Board of Governors of the Federal Reserve System



2016 MAR 21 AM 11: 18

RECEIVED

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)); 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	/ Cal	Idwel
1,0011	, ou	MAACI

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.

details in the report concerning that individual.
Churt Callell
Signature of Holding Company Director and Official
3/16/2016
Date of Signature
For holding companies <u>not</u> registered with the SEC— Indicate status of Annual Report to Shareholders:
is included with the FR Y-6 report
⋈ill be sent under separate cover
is not prepared
For Federal Reserve Bank Use Only
rssd id 3927304
CI

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

December 31, 2015

N/A

Month / Day / Year

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 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

Name

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."

 \times No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiar	y Holding Company		Legal Title of Subs	idiary Holding Company	
(Mailing Address of the	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if dif	ferent from mailing address)		Physical Location (if different from mailing address)	
Legal Title of Subsidiary	y Holding Company		Legal Title of Subsi	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	/) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diff	ferent from mailing address)		Physical Location (if different from mailing address)	
Legal Title of Subsidiary	y Holding Company		Legal Title of Subsi	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diff	ferent from mailing address)		Physical Location (if different from mailing address)	
Legal Title of Subsidiary	y Holding Company		Legal Title of Subsi	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diff	ferent from mailing address)		Physical Location (i	f different from mailing address)	

Benchmark Bancorp, Gahanna, Ohio Fiscal Year Ending 12/31/2015

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:

Benchmark Bancorp Gahanna, Ohio – Incorporated in Ohio (LEI-None)

Benchmark Bank Gahanna, Ohio (LEI-None) 100% Owned by Benchmark Bancorp – Inc. in Ohio

Rocky Fork Investments Gahanna, Ohio (LEI None) 100% Owned by Benchmark Bank (Managing Partner)

- 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 12/31/15:
 - 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

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	4.03%	N/A	New Colony Holdings Corp (50%)
Ingrid Phillips Westerville, Ohio	N/A	CFO	CFO/ COO	N/A	0.48%	5 N/A	N/A
Terry Rohlfing Asheville, NC	Retired	Director	Director	N/A	1.61%	N/A	N/A
Vincent Romanelli Westerville, Ohio	Romanelli and Hughes Building Company	Director	Director	VP and General Manager	1.64%	S N/A	See attached listing (A)
Edward Bacome Dublin, OH	Epcon Communities	Director	Director	CEO Member President CEO CEO	1.12%	5 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	0.32%	S N/A	N/A
Jeffrey Woda Upper Arlington, OH	The Woda Group, LLC	Director	Director	Owner	12.74%	5 N/A	See attached listing (B)
David Cooper Gahanna, OH	The Woda Group, LLC	Director	Director	Owner and General Counsel	12.74%	6 N/A	See attached listing (C)
R. Barth Kallmerten Blacklick, OH	N/A	N/A	cco	N/A	0.32%	6 N/A	N/A
Brian T. Kelleher Columbus, OH	JLL Capital Markets	Director	Director	Managing Member Managing Member	6.42%	6 N/A	Hilltop 6209, LLC (100%) Hilltop Clairedan (50%)

	VINCENT ROMANELLI	(A)			
			Entity	Position	Ownership
	Company Name		Туре	Held	%
	Romanelli & Hughes Building Compa	ıny	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	
	Tanglewood Golf Course Company, In	nc.	S-Corp	Shareholder	24.10%
	Olentangy Retail, LLC		LLC/Partnership	Member	
	Walnut Grove Estates, Inc.		S-Corp	Shareholder	33.33%
	Pollock Venture, LLC		LLC/Partnership	Member	30.00%
77	Keller Pines, LLC		LLC/Partnership	Member	24.00%
	Tartan Ridge, LLC		LLC/Partnership	Member	33.33%
	Romanelli Schrock Road Investments	IIC	Singel Member LLC	Sole Member	25.00%
	Vittoria Ristorante, LLC	,	LLC/Partnership	Member Member	100.00%
	Romanelli Sunbury Group, LLC		LLC/Partnership		50.00%
	Wynstone Development Company		Partnership	Member	48.20%
****	R&S Taylor Road, LLC		LLC/Partnership	General Partner	50.00%
	Trivium Development, LLC			Member	50.00%
	New Era Golf Ohio BT, Inc		LLC/Partnership	Member	50.00%
	New Era Golf Ohio RA;, Inc		S-Corp	Shareholder	16.666
	New Era Golf Ohio NAL, Inc		S-Corp	Shareholder	16.666
~	New Era Golf Ohio GCD, Inc		S-Corp	Shareholder	16.666
	Romanelli State Street Apartments LL	_ +-	S-Corp	Shareholder	16.666
	GCR Development LLC		LLC/Partnership	Member	20.00%
	OCK DEVElopment LEC		LLC/Partnership	Member	50.00%
					

