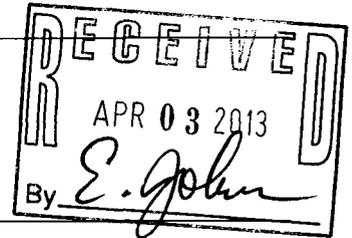


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, William G. Smith, Jr.

Name of the Holding Company Director and Official

Chairman & CEO / President

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

WGS

Signature of Holding Company Director and Official

27 March 2013

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
 C.I.

1085509

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Capital City Bank Group, Inc.

Legal Title of Holding Company

217 N. Monroe Street / P.O. Box 11248

(Mailing Address of the Holding Company) Street / P.O. Box

Tallahassee

FL

32301

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Christopher Cherry

Accounting Manager

Name

Title

850-402-8453

Area Code / Phone Number / Extension

850-402-8459

Area Code / FAX Number

cherry.christopher@ccbgroup.com

E-mail Address

www.ccbgroup.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised

Capital City Bank Group, Inc.
 217 N. Monroe Street
 Tallahassee, Florida 32302
 100% ownership of Capital City Bank
 Tallahassee, Florida
 State Incorporated in: Florida
 20.75% ownership First Peoples Bankshares, Inc.
 Pine Mountain, Georgia
 First Peoples Bankshares, Inc.
 Owns 100% of
 First Peoples Bank
 Pine Mountain, Georgia

CCBG Capital Trust I
 304 E. Tennessee St.
 Tallahassee, Florida 32302

 CCBG, Inc. owns 100%
 Est: November 1, 2004
 State Incorporated in: Florida

Capital City Bank
 217 N. Monroe Street
 Tallahassee, Florida 32302

 100% ownership of all
 Subsidiaries
 Est: December 21, 1983
 State Incorporated in: Florida

CCBG Capital Trust II
 304 E. Tennessee St.
 Tallahassee, Florida 32302

 CCBG, Inc. owns 100%
 Est: May 20, 2005
 State Incorporated in: Florida

Capital City Services Company
 1860 Capital Circle NE
 Tallahassee, Florida 32308
 Est: July 26, 1994
 State Incorporated in: Florida

Capital City Trust Company
 304 E. Tennessee St.
 Tallahassee, Florida 32302
 Est: November 16, 1994
 State Incorporated in: Florida

Capital City Banc Investments, Inc.
 304 E. Tennessee St.
 Tallahassee, Florida
 Est: August 15, 2006
 State Incorporated in: Florida

Capital City Mortgage Company
 Tallahassee, Florida
 (inactive)
 Est: December 13, 1994
 State Incorporated in: Florida

**First Insurance Agency Of Grady
 County, Inc.**
 420 N. Broad Street
 Cairo, Georgia 39828
 Est: January 14, 1997
 State Incorporated in: Georgia

FNB Financial Services, Inc.
 325 Fifth Street
 Macon, Georgia 31201
 Est: October 6, 1994
 State Incorporated in: Georgia

Southern Oaks, Inc.
 103 Foulk Road, Ste. 202
 Wilmington, Delaware 19803
 Est: November 25, 2003
 State Incorporated in: Delaware

