

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, 2021

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

Powell

OH

43065

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John Kirksey

CFO

Name

Title

614-796-4747

Area Code / Phone Number / Extension

614-796-4748

Area Code / FAX Number

jkirksey@joinbsb.com

E-mail Address

Not Applicable

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

08/26/2022

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? .....  No  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."

Form FR Y-6

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

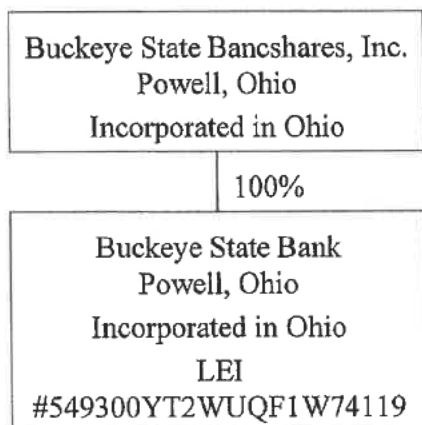
**Fiscal Year Ending December 31, 2021**

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.

Results: A list of branches for your holding company: **BUCKEYE STATE BANCSHARES INC (5314748) of POWELL, OH.**  
 The data are as of **12/31/2021**. Data reflects information that was received and processed through **07/06/2022**.

**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	12/31/2021	Full Service (Head Office)	870913	BUCKEYE STATE BANK	9494 WEDGEWOOD BOULEVARD	POWELL	OH	43055	DELAWARE	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2021	Limited Service	5382260	DEGRAFF OFFICE	101 NORTH MAIN STREET	DEGRAFF	OH	43318	LOGAN	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2021	Full Service	5589087	PERRYSBURG OFFICE	1110 LEVIS COMMONS BLVD	PERRYSBURG	OH	43551	WOOD	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2021	Limited Service	5619014	DOWNTOWN POWELL ATM	22 SOUTH LIBERTY STREET	POWELL	OH	43065	DELAWARE	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	

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

**December 31, 2021**

**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 12-31-21**

**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 12-31-21**

(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 <b>Voted by 3 Trustees (2 of 3 required) Trustees are:</b> John Kirksey Powell, OH, USA	USA	259,557 Common	14.68%	Not Applicable		
Aaron Crider Marion, OH, USA	USA					
Stanley Jackson Westerville, OH, USA	USA					
George Bavelis Boca Raton, FL, USA	USA	259,128 Common	14.65%			
Sanford Solomon Columbus, OH, USA	USA	121,127 Common	6.85%			
Richard Berthy South Portland, ME, USA	USA	130,285 Common	7.37%			

Zenios Zenios  
Delaware, OH, USA

USA

134,879  
Common

7.63%

**Form FR Y-6**  
**Buckeye State Bancshares, Inc.**  
**Powell, Ohio**  
**December 31, 2021**

**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  Partner - SCubed	2.42%	N/A	JH Benefits, Ltd. 100%  Qualified Plan Distributors (dba QPA) 100%  Marley and Marley 50%  SCubed 33%
Shawn Keller Dublin, OH, USA	N/A	Director President	Director, CEO, President Buckeye State Bank	Partner – Scubed	0.33%	N/A	SCubed 33%
Jim Frazier Powell, OH, USA	Financial Advisor	Director	Director Buckeye State Bank	Managing Director-- Frazier Financial Advisors, LLC	1.79%	N/A	Frazier Financial Advisors, LLC 100%
Kathy Kolich Uniontown OH, USA	Lawyer	Director	Director Buckeye State Bank	Managing Member-- Kolich and Associates LLC	0.84%	N/A	Kolich and Associates LLC 100%
Michael Riedelbach Ostrander, OH, US	Retired	Director	Director Buckeye StateBank	N/A	1.67%	N/A	N/A

