

OptimumBank Holdings, Inc.  
Form 10-K  
March 31, 2009  
Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2008**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 000-1288855**

**OPTIMUMBANK HOLDINGS, INC.**  
(Name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**55-0865043**  
(I.R.S. Employer  
Identification No.)

**2477 East Commercial Blvd., Fort Lauderdale, FL**  
(Address of principal executive offices)

**33308**  
(Zip Code)

**Issuer's telephone number, including area code:**  
**(954) 776-2332**

**Securities registered pursuant to Section 12(b) of the Act:**  
**Common Stock, par value \$0.01 per share**

**Securities registered pursuant to Section 12(g) of the Act:**  
**None**

The registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

The registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Check whether the issuer has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation SK contained in this form, and no disclosure will be contained, to the best of issuer'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.

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

The registrant is a shell company, as defined in Rule 12b-2 of the Exchange Act. YES  NO

The aggregate market value of the Common Stock of the issuer held by non-affiliates of the issuer (2,057,603 shares) on March 23, 2009, was approximately \$8,724,237. The aggregate market value was computed by reference to the last sale of the Common Stock of the issuer at \$4.24 per share on March 23, 2009. For the purposes of this response, directors and executive officers are considered the affiliates of the issuer at that date.

As of March 23, 2009, there were outstanding 3,120,992 shares of the issuer's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

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### Table of Contents

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on April 30, 2009 to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days of the issuer's fiscal year end are incorporated by reference into Part III, Items 9 through 12, and 14, of this Annual Report on Form 10-K.

## TABLE OF CONTENTS

|  | Page |
|--|------|
| <u>PART I</u>  | 1    |
| <u>Item 1. Business</u>  |      |
| <u>Forward-Looking Statements</u>  | 1    |
| <u>General</u>   | 1    |
| <u>Recent Events</u>   | 1    |
| <u>Banking Products</u>  | 1    |
| <u>Strategy</u>  | 2    |
| <u>Lending Activities</u>  | 2    |
| <u>Deposit Activities</u>  | 3    |
| <u>Investments</u>   | 3    |
| <u>Correspondent Banking</u>   | 3    |
| <u>Data Processing</u>   | 3    |
| <u>Internet Banking</u>  | 3    |
| <u>Competition</u>   | 4    |
| <u>Employees</u>   | 4    |
| <u>Supervision and Regulation</u>  | 4    |
| <u>Statistical Profile and Other Financial Data</u>  | 8    |
| <u>Item 2. Properties</u>  | 8    |
| <u>Item 3. Legal Proceedings</u>   | 9    |
| <u>Item 4. Submission of Matters to a Vote of Security Holders</u>   | 9    |
| <u>PART II</u>   | 9    |
| <u>Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters</u>                                       | 9    |
| <u>Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                           | 10   |
| <u>Item 7. Financial Statements</u>  | 27   |
| <u>Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                            | 27   |
| <u>Item 8A(T). Controls and Procedures</u>   | 27   |
| <u>Item 8B. Other Information</u>  | 28   |
| <u>PART III</u>  | 28   |
| <u>Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act</u> | 28   |
| <u>Item 10. Executive Compensation</u>   | 28   |
| <u>Item 11. Security Ownership of Certain Beneficial Owners and Management</u>   | 28   |
| <u>Item 12. Certain Relationships and Related Transactions and Director Independence</u>                                       | 29   |
| <u>Item 13. Exhibits</u>   | 29   |
| <u>Item 14. Principal Accountant Fees and Services</u>   | 30   |
| <u>SIGNATURES</u>  | 31   |

Table of Contents

**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 anticipations, and 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 to serve as a one-bank holding company for OptimumBank and acquired all of the shares of OptimumBank in May 2004. Our only business is the ownership and operation of OptimumBank. OptimumBank is a Florida chartered bank which opened 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.

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 Federal Deposit Insurance Corporation. OptimumBank is a member of the Federal Home Loan Bank of Atlanta.

At December 31, 2008, our company had total assets of \$255.7 million, net loans of \$160.7 million, total deposits of \$114.9 million and stockholders' equity of \$22.8 million. During 2008, our company had net earnings of \$520,000.

**Recent Events**

In December 2008, we received preliminary approval from the U. S. Department of Treasury to sell up to \$4.578 million in preferred stock to Treasury under its Troubled Asset Relief Program ( TARP ) Capital Purchase Program. Prior to closing the transaction, we declined to accept the TARP funds after consideration of all the factors associated with the receipt of TARP funds. We based our decision in part on the fact that we had capital well in excess of that required to be considered well-capitalized under banking regulations without the TARP funds.

**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.

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.



Table of Contents

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.

**Strategy**

Our continuing goal is to become one of the leading community banking organizations in Broward County. We expect to accomplish our goal through steady, reasonable and controlled growth and a prudent operating strategy.

Our operating and business strategy emphasizes:

1. Local management and local decision making resulting in rapid, personalized customer service, rapid credit decisions and expedited closings;
2. Maintaining our presence in Broward County through a branch network- we currently have three branch banking offices in Broward County;
3. Real estate lending activities by continuing to originate adjustable rate residential and commercial mortgage loans for our customers;
4. Maintaining high credit quality through strict underwriting criteria and our knowledge of the real estate values in our market area;
5. Personalized products and service - we strive to provide innovative financial products, high service levels and to maintain strong customer relationships. We seek customers who prefer to conduct business with a locally owned and managed institution.

**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, 2008 were \$160.7 million, or 62.84% 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, 2008, 99.46% of our loan portfolio consisted of loans secured by mortgages on real estate, of which approximately 36.25% 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 consumer loans range from a term of one to five years and may be made at fixed or variable interest rates. We originate unsecured consumer loans as well as consumer loans secured by mortgages on residential and commercial real estate.

Loan originations are derived primarily from existing customers, direct marketing and 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.

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. 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 real estate 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 paid for the origination of the loan.





Table of Contents

**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 67.9% of our total deposits at December 31, 2008. Approximately 73.2% of our deposits at December 31, 2008 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 32.1% of our total deposits at December 31, 2008. 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 may use 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. Brokered deposits amounted to 11.9% and 6.0% of our total deposits at December 31, 2008 and 2007, respectively.

**Investments**

We invest a portion of our assets in mortgage-backed securities and federal funds sold. Our investments are managed in relation to loan demand and deposit growth, and are generally used to provide for the investment of excess funds with minimal risk and for liquidity to fund increases in loan demand or to offset fluctuations in deposits.

Our total investment portfolio may be invested in U.S. Treasury and general obligations of its agencies because such securities generally represent a minimal investment risk. Mortgage-backed securities generally have a shorter life than the stated maturity. 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.

We monitor changes in financial markets. In addition to investments for our portfolio, we monitor our daily cash position to ensure that all available funds earn interest at the earliest possible date. A portion of the investment account is designated as secondary reserves and invested in liquid securities that can be readily converted to cash with minimum risk of market loss. These investments usually consist of U.S. Treasury obligations, U.S. government agencies and federal funds. The remainder of the investment account may be placed in investment securities of different type and longer maturity. Daily surplus funds are sold in the federal funds market for one business day. We attempt to stagger the maturities of our securities so as to produce a steady cash flow in the event we need cash.

**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.

Table of Contents

**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, 2008, we had 19 full-time employees, including executive officers. The employees are not represented by a collective bargaining unit. We consider relations with employees to be good.

**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



Table of Contents

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.

**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(b) 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

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### Table of Contents

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.

**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 \$6.9 million, provided the unsecured portion does not exceed approximately \$4.1 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.

