Association	Bay Bank, FSB
Docket Number	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Officers' and Directors' Certification

For the Thrift Financial Report as of March 31, 2011

The Thrift Financial Report is required by OTS regulation 12 CFR 563.180 to be filed by all savings associations as defined in 12 CFR 561.43. OTS regulation 12 CFR 563.180(b) requires that no false or misleading statements or omission shall knowingly be made in financial reports filed with OTS. This certification is required under 12 U.S.C. 1817(a)(3).

The Statements of Condition and Operations (including all supporting schedules) must be signed by an authorized officer of the reporting savings association. The Statements of Condition and Operations are to be prepared in accordance with Office of Thrift Supervision instructions.

This certification form must be retained in the file of the reporting savings association and be available for inspection by OTS.

I, _____, of the
Name and Title of Officer Authorized to Sign Report

named savings association do hereby declare that these Statements of Condition and Operations (including the supporting schedules) have been prepared in conformance with the instructions issued by the Office of Thrift Supervision and are true to the best of my knowledge and belief.

We the undersigned directors, attest to the correctness of this Statement of Condition (including the supporting schedules) and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the Office of Thrift Supervision and is true and correct.

SIGNATURES MAINTAINED IN FILES AT BAY BANK,FSB

Director

Signature of Officer Authorized to Sign Report

Director

Date of Signature

Director

TFR Original Transmission Status:	Submitted on May/02/2011 01:02 PM
TFR Acknowledgement Status:	Acknowledged by OTS on May/02/2011 01:02 PM

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule NS - Optional Narrative Statement

Filing Status : Original Submitted on May/02/2011 01:02 PM

OPTIONAL NARRATIVE STATEMENT

The management of the reporting savings association may, if it wishes, submit a brief narrative statement on the amounts reported in the TFR or other pertinent information about your association that affects this report, such as mergers and other structural changes. This optional statement will be made available to the public, along with other public portions of the TFR. If you choose to submit a narrative statement, you should ensure that it does not contain the names or other identification of individual customers, references to confidential (nonpublic) data items of the TFR, or any other information that you are not willing to have made public or that would compromise the privacy of your customers.

This statement should not exceed 750 characters, including punctuation and spacing. Any information in excess of 750 characters will be truncated.

All information in this narrative statement must be accurate and not misleading. You should print a copy of this statement and keep it with the TFR for your records. If subsequent to the original submission, you choose to delete a narrative statement previously submitted, you may check "No" to the question below (NS100) and submit an amended report in accordance with the TFR instructions. Your original statement will be deleted from all future public releases of data. However, you should refer to the General Instructions in the TFR Instruction Manual to assure that your amendment is filed timely.

The optional narrative statement will appear in OTS records and in releases to the public exactly as submitted (or amended) by you. The statement will not be edited or screened in any way by OTS for accuracy or relevance. Disclosure of the statement shall not signify that OTS has verified or confirmed the accuracy of the information contained therein.

		YES | NO
Have you included a narrative statement?	NS100	NO

Narrative Statement Made by Savings Association Management NS110

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SC - Consolidated Statement of Condition

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

ASSETS	Lines	Bil | Mil | Thou
Cash, Deposits and Investment Securities: Total	**SC11**	**22,340**
Cash and Non-Interest-Earning Deposits	SC110	1,488
Interest-Earning Deposits in FHLBs	SC112	401
Other Interest-Earning Deposits	SC118	17,980
Federal Funds Sold and Securities Purchased Under Agreements to Resell	SC125	2,470
U.S. Government, Agency, and Sponsored Enterprise Securities	SC130	0
Equity Securities Carried at Fair Value	SC140	0
State and Municipal Obligations	SC180	0
Securities Backed by Nonmortage Loans	SC182	0
Other Investment Securities	SC185	0
Accrued Interest Receivable	SC191	1
Mortgage-Backed Securities: Total	**SC22**	**18,148**
Pass-Through:		
Insured or Guaranteed by an Agency or Sponsored Enterprise of the U.S.	SC210	18,091
Other Pass-Through	SC215	0
Other Mortgage-Backed Securities (Excluding Bonds):		
Issued or Guaranteed by FNMA, FHLMC, or GNMA	SC217	0
Collateralized by Mortgage-Backed Securities Issued or Guaranteed by FNMA, FHLMC, or GNMA	SC219	0
Other	SC222	0
Accrued Interest Receivable	SC228	57
Mortgage Loans: Total	**SC26**	**64,085**
Construction Loans on:		
1-4 Dwelling Units	SC230	3,157
Multifamily (5 or More) Dwelling Units	SC235	80
Nonresidential Property	SC240	3,483
Permanent Mortgages on:		
1-4 Dwelling Units:		
Revolving, Open-End Loans	SC251	14,624
All Other:		
Secured by First Liens	SC254	12,894
Secured by Junior Liens	SC255	5,402
MultiFamily (5 or More) Dwelling Units	SC256	1,550
Nonresidential Property (Except Land)	SC260	17,230
Land	SC265	5,587
Accrued Interest Receivable	SC272	209
Advances for Taxes and Insurance	SC275	0
Allowance for Loan and Lease Losses	*SC283*	131

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SC - Consolidated Statement of Condition

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

		Lines	Bil | Mil | Thou
Nonmortgage Loans:	**Total**	**SC31**	**20,262**
Commercial Loans:	**Total**	**SC32**	**19,639**
Secured		SC300	17,665
Unsecured		SC303	1,974
Credit Card Loans Outstanding-Business		SC304	0
Lease Receivables		SC306	0
Consumer Loans:	**Total**	**SC35**	**567**
Loans on Deposits		SC310	0
Home Improvement Loans (Not secured by real estate)		SC316	0
Education Loans		SC320	0
Auto Loans		SC323	29
Mobile Home Loans		SC326	0
Credit Cards		SC328	0
Other, Including Lease Receivables		SC330	538
Accrued Interest Receivable		SC348	99
Allowance for Loan and Lease Losses		*SC357*	43
Repossessed Assets:	**Total**	**SC40**	**2,234**
Real Estate:			
Construction		SC405	531
1-4 Dwelling Units		SC415	1,039
Multifamily (5 or More) Dwelling Units		SC425	177
Nonresidential (Except Land)		SC426	247
Land		SC428	240
U.S. Government-Guaranteed or -Insured Real Estate Owned		SC429	0
Other Repossessed Assets		SC430	0
General Valuation Allowances		*SC441*	0
Real Estate Held for Investment		**SC45**	0
Equity Investments Not Carried at Fair Value:	**Total**	**SC51**	**553**
Federal Home Loan Bank Stock		SC510	488
Other		SC540	65
Office Premises and Equipment		**SC55**	185

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SC - Consolidated Statement of Condition

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Other Assets: Total	**SC59**	**707**
Bank-Owned Life Insurance:		
Key Person Life Insurance	SC615	0
Other	SC625	0
Intangible Assets:		
Servicing Assets on:		
Mortgage Loans	SC642	0
Nonmortgage Loans	SC644	0
Goodwill and Other Intangible Assets	SC660	363
Interest-Only Strip Receivables and Certain Other Instruments	SC665	0
Other Assets	SC689	344

Memo: Detail of Other Assets

	Code		Amount
SC691	07	SC692	176
SC693	14	SC694	120
SC697	99	SC698	29

General Valuation Allowances	*SC699*	0
Total Assets	**SC60**	**128,514**

LIABILITIES

Deposits and Escrows: Total	**SC71**	**98,820**
Deposits	SC710	98,798
Escrows	SC712	22
Unamortized Yield Adjustments on Deposits and Escrows	SC715	0
Borrowings: Total	**SC72**	**0**
Advances from FHLBank	SC720	0
Federal Funds Purchased and Securities Sold Under Agreements to Repurchase	SC730	0
Subordinated Debentures (Including Mandatory Convertible Securities and Limited-Life Preferred Stock)	SC736	0
Mortgage Collateralized Securities Issued:		
CMOs (including REMICs)	SC740	0
Other Borrowings	SC760	0

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SC - Consolidated Statement of Condition

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Other Liabilities: Total	**SC75**	**1,400**
Accrued Interest Payable - Deposits	SC763	66
Accrued Interest Payable - Other	SC766	0
Accrued Taxes	SC776	0
Accounts Payable	SC780	306
Deferred Income Taxes	SC790	932
Other Liabilities and Deferred Income	SC796	96

