

2019 MAR -5 A 9:37  
 FEDERAL RESERVE BANK OF CHICAGO

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, 2018**

I, Bruce C. Edgington

Month / Day / Year

n/a

Name of the Holding Company Director and Official

Holding Company Director and CEO

Title of the Holding Company Director and Official

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

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

same

Physical Location (if different from mailing address)

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.

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

n/a

Area Code / FAX Number

joye.hunt@pbkbank.com

E-mail Address

n/a

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

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.

Bruce C. Edgington, Director + CEO

Signature of Holding Company Director and Official

2/26/19

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  
 C.I.

1134283

|  |                                     |   |
|--|-------------------------------------|---|
| Is confidential treatment requested for any portion of this report submission? .....   | 0=No<br>1=Yes                       | <input type="checkbox"/><br><input checked="" type="checkbox"/> |
| 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 checked="" 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." |                                     |   |

Form FRY - 6

Community Bancshares, Inc.  
Stanford, Kentucky  
Fiscal Year Ending December 31, 2018

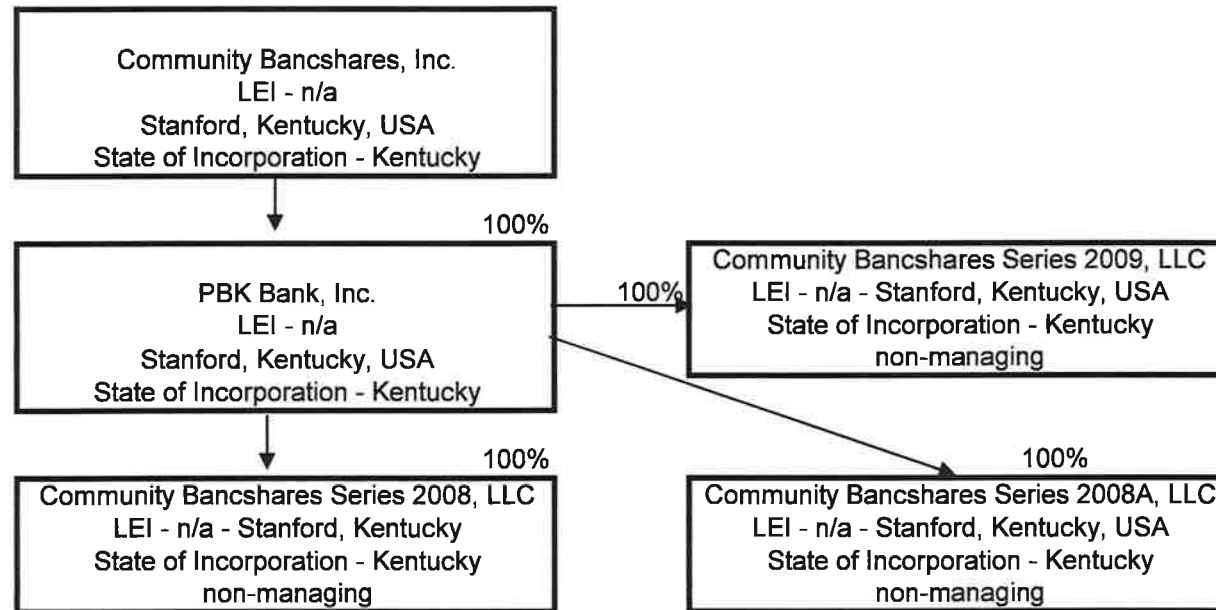
**Report Item**

**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 2018 year end. A copy of the annual disclosure is enclosed and copies of the annual report will be forwarded as soon as practicable.

**2a: Organization Chart**



"LEI is N/A unless noted."

Results: A list of branches for your holding company: **COMMUNITY BANCSHARES, INC. (1134283) of STANFORD, KY.**  
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

**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) | 148715          | PBK BANK, INC       | 120 FRONTIER BOULEVARD    | STANFORD      | KY    | 40484      | LINCOLN    | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 3516838         | DANVILLE BRANCH     | 1001 HUSTONVILLE ROAD     | DANVILLE      | KY    | 40422      | BOYLE      | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 2537742         | HUSTONVILLE BRANCH  | 9889 MAIN STREET          | HUSTONVILLE   | KY    | 40437-0007 | LINCOLN    | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 2966397         | JUNCTION BRANCH     | 54 HENRY STREET           | JUNCTION CITY | KY    | 40440      | BOYLE      | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 3516810         | MOUNT VERNON BRANCH | 810 WEST MAIN STREET      | MOUNT VERNON  | KY    | 40456      | ROCKCASTLE | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 3763605         | 150 BRANCH          | 120 FRONTIER BOULEVARD    | STANFORD      | KY    | 40484      | LINCOLN    | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |
| ok          |                | Full Service               | 701017          | 27 BRANCH           | 1100 U S HIGHWAY 27 SOUTH | STANFORD      | KY    | 40484      | LINCOLN    | UNITED STATES | Not Required | Not Required   | PBK BANK, INC | 148715               |          |

