Board of Governors of the Federal Reserve System



2014 MAR 28 A 11: 00

Annual Report of Holding Companies—FR Y-6

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 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.

Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report

XX will be sent under separate cover

For Federal Reserve Bank Use Only

RSSDID 2158156

is not prepared

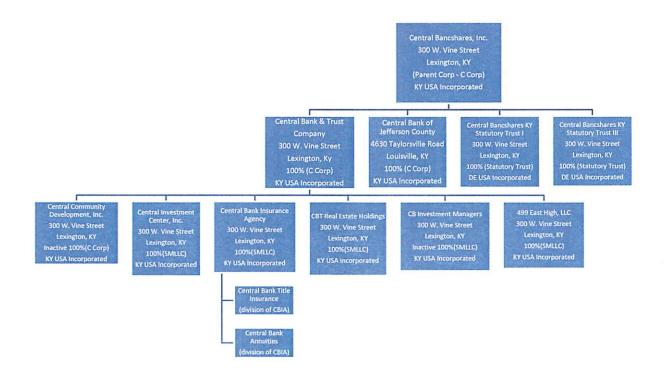
This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 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.

(12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 Date of Report (top-tier holding company's fiscal year-end): NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual December 31, 2013 should also be a senior official of the top-tier holding company. In Month / Day / Year the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chair-Reporter's Name, Street, and Mailing Address man of the board must sign the report. Central Bancshares, Inc. Luther Deaton, Jr. Legal Title of Holding Company Name of the Holding Company Director and Official 300 West Vine Street President and CEO (Mailing Address of the Holding Company) Street / P.O. Box Title of the Holding Company Director and Official attest that the Annual Report of Holding Companies (including Lexington 40507 KY the supporting attachments) for this report date has been pre-State pared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my Physical location (if different from mailing address) knowledge and belief. Person to whom questions about this report should be directed: With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this Edward Barnes SVP information to the Federal Reserve. The Reporter also certifies Name that it has the authority, on behalf of each individual, to consent or 859-253-6309 object to public release of information regarding that individual. Area Code / Phone Number / Extension The Federal Reserve may assume, in the absence of a request for 859-253-6459 confidential treatment submitted in accordance with the Board's Area Code / FAX Number "Rules Regarding Availability of Information," 12 C.F.R. Part 261, ebarnes@centralbank.com that the Reporter and individual consent to public release of all details in the report concerning that individual. E-mail Address utal www.centralbank.com Signature of Holding Company Director and Official Address (URL) for the Holding Company's web page March 27, 2014 Date of Signature Does the reporter request confidential treatment for any portion of this For holding companies not registered with the SECsubmission?

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." X No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503. 12/2012

Central Bancshares, Inc. Organizational Chart as of 12/31/2013



Y - 6 Central Bancshares, Inc. Lexington, Kentucky December 31, 2013

Item

will be sent under separate cover upon completion

2a. attached

2b. submitted via email on March 26, 2014

3a. 5% Securities Holders

Name	City	State/Country	Citizenship	Nbr of Securites	% Common Stock
Garvice D. Kincaid, Trust Fund C	Lexington	Kentucky / USA	USA	50,000	14.37%
Central Employee Stock Ownership Plan	Lexington	Kentucky / USA	USA	37,474	10.77%
C. M. Gatton	Bristol	Tennessee / USA	USA	32,185	9.25%
Jane W. Kincaid, Estate	Lexington	Kentucky / USA	USA	96,997	27.88%
Joan D. Kincaid	Lexington	Kentucky / USA	USA	103,741	29.82%

