

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the General Instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (ESOP/ESOT) formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, **Kelli Haffner**

Name of the Holding Company Director and Official (FDHC C490)

Controller

Title of the Holding Company Director and Official (FDHC C491)

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Kelli Haffner

Signature of Holding Company Director and Official (FDHC H321)

03/25/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID **2836294**

C.I. _____

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

12/31/2024

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

BUCKEYE BANCSHARES, INC.

Legal Title of Holding Company (FDHC 9017)

42935 NORTH RIDGE ROAD

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

ELYRIA

City (FDHC F206)

OH

State (FDHC F207)

44035

Zip Code (FDHC F208)

Physical Location (if different from mailing address) Street / P.O. Box (FDHC 9028)

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

SAMANTHA R ABRAHAM CFO

Name (FDHC 8901)

Title (FDHC C496)

(440)233-3934 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(440)233-8814

Area Code / FAX Number (FDHC 9116)

SRABRAHAM@BUCKEYEBANK.COM

E-mail Address (FDHC 4086)

WWW.BUCKEYEBANK.COM

Address (URL) for the Holding Company's web page (FDHC 4087)

Is confidential treatment requested for any portion of this report submission?

| | |
|-------|------|
| 0=No | FDHC |
| 1=Yes | C447 |

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report (FDHC KY38)

2. a letter justifying this request has been provided separately (FDHC KY38)

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Report Item 1: Annual Report to Shareholders

For holding companies not registered with the U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

is included with the FR Y-6 report (FDHC PV65)
 will be sent under separate cover (FDHC PV65)
 is not prepared (FDHC PV65)

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

Yes No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

Yes No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

Report Item 2b: Domestic Branch Listing

Yes No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

Report Item 3: Securities Holders

Yes No (FDHC PV69)

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

Yes No (FDHC PV70)

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Legal Name of Holding Company: Buckeye Bancshares, Inc.

FDHCPV71

| Item 3(1)(a) | Item 3(1)(b) | Item 3(1)(c) | Item 3(1)(d) | Item 3(1)(e) | Item 3(1)(f) | Item 3(1)(g) | Item 3(1)(h) | Item 3(1)(i) | Item 3(1)(j) | Item 3(1)(k) | Item 3(1)(l) | Item 3(1)(m) |
|----------------------------------|--------------|--------------|--------------|---|--|---|---|-------------------------------------|---------------------------------|--------------------------------|------------------------------|---|
| Name | City | State | Country | Country of Citizenship or Incorporation | Describe the provisions of the trust or plan | For individuals Acting in Concert, Identify Name of Individuals or Group Acting in Concert. | For Trusts, Identify each trustee or designated individual that has the power to vote | Number of Securities - Common Stock | Number of Securities - Warrants | Number of Securities - Options | Number of Securities - Other | Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company |
| FDHCPV72 | FDHCPV73 | FDHCPV74 | FDHCPV75 | FDHCPV76 | FDHCPV77 | FDHCPV78 | FDHCPV79 | FDHCPV80 | FDHCPV81 | FDHCPV82 | FDHCPV83 | FDHCPV84 |
| Billy S. Rowland Revocable Trust | Lorain | Ohio | USA | USA | Trustee has discretion to vote shares without restriction. | N/A | Denise Nail | 99,144.00 | N/A | N/A | N/A | 9.69% |
| Peter Corogin | Vermilion | Ohio | USA | USA | N/A | N/A | N/A | 57,181.00 | N/A | N/A | N/A | 5.59% |
| Benjamin G Norton Trust | Lorain | Ohio | USA | USA | Trustee has discretion to vote shares without restriction. | N/A | Benjamin G Norton | 57,024.00 | N/A | N/A | N/A | 5.57% |

Legal Name of Holding Company: Buckeye Bancshares, Inc.

