

MAR 22 2012

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Board of Governors of the Federal Reserve System



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, 2011

Month / Day / Year

I, Richard L. Browdy
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

OptimumBank Holdings, Inc.
Legal Title of Bank Holding Company
2477 E. Commercial Blvd.
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Ft. Lauderdale FL 33308
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:

Gary Newman VP/Controller
Name Title
954-776-2332 107
Area Code / Phone Number / Extension
954-776-2281
Area Code / FAX Number
gjnewman@optimumbank.com
E-mail Address
www.optimumbank.com
Address (URL) for the Bank Holding Company's web page

Richard L. Browdy
Signature of Bank Holding Company Director and Official
3-20-12
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 _____
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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

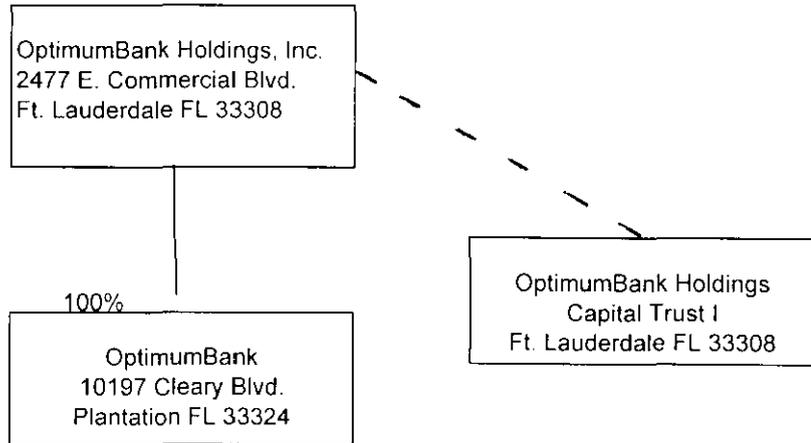
<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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FORM FR Y-6

Item 1: OptimumBank Holdings is registered with the SEC.

Item 2a:

OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2011
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 1503, LLC
OB Real Estate Holdings 1695, LLC
OB Real Estate Holdings 1669, LLC
OB Real Estate Holdings 1645, LLC
OB Real Estate Holdings 1620, LLC
OB Real Estate Holdings 1565, LLC
OB Real Estate Holdings 1443, LLC
OB Real Estate Holdings 1616, LLC
OB Real Estate Holdings 1617, LLC
OB Real Estate Holdings 1710, LLC
OB Real Estate Holdings 1596, LLC
OB Real Estate Holdings 1636, LLC

FORM FR Y-6

OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2011

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 12/31/11

(1)(a) Name and address (City, State, Country)	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Common Stock
✓ Sam Borek Chicago IL	USA	2,045,951 9% common stock 4,557 0% options on common stock
A & F Realty South Bend IN	USA	2,000,000 9% common stock
Michael Blisko South Bend IN	USA	2,000,000 9% common stock
David Gross Chicago IL	USA	2,000,000 9% common stock
Joseph Schwartz Wood Ridge NJ	USA	2,000,000 9% common stock
Moishe Gubin South Bend IN	USA	1,800,000 8% common stock
Mair Cohen Cleveland OH	USA	1,500,000 6% common stock
Ely Latinik Skokie IL	USA	1,325,000 5% common stock
Michael Elkes Chicago IL	USA	1,125,000 5% common stock

New

Missing
 El. David Kninsky
 Howard Carlowsky - mentioned in 3(2)

Report Item 3: Shareholders

(2) (a)(b)(c)

Shareholders with ownership, control or holdings of 5%
or more with power to vote during fiscal year ending 12/31/11

(2)(a) Name and address (City, State, Country)	(2)(b) Country of Citizenship	(2)(c) Number and Percentage of Common Stock
/ H. David Krinsky Brooklyn NY	USA	81,351 9% common stock 7,598 0% options on common stock
/ Hillard Garlovsky Riverwoods IL	USA	44,232 5% common stock

OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2011

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) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies
✓ Richard Browdy Cooper City, FL USA	N/A	Director & President	Director & President (OptimumBank)	N/A	0%	N/A	N/A
✓ Sam Borek Chicago IL	Attorney	Vice Chairman of the Board		N/A	9%	N/A	N/A
Moishe Gubin South Bend IN	CEO various nursing homes	Chairman of the Board		N/A	8%	N/A	N/A
Robert Acri Winnetka IL	Asset management	Director		N/A	0%	N/A	N/A
Seth Gillman Lincolnwood IL	Owner healthcare facilities	Director		N/A	3%	N/A	N/A
Wendy Mitchler Ft. Lauderdale FL	Attorney	Director		N/A	0%	N/A	N/A

Received
5-29-12
dmo

Results: A list of branches for your depository institution: OPTIMUMBANK (IC_RSSD: 2953418). This depository institution is held by OPTIMUMBANK HOLDINGS, INC. 325216611 of FORT LAUDERDALE FL. The data are as of 12/31/2011. Data reflects information that was received and processed through 04/04/2012

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 UNNUM, 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 UNNUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	2953418	OPTIMUMBANK	10197 CLEARY BOULEVARD	PUNTA RICA	FL	33124	BROWARD	UNITED STATES	80028	0	OPTIMUMBANK	2953418	
		Full Service	3641299	DEERFIELD BEACH - THE SHOPPES OF HILLSBORO PLAZA BRANCH	7215 WEST HILLSBORO BLVD	DEERFIELD BEACH	FL	33447	BROWARD	UNITED STATES	425165	2	OPTIMUMBANK	2953418	
		Full Service	3641280	GALT OCEAN MILE BRANCH	3524 NORTH OCEAN BOULEVARD	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES	427438	1	OPTIMUMBANK	2953418	