of 34% and the Company's effective tax rate is due primarily to the net operating loss incurred by the Company and the valuation reserve against the Company's deferred tax asset.

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At March 31, 2005, the Company has federal and state net operating loss carry forwards of approximately \$19,600,000 available to offset future taxable income. The state carry-forwards will expire intermittently through 2010, while the federal carry forwards will expire intermittently through 2025.

### Note 6. Convertible Debt Financing

As of March 31, 2005 the Company has outstanding \$2,250,000 of convertible debt, which is presented net of unamortized beneficial conversion discounts of \$73,809.

On March 23, 2000, the Company entered into a Securities Purchase Agreement (the "Agreement"), whereby the Company sold an 8% convertible note in the amount of \$3,000,000 (the "Series A Note"), due in shares of common stock on March 31, 2002 to Augustine Fund, L.P. (the "Buyer"). The Series A Note, as most recently modified on May 21, 2002, provided for the extensions of the maturity date until March 31, 2005. As of March 31, 2005 this note has been paid in full through a series of conversions to common stock. During the three months ended March 31, 2005 the Company received conversion requests for the remaining \$251,892 balance into 1,412,942 common

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shares that were issued on April 19, 2005 at prices ranging from \$.149 to \$.213 per share. During 2004, 2003, and 2002 \$2,748,108 had been converted into 25,314,096 shares of the Company's common stock at conversion prices ranging from \$.028 to \$.375 per share.

The Company entered into a second Loan Agreement, most recently modified on October 31, 2003, whereby it issued an 8% convertible note in the amount of \$2,250,000, due November 7, 2005 (the "Series B Note") to Buyer. The Series B Note is convertible into common stock at a conversion price equal to the lesser of: (1) \$.25 per share, or (2) seventy-three percent (73%) of the average of the closing bid price for the common stock for the five (5) trading days immediately preceding the conversion date. Based upon advances through March 31, 2005 totaling \$2,250,000, had the Buyer converted the series B Note at issuance, Buyer would have received \$3,082,193 in aggregate value of the company's common stock upon conversion of the convertible note. As a result, in accordance with EITF 00-27, the intrinsic value of the beneficial conversion feature of \$832,193 is being charged to interest expense over the term of the related note. The beneficial conversion feature that was charged to interest expense totaled \$30,062 and \$80,131 for the three months ended March 31, 2005 and 2004, respectively. The total beneficial conversion discount related to this note has been recorded as an increase in additional paid in capital and the unamortized portion as a reduction in the related note. In addition, the Company entered into a Registration Rights Agreement whereby the Company agreed to file a Registration Statement with the Securities and Exchange Commission (SEC) within sixty (60) days of a request from the Buyer (Filing Date), covering the common stock to be issued upon conversion of the Series B Note. If this Registration Statement is not declared effective by the SEC within sixty (60) days of the filing date the conversion percentage shall decrease by two percent (2%) for each month that the Registration Statement is not declared effective. The modified Series B Note requires that principal and interest be payable in shares of common stock, or cash, at the discretion of the Company, and provides that any fees or expenses related to any registration of the common stock will be borne equally by the Company and the Buyer.

### Note 7. Related party transactions

During the three months ended March 31, 2004 the Company purchased approximately

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\$40,000 of memorabilia for sale from Steven Rotman, the father of Richard and Greg Rotman. There were no such purchases during the three months ended March 31, 2005.

### Note 8. Issuance of Common Stock

During the three months ended March 31, 2005 the Company issued 1,432,511 shares of common stock in connection with the payment of approximately \$282,000 of professional and consulting fees.

During the three months ended March 31, 2004 the Company issued 1,017,137 shares of common stock in connection with the payment of approximately \$284,000 of professional and consulting fees.

### Note 9. Subsequent Event

On May 9, 2005, the Company entered into a Settlement Agreement and Mutual Release with Leslie Rotman ("Seller") to settle all outstanding disputes regarding the value paid and the value received in the 2001 transaction in which Seller, Rotman Collectibles, Inc., and the Company entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Rotman Collectibles, Inc., a Massachusetts corporation, was merged into the Company's Delaware subsidiary, now named Rotman Collectibles, Inc. Seller is the mother of Gregory Rotman, President of the Company, and Richard Rotman, CFO/Vice President/Secretary of the Company. To settle any possible differences or disputes between the value paid and the value received, Seller has delivered 2,000,000 shares of the Company's common stock into escrow, with a fair market value of \$600,000 and has granted the Company an option to purchase the shares for \$.001 per share. The option is assignable by the Company and expires one year from the date of grant.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### Overview

Our new celebrity services offer famous people official web sites and fan-club services including e-commerce storefronts, articles, polls, message boards, contests, biographies and custom features to attract tens of thousands of visitors daily. Our innovative products and services are utilized in online auction management, e-commerce and web site development. AuctionInc. provides auction management tools and services to sellers and buyers. The technology is based on our patent-pending process that streamlines back-office and shipping processes for online auctions and e-commerce. Our autograph signing events, working in conjunction with our new sports agent marketing services, known as K Sports, have created more services and opportunities for our sports clientele. Rotman Auction leverages the relationships from celebrity services and K Sports to sell products through distribution and retail outlets. We purchase and sell collectibles and memorabilia through our Rotman Auction brand. Rotman Auction is an eBay Platinum Powerseller that sells thousands of items each week on eBay and provides consignment services, authentication and public and private autograph events. We also build and maintain large database-driven portals across a broad array of industries, including CollectingChannel.com, which is home to our online appraisal service, Ask the Appraiser.

### Critical Accounting Policies

Our significant accounting policies are more fully described in Note 1 to our financial statements. However, certain of our accounting policies are

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particularly important to the portrayal of our financial position and results of operations and require the application of significant judgment by our management; as a result, they are subject to an inherent degree of uncertainty. In applying these policies, our management makes estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. Those estimates and judgments are based upon our historical experience, the terms of existing contracts, our observance of trends in the industry, information that we obtain from our customers and outside sources, and on various other assumptions that we believe to be reasonable and appropriate under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our critical accounting policies include:

**Inventories:** Inventories are stated at the lower of average cost or market on a first-in, first-out method. On a periodic basis we review inventories on hand to ascertain if any is slow moving or obsolete. In connection with this review, we establish reserves based upon management's experience and assessment of current product demand.

**Property and Equipment and Intangible Assets:** Property and equipment and intangible assets are stated at cost. Depreciation and amortization are computed over estimated useful lives that are reviewed periodically. In connection with this review we consider changes in the economic environment, technological advances, and management's assessment of future revenue potential and a review of the estimated useful lives of the various assets.

### Results of Operations

The following discussion compares the Company's results of operations for the three months ended March 31, 2005 with those for the three months ended March 31, 2004. The Company's financial statements and notes thereto included elsewhere in this quarterly report contain detailed information that should be referred to in conjunction with the following discussion.

**Revenues.** For the three months ended March 31, 2005, revenues were \$859,700, 54% of which is attributable to sales of the Company's own product, including products obtained through live autograph signings, and fees from buyers and sellers through the Rotman Auction operations. Gross sales of the Company's own product were \$467,100. Fan club membership and related merchandise sales revenues were \$268,000, 31% of gross revenues, Sports marketing revenues were \$121,100, 14% of gross revenues, and advertising and web hosting fees were \$3,500 or less than 1% of gross revenues during the three months ended March 31, 2005.

The Company's 2005 revenues represent an increase of \$473,700, or 123%, from the three months ended March 31, 2004, in which revenues were \$386,000. For the three months ended March 31, 2004, sales of Company

owned product through the Rotman Auction operations were \$383,100, or 99% of gross sales, and advertising and web hosting fees were \$2,900, or 1% of gross revenues.

The reason for the increase in revenues was higher sales of Company owned product of approximately \$84,000 from the same period in 2004 and \$389,100 of revenues from our recently established sports marketing and fan club membership services. Gross profit from Company owned product sales for the year ended March

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31, 2005 was approximately \$90,800, \$91,400 less than in 2004. Since gross margin percentages on Company owned product dropped from 48% to 19%, and sales of Company owned product were \$84,000 higher in the three months ended March 31, 2005, the Company produced \$92,400 fewer gross margin dollars in 2005. The increase in sales is attributable to listing higher priced goods in 2005 than in 2004. The drop in gross profit margin is attributable to a continuing decline in traffic on eBay, resulting in less competitive bidding. In addition, during the fourth quarter of 2004 the Company acquired the operating assets of K Sports & Entertainment LLC ("K Sports"), a sports marketing business and entered into a contract to host and manage the fan club website for a major performing artist. Revenues from these two sources accounted for \$389,100 of revenues in 2005.

**Operating Expenses.** Total operating expenses for the three months ended March 31, 2005 were \$1,217,300, compared to \$907,700 for the corresponding period in 2004, an increase of \$309,600. Sales, general and administrative ("SG&A") expenses for the three months ended March 31, 2005 were \$1,105,400, compared to \$760,100 for the three months ended March 31, 2004. The increase of \$345,300 in SG&A costs includes increases in payroll of \$150,000, advertising of \$16,500, professional fees of \$118,800, and other costs of \$90,800 offset by a decrease in depreciation and amortization of \$31,000 as older assets become fully depreciated and amortized. The additional payroll and other costs are attributable to additional personnel, professional fees, travel, and shipping and postage related to the integration and development of K Sports and fan club services. Costs associated with planning, maintaining and operating our web sites for the three months ended March 31, 2005 decreased \$35,700 from 2004. This decrease is due primarily to lower depreciation as certain website development costs became fully depreciated in 2005.

**Interest Expense.** For the three months ended March 31, 2005, the Company incurred interest charges of approximately \$93,800 principally associated with one convertible note, compared to interest charges of \$128,200 for the corresponding period in 2004. The decrease of \$34,500 is attributable to lower amortization of beneficial conversion features in 2005 offset by interest on short term debt.

**Net Loss.** The Company realized a net loss for the three months ended March 31, 2005 of \$979,000, or \$.01 per share, as compared to a loss of \$850,900, or \$.01 per share for the three months ended March 31, 2004.

**Inflation.** The Company believes that inflation has not had a material effect on its results of operations.

### Assets

At March 31, 2005, total assets of the Company were \$1,501,200, compared to \$1,764,900 at December 31, 2004. The decrease was primarily due to depreciation and amortization totaling \$229,600.

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### Operating Cash Flows

A summarized reconciliation of the Company's net losses to cash used in operating activities for the three months ended March 31, 2005 compared to March 31, 2004, is as follows:

	2005	2004
Net loss	\$(978,900)	\$(850,900)
Depreciation and amortization	229,600	293,400

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Amortization of unearned compensation	15,000	--
Amortization of beneficial conversion discount and debt discount	30,100	80,100
Common stock issued in payment of services	376,500	315,400
Common stock issued in payment of interest	8,000	--
Changes in current assets and liabilities	215,900	(44,300)
	-----	-----
Net cash used in operating activities	\$(103,800)	\$(206,300)
	=====	=====

### Working Capital and Liquidity

The Company had cash and cash equivalents of \$30,300 at March 31, 2005, compared to \$43,600 at December 31, 2004. The Company had a \$612,800 deficit in working capital at March 31, 2005, compared to a working capital deficit of \$542,700 at December 31, 2004. At March 31, 2005 current liabilities were \$1,391,800 compared to \$1,446,000 at December 31, 2004. During the three months ended March 31, 2005 current liabilities decreased primarily due retirement of short-term debt offset by an increase in accounts payable and routine accruals.

As discussed in greater detail in Note 6 to the Financial Statements, the Company has outstanding convertible debt held by Augustine Fund, L.P. The Series A Note, in the original principal amount of \$3,000,000, has completely retired as of March 31, 2005 through the conversion of principal into common stock. The Series B Note has a principal amount outstanding as of March 31, 2005 of \$2,250,000.