Memo: Detail of Other Liabilities

	Code		Amount
SC791	99	SC792	88
SC794	17	SC795	8
SC797	0	SC798	0

Total Liabilities	**SC70**	**100,220**

EQUITY CAPITAL

Perpetual Preferred Stock:		
Cumulative	SC812	0
Noncumulative	SC814	0
Common Stock:		
Par Value	SC820	2,400
Paid in Excess of Par	SC830	21,600
Accumulated Other Comprehensive Income: Total	**SC86**	**5**
Accumulated Gains (Losses) on Certain Securities	SC860	5
Accumulated Gains (Losses) on Cash Flow Hedges	SC865	0
Other	SC870	0
Retained Earnings	SC880	4,289
Other Components of Equity Capital	SC891	0
Total Savings Association Equity Capital	**SC80**	**28,294**
Noncontrolling Interests in Consolidated Subsidiaries	**SC800**	**0**
Total Equity Capital	**SC84**	**28,294**
Total Liabilities and Equity Capital	**SC90**	**128,514**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SO - Consolidated Statement of Operations

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Interest Income: Total	**SO11**	**2,508**
Deposits and Investment Securities	SO115	11
Mortgage-Backed Securities	SO125	71
Mortgage Loans	SO141	1,978
Prepayment Fees, Late Fees, and Assumption Fees for Mortgage Loans	SO142	12
Nonmortgage Loans:		
Commercial Loans and Leases	SO160	393
Prepayment Fees, Late Fees, and Assumption Fees for Commercial Loans	SO162	15
Consumer Loans and Leases	SO171	28
Prepayment Fees, Late Fees, and Assumption Fees for Consumer Loans	SO172	0
Dividend Income on Equity Investments Not Carried at Fair Value: Total	**SO18**	**1**
Federal Home Loan Bank Stock	SO181	1
Other	SO185	0
Interest Expense: Total	**SO21**	**179**
Deposits	SO215	179
Escrows	SO225	0
Advances from FHLBank	SO230	0
Subordinated Debentures (Including Mandatory Convertible Securities)	SO240	0
Mortgage Collateralized Securities Issued	SO250	0
Other Borrowed Money	SO260	0
Capitalized Interest	*SO271*	0
Net Interest Income (Expense) Before Provision for Losses on Interest-Bearing Assets	**SO312**	**2,330**
Net Provision for Losses on Interest-Bearing Assets	*SO321*	338
Net Interest Income (Expense) After Provision for Losses on Interest-Bearing Assets	**SO332**	**1,992**
Noninterest Income: Total	**SO42**	**560**
Mortgage Loan Servicing Fees	SO410	0
Amortization of and Fair Value Adjustments to Loan Servicing Assets and Loan Servicing Liabilities	SO411	0
Other Fees and Charges	SO420	26
Service Charges on Deposit Accounts	SO422	10
Net Income (Loss) from:		
Sale of Available-for-Sale Securities	SO430	0
Sale of Loans and Leases Held for Sale	SO431	0
Sale of Other Assets Held for Sale	SO432	0
Other-than-Temporary Impairment Charges on Debt and Equity Securities	SO441	0
Operations and Sale of Repossessed Assets	SO461	170
LOCOM Adjustments Made to Assets Held for Sale	SO465	0
Sale of Securities Held-to-Maturity	SO467	0
Sale of Loans Held for Investment	SO475	315

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SO - Consolidated Statement of Operations

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	For the Quarter	
	Lines	Bil | Mil | Thou
Sale of Other Assets Held for Investment	SO477	1
Gains and Losses on Financial Assets and Liabilities Carried at Fair Value	SO485	0
Other Noninterest Income	SO488	48

Memo: Detail of Other Noninterest Income

	Code		Amount
SO489	99	SO492	48
SO495	00	SO496	0
SO497	00	SO498	0

(Report in Thousands of Dollars)

	For the Quarter	
	Lines	Bil | Mil | Thou
Noninterest Expense: **Total**	**SO51**	**1,661**
All Personnel Compensation and Expense	SO510	884
Legal Expense	SO520	70
Office Occupancy and Equipment Expense	SO530	236
Marketing and Other Professional Services	SO540	269
Loan Servicing Fees	SO550	0
Goodwill and Other Intangible Expense	SO560	42
Net Provision for Losses on Non-Interest-Bearing Assets	SO570	0
Other Noninterest Expense	SO580	160

Memo: Detail of Other Noninterest Expense

	Code		Amount
SO581	01	SO582	48
SO583	08	SO584	18
SO585	02	SO586	13

Income (Loss) Before Income Taxes	**SO60**	**891**
Income Taxes: **Total**	**SO71**	**367**
Federal	SO710	290
State, Local, and Other	SO720	77
Income (Loss) Before Extraordinary Items	**SO81**	**524**
Extraordinary Items, Net of Tax Effect	SO811	0
Net Income (Loss) Attributable to Savings Association and Noncontrolling Interests	**SO88**	**524**
Net Income (Loss) Attributable to Noncontrolling Interests	**SO880**	0
Net Income (Loss) Attributable to Savings Association	**SO91**	**524**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule VA - Consolidated Valuation Allowances and Related Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

Reconciliation

(Report in Thousands of Dollars For the Quarter)

	Valuation Allowances					
	General		Specific		Total	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Beginning Balance	**VA105**	**174**	**VA108**	**510**	**VA110**	**684**
Add or Deduct:						
Net Provision for Loss	VA115	0	VA118	**338**	**VA120**	**338**
Transfers	VA125	0	VA128	**0**		
Add:						
Recoveries	VA135	**0**			**VA140**	**0**
Adjustments	VA145	0	VA148	0	**VA150**	**0**
Deduct:						
Charge-offs	*VA155*	**0**	*VA158*	233	***VA160***	**233**
Ending Balance	**VA165**	**174**	**VA168**	**615**	**VA170**	**789**

Charge-offs, Recoveries, and Specific Valuation Allowance Activity

	General Valuation Allowances				Specific Valuation Allowance Provisions & Transfers from General Allowances		Adjusted Net Charge-offs	
	Charge-Offs (VA155)		Recoveries (VA135)		(VA118 + VA128)			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Mortgage Loans: Total	**VA46**	**0**	**VA47**	**0**	**VA48**	**288**	**VA49**	**288**
Construction:								
1-4 Dwelling Units	VA420	0	VA421	0	VA422	(1)	**VA425**	**(1)**
Multifamily (5+) Dwelling Units	VA430	0	VA431	0	VA432	0	**VA435**	**0**
Nonresidential Property	VA440	0	VA441	0	VA442	(3)	**VA445**	**(3)**
Permanent:								
1-4 Dwelling Units:								
Revolving, Open-End Loans	VA446	0	VA447	0	VA448	199	**VA449**	**199**
All Other:								
Secured by First Liens	VA456	0	VA457	0	VA458	56	**VA459**	**56**
Secured by Junior Liens	VA466	0	VA467	0	VA468	(42)	**VA469**	**(42)**
Multifamily (5+) Dwelling Units	VA470	0	VA471	0	VA472	0	**VA475**	**0**
Nonresidential Property (Except Land)	VA480	0	VA481	0	VA482	(12)	**VA485**	**(12)**
Land	VA490	0	VA491	0	VA492	91	**VA495**	**91**

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Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule VA - Consolidated Valuation Allowances and Related Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars For the Quarter)

	General Valuation Allowances				Specific Valuation Allowance Provisions & Transfers from			
	Charge-Offs (VA155)		Recoveries (VA135)		General Allowances (VA118 + VA128)		Adjusted Net Charge-offs	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Nonmortgage Loans: Total	**VA56**	**0**	**VA57**	**0**	**VA58**	**50**	**VA59**	**50**
Commercial Loans	VA520	0	VA521	0	VA522	50	**VA525**	**50**
Consumer Loans:								
Loans on Deposits	VA510	0	VA511	0	VA512	0	**VA515**	**0**
Home Improvement Loans	VA516	0	VA517	0	VA518	0	**VA519**	**0**
Education Loans	VA530	0	VA531	0	VA532	0	**VA535**	**0**
Auto Loans	VA540	0	VA541	0	VA542	0	**VA545**	**0**
Mobile Home Loans	VA550	0	VA551	0	VA552	0	**VA555**	**0**
Credit Cards	VA556	0	VA557	0	VA558	0	**VA559**	**0**
Other	VA560	0	VA561	0	VA562	0	**VA565**	**0**
Repossessed Assets:Total	**VA60**	**0**			**VA62**	**0**	**VA65**	**0**
Real Estate:								
Construction	VA605	0			VA606	0	**VA607**	**0**
1-4 Dwelling Units	VA613	0			VA614	0	**VA615**	**0**
Multifamily (5+) Dwelling Units	VA616	0			VA617	0	**VA618**	**0**
Nonresidential (Except Land)	VA625	0			VA626	0	**VA627**	**0**
Land	VA628	0			VA629	0	**VA631**	**0**
Other Repossessed Assets	VA630	0			VA632	0	**VA633**	**0**
Real Estate Held For Investment					**VA72**	0	**VA75**	**0**
Equity Investments Not Carried at Fair Value					**VA822**	0	**VA825**	**0**
Other Assets	**VA930**	0	**VA931**	0	**VA932**	0	**VA935**	**0**

