

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
September 11, 2008

ADMINISTRATIVE PROCEEDING
File No. 3-13182

In the Matter of

**Bay Area Holdings, Inc.,
BCC Acquisitions Corp.,
Be, Inc.,
Bear Aerospace, Inc., and
Bermuda Acquisitions, Inc.,**

Respondents.

**ORDER INSTITUTING
PROCEEDINGS AND NOTICE OF
HEARING PURSUANT TO SECTION
12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondents Bay Area Holdings, Inc., BCC Acquisitions Corp., Be, Inc., Bear Aerospace, Inc., and Bermuda Acquisitions, Inc.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. Bay Area Holdings, Inc. (CIK No. 60798) is a suspended California corporation located in Benicia, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Bay Area is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended March 31, 1996, which reported a net loss of \$43,903 for the prior nine months.

2. BCC Acquisition Corp. (CIK No. 1123128) is a revoked Nevada corporation located in Newport Beach, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). BCC is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form

10-QSB for the period ended September 30, 2001, which reported a net loss of over \$2,915 for the prior nine months.

3. Be, Inc. (CIK No. 895921) is a void Delaware corporation located in Mountain View, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Be is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2003, which reported a net loss of \$545,000 from January 1, 2002 to March 15, 2002.

4. Bear Aerospace, Inc. (CIK No. 1086147) is a revoked Nevada corporation located in Calabasas, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Bear Aerospace is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended December 31, 2002, which reported a net loss of \$514,824 for the prior twelve months.

5. Bermuda Acquisitions, Inc. (CIK No. 1140293) is a revoked Nevada corporation located in Irvine, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Bermuda is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2002, which reported a net loss of \$7,358 for the prior nine months.

B. DELINQUENT PERIODIC FILINGS

6. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

7. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports and Rule 13a-13 requires issuers to file quarterly reports.

8. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of

the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Florence E. Harmon
Acting Secretary

Attachment

Appendix 1

**Chart of Delinquent Filings
In the Matter of Bay Area Holdings, Inc., et al.**

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<i>Bay Area Holdings, Inc.</i>					
	<i>10-K</i>	06/30/96	09/30/96	Not filed	144
	<i>10-Q</i>	09/30/96	11/14/96	Not filed	142
	<i>10-Q</i>	12/31/96	02/14/97	Not filed	139
	<i>10-Q</i>	03/31/97	05/15/97	Not filed	136
	<i>10-K</i>	06/30/97	09/29/97	Not filed	132
	<i>10-Q</i>	09/30/97	11/14/97	Not filed	130
	<i>10-Q</i>	12/31/97	02/17/98	Not filed	127
	<i>10-Q</i>	03/31/98	05/15/98	Not filed	124
	<i>10-K</i>	06/30/98	09/28/98	Not filed	120
	<i>10-Q</i>	09/30/98	11/16/98	Not filed	118
	<i>10-Q</i>	12/31/98	02/16/99	Not filed	115
	<i>10-Q</i>	03/31/99	05/17/99	Not filed	112
	<i>10-K</i>	06/30/99	09/28/99	Not filed	108
	<i>10-Q</i>	09/30/99	11/15/99	Not filed	106
	<i>10-Q</i>	12/31/99	02/14/00	Not filed	103
	<i>10-Q</i>	03/31/00	05/15/00	Not filed	100
	<i>10-K</i>	06/30/00	09/28/00	Not filed	96
	<i>10-Q</i>	09/30/00	11/14/00	Not filed	94
	<i>10-Q</i>	12/31/00	02/14/01	Not filed	91
	<i>10-Q</i>	03/31/01	05/15/01	Not filed	88
	<i>10-K</i>	06/30/01	09/28/01	Not filed	84
	<i>10-Q</i>	09/30/01	11/14/01	Not filed	82
	<i>10-Q</i>	12/31/01	02/14/02	Not filed	79
	<i>10-Q</i>	03/31/02	05/15/02	Not filed	76
	<i>10-K</i>	06/30/02	09/30/02	Not filed	72
	<i>10-Q</i>	09/30/02	11/14/02	Not filed	70
	<i>10-Q</i>	12/31/02	02/14/03	Not filed	67
	<i>10-Q</i>	03/31/03	05/15/03	Not filed	64

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Bay Area Holdings, Inc.					
	10-K	06/30/03	09/29/03	Not filed	60
	10-Q	09/30/03	11/14/03	Not filed	58
	10-Q	12/31/03	02/17/04	Not filed	55
	10-Q	03/31/04	05/17/04	Not filed	52
	10-K	06/30/04	09/28/04	Not filed	48
	10-Q	09/30/04	11/15/04	Not filed	46
	10-Q	12/31/04	02/14/05	Not filed	43
	10-Q	03/31/05	05/16/05	Not filed	40
	10-K	06/30/05	09/28/05	Not filed	36
	10-Q	09/30/05	11/14/05	Not filed	34
	10-Q	12/31/05	02/14/06	Not filed	31
	10-Q	03/31/06	05/15/06	Not filed	28
	10-K	06/30/06	09/28/06	Not filed	24
	10-Q	09/30/06	11/14/06	Not filed	22
	10-Q	12/31/06	02/14/07	Not filed	19
	10-Q	03/31/07	05/15/07	Not filed	16
	10-K	06/30/07	09/28/07	Not filed	12
	10-Q	09/30/07	11/14/07	Not filed	10
	10-Q	12/31/07	02/14/08	Not filed	7
	10-Q	03/31/08	05/15/08	Not filed	4

Total Filings Delinquent 48

BCC Acquisitions Corp.

