Felicia M. Watkins Retail Banking Officer

Private Banking

Robert Slider Senior Vice President

Mary Littrell Vice President

Wealth Management

Bill Kaiser Vice President

Salt Lick Deposit Bank

Ernest W. Dolihite President

Jeff D. Jacob Senior Vice President & Security, BSA & AML Officer

Lisa S. Grant, CRCM Vice President & Compliance Officer

Vickie Evans Assistant Vice President

Vicki Romero Assistant Vice President

Jacky Watson Assistant Vice President

Cheryl Conyers Consumer Lending Officer



300 West Vine Street Lexington, Kentucky 40507 www.centralbank.com 859-253-6222 800-637-6884

Quarterly Statement of Condition Third Quarter, September 30, 2012

Central Bank & Trust Co.
Central Insurance Services
Central Bank of Jefferson County
Central Investment Center, Inc.
Salt Lick Deposit Bank



Central Bancshares' Mission Statement

The mission of Central Bancshares is to be a high-performance financial services company that delivers superior service and value to each customer we serve. We will emphasize customer and employee satisfaction – always mindful that quality people will make the Central difference.

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For additional copies or information, contact:

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Executive Vice President, Marketing & Sales

Central Bank

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Lexington, KY 40507

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Officers

Tony Brown Financial Advisor

Jim DeMoss Financial Advisor

Jeff Fields, CRPS® Financial Advisor

Deborah Fisher Financial Advisor

Jacobus M. Ockers Financial Advisor

Thomas E. Roberts, CFP® Financial Advisor

Spencer Graeter Investment Officer

Central Bank, Georgetown

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Jennifer J. Roberts Vice President

Patricia Voigt Vice President

Jennifer Baldwin Assistant Vice President

Ashley Weir
Assistant Vice President

Central Bank, Madison County

Jeff Fultz President

Cameron Abney Senior Vice President, Senior Market Lender

Scott Johnson Vice President

Ken Riley
Vice President

Donna Haney
Assistant Vice President

Central Bank, Nicholasville

Alan S. VanArsdall President

Thomas P. Porter Executive Vice President, Senior Market Lender

Cathy Lowe Vice President

Marcus P. Hanks
Assistant Vice President

Jill Slone Assistant Vice President

Brandy Osborne Commercial Lending Officer

Central Bank, Northern Kentucky Merwin Grayson, Jr. President

Matthew E. Eilers Vice President, Senior Market Lender

Karen J. Homan Vice President

Joseph Nienaber Vice President, Retail Development Officer

Dennis Barnes Assistant Vice President

Central Bank, Winchester Glenn Leveridge President

Tim M. Duncan Senior Vice President

Lisa T. Earlywine Vice President Lee Coleman Assistant Vice President

Tammy M. Carroll Assistant Vice President, Retail Development Officer

Amy Turner
Assistant Vice President

James McVey Retail Banking Officer

Melissa Shimfessel Retail Banking Officer

Central Bank, Jefferson County James Clay Smith

President

Jeff D. Jacob Senior Vice President & Security, BSA & AML Officer

Lisa S. Grant, CRCM Vice President & Compliance Officer

William E. Summers, V Senior Vice President Business Development Officer

Commercial Banking Amy Sullivan Senior Vice President

Mortgage Lending
Jeanie Gammon
Mortgage Lending Officer

Leslie Sampson Mortgage Lending Officer

Human Resources Karen Butler Vice President

Retail Banking Elaine Fawbush Assistant Vice President

Casey Steitz Retail Banking Officer

Officers

OPERATIONS AND SUPPORT Operations

Anne B. Carter Executive Vice President

Karen G. Crawley Senior Vice President

Robin Michul Senior Vice President

Harvey Sword
Assistant Vice President

Internet Banking
Brenda P. Oaks
Internet Banking Officer

Card Services
Beverly Smalley
Assistant Vice President

Corporate Services
Karen Rowland

Senior Vice President & Corporate Treasury Manager

Maggie Abney Vice President

Tracy Reid Vice President

Lisa K. Vickers Vice President

Chris Campbell
Assistant Vice President

Deposit Services

Alisa Durham Vice President

Bank Security

Jeff D. Jacob Senior Vice President & Security, BSA & AML Officer

Angela D. Campbell Operations Officer WEALTH MANAGEMENT Trust

Barry Hickey
Senior Vice President &
Trust Manager

Business Development Charles N. Rush, Jr. Vice President

Employee BenefitsDavid L. Turner
Senior Vice President

Douglas E. Fritz Vice President

Sheila C. Parks Vice President

OperationsMarcia E. Wade
Vice President

Personal Trust
Kathryn Wilson Gibson
Senior Vice President

Eloise G. Penn Vice President

Carolyn Bishop Trust Officer

Anna Hovekamp Trust Officer

Investment Management Timothy D. Fyffe Senior Vice President & Senior Portfolio Manager

