

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Central Bancshares, Inc.

Legal Title of Holding Company

300 West Vine Street

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

Lexington

KY

40507

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Edward Barnes

Chief Financial Officer

Name

Title

859-253-6309

Area Code / Phone Number / Extension

859-253-6459

Area Code / FAX Number

ebarnes@centralbank.com

E-mail Address

www.centralbank.com

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

I, Luther Deaton, Jr.

Name of the Holding Company Director and Official

President & CEO

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.

Signature of Holding Company Director and Official

Date of Signature

3/24/2017

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. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? 0=No   
1=Yes

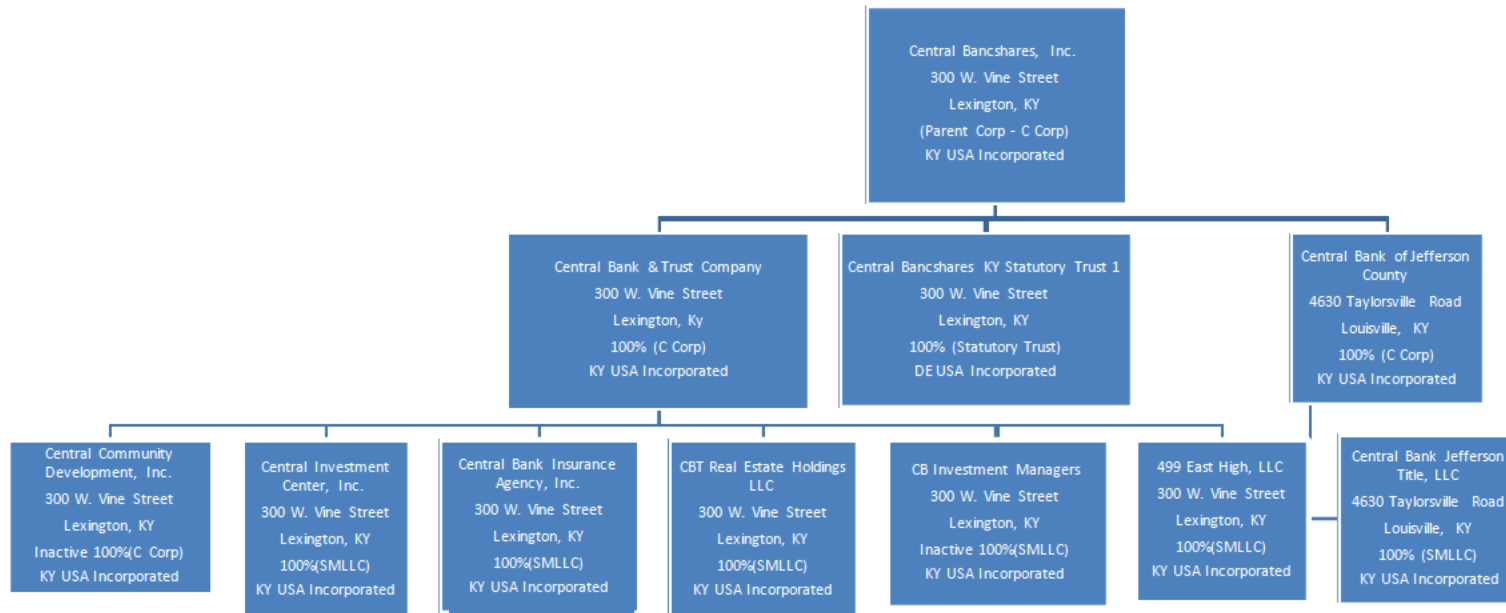
In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Central Bancshares, Inc.  
Organizational Chart  
as of 12/31/2016

Note LEI is N/A unless noted



Results A list of branches for your holding company CENTRAL BANCSHARES, INC. (2158156) of LEXINGTON, KY.  
 The data as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**Reconciliation and Verification Steps**

- In the Data Action column of each branch row, enter one of the action specifications below
- 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 incomplete, revise the data, enter 'Change' in the Data Action column and the date when the 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 depositor, not for use, enter 'Delete' in the Data Action column.
- Add** If a reportable branch is missing, use the row, add the branch data, and enter 'Add' in the Data Action column and the opening 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 the form information.  
 If you are emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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 as a hard copy format or a FR Y-10 Online application - https://y10online.fedex.com.

