

OptimumBank Holdings, Inc.  
Form 10-K/A  
April 29, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

Amendment No. 1

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Fiscal Year Ended December 31, 2009**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from**                      **to**

**Commission File Number 000-50755**

# OPTIMUMBANK HOLDINGS, INC.

(Name of registrant as specified in its charter)

<b>Florida</b> (State or other jurisdiction of incorporation or organization)	<b>55-0865043</b> (I.R.S. Employer Identification No.)
<b>2477 East Commercial Blvd., Fort Lauderdale, FL</b> (Address of principal executive offices)	<b>33308</b> (Zip Code)
<b>Registrant's telephone number, including area code:</b>  <b>(954) 776-2332</b>	

**Securities registered pursuant to Section 12(b) of the Act:**

**Common Stock, par value \$0.01 per share**

**Title of each class**

**NASDAQ Global Market**

**Name of each exchange on which registered**

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1993. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant (2,466,750 shares) on April 12, 2010, was approximately \$1,973,400, computed by reference to the closing market price at \$.80 per share as of April 12, 2010. For purposes of this information, the outstanding shares of common stock owned by directors and executive officers of the registrant were deemed to be shares of common stock held by affiliates.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest most practicable date: The number of shares of common stock, par value \$0.01 per share, of the registrant outstanding as of April 12, 2010 was 3,276,842 shares.

### **DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A ( Amended Report ) to the Annual Report on Form 10-K for the year ended December 31, 2009 ( Original 10-K ) of OptimumBank Holdings, Inc. (the Company ) is being filed with the Securities and Exchange Commission:

to provide the information required by Items 10, 11, 12, 13 and 14 of Part III of Form 10-K,

to correct the cover page, delete Item 4, and correct the item numbers and headings in Items 5 through 14 in order to conform the document to the current form of Form 10-K; and

to reorganize the information previously contained in Item 13-Exhibits of Part IV in new Item 15- Exhibits and Financial Statement Schedules of Part IV to conform the document to the current Form 10-K form; and .

to update the Table of Contents to reflect the above changes.

Except for the foregoing, this Amendment No. 1 on Form 10-K/A speaks as of the filing date of the Original 10-K and does not update or discuss any other Company developments after the date of the Original 10-K.

This Amended Report sets forth the Original 10-K in its entirety, except for exhibits, although the Company is only restating those portions of the Original 10-K affected by the above changes. This Amended Report includes a currently-dated certification from the Company's Chief Executive Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

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**PART I**

**Item 1. Business  
Forward-Looking Statements**

We have made forward-looking statements in this Annual Report about the financial condition, results of operations, and business of our company. These statements are not historical facts and include expressions concerning the future that are subject to risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among other things, the following possibilities:

general economic conditions, either nationally or regionally, that are less favorable than expected resulting in, among other things, a deterioration in credit quality and an increase in credit risk-related losses and expenses;

changes in the interest rate environment that reduce margins;

competitive pressure in the banking industry that increases significantly;

changes that occur in the regulatory environment; and

changes that occur in business conditions and the rate of inflation.

When used in this Annual Report, the words believes, estimates, plans, expects, should, may, might, outlook, and anticipates, as well as other similar expressions, as they relate to OptimumBank Holdings, Inc., or its management, are intended to identify forward-looking statements.

**General**

OptimumBank Holdings, Inc. was formed in 2004 as a Florida corporation that holds all the outstanding shares of OptimumBank. Our only business is the ownership and operation of OptimumBank, a Florida chartered bank. OptimumBank commenced operations in November 2000, and its deposits are insured by the Federal Deposit Insurance Corporation, or FDIC. OptimumBank provides community banking services to individuals and businesses in Broward, Miami-Dade and Palm Beach counties. OptimumBank conducts operations from its Fort Lauderdale headquarters and three branch offices in Fort Lauderdale, Plantation and Deerfield Beach. The Bank's wholly-owned subsidiaries are OB Real Estate Management, LLC, OB Real Estate Holdings, LLC and OB Real Estate Holdings 1503, LLC, all of which were formed in 2009. OB Real Estate Management, LLC is engaged in managing foreclosed real estate, but had no activity in 2009. OB Real Estate Holdings, LLC and OB Real Estate Holdings 1503, LLC are engaged in holding and disposing of foreclosed real estate.

OptimumBank Holdings is subject to the supervision and regulation of the Federal Reserve. OptimumBank is subject to the supervision and regulation of the Florida Office of Financial Regulation and the FDIC. OptimumBank is a member of the Federal Home Loan Bank of Atlanta.

At December 31, 2009, our company had total assets of \$270.0 million, net loans of \$134.1 million, total deposits of \$151.7 million and stockholders' equity of \$11.3 million. During 2009, our company had a net loss of \$(11.5) million.

**Banking Products**

Our revenues are primarily derived from interest on, and fees received in connection with, real estate, and other loans, and from interest from mortgage-backed securities and short-term investments. The principal sources of funds for our lending activities are deposits, borrowings, repayment of loans, and the repayment, or maturity of investment securities. Our principal expenses are the interest paid on deposits, and operating and general administrative expenses.

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As is the case with banking institutions generally, our operations are materially and significantly influenced by general economic conditions and by related monetary and fiscal policies of financial institution regulatory agencies, including the Board of Governors of the Federal Reserve System and the FDIC. Deposit flows and costs of funds are influenced by interest rates on competing investments and general market rates of interest. Lending activities are affected by the demand for financing of real estate and other types of loans, which in turn is affected by the interest rates at which such financing may be offered and other factors affecting local demand and availability of funds. We face strong competition in attracting deposits (our primary source of lendable funds) and originating loans.

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We provide a range of consumer and commercial banking services to individuals and businesses. The basic services we offer include: demand interest-bearing and noninterest-bearing accounts, money market deposit accounts, NOW accounts, time deposits, credit cards, cash management, direct deposits, notary services, money orders, night depository, travelers checks, cashier s checks, domestic collections, savings bonds, bank drafts, automated teller services, drive-in tellers, and banking by mail. In addition, we make residential and commercial real estate loans and consumer loans. We provide ATM cards, as a part of the Star, Presto and Cirrus networks, thereby permitting customers to utilize the convenience of ATMs worldwide. We do not have trust powers and provide no trust services.

### **Lending Activities**

We offer primarily real estate and to a lesser extent, consumer loans, to individuals and small businesses and other organizations that are located in or conduct a substantial portion of their business in our market area. Our market area consists of the tri-county area of Broward, Miami-Dade and Palm Beach counties. Our net loans at December 31, 2009 were \$134.1 million, or 49.67% of total assets. The interest rates we charge on loans vary with the degree of risk, maturity, and amount of the loan, and are further subject to competitive pressures, money market rates, availability of funds, and government regulations. We have no foreign loans or loans for highly leveraged transactions.

Our loans are concentrated in two major areas: residential and commercial real estate loans. As of December 31, 2009, 99.41% of our loan portfolio consisted of loans secured by mortgages on real estate, of which approximately 38.99% of the total loan portfolio was secured by one-to-four family residential properties. Our real estate loans are located primarily in our tri-county market area.

Our real estate loans are secured by mortgages and consist primarily of loans to individuals and businesses for the purchase or improvement of, or investment in real estate. These real estate loans may be made at fixed or variable interest rates and are normally adjustable rate mortgages which adjust annually after the initial three to five year period. Our fixed rate loans generally are for terms of five years or less, and are repayable in monthly installments based on a maximum 30-year amortization schedule.

Our loan originations have been derived primarily from independent mortgage brokers that process our loans. We pay fees to these brokers in connection with their services; however, we perform the underwriting and approval of each of the loans we fund. Loan originations have also been derived from existing customers, and referrals from existing customers and Bank employees.

Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions including interest rates, and risks inherent in dealing with individual borrowers. A significant portion of our portfolio is collateralized by real estate in south Florida and we are susceptible to local economic downturns. We attempt to minimize credit losses through various means. On larger credits, we rely on the cash flow and assets of a debtor as the source of repayment as well as the value of the underlying collateral. We also generally limit our loans to 80% of the value of the underlying real estate collateral. We generally charge a prepayment penalty if a loan is repaid within the first two to three years of origination to recover any fees we pay for the origination of the loan.

### **Deposit Activities**

Deposits are the major source of our funds for lending and other investment activities. We consider the majority of our regular savings, demand, NOW, money market deposit accounts and CD s under \$100,000 to be core deposits. These accounts comprised approximately 65.3% of our total deposits at December 31, 2009. Approximately 70.7% of our deposits at December 31, 2009 were certificates of deposit. Generally, we attempt to maintain the rates paid on our deposits at a competitive level. Time deposits of \$100,000 and over made up approximately 34.7% of our total deposits at December 31, 2009. Although these large deposits are not traditionally considered core deposits, the majority of these deposits have served as a stable source of funds in our targeted market. The majority of our deposits are generated from Broward County.

We have used brokered deposits to facilitate the funding of our mortgage lending activities in circumstances when larger than anticipated loan volumes occur and there is not enough time to fund the additional loan demand through traditional deposit solicitation. The time frame from the initial order to the final funding of brokered deposits is generally one to three days. The rates paid on these brokered deposits are typically equal to or slightly less than the high end of the interest rates in OptimumBank s competitive market area. Starting in December 2009, we reduced our reliance on brokered deposits by no longer soliciting or renewing existing brokered deposits. Brokered deposits amounted to 9.2% and 11.9% of our total deposits at December 31, 2009 and 2008, respectively.



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### **Investments**

Our investment securities portfolio was approximately \$ 81.1 million and \$82.5 million at December 31, 2009 and 2008, respectively, representing 30.0 % and 32.3 % of our total assets. At December 31, 2009, approximately 43.5 % of this portfolio was invested in U.S. government agency mortgage backed securities ( MBS ) and 56.5 % of this portfolio was invested in private label MBS. Mortgage backed securities generally have a shorter life than the stated maturity. Our investments are managed in relation to loan demand and deposit growth, and are generally used to provide for the investment of excess funds at acceptable risks levels while providing liquidity to fund increases in loan demand or to offset fluctuations in deposits.

Federal funds sold is the excess cash we have available over and above daily cash needs. This money is invested on an overnight basis with approved correspondent banks.

### **Correspondent Banking**

Correspondent banking involves one bank providing services to another bank which cannot provide that service for itself from an economic or practical standpoint. We are required to purchase correspondent services offered by larger banks, including check collections, purchase of federal funds, security safekeeping, investment services, coin and currency supplies, overline and liquidity loan participations, and sales of loans to or participations with correspondent banks.

We have established a correspondent relationship with Independent Bankers Bank of Florida. We pay for such services in cash as opposed to keeping compensating balances. We also sell loan participations to other banks with respect to loans which exceed our lending limit.

### **Data Processing**

We outsource most of our data processing services, including an automated general ledger and deposit accounting; however, we service all our loans in-house.

### **Internet Banking**

We maintain a website at [www.optimumbank.com](http://www.optimumbank.com) where customers can access account balances, view current account activity and their previous statement, view images of paid checks and transfer funds between accounts. Our website provides information regarding our Visa credit card offering.

### **Competition**

We encounter strong competition both in making loans and in attracting deposits. The deregulation of the banking industry and the widespread enactment of state laws which permit multi-bank holding companies as well as an increasing level of interstate banking have created a highly competitive environment for commercial banking. In one or more aspects of our business, we compete with other commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Most of these competitors, some of which are affiliated with bank holding companies, have substantially greater resources and lending limits, and may offer certain services that we do not currently provide. In addition, many of our non-bank competitors are not subject to the same extensive federal regulations that govern federally insured banks. Recent federal and state legislation has heightened the competitive environment in which financial institutions must conduct their business, and the potential for competition among financial institutions of all types has increased significantly.

To compete, we rely upon specialized services, responsive handling of customer needs, and personal contacts by our officers, directors, and staff. Large multi-branch banking competitors tend to compete primarily by rate and the number and location of branches while smaller, independent financial institutions tend to compete primarily by rate and personal service.

### **Employees**

As of December 31, 2009, we had sixteen full-time employees, including executive officers. The employees are not represented by a collective bargaining unit. We consider relations with employees to be good.



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### **Supervision and Regulation**

Banks and their holding companies are extensively regulated under both federal and state law. The following is a brief summary of certain statutes, rules, and regulations affecting OptimumBank Holdings and OptimumBank. This summary is qualified in its entirety by reference to the particular statutory and regulatory provisions referred to below and is not intended to be an exhaustive description of the statutes or regulations applicable to the business of our company and our bank. Supervision, regulation, and examination of banks by regulatory agencies are intended primarily for the protection of depositors, rather than shareholders.

### **Company Regulation**

**General.** As a bank holding company registered under the Bank Holding Company Act of 1956 (the "BHCA"), OptimumBank Holdings is subject to the regulation and supervision of, and inspection by, the Federal Reserve Board ("Federal Reserve"). OptimumBank Holdings also is required to file with the Federal Reserve annual reports and other information regarding its business operations, and those of its subsidiaries. In the past, the BHCA limited the activities of bank holding companies and their subsidiaries to activities which were limited to banking, managing or controlling banks, furnishing services to or performing services for their subsidiaries or engaging in any other activity which the Federal Reserve determined to be so closely related to banking or managing or controlling banks as to be properly incident thereto. Under the Gramm-Leach-Bliley Financial Modernization Act of 1999 which is discussed below, bank holding companies now have the opportunity to seek broadened authority, subject to limitations on investment, to engage in activities that are financial in nature if all of their subsidiary depository institutions are well capitalized, well managed, and have at least a satisfactory rating under the Community Reinvestment Act, which is also discussed below.

