

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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 3927304  
C.I.

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2014

Month / Day / Year

N/A

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

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."

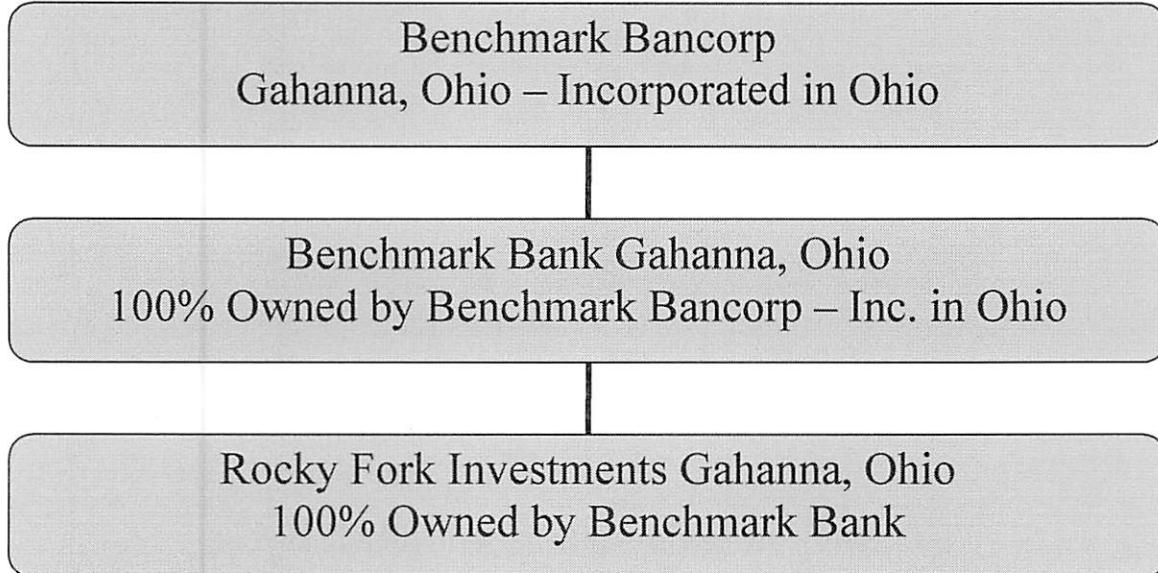
☒ No

Benchmark Bancorp, Gahanna, Ohio  
Fiscal Year Ending 12/31/2014

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:



b) Full 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 12/31/14:
  - a. Jeffrey Woda, Upper Arlington, Ohio
    - i. USA
    - ii. 266,089 – 9.37% common stock; 13,750 warrants on common stock
  - b. David Cooper, Gahanna, Ohio
    - i. USA
    - ii. 253,689 – 8.93% common stock; 19,250 warrants on common stock
  - c. Brian Kelleher, Columbus, Ohio
    - i. USA
    - ii. 200,000 – 7.04% common stock; 100,000 warrants on common stock

**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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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	

*Submitted early via email.*

Benchmark Bancorp  
Report Item 4: Insiders

Name City, State	<sup>1</sup> Occupation not at HC	<sup>2</sup> <sup>3</sup> (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	4.42%	N/A	New Colony Holdings Corp (50%)
Ingrid Phillips Westerville, Ohio	N/A	CFO	CFO/ COO	N/A	0.53%	N/A	N/A
Terry Rohlfing Hilton Head, SC	Retired	Director	Director	N/A	1.77%	N/A	N/A
Vincent Romanelli Westerville, Ohio	Romanelli and Hughes Building Company	Director	Director	VP and General Manager	1.80%	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 Communities Franchising (50%) Epcon Properties (50%) Epcon Realty (50%)
Victor Wolfe Gahanna, Ohio	Ohio Insurance Advisors	Director	Director	Owner	0.35%	N/A	Ohio Insurance Advisors (100%)
Jeffrey Woda Upper Arlington, OH	The Woda Group, LLC	Director	Director	Owner	9.37%	N/A	See attached listing (B)
David Cooper New Albany, Ohio	The Woda Group, LLC	Director	Director	Owner and General Counsel	8.93%	N/A	See attached listing (C)
R. Barth Kallmerten Blacklick, OH	N/A	N/A	CCO	N/A	0.35%	N/A	N/A
Brian T. Kelleher Columbus, OH	Oakgrove Capital	Director	Director	Managing Member Managing Member	7.04%	N/A	Hilltop 6209, LLC (100%) Hilltop Clairedan (50%)

