

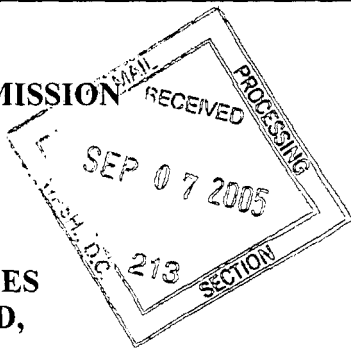
SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION
Failure to file notice in the appropriate states will not result in the federal exemption. Conversely, failure to file the appropriate notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



1338203

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
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FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
FGBC Bancshares, Inc. - Offering of Common Stock

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [] New Filing [] Amendment

PROCESSED
SEP 08 2005
THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
FGBC Bancshares, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
101 Main Street, Franklin, GA 30217 (770) 830-1233

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Bank holding company

W

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify):
- business trust
- limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0] [3] [0] [4] Actual Estimated
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [G] [A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOEE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Form D

Page 3 of 10
 (additional sheets necessary - marked as pages 3-A through 3-C)

Full Name (Last name first, if individual) Denney, Roy L.

Business or Residence Address (Number and Street, City, State, Zip Code) 132 West Club Drive, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Duke, Walter D.

Business or Residence Address (Number and Street, City, State, Zip Code) 300 North Lakeshore Drive, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Green, Wycbe T. (III)

Business or Residence Address (Number and Street, City, State, Zip Code) 143 Griffin Drive, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Hagan, Greg M.

Business or Residence Address (Number and Street, City, State, Zip Code) 208 Habersham Place, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Hamill, George B. (Jr.)

Business or Residence Address (Number and Street, City, State, Zip Code) 122 Brandywine Trail, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Harper, Terry L.

Business or Residence Address (Number and Street, City, State, Zip Code)

198 Goshen Church Road, Roopville, GA 30170

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Harrod, Emmett K.

Business or Residence Address (Number and Street, City, State, Zip Code)

24368 Highway 100, Roopville, GA 30170

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jones, John Robert (Jr.)

Business or Residence Address (Number and Street, City, State, Zip Code)

110 West Club Drive, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lindsey, Howard J.

Business or Residence Address (Number and Street, City, State, Zip Code)

1555 Hays Mill Road, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Martin, Teresa L.

Business or Residence Address (Number and Street, City, State, Zip Code)

3440 Heartstone Place, Douglasville, GA 30135

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) McDowell, Dennis H.

Business or Residence Address (Number and Street, City, State, Zip Code) 227 West Lake Shore Drive, Carrollton, GA 30117

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Newbern, Edward R.

Business or Residence Address (Number and Street, City, State, Zip Code) 1017 Baxter Road, Bremen, GA 30110

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Reed, Jackie L.

Business or Residence Address (Number and Street, City, State, Zip Code) 1392 Four Notch Road, Carrollton, GA 30116

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Sewell, Carl R. (Jr.)

Business or Residence Address (Number and Street, City, State, Zip Code) 510 Oakdale Drive, Bremen, GA 30110

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Apply:

Full Name (Last name first, if individual) Smith, Bart R.

Business or Residence Address (Number and Street, City, State, Zip Code) 975 Sandhill-Hulett Road, Villa Rica, GA 30180

Check Box(es) that

Promoter

Beneficial Owner

Executive Officer

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Smith, Gleamer L. (Jr.)

Business or Residence Address (Number and Street, City, State, Zip Code)

203 Stoney Point Cove, Carrollton, GA 30117

Apply:

Promoter

Beneficial Owner

Executive Officer

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Stewart, Robert L. (Jr.)

Business or Residence Address (Number and Street, City, State, Zip Code)

2010 Maple Street, Carrollton, GA 30117

Apply:

Promoter

Beneficial Owner

Executive Officer

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Apply:

Promoter

Beneficial Owner

Executive Officer

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Apply:

Promoter

Beneficial Owner

Executive Officer

Director

General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: [] Promoter [] Beneficial [] Executive [] Officer [] Director [] General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes [] No [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 12,500

3. Does the offering permit joint ownership of a single unit? Yes [] No [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)
 [] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WI] [WV] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)
 [] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WI] [WV] [WY] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Debt	Equity	Convertible Securities (including warrants)	Partnership Interests	Other (Specify)	Total
			[XX] Common [] Preferred			
Amount Already Sold	\$	\$	\$	\$	\$	\$
Aggregate Offering Price	\$40,000,000	\$	\$	\$	\$	\$40,000,000

2. Enter the number of accredited and non-accredited investors who
 Answer also in Appendix, Column 3, if filing under ULOE

have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	0	0
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering		
Rule 505		
Regulation A		
Rule 504		
Total		

Dollar Amount Sold

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$
Printing and Engraving Costs	[] \$
Legal Fees	[] \$
Accounting Fees	[] \$
Engineering Fees	[] \$
Sales Commissions (specify finders' fees separately)	[] \$
Other Expenses (identify)	[] \$
Total	[] \$

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to
Officers,
Payments
Directors, & To

\$39,970,000

Yes No
[] [] []

See Appendix, Column 5, for state response.

provisions of such rule?

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULO) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) RBC Bancshares, Inc.		Signature <i>[Signature]</i>		Date 8/30/05
Name of Signer (Print or Type) Teresa L. Martin		Title (Print or Type) CFO		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)	Yes	No	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	5
2	Type of security and aggregate offering price offered in state (Part C-Item 1)			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Type of investor and amount purchased in State (Part C-Item 2)	4
3									
CA									
AR									
AZ									
AK									
AL									
State									
Yes									
No									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002