Thomas Corr Vice President & Senior Portfolio Manager

Private Banking Gregory M. Shewmaker Senior Vice President & Private Banking Manager

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Rita L. Bugg Vice President

Leslie Fannin Vice President

Alicia Jordan
Vice President

Christopher Thomason *Vice President*

Matthew Frank
Private Banking Officer

Central Insurance Services

Ross Barnette President

Tom Francis Vice President

Robert Wessel Vice President

Steven P. Wright Vice President

Don Yaden Vice President

Beverly Hicks Commercial Insurance Officer

Sherry Wright
Employee Benefits Officer

Central Investment Center, Inc.

Jeff Ginnan Executive Vice President & Senior Financial Advisor

Don Graeter Vice President & Financial Advisor

Drew Graeter Vice President & Financial Advisor

Financial Highlights

	2012		2011		2010	2009		2008
Results of Operations:								
Net income	\$ 9,633,237	\$	8,096,871	\$	3,181,443	\$ 1,002,065	\$	8,012,866
Net income per share	27.69		23.27		9.14	2.88		23.03
Cash dividends per share	0.00		0.00		0.00	3.75		6.75
Book value per share								
at quarter end	509.16		471.46		443.15	415.12		433.61
At September 30:								
Assets	\$ 2,168,866,600	\$ 2,	124,636,429	\$ 2	,175,179,945	\$ 1,951,660,375	\$ 1,	,815,945,365
Earning assets	2,033,366,083	1,	968,083,318	2	,009,258,984	1,807,038,586	1,	,686,364,898
Net loans and leases	1,634,930,422	1,	650,473,789	1,	,746,052,321	1,636,072,033	1,	,490,423,641
Deposits	1,876,384,001	1,	842,605,471	1,	,837,979,588	1,625,759,761	1,	,480,552,070
Shareholders' equity	177,147,050		164,030,348		154,181,962	144,430,143		150,861,785
Performance Ratios:								
Return on average assets	0.60%		0.51%		0.20%	0.07%		0.59%
Return on average								
shareholders' equity	7.45%		6.70%		2.75%	0.91%		7.18%
Average shareholders'								
equity to average assets			6.84%		6.58%	6.73%		7.33%
Net charge-offs to average	9							
loans and leases	0.55%		0.48%		0.66%	0.50%		0.27%
Allowance for credit								
losses as a percentage								
of quarter end loans and	leases 1.75%		1.64%		1.37%	1.28%		1.35%
Net interest margin								
(tax equivalent)	3.79%		4.00%		3.91%	3.45%		3.80%

Consolidated Balance Sheets

	September 30, 2012	September 30, 2011		
ASSETS				
Cash and due from banks	\$ 36,683,695	\$ 42,456,857		
Federal funds sold	201,800,000	158,500,000		
Total cash and cash equivalents	238,483,695	200,956,857		
Securities	160,788,221	124,610,851		
Loans and leases, net of unearned income	1,664,061,597	1,677,992,142		
Allowance for credit losses	(29,131,175)	(27,518,353)		
Loans and leases, net	1,634,930,422	1,650,473,789		
Premises and equipment, net	41,287,345	44,708,156		
Federal Home Loan Bank stock	7,959,300	7,959,300		
Intangible assets	16,151,143	16,645,731		
Prepaid expenses and other assets	69,266,474	79,281,745		
Total assets	\$ 2,168,866,600	\$ 2,124,636,429		
LIABILITIES AND SHAREHOLDERS' EQUITY				
Deposits:				
Non-interest bearing	\$ 417,966,672	\$ 381,122,508		
Interest bearing	1,458,417,329	1,461,482,963		
Total deposits	1,876,384,001	1,842,605,471		
Customer sweep accounts	48,505,359	50,455,246		
Federal Home Loan Bank advances	16,309,883	16,819,632		
Long term debt payable	37,600,000	37,600,000		
Other liabilities	12,920,307	13,125,732		
Total liabilities	1,991,719,550	1,960,606,081		
SHAREHOLDERS' EQUITY				
Common stock, par value, \$10 a share; 350,000 shares				
authorized, 347,922 shares outstanding	3,479,220	3,479,220		
Additional paid-in capital	6,890,468	6,890,468		
Retained earnings	170,152,883	157,599,282		
Accumulated other comprehensive income (loss)	(3,375,521)	(3,938,622)		
Total shareholders' equity	177,147,050	164,030,348		
Total liabilities and shareholders' equity	\$ 2,168,866,600	\$ 2,124,636,429		