Results: A list of branches for your holding company: CAPITAL CITY BANK GROUP, INC. (1085509) of TALLAHASSEE, FL.
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)	876634		CAPITAL CITY BANK	217 NORTH MONROE STREET	TALLAHASSEE	FL	32301	LEON	UNITED STATES	6149	0	CAPITAL CITY BANK			876634
OK		Full Service	2997878		FOB JAMES BRANCH	375 FOB JAMES DRIVE	VALLEY	AL	36854	CHAMBERS	UNITED STATES	181339	54	CAPITAL CITY BANK			876634
OK		Full Service	2997869		SHAWMUT BRANCH	3503 20TH AVENUE	VALLEY	AL	36854	CHAMBERS	UNITED STATES	181338	53	CAPITAL CITY BANK			876634
OK		Full Service	294331		ALACHUA BRANCH	15000 N.W. 140TH STREET	ALACHUA	FL	32615	ALACHUA	UNITED STATES	440692	79	CAPITAL CITY BANK			876634
OK		Full Service	1931138		BELL BRANCH	NW CORNER OF US HWY 129 & PINE ST	BELL	FL	32619	GILCHRIST	UNITED STATES	226313	31	CAPITAL CITY BANK			876634
OK		Full Service	113535		BRANFORD BRANCH	814 SUWANNEE AVENUE	BRANFORD	FL	32008	SUWANNEE	UNITED STATES	3857	38	CAPITAL CITY BANK			876634
OK		Full Service	123730		BRONSON BRANCH	140 EAST HATHAWAY AVENUE	BRONSON	FL	32621	LEVY	UNITED STATES	238684	34	CAPITAL CITY BANK			876634
OK		Full Service	4445346		BROOKSVILLE BRANCH	7153 BROAD STREET	BROOKSVILLE	FL	34601	HERNANDO	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	2520883		SUNSHINE GROVE BRANCH	14001 CORTEZ BOULEVARD	BROOKSVILLE	FL	34613	HERNANDO	UNITED STATES	283795	25	CAPITAL CITY BANK			876634
OK		Full Service	158639		CEDAR KEY BRANCH	2ND AND B STREET	CEDAR KEY	FL	32625	LEVY	UNITED STATES	238685	35	CAPITAL CITY BANK			876634
Closed	8/31/2012	Full Service	963235		CHATTAHOOCHEE BRANCH	35 JEFFERSON ST	CHATTAHOOCHEE	FL	32324	GADSDEN	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	123338		CHIEFLAND BRANCH	2012 NORTH YOUNG BLVD	CHIEFLAND	FL	32626	LEVY	UNITED STATES	10854	32	CAPITAL CITY BANK			876634
Closed	7/15/2008	Full Service	346333		NORTH CHIEFLAND BRANCH	2010 NORTH YOUNG BLVD	CHIEFLAND	FL	32626	LEVY	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	377038		CHIPLEY BRANCH	1242 JACKSON AVENUE	CHIPLEY	FL	32428	WASHINGTON	UNITED STATES	9589	49	CAPITAL CITY BANK			876634
OK		Full Service	1221231		CITRUS SPRINGS BRANCH	10241 NORTH FLORIDA AVENUE	CITRUS SPRINGS	FL	34434	CITRUS	UNITED STATES	258204	6	CAPITAL CITY BANK			876634
OK		Full Service	3398276		CRAWFORDVILLE OFFICE	2592 CRAWFORDVILLE HIGHWAY	CRAWFORDVILLE	FL	32327	WAKULLA	UNITED STATES	452526	80	CAPITAL CITY BANK			876634
OK		Full Service	2650360		CROSS CITY BRANCH	BARBER AND CHEWING AVENUE	CROSS CITY	FL	32628	DIXIE	UNITED STATES	270960	40	CAPITAL CITY BANK			876634
OK		Full Service	2357061		CRYSTAL RIVER OFFICE	101 SOUTHEAST U.S. HIGHWAY 19	CRYSTAL RIVER	FL	34429	CITRUS	UNITED STATES	220713	28	CAPITAL CITY BANK			876634
OK		Full Service	571733		FANNING SPRINGS BRANCH	US 19 WEST OF STATE ROAD 26	FANNING SPRINGS	FL	32693	GILCHRIST	UNITED STATES	226312	30	CAPITAL CITY BANK			876634
OK		Full Service	884031		FLORAL CITY BRANCH	7697 SOUTH FLORIDA AVENUE	FLORAL CITY	FL	32630	CITRUS	UNITED STATES	201418	7	CAPITAL CITY BANK			876634
OK		Full Service	4053246		MAIN STREET OFFICE	1417 NORTH MAIN STREET	GAINESVILLE	FL	32601	ALACHUA	UNITED STATES	261179	76	CAPITAL CITY BANK			876634
OK		Full Service	1976081		MILLHOPPER OFFICE	4040 N.W. 16TH BLVD	GAINESVILLE	FL	32605	ALACHUA	UNITED STATES	200921	74	CAPITAL CITY BANK			876634
