

## Board of Governors of the Federal Reserve System

2013 DEC 6 A-8:28



## 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.

1. Jane Fraebel  
Name of the Holding Company Director and Official  
Treasurer & Director  
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.

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

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.

1244861

Date of Report (top-tier holding company's fiscal year-end):

8-31-13

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Bluegrass Bancshares Inc.  
Legal Title of Holding Company

101 E. High Street

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

Lexington KY 40507  
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jane Fraebel Treasurer  
Name Title

859-233-8917  
Area Code / Phone Number / Extension

859-233-8917  
Area Code / FAX Number

jfraebel@bankofthebluegrass.com  
E-mail Address

www.bankofthebluegrass.com  
Address (URL) for the Holding Company's web page

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

BLUEGRASS BANCSHARES, INC.  
Lexington KY  
Incorporated in Kentucky

BLUEGRASS BANCSHARES  
CAPITAL TRUST I  
Lexington KY

62 Shares

100%  
Incorporated in Delaware

BANK OF THE BLUEGRASS &  
TRUST CO.  
Lexington KY

40,000 Shares

100%  
Incorporated in Kentucky

BLUEGRASS BANCSHARES  
CAPITAL TRUST II  
Lexington KY

93 Shares

100%  
Incorporated in Delaware

REPORT ITEMS:

1. Annual reports to shareholders-Enclosed
- 2a. Organizational Chart-Enclosed
- 2b. Branch Listing-Enclosed
- 3(1). Securities Holders-Enclosed
- 3(2). Other 5% shareholders during the year-N/A
4. Insiders-Enclosed

Results: A list of branches for your depository institution: BANK OF THE BLUEGRASS AND TRUST CO. (ID\_RSSD: 1006513).  
This depository institution is held by BLUEGRASS BANCSHARES, INC. (1244801) of LEXINGTON, KY.  
The data are as of 09/30/2013. Data reflects information that was received and processed through 10/06/2013.

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
OK		Full Service (Head Office)	1006513	BANK OF THE BLUEGRASS AND TRUST CO.	101 EAST HIGH STREET	LEXINGTON	KY	40507-495	FAYETTE	UNITED STATES	14629		0 BANK OF THE BLUEGRASS AND TR
OK		Full Service	3290389	SOUTHLAND BRANCH	215 SOUTHLAND DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	429704	1	BANK OF THE BLUEGRASS AND TR

3.1)

SECURITIES HOLDERS WITH  
OVER 5% OF VOTING STOCK

Elizabeth D Jett Trust Under Agreement  
Charles H Jett, III Dated 1-7-99  
GST Exempt Trust  
Lexington KY  
2,470 Shares, 9.59%

Elizabeth D Jett Trust Under Agreement  
Charles H Jett, III Dated 1-7-99  
GST Non-Exempt Trust  
Lexington KY  
2,827 Shares, 10.98%

Charles H. Jett, Jr., Irrevocable Trust  
for the Benefit of Charles H. Jett, III  
Under will dated December 21, 1966  
8,669.5 Shares, 33.66%

Thomas F. Bloemer Residual Trust  
Lexington KY  
US Citizen  
1,663 Shares, 6.46%

3.2) Not Applicable

3.1)

SECURITIES HOLDERS WITH  
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Elizabeth D Jett Trust Under Agreement  
Charles H Jett, III Dated 1-7-99  
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Form FR Y-6  
Bluegrass Bancshares Inc.  
Fiscal Year Ending 8-31-2013

Report Item 4: Insiders

1 Names  City, State  Country	2 Principal Occupation  if other than w/ Bank Holding Co.	3.a Title & Position  w/ Bank Holding Company	3.b Title & Position  w/ subsidiary (name of sub)	3.c Title & Position  w/ other Businesses	4.a Percentage Voting Shares Holding Company	4.b Percentage Voting Shares Subsidiaries	4.c List names of other companies if 25% or more of voting securities are held
Mark R. Herren  Lexington, KY USA	N/A	CEO & Director	CEO & Director Bank of the Bluegrass & Trust Co.	N/A	0.16%	N/A	Larmark Investments LLC 50%
Bill Allen  Lexington, KY USA	N/A	Secretary & Director	President & Director Bank of the Bluegrass & Trust Co.	N/A	0.31%	N/A	N/A
Jane Fraebel  Lexington, KY USA	N/A	Treasurer & Director	CFO & Director Bank of the Bluegrass & Trust Co.	N/A	0.33%	N/A	N/A
Ellen Louise Jett Mills  Lexington, KY USA	N/A	President & Director	Secretary of the Board, EVP & Director Bank of the Bluegrass & Trust Co.	N/A	2.78%	N/A	N/A

M. Monroe Jett Lexington, KY USA	Title Company Officer	Director	Director Bank of the Bluegrass & Trust Co.	Owner Jett Title	2.64%	N/A	Jett Title 100%
Clifford W. Allen III Lexington, KY USA	Manager Industrial Distribution	Director	Director Bank of the Bluegrass & Trust Co.	VP LexAir Inc.	0.53%	N/A	LexAir Inc. 42% Pneu-Draulics 33% Allen Family Properties 33.3%
B. F. Buckley, IV Lexington, KY USA	Insurance Agent	Director	Director Bank of the Bluegrass & Trust Co.	Vice President NeaceLukens	0.80%	N/A	Security Trust Building, LLC 50% Sallee/Buckley Properties 50%
Jeffrey S. Gale Lexington, KY USA	Property Management	Director	Director Bank of the Bluegrass & Trust Co.	Owner Gale Property Management	0.13%	N/A	Gale Property Management 95% Skylight Mortgage Co. 25%
Lisa Higgins-Hord Lexington, KY USA	Community Affairs	Director	Director Bank of the Bluegrass & Trust Co.	Director of Community Relations University of Kentucky	0.02%	N/A	N/A



William C. Little Lexington, KY USA	VP of Finance	Director	Director Bank of the Bluegrass & Trust Co.	VP of Finance LexMark	0.39%	N/A	
Marc A. Mathews Lexington, KY USA	Treasurer, CFO	Director	Director Bank of the Bluegrass & Trust Co.	Controller Transylvania University	0.36%	N/A	Friends Properties 50%
Dr. John C. Thompson Lexington, KY USA	Northern KY University	Director	Director Bank of the Bluegrass & Trust Co.	Professor Northern Kentucky University	0.27%	N/A	N/A