

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2016 JUN 11 A 10 31
STATISTICS & ANALYTICS
DEPARTMENT

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.

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 COO

Signature of Holding Company Director and Official

3/4/15
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 3410141
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

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

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
12/31/2014



Results: A list of branches for your depository institution: **BANK OF LEXINGTON, INC. (ID_RSSD: 3410141)**.
This depository institution is held by **BANCONP OF LEXINGTON, INC. (3825062)** of **LEXINGTON, KY**.
The data are as of **12/31/2014**. Data reflects information that was received and processed through **07/06/2015**.

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 emailing 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*	Regular 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	FAVETTE	UNITED STATES	441082		0 BANK OF LEXINGTON, INC.	3410141	
OK		Full Service	4110963	POLO CLUB BRANCH	6409 POLO CLUB LANE	LEXINGTON	KY	40509	FAVETTE	UNITED STATES	509810		2 BANK OF LEXINGTON, INC.	3410141	
OK		Full Service	4461023	FATES CREEK BRANCH	866 MALABU DRIVE	LEXINGTON	KY	40502	FAVETTE	UNITED STATES	535561		3 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 12/31/2014.

(1)(a) Name, City State, Country	(1)(b) Country of Citizenship	(1)(c) No. & % of each class voting shares
Davis Marksbury includes shares held by LLC controlled by Marksbury Lexington, KY USA	USA	141,194 - 8.16% common stock No options
Jaskaran S. Sekhon includes spouse, IRAs and profit sharing Lexington, KY USA	USA	108,625 - 6.28% common stock Plus 1,000 options - 6.34% common stk

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 12/31/2014.

(2)(a) Name, City State, Country	(2)(b) Country of Citizenship	(2)(c) No. & % of each class voting shares
Steven K. Coleman includes shares held by business controlled by Coleman Lexington, KY USA	USA	85,362 - 4.93% common stock Plus 1,000 options - 4.99% common stk

Mr. Coleman did not sell stock during the year; options were exercised by other stockholders causing the total number of shares issued to increase.

Bank of Lexington
12/31/2014 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	
Daniel McQueen Lexington, KY USA	Golf course manager	Director & Chairman	Director & Chairman, Bank of Lexington	Owner/manager- golf courses	3.27%	0.00%	Corman McQueen Golf, Inc. MacDuff's McQueen-Wiley via Corman McQueen Golf	98.40% 100.00% 75.00%
Thomas Bell Midway, KY USA	Pilot	Director	Director, Bank of Lexington	N/A	4.27%	0.00%	None	
David Bensema Lexington, KY USA	Physician/ Administrator	Director	Director, Bank of Lexington	N/A	1.16%	0.00%	BOL Land Acquisition Co. LLC	25.00%
Steve Coleman Lexington, KY USA	Contractor	Director	Director, Bank of Lexington	Managing Member C & R Asphalt	4.93%	0.00%	C & R Asphalt, LLC C & R Asphalt Driveway Division, LLC C & R Asphalt Land Acquisition, LLC Lakeview Ridgcrest Property, LLC Coleman Properties, LLC	57.34% 50.00% 37.50% 25.00% 50.00%
Russell Craig Dunn Lexington, KY USA	President Bank of Lexington	Vice President, Director	President, Director, Bank of Lexington	Managing Member CJAC, LLC	3.47%	0.00%	CJAC, LLC	50.00%
David Franklin Versailles, KY USA	Attorney	Director	Director, Bank of Lexington	General Partner Franklin & Rapp	0.85%	0.00%	Franklin & Rapp	95.00%
Phillip G. Greer Lexington, KY USA	Real Estate Developer	Director	Director, Bank of Lexington	Member, various organizations	1.27%	0.00%	Atlantic Host, LLC ¹ via Sunset Hospitality, LLC Clintwood II, LLC ² via GFH #1, LLC GFH #1, LLC ³ GFH #2, LLC ³ GFH #3, LLC ³ GFH Operations, LLC ² GH8 95-1, LLC ³ via GFH #1, LLC	100.00% 100.00% 100.00% 100.00% 100.00% 100.00% 100.00%

Ownership Notes:

