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APR 16 2012

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

2821441

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, Greg Faison

Name of the Bank Holding Company Director and Official  
President & CEO

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
BCB Holding Company, Inc.

Legal Title of Bank Holding Company  
P O Box 851269

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

Mobile AL 36608  
City State Zip Code

6140 Airport Blvd. Mobile AL 36608

Physical location (if different from mailing address)

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.

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:

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 Bank Holding Company's web page

Signature of Bank Holding Company Director and Official  
March 30, 2012

Date of Signature

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

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Legal Title of Subsidiary Bank Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

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**FORM FR Y-6**

**BAY BANK**

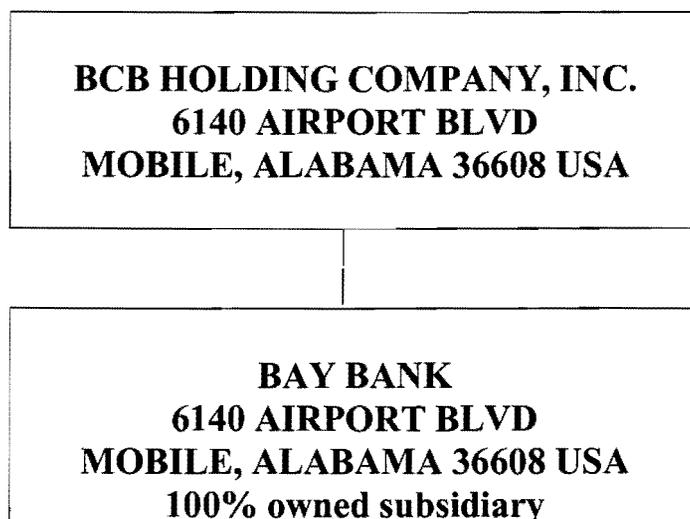
**Mobile, Alabama**

**Fiscal Year Ending December 31, 2011**

**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. There are two 5% shareholders – Enclosed.**
- 4. Directors and Officers – Enclosed.**

**Form FR Y-6**  
December 31, 2011

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	5.38%			
Lee A. Stassen Daphne, Alabama USA	USA	47,321	5.09%			
				<b>NONE</b>		

**Form FR Y-6**

31-Dec-11

**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.
Jeffrey P Adams Mobile Alabama USA	Financial Advisor	Director	Director Bay Bank	President Jeffrey P Adams & Associates, Inc.	2.27%	N/A	Jeffrey P Adams & Associates, Inc. 100%
Joe Dan Dunnam Theodore Alabama USA	Retired	Director	Director Bay Bank	Retired	5.38%	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%

**Form FR Y-6**

31-Dec-11

**Report Item 4: Directors and Officers**

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

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Warren A. Hanson Watseka Illinois USA	Banking	Director	Director Bay Bank	Retired Banker	3.66%	N/A	None
Donald Lee Mohar Chesterton Indiana USA	Retired	Director	Director Bay Bank	Retired	2.65%	N/A	None
J. Farrell Morris Mobile Alabama USA	Insurance Agent	Director	Director Bay Bank	Sole Member/Owner Morris Insurance Agency	4.73%	N/A	Morris Insurance Agency LLC 100%
Louie C. Wilson Mobile Alabama USA	Retired Physician	Chairman	Chairman Bay Bank	Retired Physician	3.70%	N/A	None
Lee A. Stassen Daphne, AL USA	Retired	Director	Director Bay Bank	Retired	5.09%	N/A	None

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31-Dec-11

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.
Greg Faison Mobile, Alabama USA	Banking	President and CEO	President & CEO Bay Bank	N/A	1.35%	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
Casey Graham Daphne, Alabama USA	Banking	Vice President	Vice President/CFO 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, Alabama USA	Banking	Vice President	Vice President Bay Bank	N/A	0.00%	N/A	None
James T. Robertson Mobile, Alabama USA	Banking	Vice President	Vice President Bay Bank	N/A	0.00%	N/A	None