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.

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

Report at the close of business as of the end of fiscal year

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.

Date of Signature
03/24/2014

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 3824421
C.I. 12/2012

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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

![Organizational Chart]

2b: Domestic branch listing emailed to the Federal Reserve Bank on 3/24/2014.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**Reconciliation and Verification Notes**

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 date of closure in the Effective Date column.

*Delete*: If a branch listed was never owned by this reporting 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.

**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 Form report requirements, you must also submit FR Form (Domestic Branch Schedule) for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Form report may be submitted in a hardcopy format or via the FR Form Online application - https://www.frform.federalreserve.gov.

* FSC, UNIOM, Office Number, and ID_RID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Counties</th>
<th>Country</th>
<th>FSC UNIOM</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_OIC*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>FullService</td>
<td>4100984</td>
<td>FLORENCE BRANCH</td>
<td>1013 W MAIN ST</td>
<td>FLORENCE</td>
<td>KY</td>
<td>40062</td>
<td>KOONE</td>
<td>UNITED STATES</td>
<td>40062</td>
<td>1 VICTORY COMMUNITY BANK</td>
<td>3151145</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>FullService</td>
<td>4100994</td>
<td>FORT THOMAS BRANCH</td>
<td>602 S THOMAS AVE</td>
<td>FORT THOMAS</td>
<td>KY</td>
<td>40050</td>
<td>CAMPELLE</td>
<td>UNITED STATES</td>
<td>40050</td>
<td>1 VICTORY COMMUNITY BANK</td>
<td>3151145</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013.</th>
<th>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.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>The EMF Trust Erlanger, KY, USA</td>
<td>USA</td>
</tr>
<tr>
<td>John G. Kenkel, Jr. Union, KY, USA</td>
<td>USA</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
</tr>
<tr>
<td>------------------------------</td>
<td>----------------------------------------------------------</td>
</tr>
<tr>
<td>Stephen P. Kenkel, Southgate, KY USA</td>
<td>Attorney</td>
</tr>
<tr>
<td>Jason W. Welch, Union, KY USA</td>
<td>N/A</td>
</tr>
<tr>
<td>Tara M. Kersting, Union, KY USA</td>
<td>N/A</td>
</tr>
<tr>
<td>Steven R. Hellmann, Taylor Mill, KY USA</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jimmy J Miller, Union, KY Insurance Executive</td>
<td>Director</td>
<td>Director (Victory Community Bank)</td>
<td>President &amp; CEO, Director - Columbus Life Insurance Co.</td>
<td>None</td>
<td>None</td>
<td>BBB Developers LLC (95%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Senior Vice President - Western &amp; Southern Life Insurance Co.</td>
<td></td>
<td></td>
<td>LuGub LLC (55%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Director - Lafayette Life Insurance Co.</td>
<td></td>
<td></td>
<td>Case 25 LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - BBB Developers LLC</td>
<td></td>
<td></td>
<td>Sawgrass LLC (100%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - LuGub LLC</td>
<td></td>
<td></td>
<td>Longbranch Estates LLC (100%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - Case 25 LLC</td>
<td></td>
<td></td>
<td>Manor Lake LLC (100%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - Sawgrass LLC</td>
<td></td>
<td></td>
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</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - Longbranch Estates LLC</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Manager/Member - Manor Lake LLC</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>President - Alson Place Homeowners Association</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert C. Holliman, Jr., Union, KY USA</td>
<td>Automation Solutions Executive</td>
<td>Director</td>
<td>Director (Victory Community Bank)</td>
<td>Vice President, Managing Partner - Applied Machine &amp; Motion Control</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Motion Partners LLC (33%)</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</td>
<td>(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)</td>
</tr>
<tr>
<td>-----------------------------</td>
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<td>--------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Henry Fischer, Villa Hills, KY USA</td>
<td>Executive - Homebuilding</td>
<td>Chairman of the Board (Victory Community Bank)</td>
<td>Chairman of the Board - Fischer Single Family Homes II, LLC Trustee - The EMF Trust Chairman of the Board - Fischer Attached Homes II, LLC President &amp; COO - BF Development Associates, Inc. Vice President - Longbranch Development, Inc.</td>
<td>None (He is Trustee of the EMF Trust which owns 50% of the voting shares)</td>
<td>None</td>
<td>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%) Brighten 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%)</td>
</tr>
<tr>
<td>John G. Kenkel, Jr., Union, KY USA</td>
<td>N/A</td>
<td>President &amp; CEO, Director</td>
<td>President &amp; CEO (Victory Community Bank) Member/Manager (Victory Mortgage, LLC)</td>
<td>32%</td>
<td>None</td>
<td>VM, Inc. (25%)</td>
</tr>
</tbody>
</table>
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)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
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<th>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
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<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carlo R. Wessels, Villa Hills, KY USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (Victory Community Bank)</td>
<td>Member - The Wessels Co. LLC</td>
<td>None</td>
<td>None</td>
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<td>Member - Wessels Properties, LLC</td>
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<td>Member - Walton Ridge Apartments, LLC</td>
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<td>Director/Shareholder - Guardian Management &amp; Recreation, Inc.</td>
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<td></td>
<td>Director/Shareholder - Wessels Construction &amp; Development Company, Inc.</td>
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<td>Member - Devou Village Apartments, LLC</td>
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<tr>
<td>The EMF Trust, Erlanger, KY USA</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>50%</td>
<td>None</td>
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