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FR Y-6  
OMB Number 7100-0257  
Approval expires September 30, 2018  
Page 1 of 2

Board of Governors of the Federal Reserve System

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# Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

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

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

**December 31, 2015**

Month / Day / Year

none

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

I, Robert J. Cera

Name of the Holding Company Director and Official

**President/CEO**

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address

**Baylake Corp.**

Legal Title of Holding Company

**217 N. 4th Avenue**

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

**Sturgeon Bay**

**WI**

**54235**

City

State

Zip Code

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

**Kevin L. LaLuzerne**

**Chief Financial Officer**

Name

Title

**920-743-5551 1001**

Area Code / Phone Number / Extension

**920-743-1598**

Area Code / FAX Number

**klaluzerne@baylake.com**

E-mail Address

**www.baylake.com**

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

Signature of Holding Company Director and Official

**03/28/2016**

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

**1202708**

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 13 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 (7100-0257), Washington, DC 20503

Annual Report of Bank Holding Companies  
Reporting Form FR Y-6

Report Items

Report Item 1:

Annual Report to Shareholders

Not applicable – Baylake Corp is registered with the Securities and Exchange Commission.

Report Item 2a:

Organizational Chart – Enclosed

Report Item 2b:

Domestic Branch Listing – sent via email

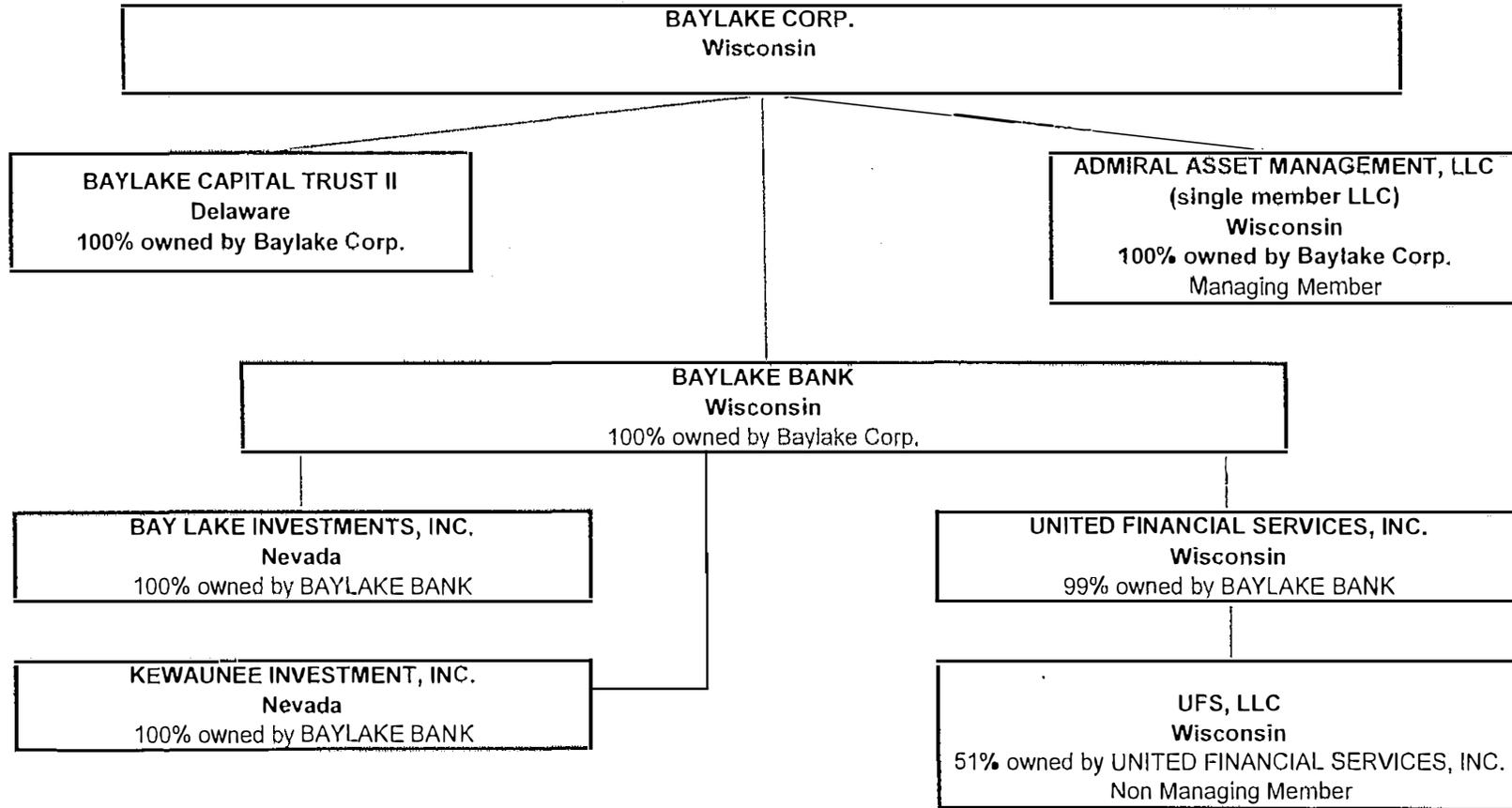
Report Item 3:

