# Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR 16 23 A 🖽 03

#### 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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John L. Mauldin	
Name of the Holding Company Director and Official	
CEO, Director	
Title of the Ushing Company Disector and Official	

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 <u>not</u> registered with the SEC- Indicate status of Annual Report to Shareholders:					
<ul> <li>is included with the FR Y-6 report</li> <li>is included with the FR Y-6 report</li> <li>will be sent under separate cover</li> <li>⊠ is not prepared</li> </ul>					
For Federal Reserve Bank Use Only RSSD ID 3825067					
C.I.					

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FR Y-6

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OMB Number 7100-0297 Approval expires November 30, 2019

()F () [V/-] //N) This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by

nies, top-tier savings and loan holding companies, and U.S. intermediate 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 Report (top-tier holding company's fiscal year-end):

# December 31, 2017

Month / Day / Year N/A

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

Reporter's Name, Street, and Mailing Address

Bancorp of Lexington, Inc.

Legal Title of Holding Company 761 Corporate Drive

(Mailing Address of the H	olding Company) Street /	P.O. Box	
Lexington	KY	40503	
City	State	Zip Code	

# Same

Physical Location (if different from mailing address)

Person to whom questions	about this report should be directed:
Nancy H. Chase	EVP/CFO

Name	Title
859-219-2914	
Area Code / Phone Number / Extension	
859-219-2918	
Area Code / FAX Number	
nchase@bankoflexington.ne	t
E-mail Address	
bankoflexington.net	
Address (URL) for the Holding Company	s web page

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	0				
In accordance with the General Instructions for this report (check only one),	t					
1. a letter justifying this request is being provided along with the report.						
$^{2}$ a letter justifying this request has been provided separately,						
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."						

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Report Item 2a

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# BANCORP OF LEXINGTON, INC. ORGANIZATIONAL CHART 12/31/2017

Bancorp of Lexington, Inc. LEI - N/A

761 Corporate Drive Lexington, KY 40503

Kentucky corporation

Bank of Lexington, Inc. LEI - 549300QLZWERAXKGEP54 100% 761 Corporate Drive Lexington, KY 40503

Kentucky corporation

Results: A list of branches for your depository institution: BANK OF LEXINGTON, INC. (ID\_RSSD: 3410141). This depository institution is held by BANCORP OF LEXINGTON INC. (3825062) of LEXINGTON, KY. The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

#### 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
ОК		Full Service (Head Office)	3410141	BANK OF LEXINGTON, INC.	761 CORPORATE DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	Not Required	Not Required	BANK OF LEXINGTON, INC.	3410141	
ОК		Full Service	4116963	POLO CLUB BRANCH	6409 POLO CLUB LANE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	Not Required	Not Required	BANK OF LEXINGTON, INC.	3410141	
ОК		Full Service	4463023	TATES CREEK BRANCH	866 MALABU DRIVE	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	Not Required	Not Required	BANK OF LEXINGTON INC.	3410141	

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# **Report Item 3: Securities holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2017.

(1)(a) Name, City State, Country	(1)(b) Country of Citizenship	<ul><li>(1)( c)</li><li>No. &amp; % of each class voting shares</li></ul>
Davis Marksbury includes shares held by LLC controlled by Marksbury Lexington, KY USA	USA	141,194 - 7.93% common stock No options
Jaskaran S. Sekhon includes spouse, IRAs and profit sharing Lexington, KY USA	USA	109,603 - 6.16% common stock

Securities holders 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 12/31/2017.

(2)(a)	(2)(b)	(2)( c)
Name, City State, Country	Country of Citizenship	No. & % of each class voting shares

