

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED
 SUPERVISION & REGULATION
 2014 OCT 21 PM 4:00
 FEDERAL RESERVE BANK
 OF CLEVELAND

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):

August 31, 2014

Month / Day / Year

I, Jane Fraebel

Reporter's Name, Street, and Mailing Address

Bluegrass Bancshares Inc

Legal Title of Holding Company

101 East High Street

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

Lexington

KY

40507

City

State

Zip Code

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.

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:

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

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.

1244801

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.

Not applicable

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

REPORT ITEMS:

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

BLUEGRASS BANCSHARES, INC.
Lexington KY
Incorporated in Kentucky

BLUEGRASS BANCSHARES
CAPITAL TRUST I
Lexington KY

38 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

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 09/30/2014. Data reflects information that was received and processed through 10/05/2014.

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	8/31/2014	Full Service (Head Office)	1006513	BANK OF THE BLUEGRASS AND TRUST CO.	101 EAST HIGH STREET	LEXINGTON	KY	40507-49	FAYETTE	UNITED STATES	14629	0	BANK OF THE BLUEGRASS AND TRUST CO.	1006513	
OK	8/31/2014	Full Service	3290389	SOUTHLAND BRANCH	215 SOUTHLAND DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	429704	1	BANK OF THE BLUEGRASS AND TRUST CO.	1006513	

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

Form FR Y-6
Bluegrass Bancshares Inc.
Fiscal Year Ending 8-31-2014

Report Item 4: Insiders

1 Names	2 Principal Occupation	3.a Title & Position	3.b Title & Position	3.c Title & Position	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
City, State	if other than w/	w/ Bank Holding	w/ subsidiary	w/ other			
Country	Bank Holding Co.	Company	(name of sub)	Businesses	Company	Subsidiaries	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	2.81%	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	Retired 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	0.29%	N/A	N/A