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.

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, Jess Correll
Name of the Holding Company Director and Official
Chairman & President
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
3-27-2014

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Reporters Name, Street, and Mailing Address
First Southern Bancorp, Inc.
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)

Person to whom questions about this report should be directed:
Cynthia Bourne Accounting
Name Title
606-365-4324
Area Code / Phone Number / Extension
606-365-7557
Area Code / FAX Number
cbourne@fsnb.net
E-mail Address
n/a
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:
Item 4 - Section 3(c) and Section 4(c)
☑ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ No
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

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 1241987
C.L.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
REPORT ITEM 1: Annual Report to Shareholders

None
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

REPORT ITEM 2b: Domestic Branch Listing

Submitted via email on 03/13/2014
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 3: Shareholders

FIRST SOUTHERN BANCORP, INC.

Voting stock of First Southern Bancorp consists of common stock only.

Total outstanding shares of common stock at 12/31/13: 3,446,030

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:

<table>
<thead>
<tr>
<th>NAME &amp; ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP OR INCORPORATION</th>
<th>NUMBER OF SHARES</th>
<th>PERCENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>JESS CORRELL, STANFORD, KY</td>
<td>U.S.</td>
<td>3,020,142(a)(b)</td>
<td>70.71%</td>
</tr>
<tr>
<td>WCORRELL, LIMITED PARTNERSHIP, STANFORD, KY 40484</td>
<td>U.S.</td>
<td>706,800(b)</td>
<td>19.09%</td>
</tr>
<tr>
<td>RANDALL ATTKISSON, STANFORD, KY</td>
<td>U.S.</td>
<td>185,976(c)</td>
<td>5.31%</td>
</tr>
</tbody>
</table>

(a) Includes 1,675,997 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 68,243 shares which Mr. Correll has the power to vote and as to which Mr. Correll disclaims beneficial ownership. Also includes options to purchase 569,102 shares, which can be exercised at any time by Mr. Correll.

(b) Includes options to purchase 255,900 shares that can be exercised at any time by either Jess Correll, Ward Correll, or the WCorrell Limited Partnership.

(c) Includes 58,473 shares owned directly by Mr. Attkisson and 70,689 shares owned by Mr. Attkisson's spouse. Also includes options to purchase 56,814 shares, which can be exercised at any time by Mr. Attkisson.
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.

As of November 30, 2013:

<table>
<thead>
<tr>
<th>NAME &amp; ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP OR INCORPORATION</th>
<th>NUMBER OF SHARES</th>
<th>PERCENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>DOUG DITTO</td>
<td>U.S.</td>
<td>179,056(a)</td>
<td>5.20%</td>
</tr>
</tbody>
</table>

(a) Includes 126,932 shares owned directly by Mr. Ditto and 6,826 shares owned by Mr. Ditto’s children. Also includes options to purchase 45,298 shares, which can be exercised at any time by Mr. Ditto.
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

(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 business 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:

    5.31% of Voting Common Stock (See explanatory footnote (c) in 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:

- Mr. Atkisson owns 0.01% 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.)

Additional information has been submitted separately in the confidential section.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other business 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.
Report Item 4: Insiders

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

John R. Ball  
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

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

Senior Vice President – Lending Manager & Director, First Southern National Bank

(3c) Title or position with any other business 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:

1.60% of Voting Common Stock (Includes Options)

(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 business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

None
REPORT ITEM 4: INSIDERS

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

William R. Clark  
Russellville, 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

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

President & Director, First Southern National Bank

(3c) Title or position with any other business 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:

0.55% of Voting Common Stock (Includes Options)

(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 business 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 & Director, First Southern Insurance Agency, Inc.  
   Chairman & Chief Executive Officer, UTG, Inc.  
   Chairman & Chief Executive Officer, Universal Guaranty Life Insurance Company  
   Chairman & Chief Executive Officer, Imperial Plan, Inc.

(3c) Title or position with any other business 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:

   70.71% of Voting Common Stock  (See explanatory footnotes (a) and (b) in 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:

   49.10% 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 business 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.
Report Item 4: Insiders

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

Preston Correll  
Stanford, Kentucky  U.S.A.

