

## Board of Governors of the Federal Reserve System



## Annual Report of Holding Companies—FR Y-6 2017 DEC 14 P 2 11

FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
Page 1 of 2

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FEDERAL RESERVE BANK  
OF CLEVELAND  
CCS ADMINISTRATION

## 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.

**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.

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

12-11-2017

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 3828120

C.I.

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.

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

September 30, 2017

Month / Day / Year

N/A

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, PO Box 188

(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:

Darlene S Angle Accounting Manager

Name Title

937-473-2021

Area Code / Phone Number / Extension

937-473-2022

Area Code / FAX Number

darlene.angle@covingtonsavingsandloan.com

E-mail Address

N/A

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."

**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, PO 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	
(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	
(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	
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	
City	State Zip Code
Physical Location (if different from mailing address)	

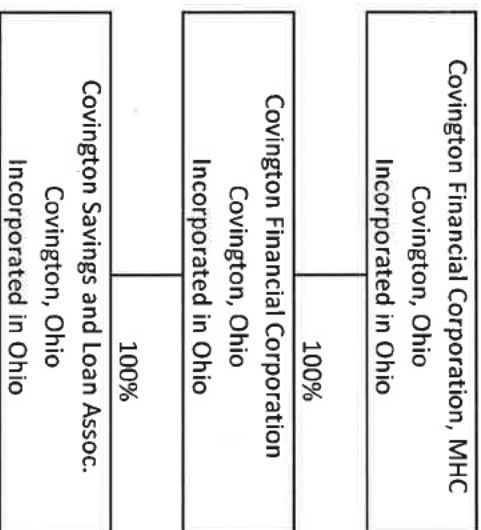
Form FR Y-6

Covington Financial Corporation, MHC  
Covington, Ohio  
Fiscal Year Ending September 30, 2017

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: Covington Financial Corporation, MHC: N/A, Covington Financial Corporation: N/A

Footnote: LEI Data is not applicable to Bank and Non-Bank Subsidiaries

**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 09/30/2017. Data reflects information that was received and processed through 12/08/2017.

**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	9/30/2017	Full Service (Head Office)	835079	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	117 N HIGH ST	COVINGTON	OH	45318	MIAMI	UNITED STATES	40897		COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	835079	
OK	9/30/2017	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	9/30/2017	Full Service	4146728	BROADWAY BRANCH	700 E BROADWAY ST	COVINGTON	OH	45318	MIAMI	UNITED STATES	264847	1	COVINGTON SAVINGS AND LOAN ASSOCIATION, THE	835079	

Report Item 4: Insiders  
1, 2, 3(a)(b)(c), and 4(a)(b)(c)

(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 Voting Shares in Subsidiaries (include names of 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)
Ronald Sutherland, Covington, OH USA	President, CEO/Covington Savings and Loan	President, CEO/Director	na	na	na	na	na
William Weikert, Covington, OH USA	Manufacturer, Plastics, Partner	Director	na	na	na	na	na
John J Meyer, Covington, OH USA	Consultant, Owner	Director	na	na	na	na	na
Fred Henderson, Troy, OH USA	Retired Public School Treasurer	Chairman	na	na	na	na	na
Robert W Rudy, Troy, OH USA	Grain Elevator, Owner	Vice Chairman	na	na	na	na	na

Report Item 4: Insiders  
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(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 Voting Shares in Subsidiaries (Include names of 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)
Ronald Sutherland, Covington, OH USA	President, CEO/Covington Savings and Loan	President, CEO/Director	na	na	na	na	na
William Weikert, Covington, OH USA	Manufacturer, Plastics, Partner	Director	na	na	na	na	na
John J Meyer, Covington, OH USA	Consultant, Owner	Director	na	na	na	na	na
Fred Henderson, Troy, OH USA	Retired Public School Treasurer	Chairman	na	na	na	na	na
Robert W Rudy, Troy, OH USA	Grain Elevator, Owner	Vice Chairman	na	na	na	na	na