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MAY 3 2013

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Revised

COPY

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.

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

December 31, 2012

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 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:

Joyce Frankenfield VP-Internal Audit Coord.

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 Holding Company's web page

Signature of Holding Company Director and Official

March 18, 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 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."

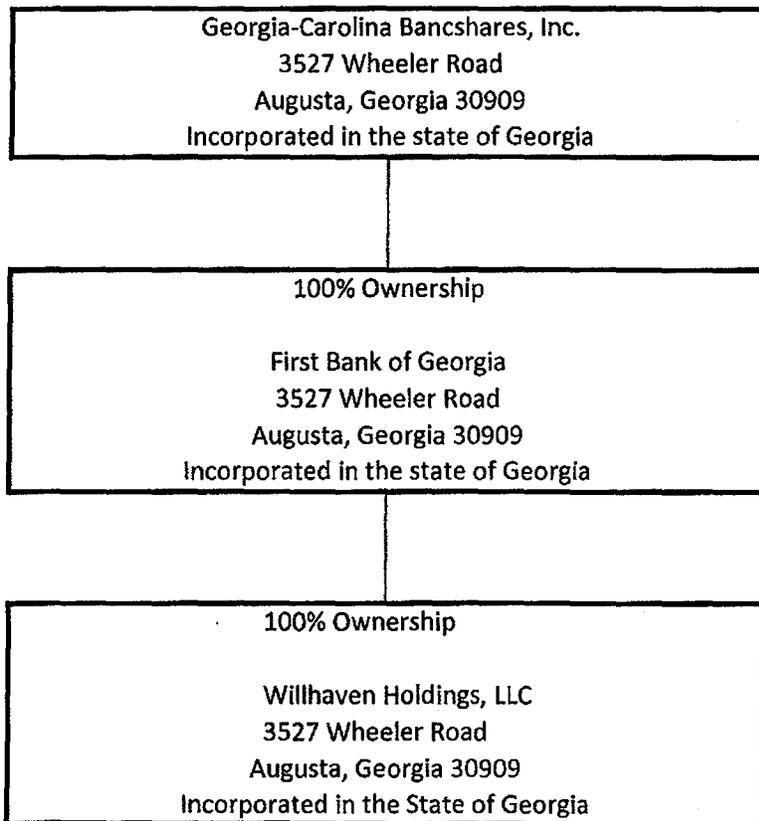
[X] No

Reused

Form FR Y-6
Item 2a

Georgia-Carolina Bancshares, Inc.
Augusta, Georgia
Fiscal Year Ending December 31, 2012

Organizational Chart
One-Bank Holding Company



Form FR Y-6
Georgia-Carolina Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 2b

Results: A list of branches for your BHC: GEORGIA-CAROLINA BANCSHARES, INC. (2540292) of AUGUSTA, GA.
The data are as of 12/31/2012. 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 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 | 2505 WRIGHTSBORO ROAD | AUGUSTA | GA | 30909 | 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 | 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 | 2853853 | WEST TOWN BRANCH | 3820 WASHINGTON ROAD | MARTINEZ | GA | 30907 | COLUMBIA | UNITED STATES | 261991 | 4 | 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, 2012

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 12/31/2012 | 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 12/31/2012. |
|---|---|

| (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 192,470 5.46% | N/A | N/A | N/A |
| John W. (J) Lee Augusta, GA USA | USA | Common Stock 176,723 5.01% | N/A | N/A | N/A |

Form FR Y-6
Georgia-Carolina Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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 | 1.58% | 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 | 0.11% | 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 | 2.16% | 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. President The Havilah Group, Inc. Sole & Managing Member PGF Resources, LLC President Phillip G. Farr, CPA, P.C. Thomson, GA | 0.68% | 0% | n/a The Havilah Group, Inc. - 100% PGF Resources, LLC 100% |
| Thomas J Flournoy Evans, GA, USA | | Sr.VP/CFO | Sr. VP/ CFO First Bank of Georgia | n/a | 0.16% | 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 | 1.57% | 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 | 0.92% | 0% | T and T Associates, Inc. - 100% |
| George H. Inman Augusta, GA, USA | Retired | Vice-Chairman Director, BHC | None | None | 1.63% | 0% | None |

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 Georgia-Carolina Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

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) |
|--|---|--|--|---|---|---|---|
| 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 | 1.50% | 0% | Joesbury Insurance Agency, Inc. - 100% |
| Jefferson B.A. Knox Augusta, GA, USA | Charity, Investment Management | Director, BHC | Director, First Bank of Georgia | Executive Director The Knox Foundation Thomson, GA | 5.46% | 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 | 5.01% | 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 | 1.97% | 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 | 2.03% | 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 | 1.30% | 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 | 1.24% | 0% | The Wilson Company - 44.67% Wilson Ventures, Inc. - 100% |
| Benny M. Young Thomson, GA, USA | Homemaker | Director, BHC | Director, First Bank of Georgia | None | 1.64% | 0% | None |