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Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule VA - Consolidated Valuation Allowances and Related Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

OTHER ITEMS (Report in Thousands of Dollars)

Troubled Debt Restructured:	Lines	Bil | Mil | Thou
Amount this Quarter	VA940	0
Amount Included in Schedule SC in Compliance with Modified Terms	VA942	1,434
Construction, land development, and other land loans:		
1-4 family residential construction loans	VA211	95
Other construction loans and all land development and other land loans	VA212	80
Loans secured by 1-4 family residential properties	VA213	1,259
Loans secured by multifamily (5 or more) residential properties	VA214	0
Loans secured by nonfarm nonresidential properties:		
Loans secured by owner-occupied nonfarm nonresidential properties	VA215	0
Loans secured by other nonfarm nonresidential properties	VA216	0
Commercial and industrial loans	VA217	0
All other loans (include loans to individuals for household, family and other personal expeditures)	VA218	0
Itemize loan categories included in VA218 above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of VA211 - VA218):		
Loans secured by farmland	VA219	0
Loans to depository institutions and acceptances of other banks	VA221	0
Loans to individuals for household, family, and other personal expenditures:		
Credit cards	VA222	0
Automobile loans	VA223	0
Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	VA224	0
Loans to foreign governments and official institutions	VA225	0
Other loans *	VA226	0
Item VA227 is to be completed by: - Savings associations with $300 million or more in total assets, and - Savings associations with less than $300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) exceeding five percent of total loans		
Loans to finance agricultural production and other loans to farmers included in VA226 above	VA227	0

* Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule VA - Consolidated Valuation Allowances and Related Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Mortgage Loans Foreclosed During the Quarter: Total	VA95	**784**
Construction	VA951	0
Permanent Loans Secured By:		
1-4 Dwelling Units	VA952	360
Multifamily (5 or More) Dwelling Units	VA953	177
Nonresidential (Except Land)	VA954	247
Land	VA955	0
Classification of Assets:		
End of Quarter Balances:		
Special Mention	VA960	2,246
Substandard	VA965	14,852
Doubtful	VA970	574
Loss	VA975	0
Credit Card Charge-Offs Related to Accrued Interest	VA979	0
Purchased Credit-Impaired Loans:		
Outstanding Balance (Contractual)	VA980	31,014
Recorded Investment (Carrying Amount Before Deducting Any Loan Loss Allowances)	VA981	20,885
Allowance Amount Included in Allowance for Loan and Lease Losses (SC283, SC357)	VA985	0

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Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule PD - Consolidated Past Due and Nonaccrual

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	PAST DUE AND STILL ACCRUING				NONACCRUAL	
	30 - 89 DAYS		90 DAYS OR MORE			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Mortgage Loans:						
Construction	PD115	0	PD215	0	PD315	0
Permanent, Secured by:						
1-4 Dwelling Units:						
Revolving, Open-End Loans	PD121	180	PD221	0	PD321	366
All Other:						
Secured by First Liens	PD123	96	PD223	0	PD323	14
Secured by Junior Liens	PD124	0	PD224	0	PD324	123
Multifamily (5+ Dwelling Units)	PD125	0	PD225	0	PD325	0
Nonresidential Property (Except Land)	PD135	76	PD235	0	PD335	0
Land	PD138	0	PD238	0	PD338	67
Nonmortgage Loans:						
Commercial Loans	PD140	0	PD240	0	PD340	0
Consumer Loans:						
Loans on Deposits	PD161	0	PD261	0	PD361	0
Home Improvement Loans	PD163	0	PD263	0	PD363	0
Education Loans	PD165	0	PD265	0	PD365	0
Auto Loans	PD167	0	PD267	0	PD367	0
Mobile Home Loans	PD169	0	PD269	0	PD369	0
Credit Cards	PD171	0	PD271	0	PD371	0
Other	PD180	0	PD280	0	PD380	0
Total	**PD10**	**352**	**PD20**	**0**	**PD30**	**570**

Troubled Debt Restructured:

Included in PD115-PD380	PD190	0	PD290	0	PD390	0
Construction, land development and other land loans:						
1-4 family residential construction loans	PD516	0	PD616	0	PD716	0
Other construction loans and all land development and other land loans	PD517	0	PD617	0	PD717	0
Loans secured by 1-4 family residential properties	PD519	0	PD619	0	PD719	0
Loans secured by multifamily (5 or more) residential properties	PD525	0	PD625	0	PD725	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule PD - Consolidated Past Due and Nonaccrual

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	PAST DUE AND STILL ACCRUING				NONACCRUAL	
	30 - 89 DAYS		90 DAYS OR MORE			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Secured by nonfarm nonresidential properties:						
Loans secured by owner-occupied nonfarm nonresidential properties	PD535	0	PD635	0	PD735	0
Loans secured by other nonfarm nonresidential properties	PD536	0	PD636	0	PD736	0
Commercial and industrial loans	PD537	0	PD637	0	PD737	0
All other loans (include loans to individuals for household, family, and other personal expeditures)	PD538	0	PD638	0	PD738	0
Itemize loan categories included in PD538-PD738 above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of PD516-PD738):						
Loans secured by farmland	PD539	0	PD639	0	PD739	0
Loans to depository institutions and acceptances of other banks	PD540	0	PD640	0	PD740	0
Loans to individuals for household, family, and other personal expeditures:						
Credit cards	PD542	0	PD642	0	PD742	0
Automobile loans	PD545	0	PD645	0	PD745	0
Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	PD560	0	PD660	0	PD760	0
Loans to foreign governments and official institutions	PD580	0	PD680	0	PD780	0
Other loans*	PD581	0	PD681	0	PD781	0

* Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule PD - Consolidated Past Due and Nonaccrual

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	PAST DUE AND STILL ACCRUING				NONACCRUAL	
	30 - 89 DAYS		90 DAYS OR MORE			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Items PD582-PD782 to be completed by: - Savings Associations with $300 million or more in total assets, and - Savings associations with less than $300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) exceeding five percent of total loans: Loans to finance agricultural production and other loans to farmers included in PD581-PD781 above	PD582	0	PD682	0	PD782	0

Memoranda:

Loans and Leases Reported in PD115-PD380 That Are Held for Sale	PD192	0	PD292	0	PD392	0
Loans and Leases Reported in PD115-PD380 That Are Wholly or Partially Guaranteed by the U.S. Government, Agency, or Sponsored Entity	PD195	0	PD295	0	PD395	0
Guaranteed Portion of Other Loans and Leases Included in PD195-PD395 (Exclude Rebooked "GNMA Loans")	PD196	0	PD296	0	PD396	0
Rebooked "GNMA Loans" Repurchased or Eligible for Repurchase Included in PD195-PD395	PD197	0	PD297	0	PD397	0

(Report in Thousands of Dollars)

Loans in Process of Foreclosure:	Lines	Bil | Mil | Thou
Construction Loans	PD415	0
1-4 Dwelling Units Secured by Revolving Open-End Loans	PD421	222
1-4 Dwelling Units Secured by First Liens	PD423	1,724
1-4 Dwelling Units Secured by Junior Liens	PD424	0
Multifamily (5 or More) Dwelling Units	PD425	0
Nonresidential Property (Except Land)	PD435	0
Land Loans	PD438	0
Total	**PD40**	**1,946**

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule PD - Consolidated Past Due and Nonaccrual

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	PAST DUE AND STILL ACCRUING				NONACCRUAL	
	30 - 89 DAYS		90 DAYS OR MORE			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Loans and leases reported in items PD115-PD380 above that are covered by Loss-Sharing Agreements with the FDIC:						
Loans secured by real estate:						
Construction, land development and other loans:						
1-4 family residential construction loans	PD816	0	PD916	0	PD1016	0
Other construction loans and all land development and other land loans	PD817	0	PD917	0	PD1017	0
Secured by farmland	PD818	0	PD918	0	PD1018	0
Secured by 1-4 family residential properties:						
Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	PD819	0	PD919	0	PD1019	0
Closed-end loans secured by 1-4 family residential properties:						
Secured by first liens	PD820	0	PD920	0	PD1020	0
Secured by junior liens	PD821	0	PD921	0	PD1021	0
Secured by multifamily (5 or More) residential properties	PD822	0	PD922	0	PD1022	0
Secured by nonfarm nonresidential properties:						
Loans secured by owner-occupied nonfarm nonresidential properties	PD823	0	PD923	0	PD1023	0
Loans secured by other nonfarm nonresidential properties	PD824	0	PD924	0	PD1024	0
Commercial and industrial loans	PD826	0	PD926	0	PD1026	0
Loans to individuals for household, family and other personal expenditures:						
Credit cards	PD827	0	PD927	0	PD1027	0
Automobile Loans	PD828	0	PD928	0	PD1028	0
Other consumer loans (includes single payment installment, all student loans, and revolving credit plans other than credit cards)	PD829	0	PD929	0	PD1029	0
All other loans and leases	PD830	0	PD930	0	PD1030	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule PD - Consolidated Past Due and Nonaccrual