10-KSB	12/31/01	04/01/02	Not filed	77
10-QSB	03/31/02	05/15/02	Not filed	76
10-QSB	06/30/02	08/14/02	Not filed	73
10-QSB	09/30/02	11/14/02	Not filed	70
10-KSB	12/31/02	03/31/03	Not filed	66
10-QSB	03/31/03	05/15/03	Not filed	64
10-QSB	06/30/03	08/14/03	Not filed	61
10-QSB	09/30/03	11/14/03	Not filed	58
10-KSB	12/31/03	03/30/04	Not filed	54

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
BCC Acquisitions Corp.					
	10-QSB	03/31/04	05/17/04	Not filed	52
	10-QSB	06/30/04	08/16/04	Not filed	49
	10-QSB	09/30/04	11/15/04	Not filed	46
	10-KSB	12/31/04	03/31/05	Not filed	42
	10-QSB	03/31/05	05/16/05	Not filed	40
	10-QSB	06/30/05	08/15/05	Not filed	37
	10-QSB	09/30/05	11/14/05	Not filed	34
	10-KSB	12/31/05	03/31/06	Not filed	30
	10-QSB	03/31/06	05/15/06	Not filed	28
	10-QSB	06/30/06	08/14/06	Not filed	25
	10-QSB	09/30/06	11/14/06	Not filed	22
	10-KSB	12/31/06	04/02/07	Not filed	17
	10-QSB	03/31/07	05/15/07	Not filed	16
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-KSB	12/31/07	03/31/08	Not filed	6
	10-Q ¹	03/31/08	05/15/08	Not filed	4
	10-Q ¹	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	27				

Be, Inc.

10-K	12/31/03	03/30/04	Not filed	54
10-Q	03/31/04	05/17/04	Not filed	52
10-Q	06/30/04	08/16/04	Not filed	49
10-Q	09/30/04	11/15/04	Not filed	46
10-K	12/31/04	03/31/05	Not filed	42
10-Q	03/31/05	05/16/05	Not filed	40
10-Q	06/30/05	08/15/05	Not filed	37
10-Q	09/30/05	11/14/05	Not filed	34
10-K	12/31/05	03/31/06	Not filed	30

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<i>Be, Inc.</i>					
	<i>10-Q</i>	03/31/06	05/15/06	Not filed	28
	<i>10-Q</i>	06/30/06	08/14/06	Not filed	25
	<i>10-Q</i>	09/30/06	11/14/06	Not filed	22
	<i>10-K</i>	12/31/06	04/02/07	Not filed	17
	<i>10-Q</i>	03/31/07	05/15/07	Not filed	16
	<i>10-Q</i>	06/30/07	08/14/07	Not filed	13
	<i>10-Q</i>	09/30/07	11/14/07	Not filed	10
	<i>10-K</i>	12/31/07	03/31/08	Not filed	6
	<i>10-Q</i>	03/31/08	05/15/08	Not filed	4
	<i>10-Q</i>	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	19				
<i>Bear Aerospace, Inc.</i>					
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Bear Aerospace, Inc.					
	10-QSB	03/31/07	05/15/07	Not filed	16
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-KSB	12/31/07	03/31/08	Not filed	6
	10-Q ¹	03/31/08	05/15/08	Not filed	4
	10-Q ¹	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	22				

Bermuda Acquisitions, Inc.

10-KSB	12/31/02	03/31/03	Not filed	66
10-QSB	03/31/03	05/15/03	Not filed	64
10-QSB	06/30/03	08/14/03	Not filed	61
10-QSB	09/30/03	11/14/03	Not filed	58
10-KSB	12/31/03	03/30/04	Not filed	54
10-QSB	03/31/04	05/17/04	Not filed	52
10-QSB	06/30/04	08/16/04	Not filed	49
10-QSB	09/30/04	11/15/04	Not filed	46
10-KSB	12/31/04	03/31/05	Not filed	42
10-QSB	03/31/05	05/16/05	Not filed	40
10-QSB	06/30/05	08/15/05	Not filed	37
10-QSB	09/30/05	11/14/05	Not filed	34
10-KSB	12/31/05	03/31/06	Not filed	30
10-QSB	03/31/06	05/15/06	Not filed	28
10-QSB	06/30/06	08/14/06	Not filed	25
10-QSB	09/30/06	11/14/06	Not filed	22
10-KSB	12/31/06	04/02/07	Not filed	17

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<i>Bermuda Acquisitions, Inc.</i>					
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
	<i>10-Q¹</i>	03/31/08	05/15/08	Not filed	4
	<i>10-Q¹</i>	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent					23

¹Regulation S-B and its accompanying forms, including Forms 10-QSB and 10-KSB, are in the process of being removed from the federal securities laws. See Release No. 34-56994 (Dec. 19, 2007). The removal is taking effect over a transition period that will conclude on March 15, 2009, so by that date, all reporting companies that previously filed their periodic reports on Forms 10-QSB and 10-KSB will be required to use Forms 10-Q and 10-K instead. Forms 10-QSB and 10-KSB will no longer be available, though issuers that meet the definition of a "smaller reporting company" (generally, a company that has less than \$75 million in public equity float as of the end of its most recently completed second fiscal quarter) will have the option of using new, scaled disclosure requirements that Regulation S-K now includes.