

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS  
DEPARTMENT

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

03/30/2015

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 129 79 87  
C.I. \_\_\_\_\_

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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

December 31, 2014

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

First Southern Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 328

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

Stanford

KY

40484

City

State

Zip Code

99 Lancaster Street

Physical Location (if different from mailing address)

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

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.

☒ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

**FIRST SOUTHERN BANCORP, INC.**  
**Annual Report of Bank Holding Companies - FRY-6**  
**December 31, 2014**

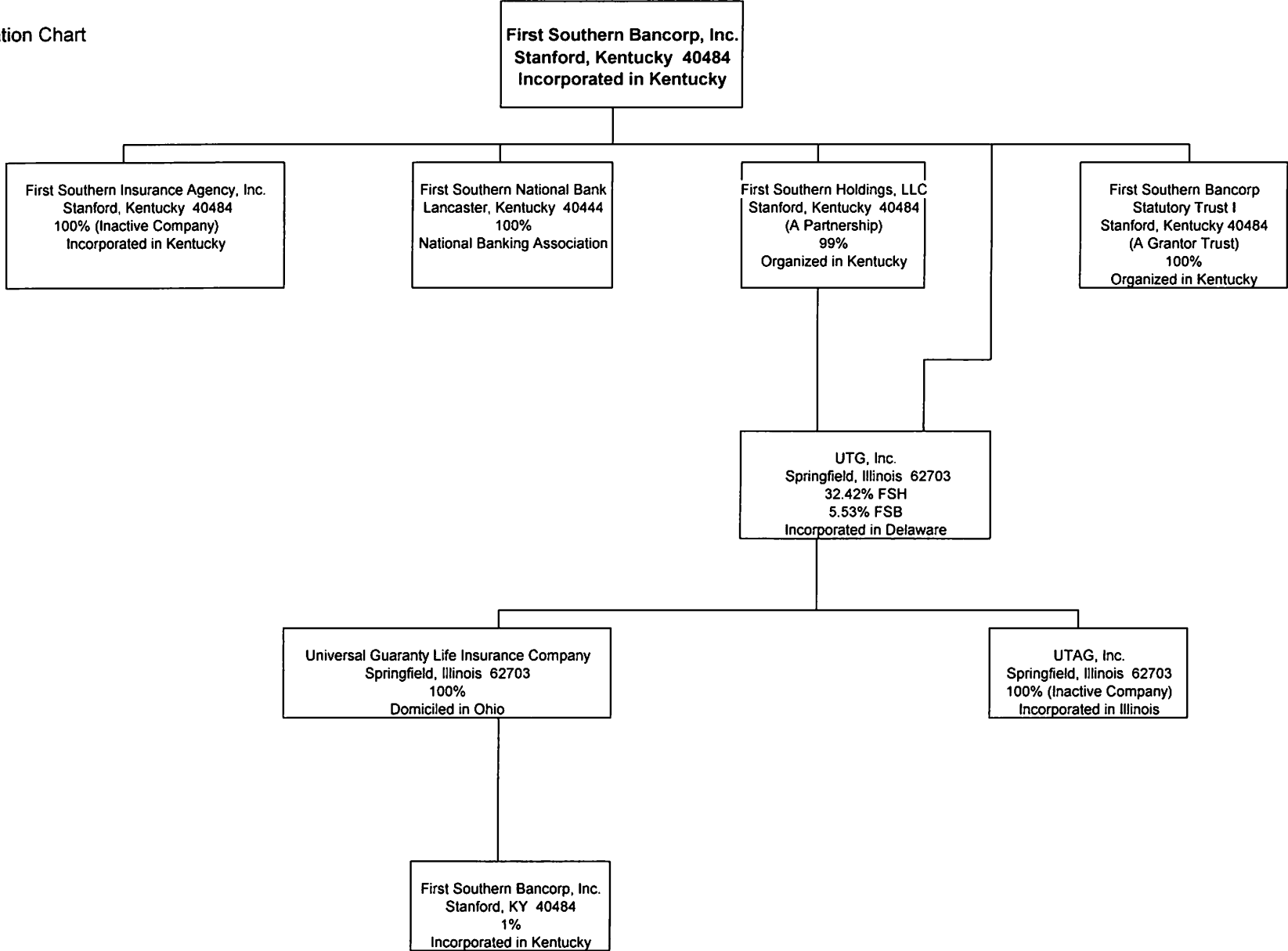
REPORT ITEM 1: Annual Report to Shareholders

