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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.

I, Ryan Bugg
Name of the Holding Company Director and Official
President
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]
Signature of Holding Company Director and Official
6-23-2015
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 22400873
C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Victory Bancshares, Inc.

Legal Title of Holding Company

103 South Main Street, P.O. Box 67

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

<u>Mt. Victory</u>	<u>OH</u>	<u>43340</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Ryan Bugg President
Name Title

937-354-3171

Area Code / Phone Number / Extension

937-354-3354

Area Code / FAX Number

Ryan Bugg (ryan@mtvictorybank.com)

E-mail Address

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

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."

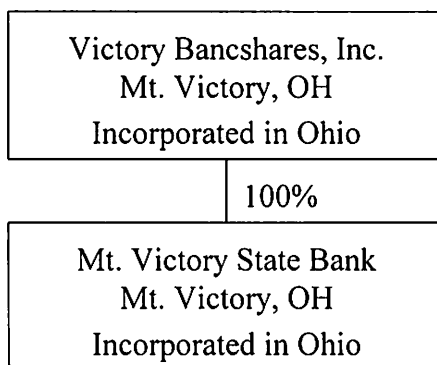
No

Form FR Y-6

Fiscal Year Ending December 31, 2014

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does not prepare an annual report.
- 2: Organizational Chart



Supplement to Organizational Chart:

- 2.a None
- 2.b None
- 2.c None
- 2. d None

Results: A list of branches for your holding company: VICTORY BANCSHARES, INC. (2266873) of MOUNT VICTORY, OH. The data are as of 12/31/2014. Data reflects information that was received and processed through 02/24/2015.

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

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**

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 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)	274025	MT. VICTORY STATE BANK	103 SOUTH MAIN ST	MOUNT VICTORY	OH	43340	HARDIN	UNITED STATES	6063	0	MT. VICTORY STATE BANK	274025	

Victory Bancshares, Inc.
Mt. Victory, Ohio
Form FR Y-6

December 31, 2014

Report Item 3: Shareholders
(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14

Shareholders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Carol E. Knaur Orlando, Florida [REDACTED]	USA	3,000	12.5%%	N/A	N/A	N/A
William Charles Mowery Mt. Victory, OH [REDACTED]	USA	2,750	11.46%	N/A	N/A	N/A
Carol M. Sherwood Lancaster, OH [REDACTED]	USA	2,000	8.33%%	N/A	N/A	N/A
Ronald L. Mouser Ridgeway, OH [REDACTED]	USA	2,950	12.29%	N/A	N/A	N/A
James H. Ramsey Mt. Victory, Ohio [REDACTED]	USA	1,500	6.25%	N/A	N/A	N/A

Victory Bancshares, Inc.
Mt. Victory, Ohio
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Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 percentages of voting securities held)
James H. Ramsey Mt. Victory, OH [REDACTED]	Farmer	Director, Secretary	Director, Secretary	Ramsey Farms	6.25%	N/A	N/A
Robert Temple Kenton, OH [REDACTED]	Banker	President	Director, President, CEO	N/A	3.85%	N/A	N/A
Ronald L. Mouser Ridgeway, OH [REDACTED]	Farmer	Director, Treasurer	Director, Vice President Chairman	R&B Mouser Farms	12.29%	N/A	70%
Shawn L. Cooley Mt. Victory, OH [REDACTED]	Farmer	Director	Director	SC Farms	0.63%	N/A	N/A
Ryan E. Bugg Marysville, Ohio [REDACTED]	Banker	Director	Exec. VP Director	N/A	.27%	N/A	N/A
Carol E. Knaur Orlando, Florida [REDACTED]	Retired	N/A	N/A	N/A	12.50%	N/A	N/A
William C. Mowery Mt. Victory, Ohio [REDACTED]	N/A	N/A	N/A	N/A	11.46%	N/A	N/A

VICTORY BANCSHARES, INC.

Mt. Victory, Ohio

CONSOLIDATED STATEMENTS OF CONDITION

December 31, 2014, 2013 and 2012

ASSETS	2014 (unaudited)	2013 (unaudited)	2012 (unaudited)
Cash and due from banks	\$ 980,684.78	\$ 1,390,373.59	\$ 1,378,245.91
Investments - available-for-sale	9,192,722.22	8,736,139.00	9,787,583.99
Federal funds sold	705,000.00	130,000.00	511,000.00
Loans (net of unearned interest)	5,445,282.58	5,397,907.09	4,022,975.25
Less: allowance for loan losses	<u>(110,911.85)</u>	<u>(98,816.26)</u>	<u>(99,682.39)</u>
Loans – net	5,334,370.73	5,299,090.83	3,923,292.86
Bank premises and fixtures	74,214.22	35,629.28	53,707.14
Accrued interest receivable	76,762.09	67,064.35	83,293.01
Other	<u>207,604.48</u>	<u>445,801.92</u>	<u>78,910.42</u>
TOTAL ASSETS	<u>\$16,571,358.52</u>	<u>\$16,104,098.97</u>	<u>\$15,816,033.33</u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
Demand deposits	\$ 6,545,547.00	\$ 5,593,051.10	\$ 5,414,811.85
Savings deposits	4,972,412.52	5,604,660.78	5,028,715.33
Time deposits	<u>3,394,376.51</u>	<u>3,707,510.02</u>	<u>3,480,966.96</u>
Total deposits	14,912,336.03	14,905,221.90	13,924,494.14
Accrued interest payable	802.58	858.82	1,857.52
Other liabilities	<u>4,574.24</u>	<u>3,998.02</u>	<u>15,204.15</u>
TOTAL LIABILITIES	14,917,712.85	14,910,078.74	13,941,555.81
SHAREHOLDERS' EQUITY			
Common stock - \$5 par value	2014	2013	2012
Authorized -	100,000	100,000	100,000
Issued -	50,000	50,000	50,000
Outstanding -	24,000	24,000	24,000
Surplus			
Undivided profits	2,713,207.63	2,694,469.49	2,683,697.99
Accumulated other comprehensive income	(242,030.46)	(682,917.76)	8,311.03
Treasury stock -at cost;	26,000	26,000	26,000
	<u>(1,317,715.30)</u>	<u>(1,317,715.30)</u>	<u>(1,317,715.30)</u>
TOTAL EQUITY	<u>1,659,645.67</u>	<u>1,194,020.23</u>	<u>1,874,477.52</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$16,571,358.52</u>	<u>\$16,104,098.97</u>	<u>\$15,816,033.33</u>
Book value per share	\$68.90	\$49.75	\$78.10