

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

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

I, **Jess Correll**

Name of the Holding Company Director and Official

Chairman

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.

First Southern Bancorp. Inc.

Legal Title of Holding Company

P.O. Box 328

(Mailing Address of the Holding Company) Street / P.O. Box

Stanford

KY

40484

City

State

Zip Code

99 Lancaster Street

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Sara Downey

Administrative Support

Name

Title

(606) 365-6947

Area Code / Phone Number / Extension

(606) 365-7557

Area Code / FAX Number

sdowney@fsnb.net

E-mail Address

n/a

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

Signature of Holding Company Director and Official

3/27/2019

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. _____

Is confidential treatment requested for any portion of this report submission?	0=No	1=Yes	1
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."			

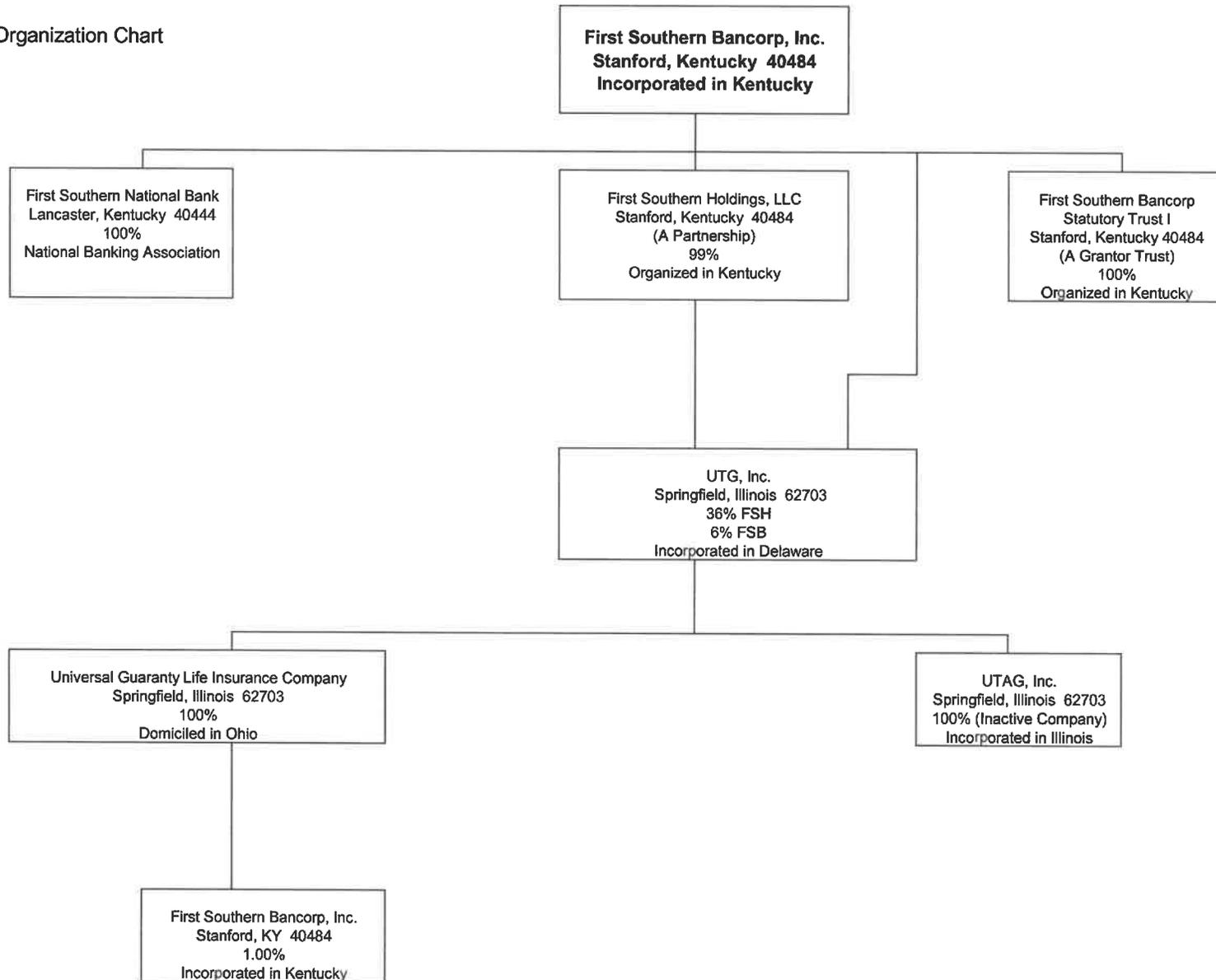
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2018

REPORT ITEM 1: Annual Report to Shareholders

None

FIRST SOUTHERN BANCORP, INC.
Organizational Chart
December 31, 2018

Report Item 2a: Organization Chart



Note: LEI is N/A unless otherwise noted.