In this regard, the BHCA prohibits a bank holding company, with certain limited exceptions, from (i) acquiring or retaining direct or indirect ownership or control of more than 5% of the outstanding voting stock of any company which is not a bank or bank holding company, or (ii) engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or performing services for its subsidiaries, unless such non-banking business is determined by the FRB to be so closely related to banking or managing or controlling banks as to be properly incident thereto. In making such determinations, the FRB is required to weigh the expected benefit to the public, such as greater convenience, increased competition or gains in efficiency, against the possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest, or unsound banking practices. Generally, bank holding companies, such as OptimumBank Holdings, are required to obtain prior approval of the Federal Reserve to engage in any new activity not previously approved by the Federal Reserve.

**Change of Holding Company Control.** The BHCA also requires that every bank holding company obtain the prior approval of the Federal Reserve before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve is required to consider the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, including the parties' performance under the Community Reinvestment Act (discussed below) and various competitive factors. As described in greater detail below, pursuant to the Riegle-Neal Interstate Banking and Branch Efficiency Act of 1994 (the "Interstate Banking and Branching Act"), a bank holding company is permitted to acquire banks in states other than its home state.

The BHCA further prohibits a person or group of persons from acquiring control of a bank holding company unless the Federal Reserve Bank has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company. In addition, any person or group of persons must obtain the approval of the Federal Reserve under the BHCA before acquiring 25% (5% in the case of an acquirer that is already a bank holding company) or more of the outstanding common stock of a bank holding company, or otherwise obtaining control or a controlling influence over the bank holding company.

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**Interstate Banking and Branching.** The Interstate Banking and Branching Act provides for nationwide interstate banking and branching. Under the law, interstate acquisitions of banks or bank holding companies in any state by bank holding companies in any other state are permissible subject to certain limitations. Florida also has a law that allows out-of-state bank holding companies (located in states that allow Florida bank holding companies to acquire banks and bank holding companies in that state) to acquire Florida banks and Florida bank holding companies. The law essentially provides for out-of-state entry by acquisition only (and not by interstate branching) and requires the acquired Florida bank to have been in existence for at least three years. Interstate branching and consolidation of existing bank subsidiaries in different states is permissible. A Florida bank also may establish, maintain, and operate one or more branches in a state other than Florida pursuant to an interstate merger transaction in which the Florida bank is the resulting bank.

**Financial Modernization.** The Gramm-Leach-Bliley Act of 1999 (the GLB Act ) sought to achieve significant modernization of the federal bank regulatory framework by allowing the consolidation of banking institutions with other types of financial services firms, subject to various restrictions and requirements. In general, the GLB Act repealed most of the federal statutory barriers which separated commercial banking firms from insurance and securities firms and authorized the consolidation of such firms in a financial services holding company. We have no current plans to utilize the structural options created by the GLB Act.

**Securities Regulation and Corporate Governance.** OptimumBank Holdings' common stock is registered with the Securities and Exchange Commission (the SEC ) under Section 12(g) of the Securities Exchange Act of 1934, and we are subject to restrictions, reporting requirements and review procedures under federal securities laws and regulations. We are also subject to the rules and reporting requirements of the NASDAQ Global Market, on which our common stock is traded. Like other issuers of publicly traded securities, we must also comply with the corporate governance reforms enacted under the Sarbanes-Oxley Act of 2002 ( The Sarbanes-Oxley Act ) and the rules of the SEC and NASDAQ Stock Market adopted pursuant to the Sarbanes Oxley Act. Among other things, these reforms, effective as of various dates, require certification of financial statements by the chief executive officer and chief financial officer, prohibit the provision of specified services by independent auditors, require pre-approval of independent auditor services, define director independence and require certain committees, and a majority of a subject company's board of directors, to consist of independent directors, establish additional disclosure requirements in reports filed with the SEC, require expedited filing of reports, require management evaluation and auditor attestation of internal controls, prohibit loans by the issuer (but not by certain depository institutions) to directors and officers, set record-keeping requirements, mandate complaint procedures for the reporting of accounting and audit concerns by employees, and establish penalties for non-compliance.

## **Bank Regulation**

**General.** OptimumBank is chartered under the laws of the State of Florida, and its deposits are insured by the FDIC to the extent provided by law. OptimumBank is subject to comprehensive regulation, examination and supervision by the FDIC and the Florida Department of Financial Services (the Florida Department ) and to other laws and regulations applicable to banks. Such regulations include limitations on loans to a single borrower and to its directors, officers and employees; limitations on the types of activities a state bank can conduct, restrictions on the opening and closing of branch offices; the maintenance of required capital ratios; the granting of credit under equal and fair conditions; and the disclosure of the costs and terms of such credit. OptimumBank is examined periodically by the FDIC and the Florida Department, to whom it submits periodic reports regarding its financial condition and other matters. The FDIC and the Florida Department have a broad range of powers to enforce regulations under their jurisdiction, and to take discretionary actions determined to be for the protection and safety and soundness of banks, including the institution of cease and desist orders and the removal of directors and officers. The FDIC and the Florida Department also have the authority to approve or disapprove mergers, consolidations, and similar corporate actions.

**Capital Adequacy Requirements.** Banks are required to maintain capital at adequate levels based on a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 100%. Under the risk-based standard, capital is classified into two tiers. Tier 1 capital consists of common shareholders' equity (excluding the unrealized gain (loss) on available-for-sale securities), trust preferred securities subject to certain limitations, and minus certain intangible assets. Tier 2 capital consists of the general allowance for credit losses except for certain limitations. An institution's qualifying capital base for purposes of its risk-based capital ratio consists of the sum of its Tier 1 and Tier 2 capital. The regulatory minimum requirements are 4% for Tier 1 and 8% for total risk-based capital. At December 31, 2009, our Tier 1 and total risk-based capital ratios were 8.93% and 10.23%, respectively.

Banks are also required to maintain capital at a minimum level based on total assets, which is known as the leverage ratio. The minimum requirement for the leverage ratio is 4%, but all but the highest rated institutions are required to maintain ratios 100 to 200 basis points above the minimum. At December 31, 2009, our leverage ratio was 5.85%.

The FDIC Improvement Act of 1993 ( FDICIA ) contains prompt corrective action provisions pursuant to which banks are to be classified into one of five categories based upon capital adequacy, ranging from well capitalized to critically undercapitalized and which require (subject to certain exceptions) the appropriate federal banking agency to take prompt corrective action with respect to an institution which becomes significantly undercapitalized or critically undercapitalized.



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The FDIC has issued regulations to implement the prompt corrective action provisions of FDICIA. In general, the regulations define the five capital categories as follows:

an institution is well capitalized if it has a total risk-based capital ratio of 10% or greater, has a Tier 1 risk-based capital ratio of 6% or greater, has a leverage ratio of 5% or greater and is not subject to any written capital order or directive to meet and maintain a specific capital level for any capital measures;

an institution is adequately capitalized if it has a total risk-based capital ratio of 8% or greater, has a Tier 1 risk-based capital ratio of 4% or greater, and has a leverage ratio of 4% or greater;

an institution is undercapitalized if it has a total risk-based capital ratio of less than 8%, has a Tier 1 risk-based capital ratio that is less than 4% or has a leverage ratio that is less than 4%;

an institution is significantly undercapitalized if it has a total risk-based capital ratio that is less than 6%, a Tier 1 risk-based capital ratio that is less than 3% or a leverage ratio that is less than 3%; and

an institution is critically undercapitalized if its tangible equity is equal to or less than 2% of its total assets.

The FDIC, after an opportunity for a hearing, has authority to downgrade an institution from well capitalized to adequately capitalized or to subject an adequately capitalized or undercapitalized institution to the supervisory actions applicable to the next lower category, for supervisory concerns.

Generally, FDICIA requires that an undercapitalized institution must submit an acceptable capital restoration plan to the appropriate federal banking agency within 45 days after the institution becomes undercapitalized and the agency must take action on the plan within 60 days. The appropriate federal banking agency may not accept a capital restoration plan unless, among other requirements, each company having control of the institution has guaranteed that the institution will comply with the plan until the institution has been adequately capitalized on average during each of the three consecutive calendar quarters and has provided adequate assurances of performance. The aggregate liability under this provision of all companies having control of an institution is limited to the lesser of:

5% of the institution's total assets at the time the institution becomes undercapitalized or

the amount which is necessary, or would have been necessary, to bring the institution into compliance with all capital standards applicable to the institution as of the time the institution fails to comply with the plan filed pursuant to FDICIA

An undercapitalized institution may not acquire an interest in any company or any other insured depository institution, establish or acquire additional branch offices or engage in any new business unless the appropriate federal banking agency has accepted its capital restoration plan, the institution is implementing the plan, and the agency determines that the proposed action is consistent with and will further the achievement of the plan, or the appropriate Federal banking agency determines the proposed action will further the purpose of the prompt corrective action sections of FDICIA.

If an institution is critically undercapitalized, it must comply with the restrictions described above. In addition, the appropriate Federal banking agency is authorized to restrict the activities of any critically undercapitalized institution and to prohibit such an institution, without the appropriate Federal banking agency's prior written approval, from:

entering into any material transaction other than in the usual course of business;

engaging in any covered transaction with affiliates (as defined in Section 23A(b) of the Federal Reserve Act);

paying excessive compensation or bonuses; and

paying interest on new or renewed liabilities at a rate that would increase the institution's weighted average costs of funds to a level significantly exceeding the prevailing rates of interest on insured deposits in the institution's normal market areas.

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The prompt corrective action provisions of FDICIA also provide that in general no institution may make a capital distribution if it would cause the institution to become undercapitalized. Capital distributions include cash (but not stock) dividends, stock purchases, redemptions, and other distributions of capital to the owners of an institution.

Additionally, FDICIA requires, among other things, that:

only a well capitalized depository institution may accept brokered deposits without prior regulatory approval and

the appropriate federal banking agency annually examine all insured depository institutions, with some exceptions for small, well capitalized institutions and state-chartered institutions examined by state regulators.

As of December 31, 2009, OptimumBank met the capital requirements of a well capitalized institution. For additional information regarding OptimumBank's capital ratios and requirements, see Management's Discussion and Analysis Regulatory Capital Adequacy.

**Dividends.** OptimumBank Holdings' ability to pay dividends is substantially dependent on the ability of OptimumBank to pay dividends to OptimumBank Holdings. The FDIC and the Florida Department have the general authority to limit the dividend payment by banks if such payment may be deemed to constitute an unsafe and unsound practice. For information on the restrictions on the right of OptimumBank to pay dividends to OptimumBank Holdings, see Part II Item 5 Market for the Registrant's Common Equity and Related Stockholder Matters.

**Loans to One Borrower.** Florida law generally allows a state bank such as OptimumBank to extend credit to any one borrower (and certain related entities of such borrower) in an amount up to 25% of its capital accounts, provided that the unsecured portion may not exceed 15% of the capital accounts of the bank. Based upon OptimumBank's capital, the maximum loan OptimumBank is currently permitted to make is approximately \$4.0 million, provided the unsecured portion does not exceed approximately \$2.4 million.

**Transactions with Affiliates.** Under federal law, federally insured banks are subject, with certain exceptions, to certain restrictions on any extension of credit to their parent holding companies or other affiliates, on investment in the stock or other securities of affiliates, and on the taking of such stock or securities as collateral from any borrower. In addition, banks are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit or the providing of any property or service.

**Change of Bank Control.** Florida law restricts the amount of voting stock of a bank that a person may acquire without the prior approval of banking regulators. The overall effect of such laws is to make it more difficult to acquire a bank by tender offer or similar means than it might be to acquire control of another type of corporation. Consequently, shareholders of financial institutions are less likely to benefit from the rapid increases in stock prices that often result from tender offers or similar efforts to acquire control of other companies.

Under Florida law, no person or group of persons may, directly or indirectly or acting by or through one or more persons, purchase or acquire a controlling interest in any bank which would result in the change in control of that bank unless the Florida Department first shall have approved such proposed acquisition. A person or group will be deemed to have acquired control of a bank (i) if the person or group, directly or indirectly or acting by or through one, or more other persons, owns, controls, or has power to vote 25% or more of any class of voting securities of the bank, or controls in any manner the election of a majority of the directors of the bank, or (ii) if the Florida Department determines that such person exercises a controlling influence over the management or policies of the bank. In any case where a proposed purchase of voting securities would give rise to a presumption of control, the person or group who proposes to purchase the securities must first file written notice of the proposal to the Florida Department for its review and approval. Subsections 658.27(2)(c) and 658.28(3), Florida Statutes, refer to a potential change of control of a financial institution at a 10% or more threshold and rebuttable presumption of control. Accordingly, the name of any subscriber acquiring more than 10% of the voting securities of OptimumBank must be submitted to the Florida Department for prior approval.

**USA Patriot Act.** The USA Patriot Act was enacted after September 11, 2001 to provide the federal government with powers to prevent, detect, and prosecute terrorism and international money laundering, and has resulted in promulgation of several regulations that have a direct impact on banks. There are a number of programs that financial institutions must have in place such as: (i) Bank Secrecy Act/Anti-Money Laundering programs to manage risk; (ii) Customer Identification Programs to determine the true identity of customers, document and verify the information, and determine whether the customer appears on any federal government list of known or suspected terrorist or terrorist organizations; and (iii) monitoring for the timely detection and reporting of suspicious activity and reportable transactions. Over the past few years, enforcement, and compliance monitoring, of these anti-money laundering laws has dramatically increased. As a result, we have increased the attention and resources we dedicate to compliance with these laws.





