

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 MAR 25 P 2:09

STATISTICS & ANALYSIS  
DEPARTMENT

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

I, 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:

- ☐ 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.

3927304

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Benchmark Bancorp

Legal Title of Holding Company

461 Beecher Rd.

(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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

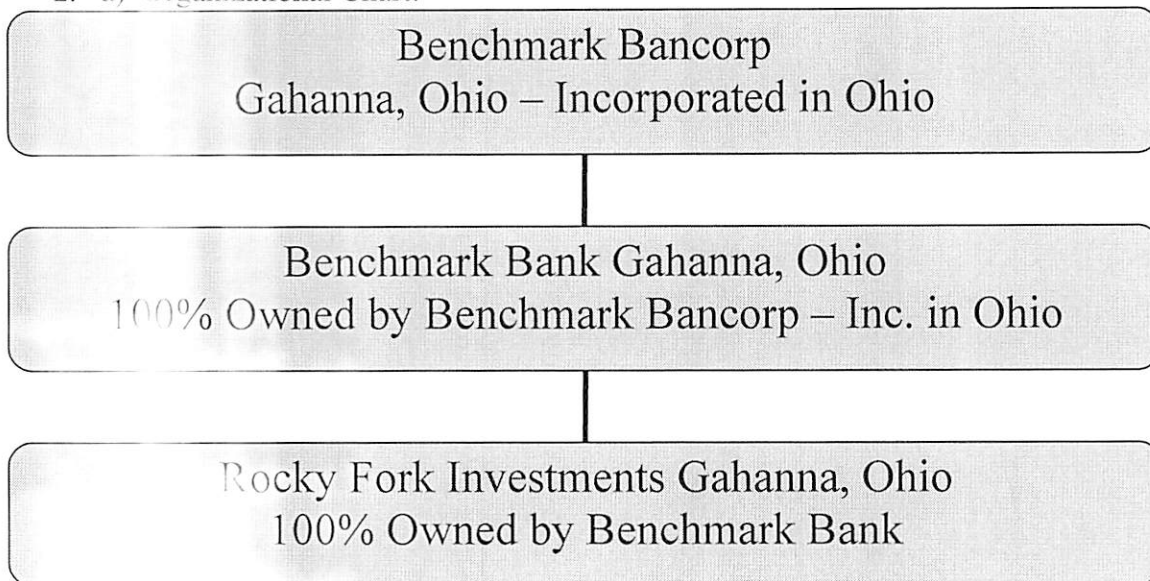
☒ No

Benchmark Bancorp, Gahanna, Ohio  
Fiscal Year Ending 12/31/2013

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:



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

3. 1.) Security Holders with ownership control or holdings of 5% of more with power to vote as of fiscal year ending 12/31/13:
  - a. Jerry Caldwell, Blacklick, Ohio
    - i. USA
    - ii. 125,875 – 5.20% common stock; 25,000 options on common stock; 10,000 warrants on common stock
  - b. Jeffrey Woda, Upper Arlington, Ohio
    - i. USA
    - ii. 171,189 – 7.07% common stock; 13,750 warrants on common stock
  - c. David Cooper, Gahanna, Ohio
    - i. USA
    - ii. 171,189 – 7.07% common stock; 13,750 warrants on common stock
  - d. Brian Kelleher, Columbus, Ohio
    - i. USA
    - ii. 200,000 – 8.18% common stock; 100,000 warrants on common stock

3. 2.) A- No Additional Shareholders

**Results:** A list of branches for your depository institution: BENCHMARK BANK (ID\_RSSD: 3369007).  
This depository institution is held by BENCHMARK BANCORP, INC. (3927304) of GAHANNA, OH.  
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

#### 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)	3369007	BENCHMARK BANK	461 BEECHER ROAD	GAHANNA	OH	43230	FRANKLIN	UNITED STATES	432370	0	BENCHMARK BANK	3369007	
OK		Full Service	4163930	WESTERVILLE BRANCH	468 POLARIS PKWY	WESTERVILLE	OH	43082	FRANKLIN	UNITED STATES	511428	1	BENCHMARK BANK	3369007	

Benchmark Bancorp  
Report Item 4: Insiders

Name City, State	1 Occupation not at HC	2 3 (a) Title/ Position at HC	3 (b) Title/ Position at Sub	3 (c) Title/ Position at other comp	4 (a) % of Voting Shares at HC	4 (b) % of Voting Share at Sub	4 (c) Companies where greater than 25% ownership
Jerry Caldwell New Albany, Ohio	N/A	CEO	CEO/ President	Vice President	5.20%	N/A	New Colony Holdings Corp (50%)
Ingrid Phillips Westerville, Ohio	N/A	CFO	CFO/ COO	N/A	0.62%	N/A	N/A
Terry Rohlfing Hilton Head, SC	Retired	Director	Director		2.08%	N/A	N/A
Vincent Romanelli Westerville, Ohio	Romanelli and Hughes Building Company	Director	Director	VP and General Manager	2.11%	N/A	See attached listing (A)
Edward Bacome Dublin, OH	Epcon Communities	Director	Director	CEO Member President CEO CEO	1.24%	N/A	Epcon Communities (50%) Epcon Communities Carolinas (50%) Epcon Franchising (50%) Epcon Properties (50%) Epcon Realty (50%)
Victor Wolfe Gahanna, Ohio	Ohio Insurance Advisors	Director	Director	Owner	0.41%	N/A	Ohio Insurance Advisors (100%)
Jeffrey Woda Upper Arlington, OH	The Woda Group, LLC	Director	Director	Owner	7.07%	N/A	See attached listing (B)
David Cooper New Albany, Ohio	The Woda Group, LLC	Director	Director	Owner and General Counsel	7.07%	N/A	See attached listing (C)
R. Barth Kalimerten	N/A	N/A	CCO	N/A	0.00%	N/A	N/A



