



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2012
Month / Day / Year

I, Keith Costello

Reporter's Name, Street, and Mailing Address
Broward Financial Holdings, Inc.

Name of the Bank Holding Company Director and Official

Director, CEO/President

Legal Title of Bank Holding Company

101 NE 3rd Avenue, Suite 2100

Title of the Bank Holding Company Director and Official

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

Fort Lauderdale FL 33301
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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
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 Bank Holding Company's web page

Signature of Bank Holding Company Director and Official

Date of Signature

For bank 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 3820263
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:

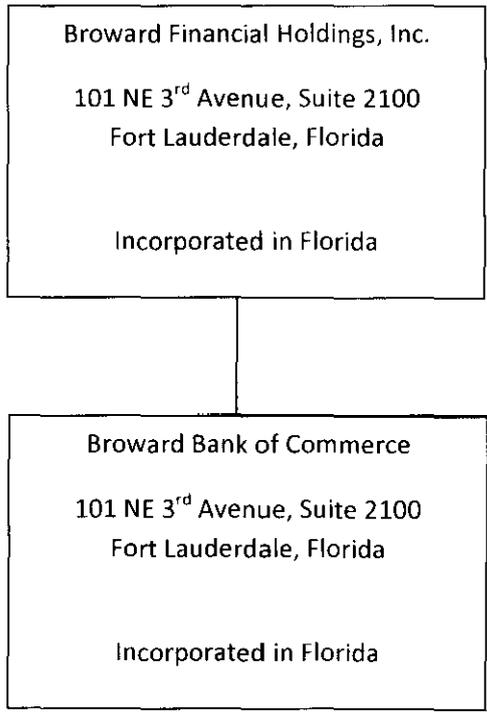
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

revised

Form FR Y-6
Report Item 2a – Organization Chart
Broward Financial Holdings, Inc.
Fort Lauderdale, Florida
Fiscal Year Ending December 31, 2012



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 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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**

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	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
ok	Full Service (Head Office)	3820254	BROWARD BANK OF COMMERCE	101 NORTHEAST 3RD AVENUE, TOWER 101, SUITE 2100	FORT LAUDERDALE	FL	33301	BROWARD
ok	Full Service	4499705	CORAL RIDGE BRANCH	2601 E OAKLAND PARK BLVD	OAKLAND PARK	FL	33306	BROWARD

revised

Form FR Y-6. Item 3 - Securities Holders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2012

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2012

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
MJB Financial Ltd., controlled by Robert M. Geiserman	Deerfield Beach	FL	USA	130,000	7.9% shares common stock	None - all listed in 1.a-c
				20,313	warrants for common stock	
David Morse	North Miami Beach	FL	USA	100,000	6.1% shares common stock	None - all listed in 1.a-c
The United States of America, controlled by the US Marshal Service, Asset Forfeiture Division, Complex Assets Unit	Washington	DC	USA	150,000	9.1% 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	6.4% shares common stock	None - all listed in 1.a-c
				15,625	warrants for common stock	

Form FR Y-6, Item 4 - Insiders
BROWARD FINANCIAL HOLDINGS INC
 Fort Lauderdale, Florida
 Fiscal Year Ending December 31, 2012

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		1.8%	None	
						Owner, 4 Bakers Investments Inc.			100%
						Jamie B, Inc.			50%
Ronnie Brown	Plantation	FL	Professional Football Player	Director	Director		1.5%	None	100%
Keith Costello	Ft Lauderdale	FL	Banker	Director & President	Director & President	None	0.8%	None	None
Stephen M. Greep, Jr	Ft Lauderdale	FL	Insurance Agent	Director	Director		1.5%	None	
						Vice President, KS Insurance Corp. President, Greep Holdings, Inc.			45% 100%
Bryan Haagenson	Ft Lauderdale	FL	Attorney	Director	Director		2.1%	None	
						Partner, Haagenson & Haagenson, P.A.			50%
Debbie Kohl	Tamarac	FL	Banker	Secretary	Executive Vice President/CFO	None	0.3%	None	None
Ricarida Rubino	Pembroke Pines	FL	Banker	None	Executive Vice President/CRO	None	0.1%	None	None

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Paul M Sallarulo	Ft Lauderdale	FL	Medical Product <small>(developer, manufacturer, distributor)</small>	Director	Director	None	1.1%	None	None
Gregory C Sandefur	Ft Lauderdale	FL	Beverage Supplier/Distributor	Director	Director		3.3%	None	
						CEO, United Spirits of Florida, LLC			100%
						CEO, Sand Dollar Distributors, LLC			60%
						CEO, Basix Beverages, LLC			60%
						CFO, United Spirits, LLC			55%
						Partner, Tunnel Tire Marketplace, LLC			50%
						Partner, Rio Vista Saloon, LLC			50%
						CEO, Fan LoyalTEES, LLC			50%
						Vice President, Sandefur Five Star Investors, Inc.			33%
						Investor, Globev, LLC			30%
						CEO, Sand Dollar Beverage Co., LLC			28.8%
						Partner, Barkman Creek Land Co., LP			10%
						Partner, Barkman Bluff Farms, LP			5%

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 Fort Lauderdale, Florida
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John P. Seiler	Ft Lauderdale	FL	Attorney	Director & Chairman	Director & Chairman	Partner, Seiler, Zaden & Rimes, LLC	1.5%	None	54%
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.	1.8%	None	100% 100% 0%
D. Arnold Tillman	Cartersville	GA	Physician	Director	None	President, David A. Tillman, MD, PA Tillman Family LLP	0.0%	None	100% 1%
Howard Zusman	Miami	FL	Banker	None	Executive Vice President/CLO	H&S Real Properties, LLC Zusman Consulting, Inc.	0.0%	None	50% 100%

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.)