

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, 2023

Month / Day / Year

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

7/31/2024

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 0

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."

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Central Bancshares, Inc.
Lexington, Kentucky
December 31, 2023

Item

1. A PDF of the annual report will be provided as soon as practicable.

3(1). 5% Securities Holders

Name	City	State/Country	Citizenship	Number of Voting Securities	% Voting Common Stock	Provision
Garvice D. Kincaid, Trust Fund C Advisory Committee of Central Bank, Trustee	Lexington	Kentucky / USA	USA	50,000	14.37%	All stock held in the Trust is voted solely at the discretion of the Trustee.
Central Employee Stock Ownership Plan Luther Deaton, Jr. Trustee	Lexington	Kentucky / USA	USA	34,947	10.04%	All stock held in the Trust is voted solely at the discretion of the Trustee, subject to the Kentucky Business Corporation Act.
C. M. Gatton	Bristol	Tennessee / USA	USA	32,185	9.25%	
Joan D. Kincaid	Lexington	Kentucky / USA	USA	203,737	58.56%	

3(2). None

4. Insiders

Name	City	State/Country	Principal Occupation other than H/C	Title & Position with H/C	Title & Position with subsidiaries	Title & Position Other	% of Voting 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	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	14.37%	None	None	None
Central Employee Stock Ownership Plan Luther ** Deaton, Jr. Trustee	Lexington	Kentucky / USA	N/A	N/A	N/A	N/A	10.04%	None	None	None
Luther Deaton, Jr.	Lexington	Kentucky / USA	N/A	Chairman, President & CEO Central Bancshares, Inc.	Chairman, President & CEO Central Bank & Trust Co.	N/A	<1.00%	None	None	None
** Joan D. Kincaid	Lexington	Kentucky / USA	N/A	Vice Chairman & Director Central Bancshares, Inc.	Vice Chairman & Director Central Bank & Trust Co.	President & Chairman Capital Funds Investors, Inc. President & Trustee Kincaid Foundation President & Trustee Joan D. Kincaid Foundation President & Chairman Lexington Finance Company	58.56%	None	Capital Funds Investors, Inc.	100%
Michael D. Foley	Lexington	Kentucky / USA	CPA	Director Central Bancshares, Inc.	Director Central Bank & Trust Co. Chairman & Director Central Investment Center, Inc.	Retired Member Ray, Foley, Hensley & Company, PLLC President & Managing Member Tahoma Consulting Services, PLLC Managing Member Downtown Lex, LLC Secretary & Trustee Kincaid Foundation Treasurer & Director Capital Funds Investors, Inc. Secretary/Treasurer & Director Lexington Finance Company	<1.00%	None	Tahoma Consulting Services, PLLC Downtown Lex, LLC	100% 51%
Wayne M. Martin	Lexington	Kentucky / USA	Retired	Director Central Bancshares, Inc.	Director Central Bank & Trust Co.	Director Governor's Scholars Program, Inc. Member, Board of Regents Morehead State University	<1.00%	None	None	None
Ulysses L Bridgeman, Jr.	Lexington	Kentucky / USA	Business Owner	Director Central Bancshares, Inc.	Director Central Bank & Trust Co.	CEO - Heartland Coca-Cola Bottling Company, LLC Director/Co-Chair Coca-Cola Canada Bottling Limited Manager EHR Canada, LLC President EHR Holdings, LLC CEO Lenexa WWTP, LLC Director Churchill Downs, Inc.	<1.00%	None	Heartland Coca-Cola Bottling Company, LLC Coca-Cola Canada Bottling Limited EHR Canada, LLC EHR Holdings, LLC Lenexa WWTP, LLC ERJ Real Estate Holdings, LLC ERJ-ULB Holding Co. LLC JRM Foods, LLC Bridgeman Hospitality, LLC Bluegrass Restaurant Partners, LLC BC Fourth Street Live, LLC FDL Farms, LLC JR Real Estate, LLC	80% 49% 100% 100% 80% 80% 100% 100% 50% 100% 50% 80%

Name	City	State/Country	Principal Occupation other than H/C	Title & Position with H/C	Title & Position with subsidiaries	Title & Position Other	% of Voting shares in H/C	Percentage of shares in subsidiaries	Other companies 25% or More Name	Ownership %
									ULB Triangle Development, LLC	100%
									JDG Triangle Partners, LLC	25%
									JDG Triangle Partners II, LLC	25%
									JDG Triangle Partners III, LLC	25%
									A-1 Services, Inc.	36%
									A-1 Restaurant Equipment Services, Inc.	36%
									Assured Power, Inc.	36%
									JTP Properties, LLC	33%
									Whistler Group Warehouse, LLC	33%
									Bluegrass Restaurant Holdings I, LLC	40%
									SFR IV Holdings, LLC	50%
									KYMBB, LLC	50%
									Bluegrass Restaurant Holdings II, LLC	50%
									Jaks-Lou, LLC	50%
									SFR V Holdings, LLC	50%
									SFR II Holdings, LLC	50%
									Annam Capital LLC	100%
									Manna Capital Partners, LLC	50%
									BRHPAN II - Georgia, LLC	50%
									SFR VI Holdings, LLC	50%
									SFR VII Holdings, LLC	50%
									SFR IX Holdings, LLC	50%
									SFR X Holdings, LLC	50%
									ABA Risk Management, LLC	50%
									BridgePete Air, LLC	50%
									BF Air, LLC	40%
									Alabama-Bridge Street, LLC	40%
									Alabama-College Street, LLC	40%
									Alabama-Summit Blvd, LLC	40%
									Alabama-Taylor Road, LLC	40%
									BRH I - Florida, LLC	40%
									North Carolina-Friendly Avenue, LLC	40%
									North Carolina-North Hills, LLC	40%
									Tennessee-Main Street, LLC	40%
									Kentucky-Houston Road, LLC	40%
									Ohio-McMillan Street, LLC	40%
G. Michael Ritchie	Lexington	Kentucky / USA	Business Owner	Director Central Bancshares, Inc.	Director Central Bank & Trust Co.	Director & President Eagle Pointe HOA	<1.00%	None	Ritchie & Howard Partnership	70%
									Advantage Properties, Inc.	100%
									Advantage Properties of Orlando, LLC	98%
									Advantage Properties of Tampa Bay, LLC	98%
									GMR Enterprises, Inc.	60%
									Wellington Properties, LLC	33%
									D&M Properties, LLC	67%
									M&D Management, LLC	52%
									Wellington Properties II, LLC	33%
									Wellington Properties III, LLC	33%
									Wellington Properties IV, LLC	33%
									Wellington Properties V, LLC	33%
Paul E. Sullivan	Lexington	Kentucky / USA	Lawyer	Director Central Bancshares, Inc.	Director Central Bank & Trust Co.	Retired Partner Frost Brown Todd, LLC Member Bradford Place LLC	<1.00%	None	Bradford Place LLC	50%

** 10% principal holders