¹ Owned by Phillip G Greer and Phillip G Greer Family Dynasty Trust

² Owned by Phillip G Greer Family Dynasty Trust

³ Owned by Phillip G Greer

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	
							Greer Development 93-1, Inc. ²	
							via Greer S Corp Holdings, Inc.	100.00%
							Greer Development 93-2, Inc. ²	
							via Greer S Corp Holdings, Inc.	100.00%
							Greer Eastgate, LLC ¹	
							via GFH #1, LLC	100.00%
							Greer Nich Rd, LLC ³	
							via GFH #1, LLC	100.00%
							Greer Petroleum, LLC ¹	
							via GFH #1, LLC	100.00%
							Greer Retail Property Company ²	
							via Greer S Corp Holdings, Inc.	100.00%
							Greer S Corp Holdings, Inc. ²	
							Greer Tylersville, LLC ¹	100.00%
							via GFH #1, LLC	
							Greer/Beechmont, LLC ¹	100.00%
							via GFH #1, LLC, Greer S Corp Holdings, Inc., & Greer Retail Property Company	100.00%
							Lancaster Host, LLC ¹	
							via Sunset Hospitality, LLC	100.00%
							Midwest Management Group, Inc. ²	
							via Greer S Corp Holdings, Inc.	100.00%
							Northstar Hospitality, LLC ²	
							via Greer S Corp Holdings, Inc.	100.00%
							Richmond Rd Village Shops, LLC ¹	
							via GFH #1, LLC	100.00%
							Sunset Hospitality, LLC ¹	100.00%
							Georgetown Host, LLC ³	80.00%
							Sidney Host, LLC ¹	
							via Sunset Hospitality, LLC	50.00%
							Greer Development, Inc. ²	50.00%
							Greer Land Co.-Smyrna #2, LLC ¹	
							via GFH #2, LLC	50.00%
							Reno's of Wise, LLC ¹	
							via GFH Operations, LLC	50.00%
							Fore Star, LLC ³	50.00%
							Kentucky Host, LLC ¹	
							via Sunset Hospitality, LLC	50.00%
							2041 Richmond Rd Ops, LLC ¹	
							via GFH Operations, LLC	50.00%
							2051 Richmond Rd, LLC ¹	
							via GFH #2, LLC	50.00%
							Mint Julep Restaurant Ops, LLC ¹	
							via GFH Operations, LLC	45.00%
							Greer Land Co. Restaurants, LLC ¹	
							via GFH #3, LLC	45.00%

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
							Mint Julep Restaurant Mgt Group ¹
							via GFH Operations, LLC
							45.00%
							Five Star South, LLC ²
							41.00%
							Wise Host, LLC ³
							via Sunset Hospitality, LLC
							40.63%
							Charlotte Host, LLC ¹
							via GFH #3, LLC
							40.00%
							White Oak Land Company, LLC ²
							40.00%
							Williamsburg Host, LLC ¹
							via Sunset Hospitality, LLC and
							35.00%
							Cumberland Host, LLC
							Cumberland Host, LLC ¹
							via Sunset Hospitality, LLC
							35.00%
							Southern Oak, LLC ¹
							via GFH #3, LLC
							33.33%
							Colerain Land Company, LLC ¹
							via GFH #3, LLC
							33.33%
							Catlanta, LLC ³
							GGG&M, LLC ¹
							33.33%
							via GFH #3, LLC
							30.00%
							Tri Star South, LLC ¹
							via White Oak Land Co., LLC
							27.00%
							489 East Main Street, LLC ¹
							via White Oak Land Co., LLC
							25.00%
Donna Horn Lexington, KY USA	Owner-rehab practice	Director	Director, Bank of Lexington	Owner, Horn Richardson	1.16%	0.00%	Horn, Richardson & Associates
Lee Marksbury Lexington, KY USA	Investment Manager	Director	Director, Bank of Lexington	Exec. Director, Marksbury Family Foundation	8.22% (8.16% Held by father, Davis Marksbury)	0.00%	None
John Mauldin Lexington, KY USA	CEO Bank of Lexington	President/CEO, Director	CEO, Director Bank of Lexington	None	4.05%	0.00%	None
Richard Rader 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 Double R STBD, LLC
							100.00%
							100.00%

Bank of Lexington
12/31/2014 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
Jaskaran Sekhon Lexington, KY USA	Retired/Executive	Director	Director, Bank of Lexington	None	5.28%	0.00%	Cherry Blossom Golf Club, LLC 49.50%
W. Steve Stone Lexington, KY USA	Sr. Vice President, Bank of Lexington	Secretary, Director	Secretary, Director, Sr. Vice President, Bank of Lexington	Owner, Stone Appraisal	4.16%	0.00%	Stone Appraisal 100.00% Stone Properties 100.00% Stone Tobin Properties 50.00%
Billy Blair Lexington, KY USA	Executive Vice Pres. Bank of Lexington	Vice President	Executive Vice Pres. Bank of Lexington	Managing member, Billy Blair Homes, LLC	2.29%	0.00%	C & R Asphalt Land Acquisition, LLC 25.00% Billy Blair Homes, LLC 100.00%
Nancy Chase Lexington, KY USA	Executive Vice Pres., CFO, Bank of Lexington	Vice President, CFO	Executive Vice Pres., CFO, Bank of Lexington	None	2.25%	0.00%	None