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Board of Governors of the Federal Reserve System



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.

I, Joel Klein

Name of the Holding Company Director and Official

Director, Chairman of Audit Committee

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.

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.

Signature of Holding Company Director and Official

Date of Signature

3/29/16

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 3251661
 C.I. _____

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

OptimumBank Holdings, Inc.

Legal Title of Holding Company

2477 E. Commercial Boulevard

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

Ft. Lauderdale FL 33308

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James R. Odza SVP

Name Title

954-900-2840

Area Code / Phone Number / Extension

954-900-2840

Area Code / FAX Number

jrodza@optimumbank.com

E-mail Address

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

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."

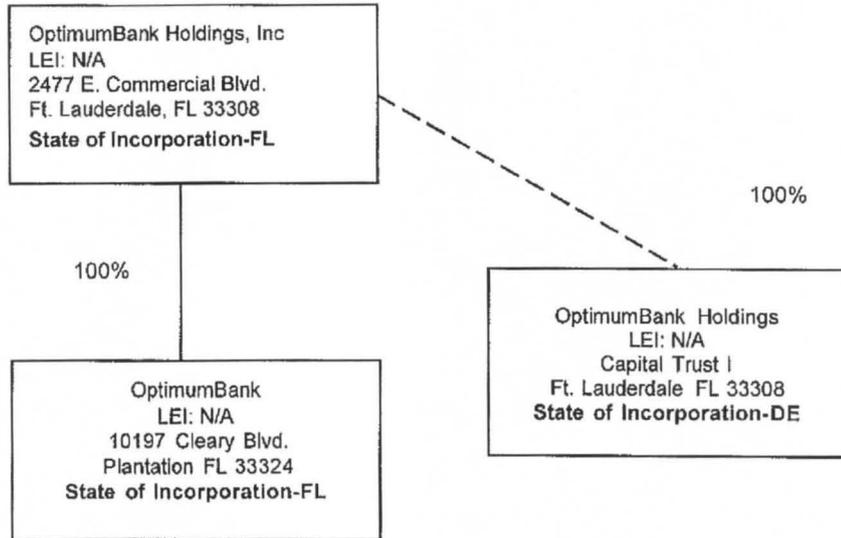
No

Item 1: OptimumBank Holdings is registered with the SEC.

Item 2a:



OptimumBank Holdings, Inc. Fiscal
Year Ending December 31, 2015
ORGANIZATIONAL CHART



FORM FR Y-6

Item 2a: The following are not reportable on FR Y-10 because their sole function is to hold OREO properties. All are 100% subsidiaries of OptimumBank.

- OB Real Estate Management
- OB Real Estate Holdings, LLC
- OB Real Estate Holdings Northwood, LLC
- OB Real Estate Holdings 1503, LLC
- OB Real Estate Holdings 1518, LLC
- OB Real Estate Holdings 1676, LLC
- OB Real Estate Holdings 1692, LLC
- OB Real Estate Holdings 1704, LLC

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Results: A list of branches for your depository institution: OPTIMUMBANK (ID_RSSD: 2953418).
 This depository institution is held by OPTIMUMBANK HOLDINGS, INC. (3251661) of FORT LAUDERDALE, FL.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016. ✓

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)	2953418	OPTIMUMBANK	10197 CLEARY BOULEVARD	PLANTATION	FL	33324	BROWARD	UNITED STATES	80028	0	OPTIMUMBANK	2953418	
				DEERFIELD BEACH - THE SHOPPES OF											
OK		Full Service	3641299	HILLSBORO PLAZA BRANCH	2215 WEST HILLSBORO BLVD	DEERFIELD BEACH	FL	33442	BROWARD	UNITED STATES	425165	2	OPTIMUMBANK	2953418	
OK		Full Service	4522283	FORT LAUDERDALE BRANCH	2477 E COMMERCIAL BLVD	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES	Not Required	Not Required	OPTIMUMBANK	2953418	

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OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2015



Report Item 3: Shareholders

(1) (a)(b)(c)

Current shareholders with ownership, control or holdings of 5%
or more with power to vote as of fiscal year ending 12/31/15

(1)(a) Name and address (City, State, Country)	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Common Stock
Moishe Gubin South Bend IN USA	USA	884,977 9.19% common stock
Midwest Kosher Deli South Bend IN USA	USA	776,251 8.07% common stock
Ari Haas Chicago IL USA	USA	750,000 7.79% common stock
Midwest Tora Center South Bend IN USA	USA	494,250 5.14% common stock

FORM FRY6

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OptimumBank Holdings Inc.
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1) (a)(b)(c)

