

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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 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)); 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.

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 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

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.

*John L. Mauldin CEO*

Signature of Holding Company Director and Official

3/22/18

Date of Signature

For holding companies not registered with the SEC—  
 Indicate status of Annual Report to Shareholders:

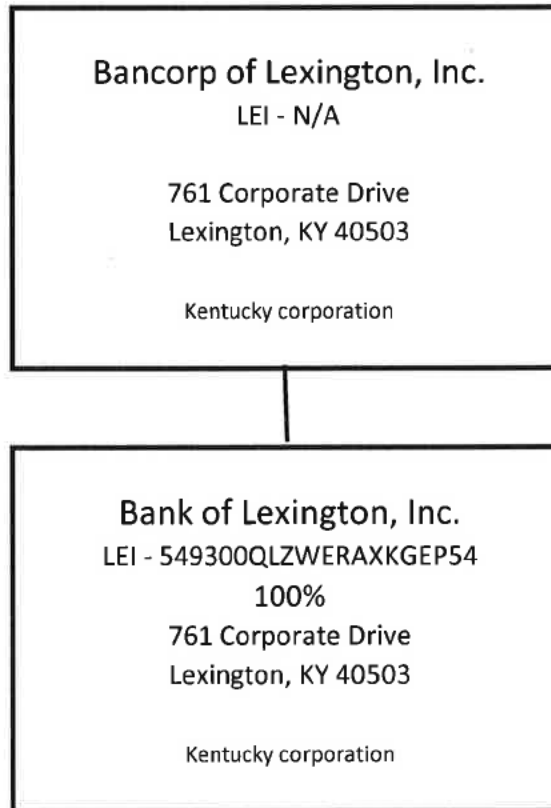
- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3825062  
 C.I. \_\_\_\_\_

|  |                          |   |
|--|--------------------------|---|
| Is confidential treatment requested for any portion of this report submission? .....   | 0=No<br>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 .....  | <input type="checkbox"/> |   |
| 2. a letter justifying this request has been provided separately ...   | <input type="checkbox"/> |   |
| NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." |                          |   |

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



**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 |
|-------------|----------------|----------------------------|-----------------|-------------------------|---------------------|-----------|-------|----------|---------|---------------|--------------|----------------|-------------------------|----------------------|----------|
| OK          |                | 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              |          |
| OK          |                | 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              |          |
| 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              |          |

Bancorp of Lexington  
12/31/2017 FR Y-6

**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)<br>Name, City State, Country   | (1)(b)<br>Country of Citizenship | (1)(c)<br>No. & % of each class voting shares |
|---|----------------------------------|---|
| <b>Davis Marksbury</b><br>includes shares held by LLC controlled by<br>Marksbury<br>Lexington, KY USA | USA                              | 141,194 - 7.93% common stock<br>No options    |
| <b>Jaskaran S. Sekhon</b><br>includes spouse, IRAs and profit sharing<br>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)<br>Name, City State, Country | (2)(b)<br>Country of Citizenship | (2)(c)<br>No. & % of each class voting shares |
|-------------------------------------|----------------------------------|---|
|-------------------------------------|----------------------------------|---|