OK		Full Service	3602870		WEST NEWBERRY ROAD OFFICE	5200 NEWBERRY ROAD	GAINESVILLE	FL	32607	ALACHUA	UNITED STATES	465254	81	CAPITAL CITY BANK			876634
OK		Full Service	783732		HASTINGS BRANCH	207 NORTH MAIN STREET	HASTINGS	FL	32145	ST. JOHNS	UNITED STATES	10961	75	CAPITAL CITY BANK			876634
OK		Full Service	4445337		HAVANA BRANCH	102 SOUTH MAIN STREET	HAVANA	FL	32333	GADSDEN	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	360030		HIGH SPRINGS BRANCH	660 N.E. SANTA FE BLVD	HIGH SPRINGS	FL	32643	ALACHUA	UNITED STATES	200920	73	CAPITAL CITY BANK			876634
OK		Full Service	315236		INGLIS BRANCH	HWY 40 & INGLIS AVENUE	INGLIS	FL	32649	LEVY	UNITED STATES	238683	33	CAPITAL CITY BANK			876634
OK		Full Service	2210821		INVERNESS OFFICE	1500 NORTH US HWY 41	INVERNESS	FL	34450	CITRUS	UNITED STATES	207963	8	CAPITAL CITY BANK			876634
OK		Full Service	1965209		JONESVILLE BRANCH	14009 WEST NEWBERRY ROAD	JONESVILLE	FL	32669	ALACHUA	UNITED STATES	261180	77	CAPITAL CITY BANK			876634
OK		Full Service	1880704		KEYSTONE HEIGHTS BRANCH	500 GREEN WAY	KEYSTONE HEIGHTS	FL	32656	CLAY	UNITED STATES	269356	48	CAPITAL CITY BANK			876634
Change	12/31/2012	Full Service	2520865		MADISON BRANCH	603 WEST BASE STREET	MADISON	FL	32340	MADISON	UNITED STATES	283790	23	CAPITAL CITY BANK			876634
OK		Full Service	269834		MONTICELLO OFFICE	800 SOUTH JEFFERSON STREET	MONTICELLO	FL	32344	JEFFERSON	UNITED STATES	15901	19	CAPITAL CITY BANK			876634
OK		Full Service	2920625		NEWBERRY BRANCH	24202 WEST NEWBERRY ROAD, SUITE F	NEWBERRY	FL	32669	ALACHUA	UNITED STATES	356511	78	CAPITAL CITY BANK			876634
OK		Full Service	208132		PALATKA MAIN BRANCH	200 REID STREET	PALATKA	FL	32177	PUTNAM	UNITED STATES	2273	43	CAPITAL CITY BANK			876634
OK		Full Service	624639		PALATKA MALL BRANCH	400 HIGHWAY 19, NORTH	PALATKA	FL	32077	PUTNAM	UNITED STATES	201326	44	CAPITAL CITY BANK			876634
OK		Full Service	3398584		PALATKA WEST OFFICE	4120 CRILL AVENUE	PALATKA	FL	32177	PUTNAM	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
Change	12/31/2012	Full Service	2520874		PERRY BRANCH	115 WEST GREEN STREET	PERRY	FL	32347	TAYLOR	UNITED STATES	220712	27	CAPITAL CITY BANK			876634
OK		Full Service	3267327		PORT RICHEY OFFICE	10290 REGENCY PARK BLVD	PORT RICHEY	FL	34668	PASCO	UNITED STATES	283793	24	CAPITAL CITY BANK			876634
OK		Full Service	2520892		REGENCY PARK BRANCH	9222 REGENCY PARK BOULEVARD	PORT RICHEY	FL	34668	PASCO	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	709835		PORT SAINT JOE BRANCH	504 MONUMENT AVENUE	PORT SAINT JOE	FL	32456	GULF	UNITED STATES	9981	45	CAPITAL CITY BANK			876634
OK		Full Service	778532		QUINCY BRANCH	4 EAST WASHINGTON STREET	QUINCY	FL	32351	GADSDEN	UNITED STATES	14736	65	CAPITAL CITY BANK			876634
Closed	3/19/2004	Full Service	717933		QUINCY OFFICE	330 WEST JEFFERSON STREET	QUINCY	FL	32351	GADSDEN	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
Closed	3/19/2004	Full Service	967333		WEST QUINCY BRANCH	1607 W JEFFERSON ST	QUINCY	FL	32351	GADSDEN	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK			876634
OK		Full Service	3204153		SUNCOAST SPRING HILL DRIVE BRANCH	14302 SPRING HILL DRIVE	SPRING HILL	FL	34609	HERNANDO	UNITED STATES	423161	63	CAPITAL CITY BANK			876634