Officers

Catherine Himes Vice President
Brian W. West Vice President
Susan Bradley Assistant Vice President
Rebecca Haddix Assistant Vice President
Lorraine Kinley Assistant Vice President
HUMAN RESOURCES Rose Douglass Executive Vice President
Amy Manning Vice President
Shelia Plymale Vice President
June Carpenter Human Resources Officer
TECHNOLOGY SERVICES Julia Bondra Executive Vice President
Anna Eliassen Vice President
E. Sean Profitt Vice President
Kevin J. Lippert Assistant Vice President
Brian D. Catron Application Development Officer
Chris Schum

Information Security Officer

Technology Services Officer

Paul Stewart

RETAIL BANKING David L. Moore Executive Vice President
Michael Gartner Senior Vice President
Chris McGaughey CRA Community Development Office
Banking Centers Richard D. Hartley Vice President, Retail Development Officer
Terri A. Jones Vice President, Retail Development Officer
D. Keith Preston Vice President, Retail Development Officer
Alicia F. Smith Assistant Vice President, Retail Development Officer
Karen Burton Assistant Vice President
Lana Alexander Retail Banking Officer
Ugochi E. Alinnor Retail Banking Officer
Jeffrey Benton Retail Banking Officer
Gina Ensminger Retail Banking Officer
Angela M. Friesz Retail Banking Officer
Barbara Johnson Retail Banking Officer
Terra Long

icer

Laura M. Owens Retail Banking Officer Philip Rochester Retail Banking Officer Alexandra Terry Retail Banking Officer Client Services Cathy K. Combs Senior Vice President Diane Williams Client Services Officer FINANCIAL PLANNING AND CONTROL Patricia P. Price Executive Vice President & CFO **Edward Barnes** Senior Vice President Shawn Presnell Vice President Lisa A. Williamson Financial Planning Officer