(1)(a) Name and address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Title List names of other companies
Moishe Gubin South Bend IN USA	CEO various nursing homes	Director	Chairman of the Board (Optimum Bank)	(1)	9.19%	N/A	(1)
Joel Klein West Hempstead NY USA	Retired	Director	Director (OptimumBank)	(1)	1.63%	N/A	(1)
Martin Schmidt Boynton Beach FL USA	Financial Planner	Director	Director (OptimumBank)	(1)	0.08%	N/A	(1)

Note (1)
See Attached

Moishe Gubin - Report of Related Interests as of 12/31/2015



Name of Corporation, Company or Partnership.	Title/Position in En	Purpose	Gubin Enterprises LP Strawberry Fields	Gubin Enterprises LP Non-Strawberry Fields	Moishe Gubin, personally
1020 West Vine Street Realty, LLC	Manager	Nursing Home Realty	38.38%		
107 South Lincoln Street, LLC (Smithton)	Manager	Nursing Home Realty	38.38%		
1101 Glendale Boulevard, LLC	Manager	Medical Office Building	38.38%		
120 North Tower Road, LLC	Manager	Nursing Home Realty	38.38%		
12803 Lenover Street Realty LLC (Dills)	Manager	Nursing Home Realty	38.38%		
1301 East Deyoung Street, LLC (Marion)	Manager	Nursing Home Realty	38.38%		
1316 North Tibbs Avenue Realty, LLC (Indianapolis)	Manager	Nursing Home Realty	38.38%		
1350 North Todd Drive Realty, LLC (Scottsburg)	Manager	Nursing Home Realty	38.38%		
1600 East Liberty Street Realty LLC (Covington)	Manager	Nursing Home Realty	38.38%		
1601 Hospital Drive Realty LLC (Greencastle)	Manager	Nursing Home Realty	38.38%		
1621 Coit Road Realty, LLC	Manager	Nursing Home Realty	38.38%		
1623 West Delmar Avenue, LLC (Godfrey)	Manager	Nursing Home Realty	38.38%		
1712 Leland Drive Realty, LLC	Manager	Nursing Home Realty	38.38%		
1900 North Park Avenue, LLC	Manager	Nursing Home Realty	38.38%		
2055 Heritage Drive Realty LLC (Martinsville)	Manager	Nursing Home Realty	38.38%		
2301 North Oregon Street Realty, LLC	Manager	Nursing Home Realty	38.38%		
2325 Pointe Parkway LLC	Manager	Office Building		50.00%	
240 Fencil Lane, LLC	Manager	Office Building		50%	
253 Bradington Drive, LLC (Columbia)	Manager	Nursing Home Realty	38.38%		
26-36 BOROUGH PLACE LLC	Manager	Commercial Building		100%	
2640 Cold Spring Road, LLC	Manager	Nursing Home Realty		50%	
3090 Five Points Hartford Road Realty, LLC	Manager	Nursing Home Realty	38.38%		
3121 Glanzman Road Realty, LLC	Manager	Nursing Home Realty	38.38%		
315 South Brady Mill Road, LLC	Manager	Nursing Home Realty	38.38%		
3523 Wickenhauser, LLC (Alton)	Manager	Nursing Home Realty	38.38%		