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	PAST DUE AND STILL ACCRUING				NONACCRUAL	
	30 - 89 DAYS		90 DAYS OR MORE			
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Itemize the past due and nonaccrual amounts included in items PD830-PD1030 above for the loan and lease categories for which amounts were reports in items SI784 - SI787:						
Loans to depository institutions and acceptances of other banks	PD831	0	PD931	0	PD1031	0
Loans to foreign governments and official institutions	PD832	0	PD932	0	PD1032	0
Other loans (*)	PD833	0	PD933	0	PD1033	0
Lease financing receivables	PD834	0	PD934	0	PD1034	0
Items PD835-1035 to be completed by: Savings associations with $300 million or more in total assets						
Savings associations with less than $300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule SC) exceeding five percent of total loans						
Loans to finance agricultural production and other loans to farmers included in PD833-PD1033 above	PD835	0	PD935	0	PD1035	0
Portion of covered loans and leases in Items PD816 - PD1030 above protected by FDIC loss-sharing agreements	PD840	0	PD940	0	PD1040	0

* Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule LD - Loan Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

HIGH LOAN-TO-VALUE LOANS SECURED BY 1-4 AND MULTIFAMILY PROPERTIES, WITHOUT PMI OR GOVERNMENT GUARANTEE

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Balances at Quarter-end:		
90% up to 100% LTV: 1-4 Family	LD110	0
90% up to 100% LTV: Multifamily	LD111	0
100% and greater LTV: 1-4 Family	LD120	0
100% and greater LTV: Multifamily	LD121	0
Past Due and Nonaccrual Balances:		
Past Due and Still Accruing:		
30-89 Days:		
90% up to 100% LTV: 1-4 Family	LD210	0
90% up to 100% LTV: Multifamily	LD211	0
100% and greater LTV: 1-4 Family	LD220	0
100% and greater LTV: Multifamily	LD221	0
90 Days or More:		
90% up to 100% LTV: 1-4 Family	LD230	0
90% up to 100% LTV: Multifamily	LD231	0
100% and greater LTV: 1-4 Family	LD240	0
100% and greater LTV: Multifamily	LD241	0
Nonaccrual:		
90% up to 100% LTV: 1-4 Family	LD250	0
90% up to 100% LTV: Multifamily	LD251	0
100% and greater LTV: 1-4 Family	LD260	0
100% and greater LTV: Multifamily	LD261	0
Charge-offs and Recoveries:		
Net Charge-offs (including Specific Valuation Allowance Provisions & Transfers From General to Specific Allowances):		
90% up to 100% LTV: 1-4 Family	LD310	0
90% up to 100% LTV: Multifamily	LD311	0
100% and greater LTV: 1-4 Family	LD320	0
100% and greater LTV: Multifamily	LD321	0
Purchases:		
90% up to 100% LTV: 1-4 Family	LD410	0
90% up to 100% LTV: Multifamily	LD411	0
100% and greater LTV: 1-4 Family	LD420	0
100% and greater LTV: Multifamily	LD421	0
Originations:		
90% up to 100% LTV: 1-4 Family	LD430	0
90% up to 100% LTV: Multifamily	LD431	0
100% and greater LTV: 1-4 Family	LD440	0
100% and greater LTV: Multifamily	LD441	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule LD - Loan Data

Filing Status : Original Submitted on May/02/2011 01:02 PM

Sales:

90% up to 100% LTV: 1-4 Family	LD450	0
90% up to 100% LTV: Multifamily	LD451	0
100% and greater LTV: 1-4 Family	LD460	0
100% and greater LTV: Multifamily	LD461	0

SUPPLEMENTAL LOAN DATA FOR ALL LOANS

1-4 Dwelling Units Construction-to-Permanent Loans	LD510	79
Owner-Occupied Multifamily Permanent Loans	LD520	0
Owner-Occupied Nonresidential Property (Except Land) Permanent Loans	LD530	11,164
1-4 Dwelling Units Option ARM Loans	LD610	0
1-4 Dwelling Units ARM Loans with Negative Amortization	LD620	0
Total Capitalized Negative Amortization	LD650	0

CONSTRUCTION LOANS WITH CAPITALIZED INTEREST

Construction Loans on 1-4 Dwelling Units with Capitalized Interest	LD710	0
Capitalized Interest on Construction Loans on 1-4 Dwelling Units Included in Current Quarter Income	LD715	0
Construction Loans on Multifamily (5 or More) Dwelling Units with Capitalized Interest	LD720	0
Capitalized Interest on Multifamily (5 or More) Dwelling Units Included in Current Quarter Income	LD725	0
Construction Loans on Nonresidential Property (Except Land) with Capitalized Interest	LD730	0
Capitalized Interest on Construction Loans on Nonresidential Property (Except Land) Included in Current Quarter Income	LD735	0

COLLATERALIZED DEBT OBLIGATIONS, COLLATERALIZED LOAN OBLIGATIONS, AND COMMERCIAL MORTGAGE-BACKED SECURITIES

Collateralized Debt Obligations: Carrying Value	LD750	0
Collateralized Debt Obligations: Market Value	LD755	0
Collateralized Loan Obligations: Carrying Value	LD760	0
Collateralized Loan Obligations: Market Value	LD765	0
Commercial Mortgage-Backed Securities: Carrying Value	LD770	0
Commercial Mortgage-Backed Securities: Market Value	LD775	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule CC - Consolidated Commitments and Contingencies

Filing Status : Original Submitted on May/02/2011 01:02 PM

Commitments Outstanding: (Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Undisbursed Balance of Loans Closed (Loans-in-Process Excluding Lines of Credit):		
Mortgage Construction Loans	CC105	308
Other Mortgage Loans	CC115	0
Nonmortgage Loans	CC125	0
To Originate Mortgages Secured by:		
1-4 Dwelling Units	CC280	0
Multifamily (5 or More) Dwelling Units	CC290	0
All Other Real Estate	CC300	0
To Originate Nonmortgage Loans	CC310	0
To Purchase Loans	CC320	0
To Sell Loans	CC330	0
To Purchase Mortgage-Backed Securities	CC335	0
To Sell Mortgage-Backed Securities	CC355	0
To Purchase Investment Securities	CC365	0
To Sell Investment Securities	CC375	0

Lines and Letters of Credit:

Unused Lines of Credit:		
Revolving, Open-End Loans on 1-4 Dwelling Units	CC412	9,556
Commercial Lines	CC420	14,634
Open-End Lines:		
Credit Cards-Consumer	CC423	0
Credit Cards-Other	CC424	0
Other	CC425	1,015
Letters of Credit:		
Commercial	CC430	0
Standby, Not Included on CC465 or CC468	CC435	290

Recourse Obligations and Direct Credit Substitutes:

Total Principal Amount of Assets Covered by Recourse Obligations or Direct Credit Substitutes	CC455	0
Amount of Direct Credit Substitutes on Assets in CC455	CC465	0
Amount of Recourse Obligations on Assets in CC455	CC468	0
Amount of Recourse Obligations on Loans in CC468 where Recourse is:		
120 Days or Less	CC469	0
Greater than 120 Days	CC471	0
Other Contingent Liabilities	CC480	0
Contingent Assets	CC490	0

For information purposes only:

not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule CF - Consolidated Cash Flow Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars) For the Quarter

	Lines	Bil | Mil | Thou
Mortgage-Backed Securities:		
Pass-Through:		
Purchases	CF143	3,070
Sales	CF145	0
Other Balance Changes	CF148	(1,265)
Other Mortgage-Backed Securities:		
Purchases	CF153	0
Sales	CF155	0
Other Balance Changes	CF158	0
Mortgage Loans:		
Mortgage Loans Disbursed:		
Construction Loans on:		
1-4 Dwelling Units	CF190	0
Multifamily (5+) Dwelling Units	CF200	2
Nonresidential	CF210	305
Permanent Loans on:		
1-4 Dwelling Units	CF225	1,155
Home Equity and Junior Liens	CF226	491
Multifamily (5+) Dwelling Units	CF245	1,058
Nonresidential (Except Land)	CF260	604
Land	CF270	1,544
Loans and Participations Purchased, Secured By:		
1-4 Dwelling Units	CF280	0
Purchased from Entities Other than Federally-Insured Depository Institutions or their Subsidiaries	CF281	0
Home Equity and Junior Liens	CF282	0
Multifamily (5+) Dwelling Units	CF290	0
Nonresidential	CF300	0
Loans and Participations Sold, Secured By:		
1-4 Dwelling Units	CF310	0
Home Equity and Junior Liens	CF311	0
Multifamily (5+) Dwelling Units	CF320	0
Nonresidential	CF330	0
Memo: Refinancing Loans	CF361	0
Memo: Loans Sold with Recourse of 120 Days or Less	CF365	0
Memo: Loans Sold with Recourse Greater than 120 Days	CF366	0
Nonmortgage Loans:		
Commercial:		
Closed or Purchased	CF390	2,118
Sales	CF395	0
Consumer:		
Closed or Purchased	CF400	41
Sales	CF405	0
Deposits:		
Interest Credited to Deposits	CF430	183