✓	Closed	11/6/2003	Full Service	861032	BRADFORD SQUARE REMOTE BRANCH	841 SOUTH WALNUT STREET	STARKE	FL	32901	BRADFORD	UNITED STATES	Not Required	Not Required	CAPITAL CITY BANK	876634		
OK			Full Service	669733	STARKE BRANCH	350 N. TEMPLE AVENUE	STARKE	FL	32091	BRADFORD	UNITED STATES	9772		46	CAPITAL CITY BANK	876634	
OK			Limited Service	3220582	APALACHEE PARKWAY EAST OFFICE	3515 APALACHEE PARKWAY	TALLAHASSEE	FL	32311	LEON	UNITED STATES	430266		67	CAPITAL CITY BANK	876634	
OK			Full Service	70030	APALACHEE PARKWAY OFFICE	1801 APALACHEE PARKWAY	TALLAHASSEE	FL	32301	LEON	UNITED STATES	15129		13	CAPITAL CITY BANK	876634	
OK			Full Service	2517016	BANK AND SHOP BRANCH	6753 THOMASVILLE ROAD	TALLAHASSEE	FL	32312	LEON	UNITED STATES	Not Required	Not Required	13	CAPITAL CITY BANK	876634	
OK			Full Service	3220591	BRADFORDVILLE BRANCH	6691 THOMASVILLE ROAD	TALLAHASSEE	FL	32312	LEON	UNITED STATES	423425		64	CAPITAL CITY BANK	876634	
OK			Full Service	2874232	CAPITAL CIRCLE NORTHWEST BRANCH	1456 CAPITAL CIRCLE NW	TALLAHASSEE	FL	32301	LEON	UNITED STATES	356814		51	CAPITAL CITY BANK	876634	
OK			Limited Service	69838	CENTERVILLE ROAD OFFICE	2375 CENTERVILLE ROAD	TALLAHASSEE	FL	32308	LEON	UNITED STATES	253599		14	CAPITAL CITY BANK	876634	
✓	Change	12/31/2012	Full Service	71635	LAKE JACKSON BRANCH	3815 NORTH MONROE STREET	TALLAHASSEE	FL	32303	LEON	UNITED STATES	238067		18	CAPITAL CITY BANK	876634	NAME CHANGE
✓	Closed	12/31/1995	Full Service	2520856	KILLEARN CENTER BRANCH	1511 KILLEARN CENTER BOULEVARD	TALLAHASSEE	FL	32308	LEON	UNITED STATES	Not Required	Not Required	18	CAPITAL CITY BANK	876634	
OK			Full Service	1191763	MAHAN DRIVE BRANCH	3255 MAHAN DRIVE	TALLAHASSEE	FL	32308	LEON	UNITED STATES	253601		16	CAPITAL CITY BANK	876634	
OK			Full Service	830270	METROPOLITAN BOULEVARD BRANCH	1301 METROPOLITAN BOULEVARD	TALLAHASSEE	FL	32308	LEON	UNITED STATES	44028		22	CAPITAL CITY BANK	876634	
OK			Full Service	72137	NORTH MONROE OFFICE	2111 NORTH MONROE	TALLAHASSEE	FL	32303	LEON	UNITED STATES	10599		17	CAPITAL CITY BANK	876634	
OK			Full Service	59633	SOUTH MONROE STREET BRANCH	3404 SOUTH MONROE STREET	TALLAHASSEE	FL	32301	LEON	UNITED STATES	207960		2	CAPITAL CITY BANK	876634	
OK			Full Service	58038	THOMASVILLE ROAD BRANCH	3528 THOMASVILLE ROAD	TALLAHASSEE	FL	32309	LEON	UNITED STATES	220711		26	CAPITAL CITY BANK	876634	
OK			Limited Service	4445298	TRUST BRANCH	304 EAST TENNESSEE STREET	TALLAHASSEE	FL	32302	LEON	UNITED STATES	Not Required	Not Required	26	CAPITAL CITY BANK	876634	
OK			Full Service	55439	WEST TENNESSEE BRANCH	1828 WEST TENNESSEE	TALLAHASSEE	FL	32304	LEON	UNITED STATES	13491		9	CAPITAL CITY BANK	876634	
✓	Closed	8/31/2012	Full Service	4445319	WESTMINSTER OAKS BRANCH	4449 MEANDERING WAY	TALLAHASSEE	FL	32308	LEON	UNITED STATES	Not Required	Not Required	9	CAPITAL CITY BANK	876634	Y-10 filed 9/11/12