## **Table of Contents**

**Other Consumer Laws.** Florida usury laws and federal laws concerning interest rates limit the amount of interest and various other charges collected or contracted by a bank. OptimumBank's loans are also subject to federal laws applicable to consumer credit transactions, such as the:

Federal Truth-In-Lending Act governing disclosures of credit terms to consumer borrowers;

Community Reinvestment Act requiring financial institutions to meet their obligations to provide for the total credit needs of the communities they serve, including investing their assets in loans to low and moderate-income borrowers;

Home Mortgage Disclosure Act requiring financial institutions to provide information to enable public officials to determine whether a financial institution is fulfilling its obligations to meet the housing needs of the community it serves;

Equal Credit Opportunity Act prohibiting discrimination on the basis of race, creed or other prohibitive factors in extending credit;

Real Estate Settlement Procedures Act which requires lenders to disclose certain information regarding the nature and cost of real estate settlements, and prohibits certain lending practices, as well as limits escrow account amounts in real estate transactions;

Fair Debt Collection Act governing the manner in which consumer debts may be collected by collection agencies;

Fair and Accurate Credit Transactions Act which establishes additional rights for consumers to obtain and correct credit reports, addresses identity theft, and establishes additional requirements for consumer reporting agencies and financial institutions that provide adverse credit information to a consumer reporting agency; and

The rules and regulations of various federal agencies charged with the responsibility of implementing such federal laws. OptimumBank's deposit and loan operations are also subject to the:

The Gramm-Leach-Bliley Act of 1999 privacy provisions, which require us to maintain privacy policies intended to safeguard consumer financial information, to disclose these policies to our customers, and allow customers to opt-out of having their financial service providers disclose their confidential financial information to non-affiliated third parties, subject to certain exceptions;

Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and

Electronic Funds Transfer Act and Regulation E, which govern automatic deposits to, and withdrawals from, deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

**Enforcement Powers.** Congress has provided the federal bank regulatory agencies with an array of powers to enforce laws, rules, regulations and orders. Among other things, the agencies may require that institutions cease and desist from certain activities, may preclude persons from participating in the affairs of insured depository institutions, may suspend or remove deposit insurance, and may impose civil money penalties against institution-affiliated parties for certain violations.

## **Community Redevelopment Act**

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Bank holding companies and their subsidiary banks are subject to the provisions of the Community Reinvestment Act of 1977 ( CRA ) and the regulations promulgated thereunder by the appropriate bank regulatory agency. Under the terms of the CRA, the appropriate federal bank regulatory agency is required, in connection with its examination of a bank, to assess such bank s record in meeting the credit needs of the community served by that bank, including low-and moderate-income neighborhoods. The regulatory agency s assessment of the bank s record is made available to the public. Further, such assessment is required of any bank which has applied to charter a bank, obtain deposit insurance coverage for a newly chartered institution, establish a new branch office that will accept deposits, relocate an office, or merge or consolidate with, or acquire the assets or assume the liabilities of, a federally regulated financial institution. In the case of a bank holding company applying for approval to acquire a bank or other bank holding company, the Federal Reserve will assess the record of each subsidiary bank of the applicant bank holding company, and such records may be the basis for denying the application.

**Table of Contents****Effect of Governmental Monetary Policies**

Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve monetary policies have had, and will likely continue to have, an important impact on the operating results of financial institutions through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve have major effects upon the levels of loans, investments and deposits through its open market operations in United States Government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirement against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies.

**Statistical Profile and Other Financial Data**

Reference is hereby made to the statistical and financial data contained in the section captioned Management's Discussion and Analysis of Financial Condition and Results of Operations, for statistical and financial data providing a review of our business activities.

**Item 2. Properties**

The following table sets forth information with respect to our main office and branch offices as of December 31, 2009.

<b>Location</b>	<b>Year Facility</b>	
	<b>Opened</b>	<b>Facility Status</b>
<b><u>Executive Office</u></b>		
2477 East Commercial Boulevard		
Fort Lauderdale, Florida 33308	2004	Owned
<b><u>Branch Offices</u></b>		
10197 Cleary Boulevard		
Plantation, Florida 33324	2000	Owned
3524 North Ocean Boulevard		
Fort Lauderdale, Florida 33308	2003	Leased (1)
2215 West Hillsboro Boulevard		
Deerfield Beach, Florida 22442	2004	Leased (2)

- (1) On February 1, 2007, OptimumBank entered into a sale/leaseback transaction for this facility. No gain or loss was recognized on this transaction. The lease is for a seven-year term. The monthly lease payment at December 31, 2009 was \$4,444. The tenant is responsible for maintenance and real estate taxes.
- (2) Lease is for a ten-year term, with two five-year options to renew, for 2,500 square feet. The monthly lease payment at December 31, 2009 was \$6,449.

**Item 3. Legal Proceedings**

From time-to-time, we are involved in litigation arising in the ordinary course of our business. As of the date of the filing of this Form 10-K, we are of the opinion that the ultimate aggregate liability represented thereby, if any, will not have a material adverse effect on our consolidated financial condition or results of operations.



**Table of Contents****PART II****Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters**

Our common stock currently trades on the NASDAQ Global Market, under the symbol OPHC. The table below presents the high and low sales prices for the periods indicated.

Year	Quarter	High	Low
2008	First	\$9.71	\$5.16
	Second	\$9.45	\$6.75
	Third	\$8.01	\$3.84
	Fourth	\$6.00	\$3.08
2009	First	\$5.60	\$3.18
	Second	\$5.99	\$2.97
	Third	\$5.00	\$2.70
	Fourth	\$3.15	\$1.25

We had approximately 205 holders registered or in street name as of December 31, 2009.

On December 28, 2009, the Nasdaq Stock Market notified us that we failed to comply with the Nasdaq Global Market requirements because the market value of our publicly held shares ( MVPHS ), over the last 30 consecutive trading days, fell below the minimum \$5,000,000 requirement for continued listing on the Global Market. We will be provided 180 calendar days, or until June 28, 2010, to regain compliance. If at any time before June 28, 2010, the MVPHS of our common stock is \$5,000,000 or greater for a minimum of 10 consecutive business days, NASDAQ will notify us that we have achieved compliance with the MVPHS requirement. If we are unable to comply with the MVPHS requirement by June 28, 2010, our common stock will be delisted from the Global Market.

We cannot predict whether we will achieve compliance with the Global Market MVPHS requirement by the stated deadline. As a result, we are considering our alternatives, including the submission of an application for transfer to the Nasdaq Capital Market, provided we can meet the minimum requirements for continued listing on that market, which would include a \$1.00 per share minimum bid price.

We have not paid any cash dividends in the past. We intend that, for the foreseeable future, we will retain earnings to finance continued growth rather than pay cash dividends on our common stock.

As a state chartered bank, OptimumBank is subject to dividend restrictions set by Florida law and the FDIC. Except with the prior approval of the Florida Department, all dividends of any Florida bank must be paid out of retained net profits from the current period and the previous two years, after deducting expenses, including losses and bad debts. In addition, a state-chartered bank in Florida is required to transfer at least 20% of its net income to surplus until its surplus equals the amount of paid-in capital. Under the Federal Deposit Insurance Act, an FDIC-insured institution may not pay any dividend if payment would cause it to become undercapitalized or while it is undercapitalized.

**Table of Contents****Item 6. Selected Financial Data.****SELECTED FINANCIAL DATA****At December 31, or for the Year Then Ended****(Dollars in thousands, except per share figures)**

	2009	2008	2007	2006	2005
<b>At Year End:</b>					
Cash and cash equivalents	\$ 36,784	3,220	701	1,604	1,154
Securities held to maturity	81,141	82,208	58,471	33,399	25,618
Security available for sale		244	244	241	243
Loans, net	134,126	160,699	173,323	181,878	170,226
All other assets	17,906	9,369	8,808	8,581	8,803
<b>Total assets</b>	<b>\$ 269,957</b>	<b>255,740</b>	<b>241,547</b>	<b>225,703</b>	<b>206,044</b>
Deposit accounts	151,682	114,925	125,034	129,502	114,064
Federal Home Loan Bank advances	57,700	68,700	56,850	56,550	52,950
Other borrowings	41,800	41,800	28,900	10,950	12,950
Junior subordinated debenture	5,155	5,155	5,155	5,155	5,155
All other liabilities	2,332	2,395	3,361	3,123	2,515
Stockholders' equity	11,288	22,765	22,247	20,423	18,410
<b>Total liabilities and stockholders' equity</b>	<b>\$ 269,957</b>	<b>255,740</b>	<b>241,547</b>	<b>225,703</b>	<b>206,044</b>
<b>For the Year:</b>					
Total interest income	14,006	15,570	16,137	14,191	11,334
Total interest expense	8,351	9,211	9,700	8,063	5,841
Net interest income	5,655	6,359	6,437	6,128	5,493
Provision for loan losses	15,794	1,374	476	265	149
Net interest (expense) income after provision for loan losses	(10,139)	4,985	5,961	5,863	5,344
Noninterest income (expense)	(145)	393	533	628	635
Noninterest expenses	4,698	4,545	3,749	3,574	3,396
(Loss) earnings before income (benefit) taxes	(14,982)	833	2,745	2,917	2,583
Income taxes (benefit) expense	(3,501)	313	1,003	1,083	982
<b>Net (loss) earnings</b>	<b>\$ (11,481)</b>	<b>520</b>	<b>1,742</b>	<b>1,834</b>	<b>1,601</b>
Net (loss) earnings per share, basic (1)	\$ (3.50)	.16	.53	.56	.50
Net (loss) earnings per share, diluted (1)	\$ (3.50)	.16	.52	.54	.48
Weighted-average number of shares outstanding, basic (1)	3,276,842	3,277,042	3,267,838	3,256,425	3,231,846
Weighted-average number of shares outstanding, diluted (1)	3,276,842	3,322,430	3,343,981	3,395,298	3,356,980

**Ratios and Other Data:**

Return on average assets	(4.23)%	.21%	.73%	.85%	.86%
Return on average equity	(55.55)%	2.26%	8.16%	9.37%	9.09%
Average equity to average assets	7.62%	9.15%	8.96%	9.12%	9.42%
Net interest margin during the year	2.14%	2.61%	2.78%	2.96%	3.08%
Interest-rate differential during the year	1.91%	2.26%	2.34%	2.63%	2.84%
Net yield on average interest-earning assets	5.30%	6.38%	6.96%	6.85%	6.36%
Noninterest expenses to average assets	1.73%	1.81%	1.57%	1.67%	1.82%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.07	1.09	1.10	1.08	1.08
Nonperforming loans and foreclosed assets as a percentage of total assets at end of year	10.87%	2.03%	0.13%		
Allowance for loan losses as a percentage of total loans at end of year	6.54%	1.18%	.40%	.54%	.46%
Total number of banking offices	3	3	3	3	3
Total shares outstanding at end of year (1)	3,276,842	3,120,992	3,121,132	3,109,359	3,083,653
Book value per share at end of year (1)	\$ 3.44	6.95	6.81	6.27	5.70

(1) All share and per share amounts have been adjusted to reflect the 5% stock dividends declared in May 2009, 2008 and 2007.



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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation  
MANAGEMENT'S DISCUSSION AND ANALYSIS**

**OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**General**

OptimumBank Holdings, Inc. was formed in 2004 as a Florida corporation that holds all the outstanding shares of OptimumBank. Our only business is the ownership and operation of OptimumBank, a Florida chartered bank. OptimumBank commenced operations in November 2000, and its deposits are insured by the Federal Deposit Insurance Corporation, or FDIC. OptimumBank provides community banking services to individuals and businesses in Broward, Miami-Dade and Palm Beach counties. OptimumBank conducts operations from its Fort Lauderdale headquarters and three branch offices in Fort Lauderdale, Plantation and Deerfield Beach. The Bank's wholly-owned subsidiaries are OB Real Estate Management, LLC, OB Real Estate Holdings, LLC and OB Real Estate Holdings 1503, LLC, all of which were formed in 2009. OB Real Estate Management, LLC is engaged in managing foreclosed real estate, but had no activity in 2009. OB Real Estate Holdings, LLC and OB Real Estate Holdings 1503, LLC are engaged in holding and disposing of foreclosed real estate.

At December 31, 2009, our company had total assets of \$270.0 million, net loans of \$134.1 million, total deposits of \$151.7 million and stockholders' equity of \$11.3 million. During 2009, our company had a net loss of \$(11.5) million.

**Critical Accounting Policies**

Our financial condition and results of operations are sensitive to accounting measurements and estimates of matters that are inherently uncertain. When applying accounting policies in areas that are subjective in nature, we must use our best judgment to arrive at the carrying value of certain assets. One of the most critical accounting policies applied by us is related to the valuation of our loan portfolio.

A variety of estimates impact the carrying value of our loan portfolio including the calculation of the allowance for loan losses, valuation of underlying collateral, the timing of loan charge-offs and the amount and amortization of loan fees and deferred origination costs.

The calculation of the allowance for loan losses is a complex process containing estimates which are inherently subjective and susceptible to significant revision as current information becomes available. The allowance is established and maintained at a level we believe is adequate to cover losses resulting from the inability of borrowers to make required payments on loans. Estimates for loan losses are determined by analyzing risks associated with specific loans and the loan portfolio, current trends in delinquencies and charge-offs, the views of our regulators, changes in the size and composition of the loan portfolio and peer comparisons. The analysis also requires consideration of the economic climate and direction, changes in the economic and interest rate environment which may impact a borrower's ability to pay, legislation impacting the banking industry and economic conditions specific to the tri-county region we serve in Southeast Florida. Because the calculation of the allowance for loan losses relies on our estimates and judgments relating to inherently uncertain events, results may differ from management's estimates.

The allowance for loan losses is also discussed as part of "Loan Portfolio, Asset Quality and Allowance for Loan Losses" and in Note 3 of Notes to the Consolidated Financial Statements. Our significant accounting policies are discussed in Note 1 of Notes to the Consolidated Financial Statements.