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule DI - Consolidated Deposit Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

Deposit Data: (Report in Thousands of Dollars)

		Lines	Bil | Mil | Thou
Total Broker-Originated Deposits:			
Fully Insured: With Balances Less than $100,000		DI100	0
Fully Insured: With Balances of $100,000 through $250,000		DI102	0
Other		DI110	0
Interest Expense for Fully Insured Brokered Deposits		DI114	0
Interest Expense for Other Brokered Deposits		DI116	0
Total Amount of Deposits Obtained Through Deposit Listing Services That Are Not Brokered Deposits		DI117	36,050
Deposits (Excluding Retirement Accounts) with Balances:			
$250,000 or Less		DI120	75,332
Greater than $250,000		DI130	22,183
Number of Deposit Accounts (Excluding Retirement Accounts) with Balances:			
$250,000 or Less	Actual Number	DI150	1,521
Greater than $250,000	Actual Number	DI160	33
Retirement Deposits with Balances:			
$250,000 or Less		DI170	1,371
Greater than $250,000		DI175	0
Number of Retirement Deposits with Balances:			
$250,000 or Less	Actual Number	DI180	21
Greater than $250,000	Actual Number	DI185	0
IRA/Keogh Accounts		DI200	1,369
Uninsured Deposits		DI210	0
Preferred Deposits		DI220	0
Reciprocal Brokered Deposits		DI230	0
Components of Deposits and Escrows:			
Transaction Accounts (Including Demand Deposits)		DI310	5,131
Money Market Deposit Accounts		DI320	12,345
Passbook Accounts (Including Nondemand Escrows)		DI330	23,450
Time Deposits		DI340	57,894
Time Deposits of $100,000 through $250,000 (Excluding Brokered Time Deposits Participated Out By the Broker in Shares of Less than $100,000 and Brokered Certificates of Deposit Issued in $1,000 Amounts Under a Master Certificate of Deposit		DI350	46,626
Time Deposits Greater than $250,000		DI352	4,991
IRA/Keogh Accounts of $100,000 or Greater Included in Time Deposits		DI360	865
Average Daily Deposits Totals:			
Fully Insured Brokered Time Deposits		DI544	0
Other Brokered Time Deposits		DI545	0
Non-Interest-Bearing Demand Deposits		DI610	4,105

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule DI - Consolidated Deposit Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

Deposit Data for Deposit Insurance Premium Assessments:

	Lines	Bil | Mil | Thou
Quarter-End Deposit Totals:		
Total Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3(I) of the FDI Act and FDIC Regulations	DI510	98,886
Total Allowable Exclusions (Including Foreign Deposits)	DI520	0
Total Foreign Deposits (Included in Total Allowable Exclusions)	DI530	0
Unsecured Federal Funds Purchased	DI630	0
Secured Federal Funds Purchased	DI635	0
Securities Sold Under Agreements to Repurchase	DI641	0
Unsecured "Other Borrowings" With a Remaining Maturity of:		
One Year or Less	DI645	0
Over One Year	DI651	0
Subordinated Debentures With a Remaining Maturity of:		
One Year or Less	DI655	0
Over One Year	DI660	0
Average Daily Deposit Totals:		
Total Daily Average of Deposit Liabilities Before Exclusions (Gross) as Defined in Section 3(I) of the FDI Act and FDIC Regulations	DI540	98,347
Total Daily Average of Allowable Exclusions (Including Foreign Deposits)	DI550	0
Total Daily Average of Foreign Deposits (Included in Total Daily Average of Allowable Exclusions)	DI560	0

Deposit Data for Noninterest Bearing Transaction Accounts as defined in Section 343 of the "Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010"

Quarter-End Amount of Noninterest-bearing Transaction Accounts Of More than $250,000 (Including Balances Swept from Noninterest-bearing Transaction Accounts to Noninterest-bearing Savings Accounts	DI580	12,628
Quarter-End Number of Noninterest-bearing Transaction Accounts of More than $250,000 — Actual Number	DI585	11

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SI - Consolidated Supplemental Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Miscellaneous:		
Number of Full-time Equivalent Employees	SI370	32
Financial Assets Held for Trading Purposes	SI375	0
Financial Assets Carried at Fair Value Through Earnings	SI376	0
Financial Liabilities Carried at Fair Value Through Earnings	SI377	0
Available-for-Sale Securities	SI385	18,091
Assets Held for Sale	SI387	0
Loans Serviced for Others	SI390	0
Pledged Loans	SI394	0
Pledged Trading Assets	SI395	0
Residual Interests:		
Residual Interests in the Form of Interest-Only Strips	SI402	0
Other Residual Interests	SI404	0
Qualified Thrift Lender Test:		
Actual Thrift Investment Percentage at Month-end:		
First Month of Quarter	SI581	80.62%
Second Month of Quarter	SI582	82.09%
Third Month of Quarter	SI583	77.50%
IRS Domestic Building and Loan Test:		
Percent of Assets Test	SI585	0.00%
		YES | NO
Do you meet the DBLA business operations test?	SI586	NO
Aggregate Investment in Service Corporations	SI588	65
Extensions of credit by the reporting association (and its controlled subsidiaries) to its executive officers, principal shareholders, directors, and their related interests as of the report date:		
Aggregate amount of all extensions of credit	SI590	0
Number of executive officers, principal shareholders, and directors to whom the amount of all extensions of credit (including extensions of credit to related interests) equals or exceeds the lesser of $500,000 or 5 percent of unimpaired capital and unimpaired surplus (CCR30 + CCR35 + CCR530 + CCR105)	SI595	0
Summary of Changes in Savings Association Equity Capital:		
Savings Association Equity Capital, Beginning Balance from Prior Qtr (SC80)	**SI600**	**27,743**
Net Income (Loss) Attributable to Savings Association (SO91)	SI610	**524**
Dividends Declared:		
Preferred Stock	SI620	0
Common Stock	SI630	0
Stock Issued	SI640	0
Stock Retired	SI650	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SI - Consolidated Supplemental Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Capital Contributions (Where No Stock is Issued)	SI655	0
New Basis Accounting Adjustments	SI660	0
Other Comprehensive Income	SI662	**27**
Prior Period Adjustments	SI668	0
Other Adjustments	SI671	0
Savings Association Equity Capital, Ending Balance (SC80) (600 + 610 - 620 - 630 + 640 - 650 + 655 + 660 + 662 + 668 + 671)	**SI680**	**28,294**
Transactions With Affiliates:		
Activity During the Quarter of Covered Transactions with Affiliates Subject to Quantitative Limits	SI750	0
Activity During the Quarter of Other Covered Transactions with Affliates Not Subject to Quantitative Limits	SI760	8
Captive Insurance and Reinsurance Subsidiaries:		
Total Assets of Captive Insurance Subsidiaries	SI762	0
Total Assets of Captive Reinsurance Subsidiaries	SI763	0
Assets Covered by Loss-Sharing Agreements with the FDIC:		
Loans and leases (included in Schedule SC)	SI770	0
Loans secured by real estate:		
Construction, land development, and other land loans:		
1-4 family residential construction loans	SI764	0
Other construction loans and all land development and other land loans	SI765	0
Secured by farmland	SI766	0
Secured by 1-4 family residential properties:		
Revolving open-end loans secured by 1-4 family residential properties and extended under lines of credit	SI767	0
Closed-end loans secured by 1-4 family residential properties:		
Secured by first liens	SI768	0
Secured by junior liens	SI769	0
Secured by multifamily (5 or more) residential properties	SI771	0
Secured by nonfarm nonresidential properties:		
Loans secured by owner-occupied nonfarm nonresidential properties	SI775	0
Loans secured by other nonfarm nonresidential properties	SI777	0
Commercial and Industrial loans	SI779	0
Loans to individuals for household, family, and other personal expenditures:		
Credit cards	SI780	0
Automobile loans	SI781	0
Other consumer loans (includes single payment, installment, all student loans, and revolving credit card plans other than credit cards	SI782	0
All other loans and leases	SI783	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SI - Consolidated Supplemental Information

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Itemize the categories of loans and leases (as defined in Schedule SC) included in Item SI783 above thta exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of Items SI764 - SI783 above):		
Loans to depository institutions and acceptances of other banks	SI784	0
Loans to foreign governments and official institutions	SI785	0
Other loans (*)	SI786	0
Lease financing receivables	SI787	0
Real estate owned (included in Schedule SC)	SI772	0
Construction, land development, and other land	SI789	0
Farmland	SI790	0
1-4 family residential properties	SI791	0
Multifamily (5 or more) residential properties	SI792	0
Nonfarm nonresidential properties	SI793	0
Portion of covered other real estate owned included in items SI789 - SI793 above that is protected by FDIC loss-sharing agreements	SI795	0
Debt securities (included in Schedule SC)	SI774	0
Other assets (excludes FDIC loss-sharing indemnification assets)	SI776	0

* Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the US", and "Loans to nondepository financial institutions and other loans."

