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, 162, 312, 316, and 609 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 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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESGT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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 281, that the Reporter and individual consent to public release of all details in the report containing that individual.

Signature of Holding Company Director and Official
09/22/2017
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
RSDD ID
41515447
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
June 30, 2017
Month / Day / Year
N/A

Report’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Report’s Name, Street, and Mailing Address

Versailles Financial Corporation
Legal Title of Holding Company

P.O. Box 92
(Mailing Address of the Holding Company) Street / P.O. Box
Versailles, OH 45380-0092
City State Zip Code

Physical Location (if different from mailing address)

10413 Kiey Road, Versailles, OH

Person to whom questions about this report should be directed:
Jerome F. Bey III
Name
President/CEO/Director
Title

937-526-4515
Area Code / Phone Number / Extension
937-526-5048
Area Code / FAX Number

jbey@versaillesavingsbank.com
E-mail Address

www.versaillesfinancialcorp.com
Address (URL) for the Holding Company’s web page

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."

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 (7100-0287), Washington, DC 20503.
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 (ALLIANZ) of VERSAILLES, OH.
The data are as of 06/30/2017. Data reflects information that was received and processed through 07/04/2017.

Reconciliation and Verification Steps
1. Enter each 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
- Code: If the branch information is correct, enter "OK" in the Data Action column.
- Change: If the branch information is incorrect or incomplete, review 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 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. Set 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.

Data Action: Effective Date | Branch Service Type | Branch_ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | Country | Country | FRB_UNNUM* | Office Number* | Head Office | Head Office_ID_RSSD* | Comments
--- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | ---
OK | Full Service (Head Office) | 402873 | VERSAILLES SAVINGS AND LOAN COMPANY, THE | 10413 RIVIERA ROAD | VERSAILLES | OH | 45380 | DARKE | UNITED STATES | Not Required | Not Required | VERSAILLES SAVINGS AND LOAN COMPANY, THE | 402873 |
<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Edward L. Borchers, Russia, Ohio, USA</td>
<td>USA</td>
<td>14,000 - 4% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Merrilyn G. Borchers, Russia, Ohio, USA</td>
<td>USA</td>
<td>14,000 - 4% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Douglas Borchers, Russia, Ohio, USA</td>
<td>USA</td>
<td>1,000 - 1% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David &amp; Nicole Borchers, Houston, Ohio, USA</td>
<td>USA</td>
<td>5,000 - 1% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James C. Poeppelman, Versailles, Ohio, USA</td>
<td>USA</td>
<td>15,000 - 4% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Julia A. Poeppelman, Versailles, Ohio, USA</td>
<td>USA</td>
<td>8,300 - 2% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Karen and Daniel Borchers, Versailles, Ohio, USA</td>
<td>USA</td>
<td>3,000 - 1% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Lisa Burk, Greenville, Ohio, USA</td>
<td>USA</td>
<td>3,500 - 1% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kevin Drees, Versailles, Ohio, USA</td>
<td>USA</td>
<td>17,000 - 4% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Lisa Drees, Versailles, Ohio, USA</td>
<td>USA</td>
<td>8,500 - 2% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
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 6-30-2017

<table>
<thead>
<tr>
<th>(1)[a] Name, City, State, Country</th>
<th>(1)[b] Country of Citizenship or Incorporation</th>
<th>(1)[c] Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas P. Ahlers, Versailles, Ohio, USA</td>
<td>USA</td>
<td>18,600 - 5% Common Stock</td>
</tr>
<tr>
<td>Randal and Jolene Ahlers, Fort Loramie, Ohio, USA</td>
<td>USA</td>
<td>2,012 - 1% Options on Common Stock</td>
</tr>
<tr>
<td>James and Amy Albers, Fort Loramie, Ohio, USA</td>
<td>USA</td>
<td>7,500 - 2% Common Stock</td>
</tr>
<tr>
<td>Arthur and Julie Boring, Versailles, Ohio, USA</td>
<td>USA</td>
<td>5,500 - 1% Common Stock</td>
</tr>
<tr>
<td>Cede &amp; Co., New York, New York, USA</td>
<td>USA</td>
<td>25,000 - 6% Common Stock</td>
</tr>
<tr>
<td>75,967 - 20% Common Stock</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Footnotes:
(1) Director Borchers family
(2) Director Poeppelman family
(3) Director Drees family
(4) Director Ahlers family

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 6-30-2017

<table>
<thead>
<tr>
<th>(2)[a] Name, City, State, Country</th>
<th>(2)[b] Country of Citizenship or Incorporation</th>
<th>(2)[c] Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Form FR Y-6
Versailles Financial Corporation
Fiscal Year Ending June 30, 2016
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Name, City, State</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Other Businesses (including names of subsidiaries)</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(b) Percentage of Voting Shares in Other Companies (includes partnerships)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas Borchers, Russia, Ohio USA</td>
<td>Manufacturing</td>
<td>Director</td>
<td>Director Versailles Savings and Loan Company</td>
<td>President Superior Aluminum</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James C. Poeppelman, Versailles, Ohio USA</td>
<td>Aggregates</td>
<td>Director</td>
<td>Director Versailles Savings and Loan Company</td>
<td>Pres-CF Poeppelman</td>
<td>8%</td>
<td>N/A</td>
</tr>
<tr>
<td>Douglas P. Ahlers, Versailles, Ohio USA</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kevin Drees, Versailles, Ohio USA</td>
<td>Residential Const.</td>
<td>Director</td>
<td>Director Versailles Savings and Loan Company</td>
<td>Pres-Urb Drees Constr.</td>
<td>6%</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas L. Giuliozzi, Piqua, Ohio USA</td>
<td>Lawyer</td>
<td>Director</td>
<td>Director Versailles Savings and Loan Company</td>
<td>Partner-Hanes Law Grp.</td>
<td>4%</td>
<td>N/A</td>
</tr>
<tr>
<td>Jerome F. Bey III, Versailles, Ohio USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director Versailles Savings and Loan Company</td>
<td>N/A</td>
<td>2%</td>
<td>N/A</td>
</tr>
<tr>
<td>Cheryl J. Leach, Versailles, Ohio USA</td>
<td>N/A</td>
<td>Vice President/CFO Corporate Secretary</td>
<td>N/A</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Cede &amp; Co., New York, New York USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>Unknown</td>
<td>20%</td>
<td>N/A</td>
</tr>
</tbody>
</table>