**Regulation and Legislation**

As a state-chartered commercial bank, the Bank is subject to extensive regulation by the Florida Department of Financial Services and the FDIC. We file reports with the Florida Department and the FDIC concerning our activities and financial condition, in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with or acquisitions of other financial institutions. Periodic examinations are performed by the Florida Department and the FDIC to monitor our compliance with the various regulatory requirements. The Company is also subject to regulation and examination by the Federal Reserve Board of Governors.

**Table of Contents****Loan Portfolio, Asset Quality and Allowance for Loan Losses**

Our primary business is making real estate loans. This activity may subject us to potential loan losses, the magnitude of which depends on a variety of economic factors affecting borrowers which are beyond our control. For the past two years, there has been a dramatic decrease in housing and real estate values in south Florida, coupled with a significant increase in the rate of unemployment. With most of our loans concentrated in south Florida, the decline in local economic conditions has adversely affected the values of our real estate collateral. These trends have contributed to an increase in our impaired loans and reduced asset quality. As of December 31, 2009, our impaired loans were approximately \$37.9 million, or 28.3% of the net loan portfolio. Impaired loans and real estate owned were approximately \$43.5 million as of this same date, or 16.1% of total assets. If market conditions continue to deteriorate, they may lead to additional valuation adjustments on our loan portfolio and real estate owned as we continue to reassess the market value of our loan portfolio, the losses associated with impaired loans, and the net realizable value of real estate owned.

The following table sets forth the composition of our loan portfolio:

	2009		At December 31, 2008		2007	
	Amount	% of Total	Amount (dollars in thousands)	% of Total	Amount	% of Total
Residential real estate	\$ 55,915	39.06%	\$ 58,693	36.25%	\$ 65,908	38.08%
Multi-family real estate	5,162	3.61	9,588	5.92	10,275	5.94
Commercial real estate	58,901	41.14	73,541	45.42	75,777	43.78
Land and construction	22,355	15.61	19,223	11.87	21,093	12.19
Commercial						
Consumer	836	.58	878	.54	15	.01
<b>Total loans</b>	<b>143,169</b>	<b>100.00%</b>	<b>161,923</b>	<b>100.00%</b>	<b>173,068</b>	<b>100.00%</b>
Add (deduct):						
Allowance for loan losses	(9,363)		(1,906)		(692)	
Net deferred loan costs discounts	320		682		947	
<b>Loans, net</b>	<b>\$ 134,126</b>		<b>\$ 160,699</b>		<b>\$ 173,323</b>	

	2006		At December 31, 2005	
	Amount	% of Total	Amount (dollars in thousands)	% of Total
Residential real estate	\$ 70,868	38.99%	\$ 65,016	38.29%
Multi-family real estate	10,769	5.93	15,135	8.91
Commercial real estate	68,852	37.89	54,286	31.97
Land and construction	31,022	17.07	34,760	20.47
Commercial			570	.33
Consumer	227	.12	43	.03
<b>Total loans</b>	<b>181,738</b>	<b>100.00%</b>	<b>169,810</b>	<b>100.00%</b>
Add (deduct):				
Allowance for loan losses	(974)		(777)	
Net deferred loan costs discounts	1,114		1,193	

Loans, net	\$ 181,878	\$ 170,226
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The following table sets forth the activity in the allowance for loan losses (in thousands):

	Year Ended December 31,				
	2009	2008	2007	2006	2005
Beginning balance	\$ 1,906	\$ 692	\$ 974	\$ 777	\$ 628
Provision for loan losses	15,794	1,374	476	265	149
Loans charged off	(8,337)	(160)	(758)	(68)	
Ending balance	\$ 9,363	\$ 1,906	\$ 692	\$ 974	\$ 777

The allowance for loan losses represents our estimate of probable incurred losses inherent in the existing loan portfolio. The allowance for loan losses is increased by the provision for loan losses charged to expense and reduced by loans charged off, net of recoveries. The allowance for loan losses is determined based on our assessment of several factors: reviews and evaluation of individual loans, historical loan loss experiences, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and current economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of two components. The first component consists of amounts specifically reserved ( specific allowance ) for specific loans identified as impaired, as defined by FASB Accounting Standards Codification No. 310 ( ASC 310 ). Impaired loans are those loans that management has estimated will not repay as agreed upon. We measure impairment on a loan by loan basis for all our loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. A loan may be impaired (i.e. not expected to repay as agreed), but may be sufficiently collateralized such that we expect to recover all principal and interest eventually, and therefore no specific reserve is warranted.

The second component is a general reserve ( general allowance ) on all of our loans other than those identified as impaired. We group these loans into categories with similar characteristics and then apply a loss factor to each group which is derived from our historical loss experience for that category adjusted for qualitative factors. The aggregate of these two components results in our total allowance for loan losses.

In the table below, we have shown the two components, as discussed above, of our allowance for loan losses at December 31, 2009, 2008 and 2007 (dollars in thousands):

	At December 31,		
	2009	2008	2007
Impaired loans	\$ 43,501	\$ 10,938	\$
Specific Allowance on Impaired Loans	\$ 5,607	\$ 1,120	\$
Specific Allowance as percentage of impaired loans	12.89%	10.24%	
Total loans other than impaired loans	\$ 99,668	\$ 150,985	\$ 173,068
General Allowance	\$ 3,756	\$ 786	\$ 692
General allowance as percentage of non impaired loans	3.77%	.52%	.40%
Total loans	\$ 143,169	\$ 161,923	\$ 173,068
Total allowance for loan losses	\$ 9,363	\$ 1,906	\$ 692
Allowance for loan losses as percentage of total loans.	6.54%	1.18%	.40%



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The following table sets forth our allowance for loan losses by loan type (dollars in thousands):

	2009		At December 31, 2008		2007	
	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans
Residential real estate	\$ 2,049	39.06%	\$ 928	36.25%	\$ 187	38.08%
Multi-family real estate	489	3.61	62	5.92	59	5.94
Commercial real estate	1,466	41.14	463	45.42	379	43.78
Land and construction	5,227	15.61	444	11.87	67	12.19
<b>Commercial</b>						
Consumer	132	.58	9	.54		.01
<b>Total allowance for loan losses</b>	<b>\$ 9,363</b>	<b>100.00%</b>	<b>\$ 1,906</b>	<b>100.00%</b>	<b>\$ 692</b>	<b>100.00%</b>
Allowance for loan losses as a percentage of total loans outstanding	6.54%		1.18%		0.40%	

	2006		At December 31, 2005	
	Amount	% of Total Loans	Amount	% of Total Loans
Residential real estate	\$ 400	38.99%	\$ 206	38.29%
Multi-family real estate	54	5.93	81	8.91
Commercial real estate	406	37.89	347	31.97
Land and construction	114	17.07	140	20.47
<b>Commercial</b>			3	.33
Consumer		.12		.03
<b>Total allowance for loan losses</b>	<b>\$ 974</b>	<b>100.00%</b>	<b>\$ 777</b>	<b>100.00%</b>
Allowance for loan losses as a percentage of total loans outstanding	0.54%		0.46%	

The following summarizes impaired loans (in thousands):

	At December 31,	
	2009	2008
<b>Collateral dependent loans identified as impaired:</b>		
Gross loans with no related allowance for losses	\$ 21,846	\$ 4,001
Gross loans with related allowance for losses recorded	18,032	6,937
Less allowances on these loans	(5,542)	(1,120)
<b>Net loans with related allowance</b>	<b>12,490</b>	<b>5,817</b>
Net investment in collateral dependent impaired loans	34,336	9,818
<b>Noncollateral dependent loans identified as impaired:</b>		
Gross loans with related allowance for losses recorded	3,623	

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Less allowance on these loans	(65)	
Net investment in noncollateral dependent impaired loans	3,558	
Net investment in impaired loans	\$ 37,894	\$ 9,818

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There were no impaired loans at December 31, 2007.

During 2009, 2008 and 2007, the average net investment in impaired loans and interest income recognized and received on impaired loans is as follows (in thousands):

	Year Ended December 31,		
	2009	2008	2007
Average investment in impaired loans	\$ 25,017	\$ 3,240	\$ 1,581
Interest income recognized on impaired loans	\$ 280	\$	\$ 39
Interest income received on a cash basis on impaired loans	\$ 584	\$	\$ 39

Nonaccrual loans and loans over 90 days past due still accruing interest were as follows as of December 31, 2009, 2008 and 2007 (in thousands):

	At December 31,		
	2009	2008	2007
Nonaccrual loans	\$ 23,848	\$ 5,086	\$ 245
Past ninety days or more, but still accruing interest	\$	\$	\$

At December 31, 2006 and 2005, the Company had no nonaccrual loans and loans over 90 days past due.

**Liquidity and Capital Resources**

Liquidity represents an institution's ability to meet current and future obligations through liquidation or maturity of existing assets or the acquisition of additional liabilities. Our ability to respond to the needs of depositors and borrowers and to benefit from investment opportunities is facilitated through liquidity management.

Our primary sources of cash during the year ended December 31, 2009 were from deposits of \$36.8 million, principal repayments of securities held to maturity of \$25.4 million and net repayments of loans of \$5.1 million. Cash was used primarily to purchase securities held to maturity totaling \$24.0 million and repayment of Federal Home Loan Bank advances of \$11.0 million. In order to increase core deposits, we have priced our deposit rates competitively. We will adjust rates on our deposits to attract or retain deposits as needed. In addition to obtaining funds from depositors in our market area, from time to time we have utilized brokers to obtain deposits outside our market area.

We have agreed with the bank regulatory agencies that we will limit our asset growth to no more than 5%, we will make no significant change in our funding sources, and we will not increase our brokered deposits. Starting in December, 2009, we reduced our reliance on brokered deposits by no longer accepting or rolling over existing brokered deposits. As of December 31, 2009, the Bank had \$13.9 million in brokered deposits representing 9.2% of total deposits, of which \$12.2 million will mature and not rollover in 2010. Under FDIC rules, if OptimumBank ceases to be a well capitalized institution for bank regulatory purposes, the interest rates that we pay on our market area deposits and our ability to accept brokered deposits may be further restricted.

In addition to obtaining funds from depositors, we may borrow funds from other financial institutions. We are a member of the Federal Home Loan Bank of Atlanta, which allows us to borrow funds under a pre-arranged line of credit equal to 40% of the Bank's total assets. As of December 31, 2009, we had \$57.7 million in borrowings outstanding from the Federal Home Loan Bank of Atlanta to facilitate loan fundings and manage our asset and liability structure. In addition, we have an unsecured federal funds line of credit with Independent Bankers Bank of Florida totaling \$6 million, none of which was outstanding at December 31, 2009. This credit line is normally used to meet short-term funding demands. At December 31, 2009, we sold securities under an agreement to repurchase totaling \$41.8 million. These borrowings are collateralized by securities held to maturity with a carrying value of \$49.2 million at December 31, 2009. We believe our liquidity sources are adequate to meet our operating needs.





**Table of Contents****Securities**

Our securities portfolio is comprised primarily of U.S. agency and private label mortgage-backed securities and a mutual fund. The securities portfolio is categorized as either held to maturity or available for sale. Securities held to maturity represent those securities which we have the positive intent and ability to hold to maturity. These securities are carried at amortized cost. Securities available for sale represent those investments which may be sold for various reasons including changes in interest rates and liquidity considerations. These securities are reported at fair market value and unrealized gains and losses are excluded from earnings and reported in other comprehensive income.

The following table sets forth the amortized cost and fair value of our securities portfolio (in thousands):

	Amortized Cost	Fair Value
<b>At December 31, 2009:</b>		
Securities held to maturity:		
Mortgage-backed securities	\$ 81,041	\$ 76,884
Foreign bond	100	100
	\$ 81,141	\$ 76,984
<b>At December 31, 2008:</b>		
Securities held to maturity:		
Mortgage-backed securities	\$ 82,108	\$ 78,656
Foreign bond	100	100
	\$ 82,208	\$ 78,756
Security available for sale-		
Mutual fund	\$ 250	\$ 244
<b>At December 31, 2007:</b>		
Securities held to maturity:		
Mortgage-backed securities	\$ 58,371	\$ 58,017
Foreign bond	100	100
	\$ 58,471	\$ 58,117
Security available for sale-		
Mutual fund	\$ 250	\$ 244

The following table sets forth, by maturity distribution, certain information pertaining to the securities portfolio (dollars in thousands):

	Within One Year	After One But Within Five Years	After Five Years Through Ten Years	After Ten Years	Total	Yield
<b>At December 31, 2009:</b>						
Mortgage-backed securities	\$	\$	\$ 11,576	\$ 69,465	\$ 81,041	5.39%
Foreign bond	\$	\$	\$ 100	\$	\$ 100	5.95%

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***At December 31, 2008:***

Mortgage-backed securities	\$	\$	\$ 1,604	\$ 80,504	\$ 82,108	5.41%
Foreign bond	\$	\$	\$ 100	\$	\$ 100	5.95%

***At December 31, 2007:***

Mortgage-backed securities	\$	\$	\$	\$ 58,371	\$ 58,371	5.59%
Foreign bond	\$	\$	\$ 100	\$	\$ 100	5.95%

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At December 31, 2009, \$ 35.3 million of the \$ 81.1 million in mortgage-backed securities ( MBS ) were U.S. agency MBS and \$ 45.8 million were private label MBS. Approximately \$34.7 million of the private label MBS at December 31, 2009 were downgraded to sub-investment grade securities during 2009 by the securities rating agencies. In general, non-investment grade securities cannot be used to collateralize borrowings and are considered to be substandard assets by the Federal regulatory agencies. We evaluate our securities, including the private label MBS, for other than temporary impairment OTTI on at least a quarterly basis. In 2009, we recorded a \$179,000 OTTI charge to adjust for credit losses relating to five of the sub-investment grade securities with a total remaining principal balance of \$13.8 million and fair value of \$11.5 million. See Footnote 2 to the Consolidated Financial Statements for additional information on our securities portfolio.