The Company's independent auditors have issued a going concern opinion on the Company's consolidated financial statements for the year ended December 31, 2004. The Company needs an infusion of \$600,000 to \$800,000 of additional capital to fund anticipated operating costs over the next 12 months. Management anticipates growth in revenues and gross profits from its celebrity services products and websites; including memberships, fan experiences, ticketing, appearances, and merchandise sales. In addition, the Company hosts a suite of management tools and enhanced shipping calculator solutions for small ecommerce enterprises. These services, coupled with sales of movie posters, both from inventory and on consignment, and web hosting are expected to increase revenues and result in higher gross profit. Subject to the discussion below, Management believes that the Company has sufficient commitments to fund operations during the next 12 months. These commitments include call options for approximately 2,000,000 shares of Company common stock valued at approximately \$600,000. Finally, Management believes that it has identified several potential funding sources for additional financing. Management believes that these plans should result in obtaining sufficient operating cash through the next 12 months. However, there can be no assurance that the above mentioned potential financing can be completed on terms reasonably acceptable to the Company.

### Forward Looking Statements

This Quarterly Report on Form 10-QSB contains certain forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) regarding the Company and its business, financial condition, results of operations and prospects. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to

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identify forward-looking statements in this report. Additionally, statements concerning future matters such as the development of new services, technology enhancements, purchase of equipment, credit arrangements, possible changes in legislation and other statements regarding matters that are not historical are forward-looking statements.

Although forward-looking statements in this quarterly report reflect the good faith judgment of the Company's management, such statements can only be based on facts and factors currently known by the Company. Consequently, forward-looking statements are inherently subject to risks, contingencies and uncertainties, and actual results and outcomes may differ materially from results and outcomes discussed in this report. Although the Company believes that its plans, intentions and expectations reflected in these forward-looking statements are reasonable, the Company can give no assurance that its plans, intentions or expectations will be achieved. For a more complete discussion of these risk factors, see Exhibit 99, "Risk Factors", in the Company's Form 10-KSB for the fiscal year ended December 31, 2004.

For example, the Company's ability to achieve positive cash flow and to become profitable may be adversely affected as a result of a number of factors that could thwart its efforts. These factors include the Company's inability to successfully implement the Company's business and revenue model, the collectibles community not accepting the services the Company offers, higher costs than anticipated, the Company's inability to sell its products and services to a sufficient number of customers, the introduction of competing products by others, the Company's failure to attract sufficient interest in and traffic to its sites, the Company's inability to complete development of its sites, the failure of the Company's operating systems, and the Company's inability to increase its revenues as rapidly as anticipated. If the Company is not profitable, it will not be able to continue its business operations.

### ITEM 3. CONTROLS AND PROCEDURES

The Company's management, including the President of the Company and the Chief Financial Officer of the Company, has evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time period specified by the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to the Company's management, including its principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS



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(a) During the first quarter of 2005, the Company received conversion requests from Augustine Fund, L.P. for \$251,892 of the March 23, 2000 convertible note, representing the remaining balance on the \$3,000,000 convertible note, into 1,412,942 shares of common stock of the Company. The shares were issued on April 19, 2005 at prices ranging from \$.149 to \$.213 per share. The shares are freely tradable pursuant to Rule 144 of the Securities Act of 1933. Augustine Fund, L.P. is an accredited investor that represented that it acquired the convertible note for

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its own account. The issuance of the securities is exempt from registration under Section 4(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. The Company did not issue any shares of its common stock to Augustine Fund, L.P., for interest due pursuant to the 8% convertible note in the principal amount of \$2,250,000 issued by the Company to the Augustine Fund, L.P. on November 7, 2001.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

### ITEM 5. OTHER INFORMATION

On May 9, 2005, the Company entered into a Settlement Agreement and Mutual Release with Leslie Rotman ("Seller"). Seller, Rotman Collectibles, Inc., and the Company had entered into an Agreement and Plan of Merger (the "Merger Agreement") on October 23, 2001, pursuant to which Rotman Collectibles, Inc., a Massachusetts corporation, was merged into the Company's Delaware subsidiary, now named Rotman Collectibles, Inc. on November 7, 2001. Seller is the mother of Gregory Rotman, President of the Company, and Richard Rotman, CFO/Vice President/Secretary of the Company. As consideration for the merger, Seller was issued a 6% Convertible Promissory Note equal to \$1,000,000. The note was paid in full through the issuance of stock during the first quarter of 2002. Prior to entering into the Merger Agreement, the Company had engaged an appraiser to appraise the assets of Rotman Collectibles, which consisted primarily of movie posters. The appraised value exceeded \$2,000,000. Based on its current sales projections, the Company does not expect to obtain revenues equal to the appraised value. To settle any possible differences or disputes between the value paid and the value received, Seller has delivered 2,000,000 shares of the Company's common stock into escrow, with a fair market value of \$600,000, based on a closing bid price of the Company's common stock of \$.30 as of Friday, May 6, 2005, and has granted the Company an option to purchase the shares for \$.001 per share, which option is assignable by the Company in whole or in part. The Settlement Agreement and Mutual Release, dated May 9, 2005, is attached hereto as Exhibit 10.1. The Escrow Agreement, dated May 9, 2005, is attached hereto as Exhibit 10.2. This information is provided in lieu of a Form 8-K filing with respect to Item 1.01, which would otherwise be required to be filed with respect to this information as of May 13, 2005, which is the date of this filing.

### ITEM 6. EXHIBITS

- |      |  |
|------|--|
| 10.1 | Settlement Agreement and Mutual Release by and between Leslie Rotman and the Company, dated May 9, 2005. |
| 10.2 | Escrow Agreement, by and among Leslie Rotman, the  |

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Company, and Olde Monmouth Stock Transfer Co., Inc., as Escrow Agent, dated May 9, 2005.

- 31.1 CEO Certification required under Section 302 of Sarbanes-Oxley Act of 2002
- 31.2 CFO Certification required under Section 302 of Sarbanes-Oxley Act of 2002
- 32 CEO and CFO Certification required under Section 906 of Sarbanes-Oxley Act of 2002

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In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 13, 2005

PAID, INC.  
Registrant

/s/ Gregory Rotman

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Gregory Rotman, President

/s/ Richard Rotman

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Richard Rotman, Chief Financial  
Officer, Vice President and  
Secretary

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### LIST OF EXHIBITS

Exhibit No.	Description
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10.1	Settlement Agreement and Mutual Release by and between Leslie Rotman and the Company, dated May 9, 2005.
10.2	Escrow Agreement, by and among Leslie Rotman, the Company, and Olde Monmouth Stock Transfer Co., Inc., as Escrow Agent, dated May 9, 2005.
31.1	CEO Certification required under Section 302 of Sarbanes-Oxley Act of 2002
31.2	CFO Certification required under Section 302 of Sarbanes-Oxley Act of 2002
32	CEO and CFO Certification required under Section 906 of Sarbanes-Oxley Act of 2002

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## CORPORATE GOVERNANCE

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### GOVERNING PRINCIPLES

We are a financial holding company managed by a core group of officers and governed by a Board of Directors. We are committed to maintaining a business atmosphere where only the highest ethical standards and integrity prevail. An unwavering adherence to high ethical standards provides a strong foundation on which our business and reputation can thrive, and is integral to creating and sustaining a successful, high-caliber company.

### INDEPENDENT DIRECTORS

Our common stock is listed on the NASDAQ Global Select Market. NASDAQ requires that a majority of our directors be “independent,” as defined by NASDAQ’s rules. Generally, a director does not qualify as an independent director if the director or a member of a director’s immediate family has had in the past three years certain relationships or affiliations with us, our external or internal auditors, or other companies that do business with us. Our Board has affirmatively determined that a majority of our directors are independent directors under the categorical guidelines our Board has adopted, which includes all objective standards of independence set forth in the NASDAQ rules. The categorical independence standards adopted by our Board are posted to the Corporate Governance section of our website, [www.ccbg.com](http://www.ccbg.com). Based on these standards, our Board determined that our independent directors include the following current directors and nominees for director: DuBose Ausley, Frederick Carroll, III, Cader B. Cox, III, J. Everitt Drew, John K. Humphress, Lina S. Knox, Ruth A. Knox, and Henry Lewis III.

### CORPORATE GOVERNANCE GUIDELINES

The Board has adopted Corporate Governance Guidelines that give effect to the NASDAQ corporate governance listing standards and various other corporate governance matters.

### INDEPENDENT DIRECTOR MEETINGS IN EXECUTIVE SESSIONS

Our independent directors have established a policy to meet separately from the other directors in regularly scheduled executive sessions at least twice annually, and at such other times as may be deemed appropriate by our independent directors. Any independent director may call an executive session of independent directors at any time. In 2007, the independent directors met in an executive session five times.

### LEAD DIRECTOR

The independent directors of our Board of Directors annually elect an independent director to serve in a lead capacity. Although annually elected, the lead director is generally expected to serve for more than one year.

Mr. Cox currently serves as our lead director. Effective May 1, 2008, Mr. Drew will begin to serve as our lead director. The lead director’s duties, which are listed in a Board approved charter, include presiding at all meetings of the Board at which the Chairman is not present, calling meetings of the independent directors, coordinating with the Chairman the planning of meeting agenda items, and serving as an independent point of contact for shareowners wishing to communicate with the Board other than through the Chairman. We have posted all of the lead director duties on our website, [www.ccbg.com](http://www.ccbg.com).

## SHAREOWNER COMMUNICATIONS

Our Corporate Governance Guidelines provide for a process by which shareowners may communicate with the Board, a Board committee, the independent directors as a group, or individual directors. Shareowners who wish to communicate with the Board, a Board committee, or any other directors or individual directors may do so by sending written communications addressed to the Board of Directors of Capital City Bank Group, a Board committee, or such group of directors or individual directors:

Capital City Bank Group, Inc.  
c/o Corporate Secretary  
217 North Monroe Street  
Tallahassee, Florida 32301

Communications will be compiled by our Corporate Secretary and submitted to the Board, a committee of the Board, or the appropriate group of directors or individual directors, as appropriate, at the next regular meeting of the Board. The Board has requested that the Corporate Secretary submit to the Board all communications received, excluding those items that are not related to board duties and responsibilities, such as: mass mailings; job inquiries and resumes; and advertisements, solicitations, and surveys.

## CODES OF CONDUCT AND ETHICS

The Board has adopted Codes of Conduct applicable to all directors, officers, and associates, and a Code of Ethics applicable to our Chief Executive Officer and our financial and accounting officers, all of which are available, without charge, upon written request to:

Capital City Bank Group, Inc.  
c/o Corporate Secretary  
217 North Monroe Street  
Tallahassee, Florida 32301

These codes are designed to comply with NASDAQ and U.S. Securities and Exchange Commission requirements.

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## BOARD AND COMMITTEE EVALUATIONS

The Corporate Governance Committee uses written questionnaires to evaluate the Board as a whole and its committees. The evaluation process occurs annually. Directors submit completed questionnaires to the Chair of the Corporate Governance Committee, who summarizes the results without attribution. The full Board discusses the summary of the Board evaluation, and each committee discusses the summary of its own evaluation.

## DIRECTOR NOMINATING PROCESS

The Nominating Committee annually reviews and makes recommendations to the full Board regarding the composition and size of the Board so that the Board consists of members with the proper expertise, skills, attributes, and personal and professional backgrounds needed by the Board, consistent with applicable NASDAQ and regulatory requirements.

The Nominating Committee believes that all directors, including nominees, should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of our shareowners. The Nominating Committee will consider criteria including the nominee's current or recent experience as a senior executive officer, whether the nominee is independent, as that term is defined in Rule 4200(a)(15) of the NASDAQ listing standards, the business experience currently desired on the Board, geography, the nominee's banking industry experience, and the nominee's general ability to enhance the overall composition of the Board.

Our Nominating Committee will identify nominees for directors primarily based upon suggestions from shareowners, current directors, and executives. The Chair of the Nominating Committee and at least one other member of the Nominating Committee will interview director candidates. The full Board will formally nominate candidates for director to be included in the slate of directors presented for shareowner vote based upon the recommendations of the Nominating Committee following this process.

## DIRECTOR SERVICE ON OTHER BOARDS

Directors may not serve on more than three other Boards of public companies in addition to our Board.

## SUCCESSION PLANNING

The Board plans for succession to the position of Chief Executive Officer as well as certain other senior management positions. To assist the Board, William G. Smith, Jr., our Chairman, President, and CEO annually provides the Board with an assessment of senior managers and of their potential to succeed him. He also provides the Board with an assessment of persons considered potential successors to certain senior management positions. The Nominating Committee and our independent directors in an executive session annually review this updated assessment.