**Other Consumer Laws.** State 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

Table of Contents

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.

**Capital Adequacy Requirements**

The Federal Reserve Board and bank regulatory agencies require bank holding companies and banks 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 and qualifying preferred shareholders' equity, excluding the unrealized gain (loss) on available-for-sale securities, 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. 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 3%, but all but the highest rated institutions are required to maintain ratios 100 to 200 basis points above the minimum. At December 31, 2008, the Bank met all capital requirements to which they were subject.

The FDIC Improvement Act of 1991 ( 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. Under regulations implementing the prompt corrective action provisions of FDICIA, the FDIC possesses broad powers to take prompt corrective action as deemed appropriate for a bank, based on the bank's capital levels. The extent of these powers depends upon whether the bank in question is considered well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, or critically undercapitalized. Generally, as a bank is deemed to be less well-capitalized, the scope and severity of the FDIC's powers increase, ultimately permitting the FDIC to appoint a receiver for the bank. Business activities may also be influenced by a bank's capital classification. For instance, only a well-capitalized bank may accept brokered deposits without prior regulatory approval, and can engage in various expansion activities with prior notice, rather than prior regulatory approval. Failure to meet these capital requirements could subject the bank to the prompt corrective action provisions of the FDIC, which may include filing with the FDIC a plan describing the means and a schedule for achieving the minimum capital requirements. In addition, a bank would not be able to receive regulatory approval of any application that required consideration of capital adequacy, such as a branch or merger application, unless it could demonstrate a reasonable plan to meet the capital requirement within an acceptable period of time. As of December 31, 2008, 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.

Table of Contents**Community Redevelopment Act**

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.

**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, 2008.

| <b>Location</b>  | <b>Year Facility Opened</b> | <b>Facility Status</b> |
|--|-----------------------------|------------------------|
| <b><u>Executive Office</u></b>                                   |                             |                        |
| 2477 East Commercial Boulevard<br>Fort Lauderdale, Florida 33308 | 2004                        | Owned                  |
| <b><u>Branch Offices</u></b>                                     |                             |                        |
| 10197 Cleary Boulevard<br>Plantation, Florida 33324              | 2000                        | Owned                  |
| 3524 North Ocean Boulevard<br>Fort Lauderdale, Florida 33308     | 2003                        | Leased (1)             |
| 2215 West Hillsboro Boulevard<br>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, 2008 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, 2008 was \$6,449.

Table of Contents**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.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of our security holders during the fourth quarter of the year ended December 31, 2008.

**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.

| <b>Year</b> | <b>Quarter</b> | <b>High</b> | <b>Low</b> |
|-------------|----------------|-------------|------------|
| 2007        | First          | \$ 13.00    | \$ 8.12    |
|             | Second         | \$ 10.50    | \$ 8.50    |
|             | Third          | \$ 10.16    | \$ 6.39    |
|             | Fourth         | \$ 9.00     | \$ 6.51    |
| 2008        | First          | \$ 9.71     | \$ 5.16    |
|             | Second         | \$ 9.45     | \$ 6.75    |
|             | Third          | \$ 8.01     | \$ 3.84    |
|             | Fourth         | \$ 6.00     | \$ 3.08    |

We had approximately 208 holders registered or in street name as of December 31, 2008.

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. Management's Discussion and Analysis of Financial Condition and Results of Operations.****SELECTED FINANCIAL DATA**

**At December 31, or for the Year Then Ended**  
**(Dollars in thousands, except per share figures)**

|  | 2008       | 2007      | 2006      | 2005      | 2004      |
|--|------------|-----------|-----------|-----------|-----------|
| <b>At Year End:</b>  |            |           |           |           |           |
| Cash and cash equivalents                                  | \$ 3,220   | 701       | 1,604     | 1,154     | 3,223     |
| Securities held to maturity                                | 82,208     | 58,471    | 33,399    | 25,618    | 24,134    |
| Security available for sale                                | 244        | 244       | 241       | 243       | 247       |
| Loans, net   | 160,699    | 173,323   | 181,878   | 170,226   | 128,810   |
| Loans held for sale  | -          | -         | -         | -         | 509       |
| All other assets   | 9,369      | 8,808     | 8,581     | 8,803     | 7,635     |
| Total assets   | \$ 255,740 | 241,547   | 225,703   | 206,044   | 164,558   |
| Deposit accounts   | 114,925    | 125,034   | 129,502   | 114,064   | 97,994    |
| Federal Home Loan Bank advances                            | 68,700     | 56,850    | 56,550    | 52,950    | 37,650    |
| Other borrowings   | 41,800     | 28,900    | 10,950    | 12,950    | 5,000     |
| Junior subordinated debenture                              | 5,155      | 5,155     | 5,155     | 5,155     | 5,155     |
| All other liabilities                                      | 2,395      | 3,361     | 3,123     | 2,515     | 2,036     |
| Stockholders' equity                                       | 22,765     | 22,247    | 20,423    | 18,410    | 16,723    |
| Total liabilities and stockholders' equity                 | \$ 255,740 | 241,547   | 225,703   | 206,044   | 164,558   |
| <b>For the Year:</b>                                       |            |           |           |           |           |
| Total interest income                                      | 15,570     | 16,137    | 14,191    | 11,334    | 8,815     |
| Total interest expense                                     | 9,211      | 9,700     | 8,063     | 5,841     | 4,032     |
| Net interest income  | 6,359      | 6,437     | 6,128     | 5,493     | 4,783     |
| Provision for loan losses                                  | 1,374      | 476       | 265       | 149       | 136       |
| Net interest income after provision for loan losses        | 4,985      | 5,961     | 5,863     | 5,344     | 4,647     |
| Noninterest income   | 393        | 533       | 628       | 635       | 690       |
| Noninterest expenses                                       | 4,545      | 3,749     | 3,574     | 3,396     | 2,801     |
| Earnings before income taxes                               | 833        | 2,745     | 2,917     | 2,583     | 2,536     |
| Income taxes   | 313        | 1,003     | 1,083     | 982       | 966       |
| Net earnings   | \$ 520     | 1,742     | 1,834     | 1,601     | 1,570     |
| Net earnings per share, basic (1)                          | \$ .17     | .56       | .59       | .52       | .51       |
| Net earnings per share, diluted (1)                        | \$ .16     | .55       | .57       | .50       | .50       |
| Weighted-average number of shares outstanding, basic (1)   | 3,120,992  | 3,112,227 | 3,101,357 | 3,077,949 | 3,051,874 |
| Weighted-average number of shares outstanding, diluted (1) | 3,164,219  | 3,184,744 | 3,233,617 | 3,197,124 | 3,147,249 |
| <b>Ratios and Other Data:</b>                              |            |           |           |           |           |
| Return on average assets                                   | .21%       | .73%      | .85%      | .86%      | 1.06%     |
| Return on average equity                                   | 2.26%      | 8.16%     | 9.37%     | 9.09%     | 10.05%    |

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|  |           |           |           |           |           |
|--|-----------|-----------|-----------|-----------|-----------|
| Average equity to average assets   | 9.15%     | 8.96%     | 9.12%     | 9.42%     | 10.53%    |
| Net interest margin during the year  | 2.61%     | 2.78%     | 2.96%     | 3.08%     | 3.35%     |
| Interest-rate differential during the year   | 2.26%     | 2.34%     | 2.63%     | 2.84%     | 3.05%     |
| Net yield on average interest-earning assets   | 6.38%     | 6.96%     | 6.85%     | 6.36%     | 6.18%     |
| Noninterest expenses to average assets   | 1.81%     | 1.57%     | 1.67%     | 1.82%     | 1.89%     |
| Ratio of average interest-earning assets to average interest-bearing liabilities         | 1.09      | 1.10      | 1.08      | 1.08      | 1.11      |
| Nonperforming loans and foreclosed assets as a percentage of total assets at end of year | 2.03%     | 0.13%     | -         | -         | 2.54%     |
| Allowance for loan losses as a percentage of total loans at end of year                  | 1.18%     | .40%      | .54%      | .46%      | .49%      |
| Total number of banking offices  | 3         | 3         | 3         | 3         | 3         |
| Total shares outstanding at end of year (1)  | 3,120,992 | 3,121,132 | 3,109,359 | 3,083,653 | 3,067,824 |
| Book value per share at end of year (1)  | \$ 7.29   | 7.13      | 6.57      | 5.97      | 5.45      |

(1) All share and per share amounts have been adjusted to reflect the 5% stock dividends declared in May 2008, 2007 and 2006.

