

APR 09 REC'D

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, 2014

Month / Day / Year

N/A

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

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

35951

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

03/28/2015

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 416 9549
 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

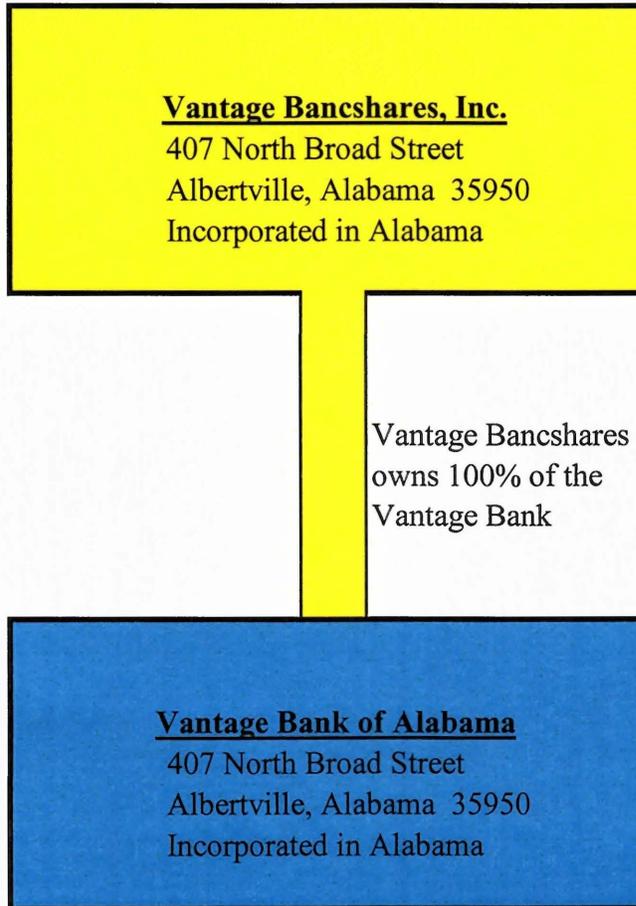
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2014

ORGANIZATIONAL CHART



Report item 2.a.

Results: A list of branches for your depository institution: VANTAGE BANK OF ALABAMA (ID_RSSD: 3488869).
 This depository institution is held by VANTAGE BANCSHARES, INC. (4169549) of ALBERTVILLE, AL.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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 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)	3488869	VANTAGE BANK OF ALABAMA	407 NORTH BROAD STREET	ALBERTVILLE	AL	35950	MARSHALL	UNITED STATES	448878	0	VANTAGE BANK OF ALABAMA	3488869	
OK		Full Service	3601136	CROSSVILLE BRANCH	8331 ALABAMA HIGHWAY 227	CROSSVILLE	AL	35962	DEKALB	UNITED STATES	463488	1	VANTAGE BANK OF ALABAMA	3488869	

FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2014

(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)- 3.45% Common Stock 2,354 - 0.19% Common Stock 10,000 - .80% Organizer Options (Common) 50,000 - 4.01% Incentive Stock Options (Common)
Danny J. Thrash Albertville, AL USA	USA	95,000 - 7.63% Common Stock 10,000 - .80% Organizer Options (Common)

Report item 3.1.

FORM FR Y-6
VANTAGE BANCSHARES, INC.
DECEMBER 31, 2014

(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, 2014

(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 of subsidiaries)	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding <u>Company</u>	(4) (b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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	8.45	None	None
Danny Thrash Guntersville, AL USA	Equipment Sales	Director	Director	President, Danny Thrash Motors, Inc. President, Transcontinental Auto Exchange, Inc.	8.43	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.	2.00	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	2.00	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	4.01	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%
Frank McDaniel Albertville, AL, USA	Retired Vending Company Owner	Director	Director	Vice President - McDaniel Toms Sales, Inc.	2.41	None	McDaniel Toms Sales, Inc. - 30%
Benny Frazier Albertville, AL, USA	Retail Auto Parts Sales	Director	Director	President, Bobby's Auto Parts, Inc.	2.24	None	Bobby's Auto Parts, Inc. - 51%
Lary 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	2.47	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.	2.80	None	Melvin D. Thornbury, M.D., P.C. -100% Sand Mountain OB/Gyn Associates, Inc. -50%

Report item 4.