

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)(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. Samantha Abraham

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.

*Samantha Abraham*

Signature of Holding Company Director and Official

03/28/2016

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, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

OH

44055

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Samantha Abraham

Chief Financial Officer

Name

Title

440-233-3934

Area Code / Phone Number / Extension

440-233-8804

Area Code / FAX Number

srabraham@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

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 12/31/15

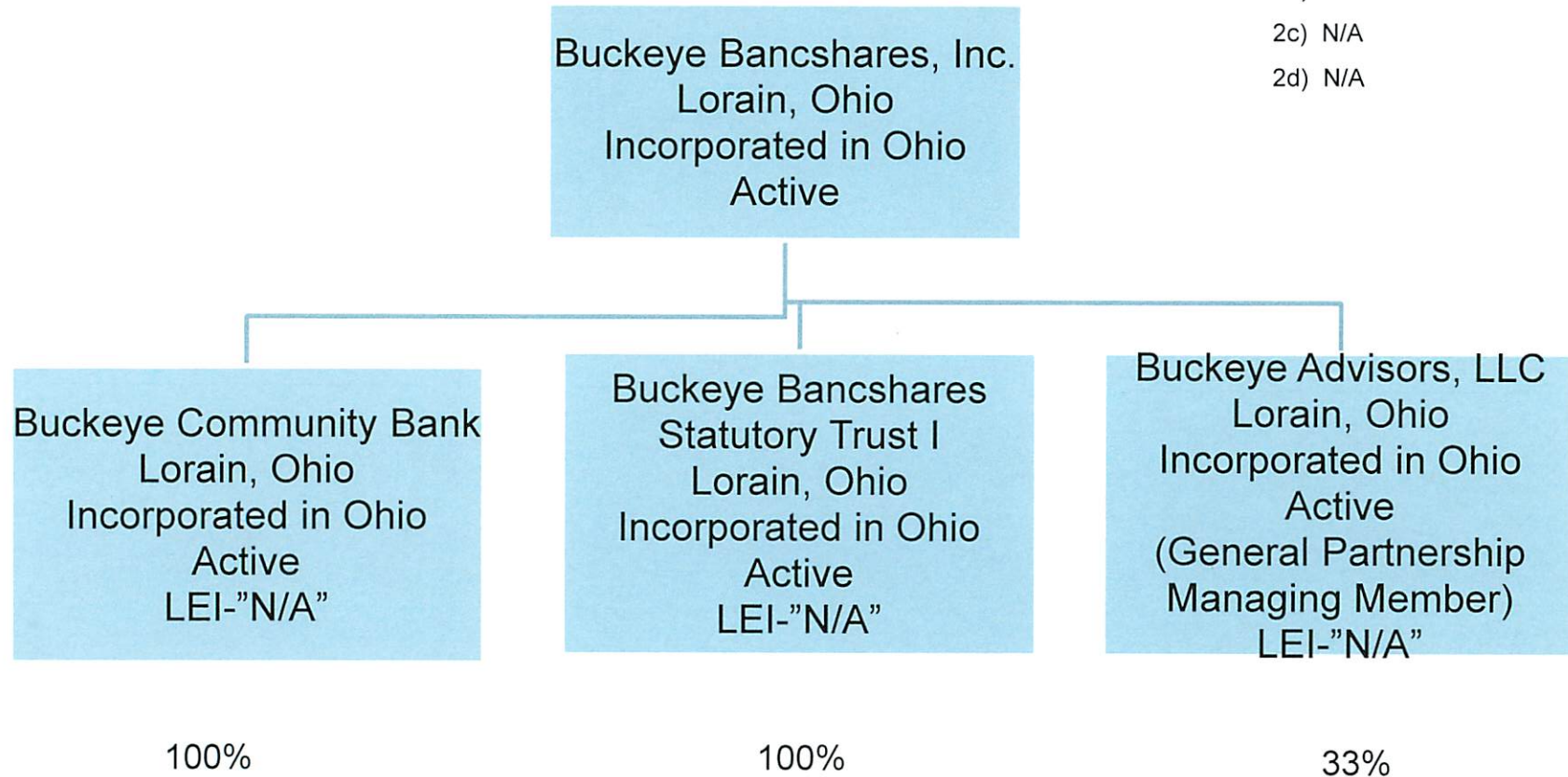
Supplement to Org Chart

2a) N/A

2b) N/A

2c) N/A

2d) N/A



**Buckeye Bancshares, Inc.**  
**Form FR Y-6**  
**December 31, 2015**

**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 12-31-15. |   |  |       | 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 12-31-15. |  |  |
|---|---|--|-------|---|--|--|
| (1)(a)<br>Name & Address<br>(City, State, Country)  | (1)(b)<br>Country or<br>Citizenship or<br>Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |       | (2)(a)<br>Name & Address<br>(City, State, Country)  | (2)(b)<br>Country or Citizenship or<br>Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
| Billy S. Rowland, Trustee of the<br>Billy S. Rowland Revocable Trust<br>dated 4/19/90<br>Vincent, OH, USA | USA   | 87,188   | 8.90% | None  | None   | None   |
| Lily & Florencio Yuzon<br>Amherst, OH, USA  | USA   | 53,500   | 5.46% |   |  |  |

**Buckeye Bancshares, Inc.**  
**Form FR Y-6**  
**December 31, 2015**

**Report Item 4: Directors and Officers**

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

