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March 25, 1997

Pension and Welfare Benefits Administration
P.O. Box 75212
Washington, DC 20013-5212

2006-13781

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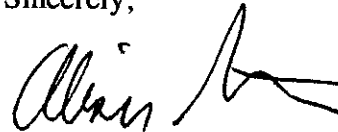
Re: Central Bancshares, Inc.

Dear Sir or Madam:

Central Bancshares, Inc. maintains top hat plans for the benefit of select highly compensated and/or management employees. Enclosed, in accordance with Department of Labor Regulation 2520.104-23, is a top hat plan exemption statement for Central Bancshares, Inc. The above employer understands that this filing satisfies its reporting and disclosure obligations under Title I of ERISA with respect to the plans identified on the enclosed top hat plan exemption statement.

Please call if you have any questions.

Sincerely,



Alison M. Stemler

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Enclosure

Copies to Ms. Debbie F. Reiss
Mr. David Turner

TOP HAT PLAN EXEMPTION STATEMENT

1. Employer: Central Bancshares, Inc.
2. Employer Address: 300 West Vine Street
P.O. Box 1360
Lexington, Kentucky 40590-1360
3. Employer Identification Number: 61-1247980
4. The Employer maintains one or more plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
5. The Employer maintains two such deferred compensation plans in total.
6. The Plans cover the following number of employees:
 - a) Two
 - b) Four
7. Upon request, the Employer will furnish a copy of the Plans to the Department of Labor.

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