## CHANGE IN DIRECTOR OCCUPATION

A director whose principal occupation or business association changes substantially during the director's tenure must tender a resignation for consideration by the Nominating Committee. The Nominating Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.

## DIRECTOR ELECTIONS

In November 2007, the Board of Directors amended our Bylaws to provide that in an uncontested election, if a nominee for director does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board of Directors. The Nominating Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation and publicly disclose its decision and the rationale behind the decision within 90 days from the date of the certification of the election results. If a director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting for the year in which his or her term expires and until his or her successor is duly elected, or his or her earlier resignation or removal. If a nominee's resignation is accepted by the Board of Directors, then the Board of Directors, in its sole discretion, may fill any remaining vacancy or decrease the size of the Board of Directors. To be eligible to be a nominee for election or reelection as our director, a person must deliver to our Corporate Secretary a written agreement that such person will abide by these requirements.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement

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**BOARD AND COMMITTEE MEMBERSHIP**


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**BOARD OF DIRECTORS**

Our Board of Directors oversees our business, property, and affairs pursuant to the Florida Business Corporation Act and our Articles of Incorporation and Bylaws. Members of our Board are kept informed of our business through discussions with our senior management team, by reviewing materials provided to them, and by participating in Board and Committee meetings.

Our Board met 11 times in 2007. All of our directors attended at least 75 percent of the total aggregate number of Board and Committee meetings on which they served.

We expect all directors to attend our Annual Meeting. All directors, who were directors at the time of our Annual Meeting in 2007, attended the Annual Meeting.

**COMMITTEES OF THE BOARD**

Our Board of Directors has four standing committees: Audit, Compensation, Corporate Governance, and Nominating. The Board has adopted written charters for each of its four standing committees. The Audit, Compensation, and Nominating Committee charters are published on the Corporate Governance section of our website at [www.ccbg.com](http://www.ccbg.com). The Board has determined that all members of the Audit, Compensation, Corporate Governance, and Nominating Committees are “independent” as that term is defined under applicable NASDAQ and Securities and Exchange Commission rules. As of January 1, 2008, the committee composition was as follows:

Name	Audit	Compensation	Corporate Governance	Nominating
DuBose Ausley		X	X	
Thomas A. Barron				
Frederick Carroll, III*	Chair			
Cader B. Cox, III		Chair		X
J. Everitt Drew*	X	X		
John K. Humphress*	X		Chair	
L. McGrath Keen, Jr.				
Lina S. Knox			X	X
Ruth A. Knox			X	Chair
Henry Lewis III	X			X
William G. Smith, Jr.**				

\* Qualifies as a financial expert

\*\* Chairman of the Board of Directors

**Audit Committee**

The Audit Committee met 14 times in 2007. Our Board has determined that Frederick Carroll, III, Chairman of the Audit Committee, John K. Humphress, and J. Everitt Drew are each an “audit committee financial expert” as defined by the Securities and Exchange Commission.

Management has the primary responsibility for our financial statements and reporting process, including the systems of internal controls and reporting. Our independent auditors are responsible for performing an independent audit of

our consolidated financial statements in accordance with U.S. generally accepted auditing standards, issuing a report thereon, and annually opining on the effectiveness of our internal control over financial reporting. The Audit Committee monitors the integrity of our financial reporting process, system of internal controls, and the independence and performance of our independent and internal auditors.

In addition, the Audit Committee: (a) monitors and reviews our compliance with Section 112 of the Federal Deposit Insurance Corporation Improvement Act of 1991 and reviews regulatory reports; (b) reviews independent auditors' report on our financial statements, significant changes in accounting principles and practices, significant proposed adjustments, and any unresolved disagreements with management concerning accounting or disclosure matters; and (c) recommends independent auditors and reviews their independence and qualifications, services, fees, and the scope and timing of audits.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement



### Compensation Committee

The Compensation Committee met six times in 2007. The Compensation Committee: (a) reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluates the performance of the Chief Executive Officer in light of those goals and objectives, and sets the Chief Executive Officer's base salary, short-term incentive compensation, and long-term incentive compensation based on this evaluation; (b) reviews and approves base salary, short-term incentive compensation, and long-term incentive compensation of our executive officers; (c) reviews the compensation of our senior management team other than our executive officers; (d) reviews and approves benefits, including retirement benefits and perquisites of our executive officers; (e) reviews and approves employment agreements, severance agreements, and change-in-control agreements for executive officers; (f) evaluates and recommends the appropriate level of director compensation, including compensation for service as a member or chair of a Board committee; and (g) establishes and reviews stock ownership guidelines for directors and executive officers.

### Nominating Committee

The Nominating Committee met three times in 2007. The Nominating Committee: (a) develops and reviews background information for candidates for the Board of Directors, including candidates recommended by shareowners, and makes recommendations to the Board of Directors about these candidates; (b) evaluates the performance of current Board members proposed for reelection; (c) recommends to the Board for approval a slate of nominees for election to the Board; (d) reviews all candidates for nomination submitted by shareowners; and (e) develops plans for our managerial succession.

### Corporate Governance Committee

The Corporate Governance Committee met seven times in 2007. The Corporate Governance Committee: (a) develops, implements, and monitors policies and practices relating to corporate governance; (b) coordinates director orientation and appropriate continuing education programs for directors; (c) oversees the annual self-assessment of the Board and Board Committees; and (d) reviews all shareowner proposals.

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## DIRECTOR COMPENSATION

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### COMPENSATION ELEMENTS

We currently have eight non-associate directors who qualify for compensation for Board service. The elements of compensation include:

#### Cash Compensation

**Basic Annual Retainer.** The basic annual retainer is \$12,000. There was no change from 2006.

**Audit Committee.** Members of the Audit Committee receive an annual fee of \$6,000 and the chairman of the Audit Committee receives an annual chairman fee of \$6,000. There was no change from 2006.

**Compensation Committee.** Members of the Compensation Committee receive an annual fee of \$4,000 and the chairman of the Compensation Committee receives an annual chairman fee of \$4,000. There was no change from 2006.

**Nominating Committee.** Members of the Nominating Committee receive an annual fee of \$2,000 and the chairman of the Nominating Committee receives an annual chairman fee of \$2,000. There was no change from 2006.

**Corporate Governance Committee.** Members of the Corporate Governance Committee receive an annual fee of \$2,000 and the chairman of the Corporate Governance Committee receives an annual chairman fee of \$2,000. There was no change from 2006.

**Lead Outside Director Annual Fee.** The Lead Outside Director receives an annual fee of \$2,000. There was no change from 2006.

**Board Meeting Fees.** Directors receive \$750 for each board meeting attended. There was no change from 2006.

#### Equity Compensation

**Quarterly Stock Grant.** As part of annual director compensation, each director who participates in our Director Stock Purchase Plan earns 100 shares of our common stock per quarter, price based on the closing price of our common stock on the NASDAQ as determined on the last stock trading day of the quarter. Directors not participating in our Director Stock Purchase Plan receive all 400 shares each January in the year following the year for which service relates based on the average of the high and low prices of the shares of our common stock on the NASDAQ for the last 10 trading days of the previous year.

**Director Stock Purchase Plan.** Directors are also permitted to purchase shares of common stock at a 10% discount from fair market value under the Director Stock Purchase Plan. This Plan had 93,750 shares of common stock authorized for issuance. During 2007, 10,238 shares were purchased. As of December 31, 2007, there were 66,209 shares of common stock available for issuance. Purchases under this Plan were not permitted to exceed the annual retainer and committee and meeting fees received. Our shareowners adopted the Director Stock Purchase Plan at our 2004 Annual Meeting.

#### Perquisites and Other Personal Benefits

We provide directors with perquisites and other personal benefits that we believe are reasonable, competitive and consistent with our overall director compensation program. The value of the perquisites for each director in the aggregate is less than \$10,000.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement

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## DIRECTOR COMPENSATION TABLE

The following table sets forth a summary of the compensation we paid to our directors, other than directors who are also executive officers, in 2007:

Name	Fees Earned or Paid in		All Other	Total
	Cash (\$)	Stock Awards (\$)(1)	Compensation(2) (\$)	
	\$	\$	\$	\$
DuBose Ausley	23,000	10,683	0	33,683
Frederick Carroll, III	31,500	11,122	0	42,622
Cader B. Cox, III	33,000	11,122	2,500	46,622
J. Everitt Drew	31,000	10,683	0	41,683
John K. Humphress	30,250	10,683	0	40,933
L. McGrath Keen, Jr.	0	0	0	0(3)
Lina S. Knox	22,250	10,683	0	32,933
Ruth A. Knox	30,250	11,122	1,000	42,372
Henry Lewis III	26,250	11,122	0	37,372

1. We pay each non-employee director an annual stock grant of 400 shares of our common stock, issued under our Director Stock Purchase Plan. Under the terms of the Director Stock Purchase Plan, each non-employee director has the opportunity to participate in the Director Stock Purchase Plan under two separate options. The first option, Option A, permits non-employee directors to make an election (“Option A Participants”) each January indicating the dollar amount of his or her annual retainer and fees received from serving as a director in the preceding year which he or she would like to be applied to the purchase of shares of our common stock. The second option, Option B, permits non-employee directors to make an election (“Option B Participants”) each December indicating the percentage of his or her annual retainer and fees to be received from serving as a director in the upcoming year which he or she would like to be applied to the purchase of shares of Common Stock. Option A Participants receive their annual stock grant each January for the preceding year’s service as director. Option B Participants will receive their annual stock grant in four equal quarterly installments during the year to which the non-employee director’s service relates. Messrs. Drew, Humphress, and Ausley and Ms. Lina Knox are Option A Participants, and therefore did not receive their stock grants in 2007. Instead, these directors received their stock grants in January 2008. The amounts recognized in the fiscal year for financial statement reporting purposes in accordance with Statement of Financial Accounting Standards 123, as revised (SFAS 123(R)) are the same as the amount reported in this column.
2. The amounts in this column represent director fees paid to the director for serving as directors for certain subsidiaries of ours.
3. Mr. Keen has been employed by Capital City Bank since the acquisition of Farmers and Merchants Bank in October 2004. As our associate, Mr. Keen receives a base salary, and may receive other benefits that our associates receive, such as pension benefits. He received no compensation for his board service in 2007.

## STOCK OWNERSHIP EXPECTATIONS

We maintain stock ownership guidelines for all independent directors. Under our current guidelines, all independent directors are expected to own our common stock equal in value to 10 times their annual director compensation at the time they were elected. Directors have 10 years from the date they are first appointed or elected to our Board to meet

the stock ownership requirement. The Compensation Committee has determined that as of December 31, 2007, all directors have met our share ownership expectations or are on track to meet the ownership expectations within the stated time period of 10 years from date of appointment or election.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement

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PROPOSAL NO. 1 - NOMINEES FOR ELECTION AS DIRECTORS

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ELECTION OF DIRECTORS

The Board of Directors is divided into three classes, designated Class I, Class II, and Class III. The directors in each class are elected for terms of three years or until their successors are duly elected and qualified. At the Annual Meeting, the shareowners will elect three Class II directors. The Board of Directors proposes the following three nominees for election as directors at the Annual Meeting. The individuals named on the enclosed proxy card will vote, unless instructed otherwise, each properly delivered proxy for the election of the following nominees as directors.

If a nominee is unable to serve, the shares represented by all valid proxies that have not been revoked will be voted for the election of a substitute as the Board of Directors may recommend, or the Board of Directors may by resolution reduce the size of the Board of Directors to eliminate the resulting vacancy. At this time, the Board of Directors knows of no reason why any nominee might be unable to serve.

The Board of Directors has been set at 11 members. If all three director nominees are elected, the Board of Directors will have no vacancies.

Majority Vote Standard for Election of Directors. Our Bylaws require that each director be elected by a plurality of votes cast with respect to such director in uncontested elections. Our Bylaws, however, also provide that in an uncontested election, if a nominee for director does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board of Directors. In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors would be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. Whether an election is contested or not is determined as of a date that is the day immediately preceding the date we first mail our notice of meeting for such meeting to the shareowners; this year's election was determined to be an uncontested election, and the majority vote standard will apply.

