

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, 2019

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Buckeye State Bancshares, Inc.

Legal Title of Holding Company

9494 Wedgewood Blvd

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

<u>Powell</u>	<u>OH</u>	<u>43065</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

<u>John Kirksey</u>	<u>CFO</u>
Name	Title

614-796-4747

Area Code / Phone Number / Extension

614-796-4748

Area Code / FAX Number

jkirksey@joinbsb.com

E-mail Address

www.joinbsb.com

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

I, Shawn Keller

Name of the Holding Company Director and Official

President & CEO

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.

Signature of Holding Company Director and Official

March 30, 2020

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 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."

Form FR Y-6

**Buckeye State Bancshares, Inc.
Powell, Ohio**

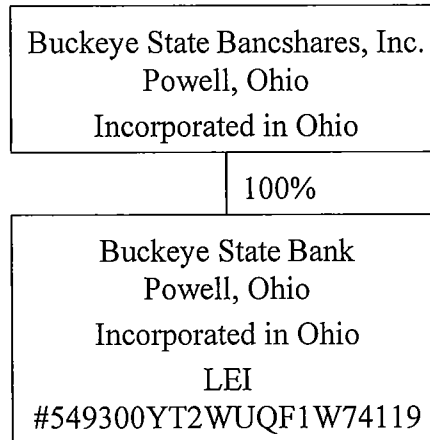
Fiscal Year Ending December 31, 2019

Report Item

1: The BHC is not required to prepare form 10K with the SEC.

The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart



***** Unless noted otherwise, entities do not have an LEI.**

2b: Domestic branch listing provided to the Federal Reserve Bank.

**Form FR Y-6
Buckeye State Bancshares, Inc.
Powell, Ohio**

December 31, 2019

Report Item 3: Securities Holders

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

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-19

Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-19

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Buckeye State Bank ESOP Powell, OH, USA Voted by 3 Trustees (2 of 3 required): John Kirksey Powell, OH, USA	USA	185,377 13.63%			
Aaron Crider Marion, OH, USA	USA				
Stanley Jackson Westerville, OH, USA	USA				
George Bavelis Boca Raton, FL, USA	USA	181,128 13.32%			
Sanford Solomon Columbus, OH, USA	USA	91,715 6.74%			
Richard Berthey South Portland, ME, USA	USA	71,462 5.26%			

Form FR Y-6
Buckeye State Bancshares, Inc.
Powell, Ohio
December 31, 2019

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 percentages of voting securities held)
Steve Haxton Upper Arlington, OH, USA	JH Benefits	Director Chairman	Director Chairman Buckeye State Bank	President – JH Benefits, Ltd. Principal – Qualified Plan Distributors (dba QPA) Partner – Marley and Marley	2.46%	N/A	JH Benefits, Ltd. 100% Qualified Plan Distributors (dba QPA) 100% Marley and Marley 50%
Shawn Keller Dublin, OH, USA	Banker	Director President	Director, CEO, President Buckeye State Bank	N/A	0.41%	N/A	N/A
Jim Frazier Powell, OH, USA	Financial Advisor	Director	Director Buckeye State Bank	Managing Director– Frazier Financial Advisors, LLC	2.06%	N/A	Frazier Financial Advisors, LLC 100%
Pam Kirk Dublin, OH, USA	Realtor	Director	N/A	Realtor	0.63%	N/A	N/A
Kathy Kolich Uniontown, OH, USA	Lawyer	Director	Director Buckeye State Bank	Managing Member– Kolich and Associates LLC	0.92%	N/A	Kolich and Associates LLC 100%
Michael Riedelbach Ostrander, OH, USA	Retired	Director	Director Buckeye State Bank	N/A	1.73%	N/A	N/A

Buckeye State Bank ESOP Powell, OH, USA	N/A	N/A	N/A	N/A	13.63%	N/A	N/A
William Ruse Findlay, OH, USA	Business Owner	Director	Director Buckeye State Bank	Co-Founder and Secretary Treasurer- Creative Solutions Enterprises LLC	2.22%	N/A	Creative Solutions Enterprises LLC 100%
Zenios Zenios Delaware, OH, USA	Real Estate Development	Director	Director Buckeye State Bank	Owner & CEO - 3 Pillar Homes, LLC	3.98%	N/A	3 Pillar Homes LLC- 100%
				Owner & CEO - 3 Pillar Lot Holdings, LLC			3 Pillar Lot holdings LLC - 100%
				Managing Member- Zenios Properties 50 S Liberty, LLC			Zenios Properties 50 S Liberty, LLC - 51%
				Managing Member- Zenios Properties 925 N State Str			Zenios Properties 925 N State Str; - 51%
				Owner & CEO - Zenios Construction LLC			Zenios Construction, LLC - 100%
				Owner & CEO - Zenios Investments LLC			Zenios Investments, LLC - 100%
				Co-Managing Member - BZ Evans LLC			BZ Evans, LLC - 45%
				Owner & CEO - Zenios Holdings Henderson, LLC			Zenios Holdings Henderson, LLC - 100%
				Owner & CEO - Apartment Deal Dayton, LLC			Apartment Deal Dayton, LLC 100%
				Owner & CEO - Rev Deal Holdings, LLC			Rev Deal Holdings, LLC - 100%
George Bavelis Boca Raton, FL, USA	Investor	Director	Director Buckeye State Bank	Investor	13.32%	N/A	See Attached List

