

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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

1. Gracie Vickery
 Name of the Bank Holding Company Director and Official
CEO
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Baldwin Bancshares, Inc.
 Legal Title of Bank Holding Company
P. O. Box 1270
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Foley AL 36536
 City State Zip Code
1207 N McKenzie Street 36535
 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.

Person to whom questions about this report should be directed:
Charles H. Sherer, Jr. CPA
 Name Title
205-326-0402
 Area Code / Phone Number / Extension
205-326-3384
 Area Code / FAX Number
csherer@msdudley.com
 E-mail 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.

Address (URL) for the Bank Holding Company's web page

Gracie C. Vickery
 Signature of Bank Holding Company Director and Official
2/12 on 4/18/12 (corrected sig. page)
 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

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 Federal Reserve Bank Use Only
 RSSD ID _____
 C.I. _____

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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

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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):
12/31/2011
Month / Day / Year

1. Gracie Vickery, Senior Vice President

First Baldwin Bancshares, Inc.

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

P. O. Box 1270

Title of the Bank Holding Company Director and Official

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

Foley, Alabama 36536

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.

City State Zip Code

1207 N. McKenzie Street 36535

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:

Charles H. Sherer, Jr., CPA

Name Title

205-326-0402

Area Code / Phone Number / Extension

205-326-3384

Area Code / FAX Number

csherer@msdudley.com

E-mail Address

Signature of Bank Holding Company Director and Official

Address (URL) for the Bank Holding Company's web page

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.

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

NOT APPLICABLE

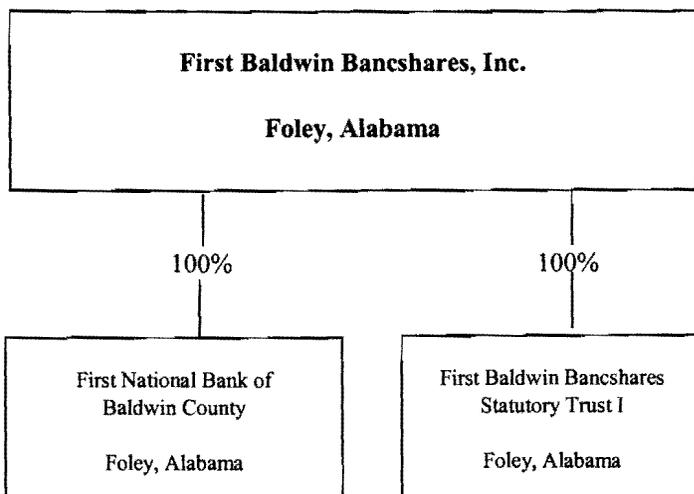
Form FR Y-6

**First Baldwin Bancshares, Inc.
Foley, Alabama
Fiscal Year Ending December 31, 2011**

Report Item

1: The annual report is included.

2a: Organizational Chart



2b: Submitted via email on 3/21/2012.

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)(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		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & % of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & % of Each Class of Voting Securities
Robert C. Sansing Pensacola, FL, USA	USA	143,743 - 8.72% Common	Richard R. McAlpin Pensacola, FL, USA	USA	57,256 - 3.47% Common
Rodney A. Pilot Mobile, Alabama USA	USA	148,099 - 8.98% Common			