Table of Contents

**General**

OptimumBank Holdings, Inc. is a one-bank holding company formed in 2004. Our only business is the ownership and operation of OptimumBank. OptimumBank is a Florida chartered bank which opened in November 2000, and its deposits are insured by the 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.

At December 31, 2008, our company had total assets of \$255.7 million, net loans of \$160.7 million, total deposits of \$114.9 million and stockholders' equity of \$22.8 million. During 2008, our company had net earnings of \$520,000.

**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 allowance for loan losses is one of our most difficult and subjective judgments. 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 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 Results of Operations 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.

**Loan Portfolio, Allowance for Loan Losses, Asset Quality and Credit Risk**

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. We have instituted detailed loan policies and procedures which include underwriting guidelines to minimize loss exposure. We also have credit review procedures to protect us from avoidable credit losses. We believe our procedures are adequate to insure asset quality and protect against credit risk, but some losses beyond our control will inevitably occur.

We grant the majority of our loans to borrowers throughout Broward and portions of Palm Beach and Miami-Dade Counties, Florida. Although we have a diversified loan portfolio, a significant portion of our borrowers' ability to honor their contracts is dependent on the economy in Broward, Palm Beach and Miami-Dade County, Florida, and to a lesser extent, other regions in Florida.

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Table of Contents

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

|                                   | 2008                   |                | At December 31,<br>2007 |                | 2006              |                |
|-----------------------------------|------------------------|----------------|-------------------------|----------------|-------------------|----------------|
|                                   | Amount                 | % of Total     | Amount                  | % of Total     | Amount            | % of Total     |
|                                   | (dollars in thousands) |                |                         |                |                   |                |
| Residential real estate           | \$ 58,693              | 36.25%         | \$ 65,908               | 38.08%         | \$ 70,868         | 38.99%         |
| Multi-family real estate          | 9,588                  | 5.92           | 10,275                  | 5.94           | 10,769            | 5.93           |
| Commercial real estate            | 73,541                 | 45.42          | 75,777                  | 43.78          | 68,852            | 37.89          |
| Land and construction             | 19,223                 | 11.87          | 21,093                  | 12.19          | 31,022            | 17.07          |
| Commercial                        | -                      | -              | -                       | -              | -                 | -              |
| Consumer                          | 878                    | .54            | 15                      | .01            | 227               | .12            |
| <b>Total loans</b>                | <b>161,923</b>         | <b>100.00%</b> | <b>173,068</b>          | <b>100.00%</b> | <b>181,738</b>    | <b>100.00%</b> |
| Add (deduct):                     |                        |                |                         |                |                   |                |
| Allowance for loan losses         | (1,906)                |                | (692)                   |                | (974)             |                |
| Net deferred loan costs discounts | 682                    |                | 947                     |                | 1,114             |                |
| <b>Loans, net</b>                 | <b>\$ 160,699</b>      |                | <b>\$ 173,323</b>       |                | <b>\$ 181,878</b> |                |

|                                   | 2005                   |                | At December 31,<br>2004 |                |
|-----------------------------------|------------------------|----------------|-------------------------|----------------|
|                                   | Amount                 | % of Total     | Amount                  | % of Total     |
|                                   | (dollars in thousands) |                |                         |                |
| Residential real estate           | \$ 65,016              | 38.29%         | \$ 61,070               | 47.38%         |
| Multi-family real estate          | 15,135                 | 8.91           | 10,853                  | 8.42           |
| Commercial real estate            | 54,286                 | 31.97          | 38,064                  | 29.53          |
| Land and construction             | 34,760                 | 20.47          | 18,169                  | 14.09          |
| Commercial                        | 570                    | .33            | 581                     | .45            |
| Consumer                          | 43                     | .03            | 162                     | .13            |
| <b>Total loans</b>                | <b>169,810</b>         | <b>100.00%</b> | <b>128,899</b>          | <b>100.00%</b> |
| Add (deduct):                     |                        |                |                         |                |
| Allowance for loan losses         |                        | (777)          |                         | (628)          |
| Net deferred loan costs discounts |                        | 1,193          |                         | 539            |
| <b>Loans, net</b>                 | <b>\$ 170,226</b>      |                | <b>\$ 128,810</b>       |                |

The following table sets forth the activity in the allowance for loan losses (in thousands):

|                           | Year Ended December 31, |               |               |               |               |
|---------------------------|-------------------------|---------------|---------------|---------------|---------------|
|                           | 2008                    | 2007          | 2006          | 2005          | 2004          |
| Beginning balance         | \$ 692                  | \$ 974        | \$ 777        | \$ 628        | \$ 492        |
| Provision for loan losses | 1,374                   | 476           | 265           | 149           | 136           |
| Loans charged off:        |                         |               |               |               |               |
| Residential real estate   | (112)                   | (758)         | (68)          | -             | -             |
| Commercial real estate    | (48)                    | -             | -             | -             | -             |
| Total Loans Charged Off   | (160)                   | (758)         | (68)          | -             | -             |
| <b>Ending balance</b>     | <b>\$ 1,906</b>         | <b>\$ 692</b> | <b>\$ 974</b> | <b>\$ 777</b> | <b>\$ 628</b> |



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### Table of Contents

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when we believe the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. In 2008, the charge-offs related to single-family residential loans and a commercial real estate loan. In 2007, the charge-offs related to a single-family residential loan. The allowance for loan losses represented 1.18% and .40% of the total loans outstanding at December 31, 2008 and 2007, respectively.

We evaluate the allowance for loan losses on a regular basis. It is based on our periodic review of the collectibility of the existing loan portfolio in light of historical loss experience, the nature and volume of the loan portfolio, adverse situations, including economic conditions, that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing 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 specific and general components. The specific component relates to loans that are classified as impaired. For such loans, we establish an allowance when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans and is based on historical loss experience adjusted for qualitative factors.

We consider a loan impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors we consider in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. We determine the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

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. For loans that are collateral dependent, our estimates of the fair value of collateral are based on a variety of information, including the use of available appraisals, estimates of market value by licensed appraisers or local real estate brokers, and the knowledge and experience of our management related to property values in our market areas. Our management takes into consideration the type, location and occupancy of the property as well as current economic conditions in the area the property is located in assessing estimates of fair value.