NOMINEES TO SERVE FOR A THREE-YEAR TERM EXPIRING IN 2011

THOMAS A. BARRON

Mr. Barron, 55, has been a director since 1982. He is our Treasurer and was appointed President of Capital City Bank in 1995.

J. EVERITT DREW

Mr. Drew, 52, has been a director since 2003. From 2000 through January 2007, he was President of St. Joe Land Company where his duties included overseeing the sale and development efforts of several thousand acres of St. Joe property in northwest Florida and southwest Georgia. Since January 2007, Mr. Drew has been President of SouthGroup Equities, Inc., a private real estate investment and development company.

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LINA S. KNOX

Ms. Knox, 63, has been a director since 1998. She is a dedicated community volunteer. Ms. Knox is the first cousin of Mr. Smith.

The Board of Directors unanimously recommends a vote “FOR” the nominees.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement

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CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

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CONTINUING CLASS III DIRECTORS (Term expiring in 2009)

DuBOSE AUSLEY

Mr. Ausley, 70, has been a director since 1982, and was our Chairman from 1982 until 2003. He is employed by the law firm of Ausley & McMullen and was Chairman of this firm and its predecessor for more than 20 years until 2002. Since 1992, he has served as a director of TECO Energy, Inc. In addition, Mr. Ausley has served as a director of Huron Consulting Group, Inc. since 2004 and a director of Blue Cross and Blue Shield of Florida, Inc. since 1982.

FREDERICK CARROLL, III

Mr. Carroll, 57, has been a director since 2003. Since 1990, he has been the Managing Partner of Carroll and Company, CPAs, an accounting firm specializing in tax and audit based in Tallahassee, Florida.

JOHN K. HUMPHRESS

Mr. Humphress, 59, has been a director since 1994. Since 1973, he has been a shareholder of a public accounting firm, Wadsworth, Humphress, Hollar, & Konrad, P.A. (and its predecessors).

HENRY LEWIS III

Dr. Lewis, 58, has been a director since 2003. He is a Professor and Director of the College of Pharmacy and Pharmaceutical Studies at Florida A&M University. Prior to Dr. Lewis's appointment to his position as director in 2004, Dr. Lewis served as Dean of the College of Pharmacy and Pharmaceutical Studies at Florida A&M University since 1994.

CONTINUING CLASS I DIRECTORS (Term expiring in 2010)

CADER B. COX, III

Mr. Cox, 58, has been a director since 1994. From 1976 to May 2006, he has served as President, and since May 2006, he has served as CEO of Riverview Plantation, Inc., a resort and agricultural company.

L. McGRATH KEEN, JR.

Mr. Keen, 54, has been a director since 2004. He served as President (2000-2004) and director (1980-2004) of Farmers and Merchants Bank, prior to its merger with us. He was a principal shareowner of Farmers and Merchants Bank at the time of the merger. Since 2004, Mr. Keen has served as an associate of Capital City Bank.



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**RUTH A. KNOX**

Ms. Knox, 54, has been a director since 2003. Since 2003, she has served as President of Wesleyan College, Macon, Georgia. Prior to this appointment, she practiced law in Atlanta and Macon, Georgia for 25 years.

**WILLIAM G. SMITH, JR.**

Mr. Smith, 54, is our Chairman of the Board and has been a director since 1982. In 1995, he was appointed our President and Chief Executive Officer and Chairman of Capital City Bank. In 2003, Mr. Smith was elected our Chairman of the Board of Directors. Mr. Smith has served as a director of Southern Company since February 2006. Mr. Smith is the first cousin of Lina S. Knox.

**NON-DIRECTOR EXECUTIVE OFFICER**

**J. KIMBROUGH DAVIS**

Mr. Davis, 54, was appointed our Executive Vice President and Chief Financial Officer in 1997. He served as Senior Vice President and Chief Financial Officer from 1991 to 1997. In 1998, he was appointed Executive Vice President and Chief Financial Officer of Capital City Bank.

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 SHARE OWNERSHIP
 

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## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and parties owning beneficially more than 10% of our common stock, to file reports with the U.S. Securities and Exchange Commission to reflect their interests in our common stock. Copies of these reports must be furnished to us.

Based solely upon on a review of these reports received by us for 2007 and any written representations from reporting persons, we believe that during 2007 each required Section 16(a) report for 2007 was filed on time.

## SHARE OWNERSHIP TABLE

The following table sets forth information, as of February 29, 2008, with respect to the number of shares of our common stock beneficially owned by our directors, executive officers named in the Summary Compensation Table, and all executive officers and directors as a group. The following table also provides information with respect to each person known by us to beneficially own more than 5% of our common stock.

As of February 29, 2008, there were 17,179,096 shares of our common stock outstanding.

Name	Shares Beneficially Owned (1)	Percentage of Outstanding Shares Owned(2)
DuBose Ausley	640,593(3)	3.73%
Thomas A. Barron	296,785(4)	1.73%
Frederick Carroll, III	6,989	*
Cader B. Cox, III	402,384(5)	2.34%
J. Kimbrough Davis	71,400(6)	*
J. Everitt Drew	7,649(7)	*
John K. Humphress	511,455(8)	2.98%
L. McGrath Keen, Jr.	375,927(9)	2.19%
Lina S. Knox (10)	68,563(11)	*
Ruth A. Knox	6,092	*
Henry Lewis III	4,626	*
Private Capital Management, L.P. 8889 Pelican Bay Blvd., Naples, Florida 34108	1,543,721(12)	8.99%
Robert H. Smith (10) Post Office Box 30935, Sea Island, Georgia 31561	3,102,641(13)	18.06%
William G. Smith, Jr. (10) Post Office Box 11248, Tallahassee, Florida 32302	3,385,990(14)	19.71%
All Directors and Executive Officers as a Group (12 Persons)	5,402,438	31.45%

(Please refer to the footnotes on the following page.)



1. For purposes of this table, a person is deemed to be the beneficial owner of any shares of common stock if he or she has or shares voting or investment power with respect to the shares or has a right to acquire beneficial ownership at any time within 60 days from the record date. "Voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares.
2. An asterisk in this column means that the respective director or executive officer is the beneficial owner of less than 1% of our common stock.
3. Includes (i) 285,431 shares held in trust under which Mr. Ausley serves as trustee and has sole voting and investment power; (ii) 12,500 shares owned by Mr. Ausley's wife, of which he disclaims beneficial ownership; and (iii) 350 shares owned by Mr. Ausley and his wife.
4. Includes (i) 56,825 shares held in trusts under which Mr. Barron serves as trustee; (ii) 716 shares for which Mr. Barron has power of attorney and may be deemed to be a beneficial owner; and (iii) 28,906 shares owned by Mr. Barron's wife, of which he disclaims beneficial ownership. Of the shares of our common stock beneficially owned by Mr. Barron, 133,799 shares are pledged as security.
5. Includes (i) 376,015 shares held in a trust under which Mr. Cox shares voting and investment power as a co-trustee; and (ii) 2,500 shares owned by Mr. Cox's wife, all of which he disclaims beneficial ownership. Of the shares beneficially owned by Mr. Cox, 376,015 shares are also beneficially owned by Mr. Humphress.
6. Includes (i) 1,162 shares in accounts for his children for which Mr. Davis is custodian; (ii) 20,559 shares owned jointly by Mr. Davis and his wife; and (iii) 5,708 shares owned by Mr. Davis's wife, directly and through an Individual Retirement Account of which he disclaims beneficial ownership.
7. Includes 624 shares in accounts for his children for which Mr. Drew is custodian.
8. Includes (i) 90,890 shares held by a limited partnership of which Mr. Humphress is a general partner and shares voting and investment power; and (ii) 376,015 shares held in a trust under which Mr. Humphress shares voting and investment power as a co-trustee, of which he disclaims beneficial ownership. Of the shares beneficially owned by Mr. Humphress, 376,015 shares are also beneficially owned by Mr. Cox.
9. Includes 118,490 shares held in trust of which Mr. Keen serves as sole trustee.
10. Robert H. Smith and William G. Smith, Jr. are brothers, and Lina S. Knox is their first cousin.
11. Includes 3,750 shares owned jointly by Ms. Knox and her husband.
12. As reported in a Schedule 13G amendment dated February 14, 2008. Private Capital Management, L.P., a registered investment adviser, reported that it is deemed to be the beneficial owner of the shares held by Private Capital Management's clients and managed by Private Capital Management. Private Capital Management reported shared voting and investment power over 1,543,721 shares, and disclaimed beneficial ownership of all shares.
13. Includes (i) 100,294 shares in accounts for his children for which Mr. Smith is custodian; (ii) 569,524 shares held in certain trusts under which Mr. Smith shares voting and investment power as a co-trustee; and (iii) 617,423 shares held by a partnership under which Mr. Smith shares voting and investment power. Of the shares beneficially owned by Robert H. Smith, 1,186,947 shares are also beneficially owned by William G. Smith, Jr.

14. Includes (i) 569,524 shares held in certain trusts under which Mr. Smith shares voting and investment power as a co-trustee; (ii) 617,423 shares held by a partnership under which Mr. Smith shares voting and investment power; (iii) 44,644 shares owned by Mr. Smith's wife, of which he disclaims beneficial ownership; and (iv) 47,968 shares that may be acquired pursuant to non-voting stock options that are or will become exercisable within 60 days. Of the shares beneficially owned by William G. Smith, Jr., 1,186,947 shares are also beneficially owned by Robert H. Smith. Of the shares of our common stock beneficially owned by Mr. Smith, 333,024 shares are pledged as security, including 223,024 shares of the 617,423 shares held by a partnership under which Mr. Smith shares voting and investment.

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EXECUTIVE OFFICERS AND TRANSACTIONS WITH RELATED PERSONS

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EXECUTIVE OFFICERS

Executive officers are elected annually by the Board of Directors at its meeting following the annual meeting of shareowners to serve for a one-year term and until their successors are elected and qualified. Thomas A. Barron and William G. Smith, Jr. serve as directors and executive officers and J. Kimbrough Davis is an executive officer. For information pertaining to the business experience and other positions held by these individuals, see “NOMINEES FOR ELECTION AS DIRECTORS” and “CONTINUING DIRECTORS AND EXECUTIVE OFFICERS.”

PROCEDURES FOR REVIEW, APPROVAL, OR RATIFICATION OF RELATED PERSON TRANSACTIONS

We recognize that related person transactions may raise questions among our shareowners as to whether the transactions are consistent with our best interests and our shareowners’ best interests. We generally do not enter into or ratify a related person transaction unless our Board of Directors, acting through the Audit Committee or otherwise, determines that the related person transaction is in, or is not inconsistent with, our best interests and our shareowners’ best interests. We have adopted a written Related Person Transaction Policy, and expect to fully implement this policy in 2008.

For the purpose of our procedures, a “related person transaction” is a transaction in which we participate and in which any related person has a direct or indirect material interest, other than

(1) transactions available to all associates or clients generally, (2) transactions involving less than \$120,000 when aggregated with all similar transactions, (3) loans made by Capital City Bank in the ordinary course of business, made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and not involving more than the normal risk of collectibility or presenting other unfavorable features, or (4) employment arrangements with executive officers that are reviewed and approved by the Compensation Committee.

Under our procedures, each director, executive officer, and nominee for director submits to our designated compliance officer, to the best of his or her knowledge, the following information: (a) a list of his or her immediate family members; (b) for each person listed and the director, executive officer, or nominee for director, each firm, corporation or other entity in which such person is an executive officer, a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (c) for each person listed and the director, executive officer, or nominee for director, each charitable or non-profit organization for which the person actively serves as a director or trustee. We call this list our Related Parties List.

On an ongoing basis, and to the best of their knowledge, directors and executive officers are expected to notify our designated compliance officer of any updates to the Related Parties List, changes regarding their employment, and relationships with charitable organizations. On an annual basis, our designated compliance officer re-circulates the most current information to the directors and executive officers for review and re-verification of the information. Each director and executive officer must either (i) update the list to reflect changes in family, changes in employment, and the addition of new parent companies, subsidiaries and sibling companies, or (ii) confirm in writing that no changes have occurred.

We use our best efforts to follow similar procedures with each shareowner who owns more than 5% of our common stock.

