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.

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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Jerome F Bey III
Name of the Holding Company Director and Official
President/CEO/Director
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 relating to 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 251, 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
09/27/2019
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

RSSID ID
C.I.

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.

Date of Report (top-tier holding company's fiscal year-end):
June 30, 2019
Month / Day / Year:

N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code):

Reporter’s Name, Street, and Mailing Address

Versailles Financial Corporation
Legal Title of Holding Company

PO Box 92
Mailing Address of the Holding Company / Street / P.O. Box

Versailles
45380
City
State
Zip Code

10413 Kley Road, Versailles, OH
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Marisa K Kremer
Vice President/CFO
Name
Title

937-526-4515
Area Code / Phone Number / Extension

937-526-5048
Area Code / FAX Number

mkremer@versaillesfinancialcorp.com
E-mail Address

www.versaillesfinancialcorp.com
Address (URL) for the Holding Company’s web page

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

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... 0
☐

2. a letter justifying this request has been provided separately... 0
☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data and time 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.
Report Item

1: The savings and loan holding company prepares an annual report for its security holders and is not registered with the SEC. As specified by the responsible Reserve Bank, one copy is enclosed.

2a: Organizational Chart

```
Versailles Financial Corporation
Versailles, Ohio
LEI: N/A
Incorporated in Maryland

100%

Versailles Savings and Loan Company
Versailles, Ohio
LEI: N/A
Incorporated in Ohio
```

2b: Domestic branch listing provided to the Federal Reserve Bank.
Results: A list of branches for your depository institution: VERSAILLES SAVINGS AND LOAN COMPANY, THE (ID_RSSD: 402873).
This depository institution is held by VERSAILLES FINANCIAL CORPORATION (4151544) of VERSAILLES, OH.
The data are as of 06/30/2019. Data reflects information that was received and processed through 07/07/2019.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>402873</td>
<td>VERSAILLES SAVINGS AND LOAN COMPANY, THE</td>
<td>10413 KLEY ROAD</td>
<td>VERSAILLES</td>
<td>OH</td>
<td>45380</td>
<td>DARKE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VERSAILLES SAVINGS AND LOAN COMPANY, THE</td>
<td>402873</td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6-30-2019

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Edward L. Borchers (1)</td>
<td>USA</td>
<td>13,333 - 3.41% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Merrilyn G. Borchers (1)</td>
<td>USA</td>
<td>14,000 - 3.58% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Douglas Borchers (1)</td>
<td>USA</td>
<td>1,000 - 0.26% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David &amp; Nicole Borchers (1)</td>
<td>USA</td>
<td>5,000 - 1.28% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James C. Poeppelman (2)</td>
<td>USA</td>
<td>15,000 - 3.84% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Julia A Poeppelman (2)</td>
<td>USA</td>
<td>8,300 - 2.12% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Karen and Daniel Borchers (2)</td>
<td>USA</td>
<td>3,000 - 0.77% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Lisa Burk (2)</td>
<td>USA</td>
<td>3,500 - 0.90% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kevin Drees (3)</td>
<td>USA</td>
<td>17,000 - 4.35% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Lisa Drees (3)</td>
<td>USA</td>
<td>8,500 - 2.18% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6-30-2019

<table>
<thead>
<tr>
<th>Name, Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas P. Ahlers (4) Versailles, Ohio, USA</td>
<td>20,612 - 5.28% Common Stock</td>
</tr>
<tr>
<td>Randal and Jolene Ahlers (4) Fort Loramie, Ohio, USA</td>
<td>4,500 - 1.15% Common Stock</td>
</tr>
<tr>
<td>James and Amy Albers (4) Fort Loramie, Ohio, USA</td>
<td>5,500 - 1.41% Common Stock</td>
</tr>
<tr>
<td>Arthur and Julie Boring Versailles, Ohio, USA</td>
<td>25,000 - 6.40% Common Stock</td>
</tr>
<tr>
<td>Cede &amp; Co. New York, New York, USA</td>
<td>72,617 - 18.59% Common Stock</td>
</tr>
</tbody>
</table>

Securities holders 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 6-30-2019

<table>
<thead>
<tr>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
</tr>
</tbody>
</table>

Footnotes:
(1) Director Borchers family
(2) Director Poeppelman family
(3) Director Drees family
(4) Director Ahlers family
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c ), and (4)(a)(b)(c )

<table>
<thead>
<tr>
<th>(1) Name, City, State</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Subsidiaries (including names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List of 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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas Borchers</td>
<td>Manufacturing</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>8.53%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Russia, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James C. Poeppelman</td>
<td>Aggregates</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>7.63%</td>
<td>N/A</td>
<td>CF Poeppelman - 60% Pepco Leasing - 60% Poeppelman Aggregates - 50%</td>
</tr>
<tr>
<td>Versailles, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Douglas P. Ahlers</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Versailles, Ohio, USA</td>
<td></td>
<td>Chairman</td>
<td></td>
<td>7.84%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Kevin Drees</td>
<td>Residential Const.</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>6.53%</td>
<td>N/A</td>
<td>Urb Drees Constr - 100% KBK Development - 33%</td>
</tr>
<tr>
<td>Versailles, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Thomas L. Guilliozet</td>
<td>Lawyer</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>4.30%</td>
<td>N/A</td>
<td>Hanes Law Group - 25% Darke Co. Land Title - 25%</td>
</tr>
<tr>
<td>Piqua, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jerome F. Bey III</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td>N/A</td>
<td>2.49%</td>
<td>N/A</td>
</tr>
<tr>
<td>Versailles, Ohio, USA</td>
<td></td>
<td>President/CEO</td>
<td>Director (Versailles Savings and Loan Company)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marisa K. Kremer</td>
<td>N/A</td>
<td>Vice President/CFO</td>
<td>Vice President/CFO Corporate Secretary (Versailles Savings and Loan Company)</td>
<td>N/A</td>
<td>0.00%</td>
<td>N/A</td>
</tr>
<tr>
<td>Maria Stein, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cede &amp; Co.</td>
<td>N/A</td>
<td>N/A</td>
<td>Unknown (Versailles Savings and Loan Company)</td>
<td>18.59%</td>
<td>N/A</td>
<td>Unknown</td>
</tr>
<tr>
<td>New York, New York, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>