\* FDIC UNINUM, Office Number, and ID RSSD columns are effective only. Verify each of these values is 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	0	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	2727525		BEREA BRANCH	101 BRENTWOOD STREET	BEREA	KY	40409	MADISON	UNITED STATES	458831	24	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3942996		CRESTVIEW HILLS BRANCH	3850 TURKEY FOOT	CRESTVIEW HILLS	KY	41017	KENTON	UNITED STATES	493883	28	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3675360		TURFWAY ROAD BRANCH	7310 TURFWAY ROAD	FLORENCE	KY	41042	BOONE	UNITED STATES	453450	22	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3675427		FORT MITCHELL BRANCH	2075 DIXIE HIGHWAY	FORT MITCHELL	KY	41017	KENTON	UNITED STATES	466429	26	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3482522		CHERRY BLOSSOM BRANCH	410 CONNECTOR RD	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	363799	32	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3128576		GEORGETOWN MAIN BRANCH	100 WEST MAIN STREET	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	363697	31	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3675397		ANDOVER BANKING CENTER BRANCH	3101 MAPLELEAF DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	235565	19	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	628413		EASTLAND BANKING CENTER	649 EAST NEW CIRCLE ROAD	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	508429	29	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3675418		HARRRODSBURG ROAD BRANCH	3700 PALOMAR CENTER	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	235564	18	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	823111		NICHOLASVILLE ROAD BRANCH	100 EAST REYNOLDS ROAD	LEXINGTON	KY	40517	FAYETTE	UNITED STATES	235556	4	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	707318		NORTH PARK BRANCH	515 NW CIRCLE ROAD	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	235559	7	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	822819		RICHMOND ROAD BRANCH	2233 RICHMOND ROAD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	235557	5	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3943005		SIR BARTON BRANCH	2443 SIR BARTON WAY, SUITE 175	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	493374	27	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	706816		SOUTHLAND BRANCH	256 SOUTHLAND AVE	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	235555	3	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	217415		TATES CREEK CENTRE BRANCH	4090 TATES CREEK CENTRE DRIVE	LEXINGTON	KY	40517	FAYETTE	UNITED STATES	235566	16	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	771319		TATES CREEK ROAD BRANCH	3270 TATES CREEK ROAD	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	235560	8	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	155218		VERSAILLES ROAD BRANCH	2347 VERSAILLES ROAD	LEXINGTON	KY	40504	FAYETTE	UNITED STATES	235558	6	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3482513		KEENE ROAD BRANCH	1471 KEENE ROAD	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	495713	33	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	2650306		NICHOLASVILLE BRANCH	301 NORTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	60640	30	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	3675445		RICHMOND BRANCH	350 WEST MAIN STREET	RICHMOND	KY	40475	MADISON	UNITED STATES	466428	25	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	348074		NORTH MAPLE BRANCH	43 NORTH MAPLE STREET	WINCHESTER	KY	40391	CLARK	UNITED STATES	43390	20	CENTRAL BANK & TRUST COMPANY			1007015
OK		Full Service	2727334		PIONEER DRIVE BRANCH	1110 P ONEER DRIVE	WINCHESTER	KY	40391	CLARK	UNITED STATES	280775	21	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	0	CENTRAL BANK OF JEFFERSON COUNTY			2435660
OK		Full Service	3504741		HURSTBOURNE PLAZA BRANCH	9300 SHEPPARD ROAD, SUITE 100	LOUISVILLE	KY	40222	JEFFERSON	UNITED STATES	362701	1	CENTRAL BANK OF JEFFERSON COUNTY			2435660
OK		Full Service	3637032		WATERFRONT PLAZA BRANCH	321 WEST MAIN STREET	LOUISVILLE	KY	40202	JEFFERSON	UNITED STATES	466285	1	CENTRAL BANK OF JEFFERSON COUNTY			2435660

Y - 6  
**Central Bancshares, Inc.**  
**Lexington, Kentucky**  
**December 31, 2016**

**Item**

**1.** Annual report will be sent under separate cover upon completion.

**2a.** Attached

**2b.** Submitted via email on March 10, 2017

**3a.** 5% Securities Holders

Name	City	State/Country	Citizenship	Nbr of Securites	% Common Stock
Garvice D. Kincaid, Trust Fund C Advisory Committee of Central Bank, Trustee Central Employee Stock Ownership Plan Luther	Lexington	Kentucky / USA	USA	50,000	14.37%
Deaton, Jr. Trustee	Lexington	Kentucky / USA	USA	37,466	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, Trustee Joan D. Kincaid	Lexington	Kentucky / USA	USA	103,741	29.82%

**3b.** N/A

**4.** Insiders

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

\*\* 10% principal holders