

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.

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, Julie Landis

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

CFO

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.

Julie Landis

Signature of Holding Company Director and Official (FDHC H321)

03/28/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 5314748

C.I. _____

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.

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 STATE BANCSHARES INC

Legal Title of Holding Company (FDHC 9017)

9494 WEDGEWOOD BOULEVARD

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

POWELL

OH

43065

City (FDHC F206)

State (FDHC F207)

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:

Julie Landis

CFO

Name (FDHC 8901)

Title (FDHC C496)

(614)796-4747 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(614)796-4748

Area Code / FAX Number (FDHC 9116)

JLANDIS@JOINBSB.COM

E-mail Address (FDHC 4086)

WWW.JOINBSB.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 <u>0</u>

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

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

Buckeye State 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
Buckeye State Bank ESOP	Powell	OH	USA	USA	ESOP	n/a	n/a	427,512.00	-	42,858.00	-	16.29%
George Bavelis	Columbus	OH	USA	USA	n/a	n/a	n/a	416,065.00	-	49,161.00	-	15.86%
Richard Berthy	Livingston	MT	USA	USA	n/a	n/a	n/a	322,070.00	-	53,571.00	-	12.27%
Zenios Zenios	Delaware	OH	USA	USA	n/a	n/a	n/a	231,334.00	-	27,873.00	-	8.82%
Sanford J Solomon Marital Trust 2	Columbus	OH	USA	USA	Marital Trust	n/a	Scott & Julie Solomon	146,127.00	-	-	-	5.57%

Buckeye State
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
FDHCPV85	FDHCPV86	FDHCPV87	FDHCPV88	FDHCPV89	FDHCPV90	FDHCPV91	FDHCPV92	FDHCPV93	FDHCPV94	FDHCPV95	FDHCPV96	FDHCPV97
n/a								n/a				

Buckeye State Bancshares, Inc.
FDHCPV98

Item 4(1)(a) Name	Item 4(1)(b) City	Item 4(1)(c) State	Item 4(1)(d) Country	Item 4(2) Principal Occupation if other than with holding company	Item 4(3)(a) Title or Position with the Holding Company	Item 4(3)(b) 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
Buckeye State Bank ESOP	Powell	OH	USA	n/a	n/a	16.29%
Jim Frazier	Powell	OH	USA	Founder & Partner	Director	1.39%
Kathy Kolich	Uniontown	OH	USA	Lawyer	Director	0.58%
Michael Riedelbach	Ostrander	OH	USA	Retired	Director	1.12%
Richard Berthy	Livingston	MT	USA	Investments/Escrow Company	Director	12.27%
Shawn Keller	Dublin	OH	USA	Banker	President/CEO/Director	2.17%
Steve Haxton	Powell	OH	USA	JH Benefits - President	Chairman/Director	1.91%
Zenios Zenios	Delaware	OH	USA	Real Estate Developer	Director	8.82%
George Bavelis	Columbus	OH	USA	Manager/Investor	Director	15.86%

Buckeye State Bancshares, Inc.
FDHCPV98

Item 4(1)(a) Name FDHCPV99	Item 4(4)(a) Title or Position with direct and indirect subsidiaries FDHCPW06	Item 4(4)(b) Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in FDHCPW07	Item 4(4)(c) 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
Jim Frazier	Director	Buckeye State Bank	n/a
Pam Kirk	Director	Buckeye State Bank	n/a
Kathy Kolich	Director	Buckeye State Bank	n/a
Michael Riedelbach	Director	Buckeye State Bank	n/a
Steve Wathen	Director	Buckeye State Bank	n/a
Shawn Keller	President/CEO/Director	Buckeye State Bank	n/a
Steve Haxton	Chairman/Director	Buckeye State Bank	n/a
Zenios Zenios	Director	Buckeye State Bank	n/a
George Bavelis	Director	Buckeye State Bank	n/a