Our designated compliance officer distributes the Related Parties List (and the periodic updates thereof) to (a) each senior manager who oversees our purchasing decisions and (b) the Chief Financial Officer and Chief Executive Officer for use in monitoring of corporate transactions. In addition, our designated compliance officer distributes the portion of the Related Parties List containing the names of immediate family members of directors, executive officers and nominees for director to the Chief People Officer and the portion of the Related Parties List containing the names of related charitable and non-profit organizations to the Capital City Bank Group, Inc. Foundation, President. The recipients of the Related Parties List use the compiled information to implement the review and approval requirements of this policy.

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We use our best efforts to have our Audit Committee pre-approve all related person transactions. In the event a related person transaction was not pre-approved by the Audit Committee, the transaction is immediately submitted for the Audit Committee's review for ratification or attempted rescission.

Prior to our fully implementing the policy described above, we have historically circulated a questionnaire each quarter to our directors and executive officers, in which each respondent was required to disclose, to the best of their knowledge, all related person transactions that occurred in the previous quarter. We intend to continue to circulate these questionnaires.

#### TRANSACTIONS WITH RELATED PERSONS

Based on our current practice, for the year ended December 31, 2007, we have not identified any transactions or series of similar transactions for which we are a party in which the amount involved exceeded or will exceed \$120,000 and in which any current director, executive officer, holder of more than 5% of our capital stock had or will have a direct or indirect material interest.

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## EXECUTIVE COMPENSATION

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### COMPENSATION COMMITTEE PROCESS AND PROCEDURES

#### Scope of Authority

The Compensation Committee has strategic and administrative responsibility for a broad range of issues, including reviewing, authorizing, and approving compensation to be paid to our executive officers, directors, and our senior management team. The Nominating Committee recommends to the Board, and the Board appoints, each member of the Compensation Committee. The Corporate Governance Committee has evaluated, and the Board has determined, that each member of the Compensation Committee is an independent director.

The Compensation Committee's policy is to review executive compensation, including incentive goals, at least annually. The Compensation Committee also periodically reviews benefits and perquisites, reviews and provides oversight of our compensation philosophy, serves as the administrative committee for our equity-based plans, and reviews stock ownership guidelines for our executive officers and directors.

#### Delegation of Authority

The Compensation Committee's charter permits the delegation of its authority to our Chief People Officer to administer compensation and benefits programs. In 2007, the Compensation Committee delegated the administration of all associate compensation, benefit and welfare plans to Bethany H. Corum, our Executive Vice President and Chief People Officer.

None of the members of the Compensation Committee is an executive officer of a public company of which one of our executive officers is a director.

#### Independent Consultants

In carrying out its responsibilities, the Compensation Committee evaluates the information and recommendations put forth by management and its independent advisors in making its decisions regarding executive compensation. The Compensation Committee's decisions are made with the objective of providing fair, equitable and performance-based compensation to executives in a manner that is affordable and cost effective for our shareowners.

The Compensation Committee did not engage any independent compensation consultants in 2007.

#### Management's Role

The Compensation Committee sets compensation for the Chief Executive Officer based on data provided by the Chief People Officer. In addition, the Compensation Committee reviews and approves recommendations for other executive officers' compensation. In making these decisions, the Compensation Committee relies on information and recommendations provided by the Chief Executive Officer and Chief People Officer. The key elements of management's role in determining compensation levels for our named executive officers (other than William G. Smith, Jr., our Chairman, President, and Chief Executive Officer) are as follows:

§ Develop performance measures: identify appropriate performance measures and recommend performance targets that are used to determine annual and long-term awards for the Chief Executive Officer and senior managers of the company.

- § Compile benchmark data: management participates in compensation surveys through reputable third-party firms which are used to gather data on base salary, annual cash and long-term performance awards. In 2007, we used Watson-Wyatt's survey report on Financial Institution's Compensation General Executive Positions. The Chief People Officer also provides historical compensation data for each position reviewed by the Compensation Committee.
- § Develop compensation guidelines: using the benchmark survey data and publicly disclosed compensation information as the foundation, management develops compensation guidelines for each executive position. These guidelines are provided to the CEO as the basis for his recommendations regarding individual compensation actions. In addition, executives are briefed on the guidelines established for their positions.

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The key members of management involved in the compensation process were Mr. Smith and Ms. Corum. Mr. Smith was not present during the Compensation Committee's deliberations regarding his compensation. Ms. Corum attends all meetings of the Compensation Committee to provide information to the Compensation Committee members and to take minutes of the meetings. At times, the Compensation Committee conducts executive sessions. Ms. Corum is excused from all executive sessions and the Chairman of the Committee communicates any decisions for inclusion in minutes.

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

**Compensation and Benefits Philosophy.** Our compensation philosophy provides broad guidance on executive compensation and more specifically on the compensation of the named executive officers. Specifically, the compensation philosophy is to:

- § Align compensation with shareowner value;
- § Provide a direct and transparent link between the performance of the Company and pay for the CEO and top management;
- § Make wise use of the Company's equity resources to ensure compatibility between management and shareowner interests;
- § Align the interests through performance-based incentive plans of the Company's senior executive officers with that of shareowners; and
- § Award total compensation that is both reasonable and effective in attracting, motivating and retaining key associates.

We believe that accomplishing corporate goals is essential for our continued success and sustained financial performance. Therefore, we believe that executive officer compensation should be largely performance-based. Specific targets and weightings used for establishing short-term and long-term performance goals are subject to change at the beginning of each measurement period, and are influenced by the Board's desire to emphasize performance in certain areas. Each year, the Compensation Committee reviews and approves all executive officer performance-based goals.

The compensation and benefits programs for our executives are designed with the goal of providing compensation that is fair, reasonable and competitive. The programs are intended to help us recruit and retain qualified executives, and provide rewards that are linked to performance while also aligning the interests of executives with those of our shareowners.

**Compensation Committee Activity in 2007.** The Compensation Committee met six times in 2007, including two executive sessions with only the Compensation Committee members present. The chair of the Compensation Committee sets the meeting dates and agenda for the committee.

In January, the Compensation Committee met in Executive Session to discuss the 2006 performance of the Chief Executive Officer and to set 2007 compensation. In accordance with the Compensation Committee charter, Compensation Committee Chairman Cader Cox distributed an evaluation to all outside directors, and then collected and compiled the results of the evaluations. He presented the results for review by the Compensation Committee. Based in part on this review, the Compensation Committee approved Mr. Smith's 2007 base salary of \$275,000 and target cash incentive of \$225,000. Mr. Smith's base salary determination was primarily a function of the Compensation Committee's attempt to gradually increase Mr. Smith's base salary to the peer benchmark level as we discuss below. The Compensation Committee also reviewed and approved Capital City Bank President Thomas A. Barron's 2007 base salary of \$236,000 and target cash incentive of \$190,000 and Chief Financial Officer J. Kimbrough

Davis's 2007 base salary of \$230,000 and target cash incentive of \$75,000. The increase in compensation for Messrs. Barron and Davis was primarily a function of maintaining their compensation at the predetermined peer benchmark level as we discuss below.

The Compensation Committee authorized replacement of Mr. Smith's Stock Option Plan with a Performance Share Units Plan based on the compound annual growth rate in Diluted Earnings Per Share over a three-year period.

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In March, the Compensation Committee reviewed 2007 compensation for our 12 senior managers. The Compensation Committee also reviewed director compensation and made no changes to the fee structure for 2007. The Compensation Committee approved the 2007 Profit Participation Plan at this meeting.

In July, the Compensation Committee met with Mr. Smith to discuss strategic compensation issues. No actions were taken during this meeting.

#### Compensation Objectives

The Compensation Committee, with Board approval, has set the following compensation objectives:

- § Pay base salaries to our senior executives at a level that is greater than the 60th percentile of our selected peer group of banks;
- § Provide total direct compensation (salary and incentive compensation) to our senior executives at a level greater than the 75th percentile of our selected peer group of banks;
- § Provide total incentive compensation (the sum of cash incentives and equity incentives) at a level greater than 30 percent of total direct compensation; and
- § Continue, over time, the alignment of senior management's interest with that of shareowners (the percentage of equity compensation should increase relative to total incentive compensation).

We discuss the composition of our peer group and our benchmarking practices in further detail below.

#### Executive Compensation Policy Decisions

The Compensation Committee has adopted a number of policies to further the goals of our executive compensation program, particularly with respect to strengthening the alignment of our executives' interests with our shareowners' long-term interests.

**Stock Ownership Expectations.** We maintain stock ownership expectations for all senior managers, including our executive officers. In October 2007, after review of other publicly-traded company guidelines, the stock ownership guidelines were changed. Under the new guidelines, all senior managers are expected to own shares of our common stock equal in value to at least two times their annual base salary; Mr. Barron and Mr. Davis are expected to own shares of our common stock equal in value to at least three times their annual base salary; and Mr. Smith is expected to own shares of our common stock equal in value to at least five times his annual base salary. The Compensation Committee has determined that as of December 31, 2007, all named executive officers have met our share ownership expectations and all other senior managers covered by this program are making significant strides in meeting the ownership expectations.

**Expensing Stock Options.** We have expensed stock options since 2003.

**Prohibition on Repricing Stock Options.** By the terms of the 2005 Associate Incentive Plan, which is the only plan we use to grant stock options, repricing stock options is prohibited without shareowner approval.

**Employment Agreements and Severance Agreements.** We believe the employment of our executive officers should remain "at will." Therefore, none of our executive officers have employment agreements or severance agreements with us.

The Compensation Committee believes the above policies are effective for the following reasons: stability of management team, our ability to attract talent from outside the Company, and historical stock performance.

## Compensation Program Design

Compensation Framework. We design our specific compensation elements based on the following:

- § Performance: We believe that the best way to accomplish alignment of compensation plans with the participants' interests is to link pay directly to individual and company performance.
- § Competitiveness: Compensation and benefits programs are designed to be competitive with those provided by companies with whom we compete for talent. Benefits programs are designed to be competitive with other companies' programs and are not based on performance.
- § Cost: Compensation and benefit programs are designed to be cost-effective and affordable, ensuring that the interests of our shareowners are considered.
- § Comparator Group: The relevant comparator group for compensation and benefits programs consists of commercial banks and thrifts, with a geographic footprint or asset base similar to ours.

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Specific Compensation Elements. Our executive compensation program is comprised of five discrete elements:

- § Base salary
- § Short-term incentives
- § Long-term incentives
- § Benefits and perquisites
- § Post-termination compensation and benefits

Benchmarking. In setting 2007 CEO compensation, we used a peer group chosen and published by SNL Financial based on their similarities to us relative to our asset size, performance, and markets served. The 2007 peer group composition changed slightly from 2006, primarily due to merger and acquisition. Seven new institutions were added and five institutions were removed. The asset size ranged from \$720 million to \$2.65 billion and averaged \$1.89 billion as of December 31, 2006 (see chart below for peer group). Approximately 30% of the peer group includes institutions that serve the same geographic region as we do. A compensation study is one of the many tools we use to determine the level of compensation for our named executive officers.

The compensation peer group is not identical to the peer group used to measure company performance, due to difficulty in gathering compensation data from non-public companies. Company performance can be gathered from financial institution call reports for public and non-public financial institutions. However, many of the institutions represented on the compensation peer group are included in the company performance peer group. We continue to seek a credible, published source that identifies the same peer group for company performance and compensation.

FINANCIAL INSTITUTIONS

Ameris Bancorp	Bank of the Ozarks	Bank of Florida Corp. CenterState Banks of Florida, Inc.
Cadence Financial Corp. City Holding Company	Cardinal Financial Corp. Coast Financial Holdings First Community Bancshares, Inc.	Fidelity Southern Corp. Florida Community Banks, Inc.
First Bancorp FNB United Corp.	GB&T Bancshares	Great Florida Bank Pinnacle Financial Partners, Inc.
Green Bankshares, Inc. Renasant Corporation Security Bank Corp. TIB Financial Corp.	Home Bancshares, Inc. SCBT Financial Corp. Simmons First National Corp. TowneBank Virginia Commerce Bancorp	Seacoast Banking Corp. StellerOne Corp. Union Bankshares Corp.

