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 61a); and sections 113, 165, 312, 618, and 806 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.

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.

J. 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.

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

Date of Signature
For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
- [X] 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, 2016
Month / Day / Year
N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

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

Is confidential treatment requested for any portion of this report submission? [ ] No [ ] 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
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 can be submitted in a hardcopy format or via the FR Y-10 Online application: https://FRonline.federalreserve.gov.

*FDIC UNICUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNICUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3360907</td>
<td>Benchmark Bank</td>
<td>46 E BEECHER RD</td>
<td>GAHANNA</td>
<td>OH</td>
<td>43740</td>
<td>Franklin</td>
<td>United States</td>
<td>432310</td>
<td>0</td>
<td>Benchmark Bank</td>
<td>3360907</td>
<td>Benchmark Bank</td>
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<td>OK</td>
<td></td>
<td>Full Service</td>
<td>41659130</td>
<td>Westerville Branch</td>
<td>46 POLARIS PKWY</td>
<td>WESTERVILLE</td>
<td>OH</td>
<td>43081</td>
<td>Franklin</td>
<td>United States</td>
<td>511428</td>
<td>1</td>
<td>Benchmark Bank</td>
<td>3360907</td>
<td>Benchmark Bank</td>
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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:

![Organizational Chart]

b) Full Service Branch Listing: No changes/corrections in fiscal year.

3. 1.) Security Holders with ownership control or holdings of 5% or 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
<table>
<thead>
<tr>
<th>Name</th>
<th>City, State</th>
<th>1</th>
<th>2 (a) Title/ Position at HC</th>
<th>3 (b) Title/ Position at Sub</th>
<th>3 (c) Title/ Position at other comp</th>
<th>4 (a) % of Voting Shares at HC</th>
<th>4 (b) % of Voting Share at Sub</th>
<th>4 (c) Companies where greater than 25% ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jerry Caldwell</td>
<td>New Albany, Ohio</td>
<td>N/A</td>
<td>CEO</td>
<td>CEO/ President</td>
<td>Vice President</td>
<td>4.03% N/A</td>
<td>N/A</td>
<td>New Colony Holdings Corp (50%)</td>
</tr>
<tr>
<td>Ingrid Phillips</td>
<td>Westerville, Ohio</td>
<td>N/A</td>
<td>CFO</td>
<td>CFO/ COO</td>
<td>N/A</td>
<td>0.48% N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Terry Rohlfing</td>
<td>Asheville, NC</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>1.61% N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Vincent Romanelli</td>
<td>Westerville, Ohio</td>
<td>Romanelli and Hughes Building Company</td>
<td>Director</td>
<td>Director</td>
<td>VP and General Manager</td>
<td>1.64% N/A</td>
<td>N/A</td>
<td>See attached listing (A)</td>
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<tr>
<td>Edward Bacome</td>
<td>Dublin, OH</td>
<td>Epcon Communities</td>
<td>Director</td>
<td>Director</td>
<td>CEO Member President</td>
<td>1.12% N/A</td>
<td>N/A</td>
<td>Epcon Communities (50%)</td>
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<td></td>
<td></td>
<td>CEO</td>
<td></td>
<td></td>
<td>Epcon Communities (50%)</td>
</tr>
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<td></td>
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<td></td>
<td>CEO</td>
<td></td>
<td></td>
<td>Epcon Communities Franchising (50%)</td>
</tr>
<tr>
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<td></td>
<td>CEO</td>
<td></td>
<td></td>
<td>Epcon Properties (50%)</td>
</tr>
<tr>
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<td></td>
<td>CEO</td>
<td></td>
<td></td>
<td>Epcon Realty (50%)</td>
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<tr>
<td>Victor Wolfe</td>
<td>Gahanna, Ohio</td>
<td>Ohio Insurance Advisors</td>
<td>Director</td>
<td>Director</td>
<td>Owner</td>
<td>0.32% N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Jeffrey Woda</td>
<td>Upper Arlington, OH</td>
<td>The Woda Group, LLC</td>
<td>Director</td>
<td>Director</td>
<td>Owner</td>
<td>12.74% N/A</td>
<td>N/A</td>
<td>See attached listing (B)</td>
</tr>
<tr>
<td>David Cooper</td>
<td>Gahanna, OH</td>
<td>The Woda Group, LLC</td>
<td>Director</td>
<td>Director</td>
<td>Owner and General Counsel</td>
<td>12.74% N/A</td>
<td>N/A</td>
<td>See attached listing (C)</td>
</tr>
<tr>
<td>R. Barth Kallmerten</td>
<td>Blacklick, OH</td>
<td>N/A</td>
<td>CCO</td>
<td>N/A</td>
<td>N/A</td>
<td>0.32% N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Brian T. Kelleher</td>
<td>Columbus, OH</td>
<td>JLL Capital Markets</td>
<td>Director</td>
<td>Managing Member</td>
<td>Managing Member</td>
<td>6.42% N/A</td>
<td>N/A</td>
<td>Hilltop 6209, LLC (100%)</td>
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<td>Hilltop Clairedan (50%)</td>
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</tbody>
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