

Revised

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law. Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3108(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2014

Month / Day / Year

549300A88LVIPBJPKT75

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Eric D Hovde

Name of the Holding Company Director and Official

Chairman and CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

H Bancorp LLC

Legal Title of Holding Company

7151 Columbia Gateway Drive, Suite A

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

Columbia MD 21046

City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Carson Lappetito Treasurer & Head Corp Dev

Name Title

608-255-5175

Area Code / Phone Number / Extension

608-255-6196

Area Code / FAX Number

clappetito@h-bancorp.com

E-mail Address

www.h-bancorp.com

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

Signature of Holding Company Director and Official

08/25/2015

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2453084
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:
Portion of Items 4(3)(c) and 4(4)(c)
- 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

H Bancorp LLC
Legal Title of Subsidiary Holding Company

7151 Columbia Gateway Drive
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Columbia</u>	<u>MD</u>	<u>21046</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

Physical Location (if different from mailing address)

Sunwest Bancorp, Inc.
Legal Title of Subsidiary Holding Company

2050 Main Street, Suite 300
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Irvine</u>	<u>CA</u>	<u>92614</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

Physical Location (if different from mailing address)

Bay Bancorp, Inc.
Legal Title of Subsidiary Holding Company

2328 West Joppa Road, Suite 325
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Lutherville</u>	<u>MD</u>	<u>21093</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

Physical Location (if different from mailing address)