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

|  | <b>At December 31,</b> |             |
|--|------------------------|-------------|
|  | <b>2008</b>            | <b>2007</b> |
| Impaired loans   | \$ 10,938              | \$ -        |
| Specific Allowance on Impaired Loans                   | 1,120                  | -           |
| Specific allowance as percentage of impaired loans     | 10.24%                 | -%          |
| Total loans other than impaired loans                  | 150,985                | 173,068     |
| General Allowance                                      | 786                    | 692         |
| General allowance as percentage of non impaired loans  | .52%                   | .40%        |
| Total loans  | 161,923                | 173,068     |
| Total allowance for loan losses                        | 1,906                  | 692         |
| Allowance for loan losses as percentage of total loans | 1.18%                  | .40%        |

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Table of Contents

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

|   | 2008            |                        | At December 31,<br>2007 |                        | 2006          |                        |
|---|-----------------|------------------------|-------------------------|------------------------|---------------|------------------------|
|   | Amount          | % of<br>Total<br>Loans | Amount                  | % of<br>Total<br>Loans | Amount        | % of<br>Total<br>Loans |
|   |                 |                        |                         |                        |               |                        |
| Residential real estate   | \$ 928          | 36.25%                 | \$ 187                  | 38.08%                 | \$ 400        | 38.99%                 |
| Multi-family real estate  | 62              | 5.92                   | 59                      | 5.94                   | 54            | 5.93                   |
| Commercial real estate  | 463             | 45.42                  | 379                     | 43.78                  | 406           | 37.89                  |
| Land and construction   | 444             | 11.87                  | 67                      | 12.19                  | 114           | 17.07                  |
| Commercial  | -               | -                      | -                       | -                      | -             | -                      |
| Consumer  | 9               | .54                    | -                       | .01                    | -             | .12                    |
| <b>Total allowance for loan losses</b>                                  | <b>\$ 1,906</b> | <b>100.00%</b>         | <b>\$ 692</b>           | <b>100.00%</b>         | <b>\$ 974</b> | <b>100.00%</b>         |
| Allowance for loan losses as a percentage<br>of total loans outstanding | 1.18%           |                        | 0.40%                   |                        | 0.54%         |                        |

|   | 2005          |                        | At December 31,<br>2004 |                        |
|---|---------------|------------------------|-------------------------|------------------------|
|   | Amount        | % of<br>Total<br>Loans | Amount                  | % of<br>Total<br>Loans |
|   |               |                        |                         |                        |
| Residential real estate   | \$ 206        | 38.29%                 | \$ 218                  | 47.38%                 |
| Multi-family real estate  | 81            | 8.91                   | 52                      | 8.42                   |
| Commercial real estate  | 347           | 31.97                  | 240                     | 29.53                  |
| Land and construction   | 140           | 20.47                  | 115                     | 14.09                  |
| Commercial  | 3             | .33                    | 3                       | .45                    |
| Consumer  | -             | .03                    | -                       | .13                    |
| <b>Total allowance for loan losses</b>                                  | <b>\$ 777</b> | <b>100.00%</b>         | <b>\$ 628</b>           | <b>100.00%</b>         |
| Allowance for loan losses as a percentage of total loans<br>outstanding | 0.46%         |                        | 0.49%                   |                        |

Information about impaired loans, all of which are collateral dependent, is as follows (in thousands):

|   | At December 31, |             |
|---|-----------------|-------------|
|   | 2008            | 2007        |
| Loans identified as impaired:                               |                 |             |
| Gross loans with no related allowance for losses            | \$ 4,001        | \$ -        |
| Gross loans with related allowance for loan losses recorded | 6,937           | -           |
| Less: Allowance on these loans                              | (1,120)         | -           |
| <b>Net investment in impaired loans</b>                     | <b>\$ 9,818</b> | <b>\$ -</b> |

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### Table of Contents

There were no impaired loans during 2006. During 2008 and 2007, the average net investment in impaired loans and interest income recognized and received on impaired loans is as follows (in thousands):

|  | <b>Year Ended December 31,</b> |             |
|--|--------------------------------|-------------|
|  | <b>2008</b>                    | <b>2007</b> |
| Average investment in impaired loans                       | \$ 3,240                       | \$ 1,581    |
| Interest income recognized on impaired loans               | \$ -                           | \$ 39       |
| Interest income received on a cash basis on impaired loans | \$ -                           | \$ 39       |

The increase in impaired loans in 2008 is reflective of the current real estate market in Florida and the economy in general. The net investment in impaired loans at December 31, 2008 consists of 10 land loans with a carrying value of \$7.41 million, net of related allowance for loan losses of \$420,000, and one residential loan in the amount of \$2.408 million, net of related allowance for loan losses of \$700,000, secured by a single-family residence in Naples, Florida. The largest impaired land loans consist of two loans in the aggregate amount of \$4.299 million, net of related allowance for loan losses of \$5,033, secured by undeveloped waterfront land in North Fort Myers, Florida, and a \$1.869 million loan, net of related allowance for loan losses of \$200,000, secured by waterfront lots in Bonita Springs, Florida.

At December 31, 2006 and 2005, the Company had no nonaccrual loans or loans over 90 days past due still accruing interest. Nonaccrual and past due loans were as follows as of December 31, 2008, 2007 and 2004 (in thousands):

|   | <b>At December 31,</b> |             |             |
|---|------------------------|-------------|-------------|
|   | <b>2008</b>            | <b>2007</b> | <b>2004</b> |
| Nonaccrual loans                                      | \$ 5,086               | \$ 245      | \$ 3,268    |
| Past ninety days or more, but still accruing interest | \$ -                   | \$ -        | \$ -        |

All non-accrual loans at December 31, 2008 have been identified by management as impaired loans at that date.

At December 31, 2008 and 2007, the Company had \$95,000 and \$79,000, respectively, of foreclosed real estate assets.

### **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, 2008 were from other borrowings of \$12.9 million, principal repayments of securities held to maturity of \$11.4 million, net repayments of loans of \$10.0 million and proceeds from Federal Home Loan Bank advances of \$22.5 million. Cash was used primarily to purchase securities held to maturity totaling \$35.6 million, repayment of Federal Home Loan Bank advances of \$10.7 million and to fund deposit withdrawals of \$10.1 million. We 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 utilize brokers to obtain deposits outside our market area.

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, 2008, we had \$68.7 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, 2008. This credit line is normally used to meet short-term funding demands. At December 31, 2008, 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 \$55.6 million at December 31, 2008. We believe our liquidity sources are adequate to meet our operating needs.



Table of Contents**Securities**

Our securities portfolio is comprised primarily of 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):

|   | <b>Amortized<br/>Cost</b> | <b>Fair<br/>Value</b> |
|---|---------------------------|-----------------------|
| <b><i>At December 31, 2008:</i></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><i>At December 31, 2007:</i></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                |
| <b><i>At December 31, 2006:</i></b>     |                           |                       |
| Securities held to maturity:            |                           |                       |
| Mortgage-backed securities              | \$ 33,299                 | \$ 33,050             |
| Foreign bond                            | 100                       | 100                   |
|   | \$ 33,399                 | \$ 33,150             |
| Security available for sale-Mutual fund | \$ 250                    | \$ 241                |

A decline in the market value of any security below cost that is deemed to be other-than-temporary results in a reduction of carrying value to fair value. The impairment is charged to earnings and a new cost basis for the security is established. To determine whether an impairment is other-than-temporary, we consider (1) the length of time and the extent to which fair value has been less than cost; (2) the financial condition and near-term prospects of the issuer; and (3) whether we have the intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. Because the decline in fair value and the unrealized losses on the investment securities at December 31, 2008, are attributable to market conditions and not credit quality, and because we have the ability and intent to hold these investments until a market price recovery or maturity, we do not consider these investments other-than-temporarily impaired.

