

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.

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

**03/27/2019**

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. \_\_\_\_\_

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

**December 31, 2018**

Month / Day / Year

**NA**

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**

City

**OH**

State

**44055**

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

**srabrahim@buckeyebank.com**

E-mail Address

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

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

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."

Buckeye Community Bank  
105 Sheffield Center  
Lorain, OH 44055

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

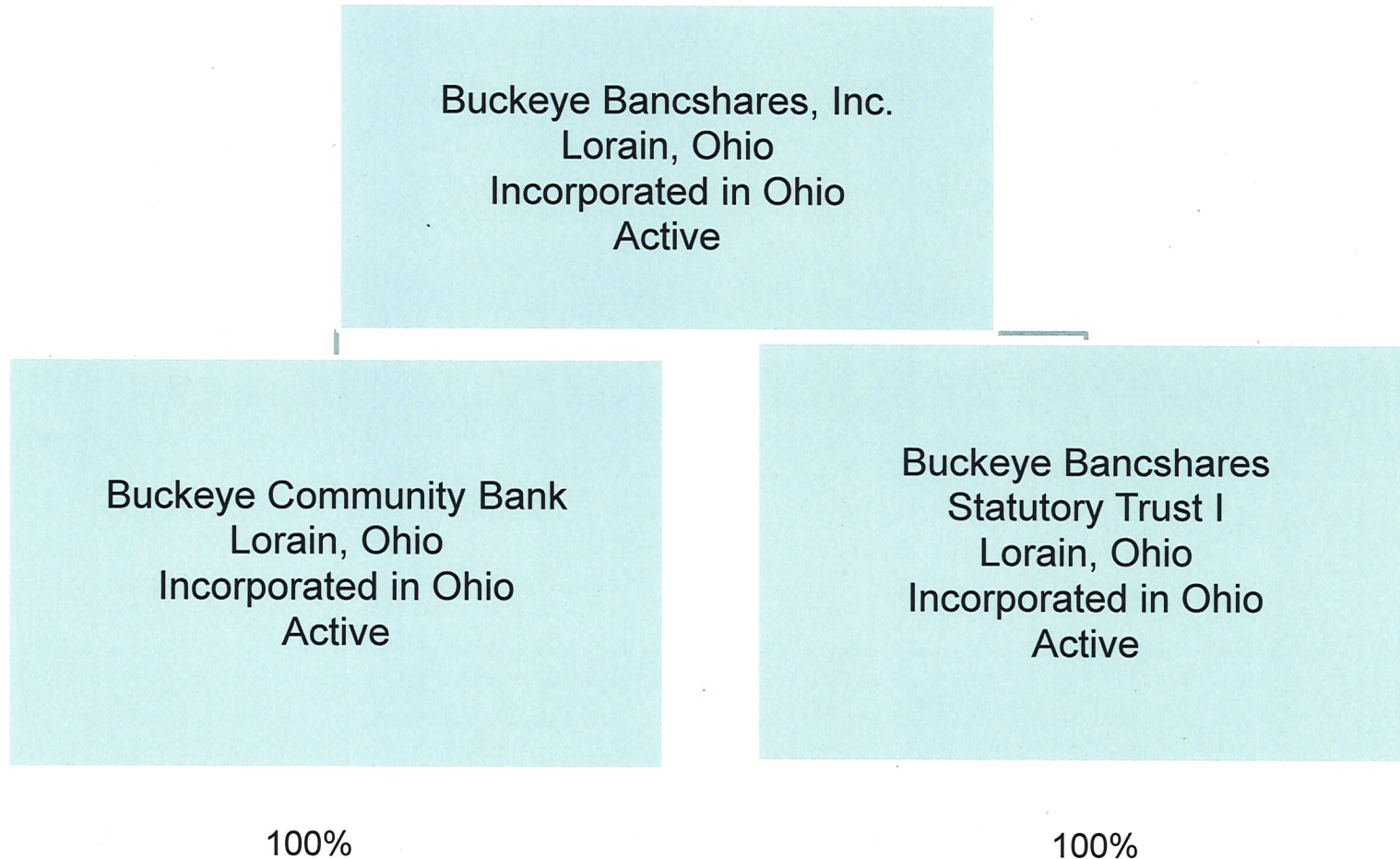
NO

Report Item 1(b): Annual reports to shareholders

YES, ANNUAL REPORTS ARE INCLUDED

# Organizational Chart

12/31/18



\*LEI none unless otherwise noted.

**Results: A list of branches for your holding company: BUCKEYE BANCSHARES, INC. (2836294) of LORAIN, OH.**  
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/04/2019.