Form FR Y- 6
December 31, 2011

Report Item 4: Directors & Officers

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

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships if 25% or more of voting securities are held (list companies & % of voting securities held)
Vincent A.Boothe Fairhope, AL, USA	Contractor	Director	Director Chairman of the Board	CEO Jim Boothe Contracting & Supply Co., Inc. Daphne, AL	2.18%	None	Jim Boothe Contracting & Supply Co., Inc - 95%
John Coleman Bryars Bay Minette, AL, USA	Abstractor	Director	Director	President/Owner Alabama Land Title, Company, Inc. Bay Minette, AL	1.72%	None	Alabama Land Title Company, Inc. - 50% Crazy Diamond, LLC - 100% Warehouse, LLC - 100% Crazy Idea LLC - 50% Triple Tail LLC - 98%
Matthew W. Dumey Pensacola, FL, USA	Real Estate Broker	Director	Director	Director Bank of Pensacola Pensacola, FL President Dumey Properties, Inc. Pensacola, FL Manager Silver Stroud, LLC Pensacola, FL Manager Cordova Associates, LLC Pensacola, FL	3.76%	None	Dumey Properties, Inc. - 100% Coronado Ventures LLC - 65% Silver Stroud, LLC - 25%
Eleanor K. Flowers Cantoment, FL, USA	Realtor	Director	Director	Secretary/Partner Remax Horizons Realty, Inc. Pensacola, FL	2.82%	None	Remax Horizons Realty, Inc. - 43%

Form FR Y- 6
December 31, 2011

Report Item 4: Directors & Officers

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

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships if 25% or more of voting securities are held (list companies & % of voting securities held)
Richard R. McAlpin Pensacola, FL, USA	Motel Owner	Director	Director	Director Bank of Pensacola Pensacola, FL	3.47%	None	Beach House LLC - 30% Thor Capital LLC - 100%
Hollis D. Meser Orange Beach, FL, USA	Real Estate Sales	Director	Director	Real Estate Sales Ono Realty, Inc. Orange Beach, AL Retired - Army Officer	2.28%	None	JHPW, LLC - 25% (Wife also owns 25%)
Gerald E Redmon Bay Minette, AL, USA	Construction	Director	Director	Director JHPW, LLC Gulf Shores, AL President Bayshore Construction Co., Inc Bay Minette, AL	3.52%	None	Owner Bayshore Construction Co.
Donald P. Robinson Bay Minette, AL, USA	Retired	Chairman	Director	Chairman Superior Petroleum Services Saraland, AL Chairman Cmi Solutions, Inc. Charlotte, NC Partner D&B, LLC Bay Minette, AL Partner Catawba Land LLC Bay Minette, AL	3.80%	None	Superior Petroleum Service, Inc. - 45% Cmi Solutions, Inc. - 42.5%
Robert C.Sansing Pensacola, FL, USA	Owner Automobile Dealership	Director	Director	President: Sandy Sansing Chevrolet Sandy Sansing Nissan Holding, Inv. Southern Chevrolet-Olds	8.72%	None	Sandy Sansing Chevrolet - 90% Sandy Sansing Nissan Holding - 90% Southern Chevrolet - 77%

Form FR Y-6
December 31, 2011

Report Item 4: Directors & Officers

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

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships if 25% or more of voting securities are held (list companies & % of voting securities held)
				Sandy Sansing Imports Holding, Inc.			Sandy Sansing Imports Holding - 100%
				Sandy Sansing Cars dba Sandy Sansing Mazda			Sandy Sansing Cars Holdings, Inc. Sansing Mazda - 72%
				Sandy Sansing Chrysler Holdings			
				Colony House Ventures, Inc.			Colony House Ventures - 100%
				H&D Ventures			H&D Ventures - 60%
				Heartbeat of Pensacola, Inc.			Heartbeat of Pensacola - 100%
				RCS Properties of Alabama			RCS Properties of Alabama - 100%
				RCS Properties & Designs of Pensacola II, Inc.			RCS Properties & Designs of Pensacola II - 100%
				Sandy Sansing of Santa Rosa			Sandy Sansing of Santa Rosa - 100%
				Sansing Family Partnership, LLC			Sansing Family Partnership - 100%
				Sansing Foundation, Inc.			Sansing Foundation - 100%
				Fairhope LLC			Fairhope LLC - 100%
				Nice Cars, Inc.			Nice Cars, Inc. - 70% SGM Partners, Inc. - 33%
				President Security First Warranty Corp. Pensacola, FL			
David P. Shepherd Fairhope, AL, USA	Attorney	Director	Director	David P. Shepherd Attorney at Law	3.42%	None	None
W. Wade Neth Robertsdale, AL USA		Director President CEO	Director President CEO		0.04	None	None