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 officer of the top-tier holding company. This individual should also be a senior officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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

Date of Signature
3/29/2016

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

Does the reporter request confidential treatment for any portion of this submission?
☒ Yes Please identify the report items to which this request applies:
☐ 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.

☐ No

For Federal Reserve Bank Use Only

RSSD ID 12417987
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

None

Report’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Report’s 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

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Cynthia Woodcock Executive Assistant
Name Title
606-365-4324
Area Code / Phone Number / Extension
606-365-7557
Area Code / Fax Number
cwoodcock@fsnb.net
E-mail Address
N/A
Address (URL) for the Holding Company’s web page

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 format 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.
REPORT ITEM 1: Annual Report to Shareholders

None
FIRST SOUTHERN BANCORP, INC.  
Organizational Chart  
December 31, 2015

Report Item 2a: Organization Chart

First Southern Bancorp, Inc.  
Stanford, Kentucky 40484  
Incorporated in Kentucky

- First Southern Insurance Agency, Inc.  
  Stanford, Kentucky 40484  
  100% (Inactive Company)  
  Incorporated in Kentucky

- First Southern National Bank  
  Lancaster, Kentucky 40444  
  100%  
  National Banking Association

- First Southern Holdings, LLC  
  Stanford, Kentucky 40484  
  (A Partnership)  
  99%  
  Organized in Kentucky

- First Southern Bancorp Statutory Trust I  
  Stanford, Kentucky 40484  
  (A Grantor Trust)  
  100%  
  Organized in Kentucky

- UTG, Inc.  
  Springfield, Illinois 62703  
  32.49% FSH  
  5.54% FSB  
  Incorporated in Delaware

- Universal Guaranty Life Insurance Company  
  Springfield, Illinois 62703  
  100%  
  Domiciled in Ohio

- UTAG, Inc.  
  Springfield, Illinois 62703  
  100% (Inactive Company)  
  Incorporated in Illinois

First Southern Bancorp, Inc.  
Stanford, KY 40484  
1.64%  
Incorporated in Kentucky

Note: LEI is N/A unless otherwise noted.
FIRST SOUTHERN BANCORP, INC.
Annual Report of Bank Holding Companies - FRY-6
December 31, 2015

REPORT ITEM 2b: Domestic Branch Listing

Submitted via email on 03/23/2016
<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSDS</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_RSDS</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>Head Office</td>
<td>702612</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>720312</td>
<td>1212 ASHLEY CIR</td>
<td>BOWLING GREEN</td>
<td>KY</td>
<td>42104</td>
<td>WARREN</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td></td>
<td></td>
<td></td>
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<td>Full Service</td>
<td>702612</td>
<td>1212 ASHLEY CIR</td>
<td>BOWLING GREEN</td>
<td>KY</td>
<td>42104</td>
<td>WARREN</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td>Full Service</td>
<td>702612</td>
<td>4815 NORTH MAIN STREET</td>
<td>BREMEN</td>
<td>KY</td>
<td>40315</td>
<td>MCDONELLS</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td>Full Service</td>
<td>702612</td>
<td>130 WEST BROAD STREET</td>
<td>CENTRAL CITY</td>
<td>KY</td>
<td>40330</td>
<td>MOULINBUR</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td>Full Service</td>
<td>702612</td>
<td>401 NORTH MAIN STREET</td>
<td>GREENSVILLE</td>
<td>KY</td>
<td>42145</td>
<td>MOULINBUR</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<tr>
<td>Full Service</td>
<td>702612</td>
<td>9860 MAIN STREET</td>
<td>HUNTSVILLE</td>
<td>KY</td>
<td>40447</td>
<td>LITTLETON</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<tr>
<td>Full Service</td>
<td>702612</td>
<td>3060 HARRODSBURG ROAD SUITE 255</td>
<td>LEXINGTON</td>
<td>KY</td>
<td>40504</td>
<td>LEXINGTON</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<tr>
<td>Full Service</td>
<td>702612</td>
<td>214 NORTH MAIN STREET BRANCH</td>
<td>LEXINGTON</td>
<td>KY</td>
<td>40504</td>
<td>LEXINGTON</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<tr>
<td>Limited Service</td>
<td>702612</td>
<td>204 FAIRFIELD DRIVE</td>
<td>NICHOLASVILLE</td>
<td>KY</td>
<td>40356</td>
<td>NICHOLASVILLE</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td>Limited Service</td>
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<td>1035 WEST MAIN STREET</td>
<td>PRINCETON</td>
<td>KY</td>
<td>42445</td>
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<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<tr>
<td>Limited Service</td>
<td>702612</td>
<td>100 MAIN STREET</td>
<td>RICHMOND</td>
<td>KY</td>
<td>40475</td>
<td>RICHMOND</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td></td>
</tr>
<tr>
<td>Limited Service</td>
<td>702612</td>
<td>102 WEST MAIN STREET</td>
<td>STANFORD</td>
<td>KY</td>
<td>40484</td>
<td>STANFORD</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<td></td>
</tr>
<tr>
<td>Full Service</td>
<td>702612</td>
<td>201 EAST MAIN STREET</td>
<td>WILMORE</td>
<td>KY</td>
<td>40390</td>
<td>WILMORE</td>
<td>UNITED STATES</td>
<td>0 FIRST SOUTHERN NATIONAL BANK</td>
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<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 12/31/15: 3,137,935

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>1,974,741(a)</td>
<td>62.93%</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>450,900</td>
<td>14.37%</td>
</tr>
<tr>
<td>STANFORD, KY</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(a) Includes 1,461,219 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 62,622 shares which Mr. Correll has the power to vote and as to which Mr. Correll disclaims beneficial ownership.
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 September 24, 2015:

<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>RANDALL ATTKISSON</td>
<td>U.S.</td>
<td>176,938(a)</td>
<td>5.51%</td>
</tr>
</tbody>
</table>

(a) Mr. Attkisson owned 5 percent or more from January 2015 to August 31, 2015. Includes 52,945 shares owned directly by Mr. Attkisson and 67,179 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. Mr. Attkisson's options were cancelled effective September 25, 2015. All outstanding options for shareholders were cancelled by or on September 30, 2015.
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:

3.73% 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:

- Mr. Attakisson owns 0.06% 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:

1.67% 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):

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:  

0.46% 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):

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  
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:

62.93% of Voting 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:

50.31% 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.
(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:

0.08% 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 OF INSIDERS

Name and address (city and state/country):

Ward Correll
Somerset, Kentucky  U.S.A.

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

Oil distributor

Title or position with the bank holding company:

Director

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

This information has been submitted separately in the confidential section.

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

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

0.30% 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:

7.32% 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.
Report Item 4: Insiders

(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:

3.46% 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:

0.34% 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:

2.98% 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:

1.22% 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, 2015

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:

0.66% 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):

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:

0.35% 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):

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:

0.99% 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:

0.49% 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):

    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.