

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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 2019 MAR 25 7 11 18

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, **John G. Kenkel, Jr.**

Victory Bancorp, Inc.

Legal Title of Holding Company

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

2500 Chamber Center Drive

(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.

Fort Mitchell KY 41017

City State Zip Code

Same

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Tara Kersting CFO

Name Title

859-578-7103

Area Code / Phone Number / Extension

859-578-7103

Area Code / FAX Number

tara.kersting@victorycommunitybank.com

E-mail Address

Signature of Holding Company Director and Official

N/A

03/22/2019

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

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

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 Federal Reserve Bank Use Only

RSSD ID **3824421**

C.I. _____

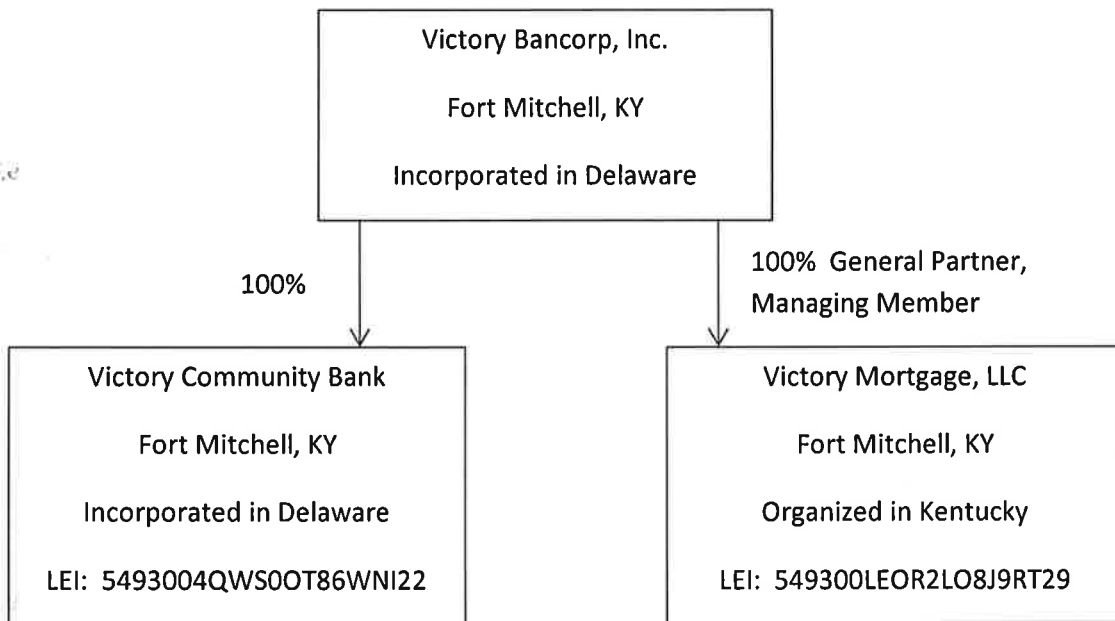
Form FR Y-6

Victory Bancorp, Inc.
Fort Mitchell, KY
Fiscal Year Ending December 31, 2018

Report Item

1: The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, one copy is enclosed.

2a: Organizational Chart



LEI is N/A unless otherwise noted.

2b: Domestic branch listing emailed to the Federal Reserve Bank on 3/22/2019.

Results: A list of branches for your holding company: **VICTORY BANCORP, INC. (3824421) of FT MITCHELL, KY.**
 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)	3153345	VICTORY COMMUNITY BANK	2500 CHAMBER CENTER DR., SUITE 100	FT MITCHELL	KY	41017	KENTON	UNITED STATES	Not Required	Not Required	VICTORY COMMUNITY BANK	3153345	
OK		Full Service	4150985	FLORENCE BRANCH	8735 US HWY 42	FLORENCE	KY	41042	BOONE	UNITED STATES	Not Required	Not Required	VICTORY COMMUNITY BANK	3153345	
OK		Full Service	4150994	FORT THOMAS BRANCH	602 S FT THOMAS AVE	FORT THOMAS	KY	41075	CAMPBELL	UNITED STATES	Not Required	Not Required	VICTORY COMMUNITY BANK	3153345	

Form FR Y-6
 Victory Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018.			Securities holders not listed in 3(1)(a) through (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
The Victory Trust Erlanger, KY, USA John G. Kenkel, Jr. Union, KY, USA	USA USA	1,000 - 50% Common Stock 640 - 32% Common Stock	None		

