



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

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.

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Signature of Holding Company Director and Official	
10-23-15	
Date of Signature	
For holding companies <u>not</u> 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	
	닉
For Federal Reserve Bank Use Only	
RSSD ID 3828120	
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Date of Report (top	-tier holding com	pany's fiscal year-end):						
September 30,	2015							
Month / Day / Year								
NA								
Reporter's Legal Entity Ide	entifier (LEI) (20-Char	acter LEI Code)						
Reporter's Name, S	treet, and Mailing	Address						
Covington Financi								
Legal Title of Holding Con								
117 N High St								
(Mailing Address of the He	olding Company) Stre	et / P.O. Box						
Covington	ОН	45318						
City	State	Zip Code						
Physical Location (if differ	ent from mailing addr	acc)						
Triysical Education (il dilier	ent from mailing addi-	633)						
Person to whom que	estions about this	report should be directed:						
Jenny Long	ny Long Accounting Manager							
Name	Title	9						

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."

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

937-473-2021

937-473-2022

Area Code / Phone Number / Extension

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.

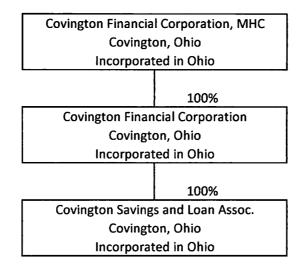
Covington Financi	ial Corporation				
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsid	iary Holding Company	
117 N High St					
	ubsidiary Holding Company	r) Street / P.O. Box	(Mailing Address of t	the Subsidiary Holding Company)	Street / P.O. Box
Covington	ОН	45318			
City	State	Zip Code	City	State	Zip Code
Physical Location (if differ	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 S	ubsidiary 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 differ	ent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiary F	folding Company		Legal Title of Subsid	iary Holding Company	
(Mailing Address of the Si	ubsidiary 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 differ	rent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiary F	Holding Company		Legal Title of Subsid	iary Holding Company	
(Mailing Address of the Si	ubsidiary Holding Company	r) 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 differ	ent from mailing address)		Physical Location (if	different from mailing address)	

Covington Financial Corporation, MHC Covington, Ohio Fiscal Year Ending September 30, 2015

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.

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 09/30/2015. Data reflects information that was received and processed through 10/06/2015.

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.

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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
				COVINGTON SAVINGS AND LOAN									COVINGTON SAVINGS AND LOAN		
OK	9/30/2015	Full Service (Head Office)	835079	ASSOCIATION, THE	117 N HIGH ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	40897		ASSOCIATION, THE	835079	3
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2015	Full Service	4146719	BRADFORD BRANCH	223 N MIAMI AVE	BRADFORD	ОН	45308	DARKE	UNITED STATES	264849	3	ASSOCIATION, THE	835079)
													COVINGTON SAVINGS AND LOAN		
ОК	9/30/2015	Full Service	4146728	BROADWAY BRANCH	700 E BROADWAY ST	COVINGTON	ОН	45318	MIAMI	UNITED STATES	264847	1	ASSOCIATION, THE	835079	j l

Legal Title of Holding Company: Covington Savings and Loan Financial Corporation MHC Fiscal Year End: 09/30/2015

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.)

. 14 1 11 14			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					
irrent securities holders with ownership	, control, or holdings of 5% or more with power	to vote as of fiscal year ending 09-30-2015.	fiscal year ending 09/30/2015.					
me, City, State, Country	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.) NA	2(a) Name, City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)			
	NA	NA NA	NA NA	NA NA	NA			
					INA.			
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Legal Title of Holding Company: COVINGTON SAVINGS AND LOAN FINANCIAL CORPORATION MHC Fiscal Year End: 09/30/2015

Report Item 4: Insiders

1, 2 , 3(a)(b)(c), and 4(a)(b)(c)