**Form FR Y-6**  
**Buckeye State Bancshares, Inc.**  
**Powell, Ohio**  
**December 31, 2021**

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

William Ruse Findlay, OH, USA	Business Owner	Director	Director Buckeye State Bank	Co-Founder and Secretary Treasurer– Creative Solutions Enterprises LLC	1.71%	N/A	Creative Solutions Enterprises LLC 100%
Zenios Zenios Delaware, OH, USA	Real Estate Development	Director	Director Buckeye State Bank	Real Estate Developer	7.63%	N/A	See Attached List
George Bavelis Boca Raton, FL, USA	Investor	Director	Director Buckeye State Bank	Investor	14.65%	N/A	See Attached List
Richard Berthy Portland, ME USA	Business Owner	Director	N/A	Founder & CEO Foreside Financial Group, LLC	7.37%	N/A	N/A
Buckeye State Bank ESOP Powell, Ohio USA	N/A	N/A	N/A	N/A	14.68%**	N/A	N/A

**\*\*Note:** Although the Buckeye State Bank ESOP is not a director or officer of the holding company, information must be provided because it is considered a "principal securities holder" of the holding company.

Buckeye State Bancshares, Inc.  
 Addendum to 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 subs)	(4)(c) List of names of companies if 25% of voting securities held (List names & percentages of voting securities held)
Zenios Zenios Delaware, OH USA	Real Estate Development	Director	Director Buckeye State Bank	Real Estate Developer (for all listed businesses)	7.63%	n/a	3 Pillar Homes, LLC - 100% Zenios Investments, LLC - 100% Zenios Properties 50 S. Liberty 925 N. State Street, LLC - 51% Zenios Holdings Evans Farm, LLC - 100% 3 Pillar Lot Holdings, LLC - 100% Zenios Properties 75 N. Liberty, LLC - 100% Zenios Holdings Henderson, LLC - 100% Zenios Construction, LLC - 100% BZ Realty, LLC - 50% Bavelis Zenios Development, LLC - 40%



Buckeye State Bancshares, Inc.  
Addendum to 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 subs)	(4)(c) List of names of companies if 25% of voting securities held (List names & percentages of voting securities held)
George Bavelis Boca Raton, FL USA	Investor	Director	Director Buckeye State Bank	Investor	14.65%	n/a	
				Managing Member ABA, LLC			ABA, LLC - 70%
				General Partner Aby Properties			Aby Properties - 33.3%
				General Partner Apex Company			Apex Company - 30%
				Managing Member Argo Properties, LLC			Argo Properties, LLC - 25%
				General Partner 110 Bacon			110 Bacon - 100%
				Sole Proprietor 110 Commons, LLC			110 Commons, LLC - 100%
				Managing Member BZ Evans I			BZ Evans I - 50%
				Managing Member BZ Evans II			BZ Evans II - 50%
				Managing Member BZ Realty, LLC			BZ Realty, LLC - 50%
				Managing Member Bavelis Zenios Development, LLC			Bavelis Zenios Development, LLC - 40%
				Sole Proprietor Central State Realty			Central State Realty - 100%
				General Partner Compumatics Company			Compumatics Company - 25%
				Managing Member EOS Energy			EOS Energy - 55%
				Managing Member ESO Realty			ESO Realty - 55%
				General Partner Epic Properties, LLC			Epic Properties, LLC - 35%
				General Partner Evelpis Properties			Evelpis Properties - 40%
				Managing Member GAB Evans			GAB Evans - 55%
				Sole Proprietor GAB Trust			GAB Trust - 100%
				General Partner Genesis Properties			Genesis Properties - 52.5%
				Managing Member GMAQ, LLC			GMAQ, LLC - 50%
				General Partner Gramco Properties			Gramco Properties - 40%

Managing Member  
Magna National Realty, LLC  
Managing Member  
Panoramic Properties, LLC  
President  
Pella Company, Inc.  
General Partner  
Phoenix Properties  
General Partner  
Riverfront Apartments Co.  
General Partner  
Sigma Properties  
General Partner  
Shoert North Development Co.  
General Partner  
Skyline Properties

Magna National Realty, LLC - 33.3%  
Panoramic Properties, LLC - 26.7%  
Pella Company, Inc. - 25%  
Phoenix Properties - 33.3%  
Riverfront Apartments Co. - 45%  
Sigma Properties - 30%  
Short North Development Co. - 33%  
Skyline Properties - 35%