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3895 South Keystone Avenue Realty LLC (Indy)	Manager	Nursing Home Realty	38.38%	
393 Edwardsville Road, LLC (Wood River)	Manager	Nursing Home Realty	38.38%	
405 Rio Vista Lane Realty LLC (Rising Sun)	Manager	Nursing Home Realty	38.38%	
4250 Sodom Hutchings Road Realty, LLC	Manager	Nursing Home Realty	38.38%	
430 South Front Street, LLC	Manager	Nursing Home Realty	38.38%	
500 South Lewis Lane, LLC	Manager	Nursing Home Realty	38.38%	
516 West Frech II, LLC	Manager	Nursing Home Realty		40%
516 West Frech Street, LLC (Parker)	Manager	Nursing Home Realty	38.38%	
5601 Plum Creek Drive Realty, LLC	Manager	Nursing Home Realty	38.38%	
5681-85 North Lincoln Avenue, LLC	Manager	Office Building		50.00%
6101 Nimtz Parkway, LLC	Manager	Office Building		50.00%
620 West Strub Road Realty, LLC	Manager	Nursing Home Realty	38.38%	
6736 West US Highway 12, LLC	Manager	Car Dealer Real Estate		22.10%
690 Pro Med Lane, LLC	Manager	Office Building		50%
727 North 17th Street, LLC (Midwest)	Manager	Nursing Home Realty	38.38%	
735 West Diversey Parkway, LLC	Manager	Holding Company for var interests	38.38%	
770 State Street, LLC (Chester)	Manager	Nursing Home Realty	38.38%	
8200 National Avenue Realty, LLC	Manager	Nursing Home Realty	38.38%	
900 West Race Street, LLC	Manager	Nursing Home Realty	38.38%	
911 South 3rd Street, LLC	Manager	Nursing Home Realty	38.38%	
950 Cross Avenue Realty LLC (Clifty Falls)	Manager	Nursing Home Realty	38.38%	
958 East Highway 46 Realty LLC (Batesville)	Manager	Nursing Home Realty	38.38%	
Advantage Purchasing Group, LLC	Manager	Purchasing Group		17%
Alpha Home – a Waters Community, LLC	Manager	SNF - management agent		50%
Ambassador Nursing and Rehabilitation Center II, L	Manager	SNF		37.50%
Ambassador Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%	
Belhaven Nursing and Rehabilitation Center, LLC	Manager	SNF		35.00%
Belhaven Realty, LLC	Manager	Nursing Home Realty	38.38%	
Caremedix LLC	Manager	Medical Supplies		25%
Central Nursing and Rehabilitation Center, LLC	Manager	SNF - no longer operating		50.00%
Central Nursing Realty, LLC	Manager	Nursing Home Realty - property sold	38.38%	
Chalet of Niles, LLC	Manager	SNF		10%
City View Multicare Center, LLC	Manager	SNF		50%

Continental Nursing and Rehabilitation Center, LLC	Manager	SNF		37.50%	
Continental Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
County Hospital Manager LLC	Manager	management Co.		38.20%	
Dealership Investment LLC	Manager	Investment		22.10%	
Empire Health Management, LLC	Manager	Self Funded Insurance		50.00%	
Empire Risk Management Services, LLC	Manager	Risk management services		50%	
Energy and Power Technology Solutions, LLC	Manager	Holding Company for var interests		0.00%	
Forest View Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
Forest View Rehabilitation and Nursing Center, LLC	Manager	SNF		35.00%	
Global Healthcare Ventures, LLC	Manager	Holding co/consultant for hospice, home health		25%	
Gubin Enterprises Limited Partnership	Manager	Family Trust Vehicle			1%
Healthcare Technology Solutions	Manager	IT Services		16.67%	
Heritage Home Health Services II LLC	Manager	Home Health services		50%	
Heritage Home Health Services, LLC	Manager	Home Health services	38.38%		
Indiana Health Care Ventures LLC	Manager	Home Health services, hospice corporate parent		50.00%	
Infinity & Beyond LLC	Manager	Owner of airplane		50.00%	
Infinity Funding of Indiana LLC	Manager	Internal consolidator		50.00%	
Infinity Funding, LLC	Manager	Internal consolidator		50.00%	
Infinity H Funding, LLC	Manager	Internal consolidator		50%	
Infinity Healthcare Management of Illinois LLC	Manager	Consulting Co. for Illinois SNF's		50.00%	
Infinity Healthcare Management of IN LLC	Manager	Consulting Co. for IN SNF's		50.00%	
Infinity Non-HUD Funding, LLC	Manager	Internal consolidator		50%	
Lakeview Rehabilitation and Nursing Center, LLC	Manager	SNF		40.00%	
LBG Realty, LLC	Manager	Realty investor		50.00%	
Lifelines Rehabilitation Services, LLC	Manager	Partner in Tricare Rehab		40%	
Lincoln Park Holdings, LLC	Manager	Nursing Home Realty	38.38%		
Master Tenant II, LLC	Manager	Internal consolidator	38.38%		
Master Tenant, LLC	Manager	Internal consolidator		50.00%	
MD Hospitality, LLC	Manager	Kosher Catering		50.00%	
Midway Neurological and Rehabilitation Center, LLC	Manager	SNF		27.82%	
Midway Neurological and Rehabilitation Realty, LLC	Manager	Nursing Home Realty	38.38%		