Community Bancshares, Inc.  
 Stanford, Kentucky  
 Fiscal Year Ending December 31, 2018

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

| <u>Name</u>                                | <u>Relationship</u>   | <u>City</u> | <u>State</u> | <u>Country</u> | <u>Common Shares Owned</u>   | <u>% of Ownership</u> |
|--|---|-------------|--------------|----------------|--|-----------------------|
| Jack Johnson                               | This information may be found in the<br>Confidential filing section of the FRY-6 Part<br>3. |             |              | USA            | This information may be found in the<br>Confidential filing section of the FRY-6 Part 3. |                       |
| Jack Johnson individually                  |   |             |              | USA            |  |                       |
| Hartese Johnson individually               |   |             |              | USA            |  |                       |
| Jack Johnson & Hartese Johnson jointly     |   |             |              | USA            |  |                       |
| Tamara Johnson individually                |   |             |              | USA            |  |                       |
| Madison White individually                 |   |             |              | USA            |  |                       |
| Total Jack Johnson                         |   |             |              | USA            |  |                       |
| Doris Peyton                               |   |             |              | USA            |  |                       |
| Doris Peyton individually                  |   |             |              | USA            |  |                       |
| Beverly Hoskins individually               |   |             |              | USA            |  |                       |
| Lois Sills individually                    | USA   |             |              |                |  |                       |
| Luther Galloway, Jr. individually          | USA   |             |              |                |  |                       |
| Total Doris Peyton                         |   |             |              |                |  |                       |
| R. H. Cooper III                           |   |             |              | USA            |  |                       |
| R. H. Cooper III individually              |   |             |              | USA            |  |                       |
| Sue Cooper individually                    |   |             |              | USA            |  |                       |
| Total R. H. Cooper III                     |   |             |              |                |  |                       |
| William H. Peyton                          |   |             |              | USA            |  |                       |
| William H. Peyton individually             |   |             |              | USA            |  |                       |
| Beverly Peyton individually                |   |             |              | USA            |  |                       |
| William H. Peyton & Beverly Peyton jointly |   |             |              | USA            |  |                       |
| Iris Peyton individually                   |   |             |              | USA            |  |                       |
| Total William H. Peyton                    |   |             |              |                |  |                       |
| Carolyn Cooper                             |   |             |              | USA            |  |                       |

**3 (2): Securities Holders - 5% during the year not listed above in 3 (1)**

| <u>Name</u>                   | <u>City</u>   | <u>State</u> | <u>Country</u> | <u>Common Shares Owned</u> | <u>% of Ownership</u>  |
|-------------------------------|---|--------------|----------------|----------------------------|--|
| E. C. Lay                     | This information may be found in the<br>Confidential filing section of the FRY-6 Part<br>3. |              |                | USA                        | This information may be found in the<br>Confidential filing section of the FRY-6 Part 3. |
| E. C. Lay and Fay Lay jointly |   |              |                | USA                        |  |
| Wayne Lay                     |   |              |                | USA                        |  |
| Total E. C. and Fay Lay       |   |              |                |                            |  |

Community Bancshares, Inc.  
Stanford, Kentucky  
Fiscal Year Ending December 31, 2018