Buckeye State 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 or 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
Pam Kirk	Realtor	n/a	n/a
Kathy Kolich	Sole Owner	K2 Energy Advisors, LLC	100.00%
Kathy Kolich	Sole Owner	Kolich and Associates, LLC	100.00%
Richard Berthy	Founder/Chairman	n/a	n/a
Steve Wathen	CEO	Equity Construction Solutions, LLC	49.00%
Steve Wathen	CEO	Equity, LLC	49.00%
Steve Wathen	Member	Hedge, LLC	33.00%
Steve Wathen	Member	Leverage, LLC	100.00%
Steve Wathen	Member	Gourmet Fresh, LLC	27.00%
Steve Wathen	Member	Watersedge, LLC	50.00%
Steve Wathen	Member	Spirit Avionics, Inc.	49.00%
Steve Wathen	Member	Joule, LLC	33.00%
Steve Wathen	Member	Wathen Family Holdings	33.00%
Steve Wathen	Member	Equity Velocity Funds	50.00%
Shawn Keller	Partner	Scubed	33.30%
Steve Haxton	President/Owner	JHBenefits Ltd	100.00%
Steve Haxton	Principal/Owner	Qualified Plan Distributors (dba QPA)	100.00%
Steve Haxton	Partner	Marley and Marley, LLC	50.00%
Steve Haxton	Partner	Scubed	33.30%
Zenios Zenios	Real Estate Developer	3 Pillar Homes, LLC	100.00%
Zenios Zenios	Real Estate Developer	Zenios Investments, LLC	100.00%
Zenios Zenios	Real Estate Developer	Zenios Properties 50 S. Liberty	51.00%
Zenios Zenios	Real Estate Developer	925 N. State Street, LLC	51.00%
Zenios Zenios	Real Estate Developer	BZ Evans, LLC	50.00%
Zenios Zenios	Real Estate Developer	3 Pillar Lot Holdings, LLC	100.00%
Zenios Zenios	Real Estate Developer	BZ Henderson, LLC	30.00%
Zenios Zenios	Real Estate Developer	EOS Royalty Override	100.00%
Zenios Zenios	Real Estate Developer	Zenios Construction, LLC	100.00%
Zenios Zenios	Real Estate Developer	BZ Realty, LLC	50.00%
Zenios Zenios	Real Estate Developer	Zenios Property Management, LLC	100.00%
Zenios Zenios	Real Estate Developer	Bavelis Zenios Development, LLC	40.00%
Zenios Zenios	Real Estate Developer	BZ Evans II, LLC	50.00%
Zenios Zenios	Real Estate Developer	Zeba Realty, LLC	50.00%
George Bavelis	Managing Member	ABA, LLC	70.00%

George Bavelis	General Partner	Aby Properties	33.30%
George Bavelis	General Partner	Apex Company	30.00%
George Bavelis	Managing Member	Argo Properties, LLC	25.00%
George Bavelis	General Partner	110 Bacon	100.00%
George Bavelis	Sole Proprietor	110 Commons, LLC	100.00%
George Bavelis	Managing Member	BZ Evans I, LLC	50.00%
George Bavelis	Managing Member	BZ Evans II, LLC	50.00%
George Bavelis	Managing Member	BZ Realty, LLC	50.00%
George Bavelis	Managing Member	Bavelis Zenios Development, LLC	40.00%
George Bavelis	Sole Proprietor	Central State Realty	100.00%
George Bavelis	General Partner	Compumatics Company	25.00%
George Bavelis	Managing Member	EOS Energy	55.00%
George Bavelis	Managing Member	EOS Realty	50.00%
George Bavelis	General Partner	Epic Properties, LLC	35.00%
George Bavelis	General Partner	Evelpis Properties	40.00%
George Bavelis	Managing Member	Floho Financial, LLC	100.00%
George Bavelis	Managing Member	GAB Evans	55.00%
George Bavelis	Sole Proprietor	GAB Trust	100.00%
George Bavelis	General Partner	Genesis Properties	52.50%
George Bavelis	Managing Member	GMAQ, LLC	50.00%
George Bavelis	General Partner	Gramco Properties	40.00%
George Bavelis	Managing Member	Magna National Realty, LLC	33.30%
George Bavelis	Managing Member	Panoramic Properties, LLC	26.70%
George Bavelis	President	Pella Company, Inc.	25.00%
George Bavelis	General Partner	Phoenix Properties	33.30%
George Bavelis	General Partner	Riverfront Apartments Co.	45.00%
George Bavelis	General Partner	Sigma Properties	30.00%
George Bavelis	General Partner	Short North Development Co.	33.00%
George Bavelis	General Partner	Skyline Properties	35.00%
George Bavelis	General Partner	ZEBA, LLC	50.00%