



# Annual Report of Holding Companies—FR Y-6

2016 OCT 28 P 3:05  
 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, 2016**

Month / Day / Year

NONE

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

I, 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.

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

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.

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

Signature of Holding Company Director and Official

10/19/2016

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

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

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City State Zip Code

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Physical Location (if different from mailing address)

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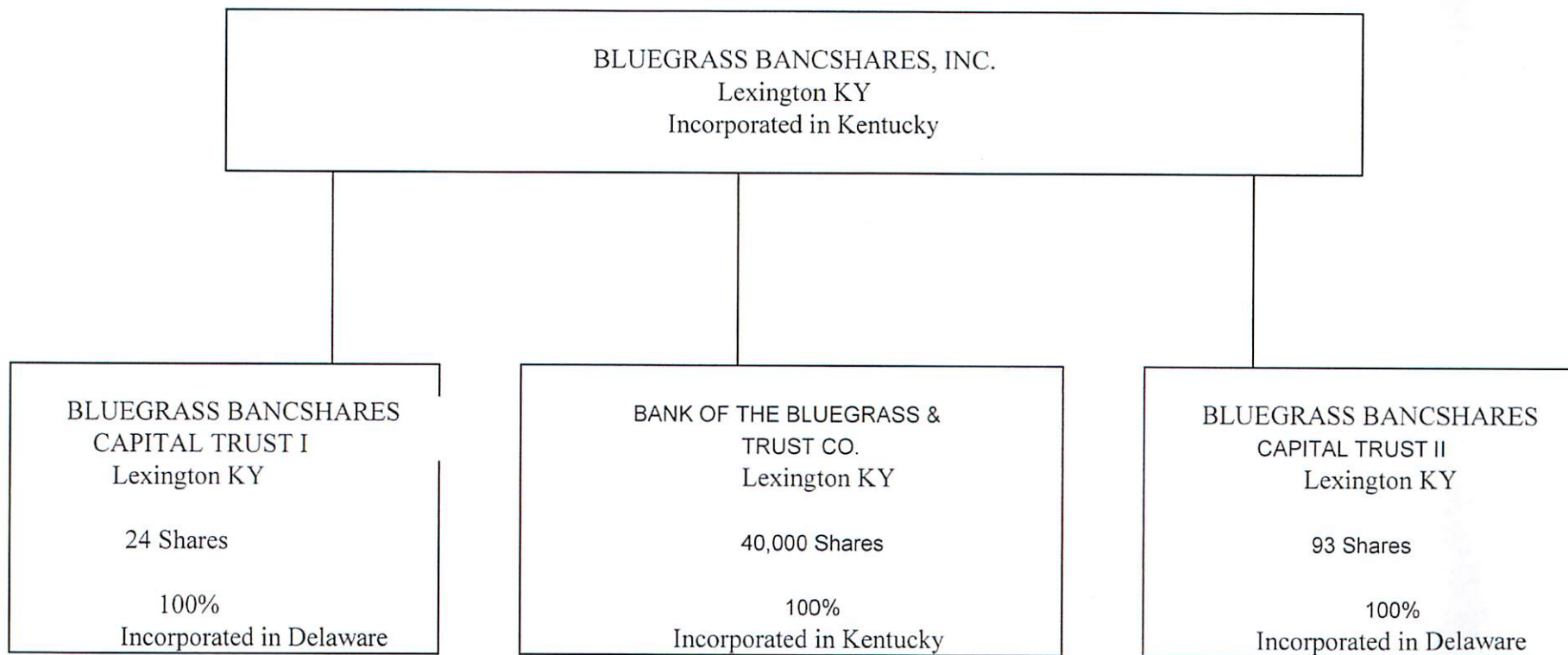
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Physical Location (if different from mailing address)

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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-Enclosed
4. Insiders-Enclosed



LEI is N/A, unless noted

### 3.1) SHARE HOLDERS WITH OVER 5% OF VOTING STOCK

Elizabeth D Jett Trust Under Agreement  
Charles H Jett, III Dated 1-7-99  
GST Exempt Trust  
Trustee: Bank of the Bluegrass Trust Department  
Advisors: M Monroe Jett & Ellen Jett Mills  
Lexington KY  
2,470 Shares, 9.65%