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Title & Position with Other Companies Percentage of Voting Shares in Holding 33(a) Title & Position with Other Companies Percentage of Voting Shares in Holding Percentage of Voting Shares in Subsidiaries If 25% or more of Voting Shares in Holding Percentage of Voting								
WILLIAM WEIKERT, COVINGTON, OHIO, USA PARTNER/NEW TECH PLASTICS COMPANY DIRECTOR NA	(1) Name, City, State, Country	Principal Occupation if other than with Holding	(3)(a) Trile & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Companies	Percentage of Voting Shares in Holding	Percentage of Voting Shares in Subsidiaries	(4)(c) List 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)
IONN I MEYER, COVINGTON, OHIO, USA PRESIDENT/OWNER EAGLE LAUNCH DIRECTOR NA	RONALD SUTHERLAND, COVINGTON, OHIO, USA	PRESIDENT CEO/ COVINGTON SAVINGS & LOAN	PRESIDENT CEO/DIRECTOR	NA .	NA	NA .	NA	NA
RELEDITION ONLO, USA RETIRED TREASURER/NEWTON SCHOOLS DIRECTOR NA	WILLIAM WEIXERT, COVINGTON, OHIO, USA	PARTNER/NEW TECH PLASTICS COMPANY	DIRECTOR	NA	NA	NA	NA_	NA
ROBERT W RUDY, COVINGTON, OHIO, USA PARTHER/RUDY INC. DIRECTOR NA	JOHN J MEYER, COVINGTON, OHIO, USA	PRESIDENT/OWNER EAGLE LAUNCH	DIRECTOR	NA	NA .	NA .	NA .	NA
ROBERT W RUDY, COVINGTON, OHIO, USA PARTNER/RUDY INC. DIRECTOR NA	FRED HENDERSON, COVINGTON, OHIO, USA	RETIRED TREASURER/NEWTON SCHOOLS	DIRECTOR	NA	NA	NA	[
	ROBERT W RUDY, COVINGTON, OHIO, USA	PARTNER/RUDY INC.	DIRECTOR	NA NA	NA .			
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^{***}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.

Legal Title of Holding Company: Covington Financial Corporation Fiscal Year End: 09/30/2015

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." ***Instructions: Please complete all items in rea, in addition to including all applicable securities moders for items 1 and 2 for each notating company in your organization. In there are not to reach each produce of the report items to any a for each notating company in your organization. In their architecture (Please see Appendix A of the report items to any a for each notating company in your organization. In their architecture (Please see Appendix A of the report items to any a for each notating company in your organization. In their architecture (Please see Appendix A of the report items to any a for each notating company in your organization. In their architecture (Please see Appendix A of the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (Please see Appendix A) and the report items to any a for each notation (

Institution's Note: (If you would like to include a note, please add it here.)

Current securities holders with ownership	p, control, or holdings of 5% or more with power t	to vote as of fiscal year ending XX-XX-20XX.	Securities holders not listed in 3(1)(a) thro fiscal year ending XX-XX-20XX.	ugh 3(1)(c) that had ownership, control, or holdings of 5	
1(a) Name, City, State, Country N/A	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	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)
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Legal Title of Holding Company: Covington Financial Corporation Fiscal Year End: 09/30/2015

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.

****Spation's Note: (If you would like to include a note, please add it here.)

(1) Name, City, She, Country Ronald Sutherlass, Covington, OH USA Wallam Weiser, Covington, OH USA John J Meyer, Covinste, OH USA John J Meyer, Covinste, OH USA Robert W Rudy, Covington, OH USA Robert W Rudy, Covington, OH USA	(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 na	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) na	(4)(c) List 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) na
Ronald Sutherland Coulombon ON USA	President CEO/Covington Savings and Loan	President CEO/Director	na	na	na	na	na
William Weikert, Company OH USA	1.7.5	Director	na	na	na na	na na	na
John J Meyer, Covington, OH USA		Director	na	na		na	na
Fred Henderson, Covingno, ON USA		Director	na	na	na	na na	na na
Pohert W Rudy Covington Payers		Director	na	na	na	na	na .
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