

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)); 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.

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 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. 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 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]  
 Signature of Holding Company Director and Official  
03/16/2017  
 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. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2016  
 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 Holding 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.net  
 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),

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."

## 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.

N/A

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)

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Physical Location (if different from mailing address)

**BANCORP OF LEXINGTON, INC.**  
ORGANIZATIONAL CHART  
12/31/2016



**Results: A list of branches for your holding company: BANCORP OF LEXINGTON INC. (3825062) of LEXING**  
The data are as of 03/31/2017. Data reflects information that was received and processed through 04/05/

### **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 A**

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action**

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Actio**

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, pa

### **Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site fo  
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules fo  
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y>

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>
OK		Full Service (Head Office)	3410141	BANK OF LEXINGTON, INC.
OK		Full Service	4116963	POLO CLUB BRANCH
OK		Full Service	4463023	TATES CREEK BRANCH

LEXINGTON, KY.  
2017.

Effective Date column and the date when this information first became valid in the **Effective Date** column.  
Effective Date column.  
Effective Date column.  
Effective Date column.

page scaling, and/or legal sized paper.

For more information,  
contact the e-mail.

For each branch with a **Data Action** of **Change, Close, Delete, or Add**,  
visit <https://www.federalreserve.gov>.

is not required.

Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*
761 CORPORATE DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	Not Required
6409 POLO CLUB LANE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	Not Required
866 MALABU DRIVE	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	Not Required

<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>	<b>Comments</b>
Not Required	BANK OF LEXINGTON, INC.	3410141	
Not Required	BANK OF LEXINGTON, INC.	3410141	
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 12/31/2016.**

(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 - 7.98% common stock No options
<b>Jaskaran S. Sekhon</b> includes spouse, IRAs and profit sharing Lexington, KY USA	USA	109,181 - 6.17% 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 12/31/2016.**

(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**

Bank of Lexington  
12/31/2016 FR Y-6

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	3.25%	0.00%	Corman McQueen Golf, Inc. 98.40% MacDuffer's 100.00% McQueen-Wiley 75.00% via Corman McQueen Golf
<b>Thomas Bell</b> Midway, KY USA	Retired Pilot	Director	Director, Bank of Lexington	N/A	4.21%	0.00%	None
<b>David Bensema</b> Lexington, KY USA	Physician/ Administrator	Director	Director, Bank of Lexington	N/A	1.17%	0.00%	BOL Land Acquisition Co. LLC 25.00%
<b>Russell Craig Dunn</b> Lexington, KY USA	President Bank of Lexington	Vice President, Director	President, Director, Bank of Lexington	Managing Member CJAC Properties, LLC	3.81%	0.00%	CJAC Properties, LLC 50.00%
<b>David Franklin</b> Versailles, KY USA	Attorney	Director	Director, Bank of Lexington	General Partner Franklin & Rapp	0.86%	0.00%	Franklin & Rapp 95.00%
<b>Phillip G. Greer</b> Lexington, KY USA	Real Estate Developer	Director	Director, Bank of Lexington	Member, various organizations	1.27%	0.00%	Atlantic Host, LLC <sup>1</sup> via Sunset Hospitality, LLC 100.00% Clintwood II, LLC <sup>1</sup> via GFH #1, LLC 100.00% GFH #1, LLC <sup>1</sup> 100.00% GFH #2, LLC <sup>1</sup> 100.00% GFH #3, LLC <sup>1</sup> 100.00% GFH Operations, LLC <sup>2</sup> 100.00% GHB 95-1, LLC <sup>1</sup> via GFH #1, LLC 100.00% Greer Development 93-1, Inc. <sup>2</sup> via Greer S Corp Holdings, Inc. 100.00% Greer Development 93-2, Inc. <sup>2</sup> via Greer S Corp Holdings, Inc. 100.00% Greer Eastgate, LLC <sup>1</sup> via GFH #1, LLC 100.00% Greer Nich Rd, LLC <sup>2</sup> via GFH #1, LLC 100.00% Greer Nich Rd II, LLC <sup>2</sup> 100.00% Greer Petroleum, LLC <sup>1</sup>
Ownership Notes:							
<sup>1</sup> Owned by Phillip G Greer and Phillip G Greer Family Dynasty Trust							
<sup>2</sup> Owned by Phillip G Greer Family Dynasty Trust							
<sup>3</sup> Owned by Phillip G Greer							



