

Board of Governors of the Federal Reserve System



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 611a); and sections 113, 165, 312, 618, and 809 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.

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.

I, **Samantha Abraham**

Name of the Holding Company Director and Official

Chief Financial Officer

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.

Samantha Abraham

Signature of Holding Company Director and Official

Date of Signature

3/30/2018

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. _____

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Buckeye Bancshares, Inc.

Legal Title of Holding Company

105 Sheffield Center

(Mailing Address of the Holding Company) Street / P.O. Box

Lorain

OH

44055

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Samantha Abraham

Chief Financial Officer

Name

Title

440-233-3934

Area Code / Phone Number / Extension

440-233-8804

Area Code / FAX Number

srabraham@buckeyebank.com

E-mail Address

Address (URL) for the Holding Company's web page

| | | |
|--|--------------------------|---|
| Is confidential treatment requested for any portion of this report submission? | 0=No 1=Yes | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| 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." | | |

Buckeye Community Bank
105 Sheffield Center
Lorain, OH 44055

Report Item 1(a): Form 10-K filed with the Securities and Exchange Commission

NO

Report Item 1(b): Annual reports to shareholders

YES, ANNUAL REPORTS ARE INCLUDED

Results: A list of branches for your holding company: **BUCKETE BANCESHARES, INC. (2836294) of LORAIN, OH.**
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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) | 2836306 | BUCKETE COMMUNITY BANK | 105 SHEFFIELD CENTER | LORAIN | OH | 44055 | LORAIN | UNITED STATES | Not Required | Not Required | BUCKETE COMMUNITY BANK | 2836306 | |
| OK | | Full Service | 3660236 | SHEFFIELD CENTER BRANCH | 105 SHEFFIELD CENTER | LORAIN | OH | 44055 | LORAIN | UNITED STATES | Not Required | Not Required | BUCKETE COMMUNITY BANK | 2836306 | |

Organizational Chart 12/31/17

Supplement to Org Chart

2a) N/A

2b) N/A

2c) N/A

2d) N/A

Buckeye Bancshares, Inc.
Lorain, Ohio
Incorporated in Ohio
Active

Buckeye Community Bank
Lorain, Ohio
Incorporated in Ohio
Active

100%

Buckeye Bancshares
Statutory Trust I
Lorain, Ohio
Incorporated in Ohio
Active

100%

*LEI none unless otherwise noted.

Buckeye Bancshares, Inc.
Form FR Y-6
December 31, 2017

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-17. | | Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-17. | | | |
|---|---|---|--|--|--|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country or Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country or Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Billy S. Rowland, Trustee of the Billy S. Rowland Revocable Trust dated 4/19/90 Vincent, OH, USA | USA | 87,281 8.89% | None | None | None |
| Lily & Florencio Yuzon Amherst, OH, USA | USA | 53,515 5.46% | | | |
| Benjamin & Sara Jane Norton Lorain, OH, USA | USA | 53,500 5.46% | | | |

Buckeye Bancshares, Inc.
Form FR Y-6
December 31, 2017

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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 percentage of voting securities held) |
|---|---|--|---|---|---|--|--|
| Charles Baumgartner Bay Village, OH | Attorney | Director/Secretary | N/A | Partner | 1.51% | N/A | Attached |
| Timothy McManamon Bay Village, OH | CPA | Director | N/A | Brouse McDowell Executive Managing Director | .42% | N/A | |
| Peter Corogin Vermilion, OH | President & CEO | Director | N/A | McManamon & Co President & CEO | 4.95% | N/A | |
| Jeffrey Kosman Avon, OH | President | Director | N/A | Lake Erie Electric President Comprehensive Oral & Maxillofacial Surgery | .26% | N/A | |
| Richard (Kim) Mulder Amherst, OH | President | Director | N/A | President | .78% | N/A | |
| James Park Amherst, OH | CPA | Director/Chairman | N/A | Star, Inc. President | 1.29% | N/A | |
| Joan Reidy Lorain, OH | President & CEO | Director | N/A | Park & Illenberger President & CEO Avon Oaks Caring Community | .05% | N/A | |
| Donel Sprenger Vermilion, OH | Retired | Director | N/A | Retired | .10% | N/A | |
| Bruce Stevens Avon Lake, OH | President & CEO, Buckeye Bank CEO | Director/President & CEO | N/A | Sprenger Enterprises President & CEO | .74% | N/A | |
| Richard West Lakewood, OH | CEO | Director | N/A | CEO West Development Group | .76% | N/A | |

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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 percentage of voting securities held) |
|---|---|--|---|---|---|--|--|
| Stephen Wright Sandusky, OH | N/A | Senior Vice President | Chief Lending Officer, Buckeye Bank | Chief Lending Officer | .61% | N/A | N/A |
| Benjamin Norton Avon, OH | N/A | Senior Vice President | Senior Vice President, Buckeye Bank | Chief Operating Officer | 3.16% | N/A | N/A |
| Samantha Abraham Elyria, OH | N/A | Senior Vice President | Chief Financial Officer Buckeye Bank | Chief Financial Officer | N/A | N/A | N/A |

Report Item 4: Directors and Officers**(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)****Attachment – 12-31-17**

| Director | Company | % Of Ownership |
|----------------------------------|--|-----------------------|
| Charles Baumgartner | N/A | N/A |
| Peter Corogin | 25730, Inc. | 40% |
| | Taylor Creek Camp Ltd | 50% |
| | Corogin Associates, Inc. | 34% |
| | Meade Creek Camp, Ltd | 25% |
| | Firelands Electric, Inc. | 73% |
| | Industrial Parkway Ltd | 50% |
| | Lake Erie Electric, Inc. | 79% |
| | Lake Erie Electric of Toledo | 67% |
| | LED Construction Services, Inc. | 50% |
| | Northern Lights of Vermilion, LLC | 25% |
| | Ontario Ltd. Co. | 51% |
| | RHB Limited Co. | 60% |
| Vermilion Associates Ltd. | 99% | |
| Vermilion Investment Company LLC | 25% | |
| Jeffrey Kosman | Comprehensive Oral & Maxillofacial Surgery | 100% |
| | Amherst Oral Surgery & Implant Center | 33% |
| | CLE Oral & Maxillofacial Surgery Westlake | 50% |
| | CLE OMS Lakewood / Rocky River | 100% |
| Timothy McManamon | McManamon & Co. LLC | 85% |
| | Lescott Properties | 100% |
| | TSM 47 LLC | 100% |
| Richard (Kim) Mulder | Star Builders Inc. | 95% |
| | Star, Inc. | 100% |
| | SSM Properties 1 LLC | 33% |
| | Mulder Family LLC | 100% |
| | M2W Properties | 33% |
| | Mise Properties | 89% |
| James Park | Park & Illenberger CPA's, Inc. | 80% |
| | Rowpark LLC | 50% |
| | PALF LLC | 34% |
| | Wings LLC | 25% |
| | P & I Partnership | 80% |
| Joan Reidy | R & J Investment Co. Inc. | 33% |
| | Reidy Family Limited | 33% |
| Donel Sprenger | N/A | N/A |
| Bruce Stevens | N/A | N/A |
| Richard West | Valensil | 100% |