**Regulatory Capital Adequacy**

The Bank is subject to various regulatory capital requirements administered by the Federal and state banking agencies. As of December 31, 2009, OptimumBank met the capital requirements of a well capitalized institution. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage percentages as set forth in the following tables.

The following table sets forth for the Bank the amount and the percentage of our actual regulatory capital, regulatory capital for capital adequacy purposes, and the minimum regulatory capital to be well capitalized under the prompt corrective action provisions of the Federal regulations (dollars in thousands).

**REGULATORY CAPITAL REQUIREMENTS**

	Actual		For Capital Adequacy Purposes		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	%	Amount	%	Amount	%
<b>As of December 31, 2009:</b>						
Total Capital to Risk-Weighted Assets	\$ 18,342	10.23%	\$ 14,349	8.00%	\$ 17,937	10.00%
Tier I Capital to Risk-Weighted Assets	16,012	8.93	7,175	4.00	10,762	6.00
Tier I Capital to Total Assets	16,012	5.85	10,952	4.00	13,690	5.00
<b>As of December 31, 2008:</b>						
Total Capital to Risk-Weighted Assets	29,357	18.91	12,419	8.00	15,524	10.00
Tier I Capital to Risk-Weighted Assets	27,451	17.68	6,210	4.00	9,314	6.00
Tier I Capital to Total Assets	27,451	10.71	10,254	4.00	12,818	5.00
<b>As of December 31, 2007:</b>						
Total Capital to Risk-Weighted Assets	\$ 27,966	17.95%	\$ 12,465	8.00%	\$ 15,581	10.00%
Tier I Capital to Risk-Weighted Assets	27,274	17.50	6,232	4.00	9,349	6.00
Tier I Capital to Total Assets	27,274	11.15	9,787	4.00	12,234	5.00

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### **Market Risk**

Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest-rate risk inherent in our lending and deposit-taking activities. We do not engage in securities trading or hedging activities and do not invest in interest-rate derivatives or enter into interest rate swaps.

We may utilize financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. The measurement of market risk associated with financial instruments is meaningful only when all related and offsetting on- and off-balance-sheet transactions are aggregated, and the resulting net positions are identified. Disclosures about the fair value of financial instruments, which reflect changes in market prices and rates, can be found in Note 8 of Notes to Consolidated Financial Statements.

Our primary objective in managing interest-rate risk is to minimize the potential adverse impact of changes in interest rates on our net interest income and capital, while adjusting our asset-liability structure to obtain the maximum yield-cost spread on that structure. We actively monitor and manage our interest-rate risk exposure by managing our asset and liability structure. However, a sudden and substantial increase in interest rates may adversely impact our earnings, to the extent that the interest-earning assets and interest-bearing liabilities do not change or reprice at the same speed, to the same extent, or on the same basis.

We use modeling techniques to simulate changes in net interest income under various rate scenarios. Important elements of these techniques include the mix of floating versus fixed-rate assets and liabilities, and the scheduled, as well as expected, repricing and maturing volumes and rates of the existing balance sheet.

### **Asset Liability Management**

As part of our asset and liability management, we have emphasized establishing and implementing internal asset-liability decision processes, as well as control procedures to aid in managing our earnings. Management believes that these processes and procedures provide us with better capital planning, asset mix and volume controls, loan-pricing guidelines, and deposit interest-rate guidelines, which should result in tighter controls and less exposure to interest-rate risk.

The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are interest rate sensitive and by monitoring an institution's interest rate sensitivity gap. An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. The gap ratio is computed as the amount of rate sensitive assets less the amount of rate sensitive liabilities divided by total assets. A gap is considered positive when the amount of interest-rate sensitive assets exceeds interest-rate sensitive liabilities. A gap is considered negative when the amount of interest-rate sensitive liabilities exceeds interest-rate sensitive assets. During a period of rising interest rates, a negative gap would adversely affect net interest income, while a positive gap would result in an increase in net interest income. During a period of falling interest rates, a negative gap would result in an increase in net interest income, while a positive gap would adversely affect net interest income.

In order to minimize the potential for adverse effects of material and prolonged increases in interest rates on the results of operations, our management continues to monitor our assets and liabilities to better match the maturities and repricing terms of our interest-earning assets and interest-bearing liabilities. Our policies emphasize the origination of adjustable-rate loans, building a stable core deposit base and, to the extent possible, matching deposit maturities with loan repricing timeframes or maturities.

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The following table sets forth certain information relating to our interest-earning assets and interest-bearing liabilities at December 31, 2009, that are estimated to mature or are scheduled to reprice within the period shown (dollars in thousands):

**GAP MATURITY / REPRICING SCHEDULE**

	One Year or Less	More than One Year and Less than Five Years	More than Five Years and Less than Fifteen Years	Over Fifteen Years	Total
Loans (1):					
Residential real estate loans	\$ 32,337	\$ 22,629	\$ 949	\$	\$ 55,915
Multi-family real estate loans	4,214	948			5,162
Commercial real estate loans	40,421	17,512	968		58,901
Land and construction	19,946	2,086	297	26	22,355
Consumer loans	576	260			836
<b>Total loans</b>	<b>97,494</b>	<b>43,435</b>	<b>2,214</b>	<b>26</b>	<b>143,169</b>
Federal funds sold	26,722				26,722
Securities (2)	2,642	3,686	42,385	32,428	81,141
Federal Home Loan Bank stock	3,551				3,551
<b>Total rate-sensitive assets</b>	<b>130,409</b>	<b>47,121</b>	<b>44,599</b>	<b>32,454</b>	<b>254,583</b>
Deposit accounts (3):					
Money-market deposits	41,204				41,204
Interest-bearing checking deposits	1,157				1,157
Savings deposits	1,861				1,861
Time deposits	95,765	11,496			107,261
<b>Total deposits</b>	<b>139,987</b>	<b>11,496</b>			<b>151,483</b>
Federal Home Loan Bank advances	15,600	23,500	18,600		57,700
Other borrowings	28,900	12,900			41,800
Junior subordinated debenture	5,155				5,155
<b>Total rate-sensitive liabilities</b>	<b>189,642</b>	<b>47,896</b>	<b>18,600</b>		<b>256,138</b>
GAP (repricing differences)	\$ (59,233)	\$ (775)	\$ 25,999	\$ 32,454	\$ (1,555)
<b>Cumulative GAP</b>	<b>\$ (59,233)</b>	<b>\$ (60,008)</b>	<b>\$ (34,009)</b>	<b>\$ (1,555)</b>	
Cumulative GAP/total assets	(21.94)%	(22.23)%	(12.60)%	(0.58)%	

- (1) In preparing the table above, adjustable-rate loans are included in the period in which the interest rates are next scheduled to adjust rather than in the period in which the loans mature. Fixed-rate loans are scheduled, including repayment, according to their maturities.
- (2) Securities are scheduled through the repricing date.
- (3) Money-market, interest-bearing checking and savings deposits are regarded as readily accessible withdrawable accounts. All other time deposits are scheduled through the maturity dates.



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The following table sets forth loan maturities by type of loan at December 31, 2009 (in thousands):

	<b>One Year or Less</b>	<b>After One But Within Five Years</b>	<b>After Five Years</b>	<b>Total</b>
Residential real estate	\$ 2,629	\$ 3,387	\$ 49,899	\$ 55,915
Multi-family real estate			5,162	5,162
Commercial real estate	7,477	6,586	44,838	58,901
Land and construction	4,095		18,260	22,355
Consumer	576	260		836
Total	\$ 14,777	\$ 10,233	\$ 118,159	\$ 143,169

The following table sets forth the maturity or repricing of loans by interest type at December 31, 2009 (in thousands):

	<b>One Year or Less</b>	<b>After One But Within Five Years</b>	<b>After Five Years</b>	<b>Total</b>
Fixed interest rate	\$ 13,021	\$ 7,025	\$ 1,166	\$ 21,212
Variable interest rate	1,780	3,208	116,969	121,957
Total	\$ 14,801	\$ 10,233	\$ 118,135	\$ 143,169

Scheduled contractual principal repayments of loans do not reflect the actual life of such assets. The average life of loans is substantially less than their average contractual terms due to prepayments. In addition, due-on-sale clauses on loans generally give us the right to declare a conventional loan immediately due and payable in the event, among other things, that the borrower sells real property subject to a mortgage and the loan is not repaid. The average life of mortgage loans tends to increase, however, when current mortgage loan rates are substantially higher than rates on existing mortgage loans and, conversely, decrease when rates on existing mortgages are substantially higher than current mortgage rates.

**Off-Balance Sheet Arrangements and Aggregate Contractual Obligations**

We are party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit. At December 31, 2009, we had no outstanding commitments to originate real estate loans. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the consolidated balance sheet. The contractual amounts of those instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. We use the same credit policies in making commitments as we do for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed-expiration dates or other termination clauses and may require payment of a fee. Since certain commitments expire without being drawn upon, the total committed amounts do not necessarily represent future cash requirements. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if we deem it necessary in order to extend credit, is based on management's credit evaluation of the counterparty.



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The following is a summary of the Bank's contractual obligations, including certain on-balance sheet obligations, at December 31, 2009 (in thousands):

	Total	Payments Due by Period			
		Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
<b>Contractual Obligations</b>					
Federal Home Loan Bank advances	\$ 57,700	\$ 10,000	\$	\$ 27,500	\$ 20,200
Junior subordinated debenture	5,155				5,155
Other borrowings	41,800		28,900	12,900	
Operating leases	425	133	292		
Total	\$ 105,080	\$ 10,133	\$ 29,192	\$ 40,400	\$ 25,355

**Deposits**

Deposits traditionally are the primary source of funds for our use in lending, making investments and meeting liquidity demands. We have focused on raising time deposits primarily within our market area, which is the tri-county area of Broward, Miami-Dade and Palm Beach counties. However, we offer a variety of deposit products, which we promote within our market area. Net deposits increased \$36.8 million in 2009 and decreased \$10.1 million in 2008.

We have used brokered deposits to facilitate mortgage loan fundings in circumstances when larger than anticipated loan volumes occur and there is limited time to fund the additional loan demand through traditional deposit solicitation. In general, brokered deposits can be obtained in one to three days. The rates paid on these deposits are typically equal to or slightly less than the high end of the interest rates in our market area. Brokered deposits amounted to \$13.9 million and \$13.7 million as of December 31, 2009 and December 31, 2008, respectively. Starting in December, 2009, we reduced our reliance on brokered deposits which are considered a more volatile source of funding by no longer accepting or rolling over existing brokered deposits.

The following table displays the distribution of the Bank's deposits at December 31, 2009, 2008 and 2007 (dollars in thousands):

	2009		At December 31, 2008		2007	
	Amount	% of Deposits	Amount	% of Deposits	Amount	% of Deposits
	Noninterest-bearing demand deposits	\$ 199	.13%	\$ 90	.08%	\$ 1,304
Interest-bearing demand deposits	1,157	.76	1,464	1.27	967	.77
Money-market deposits	41,204	27.16	28,009	24.37	26,760	21.40
Savings	1,861	1.24	1,195	1.04	475	.39
Subtotal	44,421	29.29	30,758	26.76	29,506	23.60
Time deposits:						
0.00% - 0.99%	\$ 8,056	5.31%	\$	%	\$	%
1.00% - 1.99%	35,524	23.42				
2.00% - 2.99%	52,719	34.76	7,696	6.70		
3.00% - 3.99%	2,568	1.69	39,678	34.53	11,721	9.37
4.00% - 4.99%	7,562	4.99	35,627	31.00	44,680	35.73
5.00% - 5.99%	810	.53	1,146	1.00	37,801	30.23
6.00% - 6.99%	22	.01	20	.01	1,326	1.07

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Total time deposits (1)	107,261	70.71	84,167	73.24	95,528	76.40
Total deposits	\$ 151,682	100.00%	\$ 114,925	100.00%	\$ 125,034	100.00%

(1) Included are Individual Retirement Accounts (IRA s) totaling \$8,790,000 and \$6,618,000 at December 31, 2009 and 2008, respectively, all of which are in the form of time deposits.

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Deposits of \$100,000 or more, or Jumbo Time Deposits, are generally considered a more unpredictable source of funds. The following table sets forth our maturity distribution of deposits of \$100,000 or more at December 31, 2009 and 2008 (in thousands):

	<b>At December 31,</b>	
	<b>2009</b>	<b>2008</b>
Due three months or less	\$ 9,060	\$ 5,980
Due more than three months to six months	14,083	6,225
More than six months to one year	25,608	21,551
One to five years	3,887	3,103
<b>Total</b>	<b>\$ 52,638</b>	<b>\$ 36,859</b>

**Table of Contents****ANALYSIS OF RESULTS OF OPERATIONS**

Our profitability depends to a large extent on net interest income, which is the difference between the interest received on earning assets, such as loans and securities, and the interest paid on interest-bearing liabilities, principally deposits and borrowings. Net interest income is determined by the difference between yields earned on interest-earning assets and rates paid on interest-bearing liabilities ( interest-rate spread ) and the relative amounts of interest-earning assets and interest-bearing liabilities. Our interest-rate spread is affected by regulatory, economic, and competitive factors that influence interest rates, loan demand, and deposit flows. Our results of operations are also affected by the provision for loan losses, operating expenses such as salaries and employee benefits, occupancy and other operating expenses including income taxes, and noninterest income such as loan prepayment fees.

