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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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, Remer Y. Brinson, III

Name of the Bank Holding Company Director and Official

President/CEO Georgia-Carolina Bancshares, Inc.

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Remer Y. Brinson, III
Signature of Bank Holding Company Director and Official

3/12/12
Date of Signature

For bank 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 2540292
C.I. _____

This report form is to be filed by all top-tier bank 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). 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.

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

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Georgia-Carolina BancShares, Inc.

Legal Title of Bank Holding Company

P O Box 15148

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

Augusta GA 30919-1148

City State Zip Code

3527 Wheeler Road, Augusta, GA 30909

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Joyce Frankenfield Vice President

Name Title

706-731-6623

Area Code / Phone Number / Extension

706-731-6621

Area Code / FAX Number

joycefrankenfield@firstbankofga.com

E-mail Address

www.firstbankofga.com

Address (URL) for the Bank 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

Georgia-Carolina Bancshares, Inc.

Annual Report of Bank Holding Companies
Form FR Y-6

Fiscal Year ending December 31, 2011

- Item 1: Annual Report to Shareholders – Not Applicable
- Item 2a: Organization Chart
Exhibit A
- Items 2b: Domestic Branch Listing
Exhibit B
- Item 3: Securities Holders
Exhibit C
- Item 4: Insiders
Exhibit D

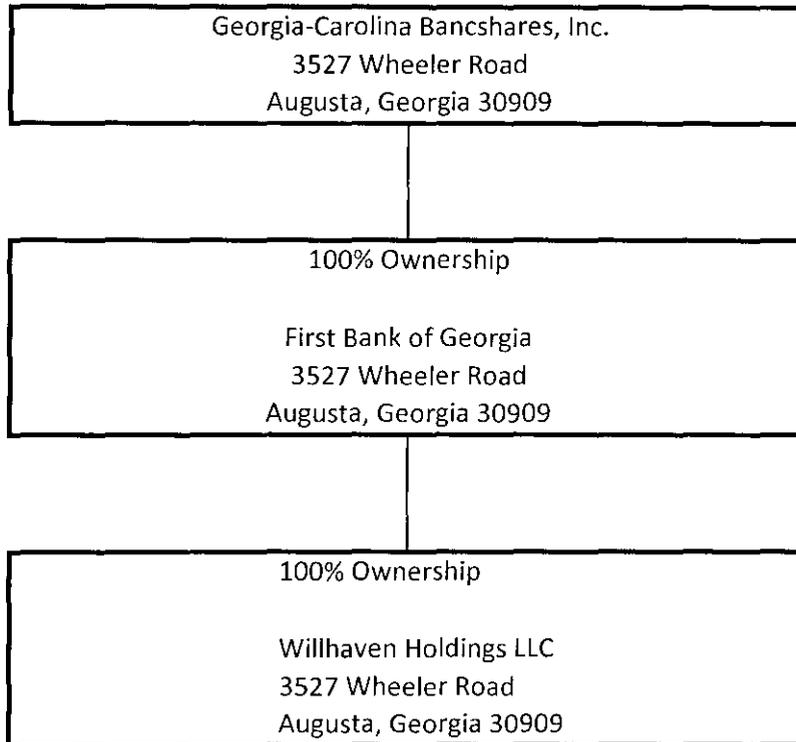
Exhibit A

Form FR Y-6

Item 2a

Georgia-Carolina Bancshares, Inc.
Augusta, Georgia
Fiscal Year Ending December 31, 2011

Organizational Chart
One-Bank Holding Company



Results: A list of branches for your BHC: GEORGIA-CAROLINA BANK SHARES, INC. (2540292) of AUGUSTA, GA. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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 Procedures

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, UNIRUM, Office Number, and ID_RSDD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSDD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIRUM*	Office Number*	Head Office	Head Office ID_RSDD*	Comments
OK		Full Service (Head Office)	1356852	FIRST BANK OF GEORGIA	3527 WHEELER ROAD	AUGUSTA	GA	30909	RICHMOND	UNITED STATES	39894	0	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	2791768	DANIEL VILLAGE BRANCH	2505 WRIGHTSBORO ROAD	AUGUSTA	GA	30909	RICHMOND	UNITED STATES	261980	3	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	2981569	MEDICAL CENTER BRANCH OFFICE	1580 WALTON WAY	AUGUSTA	GA	30904	RICHMOND	UNITED STATES	359552	5	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	3107919	FURY'S FERRY BRANCH OFFICE	375 FURY'S FERRY ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	363456	6	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	2853853	WEST TOWN BRANCH	3820 WASHINGTON ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	261591	4	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	3429077	HILL STREET BRANCH	110 EAST HILL STREET	THOMSON	GA	30824	MCDUFFEE	UNITED STATES	444879	8	FIRST BANK OF GEORGIA	1356852	