Base Salary

We grant annual base salary increases to our named executive officers based on performance and standing as relative to established compensation guidelines of 60th percentile for base salary and 75th percentile for total direct compensation. We chose the 60th and 75th percentiles based on our philosophy that these levels will attract and retain the talent necessary to achieve performance goals. Base salaries for the named executive officers are determined by assessing available competitive market data by position and the experience and performance of the individual. In 2007, Mr. Smith's base compensation was significantly below the 60th percentile and the Compensation Committee recommended and the Board approved, an increase to base salary of 20%. Mr. Smith's low base compensation is not reflective of his performance or experience level. It has been historically low and the Compensation Committee has placed great emphasis on bringing Mr. Smith's base salary in line with the stated objective. Mr. Barron's and Mr. Davis's base salaries were at the 60th percentile for their respective positions.





### Short-term Incentives

Each named executive officer has the opportunity to earn annual cash bonuses. These cash bonuses, paid through the profit participation plan, are based solely on whether we achieve a target earnings per share (EPS). The Compensation Committee selected EPS as the goal based on a perceived correlation of EPS to overall stock performance. EPS goals are set at the beginning of the year, based on the budget as recommended by management and approved by the Board of Directors. In 2007, no bonuses would be paid if our actual EPS was 75% or less of the targeted EPS. Bonuses ranging from 4% to 200% of a specified target award are paid to named executive officers if our actual EPS is between 75% and 125% of targeted EPS of \$1.91.

In 2007, nine associates, including the named executive officers, participated in the profit participation plan.

In 2007, the target awards for the Executive Officers were \$225,000 for Mr. Smith, \$190,000 for Mr. Barron, and \$75,000 for Mr. Davis. The target awards for cash incentive are set relative to each executive's cash compensation against the peer group. Mr. Smith's base and cash incentive placed him below the 75th percentile for total cash compensation. Mr. Barron and Mr. Davis's base and cash incentive placed them at the 75th percentile for total cash compensation, relative to their respective peer groups.

In 2007, EPS was \$1.66, resulting in a payout of 50.9% of target. In 2006, the payout was 90.77% of target, and in 2005, the payout was 102.4% of target.

### Long-term Incentives

The Compensation Committee believes a competitive compensation package will include cash bonus and equity awards. The equity component creates ownership in the Company and focuses attention on the Company's performance. The Compensation Committee believes incentive compensation equal to or greater than 30% of compensation is sufficient to change behaviors relative to performance. As a result, we believe our total incentive-based compensation of 30% of total compensation is appropriate.

**Stock Options.** During the course of 2006, the Compensation Committee made the determination that the granting of stock options should be discontinued. After careful consideration, the Compensation Committee voted to discontinue Mr. Smith's stock option plan, effective December 31, 2006, in favor of a more simple to administer long-term incentive plan, discussed below.

### Performance Share Units.

**Stock Based Incentive Plan.** In April 2006, following the completion of a compensation study conducted by our independent consultant, the Compensation Committee and Board approved a new design for earning Performance Share Units based on one goal — the earnings progression necessary to achieve our goal of \$50 million by 2010. We call this our Stock-Based Incentive Plan.

In early 2008, our management determined that, while on track to achieve its goal through 2006, due to recent changes in financial market conditions and the unknown duration of the current economic cycle, both of which are outside of our control, we now anticipate that we will not reach this goal. Thus, while it is unlikely that any further payouts will be made under the Stock-Based Incentive Plan, the plan remains in effect and, to date, has not been replaced by other forms of compensation.

The Stock-Based Incentive Plan is a performance-based equity bonus plan in which selected members of management, including all named executive officers, are eligible to participate. The Stock-Based Incentive Plan is administered under our 2005 Associate Incentive Plan. The Stock-Based Incentive Plan replaced all of our previous stock-based compensation plans.

The Stock-Based Incentive Plan consists of performance shares, as well as a tax supplement bonus paid in cash, and is designed to align the economic interests of management with our previously announced Project 2010. Under the Stock-Based Incentive Plan, all participants are eligible to earn an equity award in each year of the five-year period ending December 31, 2010. Annual awards are tied to the earnings progression necessary to achieve the Project 2010 goal. The Compensation Committee has predetermined the earnings goals for each of the five years covered by the Stock-Based Incentive Plan. If we achieve 100% of the predetermined earnings goal in any year, the Stock-Based Incentive Plan participants will receive 100% of the performance share award for that particular year. For each year from 2006 through 2009, if we achieve at least 75% of the predetermined year over year growth in earnings required to meet the Project 2010 goal, but less than the predetermined earnings goal, then the Stock-Based Incentive Plan participants will receive 75% of the performance share award for that particular year. No award will be granted for a year when less than 75% of the predetermined year over year growth in earnings required to meet the Project 2010 goal is achieved. For the year 2010, no award may be earned unless we meet our Project 2010 goal. We believe a payout in years 2006 through 2009 at a level less than 100% is appropriate considering actual earnings don't necessarily follow a linear progression to the 2010 goal, given that in any one year, the economy and the local market conditions may not support 10% growth without engaging in business activities which subject the Company to an unacceptable level of risk.

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For each of the five years covered by the Stock-Based Incentive Plan, the named executive officers are eligible to receive the following shares:

Name	Annual 75% Payout	Annual 100% Payout	Maximum Payout
William G. Smith, Jr.	2,657	3,543	17,715
Thomas A. Barron	2,254	3,005	15,025
J. Kimbrough Davis	1,757	2,316	11,580

The number of shares an executive officer is eligible to earn is based on a five year smoothing of base salary and cash incentives, using a formula of 15% of total cash compensation and 19.08% of base salary for Mr. Smith; and 15% of total cash compensation and 15.27% of base salary, for Messrs. Barron and Davis. The formula assumes a 4% increase in total compensation each year and uses a December 31, 2005 stock price of \$34.29 to arrive at the number of shares. Maximum payout assumes a 100% payout for each of the five years covered by the Incentive Plan. The varying amounts are a subjective judgment meant to recognize the different levels of responsibility and authority for each executive officer.

At the end of each calendar year, the Compensation Committee will confirm that the performance goals have been met prior to the payout of any awards. Any performance shares earned under the Stock-Based Incentive Plan will be issued in the calendar quarter following the calendar year in which the shares were earned. For the past three years, any performance shares earned were awarded in February. Participants will also receive a cash payment equal to 31% of the market value of the performance shares at the time of issue as a tax supplement bonus. The tax supplement bonus allows the associate to retain all of the shares he/she receives, rather than having to sell a portion of the shares to satisfy any tax obligation. This supports our philosophy of ownership expectations and aligns the interest of our officers with that of the shareowner.

Long-term Incentive Plan - Compound Annual Growth Rate in Diluted EPS. In January 2007, the Compensation Committee entered into an agreement with Mr. Smith to award Performance Share Units as provided in the 2005 Associate Incentive Plan. Only Mr. Smith participates in this particular compensation plan because our Compensation Committee believes that it is in the best interests of our shareowners for our Chief Executive Officer to have more of his compensation "at risk" with a bigger potential reward when our stock price outperforms the Board's expectations.

Under the agreement, we agreed to award Performance Share Units with an economic value equivalent ranging from \$0 to \$500,000, including a 31% tax supplement bonus. The target award of \$250,000 is based on 10% Compound Annual Growth Rate in Diluted Earnings Per Share over a three-year period, with a phased in approach in years 2007 and 2008. No award is earned if actual performance is below a 7.5% Compound Annual Growth Rate in Diluted Earnings Per Share, the minimum performance level. A maximum award of \$500,000 is earned if the Compound Annual Growth Rate in Diluted Earnings Per Share equals or exceeds 12.5%, the maximum performance level. The Compensation Committee selected the \$500,000 target because if the full target is met and the \$500,000 award was paid to Mr. Smith, Mr. Smith's total direct compensation would be at the 75th percentile of our selected peer group of banks. As with all of our stock-based plans, the Compensation Committee has determined to pay a tax supplement bonus to help ensure that the executive retains all of the shares he or she received, rather than having to sell a portion of the shares to satisfy any tax obligation.

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## Benefits and Perquisites

**Determining Benefit Levels.** Benefit levels are reviewed periodically to ensure that the plans and programs provided are competitive and cost-effective for us, and support our human capital needs. Benefit levels are not tied to company, business area or individual performance.

**Perquisites.** We provide our named executive officers with perquisites that we believe are reasonable, competitive and consistent with our overall executive compensation program. The value of the perquisites for each named executive officer in the aggregate is less than \$10,000.

**Health, Dental, Disability and Life Insurance Coverage.** The core insurance package for our named executive officers and senior management team includes health, dental, disability and basic group life insurance coverage. Our named executives and senior management participate in these benefits on the same basis as our other associates.

**Paid Time-Off Benefits.** We provide vacation and other paid holidays to all associates, including our named executive officers and senior management team, which are comparable to those provided at similarly sized financial institutions.

## Post-Termination Compensation and Benefits

**Retirement Plans.** We provide retirement benefits to named executive officers and senior management through a combination of qualified (under the Internal Revenue Code) and nonqualified plans. The objectives of our retirement program is (1) to provide our named executive officers with reasonable and competitive levels of protection against contingencies, including retirement, death and disability, which could interrupt their employment with and income received from us and (2) reward the named executive officers for continued service with us.

- § Retirement Plan: The Retirement Plan is a tax-qualified, noncontributory defined benefit plan intended to provide for an associate's financial security in retirement. All full-time and part-time associates with 1,000 hours of service annually are eligible for the Retirement Plan.
- § 401(k) Plan: The 401(k) plan provides associates the opportunity to save for retirement on a tax-favored basis. We studied the overall competitiveness of our retirement benefits package and its long-term costs. To better align the retirement benefits package with associates' preferences and recruitment needs, a decision was made to change the benefit design of the Retirement Plan and the 401(k) Plan. For associates hired after January 1, 2002, the pension benefit under the Retirement Plan was reduced and in the 401(k) Plan, a 50% matching contribution was introduced into the 401(k) Plan. This change was intended to be cost-neutral. Executives may elect to participate in the 401(k) Plan on the same basis as our other similarly situated associates. No named executive officers are currently eligible for the company-sponsored match.
- § Supplemental Executive Retirement Plan (SERP): Each of our named executive officers participates in our SERP, a nonqualified plan which provides benefits in excess of the Retirement Plan. The SERP is designed to restore a portion of the benefits Messrs. Smith, Barron, and Davis would otherwise receive under our Retirement Plan, if these benefits were not limited by U.S. tax laws. This more closely aligns the benefits of Messrs. Smith, Barron, and Davis with those of other Retirement Plan participants. We have no obligation to fund the SERP but accrue for our anticipated obligations under the SERP on an annual basis.

## Impact of Regulatory Requirements

**Tax Deductibility of Compensation.** Section 162(m) of the Internal Revenue Code imposes a \$1 million limit on the amount that a publicly traded company may deduct for compensation paid to an executive officer who is employed on the last day of the fiscal year. "Performance-based compensation" is excluded from this \$1 million limitation. In general, our policy is to provide compensation that we may fully deduct for income tax purposes. However, in order to maintain ongoing flexibility of our compensation programs, our Compensation Committee may from time to time

approve annual compensation that exceeds the \$1 million limitation. We recognize that the loss of the tax deduction may be unavoidable under these circumstances.

Accounting for Stock-Based Compensation. In 2003, we began accounting for stock-based payments in accordance with Statement of Financial Accounting Standards 123R, "Share-Based Payment."

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## Conclusion

The Compensation Committee believes the philosophy and objectives set forth have allowed us to attract and retain talent needed to deliver above average shareowner return. We believe by placing a significant portion of pay at risk, behaviors are changed and management focus is placed on strategic objectives of the company. This philosophy, along with the stock ownership expectations and current levels of ownership by our senior management, aligns the interests of management with that of shareowners. We believe our compensation philosophy and objectives have been successful in attracting and retaining qualified executives with capabilities that enable the Company to achieve or exceed its designated performance targets.

## COMPENSATION COMMITTEE REPORT

We, as a Compensation Committee, have reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K included in this Proxy Statement. Based on that review and discussion, we have recommended to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in this Proxy Statement.

### 2007 COMPENSATION COMMITTEE

CADER B. COX, III CHAIR  
J. EVERITT DREW  
DR. HENRY LEWIS III

This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under these acts.