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest income from interest-earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest rate spread; and (v) net interest margin. Average balances are based on average daily balances (dollars in thousands):

	Years Ended December 31,								
	2009			2008			2007		
	Average Balance	Interest and Dividends	Average Yield/Rate	Average Balance	Interest and Dividends	Average Yield/Rate	Average Balance	Interest and Dividends	Average Yield/Rate
<b>Interest-earning assets:</b>									
Loans	\$ 158,157	\$ 8,986	5.68%	\$ 162,157	\$ 11,236	6.93%	\$ 176,679	\$ 13,086	7.41%
Securities	89,129	4,985	5.59	76,975	4,183	5.43	50,891	2,803	5.51
Other interest-earning assets (1)	16,953	35	0.21	4,786	151	3.16	4,364	248	5.68
<b>Total interest-earning assets/interest income</b>	<b>264,239</b>	<b>14,006</b>	<b>5.30</b>	<b>243,918</b>	<b>15,570</b>	<b>6.38</b>	<b>231,934</b>	<b>16,137</b>	<b>6.96</b>
Cash and due from banks	2,176			538			346		
Premises and equipment	3,017			3,181			3,433		
Other assets	1,933			3,234			2,609		
<b>Total assets</b>	<b>\$ 271,365</b>			<b>\$ 250,871</b>			<b>\$ 238,322</b>		
<b>Interest-bearing liabilities:</b>									
Savings, NOW and money-market deposits	38,616	713	1.85	32,291	1,024	3.17	26,648	1,196	4.49
Time deposits	94,838	2,913	3.07	81,461	3,497	4.29	97,269	4,640	4.77
Borrowings (4)	113,175	4,725	4.17	109,961	4,690	4.27	86,089	3,864	4.49
<b>Total interest-bearing liabilities/interest expense</b>	<b>246,629</b>	<b>8,351</b>	<b>3.39</b>	<b>223,713</b>	<b>9,211</b>	<b>4.12</b>	<b>210,006</b>	<b>9,700</b>	<b>4.62</b>
Noninterest-bearing demand deposits	449			715			1,684		
Other liabilities	3,620			3,478			5,289		
Stockholders' equity	20,667			22,965			21,343		
<b>Total liabilities and stockholders' equity</b>	<b>\$ 271,365</b>			<b>\$ 250,871</b>			<b>\$ 238,322</b>		
<b>Net interest income</b>		<b>\$ 5,655</b>			<b>\$ 6,359</b>			<b>\$ 6,437</b>	
Interest rate spread (2)			1.91%			2.26%			2.34%

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Net interest margin (3)	2.14%	2.61%	2.78%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.07	1.09	1.10

- (1) Includes interest-earning deposits with banks, Federal funds sold and Federal Home Loan Bank stock dividends.
- (2) Interest rate spread represents the difference between average yield on interest-earning assets and the average cost of interest-bearing liabilities.
- (3) Net interest margin is net interest income divided by average interest-earning assets.
- (4) Includes Federal Home Loan Bank advances, junior subordinated debenture and securities sold under an agreement to repurchase.

**Table of Contents****RATE/VOLUME ANALYSIS**

The following tables set forth certain information regarding changes in interest income and interest expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (1) changes in rate (change in rate multiplied by prior volume), (2) changes in volume (change in volume multiplied by prior rate) and (3) changes in rate-volume (change in rate multiplied by change in volume) (in thousands):

	<b>Year Ended December 31, 2009 versus 2008</b>			
	<b>Increases (Decreases) Due to Change In:</b>			
	<b>Rate</b>	<b>Volume</b>	<b>Rate/ Volume</b>	<b>Total</b>
<b>Interest-earning assets:</b>				
Loans	\$ (2,023)	\$ (277)	\$ 50	\$ (2,250)
Securities	123	660	19	802
Other interest-earning assets	(140)	383	(359)	(116)
<b>Total interest-earning assets</b>	<b>(2,040)</b>	<b>766</b>	<b>(290)</b>	<b>(1,564)</b>
<b>Interest-bearing liabilities:</b>				
Savings, NOW and money-market	(428)	201	(84)	(311)
Time deposits	(995)	574	(163)	(584)
Other	(99)	136	(2)	35
<b>Total interest-bearing liabilities</b>	<b>(1,522)</b>	<b>911</b>	<b>(249)</b>	<b>(860)</b>
<b>Net interest income</b>	<b>\$ (518)</b>	<b>\$ (145)</b>	<b>\$ (41)</b>	<b>\$ (704)</b>

	<b>Year Ended December 31, 2008 versus 2007</b>			
	<b>Increases (Decreases) Due to Change In:</b>			
	<b>Rate</b>	<b>Volume</b>	<b>Rate/ Volume</b>	<b>Total</b>
<b>Interest-earning assets:</b>				
Loans	\$ (844)	\$ (1,076)	\$ 70	\$ (1,850)
Securities	(37)	1,437	(20)	1,380
Other interest-earning assets	(111)	23	(9)	(97)
<b>Total interest-earning assets</b>	<b>(992)</b>	<b>384</b>	<b>41</b>	<b>(567)</b>
<b>Interest-bearing liabilities:</b>				
Savings, NOW and money-market	(351)	253	(74)	(172)
Time deposits	(464)	(754)	75	(1,143)
Other	(192)	1,070	(52)	826
<b>Total interest-bearing liabilities</b>	<b>(1,007)</b>	<b>569</b>	<b>(51)</b>	<b>(489)</b>
<b>Net interest income</b>	<b>\$ 15</b>	<b>\$ (185)</b>	<b>\$ 92</b>	<b>\$ (78)</b>

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**Year Ended December 31, 2009 Compared to Year Ended December 31, 2008**

**General.** Net loss for 2009 was \$(11,481,000), or \$(3.50) per basic and diluted share, \$12 million less than net earnings in 2008. The primary factors explaining the decline were a \$14.4 million increase in the provision for loan losses, coupled with a \$.5 million decrease in noninterest income (expense) and a \$.7 million decrease in net interest income, partially offset by a \$4.3 million decrease in income tax expense, all of which were reflections of the continued deterioration of the real estate market in Florida specifically and the overall economy in general. These and other factors contributing to our 2009 net loss are discussed below.

**Interest Income.** Interest income decreased to \$14.0 million for 2009 compared to \$15.6 million for 2008. Interest income on loans decreased to \$2.3 million due primarily to a decrease in the average loan portfolio balance and a decrease in the average yield earned in 2009. Interest on securities increased by \$.8 million due primarily to an increase in the average balance of the securities portfolio in 2009.

**Interest Expense.** Interest expense on deposit accounts decreased to \$3.6 million for 2009, from \$4.5 million for 2008. Interest expense on deposits decreased primarily because of a decrease in rates paid in 2009. Interest expense on borrowings remained at \$4.7 million for 2009 and 2008.

**Provision for Loan Losses.** The provision for 2009 increased \$14.4 million to \$15.8 million during 2009 compared to \$1.4 million for 2008. In 2009, the provision was primarily to reflect the impairment in value of specific loans in the amount of \$5.5 million and charge-offs of uncollectible balances of \$8.3 million. Our policy is to maintain the allowance for loan losses at a level sufficient to absorb probable incurred losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses, which is a charge to current period earnings, and is decreased by charge-offs, net of recoveries on prior loan charge-offs. Management's periodic evaluation of the adequacy of the allowance is based upon historical experience, the volume and type of lending conducted by us, adverse situations that may affect the borrower's ability to repay, estimated value of the underlying collateral, loans identified as impaired, current economic conditions, particularly as they relate to our market areas, and other factors related to the estimated collectability of our loan portfolio. As these factors change, the level of loan loss provision changes. The allowance for loan losses is also discussed as part of Loan Portfolio, Asset Quality and Allowance for Loan Losses.

**Noninterest Income (Expense).** Total noninterest income (expense) decreased to \$(145,000) for 2009, from \$393,000 for 2008 primarily as a result of a decrease in loan prepayment fees, late charge fees and an other-than-temporary impairment on securities of \$179,000 in 2009.

**Noninterest Expenses.** Total noninterest expenses increased to \$4.7 million for 2009 from \$4.5 million for 2008, primarily due to a special assessment by the Federal Deposit Insurance Corporation of \$119,000 in 2009.

**Income Taxes (Benefit).** Income tax benefit for 2009, was \$(3,501,000) (an effective rate of 23.4%) compared to income taxes of \$313,000 (an effective rate of 37.6%) for 2008.

**Year Ended December 31, 2008 Compared to Year Ended December 31, 2007**

**General.** Net earnings for 2008 were \$520,000, or \$.17 per basic and \$.16 per diluted share, \$1.2 million less than in 2007. The primary factors explaining the decline were a \$796,000 increase in noninterest expenses coupled with an \$898,000 increase in the provision for loan losses, and a \$78,000 decrease in net interest income, partially offset by a \$690,000 decrease in income tax expense.

**Interest Income.** Interest income decreased to \$15.6 million for 2008 compared to \$16.1 million for 2007. Interest income on loans decreased to \$11.2 million due primarily to a decrease in the average loan portfolio balance and a decrease in the average yield earned in 2008. Interest on securities increased by \$1.4 million due primarily to an increase in the average balance of the securities portfolio in 2008.

**Interest Expense.** Interest expense on deposit accounts decreased to \$4.5 million for 2008, from \$5.8 million for 2007. Interest expense on deposits decreased primarily because of a decrease in the average balance of deposits and rates paid in 2008. Interest expense on borrowings increased to \$4.7 million for 2008 from \$3.9 million for 2007 due primarily to an increase in the average balance of borrowings.

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**Provision for Loan Losses.** The provision for 2008 increased \$.9 million to \$1.4 million for 2009 compared to \$.5 million for 2007. In 2008, the provision was primarily to reflect the impairment in value of ten loans in the amount of \$1.1 million. Our policy is to maintain the allowance for loan losses at a level sufficient to absorb probable incurred losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses, which is a charge to current period earnings, and is decreased by charge-offs, net of recoveries on prior loan charge-offs. Management's periodic evaluation of the adequacy of the allowance is based upon historical experience, the volume and type of lending conducted by us, adverse situations that may affect the borrower's ability to repay, estimated value of the underlying collateral, loans identified as impaired, current economic conditions, particularly as they relate to our market areas, and other factors related to the estimated collectability of our loan portfolio. As these factors change, the level of loan loss provision changes. The allowance for loan losses is also discussed as part of Loan Portfolio, Asset Quality and Allowance for Loan Losses.

**Noninterest Income.** Total noninterest income decreased to \$393,000 for 2008, from \$533,000 for 2007 primarily as a result of a litigation settlement of \$155,000 in 2007 and a decrease in loan prepayment fees.

**Noninterest Expenses.** Total noninterest expenses increased to \$4.5 million for 2008 from \$3.7 million for 2007, primarily due to losses relating to foreclosed assets.

**Income Taxes.** Income taxes for 2008, were \$313,000 (an effective rate of 37.6%) compared to income taxes of \$1,003,000 (an effective rate of 36.5%) for 2007.

**Impact of Inflation and Changing Prices**

The financial statements and related data presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America, which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, substantially all of our assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on our performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services, since such prices are affected by inflation to a larger extent than interest rates.

**Selected Quarterly Results**

Selected quarterly results of operations for the four quarters ended December 31, 2009 and 2008 are as follows (in thousands, except share amounts):

	2009				2008			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$ 2,806	\$ 3,548	\$ 3,985	\$ 3,667	\$ 3,665	\$ 3,900	\$ 3,980	\$ 4,025
Interest expense	1,868	2,076	2,217	2,190	2,260	2,283	2,319	2,349
Net interest income	938	1,472	1,768	1,477	1,405	1,617	1,661	1,676
Provision (credit) for loan losses	10,554	733	4,102	405	1,213	47	(7)	121
Net interest income after provision for loan losses	(9,616)	739	(2,334)	1,072	192	1,570	1,668	1,555
Noninterest income	12	(165)	(23)	31	235	78	38	42
Noninterest expense	1,490	1,077	1,121	1,010	1,228	1,325	1,083	909
(Loss) earnings before income taxes	(11,094)	(503)	(3,478)	93	(801)	323	623	688
Net (loss) earnings	(9,056)	(313)	(2,170)	58	(498)	201	388	429
Basic (loss) earnings per common share	(2.76)	(.10)	(.66)	.02	(.16)	.06	.12	.13
Diluted (loss) earnings per common share	(2.76)	(.10)	(.66)	.02	(.16)	.06	.12	.13



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**Item 8. Financial Statements and Supplementary Data**

The financial statements of OptimumBank Holding, Inc. as of and for the years ended December 31, 2009 and 2008 are set forth in this Form 10-K as Exhibit 13.1 and contain the following information:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets, December 31, 2009 and 2008

Consolidated Statements of Earnings for the Years Ended December 31, 2009 and 2008

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2009 and 2008

Consolidated Statements of Cash Flows for the Years Ended December 31, 2009 and 2008

Notes to Consolidated Financial Statements, December 31, 2009 and 2008 and for the Years Then Ended

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A(T). Controls and Procedures**

***(a) Evaluation of Disclosure Controls and Procedures***

We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon management's evaluation of those controls and procedures performed within the 90 days preceding the filing of this Report, our Principal Executive and Principal Financial Officer concluded that, subject to the limitations noted below, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms.

***(b) Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Such internal controls over financial reporting were designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this assessment, the Company used the criteria set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2009.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

***(c) Changes in Internal Controls***

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On November 23, 2009, the Company restated its interim financial statements for the three and six months ended June 30, 2009. In the restatement, management increased the level of impaired loans and reported substantial additional provisions for loan losses and charge offs related to impaired real estate loans for the three months ended June 30, 2009. Management made the adjustments to the Company's financial statements based on, among other things, management's review of additional information regarding the Company's real estate loan portfolio, reevaluation of the underlying collateral and identification of continued deterioration in the ability of some of the borrowers to make loan payments.

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As a result of the restatement, management reevaluated the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting as of June 30, 2009, including the identification of any material weaknesses in the Company's internal controls. Management concluded that the Company's internal controls contained material weaknesses as of June 30, 2009, with respect to the proper identification and accounting for impaired loans, in particular, troubled debt restructurings.

