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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):

December 31, 2018

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

I, **David J Rotatori**

Ion Financial MHC

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

251 Church Street

Title of the Holding Company Director and Official

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

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.

Naugatuck

CT

06770

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Dana Silva

EVP, CAO & Secretary

Name

Title

203-720-2530

Area Code / Phone Number / Extension

203-720-5304

Area Code / FAX Number

dsilva@ionbank.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

Address (URL) for the Holding Company's web page

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.

3912766

Is confidential treatment requested for any portion of this report submission?

0=No
1=Yes **0**

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."

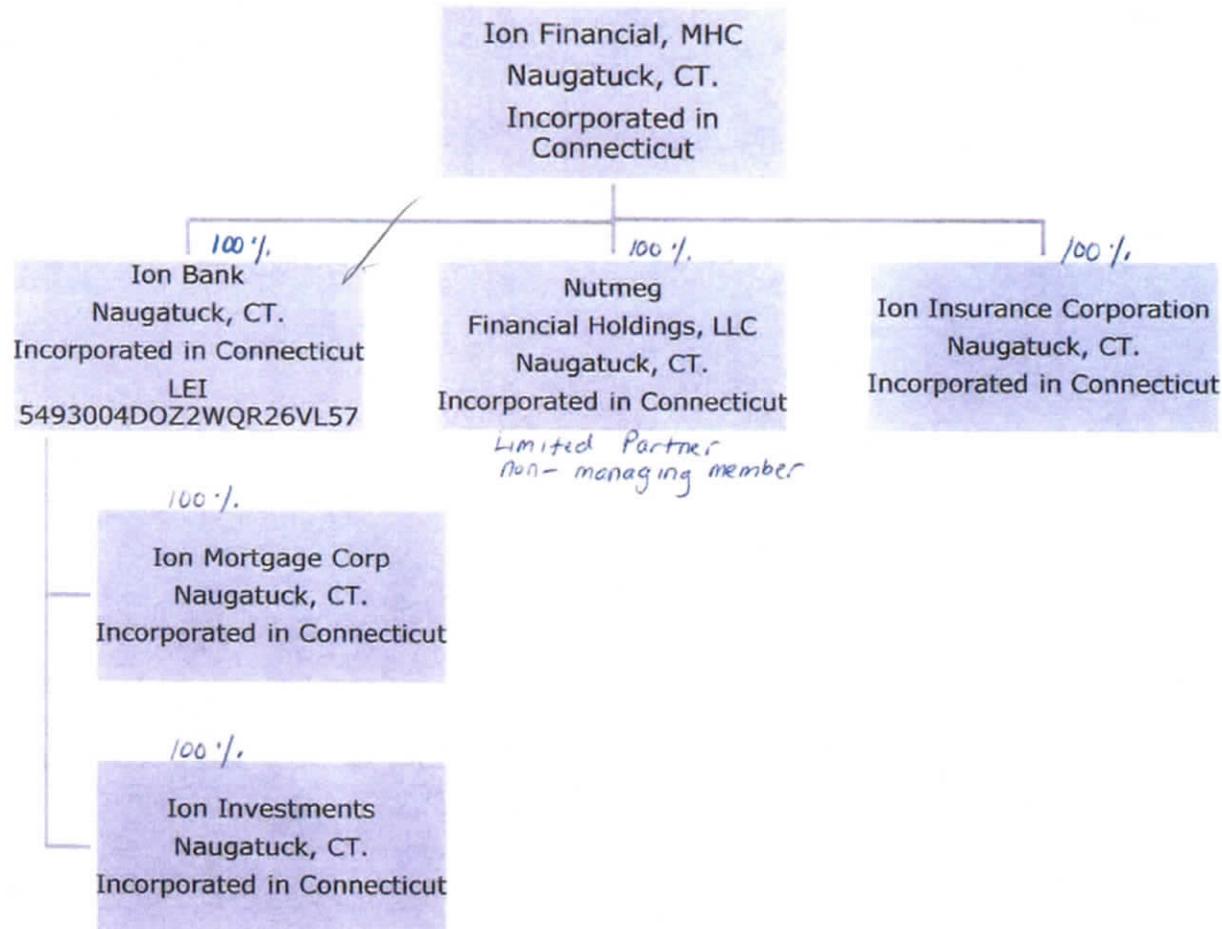
For Use By Tiered Holding Companies

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

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

Ion Financial, MHC Overview

Report Item 2a: Organizational Chart



LEI not applicable unless otherwise noted.

