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 such 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 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, 2016
Month / Day / Year
NA
Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporters Name, Street, and Mailing Address

Covington Financial Corporation MHC
Legal Title of Holding Company
117 N High Street
(Mailing Address of the Holding Company) Street / P.O. Box
Covington
OH
45318
City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed
Ronald A Sutherland
Name
President
Title
937-473-2021
Area Code / Phone Number / Extension
937-473-2022
Area Code / FAX Number
rsutherland.csl@bizwoh.rr.com
E-mail Address
NA
Address (URL) for the Holding Companies' 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."

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, 25th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503

12/2016
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>Covington OH 45318</th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>117 N. High Street, P.O. Box 188</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td></td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

| Legal Title of Subsidiary Holding Company | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | |
| City State Zip Code | Physical Location (if different from mailing address) |

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| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | |
| City State Zip Code | Physical Location (if different from mailing address) |
Form FR Y-6

Covington Financial Corporation, MHC
Covington, Ohio
Fiscal Year Ending September 30, 2016

Report Item

1: The Covington Financial Corporation, MHC holding company does not prepare an annual report as it has no stockholders and is not registered with the SEC.

2a: Organizational Chart

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

3: Covington Financial Corporation, MHC: NA, Covington Financial Corporation: NA

Footnote: LEI Data is not applicable to Bank and Non-Bank Subsidiaries
### Conditional and Unconditional Status

1. In the Data Action column of each branch row, enter one of more of the actions specified below:
   - **Update**: if required, enter the date in the Effective Date column.
   - **Add**: if the branch information is correct, enter the date in the Data Action column.
   - **Complete**: if the branch information is incorrect or misleading, enter the date in the Data Action column.

2. If a branch has been added or closed, enter the date in the Data Action column and the date when the information last became valid in the Effective Date column.

### Table Format

**Table:**

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Series Type</th>
<th>Branch ID</th>
<th>Branch Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Fax</th>
<th>音乐</th>
<th>County</th>
<th>Species</th>
<th>IPM</th>
<th>VCI</th>
<th>VCI-60</th>
<th>Other Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>Overall</th>
<th>Exam Date</th>
</tr>
</thead>
<tbody>
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<td>2147199988</td>
<td>G500000000</td>
<td>123 Main St.</td>
<td>New York</td>
<td>NY</td>
<td>123</td>
<td>Music</td>
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<td>1234567890</td>
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<tr>
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<td>G500000000</td>
<td>456 Main St.</td>
<td>New York</td>
<td>NY</td>
<td>123</td>
<td>Music</td>
<td>123</td>
<td>12364565437</td>
<td>1234567890</td>
<td>9876</td>
<td>5432</td>
<td>123456</td>
<td>2134567890</td>
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<td>2134567890</td>
</tr>
</tbody>
</table>

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*Note: The FA 5-10 reporting requirements, you must also submit FA 5-10 Opponent Branch schedules for each branch with a Data Action of 'Add' and 'Update' on or after the FA 5-10 Date.*