

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, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

J. John G. Kenkel, Jr.

Victory Bancorp, Inc.

Legal Title of Holding Company

2500 Chamber Center Drive

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

Fort Mitchell KY 41017

City State Zip Code

Same

Physical Location (if different from mailing address)

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

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

3-30-17

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. _____

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		<input type="checkbox"/>
2. a letter justifying this request has been provided separately		<input type="checkbox"/>
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Form FR Y-6

Victory Bancorp, Inc.

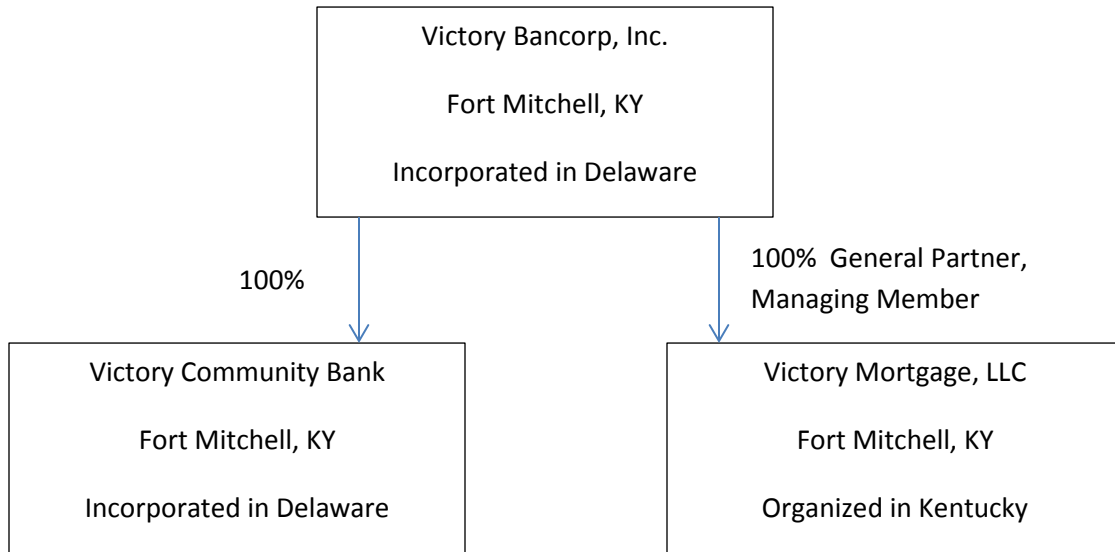
Fort Mitchell, KY

Fiscal Year Ending December 31, 2016

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 3/30/2017.

Results: A list of branches for your holding company: **VICTORY BANCORP, INC. (3824421) of FT MITCHELL, KY.**
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/ 0/2017.

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		Full Service (Head Office)	3153345	VICTORY COMMUNITY BANK	2500 CHAMBER CENTER DR. SUITE 100	FT MITCHELL	KY	41017	KENTON	UNITED STATES	60590	0	VICTORY COMMUNITY BANK	3153345	
OK		Full Service	4150985	FLORENCE BRANCH	8735 US HWY 42	FLORENCE	KY	41042	BOONE	UNITED STATES	65004	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	

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Fiscal Year Ending December 31, 2016

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 12-31-2016.			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 12-31-2016.		
(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			

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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, Covington, KY USA	Attorney	Board Secretary	Board Secretary (Victory Community Bank)	Sole Owner - Stephen P. Kenkel, PLLC President - Homestead Title Agency, LP	None	None	Stephen P. Kenkel, PLLC (100%) Homestead Title Agency, LP (33%)
Tara M. Kersting, Union, KY USA	N/A	Chief Financial Officer	Chief Financial Officer (Victory Community Bank) Chief Financial Officer (Victory Mortgage, LLC)	None President - KFK, Inc.	None	None	KFK, Inc. (33%) None
Steven R. Hellmann, Taylor Mill, KY USA	N/A	Vice President	Vice President (Victory Community Bank)	None	None	None	None

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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			Akin & Miller Land Developers (50%)
				Manager/Member - Longbranch Estates LLC			Akin & Miller Investments, LLC (50%)
				Manager/Member - Manor Lake LLC			TB Miller Signs LLC (90%)
				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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(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Henry Fischer, Villa Hills, KY USA	Executive - Homebuilding	Chairman of the Board	Chairman of the Board (Victory Community Bank)	Co-Chairman of the Board - The Fischer Group Co-Trustee - The EMF Trust Vice President - Longbranch Development, Inc.	None (He is Co-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%) Shadowood Land Holdings, LLC (25%) Brighton Estates - Village Land Holdings, LLC (40%) Renaissance Attached Land Holding, LLC (50%) FSFH III, LLC (50%) Fischer Residential, LLC (50%) Fischer Residential Columbus, LLC (50%) Fischer Residential Indianapolis, LLC (50%) FAH III LLC (50%) Long Branch Dev. Inc. (50%) Fischer Single Family Homes II, LLC (40%) Fischer Attached Homes II, LLC (40%)
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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 Fiscal Year Ending December 31, 2016

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Carlo R. Wessels, Villa Hills, KY USA	Attorney, Real Estate Developer	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.			Overlook of Ft. Thomas Apartments, LLC (33%)
				Member - Devou Village Apartments, LLC			Turkey Ridge Properties, LLC (50%)
				Member - Overlook of Ft. Thomas Apartments, LLC			
				Member - Hemmer DeFrank Wessels, PLLC			
Member - Turkey Ridge Properties, LLC							
The EMF Trust, Erlanger, KY USA	N/A (Trust)	None	None	None	50%	None	