FORM FR Y-6

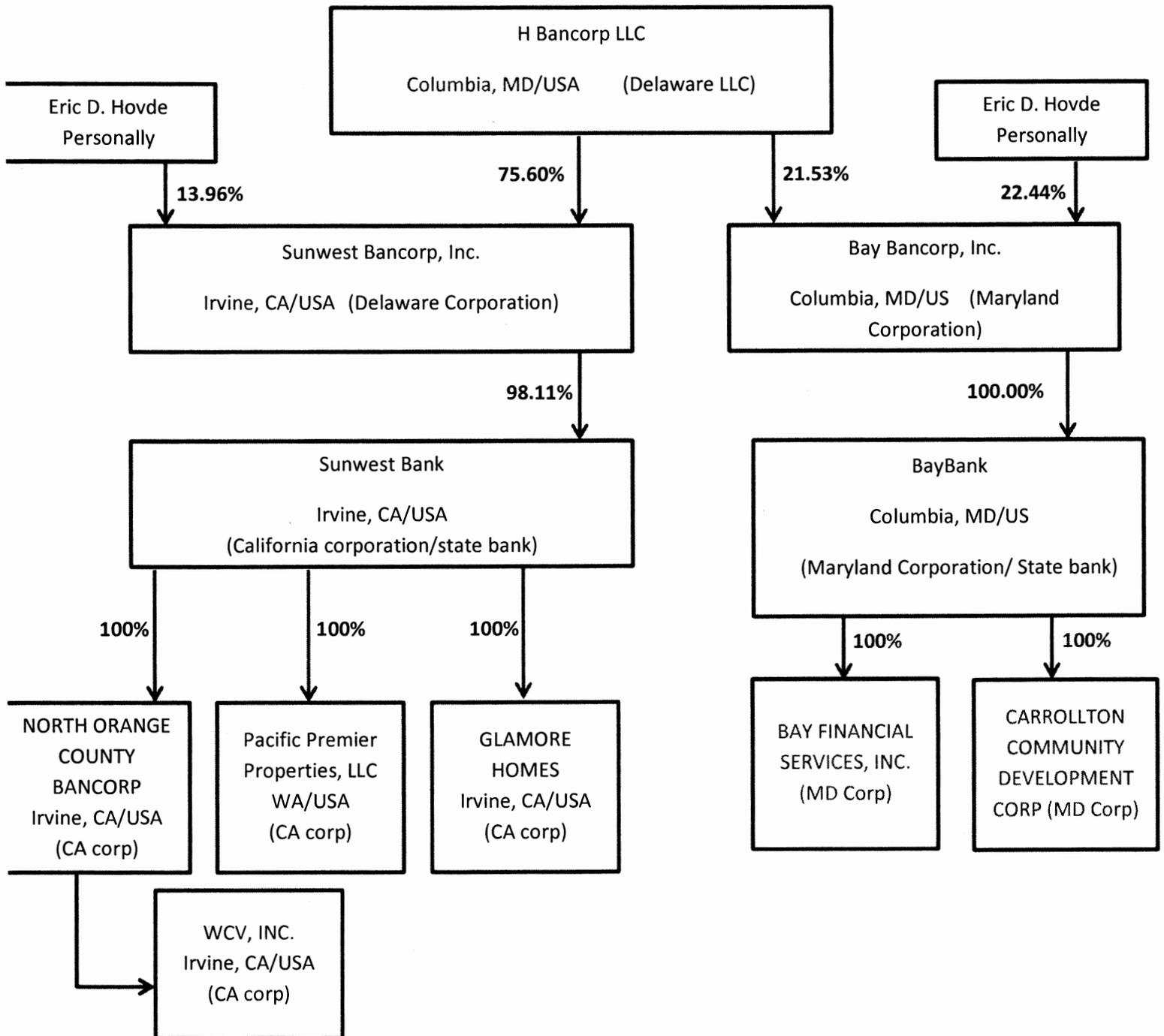
H BANCORP LLC

Columbia, MD

Fiscal Year Ending December 31, 2014

Report Item

- 1. The bank holding company does not prepare an annual report for its shareholders/members.
- 2(a). Organization Chart



Results: A list of branches for your depository institution: BAY BANK, FSB (ID_RSSD: 4155841).
 This depository institution is held by BAY BANCORP, INC. (1469800) of COLUMBIA, MD.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	4155841	BAY BANK, FSB	2328 WEST JOPPA ROAD	LUTHERVILLE TIMONIUM	MD	21093	BALTIMORE	UNITED STATES	494732	0	BAY BANK, FSB	4155841	
OK		Full Service	997726	ARBUTUS BRANCH	1070 MAIDEN CHOICE LANE	ARBUTUS	MD	21229	BALTIMORE	UNITED STATES	227075	5	BAY BANK, FSB	4155841	
OK		Full Service	3287884	HIGHLANDTOWN-CANTON BRANCH	531 SOUTH CONKLING ST	BALTIMORE	MD	21224	BALTIMORE CITY	UNITED STATES	227084	11	BAY BANK, FSB	4155841	
OK		Full Service	4503639	N CHARLES STREET BRANCH	344 N CHARLES STREET	BALTIMORE	MD	21201	BALTIMORE CITY	UNITED STATES	Not Required	Not Required	BAY BANK, FSB	4155841	
OK		Full Service	4156129	OVERLEA BRANCH	3700 EAST NORTHERN PKWY	BALTIMORE	MD	21206	BALTIMORE CITY	UNITED STATES	Not Required	Not Required	BAY BANK, FSB	4155841	
Close	10/10/2014	Full Service	4711247	BEL AIR BRANCH	1614 CHURCHVILLE ROAD	BEL AIR	MD	21015	HARFORD	UNITED STATES	Not Required	Not Required	BAY BANK, FSB	4155841	Branch Closed
OK		Full Service	3676910	HICKORY BRANCH	602 HOAGIE DRIVE	BEL AIR	MD	21014	HARFORD	UNITED STATES	438896	13	BAY BANK, FSB	4155841	
OK		Full Service	3934900	COCKEYSVILLE BRANCH	10301 YORK ROAD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES	466307	14	BAY BANK, FSB	4155841	
OK		Full Service	854520	COLUMBIA BRANCH	7151 COLUMBIA GATEWAY DRIVE, SUITE A	COLUMBIA	MD	21046	HOWARD	UNITED STATES	7915	4	BAY BANK, FSB	4155841	
OK		Full Service	936024	GLEN BURNIE BRANCH	427 CRAIN HIGHWAY NORTH	GLEN BURNIE	MD	21061	ANNE ARUNDEL	UNITED STATES	227080	8	BAY BANK, FSB	4155841	
Close	4/17/2014	Full Service	2260723	HANOVER BRANCH	2637 ANNAPOLIS ROAD, SUITE A	HANOVER	MD	21076	ANNE ARUNDEL	UNITED STATES	227082	10	BAY BANK, FSB	4155841	Branch Closed
Close	4/11/2014	Full Service	1400915	MILLERSVILLE BRANCH	684 OLD MILL ROAD	MILLERSVILLE	MD	21108	ANNE ARUNDEL	UNITED STATES	227081	9	BAY BANK, FSB	4155841	Branch Closed
OK		Full Service	2685090	EAST JOPPA ROAD BRANCH	1740 E JOPPA ROAD	PARKVILLE	MD	21234	BALTIMORE	UNITED STATES	227077	6	BAY BANK, FSB	4155841	
OK		Full Service	3726945	PERRY HALL BRANCH	4040 SCHROEDER AVENUE	PERRY HALL	MD	21128	BALTIMORE	UNITED STATES	470586	15	BAY BANK, FSB	4155841	
Close	4/15/2014	Full Service	2915715	POPLAR HILL BRANCH	109 POPLAR HILL AVE	SALISBURY	MD	21801	WICOMICO	UNITED STATES	334433	2	BAY BANK, FSB	4155841	Branch Closed