FDHCPV71

| Item 3(2)(a) | Item 3(2)(b) | Item 3(2)(c) | Item 3(2)(d) | Item 3(2)(e) | Item 3(2)(f) | Item 3(2)(g) | Item 3(2)(h) | Item 3(2)(i) | Item 3(2)(j) | Item 3(2)(k) | Item 3(2)(l) | Item 3(2)(m) | |
|--------------|--------------|--------------|--------------|---|--|---|---|-------------------------------------|---------------------------------|--------------------------------|------------------------------|---|----------|
| Name | City | State | Country | Country of Citizenship or Incorporation | Describe the provisions of the trust or plan | For Individuals Acting in Concert, Identify Name of Individuals or Group Acting in Concert. | For Trusts, Identify each trustee or designated individual that has the power to vote | Number of Securities - Common Stock | Number of Securities - Warrants | Number of Securities - Options | Number of Securities - Other | Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company | |
| N/A | FDHCPV85 | FDHCPV86 | FDHCPV87 | FDHCPV88 | FDHCPV89 | FDHCPV90 | FDHCPV91 | FDHCPV92 | FDHCPV93 | FDHCPV94 | FDHCPV95 | FDHCPV96 | FDHCPV97 |

Legal Name of Holding Company: Buckeye Bancshares, Inc.
FDHCPV98

| Item 4(1)(a) | Item 4(1)(b) | Item 4(1)(c) | Item 4(1)(d) | Item 4(2) | Item 4(3)(a) | Item 4(3)(b) |
|----------------------|--------------|--------------|--------------|---|--|--|
| Name | City | State | Country | Principal Occupation if other than with holding company | Title or Position with the Holding Company | Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) |
| FDHCPV99 | FDHCPW00 | FDHCPW01 | FDHCPW02 | FDHCPW03 | FDHCPW04 | FDHCPW05 |
| Charles Baumgartner | Bay Village | Ohio | USA | Retired Attorney | Director/Secretary | 1.03% |
| Peter Corogin | Vermilion | Ohio | USA | President & CEO | Director | 5.59% |
| Jeffrey Kosman | Avon | Ohio | USA | President | Director | 0.51% |
| Joseph McAuliffe | Westlake | Ohio | USA | President | Director | 1.20% |
| Timothy McManamon | Avon Lake | Ohio | USA | Retired CPA | Director | 0.43% |
| Richard (Kim) Mulder | Amherst | Ohio | USA | CEO | Director | 0.92% |
| Benjamin Norton | Avon | Ohio | USA | N/A | Director | 4.45% |
| Deborah O'Neill | Avon Lake | Ohio | USA | CFO | Director | 0.15% |
| James Park | Amherst | Ohio | USA | CPA | Director/Chairman | 3.84% |
| Bruce Stevens | Avon Lake | Ohio | USA | Retired | Director | 0.93% |
| Richard West | Lakewood | Ohio | USA | CEO | Director | 1.09% |
| Paul Campagna | Grafton | Ohio | USA | N/A | Executive Vice President | 0.05% |
| Samantha Abraham | Amherst | Ohio | USA | N/A | Executive Vice President | 0.07% |

Legal Name of Holding Company: Buckeye Bancshares, Inc.
FDHCPV98

| Item 4(1)(a) | Item 4(4)(a) | Item 4(4)(b) | Item 4(4)(c) |
|----------------------|---|---|--|
| Name FDHCPV99 | Title or Position with direct and indirect subsidiaries FDHCPW06 | Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in FDHCPW07 | Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) FDHCPW08 |
| N/A | | | |