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## INFORMATION ABOUT EXECUTIVE COMPENSATION

## Summary Compensation Table

The following summary compensation table shows compensation information for our principal executive officer, principal financial officer, and our president (the other executive officer whose total compensation exceeded \$100,000) for the fiscal year ended December 31, 2007.

We have no employment agreements with our named executive officers. None of the named executive officers were entitled to receive payments which would be characterized as “Bonus” payments for 2005, 2006 or 2007. Amounts listed under column (g), “Non-Equity Incentive Plan Compensation” are determined by the Compensation Committee at its first meeting following the year in which the compensation is earned and paid to the executives shortly after such determination is made.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(4)	All Other Compensation (\$)(5)	Total (\$)
William G. Smith, Jr., Chairman, President, and Chief Executive Officer	2007	\$ 275,000	\$ 0	\$ 0	\$ 125,004	\$ 114,525	\$ 326,151	\$ 552	\$ 841,232
	2006	230,000	0	91,109	205,176	204,233	174,214	29,467	934,199
	2005	210,000	0	40,803	192,884	230,423	239,894	12,798	926,802
Thomas A. Barron, President, Capital City Bank	2007	236,000	0	0	--	96,710	208,106	1,032	541,848
	2006	220,000	0	77,290	--	172,463	92,660	25,057	587,470
	2005	200,000	0	38,474	--	215,061	246,618	12,076	712,229
J. Kimbrough Davis, Executive Vice President and Chief Financial Officer	2007	230,000	0	0	--	38,175	193,720	552	462,447
	2006	200,000	0	59,562	--	77,155	122,355	19,399	478,471
	2005	185,000	0	25,322	--	87,048	156,770	7,999	462,139

1. The amounts in column (e) reflect the dollar amount recognized for financial statement reporting purposes for the respective fiscal year, in accordance with SFAS 123R of awards under our Stock-Based Incentive Plan. Thus, they may include amounts from awards granted prior to the year in which the compensation is reported in this table.
2. The amounts in column (f) reflect the dollar amount recognized for financial statement reporting purposes for the respective fiscal year, in accordance with SFAS 123R of awards pursuant to our Stock Option Program, and thus



may include amounts from awards granted prior to the year in which the compensation is reported in this table. Awards are discussed in further detail on page 20 under the heading "Stock Options." Assumptions used in the calculation of these amounts are included in footnote 11 to our audited consolidated financial statements for the fiscal year ended December 31, 2007 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2008.

3. The amounts in column (g) reflect the cash awards to the named individuals under the Cash Bonus Plan, which is discussed in further detail on page 20 under the heading "Short-term Incentives." Awards were paid out at 50.9%, 90.77% and 102.41% of the target awards for 2007, 2006 and 2005, respectively.
4. The amounts in column (h) reflect the actuarial increase in the present value of the named executive officer's benefits under all pension plans established by us determined using the assumptions consistent with those used in our financial statements, which are discussed in further detail on page 28 under the heading "Pension Benefits."
5. The amount shown in column (i) reflects for each named executive officer: tax supplement bonus paid and life insurance premium. In 2007, no tax supplement bonuses were paid.

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## Grants of Plan-Based Awards in 2007

As discussed in the Compensation Discussion and Analysis, cash bonus plan payouts, stock options and performance share units are granted only when we achieve board approved established levels of performance. Each stock option permits Mr. Smith to purchase one share of our common stock at the market price of our stock on the date of grant. Stock options generally expire 10 years from the date of grant. As of December 31, 2006, our Compensation Committee terminated Mr. Smith's stock option plan.

(a) Name	(b) Award Type	(b) Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			(l) Grant Date Fair Value of Options and Stock Awards
			(c) Threshold (\$)	(d) Target (\$)	(e) Maximum (\$)	(f) Threshold (#)	(g) Target (#)	(h) Maximum (#)	
William G. Smith, Jr.	Cash1	N/A	\$ 0	\$ 225,000	\$ 450,000	--	--	--	N/A
	PSU2	1/18/07	--	--	--	\$ 0	\$ 500,000	\$ 250,000	0
Thomas A. Barron	Cash1	N/A	0	190,000	380,000	--	--	--	N/A
J. Kimbrough Davis	Cash1	N/A	0	75,000	150,000	--	--	--	N/A

1. The amounts shown in column (c) reflect the minimum payment level under our Cash Bonus Plan. The amount shown in column (e) is 200% of the target amount. The Compensation Committee determines these amounts annually.

2. As discussed in the Compensation Discussion and Analysis, performance share units are awarded pursuant to our 2005 Associate Incentive Plan. In 2007, we entered into an agreement with Mr. Smith to award him performance share units with an economic value equivalent ranging from \$0 to \$500,000, including a 31% tax supplement bonus. The award would be paid if our compound annual growth rate in diluted earnings per share EPS met certain levels as discussed in detail on page 21. Since our EPS compound growth rate was less than 7.5% in 2007, Mr. Smith did not receive an award. Thus, no amount is shown in column (l).

## Outstanding Equity Awards at Fiscal Year-End 2007

The following table provides information, for our executive officers named in the Summary Compensation Table, on stock option holdings at the end of 2007.

Option Awards
Equity Incentive Plan Awards:
Option Exercise Price

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Name	Number of Securities Underlying Unexercised Options (#)		Number of Securities Underlying Unexercised Unearned Options (#)	(\$)	Option Expiration Date
	Exercisable	Unexercisable			
William G. Smith, Jr.	23,138	0	--		32.963/12/2014
	24,831	12,415	--		32.693/14/2015

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## Option Exercises

There were no exercises of stock options by any of our named executive officers during the 2007 fiscal year.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The amount of compensation (if any) that is payable to our named executive officers upon termination of employment depends on the nature and circumstances under which employment is ended.

### Change in Control

In the event of a change in control, our named executive officers will be credited with an additional two years of credited service for purposes of computation of retirement benefits payable under the SERP. Accrued benefits based upon normal retirement are payable to the named executive officer upon a change in control. A "change in control" under the SERP means the sale of substantially all of our assets, a change in share ownership of greater than 50% within a 24-month period, or any other determination of change in control made by our Board of Directors.

In the event of a change in control, our named executive officers would not receive any additional benefit under the Retirement Plan but would have the same benefits as any associate who separates employment with the Company.

In the event of a change in control, any stock options previously granted to one of our named executive officers under the 1996 or 2005 Associate Incentive Plans would become immediately vested. A "change in control" for purposes of the immediate vesting of options means an acquisition of 25% of our Common Stock by any "person" as defined in the Securities Exchange Act of 1934, or, during any period of two consecutive years, individuals who at the beginning of such period constitute the Board cease for any reason to constitute at least a majority of the Board, unless the election or the nomination for election by our shareowners of each new director was approved by a vote of at least three-quarters of the directors then still in office who were directors at the beginning of the period.

We have no post-employment compensation programs designed to provide benefits upon a change in control of the Company, other than those discussed above.

### Payments Upon Termination of Employment

**Voluntary Termination.** If a named executive officer voluntarily resigns from our employment, no amounts are payable under the Cash Bonus Plan or the Stock-Based Incentive Plan. The executive may be entitled to receive benefits from the Retirement Plan, and the SERP to the extent those benefits have been earned under the provisions of the plans and the executive officer has met the vesting requirements of the plans. In addition, the executive would be entitled to receive any amounts voluntarily deferred (and the earnings on deferrals) under the 401(k) Plan.

**Early Retirement.** Currently, Mr. Barron is the only named executive officer eligible to retire as defined by the Retirement Plan and the SERP. As such, he may be entitled to receive benefits from the Retirement Plan and SERP to the extent those benefits have been earned under the provisions of the plans. No other named executive officer is eligible for early retirement from the Retirement Plan or the SERP.

**Death.** If a named executive officer dies while employed by us, the Retirement Plan and the SERP will provide benefits to heirs of the deceased executive. The benefits are of the same value as those provided for a voluntary termination or early retirement as applicable.

**Involuntary Termination with or without Cause.** If a named executive officer's employment is involuntarily terminated, the executive may be entitled to receive benefits from the Retirement Plan and the SERP to the extent those benefits have been earned under the provisions of the plans and the executive officer has met the vesting

requirements of the plans. In addition, the executive would be entitled to receive any amounts voluntarily deferred (and the earnings on deferrals) under the 401(k) Plan.

Disability. In the event that a named executive officer becomes disabled on a long-term basis, the executive officer's employment by us would not necessarily terminate. Therefore, we do not disclose any such amounts in the table below. If a named executive officer becomes disabled under the terms of the Retirement Plan and SERP, the executive will continue to accrue a retirement benefit until the earliest of recovery, death or retirement. This benefit cannot be paid as a lump sum distribution.

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Payment Tables

William G. Smith, Jr. would have received the following payments had he terminated on December 31, 2007 under the following triggering events:

Compensation Components (a)	Change in Control <sup>1</sup> (b)	Voluntary Termination <sup>1</sup> (c)	Early Retirement <sup>1</sup> (d)	Death <sup>1</sup> (e)	Disability <sup>2</sup> (f)	Involuntary Termination <sup>1</sup> (g)
Retirement Plan	\$ 863,084	\$ 863,084	Not eligible	\$ 863,084	\$ 15,000	\$ 863,084
SERP	1,152,006	1,146,031	Not eligible	1,146,031	10,446	1,146,031
Accelerated Vesting of Stock options	0	0	0	0	0	0

Thomas A. Barron would have received the following payments had he terminated on December 31, 2007 under the following triggering events:

Compensation Components (a)	Change in Control <sup>1</sup> (b)	Voluntary Termination <sup>1</sup> (c)	Early Retirement <sup>1</sup> (d)	Death <sup>1</sup> (e)	Disability <sup>2</sup> (f)	Involuntary Termination <sup>1</sup> (g)
Retirement Plan	\$ 1,341,600	Not eligible	\$ 1,341,600	\$ 1,341,600	\$ 15,000	\$ 1,341,600
SERP	1,314,179	Not eligible	1,314,179	1,314,179	6,708	1,314,179

J. Kimbrough Davis would have received the following payments had he terminated on December 31, 2007 under the following triggering events:

Compensation Components (a)	Change in Control <sup>1</sup> (b)	Voluntary Termination <sup>1</sup> (c)	Early Retirement <sup>1</sup> (d)	Death <sup>1</sup> (e)	Disability <sup>2</sup> (f)	Involuntary Termination <sup>1</sup> (g)
Retirement Plan	\$ 787,976	\$ 787,976	Not eligible	\$ 787,976	\$ 14,688	\$ 787,976
SERP	408,831	316,758	Not eligible	316,758	1,648	316,758

PENSION BENEFITS

Retirement Plan

The key provisions of the Retirement Plan are as follows:

Monthly Benefit. Named executive officers with a vested benefit will be eligible to receive the following retirement benefits each month for the rest of their lives beginning at age 65:

- § 1.90% of final average monthly compensation multiplied by years of service after 1988 (limited to 30 years), plus
- § 0.40% of final average monthly compensation in excess of \$2,000 multiplied by years of service after 1988 (generally limited to 30 years), plus
- § the monthly benefit accrued as of December 31, 1988 updated for salary increases since 1988

<sup>1</sup> Lump Sum. Lump sum payments are determined as of December 31, 2007 using the Retirement Plan's applicable basis, namely, the mortality table found in Revenue Ruling 2001-62 and an interest rate of 4.69%. Under the

Retirement Plan and the SERP, lump sum payments are triggered upon a change in control, voluntary termination, retirement, death, and involuntary termination. No further benefits would be payable after the lump sum payment is made.

2 Annuity Payments. In the event that a named executive officer becomes disabled on a long-term basis, the named executive officer would receive annuity payments beginning at age 65. These payments coordinate with our long-term disability program.

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Total benefits are limited by the Internal Revenue Code. In 2007, the limit was \$180,000 per year or \$15,000 per month. Additional provisions may apply for participants who were hired after January 1, 2002 or who worked for a bank that we acquired.

Final Average Monthly Compensation. The final average monthly compensation is the average of the highest five consecutive years of W-2 earnings (plus 401(k) deferrals). Compensation is limited to the limits described in Internal Revenue Code, which was \$225,000 per year (or \$18,750 per month) for 2007.

Beginning in 2008, the value of stock awarded under any of our incentive compensation plans will be included in the average monthly compensation.

Vesting. Participants become vested after reaching five years of service.