Results: A list of branches for your holding company: SUNWEST BANCORP, INC. (4049678) of TUSTIN, CA.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
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Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	140362	SUNWEST BANK	2050 MAIN STREET, SUITE 300	IRVINE	CA	92614	ORANGE	UNITED STATES	13857	0	SUNWEST BANK	140362	
Close	8/1/2014	Full Service	3963423	FLAGSTAFF SOUTH WOODLANDS BRANCH	1750 SOUTH WOODLANDS VILLAGE BOULEVARD	FLAGSTAFF	AZ	86001	COCONINO	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	Branch Closed
Close	8/1/2014	Full Service	3045851	HUMPHREYS BRANCH	822 NORTH HUMPHREYS STREET	FLAGSTAFF	AZ	86001	COCONINO	UNITED STATES	427704	10	SUNWEST BANK	140362	Branch Closed
Add	8/4/2014	Full Service		FLAGSTAFF BRANCH	121 E. BIRCH AVENUE, SUITE 103	FLAGSTAFF	AZ	86001	COCONINO	UNITED STATES			SUNWEST BANK		
Close	1/23/2015	Full Service	2668860	ANAHEIM BRANCH	2400 EAST KATELLA AVENUE, SUITE 100	ANAHEIM	CA	92806	ORANGE	UNITED STATES	358473	5	SUNWEST BANK	140362	Branch Closed
Close	11/2/2012	Full Service	3493890	ENCINITAS BRANCH	499 NORTH EL CAMINO REAL, SUITE C-10	ENCINITAS	CA	92024	SAN DIEGO	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	Branch Closed
OK		Full Service	262666	IRVINE BRANCH	2050 MAIN STREET, SUITE 100	IRVINE	CA	92614	ORANGE	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	
Close	7/19/2013	Full Service	3254019	LAGUNA HILLS BRANCH	24422 AVENIDA DE LA CARLOTA, SUITE 110	LAGUNA HILLS	CA	92653	ORANGE	UNITED STATES	419427	6	SUNWEST BANK	140362	Branch Closed
OK		Full Service	3999842	SAN CLEMENTE BRANCH	905 CALLE AMANECER, SUITE 100	SAN CLEMENTE	CA	92673	ORANGE	UNITED STATES	430468	14	SUNWEST BANK	140362	
Add	9/19/2011	Full Service		TUSTIN BRANCH	17542 EAST 17TH STREET, SUITE 150	TUSTIN	CA	92780	ORANGE	UNITED STATES			SUNWEST BANK		
OK		Full Service	4616397	BOISE BRANCH	1299 NORTH ORCHARD STREET	BOISE	ID	83706	ADA	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	
Close	5/30/2014	Full Service	3147102	BOISE ONE CAPITAL CENTER BRANCH	999 WEST MAIN STREET, SUITE 100	BOISE	ID	83702	ADA	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	Branch Closed
OK		Full Service	3630716	EAGLE PROMENADE BRANCH	3172 EAST STATE STREET	EAGLE	ID	83616	ADA	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	
OK		Full Service	3878611	LEWISTON ORCHARDS BRANCH	1005 BRYDEN AVENUE	LEWISTON	ID	83501	NEZ PERCE	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	
Close	11/7/2014	Full Service	3103078	MERIDIAN CROSSROADS BRANCH	3671 EAST FAIRVIEW AVENUE	MERIDIAN	ID	83642	ADA	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	Branch Closed
OK		Full Service	3552612	MIDDLETON BRANCH	1028 WEST MAIN STREET	MIDDLETON	ID	83644	CANYON	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	
Close	1/10/2014	Full Service	3592364	PUYALLUP SOUTH MERIDIAN BRANCH	400 SOUTH MERIDIAN, SUITE 1B	PUYALLUP	WA	98371	PIERCE	UNITED STATES	456133	18	SUNWEST BANK	140362	Branch Closed
Add	1/11/2013	Full Service		UNIVERSITY PLACE BRANCH	4922 BRIDGE WAY WEST	UNIVERSITY PLACE	WA	98467	PIERCE	UNITED STATES			SUNWEST BANK		
Delete		Full Service	3514115	TACOMA PARKLAND BRANCH	12166 PACIFIC AVENUE SOUTH	TACOMA	WA	98444	PIERCE	UNITED STATES	Not Required	Not Required	SUNWEST BANK	140362	