Report Item 2b.

Results: A list of branches for your depository institution (ION BANK ID, RSSD: 407506)
 This depository institution is held by ION FINANCIAL MHC (9912766) of NAUGATUCK, CT
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019

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)	407506	ION BANK	251 CHURCH STREET, BOX 370	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	3139853	ANSONIA BRANCH	75 TREMONT STREET	ANSONIA	CT	06401	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	2757595	CHESHIRE BRANCH	218 MAPLE AVENUE	CHESHIRE	CT	06410	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	4291646	HAMDEN BRANCH	2989 WHITNEY AVENUE	HAMDEN	CT	06518	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	2799399	MERIDEN EAST MAIN OFFICE BRANCH	1231 EAST MAIN STREET	MERIDEN	CT	06450	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	4302814	MERIDEN WEST BRANCH	500 WEST MAIN STREET	MERIDEN	CT	06451	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	529800	MIDDLEBURY BRANCH	600 MIDDLEBURY ROAD ROUTE 64	MIDDLEBURY	CT	06762	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	1357617	NAUGATUCK BRANCH	87 CHURCH STREET	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Limited Service	4327255	NAUGATUCK HIGH SCHOOL BRANCH	543 RUBBER AVENUE	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	3471218	NEW HAVEN ROAD BRANCH	1430 NEW HAVEN ROAD	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	591704	PLAZA BRANCH	727 RUBBER AVENUE	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	264307	OXFORD BRANCH	71 OXFORD RD ROUTE 67	OXFORD	CT	06478	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	3107076	PROSPECT BRANCH	24 WATERBURY ROAD	PROSPECT	CT	06712	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	2879723	SOUTHBRURY BRANCH	163 MAIN STREET SOUTH	SOUTHBRURY	CT	06488	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	4460929	WALLINGFORD BRANCH	665 NORTH COLONY ROAD	WALLINGFORD	CT	06492	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	4413907	WATERBURY EAST BRANCH	1670 EAST MAIN STREET	WATERBURY	CT	06705	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	3300895	WATERBURY WEST BRANCH	910 WOLCOTT STREET	WATERBURY	CT	06705	NEW HAVEN	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	2979977	WATERTOWN BRANCH	565 STRAITS TURNPIKE	WATERTOWN	CT	06795	LITCHFIELD	UNITED STATES	Not Required	Not Required	ION BANK	407506	
OK		Full Service	1400746	WOODBURY BRANCH	670 MAIN STREET SOUTH	WOODBURY	CT	06798	LITCHFIELD	UNITED STATES	Not Required	Not Required	ION BANK	407506	

Ion Financial Mutual Holding Company

FR Y-6

December 31, 2018

Report Item 3. Securities Holders

NOT APPLICABLE

Ion Financial, MHC
Report Item 4 – Insiders

12/31/2018

1. Name, City and State

Charles J. Boulrier III	Wolcott, CT.
Patrick A. Charmel	Hamden, CT.
Ann Merriam Feinberg	Middlebury, CT.
Lucille Janatka	Woodbury, CT.
David W. Nurnberger	Woodbury, CT.
Gary B. O'Connor	Woodbury, CT.
Stephen C. Widman	Middlebury, CT.
Mark C. Yanarella	Naugatuck, CT.
David J. Rotatori	Naugatuck, CT.
Dana M. Silva	Southbury, CT.
Ginger Y. Fennell	Naugatuck, CT.

2. Principal Occupation, if other than with the holding company

Patrick A. Charmel	President & CEO, Griffin Hospital – Derby, CT.
Ann Merriam Feinberg	Retired - VP, CT Community Foundation – Waterbury, CT
Lucille Janatka	Retired - President; Central Region; Hartford Healthcare, New Britain, CT.
David W. Nurnberger	Retired - Sr. VP – Boehringer Ingelheim Corp – Ridgefield, CT
Gary B. O'Connor	Partner, Pullman & Comley – Hartford, CT.
Stephen C. Widman	M.D., Cardiology Associates – Waterbury, CT
Mark C. Yanarella	Retired President & CEO – Naugatuck Savings Bank – Naugatuck, CT.