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Table of Contents

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

|                              | Within<br>One Year | After One<br>But Within<br>Five<br>Years | After Five<br>Years<br>Through<br>Ten Years | After Ten<br>Years | Total     | Yield |
|------------------------------|--------------------|--|---|--------------------|-----------|-------|
| <b>At December 31, 2008:</b> |                    |  |   |                    |           |       |
| Mortgage-backed securities   | \$ -               | \$ -                                     | \$ 1,604                                    | \$ 80,504          | \$ 82,108 | 5.41% |
| Foreign bond                 | \$ -               | \$ -                                     | \$ 100                                      | \$ -               | \$ 100    | 5.95% |
| <b>At December 31, 2007:</b> |                    |  |   |                    |           |       |
| Mortgage-backed securities   | \$ -               | \$ -                                     | \$ -  | \$ 58,371          | \$ 58,371 | 5.59% |
| Foreign bond                 | \$ -               | \$ -                                     | \$ 100                                      | \$ -               | \$ 100    | 5.95% |
| <b>At December 31, 2006:</b> |                    |  |   |                    |           |       |
| Mortgage-backed securities   | \$ -               | \$ -                                     | \$ -  | \$ 33,299          | \$ 33,299 | 5.01% |
| Foreign bond                 | \$ -               | \$ -                                     | \$ 100                                      | \$ -               | \$ 100    | 5.95% |

**Regulatory Capital Adequacy**

The Bank is subject to various regulatory capital requirements administered by the Federal and state banking agencies. As of December 31, 2008, the most recent notification from the regulatory authorities categorized our Bank as well capitalized under the regulatory framework for prompt corrective action. 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. There are no conditions or events since that notification that management believes have changed our category.

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<br>Purposes |       | Minimum<br>To Be Well<br>Capitalized Under<br>Prompt Corrective<br>Action Provisions |        |
|--|-----------|--------|----------------------------------|-------|--|--------|
|  | Amount    | %      | Amount                           | %     | Amount   | %      |
| <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   |

Table of Contents

|  | Actual    |        | For Capital Adequacy Purposes |       | Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions |        |
|--|-----------|--------|-------------------------------|-------|--|--------|
|  | Amount    | %      | Amount                        | %     | Amount   | %      |
| <b>As of December 31, 2006:</b>        |           |        |                               |       |  |        |
| Total Capital to Risk-Weighted Assets  | \$ 26,334 | 16.72% | \$ 12,599                     | 8.00% | \$ 15,749  | 10.00% |
| Tier I Capital to Risk-Weighted Assets | 25,360    | 16.10  | 6,299                         | 4.00  | 9,449  | 6.00   |
| Tier I Capital to Total Assets         | 25,360    | 11.24  | 9,026                         | 4.00  | 11,282   | 5.00   |

**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.

Table of Contents

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.

The following table sets forth certain information relating to our interest-earning assets and interest-bearing liabilities at December 31, 2008, that are estimated to mature or are scheduled to reprice within the period shown (dollars in thousands):

**GAP MATURITY / REPRICING SCHEDULE**

|   | <b>One<br/>Year or<br/>Less</b> | <b>More<br/>than One<br/>Year and<br/>Less than<br/>Five Years</b> | <b>More<br/>than Five<br/>Years and<br/>Less than<br/>Fifteen Years</b> | <b>Over<br/>Fifteen<br/>Years</b> | <b>Total</b>     |
|---|---------------------------------|--|---|-----------------------------------|------------------|
| <b>Loans (1):</b>                       |                                 |  |   |                                   |                  |
| Residential real estate loans           | \$ 37,274                       | \$ 20,179  | \$ 1,240  | \$ -                              | \$ 58,693        |
| Multi-family real estate loans          | 5,946                           | 3,642  | -   | -                                 | 9,588            |
| Commercial real estate loans            | 45,238                          | 27,091   | 1,212   | -                                 | 73,541           |
| Land and construction                   | 13,937                          | 5,286  | -   | -                                 | 19,223           |
| Consumer loans                          | 518                             | 257  | -   | 97                                | 872              |
| <b>Total loans</b>                      | <b>102,913</b>                  | <b>56,455</b>  | <b>2,452</b>  | <b>97</b>                         | <b>161,917</b>   |
| Federal funds sold                      | 2,143                           | -  | -   | -                                 | 2,143            |
| Securities (2)                          | 3,903                           | -  | 32,812  | 45,737                            | 82,452           |
| Federal Home Loan Bank stock            | 3,526                           | -  | -   | -                                 | 3,526            |
| <b>Total rate-sensitive assets</b>      | <b>112,485</b>                  | <b>56,455</b>  | <b>35,264</b>   | <b>45,834</b>                     | <b>250,038</b>   |
| <b>Deposit accounts (3):</b>            |                                 |  |   |                                   |                  |
| Money-market deposits                   | 28,009                          | -  | -   | -                                 | 28,009           |
| Interest-bearing checking deposits      | 1,464                           | -  | -   | -                                 | 1,464            |
| Savings deposits                        | 1,195                           | -  | -   | -                                 | 1,195            |
| Time deposits                           | 72,989                          | 11,178   | -   | -                                 | 84,167           |
| <b>Total deposits</b>                   | <b>103,657</b>                  | <b>11,178</b>  | <b>-</b>  | <b>-</b>                          | <b>114,835</b>   |
| Federal Home Loan Bank advances         | 43,200                          | 25,500   | -   | -                                 | 68,700           |
| Other borrowings                        | 20,900                          | 20,900   | -   | -                                 | 41,800           |
| Junior subordinated debenture           | 5,155                           | -  | -   | -                                 | 5,155            |
| <b>Total rate-sensitive liabilities</b> | <b>172,912</b>                  | <b>57,578</b>  | <b>-</b>  | <b>-</b>                          | <b>230,490</b>   |
| <b>GAP (repricing differences)</b>      | <b>\$ (60,427)</b>              | <b>\$ (1,123)</b>  | <b>\$ 35,264</b>  | <b>\$ 45,834</b>                  | <b>\$ 19,548</b> |
| <b>Cumulative GAP</b>                   | <b>\$ (60,427)</b>              | <b>\$ (61,550)</b>   | <b>\$ (26,286)</b>  | <b>\$ 19,548</b>                  |                  |
| <b>Cumulative GAP/total assets</b>      | <b>(23.63)%</b>                 | <b>(24.07)%</b>  | <b>(10.28)%</b>   | <b>7.64%</b>                      |                  |

- (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.

Table of Contents

The following table sets forth loan maturities by type of loan at December 31, 2008 (in thousands):

|                          | <b>One Year<br/>or Less</b> | <b>After One<br/>But Within<br/>Five Years</b> | <b>After<br/>Five Years</b> | <b>Total</b>      |
|--------------------------|-----------------------------|--|-----------------------------|-------------------|
| Residential real estate  | \$ 3,040                    | \$ 3,200                                       | \$ 52,453                   | \$ 58,693         |
| Multi-family real estate | -                           | -  | 9,588                       | 9,588             |
| Commercial real estate   | 7,188                       | 5,345  | 61,008                      | 73,541            |
| Land and construction    | 7,136                       | 303  | 11,784                      | 19,223            |
| Consumer                 | 518                         | 257  | 97                          | 872               |
| <b>Total</b>             | <b>\$ 17,882</b>            | <b>\$ 9,105</b>                                | <b>\$ 134,930</b>           | <b>\$ 161,917</b> |

