

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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 chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

**December 31, 2016**

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, **Jerry Caldwell**

Name of the Holding Company Director and Official

**CEO and President**

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.

**Benchmark Bancorp**

Legal Title of Holding Company

**461 Beecher Road**

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

**Gahanna**

**OH**

**43230**

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Kristal Statczar**

**Senior Accountant**

Name

Title

**614-269-4475**

Area Code / Phone Number / Extension

**614-269-4575**

Area Code / FAX Number

**kristal.statczar@benchmark-bank.com**

E-mail Address

N/A

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

Signature of Holding Company Director and Official

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 \_\_\_\_\_

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? .....  0=No  1=Yes

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 .....
- 2. a letter justifying this request has been provided separately .....

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

**Results:** A list of branches for your depository institution: BENCHMARK BANK (ID\_RSSD: 3369007). This depository institution is held by BENCHMARK BANCORP, INC. (3927304) of GAHANNA, OH. The data are as of 12/31/2016. Data reflects information that was received and processed through 03/15/2017.

**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.

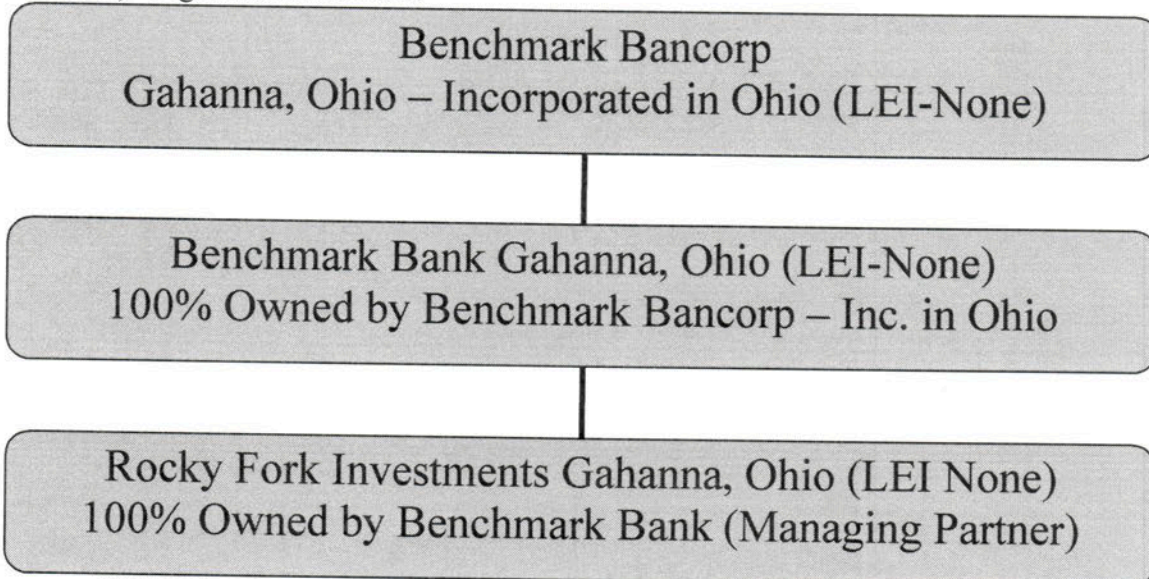
Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3369007	BENCHMARK BANK	461 BEECHER ROAD	GAHANNA	OH	43230	FRANKLIN	UNITED STATES	432370		0 BENCHMARK BANK		
OK		Full Service	4163930	WESTERVILLE BRANCH	468 POLARIS PKWY	WESTERVILLE	OH	43082	FRANKLIN	UNITED STATES	511428		1 BENCHMARK BANK	3369007	



Benchmark Bancorp, Gahanna, Ohio  
Fiscal Year Ending 12/31/2016

Report Item:

1. The bank holding company prepares an annual report for its shareholders. This report will be sent under separate cover.
2. a) Organizational Chart:



- b) Full Service Branch Listing: No changes/ corrections in fiscal year.
3. 1.) Security Holders with ownership control or holdings of 5% of more with power to vote as of fiscal year ending 12/31/16:
  - a. Jeffrey Woda, Upper Arlington, Ohio
    - i. USA
    - ii. 396,875 – 12.74% common stock; 85,343 warrants on common stock; 1,500 stock options
  - b. David Cooper, Gahanna, Ohio
    - i. USA
    - ii. 396,875 – 12.74% common stock; 85,343 warrants on common stock; 1,500 stock options
  - c. Brian Kelleher, Columbus, Ohio
    - i. USA
    - ii. 200,000 – 6.42% common stock; 100,000 warrants on common stock; 1,500 stock options

Benchmark Bancorp  
Report Item 4: Insiders

1 Name City, State	Occupation not at HC	2 3 (a) Title/ Position at HC	3 (b) Title/ Position at Sub	3 (c) Title/ Position at other comp	4 (a) % of Voting Shares at HC	4 (b) % of Voting Share at Sub	4 (c) Companies where greater than 25% ownership
Jerry Caldwell New Albany, Ohio	N/A	CEO	CEO/ President	Vice President	4.03%	N/A	New Colony Holdings Corp (50%)
Ingrid Phillips Westerville, Ohio	N/A	CFO	CFO/ COO	N/A	0.48%	N/A	N/A
Terry Rohlfing Asheville, NC	Retired	Director	Director	N/A	1.61%	N/A	N/A
Vincent Romanelli Westerville, Ohio	Romanelli and Hughes Building Company	Director	Director	VP and General Manager	1.64%	N/A	See attached listing (A)
Edward Bacome Dublin, OH	Epcon Communities	Director	Director	CEO Member President CEO CEO	1.12%	N/A	Epcon Communities (50%) Epcon Communities Carolinas (50%) Epcon Communities Franchising (50%) Epcon Properties (50%) Epcon Realty (50%)
Victor Wolfe Gahanna, Ohio	Ohio Insurance Advisors	Director	Director	Owner	0.32%	N/A	N/A
Jeffrey Woda Upper Arlington, OH	The Woda Group, LLC	Director	Director	Owner	12.74%	N/A	See attached listing (B)
David Cooper Gahanna, OH	The Woda Group, LLC	Director	Director	Owner and General Counsel	12.74%	N/A	See attached listing (C)
R. Barth Kallmerten Blacklick, OH	N/A	N/A	CCO	N/A	0.32%	N/A	N/A
Brian T. Kelleher Columbus, OH	JLL Capital Markets	Director	Director	Managing Member Managing Member	6.42%	N/A	Hilltop 6209, LLC (100%) Hilltop Clairedan (50%)