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Momence Meadows Nursing and Rehabilitation Ce	Manager	SNF		33.60%	
Momence Meadows Realty, LLC	Manager	Nursing Home Realty	38.38%		
Monarch Hospice & Palliative Care, Inc.	Manager	Hospice company			25%
New York Boys Kosher Pizza, LLC	Manager	Restaurant		99.99%	
New York Boys Management, LLC	Manager	Holding Company for var interests		50.00%	
Niles Nursing & Rehabilitation Center LLC	Manager	SNF		40.00%	
Niles Nursing Realty LLC	Manager	Nursing Home Realty	38.38%		
Oak Lawn Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
Oak Lawn Respiratory and Rehabilitation Center, L	Manager	SNF		20.00%	
OptimumBank Holdings Inc. (Common)	Shareholder	Bank Holding Company			9.19%*
Parker Nursing & Rehabilitation Center LLC	Manager	SNF		40.00%	
Parkshore Estates Nursing and Rehabilitation Cent	Manager	SNF		40.00%	
Parkshore Estates Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
Monarch Hospice, LLC	Manager	Hospice company	25%		
SaveCOFLL	Indirect Partial Own	DDA for Loan	25%		
Silverbrook Acquisition, LLC	Manager	SNF	38.38%		
Southern Illinois Healthcare Realty II, LLC	Manager	Holding Company for var interests	38.38%		
Southern Illinois Healthcare Realty LLC	Manager	Holding Company for var interests		46.50%	
Southpoint Nursing and Rehabilitation Center, LLC	Manager	SNF		29.97%	
Southpoint Realty, LLC	Manager	Nursing Home Realty	38.38%		
Strawberry Fields Management Services, LLC	Manager	Management Co. for REIT		42.00%	
Strawberry Fields REIT, LLC	Manager	Holding Company for var interests	38.38%		
Strawberry Fields REIT, LTD	Manager	Holding Company for var interests	38.38%		
Strawberry Patch Aleph, LLC	Manager	Holding Company for var interests		38.47%	
Strawberry Patch Bet L.L.C.	Manager	Holding Company for var interests		35.42%	
The Big H2O LLC	Manager	Holding Company for var interests	38.38%		
The HUD H2O Leasing Company LLC	Manager	Internal consolidator	38.38%		
The New Three Oaks Ford, LLC	Manager	Car Dealership		22.10%	

The Waters of Batesville II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Batesville, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Clifty Falls II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Clifty Falls, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Covington II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Covington, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Dillsboro Ross II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Dillsboro-Ross, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Duneland II LLC	Manager	SNF - no longer operating		38.20%	
The Waters of Duneland, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Greencastle II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Greencastle, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Huntingburg II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Huntingburg, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Indiana, LLC	Manager	parent of SNFs - no longer operation	38.38%		
The Waters of Indianapolis II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Indianapolis, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Martinsville II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Martinsville, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Muncie II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Muncie, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of New Castle II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Princeton II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Rising Sun II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Rising Sun, LLC	Manager	SNF - no longer operating	38.38%		
The Waters of Scottsburg II LLC	Manager	SNF - Management agent		38.20%	
The Waters of Yorktown II LLC	Manager	SNF - no longer operating		38.20%	
The Waters of Yorktown, LLC	Manager	SNF - no longer operating	38.38%		
Tricare Rehab, LLC	Manager	Therapy company		20%	
United Rx, LLC	Manager	Pharmacy,		32%	
West Suburban Nursing and Rehabilitation Center,	Manager	SNF		37.50%	
West Suburban Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
Westpark a Waters Community, LLC	Manager	SNF		50%	

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Westshire Nursing Realty, LLC	Manager	Nursing Home Realty	38.38%		
Woodview A Waters Community, LLC	Manager	SNF		25.00%	
Woodview Consulting LLC	Manager	Consulting to Woodview SNF Operator		50.00%	
Xcel Med, LLC	Manager	Medical Supplies		14%	
Master Tenant III, LLC	Manager	Internal consolidator	38.38%		
Chalet of Adrian, LLC	Manager	SNF		10%	
Chalet of Hastings, LLC	Manager	SNF		10%	
Chalet of Monroe, LLC	Manager	SNF		10%	
Chalet of Saginaw, LLC	Manager	SNF		10%	
130 Sand Creek Highway, LLC	Manager	Nursing Home Realty	38.38%		
240 East North Street, LLC	Manager	Nursing Home Realty	38.38%		
1215 North Telegraph Road, LLC	Manager	Nursing Home Realty	38.38%		
2160 North Center Road, LLC	Manager	Nursing Home Realty	38.38%		
Strawberry Fields REIT, LTD	Manager	Holding Company for var interests	38.38%		
Main Event - Mauzone Caterers, LLC	Manager	Kosher Catering		70%	
Tiktek IT Solutions, LLC	Manager	IT Services		16.67%	

* OPHC Ownership - As of 12/31/15, there were an additional 244,665 shares authorized by the Board of Directors to Mr. Gubin, as director and/or bonus shares, but will not be issued unless and until same is permitted, to wit, Mr. Gubin is approved for Change of Control or the receipt of the additional shares will not increase his ownership interest above 9.99%."

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5/26/16