ENTERPRISE RISK MANAGEMENT

C. Gregory Stacy
Executive Vice President

Jimmy Hamilton
Risk Management Officer

Funds Management James R. Nall Assistant Vice President

MARKETING Stephen C. Kelly
Executive Vice President

Lesley Wright Marketing Officer

Correspondent Banking Doug Flynn Correspondent Banking Officer

Retail Banking Officer

Officers

Central Bancshares, Inc. Officers

Luther Deaton, Jr.
Chairman, President & CEO

Joan D. Kincaid Vice Chairman

Anne B. Carter Vice President

Ranee Leland Corporate Secretary

Patricia P. Price Treasurer

Jeff D. Jacob Security Officer

Lisa S. Grant, CRCM Compliance Officer

Central Bank, Lexington ADMINISTRATION

Luther Deaton, Jr.
Chairman, President & CEO

Ranee Leland Corporate Secretary

Auditing

Craig L. Daniels, CPA Senior Vice President

Lisa S. Grant, CRCM Vice President & Compliance Officer

Donna J. Craven, CRCM *Vice President*

Danny C. Noland Vice President

CREDIT ADMINISTRATION

Jeffrey S. Rosenstiel Senior Vice President

Ben Wasson
Assistant Vice President

Jessica Lee Credit Administration Officer

Loan Review Marie A. Young Vice President

David Chrisman Senior Vice President

Danny G. Abner Vice President

Leigh M. Carr Assistant Vice President

LeeAnn Layne Loan Review Officer

Michael Williams
Loan Review Officer

Loan Services

Laura L. Schweitzer Senior Vice President

Timothy R. Austin Assistant Vice President

Jarred W. Paull CRE Officer

Loan Processing

Donna M. Turner Vice President

Special Assets

Ellen Sharp Vice President

Steve Hall Vice President

Julie Szymanski Assistant Vice President

Becky Mullins Special Assets Officer

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COMMERCIAL BANKING

Gregory A. Bibb Executive Vice President

Commercial Lending

Mark Kaufmann Senior Vice President

Mark R. Fox Vice President

David Ross Vice President

Jason A. Smith Vice President

Stephen J. Mallory
Assistant Vice President

Consumer Lending

Jerry F. Smalley Vice President

Mortgage Lending George R. Lathram Senior Vice President

Paul B. Drake Vice President

Christopher R. Kincaid *Vice President*

Paul R. Thornsberry Vice President

Jordan Owens Commercial Mortgage Officer

Central Bank Mortgage

Ed Workman Senior Vice President

Tom Breathitt Vice President

Brad Fields Vice President

Consolidated Income Statements

(For nine months ended)	September 30, 2012	September 30, 2011
INTEREST INCOME		
Interest and fees on loans	\$ 64,423,687	\$ 70,162,226
Interest on securities	1,315,271	1,427,154
Interest on short term investments	291,684	257,782
	66,030,642	71,847,162
INTEREST EXPENSE		
Interest on deposits	9,139,401	12,377,723
Interest on borrowed funds	2,380,289	2,370,152
	11,519,690	14,747,875
Net interest income	54,510,952	57,099,287
Provision for credit losses	9,442,064	12,993,458
Net interest income after provision for credit losses	45,068,888	44,105,829
OTHER INCOME		
Service charges on deposit accounts	7,255,163	8,410,378
Service charges on loans	8,219,120	6,168,027
Wealth management income	8,012,842	7,833,948
Other income	2,307,644	3,306,480
	25,794,769	25,718,833
OTHER EXPENSES		
Salaries	23,397,642	22,605,521
Benefits	5,187,505	5,911,721
Occupancy	12,830,093	12,627,760
Other non-interest expenses	19,798,638	20,554,645
	61,213,878	61,699,647
Income before provision for income taxes	9,649,779	8,125,015
Provision for income taxes	16,542	28,144
Net income	\$ 9,633,237	\$ 8,096,871
Basic earnings per share	\$ 27.69	\$ 23.27

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Boards of Directors

Central Bancshares, Inc. and Central Bank & Trust Co. Board of Directors

Luther Deaton, Jr. Chairman, President & CEO Central Bancshares, Inc. and Central Bank & Trust Co.

Michael D. Foley Partner Ray, Foley, Hensley & Company, PLLC Certified Public Accountants

Joan D. Kincaid Vice Chairman of the Board Central Bancshares, Inc. and Central Bank & Trust Co.

Wayne M. Martin President & General Manager WKYT-TV

Nick Nicholson Retired Keeneland Association

G. Michael Ritchie President & CEO Photo Science, Inc.

Paul E. Sullivan Partner Frost Brown Todd, LLC

Central Bank, Georgetown Advisory Board of Directors

Dallas Blankenship Retired Superintendent Scott County Board of Education

Mason "Butch" Glass Community Volunteer

William C. Haugh CEO, Georgetown Community Hospital

George H. Lusby Scott County Judge Executive

Kimberly E. Marshall President

Randy Mason
Owner-Operator, McDonald's

W. Thomas Prather Chairman, Central Bank, Georgetown

Central Bank, Lexington Advisory Board of Directors

Sheila Bayes Owner, Sheila Bayes Fine Jewelry

Kurt Braun Finance Director, Southland Christian Church

Edward D. Bullard Chairman, E.D. Bullard Company

John Dundon CFO, Sayre Christian Village

Marian Guinn Executive Director, God's Pantry

Patrick Hayden Retired, Rector Hayden Real Estate

Sarah Healy McDonald's

David Houchin

President. Intech Contracting

Jay Johnson Owner, Thermal Balance, Inc.

Dr. Michael Karpf Executive Vice President for Health Affairs/UK HealthCare

Debbie Long Owner, Dudley's on Short

Anne McBrayer President, Kentucky Eagle Beer

Everett McCorvey University of Kentucky School of Music -Opera Department Chair

Lynn Redmond
President, Medical Rehab Center

Brent Rice Attorney, McBrayer, McGinnis, Leslie and Kirkland

Michelle Ripley President, Commonwealth Fund for KET

Charlie Scroggin Senior Vice President HDR-Quest Engineers, Inc. Lisa Ball Sharp Vice President, Ball Homes

Linda Slagel President, Highbridge Spring Water

Denis Steiner President, Denham Blythe Company, Inc.

