

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.

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

December 31, 2014

Month / Day / Year

I, **Remer Y. Brinson, III**

Name of the Holding Company Director and Official

President/CEO

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.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Georgia-Carolina Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 15148

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

Augusta

GA

30919

City

State

Zip Code

3527 Wheeler Road, Augusta, GA 30909

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Renee M. Douglas

SVP & Controller

Name

Title

706-731-6625

Area Code / Phone Number / Extension

706-731-6621

Area Code / FAX Number

reneedouglas@firstbankofga.com

E-mail Address

www.firstbankofga.com

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

Signature of Holding Company Director and Official

2/27/15
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 2540292
 C.I. _____

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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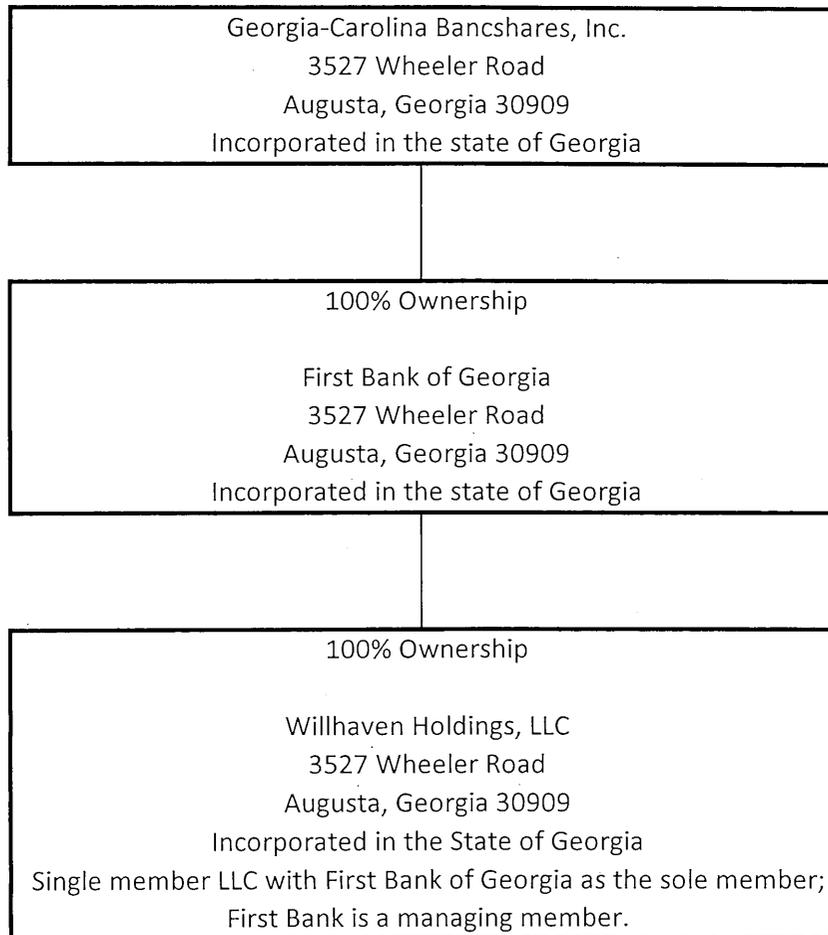
Physical Location (if different from mailing address)

Form FR Y-6

Item 2a

Georgia-Carolina Bancshares, Inc.
Augusta, Georgia
Fiscal Year Ending December 31, 2014

Organizational Chart
One-Bank Holding Company



Form FR Y-6
 Georgia-Carolina Bancshares, Inc.
 Fiscal Year Ending December 31, 2014