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

Direct-Marketing Farmer

(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 business 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:

0.001% of Voting 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 business 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.
Report Item 4: Insiders

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

Ward Correll
Somerset, Kentucky  U.S.A.

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

Oil distributor

(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, First Southern Insurance Agency, Inc.
Director, UTG, Inc.
Director, Universal Guaranty Life Insurance Company

(3c) Title or position with any other business 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:

0.72% of Voting Common Stock (Includes Options)
(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:

7.13% of UTG, Inc., which represents shares owned by Mr. Correll and by a company of which Mr. Correll and the estate of his late wife own 90% of the voting shares.

In addition, by virtue of Ward Correll’s relationship with his son Jess Correll and the affiliated and related companies of Jess Correll, Ward Correll may be deemed to have beneficial ownership over the shares of UTG, Inc. which are owned by those entities.

(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 business 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 business 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:

4.98% of Voting Common Stock (Includes Options)

(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:

0.16% of UTG, Inc.

(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other business 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):

David Downey
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

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

Director & Senior Vice President - Real Estate, First Southern National Bank

(3c) Title or position with any other business 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:

3.05% of Voting 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 business 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):

Eugene Hargis  
Russellville, 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 business 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:

1.09% of Voting 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 business 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.
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

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

Danny Irvin
Lancaster, Kentucky  U.S.A.

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

Realtor/Auctioneer

(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 business 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:

0.60% of Voting 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 business 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):

    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:

    Secretary & Chief Financial Officer

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

    Secretary, Senior Vice President & Chief Financial Officer, First Southern National Bank  
    Secretary & Director, First Southern Insurance Agency, Inc.

(3c) Title or position with any other business 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:

    0.49% of Voting Common Stock (Includes Options)

(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 business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

    None
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

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

Robert M. Ray
Somerset, Kentucky  U.S.A.

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

Wholesale Distributor

(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 business 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:

0.88% of Voting 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 business 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.
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

(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 & Chief Executive Officer, First Southern National Bank

(3c) Title or position with any other business 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:

    0.48% of Voting Common Stock (Includes Options)

(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 business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

    None
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

(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 business 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:

0.003% of Voting 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 business 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.
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2013

Report Item 4: Insiders

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

    John R. Swaim
    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:

    Senior Vice President – Credit and Investments, First Southern National Bank

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

    Senior Vice President – Credit and Investments, First Southern National Bank

(3c) Title or position with any other business 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:

    0.49% of Voting Common Stock (Includes Options)

(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 business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

    None
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.

