

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAY 05 REC'D

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, 2013
 Month / Day / Year

I, **Keith Costello**

Reporter's Name, Street, and Mailing Address

Broward Financial Holdings, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director, CEO/President

101 NE 3rd Avenue, Suite 2100

Title of the Holding Company Director and Official

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

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.

Fort Lauderdale

FL

33301

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:

Debbie Kohl

CFO & COO

Name

Title

954-761-4907

Area Code / Phone Number / Extension

954-761-4907

Area Code / FAX Number

dkohl@browardbankofcommerce.com

E-mail Address

None: (bank url: www.browardbankofcommerce.com)

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

Signature of Holding Company Director and Official

04/29/2014

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 **3890263**
 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

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.

None

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)

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City State Zip Code

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Legal Title of Subsidiary Holding Company

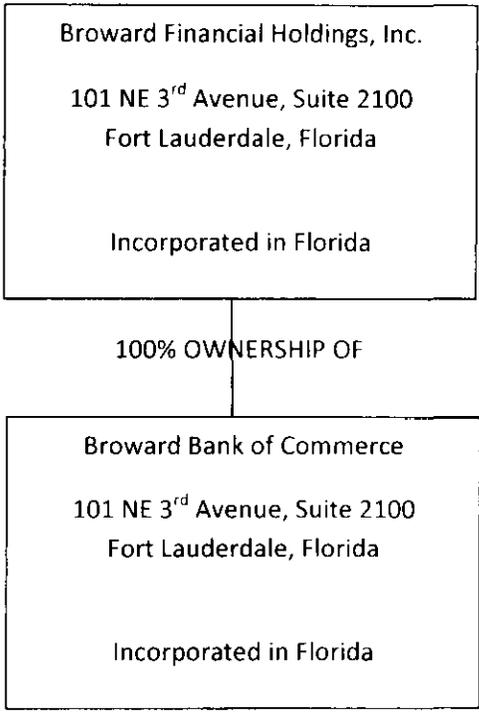
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Revised

Form FR Y-6
Report Item 2a – Organization Chart
Broward Financial Holdings, Inc.
Fort Lauderdale, Florida
Fiscal Year Ending December 31, 2013



Results: A list of branches for your depository institution: BROWARD BANK OF COMMERCE (ID_RSSD: 3820254). This depository institution is held by BROWARD FINANCIAL HOLDINGS, INC. (3820263) of FORT LAUDERDALE, FL. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	3820254	BROWARD BANK OF COMMERCE	101 NORTHEAST 3RD AVENUE, TOWER 101, SUITE 2100	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	469064	0	BROWARD BANK OF COMMERCE	3820254	
OK		Full Service	4499705	CORAL RIDGE BRANCH	2601 E OAKLAND PARK BLVD	OAKLAND PARK	FL	33306	BROWARD	UNITED STATES	Not Required	Not Required	BROWARD BANK OF COMMERCE	3820254	

Form FR Y-6, Item 3 - Securities Holders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2013

Current securities holders with ownership, control or holdings of 5% or more with power to
 vote as of fiscal year ending 12/31/2013

1.a. Name, City, State			1.b. Country of Citizenship or Incorporation	1.c. Number & Percentage of Shares		2. Shareholders not listed in 1.a-c that controlled 5% or more during the year
Bryan Haagenson and Amanda Haagenson, Joint Tenants with Right of Survivorship + BBOC Holdings LLC (controlled by Bryan Haagenson)	Ft Lauderdale	FL	USA	164,900 29,167	9.997% shares common stock warrants for common stock	None - all listed in 1.a-c
Alfred Thomas and Phyllis Thomas JTWROS	Ft Lauderdale	FL	USA	164,000	9.942% shares common stock	None - all listed in 1.a-c
Estate of Don Taft, controlled by William R. Rupp, Trustee	Ft Lauderdale	FL	USA	105,000 15,625	6.366% shares common stock warrants for common stock	None - all listed in 1.a-c
David Morse	Hollywood	FL	USA	100,000	6.062% shares common stock	None - all listed in 1.a-c
Paul M. Sallarulo	Ft Lauderdale	FL	USA	92,000 20,833	5.577% shares common stock warrants for common stock	None - all listed in 1.a-c

Revised

Form FR Y-6, Item 4 - Insiders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2013

