

FEDERAL RESERVE BANK  
 OF CLEVELAND

2014 FEB 25 P 3:00

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, 2013**

Month / Day / Year

I, **John L. Mauldin**

Reporter's Name, Street, and Mailing Address

**Bancorp of Lexington, Inc.**

Name of the Holding Company Director and Official

**CEO, Director**

Legal Title of Holding Company

**761 Corporate Drive**

Title of the Holding Company Director and Official

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

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.

**Lexington**

**KY**

**40503**

City

State

Zip Code

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:

**Nancy H. Chase**

**EVP/CFO**

Name

Title

*John L. Mauldin CEO*  
 Signature of Holding Company Director and Official

**859-219-2914**

Area Code / Phone Number / Extension

**859-219-2918**

Area Code / FAX Number

**nchase@bankoflexington.net**

E-mail Address

**bankoflexington.net**

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

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.

**3825062**

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

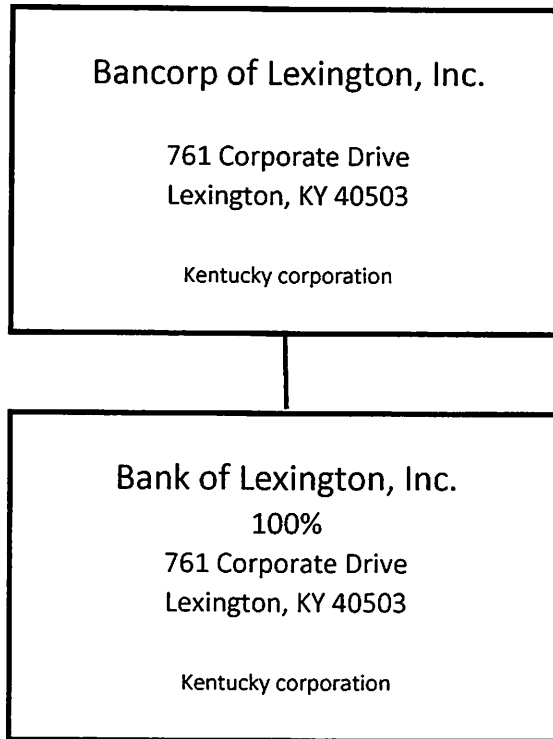
Yes Please identify the report items to which this request applies:

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

**BANCORP OF LEXINGTON, INC.**  
ORGANIZATIONAL CHART  
12/31/2013



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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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)	3410141	BANK OF LEXINGTON, INC.	761 CORPORATE DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	441082	0	BANK OF LEXINGTON, INC.	3410141	
ok		Full Service	4116963	POLO CLUB BRANCH	6409 POLO CLUB LANE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	509810	2	BANK OF LEXINGTON, INC.	3410141	
ok		Full Service	4463023	TATES CREEK BRANCH	866 MALABU DRIVE	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	Not Required	Not Required	BANK OF LEXINGTON, INC.	3410141	

**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 12/31/2013.

(1)(a) Name, City State, Country	(1)(b) Country of Citizenship	(1)(c) No. & % of each class voting shares
<b>Davis Marksbury</b> includes shares held by LLC controlled by Marksbury Lexington, KY USA	USA	141,194 - 8.36% common stock No options
<b>Jaskaran S. Sekhon</b> includes spouse, IRAs and profit sharing Lexington, KY USA	USA	108,312 - 6.41% common stock No options
<b>Steven K. Coleman</b> includes shares held by business controlled by Coleman Lexington, KY USA	USA	85,049 - 5.03% common stock No options

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 12/31/2013.

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

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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	(4)(c) Names of other companies if 25% or more of voting securities held and % held
<b>Daniel McQueen</b> Lexington, KY USA	Golf course manager	Director & Chairman	Director & Chairman, Bank of Lexington	Owner/manager- golf courses	3.31%	0.00%	Corman McQueen Golf, Inc. - 98.4%  MacDuffer's - 100%  McQueen-Wiley 75% owned by Corman McQueen
<b>Thomas Bell</b> Midway, KY USA	Pilot	Director	Director, Bank of Lexington	N/A	4.36%	0.00%	None
<b>David Bensema</b> Lexington, KY USA	Physician	Director	Director, Bank of Lexington	N/A	1.07%	0.00%	None
<b>Steve Coleman</b> Lexington, KY USA	Contractor	Director	Director, Bank of Lexington	Managing Member C & R Asphalt	5.03%	0.00%	C & R Asphalt, LLC - 57.34%  C & R Asphalt Driveway Division, LLC - 50%  C & R Asphalt Land Acquisition, LLC - 37.5%  CPR Fencing, LLC - 49.50%  Lakeview Ridgecrest Property,

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Report Item 4: Insiders

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							LLC - 25%
							Coleman Properties, LLC - 50%
<b>Russell Craig Dunn</b> Lexington, KY USA	President Bank of Lexington	Vice President, Director	President, Director, Bank of Lexington	Managing Member CJJAC, LLC	3.33%	0.00%	CJJAC, LLC - 50%
<b>David Franklin</b> Versailles, KY USA	Attorney	Director	Director, Bank of Lexington	General Partner Franklin & Rapp	0.85%	0.00%	Franklin & Rapp - 95%
<b>Donna Horn</b> Lexington, KY USA	Owner-rehab practice	Director	Director, Bank of Lexington	Owner, Horn Richardson	1.17%	0.00%	Horn, Richardson & Associates-100%
<b>Lee Marksbury</b> Lexington, KY USA	Investment Manager	Director	Director, Bank of Lexington	Exec. Director, Marksbury Family Foundation	8.40% (8.36% Held by father, Davis Marksbury)	0.00%	None
<b>John Mauldin</b> Lexington, KY USA	CEO Bank of Lexington	President/CEO, Director	CEO, Director Bank of Lexington	None	3.90%	0.00%	None

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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	(4)(c) Names of other companies if 25% or more of voting securities held and % held
<b>Richard Rader</b> Lexington, KY USA	Restaurant owner	Director	Director, Bank of Lexington	Partner & share- holder, auto dealerships; owner-restaurant	0.81%	0.00%	Ricardo's Grill & Pub, LLC - 100%  Double R STBD, LLC - 100%
<b>Jaskaran Sekhon</b> Lexington, KY USA	Retired/Executive	Director	Director, Bank of Lexington	None	6.41%	0.00%	Cherry Blossom Golf Club, LLC -49.5%
<b>W. Steve Stone</b> Lexington, KY USA	Sr. Vice President, Bank of Lexington	Secretary, Director	Secretary, Director, Sr. Vice President, Bank of Lexington	Owner, Stone Appraisal	3.77%	0.00%	Stone Appraisal - 100%  Stone Properties - 100%  Stone Tobin Properties - 50%
<b>Billy Blair</b> Lexington, KY USA	Executive Vice Pres. Bank of Lexington	Vice President	Executive Vice Pres. Bank of Lexington	Member, C & R Land Acq.	2.17%	0.00%	C & R Asphalt Land Acquisition, LLC - 25%  Billy Blair Homes, LLC - 100%
<b>Nancy Chase</b> Lexington, KY USA	Executive Vice Pres., CFO, Bank of Lexington	Vice President, CFO	Executive Vice Pres., CFO, Bank of Lexington	None	2.09%	0.00%	None