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

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

Current shareholders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12-31-2014.			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership control of 5% or more with the power to vote during the fiscal year ending 12-31-2014.
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Perc. of Each Class of Voting Securities*)	
Eric D. Hovde Washington, D.C. USA	USA	61.7% Membership Interest	NONE
Steven D. Hovde Inverness, IL USA	USA	38.3% Membership Interest	

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c) **Sunwest Bancorp, Inc. - Lower Tier Bank Holding Company (Irvine, CA)**

Current shareholders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12-31-2014.			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership control of 5% or more with the power to vote during the fiscal year ending 12-31-2014.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Perc. of Each Class of Voting Securities*	(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Perc. of Each Class of Voting Securities*
H Bancorp Inverness, IL USA	USA	16,534 / 75.60%	B John Barry Revocable Trust	USA	1,845 / 8.49%
Eric D. Hovde Shorewood Hills, WI USA	USA	3,054 / 13.96%			
Sharon Hovde Shorewood Hills, WI USA	USA	437 / 2.00%			

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c) **Bay Bancorp, Inc. - Lower Tier Bank Holding Company (Columbia, MD)**

Current shareholders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12-31-2014.			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership control of 5% or more with the power to vote during the fiscal year ending 12-31-2014.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Perc. of Each Class of Voting Securities*	(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Perc. of Each Class of Voting Securities*
H Bancorp Inverness, IL USA	USA	2,371,955 / 21.50%	East Rock Capital, LLC New York, NY USA	USA	1,618,436 / 14.67%
			Freestone Capital Mgmt, LLC Seattle, WA USA	USA	1,193,727 / 10.82%

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if	3(a) Title & Position with Bank Holding Company	3(b) Title & Position with Subsidiaries (including names of Subsidiaries)	3(c) Title & Position with Other Businesses (include names of other businesses)	4(a) Percentage of Voting Shares in	4(b) Percentage of Voting Shares in Subsidiaries (including names of subsidiaries)	4(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Eric D. Hovde Shorewood Hills, WI USA	Portfolio Manager	Chairman and CEO of H Bancorp	Chairman of Sunwest Bancorp and Sunwest Bank	Please see schedule A(1)	61.7% Membership Interest	13.96% ownership of the common stock of Sunwest Bancorp, Inc.*	Please See Items 4 (3)(c) and 4 (4)(c) on Scehdule B(1)
Steven D. Hovde Inverness, IL USA	Investment Banker	Member	None	Please see schedule A(2)	38.3% Membership Interest	None	Please See Items 4 (3)(c) and 4 (4)(c) on Scehdule B(2)

* Eric D. Hovde's spouse has a 2.0% ownership interest in Sunwest Bancorp. Eric D. Hovde and his spouse each disclaims beneficial ownership of the shares of Sunwest Bank beneficially owned by the other spouse.

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

Sunwest Bancorp, Inc. - Lower Tier Bank Holding Company (Irvine, CA)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if	3(a) Title & Position with Bank Holding Company	3(b) Title & Position with Subsidiaries (including names of Subsidiaries)	3(c) Title & Position with Other Businesses (include names of other businesses)	4(a) Percentage of Voting Shares in Bank Holding	4(b) Percentage of Voting Shares in Subsidiaries (including names of subsidiaries)	4(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
H Bancorp Inverness, IL USA	Shareholder	None	None	None	75.60% ownership of common stock.	None	Please see following Form 3 & 4 for BYBK
Eric D. Hovde Shorewood Hills, WI USA	Portfolio Manager	Shareholder and Chairman of Sunwest Bancorp	Chairman of Sunwest Bank	Please see schedule A(1)	13.96% ownership individually*	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule B(1)
Russell E. Wertz Irvine, CA USA	CPA	Shareholder / Director of Sunwest Bancorp	Director of Sunwest Bank	Please see schedule A(3)	0.49%**	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(3)

* Eric D. Hovde's spouse has a 2.0% ownership interest in Sunwest Bancorp. Eric D. Hovde and his spouse each disclaims beneficial ownership of the shares of Sunwest Bank beneficially owned by the other spouse.