OK			Full Service	289832	TRENTON BRANCH	WADE AND MAIN STREETS	TRENTON	FL	32693	GILCHRIST	UNITED STATES	7674		29	CAPITAL CITY BANK	876634	
OK			Full Service	284837	WILLISTON BRANCH	144 EAST NOBLE AVENUE	WILLISTON	FL	32696	LEVY	UNITED STATES	238686		36	CAPITAL CITY BANK	876634	
✓	Change	12/31/2012	Full Service	121138	CAIRO DRIVE IN BRANCH	397 38TH BLVD. NE	CAIRO	GA	39828	GRADY	UNITED STATES	248395		62	CAPITAL CITY BANK	876634	Name & Address change
Change	12/31/2012	Full Service	173838	CAIRO MAIN BRANCH	420 NORTH BROAD STREET	CAIRO	GA	39828	GRADY	UNITED STATES	13258		60	CAPITAL CITY BANK	876634	NAME CHANGE	
Change	10/19/2004	Full Service	57134	DUBLIN MAIN OFFICE	600 BELLEVUE AVENUE	DUBLIN	GA	31021	LAURENS	UNITED STATES	6431		68	CAPITAL CITY BANK	876634	NAME CHANGE	
OK			Full Service	59231	WESTGATE BRANCH	1957 MACON ROAD	DUBLIN	GA	31021	LAURENS	UNITED STATES	221768		70	CAPITAL CITY BANK	876634	
OK			Full Service	484338	EAST DUBLIN BRANCH	220 CENTRAL DRIVE	EAST DUBLIN	GA	31021	LAURENS	UNITED STATES	221767		69	CAPITAL CITY BANK	876634	
OK			Limited Service	4421498	HARTLEY BRIDGE OFFICE	6200 SKIPPER ROAD	MACON	GA	31216	BIBB	UNITED STATES	Not Required	Not Required	69	CAPITAL CITY BANK	876634	
Delete	10/16/2007	Full Service	4444031	MACON HARTLEY BRIDGE ROAD BRANCH	6200 SKIPPER ROAD	MACON	GA	31216	BIBB	UNITED STATES	Not Required	Not Required	69	CAPITAL CITY BANK	876634	Duplicate office	
OK			Full Service	874032	MACON MAIN OFFICE	325 FIFTH STREET	MACON	GA	31201	BIBB	UNITED STATES	13511		55	CAPITAL CITY BANK	876634	
OK			Full Service	2050849	MACON MALL/ROSS PLAZA BRANCH	3535 MERCER UNIVERSITY DRIVE	MACON	GA	31204	BIBB	UNITED STATES	250370		58	CAPITAL CITY BANK	876634	
Change	12/1/2006	Full Service	3559778	BASS ROAD OFFICE	1601 BASS ROAD	MACON	GA	31208	BIBB	UNITED STATES	465255		82	CAPITAL CITY BANK	876634	NAME CHANGE	
OK			Full Service	721033	NORTHSIDE BRANCH	3710 NORTHSIDE DRIVE	MACON	GA	31210	BIBB	UNITED STATES	249295		56	CAPITAL CITY BANK	876634	
OK			Full Service	3807509	ZEBULON ROAD OFFICE	5981 ZEBULON ROAD	MACON	GA	31210	BIBB	UNITED STATES	480106		85	CAPITAL CITY BANK	876634	
OK			Full Service	171731	WAYNESBORO DRIVE-IN BRANCH	243 EAST 6TH STREET	WAYNESBORO	GA	30830	BURKE	UNITED STATES	Not Required	Not Required	85	CAPITAL CITY BANK	876634	
OK			Full Service	208039	WAYNESBORO MAIN OFFICE	615 LIBERTY STREET	WAYNESBORO	GA	30830	BURKE	UNITED STATES	3881		57	CAPITAL CITY BANK	876634	
OK			Full Service	30632	WEST POINT BRANCH	3RD AVENUE & WEST 10TH STREET	WEST POINT	GA	31833	TROUP	UNITED STATES	154		52	CAPITAL CITY BANK	876634	
OK			Full Service	32739	WHIGHAM BRANCH	EAST BROAD AVENUE	WHIGHAM	GA	31797	GRADY	UNITED STATES	248394		61	CAPITAL CITY BANK	876634	