1.a. Name, City, State			2. Principal Occupation	3.a. Title & Position with BHC	3.b. Title & Position with Subsidiary (Broward Bank of Commerce)	3.c. Title & Position with other businesses	4.a. Percentage of Voting Shares in BHC	4.b. Percentage of Voting Shares in Subsidiary (Broward Bank of Commerce)	4.c. List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
John Baker	Ft Lauderdale	FL	Restaurateur	Director	Director & Secretary	Owner, 4 Bakers Investments Inc. Jamie B. Inc.	1.819%	None	100% - 4 Bakers Investments Inc. 50% - Jamie B. Inc.
Ronnie Brown	Plantation	FL	Professional Football Player	Director	Director	Owner, Ronnie Brown, Inc.	1.516%	None	100% - Ronnie Brown, Inc.
Keith Costello	Ft Lauderdale	FL	Banker	Director & President	Director & President	None	0.788%	None	None
Stephen M. Greep, Jr	Ft Lauderdale	FL	Insurance Agent	Director	Director	Vice President, KS Insurance Corp. President, Greep Holdings, Inc.	1.516%	None	45% - KS Insurance Corp 100% - Greep Holdings, Inc.
Bryan Haagenson	Ft Lauderdale	FL	Attorney	Director	Director	Partner, Haagenson & Haagenson, P.A. 201 Holdings, LLC	9.997%	None	50% - Haagenson & Haagenson, P.A. 50% - 201 Holdings, LLC
Debbie Kohl	Tamarac	FL	Banker	Secretary	EVP / CFO & COO	None	0.258%	None	None
Karen Marsal	Wilton Manors	FL	Sr Director, Business Restructuring/Turnaround/Crisis Mgmt/Business Consulting	Director	Director	Sr Director & Partner Alvarez & Marsal	1.516%	None	1% - Alvarez & Marsal
Paul M Sallarulo	Ft Lauderdale	FL	Medical Product (developer, manufacturer, distributor)	Director	Director	Nexera Medical Foss Manufacturing	5.577%	None	5% - Nexera Medical 1% - Foss Manufacturing

Revised

Form FR Y-6, Item 4 - Insiders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2013

1.a. Name, City, State			2. Principal Occupation	3.a. Title & Position with BHC	3.b. Title & Position with Subsidiary (Broward Bank of Commerce)	3.c. Title & Position with other businesses	4.a. Percentage of Voting Shares in BHC	4.b. Percentage of Voting Shares in Subsidiary (Bank of Commerce)	4.c. List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Gregory C Sandefur	Ft Lauderdale	FL	Beverage Supplier/Distributor	Director	Director	CEO. United Spirits of Florida, LLC CEO. Sand Dollar Distributors, LLC CEO, Basix Beverages, LLC CEO. United Spirits, LLC Partner, Tunnel Tire Marketplace, LLC Partner, Rio Vista Saloon, LLC CEO, Fan LoyalTEES, LLC Vice President, Sandefur Five Star Investor, Globev, LLC Partner, Barkman Creek Land Co., LP Partner, Barkman Bluff Farms, LP	3.334%	None	100% - United Spirits of Florida, LLC 60% - Sand Dollar Distributors, LLC 60% - Basix Beverages, LLC 55% - United Spirits, LLC 50% - Tunnel Tire Marketplace, LLC 50% - Rio Vista Saloon, LLC 40% - Fan LoyalTEES, LLC 47% - Sandefur Five Star Investors, Inc. 30% - Investor, Globev, LLC 10% - Barkman Creek Land Co., LP 5% - Barkman Bluff Farms, LP
John P. Seiler	Ft Lauderdale	FL	Attorney	Director & Chairman	Director & Chairman	Partner, Seiler, Zaden & Rimes, LLC	1.516%	None	54% - Seiler, Zaden & Rimes, LLC
E. Clay Shaw III	Ft Lauderdale	FL	Real Estate Investor	Director	Director	Owner, Shaw & Company, Inc. Owner, ECS III, Inc. President, New River Land Co.	1.819%	None	100% - Shaw & Company, Inc. 100% - ECS III, Inc. 0% - New River Land Co.
Alfred Thomas	Ft Lauderdale	FL	Retired	Director	Director	Jaguars LLC, Sole Mgg Member Venice LLC Almax LLC Kin Group LLC	9.942%	None	100% - Jaguars LLC 100% - Venice LLC 100% - Almax LLC 48% - Kin Group LLC

Revised

Form FR Y-6, Item 4 - Insiders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2013

1.a. Name, City, State			2. Principal Occupation	3.a. Title & Position with BHC	3.b. Title & Position with Subsidiary (Broward Bank of Commerce)	3.c. Title & Position with other businesses	4.a. Percentage of Voting Shares in BHC	4.b. Percentage of Voting Shares in Subsidiary (Broward Bank of Commerce)	4.c. List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
D. Arnold Tillman	Cartersville	GA	Physician	Director	None	President, David A. Tillman, MD, PA Tillman Family LLP	0.000%	None	100% - David A. Tillman, MD, PA 1% - Tillman Family LLP
Howard Zusman	Miami	FL	Banker	N/A	EVP / CLO	H & S Real Properties LLC Zusman Consulting, Inc. (inactive)	0.000%	None	50% - H & S Real Properties LLC 100% - Zusman Consulting, Inc.

Note: Insiders include executive officers, directors or principal shareholders (generally means the power to vote more than 10% of any class of voting securities in the Bank Holding Company.)