** Individually and with his wife and through a family trust and family limited partnerships.

Form FR Y-6
H Bancorp LLC
Inverness, IL
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

Bay Bancorp, Inc. - Lower Tier Bank Holding Company (Columbia, MD)

(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 (including 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 (including names of subsidiaries)	4(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
H Bancorp Inverness, IL USA	Shareholder	None	None	None	21.50%	None	Please see Form 3 & 4 for SBI
Eric D. Hovde Shorewood Hills, WI USA	Portfolio Manager	Director with Bay Bancorp, Inc.	Director with Bay Bank	Please see schedule A(1)	.94% ownership individually	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule B(1)
Joseph J. Thomas Alexandria, VA USA	Chairman, President & CEO	Shareholder / Chairman, President & CEO of Bay Bancorp and Bay Bank	Chairman, President & CEO of Bay Bank	Please see schedule A(4)	2.16% ownership	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(4)
Robert J. Aumiller Towson, MD USA	MacKenzie Commercial Real Estate	Director with Bay Bancorp, Inc.	Director with Bay Bank	Please see schedule A(5)	0.16% ownership	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(5)
Steven K. Breeden Sykesville, MD USA	Security Development Corp	Director with Bay Bancorp, Inc.	Director with Bay Bank	Please see schedule A(6)	0.57% ownership	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(6)
Kevin G. Byrnes Phoenix, MD USA	Retired	Director with Bay Bancorp, Inc.	Director with Bay Bank	None	0.33% ownership	None	None
Mark Caplan Baltimore, MD USA	WPM Real Estate Group	Director with Bay Bancorp, Inc.	Director with Bay Bank	Please see schedule A(7)	0.85% ownership	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(7)
Hal Hackerman Baltimore, MD USA	Ellin & Tucker, Chartered	Director with Bay Bancorp, Inc.	Director with Bay Bank	Please see schedule A(8)	0.17% ownership	None	Please See Items 4 (3)(c) and 4 (4)(c) on Schedule A(8)
Charles Maskel Annapolis, MD USA	Chesapeake Corporate Advisors	Director with Bay Bancorp, Inc.	Director with Bay Bank	None	0.14% ownership	None	None

**Schedule A(1)/Combined Response to Items 4(3)(c) and 4(4)(c)
For Eric D. Hovde (Confidentiality Requested)**

Business Name	Position/Relationship *	Percent Ownership
Hovde Building LLC	Partner	See Confidential Section **
Hovde Realty, Inc	Exec VP & Shareholder	See Confidential Section **
Hovde Master, LLC	Member	**
Hovde Apartments LLC	Member	See Confidential Section **
Lehr Property , LLC	Member	See Confidential Section **
Gerogeson Properties LLC	Member	See Confidential Section **
Shakopee Crossing LP	Limited Partner	N/R
1824-26 Jefferson Place L.L.P	Partner	See Confidential Section **
Colonial Jefferson LLC	Managing Member	See Confidential Section **
The Eric D. Hovde and Steven D. Hovde Foundation	Trustee	N/A
Sunwest Bank Charitable Foundation, Inc	Director	N/A
Hovde Capital Advisors LLC	Managing Member	See Confidential Section **
Hovde Capital Ltd	Managing Member	See Confidential Section **
H-Bancorp LLC	Managing Member	See Confidential Section **
EDH 2002 LLC	Member	N/R
SDH 2002 LLC	Member	See Confidential Section **
Financial Institution Partners III, LP	Limited partner	N/R
W. Johnson Lending, Inc.	Partner	See Confidential Section **
Hovde/Shea Partnership, LLP	Partner	See Confidential Section **

The following is a list of entities which Eric D. Hovde is associated with as an officer, but has no direct ownership interest

229 West Lakelawn Place, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
268 Carroll, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Fieldstone Estates, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Florida Lofts, LLC	Member of parent, Hovde Master LLC, managing member	See Confidential Section **
Hovde 114 Main, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
316 WWA, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
CGRD, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
HM5, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
HM6, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde IH Apartments, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Lakelawn, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Ridges View, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Woodsvew, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde West Johnson, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Cottage Grove Lender, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
IH Apartments, LLC	Member of parent, Hovde Master LLC, managing member	See Confidential Section **
811 Willy LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Building I, LLC	Member of parent, Hovde Building LLC, sole member	See Confidential Section **
Hovde Properties, LLC	Shareholder of parent, Hovde Realty Inc, sole member	See Confidential Section **

* For informational purposes only. Disclosed in non-confidential portion at Schedule A(1).