Securities Holders – Enclosed

Report Item 4:

Insiders - Enclosed

Form FR Y-6  
Baylake Corp.  
Sturgeon Bay, WI  
Fiscal Year Ending December 31, 2015



NOTE: All entities do not have a LEI.

Results: A list of branches for your holding company: BAYLAKE CORP. (1202708) of STURGEON BAY, WI.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

**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)	280044	BAYLAKE BANK	217 NORTH 4TH AVENUE	STURGEON BAY	WI	54235	DOOR	UNITED STATES	8256	0	BAYLAKE BANK	280044	
ok		Full Service	564744	ALGOMA BRANCH	205 CLARK STREET	ALGOMA	WI	54201	KEWAUNEE	UNITED STATES	15283	1	BAYLAKE BANK	280044	
ok		Full Service	3301463	APPLETON FINANCIAL CENTER BRANCH	333 SOUTH NICOLET ROAD	APPLETON	WI	54914	OUTAGAMIE	UNITED STATES	426764	32	BAYLAKE BANK	280044	
ok		Full Service	2053505	BRUSSELS BRANCH	59679 STATE HIGHWAY 57	BRUSSELS	WI	54204	DOOR	UNITED STATES	187703	9	BAYLAKE BANK	280044	
ok		Full Service	2739108	LEDGEVIEW BRANCH	1395 SOUTH BROADWAY	DE PERE	WI	54115	BROWN	UNITED STATES	228829	19	BAYLAKE BANK	280044	
ok		Full Service	3269451	WEST DEPERE BRANCH	1450 SCHEURING ROAD	DE PERE	WI	54115	BROWN	UNITED STATES	428801	29	BAYLAKE BANK	280044	
ok		Full Service	2054089	EGG HARBOR BRANCH	7842 HIGHWAY 42	EGG HARBOR	WI	54209	DOOR	UNITED STATES	187705	11	BAYLAKE BANK	280044	
ok		Full Service	2054070	ELUSON BAY BRANCH	12046 HIGHWAY 42	ELLISON BAY	WI	54210	DOOR	UNITED STATES	187706	12	BAYLAKE BANK	280044	
ok		Full Service	2054913	FISH CREEK BRANCH	9405 HIGHWAY 42	FISH CREEK	WI	54212	DOOR	UNITED STATES	187704	10	BAYLAKE BANK	280044	
ok		Full Service	2050827	3223 MAIN STREET OFFICE	3223 MAIN STREET	GREEN BAY	WI	54311	BROWN	UNITED STATES	Not Required	Not Required	BAYLAKE BANK	280044	
ok		Full Service	2947677	ASHWAUBENON BRANCH	960 HANSEN ROAD	GREEN BAY	WI	54304	BROWN	UNITED STATES	361425	26	BAYLAKE BANK	280044	
ok		Full Service	2947668	CITY CENTER BRANCH	301 NORTH ADAMS STREET	GREEN BAY	WI	54301	BROWN	UNITED STATES	361426	27	BAYLAKE BANK	280044	
ok		Full Service	3469206	HOWARD-SUAMICO BRANCH	2502 LINEVILLE ROAD	GREEN BAY	WI	54313	BROWN	UNITED STATES	466308	31	BAYLAKE BANK	280044	
ok		Full Service	2421654	I-43 BRANCH	920 HURON ROAD	GREEN BAY	WI	54311	BROWN	UNITED STATES	228827	14	BAYLAKE BANK	280044	
ok		Full Service	2441166	931 MARQUETTE DRIVE OFFICE	931 MARQUETTE DRIVE	KEWAUNEE	WI	54216	KEWAUNEE	UNITED STATES	Not Required	Not Required	BAYLAKE BANK	280044	
ok		Full Service	2456469	CENTER STREET BRANCH	1705 CENTER STREET	KEWAUNEE	WI	54216	KEWAUNEE	UNITED STATES	228826	4	BAYLAKE BANK	280044	
ok		Full Service	722142	KEWAUNEE BRANCH	519 MAIN STREET	KEWAUNEE	WI	54216	KEWAUNEE	UNITED STATES	681	5	BAYLAKE BANK	280044	
ok		Full Service	3138650	LUXEMBURG BRANCH	211 COMMERCE DRIVE	LUXEMBURG	WI	54217	KEWAUNEE	UNITED STATES	362932	28	BAYLAKE BANK	280044	
ok		Full Service	2245494	SEYMOUR BRANCH	106 EAST STATE ROAD 54	SEYMOUR	WI	54165	OUTAGAMIE	UNITED STATES	229372	23	BAYLAKE BANK	280044	
ok		Full Service	2054061	SISTER BAY BRANCH	636 SOUTH BAY SHORE DRIVE	SISTER BAY	WI	54234	DOOR	UNITED STATES	187699	6	BAYLAKE BANK	280044	
ok		Full Service	2053514	WEST SIDE BRANCH	34 WEST MAPLE STREET	STURGEON BAY	WI	54235	DOOR	UNITED STATES	187700	7	BAYLAKE BANK	280044	
ok		Full Service	3280830	2221 LINCOLN AVENUE OFFICE	2221 LINCOLN AVENUE	TWO RIVERS	WI	54241	MANITOWOC	UNITED STATES	Not Required	Not Required	BAYLAKE BANK	280044	
ok		Full Service	2055602	WASHINGTON ISLAND BRANCH	1131 MAIN ROAD	WASHINGTON ISLAND	WI	54246	DOOR	UNITED STATES	187701	8	BAYLAKE BANK	280044	

