

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)); 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 chairman of the board 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.

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 3828120
C.I. _____

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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

City

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 justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

1. The first part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

2.

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

3. The second part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

4. The third part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

5. The fourth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

6. The fifth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

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7. The sixth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

8. The seventh part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

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9. The eighth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

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10. The ninth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

$$f(x) = \frac{1}{x} \int_0^x f(t) dt$$

11. The tenth part of the paper is devoted to the study of the properties of the function $f(x)$ defined by the equation

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 Financial Corporation

Legal Title of Subsidiary Holding Company

117 N High St

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

Covington OH 45318

City State Zip Code

Physical location (if different from mailing address)

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)

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City State Zip Code

Physical location (if different from mailing address)

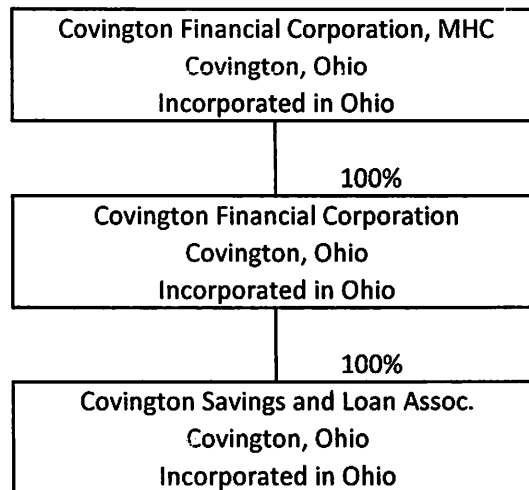
Form FR Y-6

Covington Financial Corporation, MHC
Covington, Ohio
Fiscal Year Ending September 30, 2014

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

4: NA

Legal Title of Holding Company: Covington Financial Corporation MHC
Fiscal Year End: 9/30/14

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.)

[illegible]

Legal Title of Holding Company: Covington Financial Corporation
Fiscal Year End: 9/30/14

1(a)(b)(c) and 2(a)(b)(c)

***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.)

[illegible]

Legal Title of Holding Company: COVINGTON FINANCIAL CORPORATION MHC
Fiscal Year End: 09/30/2014

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 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 for the report instructions for an example of how to report Items 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 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.)

[illegible]

Legal Title of Holding Company: COVINGTON FINANCIAL CORPORATION
Fiscal Year End: 09/30/2014

***Instructions: Please complete all items in red, in addition 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 for 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 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.)

[illegible]

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 09/30/2014. Data reflects information that was received and processed through 10/05/2014.

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 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.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 |
|-------------|----------------|----------------------------|-----------------|---|-------------------|-----------|-------|----------|--------|---------------|--------------|----------------|---|----------------------|----------|
| ok | | Full Service (Head Office) | 835079 | COVINGTON SAVINGS AND LOAN ASSOCIATION, THE | 117 N HIGH ST | COVINGTON | OH | 45318 | MIAMI | UNITED STATES | 40897 | 0 | COVINGTON SAVINGS AND LOAN ASSOCIATION, THE | 835079 | |
| ok | | Full Service | 4146719 | BRADFORD BRANCH | 223 N MIAMI AVE | BRADFORD | OH | 45308 | DARKE | UNITED STATES | 264849 | 3 | COVINGTON SAVINGS AND LOAN ASSOCIATION, THE | 835079 | |
| ok | | Full Service | 4146728 | BROADWAY BRANCH | 700 E BROADWAY ST | COVINGTON | OH | 45318 | MIAMI | UNITED STATES | 264847 | 1 | COVINGTON SAVINGS AND LOAN ASSOCIATION, THE | 835079 | |