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VINCENT ROMANELLI									
Company Name				Entity Type	Position Held	Ownership %			
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%			
OUT	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%			
OUT	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%			
ROMANELLI TARTAN INVESTMENTS LLC				LLC/Partnership	MEMBER	30.00%			
NEW ERA GOLF OHIO BT INC				S-CORP	SHAREHOLDER	16.67%			
NEW ERA GOLF OHIO RAL INC				S-CORP	SHAREHOLDER	16.67%			
NEW ERA GOLF OHIO NAL INC				S-CORP	SHAREHOLDER	16.67%			
NEW ERA GOLF OHIO GCD INC				S-CORP	SHAREHOLDER	16.67%			

## Jeffrey J. Woda Ownership

As of 01/01/15

(B)

Entity	Entity Type	Percent Owned
Accent Property, LLC	LLC	66.00%
Beverly Hills Housing, LLC	LLC	34.99%
Bridgeview Greene GP, LLC	LLC	51.00%
BRJ Consulting, Inc.	C Corp.	24.40%
C & W Holdings, LLC	LLC	50.00%
Charters Cove GP, LLC	LLC	51.00%
Cheboygan Shores GP, LLC	LLC	51.00%
Crooked River GP, LLC	LLC	51.00%
Loan One Capital Corp.	C- Corp	50.00%
Muskingum Development Corp.	C Corp.	49.02%
Muskingum Management Group, Inc.	C Corp.	49.02%
New Castle Equity Fund of OH, LLC	LLC	34.00%
NKCW AEROCO, LLC	LLC	20.24%
Ohio Dutch Ridge, LLC	LLC	100.00%
Olde Mill GP, LLC	LLC	51.00%
P.C.I Design Group, Inc.	C Corp.	49.00%
Perry Junction City, LLC	LLC	100.00%
Pike Clough Commons, LLC	LLC	100.00%
Seamark Investments, LLC	LLC	33.33%
The Woda Group, Inc.	S-Corp.	51.00%
Tiger Equipment Sales and Rentals, LLC	LLC	80.00%
Windjammer Greene GP, LLC	LLC	51.00%
Woda Cooper Communities, LLC	LLC	51.00%
Woda Cooper Holdings, LLC	LLC	51.00%
Woda Housing of IN, LLC	LLC	51.00%
Woda Investor Member, LLC	LLC	51.00%
Woda Partners I, Inc.	S-Corp.	46.67%
Wood Creek GP, LLC	LLC	51.00%

David Cooper, Jr. Ownership

As of 01/01/15

C

Entity	Entity Type	Percent Owned
Beverly Hills Housing, LLC	LLC	20.00%
Bridgeview Greene GP, LLC	LLC	49.00%
BRJ Consulting, Inc.	C Corp.	24.40%
C & W Holdings, LLC	LLC	50.00%
Charters Cove GP, LLC	LLC	49.00%
Cheboygan Shores GP, LLC	LLC	49.00%
Crooked River GP, LLC	LLC	49.00%
Loan One Capital Corp.	C- Corp	50.00%
Management One Services	C- Corp	5.00%
Muskingum Development Corp.	C Corp.	5.00%
Muskingum Management Group, Inc.	C Corp.	1.96%
New Castle Equity Fund of OH, LLC	LLC	33.00%
NKCW AEROCO, LLC	LLC	20.24%
Olde Mill GP, LLC	LLC	49.00%
The Woda Group, Inc.	S-Corp.	49.00%
Windjammer Greene GP, LLC	LLC	49.00%
Woda Cooper Communities, LLC	LLC	49.00%
Woda Cooper Holdings, LLC	LLC	49.00%
Woda Housing of IN, LLC	LLC	49.00%
Woda Investor Member, LLC	LLC	49.00%
Woda Partners I, Inc.	S-Corp.	4.76%
Wood Creek GP, LLC	LLC	49.00%