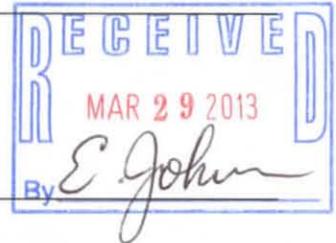


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, **Lowell Galloway**

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.

Reporter's Name, Street, and Mailing Address

Vantage Bancshares, Inc.

Legal Title of Holding Company

407 North Broad Street

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

Albertville

AL

35950

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:

Barry W. Kennedy

CPA

Name

Title

256-878-6481

Area Code / Phone Number / Extension

256-878-7148

Area Code / FAX Number

bkennedy@ckbusinesssolutions.net

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/28/2012

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.

4169549

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

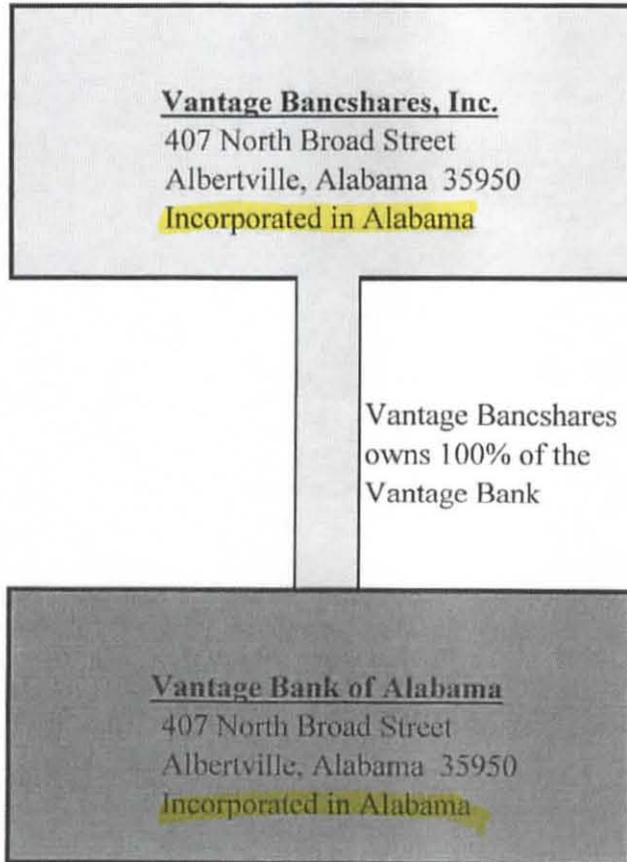
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2012

ORGANIZATIONAL CHART



Report item 2.a.

FR Y-6
VANTAGE BANCSHARES, INC.
ALBERTVILLE, ALABAMA
DECEMBER 31, 2012

Report Item 2b:

Name of Branch:	Vantage Bank
Date of Branch Opening:	11.6.06
Street Address:	407 North Broad Street
City:	Albertville
County:	Marshall
State:	Alabama
Country:	USA
Zip Code:	35950
Branch service type:	Full Service, including drive through and ATM

Report item 2.b.

**FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2012**

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Lowell Galloway Albertville, AL, USA	USA	43,000 (IRA)- 3.51% Common Stock 10 - 0.0% Common Stock 10,000 -.82% Organizer Options (Common) 50,000 - 4.08% Incentive Stock Options (Common)
Danny J. Thrash Albertville, AL USA	USA	90,000 - 7.34% Common Stock 10,000 -.82% Organizer Options (Common)

Report item 3.1.

FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2012

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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No additional shareholders meeting criteria

Report item 3.2.

**FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2012**

(1) Name <u>City, State, Country</u>	(2) Principal Occupation if other than with Bank <u>Holding Company</u>	(3) (a) Title & Position with Bank Holding <u>Company</u>	(3) (b) Title & Position with Subsidiaries (include names <u>of subsidiaries</u>)	(3) (c) Title & Position with Other Businesses (include names of other <u>businesses</u>)	(4) (a) Percentage of Voting Shares in Bank Holding <u>Company</u>	(4) (b) Percentage of Voting Shares in Subsidiaries (include names <u>of subsidiaries</u>)	(4) (c) List names of other companies if 25% or more voting equity is held (List names of companies and percentage of voting equity held)
Lowell Galloway Albertville, AL, USA	N/A	President/CEO Director	President/CEO Vantage Bank	None	8.41	None	None
Danny Thrash Guntersville, AL USA	Equipment Sales	Director	Director	President, Danny Thrash Motors, Inc. President, Transcontinental Auto Exchange, Inc.	8.16	None	Danny Thrash Motors, Inc. - 100% Transcontinental Auto Exchange, Inc. - 100%
David Mitchell Guntersville, AL USA	Grocery Wholesale/Retail	Director	Director	President, Mitchell Grocery Corporation President, Bee Line Express, Inc. Vice President, JMBL, Inc.	2.04	None	Bee Line Express, Inc. - 100% JMBL, Inc. - 25% Pinson Valley Properties, LLC - 50%
Laura Casey Albertville, AL, USA	Homemaker Community Volunteer	Director	Director	None	2.04	None	None
John Weathers Guntersville, AL USA	Real Estate Investments	Director	Director	Owner, Weathers Properties President, United Properties, LLC Secretary, Mountain Group, LLC Secretary, RP 804, LLC President, Downtown Properties, LLC Secretary, Mountain Valley Apts. LLC	4.08	None	Weathers Properties - 100% United Properties, LLC - 100% Mountain Group LLC - 50% RP 804 LLC - 33.3% Downtown Properties LLC - 50% Mountain Valley Apts LLC - 50%
Steve Moultrie Guntersville, AL USA	Automobile Dealer	Director	Director	President, Moultrie Nissan Inc Vice President, Gadsden Buggy Works, Inc	1.64	None	Moultrie Nissan, Inc. - 40% Gadsden Buggy Works - 32.7% Moultrie Brothers, LLC - 66.6% PCK, LLC - 25% Red Elephant Properties - 33.3%
Frank McDaniel Albertville, AL, USA	Retired Vending Company Owner	Director	Director	Vice President - McDaniel Toms Sales, Inc.	2.45	None	McDaniel Toms Sales, Inc. - 30%
Benny Frazier Albertville, AL, USA	Retail Auto Parts Sales	Director	Director	President, Bobby's Auto Parts, Inc.	2.29	None	Bobby's Auto Parts, Inc. - 51%
Larry Fortenberry Albertville, AL, USA	Poultry Processing Systems Sales Real Estate Investments	Director	Director	C.E.O., D&F Equipment Sales, Inc. President, Fortenberry Aviation, LLC President, Fortenberry Properties No 3 LLC President, Albertville Self Storage, LLC President, LDL Enterprises, LLC	2.32	None	Fortenberry Aviation LLC -50% Fortenberry Properties No 3 LLC -45% Albertville Self Storage, LLC - 50% LDL Enterprises, LLC - 33.3%
Melvin D Thornbury Albertville, AL, USA	Physician	Director	Director	President, Melvin D Thornbury, M.D., P.C President, Sand Mountain OB/GYN Assoc.	2.86	None	Melvin D Thornbury, M.D., P.C. -100% Sand Mountain OB Gyn Associates, Inc. -50%

Report item 4.