** Indirect ownership through Hovde Master LLC. Ownership

in Hovde Master LLC varies based on indirect ownership of each underlying investment.

N/R = Percentage ownership "Not Reportable" as it is less than 25%

N/A = "Not Applicable"

**Schedule A(1)/Combined Response to Items 4(3)(c) and 4(4)(c)
For Eric D. Hovde (Confidentiality Requested)**

Business Name	Position/Relationship *	Percent Ownership
Hovde Building LLC	Partner	See Confidential Section **
Hovde Realty, Inc	Exec VP & Shareholder	See Confidential Section **
Hovde Master, LLC	Member	**
Hovde Apartments LLC	Member	See Confidential Section **
Lehr Property , LLC	Member	See Confidential Section **
Gerogeson Properties LLC	Member	See Confidential Section **
Shakopee Crossing LP	Limited Partner	N/R
1824-26 Jefferson Place L.L.P	Partner	See Confidential Section **
Colonial Jefferson LLC	Managing Member	See Confidential Section **
The Eric D. Hovde and Steven D. Hovde Foundation	Trustee	N/A
Sunwest Bank Charitable Foundation, Inc	Director	N/A
Hovde Capital Advisors LLC	Managing Member	See Confidential Section **
Hovde Capital Ltd	Managing Member	See Confidential Section **
H-Bancorp LLC	Managing Member	See Confidential Section **
EDH 2002 LLC	Member	N/R
SDH 2002 LLC	Member	See Confidential Section **
Financial Institution Partners III, LP	Limited partner	N/R
W. Johnson Lending, Inc.	Partner	See Confidential Section **
Hovde/Shea Partnership, LLP	Partner	See Confidential Section **

The following is a list of entities which Eric D. Hovde is associated with as an officer, but has no direct ownership interest

229 West Lakelawn Place, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
268 Carroll, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Fieldstone Estates, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Florida Lofts, LLC	Member of parent, Hovde Master LLC, managing member	See Confidential Section **
Hovde 114 Main, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
316 WWA, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
CGRD, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
HM5, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
HM6, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde IH Apartments, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Lakelawn, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Ridges View, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Woodsvie, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde West Johnson, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Cottage Grove Lender, LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
IH Apartments, LLC	Member of parent, Hovde Master LLC, managing member	See Confidential Section **
811 Willy LLC	Member of parent, Hovde Master LLC, sole member	See Confidential Section **
Hovde Building I, LLC	Member of parent, Hovde Building LLC, sole member	See Confidential Section **
Hovde Properties, LLC	Shareholder of parent, Hovde Realty Inc, sole member	See Confidential Section **

* For informational purposes only. Disclosed in non-confidential portion at Schedule A(1).

** Indirect ownership through Hovde Master LLC. Ownership

in Hovde Master LLC varies based on indirect ownership of each underlying investment.

N/R = Percentage ownership "Not Reportable" as it is less than 25%

N/A = "Not Applicable"

**Schedule A(2)/Combined Response to Items 4(c)(3) and 4(4)(c)
For Steven D. Hovde (Confidentiality Requested)**

Business Name	Position/Relationship*	Percent Ownership
Hovde Building LLC	Managing Member / Partner	See Confidential Section **
Hovde Realty, Inc (Hovde Properties LLC)	Chairman	See Confidential Section **
Hovde Master LLC	Managing Member / Partner	**
Hovde Apartments LLC	Managing Member / Partner	See Confidential Section **
Lehr Property , LLC	Managing Member / Partner	See Confidential Section **
Georgeson Properties LLC	Managing Member / Partner	See Confidential Section **
1824-26 Jefferson Place L.L.P	Partner	See Confidential Section **
Colonial Jefferson LLC	Managing Member	See Confidential Section **
The Eric D. Hovde and Steven D. Hovde Foundation	Trustee	N/A
Hovde Group LLC 401K Profit Sharing	Trustee	N/A
H-Bancorp LLC	Member	See Confidential Section **
EDH 2002 LLC	Member	See Confidential Section **
SDH 2002 LLC	Member	N/R
Financial Institution Partners III, LP	Limited partner	N/R
Hovde Global Asset Management LLC	Managing Member	See Confidential Section **
Hovde Group, LLC	President & CEO	See Confidential Section **
Coastal Financial Corporation	Director	N/R
Coastal Community Bank	Director	N/A
Republic Bank of Chicago	Director	N/A
Music United, Inc.	Director	See Confidential Section **
W. Johnson Lending, Inc.	Partner	See Confidential Section **
Hovde/Shea Partnership, LLP	Partner	See Confidential Section **

