

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 27 P 1:52

STATISTICS & ANALYSIS
 DEPARTMENT

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)); 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.

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

December 31, 2013

Month / Day / Year

I, John G. Kenkel, Jr.

Reporter's Name, Street, and Mailing Address

Victory Bancorp, Inc.

Name of the Holding Company Director and Official

President and Director

Legal Title of Holding Company

2500 Chamber Center Drive

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.

Fort Mitchell

KY

41017

City

State

Zip Code

N/A

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

Chief Financial Officer

Name

Title

859-578-7103

Area Code / Phone Number / Extension

859-344-7804

Area Code / FAX Number

tara.kersting@victorycommunitybank.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/24/2014

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.

3824421

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."

No

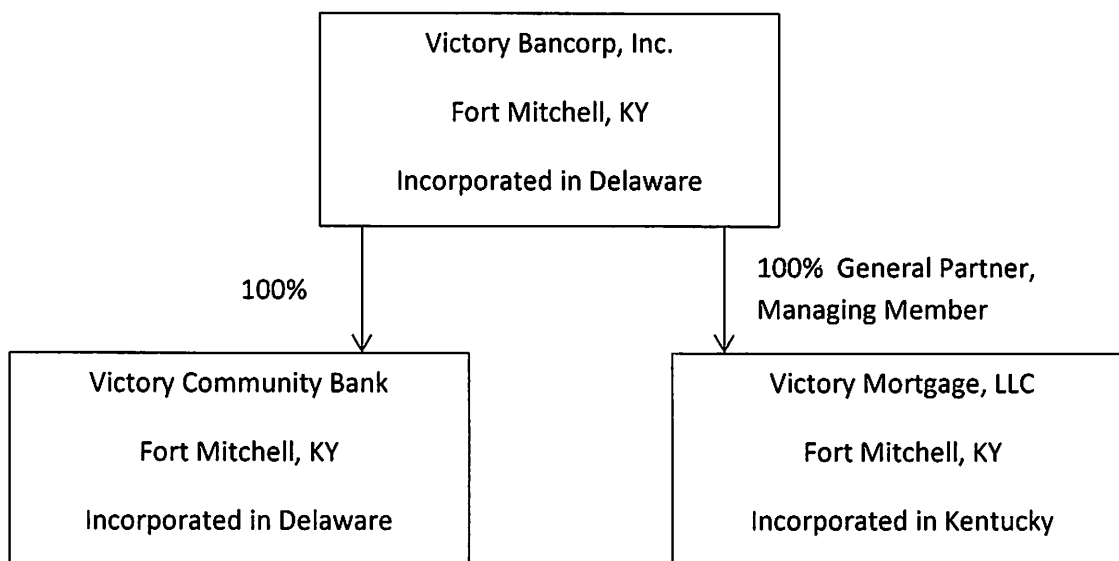
Form FR Y-6

**Victory Bancorp, Inc.
Fort Mitchell, KY
Fiscal Year Ending December 31, 2013**

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, three copies are enclosed.

2a: Organizational Chart



2b: Domestic branch listing emailed to the Federal Reserve Bank on 3/24/2014.

Results: A list of branches for your holding company: VICTORY BANCORP, INC. (3824421) of FT MITCHELL, KY.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	360590	0	VICTORY COMMUNITY BANK	3153345	
OK		Full Service	4150985	FLORENCE BRANCH	8735 US HWY 42	FLORENCE	KY	41042	BOONE	UNITED STATES	365004	2	VICTORY COMMUNITY BANK	3153345	
OK		Full Service	4150994	FORT THOMAS BRANCH	602 S FT THOMAS AVE	FORT THOMAS	KY	41075	CAMPBELL	UNITED STATES	464162	1	VICTORY COMMUNITY BANK	3153345	

Form FR Y-6
 Victory Bancorp, Inc.
 Fiscal Year Ending December 31, 2013

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 12-31-2013.			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 12-31-2013.		
(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 EMF Trust Erlanger, KY, USA	USA	1,000 - 50% Common Stock	None		
John G. Kenkel, Jr. Union, KY, USA	USA	640 - 32% Common Stock			