N/A

## Report Item 4: Insiders

(1) Name, city, state, country	(2) Principal occupation if other than bank holding company	(3)(a) Title & position with bank holding company	(3)(b) Title & position with subsidiaries	(3)(c) Title & position with other businesses	(4)(a) Percentage of voting shares in bank holding co	(4)(b) Percentage of voting shares in subsidiaries	(4)(c) Names of other companies if 25% or more of voting securities held and % held	
Daniel McQueen Lexington, KY USA	Golf course manager	Director & Chairman	Director & Chairman, Bank of Lexington	Owner/manager- golf courses	3.22%	0.00%	Corman McQueen Golf, Inc. MacDuffer's McQueen-Wiley via Corman McQueen Golf	98.40% 100.00% 75.00%
<b>Thomas Bell</b> Midway, KY USA	Retired Pilot	Director	Director, Bank of Lexington	N/A	4.20%	0.00%	None	
David Bensema Lexington, KY USA	Retired Physician/ Administrator	Director	Director, Bank of Lexington	N/A	1.23%	0.00%	BOL Land Acquisition Co. LLC	25.00%
Russell Craig Dunn Lexington, KY USA	President Bank of Lexington	Vice President, Director	President, Director, Bank of Lexington	Managing Member CJJAC Properties, LLC	3.80%	0.00%	CIJAC Properties, LLC	50.00%
David Franklin Versailles, KY USA	Attorney	Director	Director, Bank of Lexington	General Partner Franklin & Rapp	0.87%	0,00%	Franklin & Rapp	95.00%
Phillip G. Greer Lexington, KY USA Ownership Notes: <sup>1</sup> Owned by Phillip G Greer and Ph		Director sty Trust	Director, Bank of Lexington	Member, various organizations	1,28%	0.00%	Atlantic Host, LLC <sup>1</sup> via Sunset Hospitality, LLC Clintwood II, LLC <sup>1</sup> via GFH #1, LLC GFH #1, LLC <sup>1</sup> GFH #2, LLC <sup>1</sup>	100.00% 100.00% 100.00%
<sup>2</sup> Owned by Phillip G Greer Family <sup>3</sup> Owned by Phillip G Greer	/ Dynasty Trust						GFH #2, LLC <sup>1</sup> GFH 0perations, LLC <sup>1</sup> GHB 95-1, LLC <sup>1</sup>	100.00% 100.00%
							via GFH #1, LLC Greer Land Company, LLC	100.00%
							via White Oak Land Co., LLC Cherrywood II, LLC via White Oak Land Co., LLC Greer Development 93-1, Inc. <sup>2</sup>	50.00%
							via Greer S Corp Holdings, Inc. Greer Development 93-2, Inc. <sup>2</sup>	100.00%
	4						via Greer S Corp Holdings, Inc. Greer Eastgate, LLC <sup>1</sup>	100,00%

via GFH #1, LLC

Greer Nich Rd II, LLC<sup>2</sup>

Greer Petroleum, LLC<sup>1</sup>

100.00%

100.00%

.

