

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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.

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

December 31, 2023

Month / Day / Year

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

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.

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

440-233-8814

Area Code / FAX Number

srabrahim@buckeyebank.com

E-mail Address

N/A

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

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

3/26/2024

Date of Signature

Is confidential treatment requested for any portion of this report submission? 0=No 1=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."

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Buckeye Bancshares, Inc.
Form FR Y-6
December 31, 2023

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 12-31-23.				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 12-31-23.		
(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 Revocable Trust Lorain, OH	USA	92,219	9.07%	None	None	None
Trilogy Investments, Inc. Ft. Lauderdale, FL	USA	30,000	2.95%			
Universal Equity Corporation Ft. Lauderdale, FL	USA	30,000	2.95%			
TOTAL		60,000	5.90%			
Peter Corogin Vermilion, OH, USA	USA	56,615	5.57%			
Benjamin G Norton Trust Benjamin G Norton & Sarah Jane Norton Co-Trustees Lorain, OH, USA	USA	28,229	2.78%			
Sara Jane Norton Trust Sarah Jane Norton & Benjamin G Norton Co-Trustees Lorain, OH, USA	USA	28,229	2.78%			
TOTAL		56,548	5.55%			
TOTAL OWNERSHIP		265,382	26.11%			

Buckeye Bancshares, Inc.
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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 USA	Attorney	Director/Secretary	N/A	Retired Brouse McDowell	1.09%	N/A	Attached
Peter Corogin Vermilion, OH USA	President & CEO	Director	N/A	President & CEO Lake Erie Electric	5.57%	N/A	
Jeffrey Kosman Avon, OH USA	President	Director	N/A	President Comprehensive Oral & Maxillofacial Surgery	.50%	N/A	
Joseph McAuliffe Westlake, OH USA	President	Director	N/A	President HRE86 Investments	.90%	N/A	
Timothy McManamon Avon Lake, OH USA	Retired CPA	Director	N/A	Former Executive Managing Director McManamon & Co	.43%	N/A	
Richard (Kim) Mulder Amherst, OH USA	CEO	Director	N/A	CEO Star Builders, Inc.	.91%	N/A	
Benjamin Norton Avon, OH USA	N/A	Director	President & CEO Buckeye Community Bank	N/A	4.13%	N/A	
Deborah O'Neill Avon Lake, OH USA	CFO	Director	N/A	Chief Financial Officer	0.15%	N/A	

				O'Neill Healthcare		
James Park Amherst, OH USA	CPA	Director/Chairman	N/A	President Park & Illenberger	3.04%	N/A
Bruce Stevens Avon Lake, OH USA	N/A	Director	Vice Chair Buckeye Community Bank	N/A	.89%	N/A
Richard West Lakewood, OH USA	CEO	Director	N/A	CEO RAWest Land Development	1.04%	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)
Paul Campagna Grafton, OH USA	N/A	Executive Vice President	Chief Lending Officer Buckeye Community Bank	N/A	.05	N/A	N/A
Samantha Abraham Amherst, OH USA	N/A	Executive Vice President	Chief Financial Officer/Chief Operations Officer Buckeye Community Bank	N/A	.07	N/A	N/A

<u>Director</u>	<u>Company</u>	<u>% Of Ownership</u>
Charles Baumgartner	N/A	N/A
Peter Corogin	25730, Inc.	40%
	Taylor Creek Camp Ltd	50%
	Chelsea Industrial, LLC	40%
	Corogin Associates, Inc.	34%
	Meade Creek Camp, Ltd	25%
	Industrial Parkway Ltd	50%
	Lake Erie Electric, Inc.	79%
	Lake Erie Electric of Toledo	67%
	Lakeview Ltd., Co.	51%
	LEE Construction Services, Inc.	52%
	Northern Lights of Vermilion, LLC	25%
	Ontario Ltd. Co.	51%
	RHB Limited Co.	75%
	Vermilion Associates Ltd.	99%
	Vermilion Investment Company LLC	25%
	Windsor/Detroit Ltd. Co.	35%
	Wings and Water Marsh	20%
Jeffrey Kosman	Comprehensive Oral & Maxillofacial Surgery	100%
	CLE OMS Lakewood / Rocky River	50%
	CLE OMS Parma	50%
	CLE OMS	100%
	OMS Properties	100%
Joseph McAuliffe	Precision Fittings LLC	47%
	PulHuk Partners LLC	50%
	Bazetta Steel Processing	27%
	Bazetta Group LLC	27%
	Omni Lakewood Ltd	27%
	Hawthorne Wire Services Ltd	27%
	Lake Erie Industries LLC	27%
	Misneach Holdings Ltd	27%
	HRE86 Investments LLC	51%
	Antrim Investments LLC	10%
	Riley Hospitality Group LLC	11.25%
	North Olmsted Hotel Group	4%
	Lock 15 Brewery	5%
	Desperate Enterprises Medina Group LLC	11.5%
	Granger Max Storage LLC	15%
	Walden Holdings South	15%
Timothy McManamon	Independent Stamping, Inc.	21%
	Lescott Properties, LLC	100%
Richard (Kim) Mulder	Star Builders Inc.	66.76%
	Mulder Family LLC	100%
	M2W Properties	33.3%
	Mise Properties	85%
Benjamin Norton	N/A	N/A
Deborah O'Neill	Carlow, LLC	51%
	Mill Ridge Subdivision LLC	65%
	Leinster Insurance Company, LTD	100%
	Rozajoten Company LLC	100%
James Park	Park & Illenberger CPA's, Inc.	80%
	Rowpark LLC	50%
	PALF LLC	34%
	Rowland Motors Inc.	19%
	Rowland Marietta Inc.	19%
	Wings LLC	100%
	P & I Partnership	80%
Bruce Stevens	N/A	N/A
Richard West	Valensil Technologies LLC	100%
	Valensil Holdings LLC	100%
	RAWest Land Development	100%