

FR Y-6
OMB Number 7100-0287
Approval expires December 31, 2015
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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.

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

December 31, 2012

Month / Day / Year

I, Moïshe Gubin

Reporter's Name, Street, and Mailing Address

OptimumBank Holdings, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board

2477 E. Commercial Blvd.

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.

Ft. Lauderdale FL 33308
City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Gary Newman

VP/Controller

Name

Title

954-900-2817

Area Code / Phone Number / Extension

954-900-2817

Area Code / FAX Number

gnewman@optimumbank.com

E-mail Address

www.optimumbank.com

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

Signature of Holding Company Director and Official

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
C.I.

3251661

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0287), Washington, DC 20503.

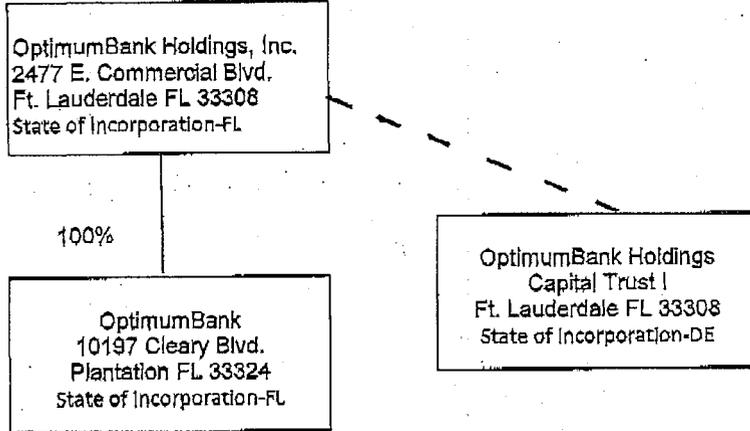
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Item 1: OptimumBank Holdings is registered with the SEC.

Item 2a:

OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2012
ORGANIZATIONAL CHART



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Item 2a: The following are not reportable on FR Y-10 because their sole function is to hold OREC 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
OB Real Estate Holdings 1655, LLC
OB Real Estate Holdings 1692, LLC
OB Real Estate Holdings 1704, LLC
OB Real Estate Holdings Rosemary, LLC
OB Real Estate Holdings Sillato, LLC

Results: A list of branches for your holding company: OPTIMUMBANK HOLDINGS, INC. (3251661) of FORT LAUDERDALE, FL. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/30/2013.

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 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
OK		Full Service (Head Office)	2953418	OPTIMUMBANK	10197 CLEARY BOULEVARD	PLANTATION	FL	33324	BROWARD	UNITED STATES	80028	0	OPTIMUMBANK	2953418	
OK		Full Service	3641299	DEERFIELD BEACH - THE SHOPPES OF HILLSBORO PLAZA BRANCH	2215 WEST HILLSBORO BLVD	DEERFIELD BEACH	FL	33442	BROWARD	UNITED STATES	425165	2	OPTIMUMBANK	2953418	
Close	11/9/2012	Full Service	3641280	GALT OCEAN MILE BRANCH	3524 NORTH OCEAN BOULEVARD	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES	422438	1	OPTIMUMBANK	2953418	
Add	11/13/2012	Full Service		FT. LAUDERDALE BRANCH	2477 E COMMERCIAL BLVD	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES			OPTIMUMBANK		

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**OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2012**

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 12/31/12

(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	2,050,515 6.5% common stock 3,038 0% options on common stock
A & F Realty Trustee: Ted Lerman South Bend IN	USA	3,105,000 9.9% common stock
Molshe Gubin South Bend IN	USA	2,612,143 8.3% common stock
Ari Haas Chicago IL	USA	3,000,000 9.5% common stock

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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 12/31/12.

(2)(a) Name and address (City, State, Country)	(2)(b) Country of Citizenship	(2)(c) Number and Percentage of 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
Mair Cohen Cleveland OH	USA	1,500,000 6% common stock
Elly Latinik Skokie IL	USA	1,325,000 5% common stock
Michael Elkes Chicago IL	USA	1,125,000 5% common stock

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OptimumBank Holdings, Inc.
Fiscal Year Ending December 31, 2012

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	Vice Chairman of the Board (OptimumBank)	N/A	6.5%	N/A	N/A
Maisha Gubin South Bend IN	CEO various nursing homes	Chairman of the Board	Chairman of the Board (OptimumBank)	Partner	8.3%	N/A	see attached
Seth Gilman Lincolnwood IL	Owner healthcare facilities	Director	Director (OptimumBank)	N/A	3.7%	N/A	N/A
Joel Klein West Hempstead NY	Retired	Director	Director (OptimumBank)	N/A	1.6%	N/A	N/A

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Report Item 4: Insiders
(4) (c)

Current Ownership Percentage	
	Moishe Gubin
516 Frech St, LLC (Parker)	50.00%
770 State Street LLC (Chester)	50.00%
Ambassador Nursing & Rehab Center, LLC	37.50%
Belhaven Nursing & Rehab center LLC	35.00%
Infinity Funding of Indiana, LLC	50.00%
Infinity Funding, LLC	50.00%
Infinity Healthcare Management of Illinois II, LLC	50.00%
Infinity Healthcare Management of Indiana, LLC	50.00%
Lakeview Rehabilitation & Nursing	40.00%
LBG	50.00%
Lincoln Park Holdings	40.00%
Midway Neurological and Rehabilitation Center LLC	27.82%
Momence Meadows & Nursing Center LLC	33.60%
New York Boys Kosher Pizza, LLC	99.99%
Niles Nursing & Rehabilitation LLC	40.00%
NYBM	50.00%
Oak Lawn Respiratory & Rehab Center LLC	30.00%
Parker Nursing & Rehab Center, LLC	40.00%
Parkshore Estates Nursing	30.00%
South Point Nursing & Rehab LLC	29.97%
Strawberry Patch Alet, LLC	35.09%
Strawberry Patch Bet, LLC	35.42%
The Waters of Batesville II, LLC	30.13%
The Waters of Clifty Falls II, LLC	30.13%
The Waters of Covington II, LLC	30.13%
The Waters of Dillsboro Ross II, LLC	30.13%
The Waters of Duneland II, LLC	30.13%
The Waters of Greencastle II, LLC	30.13%
The Waters of Huntingburg II, LLC	30.13%
The Waters of Indianapolis II, LLC	30.13%
The Waters of Martinsville II, LLC	30.13%
The Waters of Muncie II, LLC	30.13%
The Waters of New Castle II, LLC	30.13%
The Waters of Princeton II, LLC	30.13%
The Waters of Rising Sun II, LLC	30.13%
The Waters of Scottsburg II, LLC	30.13%
The Waters of Yorktown II, LLC	30.13%
The Waters original Equity Ownership	38.63%
West Suburban Nursing & Rehab Center LLC	37.50%