**N/A**

Report Item 4: Insiders

| (1)<br>Name, city, state, country              | (2)<br>Principal occupation<br>if other than bank<br>holding company | (3)(a)<br>Title & position<br>with bank holding<br>company | (3)(b)<br>Title & position<br>with subsidiaries | (3)(c)<br>Title & position<br>with other<br>businesses | (4)(a)<br>Percentage of<br>voting shares in<br>bank holding co. | (4)(b)<br>Percentage of<br>voting shares in<br>subsidiaries | (4)(c)<br>Names of other companies if 25% or more<br>of voting securities held and % held   |
|--|--|--|---|--|---|---|---|
| <b>Daniel McQueen</b><br>Lexington, KY USA     | Golf course manager  | Director &<br>Chairman                                     | Director &<br>Chairman, Bank<br>of Lexington    | Owner/manager-<br>golf courses                         | 3.22%   | 0.00%   | Corman McQueen Golf, Inc. 98.40%<br>MacDuffer's 100.00%<br>McQueen-Wiley 75.00%<br>via Corman McQueen Golf  |
| <b>Thomas Bell</b><br>Midway, KY USA           | Retired Pilot  | Director   | Director, Bank of<br>Lexington                  | N/A  | 4.20%   | 0.00%   | None  |
| <b>David Bensema</b><br>Lexington, KY USA      | Retired Physician/<br>Administrator                                  | Director   | Director, Bank of<br>Lexington                  | N/A  | 1.23%   | 0.00%   | BOL Land Acquisition Co. LLC 25.00%   |
| <b>Russell Craig Dunn</b><br>Lexington, KY USA | President<br>Bank of Lexington                                       | Vice President,<br>Director                                | President,<br>Director, Bank of<br>Lexington    | Managing Member<br>CJAC Properties,<br>LLC             | 3.80%   | 0.00%   | CJAC Properties, LLC 50.00%   |
| <b>David Franklin</b><br>Versailles, KY USA    | Attorney   | Director   | Director, Bank of<br>Lexington                  | General Partner<br>Franklin & Rapp                     | 0.87%   | 0.00%   | Franklin & Rapp 95.00%  |
| <b>Phillip G. Greer</b><br>Lexington, KY USA   | Real Estate<br>Developer   | Director   | Director, Bank of<br>Lexington                  | Member, various<br>organizations                       | 1.28%   | 0.00%   | Atlantic Host, LLC <sup>1</sup><br>via Sunset Hospitality, LLC 100.00%<br>Clintwood II, LLC <sup>1</sup><br>via GFH #1, LLC 100.00%<br>GFH #1, LLC <sup>1</sup> 100.00%<br>GFH #2, LLC <sup>1</sup> 100.00%<br>GFH #3, LLC <sup>1</sup> 100.00%<br>GFH Operations, LLC <sup>1</sup> 100.00%<br>GHB 95-1, LLC <sup>1</sup><br>via GFH #1, LLC 100.00%<br>Greer Land Company, LLC<br>via White Oak Land Co., LLC 50.00%<br>Cherrywood II, LLC<br>via White Oak Land Co., LLC 50.00%<br>Greer Development 93-1, Inc. <sup>2</sup><br>via Greer S Corp Holdings, Inc. 100.00%<br>Greer Development 93-2, Inc. <sup>2</sup><br>via Greer S Corp Holdings, Inc. 100.00%<br>Greer Eastgate, LLC <sup>1</sup><br>via GFH #1, LLC 100.00%<br>Greer Nich Rd II, LLC <sup>2</sup> 100.00%<br>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

Report Item 4: Insiders

| (1)<br>Name, city, state, country | (2)<br>Principal occupation<br>if other than bank<br>holding company | (3)(a)<br>Title & position<br>with bank holding<br>company | (3)(b)<br>Title & position<br>with subsidiaries | (3)(c)<br>Title & position<br>with other<br>businesses | (4)(a)<br>Percentage of<br>voting shares in<br>bank holding co. | (4)(b)<br>Percentage of<br>voting shares in<br>subsidiaries | (4)(c)<br>Names of other companies if 25% or more<br>of voting securities held and % held |
|-----------------------------------|--|--|---|--|---|---|---|
|                                   |  |  |   |  |   |   | 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%  |
|                                   |  |  |   |  |   |   | Georgetown Host, LLC <sup>3</sup> 80.00%  |
|                                   |  |  |   |  |   |   | 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%  |
|                                   |  |  |   |  |   |   | White Oak Land Company, LLC <sup>2</sup> 40.00%   |
|                                   |  |  |   |  |   |   | Pin Oak Land Co. LLC <sup>1</sup>   |
|                                   |  |  |   |  |   |   | via White Oak Land Co., LLC and<br>GFH #3, LLC 65.25%                                     |
|                                   |  |  |   |  |   |   | Williamsburg Host, LLC <sup>1</sup>   |
|                                   |  |  |   |  |   |   | via Sunset Hospitality, LLC and<br>Cumberland Host, LLC 35.00%                            |
|                                   |  |  |   |  |   |   | Southern Oak, LLC <sup>1</sup>  |
|                                   |  |  |   |  |   |   | via GFH #3, LLC 33.33%  |
|                                   |  |  |   |  |   |   | Colerain Land Company, LLC <sup>1</sup>   |
|                                   |  |  |   |  |   |   | via GFH #3, LLC 33.33%  |
|                                   |  |  |   |  |   |   | Catlanta, LLC <sup>3</sup> 33.33%   |
|                                   |  |  |   |  |   |   | GGG&M, LLC <sup>1</sup>   |
|                                   |  |  |   |  |   |   | via GFH #3, LLC 30.00%  |

