

Board of Governors of the Federal Reserve System

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FEDERAL RESERVE BANK
OF CLEVELAND



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)); 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, 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

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.

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

December 31, 2015

Month / Day / Year

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

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."

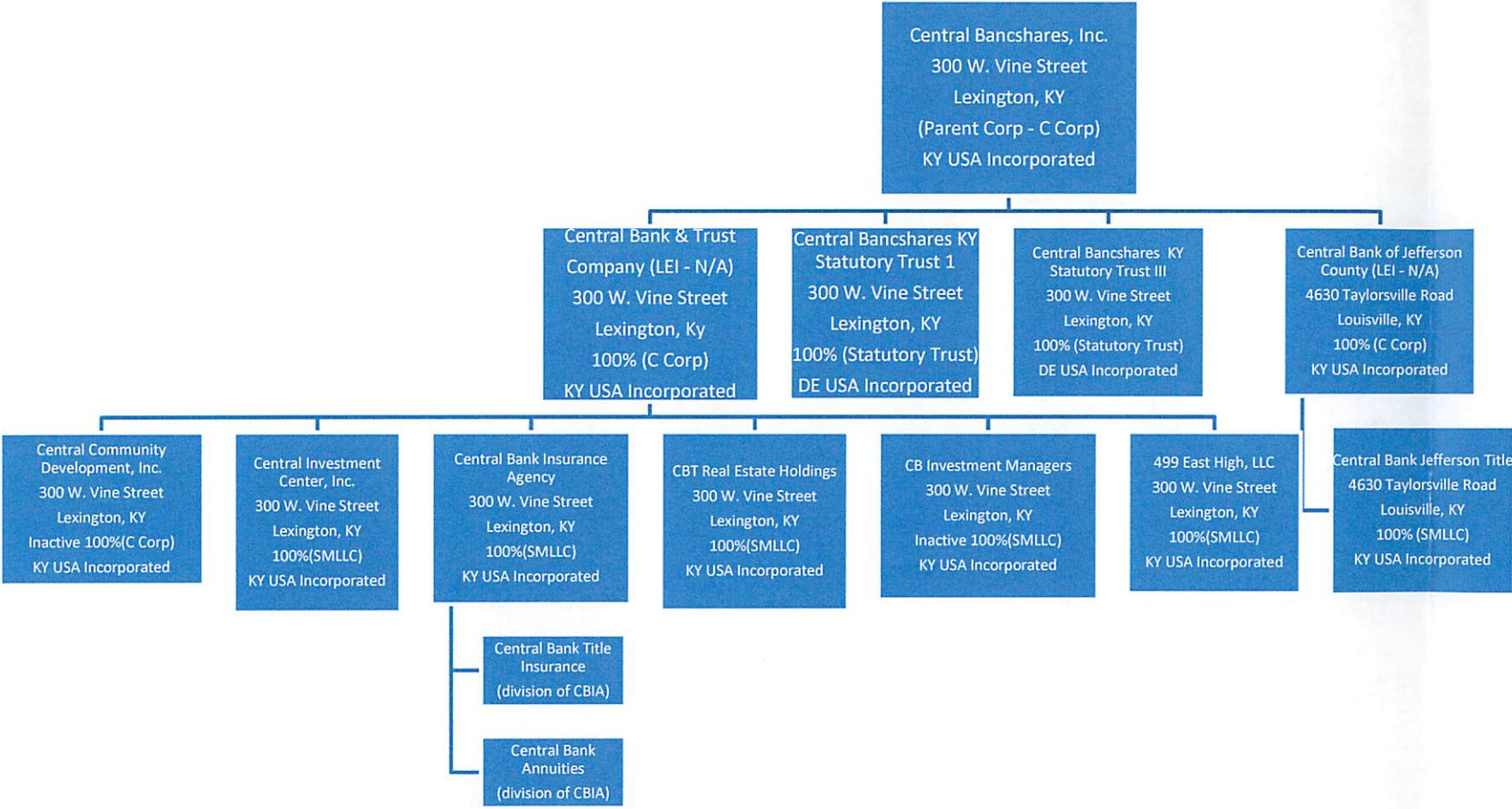
☒ No

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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

Central Bancshares, Inc.
Organizational Chart
as of 12/31/2015



Item
1. will be sent under separate cover upon completion

2a. attached
2b. submitted via email on March 23, 2016

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	37,532	10.79%
C. M. Gattton	Bristol	Tennessee / USA	USA	32,185	9.25%
Jane W. Kincaid, Estate					
Joan D. Kincaid, Trustee	Lexington	Kentucky / USA	USA	96,997	27.88%
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	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	10.79%	None	N/A	
Jane W. Kincaid, Estate										
** Joan D. Kincaid, Trustee	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	27.88%	None	N/A	
Luther Deaton, Jr.	Lexington	Kentucky / USA	N/A	Chairman, President & CEO	Chairman, President & CEO Central Bank & Trust Co. Director & CEO Central Bank of Jefferson Co.	N/A	<1.00%	None	N/A	
Joan D. Kincaid	Lexington	Kentucky / USA	N/A	Vice Chairman	Vice Chairman	N/A	29.82%	None	N/A	
Michael D. Foley	Lexington	Kentucky / USA	C.P.A.	Director	Director Central Bank & Trust Co. Director Central Bank of Jefferson Co.	Member Ray, Foley, Hensley & Company, PLLC	<1.00%	None	Mid State Financial Corporation Ray, Foley, Hensley & Company, PLLC Ray, Foley, Hensley Inc.	100% 29% 29%
Wayne M. Martin	Lexington	Kentucky / USA	Retired	Director	Director Central Bank & Trust Co.	N/A	<1.00%	None	N/A	
Nick Nicholson	Lexington	Kentucky / USA	Retired	Director	Director Central Bank & Trust Co.	N/A	0.00%	None	N/A	
G. Michael Ritchie	Lexington	Kentucky / USA	Business Owner	Director	Director Central Bank & Trust Co.	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	Director Central Bank & Trust Co.	Partner Frost Brown Todd, LLC	<1.00%	None		

** 10% principal holders

Results: A list of branches for your holding company: **CENTRAL BANKSHARES, INC. (2158156) of LEXINGTON, KY.**
The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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)	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	40403	MADISON	UNITED STATES	458831	24	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	3942996	CRESTVIEW HILLS BRANCH	2850 TURKEY FOOT	CRESTVIEW HILLS	KY	41017	KENTON	UNITED STATES	493833	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	HARRODSBURG ROAD BRANCH	3700 PALOMAR CENTER	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	235564	18	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	823311	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 NEW 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	235562	16	CENTRAL BANK & TRUST COMPANY	1007015	
OK		Full Service	771319	TATES CREEK ROAD BRANCH	3270 TATES CREEK ROAD	LEXINGTON	KY	40502	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	2727534	PIONEER DRIVE BRANCH	1110 PIONEER 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 SHELBYVILLE 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	3	CENTRAL BANK OF JEFFERSON COUNTY	2435660	