3. Title or position with:

a. holding company;

Charles J. Boulrier, III	CEO; Board of Trustees
David J. Rotatori	President; Board of Trustees
Patrick A. Charmel	Board of Trustees
Ann Merriam Feinberg	Board of Trustees
Lucille Janatka	Board of Trustees
David W. Nurnberger	Board of Trustees
Gary B. O'Connor	Board of Trustees
Stephen C. Widman	Board of Trustees

Mark C. Yanarella	Board of Trustees; Chairman of the Board
Dana M. Silva	Senior Vice President, Secretary
Ginger Y. Fennell	Senior Vice President, Treasurer

b. all direct & indirect subsidiaries

Charles J. Boulier, III	Ion Bank	Director, CEO
	Nutmeg Financial Holdings LLC	Director, CEO
	Ion Insurance Corp	Director
	Ion Investment Holding Co	Director, CEO
	Ion Bank Foundation Inc	Director, CEO
David J. Rotatori	Ion Bank	Director, President
	Nutmeg Financial Holdings LLC	Director, President
	Ion Insurance Corp	Director, Exec Vice President
	Ion Mortgage Corp	Director, President
	Ion Investment Holding Co	Director, President
	Ion Bank Foundation Inc.	Director, President
Dana M. Silva	Ion Bank	EVP, Corporate Secretary
	Nutmeg Financial Holdings, LLC	SVP, Secretary
	Ion Insurance Corp	Secretary
	Ion Mortgage Corp	Director, Secretary
	Ion Investment Holding Co.	Director, Secretary
	Ion Bank Foundation Inc.	Secretary
Ginger Y. Fennell	Ion Bank	EVP, CRO, Treasurer
	Nutmeg Financial Holdings, LLC	SVP, Treasurer
	Ion Insurance Corp	SVP, Treasurer
	Ion Mortgage Corp	Treasurer
	Ion Investment Holding Co.	Director, Treasurer
	Ion Bank Foundation Inc.	SVP, Treasurer
Mark C. Yanarella	Ion Bank	Chair of the Board
Charles J. Boulier, III	Ion Bank	Board of Director
Patrick A. Charmel	Ion Bank	Board of Director
Ann Merriam Feinberg	Ion Bank	Board of Director
Lucille Janatka	Ion Bank	Board of Director
David W. Nurnberger	Ion Bank	Board of Director
Gary B. O'Connor	Ion Bank	Board of Director
Stephen C. Widman	Ion Bank	Board of Director
David J. Rotatori	Ion Bank	Board of Director

c. Any other company in which the person is a director, trustee, partner or exec.

Charles J. Boulier, III	Director (Chair) – American Savings Foundation Director (Chair) – America’s Mutual Banks Director – St. Mary’s Hospital Foundation Director – Waterbury Regional Chamber of Commerce Corporator – Griffin Health Director (Campaign Chair 2017-2018) – United Way of Greater Waterbury
David J. Rotatori	Director – Naugatuck Economic Development Committee Director – Simply Smiles, Inc Director (Chair 2017-2018) – United Way of Naugatuck & Beacon Falls Corporator – Griffin Health
Patrick A. Charmel	Board of Governors – Quinnipiac University Alumni Assoc. Advisory Committee – Quinnipiac University Director – Greater Valley Chamber of Commerce
Ann Merriam Feinberg	Vice Chair – Western CT Leadership Alumni Director – Pomperaug River Watershed Coalition Director – Gift of Adoption, Inc. Director – Naugatuck Valley Community College Foundation
David W. Nurnberger	Director – Western CT State University Director – Ann’s Place, The Home of I Can Director – Simply Smiles
Gary B. O’Connor	Co-Chair – State Brownfield’s Working Group Director & Secretary – Loyola Development, Inc. Director – Waterbury Regional Chamber of Commerce
Stephen C. Widman	Director - St. Mary’s Hospital Foundation CT Chapter Member - American College of Cardiology
Dana Silva	Director & Treasurer – United Way of Naugatuck & Beacon Falls
Ginger Y Fennell	Director & Treasurer – Rotary Club of Naugatuck Director & Treasurer – Rotary Club of Naugatuck Foundation Finance Committee – Waterbury Symphony Orchestra

4. Percentage of each class of voting securities owned, controlled or held with power to vote in:

a. The holding company

Not applicable

b. Direct and indirect subsidiaries

Not applicable

c. Any other company if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held; list the name of the company and percentage of voting securities

Mark C. Yanarella	Wedgewood Investments Inc	50%	—
David J. Rotatori	Equity Property Management LLC	50%	
Gary O'Connor	Garden Hill Associates	50%	