Form FR Y-6
Victory Bancorp, Inc.
Fiscal Year Ending December 31, 2013

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)
Stephen P. Kenkel, Southgate, KY USA	Attorney	Board Secretary	Board Secretary (Victory Community Bank)	Sole Owner - Stephen P. Kenkel, PLLC President - Homestead Title Agency, Ltd. President - KFK, Inc.	None	None	Stephen P. Kenkel, PLLC (100%) Homestead Title Agency, Ltd. (33%) KFK, Inc. (33%)
Jason W. Welch, Union, KY USA	N/A	Regional President	Regional President (Victory Community Bank)	Director - Tri-State Wholesale Building Supply	None	None	None
Tara M. Kersting, Union, KY USA	N/A	Chief Financial Officer	President (Victory Mortgage, LLC) Chief Financial Officer (Victory Community Bank)	None	None	None	None
Steven R. Hellmann, Taylor Mill, KY USA	N/A	Vice President Operations	Chief Financial Officer (Victory Mortgage, LLC) Vice President Operations (Victory Community Bank)	None	None	None	None

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Victory Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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Jimmy J Miller, Union, KY USA	Insurance Executive	Director	Director (Victory Community Bank)	President & CEO, Director - Columbus Life Insurance Co.	None	None	BBB Developers LLC (95%)
				Senior Vice President - Western & Southern Life Insurance Co.			LuGab LLC (95%)
				Director - Lafayette Life Insurance Co.			Case 25 LLC (50%)
				Manager/Member - BBB Developers LLC			Sawgrass LLC (100%)
				Manager/Member - LuGab LLC			Longbranch Estates LLC (100%)
				Manager/Member - Case 25 LLC			Manor Lake LLC (100%)
				Manager/Member - Sawgrass LLC			
				Manager/Member - Longbranch Estates LLC			
				Manager/Member - Manor Lake LLC			
		President - Alson Place Homeowners Association					
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, 2013

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 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)
Henry Fischer, Villa Hills, KY USA	Executive - Homebuilding	Chairman of the Board	Chairman of the Board (Victory Community Bank)	Chairman of the Board - Fischer Single Family Homes II, LLC Trustee - The EMF Trust Chairman of the Board - Fischer Attached Homes II, LLC President & COO - BF Development Associates, Inc. Vice President - Longbranch Development, Inc.	None (He is Trustee of the EMF Trust which owns 50% of the voting shares)	None	FSFH, Inc. (100%) FAHO, Inc. (100%) Forest Glen Land Holding, LLC (60%) Spring at Settler's Walk Land Holding, LLC (95%) Eagles Point Land Holding, LLC (60%) Providence Land Holding, LLC (60%) Miami Bluff Land Holding, LLC (50%) Greenbrooke Land Holding, LLC (40%) Renaissance Land Holding, LLC (40%) Overbrook Farms Land Holding, LLC (75%) Shadowood Land Holdings, LLC (25%) Brighton Estates - Village Land Holdings, LLC (40%) Renaissance Attached Land Holding, LLC (50%) Fischer Single Family Homes III, Ltd. (50%) Fischer Residential, LLC (50%) Fischer Residential Columbus, LP (50%) Fischer Residential Indianapolis, LP (50%)
John G. Kenkel, Jr., Union, KY USA	N/A	President & CEO, Director	President & CEO (Victory Community Bank) Member/Manager (Victory Mortgage, LLC)		32%	None	VM, Inc. (25%)

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Victory Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

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Carlo R. Wessels, Villa Hills, KY USA	Attorney	Director	Director (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.			
The EMF Trust, Erlanger, KY USA	N/A (Trust)	None	None	None	50%	None	Fischer Single Family Homes, Ltd. (28.5%)
							Fischer Attached Homes, Ltd. (28.5%)
							Fischer Lending Company, LLC (69%)