Mutual Fund and Annuity Sales:

Total Assets you Manage of Proprietary Mutual Funds and Annuities	SI815	0

Average Balance Sheet Data (Based on Month-End Data):

Total Assets	SI870	127,863
Deposits and Investments Excluding Non-Interest-Earnings Items	SI875	19,668
Mortgage Loans and Mortgage-Backed Securities	SI880	82,355
Nonmortgage Loans	SI885	20,817
Deposits and Escrows	SI890	76,598
Total Borrowings	SI895	0

Brokerage Activities:

		YES | NO
Does your institution, without trust powers, act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts that are invested in non-deposit products?	SI901	NO
Does your institution provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?	SI905	NO
Does your institution engage in third party broker arrangements, commonly referred to as "networking", to sell securities products or services to thrift customers?	SI911	NO
Does your institution sweep deposit funds into any open-end investment management company registered under the Investment Company Act of 1940 that holds itself out as a money market fund?	SI915	NO

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Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SQ - Consolidated Supplemental Questions

Filing Status : Original Submitted on May/02/2011 01:02 PM

	Lines	mm
Your fiscal year-end	SQ270	12
		code
Code representing nature of work to be performed by independent public accountants for the current fiscal year	SQ280	09
		YES | NO
Did you change your independent public accountant during the quarter?	SQ300	NO
		YES | NO
Did you and your consolidated subsidiaries have any outstanding futures or options positions at quarter-end?	SQ310	NO
		YES | NO
Do you have a Subchapter S election in effect for federal income tax purposes for the current tax year?	SQ320	NO
Have you been consolidated with your parent in another TFR? If so, enter the OTS docket number of your parent savings association.	SQ410	00000
Have you been consolidated with your parent in a Commercial Bank Call Report? If so, enter the FDIC certificate number of the parent commercial bank.	SQ420	00000

Web Site Information:

If you have a web page on the Internet, indicate your main Internet home page adddress (for transactional or nontransactional web sites). (78 character maximum)

SQ530	www.baybankmd.com

		YES | NO
Do you provide transactional Internet banking to your customers, as defined in 12 CFR 555.300(b)?	SQ540	YES

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Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule SB - Consolidated Small Business Loans

Filing Status : Original Submitted on May/02/2011 01:02 PM

	Lines	Yes | No
Do you have any small business loans to report in this schedule?	SB010	YES

Loans to Small Businesses and Small Farms:

		Yes | No
Do you have any loans secured primarily by farms reported on SC260 or any loans to finance agricultural production or other loans to farmers reported on SC300, 303, or 306 ?	SB100	NO

If 100 is yes, complete lines 300 through 650 (Do not complete 110 thru 210). If no, complete the following item, 110.

		Yes | No
Are all or substantially all of your commercial loans (Schedule SC lines 260, 300, 303, and 306) loans with original amounts of $100,000 or less?	SB110	NO

If 110 is yes, complete the following lines, 200 and 210, only. If no, complete lines 300 through 450, only.

Number of loans reported on lines:		Actual Number
SC260	SB200	0
SC300, 303, and 306	SB210	0

	Number of Loans		Outstanding	
	Actual Number		Balance	
			(Report in Thousands of Dollars)	
Number and amount outstanding of permanent mortgage loans secured by nonfarm, nonresidential properties reported on SC260: With original amounts of:				
$100,000 or less	SB300	3	SB310	102
Greater than $100,000 thru $250,000	SB320	11	SB330	1,634
Greater than $250,000 thru $1 million	SB340	30	SB350	8,983
Number and amount outstanding of nonmortgage, nonagricultural commercial loans reported on SC300, 303, and 306. With original amounts of:				
$100,000 or less	SB400	69	SB410	2,194
Greater than $100,000 thru $250,000	SB420	31	SB430	2,449
Greater than $250,000 thru $1 million	SB440	40	SB450	12,599
Number and amount outstanding of loans secured primarily by farms reported on SC260: With original amounts of:				
$100,000 or less	SB500	0	SB510	0
Greater than $100,000 thru $250,000	SB520	0	SB530	0
Greater than $250,000 thru $500,000	SB540	0	SB550	0
Number and amount outstanding of nonmortgage, commercial loans to finance agricultural production and other nonmortgage commercial loans to farmers reported on SC300, 303, and 306. With original amounts of:				
$100,000 or less	SB600	0	SB610	0
Greater than $100,000 thru $250,000	SB620	0	SB630	0
Greater than $250,000 thru $500,000	SB640	0	SB650	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Original S

Schedule FS - Fiduciary and Related Services

Filing Status : Original Submitted on May/02/2011 01:02 PM

	Lines	Yes | No
Does your institution have fiduciary powers?	FS110	NO
If the answer to item 1 is "NO," do not complete Schedule FS		
Does your institution exercise the fiduciary powers it has been granted?	FS120	NO
Does your institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?	FS130	NO

If the answer to FS130 is "NO," do not complete the rest of Schedule FS.

If the answer to FS130 is "YES," complete the applicable items of Schedule FS as follows:

- If total fiduciary assets (FS20 + FS21) are greater than $250 million or for the preceding calendar year or your gross fiduciary and related services income was greater than 10 percent of total revenue (net interest income plus noninterest income):

1. Complete FS210 through FS30 and FS610 through FS65 ..... **each quarter.**
2. Complete FS391 through FS35 ..... **annually with the December report.**
3. Complete all memoranda items, FS410 through FS72 (except FS610-FS65) ..... **annually with the December report.**

- If total fiduciary assets (FS20 + FS21) are > $100 million but <= $250 million for the preceding calenar year or your gross fiduciary related services income was not greater than 10 percent of total revenue (net interest income plus noninterest income):

1. Complete FS210 through FS291 ..... **each quarter.**
2. FS310 through FS35, and all memoranda items, FS410 through FS72 .. **annually with the December report.**

- If total fiduciary assets (FS20 + FS21) are $100 million or less for the preceding calendar year or your gross fiduciary and related services income was not greater than 10 percent of total revenue (net interest income plus noninterest income):

1. Complete FS210 through FS291 ..... **each quarter.**
2. Complete memoranda items, FS410 through FS65 ..... **annually with the December report.**

FIDUCIARY AND RELATED ASSETS	(Report in Thousands of Dollars)				(Report in Actual Numbers)			
	Managed Assets		Nonmanaged Assets		Number of Managed Accounts		Number of Nonmanaged Accounts	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines		Lines	
Personal Trust and Agency Accounts	FS210	0	FS211	0	FS212	0	FS213	0
Retirement-related Trust and Agency Accounts:								
Employee Benefit - Defined Contribution	FS220	0	FS221	0	FS222	0	FS223	0
Employee Benefit - Defined Benefit	FS230	0	FS231	0	FS232	0	FS233	0
Other Retirement Accounts	FS240	0	FS241	0	FS242	0	FS243	0
Corporate Trust and Agency Accounts	FS250	0	FS251	0	FS252	0	FS253	0
Investment Management and Investment Advisory Agency Accounts	FS260	0	FS261	0	FS262	0	FS263	0
Foundations and Endowments	FS264	0	FS265	0	FS266	0	FS267	0
Other Fiduciary Accounts	FS270	0	FS271	0	FS272	0	FS273	0
Total Fiduciary Accounts	**FS20**	**0**	**FS21**	**0**	**FS22**	**0**	**FS23**	**0**
Custody and Safekeeping Accounts			FS280	0			FS281	0
IRAs, HSAs, and Similar Accounts	FS234	0	FS235	0	FS236	0	FS237	0
Assets Included Above that are Excluded for Purposes of the OTS Assessment Complexity Component	FS290	0	FS291	0				

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule FS - Fiduciary and Related Services

Filing Status : Original Submitted on May/02/2011 01:02 PM

FIDUCIARY AND RELATED SERVICES INCOME (CALENDAR YEAR-TO-DATE)

