

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND
2014 MAR 31 A 10:48
STATISTICS & ANALYSIS
DEPARTMENT

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, David L. Croston
Name of the Holding Company Director and Official
Chief Financial Officer
Title of the Holding Company Director and Official

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.

David L. Croston
Signature of Holding Company Director and Official
3/27/2014
Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 2836294
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Buckeye Bancshares, Inc.

Legal Title of Holding Company
105 Sheffield Center
(Mailing Address of the Holding Company) Street / P.O. Box
Lorain Ohio 44055
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
David L. Croston Chief Financial Officer
Name Title
440-233-8805
Area Code / Phone Number / Extension
440-233-8814
Area Code / FAX Number
dlcroston@buckeyebank.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Buckeye Community Bank
105 Sheffield Center
Lorain, OH 44055

Report Item 1(a): Form 10-K filed with the Securities and Exchange Commission

NO

Report Item 1(b): Annual reports to shareholders

YES, ANNUAL REPORTS ARE INCLUDED

Organizational Chart 12/31/13

Supplement to Org Chart

2a) N/A

2b) N/A

2c) N/A

2d) N/A

Buckeye Bancshares, Inc.
Lorain, Ohio
Incorporated in Ohio
Active

Buckeye Community Bank
Lorain, Ohio
Incorporated in Ohio
Active

100%

**Buckeye Bancshares
Statutory Trust I**
Lorain, Ohio
Incorporated in Ohio
Active

100%

Buckeye Advisors, LLC
Lorain, Ohio
Incorporated in Ohio
Active
(General Partnership
Managing Member)

33%



Results: A list of branches for your depository institution: **BUCKEYE COMMUNITY BANK (ID_RSSD: 2836306)**.
 This depository institution is held by **BUCKEYE BANCSHARES, INC. (2836294) of LORAIN, OH**.
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	3/27/2014	Full Service (Head Office)	2836306	BUCKEYE COMMUNITY BANK	105 SHEFFIELD CENTER	LORAIN	OH	44055	LORAIN	UNITED STATES	74680	0	BUCKEYE COMMUNITY BANK	2836306	
Ok	3/27/2014	Full Service	3660236	SHEFFIELD CENTER BRANCH	105 SHEFFIELD CENTER	LORAIN	OH	44055	LORAIN	UNITED STATES	Not Required	Not Required	BUCKEYE COMMUNITY BANK	2836306	

Buckeye Bancshares, Inc.
Form FR Y-6
December 31, 2013

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13.				Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Billy S. Rowland, Trustee of the Billy S. Rowland Revocable Trust dated 4/19/90 Vincent, OH, USA	USA	81,188	8.44%	None	None	None
Barbara Cook Trust Vermilion, OH, USA	USA	72,500	7.53%			
Lily Yuzon Amherst, OH, USA	USA	49,500	5.14%			

Buckeye Bancshares, Inc.
Form FR Y-6
December 31, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Charles Baumgartner Bay Village, OH	Attorney	Director/Secretary	N/A	Partner Brouse McDowell	1.54%	N/A	Attached
Billy Rowland Vincent, OH	President	Director/Chairman	N/A	President Rowland Enterprises	8.44%	N/A	
Timothy McManamon Bay Village, OH	CPA	Director	N/A	Executive Managing Director McManamon & Co	.11%	N/A	
Peter Corogin Vermilion, OH	President & CEO	Director	N/A	President & CEO Lake Erie Electric	3.97%	N/A	
Richard (Kim) Mulder Amherst, OH	President	Director	N/A	President Star, Inc.	.10%	N/A	
James Park Amherst, OH	CPA	Director	N/A	President Park & Illenberger	.68%	N/A	
Donel Sprenger Vermilion, OH	Retired	Director	N/A	Retired Sprenger Enterprises	1.25%	N/A	
Lily Yuzon Amherst, OH	Vice President/ General Manager	Director	N/A	Vice President / General Manager F.E. Yuzon, MD, Inc.	5.14%	N/A	
Raymond Vecchio Elyria, OH	Dentist	Director	N/A	Raymond Vecchio DDS, Inc.	.36%	N/A	
Bruce Stevens Avon Lake, OH	President & CEO, Buckeye Bank	Director/President & CEO	N/A	President & CEO	.39%	N/A	
Richard West Lakewood, OH	CEO	Director	N/A	CEO West Development Group	.26%	N/A	

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Stephen Wright Sandusky, OH	Chief Lending Officer, Buckeye Bank	Senior Vice President	N/A	Chief Lending Officer	.37%	N/A	N/A
Benjamin Norton Avon, OH	Senior Vice President, Buckeye Bank	Senior Vice President	N/A	Chief Operating Officer	1.30%	N/A	N/A
David Croston Elyria, OH	Chief Financial Officer Buckeye Bank	Senior Vice President	N/A	Chief Financial Officer	.16%	N/A	N/A

Report Item 4: Directors and Officers**(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)****Attachment – 12-31-13**

<u>Director</u>	<u>Company</u>	<u>% Of Ownership</u>
Charles Baumgartner	N/A	N/A
Peter Corogin	25730, Inc.	40%
	Blaze Industrial Properties, Inc.	54%
	Corogin Associates, Inc.	34%
	Meade Creek Camp, Ltd	25%
	Firelands Electric, Inc.	73%
	Industrial Parkway Ltd	50%
	Lake Erie Electric, Inc.	79%
	Lake Erie Electric of Toledo	67%
	LED Construction Services, Inc.	50%
	Northern Lights of Vermilion, LLC	25%
	Ontario Ltd. Co.	40%
	RHB Limited Co.	60%
	Vermilion Associates Ltd.	70%
	Vermilion Investment Company LLC	25%
Timothy McManamon	McManamon & Co. LLC	80%
	1304-06 Mathews	50%
	Lescott Properties, Ltd.	100%
	TSM 47 LLC	100%
Richard (Kim) Mulder	Star Builders Inc.	80%
	SSM Properties I LLC	33%
	Mulder Family LLC	100%
	Mise Properties	90%
James Park	Park & Illenberger CPA's, Inc.	80%
	Rowpark LLC	50%
	Wings LLC	25%
	P & I Partnership	80%
Billy Rowland	Rowpark LLC	50%
	Rowland Enterprises	100%
	Rowland Construction	100%
	P-R Truck Rental	100%
	Starland Investment Company	50%
Donel Sprenger	Baumhart Rd Farms	50%
	Vermilion Rt. 60 Co. Ltd	40%
Bruce Stevens	N/A	N/A
Raymond Vecchio	N/A	
Richard West	West Roofing Systems	100%
	West Development Group	100%
	R A West Land Development	52%
Lily Yuzon	F. E. Yuzon MD, Inc.	100%