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), 15, 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
03/30/2016
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 124 798 87
C.I.

Does the reporter request confidential treatment for any portion of this submission?
☒ Yes □ No
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.
☒ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
REPORT ITEM 1: Annual Report to Shareholders

None
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2014

REPORT ITEM 2b: Domestic Branch Listing

Submitted via email on 03/26/2015
### Results:
A list of branches for your depository institution: FIRST SOUTHERN NATIONAL BANK (02_8530: 702442). This depository institution is held by FIRST SOUTHERN BANKCORP, INC. (1247887) of STANFORD, KY. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

### Recognition 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.

### Data 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, enter the branch data, and enter "Add" in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

While 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 Schedule for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hard copy format or via the FR Y-10 Online application. [https://y10online.federalreserve.gov](https://y10online.federalreserve.gov)

* FRB UNickname, Office Number, and ID_RSSD columns are for reference only, Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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>FRB UNickname*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>27 PUBLIC SQUARE</td>
<td>LANCASTER</td>
<td>KY</td>
<td>40044</td>
<td>GARDA</td>
<td>UNITED STATES</td>
<td>1746</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>BOWLING GREEN BRANCH</td>
<td>2214 ASHLEY CIR</td>
<td>BOWLING GREEN</td>
<td>KY</td>
<td>42004</td>
<td>WARREN</td>
<td>UNITED STATES</td>
<td>49377</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>HUNTSVILLE BRANCH</td>
<td>9600 MAIN STREET</td>
<td>HUNTSVILLE</td>
<td>KY</td>
<td>40043</td>
<td>LIVINGSTON</td>
<td>UNITED STATES</td>
<td>19379</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>LEXINGTON BRANCH</td>
<td>3000 HARRISBURG ROAD SUITE 200</td>
<td>LEXINGTON</td>
<td>KY</td>
<td>40500</td>
<td>FAYETTE</td>
<td>UNITED STATES</td>
<td>7835</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>NORTH MAIN STREET BRANCH</td>
<td>400 NORTH MAIN STREET</td>
<td>MONTICELLO</td>
<td>KY</td>
<td>40433</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>9535</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>TOWN AND COUNTRY BRANCH</td>
<td>1159 NORTH MAIN STREET</td>
<td>MONTICELLO</td>
<td>KY</td>
<td>40433</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>23466</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>NICHOLDSVILLE BRANCH</td>
<td>204 FAIRFIELD DRIVE</td>
<td>NICHOLDSVILLE</td>
<td>KY</td>
<td>40056</td>
<td>JESSAMINE</td>
<td>UNITED STATES</td>
<td>227460</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Limited Service</td>
<td>702442</td>
<td>MAIN STREET BRANCH</td>
<td>1033 WEST MAIN STREET</td>
<td>PRINCETON</td>
<td>KY</td>
<td>42435</td>
<td>CALDWELL</td>
<td>UNITED STATES</td>
<td>194185</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>PRINCETON BRANCH</td>
<td>103 WEST WASHINGTON</td>
<td>PRINCETON</td>
<td>KY</td>
<td>42435</td>
<td>CALDWELL</td>
<td>UNITED STATES</td>
<td>1800</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>RICHARD PLAZA BRANCH</td>
<td>664 RICHARD PLAZA</td>
<td>RICHARD</td>
<td>KY</td>
<td>402275</td>
<td>MADISON</td>
<td>UNITED STATES</td>
<td>1766</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>RICHMOND BRANCH</td>
<td>88 SOUTH RICHMOND STREET</td>
<td>RUSSELLVILLE</td>
<td>KY</td>
<td>40010</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>194180</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>SOMERSET BRANCH</td>
<td>35 SOUTH HIGHWAY 27</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42500</td>
<td>Pulaski</td>
<td>UNITED STATES</td>
<td>1742</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>STANFORD BRANCH</td>
<td>363 WEST MAIN STREET</td>
<td>STANFORD</td>
<td>KY</td>
<td>40484</td>
<td>LIVINGSTON</td>
<td>UNITED STATES</td>
<td>193811</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>STANFORD BRANCH</td>
<td>363 WEST MAIN STREET</td>
<td>STANFORD</td>
<td>KY</td>
<td>40484</td>
<td>LIVINGSTON</td>
<td>UNITED STATES</td>
<td>193811</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>702442</td>
<td>Full Service</td>
<td>702442</td>
<td>WALNUT BRANCH</td>
<td>205 EAST MAIN STREET</td>
<td>WALNUT</td>
<td>KY</td>
<td>40030</td>
<td>JESSAMINE</td>
<td>UNITED STATES</td>
<td>414360</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>702442</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
FIRST SOUTHERN BANCORP, INC.
Voting stock of First Southern Bancorp consists of common stock only.
Total outstanding shares of common stock at 12/31/14: 3,212,722

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</td>
<td>U.S.</td>
<td>2,849,165(a)(b)</td>
<td>70.56%</td>
</tr>
<tr>
<td>STANFORD, KY</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>WCORRELL, LIMITED PARTNERSHIP</td>
<td>U.S.</td>
<td>706,800(b)</td>
<td>20.38%</td>
</tr>
<tr>
<td>STANFORD, KY</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>RANDALL ATTIKISSON</td>
<td>U.S.</td>
<td>177,723(c)</td>
<td>5.44%</td>
</tr>
<tr>
<td>STANFORD, KY</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) Includes 1,505,673 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 67,590 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 52,726 shares owned directly by Mr. Attkisson and 68,183 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 December 30, 2014:**

<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>171,757(a)</td>
<td>5.23%</td>
</tr>
</tbody>
</table>

(a) Mr. Ditto owned 5 percent or more from February 2014 to December 30, 2014. Includes 119,633 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.
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:

5.44% 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. Attkisson owns 0.04% 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:

1.76% 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:

0.54% 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):

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

(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:

70.56% 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:

50.02% 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.)
Report Item 4: Insiders

(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.
(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:

0.77% of Voting Common Stock (Includes Options)
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2014

Report Item 4: Insiders

(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:

7.29% 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:

4.77% 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:

0.17% 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
Report Item 4: Insiders

(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:

3.11% 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
Report Item 4: Insiders

(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:

1.18% 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):

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:

0.64% 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:

0.52% 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):

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:

0.96% 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):

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:

0.51% 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):

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.