(Report Calendar Year-to-Date in Thousands of Dollars)

	Lines	Bil | Mil | Thou
Personal Trust and Agency Accounts	FS310	0
Retirement-related Trust and Agency Accounts:		
Employee Benefit - Defined Contribution	FS320	0
Employee Benefit - Defined Benefit	FS330	0
Other Retirement Accounts	FS340	0
Corporate Trust and Agency Accounts	FS350	0
Investment Management and Investment Advisory Agency Accounts	FS360	0
Foundations and Endowments	FS365	0
Other Fiduciary Accounts	FS370	0
Custody and Safekeeping Accounts	FS380	0
Other Fiduciary and Related Services Income	FS390	0
Total Gross Fiduciary and Related Services Income (310 thru 390)	**FS30**	**0**
Less: Expenses	*FS391*	0
Less: Net Losses from Fiduciary and Related Services	*FS392*	0
Plus: Intracompany Income Credits for Fiduciary and Related Services	FS393	0
Net Fiduciary and Related Services Income (30 - 391 - 392 + 393)	**FS35**	**0**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule FS - Fiduciary and Related Services

Filing Status : Original Submitted on May/02/2011 01:02 PM

Memoranda

1. Managed Assets Held in Fiduciary Accounts:

	(Report Calendar Year-to-Date in Thousands of Dollars)					
	Personal Trust and Agency, Investment Management Accounts		Employee Benefit and Retirement Related Accounts		All Other Accounts	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Non-Interest Bearing Deposits	FS410	0	FS411	0	FS412	0
Interest Bearing Deposits	FS415	0	FS416	0	FS417	0
U.S. Treasury and U.S. Government Agency Obligations	FS420	0	FS421	0	FS422	0
State, County, and Municipal Obligations	FS425	0	FS426	0	FS427	0
Mutual Funds						
Money Market	FS428	0	FS429	0	FS430	0
Equity	FS431	0	FS432	0	FS433	0
Other	FS437	0	FS438	0	FS439	0
Common Trust Funds and Collective Investment Funds	FS463	0	FS464	0	FS465	0
Other Short-Term Obligations	FS434	0	FS435	0	FS436	0
Other Notes and Bonds	FS440	0	FS441	0	FS442	0
Investments in Unregistered Funds and Private Equity Investments	FS466	0	FS467	0	FS468	0
Other Common and Preferred Stocks	FS445	0	FS446	0	FS447	0
Real Estate Mortgages	FS450	0	FS451	0	FS452	0
Real Estate	FS455	0	FS456	0	FS457	0
Miscellaneous Assets	FS460	0	FS461	0	FS462	0
Total Managed Assets	**FS40**	**0**	**FS41**	**0**	**FS42**	**0**

	(Report Calendar Year-To-Date in Thousands of Dollars)	
	Lines	Bil | Mil | Thou
Investments of Managed Fiduciary Accounts in Advised or Sponsored Mutual Funds Managed Assets	FS495	0

	(Actual Number)	
Number of Managed Accounts	FS496	0

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule FS - Fiduciary and Related Services

Filing Status : Original Submitted on May/02/2011 01:02 PM

Memoranda (continued)

	(Actual Number)		(Report in Thousands of Dollars)	
	Number of Issues		Principle Amount Outstanding	
2. Corporate Trust and Agency Accounts:	Lines	Number	Lines	Bil | Mil | Thou
Corporate and Municipal Trusteeships	FS510	0	FS515	0
Issues Reported in FS510 and FS515 that are in Default	FS516	0	FS517	0
Transfer Agent, Registrar, Paying Agent, and Other Corporate Agency	FS520	0		

	(Actual Number)		(Report in Thousands of Dollars)	
	Number of Funds		Market Value of Fund Assets	
3. Collective Investment Funds and Common Trust Funds:	Lines	Number	Lines	Bil | Mil | Thou
Domestic Equity	FS610	0	FS615	0
International/Global Equity	FS620	0	FS625	0
Stock/Bond Blend	FS630	0	FS635	0
Taxable Bond	FS640	0	FS645	0
Municipal Bond	FS650	0	FS655	0
Short-Term Investments/Money Market	FS660	0	FS665	0
Specialty/Other	FS670	0	FS675	0
Total Collective Investment Funds	**FS60**	**0**	**FS65**	**0**

	(Report Calendar Year-to-Date in Thousands of Dollars)					
	Gross Losses					
	Managed Accounts		Nonmanaged Accounts		Recoveries	
4. Fiduciary Settlements, Surcharges, and Other Losses (Calendar Year-to-Date):	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Personal Trust and Agency Accounts	FS710	0	FS711	0	FS712	0
Retirement-Related Employee Benefit Accounts	FS720	0	FS721	0	FS722	0
Investment Management and Investment Advisory Agency Accounts	FS730	0	FS731	0	FS732	0
Other Fiduciary Accounts and Related Services	FS740	0	FS741	0	FS742	0
Total Fiduciary Settlements, Surcharges, and and Other Losses (70 + 71 - 72 = 392)	**FS70**	**0**	**FS71**	**0**	**FS72**	**0**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule CCR - Consolidated Capital Requirement

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

TIER 1 (CORE) CAPITAL REQUIREMENT:	Lines	Bil | Mil | Thou
Tier 1(Core) Capital		
Total Savings Association Equity Capital (SC80)	CCR100	**28,294**
Deduct:		
Investments in, Advances to, and Noncontrolling Interests in Nonincludable Subsidiaries	CCR105	0
Goodwill and Certain Other Intangible Assets	CCR115	363
Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets	CCR133	0
Other	CCR134	0
Add:		
Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges	CCR180	(5)
Intangible Assets	CCR185	0
Qualifying Noncontrolling (Minority) Interest in Consolidated Subsidiaries	CCR187	0
Other	CCR195	0
Tier 1 (Core) Capital (100 - 105 - 115 - 133 - 134 + 180 + 185 + 187 + 195)	**CCR20**	**27,926**
Adjusted Total Assets		
Total Assets (SC60)	CCR205	**128,514**
Deduct:		
Assets of "Nonincludable" Subsidiaries	CCR260	0
Goodwill and Certain Other Intangible Assets	CCR265	**363**
Disallowed Servicing Assets, Disallowed Deferred Tax Assets, Disallowed Residual Interests, and Other Disallowed Assets	CCR270	**0**
Other	CCR275	0
Add:		
Accumulated Losses (Gains) on Certain Securities and Cash Flow Hedges	CCR280	(9)
Intangible Assets	CCR285	**0**
Other	CCR290	0
Adjusted Total Assets (205 - 260 - 265 - 270 - 275 + 280 + 285 + 290)	**CCR25**	**128,142**
Tier 1 (Core) Capital Requirement (25 x 4%)	**CCR27**	**12,814**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule CCR - Consolidated Capital Requirement

Filing Status : Original Submitted on May/02/2011 01:02 PM

(Report in Thousands of Dollars)

TOTAL RISK-BASED CAPITAL REQUIREMENT:	Lines	Bil | Mil | Thou
Tier 1 (Core) Capital (20)	**CCR30**	**27,926**
Tier 2 (Supplementary) Capital:		
Unrealized Gains on Available-for-Sale Equity Securities	CCR302	0
Qualifying Subordinated Debt and Redeemable Preferred Stock	CCR310	0
Other Equity Instruments	CCR340	0
Allowances for Loan and Lease Losses	CCR350	174
Other	CCR355	0
Tier 2 (Supplementary) Capital (302 + 310 + 340 + 350 + 355)	**CCR33**	**174**
Allowable Tier 2 (Supplementary) Capital	**CCR35**	**174**
Equity Investments and Other Assets Required to be Deducted	CCR370	65
Deduction for Low-Level Recourse and Residual Interests	CCR375	0
Total Risk-based Capital (30 + 35 - 370 - 375)	**CCR39**	**28,035**
Risk-Weight Categories		
0% Risk-Weight:		
Cash	CCR400	171
Securities Backed by Full Faith and Credit of U.S. Government	CCR405	0
Notes and Obligations of FDIC, Including Covered Assests	CCR409	0
Other	CCR415	15,424
Total (400 + 405 + 409 + 415)	CCR420	**15,595**
0% Risk-Weight Total (420 x 0%)	**CCR40**	**0**
20% Risk-Weight:		
Mortgage and Asset-Backed Securities Eligible for 20% Risk Weight	CCR430	18,082
Claims on FHLBs	CCR435	889
General Obligations of State and Local Governments	CCR440	0
Claims on Domestic Depository Institutions	CCR445	6,344
Other	CCR450	0
Total (430 + 435 + 440 + 445 + 450)	CCR455	**25,315**
20% Risk-Weight Total (455 x 20%)	**CCR45**	**5,063**
50% Risk-Weight:		
Qualifying Single-Family Residential Mortgage Loans	CCR460	12,784
Qualifying Multifamily Residential Mortgage Loans	CCR465	0
Mortgage and Asset-Backed Securities Eligible for 50% Risk Weight	CCR470	0
State and Local Revenue Bonds	CCR475	0
Other	CCR480	0
Total (460 + 465 + 470 + 475 + 480)	CCR485	**12,784**
50% Risk-Weight Total (485 x 50%)	**CCR50**	**6,392**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report