The following table sets forth the maturity or repricing of loans by interest type at December 31, 2008 (in thousands):

|                        | <b>One Year<br/>or Less</b> | <b>After One<br/>But Within<br/>Five Years</b> | <b>After<br/>Five Years</b> | <b>Total</b>      |
|------------------------|-----------------------------|--|-----------------------------|-------------------|
| Fixed interest rate    | \$ 15,269                   | \$ 2,524                                       | \$ 7,877                    | \$ 25,670         |
| Variable interest rate | 87,643                      | 47,327   | 1,277                       | 136,247           |
| <b>Total</b>           | <b>\$ 102,912</b>           | <b>\$ 49,851</b>                               | <b>\$ 9,154</b>             | <b>\$ 161,917</b> |

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, 2008, we had outstanding commitments to originate real estate loans totaling \$2.0 million. 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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Table of Contents

The following is a summary of the Bank's contractual obligations, including certain on-balance sheet obligations, at December 31, 2008 (in thousands):

| Contractual Obligations         | Total             | Payments Due by Period |                  |                  |                   |
|---------------------------------|-------------------|------------------------|------------------|------------------|-------------------|
|                                 |                   | Less Than 1 Year       | 1-3 Years        | 3-5 Years        | More Than 5 Years |
| Federal Home Loan Bank advances | \$ 68,700         | \$ 11,000              | \$ 10,000        | \$ 19,500        | \$ 28,200         |
| Junior subordinated debenture   | 5,155             | 5,155                  | -                | -                | -                 |
| Other borrowings                | 41,800            | -                      | -                | 41,800           | -                 |
| Operating leases                | 558               | 133                    | 266              | 159              | -                 |
| Loan commitments                | 2,000             | 2,000                  | -                | -                | -                 |
| <b>Total</b>                    | <b>\$ 118,213</b> | <b>\$ 18,288</b>       | <b>\$ 10,266</b> | <b>\$ 61,459</b> | <b>\$ 28,200</b>  |

**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 decreased \$10.1 million in 2008 and \$4.5 million in 2007.

In years prior to 2008, we used brokered deposits to facilitate mortgage loan fundings in circumstances when larger than anticipated loan volumes occur and there was limited time to fund the additional loan demand through traditional deposit solicitation. In general, brokered deposits can be obtained in one to three days. Historically, 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. In 2008, local deposit rates were driven higher by troubled institutions in our market area, and we increased our use of brokered deposits because the rates we paid on brokered deposits were significantly lower than the local rates we would have been otherwise required to pay. Brokered deposits amounted to \$13.7 million and \$7.5 million as of December 31, 2008 and December 31, 2007, respectively.

The following table displays the distribution of the Bank's deposits at December 31, 2008, 2007 and 2006 (dollars in thousands):

|                                     | 2008              |                | At December 31, 2007 |                | 2006              |                |
|-------------------------------------|-------------------|----------------|----------------------|----------------|-------------------|----------------|
|                                     | Amount            | % of Deposits  | Amount               | % of Deposits  | Amount            | % of Deposits  |
| Noninterest-bearing demand deposits | \$ 90             | .08%           | \$ 1,304             | 1.04%          | \$ 545            | .42%           |
| Interest-bearing demand deposits    | 1,464             | 1.27           | 967                  | .77            | 1,780             | 1.37           |
| Money-market deposits               | 28,009            | 24.37          | 26,760               | 21.40          | 23,239            | 17.95          |
| Savings                             | 1,195             | 1.04           | 475                  | .39            | 856               | .66            |
| <b>Subtotal</b>                     | <b>30,758</b>     | <b>26.76</b>   | <b>29,506</b>        | <b>23.60</b>   | <b>26,420</b>     | <b>20.40</b>   |
| <b>Time deposits:</b>               |                   |                |                      |                |                   |                |
| 2.00% - 2.99%                       | \$ 7,696          | 6.70%          | \$ -                 | -%             | \$ 501            | .39%           |
| 3.00% - 3.99%                       | 39,678            | 34.53          | 11,721               | 9.37           | 16,578            | 12.80          |
| 4.00% - 4.99%                       | 35,627            | 31.00          | 44,680               | 35.73          | 47,282            | 36.51          |
| 5.00% - 5.99%                       | 1,146             | 1.00           | 37,801               | 30.23          | 38,721            | 29.90          |
| 6.00% - 6.99%                       | 20                | .01            | 1,326                | 1.07           | -                 | -              |
| <b>Total time deposits (1)</b>      | <b>84,167</b>     | <b>73.24</b>   | <b>95,528</b>        | <b>76.40</b>   | <b>103,082</b>    | <b>79.60</b>   |
| <b>Total deposits</b>               | <b>\$ 114,925</b> | <b>100.00%</b> | <b>\$ 125,034</b>    | <b>100.00%</b> | <b>\$ 129,502</b> | <b>100.00%</b> |

(1) Included are Individual Retirement Accounts (IRA's) totaling \$6,618,000 and \$7,522,000 at December 31, 2008 and 2007, respectively, all of which are in the form of time deposits.



Table of Contents

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, 2008 and 2007 (in thousands):

|  | <b>At December 31,</b> |                  |
|--|------------------------|------------------|
|  | <b>2008</b>            | <b>2007</b>      |
| Due three months or less                 | \$ 5,980               | \$ 8,033         |
| Due more than three months to six months | 6,225                  | 16,616           |
| More than six months to one year         | 21,551                 | 8,680            |
| One to five years                        | 3,103                  | 5,543            |
| <b>Total</b>                             | <b>\$ 36,859</b>       | <b>\$ 38,872</b> |

**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.



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### Table of Contents

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, |                                      |                           |                    |                                      |                           |                    |                                      |                           |
|--|--------------------------|--------------------------------------|---------------------------|--------------------|--------------------------------------|---------------------------|--------------------|--------------------------------------|---------------------------|
|  | Average<br>Balance       | 2008<br>Interest<br>and<br>Dividends | Average<br>Yield/<br>Rate | Average<br>Balance | 2007<br>Interest<br>and<br>Dividends | Average<br>Yield/<br>Rate | Average<br>Balance | 2006<br>Interest<br>and<br>Dividends | Average<br>Yield/<br>Rate |
| Interest-earning assets:   |                          |                                      |                           |                    |                                      |                           |                    |                                      |                           |
| Loans  | \$ 162,157               | \$ 11,236                            | 6.93%                     | \$ 176,679         | \$ 13,086                            | 7.41%                     | \$ 175,225         | \$ 12,662                            | 7.23%                     |
| Securities   | 76,975                   | 4,183                                | 5.43                      | 50,891             | 2,803                                | 5.51                      | 28,129             | 1,323                                | 4.70                      |
| Other interest-earning assets (1)  | 4,786                    | 151                                  | 3.16                      | 4,364              | 248                                  | 5.68                      | 3,851              | 206                                  | 5.35                      |
| <b>Total interest-earning assets/interest income</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>               | <b>207,205</b>     | <b>14,191</b>                        | <b>6.85</b>               |
| Cash and due from banks  | 538                      |                                      |                           | 346                |                                      |                           | 311                |                                      |                           |
| Premises and equipment   | 3,181                    |                                      |                           | 3,433              |                                      |                           | 4,034              |                                      |                           |
| Other assets   | 3,234                    |                                      |                           | 2,609              |                                      |                           | 3,019              |                                      |                           |
| <b>Total assets</b>  | <b>\$ 250,871</b>        |                                      |                           | <b>\$ 238,322</b>  |                                      |                           | <b>\$ 214,569</b>  |                                      |                           |
| Interest-bearing liabilities:  |                          |                                      |                           |                    |                                      |                           |                    |                                      |                           |
| Savings, NOW and money-market deposits   | 32,291                   | 1,024                                | 3.17                      | 26,648             | 1,196                                | 4.49                      | 11,974             | 390                                  | 3.26                      |
| Time deposits  | 81,461                   | 3,497                                | 4.29                      | 97,269             | 4,640                                | 4.77                      | 108,448            | 4,758                                | 4.39                      |
| Borrowings (4)   | 109,961                  | 4,690                                | 4.27                      | 86,089             | 3,864                                | 4.49                      | 70,614             | 2,915                                | 4.13                      |
| <b>Total interest-bearing liabilities/interest expense</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>               | <b>191,036</b>     | <b>8,063</b>                         | <b>4.22</b>               |
| Noninterest-bearing demand deposits  |                          |                                      |                           |                    |                                      |                           |                    |                                      |                           |
|  | 715                      |                                      |                           | 1,684              |                                      |                           | 747                |                                      |                           |
| Other liabilities  | 3,478                    |                                      |                           | 5,289              |                                      |                           | 3,214              |                                      |                           |
| Stockholders equity  | 22,965                   |                                      |                           | 21,343             |                                      |                           | 19,572             |                                      |                           |
| <b>Total liabilities and stockholders equity</b>                                 | <b>\$ 250,871</b>        |                                      |                           | <b>\$ 238,322</b>  |                                      |                           | <b>\$ 214,569</b>  |                                      |                           |
| <b>Net interest income</b>   |                          | <b>\$ 6,359</b>                      |                           |                    | <b>\$ 6,437</b>                      |                           |                    | <b>\$ 6,128</b>                      |                           |
| Interest rate spread (2)   |                          |                                      | 2.26%                     |                    |                                      | 2.34%                     |                    |                                      | 2.63%                     |
| Net interest margin (3)  |                          |                                      | 2.61%                     |                    |                                      | 2.78%                     |                    |                                      | 2.96%                     |
| Ratio of average interest-earning assets to average interest-bearing liabilities |                          |                                      |                           |                    |                                      |                           |                    |                                      |                           |
|  |                          |                                      | 1.09                      |                    |                                      | 1.10                      |                    |                                      | 1.08                      |