3b. N/A

4. Insiders

4.	insiders										
				Principal Occupation	Title & Position	Title & Position	Title & Position	Percentage of	Percentage of	Other companies 25% or Mo	
	Name	City	State/Country	other than H/C	with H/C	with subsidiaries	Other	shares in H/C	shares in subsidiaries	Name	Ownership %
	** Garvice D. Kincaid, Trust Fund C	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	14.37%		N/A	
	** Central Employee Stock Ownership Plan	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	10.77%		N/A	
	** Jane W. Kincaid, Estate	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	27.88%		N/A	
	Luther Deaton, Jr.	Lexington	Kentucky / USA	N/A	Chairman, President & CEO	Chairman, President & CEO	N/A	<1.00%	None	N/A	
						Central Bank & Trust Co.					
						Director & CEO					
						Central Bank of Jefferson Co.					
	Joan D. Kincaid	Lexington	Kentucky / USA	N/A	Vice Chairman	Vice Chairman	N/A	29.82%		N/A	
	Michael D. Foley	Lexington	Kentucky / USA	Ç.P.A.	Director	Director	Member	<1.00%	None	Mid State Financial Corporation	100%
						Central Bank & Trust Co.	Ray, Foley, Hensley			Ray, Foley, Hensley & Company, PLLC	29%
						Director	& Company, PLLC			Ray, Foley, Hensley Inc.	29%
						Central Bank of Jefferson Co.					
	Wayne M. Martin	Lexington	Kentucky / USA	Retired	Director	Director	N/A	<1.00%	None	N/A	
						Central Bank & Trust Co.					
	Nick Nicholson	Lexington	Kentucky / USA	Retired	Director	Director	N/A	0.00%	None	N/A	
						Central Bank & Trust Co.					
	G. Michael Ritchie	Lexington	Kentucky / USA	Business Owner	Director	Director	President & CEO	<1.00%	None	Ritchie & Howard Partnership	80%
						Central Bank & Trust Co.	Photo Science, Inc.			Advantage Properties, Inc.	100%
										Advantage Properties of Orlando, LLC	98%
										Advantage Properties of Tampa Bay, LLC	98%
										Ritchie Contracting Co.	100%
										GMR Enterprises, Inc.	60%
										Wellington Properties, LLC	33%
										D&M Properties, LLC	67%
										M&D Management, LLC	52%
										Wellington Properties II, LLC	100%
										Wellington Properties III, LLC	100%
	Paul E. Sullivan	Lexington	Kentucky / USA	Lawyer	Director	Director	Partner	<1.00%	None	Bradford Place LLC	50%
						Central Bank & Trust Co.	Frost Brown Todd, LLC				

^{** 10%} principal holders

Results: A list of branches for your holding company. CENTRAL BANCSHARES, INC. (2153156) of LEXINGTON, NY.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Varification 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.

Delate: 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

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.