Nick Strong Owner, Old Colony Insurance Services

Greg Vance, DMD Owner, Premier Periodontics

Billy Wilcoxson President, Pro Sports Management

Carol Worsham
Co-Principal, Winterwood, Inc.

Central Bank, Madison County Advisory Board of Directors

Dianna Ackerman Broker/Owner, ERA Professional Hometown Services

Frankie C. Blevins, Jr. Attorney, Blevins Law, LLC

Robert R. Blythe EKU Professor Pastor, First Baptist Church

James R. Carr Builder and Developer

Shannon Combs Partner, Combs, Parsons and Collins Funeral Home

Jeff Fultz President

James Ernest Hillard Owner, Middletown Industrial

Mike Rice Owner, Cars of Kentucky, Inc.

Rita H. Smart
Owner. The Bennett House

Central Bank, Nicholasville Advisory Board of Directors

Sandra J. Adams Owner, Zaxby's

Boards of Directors

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Partner, Ray, Fóley, Hensley & Company, PLLC Certified Public Accountants

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Ben A. Rainwater Tutt Construction

Paul E. Sullivan
Partner, Frost Brown Todd, LLC

Benjamin G. Taylor
Taylor Made Farm & Sales Agency, Inc.

Alan S. VanArsdall President

Central Bank, Northern Kentucky Advisory Board of Directors

Chris Carle Senior Vice President, Chief Operating Officer St. Elizabeth Heathcare. Florence

Helen Carroll Manager, Community Relations Toyota Motor Manufacturing

Joseph A. Creevy, MD Retired Urologist

Mark Goetz Owner. Edgewood Electric

Merwin Grayson, Jr. President

Ron Hill Managing Director, TPS Solutions, LTD

Kim Patton Vice President, Turner Construction

Doug Ridenour President, Federal Equipment

Gregory Shumate
Member, Frost Brown Todd, LLC

Ray Will, MD Cardiothoracic Surgeon

John Yeager Owner, Ashley Development

Central Bank, Winchester Advisory Board of Directors

James Allen Former Clark County Judge-Executive

Gerald F. (Kelly) Healy III Director of Operations, McDonald's

Nancy Lawwill Retired Vice President & Assistant Treasurer, Central Bank, Winchester

Glenn Leveridge President

Terry Littrell
Builder and Developer

Rex McCrary, DMD Dentist

Jeff Monohan
Assistant Vice President, The Allen
Company

Ralph J. Palmer President, Palmer Engineering Company

Patricia M. Smith President, MD Consulting, Inc.

Robert Strode Retired

Mary Jane Warner Manager of Power Delivery East Kentucky Power Cooperative, Inc.

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Jonathan S. Blue Chairman, Blue Equity, LLC

Ronald L. Carmicle Chairman, Central Bank of Jefferson County President and Owner, River City Development

Marcia Cassady Director, Classical Studies Institute of Louisville

Luther Deaton, Jr. CEO, Central Bank of Jefferson County

Michael D. Foley Partner, Ray, Foley, Hensley & Company, PLLC Certified Public Accountants

William P. Malone Retired, Deming, Malone, Livesay & Ostroff

James Clay Smith President

William E. Summers, IV Retired, Deputy Mayor, Louisville Metro Govt.

Jude Thompson Owner & CEO, Transform Business Solutions. Inc.

Salt Lick Deposit Bank Board of Directors

Luther Deaton, Jr. Chairman & CEO

Ernest W. Dolihite President

Michael D. Foley Partner, Ray, Foley, Hensley & Company, PLLC Certified Public Accountants

Bradley G. Frizzell Owner, Frizzell Tax Service, Inc.

William Grimes, PAC
President & CEO. New Hope Ministries Inc.

Floyd Jack Ison Retired, Hoffman, Ison & Green, Inc.

Paula G. Richardson President, Richardson, Barber & Williamson. PSC

Michael G. Tearney KPMG Professor of Accountancy & Gatton College Associate Dean Emeritus, University of Kentucky