Form FR Y-6

Capital City Bank Group, Inc.
Tallahassee, Florida
Fiscal Year Ended December 31, 2012

Report Item 3: Shareowners

(1)(a) (1)(b) (1)(c)

Current Shareowners with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012:

<u>(1)(a) Name and Address</u>	<u>(1)(b) Country of Citizenship</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>	
Robert H. Smith Sea Island, GA	USA	3,492,095 ⁽¹⁾	20.17% Common Stock
William G. Smith, Jr. Tallahassee, FL	USA	3,764,032 ⁽²⁾	21.74 % Common Stock
2S Partnership Tallahassee, FL	USA	1,049,361 ⁽³⁾	6.06% Common Stock

⁽¹⁾ Includes:

- (i) 100,623 shares in an account for his children for which Mr. Smith is custodian;
- (ii) 338,291 shares held in trusts under which Mr. Smith shares voting and investment powers as a co-trustee; and
- (iii) 1,049,361 shares held in a partnership under which Mr. Smith shares voting and investment power.

⁽²⁾ Includes:

- (i) 338,291 shares held in trusts under which Mr. Smith shares voting and investment powers as a co-trustee;
- (ii) 60,251 shares owned by his wife, to which he disclaims beneficial ownership;
- (iii) 1,049,361 shares held in a partnership under which Mr. Smith shares voting and investment power; and
- (iv) 60,384 shares that may be acquired pursuant to non-voting stock options that are or will become exercisable within 60 days.

⁽³⁾ Includes:

- (i) of the 1,049,361 shares held by 2S partnership, all are also beneficially owned by Robert H. Smith and William G. Smith, Jr.