## Report Item 4: Insiders

		(2)	(3)(a)		(3)(c)	(4)(a)	(4)(b)		
imme, chr., fathe, country         bolding company         company         with subsidiaries         bank holding co.         subsidiaries         dive of rest., LC           Green Floare, LC         Green Floare, Store, LC         Gree				(3)(b)	Title & position	Percentage of	Percentage of	(4)(c)	
<ul> <li>wie Priver, Lic</li> <li>Green Tytersofte, Lic?</li> <li>Vie Gener, Tytersofte, Lic?</li> <li>Gener, Tytersofte, Lic?</li> <li>Gener, Tytersofte, Lic?</li> <li>Gener, Tytersofte, Lic?</li> <li>Gener, Tytersofte, Lic?</li> <li>Kiersofte, Lic?</li> <li>Kiersofte, Lic?</li> <li>Kiersofte, Lic?</li> <li>Vie Gener, Lic?</li> <li>Kiersofte, Lic?</li> <li>Vie Gener, Lic?</li> <li>Kiersofte, Kiersofte, Lic?</li> <li>Kiersofte, Lic?</li> <li>Kiersofte, Kiersofte, Lic?</li> <li>Kiersofte, Kiersofte,</li></ul>	1)	if other than bank	with bank holding	Title & position	with other	voting shares in	voting shares in	Names of other companies if 25% or more	8
Grant S Corp Holding, Inc.7         Grant Y Hurshils, LC         Lancetter Hort, LC/         With GHT 41, LC         Midden Hort, LC/         With GHT 41, LC         Midden Hort, LC/         With GHT 41, LC         Midden Hort, LC/         With GHT 41, LC         With GHT 41, LC         With GHT 41, LC/         With GHT 41, LC/         With GHT 41, LC/         Series Hort, LC/1         Grant Hort, LC/1         Kanthort Hort, LC/1     <	Name, city, state, country	holding company	company	with subsidiaries	businesses	bank holding co.	subsidiaries	of voting securities held and % held	
Great Typersola, LLC         Uick Status         Uick Status         Midnest Meangament Erroug, Inc. <sup>2</sup> Midnest Meangament Erroug, Inc. <sup>2</sup> Northtser Hoaphalty, LLC         Wick Status         Wick Status         Richmond & Wage Shows, LLC <sup>2</sup> Some Status         Georgetown Hoat, LLC <sup>2</sup> Georgetown Hoat, LLC <sup>2</sup> Georgetown Hoat, LLC <sup>2</sup> Greet Land Co.Simpran & Z.LC <sup>2</sup> Greet Land Co.Simpran & Z.LC <sup>2</sup> Wick Status         Greet Land Co.Simpran & Z.LC <sup>2</sup> Wick Status         Greet Land Co.Simpran & Z.LC <sup>2</sup> Wick Status         Wick Status         Greet Land Co.Simpran & Z.LC <sup>2</sup> Wick Status         Wick Status         Wick Status         Vick Status         Wick Status <td< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>via GFH #1, LLC</td><td>100.</td></td<>								via GFH #1, LLC	100.
vis GPH 41, LC           Lancister Hot, LC           vis Sinuel Hospithly, LC           Vis Gener 3 Corp Holling, Hot,           Northart Hospithly, LC           Vis Gener 3 Corp Holling, Hot,           Richmend R4 Wagements (Froug), ILC <sup>2</sup> Generation Hot, LCC <sup>2</sup> Generation Hot, LCC <sup>2</sup> Generation, LCC           Generation, LCC           Generation, LCC <sup>2</sup> Generation, LCC           Vis GPH Operation, LCC           Vis GPH Operation, LCC           Generation, LCC           Vis GPH Operation, LCC           Wis GP								Greer S Corp Holdings, Inc. <sup>2</sup>	100.
Lucaster Hori, LLC wis Sincer Horpshill, LLC Miderast Management Group, Inc <sup>2</sup> wis Greet 3 Corp Holding, Inc. Richmond Ad Winges Boen, LLC wis Greet 1, LLC Georgetant Horpshill, LLC Georgetant Goorgetant, Inc <sup>2</sup> Greet Land CoSmyrmat B2, LLC wis Greet 2, LLC Greet 3, LLC Wis Greet 2, LLC Greet 3, LLC Wis Greet 2, LLC Wis Greet 3, LLC Wis Greet 3, LLC Greet 4, LL								Greer Tylersville, LLC'	0
vis Sunset Hospenitaris (Four, Inc.)           Midewast Management Storup, Inc.)           vis Greer 3 Corp Molling, Inc.           Northeran Hospitality, ILC           vis Greer 3 Corp Molling, Inc.           Richmond MV Village Bhorp, ILC           vis Greer 3 Corp Molling, Inc.           Richmond MV Village Bhorp, ILC           Vis Grief B1, ILC           Greer Development, Inc. <sup>2</sup> Greer Development, ILC           Vis Grief Development, ILC								via GFH #1, LLC	100.
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Reno's of Wise, LLC <sup>4</sup> via GPH 40 perations, LLC Fore Stars, LLC <sup>4</sup> Via Sunset Hospitality, LLC 2041 Richmond Rd Ops, LLC <sup>1</sup> via GPH 40 perations, LLC 2051 Richmond Rd, LLC <sup>1</sup> via GPH 40 perations, LLC Wise Peraturant Ops, LLC <sup>1</sup> via GPH 48, LLC Via GPH 48, LLC Via GPH 48, LLC Wiltiensburg Host, LLC <sup>2</sup> via GPH 48, LLC Wiltiensburg Host, LLC <sup>2</sup> via Whete Ok Land Company, LLC <sup>2</sup> Via GPH 62, LLC Williamsburg Host, LLC <sup>3</sup> via GPH 48, LLC Gotainta, LLC <sup>4</sup> via GPH 48, LLC Cobraint Luch Company, LLC <sup>3</sup> via GPH 48, LLC Cobraint Luch Company, LLC <sup>3</sup> via GPH 48, LLC Cobraint Luch Company, LLC <sup>3</sup> via GPH 48, LLC Cobraint Luch Company, LLC <sup>4</sup> via GPH 48, LLC Cobraint Luch Company, LLC <sup>4</sup> via GPH 48, LLC									
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Kentucky Host, LLC <sup>1</sup> via Sunset Hospitality, LLC         2051 Richmond Rd, DLC <sup>1</sup> via GFH 42, LLC         Mint Jules Restaurant Opi, LLC <sup>1</sup> via GFH 32, LLC         Mint Jules Restaurant Opi, LLC <sup>1</sup> via GFH 32, LLC         Mint Jules Restaurant Opi, LLC <sup>1</sup> via GFH 43, LLC         Mint Jules Restaurant Opi, LLC <sup>2</sup> via GFH 43, LLC         Mint Jules Restaurant, LLC <sup>2</sup> via GFH 43, LLC         Mint Jules Restaurant, LLC <sup>2</sup> via GFH 43, LLC         Mint Jules Restaurant Migt Group <sup>1</sup> via GFH 43, LLC         Mint Jules Restaurant Migt Group <sup>1</sup> via GFH 43, LLC         White Oak Land Co. LLC <sup>2</sup> Will GMasbrag Host, LLC <sup>2</sup> Will GMasbrag Host, LLC         via Surst Hospitality, LLC and         Cumberland Host, LLC         Via GFH 43, LLC         Via GFH 43, LLC         Colerain Land Company, LLC <sup>2</sup> via GFH 43, LLC         Callants, LLC <sup>2</sup> GG63AM, LC <sup>1</sup>									50
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Cumberland Host, LLC Southern Oak, LLC <sup>1</sup> via GFH #3, LLC Colerain Land Company, LLC <sup>1</sup> via GFH #3, LLC Catianta, LLC <sup>3</sup> GGG&M, LLC <sup>1</sup>								Williamsburg Host, LLC <sup>1</sup>	
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via GFH #3, LLC Catianta, LLC <sup>3</sup> GGG&M, LLC <sup>1</sup>									5.
Catianta, LLC <sup>a</sup> GGG&M, LLC <sup>1</sup>									33
GGG&M, LLC <sup>1</sup>									33
									3:
via GFH #3, LLC									
								via GFH #3, LLC	30

