

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.

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

<u>Versailles</u>	<u>OH</u>	<u>45380</u>
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@versaillesavingsbank.com

E-mail Address

www.versaillesfinancialcorp.com

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

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

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

RSSD ID _____
 C.I. _____

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.....
- 2. a letter justifying this request has been provided separately ...

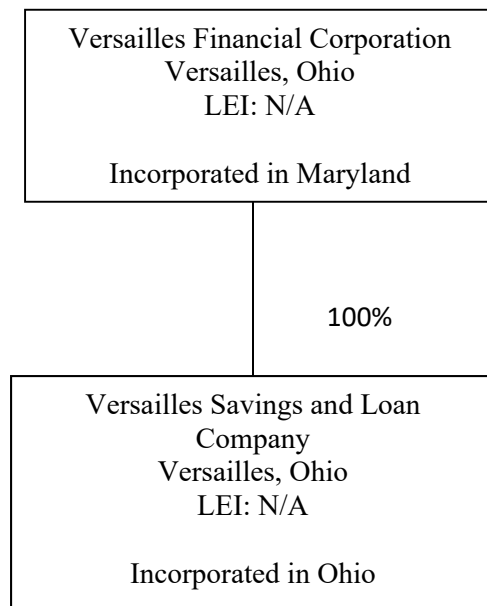
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

Versailles Financial Corporation
Versailles, Ohio
Fiscal Year Ending June 30, 2019

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



- 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.

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)	402873	VERSAILLES SAVINGS AND LOAN COMPANY, THE	10413 KLEY ROAD	VERSAILLES	OH	45380	DARKE	UNITED STATES	Not Required	Not Required	VERSAILLES SAVINGS AND LOAN COMPANY, THE	402873	

Form FR Y-6
Versailles Financial Corporation
Fiscal Year Ending June 30, 2019

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			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		
(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 - 3.41% Common Stock	N/A	N/A	N/A
Merrlyn G. Borchers ⁽¹⁾ Russia, Ohio, USA	USA	14,000 - 3.58% Common Stock			
Douglas Borchers ⁽¹⁾ Russia, Ohio, USA	USA	1,000 - 0.26% Common Stock			
David & Nicole Borchers ⁽¹⁾ Houston, Ohio, USA	USA	5,000 - 1.28% Common Stock			
James C. Poeppelman ⁽²⁾ Versailles, Ohio, USA	USA	15,000 - 3.84% Common Stock			
Julia A Poeppelman ⁽²⁾ Versailles, Ohio, USA	USA	8,300 - 2.12% Common Stock			
Karen and Daniel Borchers ⁽²⁾ Versailles, Ohio, USA	USA	3,000 - 0.77% Common Stock			
Lisa Burk ⁽²⁾ Greenville, Ohio, USA	USA	3,500 - 0.90% Common Stock			
Kevin Drees ⁽³⁾ Versailles, Ohio, USA	USA	17,000 - 4.35% Common Stock			
Lisa Drees ⁽³⁾ Versailles, Ohio, USA	USA	8,500 - 2.18% Common Stock			

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Versailles Financial Corporation
Fiscal Year Ending June 30, 2019

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			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		
(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⁾ Versailles, Ohio, USA	USA	20,612 - 5.28% Common Stock	N/A	N/A	N/A
Randal and Jolene Ahlers ⁽⁴⁾ Fort Loramie, Ohio, USA	USA	4,500 - 1.15% Common Stock			
James and Amy Albers ⁽⁴⁾ Fort Loramie, Ohio, USA	USA	5,500 - 1.41% Common Stock			
Arthur and Julie Boring Versailles, Ohio, USA	USA	25,000 - 6.40% Common Stock			
Cede & Co. New York, New York, USA	USA	72,617 - 18.59% Common Stock			

Footnotes:

⁽¹⁾ Director Borchers family

⁽²⁾ Director Poeppelman family

⁽³⁾ Director Drees family

⁽⁴⁾ Director Ahlers family

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Versailles Financial Corporation
Fiscal Year Ending June 30, 2019

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) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Douglas Borchers Russia, Ohio USA	Manufacturing	Director	Director (Versailles Savings and Loan Company)	President Superior Aluminum	8.53%	N/A	N/A
James C. Poeppelman Versailles, Ohio USA	Aggregates	Director	Director (Versailles Savings and Loan Company)	Pres-CF Poeppelman Pres-Pepco Leasing Partner-Poeppelman Agg.	7.63%	N/A	CF Poeppelman - 60% Pepco Leasing - 60% Poeppelman Aggregates - 50%
Douglas P. Ahlers Versailles, Ohio USA	N/A	Director Chairman	Director Chairman (Versailles Savings and Loan Company)	N/A	7.84%	N/A	N/A
Kevin Drees Versailles, Ohio USA	Residential Const.	Director	Director (Versailles Savings and Loan Company)	Pres-Urb Drees Constr. Partner-KBK Develop.	6.53%	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	4.30%	N/A	Hanes Law Group - 25% Darke Co. Land Title - 25%
Jerome F. Bey III Versailles, Ohio USA	N/A	Director President/CEO	Director President/CEO (Versailles Savings and Loan Company)	N/A	2.49%	N/A	N/A
Marisa K. Kremer Maria Stein, Ohio USA	N/A	Vice President/CFO Corporate Secretary	Vice President/CFO Corporate Secretary (Versailles Savings and Loan Company)	N/A	0.00%	N/A	N/A
Cede & Co. New York, New York USA	USA	N/A	N/A	Unknown	18.59%	N/A	Unknown