Form FR Y-6
 Victory Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

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 and Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(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)
John G. Kenkel, III, Ludlow, KY USA	N/A	Board Secretary	Board Secretary (Victory Community Bank) VP Lending - Local Market (Victory Community Bank)	Member - Prime Rental Properties, LLC Member - IWM, LLC	None (he is Beneficiary of The John G. Kenkel, III Irrevocable Trust which is 4.5% shareholder)	None	Prime Rental Properties, LLC (25%)
Tara M. Kersting, Union, KY USA	N/A	Chief Financial Officer	Chief Financial Officer (Victory Community Bank) Chief Financial Officer (Victory Mortgage, LLC)	None	None	None	None
Steven R. Hellmann, Taylor Mill, KY USA	N/A	Vice President	Vice President (Victory Community Bank)	None	None	None	None

Form FR Y-6
Victory Bancorp, Inc.
Fiscal Year Ending December 31, 2018

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 and Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(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)
Jimmy J Miller, Union, KY USA	Insurance Executive	Director	Director (Victory Community Bank)	President & CEO, Director - Columbus Life Insurance Co. Senior Vice President - Western & Southern Life Insurance Co. Director - Lafayette Life Insurance Co. Manager/Member - BBB Developers LLC Manager/Member - LuGab LLC Manager/Member - Case 25 LLC Manager/Member - Sawgrass LLC Manager/Member - Longbranch Estates LLC Manager/Member - Manor Lake LLC President - Alson Place Homeowners Association Partner - Akin & Miller Land Developers Member - Akin & Miller Investments, LLC Manager - TB Miller Signs LLC	None	None	BBB Developers LLC (95%) LuGab LLC (95%) Case 25 LLC (50%) Sawgrass LLC (100%) Longbranch Estates LLC (100%) Manor Lake LLC (100%) Akin & Miller Land Developers (50%) Akin & Miller Investments, LLC (50%) TB Miller Signs LLC (90%)
Robert C. Hollman, Jr., Union, KY USA	Automation Solutions Executive	Director	Director (Victory Community Bank)	Vice President, Managing Partner - Applied Machine & Motion Control	None	None	Applied Machine & Motion Control (37.5%) Motion Partners LLC (33%)

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Victory Bancorp, Inc.
Fiscal Year Ending December 31, 2018

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 and Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(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)
Greg Fischer, Villa Hills, KY USA	Executive - Homebuilding	Director	Director (Victory Community Bank)	Chairman of the Board - Fischer Group, LLC (including supporting entities) Trustee - The Victory Trust Vice President and Chief Operations Officer - Longbranch Development, Inc. Chief Executive Officer - Kensington Development Co. of Ohio, LLC President - Holds Branch Investment Associates, LLC Chief Executive Officer - Erbeck Development Company, Ltd. Vice President and Chief Operations Officer - AF Investments, LLC President - BF Developement Associates, Inc. Vice President - TBHW Investment Company, LLC Chairman - Tollgate Development, LLC	None (He is Co-Trustee of The Victory Trust which owns 50% of the voting shares)	None	Fischer Residential Columbus, LLC (50%)
John G. Kenkel, Jr., Union, KY USA	N/A	President & CEO, Director	President & CEO (Victory Community Bank) Member/Manager (Victory Mortgage, LLC)	President - VM, Inc. Member - Bubby, LLC	32%	None	VM, Inc. (25%) Bubby, LLC (50%)

Form FR Y-6
 Victory Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

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 and Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(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)
Carlo R. Wessels, Villa Hills, KY USA	Attorney, Real Estate Developer	Chairman of the Board	Chairman of the Board (Victory Community Bank)	Member - The Wessels Co. LLC	None	None	Wessels Properties, LLC (25%)
				Member - Wessels Properties, LLC			Walton Ridge Apartments, LLC (25%)
				Member - Walton Ridge Apartments, LLC			Wessels Construction & Development Company, Inc. (25%)
				Director/Shareholder - Guardian Management & Recreation, Inc.			Devou Village Apartments, LLC (31%)
				Director/Shareholder - Wessels Construction & Development Company, Inc.			Overlook of Ft. Thomas Apartments, LLC (33%)
				Member - Devou Village Apartments, LLC			Turkey Ridge Properties, LLC (50%)
				Member - Overlook of Ft. Thomas Apartments, LLC			Reserve at Meadowood, LLC (33%)
				Member - Hemmer DeFrank Wessels, PLLC			W5 Capital, LLC (35%)
				Member - Turkey Ridge Properties, LLC			
				Member - Reserve at Meadowood, LLC			
Member - W5 Capital, LLC							
The Victory Trust, Erlanger, KY USA	N/A (Trust)	None	None	None	50%	None	