In the last quarter of 2009, management instituted changes to the Company's internal financial accounting controls to address the material weaknesses that existed as of June 30, 2009 with respect to the proper identification and accounting for impaired loans, in particular, troubled debt restructurings. These changes included the formation of a loan workout committee, consisting of executive management, a non-management director, and servicing, credit administration and loan officers. The committee meets at least monthly to identify, evaluate and report on delinquent, restructured and impaired loans and foreclosed real estate. There have been no other changes in the Company's internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

### ***(d) Limitations on the Effectiveness of Controls***

Our management, including our Principal Executive and Principal Financial Officer, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

### **Item 9B. Other Information**

The Company did not fail to file any Form 8-K or to disclose any information required to be disclosed therein during the fourth quarter of 2009.

## **PART III**

### **Item 10. Directors, Executive Officers, and Corporate Governance**

#### **Our Directors**

The following individuals are our current directors.

**Richard L. Browdy, 57**, has served as the President, Chief Operating Officer, Chief Financial Officer, and director of the Company since March 2004, and of OptimumBank since October 2000. Mr. Browdy has been in banking for 36 years. Prior to commencing OptimumBank's organization process, he served as Executive Vice President and Chief Financial Officer of Enterprise National Bank of Palm Beach, located in Palm Beach Gardens, Florida in 1998. Mr. Browdy served on Enterprise's Loan and Credit Committees, chaired the Asset/Liability Committee and was a member of Enterprise's Management Operations and EDP Committees. From 1997 to 1998, Mr. Browdy worked as a consultant. Prior to his consulting practice, Mr. Browdy was employed with Suncoast Savings and Loan Association of Hollywood, Florida from inception in 1985 to the merger of the institution with BankUnited of Coral Gables, Florida in 1996 and remained with BankUnited until 1997. Mr. Browdy served in various capacities with Suncoast serving finally as Executive Vice President and Chief Financial Officer. In the last five years of Mr. Browdy's employment with Suncoast, the Finance Division, Retail Banking Division, the Administrative Services Department and the Management Information Systems Department reported to Mr. Browdy. During Mr. Browdy's eleven-year tenure at Suncoast, Suncoast originated and purchased over \$10 billion in residential loans and over \$300 million in commercial real estate loans. From 1979 to 1985, Mr. Browdy was employed with Financial Federal Savings and Loan Association serving finally as Vice President and Accounting Manager. From 1973 to 1979, Mr. Browdy was employed by American Savings and Loan Association of Miami Beach, Florida serving finally as Vice

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President and Controller. Mr. Browdy currently serves as President of Temple Beth Ahm Israel in Cooper City, Florida. Mr. Browdy graduated from Florida International University in 1976 with a Bachelor of Business in Accounting. Mr. Browdy is an inactive Certified Public Accountant in the State of Florida.

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**Sam Borek, 60**, has served as Chairman of the board of the Company since December 2009, and a director of the Company since March 2004, and of OptimumBank since August 2001. Mr. Borek has served since 1987 as the managing partner of the law firm of Borek & Goldhirsh in Wilmette, Illinois. From 1998 to 2006, Mr. Borek served as a director, and from 2004 to 2006, as Chairman of the Board, of NCB Holdings, Inc., a bank holding company located in Chicago, Illinois. Mr. Borek received a Bachelor of Arts degree from the University of Illinois Urbana in 1972 and a Juris Doctor from the DePaul University School of Law in 1975 and has practiced law in Illinois for the past 33 years. Mr. Borek is very involved in community activities, including having served as President of the Niles Township School Board for High School District 219, civilian member of the United States Selective Service Review Board for the State of Illinois, member of the Executive Board of the Niles Township Legislative Coalition, and Director of the Midwest Friends of Israel Sport Center for the Disabled and Maccabi USA Sports for Israel.

**H. David Krinsky, 51**, has been a director of the Company since March 2004, and of OptimumBank since October 2000. Since 1990, Mr. Krinsky has served as the founder and President of Maxim Properties, Inc., a commercial real estate development and property management company located in New York City. In 2007, H. David Krinsky co-founded CrownBrook Capital LLC, a private equity firm focused on taking controlling equity positions in micro-cap companies. CrownBrook Capital targets companies with annual revenues between \$3 and \$25 million and is tasked with helping companies increase their earnings potential. Mr. Krinsky has been intimately involved in the process of targeting, negotiating and executing on the acquisition of three manufacturing companies. CrownBrook Capital, through its direct investments, employs over 175 people and generates annual revenue of over \$35 million. As the majority member in the acquired companies, Mr. Krinsky is an active member of the respective boards and is involved in prioritizing long term strategic initiatives. He is a 1977 graduate of the Rabbinical College of America and is active in several philanthropic organizations in the United States and abroad.

**Wendy Mitchler, 56**, has been a director of the Company and OptimumBank since January 2005. She has been the owner of the law firm of Wendy Mitchler, Attorney at Law, located in Fort Lauderdale, Florida, since 1999, and has served as outside counsel to OptimumBank and the Company since 2000. From 1997 to 1999, she served as Controller and General Counsel to Electropharmacology, Inc., a Gainesville, Florida-based publicly held biotechnology company. From 1989 to 1996, she served as Senior Vice President and General Counsel to Suncoast Savings and Loan Association, a Hollywood, Florida based publicly held savings association. From 1986 to 1989, she served as the Savings and Loan Administrator with the State of Florida Department of Banking and Finance, Division of Banking, and from 1984 to 1986, as assistant general counsel to the State of Florida, Office of Comptroller. From 1983 to 1984, she served as an associate attorney with Stuzin and Camner, PA, a Miami, Florida based firm specializing in the representation of financial institutions, and from 1977 to 1979, as a staff auditor with the public accounting firm of Deloitte, Haskins and Sells. Ms. Mitchler received a BBA and MBA in Accounting from Florida Atlantic University and a Juris Doctor from University of Florida.

**Larry Willis, 57**, has been a director of the Company since its incorporation in March 2004, and of OptimumBank since August 2001. Mr. Willis has served as the Vice President of Annette Willis Insurance Agency, Inc. in Miami, Florida since 1980. He has also served as President of the Willis Family Stables since 1994. Mr. Willis received a Bachelor of Science and a Master of Science in Electrical Engineering from the University of Miami in Coral Gables, Florida.

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**Executive Officers Who Are Not Directors.** We have one executive officer who is not a director of the Company.

**Thomas A. Procelli, 56**, has served as the Executive Vice President and Chief Technology Officer of OptimumBank since its inception in October 2000. Mr. Procelli has been in banking for 34 years and has a diverse background in operations, information systems, compliance and audit. Prior to his service with OptimumBank, he was Executive Vice President and Operations Officer for Enterprise National Bank of Palm Beach, located in Palm Beach Gardens, Florida, from March 1998 to August, 2000. Responsibilities included back office operations, information technology, and regulatory compliance. From 1997 to 1998, Mr. Procelli worked as a project manager for Fiserv Mortgage Products Division of Fort Lauderdale, Florida and as an independent consultant for BankUnited, FSB of Coral Gables, Florida. From 1992 to 1996, Mr. Procelli served as Director of Data Processing for Suncoast Savings and Loan Association of Hollywood, Florida. In 1991, Mr. Procelli worked as a contingency planning consultant for Consolidated Bank located in Hialeah, Florida. During the ten year period of 1980 to 1990, Mr. Procelli was employed nine years with American Savings and Loan Association, FSB of Miami, Florida serving finally as Vice President of Corporate Development after managing several other departments including Office Automation; Methods and Analysis; and, Information Systems Auditing. In 1985, Mr. Procelli served as the Manager of the Computer Audit Assistance Group for the West Palm Beach, Florida office of the public accounting firm of Coopers & Lybrand. Prior to 1980, Mr. Procelli held auditing positions at Intercontinental Bank, Miami Beach, Florida; European American Bank, New York; and, National Westminster Bank USA, New York. Mr. Procelli received his MBA in Finance in 1979 and his BBA degree in Accounting in 1976 from Hofstra University located in Hempstead, New York.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's executive officers and directors, as well as persons who own 10% or more of a class of the Company's equity securities, file reports of their ownership of the Company's securities, as well as statements of changes in such ownership, with the SEC. The Company believes that all such filings required during 2009 were made on a timely basis.

### **Audit Committee**

The Audit Committee is currently composed of two non-employee directors and operates under a written charter adopted and approved by the Board of Directors. H. David Krinsky and Larry Willis currently make up the Board's Audit Committee. The Audit Committee charter and NASDAQ listing standards require three members on an audit committee; however, the membership was reduced to two members in April 2010 when Irving P. Cohen, the previous Chair of the committee during 2009, and the designated audit committee financial expert resigned from the Company's board of directors. The Board has determined that each member of the Audit Committee is financially literate and independent in accordance with NASDAQ listing standards. The Board has also determined that the Audit committee does not currently have an audit committee financial expert as defined by SEC rules due to Mr. Cohen's resignation from the board of directors. The board of directors is actively seeking an outside director who is independent and an audit committee financial expert to replace Mr. Cohen as the Committee chair within the timeframes provided by NASDAQ listing standards.

### **Code of Ethics for Senior Executive Officers**

The Company has a Code of Ethics that applies to its chief executive officer, chief operating officer, chief financial officer (who is also its chief accounting officer) and controller, a copy of which is incorporated by reference into this Form 10-K as Exhibit 14.1. This Code of Ethics is also posted on our website at [www.optimumbank.com/corpgovernance.html](http://www.optimumbank.com/corpgovernance.html).

### **Item 11. Executive Compensation Director Compensation**

Former Chief Executive Officer and Chairman of the Board, Albert J. Finch, and Mr. Browdy, as salaried employees in 2009, received no compensation for serving as directors, except that they, like all directors, were eligible to receive reimbursement of reasonable expenses incurred in attending Board and committee meetings. During fiscal year

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2009, each director, other than Messrs. Finch and Browdy, received compensation for serving on the Board of Directors and committees of the Board as follows:

A fee of \$500 for each Company and Bank Board regularly scheduled monthly meeting attended. Since the Boards of the Company and the Bank meet on the same day for their regularly scheduled monthly meetings, only one meeting fee was paid for attendance at both meetings.

Name	Cash Awards (\$)	All Other Compensation	Option Awards (\$)(1)	Total (\$)
Michael Bedzow	5,000.00			5,000.00
Sam Borek	5,500.00	14,000.00 (2)		19,000.00
Irving P. Cohen	5,000.00			5,000.00
Gordon Deckelbaum (3)	5,000.00			5,000.00
H. David Krinsky	5,500.00			5,500.00
Wendy Mitchler	5,500.00			5,500.00
Larry Willis	5,000.00			5,500.00

(1) No option awards were made to the directors in 2009. The table below shows the aggregate number of shares underlying outstanding stock options held by the named directors at December 31, 2009.

Michael Bedzow	15,803
Sam Borek	30,390
Irving P. Cohen	12,156
Gordon Deckelbaum (3)	30,390
H. David Krinsky	30,390
Wendy Mitchler	18,233
Larry Willis	30,390

The options have a 10-year term. The exercise price is 100 percent of the fair market value on the date of grant. All these nonqualified options are fully exercisable.

(2) Represents consulting fees paid to Mr. Borek during 2009.

(3) Mr. Deckelbaum resigned as a director in November 2009 and his stock options expired in March 2010.

**Executive Officer Compensation**

The following table shows the compensation paid by the Company to its three executive officers for 2009 and 2008. Albert J. Finch retired as Chief Executive Officer and director of the Company and OptimumBank in November 2009.

**SUMMARY COMPENSATION TABLE**

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<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>All Other Compensation\$(1)</b>	<b>Total Compensation (\$)</b>
Albert J. Finch	2009	211,330	0	100,643 (2)	311,973
Chairman of the Board and Chief Executive Officer	2008	250,000	50,000	95,493 (3)	395,493
Richard L. Browdy	2009	236,900	0	52,946 (2)(4)	289,846
President and Chief Financial Officer	2008	230,000	40,000	34,135 (3)(4)	304,135
Thomas A. Procelli	2009	144,200	0	19,123 (2)(5)	163,323
Executive Vice President, OptimumBank	2008	140,000	7,000	15,494 (3)(5)	161,360

- (1) Amounts included in this column include simple IRA plan matching contributions made by Company to executives' accounts as follows: for Mr. Finch, \$6,340 in 2009 and \$7,500 in 2008; for Mr. Browdy, \$7,107 in 2009 and \$7,018 in 2008; and for Mr. Procelli, \$4,326 in 2009 and \$4,200 in 2008. The Company matches the first 3% of the salary contributed by each Company employee to the plan each year.



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- (2) Includes payments of \$86,904 for Mr. Finch; \$17,202 for Mr. Browdy; and \$13,498 for Mr. Procelli under the executive medical reimbursement plan, and payments of \$7,399 for reimbursement of health insurance premiums for Mr. Finch.
- (3) Includes payments of \$87,993 for Mr. Finch; \$22,258 for Mr. Browdy; and \$10,160 for Mr. Procelli under the executive medical reimbursement plan, and payments of \$3,862 for reimbursement of health insurance premiums for Mr. Finch.
- (4) Includes reimbursement of life insurance premiums of \$3,140 each year under agreement with Albert Finch and the Company, \$24,627 and \$795 for the employee's personal use of a company-owned automobile in 2009 and 2008, respectively, and health club membership dues.
- (5) Includes health club membership dues.

**Stock Options.** No stock options were granted to any of the executive officers in 2009. The following table sets forth certain information about the stock options held by the Company's three executive officers at December 31, 2009.

**OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2009**

Name	Grant Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date
		Number of Securities Underlying Unexercised Options at 12/31/09 (#) Exercisable	Number of Securities Underlying Unexercised Options at 12/31/09 (#) Unexercisable		
Albert J. Finch (1)					
Richard L. Browdy	12/27/01	30,388	0	5.00	12/26/11
	10/31/02	15,194	0	6.75	10/30/12
	6/30/04	30,388	0	10.00	6/29/14
	12/29/05	24,310	0	10.00	12/28/15
Thomas A. Procelli	12/27/01	12,156	0	5.00	12/26/11
	10/31/02	6,078	0	6.75	10/30/12
	6/30/04	6,078	0	10.00	6/29/14
	12/29/05	6,078	0	10.00	12/28/15

- (1) Albert J. Finch retired as Chief Executive Officer and director of the Company and OptimumBank in November 2009 and his outstanding options expired in December 2009.

**Termination of Employment Agreement.** The Company is a party to a stock purchase agreement with Richard Browdy and Albert Finch which provides for the purchase and ownership by Mr. Browdy of a \$500,000 life insurance policy on Albert Finch, with the annual premiums for such policy reimbursable by the Company. Upon Mr. Finch's death, Mr. Browdy is required to purchase with the proceeds of the policy any of the Company's common shares held in Mr. Finch's estate at the greater of \$6.75 per share or the fair market value of the shares. The agreement does not prevent Mr. Finch from transferring any of his Company stock prior to his death. In the event that the aggregate purchase price is less than the death benefit, Mr. Browdy is entitled to the excess proceeds. Mr. Browdy vests in the shares over his five-year period of employment following Mr. Finch's death, with 40% vesting after the first year, and 15% each year thereafter. For a period of five years after Mr. Finch's death, if Mr. Browdy's employment is terminated for cause or voluntarily by Mr. Browdy, the Company has the right to purchase any non-vested shares from Mr. Browdy for \$1,000.

**Change of Control Agreement.** The Company's stock option plan provides for the accelerated vesting of stock options in the event of a change of control of the Company as defined in the plan.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

This following table sets forth information regarding the beneficial ownership of the common stock as of April 15, 2010, for:

each of our directors and executive officers; and  
all of our directors and executive officers as a group.  
each other person known by us to own beneficially more than 5% of our common stock;

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Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting and investment power with respect to the securities. The persons named in the table have sole voting and investment power or have shared voting and investment power with a spouse with respect to all shares of common stock shown as beneficially owned by them, unless otherwise indicated in these footnotes.

In addition, shares of common stock issuable upon exercise of options beneficially owned that are exercisable within sixty days of April 15, 2010, are deemed outstanding for the purpose of computing the percentage ownership of the person holding those options and other rights, and the group as a whole, but are not deemed outstanding for computing the percentage ownership of any other person.

Name and Address* of Beneficial Owners	Number of Shares Beneficially Owned	Percent of Class(9)
<b>Directors and Executive Officers:</b>		
Sam Borek, Chairman of the Board	214,197(1)	6.48%
Richard L. Browdy, President, Chief Financial Officer and Director	117,668(2)	3.48%
H. David Krinsky, Director	355,794(3)	10.76%
Larry Willis, Director	107,588(4)	3.25%
Wendy Mitchler, Director	29,584(5)	.90%
Thomas A. Procelli, Executive Vice President, OptimumBank	48,405(6)	1.46%
All directors and executive officers as a group (5 persons)	873,236(7)	24.83%
<b>Other Greater than 5% Shareholders</b>		
Hillard Garlovsky	214,472(8)	6.87%

\* Unless otherwise indicated, the address of each of our directors and executive officers is OptimumBank Holdings, Inc., 2477 East Commercial Boulevard, Fort Lauderdale, Florida 33308.

**Notes to beneficial ownership table:**

- (1) Includes options to acquire 30,390 shares of common stock; 899 shares held by wife or children; 40,475 shares held by an entity controlled by reporting person; and 91,390 shares pledged as security.
- (2) Includes options to acquire 100,280 shares of common stock; 242 shares held by children.
- (3) Includes options to acquire 30,390 shares of common stock; 12,155 shares held by an entity controlled by reporting person; 9,722 shares held by wife or children; and 42,039 shares pledged as security. Reporting person's address is c/o Maxim Properties, Inc., 286 Madison Avenue, 12<sup>th</sup> Floor, New York, NY 10017.
- (4) Includes options to acquire 30,390 shares of common stock; 122 shares held by daughter and 69,778 shares held by an entity controlled by reporting person...
- (5) Includes options to acquire 18,233 shares of common stock.
- (6) Includes options to acquire 30,390 shares of common stock, and 211 shares held by wife.
- (7) Includes options to acquire 240,073 shares of common stock.
- (8) The ownership information is based entirely on the information contained in a Schedule 13G, dated January 25, 2009, filed with the SEC by Hillard Garlovsky, whose address is 1761 Clendenin, Riverwoods, IL 60015.
- (9) Calculated based on 3,276,842 shares of common stock outstanding as of April 15, 2010, plus options exercisable within sixty days of April 15, 2010 for the individual or the group, as applicable.

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We had one compensation plan under which shares of our common stock were issuable at December 31, 2009. This plan is our Stock Option Plan and was previously approved by our stockholders. The following table sets forth information as of December 31, 2009 with respect to the number of shares of our common stock issuable pursuant to the Stock Option Plan:

**EQUITY COMPENSATION PLAN INFORMATION**

Plan Category	(a)  Number of Securities to be Issued Upon Exercise of Outstanding Options Warrants and Rights	(b)  Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c)  Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	419,956	\$ 7.13	123,739
Total	419,956	\$ 7.13	123,739

**Item 13. Certain Relationships and Related Transactions, and Director Independence**  
**Certain Relationships and Related Transactions**

The following are transactions or proposed transactions in which the Company was or is a party, in which the amount involved exceeded \$120,000, and in which a director, director nominee, executive officer, holder of more than 5% of our Common Stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

The Company offers loans in the ordinary course of business to its directors and employees, including executive officers, their related interests and immediate family members. Applicable law and Company policy require that these loans be on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated parties, and must not involve more than the normal risk of repayment or present other unfavorable features. Loans to individual employees, directors and executive officers must also comply with the Company's lending policies and statutory lending limits, and directors with a personal interest in any loan application are excluded from the consideration of such loan application. H. David Krinsky, director, and Gordon Deckelbaum, former director, have loans outstanding from the Company.

In 2009 and 2008, the Company retained Wendy Mitchler, Attorney at Law, as general counsel. Wendy Mitchler, a director of the Company, is the owner of the law firm of Wendy Mitchler, Attorney at Law. During 2009 and 2008, the Company paid the law firm approximately \$104,500 and \$84,000, respectively, in legal fees for various legal matters. In addition, payments totaling approximately \$900 and \$27,000 in 2009 and 2008, respectively, were made by borrowers to the law firm in connection with loan closings for OptimumBank.

Carrie Goldstein is the daughter of Albert J. Finch, former Chairman of the Board and Chief Executive Officer of the Company. Ms. Goldstein is the owner of the law firm of Law Offices of Carrie Goldstein, Esq. Payments totaling approximately \$43,800 and \$85,000 in 2009 and 2008, respectively, were made by borrowers to Ms. Goldstein's law firm in connection with loan closings for OptimumBank. In addition, during 2009 and 2008, the Company paid Ms. Goldstein's law firm approximately \$21,990 and \$10,200, respectively, in legal fees for various legal matters.

Seth Goldstein, the husband of Carrie Goldstein and son-in-law of Albert J. Finch, is employed by the Company as a Vice President, Administration, for OptimumBank. He was paid approximately \$90,640 and \$91,000 for his services during 2009 and 2008, respectively.

Michel Vogel, son-in-law of Company director and President, Richard Browdy, is employed by OptimumBank as Vice President, Lending. He was paid approximately \$90,640 and \$92,000 for his services during 2009 and 2008, respectively.

**Directors Independence**

The Board of Directors analyzed the independence of each director and determined that the following directors meet the standards of independence of applicable NASDAQ Stock Market ( NASDAQ ) listing standards: Sam Borek, H. David Krinsky and Larry Willis. The Board considered that Mr. Willis is an executive officer of an insurance agency which is used by the Company to obtain commercial property and liability insurance. The Board also considered that the Company has been paying Mr. Borek consulting fees of \$14,000 per month since December 2009. Richard L. Browdy, who is an employee of the Company, and Wendy Mitchler, who serves as outside counsel for the Company, are not considered independent directors.

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**Committee Members Independence**

**Compensation Committee.** The Compensation Committee consists of Sam Borek, Chairman, and Larry Willis, and H. David Krinsky, all of whom are considered independent under the NASDAQ listing standards.

**Nominating Committee.** The Company has no formal nominating committee or nominating committee charter but, rather, the three independent members of the Board, Messrs. Sam Borek, Larry Willis and H. David Krinsky, perform the functions of a nominating committee.

**Audit Committee.** H. David Krinsky and Larry Willis make up the Board's Audit Committee. The Board has determined that each member of the Audit Committee is independent in accordance with the more stringent NASDAQ standards applicable to members of audit committees. Although H. David Krinsky is the beneficial owner of greater than 10% of the Company's stock, the Board has made the determination that Mr. Krinsky does not control the Company, and is therefore independent under the applicable NASDAQ listing standards for audit committee members. The Board also considered that Mr. Willis is an executive officer of an insurance agency which is used by the Company to obtain commercial property and liability insurance. The Board determined that such payments are not indirect compensatory fees to Mr. Willis, and Mr. Willis is therefore independent under the standards applicable to audit committee members.

**Item 14. Principal Accounting Fees and Services  
Audit and Tax Fees**

Hacker, Johnson & Smith PA (Hacker Johnson), the Company's independent registered public accounting firm, audited the Company's consolidated financial statements for the fiscal year ended December 31, 2009.

The following table is a summary of the fees billed to the Company by Hacker Johnson for professional services rendered for the years ended December 31, 2009 and 2008:

Fee Category	2009 Fees	2008 Fees
Audit Fees	\$ 69,000	\$ 54,000
Tax Fees	\$ 6,500	\$ 6,000
<b>Total Fees</b>	<b>\$ 75,500</b>	<b>\$ 60,000</b>

**Audit Fees.** Consists of fees billed for professional services rendered for the audit of the Company's financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by Hacker Johnson in connection with statutory and regulatory filings or engagements.

**Tax Fees.** Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal and state tax compliance.

**Pre-approved Services**

Consistent with SEC rules regarding auditor independence, the Company's Audit Committee Charter requires the Audit Committee to pre-approve all audit services and non-audit services permitted by law and Audit Committee policy (including the fees and terms of such services) to be performed for the Company by the independent auditors, subject to the de minimis exceptions for non-audit services described in SEC rules that are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may delegate pre-approval authority to a member of the committee. The decisions of any committee member to whom pre-approval is delegated must be presented to the Audit Committee at its next scheduled meeting.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(1) The financial statements of OptimumBank Holdings, Inc. as of and for the years ended December 31, 2009 and 2008 are set forth in this Form 10-K as Exhibit 13.1 and contain the following information:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets, December 31, 2009 and 2008

Consolidated Statements of Earnings for the Years Ended December 31, 2009 and 2008

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2009 and 2008

Consolidated Statements of Cash Flows for the Years Ended December 31, 2009 and 2008

Notes to Consolidated Financial Statements, December 31, 2009 and 2008 and for the Years Then Ended

(2) See Exhibit Index.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this 10-K/A report to be duly signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on

Dated: April 29, 2010

**OPTIMUMBANK HOLDINGS, INC.**

/s/ Richard L. Browdy  
Richard L. Browdy

President and Chief Financial Officer

(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)



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**EXHIBIT INDEX**

The following exhibits are filed with or incorporated by reference into this report. The exhibits denominated by (i) an asterisk (\*) were previously filed as a part of a Registration Statement on Form 10-SB under the Exchange Act, filed with the Federal Deposit Insurance Corporation on March 28, 2003; (ii) a double asterisk (\*\*) were previously filed as part of a current report on Form 8-K filed with the Securities and Exchange Commission ( SEC ) on May 11, 2004; and (iii) a triple asterisk (\*\*\*) were previously filed as part of a Quarterly Report on Form 10-QSB filed with the SEC on August 12, 2004; (iv) a quadruple asterisk (\*\*\*\*) were previously filed as part of an Annual Report on Form 10-KSB filed with the SEC on March 31, 2006; (v) a quintuple asterisk (\*\*\*\*\* ) were previously filed as part of an Annual Report on Form 10-KSB filed with the SEC on March 31, 2008; and (vi) a sextuple asterisk (\*\*\*\*\*) were previously filed as part of an Annual Report on Form 10-K filed with the SEC on March 31, 2009.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
** 3.1	Articles of Incorporation
***** 3.2	Articles of Amendment to Articles of Incorporation
*** 3.3	Bylaws
**** 4.1	Form of stock certificate
***** 10.1(a)	Amended and Restated Stock Option Plan
* 10.3(a)	Agreement between OptimumBank, Albert J. Finch and Richard L. Browdy dated June 14, 2002
13.1(b)	Consolidated Financial Statements of OptimumBank Holdings, Inc. and Report of Independent Registered Public Accounting Firm
***** 14.1	Code of Ethics for Chief Executive Officer and Senior Financial Officers
21.1(b)	Subsidiaries of the Registrant
31.1(b)	Certification of Principal Executive and Principal Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
32.1(b)	Certification of Principal Executive and Principal Financial Officer under §906 of the Sarbanes-Oxley Act of 2002
32.1.1	Certification of Principal Executive and Principal Financial Officer under §906 of the Sarbanes-Oxley Act of 2002

(a) Represents a management contract or compensatory plan or arrangement required to be filed as an exhibit.

(b) This exhibit was previously filed with the Company's Annual Report on Form 10-K on April 15, 2010.