# Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

SCS ADMINISTRATION

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

I, Ronald A Sutherland

Name of the Holding Company Director and Official

President, CEO

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.

"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
12-14-18
Date of Signature
For holding companies <u>not</u> 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 3828120

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.

OIVIB control number.	<u> </u>	
Date of Report (top-t	ier holding compa	ny's fiscal year-end):
September 30, 20	018	
Month / Day / Year		
N/A		
Reporter's Legal Entity Iden	tifier (LEI) (20-Characte	er LEI Code)
Reporter's Name, Stre	et, and Mailing A	ddress
Covington Financia		HC
Legal Title of Holding Comp	any	
117 N High Steet, F	O Box 188	
(Mailing Address of the Hold	ling Company) Street /	P.O. Box
Covington	OH	45318
City	State	Zip Code
Physical Location (if differen	nt from mailing address	)
Person to whom gues	stions about this re	port should be directed:
Darlene S Angle		unting Manager
Name	Title	
937-473-2021		
Area Code / Phone Number	/ Extension	
937-473-2022		
Area Code / FAX Number		
darlene.angle@cov	ringtonsavingsar	ıdloan.com
E-mail Address		
N/A		
Address (URL) for the Holdi	ng Company's web pag	ge
Is confidential treatmer this report submission?	?	1=Yes 0
In accordance with the (check only one),	General Instructions	for this report
a letter justifying the with the report	his request is being	
2. a letter justifying t	his request has beer	n provided separately
	which confidential treated separately and lab	atment is being requested eled

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.

as "confidential."

# For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Covington Financ	ial Corporation		- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1		
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsid	liary Holding Company	
117 N High Street	PO Box 188				
	ubsidiary Holding Company)	Street / P.O. Box	(Mailing Address of t	the Subsidiary Holding Company)	Street / P.O. Box
Covington	ОН	45318			
City	State	Zip Code	City	State	Zip Code
Physical Location (if differ	rent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiary ∤	Holding Company		Legal Title of Subsid	liary Holding Company	
(Mailing Address of the S	ubsidiary Holding Company)	Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diffe	rent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsid	liary Holding Company	
(Mailing Address of the S	ubsidiary Holding Company)	Street / P.O., Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diffe	rent from mailing address)		Physical Location (if	f different from mailing address)	
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsid	diary Holding Company	
(Mailing Address of the S	ubsidiary Holding Company)	Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if differ	rent from mailing address)		Physical Location (if	f different from mailing address)	

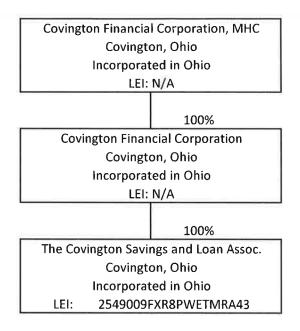
### Form FR Y-6

# Covington Financial Corporation, MHC Covington, Ohio Fiscal Year Ending September 30, 2018

## Report Item

1: The Savings and loan holding company does not prepare an annual report as it has no stock holders and is not registered with the SEC.

# 2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

3: NA

Results: A list of branches for your depository institution: COVINGTON SAVINGS AND LOAN ASSOCIATION, THE (ID\_RSSD: 835079).

This depository institution is held by COVINGTON FINANCIAL CORPORATION, MHC (3828120) of COVINGTON, OH.

The data are as of 09/30/2017. Data reflects information that was received and processed through 12/08/2017.

#### **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.

 $The \ FR\ Y-10\ eport\ may\ be\ submitted\ in\ a\ hardcopy\ format\ or\ via\ the\ FR\ Y-10\ Online\ application\ -\ https://y10\ online\ federal reserve.gov.$ 

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

<b>Data Action</b>	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
				COVINGTON SAVINGS AND LOAN									COVINGTON SAVINGS AND LOAN		
OK	9/30/2018	Full Service (Head Office)	835079	ASSOCIATION, THE	117 N HIGH ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	40897	0	ASSOCIATION, THE	835079	j
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2018	Full Service	4146719	BRADFORD BRANCH	223 N MIAMI AVE	BRADFORD	ОН	45308	DARKE	UNITED STATES	264849	3	ASSOCIATION, THE	835079	J
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2018	Full Service	4146728	BROADWAY BRANCH	700 E BROADWAY ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	264847	1	ASSOCIATION, THE	835079	,

#### Form FR Y-6

Legal Title of Holding Company: Covington Financial Corporation MHC Fiscal Year End: 09/30/2018

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

\*\*\*Instructions: Please complete all items in red, in addition to including all applicable securities holders for items 1 and 2 for each holding company in your organization. If there are none for either item, please include "None" or "N/A,"

(Please see Appendix A of the report instructions for an example of how to report Items 1 and 2.) Once complete, please print sheet and include in your hardcopy of the report.
\*\*\*\*Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: (If you would like to include a note, please add it here.)

terent carrettes holders with annually	p, control, or holdings of 5% or more with power t	to unto us of fiscal year anding 09, 30, 3010	Securities bolders not listed in 3(1)(e) through 3(1)(c) that bad ownership, opetrol, or holdings of 5% or more with power to vote during the fiscal year ending 09-30-2018.					
(a)	1(b)	Number and Percentage of Each Class of Voting Securities (Please include type of security.)	2(a) Harms, City, State, Country	Z(b) Country of Citizonship or Incorparation	tic) Number and Percentage of Each Class of Votin Securities (Please include type of security.)			
Name, City, State, Country	Country of Citizenship or Incorporation	securities (Please include type of security.)	reame, city, state, country	Caurery at Causements of Incorporation	securities (Please include type or security.)			
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	STATE OF THE PARTY							
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		The same of the sa						
		A PARTY TO THE REAL PROPERTY.						

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Legal Title of Holding Company: Covington Financial Corporation MHC Fiscal Year End: 09/30/2018

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 (Include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	(4)(a) Parcentage of Voting Shares in 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 name of companies and percentage of voting securities held)
Runald Suffierland, Covington, OH USA	President CEO/Covington Savings and Loan	President CEO/Director		ne .	0.5	na	na
William Weikert, Covington, OH USA	Manufacturer, Plastics, Partner	Director	ne	ne	na	na .	na
sohn J Meyer, Covington, OH USA	Consultant Owner	Vice Chairman	10			Ra .	NA THE STATE OF TH
B Doug Haines, Troy, OH 45373	Technology, Partner	Director	ni .	ne	M	Na.	na .
Rubert W Rudy, Troy, OH USA	Grain Elevator, Owner	Chakman	100		na na	54	
			1,1522,125, 3				
			51,510 SZA011				arrantan, straya a r
	A SI S S S S S S S S S S S S S S S S S S						
						Single Company	
							1.7-7-9-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-
					1-120-1-1	T-275-7-11	1,275,120 = 5,322
		- AMERICA SERVICE	- III		1 2 2 2 2	SALE IN SECURITION AND	

<sup>\*\*\*</sup>Instructions: Please complete all items in rea, in addition to including all applicable insiders for items 1, 2, 3, and 4 for each holding company in your organization, if a certain item is not applicable to an insider, please include "None" or "N/A" (Please see Appendix A of the report instructions for an example of how to report Items 1, 2, 3, and 4.) Once complete, please print sheet and include in your hardcopy of the report.

\*\*\*\*Data Entry Tip: If you would like to add a line beneak within an individual cell, select Alt + Enter at the space where you would like the line break institution's Note: (If you would like to mixide a note, please add it here.)