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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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 chairperson of the board must sign the report.

I, Ronald A. Sutherland
Name of the Holding Company Director and Officer
President, CEO
Title of the Holding Company Director and Officer
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 Officer

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.

Date of Report (top-tier holding company’s fiscal year-end):
September 30, 2014
Month / Day / Year

Reporter’s Name, Street, and Mailing Address
Covington Financial Corporation, MHC
Legal Title of Holding Company
117 N High St
(Mailing Address of the Holding Company) Street / P.O. Box
Covington OH 45318
Cty State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Jenny Long
Treasurer

Name Title
937-473-2021
Area Code / Phone Number / Extension
937-473-2022
Area Code / FAX Number
jennylong@covingtonsavingsandloan.com
E-mail Address
www.covingtonsavingsandloan.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter specifying the request is being provided.

☒ The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
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.

<table>
<thead>
<tr>
<th>Covington Financial Corporation</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>117 N High St</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Covington, OH 45318</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical location</td>
<td></td>
</tr>
<tr>
<td>(if different from mailing address)</td>
<td></td>
</tr>
</tbody>
</table>

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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

```
+-----------------+            +-----------------+
| 100%            |            | 100%            |
|                 +-----------------+            +-----------------+
|                 | 100%            |            |                 |
|                 +-----------------+            +-----------------+
|                 | 100%            |            |                 |
|                 +-----------------+            +-----------------+
```

```
Covington Financial Corporation, MHC  
Covington, Ohio  
Incorporated in Ohio
```

```
Covington Savings and Loan Assoc.  
Covington, Ohio  
Incorporated in Ohio
```

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

3: NA

4: NA
**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.

**Note:** (If you would like to include a note, please add there.)

<table>
<thead>
<tr>
<th>Item</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities (Please include type of security)</th>
<th>Item</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities (Please include type of security)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1(a)</td>
<td></td>
<td></td>
<td></td>
<td>1(b)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1(b)</td>
<td></td>
<td></td>
<td></td>
<td>1(c)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
# Report Item 3: Securities Holders

**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 Tips:** 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.

**Institutional Note:** If you would like to include a note, please add it here.

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending XX-XX-20XX</th>
<th>Securities holders not listed in 3(b)(1)(A) through 3(b)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending XX-XX-20XX</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name, City, State, Country</strong></td>
<td><strong>Name, City, State, Country</strong></td>
</tr>
<tr>
<td><strong>Country of Citizenship or Incorporation</strong></td>
<td><strong>Country of Citizenship or Incorporation</strong></td>
</tr>
<tr>
<td><strong>Number and Percentage of Each Class of Voting Securities (Please Include Type of Security)</strong></td>
<td><strong>Number and Percentage of Each Class of Voting Securities (Please Include Type of Security)</strong></td>
</tr>
<tr>
<td>(1) Name, Zip, State, Country</td>
<td>(2) Principal Occupation If Other Than with Holding Company</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>--------------------------------------------------------</td>
</tr>
<tr>
<td>RONALD SUTHERLAND, CLEVELAND, OH, USA</td>
<td>PRESIDENT &amp; DIRECTOR</td>
</tr>
<tr>
<td>WILLIAM WEREF, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
</tr>
<tr>
<td>JOHN J. McVEY, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
</tr>
<tr>
<td>FRANK W. MOORE, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
</tr>
<tr>
<td>ROBERT W. MOORE, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
</tr>
</tbody>
</table>
Form FR Y-9
Legal Title of Holding Company: COVINGTON FINANCIAL CORPORATION
 Fiscal Year End: 06/30/2014

Report Item 4: Insiders
1, 2, 3(a)(11), and 4(b)(6)

**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."

(4)(b) Note: 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.

Instructor's note: If you would like to include a note, please add it here.

<table>
<thead>
<tr>
<th>ID</th>
<th>Name, City, State, Country</th>
<th>(1) Individual Occupation/other title with Holding Company</th>
<th>(2) Title &amp; Position with Subsidiaries</th>
<th>(3) Title &amp; Position with Other Corporation</th>
<th>(4) Percentage of Voting Shares in Holding Company</th>
<th>(5) Percentage of Voting Shares in Subsidiaries</th>
<th>(6) Full Name of Other Corporation (includes partnerships)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>WILLIAM WILSON, CLEVELAND, OH, USA</td>
<td>PRESIDENT, CEO, DIRECTOR</td>
<td>COVINGTON SAVINGS &amp; LOAN</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>2</td>
<td>FRED HENDERSON, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>3</td>
<td>ROBERT WHITE, CLEVELAND, OH, USA</td>
<td>DIRECTOR</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
</tbody>
</table>
### Results
A list of branches for your depository institution: COVINGTON SAVINGS AND LOAN ASSOCIATION, THE (ID_05ID: 835079).

This depository institution is held by COVINGTON FINANCIAL CORPORATION, MHC (12200210) of COVINGTON, OH.

The date as of 09/30/2016. Data reflects information that was received and processed through 10/05/2016.

### 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
- **Del:** If the branch information is correct, enter ‘Del’ 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 LIRINUM, Office Number, and ID_05ID 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_05ID*</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 LIRINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_05ID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Del</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>835079</td>
<td>COVINGTON SAVINGS AND LOAN ASSOCIATION, THE</td>
<td>127 N HIGH ST</td>
<td>COVINGTON</td>
<td>OH</td>
<td>45118</td>
<td>MIAMI</td>
<td>UNITED STATES</td>
<td>49897</td>
<td>0</td>
<td>COVINGTON SAVINGS AND LOAN ASSOCIATION, THE</td>
<td>835079</td>
<td></td>
</tr>
<tr>
<td>Del</td>
<td></td>
<td>Full Service</td>
<td>456789</td>
<td>BRADFORD BRANCH</td>
<td>223 N MAIN AVE</td>
<td>BRADFORD</td>
<td>OH</td>
<td>45308</td>
<td>DARIEN</td>
<td>UNITED STATES</td>
<td>264849</td>
<td>3</td>
<td>COVINGTON SAVINGS AND LOAN ASSOCIATION, THE</td>
<td>835079</td>
<td></td>
</tr>
<tr>
<td>Del</td>
<td></td>
<td>Full Service</td>
<td>456789</td>
<td>BROADWAY BRANCH</td>
<td>700 E BROADWAY ST</td>
<td>COVINGTON</td>
<td>OH</td>
<td>45118</td>
<td>MIAMI</td>
<td>UNITED STATES</td>
<td>264847</td>
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<td>COVINGTON SAVINGS AND LOAN ASSOCIATION, THE</td>
<td>835079</td>
<td></td>
</tr>
</tbody>
</table>