**4: Insiders**

| <u>Name &amp; Address</u>              | <u>Relationship</u> | <u>City</u> | <u>State</u> | <u>Country</u> | <u>Occupation</u>                                      | <u>BHC Title</u>                             | <u>Subsidiary<br/>PBK Bank Title</u>            | <u>BHC Ownership</u> | <u>Other Company Position</u> | <u>Other Ownership</u> |
|--|---------------------|-------------|--------------|----------------|--|--|---|----------------------|-------------------------------|------------------------|
| Jack Johnson                           |                     |             |              | USA            | Retired School Administration                          | President, Chairman of the Board, Director   | President, Chairman of the Board, Director, DLC |                      |                               |                        |
| Hartese Johnson                        |                     |             |              | USA            | Retired School Administration                          | n/a  | n/a   |                      |                               |                        |
| Jack & Hartese Johnson                 |                     |             |              | USA            | n/a  | n/a  | n/a   |                      |                               |                        |
| Tamara Johnson                         |                     |             |              | USA            | office worker  | n/a  | n/a   |                      |                               |                        |
| Madison White                          |                     |             |              | USA            | Student  | n/a  | n/a   |                      |                               |                        |
| Total Jack Johnson                     |                     |             |              |                |  |  |   |                      |                               |                        |
| Doris Peyton                           |                     |             |              | USA            | Retired School Teacher                                 | Emeritus Director & HC Principal Shareholder |   |                      |                               |                        |
| Beverly Hoskins                        |                     |             |              | USA            | Homemaker  | n/a  | n/a   |                      |                               |                        |
| Lois Sills                             |                     |             |              | USA            | Homemaker  | n/a  | n/a   |                      |                               |                        |
| Luther Galloway, Jr.                   |                     |             |              | USA            | Civil Engineer & Farmer                                | Director                                     | Director  |                      |                               |                        |
| Total Doris Peyton and Luther Galloway |                     |             |              |                |  |  |   |                      |                               |                        |
| R. H. Cooper III                       |                     |             |              | USA            | Retired Insurance Agent and Car Wash Owner             | Director                                     | Director  |                      |                               |                        |
| Sue Cooper                             |                     |             |              | USA            | car washowner  | n/a  | n/a   |                      |                               |                        |
| Total R. H. Cooper III                 |                     |             |              |                |  |  |   |                      |                               |                        |
| William H. Peyton                      |                     |             |              | USA            | Farmer   | Director                                     | Director  |                      |                               |                        |
| William H. & Beverly Peyton            |                     |             |              | USA            | n/a  | n/a  | n/a   |                      |                               |                        |
| Beverly Peyton                         |                     |             |              | USA            | Retired School Administration                          | n/a  | n/a   |                      |                               |                        |
| Iris Peyton                            |                     |             |              | USA            | homemaker  | n/a  | n/a   |                      |                               |                        |
| Total William H. Peyton                |                     |             |              |                |  |  |   |                      |                               |                        |
| Rufus Shoopman                         |                     |             |              | USA            | Farmer   | Director                                     | Director  |                      |                               |                        |
| Mary Sue Shoopman                      |                     |             |              | USA            | retired home health agency                             | n/a  | n/a   |                      |                               |                        |
| Rufus & Mary Sue Shoopman              |                     |             |              | USA            | n/a  | n/a  | n/a   |                      |                               |                        |
| Tim & Lynn Campbell                    |                     |             |              | USA            | Chemical Engineers & Teacher                           | n/a  | n/a   |                      |                               |                        |
| Gwen Wesley                            |                     |             |              | USA            | Chemical Engineer                                      | n/a  | n/a   |                      |                               |                        |
| Total Rufus Shoopman                   |                     |             |              |                |  |  |   |                      |                               |                        |
| Dr. John Price, MD                     |                     |             |              | USA            | Medical Doctor   | Director                                     | Director  |                      |                               |                        |
| Bruce Edgington                        |                     |             |              | USA            | Banker, Real Estate Investment, Rental House & Acreage | Director & CEO & Vice Chairman of the Board  | Director & CEO & Vice Chairman of the Board     |                      |                               |                        |
| Tanner Edgington                       |                     |             |              | USA            | n/a  | n/a  | n/a   |                      |                               |                        |
| Total Bruce Edgington                  |                     |             |              |                |  |  |   |                      |                               |                        |
| Jamey Gay                              |                     |             |              | USA            | Athletic Trainer                                       | Director                                     | Director  |                      |                               |                        |
| Eric Ralston                           |                     |             |              | USA            | Banker   | Director                                     | SVP-Chief Lending Officer & Director            |                      |                               |                        |
| Jeffrey Ralston                        |                     |             |              | USA            | Attorney   | n/a  | n/a   |                      |                               |                        |
| Jeffrey & Terrie Ralston (joint)       |                     |             |              | USA            | Attorney & retired School Administrator                | n/a  | n/a   |                      |                               |                        |
| Total Eric Ralston                     |                     |             |              |                |  |  |   |                      |                               |                        |
| Joye Hunt                              |                     |             |              | USA            | Banker & Farmer  | SVP-Treasurer                                | SVP-CFO   |                      |                               |                        |
| E. Stanley Burris                      |                     |             |              | USA            | Banker & Farmer  | SVP-Secretary                                | VP-Loan Officer & Board Secretary               |                      |                               |                        |

Community Bancshares, Inc. owns 100% of PBK Bank, and PBK Bank owns 100% of each of the 3 subsidiaries.

This information may be found in the separate Confidential filing section of the FRY-6 Part 4.

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