

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, 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.

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

Date of Report (top-tier holding company's fiscal year-end)

September 30, 2016

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's 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

President

Name

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 Company's web page

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

4-4-2017

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

RSSD ID _____

C.I. _____

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."

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 Street, P O Box 188

(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)

Legal Title of Subsidiary Holding Company

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City State Zip Code

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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)

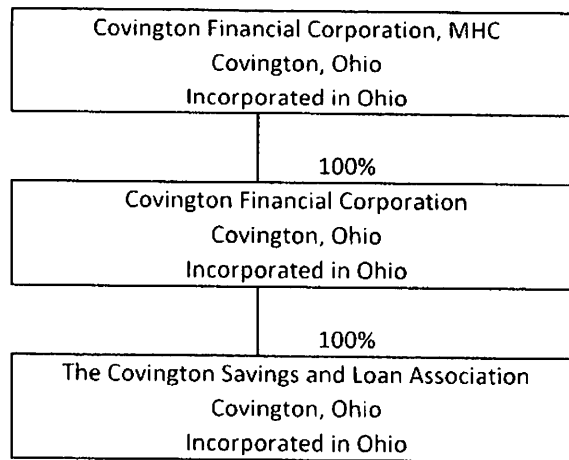
Form FR Y-6

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 stock holders 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

Results: a list of branches for your depository institution. If you have a branch in a state that is not listed in the table, you may need to add it. The depository institutions held by the FDIC are listed in the table. If you have a branch in a state that is not listed in the table, you may need to add it. The data are as of 12/31/2014. Data reflects information that was received and processed through FDIC's FDICID.

Recapitulation and Modifications Flag

1. If the branch information is correct, enter "0" in the Data Action column.
 2. If the branch information is incorrect or incomplete, re-enter the data, enter "1" in the Data Action column and the date when the information first became valid as the Effective Date column.
 3. If a branch listed was closed or deleted, enter "2" in the Data Action column and the date of closure as the Effective Date column.
 4. If a reportable branch's closing, merger, sale, and/or legal status changes, enter "3" in the Data Action column and the opening or acquisition date as the Effective Date column.

Approval

Change: If the branch information is incorrect or incomplete, re-enter the data, enter "1" in the Data Action column and the date when the information first became valid as the Effective Date column.
 Close: If a branch listed was closed or deleted, enter "2" in the Data Action column and the date of closure as the Effective Date column.
 Other: If a reportable branch's closing, merger, sale, and/or legal status changes, enter "3" in the Data Action column and the opening or acquisition date as the Effective Date column.

Submission Requirements

When you are finished, send a saved copy to your IRS contact. See the detailed instructions on this site for more information. If you are emailing this to your IRS 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 "0" (e.g., "0", "1", "2", or "3"). The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application. <https://fdic.gov/10online/requirements.asp>

* FDIC NUMBER, Office Number, and ID_3SD columns are for reference only. Verification of these values is not required.

Branch Name	Effective Date	Branch Status	Branch ID	Branch ID_3SD	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC NUMBER	Office Number*	Head Office	Head Office ID_3SD*	Comments
COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	01/01/2014	Active	815079		COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	117 N HIGH ST	COVINGTON	OH	43118	AMAH	UNITED STATES	42897	0	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	815079	
BRADFORD BRANCH	01/01/2014	Active	815079		BRADFORD BRANCH	253 N MIAMI AVE	BRADFORD	OH	43303	DARE	UNITED STATES	26489	3	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	815079	
BRGDALVA BRANCH	01/01/2014	Active	815079		BRGDALVA BRANCH	700 E BRADWAY ST	COVINGTON	OH	43318	AMAH	UNITED STATES	26487	1	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	815079	