The following is a list of entities which Steven D. Hovde is associated with as an officer, but has no direct ownership interest

229 West Lakelawn Place, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
268 Carroll, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Fieldstone Estates, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Florida Lofts, LLC	Managing Member of Hovde Master LLC, managing men	See Confidential Section **
Hovde 114 Main, LLC (formerly, HM1, LLC)	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
316 WWA, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
CGRD, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
HM5, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
HM6, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Hovde IH Apartments, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Hovde Lakelawn, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Hovde Ridges View, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Woodsvievw, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Hovde West Johnson, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Cottage Grove Lender, LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
IH Apartments, LLC	Managing Member of Hovde Master LLC, managing men	See Confidential Section **
811 Willy LLC	Managing Member of Hovde Master LLC, sole member	See Confidential Section **
Hovde Building I, LLC	Managing Member of Hovde Bulding LLC, sole member	See Confidential Section **
Hovde Properties, LLC	Shareholder of parent, Hovde Realty Inc, sole member	See Confidential Section **

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** Indirect ownership through Hovde Master LLC. Ownership in Hovde Master LLC varies based on indirect ownership of each underlying investment.

N/R = Percentage ownership "Not Reportable" as it is less than 25%

N/A = "Not Applicable"

Schedule A(3)
 Combined Response to Items 4(3)(c)* and 4(4)(C)
 For Russell E. Wertz

<u>ENTITY</u>	<u>TITLE</u>	<u>PERCENT/CLASS</u>
Wertz & Company, LLP	CEO	90%
W&C Advisory Group, LLC	CEO	90%
W&C Professional Service, LLC	CEO	90%
SecureDock, LLC	None	100% family owned
WebDock, LLC	CEO	100%
Cornerstone Partners, LLP	CEO	60%
Jabez Holdings, LLC	CEO	100%

Schedule A(4)
 Combined Response to Items 4(3)(c)* and 4(4)(C)
 For Joseph J. Thomas

<u>ENTITY</u>	<u>TITLE</u>	<u>PERCENT/CLASS</u>
Glenowen Farm, LLC	Member	50%
Glenowen Holding, LLC	Member	50%
First Atlantic Financial Holdings, Inc	Director	N/R
First Atlantic Bank	Director	N/R
Sunwest Bancorp, Inc	Director	N/R
Sunwest Bank	Director	N/R

Schedule A(5)
 Combined Response to Items 4(3)(c)* and 4(4)(C)
 For Robert J. Aumiller

<u>ENTITY</u>	<u>TITLE</u>	<u>PERCENT/CLASS</u>
Glenn Ercole, Robert J Aumiller Sr, Clark MacKenzie, Gary Gill	Member	N/R
Robert J Aumiller Sr	Member	N/R
MacKenzie Contracting Co LLC	Member	N/R
MacKenzie Commercial Real Estate Services, LLC	Member	N/R
MacKenzie Management Company, LLC	Member	N/R
MacKenzie Services Company, LLC	Member	N/R
MacKenzie Communities, LLC	Member	N/R

MacKenzie Development Company, LLC
 MacKenzie Capital LLC
 Bel Air MOB I, LLC
 MV, Inc.
 Columbia MOB Investors LLC
 MacKenzie Ventures, LLC
 Milton Inn Investors Limited Partnership
 9820 York Road, LLC
 Ercole/Aumiller Partnership
 Double G, LLC
 Hunt Valley Portfolio, LLC
 Schilling Pepper, LLC
 Bel Air MOB Investors II, LLC
 The Aumiller Partnership
 The Aumiller Family Limited Partnership
 MacKenzie General Partnership

Member	N/R
Member	N/R
Partner	33.33%
Trustee	N/R
Member	25%
Member	25%
Partner	N/R
Member	N/R
Partner	50%
Member	N/R
Member	N/R
Member	N/R
Partner	33.33%
Partner	50%
Partner	50%
Member	N/R

Schedule A(6)
 Combined Response to Items 4(3)(c)* and 4(4)(C)
 For Steven K. Breeden

