Board of Governors of the Federal Reserve System

Annual Report of Bank 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Bank Holding Companies must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Bank Holding Company Director and Official
3-25-2014

Date of Signature

For bank 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

RSSID ID: 22661873
C.I.

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

Date of Report (top-tier bank holding company’s fiscal year-end):
December 31, 2013

Month / Day / Year

Reporters Name, Street, and Mailing Address

Victory Bancshares, Inc.
Legal Title of Bank Holding Company

103 South Main Street, P.O. Box 67
(Mailing Address of the Bank Holding Company) Street / P.O. Box

Mt. Victory OH 43340
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

937-354-3345
Area Code / FAX Number

Ryan Bugg (ryan@mtvictorybank.com)
E-mail Address

Address (URL) for the Bank Holding Company’s web page

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.
Form FR Y-6

Fiscal Year Ending December 31, 2013

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

```
Victory Bancshares, Inc.
Mt. Victory, OH
Incorporated in Ohio

100%

Mt. Victory State Bank
Mt. Victory, OH
Incorporated in Ohio
```

Supplement to Organizational Chart:

2.a None

2.b None

2.c None

2. d None
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>274025</td>
<td>MT. VICTORY STATE BANK</td>
<td>103 SOUTH MAIN ST</td>
<td>MOUNT VICTORY</td>
<td>OH</td>
<td>43340</td>
<td>HARDIN</td>
<td>UNITED STATES</td>
<td>6063</td>
<td>0</td>
<td>MT. VICTORY STATE BANK</td>
<td>274025</td>
<td></td>
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<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>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 12-31-13</td>
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<tr>
<td>Carol E. Knaur</td>
<td>USA</td>
<td>3,000 12.5%</td>
<td>N/A</td>
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<tr>
<td>Orlando, Florida</td>
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<td>N/A</td>
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<tr>
<td>William Charles Mowery</td>
<td>USA</td>
<td>2,750 11.46%</td>
<td>N/A</td>
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<tr>
<td>Mt. Victory, OH</td>
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<td>Carol M. Sherwood</td>
<td>USA</td>
<td>2,000 8.33%</td>
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<tr>
<td>Ronald L. Mouser</td>
<td>USA</td>
<td>2,950 12.29%</td>
<td>N/A</td>
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<tr>
<td>Ridgeway, OH</td>
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<tr>
<td>James H. Ramsey</td>
<td>USA</td>
<td>1,500 6.25%</td>
<td>N/A</td>
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<tr>
<td>Mt. Victory, Ohio</td>
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<td>N/A</td>
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</table>
Victory Bancshares, Inc.
Mt. Victory, Ohio
Form FR Y-6
December 31, 2013

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>James H. Ramsey Mt. Victory, OH</td>
<td>Farmer</td>
<td>Director, Secretary</td>
<td>Director, Secretary</td>
<td>Ramsey Farms</td>
<td>6.25%</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Robert Temple Keaton, OH</td>
<td>Banker</td>
<td>President</td>
<td>Director, President, CEO</td>
<td>N/A</td>
<td>3.85%</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Ronald L. Mouser Ridgeway, OH</td>
<td>Farmer</td>
<td>Director, Treasurer</td>
<td>Director, Vice President Chairman</td>
<td>R&amp;B Mouser Farms</td>
<td>12.29%</td>
<td>N/A</td>
<td>70%</td>
</tr>
<tr>
<td>William C. Mowery Mt. Victory, Ohio</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>11.46%</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Ryan E. Bugg Marysville, Ohio</td>
<td>Banker</td>
<td>Director</td>
<td>Exec. VP Director</td>
<td>N/A</td>
<td>.27%</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Carol E. Knaur Orlando, Florida</td>
<td>Retired</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>12.50%</td>
<td>N/A</td>
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</tbody>
</table>