Elizabeth D Jett Trust Under Agreement  
Charles H Jett, III Dated 1-7-99  
GST Non-Exempt Trust  
Trustee: Bank of the Bluegrass Trust Department  
Advisors: M Monroe Jett & Ellen Jett Mills  
Lexington KY  
2,827 Shares, 11.05%

Charles H. Jett, Jr., Irrevocable Trust  
for the Benefit of Charles H. Jett, III  
Under will dated December 21, 1966  
Trustee: Bank of the Bluegrass Trust Department  
Lexington KY  
8,669.5 Shares, 33.87%

### 3.2) SHARES CHANGED OVER 5% IN PRIOR YEAR

Shares from:  
Thomas F. Bloemer Residual Trust  
Lexington KY  
US Citizen  
1,663 Shares, 6.50%

Transferred to Son-Bernard W. Bloemer  
Nashville TN  
US Citizen  
Now owns 1,009 Shares, 3.94%

Form FR Y-6  
Bluegrass Bancshares Inc.  
Fiscal Year Ending 8-31-2016

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	0.32%	N/A	N/A
Jane Fraebel  Lexington, KY USA	N/A	Treasurer & Director	CFO & Director  Bank of the Bluegrass & Trust Co.	N/A	0.31%	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	2.86%	N/A	N/A
M. Monroe Jett  Lexington, KY	Title Company Officer	Director	Director  Bank of the Bluegrass & Trust Co.	Owner  Jett Title	2.64%	N/A	Jett Title 100%

USA							
Clifford W. Allen III	Manager Industrial	Director	Director	VP	0.53%	N/A	LexAir Inc. 42%
Lexington, KY	Distribution		Bank of the Bluegrass & Trust Co.	LexAir Inc.			Pneu-Draulics 33%
USA							Allen Family Properties 33.3%
B. F. Buckley, IV	Retired Insurance Agent	Director	Director	Retired	1.13%	N/A	
Lexington, KY			Bank of the Bluegrass & Trust Co.	VP NeaceLukens Insurance			Security Trust Building, LLC 50%
USA							Sallee/Buckley Properties 50%
Jeffrey S. Gale	Property	Director	Director	Owner	0.29%	N/A	Gale Property Management 95%
Lexington, KY	Management		Bank of the Bluegrass & Trust Co.	Gale Property Management			Skylight Mortgage Co. 25%
USA							
Lisa Higgins-Hord	Community	Director	Director	Director of Community Relations	0.04%	N/A	N/A
Lexington, KY	Affairs		Bank of the Bluegrass & Trust Co.	University of Kentucky			
USA							
William C. Little	Retired Financial Officer	Director	Director	Retired VP	0.58%	N/A	
Lexington, KY			Bank of the Bluegrass & Trust Co.	of Finance			
USA				LexMark			
Marc A. Mathews	Treasurer, CFO	Director	Director	Controller	0.36%	N/A	Friends Properties 50%

Lexington, KY USA			Bank of the Bluegrass & Trust Co.	Transylvania University			
Dr. John C. Thompson  Lexington, KY USA	Professor	Director	Director  Bank of the Bluegrass & Trust Co.	Professor Northern Kentucky University	0.39%	N/A	N/A
Elizabeth D Jett Trust Under Agreement Charles H Jett, III Dated 1-7-99 GST Exempt Trust	Principal Security Holder				9.62%		
Elizabeth D Jett Trust Under Agreement Charles H Jett, III Dated 1-7-99 GST Non-Exempt Trust	Principal Security Holder				11.01%		
Charles H. Jett, Jr., Irrevocable Trust for the Benefit of Charles H. Jett, III Under will dated December 21, 1966	Principal Security Holder				33.75%		



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 **09/30/2016**. Data reflects information that was received and processed through **10/06/2016**.

**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	FCID UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1006513	BANK OF THE BLUEGRASS AND TRUST CO.	101 EAST HIGH STREET	LEXINGTON	KY	40507-4990	FAYETTE	UNITED STATES	14629	0	BANK OF THE BLUEGRASS AND TRUST CO.	1006513	
OK		Full Service	3290389	SOUTHLAND BRANCH	215 SOUTHLAND DRIVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	429704	1	BANK OF THE BLUEGRASS AND TRUST CO.	1006513	