Exhibit C

Form FR Y-6

Georgia-Carolina Bancshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to Vote as of fiscal year ending 12/31/2011	Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011.
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(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Knox, Ltd. Augusta, GA USA	USA	Common Stock 190,755 5.31%	N/A	N/A	N/A

Exhibit D

Form FR Y-6
Georgia-Carolina Bancshares, Inc.
Fiscal Year Ending December 31, 2011

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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)
Patrick G. Blanchard Augusta, GA, USA	N/A	Director BHC	Vice Chairman & Director, First Bank of Georgia	None	1.65%	0%	None
Mac Bowman Augusta, GA USA	Physician & Cardiologist	Director, BHC	Director, First Bank of Georgia	Physician & Cardiologist University Hospital Augusta, GA Founder & President Augusta Heart Associates, P.A. Augusta, GA	0.08%	0%	Augusta Heart Associates, P.A. -50%
Remer Y. Brinson, III Augusta, GA, USA	N/A	President/CEO Director, BHC	President / CEO / Director First Bank of Georgia	None	2.07%	0%	None
Phillip G. Farr Thomson, GA, USA	Certified Public Accountant	Director, BHC	Director, First Bank of Georgia	President The Havilah Group, Inc. Sole member & Managing member PGF Resources, LLC - 100% President Phillip G. Farr, CPA, P.C. Thomson, GA	0.71%	0%	PGF Resources, LLC - 100% Phillip G. Farr, CPA, P.C. - 100% The Havilah Group, Inc. - 100%
Thomas J Floumoy Augusta, GA, USA	N/A	CFO/Secretary, BHC	CFO / SVP First Bank of Georgia	None	0.06%	0%	None
Samuel A. Fowler, Jr. Thomson, GA, USA	Attorney	Chairman, BHC	Director, First Bank of Georgia	President Samuel A Fowler, Jr. Attorney at Law, PC Samuel A Fowler, Jr. Attorney at Law, PC Managing member Fowler & Wills, L.L.C. Thomson, GA	1.49%	0%	Fowler & Wills, L.L.C. * Samuel A. Fowler, Jr. Attorney at Law, P. C. - 100% *P.C. owns 50% of Fowler & Wills, L.L.C.
Arthur J. Gay, Jr. Augusta, GA, USA	Land Development & Consulting	Director, BHC	Director, First Bank of Georgia	President & CEO T and T Associates, Inc. Augusta, GA	0.84%	0%	T and T Associates, Inc. - 100%
George H. Inman Augusta, GA, USA	Retired	Vice-Chairman Director, BHC	n/a	Consultant Club Car, Inc. Augusta, GA	1.56%	0%	None
David W. Joesbury, Sr. Thomson, GA, USA	Insurance and Annuity Sales	Director, BHC	Director, First Bank of Georgia	President Joesbury Insurance Agency, Inc. Thomson, GA	1.45%	0%	Joesbury Insurance Agency, Inc. - 100%

Exhibit D

Form FR Y-6
 Georgia-Carolina Bancshares, Inc.
 Fiscal Year Ending December 31, 2011

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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)
John W. (J) Lee Augusta, GA, USA	Retired	Director, BHC	Director, First Bank of Georgia	Secretary Eucler Creek Investors, Inc. Augusta, GA	4.85%	0%	Leeward Group, LLLP - 57.1698%
Dr. James L. Lemley Thomson, GA, USA	Physician	Director, BHC	Director, First Bank of Georgia	President McDuffie Medical Associates, Inc. Thomson, GA	1.90%	0%	McDuffie Medical Associates, Inc. - 25%
William D McKnight Augusta, GA USA	Contractor	Director BHC	Chairman Director First Bank of Georgia	President McKnight Construction Company	1.63%	0%	McKnight Construction Company 90%
A. Montague Miller Augusta, GA, USA	Attorney at Law	Director, BHC	Director First Bank of Georgia	Chairman / CEO Bartram Trail CDC, Inc. Attorney Tucker, Everitt, Long, Brewton & Lanier, PA Augusta, GA	1.20%	0%	No ownership - Volunteer None
Julian W. Osbon Augusta, GA, USA	Consulting and Management	Director, BHC	Director, First Bank of Georgia	Chairman & CEO Osbon & Associates Augusta, GA	2.18%	0%	Osbon Management - 100% Osbons Family Partnership - 100% Osbon's Parking Lot - 100% Madison & Edison Medical - 100% Hancock Mill Development Co. - 100%
Robert N. Wilson, Jr. Thomson, GA, USA	Real Estate Insurance Sales	Director, BHC	Director, First Bank of Georgia	President The Wilson Company Thomson, GA	1.18%	0%	The Wilson Company - 33% Wilson Ventures, Inc. - 100%
Bennye M. Young Thomson, GA, USA	Homemaker	Director, BHC	Director, First Bank of Georgia	None	1.59%	0%	None