**Buckeye State Bank
FR Y-6 ADDENDUM**

(Directors 10% or More Relationship/Ownership in Corporations, Partnerships and Sole Proprietorships)

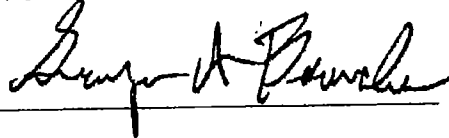
From: George A. Bavelis Occupation: Investor

Below is a complete list of my relationships and ownerships in corporations, partnerships and sole proprietorships. in which I have a 10% or more interest, as of year-end 2019.

NAME OF CORPORATION OR FIRM	CITY AND STATE	OFFICIAL CAPACITY	% OF OWNERSHIP
110 Commons, LLC	Columbus, OH	Managing Member	100.0
ABA, LLC	Columbus, OH	Managing Member	70.0
Aby Properties	Columbus, OH	General Partner	33.3
Apex Company	Columbus, OH	General Partners	30.0
Argo Properties, LLC	Columbus, OH	Managing Member	25.0
Bacon Enterprises	Columbus, OH	General Partner	33.3
Bavelis Financial Services	Columbus, OH	Sole Proprietorship	100.0
Bavelis Family, LLC	Columbus, OH	Managing Partner	5.0
Bmaq, LLC	Boca Raton, FL	Managing Partner	2.5
Buckeye State Bank	Columbus, OH	Director	15.00 +/-
BZ Evans	Columbus, OH	Managing Member	45.0
Central Sate Realty	Columbus, OH	Sole Proprietorship	100.0
Coln Op Vending Co., Inc.	Columbus, OH	Shareholder	16.7
Compunatics Company	Columbus, OH	General Partner	25.0
EOS Energy	Columbus, OH	Managing Member	55.0
EOS Realty	Columbus, OH	Managing Member	55.0
Epic Properties, LLC	Columbus, OH	General Partner	35.0
Evelpis Properties	Columbus, OH	General Partner	40.0
Floho, LLC	Columbus, OH	Managing Member	1.7
Flovest, LLC	Boca Raton, FL	Managing Member	0.8
GAB Evans	Columbus, OH	Managing Member	55.0
Genesis Properties	Columbus, OH	General Partner	52.5
GMAQ, LLC	Boca Raton, FL	Managing Member	50.00
Gramco Properties	Columbus, OH	General Partner	40.0
Heartland Bancorp., Inc.	Columbus, OH	Principal Shareholder	?
Magna National Financial, LLC	Columbus, OH	Managing Partner	33.3
Magna National Realty, LLC	Columbus, OH	Managing Partner	33.3
Panoramic Properties, LLC	Columbus, OH	Managing Partner	26.7
Pella Company, Inc.	Columbus, OH	President	25.0
Phoenix Properties	Columbus, OH	General Partner	33.3
Riverfront Apartments Co.	Columbus, OH	General Partner	45.0
Sigma Properties	Columbus, OH	General Partner	30.0
Short North Development Co.	Columbus, OH	General Partner	33.0
Skyline Properties	Columbus, OH	General Partner	38.89
Xenia Company	Columbus, OH	General Partner	16.22

NO CHANGES

CHANGES AS SHOWN

X 

DATE: 5-21-20

Results: A list of branches for your holding company: **BUCKEYE STATE BANCSHARES INC (5314748)** of **POWELL, OH**.
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **04/05/2020**.

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	12/31/2019	Full Service (Head Office)	870913	BUCKEYE STATE BANK	9494 WEDGEWOOD BOULEVARD	POWELL	OH	43065	DELAWARE	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2019	Limited Service	5382260	DEGRAFF OFFICE	101 NORTH MAIN STREET	DEGRAFF	OH	43318	LOGAN	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	