Results: A list of branches for your depository institution: **FIRST BANK OF GEORGIA (ID_RSSD: 1356852)**.
 This depository institution is held by **GEORGIA-CAROLINA BANCSHARES, INC. (2540292)** of **AUGUSTA, GA.**
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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)	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	2805 WRIGHTSBORO ROAD	AUGUSTA	GA	30904	RICHMOND	UNITED STATES	261990	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	2853853	WEST TOWN BRANCH	3820 WASHINGTON ROAD	AUGUSTA	GA	30907	COLUMBIA	UNITED STATES	261991	4	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	4521709	EVANS OFFICE	4349 WASHINGTON ROAD	EVANS	GA	30809	COLUMBIA	UNITED STATES	539960	9	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	3107919	FURYS FERRY BRANCH OFFICE	375 FURYS FERRY ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	363456	6	FIRST BANK OF GEORGIA	1356852	
OK		Full Service	3429077	HILL STREET BRANCH	110 EAST HILL STREET	THOMSON	GA	30824	MCDUFFIE	UNITED STATES	444879	8	FIRST BANK OF GEORGIA	1356852	

Form FR Y-6
 Georgia-Carolina Bancshares, Inc.
 Fiscal Year Ending December 31, 2014

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 12/31/2014	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 12/31/2014.
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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 5.30%	N/A	N/A	N/A

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Georgia-Carolina Bancshares, Inc.
Fiscal Year Ending December 31, 2014

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	0.83%	0%	None
Mac A. 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	0.13%	0%	Augusta Heart Associates, P.A. -50%
Remer Y. Brinson, III Augusta, GA, USA	N/A	Pres/CEO, Director BHC	President / CEO / Director First Bank of Georgia	None	1.34%	0%	None
Phillip G. Farr Thomson, GA, USA	Certified Public Accountant	Director, BHC	Director, First Bank of Georgia	CFO Tri-County Health Care System, Inc.	0.68%	0%	n/a
				President The Havilah Group, Inc.			The Havilah Group, Inc. - 100%
				Sole & Managing Member PGF Resources, LLC			PGF Resources, LLC 100%
				President Phillip G. Farr, CPA, P.C. Thomson, GA			Phillip G. Farr, CPA, P.C. - 100%
Thomas J Flournoy Evans, GA, USA		Sr.VP/CFO	Sr. VP/ CFO First Bank of Georgia	None	0.33%	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 of Fowler & Wills, L.L.C. Thomson, GA	1.56%	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	0.73%	0%	T and T Associates, Inc. - 100%
George H. Inman Augusta, GA, USA	Retired	Vice-Chairman Director, BHC	None	None	1.63%	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	1.39%	0%	Joesbury Insurance Agency, Inc. - 100%
				Executive Director			

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 Fiscal Year Ending December 31, 2014

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 (1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation (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)
Jefferson B.A.Knox Augusta, GA, USA	Charity, Investment Management	Director, BHC	Director, First Bank of Georgia	The Knox Foundation Thomson, GA	5.36%	0%	33.33% ownership in BAK Limited 100% ownership in B Knox & Co LLC
John W. (J) Lee Augusta, GA, USA	Retired	Director, BHC	N/A	Secretary Euchee Creek Investors, Inc. Augusta, GA	4.93%	0%	N/A
Dr. James L. Lemley Thomson, GA, USA	Physician	Director, BHC	Director, First Bank of Georgia	President McDuffie Medical Associates, Inc. Thomson, GA	1.92%	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	2.04%	0%	McKnight Construction Company 90%
A. Montague Miller Augusta, GA, USA	Attorney at Law	Director, BHC	Director First Bank of Georgia	Chairman/CEO (Volunteer) Bartram Trail CDC, Inc. Columbia County, Georgia Of Counsel Tucker, Everitt, Long, Brewton & Lanier, P. A. Augusta, GA	1.34%	0%	Willie's Rubbins, LLC 51%
Robert N. Wilson, Jr. Thomson, GA, USA	Real Estate Insurance Sales	Director, BHC	Director, First Bank of Georgia	President The Wilson Company Thomson, GA	1.23%	0%	The Wilson Company - 44.67% Wilson Ventures, Inc. - 100%
Bennye M. Young Thomson, GA, USA	Homemaker	Director, BHC	Director, First Bank of Georgia	None	1.61%	0%	None