To satisfy the FRY-10 reporting requirements, you must also submit FRY-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.federafreserve.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)	1007015	CENTRAL BANK & TRUST COMPANY	300 W. VINE ST./KINCAID TOWERS	LEXINGTON	KY	40507	FAYETTE	UNITED STATES	10059		CENTRAL BANK & TRUST COMPANY	1007015	,
ОК		Full Service	2727525	BEREA BRANCH	101 BRENTWOOD STREET	BEREA	KY	40403	MADISON	UNITED STATES	458831	2	CENTRAL BANK & TRUST COMPANY	1007015	,
OK		Full Service	3942996	CRESTVIEW HILLS BRANCH	2850 TURKEY FOOT	CRESTVIEW HILLS	KY	41017	KENTON	UNITED STATES	493833	2	E CENTRAL BANK & TRUST COMPANY	1007015	
OX		Full Service	3675360	TURFWAY ROAD BRANCH	7310 TURFWAY ROAD	FLORENCE	KY	41042	BOONE	UNITED STATES	453450	2	CENTRAL BANK & TRUST COMPANY	1007015	
OK	_	Full Service	3675427	FORT MITCHELL BRANCH	2075 DIXIE HIGHWAY	FORT MITCHELL	KY	41017	KENTON	UNITED STATES	466429	2	CENTRAL BANK & TRUST COMPANY	1007015	,
OK		Full Service	3482522	CHERRY BLOSSOM BRANCH	410 CONNECTOR RD	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	363799	3	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	3128576	GEORGETOWN MAIN BRANCH	100 WEST MAIN STREET	GEORGETOWN	KY	40324	scorr	UNITED STATES	363697		CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	3675397	ANDOVER BANKING CENTER BRANCH	3101 MAPLELEAF DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	235565	1	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	628413	EASTLAND BANKING CENTER	649 EAST NEW CIRCLE ROAD	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	508429	2	CENTRAL BANK & TRUST COMPANY	1007015	,
OK		Full Service	3675418	HARRODSBURG ROAD BRANCH	3700 PALOMAR CENTER	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	235564	1	B CENTRAL BANK & TRUST COMPANY	1007015	اا
OK		Full Service	823311	NICHOLASVILLE ROAD BRANCH	100 EAST REYNOLDS ROAD	LEXINGTON	KY	40517	FAYETTE	UNITED STATES	235556		CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	707318	NORTH PARK BRANCH	515 NEW CIRCLE ROAD	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	235559		7 CENTRAL BANK & TRUST COMPANY	1007015	<u></u>
OK		Full Service	822819	RICHMOND ROAD BRANCH	2233 RICHMOND ROAD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	235557		CENTRAL BANK & TRUST COMPANY	1007015	4
OK		Full Service	3943005	SIR BARTON BRANCH	2443 SIR BARTON WAY, SUITE 175	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	493374	2	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	706816	SOUTHLAND BRANCH	256 SOUTHLAND AVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	235555		CENTRAL BANK & TRUST COMPANY	1007015	<u></u>
OK		Full Service	217415	TATES CREEK CENTRE BRANCH	4090 TATES CREEK CENTRE DRIVE	LEXINGTON	KY	40517	FAYETTE	UNITED STATES	235562	1	6 CENTRAL BANK & TRUST COMPANY	1007015	<u> </u>
OK		Full Service	771319	TATES CREEK ROAD BRANCH	3270 TATES CREEK ROAD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	235560		E CENTRAL BANK & TRUST COMPANY	1007015	<u>, </u>
OK		Full Service	155218	VERSAILLES ROAD-BRANCH	2347 VERSAILLES ROAD	LEXINGTON	KY	40504	FAYETTE	UNITED STATES	235558		CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	3482513	KEENE ROAD BRANCH	1471 KEENE ROAD	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	495713	3	CENTRAL BANK & TRUST COMPANY	1007015	4
OK		Full Service	2650306	NICHOLASVILLE BRANCH	301 NORTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	60640	3	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	3675445	RICHMOND BRANCH	350 WEST MAIN STREET	RICHMOND	KY	40475	MADISON	UNITED STATES	466428	2	S CENTRAL BANK & TRUST COMPANY	1007015	:
OK		Full Service	348074	NORTH MAPLE BRANCH	43 NORTH MAPLE STREET	WINCHESTER	KY	40391	CLARK	UNITED STATES	43390	2	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	2727534	PIONEER DRIVE BRANCH	1110 PIONEER DRIVE	WINCHESTER	KY	40391	CLARK	UNITED STATES	280775	2	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service (Head Office)	2435660	CENTRAL BANK OF JEFFERSON COUNTY	4630 TAYLORSVILLE ROAD	LOUISVILLE	KY	40220	JEFFERSON	UNITED STATES	56300		CENTRAL BANK OF JEFFERSON COUNTY	2435660	
Ok		Full Service	3504741	HURSTBOURNE PLAZA BRANCH	9300 SHELBYVILLE ROAD, SUITE 100	LOUISVILLE	KY	40222	JEFFERSON	UNITED STATES	362701		CENTRAL BANK OF JEFFERSON COUNTY	2435660	4
OK		Full Service	3637032	WATERFRONT PLAZA BRANCH	321 WEST MAIN STREET	LOUISVILLE	KY	40202	JEFFERSON	UNITED STATES	466285		CENTRAL BANK OF JEFFERSON COUNTY	2435660	4