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.

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

details in the report concerning that individual.
Men 1/1/hours
Signature of Holding Company Director and Official
12-13-19
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 inot prepared
For Federal Reserve Bank Use Only
RSSD ID

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.

to, an information co OMB control number.	ellection unless it	t displays a currently valid
Date of Report (top-t	ier holding comp	any's fiscal year-end):
September 30, 2		
Month / Day / Year		
N/A		
Reporter's Legal Entity Iden	tifier (LEI) (20-Charac	ter LEI Code)
Reporter's Name, Stre	eet, and Mailing A	Address
Covington Financial	Corporation, M	1HC
117 N High St, PO I		
(Mailing Address of the Hold	ing Compony) Street	/D
Covington	Ol-I	
City	State	45318
Only	State	Zip Code
Physical Location (if different Person to whom quest Darlene S Angle Name	ions about this re	eport should be directed: cunting Manager
937-473-2021	Title	
Area Code / Phone Number	Extension	TA TOUR THE PROPERTY OF THE PR
937-473-2022	CXCHSION	
Area Code / FAX Number		
darlene.angle@covi	ngtonsavingsan	idloan com
E-mail Address		
N/A		
Address (URL) for the Holding	g Company's web pag	e
Is confidential treatment this report submission?	requested for any p	oortion of 0=No
In accordance with the G (check only one),	eneral Instructions f	or this report
a letter justifying thi with the report	s request is being p	provided along
2. a letter justifying this		1

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 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.

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

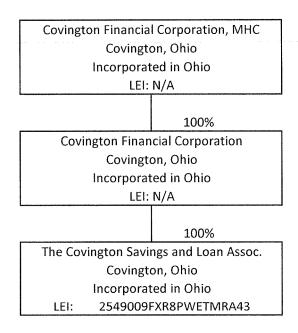
Covington Financi	al Corporation				
Legal Title of Subsidiary F	folding Company		Legal Title of Subsi	idiary Holding Company	
117 N High St. PC) Box 188				
) Street / P.O. Box	(Mailing Address of	f the Subsidiary Holding Company)	Street / P.O. Box
Covington	ОН	45318			
City	State	Zip Code	City	State	Zip Code
ity State Zip Code hysical Location (if different from mailing address) egal Title of Subsidiary Holding Company Mailing Address of the Subsidiary Holding Company) Street / P.O. Box ity State Zip Code hysical Location (if different from mailing address) egal Title of Subsidiary Holding Company Mailing Address of the Subsidiary Holding Company) Street / P.O. Box ity State Zip Code hysical Location (if different from mailing address)		Physical Location (if different from mailing address)		
Legal Title of Subsidiary F	Holding Company		Legal Title of Subsi	idiary Holding Company	
(Mailing Address of the Si	ubsidiary Holding Company	r) Street / P.O. Box	(Mailing Address of	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if differ	ent from mailing address)		Physical Location ((if different from mailing address)	
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsi	idiary Holding Company	
,	,			, , ,	
(Mailing Address of the So	ubsidiary Holding Company) Street / P.O. Box	(Mailing Address of	f 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 different from mailing address)	
Legal Title of Subsidiary F	Holding Company		Legal Title of Subsi	idiary Holding Company	
					Charles Constitution
(Mailing Address of the St	ubsidiary Holding Company) Street / P.O. Box	(ivialling Address of	f the Subsidiary Holding Company)	Sueet / P.O. DOX
City	State	Zip Code	City	State	Zip Code
Physical Location (if differ	ent from mailing address)		Physical Location (if different from mailing address)	

Covington Financial Corporation, MHC Covington, Ohio Fiscal Year Ending September 30, 2019

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

Legal Title of Holding Company: Covington Financial Corporation MHC Fiscal Year End: 09/30/2019

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.)

Current securities holders with ownership, co	ntrol, or holdings of 5% or more with power to	vote as of fiscal year ending (19:30-2019	Securities holders not listed in 3(1)(a) through 3(1)(c) the fiscal year ending 09-30-2019.	at had ownership, control, or holdings of 5% or	more with power to vote during the
1(a) Name, City, State, Country N/A	1(b) Country of Citizenship or Incorporation	1(c)	2(a) Name, City, State, Country	2(b) Country of Chizenship or Incorporation	Z(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)
N/A			N/A		
		4 Control (1997)			
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				BURNER STEEL	
					lining at
					The state of the s
			L	1	

Legal Title of Holding Company: Covington Financial Corporation MHC Fiscal Year End: 09/30/2019

Report Item 4: Insiders

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

***Instructions: Please complete all items in red, 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 break within an individual cell, select All + Enter at the space where you would like the line break.