Jeffrey J. Woda Ownership

As of 01/01/16

Entity	Entity Type	Percent Owned
Beverly Hills Housing, LLC	LLC	34.99%
BRJ Consulting, Inc.	C Corp.	24.40%
C & W Holdings, LLC	LLC	50.00%
Loan One Capital Corp.	C- Corp	50.00%
Muskingum Development Corp.	C Corp.	49.02%
P.C.I Design Group, Inc.	C Corp.	49.00%
Powhatan Holdings, 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%
Woda Cooper Communities, LLC	LLC	51.00%
Woda Cooper Holdings, LLC	LLC	51.00%
Woda Investor Member, LLC	LLC	51.00%
Woda Partners I, Inc.	S-Corp.	46.67%

David Cooper, Jr. Ownership

As of 01/01/16

Entity	Entity Type P	ercent Owned
Beverly Hills Housing, LLC	LLC	20.00%
C & W Holdings, LLC	LLC	50.00%
Loan One Capital Corp.	C- Corp	50.00%
Muskingum Development Corp.	C Corp.	5.00%
The Woda Group, Inc.	S-Corp.	49.00%
Woda Cooper Communities, LLC	LLC	49.00%
Woda Cooper Holdings, LLC	LLC	49.00%
Woda Investor Member, LLC	LLC	49.00%
Woda Partners I, Inc.	S-Corp.	4.76%

Board of Governors of the Federal Reserve System

FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

Back To Head Office List

Back to Search 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 03/31/2016.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

O Download List to Excel Institutions: 1 to 2 of 2								2				
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*
Full Service (Head Office)	3369007	BENCHMARK BANK	461 BEECHER ROAD	GAHANNA	ОН	43230	FRANKLIN	UNITED STATES	432370	0	BENCHMARK BANK	3369007
Full Service	4163930	WESTERVILLE BRANCH	468 POLARIS PKWY	WESTERVILLE	ОН	43082	FRANKLIN	UNITED STATES	511428	1	BENCHMARK BANK	3369007
			*FDIC UNINU	JM, Office Nur	mber, a	nd ID_	RSSD colur	nns are for	reference only	. Verification	of these value	s is not require

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 03/31/2016. Data reflects information that was received and processed through 04

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 D Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or cl Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data A Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this s If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject li

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Sched The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - htt

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these va

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
ОК	F 1	Full Service (Head Office)	3369007	BENCHMARK BANK
ОК	fis .	Full Service	4163930	WESTERVILLE BRANCH

ata Action column and the date when this information first became valid in the **Effective Date** column osure date in the **Effective Date** column. **action** column.

Action column and the opening or acquisition date in the Effective Date column.

on, page scaling, and/or legal sized paper.

ite for more information. ne of the e-mail.

ules for each branch with a **Data Action** of **Change**, **Close**, **Delete**, or **Add**. ps://y10online.federalreserve.gov.

alues is not required.

Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*
461 BEECHER ROAD	GAHANNA	ОН	43230	FRANKLIN	UNITED STATES	432370
468 POLARIS PKWY	WESTERVILLE	ОН	43082	FRANKLIN	UNITED STATES	511428

Office Number*	Head Office	Head Office ID_RSSD*	Comments
0	BENCHMARK BANK	3369007	
1	BENCHMARK BANK	3369007	