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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Rec'd 8/14/23
RSSD 531478

Report at the close of business as of the end of fiscal year

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5385, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3108(a) and 3108(a)). 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, 2022

Month / Day / Year

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

N/A

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

08/07/2023

Date of Signature

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		<input type="checkbox"/>
2. a letter justifying this request has been provided separately ...		<input type="checkbox"/>
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filling all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Results: A list of branches for your holding company: BUCKEYE STATE BANCSHARES (NC [5314748] of POWELL, OH.
 The data are as of 12/31/2022. Data reflects information that was received and processed through 01/10/2023.

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	12/31/2022	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	12/31/2022	Full Service	978417		UPPER ARLINGTON/ GRANDVIEW OFFICE	1885 NORTHWEST BLVD.	COLUMBUS	OH	43212	FRANKLIN	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2022	Limited Service	5382260		DEGRAFF OFFICE	101 NORTH MAIN STREET	DEGRAFF	OH	43318	LOGAN	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2022	Full Service	5589087		PERRYSBURG OFFICE	12301 ECKEL JUNCTION RD SUITE 100	PERRYSBURG	OH	43537	WOOD	UNITED STATES	Not Required	Not Required	BUCKEYE STATE BANK	870913	
OK	12/31/2022	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, 2022

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 12-31-22

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 12-31-22

(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) Trustees are: John Kirksey Powell, OH, USA	USA	352,332 Common 16.21%	Not Applicable		
Kevin Rahe Toledo, OH, USA	USA				
Stanley Jackson Westerville, OH, USA	USA				
George Bavelis Boca Raton, FL, USA	USA	334,128 Common 15.37%			
Sanford Solomon Columbus, OH, USA	USA	146,127 Common 6.72%			
Richard Berthy South Portland, ME, USA	USA	230,285 Common 10.59%			

Zenios Zenios
Delaware, OH, USA

USA

184,879
Common

8.51%

Form FR Y-6
Buckeye State Bancshares, Inc.
Powell, Ohio
December 31, 2022

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 Powell, OH, USA	JH Benefits	Director Chairman	Director Chairman Buckeye State Bank	President – JH Benefits, Ltd. Principal – Qualified Plan Distributors (dba QPA)	2.10%	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	0.34%	N/A	SCubed 33%
Jim Frazier Powell, OH, USA	Financial Advisor	Director	Director Buckeye State Bank	N/A	1.39%	N/A	
Kathy Kolich Uniontown, OH, USA	Lawyer	Director	Director Buckeye State Bank	Sole Owner – K2 Energy Advisors, LLC	0.68%	N/A	K2 Energy Advisors, LLC 100%
Michael Riedelbach Ostrander, OH, USA	Retired	Director	Director Buckeye State Bank	N/A	1.36%	N/A	N/A

Form FR Y-6
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Powell, Ohio
December 31, 2022

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

Pam Kirk Dublin, OH, USA	Realtor	N/A	Director Buckeye State Bank	Realtor – R/E Max Premier Choice	0.40%	N/A	N/A
Zenios Zenios Delaware, OH, USA	Real Estate Development	Director	Director Buckeye State Bank	Owner & CEO of 3 Pillar Homes	8.51%	N/A	See Attached List
George Bavelis Boca Raton, FL, USA	Investor	Director	Director Buckeye State Bank	Investor	15.37%	N/A	See Attached List
Richard Berthy Livingston, MT USA	Business Owner	Director	N/A	Founder & Chairman – Big Sky Trust Company	10.59%	N/A	N/A
Steve Wathen Hilliard, OH USA	Commercial Real Estate	N/A	Director Buckeye State Bank	CEO – Equity Construction Solutions, LLC CEO – Equity LLC	1.15%	N/A	See Attached List
Buckeye State Bank ESOP Powell, Ohio USA	N/A	N/A	N/A	N/A	16.21%**	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) 3 Pillar Homes, LLC Zenios Investments, LLC Zenios Properties 50 S. Liberty 925 N. State Street, LLC Zenios Holdings Evans Farm, LLC 3 Pillar Lot Holdings, LLC Zenios Properties 75 N. Liberty, LLC Zenios Holdings Henderson, LLC Zenios Construction, LLC BZ Realty, LLC EOS Royalty Override Zenios Construction, LLC Zenios Property Management, LLC Zeba Realty, LLC	7.63%	n/a	3 Pillar Homes, LLC - 100% Zenios Investments, LLC - 100% Zenios Properties 50 S. Liberty - 51% 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% EOS Royalty Override - 100% Zenios Construction, LLC - 100% Zenios Property Management, LLC - 100% Zeba Realty, LLC - 50%

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 Managing Member ABA, LLC General Partner Aby Properties General Partner Apex Company Managing Member Argo Properties, LLC General Partner 110 Bacon Sole Proprietor 110 Commons, LLC Managing Member BZ Evans I Managing Member BZ Evans II Managing Member BZ Realty, LLC Managing Member Bavelis Zenios Development, LLC Sole Proprietor Central State Realty General Partner Compumatics Company Managing Member EOS Energy Managing Member ESO Realty General Partner Epic Properties, LLC General Partner Evelpis Properties Managing Member Floho Financial, LLC Managing Member GAB Evans Sole Proprietor GAB Trust General Partner Genesis Properties Managing Member GMAQ, LLC	14.65%	n/a	ABA, LLC - 70% Aby Properties - 33.3% Apex Company - 30% Argo Properties, LLC - 25% 110 Bacon - 100% 110 Commons, LLC - 100% BZ Evans I - 50% BZ Evans II - 50% BZ Realty, LLC - 50% Bavelis Zenios Development, LLC - 40% Central State Realty - 100% Compumatics Company - 25% EOS Energy - 55% ESO Realty - 50% Epic Properties, LLC - 35% Evelpis Properties - 40% Floho Financial, LLC - 100% GAB Evans - 55% GAB Trust - 100% Genesis Properties - 52.5% GMAQ, LLC - 50%

General Partner	
Gramco Properties	Gramco Properties - 40%
Managing Member	
Magna National Realty, LLC	Magna National Realty, LLC - 33.3%
Managing Member	
Panoramic Properties, LLC	Panoramic Properties, LLC - 26.7%
President	
Pella Company, Inc.	Pella Company, Inc. - 25%
General Partner	
Phoenix Properties	Phoenix Properties - 33.3%
General Partner	
Riverfront Apartments Co.	Riverfront Apartments Co. - 45%
General Partner	
Sigma Properties	Sigma Properties - 30%
General Partner	
Short North Development Co.	Short North Development Co. - 33%
General Partner	
Skyline Properties	Skyline Properties - 35%
General Partner	
ZEBA, LLC	ZEBA, LLC - 50%

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)
Steve Warthen Hilliard, OH USA	Commercial Real Estate	N/A	Director Buckeye State Bank	Owner/Investor (for all listed businesses) Equity Construction Solutions, LLC Equity, LLC Hedge, LLC Leverage, LLC Gourmet Fresh, LLC Watersedge, LLC Spirit Avionics, Inc. Joule, LLC Wathen Family Holdings Equity Velocity Funds FW Investments, LLC	1.15%	N/A	Equity Construction Solutions, LLC - 100% Equity, LLC - 100% Hedge, LLC - 100% Leverage, LLC - 100% Gourmet Fresh, LLC - 100% Watersedge, LLC - 100% Spirit Avionics, Inc. - 100% Joule, LLC - 100% Wathen Family Holdings - 100% Equity Velocity Funds - 100% FW Investments, LLC - 100%