Report Item 4: Insiders

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|---|--|--|---|--|---|---|---|
|   |  |  |   |  |   |   | Tri Star South, LLC <sup>1</sup><br>via White Oak Land Co., LLC and<br>GFH Operations, LLC 65.25%<br>489 East Main Street, LLC <sup>1</sup><br>via GFH #3, LLC 25.00%<br>Virginia Way, LLC<br>via GFH #2, LLC 50.00%<br>Coliseum Plaza, LLC <sup>1</sup><br>via GFH #3, LLC 46.25%<br>Greer Entertainment, LLC 50.00%<br>Breakout Operations, LLC<br>via Greer Entertainment, LLC 42.86%<br>The Breakout Games, LLC<br>via Greer Entertainment, LLC 42.86%<br>Fourth Quarter, LLC<br>via GFH #3, LLC 50.00%<br>Ohio Ventures, LLC<br>via GFH #3, LLC 42.50% |
| <b>Donna Horn</b><br>Lexington, KY USA      | Owner-rehab<br>practice  | Director   | Director, Bank of<br>Lexington                  | Owner, Horn<br>Richardson  | 1.23%   | 0.00%   | Horn, Richardson &<br>Associates, PLLC 100.00%  |
| <b>Lee Marksbury</b><br>Lexington, KY USA   | Investment Manager   | Director   | Director, Bank of<br>Lexington                  | Exec. Director,<br>Marksbury Family<br>Foundation                    | 8.07%<br>(7.95% Held by father,<br>Davis Marksbury)             | 0.00%   | None  |
| <b>John Mauldin</b><br>Lexington, KY USA    | CEO<br>Bank of Lexington   | President/CEO,<br>Director                                 | CEO, Director<br>Bank of Lexington              | None   | 4.19%   | 0.00%   | None  |
| <b>Richard Rader</b><br>Lexington, KY USA   | Restaurant owner   | Director   | Director, Bank of<br>Lexington                  | Partner & share-<br>holder, auto<br>dealerships;<br>owner-restaurant | 0.89%   | 0.00%   | Ricardo's Grill & Pub, LLC 100.00%<br>Double R STBD, LLC 100.00%<br>The Roadshow, LLC 100.00%   |
| <b>Jaskaran Sekhon</b><br>Lexington, KY USA | Retired/Executive  | Director   | Director, Bank of<br>Lexington                  | None   | 6.16%   | 0.00%   | Cherry Blossom Golf Club, LLC 49.50%  |

Bank of Lexington  
12/31/2017 FR Y-6

Report Item 4: Insiders

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|--|--|--|---|--|---|---|---|
| <b>W. Steve Stone</b><br>Lexington, KY USA | Sr. Vice President,<br>Bank of Lexington                             | Secretary,<br>Director                                     | Secretary,<br>Director,<br>Sr. Vice President,<br>Bank of Lexington | Owner, Stone<br>Appraisal                              | 3.81%   | 0.00%   | Stone Appraisal 100.00%<br>Stone Properties 100.00%   |
| <b>Billy Blair</b><br>Lexington, KY USA    | Executive Vice Pres.<br>Bank of Lexington                            | Vice President   | Executive Vice Pres.<br>Bank of Lexington                           | Managing member,<br>Billy Blair Homes,<br>LLC          | 2.76%   | 0.00%   | C & R Asphalt Land<br>Acquisition, LLC 25.00%<br>Billy Blair Homes, LLC (inactive) 100.00%<br>WTBB Real Estate, LLC 100.00% |
| <b>Nancy Chase</b><br>Lexington, KY USA    | Executive Vice Pres.,<br>CFO,<br>Bank of Lexington                   | Vice President,<br>CFO                                     | Executive Vice Pres.,<br>CFO,<br>Bank of Lexington                  | None   | 2.52%   | 0.00%   | None  |