Form FR Y-6
Capital City Bank Group, Inc.
Tallahassee, Florida
Fiscal Year Ended December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (Includes partnerships if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)	%
Robert H. Smith Sea Island, GA USA	N/A	Vice President	N/A	2 S Partnership, LLP 3 S Partnership, LLP GS2 Partnership Smith Interest General Partnership, LLP Seminole Boosters, Inc. The JWS Trust The VAS Trust The WGS III Trust The William Godfrey Smith Trust University of North Carolina	Partner Managing Partner Partner Partner Board Member Co-Trustee Co-Trustee Co-Trustee Beneficiary Advisory Board Member	20.17% (a)	N/A	2 S Partnership 46% 3 S Partnership 52% GS2 Partnership 50% Smith Interest General Partnership 31.9105% The William Godfrey Smith Trust 50%
William G. Smith Jr. Tallahassee, FL	N/A	Director, Chairman of the Board, President, Chief Executive Officer	Director, Chairman of the Board (Capital City Bank) Lead Director, Southern Company	2 S Partnership, LLP GS2 Partnership Smith Interest General Partnership, LLP The JWS Trust The VAS Trust The WGS III Trust THE WHS Trust Southern Company The William Godfrey Smith Trust	Partner Partner Partner Co-Trustee Co-Trustee Co-Trustee Co-Trustee Lead Director, Board Member Beneficiary	21.74% (b)	N/A	2S Partnership 54% GS2 Partnership 50% Smith Interest General Partnership, LLP 31.9105% The William Godfrey Smith Trust 50%
DuBose Ausley Tallahassee, FL	Attorney Ausley & McMullen	N/A	N/A	Ausley Timber Corporation Twenty Acre Dog Island Company Kate Ireland 1985 Trust Estate of Kate Ireland Mistletoe Partnership Partner Smith Interests General Partnership, LLP, as Trustee SNA Aviation II, LLC, Managing Member Trust U/W Charles S. Ausley, Trustee Trust U/W Julian V. Smith for Elaine W. Smith, Trustee	Chairman Member Trustee Personal Representative Partner Trustee Managing Member Trustee Trustee	3.00% (c)	N/A	AMF Aviation Company, LLC 50% Ausley Timber Corporation 100% Dog Island Property Partnership 25% Mistletoe Partnership 50% Residuary Trust U/W Charles S. Ausley 33% SNA AviationII, LLC 100% Trust U/W Charles S. Ausley-Land 33%
Thomas A. Barron Tallahassee, FL	N/A	Director, Executive Officer, Treasurer	Director, President (Capital City Bank) Midyette Grandchildren/Irrevocable Trust	Anna T. Barron Trust Elizabeth D. Barron Rebecca M. Barron El Destino, Inc. /El Destino of Jefferson County, LTD Ellen Metler Qtip-II Trust Mettler Sunnyhill of Wyoming, Inc./Mettler LTD Melville H. Ireland Spouse's Trust FBO Anne W. Coughlan Melville H. Ireland / Josephine M. Ireland Trust Melville H. Ireland / Melville H. Ireland, Jr. Trust Residual Trust U/W Zeddie P. Barron Midyette Grandchildren's Irrevocable Trust Ellen Metler Moose Head Ranch Trust Maximilian Mettler Moore Trust	Trustee Trustee Trustee Vice President/Secretary Trustee President/Secretary/Treasurer Trustee Co-Trustee Co-Trustee Trustee Trustee Trustee Trustee	1.20% (d)	N/A	N/A
Edward G. Canup Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)	Adiron, LLC Bull Run Residential, LLC Tupelo Development Company, LLC Crockett Mountain, LLC North Hampton Dixie Property, LLC	Member Member Member Member Member	Less than 1%	N/A	N/A
Frederick Carroll III Tallahassee, FL	President Carroll & Company, CPA	Director	N/A	Carroll and Company, Certified Public Accountants CACURI, Inc. Lane Smith & Frederick Carroll, III	President President Partner	Less than 1%	N/A	N/A
William D. Colledge Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)	N/A		Less than 1%	N/A	N/A
Beth Corum Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)	N/A		Less than 1%	N/A	N/A