| (1) Names & Address<br>(City, State, Country) | (2) Principal<br>Occupation if<br>other than<br>with Bank<br>Holding<br>Company | (3)(a) Title &<br>Position with<br>Bank Holding<br>Company | (3)(b) Title &<br>Position with<br>Subsidiaries<br>(include names<br>of subsidiaries) | (3)(c) Title &<br>Position with other<br>Businesses (include<br>names of other<br>businesses) | (4)(a) Percentage<br>of Voting Shares<br>in Bank Holding<br>Company | (4)(b) Percentage<br>of Voting Shares<br>in Subsidiaries<br>(include names of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (list<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|--|---|---|---|--|--|
| Charles Baumgartner<br>Bay Village, OH        | Attorney  | Director/Secretary   | N/A   | Partner   | 1.51%   | N/A  | Attached   |
| Timothy McManamon<br>Bay Village, OH          | CPA   | Director   | N/A   | Brouse McDowell<br>Executive Managing<br>Director<br>McManamon & Co                           | .42%  | N/A  |  |
| Peter Corogin<br>Vermilion, OH                | President &<br>CEO  | Director   | N/A   | President & CEO<br>Lake Erie Electric   | 4.97%   | N/A  |  |
| Richard (Kim) Mulder<br>Amherst, OH           | President   | Director   | N/A   | President<br>Star, Inc.   | .87%  | N/A  |  |
| James Park<br>Amherst, OH                     | CPA   | Director/Chairman  | N/A   | President<br>Park & Illenberger   | 1.12%   | N/A  |  |
| Donel Sprenger<br>Vermilion, OH               | Retired   | Director   | N/A   | Retired<br>Sprenger Enterprises   | 1.22%   | N/A  |  |
| Joan Reidy<br>Lorain, OH                      | President &<br>CEO  | Director   | N/A   | President & CEO<br>Avon Oaks Caring<br>Community  | .05%  | N/A  |  |
| Raymond Vecchio<br>Elyria, OH                 | Dentist   | Director   | N/A   | Raymond Vecchio<br>DDS, Inc.  | .36%  | N/A  |  |
| Bruce Stevens<br>Avon Lake, OH                | President &<br>CEO, Buckeye<br>Bank   | Director/President<br>& CEO                                | N/A   | President & CEO   | .53%  | N/A  |  |
| Richard West<br>Lakewood, OH                  | CEO   | Director   | N/A   | CEO<br>West Development<br>Group  | .77%  | N/A  |  |