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**None**

**FIRST SOUTHERN BANCORP, INC.**  
**Organizational Chart**  
**December 31, 2014**

Report Item 2a: Organization Chart



**FIRST SOUTHERN BANCORP, INC.**  
**Annual Report of Bank Holding Companies - FRY-6**  
**December 31, 2014**

REPORT ITEM 2b: Domestic Branch Listing

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**Submitted via email on 03/26/2015**

**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 **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

#### Reconciliation and Verification Steps

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

#### Actions

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

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

#### Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

#### Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.  
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	702612	FIRST SOUTHERN NATIONAL BANK	27 PUBLIC SQUARE	LANCASTER	KY	40444	GARRARD	UNITED STATES	1744	0	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	3796667	BOWLING GREEN BRANCH	1214 ASHLEY CIR	BOWLING GREEN	KY	42104	WARREN	UNITED STATES	493273	27	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	2530408	HUSTONVILLE BRANCH	9860 MAIN STREET	HUSTONVILLE	KY	40437	LINCOLN	UNITED STATES	193879	8	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	1917963	LEXINGTON BRANCH	3060 HARRODSBURG ROAD SUITE 205	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	7985	13	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	327547	216 NORTH MAIN STREET BRANCH	100 NORTH MAIN STREET	MONTICELLO	KY	42633	WAYNE	UNITED STATES	9936	9	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Limited Service	524542	TOWN AND COUNTRY BRANCH	1195 NORTH MAIN STREET	MONTICELLO	KY	42633	WAYNE	UNITED STATES	234863	10	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	2359579	NICHOLASVILLE BRANCH	204 FAIRFIELD DRIVE	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	227462	15	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Limited Service	172046	MAIN STREET BRANCH	1013 WEST MAIN STREET	PRINCETON	KY	42445	CALDWELL	UNITED STATES	194185	18	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	49540	PRINCETON BRANCH	101 WEST WASHINGTON	PRINCETON	KY	42445	CALDWELL	UNITED STATES	1800	17	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	1904664	894 RICHMOND PLAZA BRANCH	894 RICHMOND PLAZA	RICHMOND	KY	40475	MADISON	UNITED STATES	1768	11	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	53444	BETHEL BRANCH	88 SOUTH BETHEL STREET	RUSSELLVILLE	KY	42276	LOGAN	UNITED STATES	194193	24	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	475710	SOMERSET BRANCH	15 NORTH HIGHWAY 27	SOMERSET	KY	42503	PULASKI	UNITED STATES	1742	3	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	210612	STANFORD BRANCH	102 WEST MAIN STREET	STANFORD	KY	40484	LINCOLN	UNITED STATES	194011	5	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	616111	STANFORD BRANCH	103 VINCENT DRIVE	STANFORD	KY	40484	LINCOLN	UNITED STATES	193877	4	FIRST SOUTHERN NATIONAL BANK	702612	
OK		Full Service	3735303	WILMORE BRANCH	201 EAST MAIN STREET	WILMORE	KY	40390	JESSAMINE	UNITED STATES	474360	26	FIRST SOUTHERN NATIONAL BANK	702612	



FIRST SOUTHERN BANCORP, INC.  
Annual Report of Bank Holding Companies - FRY-6  
December 31, 2014

Report Item 3: Shareholders

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**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:

NAME & ADDRESS	COUNTRY OF CITIZENSHIP OR INCORPORATION	NUMBER OF SHARES	PERCENT
JESS CORRELL STANFORD, KY [REDACTED]	U.S.	2,849,165(a)(b)	70.56%
WCORRELL, LIMITED PARTNERSHIP STANFORD, KY [REDACTED]	U.S.	706,800(b)	20.38%
RANDALL ATKISSON STANFORD, KY [REDACTED]	U.S.	177,723(c)	5.44%

- (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.

FIRST SOUTHERN BANCORP, INC.  
Annual Report of Bank Holding Companies - FRY-6  
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Report Item 3: Shareholders - Continued

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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:

NAME & ADDRESS	COUNTRY OF CITIZENSHIP OR INCORPORATION	NUMBER OF SHARES	PERCENT
DOUG DITTO STANFORD, KY [REDACTED]	U.S.	171,757(a)	5.23%

- (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.

- (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.**

- (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**

- (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**

- (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.)**

- (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:

**0.001% 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)**



- (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**

- (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**

- (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.**

- (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**

(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.**