Action
- 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 must be submitted in a hardcopy format or via the FR Y-10 Online application – https://silive.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch IDRSS*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service [Head Office]</td>
<td>7062424</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>27 PUBLIC SQUARE</td>
<td>LANCASTER</td>
<td>KY</td>
<td>40664</td>
<td>GARBERD</td>
<td>UNITED STATES</td>
<td>1744</td>
<td>0</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>Change</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>1744</td>
<td>BOWLING GREEN BRANCH</td>
<td>1210 ASHLEY CIR</td>
<td>BOWLING GREEN</td>
<td>KY</td>
<td>42204</td>
<td>WARREN</td>
<td>UNITED STATES</td>
<td>493273</td>
<td>27</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>2504068</td>
<td>HUSTONVILLE BRANCH</td>
<td>936 MAIN STREET</td>
<td>HUSTONVILLE</td>
<td>KY</td>
<td>40937</td>
<td>LINCOLN</td>
<td>UNITED STATES</td>
<td>393879</td>
<td>68</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>3983454</td>
<td>EKELY BRANCH</td>
<td>131 KENTUCKY AVENUE</td>
<td>EKELY</td>
<td>KY</td>
<td>42053</td>
<td>BALLARD</td>
<td>UNITED STATES</td>
<td>898619</td>
<td>22</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>3917006</td>
<td>LEXINGTON BRANCH</td>
<td>9500 HARRISBURG ROAD SUITE 205</td>
<td>LEXINGTON</td>
<td>KY</td>
<td>40503</td>
<td>FYATTY</td>
<td>UNITED STATES</td>
<td>7945</td>
<td>13</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Limited Service</td>
<td>3755547</td>
<td>350 NORTH MAIN STREET BRANCH</td>
<td>350 NORTH MAIN STREET</td>
<td>MONTICELLO</td>
<td>IN</td>
<td>47963</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>9936</td>
<td>6</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Limited Service</td>
<td>3245642</td>
<td>TOWN AND COUNTRY BRANCH</td>
<td>1155 NORTH MAIN STREET</td>
<td>MONTICELLO</td>
<td>IN</td>
<td>47963</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>234863</td>
<td>10</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>2359579</td>
<td>NICHOLASVILLE BRANCH</td>
<td>200 FAIRFIELD DRIVE</td>
<td>NICHOLASVILLE</td>
<td>KY</td>
<td>40356</td>
<td>JESSAMINE</td>
<td>UNITED STATES</td>
<td>227956</td>
<td>15</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Limited Service</td>
<td>1220064</td>
<td>MAIN STREET BRANCH</td>
<td>1013 WEST MAIN STREET</td>
<td>PRINCETON</td>
<td>KY</td>
<td>42485</td>
<td>GALLATIN</td>
<td>UNITED STATES</td>
<td>136158</td>
<td>38</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>4995464</td>
<td>PRINCETON BRANCH</td>
<td>101 WEST WASHINGTON</td>
<td>PRINCETON</td>
<td>KY</td>
<td>42485</td>
<td>GALLATIN</td>
<td>UNITED STATES</td>
<td>1800</td>
<td>17</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1/1/2010</td>
<td>Full Service</td>
<td>1904664</td>
<td>894 RICHMOND PLAZA BRANCH</td>
<td>894 RICHMOND PLAZA</td>
<td>RICHMOND</td>
<td>KY</td>
<td>40475</td>
<td>MADISON</td>
<td>UNITED STATES</td>
<td>1768</td>
<td>13</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
</tbody>
</table>

Change 10/1/2013

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>53444</td>
<td>BETHLE BRANCH</td>
<td>104 SOUTH BETHLE STREET</td>
<td>RUSSELLVILLE</td>
<td>KY</td>
<td>42276</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>194193</td>
<td>24</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>1762404</td>
<td>NORTH MAIN STREET BRANCH</td>
<td>138 NORTH MAIN STREET</td>
<td>RUSSELLVILLE</td>
<td>KY</td>
<td>42276</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>1804</td>
<td>23</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>475314</td>
<td>SOMERSET BRANCH</td>
<td>15 NORTH HIGHWAY 17</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42503</td>
<td>PLUASKI</td>
<td>UNITED STATES</td>
<td>1702</td>
<td>6</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>250631</td>
<td>STANFORD BRANCH</td>
<td>102 WEST MAIN STREET</td>
<td>STANFORD</td>
<td>KY</td>
<td>40884</td>
<td>LINCOLN</td>
<td>UNITED STATES</td>
<td>194513</td>
<td>6</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>616111</td>
<td>STANFORD BRANCH</td>
<td>101 VINCENT DRIVE</td>
<td>STANFORD</td>
<td>KY</td>
<td>40884</td>
<td>LINCOLN</td>
<td>UNITED STATES</td>
<td>193877</td>
<td>4</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>608444</td>
<td>WILCOFF BRANCH</td>
<td>858 COURT STREET</td>
<td>WILMORE</td>
<td>KY</td>
<td>40390</td>
<td>JESSAMINE</td>
<td>UNITED STATES</td>
<td>474360</td>
<td>26</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>10/1/2013</td>
<td>Full Service</td>
<td>3735103</td>
<td>WILMORE BRANCH</td>
<td>201 EAST MAIN STREET</td>
<td>WILMORE</td>
<td>KY</td>
<td>40390</td>
<td>JESSAMINE</td>
<td>UNITED STATES</td>
<td>474360</td>
<td>26</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>7062424</td>
<td></td>
</tr>
</tbody>
</table>