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							via GFH #1, LLC 100.00%
							Greer S Corp Holdings, Inc. <sup>2</sup> 100.00%
							Greer Tylersville, LLC <sup>1</sup>
							via GFH #1, LLC 100.00%
							Lancaster Host, LLC <sup>1</sup>
							via Sunset Hospitality, LLC 100.00%
							Midwest Management Group, Inc. <sup>2</sup>
							via Greer S Corp Holdings, Inc. 100.00%
							Northstar Hospitality, LLC <sup>2</sup>
							via Greer S Corp Holdings, Inc. 100.00%
							Richmond Rd Village Shops, LLC <sup>1</sup>
							via GFH #1, LLC 100.00%
							Sunset Hospitality, LLC <sup>1</sup> 100.00%
							Gerogetown Host, LLC <sup>3</sup> 80.00%
							Sidney Host, LLC <sup>1</sup>
							via Sunset Hospitality, LLC 50.00%
							Greer Development, Inc. <sup>2</sup> 50.00%
							Greer Land Co.-Smyrna #2, LLC <sup>1</sup>
							via GFH #2, LLC 50.00%
							Reno's of Wise, LLC <sup>1</sup>
							via GFH Operations, LLC 50.00%
							Fore Star, LLC <sup>3</sup> 50.00%
							Kentucky Host, LLC <sup>1</sup>
							via Sunset Hospitality, LLC 50.00%
							2041 Richmond Rd Ops, LLC <sup>1</sup>
							via GFH Operations, LLC 50.00%
							2051 Richmond Rd, LLC <sup>1</sup>
							via GFH #2, LLC 50.00%
							Mint Julep Restaurant Ops, LLC <sup>1</sup>
							via GFH Operations, LLC 45.00%
							Greer Land Co. Restaurants, LLC <sup>1</sup>
							via GFH #3, LLC 45.00%
							Mint Julep Restaurant Mgt Group <sup>1</sup>
							via GFH Operations, LLC 45.00%
							Five Star South, LLC <sup>3</sup> 41.00%
							Wise Host, LLC <sup>1</sup>
							via Sunset Hospitality, LLC 40.63%
							Charlotte Host, LLC <sup>1</sup>
							via GFH #3, LLC 40.00%
							White Oak Land Company, LLC <sup>2</sup> 40.00%
							Pin Oak Land Co. LLC <sup>1</sup>
							via White Oak Land Co., LLC 38.25%

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							Williamsburg Host, LLC <sup>1</sup> via Sunset Hospitality, LLC and Cumberland Host, LLC Cumberland Host, LLC <sup>1</sup> via Sunset Hospitality, LLC Southern Oak, LLC <sup>1</sup> via GFH #3, LLC Colerain Land Company, LLC <sup>1</sup> via GFH #3, LLC Catlanta, LLC <sup>3</sup> GGG&M, LLC <sup>1</sup> via GFH #3, LLC Tri Star South, LLC <sup>1</sup> via White Oak Land Co., LLC 489 East Main Street, LLC <sup>1</sup> via White Oak Land Co., LLC Virginia Way, LLC via GFH #2, LLC Coliseum Plaza, LLC <sup>1</sup> via GFH #3, LLC
<b>Donna Horn</b> Lexington, KY USA	Owner-rehab practice	Director	Director, Bank of Lexington	Owner, Horn Richardson	1.22%	0.00%	Horn, Richardson & Associates, PLLC 100.00%
<b>Lee Marksbury</b> Lexington, KY USA	Investment Manager	Director	Director, Bank of Lexington	Exec. Director, Marksbury Family Foundation	8.09% (7.98% 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	4.20%	0.00%	None
<b>Richard Rader</b> Lexington, KY USA	Restaurant owner	Director	Director, Bank of Lexington	Partner & share- holder, auto dealerships; owner-restaurant	0.83%	0.00%	Ricardo's Grill & Pub, LLC Double R STBD, LLC The Roadshow, LLC 100.00% 100.00% 100.00%
<b>Jaskaran Sekhon</b> Lexington, KY USA	Retired/Executive	Director	Director, Bank of Lexington	None	6.17%	0.00%	Cherry Blossom Golf Club, LLC 49.50%

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<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	3.82%	0.00%	Stone Appraisal 100.00% Stone Properties 100.00%
<b>Billy Blair</b> Lexington, KY USA	Executive Vice Pres. Bank of Lexington	Vice President	Executive Vice Pres. Bank of Lexington	Managing member, Billy Blair Homes, LLC	2.63%	0.00%	C & R Asphalt Land Acquisition, LLC 25.00% Billy Blair Homes, LLC (inactive) 100.00%
<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	2.54%	0.00%	None