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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

3306301

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.

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.

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.

Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I, William E. Smith
Name of the Bank Holding Company Director and Official
Chairman of the Board
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Georgia Trust Bancshares, Inc.
Legal Title of Bank Holding Company
2725 Mall of Georgia Boulevard
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Buford GA 30519
City State Zip Code

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.

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:
J. Dave DeVenny Sr. VP & CFO
Name Title
770-831-3777
Area Code / Phone Number / Extension
770-614-1945
Area Code / FAX Number
ddevenny@georgiatrustbank.com
E-mail Address
N/A
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
[Signature]
Date of Signature
3/27/12

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 _____
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 Bank Holding Companies

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

N/A

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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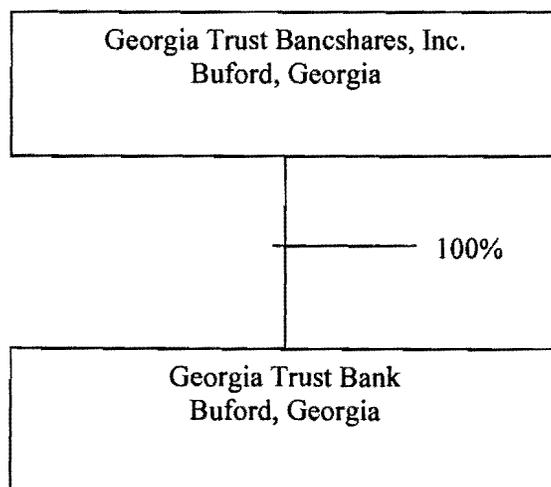
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**Georgia Trust Bancshares, Inc.
Buford, Georgia
RSSD: 3306301
Fiscal Year Ending December 31, 2011**

Report Item

1: The bank holding company is not registered with the SEC. An annual report to shareholders has not been prepared as of submission date. It will be sent under separate cover when available.

2a: Organizational Chart



2b: Domestic Branch Listing: No change.

Georgia Trust Bank
Buford Office – Main Office
Opened May 16, 2005
2725 Mall of Georgia Boulevard
Buford
Gwinnett County
GA 30519
Full service branch.

Kennesaw Office
Opened September 26, 2005
3415 George Busbee Parkway
Kennesaw
Cobb County
GA 30144
Full service branch.

3: (1) Shareholders that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting stock of the bank holding company as of the fiscal year end. – **See Schedule 3: Shareholders**

3:(2) Shareholders not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting stock of the bank holding company during the fiscal year for which the report is being filed. In addition, list each person or entity that held options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any class of voting stock. . – **None**

4: Insiders – **See Schedule 4**

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Georgia Trust Bancshares, Inc.

RSSD: 3306301

Buford, GA

Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/11

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Shares	
Ronald D. Adamson Alpharetta, GA	USA	100,000 50,000	6.17% Common Stock 2.52% Warrants on Common Stock
William E. Smith Duluth, GA	USA	86,500 50,000	5.34% Common Stock 2.52% Warrants on Common Stock
Michael E. Townsend Suwanee, GA	USA	55,000 50,000	3.40% Common Stock 2.52% Warrants on Common Stock

Shareholders 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 12/31/11: **None**

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Georgia Trust Bancshares, Inc.

RSSD: 3306301

Buford, GA

Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1) Names & Addresses (City) (State)	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of sub.)	(3)(c) Title & Position with other businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company (owned and/or controlled)	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Bryan Bell Gainesville, GA	N/A	Pres. & CEO	Pres. & CEO (Georgia Trust Bank)	N/A	0.00%	N/A	N/A
L. Myron Cantrell Kennesaw, GA	CPA	Director	Director (Georgia Trust Bank)	Managing Partner Cantrell & Associates, PC Partner C O Rentals LLC Owner C U Investments Partner BMD Investments Inc. Partner MSR Investments, Inc. Partner Pumpkinvine Partners LLC Partner Mutual Benefit Financial LLC	1.85%	N/A	50.00% Cantrell & Associates PC 50.00% C O Rentals LLC 100.00% C U Investments ██████████ 37.50% MSR Investments, Inc. ██████████ ██████████
J. Dave DeVenny Gainesville, GA	N/A	Sr. VP & CFO Board Secretary	Sr. VP & CFO (Georgia Trust Bank)	N/A	0.46%	N/A	N/A
Michael L. Jordan Braselton, GA	Auto Sales Watercraft Distributor	Director	Director (Georgia Trust Bank)	General Manager Mall of Georgia Ford Owner Dream Marine of Lake Lanier, Inc. Owner Metro Auto Group LLC Partner Smith Jordan Partnership LLC	3.09%	N/A	N/A 100% Dream Marine of Lake Lanier, Inc. 100% Metro Auto Group LLC 50% Smith Jordan Partnership LLC

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Georgia Trust Bancshares, Inc.

ISSD: 3306301

Buford, GA

Fiscal Year Ending December 31, 2011

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Charles D. Robinson Snellville, GA	Automotive Repair	Director	Director (Georgia Trust Bank)	Owner Snellville Auto Center LLC Owner Centerville Auto Center LLC Owner Loganville Auto Center LLC	3.09%	N/A	100% Snellville Auto Center LLC 100.00% Centerville Auto Center LLC 100.00% Loganville Auto Center LLC
William E. Smith Duluth, GA	Real Estate Management	Director & Chairman	Director & Chairman (Georgia Trust Bank)	Owner Westpart II LLC Owner Westpart LLC Partner Smith Jordan Partnership LLC Partner G & W Investments	5.34%	N/A	74.44% Westpart II LLC 74.42% Westpart LLC 50.00% Smith Jordan Partnership LLC 50.00% G & W Investments
James J. Tidwell Atlanta, GA	Automotive Sales	Director	Director (Georgia Trust Bank)	President/Partner Mike Bell Chevrolet Partner Liberty Chevrolet Partner Four Seasons Car Wash Partner Mill Creek Forrest Partners Partner Carrollton Reserve LLC Partner Jim Tidwell Properties LLLP Partner Tidwell Management LLC	3.09%	N/A	[REDACTED] 80.00% Liberty Chevrolet 50.00% Four Seasons Car Wash 33.00% Mill Creek Forrest Partners 30.00% Carrollton Reserve LLC [REDACTED] [REDACTED] [REDACTED]
Michael E. Townsend Suwanee, GA	CPA	Director & Vice Chairman	Director & Vice Chairman (Georgia Trust Bank)	Owner/President McMullan and Company CPAs Owner Monolith Maintenance & Mgt. Inc. Owner Dogwood Ventures, Inc. Partner Estate Management LLC	3.40%	N/A	100.00% McMullan and Company CPAs 100.00% Monolith Maintenance & Mgt. Inc. 100.00% Dogwood Ventures, Inc. 66.00% Estate Management LLC