

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See Instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

1355238

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

First Baldwin Bancshares, Inc.

Jurisdiction of Incorporation/Organization

Alabama

Year of Incorporation/Organization (Select one)

- Over Five Years Ago, Within Last Five Years, Yet to Be Formed

Previous Name(s)

None

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Entity Type (Select one)

- Corporation, Limited Partnership, Limited Liability Company, General Partnership, Business Trust, Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

1207 North McKenzie Street

City

Foley

State/Province/Country

Alabama

Street Address 2

ZIP/Postal Code

36535

Phone No.

(251) 943-5656

Item 3. Related Persons

Last Name

Hill, III

First Name

R.

Middle Name

Leon

Street Address 1

1207 North McKenzie Street

City

Foley

State/Province/Country

Alabama

Street Address 2

ZIP/Postal Code

36535

Relationship(s): Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture, Banking and Financial Services, Commercial Banking, Insurance, Investing, Investment Banking, Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund, Private Equity Fund, Venture Capital Fund, Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services, Energy, Electric Utilities, Energy Conservation, Coal Mining, Environmental Services, Oil & Gas, Other Energy

- Health Care, Biotechnology, Health Insurance, Hospitals & Physicians, Pharmaceuticals, Other Health Care

- Manufacturing, Real Estate, Commercial

- Construction, REITS & Finance, Residential, Other Real Estate, Retailing, Restaurants, Technology, Computers, Telecommunications, Other Technology

- Travel, Air, Lod, To, Or, Other

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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 19,000

Item 12. Sales Compensation

Recipient Recipient CRD Number [] No CRD Number

(Associated) Broker or Dealer [X] None (Associated) Broker or Dealer CRD Number [] No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation [] All States

- Grid of state checkboxes: AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MP, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

(Identify additional person(s) being paid compensation by checking this box [] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 7,001,500 OR [] Indefinite

(b) Total Amount Sold \$ 0

(c) Total Remaining to be Sold \$ 7,001,500 OR [] Indefinite

Clarification of Response (If Necessary)

[]

Item 14. Investors

Check this box [X] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 0

Enter the total number of investors who already have invested in the offering: 0

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 [] Estimate

Finders' Fees \$ 0 [] Estimate

Clarification of Response (If Necessary)

[]

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

First Baldwin Bancshares, Inc.

Name of Signer

R. Leon Hill, III

Signature

[Handwritten signature: R. Leon Hill III]

Title

President and Chief Executive Officer

Date

[Empty box for date]

Number of continuation pages attached:

5

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Boothe | Vincent | A. |
| Street Address 1 | Street Address 2 | |
| Jim Boothe Contracting | 26201 Capital Drive | |
| City | State/Province/Country | ZIP/Postal Code |
| Daphne | Alabama | 36526 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Bradshaw | Richard | |
| Street Address 1 | Street Address 2 | |
| 152 Blue Island | | |
| City | State/Province/Country | ZIP/Postal Code |
| Fairhope | Alabama | 36532 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Bryars | John | Coleman |
| Street Address 1 | Street Address 2 | |
| Alabama Land Title Company | 112 North Hoyle Avenue | |
| City | State/Province/Country | ZIP/Postal Code |
| Bay Minette | Alabama | 36507 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Durney | Matthew | W. |
| Street Address 1 | Street Address 2 | |
| 18 Calle Hermosa | | |
| City | State/Province/Country | ZIP/Postal Code |
| Pensacola | Florida | 32561 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Flowers
First Name: Eleanor
Middle Name: K.
Street Address 1: 1333 Eagle Drive
Street Address 2:
City: Cantonment
State/Province/Country: Alabama
ZIP/Postal Code: 32533
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Gilchrist
First Name: Joseph
Middle Name: Robert
Street Address 1: Flora-Bama Lounge
Street Address 2: 17401 Perdido Key Drive
City: Pensacola
State/Province/Country: Florida
ZIP/Postal Code: 32507
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Kaiser
First Name: Dennis
Middle Name: L.
Street Address 1: 8967 Escambia Avenue
Street Address 2:
City: Elberta
State/Province/Country: Alabama
ZIP/Postal Code: 36530
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Mandoki
First Name: Pedro
Middle Name:
Street Address 1: Mandoki Hospitality, Inc.
Street Address 2: P. O. Box 1056
City: Gulf Shores
State/Province/Country: Alabama
ZIP/Postal Code: 36547
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| McAlpin | Richard | R. |
| Street Address 1 | Street Address 2 | |
| P. O. Box 111 | | |
| City | State/Province/Country | ZIP/Postal Code |
| Pensacola | Florida | 32591 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Messer | Hollis | D. |
| Street Address 1 | Street Address 2 | |
| Ono Realty, Inc. | 28660 Ono Blvd. | |
| City | State/Province/Country | ZIP/Postal Code |
| Orange Beach | Alabama | 36561 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Neth | W. | Wade |
| Street Address 1 | Street Address 2 | |
| 23980 Patterson Road | | |
| City | State/Province/Country | ZIP/Postal Code |
| Robertsdale | Alabama | 36567 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Pilot | Rodney | A. |
| Street Address 1 | Street Address 2 | |
| P. O. Box 91299 | | |
| City | State/Province/Country | ZIP/Postal Code |
| Mobile | Alabama | 36691 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Redmon | Gerald | E. |
| Street Address 1 | Street Address 2 | |
| Bayshore Construction | 1705 Hand Avenue | |
| City | State/Province/Country | ZIP/Postal Code |
| Bay Minette | Alabama | 36507 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Robinson | Donald | P. |
| Street Address 1 | Street Address 2 | |
| 705 Lakeview Drive | | |
| City | State/Province/Country | ZIP/Postal Code |
| Bay Minette | Alabama | 36507 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Sansing | Robert | C. |
| Street Address 1 | Street Address 2 | |
| 6200 Pensacola Blvd. | | |
| City | State/Province/Country | ZIP/Postal Code |
| Pensacola | Florida | 32505 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Shepherd | David | P. |
| Street Address 1 | Street Address 2 | |
| 913 Plantation Boulevard | | |
| City | State/Province/Country | ZIP/Postal Code |
| Fairhope | Alabama | 36532 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|------------------------|-----------------|
| Last Name | First Name | Middle Name |
| Simmons, Jr. | Willard | B. |
| Street Address 1 | Street Address 2 | |
| ELM Corporation | P. O. Drawer 2845 | |
| City | State/Province/Country | ZIP/Postal Code |
| Mobile | Alabama | 36652 |
| Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |
| Clarification of Response (if Necessary) | | |

| | | |
|--|------------------------|-----------------|
| Last Name | First Name | Middle Name |
| Ward | J. | Wade |
| Street Address 1 | Street Address 2 | |
| Wade Ward Real Estate | P. O. Box 2959 | |
| City | State/Province/Country | ZIP/Postal Code |
| Gulf Shores | Alabama | 36547 |
| Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |
| Clarification of Response (if Necessary) | | |

| | | |
|---|------------------------|-----------------|
| Last Name | First Name | Middle Name |
| | | |
| Street Address 1 | Street Address 2 | |
| | | |
| City | State/Province/Country | ZIP/Postal Code |
| | | |
| Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |
| Clarification of Response (if Necessary) | | |

| | | |
|---|------------------------|-----------------|
| Last Name | First Name | Middle Name |
| | | |
| Street Address 1 | Street Address 2 | |
| | | |
| City | State/Province/Country | ZIP/Postal Code |
| | | |
| Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |
| Clarification of Response (if Necessary) | | |

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