Results: A list of branches for your depository institution: **FIRST SOUTHERN NATIONAL BANK (ID_RSSD: 702612).**

This depository institution is held by **FIRST SOUTHERN BANCORP, INC. (1247987)** 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)	702612	FIRST SOUTHERN NATIONAL BANK	27 PUBLIC SQUARE	LANCASTER	KY	40444	GARRARD	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	3796667	BOWLING GREEN BRANCH	1214 ASHLEY CIR	BOWLING GREEN	KY	42104	WARREN	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	718547	CENTRAL CITY BRANCH	130 WEST BROAD STREET	CENTRAL CITY	KY	42330	MUHLBERG	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	2929057	GREENVILLE OFFICE	401 NORTH MAIN STREET	GREENVILLE	KY	42345	MUHLBERG	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	1917963	LEXINGTON BRANCH	3060 HARRRODSBURG ROAD SUITE 205	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	327547	216 NORTH MAIN STREET BRANCH	100 NORTH MAIN STREET	MONTICELLO	KY	42633	WAYNE	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Limited Service	524542	TOWN AND COUNTRY BRANCH	1195 NORTH MAIN STREET	MONTICELLO	KY	42633	WAYNE	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	2359579	NICHOLASVILLE BRANCH	204 FAIRFIELD DRIVE	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Limited Service	172046	MAIN STREET BRANCH	1013 WEST MAIN STREET	PRINCETON	KY	42445	CALDWELL	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	49540	PRINCETON BRANCH	101 WEST WASHINGTON	PRINCETON	KY	42445	CALDWELL	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	1904664	894 RICHMOND PLAZA BRANCH	894 RICHMOND PLAZA	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	53444	BETHEL BRANCH	88 SOUTH BETHEL STREET	RUSSELLVILLE	KY	42276	LOGAN	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	475710	SOMERSET BRANCH	15 NORTH HIGHWAY 27	SOMERSET	KY	42503	PULASKI	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Limited Service	210612	STANFORD BRANCH	102 WEST MAIN STREET	STANFORD	KY	40484	LINCOLN	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	616111	STANFORD BRANCH	103 VINCENT DRIVE	STANFORD	KY	40484	LINCOLN	UNITED STATES	Not Required	Not Required	FIRST SOUTHERN NATIONAL BANK	702612	

FIRST SOUTHERN BANCORP, INC.
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REPORT ITEM 2b: Domestic Branch Listing

Submitted early via email on 03/26/2019

FIRST SOUTHERN BANCORP, INC.
 Annual Report of Bank Holding Companies - FRY-6
 December 31, 2018

Report Item 3: Shareholders

FIRST SOUTHERN BANCORP, INC.

Voting stock of First Southern Bancorp consists of common stock only. Shares of common stock are designated as: (1) Voting Common Stock and (2) Correll Common Stock.

Total outstanding shares of common stock at 12/31/18: 3,048,141

1. Shareholders of record that directly or indirectly own, control, or hold with power to vote 5 percent or more of any class of voting securities of the bank holding company:

NAME & ADDRESS	COUNTRY OF CITIZENSHIP OR INCORPORATION	VOTING COMMON STOCK	CORRELL COMMON STOCK	TOTAL COMMON STOCK
JESS CORRELL STANFORD, KY USA	USA	60,495	1,815,675	1,876,170(a)(b) 61.55%
WCORRELL, LIMITED PARTNERSHIP STANFORD, KY USA	USA		450,900	450,900 14.79%

- (a) Includes 1,364,775 shares owned directly by Mr. Correll and 450,900 shares owned by the WCorrell, Limited Partnership of which Mr. Correll is the managing general partner. Also includes 60,495 shares which Mr. Correll has the power to vote and as to which Mr. Correll disclaims beneficial ownership.
- (b) In addition to the above shares, Mr. Correll's daughter, Adrienne Correll, owns 2,899 shares of common stock (0.10% of total common stock), Mr. Correll's son, Preston Correll, owns 2,854 shares of common stock (0.09% of total common stock), Mr. Correll's other daughter, Leigh Correll, owns 3,436 shares of common stock (0.11% of total common stock) and Mr. Correll's wife and mother-in-law, Angela Correll and Betty Crouch, own 420 shares of common stock (0.01% of total common stock).

