

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.

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 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 Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

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 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.

12/2022

Date of Report (top-tier holding company's fiscal year-end):
06/30/2024

Month / Day / Year

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 OH **45380**

City State Zip Code

10413 KLEY RD, VERSAILLES OH 45380

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

CHERYL M GEHRET VP & CFO

Name Title

937-526-4515

Area Code / Phone Number / Extension

937-525-5048

Area Code / FAX Number

CGEHRET@VERSAILLESSAVINGSBANK.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 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."

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.

Form FR Y-6
Versailles Financial Corporation
Fiscal Year Ending June 30, 2024

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

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Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6-30-2024			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 6-30-2024		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Edward L. Borchers ⁽¹⁾ Russia, Ohio, USA	USA	13,333 - 3.80% Common Stock	N/A	N/A	N/A
Douglas Borchers ⁽¹⁾ Russia, Ohio, USA	USA	15,000 - 4.28% Common Stock			
David & Nicole Borchers ⁽¹⁾ Houston, Ohio, USA	USA	5,000 - 1.43% Common Stock			
James C. Poeppelman ⁽²⁾ Versailles, Ohio, USA	USA	15,000 - 4.28% Common Stock			
Julia A. Poeppelman ⁽²⁾ Versailles, Ohio, USA	USA	7,500 - 2.14% Common Stock			
Matthew and Diana Poeppelman ⁽²⁾ Versailles, Ohio, USA	USA	400 - 0.11% Common Stock			
Karen and Daniel Borchers ⁽²⁾ Versailles, Ohio, USA	USA	3,000 - 0.86% Common Stock			
Lisa Burk ⁽²⁾ Greenville, Ohio, USA	USA	3,500 - 1.00% Common Stock			
Kevin Drees ⁽³⁾ Versailles, Ohio, USA	USA	17,000 - 4.85% Common Stock			
Lisa Drees ⁽³⁾ Versailles, Ohio, USA	USA	8,500 - 2.42% Common Stock			

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Versailles Financial Corporation
Fiscal Year Ending June 30, 2024

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

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Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6-30-2024			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 6-30-2024		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Douglas P. Ahlers ⁽⁴⁾ Ft. Loramie, Ohio, USA	USA	18,600 - 5.30% Common Stock	N/A	N/A	N/A
Randal and Jolene Ahlers ⁽⁴⁾ Fort Loramie, Ohio, USA	USA	4,500 - 1.28% Common Stock			
James and Amy Albers ⁽⁴⁾ Fort Loramie, Ohio, USA	USA	5,500 - 1.57% Common Stock			
Arthur and Julie Boring Versailles, Ohio, USA	USA	25,000 - 7.13% Common Stock			
Cede & Co. New York, New York, USA	USA	93,490 - 26.66% Common Stock			

Footnotes:

⁽¹⁾ *Director Borchers family*

⁽²⁾ *Director Poeppelman family*

⁽³⁾ *Director Drees family*

⁽⁴⁾ *Director Ahlers family*

Form FR Y-6
Versailles Financial Corporation
Fiscal Year Ending June 30, 2024

Report Item 4: Insiders

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

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)		(4)(c) List of names of other companies (includes partnerships)
						(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)	
Douglas E. Borchers Russia, Ohio USA	Manufacturing	Director	Director (Versailles Savings and Loan Company)	President Superior Aluminum	9.51%	N/A	N/A	
James C. Poepelman Versailles, Ohio USA	Aggregates	Director	Director (Versailles Savings and Loan Company)	Pres-Pepco Leasing Partner-Poepelman Agg. Partner-Poepelman Materials	8.38%	N/A	Pepco Leasing - 50% Poepelman Aggregates - 50% Poepelman Materials - 50%	
Douglas P. Ahlers Ft. Loramie, Ohio USA	N/A	Director Chairman	Director Chairman (Versailles Savings and Loan Company)	N/A		8.16%	N/A	N/A
Kevin J. Drees Versailles, Ohio USA	Residential Const.	Director	Director (Versailles Savings and Loan Company)	Pres-Urb Drees Constr. Partner-KBK Develop.	7.27%	N/A	Urb Drees Construction - 100% KBK Development - 33%	
Thomas L. Guillozet Piqua, Ohio USA	Lawyer	Director	Director (Versailles Savings and Loan Company)	Partner-Hanes Law Grp. Partner-Darke Co Land Title Agency Partner-Law Bldg Prtnshp of Versailles Partner-Law Bldg Prtnshp PLL	4.79%	N/A	Hanes Law Group - 33% Darke Co. Land Title - 33% Law Bldg Prtnshp of Versailles - 25% Law Bldg Prtnshp PLL - 25%	
Jerome F. Bey III Versailles, Ohio USA	N/A	Director President/CEO	Director President/CEO (Versailles Savings and Loan Company)	Partner-FCBC LLC	1.86%	N/A	N/A	
Cheryl M. Gehret Versailles, Ohio USA	N/A	Vice President/CFO Corporate Secretary	Vice President/CFO Corporate Secretary (Versailles Savings and Loan Company)	Partner-Otte Family Holdings LLC	0.26%	N/A	N/A	
Cede & Co. New York, New York USA	USA	N/A	N/A	Unknown	26.66%	N/A	Unknown	