

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.

I, Ken Vaughan

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.

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.

Signature of Holding Company Director and Official

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
 C.I.

9821441

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

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

BCB Holding Company, Inc.

Legal Title of Holding Company

P O Box 349

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

<u>Theodore</u>	<u>AL</u>	<u>36590</u>
City	State	Zip Code

6140 Airport Blvd Mobile AL 36608

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Janet Frazier Vice President & Cashier

Name Title

251-459-7969

Area Code / Phone Number / Extension

251-338-0783

Area Code / FAX Number

janet.frazier@mybaybank.com

E-mail Address

www.mybaybank.com

Address (URL) for the 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

FORM FR Y-6

BAY BANK

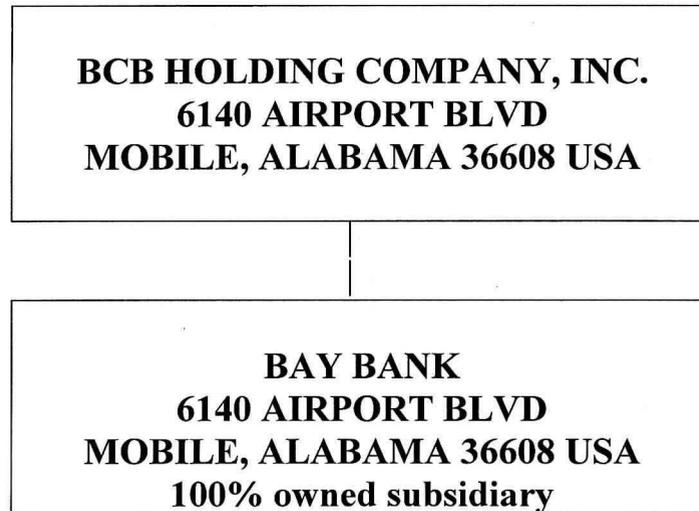
Mobile, Alabama

Fiscal Year Ending December 31, 2012

Report Item:

- 1.a. The Bank Holding Company is not required to file a Form 10K with the SEC.**
- 1.b. The Bank Holding Company does not prepare a conforming annual report for its shareholders. However, each shareholder is provided an audited financial report, management's discussion and analysis by the President and CEO and a proxy statement and material. Proxy statement and material will not be available until May 2012. All else enclosed.**

2. Organization Chart



- 3. All entities are incorporated in Alabama.**
- 4. There are three 5% shareholders – Enclosed.**
- 5. Directors and Officers – Enclosed.**

Results: A list of branches for your depository institution: BAY BANK (ID_RSSD: 2817677).
 This depository institution is held by BCB HOLDING COMPANY, INC. (2821441) of MOBILE, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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)	2817677	BAY BANK	6140 AIRPORT BOULEVARD	MOBILE	AL	36608	MOBILE	UNITED STATES	61934	0	BAY BANK	2817677	
OK		Full Service	2848680	DAUPHIN ISLAND BRANCH	640 LEMOYNE	DAUPHIN ISLAND	AL	36528	MOBILE	UNITED STATES	290841	1	BAY BANK	2817677	
OK		Full Service	3925113	BAYLEY'S CORNER BRANCH	10861 DAUPHIN ISLAND	THEODORE	AL	36582	MOBILE	UNITED STATES	Not Required	Not Required	BAY BANK	2817677	
OK		Full Service	3224937	OPERATIONS CENTER BRANCH	5808 HIGHWAY 90 WEST, SUITE F	THEODORE	AL	36582	MOBILE	UNITED STATES	511133	6	BAY BANK	2817677	

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December 31, 2012

Revised 5-3-13

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

Current Shareholders with ownership, control or holdings of 5% or more With power to vote as of 12/31/11.				Shareholders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/05.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Joe D. Dunnam Theodore, Alabama USA	USA	57,883	6.23%			
Lee A. Stassen Daphne, Alabama USA	USA	47,321	5.09%			
William H Robinson Mobile, Alabama USA	USA	81,230	8.74%			
				NONE		

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31-Dec-12

Report Item 4: Directors and Officers

(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.
Kenneth Dean Vaughan Mobile, Alabama USA	Banking	President and CEO	President & CEO Bay Bank	N/A	0.00%	N/A	None
W. Richard Campbell, Jr. Mobile, Alabama USA	Banking	Senior Vice President Senior Loan Officer	Senior Vice President Senior Loan Officer Bay Bank	N/A	0.00%	N/A	None
Janet E. Frazier Theodore Alabama USA	Banking	Vice President	Vice President Bay Bank	N/A	0.00%	N/A	None
Chris M. Roberts Mobile, AL USA	Banking	Vice President	Vice President Bay Bank	N/A	0.00%	N/A	None
James Robertson Mobile, AL USA	Banking	Vice President	Vice President Bay Bank	N/A	0.00%	N/A	None
Gayle W. Dunning Mobile, AL USA	Banking	Vice President	Vice President Bay Bank	N/A	0	N/A	None

Revised 5-3-13

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31-Dec-12

Report Item 4: Directors and Officers
(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
Joe Dan Dunnam Theodore Alabama USA	Retired	Director	Director Bay Bank	Retired	6.23%	N/A	Windsor Inc. 100%
John Gooding Watseka Illinois USA	Banking	Director	None	Vice President 1st National Bank of Gilman	3.01%	N/A	None
Jack V. Greer, Jr. Theodore Alabama USA	Grocery Stores	Director	Director Bay Bank	Vice President Autry Greer & Sons, Inc.	1.64%	N/A	Greer Realty LLC 25%