ENTITY
 Security Development LLC
 Dunfield Commercial LLC
 SDC Group, Inc.
 Columbia Junction Corporation
 Twin Arch Associates, LP
 Twin Arch Corporation
 Full Property LLC
 Hoods Mill LLC
 Meadowridge Landing Corporation
 Meadowridge Business LLC
 Bevard Farm Corporation
 Rt. 27 LLC
 Lakeshore Corporation
 Walnut Ridge Corporation
 Walnut Ridge LLC
 Horizon Ridge LLC

<u>TITLE</u>	<u>PERCENT/CLASS</u>
VP & Sec	25%
Member	25%
VP & Sec	25%
VP & Sec	25%
Ltd Ptner	N/R
VP & Sec	N/R
Member	N/R
Member	N/R
VP & Sec	N/R
Member	25%
VP & Sec	25%
VP	N/R
VP & Sec	25%
VP & Sec	25%
Member	25%
Member	25%

Clarksville Square LLC	Member	N/R
Clarksville Square Corporation	VP	N/R
Kaiser Farm LLC	Member	N/R
Westlake Square LLC	Member	N/R
Benchmark Engineering Inc	VP	N/R
Stonehaven Holdings LLC	Member	25%
Woods at Warrenton Corp	VP	N/R
Breeden Family LLC	Member	50%
Inlet LLC	Member	N/R
Elkridge Town Center LLC	Member	25%
Cascade Overlook LLC	Member	25%
Garand LLC	Managing Member	32%
Emicon LLC	Member	25%
Cascade Montpelier LLC	Member	25%
Rusty Acres LLC	Member	100%
Upper Cascade LLC	Member	25%
Paradise Oceanview LLC	Member	50%
Columbia Hills LLC	Member	25%
SDC Cedar Grove LLC	Member	25%
Centennial Crossing LLC	Member	25%

Schedule A(7)
Combined Response to Items 4(3)(c)* and 4(4)(C)
For Mark Caplan

<u>ENTITY</u>	<u>TITLE</u>	<u>PERCENT/CLASS</u>
611 Park Avenue, LLC (t/a 611 Park Avenue Apts.)		
Allyson 109, LLC (t/a Allyson Gardens I Apts.)		
800 North Charles Limited Partnership, LLLP (t/a The Park Plaza)		
Madison Capital, LLC		
C.W. Properties Limited Partnership (t/a Hopkins House Apts.)		
A.G. II, LLC (t/a Allyson Gardens II Apts.)		
Worthington Associates Limited Partnership (t/a Residences at Pleasant Ridge Apts.)		
CJM, LLC (includes Bright Meadows Townhomes, Jefferson House Apts. and The Severn Apts.)		
Merry Oaks, LLC (t/a Americana Park East Mobile Home Park)		
Perkins Place, LLLP (t/a Perkins Place Townhomes)		
Falls Court Apts., LLC (t/a Falls Court Apts.)		
Falls Hill Land		

Gray Haven Acquisition, LLC (t/a Gray Haven Townhomes & Dunlea Apts.)
 Baltimore County Townhomes, LLC (Individual Townhomes)
 Broening Manor, LLC (t/a Boston Crossing Apts.)
 Butler Ridge Development, LLC (t/a Butler Ridge Apts.)
 Greens at Westminster Development, LLC (t/a Meadow Creek Apts.)
 Martin's Wood, LLC (t/a Lighthouse Senior Living Hopkins Creek)
 Rose Manor, LLC (t/a Lighthouse Senior Living Ellicott City)
 Carrollwood Acquisition, LLC (t/a Carrollwood Townhomes)
 11433 Cronridge Drive, LLC
 Clipper Mill, LLC (t/a Clipper Mill Industrial Park)
 WPM Real Estate Group, LLC
 Worcester Energy Investors, LLC
 Caplan-CRP Multi-Family Investment Fund, LLC
 520 Park Avenue Investment Fund, LLC
 Cotswald Investments
 The Time Group, Inc.
 C.W. Management Corp., Inc.
 Worthington Corp.

Schedule A(8)
 Combined Response to Items 4(3)(c)* and 4(4)(C)
 For Harold I. Hackerman

<u>ENTITY</u>	<u>TITLE</u>	<u>PERCENT/CLASS</u>
E&T Financing Company, LLC	Member	N/R
E&T Ventures, LLC	Member	N/R
Ellin & Tucker, Chartered	Member	N/R