

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS  
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.

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

**December 31, 2013**

Month / Day / Year

I, **Bruce C. Edgington**

Name of the Holding Company Director and Official

**CEO, Director, and Vice-Chairman**

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

**Community Bancshares, Inc.**

Legal Title of Holding Company

**120 Frontier Boulevard/PO Box 366**

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

**Stanford**

**KY**

**40484**

City

State

Zip Code

**120 Frontier Boulevard, Stanford, KY 40484**

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Joye Hunt**

**SVP-Treasurer-CFO**

Name

Title

**606-365-4261**

Area Code / Phone Number / Extension

Area Code / FAX Number

**joye.hunt@pbkbank.com**

E-mail Address

**n/a**

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

**03/05/2014**

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

**1134283**

C.I.

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.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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Form FRY - 6

Community Bancshares, Inc.  
Stanford, Kentucky  
Fiscal Year Ending December 31, 2013

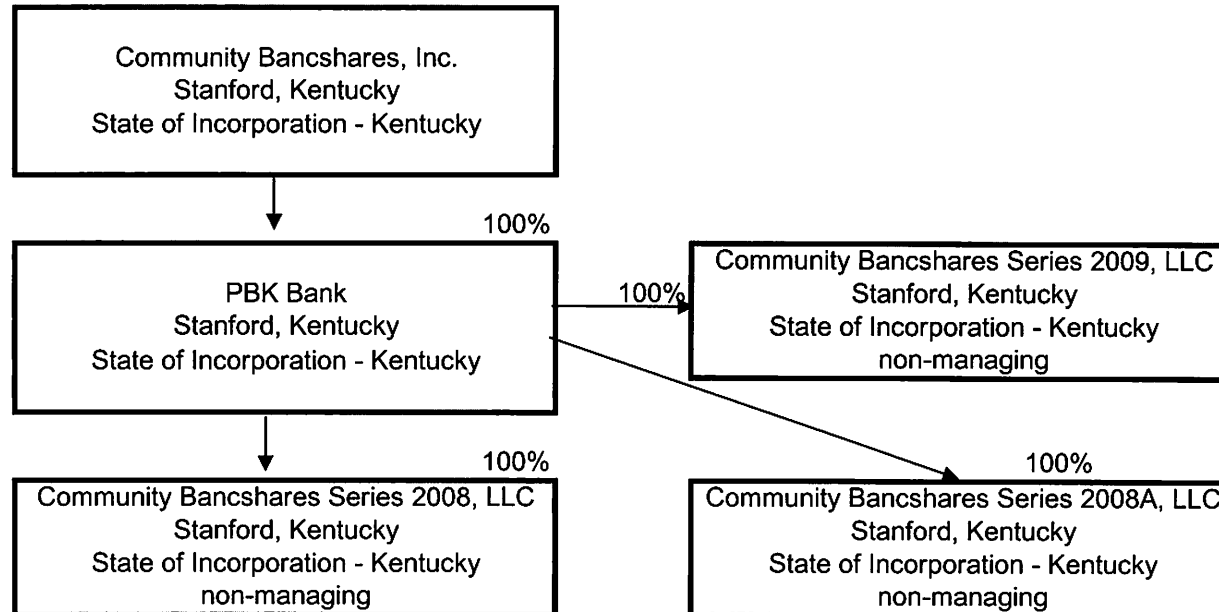
**Report Item**

**1: Annual Report**

Community Bancshares, Inc. is not required to prepare Form 10K with the SEC.

Community Bancshares, Inc. does plan to prepare an annual report of the holding company for the shareholders; however, it is not yet finalized for the 2013 year end. A copy of the annual disclosure is enclosed and copies of the annual report will be forwarded as soon as practicable.