**Report Item 4: Directors and Officers**

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

| (1) Names & Address<br>(City, State, Country) | (2) Principal<br>Occupation if<br>other than<br>with Bank<br>Holding<br>Company | (3)(a) Title &<br>Position with<br>Bank Holding<br>Company | (3)(b) Title &<br>Position with<br>Subsidiaries<br>(include names<br>of subsidiaries) | (3)(c) Title &<br>Position with other<br>Businesses (include<br>names of other<br>businesses) | (4)(a) Percentage<br>of Voting Shares<br>in Bank Holding<br>Company | (4)(b) Percentage<br>of Voting Shares<br>in Subsidiaries<br>(include names of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (list<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|--|---|---|---|--|--|
| Stephen Wright<br>Sandusky, OH                | N/A   | Senior Vice<br>President                                   | Chief Lending<br>Officer, Buckeye<br>Bank   | Chief Lending Officer   | .57%  | N/A  | N/A  |
| Benjamin Norton<br>Avon, OH                   | N/A   | Senior Vice<br>President                                   | Senior Vice<br>President,<br>Buckeye Bank   | Chief Operating<br>Officer  | 2.61%   | N/A  | N/A  |
| David Croston<br>Elyria, OH                   | N/A   | Senior Vice<br>President                                   | Chief Financial<br>Officer<br>Buckeye Bank  | Chief Financial<br>Officer  | .16%  | N/A  | N/A  |

**Report Item 4: Directors and Officers****(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)****Attachment – 12-31-15**

| <b>Director</b>      | <b>Company</b>                    | <b>% Of Ownership</b> |
|----------------------|-----------------------------------|-----------------------|
| 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.         | 100%                  |
|                      | Vermilion Investment Company LLC  | 25%                   |
| Timothy McManamon    | McManamon & Co. LLC               | 80%                   |
|                      | 1304-06 Mathews                   | 50%                   |
|                      | TSM 47 LLC                        | 100%                  |
| Richard (Kim) Mulder | Star Builders Inc.                | 100%                  |
|                      | Star, Inc.                        | 100%                  |
|                      | SSM Properties 1 LLC              | 33%                   |
|                      | Mulder Family LLC                 | 100%                  |
|                      | Mise Properties                   | 90%                   |
| James Park           | Park & Illenberger CPA's, Inc.    | 80%                   |
|                      | Rowpark LLC                       | 50%                   |
|                      | PALF LLC                          | 34%                   |
|                      | Wings LLC                         | 25%                   |
|                      | P & I Partnership                 | 80%                   |
| Joan Reidy           | R & J Investment Co. Inc.         | 33%                   |
|                      | Orosz Family Limited              | 33%                   |
|                      | Reidy Company                     | 33%                   |
| Donel Sprenger       | N/A                               | N/A                   |
| Bruce Stevens        | N/A                               | N/A                   |
| Raymond Vecchio      | N/A                               | N/A                   |
| Richard West         | West Environmental                | 100%                  |
|                      | West Land Development             | 100%                  |
|                      | Valensil                          | 100%                  |

**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 12/31/2015. Data reflects information that was received and processed through 03/28/2016.

**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          |                | Full Service (Head Office) | 2836306         | BUCKEYE COMMUNITY BANK  | 105 SHEFFIELD CENTER | LORAIN | OH    | 44055    | LORAIN | UNITED STATES | 74680        | 0              | BUCKEYE COMMUNITY BANK | 2836306              |          |
| OK          |                | Full Service               | 3660236         | SHEFFIELD CENTER BRANCH | 105 SHEFFIELD CENTER | LORAIN | OH    | 44055    | LORAIN | UNITED STATES | Not Required | Not Required   | BUCKEYE COMMUNITY BANK | 2836306              |          |