**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	Not Required	Not Required	BUCKEYE COMMUNITY BANK	2836306	

**Buckeye Bancshares, Inc.**  
**Form FR Y-6**  
**December 31, 2018**

**Report Item 3: Shareholders**

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

<b>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-18.</b>				<b>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 12-31-18.</b>		
<b>(1)(a) Name &amp; Address (City, State, Country)</b>	<b>(1)(b) Country or Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>		<b>(2)(a) Name &amp; Address (City, State, Country)</b>	<b>(2)(b) Country or Citizenship or Incorporation</b>	<b>(2)(c) Number and Percentage of Each Class of Voting Securities</b>
Billy S. Rowland Revocable Trust Lorain, OH, USA	USA	88,386	8.94%	None	None	None
Lily & Florencio Yuzon Amherst, OH, USA	USA	54,502	5.52%			
Benjamin & Sara Jane Norton Trust Lorain, OH, USA	USA	54,111	5.48%			

**Buckeye Bancshares, Inc.**  
**Form FR Y-6**  
**December 31, 2018**

**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	1.19%	N/A	Attached
Timothy McManamon Avon Lake, OH	CPA	Director	N/A	Brouse McDowell Executive Managing Director McManamon & Co	.43%	N/A	
Peter Corogin Vermilion, OH	President & CEO	Director	N/A	President & CEO Lake Erie Electric	4.98%	N/A	
Jeffrey Kosman Avon, OH	President	Director	N/A	President Comprehensive Oral & Maxillofacial Surgery	.35%	N/A	
Joseph McAuliffe Westlake, OH	President	Director	N/A	President HRE86 Investments	.31%	N/A	
Richard (Kim) Mulder Amherst, OH	President	Director	N/A	President Star, Inc.	.89%	N/A	
Benjamin Norton Avon, OH	N/A	N/A	President Buckeye Community Bank	N/A	3.10%	N/A	
James Park Amherst, OH	CPA	Director/Chairman	N/A	President Park & Illenberger	1.80%	N/A	
Joan Reidy Lorain, OH	President & CEO	Director	N/A	President & CEO Avon Oaks Caring Community	.05%	N/A	
Bruce Stevens Avon Lake, OH	N/A	Director	CEO Buckeye Community Bank	N/A	.85%	N/A	

Richard West  
Lakewood, OH

CEO

Director

N/A

CEO  
West Development  
Group

.77%

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)
Linda O'Malley Sandusky, OH	N/A	Senior Vice President	Chief Lending Officer	N/A	N/A	N/A	N/A
Samantha Abraham Elyria, OH	N/A	Senior Vice President	Buckeye Bank Chief Financial Officer	N/A	N/A	N/A	N/A
Kevin Miller North Olmsted, OH	N/A	Senior Vice President	Buckeye Bank Senior Loan Administrator Buckeye Bank	N/A	N/A	N/A	N/A



**Report Item 4: Directors and Officers**

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

**Attachment – 12-31-18**

<b>Director</b>	<b>Company</b>	<b>% Of Ownership</b>
Charles Baumgartner	N/A	N/A
Peter Corogin	25730, Inc.	40%
	Taylor Creek Camp Ltd	50%
	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.	51%
	RHB Limited Co.	60%
	Vermilion Associates Ltd.	99%
	Vermilion Investment Company LLC	25%
Jeffrey Kosman	Comprehensive Oral & Maxillofacial Surgery	100%
	Amherst Oral Surgery & Implant Center	33%
	CLE Oral & Maxillofacial Surgery Westlake	50%
	CLE OMS Lakewood / Rocky River	100%
Joseph McAuliffe	Precision Fittings LLC	47%
	Pulhuk Partners LLC	50%
	Omni Lakewood Ltd	27%
	Misneach Holdings Ltd	27%
	Hawthorne Wire Services	27%
	Lake Erie Industries	27%
	Bazetta Steel Processing	27%
	Bazetta Group	27%
	HRE86 Investments LLC	100%
	64SKI LLC	50%
Timothy McManamon	McManamon & Co. LLC	85%
	Lescott Properties	100%
	TSM 47 LLC	100%
Richard (Kim) Mulder	Star Builders Inc.	95%
	Star, Inc.	100%
	SSM Properties 1 LLC	33%
	Mulder Family LLC	100%
	Richard Mulder Trust	100%
	M2W Properties	33%
	Mise Properties	88%
Benjamin Norton	N/A	N/A
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%
	Reidy Family Limited	33%
Bruce Stevens	N/A	N/A
Richard West	Valensil Technology	100%