December 31, 2015

Report Item 3: Securities Holders

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/15		
(1)(a) Name & Address (City, State, Country)	(1)(b) County of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
none	n/a	n/a

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2015		
(2)(a) Name & Address (City, State, Country)	(2)(b) County of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

Form FR Y-6  
December 31, 2015

Report Item 4: Insiders

(1) Names & address (City, State, Country)	(2) Principal occupation If other than with Bank Holding Company	(3)(a) Title & position with Bank Holding Company	(3)(b) Title & position with subsidiaries (include names of subsidiaries)	(3)(c) Title & position with other businesses (include names of other businesses)	(4)(a) Percentage of voting Shares in Bank Holding Company	(4)(b) Percentage of Voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List names other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Robert Agnew Sturgeon Bay, WI	Consulting	Chairman of Board	N/A	President - Tipperary Partners LLC	*	N/A	N/A
Dee Geurts-Bengtson Green Bay, WI	Education	Director	N/A	Director of the St Norbert Fund, St. Norbert College	*	N/A	N/A
Robert J. Cera Green Bay, WI	N/A	Director, President and Chief Executive Officer	Chief Executive Officer - Baylake Bank	N/A	1%	N/A	N/A
Roger G. Ferris Green Bay, WI	N/A	Director	N/A	N/A	*	N/A	N/A
Terrence R. Fulwiler Algoma, WI	Manufacturing	Director	N/A	Chairman-WS Packaging Group	*	N/A	N/A
Thomas L. Herlache Sturgeon Bay, WI	N/A	Director	N/A	N/A	*	N/A	N/A
Louis J. "Rick" Jeanquart Sturgeon Bay, WI	Manufacturing	Vice Chairman	N/A	President and Chairman-Just In Time Corporation	3%	N/A	N/A
William D. Murphy Green Bay, WI	Manufacturing	Director	N/A	CFO - Motion Products, Inc.	*	N/A	N/A
Elyse Mollner Stackhouse Green Bay, WI	Attorney	Director	N/A	Senior Counsel- Integrays Business Support LLC	*	N/A	N/A
Joseph Morgan Green Bay, WI	Printing	Director	N/A	Consultant - Mary Morgan, Inc. - A Coakley Tech Company	*	N/A	N/A
Dean Nolden Manitowac, WI	Manufacturing	Director	N/A	Vice President and Treasurer - The Manitowac Company	*	N/A	N/A
Paul Jay Sturm Manawa, WI	Attorney	Director	N/A	Partner - Omholt & Forsythe, S.C.	1%	N/A	N/A
Kevin L. LaLuzerne Sturgeon Bay, WI	N/A	Treasurer	Senior Vice President - Baylake Bank	N/A	*	N/A	N/A
Susan Lohrey Forestville, WI	N/A	Secretary	VP, General Counsel - Baylake Bank	N/A	*	N/A	N/A

\* Constitutes less than 1% of the outstanding shares.