Early Retirement Benefits. Participants may elect to retire prior to their Normal Retirement Date.

§ Reduced Retirement: If participants are at least age 55 and have at least 15 years of service, then they may commence benefits early on a reduced basis. The monthly benefit will be calculated using the benefit formula described above, reduced 6.67% times the number of years (up to five) that the Benefit Commencement Date precedes the Normal Retirement Date, and 3.33% times any additional years (up to five).

§ Unreduced Retirement: If they are at least age 61 and have at least 30 years of service, then they may commence benefits early on an unreduced basis. The monthly benefit will be calculated using the benefit formula described above, reduced 6.67% times the number of years (up to five) that the Benefit Commencement Date precedes the later of age 61 or 30 years of service, and 3.33% times any additional years (up to five).

Form of Payment. Participants may receive their pension benefit as an annuity or as a lump sum.

#### SERP

In general, the plan provisions for the SERP are identical to the provisions of the Retirement Plan, except the benefits are calculated without regard to the limits set by the Internal Revenue Code on compensation and benefits. The net benefit payable from the SERP is the difference between this gross benefit and the benefit payable by the Retirement Plan. The SERP limits gross benefits to 60% of final average monthly compensation. As a general rule, we do not grant extra years of service under the SERP. Exceptions may occur in limited instances such as a mid-career hire.

#### 2007 Pension Benefit Tables

The following table shows the years of credited service, present value of the accumulated benefit for the named executive officers as of December 31, 2007, assuming payment at age 61, and payments made during the last fiscal year.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
William G. Smith, Jr.	Retirement Plan	29	\$ 963,431	\$ 0
	Supplemental Executive Retirement Plan	29	1,294,313	0
	Retirement Plan	33	1,119,294	0



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Thomas A. Barron	Supplemental Executive Retirement Plan	33	1,109,304	0
J. Kimbrough	Retirement Plan	26	879,590	0
Davis	Supplemental Executive Retirement Plan	26	357,743	0

Assumptions Used to Calculate Pension Values

Because the pension amounts shown in the Summary Compensation Table and the Pension Benefits Table are projections of future retirement benefits, numerous assumptions must be applied. In general, the assumptions should be the same as those used to calculate the pension liabilities in accordance with SFAS No. 87, Employers' Accounting for Pensions on the measurement date, although the Security and Exchange Commission specifies some exceptions (as noted in the table below).

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The key assumptions used to determine the pension values are summarized below. The changes in the pension values shown in the Summary Compensation Table are determined as the change in the values during the fiscal year (including the impact of changing assumptions from the prior fiscal year). The accumulated pension values shown in the Pension Benefits Table are based on the assumptions as of the end of the fiscal year.

Assumption	Basis for assumption	12/31/2004	12/31/2005	12/31/2006	12/31/2007
Discount rate	Under SEC rules, discount rate used to measure pension liabilities under SFAS No. 87, Employers' Accounting for Pensions	6.00%	5.75%	6.00%	6.25%
Rate of future salary increases	Under SEC rules, no salary projection	0.00%	0.00%	0.00%	0.00%
Form of payment	Retirement Plan: form elected by officer	80% elect a lump sum and 20% elect an annuity	80% elect a lump sum and 20% elect an annuity	80% elect a lump sum and 20% elect an annuity	80% elect a lump sum and 20% elect an annuity
Lump sum interest rate	SERP: form elected by officer Interest rate defined by the plan for the upcoming plan year	Lump sum 6.00%	Lump sum 6.00%	Lump sum 6.00%	Lump sum 6.00%
Date of retirement	As per SEC guidance, use first age eligible for unreduced retirement	61	61	61	61
Post-retirement mortality	Retirement Plan: same assumption used to measure pension liabilities under SFAS No. 87, Employers' Accounting for Pensions	For lump sums, the long-term IRC § 417(e) basis For annuity payments, RP2000 Mortality Table for males	For lump sums, the long-term IRC § 417(e) basis For annuity payments, RP2000 Mortality Table for males	For lump sums, the long-term IRC § 417(e) basis For annuity payments, RP2000 Mortality Table for males	For lump sums, the long-term IRC § 417(e) basis For annuity payments, RP2000 Mortality Table for males

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AUDIT COMMITTEE REPORT

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The Audit Committee, which operates under a written charter adopted by the Board of Directors, monitors the Company's financial reporting process on behalf of the Board of Directors. This report reviews the actions taken by the Audit Committee with regard to the Company's financial reporting process during 2007 and particularly with regard to the Company's audited consolidated statements of financial condition as of December 31, 2007 and 2006, and the related statements of income, changes in shareowners' equity, and cash flows for each of the years in the three-year period ended December 31, 2007.

The Audit Committee believes that it has taken the actions necessary or appropriate to fulfill its oversight responsibilities under the Audit Committee's charter. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements to be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, including a discussion of the quality (rather than just the acceptability) of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee also reviewed with Ernst & Young their judgments as to quality (rather than just the acceptability) of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 61, Communication with Audit Committees. In addition, the Audit Committee discussed with Ernst & Young, the auditor's independence from management and the Company, including the written disclosures, letter, and other matters required of Ernst & Young by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees.

Additionally, the Audit Committee discussed with the Company's internal and independent auditors the overall scope and plan for their respective audits. The Audit Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

FREDERICK CARROLL, III, CHAIRMAN  
EVERITT DREW  
JOHN K. HUMPHRESS

J.  
RUTH A. KNOX

This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under these acts.

Capital City Bank Group, Inc. Notice of Annual Meeting and Proxy Statement

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PROPOSAL NO. 2 - RATIFICATION OF AUDITORS

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APPOINTMENT OF AUDITOR

Our Audit Committee appointed Ernst & Young LLP as our independent auditor for the 2008 fiscal year. Shareowner ratification of the selection of Ernst & Young as our independent public accountants is not required by our Bylaws or other applicable legal requirement. However, the Board is submitting the selection of Ernst & Young to the shareowners for ratification as a matter of good corporate practice. If the shareowners fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee at its discretion may direct the appointment of a different independent accounting firm at any time during the year if it determines that such a change would be in our and our shareowners' best interests.

Representatives of Ernst & Young may attend the 2008 Annual Meeting and, if in attendance, will have an opportunity to make a statement if they so desire and to respond to appropriate questions.

The proposal to ratify Ernst & Young as independent auditors will be approved if the votes cast by the shareowners present, or represented, at the Annual Meeting and entitled to vote on the matter favoring this proposal exceed the votes cast in opposition to the proposal.

CHANGE IN AUDITOR

During 2006, the Audit Committee solicited proposals from four major accounting firms and conducted an extensive evaluation process in connection with the selection of our independent auditor for the fiscal year ending December 31, 2007. Following this process, on December 21, 2006, the Audit Committee dismissed KPMG LLP as our independent auditor for our fiscal year ending December 31, 2007, and appointed Ernst & Young to serve as our independent auditor for 2007. KPMG served as our independent auditor for the fiscal year ended December 31, 2006.

KPMG's audit report on our consolidated financial statements as of and for the fiscal year ended December 31, 2006 did not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal year ended December 31, 2006 and the subsequent interim period through March 15, 2007, the date we filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, (i) there were no disagreements between us and KPMG on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreement in its report on our consolidated financial statements, and (ii) there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

During the fiscal year ended December 31, 2006 and the subsequent interim period through March 15, 2007, neither we nor anyone acting on our behalf consulted Ernst & Young regarding (1) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements; or (2) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a "reportable event" described in Item 304(a)(1)(v) of Regulation S-K.

The Board of Directors unanimously recommends a vote "FOR"  
ratification of the appointment of Ernst & Young.

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**AUDIT FEES AND RELATED MATTERS**


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**FEES PAID TO PRINCIPAL ACCOUNTANTS**

The following table represents aggregate fees, including out-of-pocket expenses, paid or to be paid to Ernst & Young for the 2007 fiscal year and paid or to be paid to KPMG for the 2006 fiscal year.

	2007	2006
Audit Fees	\$ 582,269	\$ 703,490
Audit-Related Fees	-	11,850
Tax Fees	74,000	43,000
All Other Fees	-	-
Total	\$ 656,269	\$ 758,340

Audit fees primarily represent amounts billed to us for auditing our annual consolidated financial statements (including services incurred with rendering an opinion under Section 404 of the Sarbanes-Oxley Act of 2002), reviewing the financial statements included in our Quarterly Reports on Form 10-Q, and for services that are normally provided by the auditor in connection with statutory and regulatory filings. Also included are \$70,749 and \$68,500 in out-of-pocket expenses in the 2007 and 2006 fees, respectively. Audit-Related Fees were fees paid to KPMG in connection with the transition of the auditor of our annual financial statements from KPMG to Ernst & Young. Tax fees are fees related to the preparation of our original and amended tax returns, claims for refunds, and tax planning.

**POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES OF INDEPENDENT AUDITOR**

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for up to 12 months from the date of pre-approval, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The Audit Committee may delegate pre-approval authority to one or more of its members when expedition of services is necessary. The independent auditors and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval policy and the fees for the services performed to date. The Audit Committee pre-approved all audit and non-audit services provided by Ernst & Young in 2007 and KPMG in 2006.

The Audit Committee has determined that the non-audit services provided by Ernst & Young during the fiscal year ended December 31, 2007, were compatible with maintaining their independence.

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OTHER MATTERS

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ANNUAL REPORT

We filed an annual report for the fiscal year ended December 31, 2007, on Form 10-K with the U.S. Securities and Exchange Commission. Shareowners may obtain, free of charge, a copy of our annual report on Form 10-K by writing to our Corporate Secretary at our principal offices.

HOUSEHOLDING

We have adopted a procedure approved by the Securities and Exchange Commission known as “householding.” Under this procedure, shareowners of record who have the same address and last name will receive only one copy of our Notice of Annual Meeting, Proxy Statement, and Annual Report, unless one or more of these shareowners notifies our transfer agent that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees. If you wish to receive your own copy of these materials, you may contact our transfer agent, American Stock Transfer & Trust Company, in writing, by telephone, or on the Internet:

American Stock Transfer & Trust Company  
59 Maiden Lane, Plaza Level  
New York, NY 10038  
(800) 937-5449 (U.S. and Canada)  
(718) 921-8124 (International)  
[www.amstock.com](http://www.amstock.com)

Shareowners who participate in householding will continue to receive separate proxy cards. Also, householding will not in any way affect dividend check mailings. If you are eligible for householding, but you and other shareowners of record with whom you share an address currently receive multiple copies of our Notice of Annual Meeting, Proxy Statement, and Annual Report, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please contact our transfer agent as indicated above. Beneficial owners can request information about householding from their banks, brokers, or other holders of record.

SHAREOWNER PROPOSALS

Shareowner proposals that are to be included in the Proxy Statement for the 2009 meeting must be received by December 1, 2008. Shareowner proposals for the 2009 meeting that are not intended to be included in the Proxy Statement for that meeting must be received by January 31, 2009, or the Board of Directors can vote the proxies in its discretion on the proposal. Proposals must comply with the proxy rules and be submitted in writing to J. Kimbrough Davis, Corporate Secretary, at our principal offices.

DIRECTOR NOMINATIONS

Any shareowner entitled to vote generally in the election of directors may recommend a candidate for nomination as a director. A shareowner may recommend a director nominee by submitting the name and qualifications of the candidate the shareowner wishes to recommend, pursuant to Article VII of our Articles of Incorporation, to:

Nominating Committee of the Board of Directors  
c/o Capital City Bank Group, Inc.

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217 North Monroe Street  
Tallahassee, Florida 32301

To be considered, recommendations with respect to an election of directors to be held at an annual meeting must be received no earlier than 180 days and no later than 120 days prior to March 31, 2009, the first anniversary of this year's Notice of Annual Meeting date. In other words, director nominations must be received no earlier than October 2, 2008, and no later than December 1, 2008. Recommendations with respect to an election of directors to be held at a special meeting called for that purpose must be received by the 10th day following the date on which notice of the special meeting was first mailed to shareowners. Recommendations meeting these requirements will be brought to the attention of the Nominating Committee. Candidates for director recommended by shareowners are afforded the same consideration as candidates for director identified by our directors, executive officers, or search firms, if any, employed by us.

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