**2: Organization Chart**



Form FRY - 6

Community Bancshares, Inc.  
 Stanford, Kentucky  
 Fiscal Year Ending December 31, 2013

**2b: Domestic Branch Listing**

	<u>Popular Name</u>	<u>Branch of:</u>	<u>Status</u>	<u>Date</u>	<u>Street Address</u>	<u>City</u>	<u>County</u>	<u>State</u>	<u>Country</u>	<u>Zip Code</u>	<u>Service Type</u>
1	Hustonville	PBK Bank	open	9/3/1906	9889 Main Street	Hustonville	Lincoln	Kentucky	USA	40437	Full
2	27	PBK Bank	open	3/12/1979	1100 Hwy 27S	Stanford	Lincoln	Kentucky	USA	40484	Full
3	150	PBK Bank	open	9/1/1993	120 Frontier Blvd.	Stanford	Lincoln	Kentucky	USA	40484	Full
4	Junction	PBK Bank	open	2/14/1997	54 Henry Street	Junction City	Boyle	Kentucky	USA	40440	Full
5	Danville	PBK Bank	open	10/1/1998	1001 Hustonville Road	Danville	Boyle	Kentucky	USA	40422	Full
6	Mt. Vernon	PBK Bank	open	11/6/2006	810 West Main	Mt. Vernon	Rockcastle	Kentucky	USA	40456	Full

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Community Bancshares, Inc.  
Stanford, Kentucky  
Fiscal Year Ending December 31, 2013

**3 (1): Securities Holders - 5% at year end**

<u>Name</u>	<u>City</u>	<u>State</u>	<u>Country</u>	<u>Shares Owned</u>	<u>% of Ownership</u>
Jack Johnson	Stanford	KY	USA	47,000	11.96%
Doris Peyton	Hustonville	KY	USA	44,415	11.30%
E. C. Lay	Elizabethtown	KY	USA	30,807	7.84%
R. H. Cooper III	Stanford	KY	USA	27,037	6.88%
Marathon Financial Ventures	Newport Beach	CA	USA	23,106	5.88%
William H. Peyton	Hustonville	KY	USA	20,337	5.17%

**3 (2): Securities Holders - 5% during the year**

There were no other Securities Holders who held 5% or greater of the holding company stock during the calendar year who were not 5% year end securities holders.

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Community Bancshares, Inc.  
Stanford, Kentucky  
Fiscal Year Ending December 31, 2013

4: Insiders

<u>Name &amp; Address</u>	<u>Occupation</u>	<u>BHC Title</u>	<u>Subsidiary Title</u>	<u>Other Company Position</u>	<u>BHC Ownership</u>	<u>Other Ownership</u>
Jack Johnson Stanford, KY USA	Retired School Administration	President Chairman of the Board Director	President Chairman of the Board Director	Fort Logan Investments Shareholder	11.96%	25%
Doris Peyton Danville, KY USA	Retired School Teacher	Director	Director	Fort Logan Investments Shareholder	11.30%	25%
E. C. Lay Ft. Meyers Beach, FL USA	Retired - Retail Sales	Director	Director	none	7.84%	none
R. H. Cooper III Stanford, KY USA	Retired Insurance Agent & Dairy Farmer Business Owner - Car Washes	Director	Director	owner Fort Logan Investments Shareholder	6.88%	100% 25%
William H. Peyton Hustonville, KY USA	Farmer	Director	Director	owner	5.17%	100%
Bryan Cooper Stanford, KY USA	Farmer	Director	Director	owner Shareholder	4.64%	100%
Rufus Shoopman Liberty, KY USA	Farmer	Director	Director	owner	2.81%	100%
Dr. John Price Liberty, KY USA	Medical Doctor	Director	Director	owner	3.14%	100%
Bruce Edgington Stanford, KY USA	banker	Director & CEO	Director & CEO	Razr Investments, LLC	3.79%	100%
Jamey Gay Danville, KY USA	Athletic Trainer	Director	Director	Centre College Athletic Trainer	0.20%	none
Eric Ralston Stanford, KY USA	banker	Director	SVP-Chief Lending Officer Director	none	2.08%	none
Luther M. Galloway, Jr. Danville, KY USA	Project Engineer Farmer	Director	Director	none	0.20%	none
Brenda Baker Stanford, KY USA	banker	none	SVP-COO	none	0.39%	none
Linda Shelley Middleburg, KY USA	banker	none	SVP-Assistant COO & Compliance Officer	none	0.00%	none
Joye Hunt Stanford, KY USA	banker	SVP-Treasurer	SVP-CFO	none	0.12%	none
Stanley Burris Hustonville, KY USA	banker Farmer	SVP-Secretary	VP-Loan Officer Secretary to Board	none	3.30%	none