A

VINCENT ROMANELLI									
					Entity Type	Position		Ownership	
Company Name					Type	Held		%	
Romanelli & Hughes Building Company					S-Corp	Shareholder		50.00%	
Northgate Commercial Center					Partnership	General Partner		50.00%	
Vinda, Ltd					Partnership	General Partner		50.00%	
Sunbury Plaza Limited Partnership					Limited Ptship	General Partner		25.00%	
Vinmar Investments Limited					LLC/Partnership	Member		50.00%	
Sunbury Mills Plaza, LLC					LLC/Partnership	Member		24.10%	
New Albany Links Golf Course Company, Ltd					LLC/Partnership	Member		23.00%	
Tanglewood Golf Course Company, Inc.					S-Corp	Shareholder		24.00%	
Olentangy Retail, LLC					LLC/Partnership	Member		33.33%	
Walnut Grove Estates, Inc.					S-Corp	Shareholder		30.00%	
Pollock Venture, LLC					LLC/Partnership	Member		24.00%	
Keller Pines, LLC					LLC/Partnership	Member		33.33%	
Tartan Ridge, LLC					LLC/Partnership	Member		10.72%	
Romanelli Schrock Road Investments, LLC					Singel Member LLC	Sole Member		100.00%	
Vittoria Ristorante, LLC					LLC/Partnership	Member		50.00%	
Romanelli Sunbury Group, LLC					LLC/Partnership	Member		48.20%	
Wynstone Development Company					Partnership	General Partner		50.00%	
R&S Taylor Road, LLC					LLC/Partnership	Member		50.00%	
Trivium Development, LLC					LLC/Partnership	Member		50.00%	

Entity Information  
The Woda Group, LLC and Affiliates  
12/23/2013

B

Entity	Entity Type	Partner/Member/Shareholder - %
Accent Property, LLC	LLC	Jeffrey J. Woda 66.00%
Beverly Hills Housing, LLC	LLC	Jeffrey J. Woda 29.50%
BRJ Consulting, Inc.	C Corp.	Jeffrey J. Woda 24.40%
C & W Holdings, LLC	LLC	Jeffrey J. Woda 50.00%
Loan One Capital Corp.	C- Corp	Jeffrey J. Woda 50.00%
Muskingum Development Corp.	C Corp.	Jeffrey J. Woda 49.02%
Muskingum Management Group, Inc.	C Corp.	Jeffrey J. Woda 49.02%
NKCW AEROCO, LLC	LLC	Jeffrey J. Woda/David Cooper 20.24%
Ohio Dutch Ridge, LLC	LLC	Jeffrey J. Woda 100.00%
P.C.I Design Group, Inc.	C Corp.	Jeffrey J. Woda 49.00%
Perry Junction City, LLC	LLC	Jeffrey J. Woda 100.00%
Pike Clough Commons, LLC	LLC	Jeffrey J. Woda 100.00%
Seamark Investments, LLC	LLC	Jeffrey J. Woda 33.33%
The Woda Group, Inc.	S-Corp.	Jeffrey J. Woda 51.00%
Tiger Equipment Sales and Rentals, LLC	LLC	Jeffrey J. Woda 80.00%
Woda Cooper Communities, LLC	LLC	Jeffrey J. Woda 51.00%
Woda Cooper Holdings, LLC	LLC	Jeffrey J. Woda 51.00%
Woda Housing of IN, LLC	LLC	Jeffrey J. Woda 51.00%
Woda Investor Member, LLC	LLC	Jeffrey J. Woda 51.00%
Woda Partners I, Inc.	S-Corp.	Jeffrey J. Woda 46.67%

Entity Information  
The Woda Group, LLC and Affiliates  
12/23/2013

C

Entity	Entity Type	Partner/Member/Shareholder - %	
Beverly Hills Housing, LLC	LLC	David Cooper	20.00%
BRJ Consulting, Inc.	C Corp.	David Cooper	24.40%
C & W Holdings, LLC	LLC	David Cooper	50.00%
Loan One Capital Corp.	C- Corp	David Cooper	50.00%
Management One Services Inc.	Inc.	David Cooper	5.00%
Muskingum Development Corp.	C Corp.	David Cooper	1.96%
NKCW AEROCO, LLC	LLC	Woda/Cooper Member	20.24%
The Woda Group, Inc.	Scorp	David Cooper	49.00%
Woda Cooper Communities, LLC	LLC	David Cooper	49.00%
Woda Cooper Holdings, LLC	LLC	David Cooper	49.00%
Woda Housing of IN, LLC	LLC	David Cooper	44.00%
Woda Investor Member, LLC	LLC	David Cooper	49.00%
Woda Partners I, Inc.	S-Corp.	David Cooper	46.67%