FIRST SOUTHERN BANCORP, INC.
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Report Item 3: Shareholders - Continued

2. List any shareholders not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None

(1) Name and address (city and state/country):

Randall Attkisson
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Registered Investment Advisor

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank
Director - UTG, Inc.
Director - Universal Guaranty Life Insurance Company

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

3.01% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

- **Mr. Attkisson owns 0.12% of UTG, Inc. and also owns shares of First Southern Bancorp, Inc., which owns shares of UTG, Inc. First Southern Bancorp, Inc. also indirectly owns shares of UTG, Inc. through its subsidiary, First Southern Holdings, LLC. (See organization chart contained in Report Item 2).**

(See organization chart contained in Report Item 2a herein that lists UTG, Inc.'s percent ownership in their subsidiaries.)

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

This information has been submitted separately in the confidential section.

(1) Name and address (city and state/country):

Adrienne Correll
Louisville, KY U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Investor

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.10% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

**Jesse Correll
Stanford, Kentucky U.S.A.**

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Chairman, President, Chief Executive Officer

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

**Chairman - First Southern National Bank
President - First Southern Holdings, LLC
Chairman & Chief Executive Officer - UTG, Inc.
Chairman & Chief Executive Officer - Universal Guaranty Life Insurance Company**

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

61.55% of common stock (See explanatory footnotes (a) Report Item 3.)

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

57.06% of UTG, Inc., which represents shares owned by Jess Correll and by affiliated and related companies of Jess Correll.

(See organization chart contained in Report Item 2a herein that lists UTG, Inc.'s percent ownership in their subsidiaries.)

- (4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

This information has been submitted separately in the confidential section.

(1) Name and address (city and state/country):

Douglas P. Ditto
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Director, Vice President & Treasurer

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director, Sr Vice President & Central Lending Group Manager - First Southern National Bank
Vice President - UTG, Inc.
Vice President - Universal Guaranty Life Insurance Co.

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

2.91% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

1.00% of UTG, Inc.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

**Alex Keltner
Russellville, KY**

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

President – First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

None

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.27% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

Jill Martin
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Vice President, Treasurer & Assistant Secretary

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Vice President, Treasurer & Assistant Secretary - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.94% of common stock (0.60% of which is not directly owned but Jill Martin has the power to vote these shares.)

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

Theodore C. Miller
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Chief Financial Officer & Secretary

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Chief Financial Officer & Secretary- First Southern National Bank
Senior Vice President, Chief Financial Officer & Secretary - UTG, Inc.
Senior Vice President, Chief Financial Officer & Secretary – Universal Guaranty Life Insurance Company

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

None

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.17% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

0.37% of UTG, Inc.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

**William Wesley Perry
Midland, Texas U.S.A.**

(2) Principal occupation, if other than with the holding company organization:

Oil & Gas Entrepreneur

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.44% of common stock, which represents shares owned by William Wesley Perry and by a company controlled by William Wesley Perry.

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

3.8% of UTG, Inc., which represents shares owned by a company controlled by William Wesley Perry.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

This information has been submitted separately in the confidential section.

(1) Name and address (city and state/country):

William Michael Ray
Somerset, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Certified Public Accountant

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.34% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

William T. Roberts
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Director & Vice President

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director, President & Chief Executive Officer - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

None

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.67% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

W.L. Rouse III
Lexington, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Commercial Real Estate

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.29% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

3.0% of UTG, Inc.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

This information has been submitted separately in the confidential section.

(1) Name and address (city and state/country):

James P. Rousey
Stanford, Kentucky U.S.A.

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Chief Executive Officer

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director & President – UTG, Inc.
Director & President – Universal Guaranty Life Insurance Company

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.65% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

0.28% of UTG, Inc.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

**Suzanne Short
Nicholasville, KY U.S.A.**

(2) Principal occupation, if other than with the holding company organization:

Not applicable

(3a) Title or position with the bank holding company:

Chief Operating Officer

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

None

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

None

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.01% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None

(1) Name and address (city and state/country):

**Nancy Sleeth
Lexington, Kentucky U.S.A.**

(2) Principal occupation, if other than with the holding company organization:

Writer & Ministry

(3a) Title or position with the bank holding company:

Director

(3b) Title or position with all direct and indirect subsidiaries of the bank holding company:

Director - First Southern National Bank

(3c) Title or position with any other company in which the person is a director, trustee, partner, or executive officer:

This information has been submitted separately in the confidential section.

(4a) Percentage of each class of voting securities owned, controlled, or held with power to vote in the bank holding company:

0.22% of common stock

(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

None

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None