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding (3)(a) Company (include names of subsidiaries) (include names of subsidiaries)		(3)(c) Tide & Position with Other Companies (include names of other companies)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) Ust 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)	
Ronald Sutherland, Covington, OH USA	President CEO	President/Olrector	President & Director (Covington Financial Corporation)	nā	na .	na	ne
William Weikert, Covington, OHUSA	Manufacturer, Plastics,	Director	Director (Covington Financial Corporation)	Partner (New Tech Plastics Inc.)	na	na	na
John J Meyer, Covington, OH USA	Consultant	Vice Chairman	Vice Chairman (Covington Financial Corporation)	Owner (EagleLaunch LLC	tia	na .	na .
R Doug Haines, Troy, OH 45373	Technology	Director	Director (Covington Financial Corporation)	Partner (Marias Technology)	na	na	na
Robert W Rudy, Tray, OH USA	Grain Elevator	Chairman	Chairman (Covington Financial Corporation	Owner (Rudy Inc.)	ле	na	n a
2765							
			3 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8				
					- Continue suit and the suit an		

Legal Title of Holding Company: Covington Financial Corporation Fiscal Year End: 09/30/2019

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.)

Current securities holders with ownership, contro	ol, or holdings of 5% or more with power to v	ote as of fiscal year ending 09-30-2019.	Securities holders not listed in 3(1)(a) through 3(1)(c) that fiscal year ending 09-30-2019.		
1(a) Name, City, State, Country	1(b) 1 N, City, State, Country Country of Critzenship or Incorporation S		2(a) Name, City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)
N/A			N/A	N. 187 (1882) (2012) 128 128 128 128 128 128 128 128 128 128	
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			36		
				5 - M. Story J. (2000) 25 - 10 - 10 - 10 - 10 - 10 - 10 - 10 - 1	
					\$20 (\$2) \$2 (\$2) \$40 \$10 \$2 \$20 \$40 \$2 \$20 \$40 \$20 \$20 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$4

Legal Title of Holding Company: Covington Financial Corporation Fiscal Year End: 09/30/2019

Report Item 4: Insiders 1, 2, 3(a)(b)(c), and 4(a)(b)(c)

***Instructions: Please complete all items in red, 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."

***Data Entry Tip: If you would like to add a line break within an includeal cell, select Alt + Enter at the space where you would like the line break.

**Institution's Note: (if you would like to notched a note, please odd it here.)

(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) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in 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)
Ronald Sutherland, Covington, OH USA	President CEO	President/Director	President, CEO & Director (Covington Savings and Loan)	na .	na	na .	na
William Weikert, Covington, OHUSA	Manufacturer, Plastics	Director	Director (Covington Savings and Loan)	Partner (New Tech Plastics Inc.)	na	na	na
John J Meyer, Covington, OH USA	Consultant	Vice Chairman	Vice Chairman (Covington Savings and Loan)	Owner (EagleLaunch LLC)	ina	fia	n 3
R Doug Haines, Troy, OH 45373	Technology	Director	Director (Covington Savings and Loan)	Partner (Marias Technology)	na	na	na .
Robert W Rudy, Troy, OH USA	Grain Elevator	Chairman	Chairman (Covington Savings and Loan)	Owner (Rudy Inc.)	na	na	na
7 3 4 5 1 7 1 7 1 7 1 3 1 3 1 3 1 3 1 3 1 3 1 3							
				25010			
					3 3 2 2 2 2 2 2 2 3 3 3 3 3 3 3 3 3 3 3		
		# PER 2007 SERVICE SERVICES SE					1

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 09/30/2019. Data reflects information that was received and processed through 12/11/2019.

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.

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

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

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
				COVINGTON SAVINGS AND LOAN									COVINGTON SAVINGS AND LOAN		
OK	9/30/2019	Full Service (Head Office)	835079	ASSOCIATION, THE	117 N HIGH ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	40897	0	ASSOCIATION, THE	835079	1
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2019	Full Service	4146719	BRADFORD BRANCH	223 N MIAMI AVE	BRADFORD	ОН	45308	DARKE	UNITED STATES	264849	3	ASSOCIATION, THE	835079	4
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2019	Full Service	4146728	BROADWAY BRANCH	700 E BROADWAY ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	264847	1	ASSOCIATION, THE	835079	,