- (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,<br/>2008 versus 2007</b> |                |                 |                         |                |
|---|----------------|-----------------|-------------------------|----------------|
| <b>Increases (Decreases) Due to Change In:</b>      |                |                 |                         |                |
|   | <b>Rate</b>    | <b>Volume</b>   | <b>Rate/<br/>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> |

| <b>Year Ended December 31,<br/>2007 versus 2006</b> |                 |               |                         |               |
|---|-----------------|---------------|-------------------------|---------------|
| <b>Increases (Decreases) Due to Change In:</b>      |                 |               |                         |               |
|   | <b>Rate</b>     | <b>Volume</b> | <b>Rate/<br/>Volume</b> | <b>Total</b>  |
| <b>Interest income:</b>                             |                 |               |                         |               |
| Loans   | \$ 316          | \$ 105        | \$ 3                    | \$ 424        |
| Securities  | 227             | 1,071         | 182                     | 1,480         |
| Other interest-earning assets                       | 14              | 26            | 2                       | 42            |
| <b>Total interest income</b>                        | <b>557</b>      | <b>1,202</b>  | <b>187</b>              | <b>1,946</b>  |
| <b>Interest expense:</b>                            |                 |               |                         |               |
| Savings, NOW and money-market                       | 148             | 478           | 180                     | 806           |
| Time deposits                                       | 414             | (491)         | (41)                    | (118)         |
| Borrowings  | 254             | 638           | 57                      | 949           |
| <b>Total interest expense</b>                       | <b>816</b>      | <b>625</b>    | <b>196</b>              | <b>1,637</b>  |
| <b>Net interest income</b>                          | <b>\$ (259)</b> | <b>\$ 577</b> | <b>\$ (9)</b>           | <b>\$ 309</b> |

Table of Contents

**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 a \$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.

**Provision for Loan Losses.** The provision for 2008 was \$1,374,000 compared to \$476,000 for 2007. In 2008, the provision was increased primarily to reflect the impairment in value of ten loans in the amount of \$1.1 million. The provision for loan losses is charged to earnings as losses are estimated to have occurred in order to bring the total allowance for loan losses to a level deemed appropriate by management. Management's periodic evaluation of the adequacy of the allowance is based upon historical loan loss 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, general economic conditions, particularly as they relate to our market areas, and other factors related to the estimated collectibility of our loan portfolio. The allowance for loan losses totaled \$1,906,000 or 1.18% of loans outstanding at December 31, 2008, compared to \$692,000, or .40% of loans outstanding at December 31, 2007. Management believes the balance in the allowance for loan losses at December 31, 2008 is adequate.

**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 in 2008.

**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 recorded in 2008 of \$517,000 related to one residential property, compared to no such losses in 2007.

**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.

**Year Ended December 31, 2007 Compared to Year Ended December 31, 2006**

**General.** Net earnings for 2007 were \$1.7 million, or \$.56 per basic and \$.55 per diluted share, \$92,000 less than in 2006. The primary factors explaining the decline were a \$175,000 increase in noninterest expenses coupled with a \$211,000 increase in the provision for loan losses, partially offset by a \$309,000 increase in net interest income.

**Interest Income.** Interest income totaled \$16.1 million in 2007, an increase of \$1.9 million, or 13.7%. This increase was primarily due to a \$22.8 million, or 80.9%, increase in the average securities portfolio balance coupled with an increase in the average yield earned on securities, from 4.70% to 5.51%, resulting in a \$1.5 million increase in interest on securities. Interest income on loans increased by 3.4%, or \$424,000, primarily due to an increase in the average yield earned on loans, from 7.23% to 7.41%.

**Interest Expense.** Interest expense totaled \$9.7 million in 2007, an increase of \$1.6 million, or 20.3%, primarily as a result of an increase in the overall cost of interest-bearing liabilities to 4.62% compared to 4.22% a year ago, coupled with a \$15.5 million or 21.9% increase in the average balance of borrowings used to fund the Company's growth. Average balances in deposit accounts increased only marginally by \$3.5 million, or 2.9%, and interest expense on deposit accounts increased by \$688,000, or 13.4%, to \$5.8 million for 2007.

**Provision for Loan Losses.** The provision for loan losses in 2007 was \$476,000 compared to \$265,000 in 2006. The provision for loan losses is charged to earnings as losses are estimated to have occurred in order to bring the total allowance for loan losses to a level deemed appropriate by management. 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, general

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### Table of Contents

economic conditions, particularly as they relate to our market areas, and other factors related to the estimated collectibility of our loan portfolio. The allowance for loan losses totaled \$692,000 or .40% of loans outstanding at December 31, 2007, compared to \$974,000, or .54% of loans outstanding at December 31, 2006. Management believes the balance in the allowance for loan losses at December 31, 2007 is adequate.

**Noninterest Income.** Total noninterest income decreased \$95,000, to \$533,000 in 2007, from \$628,000 in 2006, primarily due to a reduction of \$202,000 due to no gains recognized on the payoff of Federal Home Loan Bank advances in 2007, partially offset by a \$62,000 increase in litigation settlements and a \$44,000 increase in loan prepayment fees.

**Noninterest Expenses.** Noninterest expenses totaled \$3.7 million in 2007, a \$175,000 increase from 2006, due primarily to a \$59,000 increase in salaries and employee benefits, a \$49,000 increase in the FDIC insurance premium, and a \$26,000 increase in professional fees, all due to general increases in the cost of services.

**Income Taxes.** Income taxes for 2007 were \$1,003,000 (an effective rate of 36.5%) compared to income taxes of \$1,083,000 (an effective rate of 37.1%) for 2006.