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# Report Item 4: Insiders

(1) Name, city, state, country	(2) Principal occupation if other than bank holding company.	(3)(a) Title & position with bank holding company	(3)(b) Title & position with subsidiaries	(3)(c) Title & position with other businesses	(4)(a) Percentage of voting shares in bank holding co.	(4)(b) Percentage of voting shares in subsidiaries	<ul> <li>(4)(c)</li> <li>Names of other companies if 25% or more of voting securities held and % held</li> <li>Tri Star South, LLC<sup>1</sup></li> <li>via White Oak Land Co., LLC and GFH Operations, LLC</li> <li>489 East Main Street, LLC<sup>1</sup></li> <li>via GFH #3, LLC</li> <li>Virginia Way, LLC</li> <li>via GFH #2, LLC</li> <li>Coliseum Plaza, LLC<sup>1</sup></li> <li>via GFH #3, LLC</li> <li>Greer Entertainment, LLC</li> <li>Breakout Operations, LLC</li> <li>via Greer Entertainment, LLC</li> <li>The Breakout Games, LLC</li> <li>via Greer Entertainment, LLC</li> <li>The Breakout Games, LLC</li> <li>via Greer Entertainment, LLC</li> <li>Fourth Quarter, LLC</li> <li>via GFH #3, LLC</li> <li>Othio Ventures, LLC</li> </ul>	65.25% 25.00% 50.00% 46,25% 50.00% 42.86% 42.86% 50.00%
							via GFH #3, LLC	42.50%
Donna Horn Lexington, KY USA	Owner-rehab practice	Director	Director, Bank of Lexington	Owner, Horn Richardson	1.23%	0.00%	Horn, Richardson & Associates, PLLC	100.00%
Lee Marksbury Lexington, KY USA	Investment Manager	Director	Director, Bank of Lexington	Exec. Director, Marksbury Family Foundation	8.07% (7.95% Held by father Davis Marksbury)	0.00%	None	
John Mauldin Lexington, KY USA	CEO Bank of Lexington	President/CEO, Director	CEO, Director Bank of Lexington	None	4.19%	0,00%	None	
Richard Rader Lexington, KY USA	Restaurant owner	Director	Director, Bank of Lexington	Partner & share- holder, auto dealerships; owner-restaurant	0.89%	0.00%	Ricardo's Grill & Pub, LLC Double R STBD, LLC The Roadshow, LLC	100.00% 100.00% 100.00%
Jaskaran Sekhon Lexington, KY USA	Retired/Executive	Director	Director, Bank of Lexington	None	6.16%	0-00%	Cherry Blossom Golf Club, LLC	49.50%

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## Report Item 4: Insiders

(1) Name, city, state, country W. Steve Stone Lexington, KY USA	(2) Principal occupation if other than bank holding company Sr. Vice President, Bank of Lexington	(3)(a) Title & position with bank holding company Secretary, Director	(3)(b) Title & position with subsidiaries Secretary, Director, Sr. Vice President, Bank of Lexington	(3)(c) Title & position with other businesses Owner, Stone Appraisal	(4)(a) Percentage of voting shares in bank holding co. 3.81%	(4)(b) Percentage of voting shares in subsidiaries 0.00%	(4){c} Names of other companies if 25% or more of voting securities held and % held Stone Appraisal Stone Properties	100.00% 100.00%
Billy Blair Lexington, KY USA	Executive Vice Pres. Bank of Lexington	Vice President	Executive Vice Pres- Bank of Lexington	Managing member, Billy Blair Homes, LLC	2.76%	0.00%	C & R Asphalt Land Acquisition, LLC Billy Blair Homes, LLC (inactive) WTBB Real Estate, LLC	25.00% 100.00% 100.00%
Nancy Chase Lexington, KY USA	Executive Vice Pres., CFO, Bank of Lexington	Vice President, CFO	Executive Vice Pres», CFO, Bank of Lexington	None	2,52%	0.00%	None	

**P**