Schedule CCR - Consolidated Capital Requirement

Filing Status : Original Submitted on May/02/2011 01:02 PM

TOTAL RISK-BASED CAPITAL REQUIREMENT: - continued

(Report in Thousands of Dollars)

	Lines	Bil | Mil | Thou
100% Risk-Weight:		
Securities Risk Weighted at 100% (or More) Under the Ratings-Based Approach	CCR501	0
All Other Assets	CCR506	98,417
Total (501 + 506)	CCR510	**98,417**
100% Risk-Weight Total (510 x 100%)	**CCR55**	**98,417**
Amount of Low-Level Recourse and Residual Interests Before Risk-Weighting	CCR605	0
Risk-Weighted Assets for Low-Level Recourse and Residual Interests (605 x 12.5)	**CCR62**	**0**
Assets to Risk-Weight (420 + 455 + 485 + 510 + 605)	**CCR64**	**152,111**
Subtotal Risk-Weighted Assets (40 + 45 + 50 + 55 + 62)	**CCR75**	**109,872**
Excess Allowances for Loan and Lease Losses	CCR530	0
Total Risk-Weighted Assets (75 - 530)	**CCR78**	**109,872**
Total Risk-Based Capital Requirement (78 x 8%)	**CCR80**	**10,987**

CAPITAL AND PROMPT CORRECTIVE ACTION RATIOS:

Tier 1 (Core) Capital Ratio (Tier 1 (Core) Capital ÷ Adjusted Total Assets)	CCR810	**21.79%**
Total Risk-Based Capital Ratio (Total Risk-Based Capital ÷ Risk-Weighted Assets)	CCR820	**25.52%**
Tier 1 Risk-Based Capital Ratio ((Tier 1 (Core) Capital - Deduction for Low-level Recourse and Residual Interests) ÷ Risk-Weighted Assets)	CCR830	**25.42%**
Tangible Equity Ratio ((Tangible Capital + Cumulative Perpetual Preferred Stock) ÷ Tangible Assets)	CCR840	**21.79%**

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Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report
Schedule FV - Consolidated Assets and Liabilities Measured at Fair Value on a Recurring Basis

Filing Status : Original Submitted on May/02/2011 01:02 PM

The following data are required from thrifts with total assets greater than $10 billion

	Fair Value Measurements							
	Level 1 (Report in Thousands of Dollars)		**Level 2** (Report in Thousands of Dollars)		**Level 3** (Report in Thousands of Dollars)		**Total** (Report in Thousands of Dollars)	
Assets	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Federal Funds Sold and Securities Purchased Under Agreements to Resell	FV111	0	FV112	0	FV113	0	**FV11**	**0**
Less: Amounts Netted							FV114	0
Total, After Netting							**FV12**	**0**
Trading Securities	FV131	0	FV132	0	FV133	0	**FV13**	**0**
Less: Amounts Netted							FV134	0
Total, After Netting							**FV14**	**0**
Available-for-Sale Securities	FV151	0	FV152	0	FV153	0	**FV15**	**0**
Less: Amounts Netted							FV154	0
Total, After Netting							**FV16**	**0**
Loans and Leases	FV211	0	FV212	0	FV213	0	**FV21**	**0**
Less: Amounts Netted							FV214	0
Total, After Netting							**FV22**	**0**
Mortgage Servicing Rights	FV241	0	FV242	0	FV243	0	**FV24**	**0**
Less: Amounts Netted							FV244	0
Total, After Netting							**FV25**	**0**
Derivative Assets	FV261	0	FV262	0	FV263	0	**FV26**	**0**
Less: Amounts Netted							FV264	0
Total, After Netting							**FV27**	**0**
All Other Financial Assets	FV311	0	FV312	0	FV313	0	**FV31**	**0**
Less: Amounts Netted							FV314	0
Total, After Netting							**FV32**	**0**
Total Assets Measured at Fair Value on a Recurring Basis	**FV41**	**0**	**FV42**	**0**	**FV43**	**0**	**FV44**	**0**
Less: Amounts Netted							**FV46**	**0**
Total, After Netting							**FV48**	**0**

For information purposes only:
not for data entry

Association Bay Bank, FSB

Docket 18140

Report Date 03-2011

Office of Thrift Supervision
2011 Thrift Financial Report
Schedule FV - Consolidated Assets and Liabilities Measured at Fair Value on a Recurring Basis

Filing Status : Original Submitted on May/02/2011 01:02 PM

	Fair Value Measurements							
	Level 1 (Report in Thousands of Dollars)		**Level 2** (Report in Thousands of Dollars)		**Level 3** (Report in Thousands of Dollars)		**Total** (Report in Thousands of Dollars)	
Liabilities	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Federal Funds Purchased and Securities Sold Under Agreements to Repurchase	FV511	0	FV512	0	FV513	0	**FV51**	**0**
Less: Amounts Netted							FV514	0
Total, After Netting							**FV52**	**0**
Deposits	FV531	0	FV532	0	FV533	0	**FV53**	**0**
Less: Amounts Netted							FV534	0
Total, After Netting							**FV54**	**0**
Subordinated Debentures	FV611	0	FV612	0	FV613	0	**FV61**	**0**
Less: Amounts Netted							FV614	0
Total, After Netting							**FV62**	**0**
Other Borrowings	FV631	0	FV632	0	FV633	0	**FV63**	**0**
Less: Amounts Netted							FV634	0
Total, After Netting							**FV64**	**0**
Derivative Liabilities	FV651	0	FV652	0	FV653	0	**FV65**	**0**
Less: Amounts Netted							FV654	0
Total, After Netting							**FV66**	**0**
All Other Financial Liabilities	FV711	0	FV712	0	FV713	0	**FV71**	**0**
Less: Amounts Netted							FV714	0
Total, After Netting							**FV72**	**0**
Total Liabilities Measured at Fair Value on a Recurring Basis	**FV81**	**0**	**FV82**	**0**	**FV83**	**0**	**FV84**	**0**
Less: Amounts Netted							**FV86**	**0**
Total, After Netting							**FV88**	**0**

For information purposes only: not for data entry	
Association	Bay Bank, FSB
Docket	18140
Report Date	03-2011

Office of Thrift Supervision
2011 Thrift Financial Report
Schedule VIE - Assets and Liabilities of Consolidated Variable Interest Entities (VIE)

Filing Status : Original Submitted on May/02/2011 01:02 PM

Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:

(Report in Thousands of Dollars)

	Securitization Vehicles		ABCP Conduits		Other VIEs	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Cash and balances due from depository institutions	VIE115	0	VIE215	0	VIE315	0
Held-to-maturity securities	VIE116	0	VIE216	0	VIE316	0
Available-for-sale securities	VIE117	0	VIE217	0	VIE317	0
Securities purchased under agreements to resell	VIE121	0	VIE221	0	VIE321	0
Loans and leases held for sale	VIE125	0	VIE225	0	VIE325	0
Loans and leases, net of unearned income	VIE135	0	VIE235	0	VIE335	0
Less: Allowance for loan and lease losses	VIE138	0	VIE238	0	VIE338	0
Trading assets (other than derivatives)	VIE140	0	VIE240	0	VIE340	0
Derivative trading assets	VIE143	0	VIE243	0	VIE343	0
Other real estate owned	VIE146	0	VIE246	0	VIE346	0
Other assets	VIE149	0	VIE249	0	VIE349	0

Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:

(Report in Thousands of Dollars)

	Securitization Vehicles		ABCP Conduits		Other VIEs	
	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou	Lines	Bil | Mil | Thou
Securities sold under agreements to repurchase	VIE490	0	VIE590	0	VIE690	0
Derivative trading liabilities	VIE496	0	VIE596	0	VIE696	0
Commercial paper	VIE492	0	VIE592	0	VIE692	0
Other borrowed money (exclude commercial paper)	VIE495	0	VIE595	0	VIE695	0
Other liabilities	VIE497	0	VIE597	0	VIE697	0
All other assets of consolidated VIEs (not included in items VIE115 - VIE349 above)	VIE499	0	VIE599	0	VIE699	0
All other liabilities of consolidated VIEs (not included in items VIE490 - VIE697 above)	VIE400	0	VIE500	0	VIE600	0