### **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, 2008 and 2007 are as follows (in thousands, except share amounts):

|   | 2008           |               |                |               | 2007           |               |                |               |
|---|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|
|   | Fourth Quarter | Third Quarter | Second Quarter | First Quarter | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Interest income                                     | \$ 3,665       | \$ 3,900      | \$ 3,980       | \$ 4,025      | \$ 4,175       | \$ 4,130      | \$ 4,005       | \$ 3,827      |
| Interest expense                                    | 2,260          | 2,283         | 2,319          | 2,349         | 2,531          | 2,499         | 2,430          | 2,240         |
| Net interest income                                 | 1,405          | 1,617         | 1,661          | 1,676         | 1,644          | 1,631         | 1,575          | 1,587         |
| Provision (credit) for loan losses                  | 1,213          | 47            | (7)            | 121           | (60)           | 16            | 209            | 311           |
| Net interest income after provision for loan losses | 192            | 1,570         | 1,668          | 1,555         | 1,704          | 1,615         | 1,366          | 1,276         |
| Noninterest income                                  | 235            | 78            | 38             | 42            | 93             | 47            | 159            | 234           |
| Noninterest expense                                 | 1,228          | 1,325         | 1,083          | 909           | 993            | 959           | 905            | 892           |
| (Loss) earnings before income taxes                 | (801)          | 323           | 623            | 688           | 804            | 703           | 620            | 618           |
| Net (loss) earnings                                 | (498)          | 201           | 388            | 429           | 501            | 438           | 387            | 416           |
| Basic (loss) earnings per common share              | (.16)          | .06           | .12            | .13           | .16            | .14           | .12            | .14           |
| Diluted (loss) earnings per common share            | (.16)          | .06           | .12            | .13           | .16            | .13           | .13            | .13           |

Table of Contents

**Item 7. Financial Statements**

The financial statements of OptimumBank Holdings, Inc. as of and for the years ended December 31, 2008 and 2007 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, 2008 and 2007  
Consolidated Statements of Earnings for the Years Ended December 31, 2008 and 2007  
Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2008 and 2007  
Consolidated Statements of Cash Flows for the Years Ended December 31, 2008 and 2007  
Notes to Consolidated Financial Statements, December 31, 2008 and 2007 and for the Years Then Ended

**Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 8A(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 Chief Executive Officer and Chief 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, 2008. 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, 2008.

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*

We have made no significant changes in our internal controls over financial reporting during the quarter ended December 31, 2008 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Table of Contents

*(d) Limitations on the Effectiveness of Controls*

Our management, including our Chief Executive Officer and Chief 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 8B. 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 2008.

**PART III**

**Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act**

OptimumBank 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).

The information contained under the sections captioned *Nominees* and *Executive Officers Who Are Not Directors* under *Proposal 1: Election of Directors and Management Information* and *The Board of Directors Meetings and Committees* under *Corporate Governance*, and *Section 16(a) Beneficial Ownership Reporting Compliance*, in the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on April 30, 2009, at 10:00 a.m. to be filed with the SEC pursuant to Regulation 14A within 120 days of the registrant's fiscal year end (the *Proxy Statement*), is incorporated herein by reference.

**Item 10. Executive Compensation**

The information contained under the sections captioned *Directors' Compensation*, *Information Regarding Executive Officer Compensation*, and *Certain Relationship and Related Transactions*, in the Proxy Statement, is incorporated herein by reference.

**Item 11. Security Ownership of Certain Beneficial Owners and Management**

The information contained under the section captioned *Information Regarding Beneficial Ownership of Principal Shareholders, Directors and Management* in the Proxy Statement is incorporated herein by reference.

We had one compensation plan under which shares of our common stock were issuable at December 31, 2008. This plan is our Stock Option Plan, previously approved by our stockholders. The following table sets forth information as of December 31, 2008 with respect to the number of shares of our common stock issuable pursuant to the Stock Option Plan.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

| Plan Category   | (a)<br>Number of Securities<br>to be Issued Upon Exercise<br>of Outstanding Options<br>Warrants and Rights | (b)<br>Weighted-Average<br>Exercise Price of<br>Outstanding<br>Options, Warrants<br>and<br>Rights | (c)<br>Number of Securities<br>Remaining Available for<br>Future Issuance under<br>Equity Compensation<br>Plans (excluding<br>Securities Reflected<br>in Column (a)) |
|---|--|---|--|
| Equity compensation plans approved<br>by security holders | 503,587  | \$ 7.68   | 14,239   |
| Total   | 503,587  | \$ 7.68   | 14,239   |

**Item 12. Certain Relationships and Related Transactions, and Director Independence**

The information contained under the section captioned Certain Relationships and Related Transactions, and sections captioned Director Independence and The Board of Directors Meetings and Committees under Corporate Governance in the Proxy Statement is incorporated herein by reference.

**Item 13. Exhibits****(a) The following documents are filed as part of this report**

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 a part of an Annual Report on Form 10-KSB filed with the Securities and Exchange Commission (SEC) on March 30, 2004; (iii) a triple asterisk (\*\*\*) were previously filed as part of a current report on Form 8-K filed with the SEC on May 11, 2004; (iv) a quadruple asterisk (\*\*\*\*) were previously filed as part of a Quarterly Report on Form 10-QSB filed with the SEC on August 12, 2004; and (v) a quintuple asterisk (\*\*\*\*\*) were previously filed as part of an Annual Report on Form 10-KSB filed with the SEC on March 31, 2006; (v) a sextuple asterisk (\*\*\*\*\*) were previously filed as part of an Annual Report on Form 10-K filed with the SEC on March 31, 2008.

**3. Exhibits**

|       |         |   |
|-------|---------|---|
| **    | 2.1     | Agreement and Plan of Reorganization between OptimumBank and OptimumBank Holdings, Inc. dated March 23, 2004                |
| ***   | 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    | 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    | Subsidiaries of the Registrant  |
|       | 31.1    | Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act                        |
|       | 31.2    | Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act                        |

Table of Contents

|      |   |
|------|---|
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |

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

**Item 14. Principal Accountant Fees and Services**

The information contained under the section captioned **Independent Accountants** in the Proxy Statement is incorporated herein by reference.



Table of Contents

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be duly signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on the 31st day of March 2009.

**OPTIMUMBANK HOLDINGS, INC.**

/s/ Albert J. Finch  
Albert J. Finch  
Chief Executive Officer

/s/ Richard L. Browdy  
Richard L. Browdy  
Chief Financial Officer (Chief Accounting Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 31, 2009.

| <b>Signature</b>                           | <b>Title</b> |
|--|--------------|
| /s/ Albert J. Finch<br>Albert J. Finch     | Director     |
| /s/ Richard L. Browdy<br>Richard L. Browdy | Director     |
| /s/ Michael Bedzow<br>Michael Bedzow       | Director     |
| Sam Borek                                  | Director     |
| /s/ Irving P. Cohen<br>Irving P. Cohen     | Director     |
| /s/ Gordon Deckelbaum<br>Gordon Deckelbaum | Director     |
| H. David Krinsky                           | Director     |
| /s/ Wendy Mitchler<br>Wendy Mitchler       | Director     |
| /s/ Larry Willis<br>Larry Willis           | Director     |

Table of Contents

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 3.2                | Articles of Amendment to Articles of Incorporation  |
| 13.1               | OptimumBank Holdings, Inc. and Report of Independent Registered Public Accounting Firm  |
| 21.1               | Subsidiaries of the Registrant  |
| 31.1               | Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act  |
| 31.2               | Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act  |
| 32.1               | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |
| 32.2               | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |

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