Form FR Y-6
Capital City Bank Group, Inc.
Tallahassee, Florida
Fiscal Year Ended December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)	%	
Cader B. Cox, III Camilla, GA	CEO, Riverview Plantation, Inc.	Director	N/A	Camilla Retirement Center AGRI Trust Self Insured Workers Comp Fund Plantation PreCooler, Inc. Riverview Plantation, Inc. UGA Research Foundation Inc. UGA Real Estate Foundation CIII & CIV, LLC	Partner Trustee Partner CEO/Director Board Member Board Member Partner	Less than 1% (e)	N/A	Plantation PreCooler Riverview Plantation, Inc.	25% 41.14%
J. Kimbrough Davis Tallahassee, FL	N/A	Executive Vice President Chief Financial Officer	Executive Vice President Chief Financial Officer	N/A		Less than 1% (f)	N/A	N/A	
J. Everitt Drew Tallahassee, FL	President (SouthGroup Equities, Inc)	Director	N/A	Heritage Park Partners, Inc. Georgetown Properties, Inc. SouthGroup Equities, Inc. SouthGroup Holdings, Inc. SouthGroup Development, Inc. Capital Quad, Inc. Sweetleaf Farm North, LLC Sweetleaf Farm South I, I, III, LLC Commonwealth Business Center LLC Community Foundation of North Florida Northwest Center LLC Northwest Passage LLC John Knox Road 250 LLC Hartsfield Service Center, LLC JEDJLD, LLC LondonTown Partners, Inc. SouthGroup Mortgage, LLC SouthGroup Management, Inc. Southgroup Acquisitions, LLC Southeast Community Health Services, Inc. Tallahassee Memorial Health Ventures, Inc. Game Products, LLC Game Products, Inc. Young Life of Tallahassee Board	President/Director President President/Director President/Director President/Director President President/Managing Partner President/Managing Partner President/Managing Partner Board Member President/Managing Partner President/Managing Partner President/Managing Partner President/Managing Partner President President Vice President Managing Member Board Member Board Member Managing Member President/Board Member Board/Committee Member	Less than 1%	N/A	N/A	
Mitch Englert Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)	Tallahassee Leon County Babe Ruth Field Fund, Inc. Securing Our Schools Tallahassee Sports Council	Vice Chairman: Finance, Corporate Officer Advisory Committee Treasurer: Executive Committee	Less than 1%	N/A	N/A	
Brook Hallock Tallahassee, FL	N/A	Executive Vice President Chief Brand Officer	Executive Vice President Chief Brand Officer	N/A		Less than 1%	N/A	N/A	
John K. Humphress Tallahassee, FL	Vice President (Wadsworth Humphress Hollar & Konrad, PA Chartered Certified Public Accountants)	Director	N/A	McKinney Family Limited Partnership Tallahassee Memorial Health Ventures, Inc. Wadsworth, Humphress, Hollar, and Konard P.A. Humphress & Wadsworth Southeast Community Health Services, Inc.	General Partner Director, Vice Chairman Vice President Partner Director, Vice Chairman	Less than 1% (g)	N/A	Wadsworth, Humphress, Hollar & Konard	37%
Lina Knox Tallahassee, FL	Community Volunteer	Director	N/A	Smith Interests General Partnership, LLP Florida House	Partner Trustee	Less than 1%	N/A	N/A	
Henry Lewis III Tallahassee, FL	Professor of Science Florida Memorial University	Director	N/A	Tusegee Homes, LLC NACIRFA, LLC Miami Dade Chamber of Commerce Greater Miami Chamber of Commerce Greater Miami Chamber of Commerce	President Director Director Trustee Manager Director	Less than 1%	N/A	Tuskegee Homes LLC NACIRFA, LLC	100% 33%
Karen Love Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)	N/A		Less than 1%	N/A	N/A	
William L. Moor, Jr. Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position	President, Capital City Banc Investments, President Capital	Managing Partner - Moor Family Partnership, LLP		Less than 1%	N/A	Moor Family Partnership, LLP	100%

Form FR Y-6
Capital City Bank Group, Inc.
Tallahassee, Florida
Fiscal Year Ended December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation If other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)	%
		with Capital City Bank	City Trust Company, both are wholly owned subsidiaries					
Dale A. Thompson Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President Capital City Bank	N/A	Less than 1%	N/A	N/A	
Edwin West, Jr. Tallahassee, FL	N/A	Designated an Executive Officer by virtue of position with Capital City Bank	Executive Vice President (Capital City Bank)		Less than 1%	N/A	N/A	

(a) Includes (i) 1,049,361 shares held in a partnership under which Mr. Smith shares voting and investment power;
(ii) 338,291 shares held in a trust of which Mr. Smith is a co-trustee and thereby shares voting and investment powers; and
(iii) 100,623 shares in accounts for Mr. Smith's children for which Mr. Smith custodian

(b) Includes (i) 1,049,361 shares held in a partnership under which Mr. Smith shares voting and investment power;
(ii) 338,291 shares held in a trust of which Mr. Smith is a co-trustee and thereby shares voting and investment power;
(iii) 60,251 shares owned by Mr. Smith's wife, to which he disclaims beneficial ownership.

(c) Includes (i) 190,283 shares held in a 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, to which he disclaims beneficial ownership; and

(d) Includes (i) 29,153 shares held in trusts under which Mr. Barron serves as trustee;
(ii) 28,906 shares owned by Mr. Barron's wife, to which he disclaims beneficial ownership; and
(iii) 2000 shares for which Mr. Barron is Trustee of an estate.

(e) (i) 10,500 shares owned by Mr. Cox's wife, to which he disclaims beneficial ownership.

(f) Includes (i) 29,6316 shares in which Mr. Davis shares voting and investing power;
(ii) 6,601 shares owned by Mr. Davis' wife, to which he disclaims beneficial ownership; and
(iii) 1,339 shares in accounts for Mr. Davis' children for which Mr. Davis is custodian

(g) (i) 45,445 shares owned by a family partnership for which Mr. Humphress is the general partner;