Legal Name of Holding Company: Buckeye Bancshares, Inc.
FDHCPV98

| Item 4(1)(a) | Item 4(5)(a) | Item 4(5)(b) | Item 4(5)(c) |
|----------------------|--|--|--|
| Name | Title or Position with any other company in which the person is a director, trustee, partner, or executive officer. | Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more of its outstanding voting securities or proportionate in a partnership. | Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more |
| FDHCPV99 | FDHCPW09 | FDHCPW10 | FDHCPW11 |
| Peter Corogin | President | 25730, Inc. | 40.00% |
| Peter Corogin | Managing Member | Taylor Creek Camp Ltd. | 50.00% |
| Peter Corogin | Managing Member | Chelsea Industrial, LLC | 40.00% |
| Peter Corogin | President | Corogin Associates, Inc. | 34.00% |
| Peter Corogin | Managing Member | Meade Creek Camp, Ltd. | 25.00% |
| Peter Corogin | Member | Industrial Parkway Ltd. | 50.00% |
| Peter Corogin | President | Lake Erie Electric, Inc. | 79.00% |
| Peter Corogin | President | Lake Erie Electric of Toledo | 67.00% |
| Peter Corogin | Managing Member | Lakeview Ltd., Co. | 51.00% |
| Peter Corogin | President | LEE Construction Services, Inc. | 52.00% |
| Peter Corogin | Member | Northern Lights of Vermilion, LLC | 25.00% |
| Peter Corogin | Managing Member | Ontario Ltd. Co. | 51.00% |
| Peter Corogin | Managing Member | RHB Limited Co. | 75.00% |
| Peter Corogin | Managing Member | Vermilion Associates Ltd. | 99.00% |
| Peter Corogin | Managing Member | Vermilion Investment Company LLC | 25.00% |
| Peter Corogin | Managing Member | Windsor/Detroit Ltd. Co. | 35.00% |
| Jeffrey Kosman | Owner | Comprehensive Oral & Maxillofacial Surgery | 100.00% |
| Jeffrey Kosman | Partner | CLE OMS Lakewood/Rocky River | 50.00% |
| Jeffrey Kosman | Partner | CLE OMS Parma | 50.00% |
| Jeffrey Kosman | Owner | CLE OMS | 100.00% |
| Jeffrey Kosman | Owner | OMS Properties | 100.00% |
| Joseph McAuliffe | Member | Precision Fittings LLC | 47.00% |
| Joseph McAuliffe | Member | PullHuk Partners LLC | 50.00% |
| Joseph McAuliffe | President | Bazetta Steel Processing | 28.33% |
| Joseph McAuliffe | Member | Omni Lakewood Ltd. | 27.00% |
| Joseph McAuliffe | President & CEO | Hawthorne Wire Services Ltd | 28.33% |
| Joseph McAuliffe | President | Lake Erie Industries LLC | 28.33% |
| Joseph McAuliffe | Managing Member | Misneach Holdings Ltd | 28.33% |
| Joseph McAuliffe | Managing Member | HRE86 Investments LLC | 51.00% |
| Joseph McAuliffe | Member | Antrim IV Investments LLC | 33.33% |
| Joseph McAuliffe | Member | Antrim V Investment LLC | 33.33% |
| Timothy McManamon | Owner | Lescott Properties, LLC | 100.00% |
| Richard (Kim) Mulder | CEO | Star Builders, Inc. | 75.00% |
| Richard (Kim) Mulder | Managing Member | Mulder Family LLC | 100.00% |
| Richard (Kim) Mulder | Member | M2W Properties | 33.33% |
| Richard (Kim) Mulder | Managing Member | Mise Properties | 90.00% |
| Deborah O'Neill | N/A | Mill Ridge Subdivision LLC | 65.00% |

| | | | |
|-----------------|-----------|--------------------------------|---------|
| Deborah O'Neill | Member | Rozajoten Company LLC | 100.00% |
| James Park | President | Park & Illenberger CPA's, Inc. | 80.00% |
| James Park | Member | Wings LLC | 100.00% |
| James Park | Member | PALF LLC | 34.00% |
| James Park | Partner | P & I Partnership | 80.00% |
| Richard West | President | Valensil Technologies LLC | 100.00% |
| Richard West | President | Valensil Holdings LLC | 100.00% |
| Richard West | President | RA West Land Development | 100.00% |