45318

Zip Code

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.

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.

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

C.I.

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.

confidential treatment submitted in accordan "Rules Regarding Availability of Information," that the Reporter <u>and</u> individual consent to	12 C.F.R. Part 261,
details in the report concerning that individual.	public release of all
Signature of Holding Company Director and Official	
10-29-14	
Date of Signature	
For holding companies <u>not</u> registered with the Indicate status of Annual Report to Shareholders:	ne SEC-
☐ is included with the FR Y-6 report☐ will be sent under separate cover☐ is not prepared	3.5.
For Federal Reserve Bank Use Only	V

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 2

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

covington OH State

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jenny Long
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

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

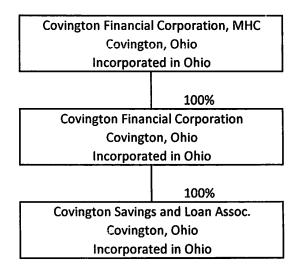
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Covington Financi						
Legal Title of Subsidiary H	folding Company		Legal Title of Subsid	liary Holding Company		
117 N High St						
(Mailing Address of the St	ubsidiary Holding Company) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box	
Covington	ОН	45318				
City	State	Zip Code	City	State	Zip Code	
Physical location (if different	ent from mailing address)		Physical location (if	different from mailing address)		
Legal Title of Subsidiary H	Holding Company		Legal Title of Subsid	iary Holding Company		
(Mailing Address of the Su	ubsidiary Holding Company) Street / P.O. Box	(Mailing Address of t	the Subsidiary Holding Company)	Street / P.O. Box	
City	State	Zip Code	City	State	Zip Code	
Physical location (if differe	ent from mailing address)		Physical location (if	different from mailing address)		
Legal Title of Subsidiary H	olding Company		Legal Title of Subsid	iary Holding Company		
(Mailing Address of the Su	ubsidiary Holding Company	Street (P.O. Boy	(Mailing Address of A	ho Subsidian Haldin O	St 1 1 5 G . S	
(<u>-</u>	ibodicity fiolding Company) 3(1 00 (7 P.O. BOX	(Mailing Address of t	he Subsidiary Holding Company)	Street / P.O. Box	
City	State	Zip Code	City	State	Zip Code	
Physical location (if differe	ent from mailing address)		Physical location (if o	different from mailing address)		
egal Title of Subsidiary H	lolding Company		Legal Title of Subsidi	iary Holding Company		
Mailing Address of the Su	bsidiary Holding Company	Street / P.O. Box	(Mailing Address of t	he Subsidiary Holding Company)	Street / P.O. Box	
City	State	Zip Code	City	State	Zip Code	—
Physical location (if differe	nt from mailing address)		Physical location (if o	different from mailing address)		

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

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.)

			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control, or holdin	gs of 5% or more with power to vote during the
urrent securities holders with ownership, (a) ame, City, State, Country A	(control, or holdings of 5% or more with pow 1(b) Country of Citizenship or incorporation	er to vote as of fiscal year ending XX-XX-20XX. 1(c) Number and Percentage of Each Class of Voting Securities (Please Include type of security.)	fiscal year ending XX-XX-20XX. Z(a) Name, City, State, Country NA	2(b) Country of Citizenship or Incorporati	2(c) Number and Percentage of Each Class of Voting on Securities (Please include type of security.)
			XX		
September 6 400					
					AMARIAN BOOK OF FRANCISC CONTROL STATE
					alternation for the second sec

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

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.)

a to the fallen with a secret	, control, or holdings of 5% or more with power	to vote as of fiscal year ending XX-XX-20XX.	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 XX-XX-20XX.						
Current securities noticers with ownership, 1(a) Name, City, State, Country NA	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)	2(a) Name, City, State, Country NA	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please Include type of security.)				
A			NA .						
			sa province and contract of a world the in-						
		all's light control of							
	- 10 CO								
		Street of the Control							

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

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 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.)

(1) Name, City, State, Country	(2) Principal Occupation H 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 (include names of subsidiaries)	[4](c) List Names of Other Companies (includes partnerships if 25% or more of Yoting Securities are Held (list names of companies and percentage of voting securities held)
RONALD SUTHERLAND, COVINGTON, OHIO, USA		PRESIDENT CEO/DIRECTOR	PRESIDENT CEO/ COVINGTON SAVINGS & LOAN	NA	NA	NA.	NA
WILLIAM WEIKERT, COVINGTON, OHIO, USA		DIRECTOR	NA	NA	NA	NA	NA .
JOHN J MEYER, COVINGTON, OHIO, USA		DIRECTOR	NA.	NA.	NA .	NA	NA
FRED HENDERSON, COVINGTON, OHIO, USA ROBERT W RUDY, COVINGTON, OHIO, USA		DIRECTOR DIRECTOR	NA NA	NA NA	NA NA	NA NA	NA NA
ROBERT W ROUT, COVINGTON, OHIO, USA		DIRECTOR		lia.	in a	, and a second s	TAX
							and the second second
		a system of the control of the contr					
			V 40 10 40 40 40 40 40 40 40 40 40 40 40 40 40	0.000.000.000.000.000.000.000.000			
	Service of the engineering of the service of the se						A Paragraph and Table 2
	3 1000000000000000000000000000000000000	8999-9890-9499-9499-9499-9499-9499-9499-					
2/14/14/24/24/24/24/24/24/24/24/24/24/24/24/24							
							OF THE STREET STREET,
	200000000000000000000000000000000000000						32/2/2010 No. 10 (1)
							The Continue
							Control of the Contro
		Company of the Compan					

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

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 Tig: 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.)

(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 Yoting Shares in Subsidiaries [include names of subsidiaries]	(4)(c) List Names of Other Companies (includes partnerships) ## 25% or more of Voting Securities are Held (list names of companies and percentage of voting securities held)
RONALD SUTHERLAND, COVINGTON, OHIO, USA		PRESIDENT CEO/DIRECTOR	PRESIDENT CEO/ COVINGTON SAVINGS & LOAN	NA	NA	NA	NA .
WILLIAM WEIKERT, COVINGTON, OHIO, USA		DIRECTOR	NA	NA	NA	NA	NA .
JOHN J MEYER, COVINGTON, OHIO, USA		DIRECTOR	NA .	NA.	NA	NA .	NA .
ROBERT W RUDY, COVINGTON, OHIO, USA		DIRECTOR	NA NA	NA NA	NA NA	NA NA	NA NA
TOUCHT TOUCHT CO THIS TOUGH OF THE		Director		100		_ HA	NA .
							CONTROL CONTROL CONTROL AND
							B. 1875 7. 188 18
							Brita Subspice 40 States and History Constraint
22.38026		2.50 (2.50 (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c		2000			
NG 2020 CONTRACTOR				Za do la Companya de		500000000000000000000000000000000000000	
		0.000					
					\$10000 () () () () () () () () ()	191606 1150 100 100 100 100 100 100 100 100 10	

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 Dat	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*	Comme
ok	Full Service (Head Office)	835079	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	117 N HIGH ST	COVINGTON	он	45318	міамі	UNITED STATES			COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	835079	
k	Full Service	414671	9 BRADFORD BRANCH	223 N MIAMI AVE	BRADFORD	он	45308	DARKE	UNITED STATES	264849	The same of the sa	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	835079	
	Full Service	4146728	B BROADWAY BRANCH	700 E BROADWAY ST	COVINGTON	он	45318	МІАМІ	UNITED STATES	264847		COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	835079	