Annual Report of Holding Companies—FR Y-6

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017

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 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Jess Correll
Name of the Holding Company Director and Officer
Chairman, President
Title of the Holding Company Director and Officer

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 Officer

Date of Signature

For Federal Reserve Bank Use Only

RSSH ID
C.I.

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

12/2016
REPORT ITEM 1: Annual Report to Shareholders

None
REPORT ITEM 2b:  Domestic Branch Listing

Submitted early via email on 03/01/2018
Results: A list of branches for your depository institution FIRST SOUTHERN NATIONAL BANK (ID_RSSD: 702612).
This depository institution is held by FIRST SOUTHERN BANCORP, INC. (1247987) of STANFORD, KY.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

Reconciliation and Verification Steps:
1. In the Data Action column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the Effective Date column

Actions
OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

Note
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.

If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column.
If a branch listed was sold or closed, enter 'Close' in the Data Action 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.

<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>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<td>702612</td>
<td>Full Service (Head Office)</td>
<td>FIRST SOUTHERN NATIONAL BANK</td>
<td>27 PUBLIC SQUARE</td>
<td>LANCASTER</td>
<td>KY</td>
<td>40444</td>
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<td>154 ASHLEY CT</td>
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<td>WARREN</td>
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<td>RUSSELLVILLE BRANCH</td>
<td>500 HARDCORE ROAD SUITE 206</td>
<td>RUSSELLVILLE</td>
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<td>2244232</td>
<td>TOWN AND COUNTRY BRANCH</td>
<td>1100 NORTH MAIN STREET</td>
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<td>NICHOLASVILLE BRANCH</td>
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</tr>
</tbody>
</table>

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

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.
FIRST SOUTHERN BANCORP, INC.

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

Total outstanding shares of common stock at 12/31/17: 3,088,214

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>VOTING COMMON STOCK</th>
<th>CORRELL COMMON STOCK</th>
<th>TOTAL COMMON STOCK</th>
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</thead>
<tbody>
<tr>
<td>JESS CORRELL</td>
<td>USA</td>
<td>65,502</td>
<td>1,830,891</td>
<td>1,896,393(a)(b)</td>
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<td>STANFORD, KY USA</td>
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<td></td>
<td></td>
<td>61.41%</td>
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<tr>
<td>WCORRELL, LIMITED PARTNERSHIP</td>
<td>USA</td>
<td>450,900</td>
<td>450,900</td>
<td>14.60%</td>
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<tr>
<td>STANFORD, KY USA</td>
<td></td>
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</tr>
</tbody>
</table>

(a) Includes 1,384,998 shares owned directly by Mr. Correll and 450,900 shares owned by the WCorrell, Limited Partnership of which Mr. Correll is the managing general partner. Also includes 60,495 shares which Mr. Correll has the power to vote and as to which Mr. Correll disclaims beneficial ownership.

(b) In addition to the above shares, Mr. Correll’s daughter, Adrienne Correll, owns 2,759 shares of common stock (0.09% of total common stock), Mr. Correll’s son, Preston Correll, owns 2,574 shares of common stock (0.08% of total common stock), Mr. Correll’s other daughter, Leigh Correll, owns 3,734 shares of common stock (0.12% of total common stock) and Mr. Correll’s wife and mother-in-law, Angela Correll and Betty Crouch, own 420 shares of common stock (0.01% of total common stock).
2. List any shareholders not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None
(1) Name and address (city and state/country):

Randall Attkisson  
Stanford, Kentucky  U.S.A.

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

Registered Investment Advisor

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

Director

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

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

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

This information has been submitted separately in the confidential section.

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

3.27% of common stock
(4b) Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company:

- Mr. Attkisson owns 0.10% 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 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):

Jesse Correll
Stanford, Kentucky  U.S.A.

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

Not applicable

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

Chairman, President, Chief Executive Officer

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

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

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

This information has been submitted separately in the confidential section.

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

61.41% of common stock  (See explanatory footnotes (a) Report Item 3.)

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

56.24% of UTG, Inc., which represents shares owned by Jess Correll and by affiliated and related companies of Jess Correll.

(See organization chart contained in Report Item 2a herein that lists UTG, Inc.’s percent ownership in their subsidiaries.)
(4c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held:

This information has been submitted separately in the confidential section.
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 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 common stock

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

    None

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

    This information has been submitted separately in the confidential section.
(1) Name and address (city and state/country):

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

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

Not applicable

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

Director, Vice President & Treasurer

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

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

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

This information has been submitted separately in the confidential section.

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

3.03% of common stock

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

0.60% of UTG, Inc.

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

None
(1) Name and address (city and state/country):

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 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:

0.83% of common stock

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

None

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

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:

Vice President, Treasurer & Assistant Secretary

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

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

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

This information has been submitted separately in the confidential section.

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

0.91% of common stock (0.57% of which is not directly owned but Jill Martin has the power to vote these shares.)

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

None

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

None
(1) Name and address (city and state/country):

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

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

Not applicable

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

Chief Financial Officer & Secretary

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

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

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

None

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

0.12% of common stock

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

0.368% of UTG, Inc.

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

None
(1) Name and address (city and state/country):

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

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

Oil & Gas Entrepreneur

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

Director

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

Director - First Southern National Bank

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

This information has been submitted separately in the confidential section.

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

0.41% of common stock, which represents shares owned by William Wesley Perry and by a company controlled by William Wesley Perry.

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

3.60% of UTG, Inc., which represents shares owned by a company controlled by William Wesley Perry.

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

This information has been submitted separately in the confidential section.
(1) Name and address (city and state/country):

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

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

Certified Public Accountant

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

Director

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

Director - First Southern National Bank

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

This information has been submitted separately in the confidential section.

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

0.27% of common stock

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

None

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

None
(1) Name and address (city and state/country):

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

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

Not applicable

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

Director & Vice President

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

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

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

None

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

0.61% of common stock

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

None

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

None
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 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:

0.27% of common stock

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

2.6% of UTG, Inc.

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

This information has been submitted separately in the confidential section.
(1) Name and address (city and state/country):

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

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

Not applicable

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

Chief Executive Officer

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

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

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

This information has been submitted separately in the confidential section.

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

0.68% of common stock

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

0.28% of UTG, Inc.

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

None
(1) Name and address (city and state/country):

Nancy Sleeth  
Lexington, Kentucky  U.S.A.

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

Writer & Ministry

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

Director

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

Director - First Southern National Bank

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

This information has been submitted separately in the confidential section.

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

0.16% of common stock

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

None

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

None